

Yues International Holdings Group Limited 樂氏國際控股集團有限公司

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 1529

ANNUAL REPORT 年報

2024

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Corporate Information

公司資料

EXECUTIVE DIRECTORS

Mr. Le Kang (*Chairman*)
Mr. Li Zhigang (*Chief Executive Officer*)
(appointed as the Chief Executive Officer on 9 September 2024)
Mr. Li Jiahao
Mr. Li Jiali (resigned on 29 October 2024)
Mr. Du Yingyou (resigned on 17 March 2025)
Ms. Liu Ping (appointed on 15 April 2024)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yu Chun Man (resigned on 30 August 2024)
Mr. Lau Wai Piu Patrick
Dr. Wang Yi
Mr. Chan Koon Yung
Mr. Zhang Yao (appointed on 9 September 2024)

AUDIT COMMITTEE

Mr. Lau Wai Piu Patrick (*Chairman*)
Mr. Yu Chun Man (resigned on 30 August 2024)
Mr. Chan Koon Yung
Dr. Wang Yi (appointed as a member of the Audit Committee
on 30 August 2024)

REMUNERATION COMMITTEE

Dr. Wang Yi (*Chairman*)
Mr. Le Kang
Mr. Li Jiahao
Mr. Yu Chun Man (resigned on 30 August 2024)
Mr. Chan Koon Yung

NOMINATION COMMITTEE

Mr. Le Kang (*Chairman*)
Mr. Li Jiali (resigned on 29 October 2024)
Mr. Yu Chun Man (resigned on 30 August 2024)
Mr. Lau Wai Piu Patrick
Mr. Chan Koon Yung

AUTHORISED REPRESENTATIVES

Mr. Li Zhigang (appointed as the authorised representative
on 8 March 2024)
Mr. Li Jiali (resigned as the authorised representative
on 8 March 2024)
Mr. Chan Tsang Mo

執行董事

樂康先生(主席)
李志剛先生(首席執行官)
(於2024年9月9日獲委任為首席執行官)
黎嘉浩先生
黎嘉力先生(於2024年10月29日辭任)
杜穎友先生(於2025年3月17日辭任)
劉萍女士(於2024年4月15日獲委任)

獨立非執行董事

余俊文先生(於2024年8月30日辭任)
劉偉彪先生
王軼博士
陳冠勇先生
張耀先生(於2024年9月9日獲委任)

審核委員會

劉偉彪先生(主席)
余俊文先生(於2024年8月30日辭任)
陳冠勇先生
王軼博士(於2024年8月30日獲委任為
審核委員會成員)

薪酬委員會

王軼博士(主席)
樂康先生
黎嘉浩先生
余俊文先生(於2024年8月30日辭任)
陳冠勇先生

提名委員會

樂康先生(主席)
黎嘉力先生(於2024年10月29日辭任)
余俊文先生(於2024年8月30日辭任)
劉偉彪先生
陳冠勇先生

授權代表

李志剛先生(於2024年3月8日獲委任為授權代表)
黎嘉力先生(於2024年3月8日辭去授權代表一職)
陳增武先生

Corporate Information *(Continued)*

公司資料 *(續)*

COMPANY SECRETARY

Mr. Chan Tsang Mo

公司秘書

陳增武先生

AUDITOR

Baker Tilly Hong Kong Limited
Certified Public Accountants
*(Public Interest Entity Auditor registered in accordance
with the Financial Reporting Council Ordinance)*

核數師

天職香港會計師事務所有限公司
註冊會計師
(根據財務匯報局條例註冊的
公眾利益實體核數師)

REGISTERED OFFICE

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

註冊辦事處

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

HEADQUARTERS

Units 1301 and 1302, 13/F,
Citic Plaza, No. 233,
Tianhe Road North,
Guangzhou, PRC

總部

中國廣州
天河北路
233號中信廣場
13樓 1301室及 1302室

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Office C, 23rd Floor, Centre Mark II,
305–313 Queen's Road Central,
Hong Kong

香港的主要營業地點

香港
皇后大道中 305–313 號
永業中心 23 樓 C 室

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

主要股份過戶登記總處

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Corporate Information *(Continued)*

公司資料 *(續)*

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

Industrial and Commercial Bank of China (Guangzhou Branch)
Nanyang Commercial Bank, Limited

LISTING EXCHANGE INFORMATION

Place of listing: The Stock Exchange of Hong Kong Limited
Stock Code: 1529

COMPANY'S WEBSITE

www.goalrise-china.com

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

主要往來銀行

中國工商銀行(廣州分行)
南洋商業銀行有限公司

上市交易所資料

上市地點：香港聯合交易所有限公司
股份代號：1529

本公司網站

www.goalrise-china.com

Chairman's Statement

主席報告

Dear Shareholders,

On behalf of the board of directors (the “**Board**”) of Yues International Holdings Group Limited (the “**Company**”), I am pleased to present the annual report of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2024 (the “**Year**”).

Amid the accelerated penetration of the digital economy and the deepening of green logistics policies, the logistics industry in Mainland China is undergoing a profound transformation. From industry perspective, enterprises are facing multiple development opportunities and challenges. On one hand, the widespread adoption of new energy vehicles has effectively alleviated fuel cost pressures; on the other hand, investments in smart logistics systems have led to short-term operational cost pressures. Additionally, the comprehensive implementation of carbon emission accounting systems has prompted enterprises to accelerate the upgrading of green warehousing facilities. Meanwhile, the rapid digitalization of the industry, surging demand for cross-border e-commerce logistics, and intensifying competition for specialized talent are reshaping the development landscape of the logistics and warehousing sector.

The Group provides domestic transportation and international freight forwarding services in Mainland China. In 2024, the domestic logistics, warehousing, and transportation industry continued to be influenced by global supply chain restructuring, accelerated digital transformation, and Environmental, Social, and Governance (ESG) trends, demonstrating steady growth. With the expansion of the e-commerce market, heightened corporate demand for supply chain resilience, and government-driven smart logistics policies, the industry has made significant progress in technological applications, infrastructure development, and service models. Concurrently, the Group has consistently adhered to a prudent and disciplined financial management strategy, including stringent cost control, phased reductions in marketing budgets, and proactive efforts in strategic partnership selection and systematic development in emerging business segments.

致各位股東，

本人謹代表樂氏國際控股集團有限公司(「**本公司**」)董事會(「**董事會**」)欣然提呈本公司及其附屬公司(「**本集團**」)截至2024年12月31日止年度(「**本年度**」)的年報。

隨著數字經濟的加速滲透以及綠色物流政策的不斷深化，中國內地物流業正經歷深刻變革。從行業角度看，企業面臨多重發展機遇與挑戰。一方面，新能源汽車的廣泛應用有效舒緩了燃油成本壓力；另一方面，於智能物流系統的投資導致了短期營運成本壓力。此外，碳排放盤查系統的全面推行，促使企業加快綠色倉儲設施的升級。同時，行業的快速數字化、跨境電商物流需求的激增，以及專業人才競爭加劇等因素，正在重塑物流倉儲業的發展格局。

本集團於中國內地提供國內運輸和國際貨運代理服務。於2024年，國內物流、倉儲、運輸行業繼續受到全球供應鏈重構、數字化轉型加速和環境、社會與管治(ESG)趨勢的影響，呈現穩健增長態勢。隨著電商市場擴張、企業對供應鏈韌性需求的提升，以及政府主導的智能物流政策推動，行業在技術應用、基礎設施建設，以及服務模式等方面取得顯著進展。同時，本集團始終秉持審慎、規範的財務管理策略，包括嚴格實施成本控制、分階段縮減營銷預算、積極推進戰略合作夥伴的篩選和新興業務領域的系統化發展。

Chairman's Statement (Continued)

主席報告 (續)

BUSINESS REVIEW

As a one-stop in-plant logistics services provider in Mainland China, the Group has always prioritized high-quality service as its core competitive advantage, continuously refining its customized client solutions while expanding service boundaries to meet broader market demands. On the strategic expansion front, following the acquisition of the land use rights of a land situated at Fuzhou City of Jiangxi Province in October 2024, the Group is planning to establish a traditional Chinese medicine (TCM) logistics industry park which will improve the quality of warehousing services for TCM products. The logistic center will also serve other business sectors of the Group, including TCM warehousing, distribution, healthcare and wellness, tapping into a broader market. By diversifying its existing business, the Group believed that this strategic move will support long-term growth and boost profitability and returns for all shareholders.

In terms of infrastructure development, as at the end of 2024, the Group had four warehouses in Guangdong Province, with a total gross floor area of approximately 40,000 square meters. By leveraging the economies of scale and hardware advantages of its existing warehousing network, the Group has systematically consolidated regional warehousing resources, dynamically optimizing resource allocation efficiency to achieve structural expansion in customer coverage. Furthermore, the Group has intensified its efforts in developing emerging market segments, further solidifying its client base through differentiated service offerings.

Benefiting from the overall recovery in domestic logistics demand in Mainland China and the consolidation of result of Zhongshan Haihui Technology Logistics (Group) Company Limited and its subsidiaries (the **"Haihui Group"**), which the Group has acquired its 60% equity interest in second half of 2023, the Group's operating performance in its two core business segments, transportation and warehousing services, has showed significant year-on-year growth in 2024. The Group's total revenue has increased by approximately RMB122.3 million, or 91.4%, from approximately RMB133.9 million for the year ended 31 December 2023 (the **"Previous Year"**) to approximately RMB256.2 million for the Year.

業務回顧

作為中國內地一家一站式全配套廠內物流服務的供應商，本集團始終以優質服務作為其核心競爭優勢，不斷優化其客製化解決方案，同時拓展服務邊界，以滿足更廣闊的市場需求。於戰略擴張方面，本集團於2024年10月取得江西省撫州市一幅土地的土地使用權後，本集團正計劃建立中藥物流產業園，提升中藥產品的倉儲服務質素。該物流中心亦將為本集團其他業務板塊提供服務，包括中藥倉儲、分銷、保健養生等，進而開拓更廣闊的市場。透過現有業務多元化發展，本集團相信此策略性舉措將為長遠發展提供支持，並為所有股東提升盈利能力及回報。

於基礎設施建設方面，截至2024年底，本集團於廣東省設有四個倉庫，總建築面積約為40,000平方米。憑藉其現有倉儲網絡的規模經濟及硬件優勢，本集團已系統化整合區域倉儲資源，動態優化資源配置效率，實現客戶覆蓋範圍的結構性擴張。此外，本集團加大開發新興市場領域的力度，通過提供差異化的服務進一步鞏固客戶基礎。

受惠於中國內地國內物流需求的整體復甦，以及綜合入賬本集團於2023年下半年收購股權60%的中山海慧科企物流(集團)有限公司及其附屬公司(「**海慧集團**」)的業績，本集團兩大核心業務分部(運輸及倉儲服務)於2024年的經營業績均實現同比大幅增長。本集團的總收益由截至2023年12月31日止年度(「**上年度**」)的約人民幣133.9百萬元增加約人民幣122.3百萬元或91.4%至本年度的約人民幣256.2百萬元。

Chairman's Statement *(Continued)*

主席報告 *(續)*

However, cost pressures have also posed challenges to the Group's operating environment. Subcontracting expenses has increased by approximately 365.6% year-on-year from approximately RMB33.7 million in the Previous Year to approximately RMB157.0 million. Employee benefit expenses rose by 7.8% year-on-year from approximately RMB66.7 million to approximately RMB71.9 million. Additionally, in line with prudent accounting principles, the Group has recognized impairment losses of approximately RMB2.1 million and RMB7.6 million on trade receivables and loan and interest receivables, respectively. As a result, the Group's loss for the Year has decreased slightly from approximately RMB34.2 million in the Previous Year to approximately RMB30.1 million for the Year.

OUTLOOK

Looking forward to 2025, the logistics and warehousing industry in Mainland China will continue to face systemic challenges, including cost control pressures, rising global trade protectionism, non-tariff technical barriers, difficulties in overcoming technological innovation bottlenecks, and a shortage of high-caliber talent. Notably, at the macro-policy level, local governments are expected to enhance industrial support by promoting industry standardization, refining regulatory mechanisms, and facilitating intelligent transformation, thereby fostering a more sustainable development environment for logistics enterprises.

Under this background, the Group will pursue a dual-track strategy which on one hand, consolidating its quality advantages in existing transportation, warehousing, in-plant logistics, and customized services and, on the other hand, accelerating business diversification to flexibly adapt to dynamic changes in customers' logistics needs. Key strategic initiatives include, but not limited to: (i) Technology-driven transformation: focusing on Artificial Intelligence (AI) algorithm development, automated handling robots, and scenario-based applications of computerized delivery systems to build an intelligent logistics ecosystem; (ii) Industry chain expansion: exploring specialized warehousing and distribution networks in the Traditional Chinese Medicine sector to develop end-to-end pharmaceutical supply chain logistics solutions; (iii) Goat milk business development: leveraging the management team's extensive experience in domestic health and wellness industry as well as deep insights into market trends, consumer demand, and supply chain integration, the Group aims to utilize Inner Mongolia's natural resources to develop goat milk products, capturing emerging opportunities in the increasingly popular health and wellness market in Mainland China.

然而，成本壓力亦為本集團的經營環境帶來挑戰。分包開支由上年度的約人民幣33.7百萬元同比增加約365.6%至約人民幣157.0百萬元。僱員福利開支由約人民幣66.7百萬元同比增加7.8%至約人民幣71.9百萬元。此外，基於審慎會計原則，本集團已分別就應收貿易款項及應收貸款及利息確認減值虧損約人民幣2.1百萬元及人民幣7.6百萬元。因此，本集團於本年度的虧損由上年度的約人民幣34.2百萬元輕微減少至本年度的約人民幣30.1百萬元。

展望

展望2025年，中國內地物流倉儲業將繼續面臨成本控制壓力、全球貿易保護主義抬頭、非關稅技術壁壘、技術創新瓶頸難以突破，以及高素質人才短缺等體系性挑戰。值得注意的是，於宏觀政策層面，地方政府預期將透過推動行業標準化、完善監管機制、促進智能化轉型，加大產業支持力度，為物流企業營造更可持續的發展環境。

在此背景下，本集團將實行雙軌發展戰略，一方面鞏固現有運輸、倉儲、廠內物流及客製化服務的品質優勢，另一方面加快業務多元化進程，靈活適應客戶物流需求的動態變化。主要戰略舉措包括但不限於(i)科技驅動轉型：聚焦人工智能(AI)算法開發、自動化搬運機器人、計算機化配送系統的場景化應用，致力打造智能物流生態圈；(ii)產業鏈擴展：探索中藥領域的專業化倉儲及配送網絡，開發端到端的醫藥供應鏈物流解決方案；(iii)羊奶業務發展：憑藉管理團隊在國內健康保健行業的豐富經驗，以及對市場趨勢、消費者需求及供應鏈整合的深入洞察，本集團擬利用內蒙古的天然資源開發羊奶產品，把握中國內地日益興起的健康保健市場中的新機遇。

Chairman's Statement *(Continued)*

主席報告 *(續)*

Through these strategic initiatives, the Group is committed to seizing structural opportunities in a complex market environment, ultimately achieving a strategic balance between robust shareholder value appreciation and sustainable corporate development.

APPRECIATION

On behalf of the Board, I would like to express my heartfelt thanks to our staff for diligently performing their duties and overcoming difficulties during a challenging year. Their commitment has enabled the Group to maintain stability in its business amidst challenges. At the same time, I would like to thank all shareholders, customers and business partners for their trust and support to the Group.

Le Kang
Chairman

Hong Kong, 28 March 2025

通過上述戰略舉措，本集團致力於在複雜的市場環境中把握結構性機遇，最終實現股東價值穩健增長與企業可持續發展之間的戰略平衡。

致謝

本人謹此代表董事會感謝本集團員工，在過去不平凡的一年，堅守崗位，迎難而上，令本集團業務能夠在挑戰中穩步前行。同時亦感謝各位股東、客戶及業務夥伴等對本集團的信任和支持。

主席
樂康

香港，2025年3月28日

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

The Group is an established logistics service provider in the PRC which provides a wide range of logistics services to meet the needs of the customers' supply chains including (i) transportation; (ii) warehousing; (iii) in-plant logistics; and (iv) customisation services (consisting mainly of labelling services and bundling services).

The Group offers transportation services which primarily involve the delivery of the customers' production materials, components and finished goods to their downstream clients, manufacturing plants and/or designated locations. As at end of 2024, the Group has four warehouses located in the Guangdong Province with a total gross floor area of approximately 40,000 square metres which offer warehousing services to customers. The Group's in-plant logistics services cover the management of the movement of (i) production materials and components and work-in-progress to the production lines within the customers' manufacturing plants; and (ii) finished goods out to their factory gate. The Group's range of services gives it a competitive advantage over other logistics service providers in the PRC which offer only a limited range of services.

In 2024, warehousing and logistics sector in the PRC continued to play a vital role in supporting economic growth, driven by policy support and technological innovation. While the industry maintained steady development, it also faced pressures such as rising costs and intensifying competition. Businesses across the sector focused on balancing efficiency improvements with cost control, seeking new pathways for growth in a rapidly evolving environment. Warehouses nationwide accelerated their shift toward intelligent operations. Technologies like automated guided vehicles and smart sorting systems became more widespread, significantly boosting processing efficiency. Government policies encouraged the redistribution of warehousing resources to central and western regions, easing space shortages in coastal areas. However, challenges emerged as rising rents in major cities and increasing labor costs squeezed profit margins for small and mid-sized warehousing companies.

業務回顧

本集團為一間中國著名物流服務供應商，提供各式各樣的物流服務，以切合客戶的供應鏈需求，包括(i)運輸；(ii)倉儲；(iii)廠內物流；及(iv)定製服務(主要為標籤服務及封裝服務)。

本集團提供運輸服務，主要包括交付客戶的生產材料、零部件及成品至客戶的下游客戶、生產廠房及／或指定地點。於2024年底，本集團在廣東省的四個倉庫的總建築面積約為40,000平方米，可為客戶提供倉儲服務。本集團廠內物流服務涵蓋以下活動的管理工作：(i)在客戶生產廠房內將生產材料及零部件及在製品運至生產線；及(ii)將成品運出廠外。中國其他物流服務供應商只提供有限範疇的服務，而本集團提供的服務範疇可令其擁有競爭優勢。

於2024年，在政策支持及技術創新的帶動下，中國倉儲及物流行業繼續在支持經濟增長方面發揮重要作用。行業在保持穩定發展的同時，亦面臨成本上漲及競爭加劇等壓力。整個行業內的企業都專注於在提高效率及控制成本之間取得平衡，在快速變化的環境中尋求新的增長途徑。全國各地的倉庫加速向智能化營運轉型。自動導引車及智能分揀系統等技術日益普及，大大提高了處理效率。政府政策鼓勵將倉儲資源重新分配到中西部地區，緩解了沿海地區的空間短缺問題。然而，隨著大城市租金上漲及勞工成本增加，中小型倉儲公司的利潤空間受到擠壓，挑戰亦隨之出現。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

In 2024, the Group delivered robust revenue expansion of approximately 91.4% compared to the prior year, primarily driven by the rebound in domestic transportation demand and international freight forwarding activities, as well as the acquisition of 60% equity interest of Zhongshan Haihui Technology Logistics (Group) Company Limited in October 2023. While revenue growth was commendable, the Group also faced industry-wide headwinds in the logistics sector in the PRC, notably labour shortages and inflationary cost on warehouse maintenance and fleet operations. These factors has contributed to a significant rise in the outsourcing expenses, with their proportion to total revenue increasing from 25.2% in 2023 to 61.3% in 2024. Conversely, the Group maintained stringent financial discipline by optimizing marketing spend and administrative overheads, reducing their share of revenue from 23.7% to 14.2% year-on-year. Such cost-conscious measures were critical in mitigating external pressures and persisting market volatility.

In order to remain the competitive positioning and diversify revenue streams, the Group has, through its wholly-owned subsidiary, acquired the land use rights of a land situated at Fuzhou City, Jiangxi Province, the PRC through public tender for a consideration of RMB10.0 million. The Group plans to establish a traditional Chinese medicine (TCM) logistics industry park on the Land which will improve the quality of warehousing services for TCM products. The logistics centre will also serve other business sectors of the Group, including TCM warehousing, distribution, healthcare and wellness, tapping into a broader market. By diversifying the business, it is believed that this strategic move will support long-term growth and boost profitability and returns to the Group.

To conclude, despite lingering uncertainties in domestic demand recovery, the Group has demonstrated operational agility through disciplined cost controls and proactive investment in growth drivers in 2024. The Group remains vigilant to market fluctuations while pursuing value-accretive opportunities to sustain long-term shareholder returns.

於2024年，本集團實現收益較上一年度強勁增長約91.4%，主要得益於國內運輸服務及國際貨運代理業務復甦，以及於2023年10月成功收購中山海慧科企物流(集團)有限公司的60%股權。儘管收益增長值得稱讚，但本集團亦面臨中國物流行業的整體不利因素，特別是勞工短缺及倉庫維護及車隊營運成本上漲。該等因素導致外包費用大幅上升，佔總收益的比例由2023年的25.2%增至2024年的61.3%。相反，本集團透過優化營銷開支及行政開支，維持嚴謹的財務紀律，使其佔收益的比例由23.7%同比下降至14.2%。該等注重成本的措施對於減輕外部壓力及持續的市場波動至關重要。

為保持競爭優勢及多元化收益來源，本集團透過其全資附屬公司以代價人民幣10.0百萬元公開競投收購位於中國江西省撫州市的一幅土地的土地使用權。本集團計劃在該土地上建立一個中醫藥物流產業園，以提高中醫藥產品的倉儲服務質量。該物流中心亦將為本集團其他業務範疇提供服務，包括中醫藥倉儲、分銷、醫療保健及健康，從而開拓更廣闊的市場。透過多元化業務，相信此策略性舉措將支持本集團的長遠增長，並提升其盈利能力及回報。

總而言之，儘管國內需求復甦仍存在不明朗因素，但本集團於2024年已透過嚴格控制成本及積極投資於增長動力，展現營運靈活性。本集團對市場波動保持警覺，同時尋求增值機會，以維持長期股東回報。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

OUTLOOK

Looking forward to 2025, from the perspective of market demand, transportation and warehousing industry in the PRC will continue its transformation and upgrading trend, but growth momentum may show structural differentiation. Affected by the slow recovery of domestic consumption and the restructuring of global industrial chains, demand for traditional standard warehousing services may continue to face pressure, while demand for high-standard warehousing and smart warehousing solutions is expected to usher in new growth. Industry competition will shift to operational efficiency improvement, digital capability development, and the creation of integrated service ecosystems.

To respond to market uncertainties, the Group is, on one hand, adhere to a strategic direction of steady adaptability, deepen the transformation of integrated intelligent warehousing to address flexible changes in industry customer demands; on the other hand, actively promoting in-depth cooperation with the Traditional Chinese Medicine (TCM) industry, including but not limited to the construction of warehouses and/or other logistics industrial parks on the land which the land use right being acquired in 2024, aiming to provide customers with high-quality TCM product warehousing and logistics services. By leveraging the business network of chairman of the Company who has extensive experience in TCM Business., the project is forecasted to be completed by the end of 2026.

To achieve business diversification, the Group has also commenced its goat milk product operations in the Inner Mongolia Autonomous Region of China in late 2024. Developing goat milk products is a strategic move for the Group to enter the health sector and achieve business diversification. Considering the market trend of heightened health awareness, goat milk is gradually gaining popularity among consumers due to its low allergenicity and high nutritional value, with the middle-aged and elderly population driving market growth for goat milk powder. Currently, the Group plans to start selling goat milk powder in the first half of year 2025.

展望

展望2025年，從市場需求角度看，中國運輸及倉儲行業將繼續保持轉型升級趨勢，但增長動力可能出現結構性分化。受國內消費復甦緩慢及全球產業鏈重組的影響，傳統標準倉儲服務需求或將持續面臨壓力，而高標準倉儲及智能倉儲解決方案的需求則有望迎來新的增長。行業競爭將轉向運營效率提升、數字化能力開發及綜合服務生態系統創建。

為應對市場不確定性，本集團一方面堅持穩健適應的策略方向，深化綜合智能倉儲的轉型，以應對行業客戶需求的靈活變化；另一方面，積極推進與中醫藥行業(TCM)的深度合作，包括但不限於在2024年收購土地使用權的土地上興建倉庫及／或其他物流產業園，旨在為客戶提供優質的中醫藥產品倉儲及物流服務。憑藉本公司主席的業務網絡及於中醫藥業務方面的豐富經驗，預期該項目可於2026年底完成。

為實現業務多元化，本集團亦已於2024年底在中國內蒙古自治區開展羊奶產品業務。發展羊奶產品是本集團進軍健康領域並實現業務多元化的策略性舉措。考慮到健康意識提升的市場趨勢，羊奶以其低致敏性及高營養價值逐漸受到消費者的青睞，其中中老年人將帶動羊奶粉的市場增長。目前，本集團計劃於2025年上半年開始銷售羊奶粉。

Management Discussion and Analysis *(Continued)*

管理層討論及分析 *(續)*

While encountering a new round of industry consolidation, the Group will adhere to its development strategy of pursuing change while maintaining stability. While strengthening its leading position in the transportation and warehousing business, the Group will also actively explore market opportunities to expand its existing business network to attain cross-industry synergy. Through the formulation of strategic adjustments, the Group expects not only to effectively withstand market fluctuations but also to create value growth across cycles for its shareholders.

FINANCIAL REVIEW

Revenue

The Group is principally engaged in provision of transportation, warehousing, in-plant logistics and customisation service. The overall revenue of the Group increased by approximately RMB122.3 million or approximately 91.4% from approximately RMB133.9 million for the Previous Year to approximately RMB256.2 million for the Year.

Transportation service

Transportation service primarily involved (i) the delivery of the customers' production materials or components from their suppliers to their manufacturing plants; (ii) the arrangement for transportation of the customers' finished goods to their designated locations or downstream customers; (iii) sea transportation services; and (iv) international freight forwarding agency services.

Revenue from the transportation service recorded an increase of approximately 245.1% from approximately RMB50.3 million for the Previous Year to approximately RMB173.7 million for the Year. This is mainly attributable to the additional revenue brought by the Group's new subsidiary incorporated in the Guangdong Province during the year to provide one-stop solution on supply chain management including transportation and logistics services. The acquisition of Haihui Group in October 2023 has also broaden the Group's base of the transportation revenue compared to the Previous Year.

在面臨新一輪行業整合的同時，本集團將堅持穩中求變的發展策略。在鞏固其運輸及倉儲業務領導地位的同時，本集團亦將積極發掘市場機會，以擴大現有業務網絡，實現跨行業協同效應。透過制定策略調整，本集團期望不僅能有效抵禦市場波動，亦能為股東創造跨週期的價值增長。

財務回顧

收益

本集團主要從事提供運輸、倉儲、廠內物流及定製服務。本集團的整體收益由上年度約人民幣133.9百萬元增加約人民幣122.3百萬元或約91.4%至本年度約人民幣256.2百萬元。

運輸服務

運輸服務主要包括(i)將客戶的生產材料或零部件從供應商交付至生產廠房；(ii)為客戶的成品安排運輸至其指定地點或下游客戶；(iii)海上運輸服務；及(iv)國際貨運代理服務。

運輸服務所得收益由上年度約人民幣50.3百萬元增加約245.1%至本年度約人民幣173.7百萬元，主要是由於本集團於年內在廣東省註冊成立的新附屬公司提供一站式供應鏈管理解決方案(包括運輸及物流服務)所帶來的額外收入所致。於2023年10月收購海慧集團亦較上年度擴大本集團的運輸收入基礎。

Management Discussion and Analysis *(Continued)*

管理層討論及分析 *(續)*

Warehousing service

The warehousing service of the Group included provision of inventory storage and management services. As at 31 December 2024, the Group had four warehouses in the PRC with total gross floor area of approximately 40,000 square metres.

Revenue from the warehousing service increased by approximately 24.4% from approximately RMB19.3 million for the Previous Year to approximately RMB24.0 million for the Year mainly due to the inclusion of warehousing revenue from Haihui Group in 2024.

In-plant logistics service

The in-plant logistics service primarily included management of the movement of (i) production materials and components and work-in-progress to the production lines within the customers' manufacturing plants; and (ii) finished goods out to factory gate of the customers.

Revenue generated from the in-plant logistics service decreased by approximately 9.7% from approximately RMB62.9 million for the Previous Year to approximately RMB56.8 million for the Year.

Customisation service

The customisation service mainly comprised of labelling services and bundling services which is subject to the demand from its customers on an as-needed basis.

Revenue generated from the customisation service amounted to approximately RMB1.3 million and approximately RMB1.7 million for the Previous Year and the Year, respectively.

倉儲服務

本集團的倉儲服務包括提供存貨貯存及管理服務。於2024年12月31日，本集團於中國擁有四個倉庫，總樓面面積約40,000平方米。

倉儲服務所得收益由上年度約人民幣19.3百萬元增加約24.4%至本年度約人民幣24.0百萬元，主要由於於2024年納入海慧集團的倉儲收入。

廠內物流服務

廠內物流服務主要包括以下活動的管理工作：(i) 將生產材料及零部件以及在製品運至客戶生產廠房內的生產線；及(ii) 將成品運出客戶的廠外。

廠內物流服務所得收益由上年度約人民幣62.9百萬元減少約9.7%至本年度約人民幣56.8百萬元。

定製服務

定製服務主要包括(依據客戶的需求並以其需要為基準)標籤服務及封裝服務。

定製服務所得收益於上年度及本年度分別為約人民幣1.3百萬元及約人民幣1.7百萬元。

Management Discussion and Analysis *(Continued)*

管理層討論及分析 *(續)*

Other income, gains and losses, net

Other income gains and losses, net mainly consisted of change in fair value on contingent consideration payable for business combination, interest income from loan receivables, net exchange gains, loss on disposal of subsidiaries and unrealised loss on fair value change of financial assets at FVPL. The net gain decreased from approximately RMB9.6 million for the Previous Year to approximately RMB9.1 million for the Year mainly due to (i) the fair value change on contingent consideration payable on acquisition of Haihui Group of approximately RMB8.1 million; offset by (ii) net exchange gains arising from translation of foreign currency denominated monetary items of approximately RMB1.5 million for the Year compared to approximately RMB3.3 million for the Previous Year; (iii) approximately RMB4.6 million unrealised loss on fair value change of financial assets at FVPL recognised for the Year; and (iv) loss on disposal of subsidiaries of approximately RMB1.7 million for the Year.

Employee benefit expenses

Employee benefit expenses primarily consisted of (i) wages and salaries; (ii) social security fund and insurance contribution; and (iii) other allowances and benefits.

The employee benefit expenses increased by approximately RMB5.2 million, or 7.8% from approximately RMB66.7 million for the Previous Year to approximately RMB71.9 million for the Year.

Sub-contracting expenses

Sub-contracting expenses primarily represented the amount paid to subcontractors for the provision of certain transportation services. Sub-contracting expenses were incurred for the orders for domestic transportation service and international freight forwarding agency services by our customers, whereby the Group, through outsourcing to independent subcontractors, assisted the customers to obtain cargo space from shipping companies or shipping agents that meet their requirements. The sub-contracting expenses increased significantly by approximately RMB123.3 million from approximately RMB33.7 million for the Previous Year to approximately RMB157.0 million for the Year mainly contributed by the corresponding increase in revenue for the Year.

其他收入、收益及虧損淨額

其他收入收益及虧損淨額主要包括業務合併應付或然代價公平值變動、應收貸款利息收入、匯兌收益淨額、出售附屬公司虧損及按公平值計入損益之金融資產公平值變動之未變現虧損。收益淨額由上年度約人民幣9.6百萬元減少至本年度約人民幣9.1百萬元，主要由於(i)收購海慧集團應付或然代價之公平值變動約人民幣8.1百萬元；被以下各項所抵(ii)本年度換算以外幣計值之貨幣項目所產生之匯兌收益淨額約人民幣1.5百萬元（上年度約為人民幣3.3百萬元）；(iii)本年度確認按公平值計入損益之金融資產公平值變動之未變現虧損約人民幣4.6百萬元；及(iv)本年度出售附屬公司之虧損約人民幣1.7百萬元。

僱員福利開支

僱員福利開支主要包括(i)工資及薪金；(ii)社保基金及保險供款；及(iii)其他津貼及福利。

僱員福利開支由上年度約人民幣66.7百萬元增加約人民幣5.2百萬元或7.8%至本年度約人民幣71.9百萬元。

分包開支

分包開支主要指就提供若干運輸服務而支付予分包商的款項。分包開支因客戶的本地運輸服務及國際貨運代理服務訂單而產生，就此，本集團透過外包予獨立分包商，協助客戶從船運公司或航運代理獲得符合其要求的貨位。分包開支由上年度約人民幣33.7百萬元大幅增加約人民幣123.3百萬元至本年度約人民幣157.0百萬元，主要由於本年度收益相應增加。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

Lease payment relating to short-term leases

Short-term lease payment mainly comprised lease payments for rental expense for office premises, warehouses, staff quarters and forklifts, which do not meet the definition of lease liability as lessee under HKFRS 16. Short-term lease payment has decreased by approximately RMB29.4 million, or 83.3%, to approximately RMB5.9 million for the Year from approximately RMB35.3 million for the Previous Year mainly due to the change of corporate strategy of leasing smaller warehouses to reduce cost after the termination of lease of the old warehouse in Guangdong Province in 2024.

Depreciation of right-of-use assets

The Group has certain leases pursuant to HKFRS 16 in respect of (i) premises comprising warehouses, office premises and staff quarters; and (ii) plant and machinery such as forklifts. The depreciation of right-of-use assets has increased from approximately RMB3.9 million for the Previous Year to approximately RMB7.4 million for the Year as two additional lease contracts relating to the warehouses of the Haihui Group have been consolidated to the Group for the Year.

Finance costs

Finance costs mainly represented interest expenses on lease liabilities and bank and other borrowings. Finance costs has increased significantly from approximately RMB1.1million for the Previous Year to approximately RMB4.0 million for the Year mainly attributed to the inclusion of bank loan interest of Haihui Group on a full year basis as compared to Previous Year.

Other expenses

Other expenses mainly include (i) fleet vehicles operating expenses which mainly included fuel costs and maintenance expenses of our fleet vehicles; (ii) outsourced labour costs; (iii) office and telephone expenses which mainly included general office expenses and long-distance calling fees; (iv) insurance expenses for the warehouses and transportations; (v) entertainment and travelling expenses for business soliciting; and (vi) others which mainly included maintenance expenses for the warehouses, professional fees and other miscellaneous expenses.

短期租賃相關租賃付款

短期租賃付款主要包括辦公物業、倉庫、員工宿舍及叉車的租賃開支的租賃付款，其不符合香港財務報告準則第16號對作為承租人的租賃負債的定義。短期租賃付款由上年度約人民幣35.3百萬元減少約人民幣29.4百萬元或83.3%至本年度約人民幣5.9百萬元，乃主要由於2024年終止租賃廣東省的舊倉庫後轉變公司策略，租賃較小倉庫以減少成本所致。

使用權資產折舊

本集團根據香港財務報告準則第16號於以下方面擁有若干租賃：(i) 物業（包括倉庫、辦公物業及員工宿舍）；及(ii) 廠房及機械（例如叉車）。使用權資產的折舊由上年度的約人民幣3.9百萬元增加至本年度約人民幣7.4百萬元，原因是與海慧集團倉庫有關的兩份額外租賃合約已於本年度併入本集團。

融資成本

融資成本主要指租賃負債及銀行及其他借款的利息開支。融資成本從上年度的約人民幣1.1百萬元大幅增加至本年度約人民幣4.0百萬元，主要歸因於與上年度比較，全年計入海慧集團的銀行貸款利息。

其他開支

其他開支主要包括(i) 車隊車輛經營開支（主要包括車隊車輛的燃油成本及保養開支）；(ii) 外包勞工成本；(iii) 辦公室及電話開支（主要包括一般辦公開支及長途電話費）；(iv) 倉庫及運輸保險開支；(v) 業務招攬的招待及差旅開支；及(vi) 其他（主要包括倉庫保養開支、專業費用及其他雜項開支）。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Other expenses increased by approximately RMB4.6 million from approximately RMB31.7 million for the Previous Year to approximately RMB36.3 million for the Year, mainly due to increase in outsourced labour costs led by the rise of general wage level of manpower in the PRC, and additional acquisition-related legal and professional fees incurred during the Year.

Loss for the year

As a result of the aforesaid, the Group recorded a loss of approximately RMB30.1 million for the Year (Previous Year: loss of approximately RMB34.2 million).

LIQUIDITY AND FINANCIAL RESOURCES

The Group's operation and investments were financed principally by internal resources. As at 31 December 2024, the Group had net current assets of approximately RMB60.4 million (2023: approximately RMB100.0 million) and cash and cash equivalents of approximately RMB49.7 million (2023: approximately RMB78.0 million). The Directors confirm that the Group will have sufficient financial resources to meet its obligations as and when they fall due in the foreseeable future.

GEARING RATIO

The Group monitors its capital on the basis of the gearing ratio, which is expressed as a percentage of net debt divided by equity attributable to owners of the Company. Net debt is calculated as the sum of bank and other borrowings, lease liabilities, contingent consideration payable and amount due to a director less time deposit and cash and cash equivalents. The gearing ratio of the Group was approximately 4.9% as at 31 December 2024 (2023: approximately 9.2%).

CAPITAL STRUCTURE

The capital structure of the Group comprises issued share capital and reserves. The Directors review the Group's capital structure regularly. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, issuance of new shares and share buy-backs as well as the issue of new debt or the redemption of existing debt.

其他開支由上年度約人民幣31.7百萬元增加約人民幣4.6百萬元至本年度約人民幣36.3百萬元，乃主要由於中國一般工資水平上升導致外包勞工成本增加，以及年內產生與收購有關的額外法律及專業費用。

年內虧損

鑒於前述者，本集團於本年度錄得虧損約人民幣30.1百萬元(上年度：虧損約人民幣34.2百萬元)。

流動資金及財務資源

本集團之營運及投資主要由內部資源撥付。於2024年12月31日，本集團擁有流動資產淨額約人民幣60.4百萬元(2023年：約人民幣100.0百萬元)以及現金及現金等價物約人民幣49.7百萬元(2023年：約人民幣78.0百萬元)。董事確認，本集團將有足夠財務資源，以於可見將來到期時履行其責任。

資產負債比率

本集團根據資產負債比率(以債務淨額除以本公司擁有人應佔權益的百分比列示)監視其資本。債務淨額以銀行及其他借款、租賃負債、應付或然代價及應付董事款項之總和減定期存款及現金及現金等價物計算。本集團於2024年12月31日的資產負債比率約為4.9%(2023年：約9.2%)。

資本架構

本公司資本架構包括已發行股本及儲備。董事定期檢討本集團的資本架構。作為該檢討的一部分，董事考慮資本成本及各類資本的相關風險。本集團將會透過派息、發行新股、購回股份以及發行新債務或贖回現有債務，平衡其整體資本架構。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

On 6 November 2024, the Company held an extraordinary general meeting and an ordinary resolution was passed to approve the consolidation of every ten issued and unissued ordinary shares of par value of HK\$0.01 each in the share capital of the Company into one consolidated share of par value of HK\$0.10 each in the share capital of the Company. The share consolidation became effective on 8 November 2024 and the total number of issued shares of the Company became 1,000,000,000 shares. For details of the share consolidation, please refer to the announcements of the Company dated 26 September 2024 and 6 November 2024, and the circular of the Company dated 17 October 2024.

As at 31 December 2024, the Company had issued a total of 133,416,000 shares in the par value of HK\$0.1 each, and all shares were fully paid and rank pari passu with each other in all respects.

CHARGE ON THE GROUP'S ASSETS

The Group did not have any charge on its assets as at 31 December 2024 (2023: nil).

CONTINGENT LIABILITIES

Save as disclosed in this report, the Group did not have any significant contingent liabilities as at 31 December 2024 (2023: nil).

CAPITAL COMMITMENTS

As at 31 December 2024, the Group did not have any material capital commitment (2023: nil).

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2024, the Group employed 640 (2023: 680) full time employees. The Group determines the employee's remuneration based on factors such as qualification, duty, contributions, work experience, the prevailing market conditions and the Group's remuneration policy. Employees' benefits include contributions to retirement scheme and share options under the Company's share option scheme. To enhance the expertise of our employees, the Group also provides them on-the-job training and sponsors them to attend external training courses and seminars.

於2024年11月6日，本公司舉行股東特別大會，並通過一項普通決議案，批准將本公司股本中每十股每股面值0.01港元之已發行及未發行普通股合併為本公司股本中一股每股面值0.10港元之合併股份。股份合併於2024年11月8日生效，本公司已發行股份總數變為1,000,000,000股。有關股份合併的詳情，請參閱本公司日期為2024年9月26日及2024年11月6日的公告，以及本公司日期為2024年10月17日的通函。

於2024年12月31日，本公司已發行合共133,416,000股每股面值0.1港元的股份，所有股份均已繳足股款，彼此間在所有方面享有同等地位。

本集團資產抵押

於2024年12月31日，本集團並無任何抵押資產（2023年：無）。

或然負債

除本報告所披露者外，於2024年12月31日，本集團並無任何重大或然負債（2023年：無）。

資本承擔

於2024年12月31日，本集團並無任何重大資本承擔（2023年：無）。

僱員及薪酬政策

於2024年12月31日，本集團已僱用640名（2023年：680名）全職僱員。本集團根據資歷、職責、貢獻、工作經驗、現行市場情況及本集團薪酬政策等因素釐定僱員薪酬。僱員福利包括退休計劃供款及本公司購股權計劃項下的購股權。為加強僱員的專業知識，本集團亦向彼等提供在職培訓，並贊助彼等出席外間的培訓課程及研討會。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES, AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR ADDITIONS OF CAPITAL ASSETS

Save as disclosed in this report, the Group did not have any other significant investments, material acquisitions, and disposals of subsidiaries and affiliated companies during the Year, nor there were any future plans for material investments or additions of capital assets for the year ended 31 December 2024.

PLACING OF NEW SHARES UNDER GENERAL MANDATE

On 19 April 2024 (after trading hours), the Company and the placing agent (the **"Placing Agent"**) entered into a placing agreement, pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, of up to 192,880,000 placing shares, to not less than six placees who and whose ultimate beneficial owners shall be independent third parties at the placing price of HK\$0.097 per placing share (the **"Placing"**). The gross proceed from the Placing was approximately HK\$18.71 million, and the net proceeds from the Placing (after deduction of commission and other expenses of the Placing) was approximately HK\$18.52 million, representing a net issue price of approximately HK\$0.096 per placing share. The Placing Shares shall rank *pari passu* in all respects among themselves and with the ordinary Shares in issue of the Company. The Placing Price of HK\$0.097 per Placing Share represents a discount of approximately 11.82% to the closing price of HK\$0.11 per Share as quoted on the Stock Exchange on the date of the Placing Agreement.

In view of the current market conditions, the Board are of the view that the Placing represents an opportunity to raise additional capital for the Group to strengthen its financial position in order to supplement the capital requirements for the Group to further develop its logistic service business. In light of the above, the Directors are of the opinion that the terms of the Placing Agreement, including the Placing Price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole. On 30 April 2024, the Placing was completed and 192,880,000 placing shares have been placed by the Placing Agent to not less than six placees at the placing price of HK\$0.097 per placing share pursuant to the terms and conditions of the placing agreement. At the time of completion, the aggregate nominal value of the maximum of 192,880,000 Placing Shares under the Placing was HK\$1,928,800.

For further details, please refer to the announcements of the Company dated 19 April 2024 and 30 April 2024.

重大投資、重大收購及出售附屬公司及關聯公司及重大投資或購入資本資產的未來計劃

除本報告所披露者外，於本年度，本集團並無任何其他重大投資、重大收購及出售附屬公司及關聯公司，截至2024年12月31日止年度，亦無任何重大投資或購入資本資產的未來計劃。

根據一般授權配售新股份

於2024年4月19日(交易時段後)，本公司與配售代理(「**配售代理**」)訂立配售協議，據此，本公司已有條件同意透過配售代理按盡力基準向不少於六名承配人(彼等及彼等的最終實益擁有人均為獨立第三方)配售最多192,880,000股配售股份，配售價為每股配售股份0.097港元(「**配售事項**」)。配售事項所得款項總額約為18.71百萬港元及配售事項所得款項淨額(經扣除配售事項的佣金及其他開支後)約為18.52百萬港元，相當於淨發行價每股配售股份約0.096港元。配售股份在各方面與本公司已發行普通股享有同等權益。配售價每股配售股份0.097港元較股份於配售協議日期在聯交所所報收市價每股0.11港元折讓約11.82%。

考慮到目前市場狀況，董事會認為配售事項為本集團提供籌集額外資金以加強其財務狀況的機會，從而補充本集團進一步發展其物流服務業務的資本需求。鑒於上述，董事認為配售協議的條款(包括配售價)屬公平合理，並符合本公司及股東之整體利益。於2024年4月30日，配售事項完成，根據配售協議的條款及條件，192,880,000股配售股份獲配售代理按每股配售股份0.097港元的配售價配售予不少於六名承配人。於完成時，配售事項下最多192,880,000股配售股份的總面值為1,928,800港元。

有關進一步詳情，請參閱本公司日期為2024年4月19日及2024年4月30日的公告。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

USE OF PROCEEDS

The net proceeds from the Placing and placing of 80,000,000 shares at the placing price of HK\$0.185 per share pursuant to the placing agreement dated 15 June 2022 (the “**2022 Placing**”) of the shares of the Company, amounted to approximately HK\$14.0 million.

An analysis of the utilisation of the net proceeds from the 2022 Placing up to 31 December 2024 is set out below:

所得款項用途

配售事項及根據日期為2022年6月15日的配售協議按配售價每股0.185港元配售80,000,000股本公司股份(「**2022年配售事項**」)之所得款項淨額約為14.0百萬港元。

自2022年配售事項起至2024年12月31日止的所得款項淨額使用分析如下：

	Planned use of net proceeds	Unutilised net proceeds as at 31 December 2023 於2023年 12月31日的 尚未動用 所得款項 淨額 HK\$'million 百萬港元	Actual use of net proceeds during the Year 本年度 實際動用的 所得款項 淨額 HK\$'million 百萬港元	Unutilised net proceeds as at 31 December 2024 於2024年 12月31日的 尚未動用 所得款項 淨額 HK\$'million 百萬港元
Development of the Chinese Medicine business and/or general working capital 發展中醫藥業務及／或一般運營資金	14.0	14.0	14.0	–

The net proceeds from the Placing and placing of 176,880,000 shares at the placing price of HK\$0.196 per share pursuant to the placing agreement dated 12 June 2023 (the “**2023 Placing**”) of the shares of the Company, amounted to approximately HK\$34.2 million.

配售事項及根據日期為2023年6月12日的配售協議按配售價每股0.196港元配售176,880,000股本公司股份(「**2023年配售事項**」)之所得款項淨額約為34.2百萬港元。

Management Discussion and Analysis *(Continued)*

管理層討論及分析 *(續)*

An analysis of the utilisation of the net proceeds from the 2023 Placing up to 31 December 2024 is set out below:

自2023年配售事項起至2024年12月31日止的所得款項淨額使用分析如下：

	Planned use of net proceeds	Unutilised net proceeds as at 31 December 2023 於2023年 12月31日的 尚未動用 所得款項 淨額 HK\$'million 百萬港元	Actual use of net proceeds during the Year 本年度 實際動用的 所得款項 淨額 HK\$'million 百萬港元	Unutilised net proceeds as at 31 December 2024 於2024年 12月31日的 尚未動用 所得款項 淨額 HK\$'million 百萬港元
Development of Intelligent Logistics Services Business <i>(Note)</i>		34.2	4.2	30.0
發展智慧物流服務業務 <i>(附註)</i>				

Note: It is expected that the remaining balance of the unutilised net proceeds allocated for the "Development of intelligent logistics services business" will be utilised in or before the year ending 31 December 2026.

附註： 預期分配予「發展智慧物流服務業務」的尚未動用所得款項淨額的餘額將於截至2026年12月31日止年度或之前動用。

The net proceeds from the Placing and placing of 192,880,000 shares at the placing price of HK\$0.097 per share pursuant to the placing agreement dated 19 April 2024 (the "2024 Placing") of the shares of the Company, amounted to approximately HK\$18.5 million.

配售事項及根據日期為2024年4月19日之配售協議按配售價每股0.097港元配售192,880,000股本公司股份(「2024年配售事項」)的所得款項淨額約為18.5百萬港元。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

An analysis of the utilisation of the net proceeds from the Placing up to 31 December 2024 is set out below:

自配售事項起至2024年12月31日止的所得款項淨額使用分析如下：

	Planned use of net proceeds	Actual use of net proceeds during the Year	Unutilised net proceeds as at 31 December 2024
	所得款項 淨額的 擬定用途	本年度 實際動用的 所得款項 淨額	於2024年 12月31日的 尚未動用 所得款項 淨額
	HK\$'million 百萬港元	HK\$'million 百萬港元	HK\$'million 百萬港元
Investment in infrastructure of the logistic business (Note)	18.5	10.8	7.7
投資物流業務基礎設施(附註)			

Note: It is expected that the remaining balance of the unutilized net proceeds allocated for the "Investment in infrastructure of the logistic business" will be utilized in or before the year ending 31 December 2026.

附註：預期分配予「投資物流業務基礎設施」的尚未動用所得款項淨額的餘額將於截至2026年12月31日止年度或之前動用。

Save as disclosed in this annual report, the utilisation of proceeds was in accordance with the planned applications. The unutilised portion of the proceeds will be applied in a manner consistent with the above planned applications.

除本年報披露者外，所得款項的動用與計劃用途一致。所得款項的未動用部分將按與上述計劃用途一致的方式運用。

Biographies of Directors and Senior Management

董事及高級管理人員履歷

EXECUTIVE DIRECTORS

Mr. Le Kang, aged 36, was appointed as an executive Director and the chairman of the Board on 6 December 2021 and 30 December 2021 respectively. He is the chairman of the nomination committee of the Company (the “**Nomination Committee**”) and a member of the remuneration committee of the Company (the “**Remuneration Committee**”). He has over 12 years of experience in marketing and company management, mainly covering cultural tourism consulting, tourism and wellness, Chinese medicine retailing, health management, etc. Mr. Le is currently the legal representative and partner of a number of domestic companies, and has served as the legal representative of Shanghai Leshi Medical Technology Group Co., Ltd.* (上海樂氏醫藥科技集團有限公司) and Shanghai Leshi Tourism Development Group Co., Ltd.* (上海樂氏旅遊發展集團有限公司). Since 2020, he has been the partner of Shanghai Didi Technology Partnership (Limited Partnership)* (上海帝帝科技合夥企業(有限合夥)), the legal representative of Panjin Liaohu Leqin Health Care Management Co., Ltd.* (盤錦遼瀋樂沁健康養生管理有限公司) and Leshi Materia Medica (Shanghai) Cosmetics Technology Co., Ltd.* (樂氏本草(上海)化妝品科技有限公司).

Mr. Le was the leader of the new era of Chinese brands in 2019. He also served as the secretary-general of the Shanghai International Volunteer Service Station* (上海國際志願者服務站) of the International Peace Exchange Foundation.

Mr. Li Zhigang, aged 43, was appointed as executive Director on 9 December 2023. He is currently the executive director and general manager of Suzhou Institute of Traditional Chinese Medicine Co., Ltd.* (蘇州中藥研究所有限公司) and a director of Jiangsu Kangda Testing Technology Co., Ltd. Mr. Li Zhigang has served as an external tutor at Xi'an Jiaotong-Liverpool University since March 2019. Mr. Li Zhigang worked in various positions at Suzhou Yuanchuang Pharmaceutical Research Co., Ltd.* (蘇州源創藥物研究有限公司), Suzhou Youseen New Drug Development Co., Ltd.* (蘇州玉森新藥開發有限公司), and ReneSola Ltd. (now known as Emeren Group Ltd) (NYSE: SOL).

執行董事

樂康先生，36歲，分別於2021年12月6日及2021年12月30日獲委任為執行董事及董事會主席。彼為本公司提名委員會（「**提名委員會**」）主席及本公司薪酬委員會（「**薪酬委員會**」）成員。彼擁有逾12年市場行銷及公司管理經驗，主要涵蓋文化旅遊諮詢，旅遊康養、中醫藥零售、健康管理等。樂先生現為多家國內企業法人代表和合夥人，曾擔任上海樂氏醫藥科技集團有限公司以及上海樂氏旅遊發展集團有限公司法人代表。2020年至今擔任上海帝帝科技合夥企業（有限合夥）的合夥人，盤錦遼瀋樂沁健康養生管理有限公司以及樂氏本草（上海）化妝品科技有限公司的法人代表。

樂先生曾為2019中國品牌新時代領軍人物，彼亦擔任國際和平交流基金會上海國際志願者服務站秘書長。

李志剛先生，43歲，於2023年12月9日獲委任為執行董事。彼現為蘇州中藥研究所有限公司的執行董事兼總經理以及江蘇康達檢測技術股份有限公司的董事。李志剛先生自2019年3月起擔任西交利物浦大學校外導師。李志剛先生曾於蘇州源創藥物研究有限公司、蘇州玉森新藥開發有限公司及浙江昱輝陽光能源集團（ReneSola Ltd.，現稱Emeren Group Ltd (NYSE: SOL)）擔任多項職務。

Biographies of Directors and Senior Management *(Continued)*

董事及高級管理人員履歷(續)

Mr. Li Zhigang passed the National Unified Legal Professional Qualification Examination* (國家統一法律職業資格考試) of the People's Republic of China (the “PRC”) in April 2021. Mr. Li Zhigang is a non-practicing member of Shanghai Institute of Certified Public Accountants, a registered tax agent in the PRC, a certified internal auditor of the Institute of Internal Auditors and obtained the certification in risk management assurance from the Institute of Internal Auditors. He obtained a bachelor's degree in engineering with major in biological engineering from Wuhan Technical Institute* (武漢工業學院) (now known as Wuhan Polytechnic University* (武漢輕工大學)) in June 2003, a master's degree in business administration from Xi'an Jiaotong University in June 2017 and a master's degree in laws with major in civil and commercial law from Renmin University of China in December 2023.

Mr. Li Jiahao, aged 34, was appointed as an executive Director on 4 August 2021. He is the Chief Executive Officer of the Company and also a member of the Remuneration Committee. He obtained the degree of Bachelor of Arts in International Trade and Business Communication from University of Portsmouth in 2012. He joined the operating subsidiary of the Company, namely Guangzhou World-Link (China) Co. Limited* (廣州中聯環宇現代物流有限公司) (“**Guangzhou World-Link**”) as assistant manager since September 2012. Mr. Li Jiahao was promoted as project manager of Guangzhou World-Link and assistant general manager of Guangzhou World-Link in April 2013 and April 2017 respectively. He has been promoted as a deputy general manager of Guangzhou World-Link since January 2019. Mr. Li Jiahao is mainly responsible for the business operations of the Group. Mr. Li Jiahao is also a director of Goal Rise Logistics (Egypt) Limited which is a wholly owned subsidiary of the Company.

Ms. Liu Ping, aged 46, was appointed as executive Director on 15 April 2024, she possesses extensive experience in investment and corporate management. Ms. Liu is currently the chief executive officer of Shanghai Chengmai Investment Management Co., Ltd.* (上海誠勸投資管理有限公司), a company principally engaged in investment management, corporate management, asset management, business consulting, health consulting, and other related activities. Ms. Liu is responsible for its operations and overall management.

李志剛先生於2021年4月通過中華人民共和國(「中國」)國家統一法律職業資格考試。李志剛先生為上海市註冊會計師協會非執業會員、中國註冊稅務師、國際內部審計師協會註冊內部審計師及獲得國際內部審計師協會風險管理確認資質。彼於2003年6月獲得武漢工業學院(現稱為武漢輕工大學)生物工程專業工學學士學位，於2017年6月獲得西安交通大學工商管理碩士學位，並於2023年12月獲得中國人民大學民商法學學士學位。

黎嘉浩先生，34歲，於2021年8月4日獲委任為執行董事。彼擔任本公司首席執行官，亦為薪酬委員會成員。彼於2012年取得樸茨茅斯大學的國際貿易與商務傳播文學士學位。彼自2012年9月起加入本公司的營運附屬公司廣州中聯環宇現代物流有限公司(「廣州中聯環宇」)擔任助理經理。黎嘉浩先生於2013年4月晉升為廣州中聯環宇項目經理，並於2017年4月晉升為廣州中聯環宇總經理助理。彼自2019年1月起晉升為廣州中聯環宇副總經理。黎嘉浩先生主要負責本集團的業務營運。黎嘉浩先生亦為本公司全資附屬公司健升物流(埃及)有限公司的董事。

劉萍女士，46歲，於2024年4月15日獲委任為執行董事。於投資及企業管理方面擁有豐富經驗。劉女士現為上海誠勸投資管理有限公司行政總裁，該公司主要從事投資管理、企業管理、資產管理、業務諮詢、健康諮詢及其他相關活動。劉女士負責其營運及整體管理。

Biographies of Directors and Senior Management *(Continued)*

董事及高級管理人員履歷^(續)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lau Wai Piu Patrick, aged 51, was appointed as an independent non-executive Director on 28 June 2022. He is the chairman of the Audit Committee and a member of the Nomination Committee. Mr. Lau has over 20 years of experience in auditing and accounting. Mr. Lau founded Ascent Corporate Services Limited in December 2018 and has served as its director since its incorporation. He is currently the company secretary of Haina Intelligent Equipment International Holdings Limited (stock code: 1645) and Infinity Logistics and Transport Ventures Limited (stock code: 1442), whose shares are listed on the Main Board of the Stock Exchange. From December 2020 to January 2022 and July 2019 to August 2022, Mr. Lau was the company secretary of China Health Technology Group Holding Company Limited (formerly known as China Bozza Development Holdings Limited) (stock code: 1069) and MOG Digitech Holdings Limited (formerly known as MOG Holdings Limited) (stock code: 1942) respectively, whose shares are listed on the Main Board of the Stock Exchange. Mr. Lau was also the company secretary of Dragon King Group Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8493) for the period from March 2023 to September 2023.

Mr. Lau obtained his degree of Master of Arts in International Accounting in 2002 and Higher Diploma in Accountancy in 1997, both from City University of Hong Kong. Mr. Lau is currently a fellow member of the Association of Chartered Certified Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants.

Dr. Wang Yi, aged 54, was appointed as an independent non-executive Director on 17 October 2022. He is the chairman of the Remuneration Committee and a member of the Audit Committee since 30 August 2024. He is a professor of the School of Economics of the Beijing Technology and Business University. He has completed PhD programme at the School of Economics and Business Administration of the Beijing Normal University, majoring in educational economy and management, and has obtained his Doctor of Management in June 2009. His main research areas include enterprise management, labour economics, educational economics, etc. Dr. Wang has published more than 50 high-level papers in the Chinese Higher Education Social Sciences Citation Index journals and has led more than 15 national- and provincial-level projects such as key projects of the National Social Science Fund.

獨立非執行董事

劉偉彪先生，51歲，於2022年6月28日獲委任為獨立非執行董事。彼為審核委員會主席及提名委員會成員。劉先生於審計及會計行業擁有逾20年經驗。劉先生於2018年12月成立尚升企業服務有限公司並於該公司註冊成立起至今擔任其董事。彼現為海納智慧裝備國際控股有限公司（股份代號：1645）及鷹輝物流有限公司（股份代號：1442）之公司秘書，該等公司之股份均於聯交所主板上市。自2020年12月至2022年1月及2019年7月至2022年8月，劉先生分別為中國健康科技集團控股有限公司（前稱中國寶沙發展控股有限公司）（股份代號：1069）及馬可數位科技控股有限公司（前稱MOG Holdings Limited）（股份代號：1942）之公司秘書，該等公司之股份於聯交所主板上市。劉先生自2023年3月至2023年9月期間亦為聯交所GEM上市公司龍皇集團控股有限公司（股份代號：8493）的公司秘書。

劉先生分別於2002年及1997年取得香港城市大學國際會計學文學碩士學位及會計學高級文憑。劉先生現為英國特許公認會計師公會資深會員及香港會計師公會資深會員。

王軼博士，54歲，於2022年10月17日獲委任為獨立非執行董事。彼自2024年8月30日起擔任薪酬委員會主席及審核委員會成員。彼為北京工商大學經濟學院教授。彼於北京師範大學經濟與工商管理學院完成博士課程，主修教育經濟及管理，並於2009年6月取得管理學博士學位。彼之主要研究領域包括企業管理、勞動經濟學、教育經濟學等。王博士在中國高等教育社會科學引文索引期刊發表50多篇高水準論文，並曾領導逾15項國家及省級項目，例如國家社會科學基金的重點項目。

Biographies of Directors and Senior Management *(Continued)*

董事及高級管理人員履歷(續)

Dr. Wang is also currently serving as a director of the Youth Branch of the Commerce Economy Association of China; a director of the China Association of Labour Economics; a director of the China Disabled Persons' Federation; a think tank expert of the National Rural Revitalisation Administration; a think tank expert of the National Bureau of Statistics of China; etc.

Mr. Chan Koon Yung, aged 66, was appointed as an independent non-executive Director on 19 October 2022. He is the member of each of the Audit Committee, Remuneration Committee and Nomination Committee. Mr. Chan has more than 34 years of experience in management, audit, finance, taxation and accounting. He obtained a Diploma in Accounting from the Hong Kong Baptist University (formerly known as Hong Kong Baptist College) in 1982 and a Master degree of Business Administration from the University of Strathclyde in the United Kingdom in 1993. He worked for Tupperware (China) Company Limited from December 1987 to April 1998 with his last position as a financial director, and for Herbalife International of Hong Kong Limited from January 1999 to November 2005 as the general manager/director, where the holding companies for both companies are listed on the New York Stock Exchange. Mr. Chan later joined Synergy Worldwide (HK) Limited from March 2006 to August 2008 as a general manager. Besides, he has been working for Poon & Partners CPA Limited since September 2008 with his current position as a director, and has been the sole proprietor of his own accounting firm Chan Koon Yung & Co. since March 2013. Mr. Chan was the chief financial officer of Star Centurium Limited from January 2023 to December 2023. He is an independent non-executive director in Anxian Yuan China Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 00922), since June 2014.

He is currently a practicing certified public accountant in Hong Kong and is an associate member of the Hong Kong Institute of Certified Public Accountants.

王博士現時亦擔任中國商業經濟學會青年分會理事；中國勞動經濟學會理事；中國殘疾人聯合會理事；國家鄉村振興局智庫專家；中國國家統計局智庫專家等。

陳冠勇先生，66歲，於2022年10月19日獲委任為獨立非執行董事。彼為審核委員會、薪酬委員會及提名委員會各自的成員。陳先生於管理、審計、財務、稅務及會計方面擁有超過34年經驗。彼於1982年獲得香港浸會大學（前稱香港浸會書院）的會計文憑，於1993年獲得英國斯特拉斯克萊德大學(University of Strathclyde)的工商管理碩士學位。彼曾於1987年12月至1998年4月於Tupperware (China) Company Limited工作，最後職位為財務總監，並曾於1999年1月至2005年11月於香港康寶萊國際有限公司擔任總經理／董事，該兩間公司的控股公司均於紐約證券交易所上市。陳先生後來於2006年3月至2008年8月加入Synergy Worldwide (HK) Limited擔任總經理。此外，彼自2008年9月起於Poon & Partners CPA Limited工作，現時職位為董事，並自2013年3月起為其會計師事務所陳冠勇會計師事務所(Chan Koon Yung & Co.)的獨資經營者。陳先生於2023年1月至2023年12月為Star Centurium Limited的首席財務官。彼自2014年6月起一直擔任聯交所主板上市公司安賢園中國控股有限公司(股份代號：00922)的獨立非執行董事。

彼現為香港執業會計師，並為香港會計師公會會員。

Biographies of Directors and Senior Management *(Continued)*

董事及高級管理人員履歷 *(續)*

Mr. Zhang Yao, aged 49, was appointed as an independent non-executive Director on 9 September 2024, he has extensive experience in media and investment sectors. He has been the chairman of the board of Haitian Film and Television Media (Shanghai) Co., Ltd.* (海天影視傳媒(上海)有限公司) since 2016 and the general manager of Shanghai Haitian Asset Investment Co., Ltd.* (上海海天資產投資有限公司) since 2006. Mr. Zhang served as an assistant manager at Shanghai New Huangpu (Group) Co., Ltd.* (上海新黃浦(集團)有限責任公司) from 2003 to 2006 and a human resources supervisor at Shanghai Yunpeng Industrial Company* (上海雲鵬實業公司) from 1999 to 2002. Mr. Zhang obtained his bachelor's degree of law from China University of Geosciences in July 2007.

SENIOR MANAGEMENT

Ms. Yang Jianxin (楊建新), aged 48, joined the Group in February 1997 and has been the business manager since June 2008. Ms. Yang is mainly responsible for negotiating the Group's service contracts with customers and preparation of business performance analysis and contracting quotations of the Group.

Ms. Yang obtained her logistician qualification certificate issued by the China Federation of Logistics & Purchasing* (中國物流與採購聯合會) and the National Logistics Standardization & Technology Committee* (全國物流標準化技術委員會) in December 2006. Ms. Yang completed her high school education in 1996.

張耀先生，49歲，於2024年9月9日獲委任為獨立非執行董事，彼於媒體及投資領域擁有豐富經驗。彼自2016年起擔任海天影視傳媒(上海)有限公司董事長，並自2006年起擔任上海海天資產投資有限公司總經理。張先生於2003年至2006年擔任上海新黃浦(集團)有限責任公司助理經理，並於1999年至2002年擔任上海雲鵬實業公司人力資源主管。張先生於2007年7月獲得中國地質大學法學士學位。

高級管理人員

楊建新女士，48歲，於1997年2月加入本集團，自2008年6月以來一直為業務經理。楊女士主要負責與客戶洽談本集團的服務合約及編製本集團的業務績效分析及合約報價。

楊女士於2006年12月獲得中國物流與採購聯合會及全國物流標準化技術委員會頒發的物流師資格證書。楊女士於1996年完成高中教育。

Corporate Governance Report

企業管治報告

The Board is committed to maintaining high standards of corporate governance in order to uphold the transparency of the Group and safeguard interests of the shareholders of the Company (the **"Shareholders"**). To accomplish this, the Company has adopted the principles and the code provisions (the **"Code Provisions"**) set out in the Corporate Governance Code (the **"CG Code"**) contained in Appendix C1 to the Rules Governing the Listing of Securities (the **"Listing Rules"**) of The Stock Exchange of Hong Kong Limited (the **"Stock Exchange"**).

The Company has complied with all applicable Code Provisions as set out in the CG Code during the year ended 31 December 2024.

DIRECTORS' SECURITIES TRANSACTIONS

The Company adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules as its code of conduct regarding Directors' transactions in the securities of the Company. Specific enquiry has been made of all the Directors and all Directors confirmed that they had fully complied with the required standard of dealings and the code of conduct adopted by the Company and there was no event of non-compliance throughout the year ended 31 December 2024 and up to the date of this report.

BOARD OF DIRECTORS

Responsibilities

The Company aims to establish and maintain a competent and independent Board to supervise the Group's business. The Board is primarily responsible for overseeing and supervising the management of the business affairs and the overall performance of the Group. The Board sets the Group's mission and standards and ensures that the requisite financial and human resources support are in place for the Group to achieve its objectives.

董事會致力維持高水準的企業管治，以維持本集團的透明度及保障本公司股東（「股東」）的權益。為達至此目標，本公司已採納香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄C1的企業管治守則（「企業管治守則」）所載之原則及守則條文（「守則條文」）。

於截至2024年12月31日止年度，本公司已遵守企業管治守則所載的一切適用的守則條文。

董事進行證券交易

本公司已採納上市規則附錄C3所載上市發行人董事進行證券交易的標準守則作為董事進行本公司證券交易的行為守則。本公司已向全體董事作出特別查詢且全體董事已確認彼等於截至2024年12月31日止年度及直至本報告日期整段期間已全面遵守本公司所採納的規定的交易標準及行為守則，且概無出現不合規事件。

董事會

職責

本公司旨在建立及維持合資格及獨立的董事會以監督本集團之業務。董事會主要負責審視及監督本集團業務事宜的管理工作及整體表現。董事會為本集團定下價值及標準，確保本集團具備所需的財務及人力資源達成目標。

Corporate Governance Report (Continued)

企業管治報告 (續)

The Board has established Board committees and has delegated to these Board committees various responsibilities as set out in their respective terms of reference. The Board may from time to time delegate certain functions to senior management of the Group if and when considered appropriate. The management of day-to-day operation of the Group's businesses and implementation of the business plans, strategies and policies adopted by the Board has been delegated to the senior management of the Group.

The main functions performed by the Board include but are not limited to the following matters:

- formulating the Group's strategy and direction and monitoring the implementation thereof;
- deciding all material contracts, acquisitions, investments, disposals of assets or any significant capital expenditure;
- approving of the Group's financial statements, published reports, price sensitive announcements and other disclosures required under the Listing Rules;
- developing, monitoring and reviewing the Group's corporate governance practices and the effectiveness of the Group's financial controls, internal control and risk management systems;
- Board appointment and other major appointments or removal;
- monitoring the performance of the management;
- reviewing and monitoring the training and continuous professional development of directors and senior management;
- reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements; and
- developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and directors.

董事會轄下已設立董事會委員會，並向該等董事會轄下的委員會轉授其各自職權範圍載列的各項責任。董事會可不時於其認為適當時向本集團高級管理人員授權若干職能。有關本集團業務之日常營運管理以及董事會所採納之業務計劃、策略及政策實踐之職能，已向本集團高級管理人員授權。

董事會所履行的主要職能包括但不限於以下事項：

- 制訂本集團的策略和方向，並監督其實施；
- 決定所有重大合約、收購、投資、資產出售或任何重大資本開支；
- 批准本集團的財務報表、已刊發報告、股價敏感公告及上市規則規定的其他披露；
- 制訂、監察及檢討本集團的企業管治常規，以及本集團財務監控、內部監控及風險管理系統的有效性；
- 董事會的委任及其他主要委任或免任；及
- 監察管理層的表現。
- 檢討及監控董事及高級管理層的培訓及持續專業發展；
- 檢討及監控本公司的政策及常規遵守法律及監管規定的情況；及
- 制定、檢討及監控適用於僱員及董事的行為守則及合規手冊（如有）。

Corporate Governance Report (Continued)

企業管治報告 (續)

Composition

As at 31 December 2024 and up to the date of this report, the Board comprises the following five executive Directors and four independent non-executive Directors (the “INEDs”):

Executive directors

Mr. Le Kang (*Chairman*)
Mr. Li Zhigang (*Chief Executive Officer*)
(appointed as the Chief Executive Officer on 9 September 2024)
Mr. Li Jiahao
Mr. Li Jiali (resigned on 29 October 2024)
Mr. Du Yingyou (resigned on 17 March 2025)
Ms. Liu Ping (appointed on 15 April 2024)

Independent non-executive directors

Mr. Yu Chun Man (resigned on 30 August 2024)
Mr. Lau Wai Piu Patrick
Dr. Wang Yi
Mr. Chan Koon Yung
Mr. Zhang Yao (appointed on 9 September 2024)

Biographical information of each of the Directors are set out in the section headed “Biographies of Directors and Senior Management” of this annual report.

Ms. Liu Ping was appointed as an executive Director of the Company with effect from 15 April 2024. Ms. Liu had obtained the legal advice referred to in Rule 3.09D on 15 April 2024 before her appointment and had confirmed he understood her obligations as a Director.

Mr. Zhang Yao was appointed as an independent non-executive Director of the Company with effect from 9 September 2024. Mr. Zhang had obtained the legal advice referred to in Rule 3.09D on 3 September 2024 and had confirmed he understood his obligations as a Director.

In compliance with Rule 3.10 of the Listing Rules, the Company has appointed four INEDs, representing more than one-third of the Board and at least one of whom has appropriate professional qualifications, or accounting or related financial management expertise.

組成

於2024年12月31日及截至本報告日期為止，董事會包括以下五名執行董事及四名獨立非執行董事（「獨立非執行董事」）：

執行董事

樂康先生（主席）
李志剛先生（首席執行官）
(於2024年9月9日獲委任為首席執行官)
黎嘉浩先生
黎嘉力先生（於2024年10月29日辭任）
杜穎友先生（於2025年3月17日辭任）
劉萍女士（於2024年4月15日獲委任）

獨立非執行董事

余俊文先生（於2024年8月30日辭任）
劉偉彪先生
王軼博士
陳冠勇先生
張耀先生（於2024年9月9日獲委任）

各董事的履歷資料載於本年報「董事及高級管理人員履歷」一節。

劉萍女士自2024年4月15日起獲委任為本公司執行董事。劉女士已於2024年4月15日其委任前取得第3.09D條所述法律意見，並確認彼瞭解作為董事的責任。

張耀先生自2024年9月9日起獲委任為本公司獨立非執行董事。張先生已於2024年9月3日獲得第3.09D條所述法律意見，並確認彼瞭解作為董事的責任。

遵照上市規則第3.10條，本公司已委任四名獨立非執行董事，佔董事會成員人數三分之一以上，其中至少一名具備適當的專業資格，或具備會計或相關的財務管理專長。

Corporate Governance Report (Continued)

企業管治報告 (續)

Relationship amongst Directors

Save for Mr. Li Jiahao is the brother of Mr. Li Jiali, a former executive Director (resigned on 29 October 2024), none of the Board members has any relationship (including financial, business, family or other material/relevant relationships) between each other.

Board Diversity Policy

The Board has adopted a board diversity policy (the “**Board Diversity Policy**”) which sets out the approach to achieve a sustainable and balanced development of the Company and also to enhance the quality of performance of the Company.

Implementation

The Nomination Committee will review annually the structure, size and composition of the Board and, where appropriate, make recommendations on changes to the Board to complement the Company’s corporate strategy. The Board reviews the implementation and effectiveness of the Board Diversity Policy on an annual basis.

In reviewing and assessing the Board composition and the nomination of directors (as applicable), board diversity has to be considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge, industry and regional experience and length of services.

董事之間之關係

除黎嘉浩先生為前執行董事黎嘉力先生(於2024年10月29日辭任)的兄弟外，董事會成員之間概無任何關係(包括財務、業務、家庭或其他重大／相關關係)。

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**」)，規定為實現本公司可持續均衡發展以及改進本公司表現質素的方式。

實施

提名委員會將每年審閱董事會之架構、人數及組成，並於適當時就董事會成員變動提供推薦意見，以配合本公司的企業策略。董事會每年審查董事會多元化政策的執行情況及效果。

審閱及評估董事會之組成及董事提名(如適用)時，須於多方面考慮董事會多元化性，包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識、行業及地區經驗以及服務年期。

Corporate Governance Report *(Continued)*

企業管治報告 *(續)*

The Company will also take into account factors relating to its own business model and specific needs from time to time. The ultimate decision is based on merit and contribution that the selected candidates will bring to the Board.

The Directors have a balanced mix of experiences, including business and operation management, accounting and taxation, corporate governance, regulatory advisory, business model and strategy development and logistics operations. The education background of the Directors ranges from business administration and accountancy to law and fine chemical engineering, from education institutions in Hong Kong, the PRC and United Kingdom. The Group has also taken, and will continue to take steps to promote gender diversity at all levels of the Company, including but not limited to the Board and senior management levels. To implement gender diversity at the Board level, the Group has appointed one female Director during the year ended 31 December 2024. The Group will adopt various measures to identify suitable candidates, such as utilising the business networks of the Directors and senior management and, if considered necessary, engaging the services of executive search agents. It will continue to apply the principle of appointments based on merits with reference to the Board Diversity Policy as a whole.

The gender ratio in the Board as at the date of this annual report was 8:1 (Male: Female), while the gender ratio in the workforce of the Group as at 31 December 2024 was approximately 457:91 (Male: Female). As at this moment, the Company aims to achieve a Board and a workforce (including senior management) without single gender, but recognises that the gender diversity at the Board level can be improved given that the majority composition is male. The Company will ensure there is a gender diversity when identifying director candidate and recruiting employees so that there is a pipeline of female employees, management and Directors in near future.

本公司亦將考慮有關自身商業模式及不時的特殊需求等因素。最終決定乃基於候選人將帶給董事會的裨益及貢獻。

董事擁有均衡的經驗組合，包括業務及營運管理、會計及稅務、企業管治、監管諮詢、業務模式及策略發展以及物流營運等。董事的教育背景涵蓋香港、中國及英國教育機構的工商管理及會計，乃至法律及精細化學工程。本集團亦已採取，並將繼續採取措施以推進本公司各級員工的性別多元化，包括但不限於董事會及高級管理人員層面。為落實董事會性別多元化，本集團已於截至2024年12月31日止年度委任一名女性董事。本集團將採取各種措施以物色合適人選，例如利用董事及高級管理層的商業網絡以及(如必要)進行執行人員搜索代理服務。本集團將參考董事會多元化政策，繼續全面應用基於功績的委任原則。

於本年報日期，董事會的性別比例為8:1 (男性: 女性)，而於2024年12月31日，本集團僱員的性別比例約為457:91 (男性: 女性)。目前，本公司旨在實現董事會及僱員(包括高級管理層)由非單一性別組成，但由於大多數成員為男性，本公司認識到董事會的性別多元化可改善。本公司將確保在識別董事候選人及招聘僱員時存在性別多元化，以令女性僱員、管理層人員及董事於不久將來加入本公司。

Corporate Governance Report (Continued)

企業管治報告 (續)

Measurable Objectives

The Company aims to maintain an appropriate balance of diversity perspectives of the Board that are relevant to the Company's business growth.

The Nomination Committee will discuss and where necessary, agree on the measurable objectives for achieving diversity on the Board and make recommendation to the Board.

The Board may adopt and/or amend from time to time (as applicable) such diversity perspectives and/or measurable objectives that are appropriate to the Company's business and board succession planning, as applicable.

Induction and Continuous Professional Development for Directors

Each newly appointed Director receives a formal, comprehensive and tailored induction on the first occasion of his appointment to ensure that he has a proper understanding of the Company's operations and business and is fully aware of the director's responsibilities under the Listing Rules, legal and other regulatory requirements and the Company's business and governance policies. The Company will from time to time provide briefings to all Directors to develop and refresh their duties and responsibilities.

The Directors confirmed that they have complied with the code provision C.1.4 of the CG Code on Directors' training. According to the records maintained by the Company, all the Directors have participated in continuous professional development on corporate governance, updates on laws, rules and regulations and accounting/financial/management or other professional skills to develop and refresh their knowledge and skills on the roles, functions and duties of a listed company director during the year ended 31 December 2024.

可計量目標

本公司旨在維持與本公司業務增長相關的董事會多元化範疇的適當平衡。

提名委員會將討論及於適當時就達致董事會多元化的可計量目標達成共識，並向董事會提供推薦意見。

董事會可不時採納及／或修訂(如適用)與本公司業務及董事會成員繼任計劃(如適用)相關的有關多元化範疇及／或可計量目標。

董事之入職及持續專業發展

每位新委任董事均會於其首次委任時接受正式、全面及專門為其設計的入職培訓，以確保對本公司的營運及業務有適當瞭解，並充分知悉於上市規則及其他法律規定以及本公司業務及管治政策下董事的責任。本公司將不時向全體董事提供簡報，以增進及重溫彼等的職責及責任。

董事確認彼等已遵守企業管治守則中有關董事培訓的守則條文第C.1.4條。根據本公司保存的記錄，所有董事於截至2024年12月31日止年度均參與企業管治、經更新之法律、規則、法規及會計／財務／管理或其他專業技能的持續專業發展，以增進及重溫彼等身為上市公司董事的角色、職能及職責。

Corporate Governance Report *(Continued)*

企業管治報告 *(續)*

Attending training seminars/
induction training/
Reading materials
出席培訓研討會/
入職培訓／閱讀資料

Executive directors

Mr. Le Kang (*Chairman*)

Mr. Li Zhigang (*Chief Executive Officer*)

(appointed as the Chief Executive Officer
on 9 September 2024)

Mr. Li Jiahao

Mr. Li Jiali (resigned on 29 October 2024)

Mr. Du Yingyou (resigned on 17 March 2025)

Ms. Liu Ping (appointed on 15 April 2024)

執行董事

樂康先生 (主席)

李志剛先生 (首席執行官)

(於2024年9月9日獲委任為首席執行官)

黎嘉浩先生

黎嘉力先生 (於2024年10月29日辭任)

杜穎友先生 (於2025年3月17日辭任)

劉萍女士 (於2024年4月15日獲委任)

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Independent non-executive directors

Mr. Yu Chun Man (resigned on 30 August 2024)

Mr. Lau Wai Piu Patrick

Dr. Wang Yi

Mr. Chan Koon Yung

Mr. Zhang Yao (appointed on 9 September 2024)

獨立非執行董事

余俊文先生 (於2024年8月30日辭任)

劉偉彪先生

王軼博士

陳冠勇先生

張耀先生 (於2024年9月9日獲委任)

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Corporate Governance Report (Continued)

企業管治報告 (續)

Appointment and Re-Election of Directors

All Directors are appointed for a specific term under their service contracts and every Director is subject to retirement by rotation and re-election at an annual general meeting at least once every three years in accordance with the articles of association of the Company.

Under the articles of association of the Company, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Each of the executive Directors has entered into a service agreement with the Company for an initial term of three (3) years subject to termination as provided therein. Each of the INEDs has respectively entered into a letter of appointment with the Company for an initial term of three (3) years unless terminated by either party by giving at least one month's written notice to the other.

Meetings and Attendance

The Board is scheduled to meet four times a year at approximately quarterly intervals with notice given to the Directors at least 14 days in advance. For all other Board meetings, notice is given in a reasonable time in advance.

All Directors are provided with adequate information before the meetings. To enable the Directors to be properly briefed on issues arising at the Board meetings and to make informed decisions, an agenda and the accompanying Board papers together with all appropriate and relevant information in relation to the matters of the meetings are sent to all Directors at least three days before the intended date of each regular Board meeting. The Directors are allowed to include any other matters in the agenda that is required for discussion and resolution at the meeting.

The Directors may participate the meetings either in person or through electronic means of communications. The Directors have separate and independent access to the company secretary and senior management from time to time.

委任及重選董事

所有董事均根據彼等之服務合約以具體任期獲委任，而根據本公司組織章程細則，每名董事須於股東週年大會上最少每三年輪流退任一次但可膺選連任。

根據本公司組織章程細則，任何獲董事會委任以填補臨時空缺的董事，其任期僅直至其獲委任後的本公司首屆股東大會，並須於該大會上重選連任，且任何獲董事會委任作為現有董事會新增董事的董事，其任期僅直至本公司隨後一屆股東週年大會為止，並於其後符合資格重選連任。

各執行董事已與本公司訂立服務協議，初步任期為三(3)年，惟可根據服務協議的規定終止。各獨立非執行董事已分別與本公司訂立初步任期為三(3)年的委聘書，除非任何一方另向另一方發出至少一個月的書面通知終止。

會議及考勤

董事會預定一年舉行四次會議，大約每季舉行一次，並提前至少14日向董事發出通知。至於所有其他董事會會議，將提前一段合理時間發出通知。

全體董事於會議前獲提供充分資料。為了讓董事獲恰當簡報董事會會議上提出的事宜及作出知情決定，議程及隨附董事會檔連同所有與會議事項有關的適當及相關資料，將於各定期董事會會議的擬定日期前最少三日送交全體董事。董事獲准將任何其他須於會上討論及議決的事宜納入議程。

董事可親身或透過電子通訊方式參加會議。董事可不時個別單獨聯絡公司秘書及高級管理層。

Corporate Governance Report (Continued)

企業管治報告 (續)

Number of Meetings and Directors' Attendance Records

The attendance of each Director at the Board meetings, the general meeting and the Board committees' (the "Board Committees" including, the Audit Committee, the Remuneration Committee and the Nomination Committee) meetings during the year ended 31 December 2024 is set out in the table below:

會議次數及董事出席紀錄

於截至2024年12月31日止年度內，各董事於董事會會議、股東大會及董事委員會(「董事委員會」包括審核委員會、薪酬委員會及提名委員會)會議之出席率載列於下表：

		Meetings Attended and Eligible to Attend 已出席及合資格出席之會議					
		Board	Audit Committee	Remuneration Committee	Nomination Committee	Annual General Meeting held on 16 June 2024 於2024年6月16日舉行的股東週年大會	Extraordinary General Meeting held on 6 November 2024 於2024年11月6日舉行的股東特別大會
<i>Executive Directors</i>							
Mr. Le Kang	樂康先生	12/12	N/A 不適用	2/2	2/2	1/1	1/1
Mr. Li Zhigang	李志剛先生	12/12	N/A 不適用	N/A 不適用	N/A 不適用	1/1	1/1
Mr. Li Jiahao	黎嘉浩先生	11/12	N/A 不適用	1/2	N/A 不適用	1/1	1/1
Mr. Li Jiali (resigned on 29 October 2024)	黎嘉力先生 (於2024年10月29日 辭任)	10/11	N/A 不適用	N/A 不適用	2/2	1/1	N/A 不適用
Mr. Du Yingyou (resigned on 17 March 2025)	杜穎友先生 (於2025年3月17日 辭任)	12/12	N/A 不適用	N/A 不適用	N/A 不適用	1/1	1/1
Ms. Liu Ping (appointed on 15 April 2024)	劉萍女士 (於2024年4月15日 獲委任)	10/10	N/A 不適用	N/A 不適用	N/A 不適用	1/1	0/1
<i>Independent non-executive Directors</i>							
Mr. Yu Chun Man (resigned on 30 August 2024)	余俊文先生 (於2024年8月30日 辭任)	8/9	2/2	2/2	2/2	1/1	N/A 不適用
Mr. Lau Wai Piu Patrick	劉偉彪先生	12/12	2/2	N/A 不適用	2/2	1/1	1/1
Dr. Wang Yi	王軼博士	12/12	N/A 不適用	1/2	N/A 不適用	1/1	1/1
Mr. Chan Koon Yung	陳冠勇先生	12/12	2/2	2/2	2/2	1/1	1/1
Mr. Zhang Yao (appointed on 9 September 2024)	張耀先生 (於2024年9月9日 獲委任)	3/3	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	1/1

Corporate Governance Report (Continued)

企業管治報告 (續)

Apart from the said meetings, matters requiring Board approval were arranged by means of circulation of written resolutions of all Board members.

In addition to regular Board meetings, under code provision C.2.7 of the CG, the chairman should at least annually hold meetings with the independent non-executive Directors without the presence of other Directors (the **“Chairman and Independent non-executive Directors Meeting”**). During the year, one Chairman and Independent non-executive Directors Meeting was held.

All business transacted at the Board meetings and by written resolutions were well documented. Draft minutes are circulated to the Directors for comment within a reasonable time after each meeting and the final version is open for Directors' inspection. Minutes of the Board meetings and written resolutions are kept by the Company and are available to all Directors.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

According to the Code Provision C.2.1 of the CG Code, the roles of the Chairman and the Chief Executive Officer (the **“CEO”**) should be separate and performed by different individuals to ensure a balance of power and authority so that power is not concentrated in any one individual. During the year ended 31 December 2024, the roles of the Group's Chairman and CEO were held separately. Mr. Le Kang is the Chairman and Mr. Li Jiahao was the CEO up to 9 September 2024, and Mr. Li Zhigang is the CEO since then. The Chairman is responsible for the leadership of the Board, managing the overall operation and developing the overall strategic planning and business management of the Group while the CEO is responsible for monitoring the business operation and formulating sales strategies of the Group.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Independent Non-executive Directors support the effective discharge of the duties and responsibilities of the Board, and to bring independent views and input to the Board.

The Company has complied with Rules 3.10(1) and (2), and Rule 3.10A of the Listing Rules for the year ended 31 December 2024. The Company has received from each INED an annual confirmation of his/her independence, and the Company has assessed and considered such Directors to be independent in accordance with each and the various guidelines set out in Rule 3.13 of the Listing Rules.

除上述會議外，需要董事會批准的事項均以傳閱全體董事會成員的書面決議案方式進行。

除定期董事會會議外，根據企業管治守則條文第C.2.7條，主席應至少每年在其他董事不在場的情況下與獨立非執行董事舉行會議（**「主席及獨立非執行董事會議」**）。年內，已召開了1次主席及獨立非執行董事會議。

於董事會會議上通過書面決議案處理的所有事務均有詳細記錄。會議記錄草案於每次會議後的合理時間內分發予董事徵求意見，最終版本可供董事查閱。董事會會議記錄及書面決議案由本公司保存，並可供所有董事查閱。

主席及首席執行官

根據企業管治守則第C.2.1條守則條文，主席及首席執行官（**「首席執行官」**）的角色須予區分，並由不同人士擔任，以確保權力及授權平衡，致使任何單一人士不能包攬全部權力。截至2024年12月31日止年度，本集團主席及首席執行官的角色有所區分。樂康先生擔任主席，而直至2024年9月9日黎嘉浩先生擔任首席執行官及李志剛先生自此擔任首席執行官。主席負責領導董事會、管理整體營運、發展本集團的整體策略規劃及業務管理；而首席執行官負責監察本集團的業務營運及制訂銷售策略。

獨立非執行董事

獨立非執行董事支持董事會有效履行職責，並向董事會提出獨立意見及建議。

截至2024年12月31日止年度，本公司已遵守上市規則第3.10(1)及(2)條及第3.10A條。本公司已收到每名獨立非執行董事就其獨立性而作出的年度確認函，根據上市規則第3.13條所載的每項及各項指引，本公司已審核並認為該等董事屬獨立人士。

Corporate Governance Report (Continued)

企業管治報告 (續)

No equity-based remuneration with performance-related elements will be granted to Independent Non-executive Directors to avoid bias in their decision-making and compromise their objective and independence.

INDEPENDENCE MECHANISM

The Board has adopted the mechanisms to ensure independent views and input are available to the Board. The Board will review the implementation and effectiveness of such mechanisms on an annual basis.

During the year, the Board reviewed the above mechanisms and considered that the above mechanisms are effective in ensuring that independent views and input are provided to the Board.

BOARD COMMITTEES

The three Board Committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee, were established by the Board with defined terms of reference explaining their respective roles and the authority delegated by the Board. These defined terms of reference are available on the respective websites of the Company and the Stock Exchange.

The Board Committees are provided with sufficient resources to perform their duties and, upon reasonable request, are able to seek independent professional advice, at the Company's expense.

Audit Committee

The Company established the Audit Committee on 26 September 2017 with written terms of reference (as amended from time to time).

The primary duties of the Audit Committee are mainly to make recommendations to the Board on the appointment and removal of external auditors; review the financial statements and material advice in respect of financial reporting; and oversee internal control and risk management procedures of the Group.

本公司不會向獨立非執行董事授予任何與績效掛鈎的股權薪酬，以避免其決策出現偏差並損害其客觀及獨立性。

獨立機制

董事會已採用確保董事會獲得獨立意見及資訊的機制。董事會將每年檢討此類機制的實施情況及有效性。

年內，董事會已檢討上述機制，並認為上述機制有效確保董事會獲得獨立意見及資訊。

董事委員會

董事會已設立三個董事委員會，即審核委員會、薪酬委員會及提名委員會，其明確之權責範圍解釋各自的角色及其獲董事會授予的權力。此等明確之權責範圍分別載於本公司及聯交所網站。

董事委員會獲提供充足資源履行職責，及可於合理要求下徵求獨立專業意見，費用由本公司承擔。

審核委員會

本公司已於2017年9月26日成立審核委員會，並訂立書面職權範圍（經不時修訂）。

審核委員會的主要職責為就外聘核數師的委任及罷免向董事會推薦建議；審閱財務報表及有關財務申報的重大意見；以及監察本集團內部監控及風險管理程式。

Corporate Governance Report (Continued)

企業管治報告 (續)

The Audit Committee comprises the three INEDs, namely, Mr. Lau Wai Piu Patrick, Mr. Chan Koon Yung and Dr. Wang Yi. Mr. Lau Wai Piu Patrick is the chairman of the Audit Committee, who has appropriate professional qualifications and experience in accounting matters. None of the members of the Audit Committee is a former partner of the existing external auditors of the Company.

During the year ended 31 December 2024, 2 meetings of the Audit Committee were held for, inter alia, reviewing the Group's interim and annual results, the Group's financial reporting and compliance under the CG Code, the effectiveness of the Group's risk management and internal control systems, and considering the re-election and the change of auditor of the Company.

Remuneration Committee

The Company established the Remuneration Committee on 26 September 2017 with written terms of reference (as amended from time to time). Pursuant to the extension of Chapter 17 of the Listing Rules which will come into effect on 1 January 2024, the terms of reference of the Remuneration Committee were amended and approved by the Board on 30 December 2022.

The primary duties of the Remuneration Committee are to make recommendations to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group; review performance-based remuneration; and ensure none of the Directors determine their own remuneration.

The Remuneration Committee currently consists of four members: two executive Directors, being Mr. Le Kang and Mr. Li Jiahao, and two INEDs, being Dr. Wang Yi and Mr. Chan Koon Yung. Dr. Wang Yi is the chairman of the Remuneration Committee.

During the year ended 31 December 2024, 2 meetings of the Remuneration Committee was held for, inter alia, reviewing the remuneration packages for the Directors and senior management and making recommendations to the Board. No Director was involved in deciding his own remuneration.

審核委員會由三名獨立非執行董事(即劉偉彪先生、陳冠勇先生及王軼博士)組成。劉偉彪先生是審核委員會主席，具備適當的專業資格和會計經驗。概無審核委員會成員為本公司現時外聘核數師的前任合夥人。

於截至2024年12月31日止年度，審核委員會已舉行2次會議，其中包括審閱本集團中期及年度業績、本集團之財務匯報及遵守企業守則之情況、本集團風險管理及內部監控系統有效與否以及考慮重選及變更本公司之核數師。

薪酬委員會

本公司已於2017年9月26日成立薪酬委員會，並訂立書面職權範圍(經不時修訂)。根據將於2024年1月1日生效的上市規則第17章的延期規定，薪酬委員會的職權範圍經修訂並於2022年12月30日獲董事會批准。

薪酬委員會之主要職責為就本集團全體董事及高級管理層之整體薪酬政策及架構向董事會提供推薦意見；審閱以表現為基礎之薪酬；及確保概無董事自行釐定其薪酬。

薪酬委員會現時由四名成員組成：兩名為執行董事，即樂康先生及黎嘉浩先生；其他兩名均為獨立非執行董事，即王軼博士及陳冠勇先生。王軼博士是薪酬委員會主席。

於截至2024年12月31日止年度，薪酬委員會已舉行2次會議，其中包括審閱董事及高級管理人員的薪酬待遇及向董事會提供推薦建議。概無董事參與釐定其自身薪酬。

Corporate Governance Report *(Continued)*

企業管治報告 *(續)*

Pursuant to code provision E.1.5 of the CG Code, the remuneration of the members of the Board and the senior management by band for the year ended 31 December 2024 is set out below:

根據企業管治守則條文第E.1.5條，截至2024年12月31日止年度，按級別劃分的董事會成員及高級管理層的薪酬載列如下：

Remuneration bands (HK\$) 薪酬級別 (港元)

Number of Individuals 人數

0–1,000,000

11

Nomination Committee

The Company established the Nomination Committee on 26 September 2017 with written terms of reference (as amended from time to time).

The primary duties of the Nomination Committee are to review the structure, size and composition of the Board on a regular basis; identify individuals suitably qualified to become Board members; assess the independence of independent non-executive Directors; and make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors.

The Nomination Committee currently consists of three members: one executive Director, being Mr. Le Kang, and two INEDs, being Mr. Lau Wai Piu Patrick and Mr. Chan Koon Yung. Mr. Le Kang is the chairman of the Nomination Committee.

The Group adopted a nomination policy (the “**Nomination Policy**”) on 30 January 2019. A summary of this policy is disclosed as below.

提名委員會

本公司已於2017年9月26日成立提名委員會，並訂立書面職權範圍（經不時修訂）。

提名委員會之主要職責為定期審閱董事會之架構、人數及組成；物色具合適資格成為董事會成員之人選；評估獨立非執行董事之獨立性；及就委任或重新委任董事之相關事宜向董事會提供推薦意見。

提名委員會現時由三名成員組成：一名為執行董事，即樂康先生；其他兩名均為獨立非執行董事，即劉偉彪先生及陳冠勇先生。樂康先生是提名委員會主席。

本集團於2019年1月30日採納提名政策（「**提名政策**」）。有關政策概要披露如下。

Corporate Governance Report *(Continued)*

企業管治報告 *(續)*

Selection Criteria

In evaluating and selecting any candidate for directorship, the following criteria should be considered:

- character and integrity
- qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy that are relevant to the Company's business and corporate strategy
- any measurable objectives adopted for achieving diversity on the Board
- requirement for the Board to have independent directors in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules
- any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity
- willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company
- such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of directors and succession planning

挑選準則

於評估及挑選董事候選人時，須考慮下列標準：

- 品格及誠信
- 資歷包括專業資格、技能、知識及經驗以及根據與本公司業務及企業策略相關之董事會多元化政策之多個方面
- 為達至董事會多元化而採納之任何可計量目標
- 按照上市規則董事會須有獨立董事之規定以及參考上市規則所述候選人是否被視為獨立的獨立性指引
- 候選人在資格、技能、經驗、獨立性及性別多元化方面可為董事會帶來的任何潛在貢獻
- 是否願意及是否能夠投放足夠時間履行作為本公司董事會成員及／或董事委員會成員的職責
- 其他適用於本公司業務及繼任計劃，以及董事會及／或提名委員會可於適用時因應提名董事及繼任計劃不時採納及／或修訂的觀點

Corporate Governance Report *(Continued)*

企業管治報告 *(續)*

Nomination Process

(a) Appointment of New Director

- (i) The Nomination Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, referral by other member of the management and external recruitment agents.
- (ii) The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
- (iii) If the process yields one or more desirable candidates, the Nomination Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).
- (iv) The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.
- (v) For any person that is nominated by a Shareholder for election as a director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

Where appropriate, the Nomination Committee and/or the Board should make recommendation to Shareholders in respect of the proposed election of director at the general meeting.

提名程式

(a) 委任新董事

- (i) 提名委員會及／或董事會可從各種途徑挑選董事會人選，包括但不限於內部晉升、調任、由管理層其他成員及外部招聘代理人推薦。
- (ii) 提名委員會及／或董事會在收到委任新董事的建議及候選人的個人資料（或相關詳情）後，依據上述準則評估該候選人，以決定該候選人是否合資格擔任董事。
- (iii) 如過程涉及一個或多個合意的候選人，提名委員會及／或董事會應根據本公司的需要及每位元候選人的證明審查（如適用）排列彼等的優先次序。
- (iv) 提名委員會隨後應就委任合適人選擔任董事一事向董事會提出建議（如適用）。
- (v) 就任何經由股東提名於本公司股東大會上選舉為董事的人士，提名委員會及／或董事會應依據上述準則評估該候選人，以決定該候選人是否合資格擔任董事。

提名委員會及／或董事會應就於股東大會上委任董事的提案向股東提出建議（如適用）。

Corporate Governance Report *(Continued)*

企業管治報告 *(續)*

(b) *Re-election of Director at General Meeting*

- (i) The Nomination Committee and/or the Board should review the overall contribution and service to the Company of the retiring director and the level of participation and performance on the Board.
- (ii) The Nomination Committee and/or the Board should also review and determine whether the retiring director continues to meet the criteria as set out above.
- (iii) The Nomination Committee and/or the Board should then make recommendation to Shareholders in respect of the proposed re-election of director at the general meeting.

Review of the Nomination Policy

The Nomination Committee will conduct regular review on the structure, size and composition of the Board and the Nomination Policy and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and business needs.

During the year ended 31 December 2024, 2 meetings of the Nomination Committee were held, inter alia, including (i) reviewed the structure, size and composition as well as the diversity of the Board; (ii) assessed the independence of the INEDs; (iii) recommended to the Board for consideration the re-appointment of all the retiring Directors at the Annual General Meeting; and (iv) recommend to the Board for the consideration the appointment of Directors during the year. The Nomination Committee has also reviewed the Board Diversity Policy to ensure its effectiveness and considered that the Group has achieved the objectives of the Board Diversity Policy.

CORPORATE GOVERNANCE FUNCTION

The Board is responsible for performing the corporate governance functions, which includes developing and reviewing the Company's policies, practices on corporate governance, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements etc. During the year, the Board has reviewed the Company's policies and practices on corporate governance.

(b) *於股東大會上重選董事*

- (i) 提名委員會及／或董事會應檢討退任董事對本公司的整體貢獻及服務，以及在董事會的參與程度及表現。
- (ii) 提名委員會及／或董事會亦應檢討及確定退任董事是否仍然符合上述準則。
- (iii) 提名委員會及／或董事會應就於股東大會上重選董事的提案向股東提出建議。

檢討提名政策

提名委員會將定期對董事會的架構、規模及組成及提名政策進行檢討，並在有需要時向董事會提出修訂建議，以完善本公司的企業策略及切合業務需要。

於截至2024年12月31日止年度，提名委員會已舉行2次會議，包括(其中包括)(i)審閱董事會之架構、人數及組成以及是否多元化；(ii)評估獨立非執行董事的獨立性；(iii)向董事會推薦考慮重新委任於股東週年大會上所有退任董事；及(iv)於年內向董事會建議考慮董事提名。提名委員會亦已審閱董事會多元化政策以確保其有效性，且認為本集團已達致董事會多元化政策之目標。

企業管治職能

董事會負責執行企業管治職能，包括制定及檢討本公司之政策、企業管治常規、董事及高級管理人員之培訓及持續專業發展、本公司之政策及常規符合法定及監管規定等。本年度內，董事會已檢討本公司之政策及企業管治常規。

Corporate Governance Report (Continued)

企業管治報告 (續)

The Board is also responsible for performing the functions set out in the code provision A.2.1 of the CG Code.

董事會亦負責履行企業管治守則第A.2.1條規定的職能。

The Board also establishes the Company's purpose, values and strategy, and satisfy itself that these and the Group's culture are aligned. Such culture should instil and continually reinforce across the organisation values of acting lawfully, ethically and responsibly.

董事會亦制定本公司的目的、價值與策略，並確保與本集團文化一致。有關文化應向企業上下灌輸，並不斷加強合乎法律、道德及責任的理念。

AUDITORS' REMUNERATION

During the year ended 31 December 2024, the remuneration paid or payable to the auditor of the Company (including their affiliated firms) for their services rendered is summarised as below:

核數師酬金

於截至2024年12月31日止年度內，本公司（包括其關聯公司）核數師就其提供的服務支付或應付的款項匯總如下：

		RMB'000 人民幣千元
Audit services	審核服務	968
Non-audit services	非審核服務	92
Total	總計	1,060

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation of financial statements for the relevant accounting periods which give a true and fair view of the Group's financial position, results of operations and cash flows. In preparing the financial statements for the year ended 31 December 2024, the Directors have applied applicable accounting policies, adopted appropriate accounting standards and prepared the accounts on a going concern basis.

董事及核數師對財務報表之責任

董事得悉彼等負責編製有關會計期間之財務報表，以真實公平地反映本集團之財務狀況、經營業績及現金流量。於編製截至2024年12月31日止年度之財務報表時，董事已採用適用會計政策、適當之會計準則，並按持續經營基準編製。

The Board is not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern.

董事會並不知悉有任何重大不明朗事件或情況可能會引起對本公司持續經營的能力之重大質疑。

The responsibilities of the Group's external auditors, Baker Tilly Hong Kong Limited, on the Company's consolidated financial statements are set out in the "Independent Auditor's Report" on pages 118 to 126 of this annual report.

有關本公司外聘核數師天職香港會計師事務所有限公司對本公司綜合財務報表所承擔之責任，載於本年報第118至126頁之「獨立核數師報告」內。

Corporate Governance Report (Continued)

企業管治報告 (續)

COMPANY SECRETARY

Mr. Chan Tsang Mo (“**Mr. Chan**”) is the Company Secretary of the Company. The primary contact person at the Company during the year with Mr. Chan was Mr. Le Kang, the Chairman of the Board.

During the year, Mr. Chan were responsible for providing advice to the Board on corporate governance matters. Mr. Chan had confirmed that he has taken no less than 15 hours of relevant professional training as required under Rule 3.29 of the Listing Rules during the year ended 31 December 2024.

SHAREHOLDERS’ RIGHTS

Procedures for shareholders to convene an extraordinary general meeting (“EGM”)

Pursuant to the articles of association of the Company, an EGM shall be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Company Secretary for the purpose of requiring an EGM to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Procedures for Shareholders to send enquiries to the Board

Shareholders may raise questions, request for publicly available information and provide comments and suggestions to the Directors and management of the Company. Such questions, requests, comments and suggestions can be addressed to the Company by post to Room 3, 5/F, United Centre, 95 Queensway, Admiralty, Hong Kong.

Procedures for Shareholders to put forward proposals at Shareholders’ meetings

There are no provisions allowing Shareholders to move new resolutions at the general meetings under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Law**”). However, pursuant to the articles of association, Shareholders who wish to move a resolution may by means of requisition convene an EGM following the procedures set out above.

公司秘書

陳增武先生(「**陳先生**」)為本公司的公司秘書。年內，本公司與陳先生的主要聯絡人為董事會主席樂康先生。

年內，陳先生負責就企業管治事宜向董事會提供意見。陳先生已確認，彼於截至2024年12月31日止年度根據上市規則第3.29條的規定已接受不少於15小時的相關專業培訓。

股東之權利

股東召開股東特別大會(「股東特別大會」)之程式

根據本公司組織章程細則，倘任何一位或以上於遞呈要求日期持有不少於本公司繳足股本(賦有於本公司股東大會上投票的權利)十分之一的股東，向董事會或本公司秘書發出書面要求，董事會應召開股東特別大會，以處理有關要求中指明的任何事項。該股東特別大會應於遞呈該要求後兩個月內舉行。倘遞呈後21日內，董事會未有召開該大會，則遞呈要求人士可自發以同樣方式作出此舉，而遞呈要求人士因董事會未有召開大會而產生的所有合理開支應由本公司向遞呈要求人士作出償付。

股東向董事會發出查詢的程式

股東可提問、要求公開可得資料並向本公司董事及管理層提供意見及建議。有關提問、要求、意見及建議可郵寄至本公司地址香港金鐘金鐘道95號統一中心5樓3室。

股東於股東大會提呈建議之程式

開曼群島法例第22章公司法(1961年第3號法例，經綜合及修訂)(「**公司法**」)並無條文准許股東於股東大會上動議新決議案。然而，根據組織章程細則，有意動議決議案的股東可根據上述程式要求召開股東特別大會。

Corporate Governance Report *(Continued)*

企業管治報告 *(續)*

CONSTITUTIONAL DOCUMENTS

There was no change in the constitutional document during the year ended 31 December 2024. A latest version of the Company's constitutional documents are also available on the Company's website and the Stock Exchange's website.

INVESTOR RELATIONS

In order to ensure timely, transparent and accurate communications between the Shareholders and the Company, in general, information is communicated to the Shareholders mainly through the Company's interim reports, annual reports and quarterly reports (if any), general meetings, as well as the corporate communications and publications published on the website of the Stock Exchange (www.hkexnews.hk) and on the Company's website (www.goalrise-china.com).

The annual general meetings and other general meetings of the Company are the primary communication forum between the Company and the Shareholders. Shareholders are encouraged to participate in general meetings physically or to appoint proxies to attend and vote at such meetings for and on their behalf if they are unable to attend.

Board members, in particular, the chairman of the Board Committees or their delegates, appropriate senior executives and external auditor will attend the general meetings to answer the Shareholders' questions.

The chairman of the general meetings will propose to vote the resolutions (except resolutions which relate purely to procedural or administrative matters) by poll in accordance with the articles of association of the Company. Scrutineer will be appointed for the vote-taking at the general meetings and the voting results will be published on the Stock Exchange's website (www.hkexnews.hk) and the Company's website (www.goalrise-china.com) subsequent to the close of the general meetings.

The Company has established a shareholders' communications policy to ensure that shareholders' views and concerns are appropriately addressed. The shareholders' communication policy is reviewed by the Board on a regular basis. By reviewing the views of shareholders that have been received as well as assessing how the opinions of shareholders have been considered in reaching important strategic decisions during the year ended 31 December 2024, the Board is satisfied that the current shareholders' communication policy is adequate and effective.

憲章文件

截至2024年12月31日止年度，憲章文件概無變動。本公司憲章文件的最新版本亦載於本公司網站及聯交所網站。

投資者關係

為確保股東與本公司之間可進行及時、高透明度以及準確之通訊，一般而言，本公司向股東傳達資訊之管道乃主要為本公司中期報告、年報以及季度報告(如有)、股東大會以及於聯交所網站(www.hkexnews.hk)以及本公司網站(www.goalrise-china.com)刊登之公司通訊及刊物。

本公司之股東週年大會以及其他股東大會乃本公司與股東之間之主要通訊平台。歡迎股東親身參與股東大會，或倘彼等未能出席大會，可指派委任代表代表彼等出席該等大會並於會上投票。

董事會成員(尤其是董事委員會主席或彼等之授權代表)、適當之高級管理人員及外聘核數師將出席股東大會回答股東提問。

股東大會主席將根據本公司之組織章程細則建議透過投票表決方式就決議案進行投票(僅與程式或行政事項相關之決議案除外)。本公司將委聘監票人於股東大會上進行點票，而投票結果將於股東大會結束後於聯交所網站(www.hkexnews.hk)及本公司網站(www.goalrise-china.com)刊登。

本公司已制訂股東通訊政策，以確保股東意見及關切得到妥善解決。董事會定期審查股東溝通政策。通過審閱已收到的股東意見，以及評估截至2024年12月31日止年度作出重要戰略決策時如何考慮股東意見，董事會確信現行股東溝通政策屬充分及有效。

Corporate Governance Report (Continued)

企業管治報告 (續)

RISK MANAGEMENT AND INTERNAL CONTROL

Risk Management and Internal Control

The Board recognizes its responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and ensuring that the Group establishes and maintains appropriate review on the overall adequacy and effectiveness of the Group's risk management and internal control systems, which cover financial, operational and compliance controls and ESG risks, to safeguard Shareholders' investment and the Group's assets. The Board oversees the overall risk management of the Group and endeavours to identify, control impact of the identified risks and facilitate implementation of coordinated mitigating measures. The principal risks and the relevant measures have been disclosed in the section headed "Principal Risks and Uncertainties" in the Report of the Directors contained in this annual report. The Group's systems of risk management and internal controls are designed to manage, but not eliminate, the risk of failure to achieve business objectives and can only provide reasonable but not absolute, assurance against the risk of material misstatement, fraud or loss.

The main features of the Group risk management and internal control structure are as follows:

- Well-defined organisational structure with appropriate segregation of duties, limit of authority, reporting lines and responsibilities to minimize risk of errors and abuse;
- Clear and written policies and procedures have been established and regularly reviewed for major functions and operations;
- Important business function or activities are managed by experienced, qualified and suitably trained staff;
- Continuous monitoring of the key operating data and performance indicators, timely and up-to-date business and financial reporting, immediate corrective actions are taken where necessary; and
- Internal audit functions to perform independent appraisal of major operations on an ongoing basis.

A risk-based approach is adopted to ensure that a methodical coverage of the Group's operations and resources are focused on high-risk areas. The internal audit function takes the lead to evaluate the internal control systems of the Group by reviewing the major operations of the Group on a rotational basis every year with review period covering the full financial year. The review covers all material controls including financial, operational, compliance controls. Review results and recommendations in the form of written reports and submitted to the Audit Committee for discussion and review.

風險管理及內部監控

風險管理及內部監控

董事會負責評估及釐定其達成本集團策略目標時所願意接受的風險性質及程度，並確保本集團設立及維持對本集團風險管理及內部監控系統的整體充分及有效與否的適當審閱(當中涉及財務、營運及合規監控以及環境、社會及管治風險)，以保障股東之投資及本集團資產。董事會負責監督本集團的整體風險管理，並竭盡全力識別、控制所識別風險的影響，並協助實施協調一致的緩解措施。主要風險及有關措施已於本年報所載董事會報告「主要風險及不確定因素」一節披露。本集團風險管理及內部監控系統旨在管理(而非消除)未能實現業務目標的風險，並只能就重大錯誤、欺詐或損失的風險提供合理(而非絕對)的保證。

本集團風險管理及內部監控架構的主要特點如下：

- 明確的組織架構、適當的職責劃分、權力規限、匯報的方式及責任，以減低錯誤及濫用風險；
- 為主要職能及營運制定清晰的書面政策及程序，並定期審閱；
- 重要業務職能或活動由經驗豐富、合資格並經適當培訓的員工管理；
- 持續監察主要經營數據及表現指標、及時及最新的業務及財務申報，並在必要時採取即時更正行動；及
- 內部審計職能持續對主要營運進行獨立評核。

本集團採用風險基準方法，確保重點關注本集團業務及資源中的高風險領域。內部審計職能帶頭評估本集團的內部監控系統，每年輪流審核本集團的主要業務，審閱期涵蓋整個財政年度。審閱涵蓋所有重大監控措施，包括財務、營運及合規控制。審閱結果及建議以書面報告的形式提交審核委員會討論及審閱。

Corporate Governance Report (Continued)

企業管治報告 (續)

The Company does not have an internal audit function and is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. It was decided that the Board would be directly responsible for internal control of the Group. Procedures have been designed for safeguarding assets against unauthorised use or disposition, ensuring the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensuring compliance with applicable laws, rules and regulations. The situation will be reviewed from time to time. The Company also appointed an independent internal control consulting firm to independently perform internal control review and assess effectiveness of the Group's internal control system.

The Board reviews the risk management and internal controls annually. The Board, as supported by the Audit Committee as well as the management, independent internal control consulting firm and external auditors, reviewed the risk management and internal control systems for the year ended 31 December 2024 as well as the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function, and considered that such systems are effective and adequate with sufficient resources and appropriate staff being deployed to implement the same, and no significant control failings or weakness are identified.

Handling and Dissemination of Inside Information

The Company has established and maintained procedures and internal controls for the handling and dissemination inside information. The Company has adopted a code of conduct for dealing in securities of the Company by the Directors in accordance with the Model Code as set out in Appendix C3 to the Listing Rules. Other employees of the Group who are likely to be in possession of inside information of the Company are also subject to dealing restrictions. Any inside information and any information which may potentially constitute inside information is promptly identified, assessed and escalated to the Board and for the Board to decide on the need for disclosure. Inside information and other information which is required to be disclosed pursuant to the Listing Rules will be announced on the respective websites of the Stock Exchange and the Company in due course.

Dividend Policy

The Board has adopted a dividend policy that, in recommending or declaring dividends, the Company shall maintain adequate cash reserves for meeting its working capital requirements, future business growth and its shareholding value.

There is no arrangement under which a Shareholder has waived or agreed to waive any dividend.

本公司並無內部審核職能，並目前認為鑑於本集團業務的規模、性質及複雜性，本集團並無立即需要設立內部審核職能。已決定由董事會直接負責本集團的內部控制。制訂程式旨在保護資產免遭未經授權的使用或處置，確保持有適當會計記錄以提供可靠的財務資訊供內部使用或發布，並確保遵守適用法律、規則及法規。將不時檢討情況。本公司亦委任獨立內部監控顧問公司獨立進行內部監控審閱及評估本集團內部監控系統的有效性。

董事會每年檢討風險管理及內部監控。在審核委員會以及管理層、獨立內部控制諮詢公司及外聘核數師協助下，董事會審查截至2024年12月31日止年度的風險管理及內部監控系統，以及本公司會計及財務匯報職能的資源、員工資歷及經驗、以及培訓課程以及預算，並認為該等系統有效及充足，且有足夠資源及適當人員執行該等系統，並無發現重大監控失效或弱點

處理及發布內幕消息

本公司已制訂及設立處理及發佈內幕消息的程式及內部監控。本公司已根據上市規則附錄C3所載的標準守則就董事進行本公司證券交易採納一套交易守則。本集團的其他僱員如可能持有本公司的內幕消息亦須受制於買賣限制。任何內幕消息及可能構成內幕消息的任何資料均被立即識別、評估及上報董事會，由董事會決定是否有需要披露。內幕消息及根據上市規則須予以披露的其他資料將於適當時候在聯交所及本公司的各自網站內公佈。

股息政策

董事會已採納一項股息政策。該政策為在建議或宣派股息時，本公司應維持足夠現金儲備，以滿足其資金需求、未來業務增長以及其股權價值。

並無股東放棄或同意放棄任何股息的安排。

Report of the Directors

董事會報告

The Directors are pleased to present their annual report together with the audited consolidated financial statements for the Company and its subsidiaries (collectively referred to as the “**Group**”) for the year ended 31 December 2024.

TRANSFER OF LISTING

The shares of the Company (the “**Shares**”) were listed on GEM of the Stock Exchange on 18 October 2017 (the “**Listing**”) and have been transferred from GEM to the Main Board of the Stock Exchange with effect from 19 December 2019 (the “**Transfer of Listing**”).

PRINCIPAL ACTIVITIES

The Company was incorporated on 22 November 2016 in the Cayman Islands as an exempted company with limited liability under the Companies Law.

The Company is an investment holding company and the principal activities of the Company’s principal subsidiaries are set forth in Note 32 to the consolidated financial statements. The Group is principally engaged in the provision of transportation, warehousing, in-plant logistics and customisation services.

BUSINESS REVIEW AND PROSPECTS

A review of the financial performance and business of the Group during the year ended 31 December 2024 and a discussion on the Group’s future business development are set out in the sections headed “Chairman’s Statement” and “Management Discussion and Analysis” of this annual report. These discussions form part of this Report of the Directors.

RELATIONSHIP WITH STAKEHOLDERS

The Group recognises that employees, customers and business partners are keys to its sustainable development. The Group is committed to establishing a close and caring relationship with its employees, providing quality services to its customers and enhancing cooperation with its business partners.

The Company provides a fair and safe workplace, promotes diversity to our staff, provides competitive remuneration and benefits and career development opportunities based on their merits and performance. The Group also puts ongoing efforts to provide adequate trainings and development resources to the employees so that they can keep abreast of the latest development of the market and the industry and, at the same time, improve their performance and self-fulfillment in their positions.

The Group understands that it is important to maintain good relationship with customers and provide the services in a way that satisfy needs and requirements of the customers. The Group enhances the relationship by continuous interaction with customers to gain insight on the changing market demand for the services so that the Group can respond proactively. The Group has also established procedures in place for handling customers’ complaints to ensure customers’ complaints are dealt with in a prompt and timely manner.

The Group maintains close liaison with its subcontractors to monitor their performance to ensure they meet the Group’s standards at all times.

董事欣然提呈本公司及其附屬公司（統稱「**本集團**」）於截至2024年12月31日止年度之年報及經審核綜合財務報表。

轉板上市

本公司股份（「**股份**」）於2017年10月18日起在聯交所GEM上市（「**上市**」），並已自2019年12月19日起由聯交所GEM轉至主板上市（「**轉板上市**」）。

主要業務

本公司於2016年11月22日根據公司法在開曼群島註冊成立為獲豁免有限公司。

本公司為投資控股公司，本公司的主要附屬公司之主要業務載於綜合財務報表附註32。本集團主要從事提供運輸、倉儲、廠內物流及定製服務。

業務回顧及展望

本集團於截至2024年12月31日止年度的財務表現及業務以及有關本集團未來業務發展的討論載於本年報之「主席報告」及「管理層討論及分析」各節。該等論述乃本董事會報告之一部份。

與持份者的關係

本集團肯定僱員、客戶及業務夥伴對本集團的持續發展至關重要。本集團致力與僱員建立緊密及關懷的關係，為客戶提供優質服務以及加強與業務夥伴的合作。

本公司為員工提供公平及安全的工作環境，促進員工多元化發展，並基於彼等的優點及表現提供具競爭力的薪酬及福利以及職業發展機會。本集團亦持續為僱員提供充分的培訓及發展資源，讓彼等瞭解最新市場及行業發展資訊，同時提高彼等的表現及在崗位中實現自我發展。

本集團深明與客戶保持良好關係的重要性，為客戶提供滿足彼等需要及要求的服務。本集團透過與客戶持續互動以洞悉不同服務日益轉變的市場需求，使本集團能夠積極回應市場需要，藉此增強彼此關係。本集團亦設立程式處理客戶投訴，確保及時迅速解決客戶投訴。

本集團會與分包商保持緊密聯繫，監督其表現，以確保一直符合本集團的標準。

Report of the Directors (Continued)

董事會報告 (續)

COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are mainly carried out by the Company's subsidiaries in the PRC while the Company itself is listed on the Stock Exchange. The establishment and operations accordingly shall comply with relevant laws and regulations in the PRC and Hong Kong. During the year ended 31 December 2024 and up to the date of this report, the Group has complied in material aspects with all the relevant laws and regulations in the PRC and Hong Kong.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group understands the importance of environmental sustainability and protection and has adopted policies on pollution prevention, preservation of natural resources and adherence to environmental laws and regulations. Details are disclosed in the "Environmental, Social and Governance Report" prepared in accordance with Appendix C2 to the Listing Rules, which set out on pages 63 to 117 of this annual report.

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance through its continuous effort in improving the business practices. Details about the principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report of this annual report.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2024 and the financial position of the Company and of the Group at that date are set out in the consolidated financial statements on pages 127 to 134 of this annual report.

The Board does not recommend payment of final dividend for the year ended 31 December 2024 (2023: nil).

RESERVES

Details of the movements in the reserves of the Company and the Group during the year are set out in Note 31(b) to the consolidated financial statements and the consolidated statement of changes in equity on page 131 of this annual report, respectively.

遵守法律及法規

本集團之經營業務主要由本公司在中國之附屬公司執行，而本公司本身則在聯交所上市。因此，其設立及運作須遵守中國及香港有關法律法規。於截至2024年12月31日止年度及截至本報告日期為止，本集團已於重大方面遵守中國及香港的所有有關法律法規。

環境政策及表現

本集團深明環境可持續發展及保護的重要性，並已採納污染預防、保護自然資源及遵守環境法律法規的政策。詳情載於本年報第63至117頁根據上市規則附錄C2編製的「環境、社會及管治報告」內披露。

企業管治

本公司致力於通過持續改善其業務實踐維持高水準的企業管治。本公司採納的主要企業管治常規詳情載於本年報的企業管治報告。

業績及股息

本集團截至2024年12月31日止年度之業績及本公司與本集團於該日之財務狀況載於本年報第127頁至第134頁的綜合財務報表。

董事會不建議派付截至2024年12月31日止年度的末期股息(2023年：無)。

儲備

年內本公司及本集團儲備的變動詳情分別載於綜合財務報表附註31(b)及本年報第131頁的綜合權益變動表。

Report of the Directors (Continued)

董事會報告 (續)

DISTRIBUTABLE RESERVES

At 31 December 2024, the Company's reserves available for distribution comprising share premium and accumulated losses, calculated in accordance with the provisions of the Companies Law, amounted to approximately RMB54.0 million (2023: RMB43.2 million), of which nil dividend was proposed for the year. Under the Companies Law, the share premium account of the Company of approximately RMB108.0 million as at 31 December 2024 (2023: RMB93.3 million) is distributable to the shareholders of the Company subject to the provisions of its memorandum and articles of association and provided that immediately following the date on which the dividend, if any, is proposed to be paid, the Company will be able to pay its debts as they fall due in the ordinary course of business. The Company's share premium account may be distributed in the form of fully paid bonus shares.

FINANCIAL SUMMARY

A summary of the published results and assets and liabilities of the Group for the last five financial years, is set out on pages 275 to 276 of this annual report. This summary does not form part of the audited consolidated financial statements for the year ended 31 December 2024.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group during the year are set out in Note 14 to the consolidated financial statements.

SHARE CAPITAL

Details of the movements in the Company's share capital during the year are set out in Note 24(a) to the consolidated financial statements.

SHARE OPTION SCHEME

Prior to the listing of the shares on GEM of the Stock Exchange (which subsequently transferred to the main board of the Stock Exchange), the Company conditionally adopted a share option scheme (the **"Previous Share Option Scheme"**) on 26 September 2017 which became effective and unconditional upon the listing. The Company has terminated the Previous Share Option Scheme and has adopted a new share option scheme (the **"New Share Option Scheme"**) under the Shareholders' approval by way of poll at the extraordinary general meeting held on 23 November 2023. The New Share Option Scheme is effective upon obtaining the listing approval from the Stock Exchange on 29 November 2023.

可供分派儲備

於2024年12月31日，本公司按公司法條款計算的可供分派儲備（包括股份溢價及累計虧損）約為人民幣54.0百萬元（2023年：人民幣43.2百萬元），年內並無擬派發的股息。根據公司法，本公司於2024年12月31日的股份溢價賬約人民幣108.0百萬元（2023年：人民幣93.3百萬元）可分派予本公司股東（受其組織章程大綱及細則條文規限），前提是於緊隨擬派股息（如有）日期後，本公司能償付於一般業務過程中到期的債務。本公司的股份溢價賬可按繳足股款紅股形式予以派發。

財務概要

本集團過去五個財政年度的已公佈業績及資產以及負債概要載於本年報第275至276頁。此概要並非截至2024年12月31日止年度的經審核綜合財務報表的一部分。

物業、廠房及設備

年內本集團物業、廠房及設備的變動詳情載於綜合財務報表附註14。

股本

年內本公司股本的變動詳情載於綜合財務報表附註24(a)內。

購股權計劃

於其股份於聯交所GEM上市前（其後轉至聯交所主板），本公司於2017年9月26日有條件地採納一項購股權計劃（**"過往購股權計劃"**），該計劃於上市後生效及成為無條件。本公司已終止過往購股權計劃，並經股東於2023年11月23日舉行的股東特別大會上以投票方式批准，採納新購股權計劃（**"新購股權計劃"**）。新購股權計劃於2023年11月29日取得聯交所上市批准後生效。

Report of the Directors (Continued)

董事會報告 (續)

For the Previous Share Option Scheme, as at 1 January 2024, 69,000,000 share options were outstanding under the Previous Share Option Scheme. For the year ended 31 December 2024, 69,000,000 share options with the exercise price of HK\$0.188 were cancelled, thus as at 31 December 2024, no share option was outstanding under the Previous Share Option Scheme.

The purpose of the New Share Option Scheme is to attract and retain the best available and high calibre personnel of the Group, to provide additional incentives to the Eligible Participants and to promote the overall success of the business of the Group.

For the year ended 31 December 2024, no share options were granted, exercised, cancelled or lapsed under the New Share Option Scheme. As at 1 January 2024 and 31 December 2024, no share options were outstanding under the New Share Option Scheme.

The Board may, at its absolute discretion, offer an option to the Eligible Participants to subscribe for the shares of the Company at an exercise price and subject to the other terms of the New Share Option Scheme. Upon acceptance of the share option within a period of 21 days inclusive of, and from the date of grant, the Eligible Participants shall pay HK\$1.00 to the Company by way of consideration for the grant. The total number of shares of the Company which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other schemes of the Company shall not in aggregate exceed 10% of the total number of shares as at the date of approval of the New Share Option Scheme, unless with prior approval from the Company's Shareholders.

The total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme together with all options and awards which may be granted under any other share schemes for the time being of the Company would be 11,412,800 Shares.

就過往購股權計劃而言，於2024年1月1日，過往購股權計劃項下有69,000,000份購股權尚未行使。截至2024年12月31日止年度內，69,000,000份購股權已被註銷，行使價為0.188港元，因此於2024年12月31日，過往購股權計劃下並無購股權尚未行使。

新購股權計劃的目的是吸引及留住本集團現有優秀人才，為合格參與者提供額外獎勵，並促進本集團業務的整體成功。

截至2024年12月31日止年度，概無購股權根據新購股權計劃授出、行使、註銷或失效。於2024年1月1日及2024年12月31日，新購股權計劃項下並無購股權尚未行使。

董事會可全權酌情向合資格參與者授出購股權，以按行使價並根據新購股權計劃的其他條款認購本公司股份。於授出日期起計21天(包括當日)內接納購股權後，合資格參與者須向本公司支付1.00港元，作為授出的代價。行使根據新購股權計劃及本公司任何其他計劃授出的購股權而可能發行的本公司股份總數不得超過於新購股權計劃批准日期股份總數的10%，除非經本公司股東事先同意。

根據新購股權計劃將予授出之所有購股權連同根據本公司當時任何其他股份計劃可能授出之所有購股權及獎勵獲行使時可予發行之股份總數將為11,412,800股股份。

Report of the Directors (Continued)

董事會報告 (續)

Save for the circumstances prescribed below, an option must be held by the grantee for at least twelve (12) months before the option can be exercised. The Board may at its discretion grant a shorter vesting period to an Employee Participant in the following circumstances: (a) grants of "make-whole" option(s) to new joiners to replace the share options they forfeited when leaving the previous employers; (b) grants to an Employee Participant whose employment is terminated due to death or occurrence of any out-of-control event; (c) grants that are made in batches during a year for administrative and compliance reasons, which include options that should have been granted earlier if not for such administrative or compliance reasons had to wait for the subsequent batch. In such case, the vesting period may be shorter to reflect the time from which the option would have been granted; (d) grants of options with a mixed or accelerated vesting schedule such as where the options may vest evenly over a period of twelve (12) month; or (e) grants with performance-based vesting conditions in lieu of time-based vesting criteria as determined in the conditions of grant.

Subject to the terms of the New Share Option Scheme, an option may be exercised in whole or in part at any time during the period to be determined and notified by the Directors to the grantee thereof at the time of making an offer provided that such period shall not exceed the period of 10 years from the date of the grant of the particular option but subject to the provisions for early termination of the New Share Option Scheme.

The total number of shares of the Company issued and to be issued upon exercise of the options granted to or to be granted to each Eligible Participant under the New Share Option Scheme and any other schemes of the Company or any of its subsidiaries (including exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the shares in issue. The New Share Option Scheme will remain in force for a period of 10 years from the date on which the New Share Option Scheme becomes unconditional. Under the New Share Option Scheme, each option has a 10-year exercise period unless otherwise determined by the Board.

The exercise price for shares to be subscribed under the New Share Option Scheme may be determined by the Board at its absolute discretion, provided that it shall not be less than the highest of: (a) the closing price of the Shares as shown in the daily quotations sheet of the Stock Exchange on the date of grant, which must be a business day; (b) the average of the closing prices of the Shares as shown in the daily quotations sheets of the Stock Exchange for the five (5) consecutive business days immediately preceding the date of grant; and (c) the nominal value of the Share on the date of grant.

除下文所訂明情況外，承授人須持有購股權至少十二(12)個月，方可行使購股權。如出現下列任何情況，董事會可酌情向僱員參與者授出較短的歸屬期：(a)向新入職者授出「補償性」購股權，以取代彼等離開前僱主時被沒收的購股權；(b)向因身故或發生任何未能控制的事件而終止僱傭關係的僱員參與者授出購股權；(c)因行政及合規理由而在一年內分批授出購股權，其中包括假設並無因該等行政或合規理由而須等待下一批次的情況下原應較早授出的購股權。在此情況下，歸屬期可能較短，以反映原應授出購股權的時間；(d)授出附帶混合或加速歸屬期安排的購股權，例如有關購股權可在十二(12)個月期間按等額分批歸屬；或(e)根據授出條件決定，授出附帶按表現歸屬條件(而非按時間歸屬標準)的購股權。

根據新購股權計劃的條款，購股權可於提出要約時由董事釐定並通知其承授人的期間隨時全部或部分行使，惟有關期間不得超過該特定購股權授出日期起計10年，惟須受新購股權計劃的提前終止條文規限。

於任何十二個月期間，行使根據新購股權計劃及本公司或其任何附屬公司的任何其他計劃向每一名合資格參與者授出或將授出的購股權而發行或將會發行的本公司股份總數(包括已行使、已註銷或未行使的購股權)不得超過已發行股份的1%。新購股權計劃於新購股權計劃變成無條件當日起計十年內一直有效。根據新購股權計劃，每份購股權有十年行使期(董事會另行釐定除外)。

根據新購股權計劃將獲認購的股份行使價可由董事會全權酌情釐定，惟不得低於以下最高者：(a)於授出日期(必須為營業日)，聯交所每日報價表所報股份收市價；(b)緊接授出日期前連續五(5)個營業日，聯交所每日報價表所報股份平均收市價；及(c)股份於授出日期的面值。

Report of the Directors (Continued)

董事會報告 (續)

No share option was granted since the adoption of the New Share Option Scheme. The number of Share Options available for grant under the scheme mandate at the beginning and the end of the year ended 31 December 2024 is 11,412,800 and 11,412,800 (after reflecting the effect of share consolidation) respectively. The total number of share available for grant under the service provider submit is 3,423,840 as at 31 December 2024. The total number of Shares available for issue under the New Share Option Scheme as at the date of this report is 11,412,800 Shares, representing 8.6% of the issued shares of the Company as at the date of this report and approximately 9.0% of the weighted average number of shares for the year ended 31 December 2024. The number of shares that may be issued in respect of options granted under all schemes of the Company is 0.

The remaining life of the New Share Option Scheme is 8 years 8 months.

RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

Details of the related party transactions of the Group during the year ended 31 December 2024 are set out in Note 29 to the consolidated financial statements.

On 31 July 2023 and 22 December 2023, Purchaser I, the Vendor and the Target Company (as defined below) entered into a sale and purchase agreement and an amendment agreement (collectively, “**the 2023 Agreements**”) pursuant to which the Purchase I sold 60% equity interests in the Target Company and granted a put option (“**Put Option**”) to the Vendor which allows the Vendor to request Purchaser I to repurchase the Sale Interest at nil consideration.

The management believes that terminating the 2023 Agreements and exercising the Put Option will allow the Group to concentrate on its core strategies, reduce market risks, and improve operational efficiency. Given the competitive logistics market in China and limited synergy with the Target Company, the disposal of Shareholders’ Loan (as defined below) will help mitigate financial loss and provide immediate cash to support financial stability.

自採納新購股權計劃以來概無授出購股權。於截至2024年12月31日止年度的年初及年末時，根據計劃授權可供授出的購股權數量分別為11,412,800份及11,412,800份（反映股份合併影響後）。於2024年12月31日，服務供應商分項限額項下可供授出的股份總數為3,423,840股。於本報告日期，根據新購股權計劃可供發行的股份總數為11,412,800股，相當於本報告日期本公司已發行股份之8.6%及約佔截至2024年12月31日止年度的加權平均股份數目的9.0%。根據本公司所有計劃授予的期權可發行的股份數量為0。

新購股權計劃的剩餘年期為8年8個月。

關聯方交易及關連交易

有關本集團於截至2024年12月31日止年度之關聯方交易的詳情列載於綜合財務報表附註29。

於2023年7月31日及2023年12月22日，買方I、賣方及目標公司（定義見下文）訂立買賣協議及修訂協議（統稱「**2023年協議**」），據此，買方I出售目標公司60%股權，並向賣方授出認沽期權（「**認沽期權**」），允許賣方要求買方I以零代價回購銷售權益。

管理層認為，終止2023年協議及行使認沽期權，可讓本集團專注於核心策略、減低市場風險及提高營運效率。鑒於中國物流市場競爭激烈，且與目標公司的協同效應有限，出售股東貸款（定義見下文）將有助於減輕財務損失，並提供即時現金以支持財務穩定。

Report of the Directors (Continued)

董事會報告 (續)

As such, on 20 December 2024, Guangdong Yues International Logistics Co., Ltd.* (廣東樂氏國際物流有限公司) (the “**Vendor**”), Mr. Wang Haixi (王海曦) (“**Purchaser I**”), Ms. Guo Chonghui (郭崇慧) (“**Ms. Guo**”) and Zhongshan Haihui Technology Logistics (Group) Co., Ltd.* (中山海慧科企物流(集團)有限公司) (the “**Target Company**”) entered into the sale and purchase agreement (the “**SPA**”) pursuant to which Purchaser I has conditionally agreed to purchase, and the Vendor has conditionally agreed to sell, the Sale Interest, representing 60% equity interest in the Target Company, at a consideration of RMB1. On the same date, the Vendor, Guangzhou Fengyou Packaging Products Co., Ltd.* (廣州豐優包裝製品有限公司) (“**Purchaser II**”) and the Target Company entered into a loan transfer agreement (“**Loan Transfer Agreement**”) pursuant to which, Purchaser II shall acquire from the Vendor a shareholder’s loan owed by the Target Company to the Vendor in the principal amount of RMB7,500,000 and relevant interests (“**Shareholders’ Loan**”) at a consideration of RMB7,000,000. On 20 December 2024, the Vendor, Purchaser I and the Target Company entered into a termination agreement (“**Termination Agreement**”) pursuant to which all the parties to the Termination Agreement have agreed to terminate the 2023 Agreements and the Put Option at nil consideration.

The Target Company, a non-wholly owned subsidiary of the Group, is 30% owned by Ms. Guo and 10% by Purchaser I. Accordingly, each of Ms. Guo and Purchaser I is a substantial shareholder of the Target Company and a connected person of the Company at the subsidiary level. As the transactions contemplated under the SPA and the Termination Agreement are connected transactions between the Group and a connected person at the subsidiary level on normal commercial terms or better, it is exempt from the circular, independent financial advice and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules pursuant to Rule 14A.101 of the Listing Rules.

The SPA, the Loan Transfer Agreement and the Termination Agreement were approved by the Shareholders at an extraordinary general meeting held on 27 January 2025.

Save as disclosed above, none of these related party transactions constitutes connected transaction or continuing connected transaction which is required to be disclosed under the Listing Rules. The Directors confirm that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules during the year under review.

因此，廣東樂氏國際物流有限公司) (「賣方」)、王海曦先生(「買方I」)、郭崇慧女士(「郭女士」)及中山海慧科企物流(集團)有限公司(「目標公司」)於2024年12月20日訂立買賣協議(「買賣協議」)，據此，買方I有條件同意購買而賣方有條件同意出售銷售權益(相當於目標公司的60%股權)，代價為人民幣1元。於同日，賣方、廣州豐優包裝製品有限公司(「買方二」)及目標公司訂立貸款轉讓協議(「貸款轉讓協議」)，據此，買方二將以代價人民幣7,000,000元向賣方收購目標公司結欠賣方的本金額為人民幣7,500,000元的股東貸款及相關權益(「股東貸款」)。於2024年12月20日，賣方、買方I及目標公司訂立終止協議(「終止協議」)，據此，終止協議所有訂約方已同意以零代價終止2023年協議及認沽期權。

目標公司(為本集團的非全資附屬公司)分別由郭女士及買方I擁有30%及10%權益。因此，郭女士及買方I各自為目標公司的主要股東及本公司於附屬公司層面的關連人士。由於買賣協議及終止協議項下擬進行交易為本集團與附屬公司層面關連人士之間按正常商業條款或更佳條款進行的關連交易，故根據上市規則第14A.101條，獲豁免遵守上市規則第14A章項下的通函、獨立財務意見及獨立股東批准規定。

於2025年1月27日舉行的股東特別大會上，股東批准買賣協議、貸款轉讓協議及終止協議。

除上文所披露者外，概無該等關聯方交易構成須根據上市規則予以披露的關連交易或持續關連交易。董事確認，於回顧年內，本公司已遵守上市規則第14A章的披露規定。

Report of the Directors *(Continued)*

董事會報告 *(續)*

SIGNIFICANT INVESTMENTS HELD BY THE GROUP

Save as elsewhere disclosed in this annual report, during the year ended 31 December 2024, the Group did not make any significant investments.

DIRECTORS

The Directors during the Year and up to the date of this report were:

Executive Directors

Mr. Le Kang (*Chairman*)

Mr. Li Zhigang (*Chief Executive Officer*)

(appointed as the Chief Executive Officer on 9 September 2024)

Mr. Li Jiahao

Mr. Li Jiali (resigned on 29 October 2024)

Mr. Du Yingyou (resigned on 17 March 2025)

Ms. Liu Ping (appointed on 15 April 2024)

Independent Non-executive Directors

Mr. Yu Chun Man (resigned on 30 August 2024)

Mr. Lau Wai Piu Patrick

Dr. Wang Yi

Mr. Chan Koon Yung

Mr. Zhang Yao (appointed on 9 September 2024)

In accordance with Articles 108(a) and 112 of the Company's Articles of Association, Mr. Lau Wai Piu Patrick, Dr. Wang Yi, Mr. Chan Koon Yung and Mr. Zhang Yao will retire by rotation and be eligible to offer themselves for re-election at the forthcoming annual general meeting.

The Company has received from each independent non-executive Director an annual confirmation of his independence from the Group, and as at the date of this report still considers them to be independent pursuant to Rule 3.13 of the Listing Rules.

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and the senior management of the Company are set out on pages 22 to 26 of this annual report.

本集團持有的重大投資

除本年報另行所披露者外，於截至2024年12月31日止年度，本集團並無作出任何重大投資。

董事

於年內及截至本報告日期止的董事如下：

執行董事

樂康先生(主席)

李志剛先生(首席執行官)

(於2024年9月9日獲委任為首席執行官)

黎嘉浩先生

黎嘉力先生(於2024年10月29日辭任)

杜穎友先生(於2025年3月17日辭任)

劉萍女士(於2024年4月15日獲委任)

獨立非執行董事

余俊文先生(於2024年8月30日辭任)

劉偉彪先生

王軼博士

陳冠勇先生

張耀先生(於2024年9月9日獲委任)

根據本公司的組織章程細則第108(a)及112條，劉偉彪先生、王軼博士、陳冠勇先生及張耀先生將輪值退任並合資格於即將舉行的股東週年大會上膺選連任。

本公司已收到各獨立非執行董事就彼等獨立於本集團而發出的年度確認函，及截至本報告日期，根據上市規則第3.13條，本公司仍認為該等董事獨立於本集團。

董事及高級管理人員履歷

董事及本公司高級管理層履歷詳情載於本年報第22至26頁。

Report of the Directors (Continued)

董事會報告 (續)

DIRECTORS' SERVICE CONTRACTS

The executive Directors, namely Mr. Le Kang, Mr. Li Jiahao and Mr. Li Zhigang, have entered into a service agreement with the Company for a term of three years commencing from the date.

The independent non-executive Directors, namely Mr. Lau Wai Piu Patrick, Dr. Wang Yi, Mr. Chan Koon Yung and Mr. Zhang Yao, have entered into a letter of appointment with the Company for a fixed term of three years.

None of the Directors has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

The Board has the general power of determining the Directors' remuneration, subject to authorisation of the shareholders of the Company at the annual general meeting each year. The remuneration of the executive Directors is subject to review by the Remuneration Committee, and their remuneration is determined with reference to the Directors' qualifications, experience, duties, responsibilities and performance and results of the Group. As for the independent non-executive Directors, their remuneration is determined by the Board upon recommendation from the Remuneration Committee. Details of the emoluments of the Directors, senior management and the five highest paid individuals for the year ended 31 December 2024 are set out in Note 8 to the consolidated financial statements.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed elsewhere in this annual report, no Director had a material beneficial interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party subsisted at 31 December 2024 or at any time during the year ended 31 December 2024.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed for the year ended 31 December 2024.

董事的服務合約

執行董事(即樂康先生、黎嘉浩先生及李志剛先生)均與本公司訂立服務協議，期限由日期起計為期三年。

獨立非執行董事(即劉偉彪先生、王軼博士、陳冠勇先生及張耀先生)與本公司訂立委聘書，固定任期為期三年。

董事概無與本公司訂立須作補償(法定補償除外)方可於一年內終止的服務合約。

董事及五位最高薪酬人士的薪酬

董事會根據本公司股東每年於股東週年大會給予的授權擁有一般權力釐定董事薪酬。執行董事的薪酬須受薪酬委員會審閱，及彼等的薪酬乃經參考董事的資歷、經驗、職責、職務及表現以及本集團的業績而釐定。就獨立非執行董事而言，彼等的薪酬乃由董事會按照薪酬委員會的推薦意見而釐定。截至2024年12月31日止年度的董事、高級管理人員及五名最高薪酬人士的薪酬詳情載於綜合財務報表附註8。

董事於交易、安排或合約的權益

除本年報所披露者外，於2024年12月31日或截至2024年12月31日止年度任何時間內，概無董事於本公司或其任何附屬公司訂立的任何對本集團業務而言屬重大的任何交易、安排或合約中直接或間接擁有重大權益。

管理合約

截至2024年12月31日止年度，概無訂立或存在有關本公司業務全部或任何重要部分的管理及行政的合約。

Report of the Directors (Continued)

董事會報告 (續)

CONTRACT OF SIGNIFICANCE

Save as disclosed elsewhere in this annual report, at no time during the year ended 31 December 2024 had the Company or any of its subsidiaries entered into any contract of significance with the controlling shareholders or any of their subsidiaries, nor had any contract of significance been entered into for the services provided by the controlling shareholders or any of their subsidiaries to the Company or any of its subsidiaries.

PERMITTED INDEMNITY PROVISION

Pursuant to the memorandum and articles of association of the Company, the applicable laws and regulations, every Director shall be indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in the execution of their duties in their offices. The Company has arranged appropriate Directors' and officers' liability insurance coverage for the Directors and officers of the Group, in respect of legal actions against its Directors and senior management arising out of corporate activities.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2024, none of the Directors and the chief executive of the Company or their associates (as defined in the Listing Rules) had any interests and short positions in any shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which each of them has taken or deemed to have taken under the provision of the SFO); or which were required, pursuant to section 352 of the SFO, to be entered into the register referred to therein; or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix C3 to the Listing Rules, to be notified to the Company and the Stock Exchange.

重大合約

除本年報所披露者外，本公司或其任何附屬公司於截至2024年12月31日止年度任何時間並無與控股股東或彼等任何附屬公司訂立任何重大合約，亦無就控股股東或彼等任何附屬公司向本公司或其任何附屬公司提供的服務訂立任何重大合約。

獲准許之彌償

根據本公司之組織章程大綱及細則、適用法律及法規，各董事將獲以本公司資產及利潤作為彌償保證，並確保其不會因彼等或彼等任何一方於執行彼等於有關職位之職責時，招致或遭受的任何訴訟、費用、收費、損失、損害及開支而受損。本公司已就其董事及高級管理人員因企業活動面臨之法律訴訟，安排為董事及本集團之高級職員購買適當之董事及高級職員責任保險。

董事及最高行政人員於股份、相關股份及債券中的權益及淡倉

於2024年12月31日，概無董事及本公司最高行政人員或彼等之聯繫人（定義見上市規則）於本公司或任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中，擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例有關條文彼等各自被當作或視為擁有的權益或淡倉），或根據證券及期貨條例第352條須記錄於該條例所指登記冊內的權益及淡倉，或根據上市規則附錄C3所載上市發行人董事進行證券交易的標準守則須知會本公司及聯交所的權益及淡倉。

Report of the Directors (Continued)

董事會報告 (續)

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Except for share option scheme, during the year ended 31 December 2024, the Company or any of its subsidiaries was not a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

EQUITY-LINKED AGREEMENTS

Save and except for the Share Option Scheme as disclosed in the section headed "Share Option Scheme" above, no equity-linked agreement that (i) will or may result in the Company issuing shares or (ii) requires the Company enter into any agreement that will or may result in the Company issuing shares, was entered into by the Company during the year ended 31 December 2024 or subsisted at the end of the year.

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

As at 31 December 2024, so far as is known to the Directors, no persons, not being Directors or chief executive of the Company had, or were deemed to have, interests or short position in the shares or underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or which were recorded in the register required to be kept by the Company under Section 336 of the SFO; or who is directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company.

董事收購股份或債券之權利

除購股權計劃外，於截至2024年12月31日止年度，本公司或其任何附屬公司概無參與訂立任何安排，致使董事可藉收購本公司或任何其他法人團體之股份或債券而獲益。

股權掛鈎協議

除上文「購股權計劃」一節所披露的購股權計劃外，本公司於截至2024年12月31日止年度，並無訂立任何(i)將會或可能導致本公司發行股份或(ii)致使本公司訂立將會或可能導致本公司發行股份的任何協議的股權掛鈎協議，亦無於年結日仍然存續的股權掛鈎協議。

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，據董事所知悉，概無人士（並非董事或本公司最高行政人員）於股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉；或記錄於本公司根據證券及期貨條例第336條須存置之登記冊的權益或淡倉；或直接或間接擁有附帶權利於任何情況下均可在本公司的股東大會上投票的任何類別股本面值5%或以上權益。

Report of the Directors (Continued)

董事會報告 (續)

Save as disclosed above, as at 31 December 2024, the Directors are not aware of any other person, other than Directors and the chief executive of the Company who had, or was deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were recorded in the register required to be kept by the Company under Section 336 of the SFO; or who is directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or options in respect of such share capital.

COMPETING INTERESTS

For the year ended 31 December 2024, the Directors are not aware of any business or interest of the Directors, the substantial shareholders of the Company or any of their respective associates that competes or is likely to compete, either directly or indirectly, with the business of the Group and any other conflicts of interests which any such person has or may have with the Company.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities (including the sale of treasury shares) during the year ended 31 December 2024. As at December 31, 2024, the Company did not hold any treasury shares.

PRE-EMPTIVE RIGHTS

There were no provisions of pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro-rata basis to its existing shareholders unless otherwise required by the Stock Exchange.

SUFFICIENCY OF PUBLIC FLOAT

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

除上文披露者外，於2024年12月31日，董事並不知悉任何其他人士（董事及本公司最高行政人員除外）於本公司股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露，或記錄於本公司根據證券及期貨條例第336條須存置之登記冊的權益或淡倉；或直接或間接擁有附帶權利於任何情況下均可在本公司的股東大會上投票的任何類別股本面值5%或以上權益或有關該股本的購股權。

競爭權益

截至2024年12月31日止年度，據董事所知，概無本公司董事、主要股東或任何彼等各自的聯繫人的任何業務或權益現時或可能直接或間接與本集團業務競爭，且任何有關人士與本公司之間概無任何其他利益衝突。

購買、出售或贖回本公司上市證券

於截至2024年12月31日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券（包括出售庫存股份）。於2024年12月31日，本公司並無持有任何庫存股份。

優先購買權

除非聯交所另有規定，本公司組織章程細則或開曼群島（本公司註冊成立的司法權區）法律並無任何規定本公司須向其現有股東按比例發售新股份的優先購買權規定。

公眾持股量的充足性

根據本公司可公開獲得的資料及就董事所知，於本年報日期，本公司已發行股本總額的至少25%由公眾人士持有。

Report of the Directors (Continued)

董事會報告 (續)

DONATIONS

During the year ended 31 December 2024, no charitable donations was made by the Group (2023: nil).

MAJOR SUPPLIERS AND CUSTOMERS

In the year under review, the Group's largest supplier accounted for approximately 21.5% (2023: 34.7%) of the Group's total direct costs. The Group's five largest suppliers accounted for approximately 60.1% (2023: 65.5%) of the Group's total direct costs.

In the year under review, the Group's five largest customers accounted for approximately 54.8% (2023: 65.7%) of the Group's total revenue. The Group's largest customer accounted for approximately 22.4% (2023: 38.7%) of the Group's total revenue.

None of the Directors or any of their associates (as defined under the Listing Rules) or any shareholders (which, to the best knowledge of the Directors, owns more than 5% of the Company's issued share capital (excluding treasury shares)) had any beneficial interest in the Group's five largest customers or five largest suppliers during the year ended 31 December 2024.

AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENTS

The Audit Committee was established on 26 September 2017 with written terms of reference (as amended from time to time) in compliance with the Listing Rules. The Audit Committee is responsible for making recommendation to the Board on the appointment, reappointment and removal of the external auditors, and approving the remuneration and terms of engagement of the external auditors, and any questions regarding resignation or dismissal of that auditor; monitoring integrity of the financial statements, the annual reports and accounts, half-year reports and quarterly reports (if any), and reviewing significant financial reporting judgments contained in them; and reviewing the financial controls, internal control and risk management systems.

捐款

截至2024年12月31日止年度，本集團並無作出慈善捐款(2023年：無)。

主要供應商及客戶

於回顧年度，本集團最大供應商佔本集團直接成本總額約21.5%(2023年：34.7%)。本集團五大供應商佔本集團直接成本總額約60.1%(2023年：65.0%)。

於回顧年度，本集團五大客戶佔本集團收益總額約54.8%(2023年：65.7%)。本集團最大客戶佔本集團收益總額約22.4%(2023年：38.7%)。

概無董事或彼等任何聯繫人士(定義見上市規則)或任何股東(就董事所知，其擁有本公司已發行股本(庫存股份除外)超過5%)於本集團於截至2024年12月31日止年度五大客戶或五大供應商中擁有任何實益權益。

審核委員會及財務報表審閱

審核委員會於2017年9月26日成立，並根據上市規則訂明其書面職權範圍(經不時修訂)。審核委員會負責向董事會提供有關外聘核數師聘任、續聘及罷免的建議，以及批准外聘核數師的薪酬及聘用條款及有關該核數師辭任或解聘的任何問題；監督財務報表、年報及賬目、中期報告及季度報告(如有)的完整性，及審閱其中包含的重大財務報告判斷；及檢討財務控制、內部監控及風險管理系統。

Report of the Directors (Continued)

董事會報告 (續)

The annual results of the Company for the year ended 31 December 2024 have been audited. The Audit Committee has reviewed with the management of the Company the accounting principles and practices adopted by the Group and discussed the auditing, internal controls and financial reporting matters, including review of the audited consolidated financial statements of the Group for the year ended 31 December 2024.

TAX RELIEF

The Directors are not aware of any relief from taxation available to the shareholders of the Company by reason of their holding of the shares of the Company.

PROFESSIONAL TAX ADVICE

If the shareholders of the Company are unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or the exercise of any rights in relation to the shares of the Company, they are advised to consult an expert.

ANNUAL GENERAL MEETING

The forthcoming annual general meeting (“AGM”) of the Company will be held on Wednesday, 18 June 2025. A notice convening the AGM, together with a circular therefor, will be dispatched to the shareholders of the Company, and will be available on websites of the Stock Exchange and the Company in the manner as required by the Listing Rules in due course.

CLOSURE OF THE REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 13 June 2025 to Wednesday, 18 June 2025, both days inclusive during which no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming AGM or any adjournment thereof, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 12 June 2025.

本公司截至2024年12月31日止年度的年度業績已經審核。審核委員會已同本公司管理層審閱本集團所採納的會計原則及慣例，亦已討論審核、內部控制及財務報告事宜，包括審閱本集團於截至2024年12月31日止年度的經審核綜合財務報表。

稅項減免

董事不知悉任何關於本公司股東因持有本公司股份而可獲得的稅項減免。

諮詢專業稅務意見

倘本公司股東不確定購買、持有、出售、買賣本公司股份或行使當中任何權利的稅務影響，務請諮詢專家意見。

股東週年大會

本公司的應屆股東週年大會（「股東週年大會」）將於2025年6月18日（星期三）舉行。召開股東週年大會的通告及其通函將適時按上市規則規定的方式寄發予本公司股東，並登載於聯交所及本公司網站。

暫停辦理股份過戶登記手續

本公司將於2025年6月13日（星期五）至2025年6月18日（星期三）（包括首尾兩日）暫停辦理股份過戶登記，在此期間將不會辦理股份過戶登記手續。如欲符合資格以出席應屆股東週年大會（或其任何續會）並於會上投票，務請於2025年6月12日（星期四）下午四時三十分前將所有過戶文件連同有關股票及過戶表格送達本公司的香港股份過戶登記分處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓。

Report of the Directors (Continued)

董事會報告 (續)

UPDATE ON DIRECTORS' INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Save as disclosed in this report, during the reporting period, there is no information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in this report, the Board are not aware of any significant event which had material effect on the Group subsequent to 31 December 2024 and up to the date of this report.

CHANGE OF AUDITOR IN THE PRECEDING 3 YEARS

Linksfield CPA Limited has resigned as the auditor of the Company with effect from 29 November 2022. The Board has resolved to appoint Baker Tilly Hong Kong Limited ("**Baker Tilly**") as the new auditor of the Company with effect from 29 November 2022 to fill the casual vacancy following the resignation of Linksfield CPA Limited. Baker Tilly shall hold office until the conclusion of the next annual general meeting pursuant to the articles of association of the Company. A resolution to re-appoint Baker Tilly as the auditor of the Company for approval by the Shareholders has been proposed and passed at the annual general meeting of the Company held on 16 June 2024.

INDEPENDENT AUDITOR

The Group's consolidated financial statements for the year ended 31 December 2024 has been audited by Baker Tilly the independent auditor, who shall retire and, being eligible, offer themselves for re-appointment at the forthcoming AGM. A resolution to re-appoint Baker Tilly as the auditor of the Company will be proposed for approval by the Shareholders at the forthcoming AGM.

根據上市規則第 13.51B(1) 條更新董事資料

除本報告披露者外，於報告期內，並無其他資料須根據上市規則第 13.51B(1) 條予以披露。

報告期後事項

除本年報披露者外，董事會並不知悉於 2024 年 12 月 31 日後及直至本報告日期有任何重大事件，對本集團有重大影響。

過往三年核數師的變動情況

金道連城會計師事務所有限公司已辭任本公司核數師職務，自 2022 年 11 月 29 日起生效。董事會已決議委任天職香港會計師事務所有限公司（「**天職香港**」）為本公司新任核數師，自 2022 年 11 月 29 日起生效，以填補金道連城會計師事務所有限公司辭任後的空缺。根據本公司組織章程細則，天職香港任期直至下屆股東週年大會結束為止。重新委任天職香港為本公司核數師的決議案已於本公司於 2024 年 6 月 16 日舉行的股東週年大會上提呈以供股東批准並通過。

獨立核數師

本集團截至 2024 年 12 月 31 日止年度的綜合財務報表乃經獨立核數師天職香港審核，其將退任並符合資格於下屆股東週年大會上膺選連任。將在應屆股東週年大會上提呈重新委任天職香港為本公司核數師的決議案以供股東批准。

On behalf of the Board

Le Kang
Chairman

Hong Kong, 28 March 2025

代表董事會

主席
樂康

香港，2025 年 3 月 28 日

Environmental, Social and Governance Report

環境、社會及管治報告

SCOPE AND REPORTING PERIOD

This is the Environmental, Social, and Governance (“**ESG**”) report prepared by Yues International Holdings Group Limited (the “**Group**” or “**we**”, or “**us**”) highlighting its ESG performance, with disclosure reference made to the ESG Reporting Guide (the “**Guide**”) as described in Appendix C2 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**HKEX**”).

We regard this report as a communication channel with our stakeholders and believe that we should disclose ESG information that is meaningful and important to their decision-making. To serve this purpose, this report is prepared with reference to the reporting principles set out in the Guide. This ESG report covers the Group’s overall performance in two subject areas, namely, environmental and social, of the following business operations from 1 January 2024 to 31 December 2024 (the “**Reporting Period**”), unless otherwise stated, which is consistent with the coverage of the 2024 Annual Report of the Group¹:

- (i) Guangzhou World-Link (China) Limited (Guangzhou Business Headquarter)
- (ii) Guangzhou World-Link (China) Limited (Huangpu Distribution Centre)
- (iii) Guangzhou World-Link (China) Limited (Tianjin branch)
- (iv) Guangzhou World-Link (China) Limited (Taicang branch)
- (v) Guangzhou World-Link (China) Limited (Shenzhen branch)

¹ During the Reporting Period, Zhongshan Haihui Technology Logistics (Group) Co., Ltd. was divested from the Group’s portfolio and consequently excluded from the ESG Reporting scope. Due to constraints in data collection and operational considerations, ESG data for all acquired subsidiaries during the Reporting Period have not been disclosed in this Report. The Group plans to address these constraints and aims to disclose related information in the next reporting period.

範圍及報告期

本環境、社會及管治(「**環境、社會及管治**」)報告由樂氏國際控股集團有限公司(「**本集團**」或「**我們**」)編製，重點闡述其環境、社會及管治績效，披露經參考香港聯合交易所有限公司(「**香港交易所**」)證券上市規則(「**上市規則**」)附錄C2所載之環境、社會及管治報告指引(「**指引**」)。

我們視本報告為與持份者溝通的渠道，並認為我們應披露對其決策有意義且重要的環境、社會及管治資料。為達致此目的，本報告乃參考指引所載的報告原則而編製。除另有說明外，本報告涵蓋於2024年1月1日至2024年12月31日(「**報告期**」)，本集團以下業務營運的環境及社會兩個主要範疇的整體績效，與本集團2024年年報的涵蓋範圍一致：

- (i) 廣州中聯環宇現代物流有限公司(廣州業務總部)
- (ii) 廣州中聯環宇現代物流有限公司(黃埔配送中心)
- (iii) 廣州中聯環宇現代物流有限公司(天津分公司)
- (iv) 廣州中聯環宇現代物流有限公司(太倉分公司)
- (v) 廣州中聯環宇現代物流有限公司(深圳分公司)

¹ 報告期內，中山海慧科企物流(集團)有限公司已從本集團的投資組合中剝離，因此不在環境、社會及管治報告範圍內。由於數據收集的限制及運營上的考慮，報告期內所有收購附屬公司的環境、社會及管治數據並未在本報告中披露。本集團計劃解決這些限制，並擬於下一個報告期間披露相關資料。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

The principal activities of the above-mentioned operations are providing logistic services to the Group's customers' supply chains in the People's Republic of China (the "**PRC**"), which include (i) transportation; (ii) warehousing; (iii) in-plant logistics; and (iv) customisation services (which consist mainly of labelling services and bundling services). The Group offers transportation services to their customers, including delivering production materials, components and finished goods to their downstream clients, manufacturing plants and/or designated locations. The Group's in-plant logistics services cover the management of the movement of (i) production materials and components and work-in-progress to the production lines within the customers' manufacturing plants; and (ii) finished goods out to their factory gates. Apart from the logistic service, the energy consumption of the staff in dormitories will also be included in this Reporting Period as the Group is responsible for affording dormitory rents for its staff.

Reporting Principles

The preparation of the ESG Report has applied the following principles:

Materiality — materiality assessments have been carried out to identify material ESG issues that have major impacts on the Group's significant stakeholders, the procedures, and results of the stakeholder engagement conducted of which are presented in the section "Stakeholder Engagement and Materiality" in the Report.

於報告期，本集團有一個新附屬公司中山海慧科企物流(集團)有限公司，其業務活動計入本環境、社會及管治報告。此外，東莞配送中心於報告期搬遷。上述營運的主要業務活動是為本集團在中華人民共和國(「**中國**」)的客戶供應鏈提供物流服務，包括(i)運輸；(ii)倉儲；(iii)廠內物流；及(iv)定製服務(主要包括標籤服務及封裝服務)。本集團為客戶提供運輸服務，包括交付生產材料、零部件及成品至客戶的下游客戶、生產廠房及／或指定地點。本集團的廠內物流服務涵蓋以下活動的管理工作：(i)在客戶生產廠房內將生產材料及零部件及在製品運至生產線；及(ii)將成品運出廠外。除物流服務外，由於本集團負責為員工提供宿舍租金，員工宿舍的能源消耗亦將計入本報告期。

報告原則

本環境、社會及管治報告遵循以下原則編製：

重要性 — 已進行重要性評估，以識別對本集團重大持份者有重大影響的重大環境、社會及管治議題，持份者參與過程及結果於本報告「持份者參與及重要性」一節呈列。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

Quantitative — key performance indicators (“KPIs”) have been established and are measurable and applicable to make valid comparisons under appropriate conditions; information on the standards, methodologies, assumptions, and/or calculation tools used, and sources of conversion factors used, have been disclosed when applicable.

Balance — performance of the Group was presented in an impartial manner, avoiding choices, omissions or presentation formats that may unduly influence readers’ decisions or judgements.

Consistency — consistent statistical methodologies and presentation of KPIs have been used to allow meaningful comparisons of related data over time.

STAKEHOLDER ENGAGEMENT AND MATERIALITY

The Group communicates with key stakeholders through daily interaction to understand their concerns and expectations on ESG issues. The Group engages stakeholders via various communication channels such as regular meetings, performance appraisals, the company’s website, e-mails and via phone calls. Through regular engagement sessions, the Group obtains valuable feedback and reviews areas of attention which will help the business to meet its potential growth and be prepared for future ESG challenges.

量化 — 已建立關鍵績效指標(「**關鍵績效指標**」)，並可予計量及適用於在適當情況下作出有效比較；有關所用標準、方法、假設及／或計算工具以及所用轉換因素來源的資料已於適用情況下披露。

平衡 — 公正地呈列本集團的表現，避免可能會不恰當地影響讀者決策或判斷的選擇、遺漏或呈報格式。

一致性 — 採用一致的統計方法及關鍵績效指標的呈列方式，使相關數據日後可作有意義的比較。

持份者參與及重要性

本集團透過日常互動與主要持份者進行溝通，以瞭解其對環境、社會及管治事宜之關注及期望。本集團透過多種通訊渠道與持份者溝通，例如定期會議、表現評估、公司網站、電子郵件及電話。透過定期溝通，本集團獲得有價值的反饋及檢討關注領域，有助於業務實現潛在增長並為將來環境、社會及管治方面的挑戰作準備。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

The major ESG concerns of its stakeholders and the means through which the Group engages with such stakeholders are detailed below:

其持份者的主要環境、社會及管治關注以及本集團與該等持份者溝通的方式詳述如下：

Stakeholders 持份者	Areas of ESG Concern 環境、社會及管治關注範疇	Means of Engagement 溝通方式
Stock Exchange 聯交所	- Compliance with the Guide; and - Timely and accurate announcement.	- Meetings; - Training and seminars; and - Company's website and announcements.
Government and regulatory authorities 政府及監管機構	- Operational compliance; - Tax payment as legally required; and - Disclosure of information and submission of materials.	- Annual reviewal process; and - Company's website and announcements.
Investors 投資者	- Business strategies and performances; - Effective corporate governance; - Sustainable profitability; and - Investment returns.	- General meetings; - Financial reports and announcements; and - Company's website.
Media and Public 媒體及公眾	- Corporate governance; - Environmental protection; and - Uphold human rights standards.	- Announcements; - Company's website; and - Press conference.

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

Stakeholders 持份者	Areas of ESG Concern 環境、社會及管治關注範疇	Means of Engagement 溝通方式
Suppliers 供應商	• Payment schedule; • Demand stability; • Operational compliance; and • Quality services and products.	• Site visits; • Meetings; and • E-mails and phone calls.
Customers 客戶	• 付款時間表； • 需求穩定性； • 營運合規；及 • 優質服務及產品。	• 實地考察； • 會議；及 • 電子郵件及電話。
Employees 僱員	• Quality services and products; • Employee safety; • Commercial credibility; • Intellectual property rights and protection; and • Operational compliance.	• Visits; • Meetings; • E-mails and phone calls; and • Customers' enquiries handling mechanism.
Community 社區	• 優質服務及產品； • 僱員安全； • 商業信譽； • 知識產權及保護；及 • 營運合規。	• 到訪； • 會議； • 電子郵件及電話；及 • 客戶查詢處理機制。
	• Rights and benefits of employees; • Training and development; • Working environment and occupational safety; and • Equal opportunities.	• Regular meetings; • Employee training; • Annual performance appraisal; and • WhatsApp and WeChat groups.
	• 僱員權利及福利； • 培訓及發展； • 工作環境及職業安全；及 • 平等機會。	• 定期會議； • 僱員表現培訓； • 年度評核；及 • WhatsApp 及微信群組。
	• Community development; • Employment opportunities; • Environmental protection; and • Social welfare.	• Community service activities; • Media enquiry; and • Press releases and announcements.
	• 社區發展； • 就業機會； • 環境保護；及 • 社會公益。	• 社區服務活動； • 媒體查詢；及 • 新聞發佈及公告。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

Materiality Assessment

To identify material ESG issues, the Group has specifically engaged a wide range of stakeholders, including the board of directors (the “**Board**”), shareholders, senior management, frontline workers, partners, clients and suppliers, to gain insights into ESG material topics. The Group has identified ESG issues that may have potential impacts on its sustainable development from various sources, including issues identified and included in the Group’s previous ESG report and internal policies, and some reflected by industry trends, the areas of ESG concerns raised by the Group’s stakeholders as set out above, and the Sustainability Accounting Standards Board’s Materiality Map². Such ESG issues have been analysed with reference to an array of factors, including the Group’s overall strategy, development, and goals and targets.

During the Reporting Period, there were no significant changes in the Group’s shareholder composition or operational status. As such, the Group confirms that the materiality matrix showed in 2023 remains applicable for 2024 and continues to align with stakeholder expectations. The material aspects with respective management are presented in the following matrix.

重要性評估

為識別重要的環境、社會及管治議題，本集團特別提請廣泛的持份者（包括董事會（「**董事會**」）、股東、高級管理層、前線工人、合作夥伴、客戶及供應商）深入關注環境、社會及管治方面之主要議題。本集團已從多個來源識別可能對其可持續發展產生潛在影響的環境、社會及管治議題，包括本集團過往的環境、社會及管治報告及內部政策所識別並載列的議題，以及行業趨勢所反映的議題、上文所載本集團持份者提出的環境、社會及管治關注範疇，以及可持續發展會計準則委員會的重要性圖譜²。該等環境、社會及管治議題參考一系列因素進行分析，包括本集團的整體策略、發展以及目標及指標。

於報告期間，本集團的股東組成或營運狀況並無重大變動。因此，本集團確認2023年顯示的重要性矩陣仍適用於2024年，並繼續與持份者的期望保持一致。以下矩陣呈列各自管理的重大方面。

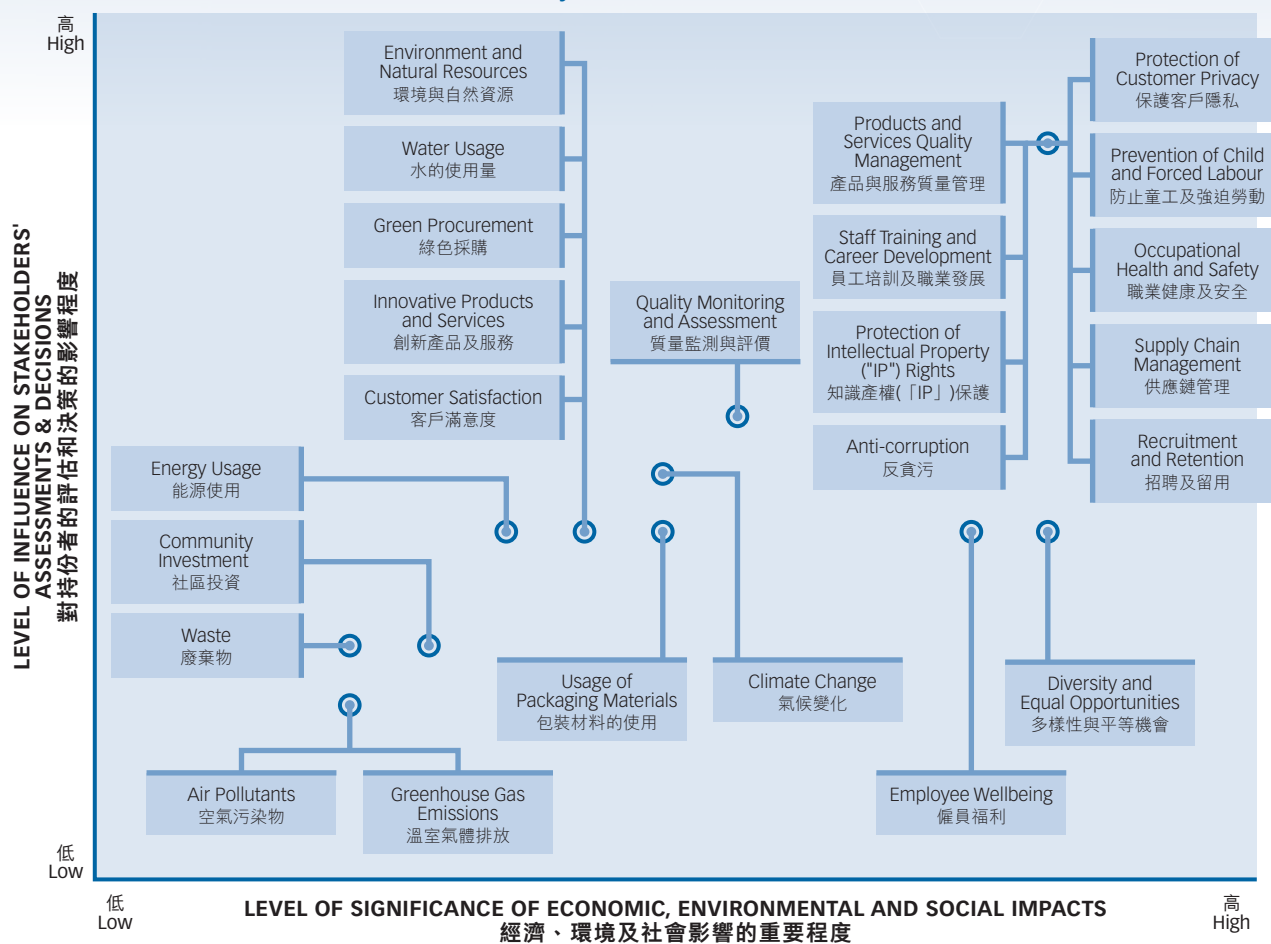
² Sustainability Accounting Standards Board’s Materiality Map, <https://materiality.sasb.org/>

² 可持續發展會計準則委員會的重要性圖譜，
<https://materiality.sasb.org/>

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 (續)

Materiality Matrix 重要性矩陣



Through the materiality matrix, the Group has identified 9 material issues that were deemed as the most important by the stakeholders:

透過重要性矩陣，本集團已識別9項被持份者視為最重要的重大議題：

- Products and Services Quality Management
- Protection of Customer Privacy
- Anti-corruption
- Prevention of Child and Forced Labour
- Occupational Health and Safety
- Staff Training and Career Development
- Protection of Intellectual Property ("IP") Rights
- Supply Chain Management
- Recruitment and Retention

- 產品與服務質量管理
- 保護客戶隱私
- 反貪污
- 防止童工及強迫勞動
- 職業健康及安全
- 員工培訓及職業發展
- 知識產權 ("IP") 保護
- 供應鏈管理
- 招聘及留用

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

The Group actively maintains communication with different stakeholders through different channels on identifying material ESG issues, such as energy saving, reduce resources consumption and cost reduction. The Group will continue to manage these critical issues by establishing more policies and guidelines to further enhance the Group's ESG performance.

SOURCE OF DATA AND RELIABILITY STATEMENT

The information disclosed in the Report is retrieved from the Group's internal documents, statistical reports and relevant public information. The Group confirms that the Report does not contain any false information, misleading statement or material omission, and is responsible for the authenticity, accuracy and completeness of the contents.

CONFIRMATION AND APPROVAL

This ESG Report was reviewed and approved by the Board on 28 March 2025 upon confirmation by the management of the Company. The electronic version of this ESG Report is available on the website of the Stock Exchange (www.hkexnews.hk).

STAKEHOLDERS' FEEDBACK

The Group welcomes stakeholders' feedback on its ESG approach and performance. Suggestions and views can be sent by post: Office C, 23rd Floor, Centre Mark II, 305–313 Queen's Road Central, Hong Kong or email: admin@goalrise-china.com

本集團積極透過不同渠道與不同持份者保持溝通，識別重要的環境、社會及管治議題，如節能、減少資源消耗及降低成本。本集團將透過制定更多政策及指引管理該等關鍵議題，以進一步提升本集團的環境、社會及管治績效。

數據來源及可靠性聲明

本報告披露的資料來自本集團內部文件、統計報告及相關公開資料。本集團確認本報告不存在任何虛假資料、誤導性陳述或重大遺漏，並對其內容的真實性、準確性及完整性負責。

確認及批准

本環境、社會及管治報告於2025年3月28日經本公司管理層確認後由董事會審閱及批准。本環境、社會及管治報告的電子版本可於聯交所網站 (www.hkexnews.hk) 上查閱。

持份者回應

本集團歡迎持份者對其的環境、社會及管治方法以及績效提供意見及分享見解。意見可郵寄至香港皇后大道中305–313號永業中心23樓C室或電郵至 admin@goalrise-china.com。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

THE GROUP'S SUSTAINABILITY MISSION AND VISION

The Group believes that environmental protection and sustainability development is a big social trend. The Group strives to pursue a sustainable business model which can integrate ESG concepts into the risk management system and implement measures to balance the Group's business development with regard to protecting the environment.

THE GROUP'S SUSTAINABILITY GOVERNANCE

The Board holds the overall responsibility for overseeing the general direction for the Group's ESG strategies, ensuring the effectiveness in the control of its risks and internal control mechanisms, sets up and evaluates ESG-related goals and targets and communicates with stakeholders and participates in formulating relevant policies.

The Group has established an ESG Taskforce (the "**Taskforce**"), which comprises core members from different departments and is responsible for collecting relevant information on the Group's ESG aspects. The Taskforce continuously monitors and evaluates the Group's ESG performance through regular meetings. The Taskforce reports to the board of directors (the "**Board**"), and assists in identifying and evaluating the Group's ESG risks and the effectiveness of the internal control mechanisms, examining and evaluating the Group's performances in different ESG aspects such as the environment, health and safety, labor standards and product responsibilities.

本集團可持續發展使命及願景

本集團相信環保及可持續發展是社會大趨勢。本集團致力追求可持續發展的業務模式，將環境、社會及管治理念融入風險管理系統，並採取措施平衡本集團業務發展與環境保護的關係。

本集團可持續發展管治

董事會全面負責監督本集團環境、社會及管治策略的整體方向，確保其風險控制及內部控制體系的有效性，設立及評估環境、社會及管治相關目標及指標，並與持份者溝通及參與制定相關政策。

本集團成立了環境、社會及管治工作小組（「**工作小組**」），由不同部門的核心成員組成，負責搜集本集團在環境、社會及管治方面的相關資料。工作小組透過定期會議持續監察及評估本集團的環境、社會及管治績效。工作小組向董事會（「**董事會**」）彙報，協助辨識和評估本集團的環境、社會及管治風險以及內部控制機制的成效，檢查和評估本集團在環境、社會及管治範疇內環境、健康及安全、勞工準則及產品責任等不同方面的表現。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

Board 董事會

- The Board is responsible for the overall decision-making, oversees the formulation, administration, and assessment of the ESG system.
- 董事會負責整體決策、監督環境、社會及管治體系的制定、管理及評估。

ESG Taskforce 環境、社會及 管治工作小組

- The Taskforce is responsible for assisting the Board in managing and monitoring the ESG matters on a daily basis.
- 工作小組負責協助董事會管理及監控監察日常環境、社會及管治事宜。

Functional Department 職能部門

- Functional department is responsible for the execution of implemented measures to achieve the set strategies and targets.
- 職能部門負責執行已實施的措施，以實現所訂立戰略及目標。

The Group complies with the related laws and regulations stringently, adhering to "The Energy Conservation Law of the PRC" (中華人民共和國節約能源法), "The Comprehensive Work Plan for Energy Conservation and Emission Reduction for the '14th Five-Year Plan' Period" (「十四五」節能減排綜合工作計劃).

本集團嚴格遵守相關法律及法規，遵守《中華人民共和國節約能源法》及《「十四五」節能減排綜合工作計劃》。

AWARDS AND RECOGNITION

The Group was a recognised member of the Guangzhou Logistics & Supply Chain Association and the Guangzhou Association of Highway Transportation Industry.

獎項及認可

本集團為廣州物流與供應鏈協會及廣州道路運輸行業協會的認可會員。

The Group strives to maintain the highest standards to provide logistic services to meet the customer needs and enhance customer satisfaction, and with its high credibility, high quality and reliable logistic services, it was certified with the Quality Management System ISO 9001:2015.

本集團致力維持提供物流服務的最高標準，以滿足客戶需求及提升客戶滿意度，並憑藉高信譽、優質、可靠的物流服務，獲得質量管理體系ISO 9001：2015認證。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

A. ENVIRONMENTAL

The Group is highly conscious of balancing development and environmental protection to maintain the sustainability of society. The Group is committed to continuously improving its environmental sustainability and ensuring environmental consideration remains one of the top priorities through its business operation.

The Group stringently complies with national and local laws and regulations concerning environmental protection and pollution control, including the "The Energy Conservation Law of the PRC" (中華人民共和國節約能源法), "The Comprehensive Work Plan for Energy Conservation and Emission Reduction for the "14th Five-Year Plan" Period" (「十四五」節能減排綜合工作計劃), the Environmental Protection Law of the PRC (中華人民共和國環境保護法), the Water Pollution Prevention and Control Law of the PRC (中華人民共和國水污染防治法), the Law of the PRC on the Prevention and Control of Atmospheric Pollution (中華人民共和國大氣污染防治法), the Law of the PRC on Prevention and Control of Pollution From Environmental Noise (中華人民共和國噪聲污染防治法), and the Law of the PRC on the Prevention and Control of Environmental Pollution by Solid Waste (中華人民共和國環境污染防治法).

Apart from complying with the national laws and regulations, the Group has formulated internal environmental management guidelines and implemented carbon reduction measures to reduce energy and resource consumption such as electricity, fuel and water in its business operation. Firstly, in terms of reducing air and greenhouse gas emissions, noise pollution, and generation of hazardous and non-hazardous waste, the Group has implemented some practices and measures in order to minimise pollution derived from its daily business operation. For instance, the Group recycled and reused packaging materials as much as possible. Secondly, the Group used low emission fuel, and a filter device on the tailpipe in order to reduce automobile exhaust gas. Thirdly, to reduce vehicle dust dispersion, the Group regularly sprinkles water on vehicles. For the purpose of reducing vehicle noise, the Group added a vibration damping plate with a sound-absorbing pad and chosen tires with low tire noise.

A. 環境

本集團高度重視平衡發展與環境保護，以維持社會的可持續發展。本集團致力於不斷改善其環境可持續性，並確保環境因素仍是其業務營運的首要任務之一。

本集團嚴格遵守有關環境保護和污染控制的國家和地方法律及法規，包括《中華人民共和國節約能源法》及《「十四五」節能減排綜合工作計劃》、《中華人民共和國環境保護法》、《中華人民共和國水污染防治法》、《中華人民共和國大氣污染防治法》、《中華人民共和國環境噪聲污染防治法》以及《中華人民共和國固體廢物污染環境防治法》。

除了遵守國家法律及法規，本集團已制定內部環境管理指引及實施減碳措施以減省業務營運中的電力、燃料和水等能源和資源的消耗。首先，在減少空氣和溫室氣體（排放、噪聲污染以及有害和無害廢棄物產生方面，本集團已實施部分常規及措施，以盡量減少日常業務營運產生的污染。例如，本集團盡可能回收及重用包裝材料。第二，本集團使用低排放燃料，並在排氣管上安裝過濾裝置，以減少車輛廢氣。第三，為減少車輛揚塵，本集團定期向車輛灑水。為降低車輛噪聲，本集團增設減振板配合吸音墊，選用低胎噪的輪胎。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

No non-compliance with relevant laws and regulations that have a significant impact on the Group relating to air and greenhouse gas emissions, and generation of hazardous and non-hazardous waste was identified during the Reporting Period.

A1. Emissions

A1.1 Air Emissions

Operation Activities

Given the nature of our business operations, a considerable number of vehicles are utilised to ensure the timely and reliable transportation of goods. The consumption of diesel used by the medium and heavy goods vehicles results in the emission of air pollutants, and the emissions generated from vehicles are a major source of emission of the Group during the Reporting Period.

Exhaust gas emissions generated from business operations of the Group mainly include nitrogen oxides ("NO_x"), sulphur oxides ("SO_x") and particulate matter ("PM"). The major source of emission is exhaust gas generated from vehicles.

Details of exhaust gas generated by the Group are as follows:

報告期內，概無發現違反有關空氣及溫室氣體排放以及有害及無害廢棄物產生且對本集團有重大影響之相關法律法規的情況。

A1. 排放物

A1.1 空氣排放

營運活動

鑒於業務運營的性質，需要用到大量車輛以確保及時可靠的貨物運輸。中型和重型貨車消耗柴油導致空氣污染物排放，車輛產生的排放是本集團報告期內的主要排放源。

本集團業務營運產生的廢氣主要包括氮氧化物(「NO_x」)、硫氧化物(「SO_x」)及顆粒物(「PM」)，其主要來源是車輛產生的廢氣。

本集團產生的廢氣明細如下：

		Year ended on 31 December 2024			Year ended on 31 December 2023		
		截至2024年12月31日止年度			截至2023年12月31日止年度		
Source of Emission	排放來源	NO _x (kg)	SO _x (kg)	PM (kg)	NO _x (kg)	SO _x (kg)	PM (kg)
		NO _x (公斤)	SO _x (公斤)	PM (公斤)	NO _x (公斤)	SO _x (公斤)	PM (公斤)
Vehicle Operation	車輛營運	4,224.72	3.62	323.50	3,600.10	3.82	279.96
Natural Gas ³	天然氣 ³	N/A不適用	N/A不適用	N/A不適用	0.21	0.00	Nil無
Total	總計	4,224.72	3.62	323.50	3,600.31	3.82	279.96

³ The Group is no longer use the natural gas.

³ 本集團已不再使用天然氣。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

Compared to last year, the total emissions of NO_x and PM increased by 17% and 16%, respectively, primarily due to the updated fuel consumption ratio utilized to calculate the estimated distance travelled by vehicles. Taking into consideration the business expansion, the Group has set a target to reduce 10% of air emissions intensity by 2032, with 2022 as the base year. In terms of progress towards achieving the target, the Group fully committed to implementing significant measures to effectively reduce its air emissions, aligning with its established reduction targets. Measures are taken by the Group to curb unnecessary emissions, detailed steps taken are outlined in the subsections headed "Measures to Mitigate Emissions".

A1.2 GHG Emissions

During the reporting period, the Group's business activities contributed to greenhouse gas ("GHG") emission of 870.61 tonnes of carbon dioxide equivalent ("tCO₂e"), (2023: 1,102.31 tCO₂e), and the overall intensity of the GHG emissions for the Group was 6.40 tCO₂e/RMB million revenue⁴ (2023: 8.23 tCO₂e/RMB million revenue). The Group achieved a notable reduction in total GHG emissions, primarily driven by the strategic restructuring, optimised electricity usage, and enhanced digitalization initiatives across operations. The Group has been on track with its set target and will continue to work towards mitigating the emissions. More details can be found in the section headed "Measures to Mitigate Emissions".

⁴ The total million revenue for the Group was approximately RMB136.04 million (2023: RMB133.88 million).

與去年相比，NO_x及PM排放量分別增長17%及16%，主要是由於在計算車輛的估計行駛距離時使用最新的燃料消耗比率。考慮到業務擴張，本集團已設定目標，以2022年為基準年，在2032年前將空氣排放密度降低10%。在實現目標的進展方面，本集團全面承諾實施重大措施，有效減少空氣排放，與既定的減排目標保持一致。本集團已採取措施抑制不必要的排放，所採取的詳細步驟概述於「減低排放量的措施」分節。

A1.2 溫室氣體排放

報告期內，本集團的業務活動導致870.61噸二氧化碳當量（「噸二氧化碳當量」）（2023年：1,102.31噸二氧化碳當量）的溫室氣體排放，而本集團溫室氣體排放的整體密度為每百萬元人民幣收益6.40噸二氧化碳當量⁴（2023年：每百萬元人民幣收益8.23噸二氧化碳當量）。本集團的溫室氣體排放總量顯著減少，主要是由於集團策略性重組，優化用電，以及加強營運數字化措施所致。本集團已按計劃達成既定目標，並將繼續致力於減低排放量。更多詳情請參閱「減低排放量的措施」一節。

⁴ 本集團總百萬收入約為人民幣136.04百萬元（2023年：人民幣133.88百萬元）。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

The GHG emissions reported include the following activities and scopes:

- Direct (scope 1) GHG emissions from the consumption of diesel;
- Indirect energy (scope 2) GHG emissions from purchased electricity; and
- Other indirect (scope 3) GHG emissions from municipal freshwater processing, wastepaper landfilling, and business air travel.

報告的溫室氣體排放包括以下活動及範疇：

- 直接(範圍1)溫室氣體排放物來自耗用柴油；
- 間接能源(範圍2)溫室氣體排放物來自購買電力；及
- 其他間接(範圍3)溫室氣體排放物來自市政淡水處理、廢紙堆填及商務航空差旅。

Detailed breakdown of Greenhouse Gas Emissions by the Group:

本集團溫室氣體排放明細：

Types of Emissions	Unit	Year ended 31 December 2024 Total	Year ended 31 December 2023 Total	Percentage of total GHG emission in year ended 31 December 2024 截至2024年 12月31日 止年度的 溫室氣體 排放總量 (百分比)	Percentage of variation (Increased/ (Decreased)) 變動百分比 (增加／(減少))				
排放物種類	單位	截至2024年 12月31日 止年度總計	截至2023年 12月31日 止年度總計						
Scope 1 — Energy Direct Emissions									
範圍1 — 能源直接排放									
Combustion of fuels in stationary sources									
固定源燃料燃燒									
- Natural gas⁵ - 天然氣⁵	Tonnes CO ₂ e 噸二氧化碳當量	N/A 不適用	2.82		NA 不適用				
Combustion of fuels in mobile sources									
移動源的燃料燃燒									
- Diesel - 柴油	Tonnes CO ₂ e 噸二氧化碳當量					593.66	626.11		(5.18%)
Sub-total 小計	Tonnes CO ₂ e 噸二氧化碳當量	593.66	628.93	68.19%	(5.61%)				

⁵ Emissions from combustion of fuels in stationary sources were calculated based on 2006 IPCC Guidelines for National Greenhouse Gas Inventories Volume 2 Energy.

⁵ 固定源燃料燃燒產生的排放乃根據《2006年IPCC國家溫室氣體清單指南第2卷能源》予以計算。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

Types of Emissions	Unit	Year ended 31 December 2024 Total	Year ended 31 December 2023 Total	Percentage of total GHG emission in year ended 31 December 2024 截至2024年 12月31日 止年度的 溫室氣體 排放總量 (百分比)	Percentage of variation (Increased/ (Decreased)) 變動百分比 (增加/(減少))
排放物種類	單位	截至2024年 12月31日 止年度總計	截至2023年 12月31日 止年度總計		
Scope 2 — Energy Indirect Emissions					
範圍2 — 能源間接排放					
Purchased electricity 外購電力	Tonnes CO ₂ e 噸二氧化碳當量	255.68	460.84		(44.52%)
Sub-total 小計	Tonnes CO ₂ e 噸二氧化碳當量	255.68	460.84	29.37%	(44.52%)
Scope 3 — Other Indirect Emissions					
範圍3 — 其他間接排放					
Paper waste disposed at landfills ⁶ 於堆填區處置之廢紙 ⁶	Tonnes CO ₂ e 噸二氧化碳當量	4.21	8.21		(48.72%)
Electricity used for freshwater processing 處理淡水所用電力	Tonnes CO ₂ e 噸二氧化碳當量	2.51	1.27		97.64%
Business Air Travel 商務航空差旅	Tonnes CO ₂ e 噸二氧化碳當量	14.55	3.06		375.49%
Sub-total 小計	Tonnes CO ₂ e 噸二氧化碳當量	21.27	12.54	2.44%	69.62%
Group Total 集計	Tonnes CO₂e 噸二氧化碳當量	870.61	1,102.31	100%	(21.02%)
Intensity 密度	Tonnes CO₂e/ RMB million revenue 噸二氧化碳當量/ 每百萬元人民幣 收益	6.40	8.23		(22.24%)

⁶ The calculation methodology for emissions of paper waste disposed at landfills in accordance with Appendix 2: Reporting Guide on Environmental KPIs by HKEX

⁶ 於堆填區處置之廢紙排放量的計算方法符合附錄2：香港交易所環境關鍵績效指標報告指引。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

A1.3 Hazardous Waste

All hazardous waste in the Group is managed in accordance with the applicable national regulations and international standards, including the Laws of PRC on Prevention and Control of Environmental Pollution by Solid Waste (中華人民共和國固體廢棄物污染環境防治法). The Group is committed to minimizing hazardous waste which poses risks to our health and the environment. It has implemented procedures of handling hazardous waste. For instance, waste batteries are collected in a special waste battery recycling box and sent to the qualified department for recycling. Also, the Group strives to prevent oil and chemical substances from polluting cultivated land, grassland, rivers, lakes and seas. If the above situation occurs, the Group will notify the head of Health, Safety, Security, and Environmental Protection Department ("**HSSE**") for disposal arrangement.

The Group's hazardous waste generation decreased to 150.00 kg during the Reporting Period (2023: 180.00 kg). The waste intensity was down to 1.10 kg/RMB million revenue (2023: 1.34 kg/RMB million revenue), contributed by lower vehicle maintenance requirements and the Group's revenue growth. Taking into consideration the business expansion, the Group has set a target to reduce 10% of hazardous waste generation intensity by 2032, with 2022 as the base year. The Group is committed to undertaking substantive efforts to further reduce waste generation in alignment with its reduction targets.

A1.3 有害廢棄物

本集團所有有害廢棄物均遵照適用的國家法規及國際標準管理，包括《中華人民共和國固體廢物污染環境防治法》。本集團致力於盡量減少對我們的健康及環境帶來風險的有害廢棄物。已實施有害廢棄物處理程序。例如，廢舊電池收集在專用的廢舊電池回收箱，送往合資格部門進行回收。本集團亦致力防止石油和化學物質污染耕地、草地、河流、湖泊及海洋。如出現上述情況，本集團將通知健康、安全、安保、環保（「**HSSE**」）部負責人以安排進行處置。

於報告期內，本集團產生的有害廢棄物減少至150.00公斤，（2023年：180.00公斤）。廢棄物密度減少至每百萬元人民幣收益1.10公斤（2023年：每百萬元人民幣收益1.34公斤），主要由於車輛維修需求下降及本集團收入增長所致。考慮到業務擴張，本集團已訂立2032年減少10%有害廢棄物產生密度的目標，以2022年為基準年。本集團致力於根據其減排目標採取實質性措施進一步減少廢棄物產生。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

Types of Hazardous Waste	Unit	Year ended 31 December 2024 Total 截至2024年 12月31日 止年度總計	Year ended 31 December 2023 Total 截至2023年 12月31日 止年度總計
有害廢棄物種類	單位		
Waste engine oil	kg	150.00	180.00
廢棄潤滑油	公斤		
Total	kg	150.00	180.00
總計	公斤		
Intensity	Kg/RMB million revenue	1.10	1.34
密度	公斤／每百萬元 人民幣收益		

A1.4 Non-hazardous Waste

Apart from the 876.20 kg (2023: 2,241.40 kg) of office paper waste produced, the Group generated a total of 7,800.00 kg (2023: 6,000.00 kg) of non-office paper waste, and 2,000.00 kg (2023: 3,600.00 kg) of waste tires, the non-hazardous waste intensity decreased 9.84% which was 78.48 kg/RMB million revenue (2023: 88.45 kg/RMB million revenue). Taking into consideration the business expansion, the Group aims to establish a green and electronic office to reduce paper consumption and has set a target to reduce 10% of hazardous waste generation intensity by 2032, with 2022 as the base year. Details can be found in the section headed "Wastes Reduction and Initiatives". All the non-office paper waste and waste tires were collected by renewable resources companies for recycling.

A1.4 無害廢棄物

除產生 876.20 公斤 (2023 年: 2,241.40 公斤) 辦公室廢紙外, 本集團共產生非辦公室廢紙 7,800.00 公斤 (2023 年: 6,000.00 公斤) 及廢棄輪胎 2,000.00 公斤 (2023 年: 3,600.00 公斤), 無害廢棄物密度減少 9.84%, 為每百萬元人民幣收益 78.48 公斤 (2023 年: 每百萬元人民幣收益 88.45 公斤)。考慮到業務擴張, 本集團的目標是建立一個綠色和電子化的辦公室以減少紙張消耗, 並已訂立 2032 年減少 10% 有害廢棄物產生密度的目標, 以 2022 年為基準年。詳情請參閱「減廢及措施」一節。所有非辦公室廢紙及廢棄輪胎由再生資源公司收集回收。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

Details of the emission data of the Group:

本集團排放數據明細：

Types of Non-hazardous Waste	Unit	Year ended 31 December 2024 Total 截至2024年 12月31日 止年度總計	Year ended 31 December 2023 Total 截至2023年 12月31日 止年度總計
無害廢棄物種類	單位		
Office paper waste 辦公室廢紙	kg 公斤	876.20	2,241.40
Non-office paper waste 非辦公室廢紙	kg 公斤	7,800.00	6,000.00
Waste tires 廢棄輪胎	kg 公斤	2,000.00	3,600.00
Total 總計	kg 公斤	10,676.20	11,841.40
Intensity 密度	Kg/RMB million revenue 公斤／每百萬元 人民幣收益	78.48	88.45

A1.5 Measures to Mitigate Emissions

The Group actively adopts measures to mitigate vehicles emissions and strives to achieve the reduction target. The Group selects environmentally friendly vehicles according to the emission limit standard of automobile exhaust pollutants required by the Ministry of Ecology and Environment of the PRC (中華人民共和國生態環境部). The Group checks the vehicle-related gas emissions regularly, and the emissions meet the qualification inspection of Environmental Protection Agency of the PRC (中華人民共和國環境保護部).

A1.5 減低排放量的措施

本集團積極採取措施減少車輛排放，努力實現減廢目標。本集團按照中華人民共和國生態環境部規定的汽車尾氣污染物排放限值標準選擇環保車輛。本集團定期檢查車輛相關廢氣排放，排放符合中華人民共和國環境保護部的資質檢測。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

Apart from monitoring the vehicle emission standard, the Group also implements strict requirements for drivers. The Group requires all drivers to comply with Article 13 of the “Performance Management System” of the Group. Firstly, it prohibits the drivers from excessive acceleration when the vehicle is started and requires drivers to turn the engine off when loading and unloading commodities. Secondly, drivers are required to visit the designated gas stations that meet the national standards, such as PetroChina (BP) gas station for refueling, to ensure high quality petrol products were used for vehicles. For the vehicles that have reached the service life of the “Automobile Scrap Standard” (汽車報廢標準規定) stipulated by the Ministry of Public Security (中華人民共和國公安部) and the Ministry of Ecology and Environment of the PRC (中華人民共和國生態環境部), the Group immediately scraps the vehicles. Vehicles that fail to meet the requirements of the Group will also be scrapped to ensure that the operating vehicles are safe to use.

A1.6 Wastes Reduction and Initiatives

The Group strictly observes national laws and follows the requirements of the Laws of PRC on Prevention and Control of Environmental Pollution by Solid Waste (中華人民共和國固體廢棄物污染環境防治法) and the Directory of National Hazardous Wastes (國家危險廢物名錄) in handling both hazardous and non-hazardous waste. Internally, the Group has established various waste management and reduction measures.

For details about the handling measures of hazardous waste, please refer to the “A1.3 Hazardous waste” section.

除監察車輛排放標準外，本集團亦對司機實施嚴格要求。本集團要求所有司機遵守本集團《績效管理制度》第13條。第一，其禁止司機在剛起動車輛時過度加速，並要求司機裝卸貨時關掉引擎。第二，司機需到符合國家標準的指定加油站，如到中油碧辟(BP)加油站加油，確保車輛使用優質汽油產品。對於已達到中華人民共和國公安部及中華人民共和國生態環境部規定的《汽車報廢標準》使用年期的車輛，本集團立即報廢。不符合本集團要求的車輛亦將予報廢，以確保營運車輛安全使用。

A1.6 減廢措施及計劃

本集團嚴格遵守國家法律，按照《中華人民共和國固體廢物污染環境防治法》及《國家危險廢物名錄》的要求處理有害及無害廢棄物。在內部，本集團已制定多項廢棄物管理及減量措施。

有關有害廢棄物處理措施的詳情，請參閱「A1.3 有害廢棄物」一節。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

The Group sets up double-sided printing as the default mode in all printers and encourages employees to reuse single-sided paper when no confidential information is presented. To further decrease the use of paper, communicating online is encouraged instead of communicating through documentation. The Group strives to achieve the goal by managing the usage of office papers, by encouraging the staff to use the Group's online system for general business notices and data transmissions, minimizing paper consumption for printing and photocopying and using double-sided printing if possible. Several measures are adopted by the Group to reduce avoidable emissions. The Group promotes reasonable driving, and long-distance traveling is subject to strict review to reduce unnecessary travel, with an aim to mitigate the amount of GHG and exhaust gas produced by vehicles. All vehicles are under regular maintenance check to facilitate fuel consumption efficiency, which ensures road safety and keeps air emissions at their minimum. As such, the level of total emissions can remain relatively low, and the level does not pose considerable environmental and social impacts. In addition, waste paper is centrally collected and disposed of by the administrative department and the office.

在行動方面，本集團將所有打印機的默認模式設定為雙面打印，並鼓勵僱員在無機密資料的情況下重複使用單面紙張。為進一步減少用紙，我們鼓勵網上溝通，而非通過文檔溝通。本集團通過管理辦公用紙的使用、鼓勵員工使用本集團的線上系統進行一般業務通知和數據傳輸、盡量減少打印和複印的紙張消耗以及盡可能使用雙面打印來努力實現目標。本集團已採取多項措施以減少可避免的排放。本集團提倡合理駕駛，並嚴格審閱長途行程，減少不必要的出行，以減低車輛產生的溫室氣體及廢氣量。所有車輛均接受定期保養檢查，以提高燃料消耗效率，確保道路安全，並將廢氣排放保持在最低水平。因此，總排放水平仍相對較低，且該水平不會對環境及社會產生重大影響。此外，廢紙由行政部門和辦公室集中收集和處理。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

A2. Use of Resources

The Group is committed to becoming a resource-saving and environmentally-friendly enterprise to promote environmental protection. We have been working actively to reduce our usage of resources, as well as our emissions. The Group pursues the practices of efficient use of resources, including energy, water and other natural resources and further reduces the negative impacts on the natural environment.

A2.1 Energy Consumption

The total energy consumption of the Group was 2,903.51 Megawatt-hour ("**MWh**") (2023: 3,362.58 MWh), with an overall energy intensity of 21.34 MWh/RMB million revenue⁴ (2023: 25.12 MWh/RMB million revenue) during the Reporting Period. Types of energy consumed included electricity and diesel. The table below presents the energy consumption by energy types and the associated energy intensity.

Diesel consumption of 2,408.96 MWh accounted for 82.97% of the total energy consumption during the Reporting Period, contributing to an intensity of 17.71 MWh/RMB million revenue. The total energy consumption intensity decreased by 15.05% during the Reporting Period compared to the last reporting period. The Group's energy consumption demonstrated a downward trend, primarily attributed to the Group restructuring, the discontinuation of natural gas usage, and the relocation of a business unit, which optimised electricity consumption patterns during the Reporting Period. Taking into consideration the business expansion, the Group aims to set a target to reduce 10% of energy consumption intensity by 2032, with 2022 as the base year. The Group has successfully met its energy reduction target and is committed to maintaining this improved performance standard. Details can be found in the section headed "Energy Use Efficiency Initiatives". The table below presents the energy consumption by energy types and the associated energy intensity.

A2. 資源使用

本集團致力成為節約資源及環保的企業，以推動環保。我們一直積極減少資源使用及排放。本集團奉行有效使用資源（包括能源、水及其他天然資源）的慣例，並進一步減少對自然環境的負面影響。

A2.1 能源消耗

報告期內，本集團的能源消耗總量為2,903.51兆瓦時（「**兆瓦時**」）（2023年：3,362.58兆瓦時），整體能源密度為每百萬元人民幣收益21.34兆瓦時⁴（2023年：每百萬元人民幣收益25.12兆瓦時）。消耗之能源類別包括電力及柴油。下表載列各能源類型的能源消耗以及相關的能源密度。

報告期內，柴油消耗量為2,408.96兆瓦時，佔能源總消耗量的82.97%，貢獻密度為每百萬元人民幣收益17.71兆瓦時。報告期內能源總消耗量密度較上一個報告期減少15.05%。本集團的能源消耗呈現下降趨勢，主要是由於集團重組，不再使用天然氣及搬遷一個業務單位，優化了報告期內的用電模式。考慮到業務擴張，本集團的目標是2032年減少10%能源消耗密度的目標，以2022年為基準年。本集團已成功達到其減能目標，並致力於保持這一提升後的表現標準。詳情請參閱「能源使用效益計劃」一節。下表列示按能源類別及相關能源密度劃分之能源消耗。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

Details of the energy consumption of the Group⁷:

本集團能源消耗明細⁷：

Energy Consumption	Unit	Year ended 31 December 2024 Total 截至2024年 12月31日 止年度總計	Year ended 31 December 2023 Total 截至2023年 12月31日 止年度總計
能源消耗	單位		
Direct Energy Consumption 直接能源消耗			
Natural gas 天然氣	MWh 兆瓦時		
• For dormitories • 用於宿舍		N/A 不適用	13.90
Natural gas intensity 天然氣密度	MWh/RMB million revenue 兆瓦時／百萬元人民幣收益	N/A 不適用	0.10
Diesel 柴油			
• For medium and heavy vehicles • 用於中型和重型車輛	MWh 兆瓦時	2,408.96	2,540.61
Diesel intensity 柴油密度	MWh/RMB million revenue 兆瓦時／百萬元人民幣收益	17.71	18.98
Indirect Energy Consumption 間接能源消耗			
Electricity 電力	MWh 兆瓦時	494.55	808.07
Electricity Intensity 電力密度	MWh/RMB million revenue 兆瓦時／百萬元人民幣收益	3.64	6.04
Total energy consumption 總能源消耗	MWh 兆瓦時	2,903.51	3,362.58
Total energy consumption intensity⁴ 總能源消耗密度⁴	MWh/RMB million revenue 兆瓦時／百萬元人民幣收益	21.34	25.12

⁷ Conversion factors were made reference to IEA Energy Statistics Manual.

⁷ 轉換系數乃參照國際能源署能源統計手冊。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

A2.2 Water Consumption

The total water consumption for the Group was 5,735.00 m³ (2023: 7,420.88 m³), with a water intensity of 42.16 m³/RMB million revenue (2023: 55.43 m³/RMB million revenue) during the Reporting Period. Compared with the last reporting period, the water consumption intensity decreased by 23.94%. Water consumption intensity decreased following the strategic relocation of a business unit during the Reporting Period. In alignment with our sustainable growth strategy, the Group has established a target to reduce water consumption intensity by 10% by 2032, using 2022 as the baseline year. Current performance indicators show positive progress toward this objective. The Group is committed to undertaking substantive efforts to further reduce water consumption in alignment with its reduction targets. Details can be found in the section headed "Water Use Efficiency Initiatives".

Details of the water consumption of the Group:

A2.2 水資源消耗

報告期內，本集團的總用水量為5,735.00立方厘米(2023年：7,420.88立方厘米)，耗水密度為每百萬元人民幣收益42.16立方厘米(2023年：每百萬元人民幣收益55.43立方厘米)。與上一個報告期相比，用水密度減少23.94%。報告期內，於一個業務部門的策略性搬遷後，用水密度有所下降。為配合我們的可持續發展策略，本集團已制定目標，以2022年為基準年，在2032年前將用水密度降低10%。本集團致力於根據其減排目標採取實質性措施進一步減少用水量。詳情請參閱「用水效益計劃」一節。

本集團水資源消耗的詳情。

Water Consumption	Unit	Year ended 31 December 2024 Total 截至2024年 12月31日 止年度總計	Year ended 31 December 2023 Total 截至2023年 12月31日 止年度總計
		水資源消耗	單位
Total 總計	m ³ 立方米	5,735.00	7,420.88
Intensity 密度	m ³ /RMB million revenue 立方米／每百萬元 人民幣收益	42.16	55.43

The water consumption of the Group is mainly sourced from municipal tap water. No issues on sourcing water that is fit for purpose were reported during the Reporting Period.

本集團的用水量主要來自市政自來水。於報告期內，並無報告有關採購適合用途的水源問題。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

A2.3 Energy Use Efficiency Initiatives

To achieve the reduction target, the Group has implemented various measures of energy conservation and emissions reduction. For instance, the Group installed LED energy-saving lamps in all lighting areas, turns off lights when staff leave the offices and warehouses, adjusts and controls the temperature of air conditioners, and the air-conditioned temperature remains at 25°C, carries out electrician inspection, monitor and guide each department's energy consumption by equipment maintenance department. Also, the Group conducts a monthly statistical count of electricity consumption and prepares relevant records. If the consumption is over the range specified by the standard, the Group will analyse the potential reasons and take remedial actions in a timely manner.

By adopting the above measures and posting power-saving slogans, the Group's employees' aware of energy conservation and environmental protection has been raised.

A2.4 Water Use Efficiency Initiatives

The Group strives to reduce water consumption and complies to policies of effective use of water, including the National Water Saving Action Plan (國家節水行動方案) and other relevant regulations. The Group mainly consumes water to meet a high demand for warehouse temperature control in daily business operations. In order to control the amount of water consumption and achieve the reduction target, the Group has installed more frequency converters, applied logic control in managing the use of resources, and added plate changers and heat recovery pumps in the main engine room.

The Group's business activities did not generate a significant amount of sewage.

A2.3 能源使用效益計劃

為實現減廢目標，本集團已實行若干節能減排措施。例如，本集團在全部照明區域安裝LED節能燈，在員工離開辦公室及倉庫時關燈，調整控制空調溫度並將空調溫度維持在25°C，實施電工巡視，並由維修部定期對各部門用電情況進行監控及指導。此外，本集團每月統計用電量，並做好相關記錄。若發現用電量超出特定基準範圍，本集團將分析潛在原因，並及時採取糾正措施。

本集團通過採用以上措施以及張貼節電標語，將節能環保意識滲透到每位員工。

A2.4 用水效益計劃

本集團致力減少用水量，並遵守國家節水行動計劃及其他相關法規等有效用水政策。本集團的用水主要為應付日常業務營運的倉庫溫控的高需求。為控制用水量並實現這一目標，本集團已安裝更多變頻器，應用邏輯控制管理資源使用以及主機房增加板換器和熱回收熱水泵。

本集團的業務活動並無產生大量污水。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

A2.5 Packaging Material

Stretch films (mainly used to stabilise, cover and protect the products during transition) were the Group's major packaging material consumptions. As packaging plastic films are difficult to be reused, and there are no readily available recycling methods in the industry, the Group has commissioned an independent waste processing company to collect and dispose of the materials on a regular basis.

The Group consumed more packaging materials compared to the last reporting period. During the Reporting Period, the Group consumed approximately 18.89 kg/RMB million revenue of packaging materials intensity (2023: 67.2kg/RMB million revenue) for cargo fixation and protection. The Group achieved significant reductions in packaging material usage through the strategic relocation of a business unit during the Reporting Period. Taking into consideration the business expansion and the adoption of more comprehensive disclosure starting from this Reporting Period, the Group has set a new target to reduce packaging material consumption intensity by 10% by 2032, with 2023 as the base year. The Group has successfully met its packaging material consumption reduction target and is committed to maintaining this improved performance standard.

The Group is very aware and concerned about the potential adverse environmental impacts brought by the packaging materials consumed. Therefore, the Group spares an effort to reuse and recycle the packaging materials by themselves as much as possible in order to minimise the potential environmental impacts brought by the disposal of packaging materials.

A2.5 包裝物料

拉伸膜(主要用於在過渡期間穩定、覆蓋和保護產品)是本集團的主要包裝物料消耗。由於包裝塑膠膜難以再利用，且行業內並無現成的回收方法，本集團已委託獨立的廢棄物處理公司定期收集和處置有關材料。

與上一個報告期相比，本集團消耗的包裝物料有所增加。報告期內，本集團消耗貨物固定保護包裝物料密度約每百萬元人民幣收益18.89公斤(2023年：每百萬元人民幣收益67.2公斤)。本集團於報告期內透過策略性搬遷一個業務單位，大幅減少包裝材料用量。考慮到本報告期開始的業務擴張及採納更全面的披露，本集團已訂立2032年減少10%包裝物料消耗密度的新目標，以2023年為基準年。本集團已成功實現包裝材料消耗量的減量目標，並致力於維持這一提升後的表現標準。

本集團非常了解和關注所消耗的包裝物料可能帶來的不利環境影響。因此，本集團盡量自行對包裝物料進行再利用及循環再造，以減低包裝物料處置帶來的潛在環境影響。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

The Group will continuously monitor the use of packaging materials and aims to reduce any unnecessary packaging.

Details of the consumption of packaging materials of the Group:

本集團將持續監控包裝材料的使用，力求減少任何不必要的包裝。

本集團的包裝物料用量詳情：

Types of Packaging Materials Unit		Year ended 31 December 2024 Total 截至2024年 12月31日 止年度總計	Year ended 31 December 2023 Total 截至2023年 12月31日 止年度總計
包裝物料類別	單位		
Stretch film (for cargo fixation protecting material in transit) 拉伸膜(用於貨物固定以保護運輸中的物料)	kg 公斤	2,570.00	9,000.00
Total packaging materials 包裝物料總計	kg 公斤	2,570.00	9,000.00
Total packaging materials intensity 包裝物料總計密度	kg/RMB million revenue 公斤／百萬元人民幣收益	18.89	67.22

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

A3. The Environment and Natural Resources

A3.1 Significant Impacts of Activities on the Environment

The Group realises the responsibility of minimizing the adverse impacts on the environment and natural resources through its business operations, so the Group adopts four basic principles in order to protect the environment and natural resources, including “Reduction, Reuse, Recycling and Replacement”. In addition, the Group adopts a green sourcing strategy and the most practical technology to protect natural resources. In 2024, the Group did not have any non-compliance of relevant laws and regulations, including but not limited to the Limits of Noise Emitted by Stationary Road Vehicles (GB16170-1996) and The Law of the PRC on Prevention and Control of Pollution from Environmental Noise (中華人民共和國環境噪音污染防治法).

The major environmental impacts of the Group’s operations include the air emissions and noise generated by its logistics operations. The noise pollution generated from the operations came from vehicles. In order to minimise the level of noise generated from logistic operation, the Group has installed damping plates with sound absorbing pads to minimise noise at offices and warehouses and has used low-noise tires for its vehicle fleet.

A3. 環境及天然資源

A3.1 業務活動對環境的重大影響

本集團意識到通過其業務營運盡量減少對環境和天然資源的不利影響的責任，因此本集團採納四個基本原則保護環境及天然資源，包括「減少、重用、回收及取代」。此外，本集團採取綠色採購策略和最切實可行的技術以保護天然資源。於2024年，本集團並無違反相關法律法規，包括但不限於「汽車定置噪聲限值(GB16170-1996)」及《中華人民共和國環境噪聲污染防治法》。

本集團營運的主要環境影響包括物流業務所產生的空氣排放及噪音。營運產生的噪音污染來自車輛。為盡量減低物流業務所產生的噪音水平，本集團已引入減振板配合吸音墊以減少在辦公室及倉庫的噪音，並於車隊採用低胎噪的輪胎。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

A4. Climate Change

Climate change not only affects our environment but also may affect the normal routine of the Group working conditions. The Group has implemented relevant policies, including but not limited to the HSSE, to outline the Group's commitment to protecting the environment and reducing the environmental impact of its business.

Identifying and managing the associated opportunities and risks is vital to the Group's business operation. Climate change may affect normal working conditions, and arrangements will be taken to ensure the health and safety of employees according to the real-time situation released by the national, provincial and municipal governments. In accordance with national and local laws and regulations, the Group has purchased medical insurance for every employee. In addition, the Group also has purchased insurance for warehouses and auto insurance for vehicles.

With the trend of the changing demand and requirements of customers, the Group works hard to meet the needs of customers and strives for a larger market share.

The Group reviews and identifies the climate-related risk annually while conducting the risk assessment. We have considered the potential climate-related risks in respect of the recommendations of the Task Force on Climate related Financial Disclosure ("**TCFD**"), which are the physical risks such as extreme weather conditions and transition risks such as regulatory change on environmental matters, and summarised as below:

A4. 氣候變化

氣候變化不僅影響我們的環境，但亦可能影響本集團工作狀況的正常運行。本集團已實施相關政策，包括但不限於HSSE，以概述本集團在保護環境及減低業務對環境影響的承諾。

識別和管理相關的機會和風險對本集團的業務營運至關重要。氣候變化可能影響正常工作狀況，將根據國家、省、市政府發佈的實時情況作出安排，確保僱員的健康和安全。根據國家及地方法律法規，本集團為每名僱員購買醫療保險。此外，本集團亦已為倉庫購買保險，並為車輛購買車險。

隨著客戶需求和要求的變化趨勢，本集團努力滿足客戶的需求，爭取更大的市場份額。

本集團在進行風險評估的同時，每年審閱及識別氣候相關風險。我們已根據氣候相關財務信息披露工作小組（「**TCFD**」）的建議考慮潛在氣候相關風險，該等風險為極端天氣狀況等實體風險以及環境事宜監管變動等過渡風險，概述如下：

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

Risk Type	Risks	Potential Financial Impact	Short (current reporting period)	Medium (1–3 years)	Long (4–10 years)	Mitigation Strategy
風險類別	風險	潛在財務影響	短期 (本報告期間)	中期 (1–3年)	長期 (4–10年)	緩解策略
Physical Risks	- Extreme weather conditions, such as flooding and typhoons - Sustained elevated temperature	- Reduced revenue from business and supply chain disruptions - Increased costs related to the rising need for cooling	✓	✓		- Located our offices and warehouses in cities where the occurrences of extreme weather conditions are relatively rare - Established adverse weather condition policy - Adopted energy conservation measures - Purchased relevant insurance for warehouses, vehicles and employees
實體風險	- 極端天氣狀況，如水災及颱風 - 持續高溫	- 業務及供應鏈中斷導致收入減少 - 冷卻需求上升導致成本增加				- 將辦公室及倉庫設於極端天氣狀況相對罕見的城市 - 制定惡劣天氣政策 - 採取節能措施 - 為倉庫、車輛及僱員購買相關保險
Transition Risks	Changes in environmental-related regulations	Higher operating costs to adopt more stringent regulations		✓	✓	- Our Group has limited company vehicle use to necessary meetings and reduced energy consumption by implementing energy conservation measures - Closely monitor the regulatory updates to meet the regulatory requirements
過渡風險	環境相關法規的變動	為採納更嚴格的法規而導致營運成本上升				- 本集團已限制用於必要會議的公司車輛，並通過實施節能措施減少能源消耗 - 密切監察監管更新以符合監管規定

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

B. SOCIAL

Employment and Labor Practices

For the Group, constructing a meaningful relationship with its employees, which are the internal stakeholders, is deemed equally important as attracting new customers for business, and so is encouraging the employees to shape their competitive edge. The Group understands that employees with sophisticated technology knowledge are important assets.

As a responsible corporate citizen who genuinely cares for its employees, the Group strictly abides by all applicable national and local laws and regulations related to employment and labor practices, including but not limited to:

- Labor Law of the PRC (中華人民共和國勞動法)
- Labor Contract Law of the PRC (中華人民共和國勞動合同法)
- Regulations on Paid Annual Leave of Employees (職工帶薪年休假條例)
- Law on the Protection of Women's Rights and Interests (婦女權益保障法)
- The Special Provisions on Labor Protection for Female Employees (女職工勞動保護特別規定)
- Law on the Protection of Minors (未成年人保護法)
- Law on the Protection of Disabled Persons (殘疾人保障法)
- Social Insurance Law of the PRC (中華人民共和國社會保險法)
- Law on Labor Unions of the PRC (中華人民共和國工會法)

No non-compliance with relevant laws and regulations that had a significant impact on the Group relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare had been identified during the Reporting Period.

B. 社會

僱傭及勞工準則

就本集團而言，與僱員（為內部持份者）建立有意義的關係被視為與吸引新業務客戶同等重要，因此我們鼓勵僱員提升其競爭優勢。本集團深明具備頂尖技術知識的僱員為重要資產。

本集團作為真誠關懷僱員的負責任企業公民，嚴格遵守與僱傭及勞工慣例相關的所有適用國家及地方法律及法規，包括但不限於：

- 《中華人民共和國勞動法》
- 《中華人民共和國勞動合同法》
- 《職工帶薪年休假條例》
- 《婦女權益保障法》
- 《女職工勞動保護特別規定》
- 《未成年人保護法》
- 《殘疾人保障法》
- 《中華人民共和國社會保險法》
- 《中華人民共和國工會法》

報告期內，概無發現違反有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利且對本集團有重大影響之相關法律及法規情況。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

B1. Employment

The Employee Handbook of the Group clearly outlines detail of recruitment, promotion, discipline, working hours, vacations and other benefits, and the Group has laid down compliance procedures and a series of work safety rules. The Human Resources Department is responsible for the confirmation that the staff has full understanding of the content of the Employee Handbook before they commence employment with the Group.

The Group aims at recruiting the most talented and qualified from the job market, in order to bring immense value to the business and to install trust in its clients. The process of recruitment is standardised based on the nature of the department. As such, it ensures that competitive candidates will not be missed out and that respective departments can screen for the most suitable candidates. Also, background checks are performed to ensure that the candidates have good attributes and subjective judgement of interviewers will not affect the selection process.

Employee Profile and Turnover

As of 31 December 2024, the Group had a total number of 548 employees. All the employees of the Group are full-time workers. The breakdown of employees according to employment type, employee category, age group, gender and region is as follows.

B1. 僱傭

本集團的員工手冊明確概述招聘、升遷、紀律、工時、休假及其他福利詳情，本集團已制定遵守程序及一系列工作安全規則。人力資源部負責確認員工在彼等於本集團開始工作之前已經充分了解員工手冊內容。

本集團的目標是從就業市場招聘最優秀及合資格的人選，以為業務帶來龐大價值，並建立客戶信任。招聘流程根據部門性質標準化。因此，其可確保不會錯失具競爭力的候選人，且各部門可篩選最合適的候選人。此外，我們會進行背景調查，以確保候選人的良好品質，且面試官的主觀判斷不會影響甄選過程。

僱員概況及流失情況

於2024年12月31日，本集團合計548名僱員。本集團所有僱員均為全職員工。按僱傭類別、僱員類別、年齡組別、性別及地區劃分僱員分類如下。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

		Year ended 31 December 2024 Total 於2024年 12月31日總計
Total Number of Employees	僱員總數	548
Employment type	僱傭類別	
Full-time	全職	548
Part-time	兼職	N/A 不適用
Employee category	僱員類別	
Senior management	高級管理層	6
Middle management	中級管理層	71
Frontline and other staff	前線及其他員工	471
Age group	年齡組別	
Below 25	25 或以下	18
25–29	25–29	45
30–39	30–39	149
40–49	40–49	158
50 or above	50 或以上	178
Gender	性別	
Male	男性	457
Female	女性	91
Region	地區	
The PRC	中國	548

The Group hires based on experience, expertise and values, regardless of race, colour, creed, national origin, ancestry, sex, marital status, disability, religious or political affiliation, age, or sexual orientation. We formulate equal opportunities and diversity policies for all employees, and are committed to building a diversified and inclusive working environment. As at 31 December 2024, female employees accounted for approximately 17% of the total workforce within the Group. Being in the logistics sector, which is traditionally considered male-dominated, the Group values gender equality and will continue to strive for a more diversified workforce in the future.

本集團根據經驗、專業知識及價值聘用員工，而不論種族、膚色、信仰、國籍、血統、性別、婚姻狀況、殘疾、宗教或政治派別、年齡或性取向。我們為全體僱員制定平等機會及多元化政策，並致力塑造多元化且包容的工作環境。於2024年12月31日，女性僱員佔本集團員工總數約17%。物流業傳統上被視為以男性為主，本集團重視性別平等，未來將繼續致力達致更多元化的員工架構。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

During this Reporting Period, a total of 111 employees left the Group, with an annual staff turnover rate of 20%.

本報告期內，合計111名僱員離開本集團，年度員工流失率為20%。

**Year ended
31 December
2024 Total
截至2024年
12月31日
止年度總計**

Total Turnover⁸	總流失率⁸	20.26%
Turnover rate by age group	按年齡組別劃分之流失比率	
Below 25	25以下	105.56%
25–29	25–29	40.00%
30–39	30–39	22.15%
40–49	40–49	12.03%
50 or above	50或以上	12.36%
Turnover rate by gender	按性別劃分之流失比率	
Male	男性	19.26%
Female	女性	25.27%
Turnover rate by region	按地區劃分之流失比率	
The PRC	中國	20.26%

⁸ The turnover rate was calculated by (no. of employees leaving the company during the reporting period/no. of employees as of 31 December 2024)*100%.

⁸ 流失率乃按報告期內離開本公司的僱員數目除以截至2024年12月31日的僱員數目再乘以100%計算得出。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

Employee Profile and Turnover

The Group attaches great importance to the recruitment and retention of high-caliber employees as well as attracting high-quality recruits that are valuable to the Group. The Group's recruitment procedure is guided by relevant laws and regulations, including the Labor Law of the PRC (中華人民共和國勞動法). The Group follows the principle of "fair competition and merit-based employment" in the recruitment process. In order to meet the company's development needs, the Group actively implemented a strategy of strengthening the enterprise with talents which adopted a market-based recruitment model to recruit outstanding talents. In the recruitment process, the Group explored talents through college campuses, social and online recruitment channels. The Group improved these measures to attract and retain talent continuously and provide opportunities to employees with a broad development space. In order to improve the personal quality and ability of employees, the Group fully mobilised the initiative and enthusiasm of all employees, to create a fair and open competition mechanism within the company. In addition, the Group recognises the value of employee experience by arranging assessments, which provides equal opportunities to employees for fair competition. The Group believes that these strategies can reduce the loss of outstanding talent in the long term.

Legitimate Rights and Employee Interests' Protection

The Group complies with national and local laws and regulations to protect the legitimate rights and interests of employees. The Group formulated management measures to strengthen contracts and remuneration for employees, monitored the Group's labor policies and evaluated the welfare and norms in order to protect the interests of employees.

僱員概況及流失情況

本集團極度重視高素質員工的招聘及留用，以及吸引對本集團有價值的優質人才。本集團之招聘流程以相關法律及法規為指導，包括《中華人民共和國勞動法》。本集團在招聘過程中遵循「公平競爭、擇優聘用」原則。為應付公司發展需要，本集團積極實施人才強企戰略，採用市場化招聘模式，廣納優秀人才。在招聘過程中，本集團透過大學校園、社交和網絡招聘渠道尋找人才。本集團持續改善該等措施，吸引和留用人才，為員工提供廣闊的發展空間。為了提升員工個人素質和能力，本集團充分調動全體員工的主動性和積極性，在公司內建立公正公開的競爭機制。此外，本集團透過安排考核來認可員工經驗的價值，為員工提供公平競爭的平等機會。本集團相信，該等策略可長遠減少優秀人才流失。

合法權利及僱員利益保障

本集團遵守國家及地方法律及法規，保障員工的合法權益。本集團已制定管理措施，加強員工的合同和薪酬，監察本集團的勞動政策，評估福利及規範，以保障僱員利益。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

Labor Contract Management

The labor contracts of the Group comply with the Labor Law of the PRC (中華人民共和國勞動法) and the Labor Contract Law of the PRC (中華人民共和國勞動合同法). The labor contract management of the Group included signing and termination of labor contracts, and regulates positions, working hours, remuneration and benefits of the employees clearly in the purpose of ensuring the labor standards. Any overtime arrangement must be made under the principle of negotiation between the company and the employees and the employees' voluntary principle. The relevant remuneration must be paid in accordance with the applicable laws and regulations. During the Reporting Period, the Group complied with the employment-related laws and regulations.

Female Employee Protection

The Group cares about the physical and mental health of female employees, provides maternity leave, and breastfeeding leave and reasonably arranges job duties for female employees, it complies with the Special Regulations on Labor Protection for Female Employees (女職工勞動保護特別規定) formulated by the State Council (國務院) to protect their work rights and take care of their needs.

勞動合同管理

本集團的勞動合同遵守《中華人民共和國勞動法》和《中華人民共和國勞動合同法》。本集團的勞動合同管理包括勞動合同的簽訂和終止，以保證勞動標準為目的，對員工的職位、工作時間、薪酬及福利等進行明確規定。任何加班安排都必須在公司與員工協商及員工自願原則下進行。相關薪酬必須按照適用的法律法規支付。報告期內，本集團遵守僱傭相關法律及法規。

女性員工保障

本集團關懷女性員工的身心健康，提供產假及哺乳假，合理安排女性員工的工作職責，遵守國務院制定的《女職工勞動保護特別規定》，保障彼等工作權利並照顧彼等的需要。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

Employee Compensation and Benefits

The Group is committed to providing fair and competitive remuneration and benefits to its employees, and the wages of our employees exceed the local minimum wage standards for the reporting period. The Group reviews the remuneration strategy on a regular basis and adjusts the remuneration policy according to changes in the external remuneration market and the internal situation. In accordance with national and local laws and regulations, the Group pays basic pension, basic medical care, unemployment, work-related injury, maternity and other social insurances and housing provident funds for employees. In addition, the Group has purchased accidental injury insurance for employees, further enhancing the medical protection for employees. The Group has identified work-related injuries timely and handled accidental injury insurance claims for injured employees reasonably. The Group also provides benefits such as annual leave and an annual body check-up for employees. Some of the projects in the Group have facilities such as dormitories and canteens, which can provide complete accommodation and high-quality meals for employees. The Group also cares about disabled and severely ill employees and their families, so the Group provides necessary assistance to support them when they are facing difficulties. In order to support employees to have a healthy life after work, the Group organises various cultural and recreational activities regularly to encourage employees to participate, establish a good corporate culture and promote harmony and unity among employees.

Staff Activities

In order to strengthen the staff's sense of belonging, the Group arranges birthday parties every month. It also organises staff dinners and activities such as competitions. These activities strengthen communication and interaction among staff to develop a harmonious culture within the Group.

員工報酬及福利

本集團致力為員工提供公平及具有競爭力的薪酬和福利，員工工資水平超出報告期內當地最低工資標準。本集團定期對薪酬策略進行回顧，並視乎外部薪酬市場變化情況及內部實際情況調整薪酬政策。根據國家及地方法律及法規，本集團為員工繳納基本養老、基本醫療、失業、工傷、生育及其他社會保險及住房公積金。此外，本集團已為員工購買意外傷害保險，進一步增強了員工在醫療方面的保障。本集團及時識別工傷，並合理處理受傷員工的意外傷害保險理賠。本集團亦為員工提供年假和年度身體檢查等福利。本集團部份項目設有宿舍、食堂等設施，可為員工提供完善的住宿和優質膳食。本集團亦關懷殘疾和重病員工及其家屬，因此本集團在彼等遇到困難時提供必要的幫助以示支持。為支持員工在工作之餘擁有健康的生活，本集團定期組織各類文娛活動，鼓勵員工參與，建立良好的企業文化，促進員工和諧團結。

員工活動

為加強員工的歸屬感，本集團每月安排生日派對。其亦舉辦員工聚餐和比賽等活動。該等活動加強員工之間的溝通和互動，以在本集團內部營造和諧的文化。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

B2. Employee Health and Safety

The Group cares about the health, safety and security of all the staff, and strives to provide services to protect the physical and mental health, safety and security of employees, and in the business operations. The Group strictly follows relevant laws and regulations including the Labor Law of the PRC (中華人民共和國勞動法), Law of the PRC on the Prevention and Treatment of Occupational Diseases (中華人民共和國職業病防治法) and Fire Protection Law of the PRC (中華人民共和國消防法). In order to providing a safe working environment and protect employees from occupational hazards, the Group distributes safety helmets, reflective clothing and work shoes to employees who need protection, and the Group follows the requirements strictly in accordance with ISO 9001:2015 and Standard Operating Procedures. No non-compliance with relevant laws and regulations that had a significant impact on the Group relating to occupational health and safety had been identified during the Reporting Period.

The Group attaches great importance to providing occupational health and safety for its employees and has established internal safety procedures that all employees are required to follow strictly. According to the Group internal safety guide, the safety requirements and procedures are stated clearly, including prohibition of alcohol and drugs, security policies, safety procedure of working in warehouses, and safe use of forklifts.

B2. 僱員健康與安全

本集團關心全體員工的健康、安全 and 保障，努力為員工的身心健康、安全 and 保障以及業務營運提供服務。本集團嚴格遵守相關法律法規，包括《中華人民共和國勞動法》、《中華人民共和國職業病防治法》及《中華人民共和國消防法》。為提供安全的工作環境 and 保護員工免受職業危害，本集團向需要防護的員工發放安全帽、反光服和工作鞋，並嚴格遵循ISO 9001：2015和標準操作程序的規定。報告期內，概無發現違反有關職業健康與安全且對本集團有重大影響之相關法律法規的情況。

本集團高度重視為員工提供職業健康和安全，並制定要求所有員工嚴格遵守的內部安全程序。根據本集團內部安全指引，明確規定安全要求和程序，包括禁酒、禁毒、安全政策、倉庫作業安全程序、叉車安全使用等。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

Fire Safety Management

Fire safety and contingency management are also of vital concern to the Group. During the Reporting Period, the Group has arranged fire drills twice. In order to ensure staff are familiar with the fire-fighting facilities and emergency measures, the Group has dedicated a fire officer in both companies and warehouses to manage fire protection measures and a fire safety officer in the non-warehouse department. Besides, the Group strives to strengthen fire protection education so every employee of the company must receive fire safety training. For the purpose of ensuring the effectiveness of fire facilities, the Group undergoes a comprehensive inspection of the fire equipment twice a year. During high-risk periods of fire, the Group increases the frequencies of fire supervisions and inspections.

Health and Safety

Details of number of work-related fatality and fatality rate of the Group:

消防安全管理

消防安全及應急管理亦是本集團極為關注的議題。報告期內，本集團已安排兩次消防演練。為確保員工熟悉消防設施及應急措施，本集團在公司和倉庫均設有一名消防人員負責管理消防措施，並在非倉庫部門設有一名消防安全人員。此外，本集團致力加強消防教育，公司每名員工須接受消防安全培訓。為確保消防設施的成效，本集團每年對消防設備進行兩次全面檢查。在火災高危時期，本集團提高防火監督檢查頻率。

健康與安全

本集團因工作關係而死亡事故及死亡率之數目詳情：

	Year ended 31 December 2024 Total 截至2024年 12月31日 止年度總計	Year ended 31 December 2023 Total 截至2023年 12月31日 止年度總計	Year ended 31 December 2022 Total 截至2022年 12月31日 止年度總計
Number of work-related fatalities 因工作關係而死亡事故宗數	0	0	0
Total No. of Employees 員工總數	548	680	678
Fatality Rate 死亡率	0%	0%	0%

During the Reporting Period, the Group recorded 1 case of work-related injuries and 170 lost days due to work injury. In order to ensure a safe working condition for all staff and avoid work-related fatality in the future, the Group always evaluates and improves the current work safety measures and arranges for employees to have regular physical examinations every year to ensure employees work in healthy condition.

於報告期內，本集團錄得1宗工傷及170天工傷導致的損失日數。為確保全體員工的安全工作環境，避免日後因工作關係而死亡，本集團經常評估和完善現行的工作安全措施，並每年安排員工進行定期體檢，確保員工在健康狀態下工作。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

B3. Development and Training

The Group is concerned about common growth and development opportunities of employees, so corresponding skills improvement and development training are provided for different types of work and job positions, the training includes new employee training, skill improvement training, important person training and other related training.

As of 31 December 2024, the Group provided over 2,783 training hours to a total of 530 employees (inclusive of employees who have left the Group during the Reporting Period). The average training hours per employee was 5.08 hours. The number of Employees who received training and average training hours completed are as follows.

B3. 發展及培訓

本集團關注員工共同成長和發展機會，針對不同工種和崗位提供相應的技能提升與發展培訓，培訓內容包括新員工培訓、技能提升培訓、重要人物培訓及其他相關培訓。

截至2024年12月31日，本集團為合計530名僱員提供超過2,783個小時之培訓（包括於報告期從本集團離職的僱員）。每名僱員受訓之平均時數為5.08小時。接受培訓的員工人數和完成的平均培訓時數如下。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

		% of all employees 佔全體僱員百分比
Total number of trained employees ⁹	受訓僱員總數 ⁹	96.72%
		Hours per employee 小時／每名僱員
Total average training hours for all employees ¹⁰	全體僱員之平均受訓時數 ¹⁰	5.08
Distribution by Employee Category ¹²		
		% of trainees 佔受訓僱員百分比
Senior Management	高級管理層	0.57%
Middle Management	中級管理層	6.60%
Frontline and other staff	前線及其他員工	92.83%
Distribution by Gender ¹¹		
		% of trainees 佔受訓僱員百分比
Male	男性	82.64%
Female	女性	17.36%
Training Hours by Employee Category ¹²		
		Hours per employee 小時／每名僱員
Senior Management	高級管理層	2.00
Middle Management	中級管理層	3.10
Frontline and other staff	前線及其他員工	5.42
Training Hours by Gender		
		Hours per employee 小時／每名僱員
Male	男性	5.16
Female	女性	4.68

⁹ Total percentage of employees trained = Total number of employees trained during the financial year / Total number of employees as of 31 December 2024*100%.

¹⁰ Average training hours completed per employee = Total number of training hours completed during the financial year / Total number of employees as of 31 December 2024.

¹¹ Percentage of employees trained = Number of employees trained by category during the financial year / Number of employees trained as of 31 December 2024*100%.

¹² Average training hours = Number of training hours completed by category during the financial year / Number of employees by category as of 31 December 2024.

⁹ 受訓僱員百分比總數=財年受訓的僱員總數除以截至2024年12月31日的僱員總數再乘以100%。

¹⁰ 每名僱員完成的平均受訓時數=財年內完成的總受訓時數除以截至2024年12月31日的僱員總數。

¹¹ 受訓的僱員百分比=財年內按類別劃分受訓的僱員數目除以截至2024年12月31日受訓的僱員數目再乘以100%。

¹² 平均受訓時數=財年內按類別完成的受訓時數除以截至2024年12月31日按類別劃分的僱員數目。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

B4. Labor Standards

Child and forced labor are strictly prohibited within the Group. The Group strictly observes applicable laws and regulations regarding employment and labor standards, such as the Labor Law of the PRC (中華人民共和國勞動法), the Provisions on Prohibiting the Use of Child Labor (禁止使用童工規定), the Labor Contract Law of the PRC (中華人民共和國勞動合同法) and the Law on the Protection of Minors (中華人民共和國未成年人保護法).

The Group only recruits employees who are over the legal working age, and new employees are required to provide true and accurate personal data. Furthermore, background checks will be conducted during the recruitment process in order to ensure the identity of the employees before they are employed. The physical examination certificates, academic credentials, identity cards, and household registers of the candidates are reviewed strictly. No child or forced labor is hired in the Group. If management discovers there is any employment of forced or child labour, we will take disciplinary actions for staff accepting forced/child labour or providing false information, including immediate termination of the employment concerned.

No non-compliance with relevant laws and regulations relating to preventing child and forced labor was identified during the Reporting Period. There were no major risks associated with incidents of child and forced labor within the Group's operation sites.

B4. 勞工準則

本集團嚴禁僱用童工和強制勞工。本集團嚴格遵守僱傭及勞工準則相關的法律及法規，例如《中華人民共和國勞動法》、《禁止使用童工規定》、《中華人民共和國勞動合同法》及《中華人民共和國未成年人保護法》。

本集團僅聘用超過法定工作年齡的員工，新員工須提供真實準確的個人資料。此外，在招聘過程中將進行背景調查，以於聘用前確保員工的身份。嚴格審查候選人的體檢合格證明、學歷證明、身份證及戶口。本集團不僱用童工或強迫勞動。倘管理層發現任何強制勞工或童工的僱傭情況，我們將對接納強制勞工／童工或提供虛假資料的員工採取紀律處分，包括即時終止相關僱傭。

報告期內，概無發現違反有關防止僱用童工和強制勞工之相關法律法規的情況。本集團任何營運地點內亦無與童工和強制勞工有關之重大風險。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

OPERATING PRACTICES

B5. Supply Chain Management

The suppliers of the Group including transportation, warehouse leasing, forklift rental and office leasing services. Below shows the number of suppliers of the Group in this Reporting Period.

營運常規

B5. 供應鏈管理

本集團的供應商包括運輸、倉庫租賃、叉車租賃及辦公室租賃服務。下文顯示本報告期本集團供應商數目。

Geographical region of suppliers 供應商地區	Number of suppliers 供應商數目	Type of suppliers 供應商類別
The PRC 中國內地	5	Transportation 運輸
	2	Warehouse leasing 倉庫租賃
	2	Forklift Rental 叉車租賃
	1	Office leasing 辦公室租賃
Total number of suppliers 供應商總數	10	

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

Supply chain management

The Commerce Department of the Group is responsible for participating in the suppliers' evaluation, selection, price verification, and procurement work, and established "Supply Chain Management Policy". The Group implements a strict selection of suppliers and procurement procedures in order to ensure the quality of suppliers and their compliance with environmental and social-related laws and regulations that listed in the "Supplier Evaluation Form". Before making any procurement decisions, the Group will conduct due diligence and assessments on suppliers to avoid environmental and social risks along the supply chain. Our supply chain management and procedures include assessment, selection, approval, procurement and performance evaluation. The group will prioritise the selection of suppliers that promote environmentally preferable practices, such as double-sided printing and e-communication. The department assesses new emerging suppliers and re-evaluates the suppliers who have major quality problems, and the department recognises the qualification of suppliers according to the following conditions. The performance evaluation is based on capacity, service, environmental protection, and social responsibilities, which are listed on the "Quarterly Supplier Evaluation Form": (1) The suppliers who have passed ISO9001 quality management system certification; (2) Before the company implements the ISO9001 quality management system, the suppliers who have contacted and have no major defects in products and services; (3) Suppliers designated by the customer (for that customer service only); (4) When the suppliers monopolise the market; or (5) Products and services provided by the top 500 of the world or the top 500 of the PRC. When a supplier is included in our qualified supply chain list, the qualified supplier will sign a 'Procurement Contract' and 'Contract Performance Evaluation Procedure' with the Commerce Department of the Group to ensure the quality of the product or service delivered. Based on the product or service delivered by the supplier, we evaluate its quality using different evaluation forms, including the "Purchase Acceptance Form", "Vehicle Purchase and Acceptance Standard Form", and the "Warehouse Evaluation Form".

供應鏈管理

本集團商務部負責參與供應商的評估、甄選、核價、採購等工作及設立「供應鏈管理政策」。本集團嚴格選擇供應商和採購程序，以確保供應商的質量及其遵守「供應商評估表」所列環境及社會相關法律及法規。在作出任何採購決定前，本集團均對供應商進行盡職調查及評估，以避免供應鏈上的環境及社會風險。我們的供應鏈管理及流程包括評估、選擇、批准、採購及績效評估。本集團將優先選擇推廣環保做法的供應商，如雙面打印及電子通訊。部門對新出現的供應商進行評估，對出現重大質量問題的供應商進行重新評估，並按以下條件認定供應商資格。績效評估基於能力、服務、環保及社會責任，列在《供應商季度評估表》中：(1)通過ISO9001質量管理體系認證的供應商；(2)公司在實施ISO9001質量管理體系之前，接觸過其產品和服務無重大缺陷的供應商；(3)客戶指定的供應商（僅用於該客戶服務）；(4)供應商壟斷市場時；或(5)世界500強或中國500強提供的產品和服務。當供應商被納入我們的合資格供應鏈名單時，合資格供應商將與本集團商務部簽署「採購合同」及「合同績效評估程序」，以確保所提供的產品或服務的質量。根據供應商交付的產品或服務，我們採用不同的評估表對其質量進行評估，包括「採購受理表」、「車輛採購及受理標準表」及「倉庫評估表」。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

During the assessment procedure of suppliers, the suppliers are required to provide valid certifications and qualifications, such as a valid business license and organisation code certificate. For the rental and purchase of vehicles, forklifts and warehouses, the evaluation form of the vehicle and the warehouse evaluation form should be provided as needed.

Besides, the major suppliers of the Group are audited by the Commerce Department of the Group and approved by the Board annually. The qualified suppliers list is updated annually. If the suppliers fail to pass the annual review, they will be disqualified for the next reporting period.

B6. Product Responsibility

In order to ensure the safety and quality of services, the protection of intellectual property rights and data protection, the Group complies with the laws and regulations, including the Trademark Law of the PRC (中華人民共和國商標法) and the Work Safety Law of the PRC (中華人民共和國安全生產法). There was no non-compliance with laws and regulations relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress in this Reporting Period.

在供應商評估過程中，供應商需提供有效的證明和資格，例如有效的營業執照及機構代碼證等。對於車輛、叉車及倉庫的租賃和購買，應按需要提供車輛評估表及倉庫評估表。

此外，本集團的主要供應商每年經本集團商務部審核並經董事會批准。合資格供應商名單每年更新一次。如供應商未能通過年度審查，則將取消其下一報告期的資格。

B6. 產品責任

為確保服務的安全和質量、保護知識產權和數據保護，本集團遵守《中華人民共和國商標法》和《中華人民共和國安全生產法》等法律法規。本報告期內並無違反有關所提供產品及服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的法律法規。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The Group emphasises the quality control of its products, and its services to align with ISO 9001: 2015 Quality Standard (including (i) transportation; (ii) warehousing; (iii) in-plant logistics; and (iv) customisation services (which consist mainly of labelling services and bundling services)). The Group is responsible for managing and conducting quality supervision practices. The quality department of the Group is responsible for the maintenance, monitoring and assessment of the quality supervision and control system. The quality management group also oversees the implementation of external monitoring methods and quality management systems. The quality control system is divided into quality control planning and quality inspection. Quality control planning covers many aspects of content, such as directions, objectives, strategies, achievement paths, guarantee plans, and cost budgets with respect to annual quality control, with a view to ensuring that quality objectives can be effectively achieved. Quality inspection involves the annual integrated quality inspection plan, specialised quality inspection plans, and specialised inspection plans, aiming to reach the standards set by the quality control programmes through inspection. When the Group and the client undertake any written, oral or other documents, materials, drawings, specifications, orders, manuals, agreements etc., these documents are kept confidential and must not be disclosed, provided or made available in any form to any third party without the consent of the clients. The Group cannot disclose the agreement between the client in any of its promotional materials, advertisements or for any purpose without the prior written consent of the clients. Upon the expiration of the agreement or the termination of any extension, the Group returns all the documents and materials obtained under the agreement or provided by the clients.

本集團強調產品的質量控制及其服務，以符合ISO 9001：2015質量標準（包括(i)運輸；(ii)倉儲；(iii)廠內物流；及(iv)定製服務（主要為標籤服務及封裝服務）。本集團負責管理及進行質量監督實踐。本集團質量部門負責質量監督及控制體系的維護、監控及評估。質量管理小組亦監督外部監控方法及質量管理體系的實施。質量控制體系分為品質管控方案策劃和品質檢查。品質管控方案策劃包括年度品質管控方向、目標、策略、達成路徑、保障計劃及費用預算等方面，確保品質目標得到有效實現其中包括年度品質綜合檢查計劃、專業品質檢查計劃及專項檢查計劃，旨在通過檢查質量達到品質管控方案制定的標準。當本集團與客戶承諾任何書面、口頭或其他檔案、材料、圖紙、規格、訂單、手冊、協定等，該等檔案須予保密，且未經客戶同意不得以任何形式向任何第三方披露、提供或供任何第三方取用。未經客戶事先書面同意，本集團不得在其任何宣傳資料、廣告中或任何目的提及客戶之間的協議。在協定期滿或任何展期終止時，本集團將其在協定項下得到或客戶提供的所有檔案及材料返還客戶。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

Service-related complaint

The Group didn't receive complaints during the Reporting Period. In order to maintain the highest service quality, the Group has implemented measures to deal with complaints. For instance, warnings were given to staff who violated the operation practices, monitoring the operations, evaluating the operation procedure and set up measures to improve the quality of services, providing more training to employees and disclosing the work requirement to employees clearly.

In general, the Group has formal procedures to handle the complaints. The complaints are mainly divided into oral and written (including e-mail) complaints. If a written response is required, the related cases are sent to the department manager, then the department manager informs his superior, the director and the general manager of the company. Finally, the department manager should pass the case to the Quality Supervision Department of the company. The department being complained about should investigate and analyse the complaint to find out the cause and solution immediately, and the complaints should be handled in accordance with the "Continuous Improvement Procedure". The external written reply report will be approved by the general manager of the company before sending to the customers, all the solutions and the evaluation results of complaints are mentioned in the report, and the Quality Supervision Department is responsible to keep a full set of records for handling customer complaints.

服務相關投訴

報告期內，本集團並無接獲投訴。為維持最高的服務質素，本集團已採取措施處理投訴。例如，對違反營運常規的員工進行警告，監察營運，評估營運程序並制定提高服務質量的措施，為員工提供更多培訓，並向員工明確披露工作要求。

一般而言，本集團有處理投訴的正式程序。投訴主要分為口頭和書面（包括電子郵件）投訴。如需要書面答覆，相關情況將寄送至部門經理，由部門經理通知上級主管和公司總經理。最後由部門經理將案件轉交公司質量監督部門。被投訴部門應立即對投訴進行調查分析，查明原因及解決辦法，並按照《持續改進程序》處理。外部書面答覆報告由公司總經理批准後發送予客戶，報告中提及投訴的所有解決方案和評估結果，並由質量監督部門負責保存完整的客戶投訴處理記錄。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

B7. Anti-corruption

The Group regards honesty, integrity, and fairness as its core values, so the related national laws and regulations are strictly complied with, including the Criminal Law of the PRC (中華人民共和國刑法), Anti-Money Laundering Law of the PRC (中華人民共和國反洗錢法) and Law Against Unfair Competition of the PRC (中華人民共和國反不正當競爭法). The Group had no non-compliance with relevant laws and regulations of bribery, extortion, fraud and money laundering in the Reporting Period.

The Group has formulated an Anti-Fraud Management System in accordance with the “Basic Norms of Enterprise Internal Control” and the actual situation of the company. This system mainly clarifies the purpose of anti-fraud work, the responsibility for anti-fraud, prevention and control of fraud and fraud reporting, investigation and supervision of anti-fraud work, and its measures and penalties.

Whistle-blowing policy

The Group values and welcomes our employees to report any suspected malpractices confidentially via email or phone. A full investigation will then be conducted, and reports will be presented to the Board. Disciplinary action will be applied to the relevant employees upon confirmation of the occurrence. For the preventive measures and whistle-blowing procedures, the Group understands that protecting whistleblowers is important in reporting and investigating procedure of corruption. The Group prohibits any unlawful discrimination or retaliation, or hostile behaviors against investigators. Those who violate the regulations and disclose the information of the whistleblower or take retaliation against the whistleblower will be dismissed and the labor contract will be terminated. The violators of the law will also be sent to the judicial department in accordance with the law.

During the Reporting Period, the Group is not involved in any legal cases regarding corruption, and is not aware of any bribery, extortion, fraud, money laundering or other violations.

B7. 反貪污

本集團以誠實、正直、公平為核心價值觀，因此嚴格遵守國家相關法律法規，包括《中華人民共和國刑法》、《中華人民共和國反洗錢法》及《中華人民共和國反不正當競爭法》。報告期內，本集團並無違反賄賂、勒索、欺詐及洗黑錢的相關法律法規。

本集團根據《企業內部控制基本規範》和公司實際情況，制定了《反舞弊管理制度》。該制度主要闡明反舞弊工作的宗旨、反舞弊的責任、舞弊的預防和控制、舞弊的舉報、調查及反舞弊工作的監督，以及其措施和罰則。

舉報政策

本集團重視及歡迎僱員透過電郵或電話內部舉報任何涉嫌不當行為。其後將進行全面調查，並向董事會報告。一經確認，相關僱員將受到紀律處分。對於預防措施及舉報程序，本集團深知保護舉報人在貪污舉報及調查程序中的重要性。本集團禁止對調查人員採取任何非法歧視或報復或敵對行為。違反規定披露舉報人資料或對舉報人進行報復之人士將予以開除，解除勞動合同。違法者亦將依法送交司法部門處理。

於報告期內，本集團並無涉及任何有關貪污的法律訴訟，亦不知悉任何賄賂、勒索、欺詐、洗黑錢或其他違規行為。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

Anti-corruption training

In order to strengthen the awareness of anti-corruption in the workplace, the Group carries out effective communication and training within the company in various ways, such as issuing employee handbooks, publicity or internal Anti-Corruption Office to ensure that employees receive training on relevant laws, regulations and professional ethics, so that they understand the concepts involved in the code of conduct, and help employees identify legal and illegal concepts, ethical and dishonest behavior. The Group will closely monitor the regulatory development and arrange relevant anti-corruption training for our employees and directors, where necessary.

反貪污培訓

為強化職場反貪污意識，本集團透過發佈員工手冊、宣傳或內部反腐辦公室等多種方式在公司內部進行有效的溝通和培訓，確保員工接受相關法律法規及職業道德的培訓，以了解行為準則中涉及的概念，並幫助員工識別合法和非法的概念、道德和不誠實的行為。本集團將密切監控監管發展，並在必要時為員工及董事安排相關的反腐敗培訓。

B8. Community Investment

The Group donated RMB9,720 to Guangdong Heyuan Town Yongxin Elementary School (廣東省河源永新小學) during the Reporting Period. The Group encourages employees to contribute to the community by reaching out to the community and participating in voluntary activities. Participating in these activities can increase the employees' sense of social responsibility and can develop positive values in helping people and our society. We strive to continuously and actively contribute to the education, environment, and cultural aspects of the community in the future. The Group will explore more opportunities in the neighborhoods, where it can invest resources and engage employees in community service.

B8. 社區投資

於報告期內，本集團向廣東省河源永新小學捐贈人民幣9,720元。本集團鼓勵員工透過接觸社區及參與志願活動來回饋社會。參與該等活動可增強員工的社會責任感，並在幫助人們和我們的社會方面產生正面價值。我們致力於未來繼續及積極為社區的教育、環境及文化方面作出貢獻。本集團將於鄰近社區探索機會，以投放資源及鼓勵僱員參與社區服務。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

HKEX ENVIRONMENTAL, SOCIAL AND GOVERNANCE GUIDE CONTENT INDEX

香港交易所環境、社會及管治指引 內容索引

Aspect 層面	Description 描述	Chapter/Section 章節
A. Environmental		
A. 環境		
A1 Emissions		
A1 排放物		
General Disclosure	Information on:	Overview
	(a) the policies; and	
	(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	
一般披露	有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：	概覽
	(a) 政策；及	
	(b) 遵守對發行人有重大影響的相關法律及規例的資料。	
KPI A1.1	The types of emissions and respective emissions data.	Air Emissions
關鍵績效指標 A1.1	排放物種類及相關排放數據。	空氣排放
KPI A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Greenhouse Gas Emissions
關鍵績效指標 A1.2	直接（範圍1）及能源間接（範圍2）溫室氣體總排放量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。	溫室氣體排放
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Hazardous Waste
關鍵績效指標 A1.3	所產生有害廢棄物總量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。	有害廢棄物
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Non-hazardous Waste, Measures to Reduce Waste Generation and Emissions
關鍵績效指標 A1.4	所產生無害廢棄物總量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。	無害廢棄物、減廢減排措施
KPI A1.5	Description of emissions target(s) set and steps taken to achieve them.	Measures to Mitigate Emissions
關鍵績效指標 A1.5	描述所訂立的排放目標及為達致該等目標所採取的步驟。	減低排放量的措施
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	Measures to Reduce Waste Generation and Emissions
關鍵績效指標 A1.6	描述處理有害及無害廢棄物的方法，以及描述所訂立的減廢目標及為達致該等目標所採取的步驟。	減廢產生及排放的措施

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

Aspect 層面	Description 描述	Chapter/Section 章節
A2 Use of Resources		
A2 資源使用		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	Overview 概覽
KPI A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	Energy Consumption 能源消耗
關鍵績效指標 A2.1	按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	能源消耗
KPI A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	Water Consumption 水資源消耗
關鍵績效指標 A2.2	總耗水量及密度(如以每產量單位、每項設施計算)。	水資源消耗
KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them. 描述所訂立的能源使用效益目標及為達致該等目標所採取的步驟。	Energy Use Efficiency Initiatives 能源使用效益計劃
關鍵績效指標 A2.3	描述所訂立的能源使用效益目標及為達致該等目標所採取的步驟。	能源使用效益計劃
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	Water Use Efficiency Initiatives 用水效益計劃
關鍵績效指標 A2.4	描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	用水效益計劃
KPI A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。	Packaging Material 包裝物料
關鍵績效指標 A2.5	製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。	包裝物料
A3 The Environment and Natural Resources		
A3 環境及天然資源		
General Disclosure 一般披露	Policies on minimizing the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	The Environment and Natural Resources 環境及天然資源
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	
關鍵績效指標 A3.1	描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	
A4 Climate Change		
A4 氣候變化		
General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及減輕已經及可能對發行人產生影響的重大氣候相關問題的政策。	Climate Change 氣候變化
KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能對發行人產生影響的重大氣候相關事宜，及應對行動。	Climate Change 氣候變化
關鍵績效指標 A4.1	描述已經及可能對發行人產生影響的重大氣候相關事宜，及應對行動。	氣候變化

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

Aspect 層面	Description 描述	Chapter/Section 章節
B. Social		
B. 社會		
B1 Employment		
B1 僱傭		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	Employment and Labor Standards
一般披露	有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	僱傭及勞工準則
KPI B1.1	Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region.	Employment
關鍵績效指標 B1.1	按性別、僱傭類型（例如全職或兼職）、年齡組別及地區劃分的僱員總數。	僱傭
KPI B1.2	Employee turnover rate by gender, age group and geographical region.	Employment
關鍵績效指標 B1.2	按性別、年齡組別及地區劃分的僱員流失比率。	僱傭
B2 Health and Safety		
B2 健康與安全		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	Employee Health and Safety
一般披露	有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	僱員健康與安全
KPI B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the Reporting Period.	Employee Health and Safety
關鍵績效指標 B2.1	過去三年（包括報告期內）各年因工亡故的人數及比率。	僱員健康與安全
KPI B2.2	Lost days due to work injury.	Employee Health and Safety
關鍵績效指標 B2.2	因工傷損失工作日數。	僱員健康與安全
KPI B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored.	Employee Health and Safety
關鍵績效指標 B2.3	描述所採納的職業健康與安全措施，以及相關執行及監察方法。	僱員健康與安全

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

Aspect 層面	Description 描述	Chapter/Section 章節
B3 Development and Training		
B3 發展及培訓		
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. 有關提升僱員履行工作職責的知識及技能的政策。	Development and Training 發展及培訓
KPI B3.1 關鍵績效指標 B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management). 按性別及僱員類別(如高級管理層、中級管理層)劃分的受訓僱員百分比。	Development and Training 發展及培訓
KPI B3.2 關鍵績效指標 B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	Development and Training 發展及培訓
B4 Labor Standards		
B4 勞工準則		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labor. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Labor Standards 勞工準則
KPI B4.1 關鍵績效指標 B4.1	Description of measures to review employment practices to avoid child and forced labor. 描述檢討招聘慣例的措施以避免童工及強制勞工。	Labor Standards 勞工準則
KPI B4.2 關鍵績效指標 B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	Labor Standards 勞工準則

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

Aspect 層面	Description 描述	Chapter/Section 章節
B5 Supply Chain Management		
B5 供應鏈管理		
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	Supply Chain Management 供應鏈管理
KPI B5.1	Number of suppliers by geographical region.	Supply Chain Management
關鍵績效指標 B5.1	按地區劃分的供應商數目。	供應鏈管理
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored.	Supply Chain Management
關鍵績效指標 B5.2	描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。	供應鏈管理
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Supply Chain Management
關鍵績效指標 B5.3	描述識別供應鏈上環境及社會風險所使用的慣例，以及有關慣例的執行及監察方法。	供應鏈管理
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	Supply Chain Management
關鍵績效指標 B5.4	描述甄選供應商時推行環保產品及服務所使用的慣例，以及有關慣例的執行及監察方法。	供應鏈管理

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

Aspect 層面	Description 描述	Chapter/Section 章節
B6 Product and Service Responsibility		
B6 產品及服務責任		
General Disclosure	Information on:	Product Responsibility
	(a) the policies; and	
	(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	
一般披露	有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：	產品責任
	(a) 政策；及	
	(b) 遵守對發行人有重大影響的相關法律及規例的資料。	
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	Due to the Group's business nature, no products will be subject to recalls
關鍵績效指標 B6.1	已售或已運送產品總數中因安全與健康理由而須回收的百分比。	由於本集團業務的性質使然，概無產品須回收
KPI B6.2	Number of products and service related complaints received and how they are dealt with.	Product Responsibility — Services related complaint
關鍵績效指標 B6.2	接獲關於產品及服務的投訴數目以及應對方法。	產品責任 — 服務相關投訴
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	Product Responsibility
關鍵績效指標 B6.3	描述與維護及保障知識產權有關的慣例。	產品責任
KPI B6.4	Description of quality assurance process and recall procedures.	Product Responsibility
關鍵績效指標 B6.4	描述質量檢定過程及產品回收程序。	產品責任
KPI B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored.	Product Responsibility
關鍵績效指標 B6.5	描述消費者資料保障及私隱政策，以及相關執行及監察方法。	產品責任

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

Aspect 層面	Description 描述	Chapter/Section 章節
B7 Anti-corruption		
B7 反貪污		
General Disclosure	Information on:	Anti-corruption
	(a) the policies; and	
	(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	
一般披露	有關防止賄賂、勒索、欺詐及洗黑錢的：	反貪污
	(a) 政策；及	
	(b) 遵守對發行人有重大影響的相關法律及規例的資料。	
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the Reporting Period and the outcomes of the cases.	Anti-corruption
關鍵績效指標 B7.1	於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	反貪污
KPI B7.2	Description of preventive measures, how they are implemented and monitored.	Anti-Corruption — Whistle-blowing policy
關鍵績效指標 B7.2	描述防範措施，以及相關執行及監察方法。	反貪污 — 舉報政策
KPI B7.3	Description of anti-corruption training provided to directors and staff.	Anti-corruption — Anti-corruption training
關鍵績效指標 B7.3	描述向董事及員工提供的反貪污培訓。	反貪污 — 反貪污培訓
B8 Community Investment		
B8 社區投資		
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Community Investment
一般披露	有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	社區投資
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labor needs, health, culture, sport).	Community Investment
關鍵績效指標 B8.1	專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	社區投資
KPI B8.2	Resources contributed (e.g. money or time) to the focus area.	Community Investment
關鍵績效指標 B8.2	在專注範疇所動用資源(如金錢或時間)。	社區投資

Independent Auditor's Report

獨立核數師報告



Independent auditor's report to the members of Yues International Holdings Group Limited

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Yues International Holdings Group Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 127 to 274, which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and the notes to the consolidated financial statements, including material accounting policy information.

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

BASIS FOR OPINION

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

致樂氏國際控股集團有限公司股東之 獨立核數師報告

(於開曼群島註冊成立之有限公司)

意見

吾等已審計樂氏國際控股集團有限公司(以下簡稱「**貴公司**」)及其附屬公司(以下統稱「**貴集團**」)列載於第127至274頁的綜合財務報表，包括於2024年12月31日的綜合財務狀況表以及截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表、綜合現金流量表及綜合財務報表附註，包括重大會計政策資料。

吾等認為，綜合財務報表按照香港會計師公會(「**香港會計師公會**」)頒佈的香港財務報告會計準則真實及公平地反映 貴集團於2024年12月31日的綜合財務狀況以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編製。

意見基礎

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

Independent Auditor's Report *(Continued)*

獨立核數師報告 *(續)*

KEY AUDIT MATTERS

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

Key Audit Matter

關鍵審計事項

關鍵審計事項

關鍵審計事項是根據吾等的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在吾等審計整體綜合財務報表及出具意見時進行處理的。吾等不會對這些事項提供單獨的意見。

How our audit addressed the Key Audit Matter

吾等在審計中處理關鍵審計事項的方法

Impairment of trade receivables

貿易應收款項減值

Refer to Note 3.1(b), Note 4(c) and Note 18 to the consolidated financial statements.

請參閱綜合財務報表附註3.1(b)、附註4(c)及附註18。

As at 31 December 2024, the Group had trade receivables of approximately RMB67,832,000, net of loss allowance of approximately RMB2,055,000.

於2024年12月31日，貴集團貿易應收款項約為人民幣67,832,000元，扣除虧損撥備約人民幣2,055,000元。

Management performed the impairment assessment of trade receivables as at 31 December 2024 by using a provision matrix which requires significant estimation in determining the expected credit loss and this is based on information including but not limited to, historical loss experience, ageing of trade receivables, repayment history and financial capabilities of the customers.

管理層使用撥備矩陣對2024年12月31日的貿易應收款項進行減值評估，該矩陣要求在釐定預期信貸虧損時作出重大估計，此乃基於包括但不限於過往虧損經驗、貿易應收款項賬齡、還款記錄及客戶的財務能力等資料。

Management also considered forward-looking information that may impact the customers' ability to repay the outstanding balances in order to estimate the expected credit losses ("ECLS") for the impairment assessment.

管理層亦考慮可能影響客戶償還未償還結餘能力的前瞻性資料，以估計減值評估的預期信貸虧損（「**預期信貸虧損**」）。

Our procedures in this area included:

吾等在此範疇的程序包括：

- Understanding management's process in assessing and determining the expected credit loss allowances of trade receivables;
- 了解管理層評估及釐定貿易應收款項預期信貸虧損撥備的過程；
- Understanding the status of each of the receivables that was past due through discussions with management and the sales team;
- 通過與管理層及銷售團隊討論，了解各項已逾期應收款項的狀況；
- Checking, on a sample basis, the completeness and accuracy of the trade receivables ageing analysis used by management to estimate the appropriate provision for loss allowance;
- 抽樣檢查管理層用於估計虧損撥備的適當撥備的貿易應收款項賬齡分析的完整性及準確性；

Independent Auditor's Report *(Continued)*

獨立核數師報告 *(續)*

KEY AUDIT MATTERS *(Continued)*

關鍵審計事項 *(續)*

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

吾等在審計中處理關鍵審計事項的方法

Impairment of trade receivables *(Continued)*

貿易應收款項減值 *(續)*

We focused on this area due to the magnitude of the trade receivable balances and the significant management judgements and estimates in determining the expected loss allowance of the trade receivables.

由於貿易應收款項結餘重大及釐定貿易應收款項預期虧損撥備時涉及重大管理層判斷及估計，故吾等集中於此範疇。

- Evaluating management's impairment assessment and explanations on each of the significant trade receivables that were past due as at 31 December 2024 with reference to supporting evidence such as repayment history of the customers, correspondences with customers and review of the customers' financial position; and
- 評估管理層對各項於2024年12月31日已逾期的重大貿易應收款項減值評估及解釋，並參考支持證據，如客戶的還款記錄、與客戶的通信及審閱客戶的財務狀況；及
- Assessing the appropriateness of the expected credit loss provisioning methodology, examining the key data inputs on a sample basis to assess their accuracy and completeness, and challenging the assumptions, including both historical and forward-looking information, used to determine the expected credit losses.
- 評估預期信貸虧損撥備方法的適當性，抽樣檢查關鍵輸入數據以評估其準確性及完整性，並對用於釐定預期信貸虧損的假設（包括歷史及前瞻性資料）提出質疑。

Based on the procedures performed, we found that management's judgements and estimates of impairment of trade receivables are supported by sufficient and appropriate evidence.

基於所執行的程序，吾等發現管理層對貿易應收款項減值的判斷及估計獲得充足及適當的證據支持。

Independent Auditor's Report *(Continued)*

獨立核數師報告 *(續)*

KEY AUDIT MATTERS *(Continued)*

關鍵審計事項 *(續)*

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

吾等在審計中處理關鍵審計事項的方法

Impairment assessment of loan and interest receivables

應收貸款及利息減值評估

Refer to Note 3.1(b), Note 4(d) and Note 18 to the consolidated financial statements.

請參閱綜合財務報表附註3.1(b)、附註4(d)及附註18。

As at 31 December 2024, the Group had loan and interest receivables of approximately RMB18,635,000, net of loss allowance of approximately RMB7,577,000.

於2024年12月31日，貴集團的應收貸款及利息約為人民幣18,635,000元，扣除虧損撥備約人民幣7,577,000元。

Management performed the impairment assessment of loan and interest receivables as at 31 December 2024, the measurement of ECLs which requires the application of significant judgements and estimates include the identification of exposures with a significant deterioration in credit quality, and assumptions used in the ECLs model such as the probabilities of default, loss given default, expected future cash flows and forward-looking information.

管理層對於2024年12月31日的應收貸款及利息進行減值評估，預期信貸虧損的計量需要應用重大判斷估計，包括識別信貸質素顯著惡化的風險，以及預期信貸虧損模式中使用的假設，例如違約概率、違約損失率、預期未來現金流量及前瞻性資料。

Our procedures in this area included:

吾等在此範疇的程序包括：

- Understanding and evaluating the key controls over impairment assessment of loan and interest receivables, which relates to management's identification of possible events that triggered the provision for impairment of loan and interest receivables and estimation of the amount of provisions.
- 了解及評估對應收貸款及利息減值評估的關鍵控制，其與管理層識別觸發應收貸款及利息減值撥備的可能事件及估計撥備金額有關。
- Inspecting the loan agreements entered into between the Group and the borrowers, and other relevant information relating to the borrowers as assessed by the Group.
- 檢查貴集團與借款人訂立的貸款協議，以及貴集團所評估有關借款人的其他相關資料。
- Circulating confirmations to test the existence of the loan and interest receivables as at the end of the reporting period. We also checked the accuracy of the ageing of loan and interest receivables as at the end of the reporting period by tracing to source documents.
- 傳送確認書以測試於報告期末是否存在應收貸款及利息。吾等亦透過追查源頭文件檢查應收貸款及利息於報告期末的賬齡的準確性。

Independent Auditor's Report *(Continued)*

獨立核數師報告 *(續)*

KEY AUDIT MATTERS *(Continued)*

關鍵審計事項 *(續)*

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

吾等在審計中處理關鍵審計事項的方法

Impairment assessment of loan and interest receivables *(Continued)*

應收貸款及利息減值評估 *(續)*

We focused on this area because the carrying amount of loan and interest receivables is significant to the consolidated financial statements, the identification of whether exposures triggered deterioration in credit quality and the estimation of the individual impairment amount require the use of significant judgments and estimates.

吾等專注於此範疇乃由於應收貸款及利息之賬面值對綜合財務報表而言屬重大，識別風險是否觸發信貸質素惡化及估計個別減值金額須運用重大判斷及估計。

- Assessing the reasonableness of the Group's ECL model and the criteria for assessing if there has been a significant increase in credit risk and loss allowances for financial assets that should be measured on a lifetime ECLs basis. We also assessed recoverability of the loan and interest receivables with reference to borrowers' principal and interest repayment records during the year and subsequently up to the date of this report, and traced the repayments to the bank statements.
- 評估 貴集團預期信貸虧損模式的合理性及評估信貸風險是否顯著增加及金融資產虧損撥備是否應按全期預期信貸虧損基準計量的標準。吾等亦參考借款人於年內及其後直至本報告日期的本金及利息還款記錄，評估應收貸款及利息的可收回性，並追溯有關還款至銀行結單。

Based on the procedures described above, we considered key judgments and estimates applied by management in the impairment assessment of loan and interest receivables were supportable by sufficient and appropriate evidence.

根據上述程序，吾等認為管理層於應收貸款及利息減值評估中應用的關鍵判斷及估計有充分及適當的證據支持。

Independent Auditor's Report *(Continued)*

獨立核數師報告 *(續)*

OTHER INFORMATION

The directors of the Company ("**Directors**") are responsible for the other information. The other information comprises all information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

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

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

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

RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

其他資料

貴公司董事(「**董事**」)對其他資料負責。其他資料包括年報所載的所有資料，惟不包括當中的綜合財務報表及核數師報告。

吾等就綜合財務報表發表的意見並不涵蓋其他資料，且吾等並不就該等其他資料發表任何形式的鑒證結論。

審計綜合財務報表時，吾等的責任乃閱讀其他資料，並於此過程中考慮有關其他資料是否與綜合財務報表或吾等於審計中所了解的情況有重大不相符之處，或似乎存在重大錯誤陳述。

基於吾等已完成的工作，倘吾等認為該等其他資料存在重大錯誤陳述，吾等須報告該事實。就此而言，吾等並無任何報告。

董事及審核委員會就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告會計準則香港財務及香港公司條例的披露要求編製真實及公平的綜合財務報表，並對彼等釐定為就編製不存在重大錯誤陳述(不論由於欺詐或錯誤)的綜合財務報表而言屬必要的內部控制負責。

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

董事會在審核委員會的協助下履行彼等監察 貴集團財務報告程序的職責。

Independent Auditor's Report *(Continued)*

獨立核數師報告 *(續)*

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

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

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

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

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

核數師就審計綜合財務報表須承擔的責任

吾等的目標乃就綜合財務報表整體是否不存在重大錯誤陳述(不論由於欺詐或錯誤)取得合理保證,並出具載有吾等意見的核數師報告。本報告僅按照吾等雙方所協定的應聘條款向全體股東發出,不作其他用途。吾等並不就本報告內容向任何其他人士承擔責任或負責。

合理保證是高水平的保證,但並不能保證按照香港審計準則進行的審計在存在重大錯誤陳述時總能發現。錯誤陳述可以由欺詐或錯誤引起,如果合理預期其單獨或匯總起來可能影響使用者依賴該等綜合財務報表所作出的經濟決定,則有關錯誤陳述可被視為重大。

作為根據香港審計準則進行審計的一部分,吾等在整個審計的過程中運用了專業判斷,保持了專業懷疑態度。吾等亦:

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險、設計及執行審計程序以應對這些風險,以及獲取充足和適當的審計憑證,以為吾等的意見提供基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述,或凌駕於內部控制之上,因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制,以設計在有關情況下適當的審計程序,但目的並非對貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的恰當性及所作出會計估計和相關披露的合理性。

Independent Auditor's Report *(Continued)*

獨立核數師報告 *(續)*

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

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated 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.

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.

核數師就審計綜合財務報表須承擔 的責任 *(續)*

- 對董事採用持續經營為會計基礎的恰當性作出結論，並根據所獲取的審計憑證確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果吾等認為存在重大不確定性，則有必要在核數師報告中提請注意綜合財務報表中的相關披露。假若有關的披露不足，則應當修改意見。吾等的結論是基於直至核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評估綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否公平反映相關交易和事項。
- 計劃及執行集團審計，以就貴集團內各實體或業務單位的財務資料獲得充分適當的審計憑證，作為構成就綜合財務報表的意見基礎。吾等須負責指導、監督及檢討就集團審計而進行的審計工作。吾等須為吾等的審計意見承擔全部責任。

吾等與審核委員會就(其中包括)審計工作的計劃範圍及時間安排以及重大的審計發現(包括吾等於審計期間識別出的任何內部控制重大缺陷)進行溝通。

Independent Auditor's Report *(Continued)*

獨立核數師報告 *(續)*

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

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

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year 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 director on the audit resulting in this independent auditor's report is Leung Yun Wa.

Baker Tilly Hong Kong Limited

Certified Public Accountants

Hong Kong, 28 March 2025

Leung Yun Wa

Practising certificate number P08096

核數師就審計綜合財務報表須承擔 的責任 *(續)*

吾等亦向審核委員會提交聲明，說明吾等已遵守有關獨立性的相關道德要求，並與他們溝通所有被合理認為可能影響吾等的獨立性的關係及其他事宜，以及在適用的情況下，採取行動掃除威脅或應用防範措施。

吾等從與審核委員會溝通的事項中，決定哪些事項對審計本年度綜合財務報表而言最為重要，因而構成關鍵審計事項。除非法律或法規不容許公開披露此事項，或於極罕有的情況下，吾等認為披露此事項可合理預期的不良後果將超越公眾知悉此事項的利益而不應於報告中披露，否則吾等會於核數師報告中描述此事項。

本獨立核數師報告的審計項目董事是梁潤華。

天職香港會計師事務所有限公司

執業會計師

香港，2025年3月28日

梁潤華

執業證書編號 P08096

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 December 2024 截至2024年12月31日止年度

		Note	2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB' 000 人民幣千元
Revenue	收益	6	256,214	133,881
Other income, gains and losses, net	其他收入、收益及虧損淨額	7	9,100	9,595
Employee benefit expenses	僱員福利開支	8	(71,922)	(66,744)
Subcontracting expenses	分包開支		(156,964)	(33,714)
Lease payment relating to short-term leases	短期租賃相關租賃付款	15(b)	(5,876)	(35,291)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	14	(1,205)	(1,637)
Depreciation of right-of-use assets	使用權資產折舊	15(b)	(7,429)	(3,852)
Impairment of right-of-use assets	使用權資產減值	15(b)	(1,947)	(2,846)
Amortisation of intangible assets	無形資產攤銷	17	(165)	(27)
Impairment loss on trade receivables	貿易應收款項減值虧損	3.1(b)	(2,055)	–
Impairment loss on loan and interest receivables	應收貸款及利息減值虧損	3.1(b)	(7,574)	–
Other expenses	其他開支	9	(36,348)	(31,714)
Operating loss	營運虧損		(26,171)	(32,349)
Finance costs	融資成本	10	(3,971)	(1,057)
Loss before income tax	除所得稅前虧損		(30,142)	(33,406)
Income tax credit/(expenses)	所得稅抵免／(開支)	11	86	(757)
Loss for the year	年內虧損		(30,056)	(34,163)
Attributable to:	以下人士應佔：			
Owners of the Company	本公司擁有人		(24,710)	(34,431)
Non-controlling interests	非控股權益		(5,346)	268
			(30,056)	(34,163)
			RMB cents 人民幣分	RMB cents 人民幣分 (Restated) (經重列)
Loss per share	每股虧損			
Basic and diluted	基本及攤薄	13	(19.44)	(32.77)

The notes on pages 135 to 274 are an integral part of the consolidated financial statements.

第135至274頁的附註構成綜合財務報表的一部分。

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2024 截至2024年12月31日止年度

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Loss for the year	年內虧損	(30,056)	(34,163)
Other comprehensive income	其他全面收益		
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益的項目：</i>		
Exchange difference arising on translation of foreign operations, net of nil tax	換算海外業務產生之匯兌差額，扣除零稅項	(1,851)	(3,102)
Reclassification adjustment on exchange reserve released upon disposal of subsidiaries	出售附屬公司時因匯兌儲備解除而作出的重新分類調整	2,187	—
Other comprehensive income/(expense) for the year	年內其他全面收益／（開支）	336	(3,102)
Total comprehensive expense for the year	年內全面開支總額	(29,720)	(37,265)
Attributable to:	以下人士應佔：		
Owners of the Company	本公司擁有人	(24,374)	(37,533)
Non-controlling interests	非控股權益	(5,346)	268
		(29,720)	(37,265)

The notes on pages 135 to 274 are an integral part of the consolidated financial statements.

第135至274頁的附註構成綜合財務報表的一部分。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2024 於2024年12月31日

		Note 附註	2024 2024年 RMB'000 人民幣千元	2023 2023年 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	14	2,821	2,885
Right-of-use assets	使用權資產	15(a)(i)	23,038	21,719
Goodwill and intangible assets	商譽及無形資產	17	2,158	2,045
Deferred income tax assets	遞延所得稅資產	26(a)	975	241
Rental deposits	租賃按金	18	2,671	675
Loan receivables	應收貸款	18	17,892	11,692
Deposit in relation to purchase of property, plant and equipment	有關購買物業、廠房及設備的按金		36,167	36,167
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	16	–	4,580
Total non-current assets	非流動資產總值		85,722	80,004
Current assets	流動資產			
Trade and other receivables	貿易及其他應收款項	18	81,224	92,677
Amount due from a non-controlling shareholder	應收一名非控股股東款項	19	30,048	32,121
Amount due from a director	應收一名董事款項	27	110	–
Time deposit with original maturity over three months	原到期日超過三個月的定期存款	20	10,000	–
Cash and cash equivalents	現金及現金等價物	20	49,723	78,026
Total current assets	流動資產總值		171,105	202,824
Total assets	總資產		256,827	282,828
EQUITY	權益			
Share capital	股本	24(a)	11,469	9,770
Reserves	儲備	24(b)	118,474	128,686
Equity attributable to owners of the Company	本公司擁有人應佔權益		129,943	138,456
Non-controlling interests	非控股權益		3,475	5,352
Total equity	權益總額		133,418	143,808

Consolidated Statement of Financial Position *(Continued)*

綜合財務狀況表 (續)

As at 31 December 2024 於2024年12月31日

		Note 附註	2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	15(a)(ii)	4,154	19,593
Other payables	其他應付款項	21(b)	8,178	8,178
Contingent consideration payable for business combination	業務合併應付或然代價	33(c)	–	8,115
Deferred income tax liabilities	遞延所得稅負債	26(a)	364	284
Total non-current liabilities	非流動負債總額		12,696	36,170
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	21	48,294	38,819
Contract liabilities	合約負債	22	474	566
Bank and other borrowings	銀行及其他借款	23	50,784	52,602
Lease liabilities	租賃負債	15(a)(ii)	11,132	5,896
Amount due to a director	應付一名董事款項	27	–	4,581
Current income tax liabilities	即期所得稅負債		29	386
Total current liabilities	流動負債總額		110,713	102,850
Total liabilities	總負債		123,409	139,020
Total equity and liabilities	權益及負債總額		256,827	282,828

The consolidated financial statements on pages 127 to 274 were approved by the Board of Directors on 28 March 2025 and were signed on its behalf by:

第127至274頁的綜合財務報表已於2025年3月28日獲董事會批准，並由下列董事代表簽署：

Le Kang
樂康
Director
董事

Li Zhigang
李志剛
Director
董事

The notes on pages 135 to 274 are on integral part of the consolidated financial statements.

第135至274頁的附註構成綜合財務報表的一部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2024 截至2024年12月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests		Total equity
		Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Statutory reserve 法定儲備 RMB'000 人民幣千元	Other reserve 其他儲備 RMB'000 人民幣千元	Share option reserve 購股權儲備 RMB'000 人民幣千元	Exchange reserve 匯兌儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Sub-total 小計 RMB'000 人民幣千元	非控股權益 RMB'000 人民幣千元	總權益 RMB'000 人民幣千元
At 1 January 2024	於2024年1月1日	9,770	93,270	10,606	27,094	5,277	(2,260)	(5,301)	138,456	5,352	143,808
Loss for the year	年內虧損	-	-	-	-	-	-	(24,710)	(24,710)	(5,346)	(30,056)
Other comprehensive income	其他全面收益										
Exchange difference arising on translation of foreign operations, net of nil tax	換算海外業務產生之匯兌差額，扣除零稅項	-	-	-	-	-	(1,851)	-	(1,851)	-	(1,851)
Reclassification adjustment on exchange reserve released upon disposal of subsidiaries	出售附屬公司時因匯兌儲備解除而作出的重新分類調整	-	-	-	-	-	2,187	-	2,187	-	2,187
Total other comprehensive income for the year	年內其他全面收益	-	-	-	-	-	336	-	336	-	336
Total comprehensive expense for the year	年內全面開支總額	-	-	-	-	-	336	(24,710)	(24,374)	(5,346)	(29,720)
Transactions with owners	與擁有人的交易										
Issue of shares through share placing (Note 24(a)(ii))	透過股份配售發行股份 (附註24(a)(ii))	1,699	14,775	-	-	-	-	-	16,474	-	16,474
Lapse of share options (Note 25)	購股權失效 (附註25)	-	-	-	-	(184)	-	184	-	-	-
Cancellation of share options (Note 25)	註銷購股權 (附註25)	-	-	-	-	(5,093)	-	4,480	(613)	-	(613)
Non-controlling interests arising on acquisition of subsidiaries (Note 33(b))	因收購附屬公司而產生的非控股權益 (附註33(b))	-	-	-	-	-	-	-	-	3,469	3,469
		1,699	14,775	-	-	(5,277)	-	4,664	15,861	3,469	19,330
At 31 December 2024	於2024年12月31日	11,469	108,045	10,606	27,094	-	(1,924)	(25,347)	129,943	3,475	133,418

Consolidated Statement of Changes in Equity (Continued)

綜合權益變動表 (續)

For the year ended 31 December 2024 截至2024年12月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔									
		Share capital	Share premium	Statutory reserve	Other reserve	Share option reserve	Exchange reserve	Retained earnings/(accumulated losses) 保留盈利／ (累計虧損)	Sub-total	Non-controlling interests	Total equity
		股本 RMB'000 人民幣千元	股份溢價 RMB'000 人民幣千元	法定儲備 RMB'000 人民幣千元	其他儲備 RMB'000 人民幣千元	購股權儲備 RMB'000 人民幣千元	匯兌儲備 RMB'000 人民幣千元	(累計虧損) RMB'000 人民幣千元	小計 RMB'000 人民幣千元	非控股權益 RMB'000 人民幣千元	總權益 RMB'000 人民幣千元
At 1 January 2023	於 2023 年 1 月 1 日	8,139	62,920	10,606	27,094	5,277	842	29,130	144,008	–	144,008
Loss for the year	年內虧損	–	–	–	–	–	–	(34,431)	(34,431)	268	(34,163)
Other comprehensive income	其他全面收益										
Exchange difference arising on translation of foreign operations, net of nil tax	換算海外業務產生之匯兌差額，扣除零稅項	–	–	–	–	–	(3,102)	–	(3,102)	–	(3,102)
Total other comprehensive expense for the year	年內其他全面開支總額	–	–	–	–	–	(3,102)	–	(3,102)	–	(3,102)
Total comprehensive expense for the year	年內全面開支總額	–	–	–	–	–	(3,102)	(34,431)	(37,533)	268	(37,265)
Transactions with owners	與擁有人的交易										
Issue of shares through share placing (Note 24(a)(i))	透過股份配售發行股份 (附註 24(a)(i))	1,631	30,350	–	–	–	–	–	31,981	–	31,981
Non-controlling interests arising on acquisition of subsidiaries (Note 33(c))	因收購附屬公司而產生的 非控股權益(附註 33(c))	–	–	–	–	–	–	–	–	5,084	5,084
		1,631	30,350	–	–	–	–	–	31,981	5,084	37,065
At 31 December 2023	於 2023 年 12 月 31 日	9,770	93,270	10,606	27,094	5,277	(2,260)	(5,301)	138,456	5,352	143,808

The notes on page 135 to 274 are an integral part of the consolidated financial statements.

第135至274頁的附註構成綜合財務報表的一部分。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2024 截至2024年12月31日止年度

		Note	2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Operating activities	經營活動			
Cash used in operations	經營所用現金	30(a)	(31,056)	(33,485)
Income tax paid	已付所得稅		(448)	(333)
Net cash used in operating activities	經營活動所用現金淨額		(31,504)	(33,818)
Investing activities	投資活動			
Interest received from bank deposits	銀行存款所得利息		761	1,052
Interest received from third parties	第三方所得利息		1,743	5,844
Purchase of property, plant and equipment	購買物業、廠房及設備		(1,280)	(545)
Purchase of land use rights	購買土地使用權		(10,348)	—
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備的所得款項		139	1,734
Repayment of loan receivables from third parties	償還應收第三方貸款		21,500	11,405
Deposit refunded for investment in financial asset at fair value through profit or loss	就按公平值計入損益的金融資產投資退回的按金		—	6,898
Net cash inflow from acquisition of subsidiaries	收購附屬公司的現金淨額流入	33	—	1,426
Net cash outflow from disposal of subsidiaries	出售附屬公司的現金淨額流出	33(a)	(1,217)	—
Placement of time deposit with original maturity over three months	存放原到期日超過三個月的定期存款		(10,000)	—
Net cash generated from investing activities	投資活動所得現金淨額		1,298	27,814

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表 (續)

For the year ended 31 December 2024 截至2024年12月31日止年度

		Note 附註	2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Financing activities	融資活動			
Principal element of lease rental paid	支付租賃租金的本金部分	30(b)	(9,256)	(3,899)
Interest element of lease rental paid	支付租賃租金的利息部分	30(b)	(968)	(501)
Interest paid on bank and other borrowings	支付銀行及其他借款利息	30(b)	(3,003)	(556)
Proceeds from share placing, net of direct costs	股份配售的所得款項，扣除直接成本	24(a)	16,474	31,981
Payment of cancellation of share options	註銷購股權的付款	25	(613)	—
Proceeds from bank and other borrowings	銀行及其他借款的所得款項	30(b)	6,420	4,580
Repayment of bank and other borrowings	償還銀行及其他借款	30(b)	(8,238)	(2,564)
Net cash generated from financing activities	融資活動所得現金淨額		816	29,041
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額		(29,390)	23,037
Cash and cash equivalents at the beginning of the year	年初現金及現金等價物		78,026	55,530
Effect of foreign exchange rate changes	匯率變動影響		1,087	(541)
Cash and cash equivalents at the end of the year	年末現金及現金等價物	20	49,723	78,026

The notes on pages 135 to 274 are on integral part of the consolidated financial statements.

第135至274頁的附註構成綜合財務報表的一部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

1 GENERAL INFORMATION

Yues International Holdings Group Limited (the “**Company**”) was incorporated in the Cayman Islands as an exempted company with limited liability and its issued shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The registered address of the Company is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands.

The principal place of business of the Company in Hong Kong has been changed from Room 3, 5/F., United Centre, 95 Queensway, Admiralty, Hong Kong to Office C, 23rd Floor, Centre Mark II, 305–313 Queen’s Road Central, Hong Kong with effect from 27 May 2024. The principal place of business of the Company in the People’s Republic of China (the “**PRC**”) is Units 1301 and 1302, 13/F., Citic Plaza, No.233, Tianhe Road North, Guangzhou, the PRC.

The Company is an investment holding company and together with its subsidiaries (collectively, the “**Group**”) are principally engaged in the provision of transportation, warehousing, in-plant logistics and customisation services.

The consolidated financial statements are presented in thousands of Renminbi (“**RMB’000**”), unless otherwise stated. The consolidated financial statements have been approved for issue by the board of directors of the Company on 28 March 2025.

1 一般資料

樂氏國際控股集團有限公司(「**本公司**」)在開曼群島註冊成立為獲豁免有限公司，其已發行股份於香港聯合交易所有限公司(「**聯交所**」)上市。本公司的註冊地址為Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands。

自2024年5月27日起，本公司於香港的主要營業地點已由香港金鐘金鐘道95號統一中心5樓3室更改至香港皇后大道中305–313號永業中心23樓C室。本公司於中華人民共和國(「**中國**」)的主要營業地點為中國廣州天河北路233號中信廣場13樓1301室及1302室。

本公司為一間投資控股公司，並連同其附屬公司(統稱「**本集團**」)主要從事提供運輸、倉儲、廠內物流及定製服務。

除非另有指明，否則綜合財務報表以人民幣千元(「**人民幣千元**」)呈列。綜合財務報表已由本公司董事會於2025年3月28日批准刊發。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES

This note provides a summary of material accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The consolidated financial statements are prepared for the Group consisting of the Company and its subsidiaries.

2.1 Basis of preparation

(a) Compliance with HKFRSs, HKCO and Listing Rules

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

(b) Measurement basis

The consolidated financial statements have been prepared on a historical cost basis, except for the financial assets at fair value through profit or loss (“**FVPL**”) and contingent consideration payable for business combination, which are measured at fair values.

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

2 編製基準及重大會計政策

本附註概述編製該等綜合財務報表採用的重要會計政策概要。除另有說明外，該等政策已貫徹應用於所有呈報年度。本綜合財務報表為本集團（包括本公司及其附屬公司）的財務報表所編製。

2.1 編製基準

(a) 遵守香港財務報告準則、香港公司條例及上市規則

本集團綜合財務報表乃根據所有適用的香港財務報告會計準則（其集合條款包括香港會計師公會（「**香港會計師公會**」）頒佈的所有個別適用香港財務報告準則（「**香港財務報告準則**」）、香港會計準則（「**香港會計準則**」）及詮釋）以及香港法例第622章香港公司條例（「**香港公司條例**」）的披露規定而編製。該等綜合財務報表亦符合聯交所證券上市規則（「**上市規則**」）的適用披露規定。

(b) 計量基準

綜合財務報表已按照歷史成本法編製，惟按公平值計入損益（「**按公平值計入損益**」）的金融資產及業務合併應付或然代價乃按公平值計量。

編製符合香港財務報告準則要求的綜合財務報表需要使用若干關鍵會計估算。管理層在應用本集團會計政策過程中亦須行使其判斷。當中涉及高度的判斷或複雜性的範疇，或涉及對綜合財務報表屬重大假設和估算的範疇，於附註4中披露。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.1 Basis of preparation *(Continued)*

(c) New and amended standards adopted by the Group

The following amended HKFRSs are adopted for the financial year beginning 1 January 2024, but have no material effect on the Group's reported results and financial position for the current and prior accounting periods.

- HKAS 1 (Revised) (Amendments), Presentation of Financial Statements
- HKAS 7 (Amendments), Statement of Cash Flows — HKFRS 7 (Amendments), Financial Instruments: Disclosures
- HKFRS 16 (Amendments), Leases
- HK Interpretation 5 (Revised), Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

The Group has not early adopted any new or amended HKFRSs that are not yet effective for the current accounting period.

2 編製基準及重大會計政策 *(續)*

2.1 編製基準 *(續)*

(c) 本集團採納的新訂及經修訂準則

以下經修訂香港財務報告準則於2024年1月1日開始之財政年度獲採納，但對本集團當前及過往會計期間之已呈報業績及財務狀況並無重大影響。

- 香港會計準則第1號(經修訂)(修訂本)，財務報表的呈列
- 香港會計準則第7號(修訂本)，現金流量表及香港財務報告準則第7號(修訂本)，金融工具：披露
- 香港財務報告準則第16號(修訂本)，租賃
- 香港詮釋第5號(經修訂)，財務報表的呈列 — 借款人對包含可按要求償還條款的定期貸款的分類

本集團並無提早採納任何於當前會計期間尚未生效的新訂或經修訂香港財務報告準則。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.1 Basis of preparation *(Continued)*

(d) New standards, amendments and interpretations not yet adopted

The following new accounting standards and interpretations have been published but are not mandatory for 31 December 2024 reporting periods and have not been early adopted by the Group.

2 編製基準及重大會計政策 *(續)*

2.1 編製基準 *(續)*

(d) 尚未採納的新訂準則、修訂本及詮釋

以下新訂會計準則及詮釋已頒佈，惟並非於2024年12月31日報告期間強制生效，亦無獲本集團提早採納。

		Effective for annual periods beginning on or after 於下列日期或 之後開始的 年度期間生效
Amendments to HKAS 21 香港會計準則第21號(修訂本)	Lack of Exchangeability 缺乏兌換性	1 January 2025 2025年1月1日
Amendments to HKFRS 9 and HKFRS 7 香港財務報告準則第9號及 香港財務報告準則第7號(修訂本)	Amendments to the Classification and Measurement of Financial Instruments 金融工具分類與計量的修訂	1 January 2026 2026年1月1日
Amendments to HKFRS 9 and HKFRS 7 香港財務報告準則第9號及香港 財務報告準則第7號(修訂本)	Contracts Referencing Nature-dependent Electricity 涉及依賴自然能源生產電力的合約	1 January 2026 2026年1月1日
Amendments to HKFRS Accounting Standards 香港財務報告會計準則(修訂本)	Annual Improvements to HKFRS Accounting Standards — Volume 11 香港財務報告會計準則的年度改進 — 第11冊	1 January 2026 2026年1月1日
HKFRS 18 香港財務報告準則第18號	Presentation and Disclosure in Financial Statements 財務報表的呈列及披露	1 January 2027 2027年1月1日
Amendments to HKFRS 10 and HKAS 28 香港財務報告準則第10號及 香港會計準則第28號(修訂本)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 投資者與其聯營公司或合營公司之間之 資產出售或投入	To be determined 待定

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.1 Basis of preparation *(Continued)*

(d) New standards, amendments and interpretations not yet adopted *(Continued)*

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

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

2 編製基準及重大會計政策 *(續)*

2.1 編製基準 *(續)*

(d) 尚未採納的新訂準則、修訂本及詮釋 *(續)*

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

香港財務報告準則第18號「財務報表的呈列及披露」載列財務報表的呈列及披露規定，將取代香港會計準則第1號「財務報表的呈列」。該項新訂香港財務報告準則會計準則，於承襲香港會計準則第1號的多項規定的同時，引入於損益表中呈列指定類別及定義小計的新規定；於財務報表附註中提供管理層定義的表現指標之披露，並改進於財務報表中將予披露的合併及分類資料。此外，若干香港會計準則第1號的段落已移至香港會計準則第8號「會計政策、會計估計變動及錯誤」及香港財務報告準則第7號「金融工具之披露」。香港會計準則第7號「現金流量表」及香港會計準則第33號「每股盈利」亦作出細微修訂。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.1 Basis of preparation *(Continued)*

(d) New standards, amendments and interpretations not yet adopted *(Continued)*

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

2.2 Subsidiaries and consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date when control ceases.

The acquisition method of accounting is used to account for business combinations by the Group (refer to Note 2.3).

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

2 編製基準及重大會計政策 *(續)*

2.1 編製基準 *(續)*

(d) 尚未採納的新訂準則、修訂本及詮釋 *(續)*

香港財務報告準則第18號及其他準則之修訂本將於2027年1月1日或之後開始之年度期間生效，並允許提前應用。預期新準則的應用將影響未來財務報表中的損益表之呈列及披露。本集團正在評估香港財務報告準則第18號對本集團綜合財務報表的具體影響。

2.2 附屬公司及合併

附屬公司指本集團擁有控制權的所有實體（包括結構實體）。當本集團承受或享有參與實體所得之可變回報，且有能力透過其主導實體業務之權力影響該等回報時，則本集團控制該實體。附屬公司自控制權完全轉移至本集團之日起綜合入賬。其於控制權終止之日起終止綜合入賬。

會計收購法用於本集團業務合併之會計處理（參閱附註2.3）。

本集團內公司間交易、結餘及交易的未變現收益予以抵銷。未變現虧損亦予以抵銷，除非交易有證據顯示所轉讓資產出現減值。本公司已在必要情況下對附屬公司之會計政策作出修訂，以確保與本集團所採納之政策一致。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.2 Subsidiaries and consolidation *(Continued)*

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of financial position respectively.

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, a joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified or permitted by applicable HKFRSs.

2.3 Business combination

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair value of the assets transferred,
- liabilities incurred to the former owners of the acquired entity,
- equity interests issued by the Group,
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

2 編製基準及重大會計政策 *(續)*

2.2 附屬公司及合併 *(續)*

於附屬公司之業績及權益之非控股權益分別單獨呈列於綜合損益表、綜合全面收益表、綜合權益變動表及綜合財務狀況表。

當本集團不再持有控制權，在實體的任何保留權益於失去控制權當日重新計量至公平值，賬面值的變動在損益中確認。該公平值作為聯營公司、合營企業或金融資產的保留權益後續入賬的初始賬面值。此外，之前就該實體在其他全面收益中確認的任何數額猶如本集團已直接處置相關資產或負債入賬。此意味著之前在其他全面收益中確認的數額按適用的香港財務報告準則之規定或許可重新分類至損益或轉撥至另一類權益。

2.3 業務合併

本集團使用收購會計法將所有業務合併入賬，而不論是否已收購權益工具或其他資產。收購一間附屬公司的轉讓代價包括：

- 所轉讓資產的公平值，
- 所收購實體先前擁有人產生的負債，
- 本集團發行的股權，
- 或然代價安排產生的任何資產或負債的公平值，及
- 任何先前存在的附屬公司股權的公平值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (Continued)

2.3 Business combination (Continued)

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

Acquisition-related costs are expensed as incurred.

The excess of the:

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or as a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

2 編製基準及重大會計政策(續)

2.3 業務合併(續)

於業務合併收購的可識別資產以及承擔的負債及或然負債，初步按收購日期的公平值計量（少數例外情況除外）。本集團根據個別收購交易按公平值或非控股權益應佔被收購實體可識別資產淨值的比例確認於被收購實體的任何非控股權益。

收購相關成本於產生時支銷。

下列各項：

- 所轉讓代價，
- 被收購實體的任何非控股權益金額，及
- 於被收購實體先前的任何股本權益於收購日期的公平值

超出所收購可識別資產淨值的公平值時，其差額以商譽列賬。倘上述金額低於所收購業務可識別資產淨值的公平值，有關差額會作為一項議價購買直接於損益確認。

倘任何部分現金代價的結算獲遞延，日後應付金額貼現至彼等於兌換日期的現值。所使用的貼現率是實體的增量借貸率，即在可比條款和條件下，可以從獨立融資人處獲得類似借貸的利率。或然代價歸類為權益或金融負債。歸類為金融負債的金額其後重新計量至公平值，公平值變動於損益確認。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.3 Business combination *(Continued)*

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

2.4 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment in the separate financial statements of the Company. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiaries in the period the dividend is declared or if the carrying amount of the investments in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2.5 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision maker is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors, who makes strategic decisions.

2 編製基準及重大會計政策 *(續)*

2.3 業務合併 *(續)*

倘業務合併分階段進行，則收購方先前持有的被收購方股本權益於收購日期的賬面值於收購日期重新按公平值計量。任何因該項重新計量產生的收益或虧損於損益中確認。

2.4 獨立財務報表

於附屬公司的投資按成本扣除減值列賬於本公司的獨立財務報表中。成本包括直接應佔投資成本。附屬公司的業績乃由本公司按已收股息及應收款項基準入賬。

倘股息超出附屬公司宣派股息期間全面收益總額，或倘獨立財務報表中投資賬面值超出綜合財務報表所示投資對象資產淨值（包括商譽）的賬面值，則須於自該投資收取股息時，對該等投資進行減值測試。

2.5 分部報告

經營分部的報告方式須與主要經營決策者獲提供的內部報告方式一致。負責分配資源及評估經營分部表現的主要經營決策者被識別為作出策略性決策的執行董事。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (Continued)

2.6 Foreign currency translation

(a) Functional and presentation currency

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

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. Foreign exchange gains and losses are presented in the consolidated statement of profit or loss on a net basis within "other income, gains and losses, net".

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when fair value was determined. Translation differences on assets and liabilities carried at fair values are reported as part of the fair value gain or loss.

2 編製基準及重大會計政策(續)

2.6 外幣換算

(a) 功能及呈列貨幣

計入本集團各實體財務報表的項目，乃按該實體經營所在的主要經濟環境的貨幣（「**功能貨幣**」）計量。綜合財務報表乃以本公司的功能貨幣及本集團的呈列貨幣人民幣（「**人民幣**」）呈列。

(b) 交易及結餘

外幣交易按交易日期的匯率換算為功能貨幣。因結算該等交易及因按年結日匯率換算以外幣計值的貨幣資產及負債而產生的外匯損益一般於損益表確認。匯兌收益及虧損以淨額呈列於綜合全面損益表的「其他收入、收益及虧損淨額」中。

以外幣按公平值計量的非貨幣項目使用公平值釐定當日的匯率換算。按公平值列賬的資產及負債的換算差額作為公平值收益或虧損的一部分呈報。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.6 Foreign currency translation *(Continued)*

(c) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position,
- income and expenses for each statement of profit or loss and statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities and of borrowings are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

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

2 編製基準及重大會計政策 *(續)*

2.6 外幣換算 *(續)*

(c) 集團公司

所有海外業務(全部均非採用高通脹經濟體系的貨幣)的功能貨幣倘有別於列報貨幣,其業績及財務狀況須按如下方式折算為列報貨幣:

- 每份列報的財務狀況表內的資產和負債按該財務狀況表日期的收市匯率折算,
- 每份損益表及全面收益表內的收益和開支按平均匯率折算(除非此平均匯率並不代表交易日期匯率的累計影響的合理約數;在此情況下,收支項目於交易日期折算),及
- 所有由此產生的匯兌差異在其他全面收益中確認。

於綜合入賬時,換算於外國實體的任何淨投資及換算借款所產生的匯兌差額乃於其他全面收益內確認。在出售外國業務或構成淨投資的任何借貸償還時,相關匯兌差額重新分類至損益(作為銷售收益或虧損的一部分)。

因收購境外業務而產生的商譽及公平值調整被視為境外業務的資產和負債,並按期末匯率折算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (Continued)

2.7 Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation and impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Construction in progress ("CIP") represents buildings and other structures under construction and is stated at cost less accumulated impairment losses, if any. Cost includes the costs of construction of buildings, interest charges and foreign exchange gain/loss arising from borrowings used to finance these assets during the period of construction. No provision for depreciation is made on CIP until such time as the relevant assets are completed and ready for the intended use. When the assets concerned are brought into use, the costs are transferred to specific item of property, plant and equipment and depreciated over their expected useful lives.

2 編製基準及重大會計政策(續)

2.7 物業、廠房及設備

物業、廠房及設備按歷史成本扣除折舊及減值虧損(如有)。歷史成本包括購買項目直接產生的開支。

僅當有關項目的未來經濟利益可能流入本集團，且該項目的成本能夠可靠地計量時，方會將其後成本計入資產賬面值或確認為獨立資產(如適用)。任何當作個別資產入賬的部分的賬面值於替換時獲終止確認。所有其他維修保養費用於產生的財務期間在綜合收益表內扣除。

在建工程(「**在建工程**」)指在建的樓宇及其他構築物，並按成本減累計減值虧損(如有)列賬。成本包括建造樓宇的成本及在建期間內用作為該等資產融資借貸的利息開支及匯兌收益／虧損。在建工程暫不計提折舊準備，直至有關資產建成及可供擬定用途為止。當有關資產投放使用，成本乃轉撥至物業、廠房及設備的特定項目，並按其預期使用年期予以折舊。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (Continued)

2.7 Property, plant and equipment (Continued)

Depreciation is calculated using the straight-line method to allocate their costs, net of their residual values, over their estimated useful lives as follows:

Plant and machinery	20%–33% per annum
Furniture and equipment	20% per annum
Office equipment	20%–33% per annum
Leasehold improvements	Over the shorter of remaining lease term or 20% per annum
Motor vehicles	20% per annum

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.9).

Gains and losses on disposal are determined by comparing the proceeds with the carrying amount and are recognised within "other income, gains and losses, net" in the consolidated statement of profit or loss.

2 編製基準及重大會計政策 (續)

2.7 物業、廠房及設備 (續)

折舊乃以直線法計算，以於其估計可使用年內分配其成本減其剩餘價值，詳情如下：

廠房及機械	每年 20% 至 33%
傢俬及設備	每年 20%
辦公設備	每年 20% 至 33%
租賃物業裝修	按剩餘租期或 每年 20% 中 的較短者
汽車	每年 20%

資產的剩餘價值及可使用年期在各報告期末進行檢討，並視乎情況作出調整。

倘資產賬面值高於其估計可收回金額，則該資產的賬面值即時撇減至其可收回金額 (附註 2.9)。

出售的收益及虧損乃透過比較所得款項及賬面值釐定，並於綜合損益表「其他收入、收益及虧損淨額」內確認。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.8 Intangible assets

(a) Goodwill

Goodwill is measured as described in Note 2.3.

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments.

(b) Customer relationships

Customer relationships acquired arising from a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.

2 編製基準及重大會計政策 *(續)*

2.8 無形資產

(a) 商譽

商譽按附註2.3所述計量。

收購附屬公司的商譽列入無形資產。商譽不予攤銷，惟每年進行減值測試，或當有事件出現或情況變動顯示可能出現減值時進行更頻密減值測試，並按成本減去累計減值虧損列示。出售一間實體的收益及虧損包括有關所售實體商譽的賬面值。

就減值測試而言，商譽獲分配至現金產生單位。該分配乃向預期將從產生商譽的業務合併中獲益的該等現金產生單位或現金產生單位組別作出。該等單位或單位組別乃就內部管理目的而於監察商譽的最低層次（即經營分部）確認。

(b) 客戶關係

於業務合併中獲得之客戶關係按收購日期之公平值確認。其具有有限可使用年期，其後按成本減累計攤銷及減值虧損列賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (Continued)

2.9 Impairment of non-financial assets

Goodwill is not subject to amortisation and are tested annually for improvement or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets (including property, plant and equipment, right-of-use assets, intangible assets with finite useful life) are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.10 Investments and other financial assets

(a) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

2 編製基準及重大會計政策(續)

2.9 非金融資產減值

商譽不會攤銷，但會每年進行減值測試，或倘出現商譽可能減值的事宜或情況的變動，則更頻密進行測試。其他非金融資產（包括物業、廠房及設備、使用權資產、有限可使用年期的無形資產）於發生事件或情況出現變化而有跡象顯示賬面值可能不可收回時進行減值測試。減值虧損按有關資產之賬面值超逾其可收回金額之數額確認。可收回金額為資產之公平值減出售成本及使用價值兩者之較高者。於進行減值評估時，資產按很大程度上獨立於來自其他資產或資產組別的可獨立識別現金流入（現金產生單位）之最低水平分類。除商譽外，曾減值之非金融資產於各報告期末就是否需要作減值回撥進行檢討。

2.10 投資及其他金融資產

(a) 分類

本集團將其金融資產劃分為以下類別：

- 其後按公平值（無論是計入其他全面收益或損益）計量的金融資產，及
- 以攤銷成本計量的金融資產。

該分類取決於本集團管理金融資產之業務模式以及該資產的合約現金流量特徵。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.10 Investments and other financial assets *(Continued)*

(a) Classification *(Continued)*

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

See Note 28 for details of each type of financial assets.

(b) Recognition and derecognition

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

2 編製基準及重大會計政策 *(續)*

2.10 投資及其他金融資產 *(續)*

(a) 分類 *(續)*

對於以公平值計量的資產，其收益及虧損計入損益或其他全面收益。對於債務工具投資，其收益及虧損之計量將取決於持有該投資之業務模式。對於非交易性的權益工具投資，其收益及虧損之計量將取決於本集團在初始確認時是否作出不可撤銷的選擇而將其指定為按公平值計入其他全面收益。

各金融資產類型詳情見附註28。

(b) 確認及終止確認

常規購入及出售的金融資產於交易日期（即本集團承諾買賣該資產的日期）予以確認。倘收取金融資產現金流量的權利屆滿或轉移且本集團已將所有權絕大部分風險及回報轉移，則終止確認金融資產。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.10 Investments and other financial assets *(Continued)*

(c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in "other income, gains and losses, net" using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in "other income, gains and losses, net" together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.

2 編製基準及重大會計政策 *(續)*

2.10 投資及其他金融資產 *(續)*

(c) 計量

在初始確認時，本集團按公平值加上（就並非按公平值計入損益的金融資產而言）可直接歸屬於收購金融資產的交易成本計量金融資產。透過按公平值計入損益的金融資產之交易成本於損益支銷。

債務工具

債務工具的其後計量取決於本集團管理資產的業務模式及資產的現金流量特徵。本集團將其債務工具分類為三個計量類別：

- 攤銷成本：持作收回合約現金流量的資產，倘該等現金流量僅指支付的本金及利息，則按攤銷成本計量。該等金融資產的利息收入採用實際利率法計入「其他收入、收益及虧損淨額」。終止確認產生的任何收益或虧損直接於損益確認，並連同匯兌收益及虧損於「其他收入、收益及虧損淨額」呈列。減值虧損於損益表中作為單獨項目列示。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (Continued)

2.10 Investments and other financial assets (Continued)

(c) Measurement (Continued)

Debt instruments (Continued)

- Fair value through other comprehensive income ("FVOCI"): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised in "other income, gains and losses, net". Interest income from these financial assets is calculated using the effective interest method and foreign exchange gains and losses are presented in "other income, gains and losses, net" and impairment expenses are presented as separate line item in profit or loss.
- Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL and presented net in profit or loss within "other income, gains and losses, net" in the period in which it arises.

2 編製基準及重大會計政策(續)

2.10 投資及其他金融資產(續)

(c) 計量(續)

債務工具(續)

- 按公平值計入其他全面收益(「按公平值計入其他全面收益」): 持作收回合約現金流量及出售金融資產之資產, 倘該等資產現金流量僅指支付本金及利息, 則按公平值計入其他全面收益計量。賬面值變動計入其他全面收益, 惟於損益確認的減值收益或虧損、利息收入及匯兌收益及虧損的確認除外。終止確認金融資產時, 先前於其他全面收益確認的累計收益或虧損由權益重新分類至損益並於「其他收入、收益及虧損淨額」中確認。該等金融資產的利息收入採用實際利率法計算且匯兌收益及虧損於「其他收入、收益及虧損淨額」呈列, 而減值開支於損益內作為單獨項目呈列。
- 按公平值計入損益: 不符合攤銷成本或按公平值計入其他全面收益標準的資產按公平值計入損益計量。其後按公平值計入損益計量的債務投資的收益或虧損, 於其產生期間在損益的「其他收入、收益及虧損淨額」內呈列淨額。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (Continued)

2.10 Investments and other financial assets (Continued)

(c) Measurement (Continued)

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in "other income, gains and losses, net" in profit or loss.

(d) Credit losses and impairment

The Group recognises a loss allowance for expected credit losses ("ECLs") on the financial assets measured at amortised cost (including trade and other receivables, loan and interest receivables, rental deposits, amounts due from a non-controlling shareholder and a director, time deposit with original maturity over three months and cash and cash equivalents).

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Generally, credit losses are measured as the present value of all expected cash shortfalls between the contractual and expected amounts, discounted at the original effective interest rate, where the effect of discounting is material.

2 編製基準及重大會計政策(續)

2.10 投資及其他金融資產(續)

(c) 計量(續)

權益工具

本集團所有權益工具後續以公平值計量。如果本集團管理層選擇將權益工具的公平值變動損益計入其他全面收益，則終止確認投資之後不可再將公平值損益重新分類至損益。當本集團取得收取付款之權利時，該類投資的股息將繼續在損益中作為其他收入予以確認。

按公平值計入損益的金融資產的公平值變動在損益內的「其他收入、收益及虧損淨額」確認。

(d) 信貸虧損及減值

本集團就按攤銷成本計量的金融資產(包括貿易及其他應收款項、應收貸款及利息、租賃按金、應收一名非控股股東及一名董事款項、原到期日超過三個月的定期存款以及現金及現金等價物)的預期信貸虧損(「預期信貸虧損」)確認虧損撥備。

預期信貸虧損的計量

預期信貸虧損為信貸虧損的概率加權估計。一般而言，倘貼現影響重大，則信貸虧損按合約金額與預期金額之間所有預期現金差額的現值計量，並按原實際利率貼現。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.10 Investments and other financial assets *(Continued)*

(d) Credit losses and impairment *(Continued)*

Measurement of ECLs (Continued)

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

ECLs are measured on either of the following bases:

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

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

2 編製基準及重大會計政策 *(續)*

2.10 投資及其他金融資產 *(續)*

(d) 信貸虧損及減值 *(續)*

預期信貸虧損的計量 (續)

估計預期信貸虧損時所考慮的最長期間為本集團面對信貸風險的最長合約期間。

預期信貸虧損按以下其中一項基準計量：

- 12個月預期信貸虧損：指報告日期後12個月(或較短期間，倘工具的預期年期少於12個月)內可能發生的違約事件而導致的預期信貸虧損部分；及
- 全期預期信貸虧損：預期信貸虧損模式適用項目的預期年期內所有可能違約事件而導致的預期信貸虧損。

貿易應收款項之虧損撥備一貫按相等於全期預期信貸虧損之金額計量。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.10 Investments and other financial assets *(Continued)*

(d) Credit losses and impairment *(Continued)*

Measurement of ECLs (Continued)

For all other financial assets measured at amortised cost, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial asset since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

Significant increases in credit risk

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

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

The Group considers a financial asset to be in default when the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held).

2 編製基準及重大會計政策 *(續)*

2.10 投資及其他金融資產 *(續)*

(d) 信貸虧損及減值 *(續)*

預期信貸虧損的計量 (續)

就按攤銷成本計量的所有其他金融資產而言，本集團確認相等於12個月預期信貸虧損的虧損撥備，除非自初始確認以來金融資產的信貸風險顯著增加，在此情況下，虧損撥備按相等於全期預期信貸虧損的金額計量。

信貸風險顯著增加

確定自初始確認以來金融工具（包括貸款承擔）的信貸風險是否顯著增加及計量預期信貸虧損時，本集團會考慮相關且可在不需過多成本或努力下獲得的合理及有依據的資料。此包括根據本集團的歷史經驗及知情信貸評估的定量及定性資料及分析，其中包括前瞻性資料。

本集團假設，倘金融資產逾期超過30天，其信貸風險已顯著增加。

倘債務人不大可能在本集團無追索權採取變現抵押（如持有）等行動的情況下向本集團悉數支付其信貸債務，則本集團將金融資產視為違約。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (Continued)

2.10 Investments and other financial assets (Continued)

(d) Credit losses and impairment (Continued)

Significant increases in credit risk (Continued)

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

Credit-impaired financial assets

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

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

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

2 編製基準及重大會計政策(續)

2.10 投資及其他金融資產(續)

(d) 信貸虧損及減值(續)

信貸風險顯著增加(續)

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

信貸減值之金融資產

於各報告日期，本集團評估金融資產是否出現信貸減值。當發生一項或多項對金融資產估計未來現金流量有不利影響的事件時，金融資產出現信貸減值。

金融資產信貸減值的證據包括下列可觀察事件：

- 債務人出現重大財務困難；
- 違約，如拖欠或逾期90天；
- 本集團於其他情況下不會考慮重組本集團提供的貸款或墊款之條款；
- 債務人可能破產或進行其他財務重組；或
- 由於發行人出現財務困難，證券活躍市場消失。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.10 Investments and other financial assets *(Continued)*

(d) Credit losses and impairment *(Continued)*

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 recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

2.11 Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2 編製基準及重大會計政策 *(續)*

2.10 投資及其他金融資產 *(續)*

(d) 信貸虧損及減值 *(續)*

撇銷政策

若日後實際上不可收回款項，本集團則會撇銷（部分或全部）金融資產的總賬面值。該情況通常出現在本集團確定債務人並無資產或收入來源可產生足夠的現金流量來償還應撇銷的金額。

其後收回先前撇銷的資產於收回期間在損益中確認為減值撥回。

2.11 抵銷金融工具

金融資產及金融負債於且僅於本集團現時擁有可依法強制執行權利抵銷已確認金額；及於擬按淨額基準結付或同時變現資產及結付負債時予以抵銷，有關淨額則於綜合財務狀況表內呈列。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (Continued)

2.12 Trade and other receivables

Trade receivables are amounts due from customers for services provided in the ordinary course of business.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, in which case they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less provision for impairment. See Note 2.10 for further information about the Group's accounting for trade receivables and Note 2.10(d) for a description of the Group's impairment policies.

If collection of trade and other receivables is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

2.13 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.14 Share capital

Ordinary shares are classified as equity (Note 24(a)). Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2 編製基準及重大會計政策(續)

2.12 貿易及其他應收款項

貿易應收款項為在日常業務過程中就所提供服務應收客戶的款項。

貿易應收款項初步按無條件代價金額確認，除非其包含重大融資成分，於此情況下則按公平值確認。本集團持有貿易應收款項的目的為收回合約現金流量，因此其後採用實際利率法按攤銷成本減減值撥備計量。有關本集團貿易應收款項會計處理的進一步資料，請參閱附註2.10，而有關本集團減值政策的說明，請參閱附註2.10(d)。

倘貿易及其他應收款項預期於一年或以內收回，則分類為流動資產。否則，其呈列為非流動資產。

2.13 現金及現金等價物

就呈列綜合現金流量表而言，現金及現金等價物包括手頭現金、金融機構通知存款、原到期日為三個月或以下且隨時可轉換為已知金額現金及價值變動風險不大的其他短期高流動性投資。

2.14 股本

普通股被分類為權益(附註24(a))。直接歸屬於發行新股或期權的新增成本在權益中列示為所得款項的扣減項目(扣除稅項)。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.15 Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

2.16 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the consolidated statement of profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are derecognised when the obligations specified in the contract is extinguished, cancelled or expired.

Borrowings are classified as current liabilities unless, at the end of the reporting period, the Group has a right to defer settlement of the liability for at least 12 months after the reporting period.

2 編製基準及重大會計政策 *(續)*

2.15 貿易及其他應付款項

該等金額指於財政年度結束前向本集團提供貨品及服務的未支付負債。貿易及其他應付款項呈列為流動負債，除非付款並非於報告期後12個月內到期。該等款項初步按公平值確認，其後以實際利率法按攤銷成本計量。

2.16 借款

借款初步按公平值扣除產生的交易成本確認。借款其後按攤銷成本計量。所得款項（扣除交易成本）與贖回金額的任何差額按實際利率法於借款期間內於綜合損益表確認。

設立貸款融資支付的費用，於可能提取部分或所有融資時確認為貸款的交易成本。在此情況下，該費用會遞延至提取融資為止。在並無跡象顯示該融資將很有可能部分或全部提取的情況下，該費用撥充資本作為流動資金服務的預付款項，並於其相關融資期間內予以撤銷。

當合約規定的義務終止、取消或到期時，借款即終止確認。

除非本集團於報告期末有權將負債之結算遞延至報告期後12個月以上，否則借款分類為流動負債。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.17 Borrowings costs

Borrowing costs include interest expenses and finance charges in respect of lease. They are recognised in consolidated statement of profit or loss in the period in which they are incurred.

2.18 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

2 編製基準及重大會計政策 *(續)*

2.17 借款成本

借款成本包括有關租賃的利息開支及融資費用。其於產生期間在綜合損益表內確認。

2.18 即期及遞延所得稅

期內所得稅開支或抵免為本期間應課稅收入按各司法權區的適用所得稅率計算的應付稅項，並根據暫時差額及未動用稅項虧損應佔的遞延稅項資產與負債變動作出調整。

(a) 即期所得稅

即期所得稅支出根據本公司及其附屬公司營運及產生應課稅收入的國家於報告期末已頒佈或實質頒佈的稅務法例計算。管理層就適用稅務法例詮釋所規限的情況定期評估報稅表的狀況，並考慮稅務機關是否有可能接受不確定的稅務處理。本集團根據最可能的金額或預期價值計量其稅項結餘，視乎哪種方法能更好地預測不確定性的解決方法而定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (Continued)

2.18 Current and deferred income tax (Continued)

(b) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company 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.

2 編製基準及重大會計政策 (續)

2.18 即期及遞延所得稅 (續)

(b) 遞延所得稅

遞延所得稅採用負債法就資產與負債的稅基與其於綜合財務報表的賬面值之間的暫時差額悉數計提撥備。然而，倘遞延稅項負債因初始確認商譽而產生，則不予確認。若遞延所得稅來自在交易（不包括業務合併）中對資產或負債的初始確認，而在交易時不影響會計或應課稅損益，且不會產生同等應課稅及可扣稅暫時差額，則亦不作記賬。遞延所得稅採用在報告期末前已頒佈或實質上已頒佈，並在有關的遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用的稅率（及法例）而釐定。

遞延稅項資產僅於可能有未來應課稅金額以動用該等暫時差額及虧損時確認。

倘本公司能控制撥回暫時差額的時間及該等差額可能不會於可見將來撥回，則不會就海外業務投資賬面值與稅基之間的暫時差額確認遞延稅項負債及資產。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.18 Current and deferred income tax *(Continued)*

(b) Deferred income tax *(Continued)*

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.19 Employee benefits

(a) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period, and they are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the consolidated statement of financial position.

2 編製基準及重大會計政策 *(續)*

2.18 即期及遞延所得稅 *(續)*

(b) 遞延所得稅 *(續)*

當有法定可執行權力將當期稅項資產與負債抵銷，且遞延稅項結餘涉及同一稅務機關時，則可將遞延稅項資產與負債互相抵銷。當實體有法定可執行權利抵銷及擬按淨額基準結算或同時變現資產及結算負債時，即期稅項資產與稅項負債互相抵銷。

即期及遞延稅項於損益確認，惟與其他全面收益或直接於權益確認的項目有關者除外。在此情況下，稅項亦分別於其他全面收益或直接於權益確認。

2.19 僱員福利

(a) 短期責任

工資及薪金有關的負債，包括預期於相關期間結束後12個月內全部結算的非貨幣福利及累計病假，該期間指直至報告期末就僱員的服務確認並按負債獲結算時預期將支付的金額計量的僱員提供相關服務的期間。負債於綜合財務狀況表列為當期僱員福利責任。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.19 Employee benefits *(Continued)*

(b) Other long-term employee benefit obligations

The liabilities for annual leaves that are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the end of the reporting period of high-quality corporate bonds with terms and currencies that match, as closely as possible, the estimated future cash outflows. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the consolidated statement of financial position if the entity does not have a right, at the end of the reporting period, to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

2 編製基準及重大會計政策 *(續)*

2.19 僱員福利 *(續)*

(b) 其他長期僱員福利責任

年假的負債預期將不會於僱員提供相關服務的期間結束後12個月內全部結清。因此，該等責任按直至報告期間結束前就僱員提供服務而將支付的預期未來款項的現值使用預計單位信貸法計量。當中考慮預期未來工資及薪金水平、僱員離職的經驗及服務期間。預期未來付款使用優質企業債券（其條款及貨幣須盡可能與估計未來現金流出接近）於報告期末的市場收益率貼現。因經驗調整及精算假設變動而作出的重新計量於損益中確認。

倘實體於報告期末並無權利遞延結算日期至於報告期後至少十二個月，不論實際結算預期何時發生，責任於綜合財務狀況表列為流動負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (Continued)

2.19 Employee benefits (Continued)

(c) Post-employment obligations

The Group operates defined contribution plans which are available for all employees in the PRC and overseas offices, where applicable.

The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit scheme operated by the government of the PRC. The subsidiaries are required to contribute a certain percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions under the schemes. During both current and prior years, the total amounts contributed by the Group to the scheme and charged to the profit or loss represent contributions paid/payable to the scheme by the Group at rate specified in the rules of the scheme.

(d) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

2 編製基準及重大會計政策(續)

2.19 僱員福利(續)

(c) 離職後責任

本集團運作所有於中國及海外辦公室的僱員(如適用)可享有的定額供款計劃。

本集團中國附屬公司的僱員為中國政府運作的國家管理退休福利計劃的成員。該附屬公司須向退休福利計劃作出若干百分比薪金成本供款，為福利提供資金。本集團就退休福利計劃的唯一責任為根據計劃作出指定供款。於本年度及過往年度，本集團向計劃作出並於損益扣除的供款總額指本集團按計劃規則指定的比率向計劃已付／應付的供款。

(d) 離職福利

離職福利於僱員在正常退休日期前被本集團終止僱用，或當僱員接受自願遣散以換取此等福利時支付。本集團於下列日期(以較早者為準)確認離職福利：(a)當本集團不再能夠撤回提供該等福利時；及(b)當實體確認香港會計準則第37號範圍內的重組成本並涉及支付離職福利時。在提出要約以鼓勵自願離職的情況下，離職福利乃根據預期接受要約的僱員人數計量。在報告期末後超過12個月到期支付的福利應貼現為現值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (Continued)

2.20 Share-based payments

Equity-settled share-based payments transactions

The Group operates an equity-settled share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining as an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save or holding shares for a specified period of time).

Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

After vesting, when the share options are forfeited or repurchased by the Company prior to the expiry date or are not exercised at the expiry date, the amount previously recognised in the "share option reserve" will be transferred to the "Retained earnings" within the consolidated statement of changes in equity.

2 編製基準及重大會計政策(續)

2.20 股份基礎付款

以股權結算之股份基礎付款交易

本集團設有以股權結算及以股份為基礎之薪酬計劃，據此，實體以本集團之權益工具（購股權）作為代價取得僱員之服務。就僱員提供服務而授予之購股權之公平值確認為支出，且權益相應增加。將列作支出之總金額乃參考所授購股權之公平值釐定：

- 包括任何市場表現狀況（如實體之股份價格）；
- 不包括任何服務及非市場表現歸屬條件（如盈利能力、銷售增長目標及該實體僱員在指定時期留任）之影響；及
- 包括任何非歸屬條件（如僱員於特定期間保留或持有股份的規定）之影響。

在假定預期將歸屬之購股權數目時，非市場歸屬條件亦加入一併考慮。開支總額於歸屬期間內確認，該期間為所有特定歸屬條件將獲達成之期間。

歸屬後，當購股權於屆滿日前被本公司沒收或購回或於屆滿日期尚未行使，先前於「購股權儲備」中確認的金額將轉撥至綜合權益變動表之「保留盈利」中。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.20 Share-based payments *(Continued)*

Equity-settled share-based payments transactions *(Continued)*

At the end of each reporting period, the entity revises its estimates of the number of options that are expected to vest based on the non-marketing vesting conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated income statement, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

2.21 Revenue recognition

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

2 編製基準及重大會計政策 *(續)*

2.20 股份基礎付款 *(續)*

以股權結算之股份基礎付款交易 *(續)*

於各報告期末，實體根據非市場歸屬條件修訂對預期歸屬購股權數目的估計。實體會於綜合收益表確認修訂原來估計(如有)的影響，並相應調整權益。

當購股權獲行使時，本公司發行新股份，扣除任何直接應佔交易成本後之所得款項計入股本(面值)及股份溢價。

2.21 收益確認

當本集團完成履約責任，即與特定履約責任相關的貨品或服務的「控制權」轉移予客戶時確認收益。

履約責任指一項明確的貨品或服務(或一批貨品或服務)或一系列大致相同的明確貨品或服務。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.21 Revenue recognition *(Continued)*

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

2 編製基準及重大會計政策 *(續)*

2.21 收益確認 *(續)*

倘符合以下條件之一，控制權隨時間轉移，而收益經參考完全達成相關履約責任的進度隨時間確認：

- 客戶於本集團履約時同時收取及消耗本集團履約所提供的利益；
- 本集團的履約創建或增強客戶於本集團履約時控制的資產；或
- 本集團的履約未創建對本集團具有替代用途的資產，而本集團有強制執行權收取至今已履約部分的款項。

否則，於客戶獲得明確貨品或服務控制權的時間點確認收益。

合約負債指本集團向客戶轉讓貨品或服務的責任，而本集團已就此向客戶收取代價(或應付代價金額)。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.21 Revenue recognition *(Continued)*

(a) Transportation service, warehousing service and in-plant logistics service

Transportation service represents delivery of the customers' inventory to their downstream clients, manufacturing plants and/or designated locations. The transportation services cover across the PRC and Egypt.

Warehousing service represents provision of inventory storage and management services in the Group's warehouses located in the PRC with specified physical conditions.

In-plant logistics service represents provision of wide-range of in-house services at customers' manufacturing plants to integrate the production processes, which cover the management of the movements of (a) production materials and components and work-in-progress to the production lines within the manufacturing plants of the customers of the Group; and (b) delivery of finished goods to the factory gates of the relevant customers deployed by staff of the Group at its customers' manufacturing plants.

Revenue from the from the provision of the transportation service, warehousing service and in-plant logistics service is recognised over time when the Group provides the services and all of the benefits are received and consumed simultaneously by the customer throughout its contract period. Thus, the Group satisfies a performance obligation and recognised revenue over time and the Group has present right to payment.

2 編製基準及重大會計政策 *(續)*

2.21 收益確認 *(續)*

(a) 運輸服務、倉儲服務及廠內物流服務

運輸服務即交付客戶的存貨至其下游客戶、生產廠房及／或指定地點。運輸服務涵蓋中國及埃及。

倉儲服務即在本集團位於中國配以特定物理狀況的倉庫提供存貨貯存及管理服務。

廠內物流服務即在客戶的生產廠房提供廣泛的上門服務以整合生產流程，涵蓋以下活動的管理工作：(a) 將生產材料及零部件以及在製品運至本集團客戶生產廠房內的生產線；及(b) 本集團員工部署在其客戶的生產廠房將成品運出相關客戶的廠外。

來自提供運輸服務、倉儲服務及廠內物流服務的收益於合約期內本集團已提供服務且顧客已接受及耗用所有利益時隨時間確認。因此，本集團履行了履約義務並隨時間確認收益且本集團擁有付款之現有權利。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.21 Revenue recognition *(Continued)*

(b) Customisation service

Customisation service represents provision of labelling services (i.e. sticking labels onto the surface of the inventory according to customers' instructions) and the bundling services (i.e. bundling the inventory to facilitate handling and transportation) generally provided inside the Group's warehouses.

Revenue from customisation service is recognised at a point in time when the customers accept the services and the Group has present right to payment and collection of the consideration is probable.

(c) Interest income

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets, the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

2 編製基準及重大會計政策 *(續)*

2.21 收益確認 *(續)*

(b) 定製服務

定製服務即提供標籤服務(即依據客戶的指示將標籤貼在存貨表面)及封裝服務(即存貨封裝以方便處理及運輸)一般在本集團的倉庫內提供。

來自定製服務的收益於客戶接受服務,且本集團現時有權付款及很可能收取代價的某一時點確認。

(c) 利息收入

利息收入是用實際利率乘以金融資產賬面總額計算得出,後續已發生信貸減值的金融資產除外。已發生信貸減值的金融資產使用實際利率乘以金融資產(經扣除虧損撥備)的賬面淨值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (Continued)

2.22 Earnings/loss per share

(a) Basic earnings/loss per share

Basic earnings/loss per share is calculated by dividing:

- the profit/loss attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

(b) Diluted earnings/loss per share

Diluted earnings/loss per share adjusts the figures used in the determination of basic earnings/loss per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

2 編製基準及重大會計政策(續)

2.22 每股盈利／虧損

(a) 每股基本盈利／虧損

每股基本盈利／虧損乃按以下方式計算：

- 本公司擁有人應佔溢利／虧損(不包括普通股以外的任何服務權益成本)
- 除以財政年度內未發行普通股加權平均數(已就年內已發行普通股紅利因素作出調整及撇除庫存股份)。

(b) 每股攤薄盈利／虧損

每股攤薄盈利／虧損調整釐定每股基本盈利／虧損所用的數字，經計及：

- 潛在攤薄普通股相關利息及其他融資成本的除所得稅後影響，及
- 假設所有潛在攤薄普通股獲兌換而尚未發行的額外普通股的加權平均數。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.23 Leases

The Group, as a lessee, assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception of the contract. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Non-lease components are separated from lease component and are accounted for by applying other applicable standards.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets (such as tablets and personal computers, small items of office furniture and telephones). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

2 編製基準及重大會計政策 *(續)*

2.23 租賃

本集團（作為承租人）根據財務報告準則第16號的定義於合約開始評估該合約是否屬於或包含租賃。除非合約的條款及條件其後出現變動，否則有關合約將不予重新評估。

分配至合約組成部分的代價

就包含租賃組成部分以及一項或多項額外租賃或非租賃組成部分的合約而言，本集團根據租賃組成部分的相關獨立價格及非租賃組成部分。

非租賃組成部分與租賃組成部分分開及應用其他適用準則入賬。

短期租賃及低價值資產租賃

本集團對於租期自開始日期起計為12個月或以下且並無包含購買權的租賃應用短期租賃確認豁免。本集團亦對低價值資產租賃應用確認豁免（例如平板電腦、個人電腦、小件辦公家具及電話）。短期租賃及低價值資產租賃的租賃付款使用直線法或其他系統法於租期內確認為開支。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (Continued)

2.23 Leases (Continued)

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. When the Group obtains ownership of the underlying leased assets at the end of the lease term, upon exercising purchase options, the cost of the relevant right-of-use assets and the related accumulated depreciation and impairment loss are transferred to property, plant and equipment. The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Land use rights

The cost of acquiring land use rights under an operating lease is amortised on a straight-line basis over the period of the lease term. Impairment losses are recognised in accordance with accounting policy set out in Note 2.9.

2 編製基準及重大會計政策(續)

2.23 租賃(續)

使用權資產

使用權資產的成本包括：

- 租賃負債之初始計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團於拆除及拆遷相關資產、復原相關資產所在場地或復原相關資產至租賃的條款及條件所規定的狀況時估計產生的成本。

本集團合理地確定於租期結束時會獲取的相關租賃資產所有權的使用權資產是按開始日期起至可使用年期結束時計提折舊。在其他情況下，使用權資產按直線法於其估計可使用年期及租期（以較短者為準）內計提折舊。當本集團於租期結束時取得相關租賃資產的所有權時，於行使購買選擇權後，相關使用權資產的成本及相關累計折舊及減值虧損轉撥至物業、廠房及設備。本集團於綜合財務狀況表內將使用權資產呈列為獨立項目。

土地使用權

根據經營租賃收購土地使用權的成本於租賃期內按直線法攤銷。減值虧損根據附註2.9所載會計政策確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (Continued)

2.23 Leases (Continued)

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

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

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

2 編製基準及重大會計政策(續)

2.23 租賃(續)

可退還租賃按金

已付可退還租賃按金乃根據香港財務報告準則第9號入賬，並初步按公平值計量。於初步確認時的公平值調整被視為額外租賃付款，並計入使用權資產的成本內。

租賃負債

於租賃開始日期，本集團以於該日期尚未支付的租賃付款的現值確認並計量租賃負債。倘租賃的隱含利率不易釐定，則本集團會使用於租賃開始日期的遞增借款利率計算租賃付款的現值。

租賃付款包括：

- 固定付款(包括實質固定付款)減任何應收租賃優惠；
- 取決於指數或比率的可變租賃付款額，最初使用開始日期的指數或比率計算；
- 剩餘價值擔保下本集團預期應付之金額；
- 倘本集團合理肯定會行使選擇權，則為購買選擇權的行使價；及
- 為終止租賃而支付的罰款(倘租期反映本集團正行使終止權)。

於開始日期後，租賃負債以增加利息及租賃付款予以調整。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.23 Leases *(Continued)*

Lease liabilities *(Continued)*

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review/ expected payment under a guaranteed residual value, in which case the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.
- a lease contract is modified and the lease modification is not accounted for as a separate lease (see below for the accounting policy for “lease modifications”).

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

2 編製基準及重大會計政策 *(續)*

2.23 租賃 *(續)*

租賃負債 *(續)*

本集團於下列情況重新計量租賃負債（並就有關使用權資產作相應調整）：

- 該租期已改變或行使購買選擇權之評估有變，在此情況下，相關租賃負債於重新評估日期以經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因進行市場租金審閱後市場租金／擔保剩餘價值下的預期付款有變而出現變動，於此情況下，相關租賃負債按初始貼現率透過貼現經修訂租賃付款而重新計量。
- 租賃合約經修訂，且並無將租賃修訂作為一項單獨租賃入賬（請參見下文有關「租賃修訂」的會計政策）。

本集團於綜合財務狀況表內將租賃負債呈列為單獨項目。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.23 Leases *(Continued)*

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability, less any lease incentives receivable, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use assets. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate standalone price of the non-lease components.

2 編製基準及重大會計政策 *(續)*

2.23 租賃 *(續)*

租賃修改

本集團於以下情況將租賃修改作為一項單獨租賃入賬：

- 修改因增加一項或多項相關資產的使用權而將租賃範圍擴大；及
- 租賃代價增加，而且增加的金額符合擴大範圍所需的獨立價格，加上任何為反映特定合約的情況而對獨立價格進行的適當調整。

就未作為一項單獨租賃入賬的租賃修改而言，在租賃修改的生效日，本集團根據修改後租賃的租賃期，通過使用修改後的折現率對修改後的租賃付款額進行折現以重新計量租賃負債減任何應收租賃優惠。

本集團透過對相關使用權資產作出相應調整而重新計量租賃負債。當修改後的合約包含租賃組成部分以及一個或多個額外租賃或非租賃組成部分時，本集團會根據租賃組成部分的相對獨立價格及非租賃組成部分的總獨立價格將修改後的合約代價分配至各項租賃組成部分。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.24 Dividend distribution

Dividend distribution to the shareholders is recognised as a liability in the consolidated financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

Dividend proposed or declared after the reporting period but before the consolidated financial statements are authorised for issue, are disclosed as a non-adjusting event and are not recognised as a liability at the end of the reporting period.

2.25 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs they are intended to compensate. Government grants that become receivable as compensation for expenses or losses already incurred are recognised as income of the period in which they become receivable.

2.26 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

2 編製基準及重大會計政策 *(續)*

2.24 股息分派

向股東分派的股息在股息獲本公司的股東或董事(視適用情況而定)批准的期間內，於綜合財務報表確認為負債。

於報告期後但於綜合財務報表獲授權刊發前建議或宣派的股息披露為非調整事件，不會於報告期末確認為負債。

2.25 政府撥款

倘有合理保證將收取撥款，且本集團將符合所有附帶條件，則政府撥款按公平值確認。有關成本的政府補助遞延至政府補助與其擬補償的成本配對時，方於損益確認。就經已產生的開支或虧損而應收作為補償的政府補助在其成為應收的期間確認為收入。

2.26 撥備

倘本集團因過往事件而須承擔現時責任(法律或推定)，而本集團可能須履行該責任且該責任的金額能作出可靠估計，則確認撥備。

經計及有關責任的風險及不確定因素後，確認為撥備的金額為對於報告期末履行現時責任所需代價的最佳估計。倘撥備運用履行現時責任的估計現金流量計量，其賬面值為該等現金流量的現值(倘貨幣時間價值影響重大)。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES *(Continued)*

2.27 Related parties

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

2 編製基準及重大會計政策 *(續)*

2.27 關聯方

- (a) 倘屬以下人士，即該人士或該人士之近親與本集團有關連：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理層成員。
- (b) 倘符合下列任何條件，即實體與本集團有關連：
 - (i) 該實體與本集團屬同一集團的成員公司（即母公司、附屬公司及同系附屬公司彼此間有關連）。
 - (ii) 一間實體為另一實體的聯營公司或合營企業（或另一實體為成員公司的集團旗下成員公司的聯營公司或合營企業）。
 - (iii) 兩間實體均為同一第三方的合營企業。
 - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (Continued)

2.27 Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies: (Continued)
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides 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.

2 編製基準及重大會計政策(續)

2.27 關聯方(續)

- (b) 倘符合下列任何條件，即實體與本集團有關連：(續)
- (v) 該實體為本集團或與本集團有關連的實體就僱員利益設立的離職福利計劃。
- (vi) 該實體受(a)所識別人士控制或共同控制。
- (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
- (viii) 該實體或其所屬集團的任何成員公司向本集團或本集團的母公司提供人員服務。

一名人士的近親指預期在與實體交易時可影響該人士或受該人士影響的家族成員。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including price, foreign exchange and interest rate), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effect on the Group's financial performance.

(a) Market risk

(i) Price risk

Price risk is the risk that the fair value of the Group's financial assets at FVPL will fluctuate as a result of changes in significant unobservable input as stated in Note 3.3(a), whether those changes are caused by factors specific to the individual investment or factors affecting all instruments in the market.

In arriving at the fair value of the financial assets at FVPL, the Group may use valuation techniques which require the estimation of key variables. Details of the valuation method and the sensitivity analysis for the possible impact given a reasonable shift in the key variable are set out in Note 3.3.

(ii) Foreign exchange risk

The Group holds monetary assets or liabilities denominated in foreign currencies, which can be affected by currency fluctuations and expose to currency risks.

The Group currently does not have a foreign exchange hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arise.

3 金融風險管理

3.1 金融風險因素

本集團的業務面臨多種風險：市場風險（包括價格、外匯風險及利率）、信貸風險及流動資金風險。本集團整體風險管理計劃集中於金融市場的不可預測事項，並尋求將對本集團財務表現潛在的不良影響減至最低。

(a) 市場風險

(i) 價格風險

價格風險為附註3.3(a)所述重大不可觀察輸入數據變動導致本集團按公平值計入損益的金融資產公平值波動的風險，無論該等市場價格變動是否由個別投資的特定因素或由影響市場內所有工具的因素造成。

於釐定按公平值計入損益的金融資產公平值時，本集團可使用需要估計關鍵變量的估值方法。有關估值方法及就關鍵變量合理變動下可能造成的影響進行的敏感度分析之詳情載列於附註3.3。

(ii) 外匯風險

本集團持有以外幣計值的貨幣資產或負債，可能會受貨幣波動影響，並可能面臨貨幣風險。

本集團現時無外匯對沖政策。然而，本集團管理層監察外匯風險，並會於有需要時考慮對沖重大外匯風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(ii) Foreign exchange risk (Continued)

The Group's currency risk is mainly attributable to exposure on outstanding bank balances and trade receivables that are denominated in currencies other than functional currency of the entities within the Group. The currencies giving rise to this risk are primarily United States dollar ("USD").

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets 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 RMB, translated using the spot rate at the year end date.

3 金融風險管理(續)

3.1 金融風險因素(續)

(a) 市場風險(續)

(ii) 外匯風險(續)

本集團的貨幣風險主要歸因於以本集團實體功能貨幣以外的貨幣計值未清的銀行結餘及貿易應收款項的風險。產生此風險的貨幣主要為美元(「美元」)。

下表詳列本集團於報告期末所面臨以相關實體功能貨幣以外的貨幣計值的已確認資產所產生的貨幣風險。就呈列而言，風險金額以人民幣列示，並採用年結日的即期匯率換算。

Exposure to foreign currencies (expressed in RMB)

外幣風險(以人民幣呈列)

		2024	2023
		2024 年	2023 年
		United States Dollars	United States Dollars
		美元	美元
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade and other receivables	貿易及其他應收款項	22,846	6,383
Cash and cash equivalents	現金及現金等價物	480	4,209
Exposure arising from recognised assets	已確認資產產生的風險	23,326	10,592

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(ii) Foreign exchange risk (Continued)

The following table details the Group's sensitivity to a 5% increase and decrease in RMB against the relevant foreign currency. 5% represents management's assessment of the reasonably possible change in foreign exchange rate. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% change in foreign currency rate. A negative number below indicates an increase in post-tax loss for the reporting period where RMB strengthens 5% against the relevant foreign currency. For a 5% weakening of RMB against the relevant foreign currency, there would be an equal and opposite impact on the post-tax results.

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(a) 市場風險 (續)

(ii) 外匯風險 (續)

下表詳列本集團對人民幣兌相關外幣上升及下跌5%的敏感度。5%代表管理層對外匯匯率合理可能變動的評估。敏感度分析僅包括未償還外幣計值貨幣項目，並於報告期末就5%的外匯匯率變動調整其換算。以下負數表示報告期內倘人民幣兌相關外幣升值5%，則除稅後虧損增加。倘人民幣兌相關外幣貶值5%，則除稅後業績產生相等及相反影響。

		2024 2024年		2023 2023年	
		Increase/ (decrease) in foreign exchange rate	Effect on results after tax and equity RMB'000 除稅後 虧損及 保留盈利 的影響 人民幣千元	Increase/ (decrease) in foreign exchange rate	Effect on results after tax and equity RMB'000 除稅後 虧損及 保留盈利 的影響 人民幣千元
USD	美元	5% (5%)	875 (875)	5% (5%)	442 (442)

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(a) Market risk *(Continued)*

(iii) Interest rate risk

The Group's interest rate risk arises primarily from time deposit with original maturity over three months, cash at banks, loan receivables, contingent consideration payable for business combination and interest-bearing bank and other borrowings. Bank deposits and borrowings issued at variable rates and loan receivables, contingent consideration payable for business combination, and borrowings at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively.

In the opinion of the directors of the Company, the interest income derived from the cash at banks is insignificant and the Group's income and operating cash flows are substantially independent of changes in market interest rates. Accordingly, no sensitivity analysis is performed.

The Group has not used any financial instrument to hedge the interest rate risk that it is exposed to currently. However, the management of the Group monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

3 金融風險管理 *(續)*

3.1 金融風險因素 *(續)*

(a) 市場風險 *(續)*

(iii) 利率風險

本集團的利率風險主要來自原到期日超過三個月的定期存款、銀行現金、應收貸款、業務合併應付或然代價以及計息銀行及其他借款。按浮動利率發行的銀行存款及借款、應收貸款、業務合併應付或然代價及按固定利率計息的借款分別使本集團面臨現金流量利率風險及公平值利率風險。

本公司董事認為，銀行現金產生的利息收入並不重大，而本集團的收入及經營現金流量大致上獨立於市場利率變動。因此，並無進行敏感度分析。

本集團未使用任何金融工具以對沖其當前面臨的利率風險。然而，本集團管理層監察利率風險，並將於有需要時考慮對沖重大利率風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(iii) Interest rate risk (Continued)

(i) Interest rate profile

The Group's interest rate profile as monitored by management is set out below:

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(a) 市場風險 (續)

(iii) 利率風險 (續)

(i) 利率概況

本集團管理層監察之利率概況載列如下：

		2024 2024年		2023 2023年	
		Effective interest rate %	RMB'000	Effective interest rate %	RMB'000
		實際利率 (%)	人民幣千元	實際利率 (%)	人民幣千元
Fixed rate financial instruments					
Time deposit with original maturity over three months	原到期日超過三個月的定期存款	1.9%	10,000	N/A 不適用	—
Loan receivables	應收貸款	6%–12%	17,892	6%–12%	46,192
Contingent consideration payable for business combination	業務合併的應付或然代價				
		N/A 不適用	—	4.75%	(8,115)
Other borrowings	其他借款	6%	(2,890)	6%	(2,915)
			25,002		35,162
Variable rate financial instruments					
Bank borrowings	銀行借款	8.60%	(47,894)	8.92%	(49,687)
Net exposure	風險淨額		(22,892)		(14,525)

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(a) Market risk *(Continued)*

(iii) Interest rate risk *(Continued)*

(ii) Sensitivity analysis

As at 31 December 2024, it is estimated that a general increase/decrease of 50 basis point in interest rates, with all other variables held constant, would increase/decrease the Group's loss after tax and accumulated losses by approximately RMB180,000 (2023: RMB186,000).

The sensitivity analysis above indicates the instantaneous change in the Group's loss after tax and accumulated losses that the change in interest rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the end of the reporting period. The 50 basis point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual reporting period. The analysis is performed on the same basis for 2023.

3 金融風險管理 *(續)*

3.1 金融風險因素 *(續)*

(a) 市場風險 *(續)*

(iii) 利率風險 *(續)*

(ii) 敏感度分析

於2024年12月31日，在所有其他變量保持不變的情況下，倘利率普遍上升／下降50個基點，估計本集團的稅後虧損及累計虧損將增加／減少約人民幣180,000元（2023年：人民幣186,000元）。

以上的敏感度分析顯示，若利率變動於報告期末已發生，並已應用於重新計量本集團於報告期末持有的使本集團承受公平值利率風險的金融工具，則本集團除稅後虧損及累計虧損的即時變動。50個基點的升跌乃管理層評估直至下一年度報告期期間內可能出現的合理利率變動而得出。有關分析所依據的基準與2023年相同。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk

Credit risk is managed on a group basis. 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 primarily arises from trade receivables, loan and interest receivables, deposits, other receivables, amount due from a director, amount due from a non-controlling shareholder, time deposit with original maturity over three months and cash at banks.

The Group's maximum exposure to credit risk which will cause a financial loss to the Group in the event of the counterparties failure to perform their obligations as at the end of the reporting period in relation to each class of recognised financial assets is the carrying amount of these assets which are stated as follows:

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Trade receivables	貿易應收款項	67,832	39,913
Other receivables	其他應收款項	3,279	1,082
Loan and interest receivables	應收貸款及利息	18,635	46,192
Rental deposits	租金按金	3,602	5,710
Amount due from a director	應收一名董事款項	110	–
Amount due from a non-controlling shareholder	應收一名非控股股東款項	30,048	32,121
Time deposit with original maturity over three months	原到期日超過三個月的定期存款	10,000	–
Bank balances	銀行結餘	49,670	77,989
		183,176	203,007

Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(b) 信貸風險

信貸風險按集團基準管理。信貸風險指對手方違反合約義務導致本集團財務損失的風險。本集團的信貸風險主要來自貿易應收款項、應收貸款及利息、按金、其他應收款項、應收一名董事款項、應收一名非控股股東款項、原到期日超過三個月的定期存款及銀行現金。

倘對手方於報告期末未能履行其責任，則本集團就各類已確認金融資產所面對將導致本集團產生財務虧損的最高信貸風險為該等資產的賬面值，載列如下：

管理層已制定信貸政策，並持續監察該等信貸風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

Trade receivables

In order to minimise the credit risk, management is responsible for the determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue trade receivables. Normally, the Group does not hold any collateral over trade receivables. In addition, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past 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 are generally due within 0 to 150 days (2023: 0 to 150 days) from the date of billing.

The Group has a concentration of credit risk from trade receivables from certain customers. For the year ended 31 December 2024, the top customer accounted for approximately 22% (2023: 39%) of the Group's revenue. As at 31 December 2024, 36% (2023: 16%) and 54% (2023: 45%) of the total trade debtors was due from the largest customer and the five largest customers respectively.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historic credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 信貸風險(續)

貿易應收款項

為降低信貸風險，管理層負責制訂信貸限額、信貸審批及其他監控措施，以確保採取跟進措施收回逾期未付之貿易應收款項。一般而言，本集團並無就貿易應收款項持有任何抵押品。此外，本集團會對所有要求超過若干信貸金額的客戶進行個別信貸評估。該等評估集中於客戶過往支付到期款項的記錄及現時的付款能力，並考慮客戶的特定資料以及與客戶經營所在經濟狀況相關的資料。貿易應收款項一般於發票日期起計0至150日(2023年：0至150日)內到期。

本集團面臨來自若干客戶的貿易應收款項的集中信貸風險。截至2024年12月31日止年度，最大客戶佔本集團收入約22%(2023年：39%)。於2024年12月31日，應收最大客戶及五大客戶的款項分別佔應收賬款總額的36%(2023年：16%)及54%(2023年：45%)。

本集團按等同於全期預期信貸虧損的金額計量貿易應收款項的虧損撥備，其乃使用撥備矩陣計算。由於本集團的歷史信貸虧損經驗並未表明不同客戶分部的虧損模式存在顯著差異，因此基於逾期狀態的虧損撥備不會在本集團不同客戶基礎之間進一步區分。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

Trade receivables (Continued)

The following tables provide information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 December 2024:

		Expected loss rate	Gross carrying amount	Loss allowance	Net carrying amount
		預期虧損率	賬面總值	虧損撥備	賬面淨值
		%	RMB'000	RMB'000	RMB'000
		%	人民幣千元	人民幣千元	人民幣千元
Current (not past due)	即期(未逾期)	0.00%	55,748	(2)	55,746
1 to 30 days past due	逾期1至30日	0.00%	8,964	—*	8,964
31 to 60 days past due	逾期31至60日	0.33%	1,796	(6)	1,790
61 to 90 days past due	逾期61至90日	5.38%	130	(7)	123
More than 90 days past due	逾期90日以上	62.78%	3,249	(2,040)	1,209
			69,887	(2,055)	67,832

* Below RMB1,000.

As at 31 December 2024, expected loss rates are based on actual loss experience in current year. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(b) 信貸風險 (續)

貿易應收款項 (續)

下表載列有關本集團於2024年12月31日面臨的貿易應收款項的信貸風險及預期信貸虧損的資料：

於2024年12月31日，預期虧損率乃根據本年度之實際虧損經驗得出。該等比率經過調整，以反映歷史數據收集期間的經濟狀況、目前狀況與本集團就應收款項預期年期內的經濟狀況的看法之間的差異。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

Trade receivables (Continued)

As at 31 December 2023, based on the historic data, current conditions and the Group's view of economic conditions over the expected lives of the trade receivables, the directors of the Company have considered the credit risk of trade receivables and note that there was no actual loss nor significant past due experience over the past 3 years, including periods of unfavourable economic conditions. The directors considered the aggregate risks arising from the possibility of credit loss on trade receivables was not significant and no allowance for credit losses were made as at 31 December 2023.

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 信貸風險(續)

貿易應收款項(續)

於2023年12月31日，根據歷史數據、當前狀況及本集團對貿易應收款項預期年期的經濟狀況的看法，本公司董事已考慮貿易應收款項的信貸風險，並注意到於過去三年(包括不利經濟狀況期間)並無實際虧損或重大逾期經驗。董事認為，貿易應收款項信貸虧損可能性產生的總風險並不重大，故於2023年12月31日並無作出信貸虧損撥備。

年內有關貿易應收款項的虧損撥備賬變動如下：

RMB'000
人民幣千元

At 1 January 2023, 31 December 2023 and 1 January 2024	於2023年1月1日、2023年12月31日 及2024年1月1日	—
Impairment loss recognised	已確認減值虧損	2,055
At 31 December 2024	於2024年12月31日	2,055

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

Other financial assets at amortised cost

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the end of the reporting period with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating;
- external credit rating (as far as available); and
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the counterparties' ability to meet its obligations

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 信貸風險(續)

按攤銷成本計量的其他金融資產

本集團於各報告期間持續考慮初步確認資產時出現違約的機率及信貸風險有否大幅增加。為評估信貸風險有否大幅增加，本集團將於報告期末資產出現違約的風險與首次確認日期出現違約的風險比較，並會考慮可得的合理且具理據的前瞻性資料，尤其納入以下指標：

- 內部信貸評級；
- 外部信貸評級(盡可能獲得)；及
- 業務、財務或經濟狀況的實際或預期重大不利變動而預期導致對方履行責任的能力出現重大變動

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(b) Credit risk *(Continued)*

Other financial assets at amortised cost (Continued)

A summary of the assumptions underpinning the Group's ECL model is as follows:

Category 類別	Definition of category 類別之定義	Basis for recognition of ECL provision 確認預期信貸虧損撥備之基準
Stage 1 第一階段	Exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit-impaired upon origination. 首次確認以來信貸風險未大幅增加，且產生後未出現信貸減值的風險。	Portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognised. 確認與未來12個月內發生違約事件的可能性相關的永久預期信貸虧損部分。
Stage 2 第二階段	Exposures where there has been a significant increase in credit risk since initial recognition but are not credit-impaired. 首次確認以來信貸風險已大幅增加，但未出現信貸減值的風險。	Lifetime expected losses (i.e. reflecting the remaining lifetime of the financial asset) is recognised. 確認永久預期虧損（即反映金融資產餘下年期）。
Stage 3 第三階段	Exposures are assessed as credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. 當發生一項或多項事件，對資產的估計未來現金流量具有負面影響時，則風險評估為信貸減值。	Lifetime expected losses is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount. 透過對攤銷成本（扣除撥備）（而非賬面總值）應用實際利率而確認永久預期虧損並計算利息收益。

3 金融風險管理 *(續)*

3.1 金融風險因素 *(續)*

(b) 信貸風險 *(續)*

*按攤銷成本計量的其他金融資產 *(續)**

本集團預期信貸虧損模式基於之假設概述如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

Other financial assets at amortised cost (Continued)

Loan and interest receivables

The Group manages and analyses the credit risk for each of their new borrowers before making loans to them and offering the terms and conditions. The directors of the Company would evaluate the credit quality of the borrower by assessing the identity, background, financial position, purpose of borrowings, etc. The Group may request for collateral after granting the loan, if necessary. The Group does not provide any guarantees which would expose the Group to credit risk. Over the terms of the loans, management of the Group accounts for its credit risk by appropriately providing for ECLs on a timely basis by reference to each of the borrower's financial capabilities and their repayment history, and adjust with current and forward-looking economic conditions.

As at 31 December 2024, the outstanding loan receivables were from the loans made to four (2023: seven) third parties.

Loans to the top borrower and top five borrowers constituted 28% and 100% (2023: 15% and 75%) of the Group's loan and interest receivables balance respectively as at 31 December 2024.

The Group rebutted the presumption of default under ECL model for loan and interest receivables over 90 days past due and set the criteria for default as over 180 days past due based on good repayment records for those loan borrowers having continuous business with the Group. They are assessed individually based on their probability of default and exposure of default with reference to historical credit loss experience, adjusted by current and forward-looking factors.

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 信貸風險(續)

按攤銷成本計量的其他金融資產(續)

應收貸款及利息

本集團於向新借款人作出貸款及提供條款及條件前管理及分析彼等各自的信貸風險。本公司董事將透過評估借款人的身份、背景、財務狀況及借款目的等評估借款人的信貸質素。如有需要，本集團可於授出貸款後要求提供抵押品。本集團不提供將會令本集團面臨信貸風險的任何擔保。在貸款期限內，本集團管理層通過參考各借款人的財務能力及其還款記錄，及時適當地計提預期信貸虧損，並根據當前和前瞻性經濟狀況進行調整，來說明其信貸風險。

於2024年12月31日，未償還應收貸款來自向四名(2023年：七名)第三方作出的貸款。

於2024年12月31日，本集團向最大借款人及五大借款人的貸款分別構成應收貸款及利息結餘的28%及100%(2023年：15%及75%)。

基於與本集團持續進行業務之貸款借款人還款記錄良好，本集團已推翻逾期超過90日之應收貸款及利息於預期信貸虧損模式下屬違約之假設並設定逾期180日以上的違約標準，而根據其違約可能性及違約風險，經參考過往信貸虧損經驗，並就現有及前瞻性因素調整後作出個別評估。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

Other financial assets at amortised cost (Continued)

Loan and interest receivables (Continued)

As at 31 December 2023, all the loan and interest receivable balances were not past due. The management has reviewed those borrowers with strong capacity to meet the contractual cash flow and satisfactory repayment history. The directors of the Company were of the opinion that aggregate risks arising from the possibility of credit losses were not significant and no allowance for credit losses were made as at 31 December 2023.

Movements in the gross amount of loan and interest receivables are as follows:

		Stage 1 第一階段 RMB'000 人民幣千元	Stage 2 第二階段 RMB'000 人民幣千元	Stage 3 第三階段 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2023	於 2023 年 1 月 1 日	58,587	—	—	58,587
Interest accrued during the year	年內應計利息	4,478	—	—	4,478
Repaid during the year	年內償還	(17,249)	—	—	(17,249)
Exchange adjustment	匯兌調整	376	—	—	376
At 31 December 2023 and 1 January 2024	於 2023 年 12 月 31 日及 2024 年 1 月 1 日	46,192	—	—	46,192
Interest accrued during the year	年內應計利息	2,867	—	—	2,867
Transfer	轉讓	(7,373)	—	7,373	—
Repaid during the year	年內償還	(23,243)	—	—	(23,243)
Exchange adjustment	匯兌調整	396	—	—	396
At 31 December 2024	於 2024 年 12 月 31 日	18,839	—	7,373	26,212

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 信貸風險(續)

按攤銷成本計量的其他金融資產(續)

應收貸款及利息(續)

於 2023 年 12 月 31 日，所有應收貸款及利息結餘均未逾期。管理層已審閱該等有能力滿足合約現金流量及令人滿意還款記錄的借款人。本公司董事認為，信貸虧損可能性產生的總體風險並不重大，故於 2023 年 12 月 31 日並無就信貸虧損計提撥備。

應收貸款及利息總額變動如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

Other financial assets at amortised cost (Continued)

Loan and interest receivables (Continued)

An analysis of changes in the corresponding ECL allowances is as follows:

		Stage 1 第一階段 RMB'000 人民幣千元	Stage 2 第二階段 RMB'000 人民幣千元	Stage 3 第三階段 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2023, 31 December 2023 and 1 January 2024	於2023年1月1日、 2023年 12月31日及 2024年1月1日	—	—	—	—
Impairment loss recognised (Note)	已確認減值虧損 (附註)	201	—	7,373	7,574
Exchange adjustment	匯兌調整	3	—	—	3
At 31 December 2024	於2024年 12月31日	204	—	7,373	7,577

Note: As a result of occurrence of default of a borrower for which the relevant loan and interest receivables were past due over 180 days, upon the policy of the Group, provision for ECLs for the entire balance of approximately RMB7,373,000 was made during the year, and the management of the Company has taken a legal action against this borrower for the recoverability of the debts.

附註：由於相關應收貸款及利息已逾期180日以上的一名借款人發生違約，根據本集團的政策，年內就全部結餘計提預期信貸虧損撥備約人民幣7,373,000元，本公司管理層已對該借款人採取有關收回債務的法律行動。

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(b) 信貸風險 (續)

按攤銷成本計量的其他金融資產 (續)

應收貸款及利息 (續)

相關預期信貸虧損撥備變動分析如下：

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(b) Credit risk *(Continued)*

Other financial assets at amortised cost (Continued)

Time deposit with original maturity over three months and cash at banks

The credit risk on deposits with banks is limited because the counterparties are several reputable and creditworthy banks. Management does not expect any losses from non-performance by these banks and financial institutions as they have no default history in the past. Therefore, expected credit loss rate of deposits with banks is assessed to be immaterial and no provision was made as at 31 December 2024 and 2023.

Deposits and other receivables (including amounts due from a non-controlling shareholder and a director)

For deposits and other receivables, management makes periodic collective assessments as well as individual assessment on the recoverability of deposits and other receivables based on historical settlement records and past experience. These balances are assessed by the management of the Group as low risk of default with no indicators to trigger a significant increase in credit risk nor deterioration of credit quality, since the relevant counterparties have strong capacity to meet the contractual cash flow.

3 金融風險管理 *(續)*

3.1 金融風險因素 *(續)*

(b) 信貸風險 *(續)*

按攤銷成本計量的其他金融資產 (續)

原到期日超過三個月的定期存款及銀行現金

銀行存款的信貸風險有限，原因是對手方為多家信譽良好的銀行。由於該等銀行及金融機構過往並無違約記錄，故管理層預期不會因該等銀行及金融機構不履約而產生任何虧損。因此，銀行存款的預期信貸虧損率被評估為不重大，且於2024年及2023年12月31日並無計提撥備。

按金及其他應收款項 (包括應收一名非控股股東及一名董事的款項)

就按攤銷成本計量的按金、其他應收款項而言，管理層根據過往結算記錄及過往經驗定期對按金及其他應收款項的可收回性進行集體評估及個別評估。該等結餘由本集團管理層評估為低違約風險，並無任何指標觸發信貸風險顯著增加或信貸質素惡化，原因為相關交易對手有強大能力滿足合約現金流量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk

With prudent liquidity risk management, the Group aim to maintain sufficient cash and cash equivalents and ensure the availability of funding through an adequate amount of available financing. It is the policy of the Group to regularly monitor current and expected liquidity requirements and to ensure that adequate funding is available for operating, investing and financing activities.

The table below analyses the Group's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

At 31 December 2024

		Within 1 year or on demand 按要求或 於1年內 RMB'000 人民幣千元	More than 1 year but less than 2 years 超過1年 但不足2年 RMB'000 人民幣千元	More than 2 years but less than 5 years 超過2年 但不足5年 RMB'000 人民幣千元	Total contractual undiscounted cash flows 合約貼現 現金流量總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
Trade and other payables	貿易及其他應付款項	48,294	-	8,178	56,472	56,472
Bank and other borrowings subject to a repayment on demand clause	附有應要求償還條款的 銀行及其他借款	50,784	-	-	50,784	50,784
Lease liabilities	租賃負債	11,586	3,993	235	15,814	15,286
		110,664	3,993	8,413	123,070	122,542

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(c) 流動資金風險

本集團審慎地進行流動資金風險管理，旨在維持充足的現金及現金等價物及確保可透過充足融資金額取得可用資金。本集團的方針為定期監控當前及預期流動資金需求，並確保擁有足夠的資金可用於營運、投資及融資活動。

下表顯示本集團的非衍生財務負債，按照相關的到期組別，根據由報告期末至合同到期日的剩餘期間進行分析。在表內披露的金額為合約性未貼現的現金流量。

於2024年12月31日

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

At 31 December 2023

		Within 1 year or on demand 按要求或 於1年內 RMB'000 人民幣千元	More than 1 year but less than 2 years 超過1年 但不足2年 RMB'000 人民幣千元	More than 2 years but less than 5 years 超過2年 但不足5年 RMB'000 人民幣千元	Total contractual undiscounted cash flows 合約貼現 現金流量總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
Trade and other payables	貿易及其他應付款項	38,819	–	8,178	46,997	46,997
Bank and other borrowings subject to a repayment on demand clause	附有應要求償還條款的銀行 及其他借款	52,602	–	–	52,602	52,602
Lease liabilities	租賃負債	7,063	4,867	17,615	29,545	25,489
Amount due to a director	應付一名董事款項	4,581	–	–	4,581	4,581
Contingent consideration payable for business combination	業務合併應付或然代價	–	9,000	–	9,000	8,115
		103,065	13,867	25,793	142,725	137,784

The following table summarises the maturity analysis of term loans with a repayable on demand clause based on agreed scheduled repayments as set out in the loan agreements. The amounts include interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in the "on demand" time band in the maturity analysis contained as above. Taking into account the Group's financial position, the Group does not consider that it is probable that the lenders will exercise its discretion to demand immediate repayment. The Group believes that such term loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

3 金融風險管理(續)

3.1 金融風險因素(續)

(c) 流動資金風險(續)

於2023年12月31日

下表概括介紹了根據貸款協議中約定的還款計劃，附有按要
求償還條款的定期貸款的到期
日分析。該等金額包括按合約
利率計算的利息支出。因此，
該等金額高於上述到期日分析
中「按要求」時間段內披露的
金額。考慮到本集團的財務狀
況，本集團認為貸款人行使酌
情權要求立即還款的可能性不
大。本集團認為，該等定期貸
款將按照貸款協議規定的預定
還款日期償還。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(c) 流動資金風險 (續)

Maturity Analysis — Term loans subject to a repayable on demand clause based on scheduled repayments

到期日分析 — 定期貸款根據計劃還款受按要求償還條款約束

		Total contractual undiscounted cash flows	Within 1 year	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years
		合約未貼現現金流量總額	1年內	超過1年但不足2年	超過2年但不足5年	超過5年
		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
At 31 December 2024	於2024年12月31日	59,676	21,049	10,717	13,064	14,846
At 31 December 2023	於2023年12月31日	69,701	12,764	14,558	21,607	20,772

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt plus net new debts.

The Group monitors its capital on the basis of the gearing ratio, which is expressed as a percentage of net debt divided by total capital. Net debt is calculated as the sum of bank and other borrowings, lease liabilities, amount due to a director and contingent consideration payable for business combination less the sum of time deposit with original maturity over three months and cash and cash equivalents. Total capital represents equity attributable to owners of the Company as shown on the consolidated statement of financial position.

3.2 資本風險管理

本集團的資本管理政策，是保障集團能繼續營運，以為所有者提供回報和為其他所有者提供利益，同時維持最佳的資本結構以減低資金成本。

為了維持或調整資本結構，本集團可能會調整支付予股東的股息數額、向股東退還資本、發行新股或出售資產以減低債務加新債務淨額。

本集團根據資產負債率監控其資本，而資產負債率為負債淨額除以資本總額所得百分比。負債淨額乃按照銀行及其他、租賃負債、應付一名董事款項及業務合併應付或然代價總和減到期日超過三個月的定期存款以及現金及現金等價物總和計算得出。資本總額為綜合財務狀況表所列的本公司擁有人應佔權益。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註^(續)

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.3 Fair value estimation

(a) Financial assets and liabilities measured at fair value

The table below analyses financial instruments carried at fair value, by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- | | |
|----------|---|
| Level 1: | Quoted prices (unadjusted) in active markets for identical assets or liabilities. |
| Level 2: | Inputs other than quoted prices included within level 1 that are observable for the assets or liabilities, either directly (that is, as prices) or indirectly (that is, derived from prices). |
| Level 3: | Inputs for the assets or liabilities that are not based on observable market data (that is, unobservable inputs). |

3 金融風險管理^(續)

3.3 公平值估計

(a) 按公平值計量的金融資產及負債

下表按計量公平值之估值技術所用輸入數據的層級，分析按公平值列賬之金融工具。有關輸入數據乃按下文所述而分類歸入公平值架構內的三個層級：

- | | |
|------|--|
| 第1級： | 相同資產或負債於活躍市場的報價(未經調整)。 |
| 第2級： | 資產或負債直接(即例如價格)或間接(即源自價格)可觀察的輸入數據(第1級所包括的報價除外)。 |
| 第3級： | 資產或負債並非依據可觀察市場數據的輸入數據(即不可觀察輸入數據)。 |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(a) Financial assets and liabilities measured at fair value (Continued)

The following table presents the Group's financial assets and liabilities that are measured at fair value at 31 December 2024 and 2023.

		Level 3	
		第3級	
		2024	2023
		2024年	2023年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Financial assets	金融資產	-	4,580
Financial liabilities	金融負債	-	8,115

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

3 金融風險管理 (續)

3.3 公平值估計 (續)

(a) 按公平值計量的金融資產及負債 (續)

下表呈列本集團於2024年及2023年12月31日按公平值計量的金融資產及負債。

如一項或多項重大輸入數據並非根據可觀察市場資料，則該金融工具列入第3級。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.3 Fair value estimation *(Continued)*

(a) Financial assets and liabilities measured at fair value *(Continued)*

Unlisted investment

As at 31 December 2023, the directors of the Company determined the fair value of the unlisted equity investment, which was determined using the income approach as it is considered as a better estimation of the future economic benefits derived from the unlisted investment. In this approach, the discounted cash flows method was used to capture the present value of the expected future economic benefits to be derived from the equity ownership of this unlisted shares.

As at 31 December 2024, the fair value of unlisted investment is determined using asset-based approach, which net assets value is the significant unobservable input. The change of valuation technique was due to the change of the investee's business development. In October 2024, following the failure of the business project under this investment during the current year, the shareholders of the unlisted investment passed a resolution to liquidate and deregister the unlisted investment. The directors of the Company assessed fair value of unlisted investment as at 31 December 2024 to be zero after taking into accounts remaining distributable resources from the investment and estimated liquidation costs, and accordingly a fair value loss of approximately RMB4,580,000 (2023: RMB1,513,000) was recognised during the year.

3 金融風險管理 *(續)*

3.3 公平值估計 *(續)*

(a) 按公平值計量的金融資產及負債 *(續)*

非上市投資

於2023年12月31日，本公司董事釐定非上市股本投資的公平值，由於收入法被視為對非上市投資所產生的未來經濟利益的最佳估計，故有關評估乃採用收入法釐定。在此方法中，貼現現金流量法用於計算從該非上市股份的股權所有權產生的預期未來經濟利益的現值。

於2024年12月31日，非上市投資的公平值採用資產基礎法釐定，其中資產淨值為重大不可觀察輸入數據。估值技術的變更乃由於投資對象業務發展的變化。於2024年10月，由於該投資項下的業務項目於本年度失敗，非上市投資的股東通過一項決議案對非上市投資進行清算及註銷。本公司董事於計及該投資的剩餘可分配資源及估計清算成本後，評估於2024年12月31日非上市投資的公平值為零，因此於年內確認公平值虧損約人民幣4,580,000元（2023年：人民幣1,513,000元）。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.3 Fair value estimation *(Continued)*

(a) Financial assets and liabilities measured at fair value *(Continued)*

Contingent consideration payable for business combination

As at 31 December 2023, the directors of the Company determined the fair value of contingent consideration payable for business combination which was determined using discounted cash flow method to capture the present value of the expected future cash outflows of the acquired group as detail in Note 33(c). The fair value measurement is negatively related to the discount rate used, i.e. an increase in discounted rate used in isolation would result in a decrease in the fair value measurement, and vice versa. Conversely, the fair value measurement is positively related to the probability-adjusted revenue and profit of above-mentioned acquired group, i.e. an increase in probability-adjusted revenue and profit in isolation would result in an increase in the fair value measurement, and vice versa.

As at 31 December 2024, the directors of the Company determined the fair value of contingent consideration payable for business combination to be zero, given that the audited revenue and audited net profit of acquired group for the year ended 31 December 2024 is not achieved during the guaranteed period.

3 金融風險管理 *(續)*

3.3 公平值估計 *(續)*

(a) 按公平值計量的金融資產及負債 *(續)*

業務合併的應付或然代價

於2023年12月31日，本公司董事已釐定業務合併應付或然代價的公平值，該公平值採用貼現現金流法釐定，以反映被收購集團預期未來現金流出的現值，詳見附註33(c)。公平值計量與使用的貼現率呈負相關，即單獨使用的貼現率增加會導致公平值計量減少，反之亦然。反之，公平值計量與上述被收購集團經概率調整後的收入及利潤呈正相關，即經概率調整後的收入及利潤單獨增加會導致公平值計量增加，反之亦然。

於2024年12月31日，鑒於被收購集團截至2024年12月31日止年度的經審核收益及經審核淨利潤未能於保證期間達致，本公司董事釐定業務合併應付或然代價的公平值為零。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(a) Financial assets and liabilities measured at fair value (Continued)

Contingent consideration payable for business combination (Continued)

The following table provides the information about Level 3 fair value measurements as at 31 December 2024 and 2023:

	2024 2024年 RMB'000	2023 2023年 RMB'000	Valuation techniques and Key inputs	Significant unobservable inputs	Relationship of key inputs and significant unobservable inputs to fair value	Rate/ range	Sensitivity of fair value to the input(s)
	人民幣千元	人民幣千元	估值技術及 主要輸入數據	重大不可觀察 輸入數據	主要輸入數據 及重大不可 觀察輸入數據 與公平值的關係	比率/範圍	公平值對輸入數據的敏感度
Financial assets							
金融資產							
Unlisted investment	-	4,580 (Note (ii))	Asset-based approach (2023: income approach)	Net asset value (2023: Discount for future cashflow forecast)	N/A (2023: Higher the rate of discount lower the fair value and vice versa)	N/A (2023: 16.9%)	5% increase/(decrease) in the net assets value (2023: discount rate of future cashflow forecast) would have no significant impact on the Group's profit or loss
非上市投資	-	4,580 (附註(ii))	資產基礎法 (2023年：收入法)	資產淨值 (2023年： 未來現金流量 預測貼現)	不適用(2023年： 貼現率愈高， 則公平值愈低， 反之亦然)	不適用 (2023年： 16.9%)	資產淨值增加/(減少)5% (2023年：未來現金流量預測的 貼現率)將不會對本集團的 損益產生重大影響
				N/A (2023: Discount for lack of marketability)	N/A (2023: Higher discount rate of lack of marketability, lower the fair value and vice versa)	15.69%	5% increase/(decrease) in the discount rate of lack of marketability would have no significant impact on the Group's profit or loss
				不適用 (2023年：缺乏 市場流通性貼現)	不適用 (2023年：缺乏 市場流通性 貼現率愈高， 則公平值愈低， 反之亦然)	15.69%	缺乏市場流通性貼現率 增加/(減少)5%將不會 對本集團的損益產生重大影響

3 金融風險管理(續)

3.3 公平值估計(續)

(a) 按公平值計量的金融資產及負債(續)

業務合併的應付或然代價(續)

下表提供於2024年及2023年12月31日有關第3級公平值計量的資料：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(a) Financial assets and liabilities measured at fair value (Continued)

Contingent consideration payable for business combination (Continued)

The following table provides the information about Level 3 fair value measurements as at 31 December 2024 and 2023: (Continued)

	2024 2024年 RMB'000	2023 2023年 RMB'000	Valuation techniques and Key inputs	Significant unobservable inputs	Relationship of key inputs and significant unobservable inputs to fair value	Rate/ range	Sensitivity of fair value to the input(s)
	人民幣千元	人民幣千元	估值技術及 主要輸入數據	重大不可觀察 輸入數據	主要輸入數據 及重大不可 觀察輸入數據 與公平值的關係	比率/範圍	公平值對輸入數據的敏感度
Financial liabilities							
金融負債							
Contingent consideration payable for business combination	-	8,115	Discounted cash flow	Discount rate used to derive the discounted cash flow	Higher the rate of discount lower the fair value and vice versa	N/A (2023: 4.75%)	5% increase/(decrease) in the discount rate of future cashflow forecast would have no significant impact on the Group's profit or loss
業務合併的應付或然代價			貼現現金流	用於計算貼現現金流的貼現率	貼現率愈高，則公平值愈低，反之亦然	不適用 (2023年：4.75%)	未來現金流量預測的貼現率增加/(減少)5%將不會對本集團的損益產生重大影響
				Net income used to derive the discounted cash flow	Lower net income, lower the fair value and vice versa	N/A (2023: RMB1,990,000 to RMB5,149,000)	5% increase/(decrease) in the net income of future cashflow forecast would have no significant impact on the Group's profit or loss
				用於計算貼現現金流的淨收入	淨收入愈低，則公平值愈低，反之亦然	不適用 (2023年：人民幣1,990,000元至人民幣5,149,000元)	未來現金流預測的淨收入上升/(下降)5%將不會對本集團的損益產生重大影響

3 金融風險管理 (續)

3.3 公平值估計 (續)

(a) 按公平值計量的金融資產及負債 (續)

業務合併的應付或然代價 (續)

下表提供於2024年及2023年12月31日有關第3級公平值計量的資料：(續)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(a) Financial assets and liabilities measured at fair value (Continued)

The following table presents the changes in level 3 instruments for the years ended 31 December 2024 and 2023:

		2024 2024年		2023 2023年	
		Unlisted investment	Contingent consideration payable for business combination	Unlisted investment	Contingent consideration payable for business combination
		非上市投資	業務合併的應付或然代價	非上市投資	業務合併的應付或然代價
		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
At 1 January	於1月1日	4,580	(8,115)	6,093	-
Acquisition of subsidiaries (Note 33(c))	收購附屬公司(附註33(c))	-	-	-	(8,052)
Changes in fair value recognised in profit or loss	於損益中確認的公平值變動	(4,580)	8,115	(1,513)	(63)
At 31 December	於12月31日	-	-	4,580	(8,115)
Unrealised (loss)/gain recognised in profit or loss and included other income, gains and losses, net	於損益確認的未變現(虧損)/收益或計入其他收入、收益及虧損淨額	(4,580)	8,115	(1,513)	(63)

(b) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost were not materially different from their fair values as at 31 December 2024 and 2023.

3 金融風險管理(續)

3.3 公平值估計(續)

(a) 按公平值計量的金融資產及負債(續)

下表呈列於截至2024年及2023年12月31日止年度之第3級工具變動：

(b) 並非按公平值列賬的金融資產與負債的公平值

於2024年及2023年12月31日，本集團按成本或攤銷成本列賬的金融工具的賬面值與其公平值並無重大差異。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Impairment of non-financial assets other than goodwill

Non-financial assets (including property, plant and equipment, right-of-use assets and intangible assets with finite useful life) are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs, including allocation of corporate assets when a reasonable consistent basis of allocation can be established, otherwise recoverable amount is determined at the smallest group of cash-generating units, for which the relevant corporate assets have been allocated. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts.

4 關鍵會計估計及判斷

估計及判斷乃依據過往經驗及其他因素(包括在相應情況下對未來事件作出視為合理的預期)進行持續評估。

本集團對未來作出估計及假設。會計估計結果，顧名思義，極少與有關實際結果相同。下文討論相當有可能導致須對下個財政年度的資產及負債的賬面值作出重大調整的估計及假設。

(a) 非金融資產(商譽除外)的減值

非金融資產(包括物業、廠房及設備、使用權資產及可使用年期有限的無形資產)按成本扣除累計折舊及減值(如有)列賬。在釐定資產有否減值時，本集團需運用判斷並作出假設，尤其是評估：(1)是否已發生可能影響資產價值的事件或任何指標；(2)可收回金額(倘為使用價值，則為基於持續使用資產而估計未來現金流量的現值淨額)能否支持該項資產的賬面值；及(3)於估計可收回金額時使用的適當關鍵假設(包括現金流量預測及適當貼現率)。若無法估計個別資產的可收回金額，本集團則會估計相關資產所屬現金產生單位的可收回金額，包括在可制定合理且一致的分配合適時分配企業資產，否則可收回金額按已獲相關分配企業資產的現金產生單位最小分組釐定。現金流量預測中相關假設及估計(包括貼現率或增長率)的變動可能對估計可收回金額產生重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (Continued)

(a) Impairment of non-financial assets other than goodwill (Continued)

As at 31 December 2024, the carrying amounts of right-of-use assets subject to impairment assessment were approximately RMB23,038,000 (2023: RMB21,719,000), after taking into account the impairment losses of approximately RMB4,793,000 (2023: RMB2,846,000) in respect of right-of-use assets that have been recognised respectively. Details of the impairment of right-of-use assets is disclosed in Note 15.

(b) Income taxes

Determining income tax provisions involves judgement on the future tax treatment of certain transactions and interpretation of tax rules in various jurisdictions. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in respective tax legislation.

Deferred tax assets/liabilities are recognised for tax losses not yet utilised, taxable temporary differences arising from revaluation of investment properties and other deductible or taxable temporary differences. As those deferred tax assets can only be recognised to the extent that it is probable that future profit will be available against which the unused tax loss can be utilised, management's judgement is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets are recognised only if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

4 關鍵會計估計及判斷(續)

(a) 非金融資產(商譽除外)的減值(續)

於2024年12月31日，須進行減值評估的使用權資產賬面值為約人民幣23,038,000元(2023年：人民幣21,719,000元)，經計及已確認的使用權資產相關減值虧損約人民幣4,793,000元(2023年：人民幣2,846,000元)。使用權資產減值詳情於附註15披露。

(b) 所得稅

釐定所得稅撥備涉及對若干交易的未來稅務處理方法的判斷，以及對不同司法管轄區稅務條例的詮釋。本集團謹慎地評估交易的稅務影響，從而計提稅務撥備。有關交易的稅務處理方法需要定期檢討考慮有關稅法上的所有變動。

遞延稅項資產／負債乃就重估投資物業未動用的稅項虧損及應課稅暫時性差異及其他可抵扣或應課稅暫時性差異進行確認。由於該等遞延稅項資產僅可在可能有未來溢利用於抵銷未動用稅項虧損時進行確認，管理層須作出判斷，以評估出現未來應課稅溢利的可能性。管理層的評估會持續覆檢，而倘若未來應課稅溢利有可能使遞延稅項資產獲得收回，則方會確認額外的遞延稅項資產。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS *(Continued)*

(c) Impairment of trade receivables

The Group considers the ECLs of trade receivables are based on management's estimate of the lifetime ECLs which is taking into account the historical loss experience, ageing of overdue trade receivables, customers' repayment history, customers' financial position and an assessment of both the current and forecast general economic conditions, all of which involve a significant degree of management judgement.

The provision of ECLs is sensitive to changes in circumstances and of forecast general economic conditions. The information about the ECLs and the Group's trade receivables are disclosed in Notes 3.1(b) and 18 respectively. If the financial condition of the customers or the forecast economic conditions were to deteriorate, actual loss allowance would be higher than estimated.

Based on the management's best estimates, the carrying amount of trade receivables as at 31 December 2024 was approximately RMB67,832,000 (2023: RMB39,913,000), net of loss allowance of approximately RMB2,055,000 (2023: Nil).

4 關鍵會計估計及判斷 *(續)*

(c) 貿易應收款項減值

本集團認為，貿易應收款項的預期信貸虧損乃基於管理層對全期預期信貸虧損的估計，當中計及過往虧損經驗、逾期貿易應收款項的賬齡、客戶的還款記錄、客戶的財務狀況以及對當前及預測整體經濟狀況的評估，上述各項均涉及重大程度的管理層判斷。

預期信貸虧損撥備對環境及預測整體經濟狀況的變動敏感。有關預期信貸虧損及本集團貿易應收款項的資料分別於附註3.1(b)及18披露。倘客戶的財務狀況或預測經濟狀況惡化，則實際虧損撥備將高於估計。

根據管理層的最佳估計，於2024年12月31日，貿易應收款項的賬面值約為人民幣67,832,000元(2023年：人民幣39,913,000元)，扣除虧損撥備約人民幣2,055,000元(2023年：無)。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS *(Continued)*

(d) Impairment of loan and interest receivables

The measurement of impairment of loan and interest receivables requires judgement and estimation on the amount and timing of future cash flows with, in particular, assessment of the collateral values, if any, and a significant increase in credit risk. During the judgement process, the impairment of loan and interest receivables is assessed on 12-month ECLs basis as there has been no significant increase in credit risk since initial recognition unless there has been a significant increase in credit risk of the receivables, in which case the loss allowance is measured at an amount equal to lifetime ECLs. In measuring whether the credit risk of receivables has increased significantly, the management has taken into accounts occurrence of default event, expected future cash flows and both the current and forecast general economic conditions.

The provision of ECLs is sensitive to changes in estimates. The information about the ECLs and the Group's loan and interest receivables are disclosed in Notes 3.1(b) and 18 respectively.

Based on the management's best estimates, the carrying amount of loan and interest receivables as at 31 December 2024 was approximately RMB18,635,000 (2023: RMB46,192,000), net of loss allowance of approximately RMB7,577,000 (2023: Nil).

4 關鍵會計估計及判斷 *(續)*

(d) 應收貸款及利息減值

計量應收貸款及利息減值需要對未來現金流量的金額及時間作出判斷及估計，尤其是評估抵押品價值（如有）及信貸風險顯著增加。於判斷過程中，應收貸款及利息之減值按12個月預期信貸虧損基準評估，原因為信貸風險自初始確認以來並無顯著增加，除非應收款項之信貸風險顯著增加，在此情況下，虧損撥備按相等於全期預期信貸虧損之金額計量。於計量應收款項的信貸風險是否大幅增加時，管理層已考慮違約事件的發生、預期未來現金流量以及當前及預測整體經濟狀況。

預期信貸虧損撥備對估計變動敏感。有關預期信貸虧損及本集團應收貸款及利息的資料分別於附註3.1(b)及18披露。

根據管理層的最佳估計，於2024年12月31日，應收貸款及利息的賬面值約為人民幣18,635,000元（2023年：人民幣46,192,000元），扣除虧損撥備約人民幣7,577,000元（2023年：無）。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (Continued)

(e) Fair value of Level 3 financial instruments

Where the fair value of financial assets and financial liabilities recorded in the consolidated statement of financial position cannot be derived from active markets, their fair value is determined using valuation techniques including asset-based approach, income approach and discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. The judgements include considerations of inputs such as discount rate, risk-free interest rate, volatility and probability. Changes in assumptions about these factors could affect the reported fair value of financial instruments (including financial asset at fair value through profit or loss and contingent consideration payable for business combination).

5 SEGMENT INFORMATION

The Group's operating segments, which also represent the Group's reportable segments, are determined based on information reported to the chief operating decision-maker of the Group, who has been identified as the executive directors of the Company. Chief operating decision-maker reviews the Group's internal reports in order to assess performance, allocate resources and determine the operating segments.

The Group is organised into business units based on their products and services and has four reportable operating segments as follows:

- (i) Transportation service;
- (ii) Warehousing service;
- (iii) In-plant logistics service; and
- (iv) Customisation service.

4 關鍵會計估計及判斷 (續)

(e) 第3級金融工具的公平值

當綜合財務狀況表中錄得的金融資產及金融負債的公平值無法從活躍市場中獲得時，其公平值採用估值技術釐定，包括資產基礎法、收益法及貼現現金流模型。在可能的情況下，該等模型的輸入值來自可觀察市場，但在不可行的情況下，於釐定公平值時需要進行一定程度的判斷。該等判斷包括對貼現率、無風險利率、波動率及概率等輸入值的考慮。該等因素假設的變化可能會影響金融工具（包括按公平值計入損益的金融資產及企業合併應付或然代價）報告的公平值。

5 分部資料

本集團之經營分部亦指本集團之可報告分部，乃基於報告予身份為本公司執行董事的本集團主要營運決策者的資料而釐定。主要營運決策者審閱本集團之內部報告，以評估業績、分配資源及釐定經營分部。

本集團根據產品及服務劃分業務單位並擁有以下四個可呈報經營分部：

- (i) 運輸服務；
- (ii) 倉儲服務；
- (iii) 廠內物流服務；及
- (iv) 定製服務。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

5 SEGMENT INFORMATION (Continued)

Reportable segment results represent the profit or loss resulted by each segment and exclude interest income from bank deposits, loan receivables measured at amortised cost, fair value change of financial assets at FVPL and contingent consideration payable for business combination, and unallocated corporate income and expenses.

The following is an analysis of the Group's revenue from contracts with customers and results by segment:

Year ended 31 December 2024

		Transportation service	Warehousing service	In-plant logistics service	Customisation service	Total
		運輸服務	倉儲服務	廠內 物流服務	定製服務	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Segment revenue:	分部收益：					
Sales to external customers	對外部客戶的銷售	173,683	23,976	56,836	1,719	256,214
Segment results	分部業績	5,584	(15,130)	5,278	(1,346)	(5,614)
Interest income from bank deposits	銀行存款利息收入					761
Interest income from loan receivables	來自應收貸款的利息收入					2,867
Unrealised loss on fair value change of financial assets at FVPL	按公平值計入損益的金融資產公平值變動的未變現虧損					(4,580)
Fair value change on contingent consideration payable for business combination	業務合併應付或然代價的公平值變動					8,115
Unallocated corporate income	未分配企業收入					3,637
Unallocated corporate expenses	未分配企業開支					(35,328)
Loss before income tax	除所得稅前虧損					(30,142)

5 分部資料(續)

可呈報分部業績指各分部產生的損益(不包括來自銀行存款、以攤銷成本計量的應收貸款的利息收入、按公平值計入損益的金融資產的公平值變動及業務合併應付或然代價以及未分配企業收入及開支)。

以下為本集團按分部劃分的客戶合約收益及業績分析：

截至2024年12月31日止年度

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

5 SEGMENT INFORMATION (Continued)

The following is an analysis of the Group's revenue from contracts with customers and results by segment: (Continued)

Year ended 31 December 2024 (Continued)

5 分部資料 (續)

以下為本集團按分部劃分的客戶合約收益及業績分析：(續)

截至2024年12月31日止年度 (續)

		Transportation service	Warehousing service	In-plant logistics service	Customisation service	Unallocated	Total
		運輸服務	倉儲服務	廠內 物流服務	定製服務	未獲分配	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Other segment information:	其他分部資料：						
Amortisation of intangible assets	無形資產攤銷	165	-	-	-	-	165
Depreciation of property, plant and equipment	物業、廠房及設備折舊	76	167	17	-	945	1,205
Depreciation of right-of-use assets	使用權資產折舊	805	3,693	-	-	2,931	7,429
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	3	10	-	-	-	13
Impairment of right-of-use assets	使用權資產減值	-	1,947	-	-	-	1,947
Impairment loss on trade receivables	貿易應收款項減值虧損	2,055	-	-	-	-	2,055
Impairment loss on loan and interest receivables	應收貸款及利息減值虧損	-	-	-	-	7,574	7,574

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

5 SEGMENT INFORMATION (Continued)

The following is an analysis of the Group's revenue from contracts with customers and results by segment: (Continued)

Year ended 31 December 2023

5 分部資料(續)

以下為本集團按分部劃分的客戶合約收益及業績分析：(續)

截至2023年12月31日止年度

		Transportation service	Warehousing service	In-plant logistics service	Customisation service	Total
		運輸服務	倉儲服務	廠內物流 服務	定製服務	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Segment revenue:	分部收益：					
Sales to external customers	對外部客戶的銷售	50,335	19,276	62,932	1,338	133,881
Segment results	分部業績	10,256	(30,705)	14,127	(377)	(6,699)
Interest income from bank deposits	銀行存款利息收入					1,052
Interest income from loan receivables	來自應收貸款的利息收入					4,478
Unrealised loss on fair value change of financial assets at FVPL	按公平值計入損益的金融資產 公平值變動的未變現虧損					(1,513)
Fair value change on contingent consideration payable for business combination	業務合併應付或然代價的 公平值變動					(63)
Unallocated corporate income	未分配企業收入					5,641
Unallocated corporate expenses	未分配企業開支					(36,302)
Loss before income tax	除所得稅前虧損					(33,406)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

5 SEGMENT INFORMATION (Continued)

The following is an analysis of the Group's revenue from contracts with customers and results by segment: (Continued)

Year ended 31 December 2023 (Continued)

	Transportation service	Warehousing service	In-plant logistics service	Customisation service	Unallocated	Total
	運輸服務	倉儲服務	廠內物流 服務	定製服務	未獲分配	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Other segment information:	其他分部資料：					
Amortisation of intangible assets	27	-	-	-	-	27
Depreciation of property, plant and equipment	214	131	-	-	1,292	1,637
Depreciation of right-of-use assets	-	2,496	-	-	1,356	3,852
Gain on disposal of property, plant and equipment	-	(485)	-	-	-	(485)
Impairment of right-of-use assets	-	2,846	-	-	-	2,846

Segment assets and liabilities

No segment assets and segment liabilities and other segment information are presented as such amounts are not reviewed by the Group's chief operating decision-makers for the purpose of resource allocation and performance assessment or otherwise regularly provided to the Group's chief operating decision-makers.

Geographical information

The Group principally operates in the PRC.

During the year ended 31 December 2024, 98% (2023: 96%) of the Group's revenue from external customers, based on the operation location of respective customers, is derived from the PRC.

5 分部資料 (續)

以下為本集團按分部劃分的客戶合約收益及業績分析：(續)

截至2023年12月31日止年度 (續)

分部資產及負債

由於有關金額並未經本集團主要營運決策者審閱以進行資源分配及表現評估或因其他原因而並未定期提供予本集團主要營運決策者，故並無呈列分部資產及分部負債以及其他分部資料。

地區資料

本集團主要於中國經營業務。

於截至2024年12月31日止年度，根據相關客戶的經營地點，本集團來自外部客戶收益的98% (2023年：96%) 來自中國。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

5 SEGMENT INFORMATION (Continued)

Geographical information (Continued)

The Group's non-current assets other than goodwill, deferred income tax assets and financial instruments by geographical locations, which are determined by the geographical locations in which the asset is located in the case of property, plant and equipment, right-of-use assets, intangible assets and deposit in relation to purchase of property, plant and equipment are as follows:

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Non-current assets	非流動資產		
The PRC	中國	63,175	62,380
Hong Kong	香港	306	11
		63,481	62,391

Information about major customers

Revenue from major customers, each of whom amounted to 10% or more of the Group's revenue, is set out below:

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Customer A	客戶 A	57,322	24,568
Customer B	客戶 B	49,800	51,759

5 分部資料(續)

地區資料(續)

本集團按地理位置(倘為物業、廠房及設備、使用權資產、無形資產及有關購買物業、廠房及設備的按金，則按資產所在之地理位置釐定)劃分的非流動資產(不包括商譽、遞延所得稅資產及金融工具)如下：

有關主要客戶的資料

佔本集團收益10%或以上的主要客戶收益載列如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

6 REVENUE FROM CONTRACTS WITH CUSTOMERS

Disaggregation of revenue from contracts with external customers

6 來自客戶合約的收益

來自外部客戶合約收益的分析

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Revenue from contracts with customers within the scope of HKFRS 15:	香港財務報告準則第15號範圍內的來自客戶合約的收益：		
Recognised over time	隨時間確認		
— Transportation service	— 運輸服務	173,683	50,335
— Warehousing service	— 倉儲服務	23,976	19,276
— In-plant logistics service	— 廠內物流服務	56,836	62,932
Recognised at a point in time	於某一時點確認		
— Customisation service	— 定製服務	1,719	1,338
		256,214	133,881

All revenue contracts have an expected duration of one year or less. As permitted under HKFRS 15, the transaction price allocated to those unsatisfied performance obligations under these contracts is not disclosed.

所有收益合約的預期期限均為一年或以下期限。誠如香港財務報告準則第15號所允許，並無披露分配至該等合約項下該等未達成履約責任合約的交易價格。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

7 OTHER INCOME, GAINS AND LOSSES, NET 7 其他收入、收益及虧損淨額

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Interest income from bank deposits	銀行存款利息收入	761	1,052
Interest income from loan receivables	應收貸款利息收入	2,867	4,478
Interest income from rental deposits	租賃按金利息收入	33	93
Government grants (Note)	政府撥款(附註)	179	1,020
(Loss)/gain on disposal of property, plant and equipment, net	出售物業、廠房及設備的 (虧損)/收益淨額	(13)	485
Loss on disposal of subsidiaries (Note 33(a))	出售附屬公司虧損(附註33(a))	(1,687)	—
Gain on early termination of lease	提早終止租賃收益	680	—
Unrealised loss on fair value change of financial assets at FVPL	按公平值計入損益的金融資產 公平值變動的未變現虧損	(4,580)	(1,513)
Change in fair value on contingent consideration payable for business combination	業務合併的應付或然代價的 公平值變動	8,115	(63)
Net foreign exchange gains	匯兌收益淨額	1,473	3,258
Others	其他	1,272	785
		9,100	9,595

Note:

For the years ended 31 December 2024 and 2023, the amount mainly included government grants to the Group for retention of staff and value-added tax ("VAT") credit granted under the VAT policy with no unfulfilled conditions attached before recognition.

附註：

截至2024年及2023年12月31日止年度，有關金額主要包括為留聘員工而給予本集團的政府撥款，以及根據增值稅（「增值稅」）政策下的增值稅抵扣，而於確認前並無附帶未達成條件。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

8 僱員福利開支(包括董事酬金)

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Fees, wages and salaries, and other allowances	袍金、工資及薪金以及其他津貼	62,123	57,038
Contribution to defined contribution plans	定額供款計劃供款	9,799	9,706
		71,922	66,744

As at 31 December 2024 and 2023, the Group's subsidiaries operating in the PRC have to make contribution to staff retirement scheme managed by local government authorities in accordance with the relevant rules and regulations. Contributions to these schemes are charged to profit or loss as and when incurred. The Group has no legal or constructive obligations to pay further contributions.

The Company does not operate any other defined contribution schemes, and as such, there is no forfeited contributions, nor does the Company employ any actuary for defined benefit plans.

於2024年及2023年12月31日，本集團於中國經營的附屬公司須按照相關規則及法規向當地政府部門管理的員工退休計劃供款。對有關計劃作出的供款於產生時計入合併損益表。本集團並無支付額外供款的法定或推定責任。

本公司並無運作任何其他界定供款計劃，因此，概無任何沒收供款，亦並無就界定福利計劃僱傭任何精算師。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

(Continued)

(a) Benefits and interest of directors

(i) Directors' emoluments

Directors' and chief executive's remuneration for the year ended 31 December 2024 are set out below:

		Salaries, allowances and benefits in kind 薪金、津貼及 袍金 RMB'000 人民幣千元	Discretionary bonus 酌情花紅 RMB'000 人民幣千元	Contribution to defined contribution plans 定額供款 計劃供款 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Executive directors:	執行董事：				
Mr. Le Kang	樂康先生	664	–	–	2,323
Mr. Li Jiahao (Note vi)	黎嘉浩先生(附註vi)	480	267	53	800
Mr. Li Jiali (Note viii)	黎嘉力先生(附註viii)	400	273	53	726
Mr. Li Zhigang* (Note ii)	李志剛先生*(附註ii)	406	–	–	406
Mr. Du Yingyou (Note i)	杜穎友先生(附註i)	553	–	–	553
Ms. Liu Ping (Note iv)	劉萍女士(附註iv)	79	–	–	79
Independent non-executive directors:	獨立非執行董事：				
Mr. Yu Chun Man (Note v)	余俊文先生(附註v)	81	–	–	81
Mr. Lau Wai Piu Patrick	劉偉彪先生	111	–	–	111
Dr. Wang Yi	王軼博士	111	–	–	111
Mr. Chan Koon Yung	陳冠勇先生	111	–	–	111
Mr. Zhang Yao (Note vii)	張耀先生(附註vii)	52	–	–	52
		3,048	540	106	5,353

8 僱員福利開支(包括董事酬金) (續)

(a) 福利及董事權益

(i) 董事酬金

董事及最高行政人員截至2024年12月31日止年度的酬金載列如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

(Continued)

(a) Benefits and interest of directors (Continued)

(i) Directors' emoluments (Continued)

Directors' and chief executive's remuneration for the year ended 31 December 2023 are set out below:

		Salaries, allowances and benefits in kind 薪金、津貼及 實物利益	Discretionary bonus 酌情花紅	Contribution to defined contribution plans 定額供款 計劃供款	Total 總計
	Fees 袍金 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
<i>Executive directors:</i>	<i>執行董事：</i>				
Mr. Le Kang	樂康先生	650	–	–	650
Mr. Li Jiahao* (Note vi)	黎嘉浩先生* (附註vi)	480	319	53	852
Mr. Li Jiali (Note viii)	黎嘉力先生(附註viii)	480	325	53	858
Mr. Song Ruipeng (Note iii)	宋瑞鵬先生(附註iii)	–	–	–	–
Mr. Li Zhigang (Note ii)	李志剛先生(附註ii)	7	–	–	7
Mr. Du Yingyou (Note i)	杜穎友先生(附註i)	291	–	–	291
<i>Non-executive director:</i>	<i>非執行董事：</i>				
Mr. Du Yingyou (Note i)	杜穎友先生(附註i)	50	–	–	50
<i>Independent non-executive directors:</i>	<i>獨立非執行董事：</i>				
Mr. Yu Chun Man (Note v)	余俊文先生(附註v)	119	–	–	119
Mr. Lau Wai Piu Patrick	劉偉彪先生	108	–	–	108
Dr. Wang Yi	王軼博士	108	–	–	108
Mr. Chan Koon Yung	陳冠勇先生	108	–	–	108
		2,401	644	106	3,151

* Mr. Li Zhigang and Mr. Li Jiahao are the Chief Executive Officer in 2024 and 2023 respectively.

8 僱員福利開支(包括董事酬金)

(續)

(a) 福利及董事權益(續)

(i) 董事酬金(續)

各董事及最高行政人員截至2023年12月31日止年度的酬金載列如下：

* 李志剛先生及黎嘉浩先生分別於2024年及2023年擔任首席執行官。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

(Continued)

(a) Benefits and interest of directors (Continued)

(i) Directors' emoluments (Continued)

Notes:

- (i) Mr. Du Yingyou has been redesignated from a non-executive director to an executive director on 19 June 2023 and resigned as executive director on 17 March 2025.
- (ii) Mr. Li Zhigang has been appointed as an executive director on 9 December 2023 and has been appointed as the chief executive officer of the Company on 9 September 2024.
- (iii) Mr. Song Ruipeng has been removed as an executive director on 9 December 2023.
- (iv) Ms. Liu Ping has been appointed as executive director on 15 April 2024.
- (v) Mr. Yu Chun Man has resigned as independent non-executive director on 30 August 2024.
- (vi) Mr. Li Jiahao has stepped down from the position of the chief executive officer of the Company on 9 September 2024. His position as an executive director remains unchanged.
- (vii) Mr. Zhang Yao has been appointed as an independent non-executive director on 9 September 2024.
- (viii) Mr. Li Jiali has resigned as executive director on 29 October 2024.

None of the directors waived any emolument during the year ended 31 December 2024 (2023: Nil).

No emoluments were paid by the Group to the directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office during the year ended 31 December 2024 (2023: Nil).

8 僱員福利開支(包括董事酬金) (續)

(a) 福利及董事權益(續)

(i) 董事酬金(續)

附註：

- (i) 杜穎友先生已於2023年6月19日由非執行董事調任為執行董事，並於2025年3月17日辭任執行董事。
- (ii) 李志剛先生已於2023年12月9日獲委任為執行董事，並於2024年9月9日獲委任為本公司首席執行官。
- (iii) 宋瑞鵬先生已於2023年12月9日被罷免執行董事。
- (iv) 劉萍女士已於2024年4月15日獲委任為執行董事。
- (v) 余俊文先生已於2024年8月30日辭任獨立非執行董事。
- (vi) 黎嘉浩先生已於2024年9月9日辭任本公司首席執行官一職。其執行董事職位維持不變。
- (vii) 張耀先生已於2024年9月9日獲委任為獨立非執行董事。
- (viii) 黎嘉力先生已於2024年10月29日辭任執行董事。

截至2024年12月31日止年度，概無董事放棄任何酬金(2023年：無)。

截至2024年12月31日止年度，本集團概無向本公司董事支付酬金作為邀請加入或加入本集團後的獎勵或作為離職補償(2023年：無)。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

(Continued)

(a) Benefits and interest of directors *(Continued)*

(ii) Directors' retirement and termination benefits

No retirement benefits were paid to or receivable by any directors in respect of their other services in connection with the management of the affairs of the Company or its subsidiaries undertaking during the year ended 31 December 2024 (2023: Nil).

No payment was made to the directors as compensation for early termination of the appointment during the year ended 31 December 2024 (2023: Nil).

(iii) Consideration provided to third parties for making available directors' services

The Company did not pay consideration to any third parties for making available directors' services for the year ended 31 December 2024 (2023: Nil).

(iv) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

During the year ended 31 December 2024, there were no loans, quasi-loans and other dealing arrangements in favour of the directors, or controlled body corporates and connected entities of such directors (2023: Nil).

8 僱員福利開支(包括董事酬金) (續)

(a) 福利及董事權益(續)

(ii) 董事退休及終止福利

截至2024年12月31日止年度，概無董事因提供有關本公司或其附屬公司事務管理的其他服務而收取或應收退休福利(2023年：無)。

截至2024年12月31日止年度，概無董事因提前終止受聘而獲支付任何補償(2023年：無)。

(iii) 就獲提供董事服務向第三方提供的代價

截至2024年12月31日止年度，本公司概無就獲提供董事服務向任何第三方支付代價(2023年：無)。

(iv) 有關以董事、董事控制的法團及其關連實體為受益人的貸款、類似貸款及其他交易的資料

截至2024年12月31日止年度，概無以董事、董事控制的法團及其關連實體為受益人的貸款、類似貸款及其他交易安排(2023年：無)。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

(Continued)

(a) Benefits and interest of directors *(Continued)*

(v) Directors' material interests in transactions, arrangements or contracts

Save as disclosed in the Note 29, no significant transactions, arrangements and contracts in relation to the Group's business to which the Company or any of the subsidiaries of the Company was a party and in which a director of the Group had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2024 (2023: Nil).

(b) Five highest paid individuals

Of the five individuals with the highest emoluments, four (2023: three) individuals are directors whose emoluments are disclosed in Note 8(a)(i). The aggregate of the emoluments in respect of the other one (2023: two) individuals are as follows:

8 僱員福利開支(包括董事酬金) *(續)*

(a) 福利及董事權益 *(續)*

(v) 董事於交易、安排或合約中的重大權益

除附註29所披露者外，於截至2024年12月31日止年度年末或任何時間並無存續本公司或本公司任何附屬公司訂立之就本集團業務而言屬重大而本集團董事直接或間接擁有重大權益之交易、安排及合約(2023年：無)。

(b) 五名最高薪酬人士

五名最高薪酬人士中，四名(2023年：三名)人士為董事，其酬金於附註8(a)(i)披露。其餘一名(2023年：兩名)人士的酬金總額如下：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Wages and salaries	工資及薪金	1,121	1,933
Contribution to defined contribution plans	定額供款計劃供款	—	—
		1,121	1,933

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

(Continued)

(b) Five highest paid individuals *(Continued)*

The emoluments of the remaining one (2023: two) highest paid individuals other than the directors fell within the following bands:

		Number of individuals 人數	
		2024 2024年	2023 2023年
Emolument band	薪酬範圍		
— Nil to HKD1,000,000	— 0港元至 1,000,000港元	—	1
— HKD1,000,001 to HKD1,500,000	— 1,000,001港元至 1,500,000港元	1	1

None of the above individuals who are not directors of the Company received any emoluments from the Group as an inducement to join or upon joining the Group or compensations for loss of office.

8 僱員福利開支(包括董事酬金) (續)

(b) 五名最高薪酬人士(續)

除董事外的其餘一名(2023年：兩名)
最高薪酬人士的薪酬介乎以下範圍：

概無上述非本公司董事的人士自本集團收取任何酬金作為加入本集團或於加入本集團時之誘因或對辦公室人士離職的補償。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

9 OTHER EXPENSES

9 其他開支

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Auditor's remuneration	核數師薪酬	968	1,283
Entertainment expenses	招待開支	2,747	2,453
Fleet operating expenses	車隊營運開支	4,906	4,682
Insurance expenses	保險開支	752	806
Legal and professional fees	法律及專業費用	6,016	5,103
Other taxes and surcharges	其他稅項及附加費	525	318
Outsourced labour costs	外包勞工成本	10,959	9,464
Repair and maintenance expenses	維修及保養開支	810	435
Telephone and communication fees	電話及電訊費	368	360
Travelling expenses	差旅開支	1,383	1,511
Utilities expenses	公用設施開支	981	575
Other operating expenses	其他營運開支	5,933	4,724
		36,348	31,714

10 FINANCE COSTS

10 融資成本

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Interest expenses on lease liabilities (Note 15(b))	租賃負債利息開支 (附註 15(b))	968	501
Interest expenses on bank and other borrowings	銀行及其他借款利息開支	3,003	556
		3,971	1,057

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

11 INCOME TAX

(a) PRC Enterprise Income Tax

The PRC Enterprise Income Tax ("EIT") is calculated at 25% (2023: 25%) of the estimated assessable profits for the current year.

Certain subsidiaries of the Company is entitled to preferential tax concession rate at 15% as it has obtained the High and New Tech Enterprises licence.

Certain subsidiaries of the Company is qualified as a small and thin-profit enterprise. Provision for the EIT has been provided at a tax rate of 5% on the annual taxable income up to RMB3,000,000 (inclusive) arising in the PRC during the period.

(b) Hong Kong Profits Tax

Hong Kong Profits Tax is calculated at 16.5% (2023: 16.5%) on the estimated assessable profit. No provision for Hong Kong Profits Tax has been made for the subsidiaries incorporated in Hong Kong as there are no assessable profits for both current and prior years.

(c) Egypt corporate income tax

Egypt corporate income tax is calculated at 22.5% (2023: 22.5%) of the estimated assessable profits for the current year.

11 所得稅

(a) 中國企業所得稅

中國企業所得稅(「企業所得稅」)按本年度的估計應課稅溢利25%(2023年: 25%)計算。

本公司若干附屬公司已獲取高新科技企業牌照,其有權享有優惠稅寬免率15%。

本公司若干附屬公司符合小型微利企業資格。期內在中國產生的年度應課稅收入不超過人民幣3,000,000元(含),已按5%的稅率計提企業所得稅撥備。

(b) 香港利得稅

香港利得稅乃就估計應課稅溢利按16.5%(2023年: 16.5%)計算。由於在香港註冊成立的附屬公司於本年度及過往年度並無應課稅溢利,故概無就該等附屬公司計提香港利得稅撥備。

(c) 埃及企業所得稅

埃及企業所得稅按本年度的估計應課稅溢利22.5%(2023年: 22.5%)計算。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

11 INCOME TAX *(Continued)*

(d) Income tax from other tax jurisdictions

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

Taxation recognised in the consolidated statement of profit or loss represents:

11 所得稅 *(續)*

(d) 其他稅務司法權區的所得稅

其他司法權區產生的稅項乃按相關司法權區的現行稅率計算。

於綜合損益表確認之稅項如下：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
The PRC Enterprise Income Tax	中國企業所得稅		
Current year	本年度	39	3
Overseas Income tax	海外所得稅		
Current year	本年度	529	373
Deferred income tax (Note 26)	遞延所得稅 (附註 26)		
Origination and reversal of temporary differences	暫時差額產生及撥回	(654)	381
Income tax (credit)/expenses	所得稅 (抵免) / 開支	(86)	757

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

11 INCOME TAX (Continued)

The taxation on the Group's loss before income tax differs from the theoretical amount that would arise using the PRC Enterprise Income Tax standard rate of income tax as follows:

11 所得稅 (續)

本集團除所得稅前虧損之稅額與使用中國企業所得稅標準稅率而產生之所得稅理論稅額之差額如下：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Loss before income tax	除所得稅前虧損	(30,142)	(33,406)
Calculated at a taxation rate of 25% (2023: 25%)	按25%的稅率計算 (2023年：25%)	(7,536)	(8,352)
Preferential tax concession rate for qualified entity	合資格實體的優惠稅寬免率	2,203	2,675
Tax effect of different tax rate in other jurisdictions	於其他司法權區不同稅率的 稅務影響	302	749
Tax effect of non-deductible expenses	不可扣稅開支的稅務影響	2,961	2,451
Tax effect of non-taxable income	毋須課稅收入的稅務影響	(2,280)	(19)
Tax effect of temporary differences not recognised	未確認暫時差額的稅務影響	2,361	—
Tax effect of unused tax losses not recognised	未確認的未動用稅項虧損的 稅務影響	1,903	3,266
Tax concession for the year	稅項優惠的影響	—	(13)
Income tax (credit)/expenses	所得稅(抵免)/開支	(86)	757

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

12 DIVIDENDS

The directors of the Company did not recommend the payment of any dividend for the years ended 31 December 2024 and 2023.

12 股息

本公司董事不建議派付截至2024年及2023年12月31日止年度的任何股息。

13 LOSS PER SHARE

(a) Basic loss per share

Basic loss per share is calculated by dividing the loss attributable to the owners of the Company by the weighted average number of ordinary shares in issue during the year.

13 每股虧損

(a) 每股基本虧損

每股基本虧損乃按本公司擁有人應佔虧損除以年內已發行普通股加權平均數計算。

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Loss for the year attributable to the owners of the Company	本公司擁有人應佔年內虧損	24,710	34,431
		2024 2024年	2023 2023年 (Restated) (經重列)
Weighted average number of ordinary shares in issue (number of shares in thousands)	已發行普通股加權平均數 (千股股份數目)	127,092	105,066

The weighted average number of ordinary shares for the calculation of the basic and diluted loss per share for the year ended 31 December 2023 have been adjusted retrospectively to reflect the impact of share consolidation (Note 24(a)) during the year ended 31 December 2024.

用於計算截至2023年12月31日止年度每股基本及攤薄虧損的普通股加權平均數已作出追溯調整，以反映截至2024年12月31日止年度股份合併(附註24(a))的影響。

(b) Diluted loss per share

Diluted loss per share is the same amount as the basic loss per share for the years ended 31 December 2024 and 2023 as the Company has no dilutive potential ordinary shares.

(b) 每股攤薄虧損

由於本公司並無攤薄潛在普通股，故截至2024年及2023年12月31日止年度的每股攤薄虧損與每股基本虧損相同。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

14 PROPERTY, PLANT AND EQUIPMENT

14 物業、廠房及設備

		Plant and machinery 廠房及機械 RMB'000 人民幣千元	Furniture and equipment 傢俬及設備 RMB'000 人民幣千元	Office equipment 辦公設備 RMB'000 人民幣千元	Leasehold improvements 租賃物業裝修 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2023	於 2023 年 1 月 1 日							
Cost	成本	14,509	147	1,850	26,131	5,773	–	48,410
Accumulated depreciation	累計折舊	(14,162)	(119)	(899)	(7,741)	(5,014)	–	(27,935)
Accumulated impairment	累計減值	–	(1)	–	(16,478)	–	–	(16,479)
Net book amount	賬面淨值	347	27	951	1,912	759	–	3,996
Year ended 31 December 2023	截至 2023 年 12 月 31 日止年度							
Opening net book amount	期初賬面淨值	347	27	951	1,912	759	–	3,996
Additions	添置	40	–	46	248	211	–	545
Acquired on acquisition of subsidiaries (Note 33(c))	收購附屬公司時收購 (附註 33(c))	36	38	4	742	371	–	1,191
Disposals	出售							
— Cost	— 成本	(14,000)	(36)	(277)	(25,712)	(115)	–	(40,140)
— Accumulated depreciation	— 累計折舊	13,709	34	280	8,288	101	–	22,412
— Impairment	— 減值	–	1	–	16,478	–	–	16,479
Depreciation	折舊	(14)	(11)	(212)	(843)	(557)	–	(1,637)
Exchange adjustment	匯兌調整	–	–	–	39	–	–	39
Closing net book amount	期終賬面淨值	118	53	792	1,152	770	–	2,885
At 31 December 2023 and 1 January 2024	於 2023 年 12 月 31 日及 2024 年 1 月 1 日							
Cost	成本	585	149	1,623	1,436	6,240	–	10,033
Accumulated depreciation	累計折舊	(467)	(96)	(831)	(284)	(5,470)	–	(7,148)
Net book amount	賬面淨值	118	53	792	1,152	770	–	2,885
Year ended 31 December 2024	截至 2024 年 12 月 31 日止年度							
Opening net book amount	期初賬面淨值	118	53	792	1,152	770	–	2,885
Additions	添置	496	470	41	88	61	124	1,280
Acquired on acquisition of subsidiaries (Note 33(b))	收購附屬公司時收購 (附註 33(b))	–	–	13	–	–	–	13
Disposals	出售							
— Cost	— 成本	(37)	–	(3)	(786)	(288)	–	(1,114)
— Accumulated depreciation	— 累計折舊	35	–	3	651	273	–	962
Depreciation	折舊	(186)	(86)	(216)	(513)	(204)	–	(1,205)
Closing net book amount	期終賬面淨值	426	437	630	592	612	124	2,821
At 31 December 2024	於 2024 年 12 月 31 日							
Cost	成本	1,044	619	1,674	738	6,013	124	10,212
Accumulated depreciation	累計折舊	(618)	(182)	(1,044)	(146)	(5,401)	–	(7,391)
Net book amount	賬面淨值	426	437	630	592	612	124	2,821

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

15 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

(a) Amounts recognised in the consolidated statement of financial position

(i) Right-of-use assets

15 使用權資產及租賃負債

(a) 於綜合財務狀況表確認之款項

(i) 使用權資產

		Land use rights	Motor vehicles	Office premises and warehouses	Forklifts	Total
		土地使用權 RMB'000 人民幣千元	汽車 RMB'000 人民幣千元	辦公物業及倉庫 RMB'000 人民幣千元	叉車 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2023	於2023年1月1日	–	–	6,132	887	7,019
Additions arising from entering into new leases	訂立新租賃產生的添置	–	–	30	674	704
Acquired on acquisition of subsidiaries (Note 33(c))	收購附屬公司時收購 (附註33(c))	–	–	20,694	–	20,694
Depreciation	折舊	–	–	(3,221)	(631)	(3,852)
Impairment	減值	–	–	(2,846)	–	(2,846)
At 31 December 2023 and 1 January 2024	於2023年12月31日及2024年1月1日	–	–	20,789	930	21,719
Additions arising from entering into new leases	訂立新租賃產生的添置	–	–	12,924	536	13,460
Acquisition	收購	10,348	–	–	–	10,348
Acquired on acquisition of subsidiaries (Note 33(b))	收購附屬公司時收購 (附註33(b))	–	6,114	–	–	6,114
Depreciation	折舊	(36)	(805)	(5,843)	(745)	(7,429)
Impairment	減值	–	–	(1,226)	(721)	(1,947)
Early termination of lease	提早終止租賃	–	–	(19,227)	–	(19,227)
At 31 December 2024	於2024年12月31日	10,312	5,309	7,417	–	23,038

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

15 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (Continued)

(a) Amounts recognised in the consolidated statement of financial position (Continued)

(ii) Lease Liabilities

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the reporting period:

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Within 1 year	1年內	11,132	5,896
After 1 year but within 2 years	1年後但2年內	3,922	3,870
After 2 years but within 5 years	2年後但5年內	232	15,723
		15,286	25,489

The weighted average incremental borrowing rates applied to the Group's lease liabilities for the year ended 31 December 2024 range from 4.5% to 5.23% (2023: 4.5% to 5.23%).

(b) Amounts recognised in the consolidated statement of profit or loss

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Depreciation of right-of-use assets	使用權資產折舊	(7,429)	(3,852)
Interest expenses on lease liabilities	租賃負債利息開支(附註10)	(968)	(501)
Lease payments relating to short-term leases	短期租賃相關租賃付款	(5,876)	(35,291)
Impairment of right-of-use assets	使用權資產減值	(1,947)	(2,846)
Gain on early termination of lease	提早終止租賃的收益	680	—

The total cash outflow for leases in the year ended 31 December 2024 was RMB26,448,000 (2023: RMB39,691,000).

15 使用權資產及租賃負債 (續)

(a) 於綜合財務狀況表確認之款項 (續)

(ii) 租賃負債

下表列示本集團租賃負債於報告期末的餘下合約到期情況：

	2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Within 1 year	11,132	5,896
After 1 year but within 2 years	3,922	3,870
After 2 years but within 5 years	232	15,723
	15,286	25,489

截至2024年12月31日止年度，本集團租賃負債應用的加權平均增量借款利率介乎4.5%至5.23%（2023年：4.5%至5.23%）。

(b) 於綜合損益表確認之款項

	2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Depreciation of right-of-use assets	(7,429)	(3,852)
Interest expenses on lease liabilities	(968)	(501)
Lease payments relating to short-term leases	(5,876)	(35,291)
Impairment of right-of-use assets	(1,947)	(2,846)
Gain on early termination of lease	680	—

截至2024年12月31日止年度，租賃現金流出總額為人民幣26,448,000元（2023年：人民幣39,691,000元）。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

15 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES *(Continued)*

(b) Amounts recognised in the consolidated statement of profit or loss *(Continued)*

During the year ended 31 December 2024, the management of the Group identified that the performance of warehousing service segment was worse than expected due to tough economic environment and strong market competition and concluded that there was impairment indicator and conducted impairment assessment on certain right-of-use assets with a carrying amount of RMB1,947,000 (2023: RMB2,846,000). The Group estimates the recoverable amount of the cash-generating unit of the warehousing service segment to which the right-of-use assets belong as it is not possible to estimate the recoverable amount of the right-of-use assets individually.

As at 31 December 2024, the recoverable amount of cash-generating unit of the warehousing services segment has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by the management of the Group covering the following five years with a pre-tax discount rate is 13.1% (2023: 13.1%). The cash flows beyond the five-year period are extrapolated using growth rate of 1.00% (2023: 1.83%). Another key assumption for the value in use calculated is the budget gross margin, which is determined based on the cash-generating unit's past performance and management expectations for the market development. Based on the result of the assessment, the management of the Group determined that recoverable amount of the cash-generating unit is lower than the carrying amount and impairment loss of RMB1,947,000 (2023: RMB2,846,000) has been recognised against the carrying amount of the relevant right-of-use assets in the consolidated statement of profit or loss.

15 使用權資產及租賃負債 *(續)*

(b) 於綜合損益表確認之款項 *(續)*

截至2024年12月31日止年度，本集團管理層識別到，由於嚴峻的經濟環境及激烈的市場競爭，倉儲服務分部的業績比預期的要差，並得出結論認為存在減值跡象，並對賬面值為人民幣1,947,000元（2023年：人民幣2,846,000元）的若干使用權資產進行減值評估。由於無法單獨估計使用權資產的可收回金額，故本集團估計使用權資產所屬倉儲服務分部現金產生單位的可收回金額。

於2024年12月31日，倉儲服務分部的現金產生單位的可收回金額乃根據使用價值計算釐定。該計算使用了基於本集團管理層批准的未來五年財務預算的現金流預測，稅前貼現率為13.1%（2023年：13.1%）。五年期後的現金流按1.00%（2023年：1.83%）的增長率推算。計算使用價值的另一個關鍵假設為預算毛利率，其乃根據現金產生單位的過往業績及管理層對市場發展的預期釐定。根據評估結果，本集團管理層釐定現金產生單位的可收回金額低於賬面值，並已於綜合損益表中就相關使用權資產的賬面值確認減值虧損人民幣1,947,000元（2023年：人民幣2,846,000元）。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

15 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (Continued)

(c) The Group's leasing activities and how these are accounted for

The Group leases various office premises, warehouses and forklifts for its operations. Lease contracts are typically made for fixed period ranging from 2 to 6 years (2023: 2 to 7 years). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The Group leases certain motor vehicles for its operations. Lease contracts are typically made for fixed period of 3 years (2023: Nil). The Group has an option to purchase these motor vehicles at the expiry of the leases. It is practicable that the Group will exercise the option to purchase and continue to use for operations and they are therefore depreciated over their estimated useful life.

The Group obtained the land use rights on which the land is situated in the PRC at a cash consideration of RMB10,000,000 with directly attributable costs approximately RMB348,000 during the year. The land use rights relate to leasehold land for logistics warehouse and hotel development purpose in the PRC. The land use rights are not allowed to be transferred or leased pursuant to the contracts for grant of the land use rights. They have a lease term of 50 years, commencing from 2024 and expiring in 2074.

As at 31 December 2024 and 2023, none of the leases includes variable lease payments.

15 使用權資產及租賃負債(續)

(c) 本集團的租賃活動及入賬方式

本集團就其營運租賃若干辦公物業、倉庫及叉車。租賃合約一般按2至6年(2023年:2至7年)的固定期限訂立。租賃條款按個別基準磋商,載有廣泛的不同條款及條件。於釐定租期及評估不可取消期間的長短時,本集團應用合約的定義,並釐定合約可強制執行的期間。

本集團就其營運租賃若干汽車。租賃合約一般按三年(2023年:無)的固定期限訂立。本集團有權於租賃期屆滿時購買該等汽車。本集團將行使購買選擇權並繼續用於營運乃切實可行,因此按估計使用年期計提折舊。

本集團於年內以現金代價人民幣10,000,000元及直接應佔成本約人民幣348,000元取得位於中國的土地使用權。該土地使用權涉及於中國用於物流倉庫及酒店開發用途的租賃土地。根據土地使用權出讓合同,土地使用權不得轉讓或出租,租期為50年,由2024年起至2074年屆滿。

於2024年及2023年12月31日,概無租賃包括可變租賃付款。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註^(續)

16 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

16 按公平值計入損益的金融資產

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Unlisted investment	非上市投資	-	4,580

Unlisted investment represents equity interests in an unlisted company which is principally engaged in provision of internet information, data processing, application software, information technology development and technical support service in the PRC. The fair value was determined by the directors of the Company with reference to valuation carried out by the management of the Company (2023: an independent qualified professional valuer). Information regarding the methods and assumptions used in determining fair value is stated in Note 3.3(a).

非上市投資指於一間在中國從事提供互聯網資訊、數據處理、應用程式軟件、資訊科技發展及技術支援服務的非上市公司的股權。公平值由本公司董事經參考本公司管理層(2023年：一名獨立合資格專業估值師)進行的估值而釐定。有關釐定公平值所用方法及假設的資料載於附註3.3(a)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

17 GOODWILL AND INTANGIBLE ASSETS

17 商譽及其他無形資產

		Goodwill 商譽 RMB'000 人民幣千元	Customer relationships 客戶關係 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Year ended 31 December 2023	截至2023年12月31日止年度			
Opening net book amount	期初賬面淨值	–	–	–
Acquired on acquisition of subsidiaries (Note 33(c))	收購附屬公司時收購 (附註 33(c))	425	1,647	2,072
Amortisation charge	攤銷費用	–	(27)	(27)
Closing net book amount	期終賬面淨值	425	1,620	2,045
At 31 December 2023	於2023年12月31日			
Cost	成本	425	1,647	2,072
Accumulated amortisation and impairment	累計攤銷及減值	–	(27)	(27)
Net book amount	賬面淨值	425	1,620	2,045
Year ended 31 December 2024	截至2024年12月31日止年度			
Opening net book amount	期初賬面淨值	425	1,620	2,045
Acquired on acquisition of subsidiaries (Note 33(b))	收購附屬公司時收購 (附註 33(b))	278	–	278
Amortisation charge	攤銷費用	–	(165)	(165)
Closing net book amount	期終賬面淨值	703	1,455	2,158
At 31 December 2024	於2024年12月31日			
Cost	成本	703	1,647	2,350
Accumulated amortisation and impairment	累計攤銷及減值	–	(192)	(192)
Net book amount	賬面淨值	703	1,455	2,158

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

17 GOODWILL AND INTANGIBLE ASSETS

(Continued)

For the purpose of impairment testing, goodwill and intangible assets with a definite useful life have been allocated to the cash generated unit of provision of transportation and warehouse services undertaken by acquired group as stated in Note 33.

Notes:

(a) Impairment test for goodwill

The goodwill arose from the acquisition as disclosed in Notes 33(b) and 33(c) during the years ended 31 December 2024 and 2023 respectively.

Goodwill arose from the acquisition as disclosed in Note 33(b). No impairment loss has been recognised for the year ended 31 December 2024 as the directors of the Company are of the opinion that the acquired company is insignificant to the Group's consolidated financial statements.

As at 31 December 2024, the directors of the Company conducted assessment of the recoverable amount of acquired group as stated in Note 33(c) (2023: with reference to the valuation conducted by an independent firm of professional valuer with recognised qualifications and experience), using the discounted cash flow methodology. The key assumptions used by management for value-in-use calculations include (i) average annual revenue growth rate, which is 10% (2023: 18.09%) for a five-year period, and (ii) discount rate, which is 14.77% (2023: 14.77%). The estimated growth rate used in the value-in-use calculations for period beyond the five-year period is 2.22% (2023: 2.22%). Based on the assessment, the directors of the Company considered that impairment of goodwill is not required to be made in the consolidated financial statements. The recoverable amount is significantly above the carrying amount and the management believes that any reasonably possible change in any of these assumptions would not result in impairment.

17 商譽及其他無形資產(續)

就減值測試而言，具有限可使用年期的商譽及無形資產已分配至被收購集團所從事的提供運輸及倉儲服務現金產生單位，如附註33所述。

附註：

(a) 商譽減值測試

截至2024年及2023年12月31日止年度商譽分別因附註33(b)及33(c)所披露收購而產生。

如附註33(b)披露，收購產生商譽。由於本公司董事認為所收購公司對本集團的綜合財務報表並無重大影響，故並無確認截至2024年12月31日止年度的減值虧損。

於2024年12月31日，本公司董事使用貼現現金流量法對附註33(c)所述被收購集團的可收回金額進行評估（2023年：參考一間具備認可資格及經驗的獨立專業估值師的估值）。管理層就使用價值計算所採用的主要假設包括(i)平均年收入增長率，五年期為10%（2023年：18.09%），及(ii)貼現率，為14.77%（2023年：14.77%）。使用價值計算就五年期後期間所採用估計增長率為2.22%（2023年：2.22%）。基於該評估，本公司董事認為無須在綜合財務報表作出商譽減值。可收回金額大幅高於賬面值，因此管理層認為任何該等假設的任何合理可能變動不會導致減值。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

17 GOODWILL AND INTANGIBLE ASSETS

(Continued)

Notes: *(Continued)*

(b) Impairment test for intangible assets other than goodwill

As at 31 December 2024 and 2023, the directors of the Company are not aware of any events or changes in circumstances which would indicate that the carrying amount of the intangible assets may not be recoverable.

(c) Amortisation methods and periods

Amortisation charges were expensed in the consolidated income statements for the years ended 31 December 2024 and 2023.

The Group amortises intangible assets with a limited useful life using the straight-line method over the following periods:

— Customer relationships	10 years
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See Note 2.8 for the accounting policy relevant to intangible assets.

17 商譽及其他無形資產 *(續)*

附註：*(續)*

(b) 無形資產(商譽除外)減值測試

於2024年及2023年12月31日，本公司董事未發現任何事件或情況變化表明無形資產的賬面值可能無法收回。

(c) 攤銷方式及期間

攤銷開支於截至2024年及2023年12月31日止年度的綜合損益表中列示：

本集團採用直線法於以下期間攤銷有限可使用年期的無形資產：

— 客戶關係	10年
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無形資產的相關會計政策載於附註2.8。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

18 TRADE AND OTHER RECEIVABLES

18 貿易及其他應收款項

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Trade receivables arising from contracts with customers (Note (a))	客戶合約產生的貿易應收款項 (附註(a))	67,832	39,913
Prepayments	預付款項	8,439	12,147
Other receivables	其他應收款項	3,279	1,082
Rental deposits (Note (b))	租賃按金 (附註(b))	3,602	5,710
Loan and interest receivables (Note (c))	應收貸款及利息 (附註(c))	18,635	46,192
		101,787	105,044
Less: Non-current portion	減：非流動部分		
— Loan and interest receivables	— 應收貸款及利息	(17,892)	(11,692)
— Rental deposits	— 租賃按金	(2,671)	(675)
Current portion	流動部分	81,224	92,677

Further details on the Group's credit policy are set in Note 3.1 (b).

有關本集團信貸政策的進一步詳情載於附註3.1 (b)。

(a) Trade receivables

The Group normally grants credit terms to its customers ranging from 0 to 150 days. The ageing analysis of the trade receivables based on invoice date is as follows:

(a) 貿易應收款項

本集團一般授予其客戶介乎0至150日的信貸期。貿易應收款項按發票日期呈列的賬齡分析如下：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Within 30 days	30日內	63,292	27,411
31 to 90 days	31至90日	3,141	5,666
91 to 180 days	91至180日	206	5,696
Over 180 days	超過180日	1,193	1,140
		67,832	39,913

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

18 TRADE AND OTHER RECEIVABLES (Continued)

(b) Rental deposits

Included in the rental deposits of the Group is an undiscounted amount of RMB143,000 (2023: RMB143,000) as at 31 December 2024 paid to key management personnel (2023: key management personnel) of the Company and their close family members, as the Group leased an office premise owned by them.

(c) Loan and interest receivables

Loan receivables	應收貸款
Interest receivables	應收利息
Less: loss allowance	減：虧損撥備

		2024	2023
		2024年	2023年
		RMB'000	RMB'000
		人民幣千元	人民幣千元

		25,088	46,192
		1,124	–
		26,212	46,192
		(7,577)	–
		18,635	46,192

The carrying amount of loan and interest receivables is denominated in the following currencies:

		2024	2023
		2024年	2023年
		RMB'000	RMB'000
		人民幣千元	人民幣千元

RMB	人民幣	5,935	34,500
HKD	港元	12,700	11,692
		18,635	46,192

18 貿易及其他應收款項 (續)

(b) 租賃按金

於2024年12月31日，本集團租賃按金中包括一項向本公司主要管理人員（2023年：主要管理人員）及其直系親屬支付的未折現金額人民幣143,000元（2023年：人民幣143,000元），乃由於本集團租賃彼等所擁有的辦公物業。

(c) 應收貸款及利息

應收貸款及利息的賬面值以下列貨幣計值：

		2024	2023
		2024年	2023年
		RMB'000	RMB'000
		人民幣千元	人民幣千元

		5,935	34,500
		12,700	11,692
		18,635	46,192

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

18 TRADE AND OTHER RECEIVABLES (Continued)

(c) Loan and interest receivables (Continued)

During the year ended 31 December 2024, three (2023: two) supplemental agreements in respect of 3 loans (2023: 2 loans) were entered into between two of the Group's subsidiaries and the respective borrowers with aggregate principal amount of approximately RMB18,088,000 (2023: RMB14,221,000), in which both parties have agreed to revise the maturity terms from 2024 to 2026 (2023: from 2023 to 2025).

As at 31 December 2024, the Group had outstanding loans with aggregate principal amount of approximately RMB25,088,000 which is related to 4 loans which comprised of 3 corporate loans and 1 individual loan. Among the 4 loans, 1 loan with aggregate outstanding principal amount of approximately RMB7,000,000 are repayable within 1 year, and 3 loans with aggregate outstanding principal amount of approximately RMB18,088,000 are repayable over 1 year but less than 2 years.

As at 31 December 2023, the Group had outstanding loans with aggregate principal amount of approximately RMB46,192,000 which is related to 9 loans which comprised of 8 corporate loans and 1 individual loan. Among the 9 loans, 7 loans with aggregate outstanding principal amount of approximately RMB34,500,000 are repayable within 1 year, and 2 loans with aggregate outstanding principal amount of approximately RMB11,692,000 are repayable over 1 year but less than 2 years.

The interest rate of the loans ranged from approximately from 6% to 12% (2023: from 6% to 12%) per annum.

As at 31 December 2024 and 2023, all the loan receivables of the Group were unsecured.

18 貿易及其他應收款項(續)

(c) 應收貸款及利息(續)

截至2024年12月31日止年度，本集團其中兩間附屬公司與本金總額約為人民幣18,088,000元（2023年：人民幣14,221,000元）的相關借款人就3筆（2023年：2筆）貸款訂立三份（2023年：兩份）補充協議，據此，訂約方同意將到期日由2024年改為2026年（2023年：由2023年改為2025年）。

於2024年12月31日，本集團的未償還貸款本金總額約為人民幣25,088,000元，與4筆貸款有關，其中包括3筆企業貸款及1筆個人貸款。於該4筆貸款中，1筆未償還本金總額約人民幣7,000,000元的貸款須於1年內償還，而3筆未償還本金總額約人民幣18,088,000元的貸款須於1年以上2年以下償還。

於2023年12月31日，本集團的未償還貸款本金總額約為人民幣46,192,000元，與9筆貸款有關，其中包括8筆企業貸款及1筆個人貸款。於該9筆貸款中，7筆未償還本金總額約人民幣34,500,000元的貸款須於1年內償還，而2筆未償還本金總額約人民幣11,692,000元的貸款須於1年以上2年以下償還。

貸款年利率介乎約6%至12%（2023年：介乎6%至12%）。

於2024年及2023年12月31日，本集團所有應收貸款均為無抵押。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

19 AMOUNT DUE FROM A NON-CONTROLLING SHAREHOLDER

The amount due from a non-controlling shareholder is unsecured, interest-free and have not fixed terms of repayment.

19 應收一名非控股股東款項

應收一名非控股股東款項為無擔保、免息且無固定的還款期限。

20 TIME DEPOSIT AND CASH AND CASH EQUIVALENTS

20 定期存款及現金及現金等價物

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Time deposit with original maturity over three months (Note (a))	原到期日超過三個月的定期存款 (附註(a))	10,000	—
Cash at banks (Note (b))	銀行現金 (附註(b))	49,670	77,989
Cash on hand	手頭現金	53	37
Cash and cash equivalents in the consolidated statement of cash flows	於綜合現金流量表中的現金及現金等價物	49,723	78,026

Note:

- (a) Time deposit is made for a period of over three months but within 1 year with a creditworthy bank with no recent history of default, which is unsecured and carries a fixed interest rate at 1.9% per annum.
- (b) Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default. The effective interest rate on the Group's cash and cash equivalents during the year ended was ranging from 0.15% to 0.25% (2023: 0.20% to 0.25%).

附註：

- (a) 定期存款乃存放於信譽良好且近期並無違約記錄之銀行，為期超過三個月但於一年內，為無抵押及按固定年利率1.9%計息。
- (b) 銀行現金按浮動利率並基於銀行每日存款利率賺取利息。銀行結餘於信譽良好且並無違約記錄的銀行中存放。年內，本集團的現金及現金等價物的實際利率介乎0.15%至0.25% (2023年：0.20%至0.25%)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

21 TRADE AND OTHER PAYABLES

21 貿易及其他應付款項

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Trade payables (Note (a))	貿易應付款項(附註(a))	38,695	19,659
Accrued employee benefit expenses	應計僱員福利開支	5,252	5,176
Advance from a business partner (Note (b))	業務夥伴墊款(附註(b))	8,178	8,178
Other accrued expenses and other tax payables	其他應計開支及其他應付稅項	1,829	3,443
Other payables	其他應付款項	2,518	10,541
		56,472	46,997
Less: Non-current portion	減：非流動部分		
— Advance from a business partner (Note (b))	— 業務夥伴墊款(附註(b))	(8,178)	(8,178)
Current portion	流動部分	48,294	38,819

(a) Trade payables

The credit period granted by the Group's suppliers mainly ranges from 30 to 90 days (2023: 30 to 90 days).

The ageing analysis of the trade payables based on invoice date were as follows:

(a) 貿易應付款項

本集團供應商授予的付款期限主要為30至90日(2023年：30日至90日)。

貿易應付款項按發票日期呈列的賬齡分析如下：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
1 to 30 days	1至30日	28,757	15,589
31 to 60 days	31至60日	4,012	2,011
61 to 90 days	61至90日	1,616	393
Over 90 days	超過90日	4,310	1,666
		38,695	19,659

(b) Advance from a business partner

Advance received from a business partner relates to a business project in warehousing service segment which would be refundable to counterparty upon the expiry of project retention period.

(b) 業務夥伴墊款

從業務夥伴收到的預付款與倉儲服務分部的一個業務項目有關，將於項目保留期屆滿後退還予對方。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

22 CONTRACT LIABILITIES

22 合約負債

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Receipts in advance regarding:	就以下各項之預收款項：		
— Provision for transportation and warehouse service	— 提供運輸及倉儲服務	474	566

Note:

附註：

(a) Typical payment practice

(a) 典型付款慣例

When the Group receives a deposit from customers before provision for transportation and warehousing services, which depends on the specific terms of contracts of customers, this will give rise to contract liabilities at the start of contract. Payment are usually based on billing schedule.

當本集團在為運輸及倉儲服務撥備款項前收到客戶按金時（取決於客戶合約的具體條款），這將於合約開始時產生合約負債。付款通常以賬單為依據。

(b) Movement in contract liabilities

(b) 合約負債變動

		Transportation and warehouse services 運輸及倉儲服務 2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
At 1 January	於1月1日	566	—
Recognised in revenue	於收益中確認	(566)	—
Increase in contract liabilities	合約負債增加	474	—
Acquired on acquisition of subsidiaries (Note 33(c))	收購附屬公司時收購 (附註33(c))	—	566
At 31 December	於12月31日	474	566

All contracts in respect of transportation and warehouse services are for periods of one year or less. As the Group has applied the practical expedient under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

所有運輸及倉儲服務合約的期限均為一年或一年以下。由於本集團採納香港財務報告準則第15號的規定的實用權宜之計，因此未披露分配予該等未履行合約的交易價。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

23 BANK AND OTHER BORROWINGS

23 銀行及其他借款

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Bank loans, secured (Note)	銀行貸款，有抵押(附註)	44,109	48,715
Bank loans, unsecured	銀行貸款，無抵押	3,785	972
Other borrowings, secured (Note)	其他借款，有抵押(附註)	2,890	2,915
		50,784	52,602

Note:

Secured bank and other borrowings are secured by pledge of equity interest in one of subsidiaries within the Group and guarantee executed by a non-controlling shareholder of the Group and his close family member, and certain properties held by him. This non-controlling shareholder has significant interest in certain subsidiaries within the Group.

At 31 December 2024, the bank and other borrowings were repayable as follows:

附註：

有抵押銀行及其他借款以集團內一家附屬公司的股權及本集團一名非控股股東及其近親屬及其持有的若干物業的擔保作為抵押。該非控股股東於本集團的若干附屬公司中擁有重大權益。

於2024年12月31日，應償還銀行及其他借款如下：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Within 1 year	1年內	18,130	9,786
After 1 year but within 2 years	1年後但2年內	9,164	12,091
After 2 years but within 5 years	2年後但5年內	9,978	13,706
After 5 years	5年後	13,512	17,019
		50,784	52,602
Less: Amount due within one year or repayable on demand classified as current liabilities	減：分類為流動負債之一年內到期或須按要求償還之款項	(50,784)	(52,602)
		—	—

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

23 BANK AND OTHER BORROWINGS (Continued)

At 31 December 2024, the exposure of the Group's borrowings are as follows:

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Fixed-rate other borrowings	固定利率其他借款	2,890	2,915
Variable-rate bank loans	浮動利率銀行貸款	47,894	49,687
		50,784	52,602

All the other borrowings are due within one year and the bank loans contain a clause that give the lender unconditional right to call the loans at any time, and therefore they have been classified as current liabilities.

The effective interest rate on the Group's bank and other borrowings during the year ended 31 December 2024 was ranging from 3.55% to 15.69% and 6% respectively (2023: from 3.45% to 14.76% and 6% respectively).

23 銀行及其他借款 (續)

於2024年12月31日，本集團的借款風險如下：

所有其他借款均於一年內到期及銀行貸款包含一項條款，賦予貸款人無條件隨時收回貸款的權利，因此該等借款分類為流動負債。

截至2024年12月31日止年度內，本集團銀行及其他借款的實際利率分別為介乎3.55%至15.69%及6%（2023年：分別介乎3.45%至14.76%及6%）。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

24 SHARE CAPITAL AND RESERVES

(a) Share capital

24 股本及儲備

(a) 股本

		Number of shares (thousand) 股份數目(千股)		Share capital 股本	
		2024 2024年	2023 2023年	2024 2024年 HKD'000 千港元	2023 2023年 HKD'000 千港元
Authorised:	法定：				
At 1 January	於1月1日	10,000,000	10,000,000	100,000	100,000
Share consolidation (Note iii)	股份合併(附註iii)	(9,000,000)	(9,000,000)	–	–
At 31 December	於12月31日	1,000,000	1,000,000	100,000	100,000
Issued and fully paid:	已發行及繳足：				
At 1 January	於1月1日	1,141,280	964,400	11,412	9,644
Issue of shares through share placing (Note i)	透過股份配售發行股份 (附註i)	–	176,880	–	1,768
Issue of shares through share placing (Note ii)	透過股份配售發行股份 (附註ii)	192,880	–	1,929	–
Share consolidation (Note iii)	股份合併(附註iii)	(1,200,744)	–	–	–
At 31 December	於12月31日	133,416	1,141,280	13,341	11,412

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

24 SHARE CAPITAL AND RESERVES (Continued)

(a) Share capital (Continued)

	2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Share capital presented in consolidated statement of financial position 於綜合財務狀況表呈列的股本	11,469	9,770

All shares issued during the years ended 31 December 2024 and 2023 rank pari passu in all respects with the existing shares of the Company.

Note:

- (i) On 7 July 2023, the Company issued an aggregate of 176,880,000 shares with a price of HKD0.196 each. The gross proceed from the share placing was approximately HKD34,669,000 (equivalent to approximately RMB31,981,000).
- (ii) On 30 April 2024, the Company issued an aggregate of 192,880,000 shares with a price of HKD0.097 each. The gross proceed from the share placing was approximately HKD18,709,000 (equivalent to approximately RMB16,474,000).
- (iii) Pursuant to an ordinary resolution passed by the shareholders of the Company at an extraordinary general meeting held on 6 November 2024, every ten issued and unissued shares of HKD0.01 each in the share capital of the Company were consolidated into one share of HKD0.1 each with effect from 8 November 2024.

24 股本及儲備 (續)

(a) 股本 (續)

	2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
所有於截至2024年及2023年12月31日止年度已發行的股份與本公司現有股份於所有方面均享有同等權益。	11,469	9,770

附註：

- (i) 於2023年7月7日，本公司以每股價格0.196港元發行總計176,880,000股股份。自股份配售所得的款項總額為約34,669,000港元（相當於約人民幣31,981,000元）。
- (ii) 於2024年4月30日，本公司以每股0.097港元發行總計192,880,000股股份。自股份配售所得的款項總額為約18,709,000港元（相當於約人民幣16,474,000元）。
- (iii) 根據本公司股東於2024年11月6日舉行的股東特別大會上通過的普通決議案，自2024年11月8日起，本公司股本中每十股每股面值0.01港元之已發行及未發行股份合併為一股每股面值0.1港元之股份。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註^(續)

24 SHARE CAPITAL AND RESERVES *(Continued)*

(b) Nature and purpose of reserves

(i) Share premium

The application of the share premium account is governed by the Company's Articles of Association and the Companies Law of the Cayman Islands, which provides that the share premium account may be applied in making distributions or paying dividends to shareholders, provided that immediately following the date on which distribution or dividend is proposed to be paid, the Company will be able to pay its debts as they fall due in the ordinary course of business.

(ii) Statutory reserve

It represents statutory reserve of the subsidiary of the Company established in the "PRC". According to the relevant laws in the PRC, the subsidiary in the PRC is required to transfer at least 10% of its net profit after taxation, as determined under the relevant accounting principles and financial regulations applicable to enterprises established in the PRC, to a non-distributable reserve fund until the reserve balance reaches 50% of its registered capital. The transfer to this reserve must be made before the distribution of a dividend to owners. Such reserve fund can be used to offset the previous years' losses, if any, and is non-distributable other than upon liquidation.

24 股本及儲備^(續)

(b) 儲備的性質及目的

(i) 股份溢價

股份溢價賬的應用受本公司組織章程細則及開曼群島公司法監管，其規定股份溢價賬可用於向股東作出分派或派付股息，惟緊隨建議作出分派或派付股息日期後，本公司須有能力償還其於日常業務過程中到期的債務。

(ii) 法定儲備

其指本公司於「中國」成立之附屬公司之法定儲備。根據中國相關法律，中國附屬公司須將根據適用於中國成立企業的相關會計原則及財務規例釐定的除稅後純利最少10%轉撥至不可分派儲備金，直至儲備結餘達到其註冊資本的50%。此儲備轉撥須於向擁有人分派股息前作出。有關儲備金可用於抵銷過往年度的虧損（如有），除非清盤，否則不可分派。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

24 SHARE CAPITAL AND RESERVES (Continued)

(b) Nature and purpose of reserves (Continued)

(iii) Other reserve

Other reserve represents (i) an amount of RMB3,550,000 arising from the effect of the conversion of Guangzhou World-Link (China) Co., Ltd. ("Guangzhou World-Link") into a joint stock company with limited liability in 2016 whereas the excess of the net assets over the designated conversion amount attributable to the owners of the Company; (ii) an amount of RMB3,449,000 arising from a group reorganisation in 2016 pursuant to which the entire registered capital of Guangzhou World-Link was acquired by a group entity from its then shareholders. Upon completion of the above transactions, the balance of the retained profits and non-distributable reserve of Guangzhou World-Link attributable to the owners of the Company; and (iii) an amount of RMB20,095,000 due to capital contributions from certain shareholders of the Company in 2017.

(iv) Share option reserve

The share option reserve represents the fair value of the actual or estimated number of unexercised share options granted to the eligible participants under the share option scheme of the Company recognised in accordance with the accounting policy set out in Note 2.20.

(v) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in Note 2.6.

24 股本及儲備(續)

(b) 儲備的性質及目的(續)

(iii) 其他儲備

其他儲備指(i)廣州中聯環宇現代物流有限公司(「廣州中聯環宇」)於2016年改制為股份有限公司的影響產生的金額人民幣3,550,000元，而資產淨值超出本公司擁有人應佔指定轉換金額的部分；(ii)於2016年集團重組產生的金額人民幣3,449,000元，據此，廣州中聯環宇的全部註冊資本由集團實體向其當時股東收購。於上述交易完成後，本公司擁有人應佔廣州中聯環宇的保留溢利及不可分派儲備結餘；及(iii)本公司若干股東於2017年注資人民幣20,095,000元。

(iv) 購股權儲備

購股權儲備指根據附註2.20所載會計政策確認的根據本公司購股權計劃授予合資格參與者的實際或估計未行使購股權數目的公平值。

(v) 匯兌儲備

匯兌儲備包括換算海外業務財務報表產生的所有匯兌差額。該儲備根據附註2.6所載會計政策處理。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

25 SHARE OPTION SCHEME

Pursuant to a special resolution passed at an extraordinary general meeting of the Company on 23 November 2023, the shareholders of the Company have approved to terminate the existing share option scheme (“**Existing Share Option Scheme**”) of the Company as adopted on 26 September 2017 and adopt the new share option scheme (“**Share Option Scheme**”) of the Company.

The purpose of the Share Option Scheme is to enable the Company to grant options to the eligible persons as rewards or incentives for their contribution to the Group. The Company may, at its absolute discretion, offer an option to the eligible persons to subscribe for the shares of the Company at an exercise price and subject to the other terms of the Share Option Scheme. The total number of shares of the Company which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of the Company shall not in aggregate exceed 10% of the total number of the shares of the Company in issue at any point in time, without prior approval from the Company’s shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company’s shareholders. Options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of the Company’s share capital must be approved in advance by the Company’s shareholders.

The Share Option Scheme remains in force for a period of 10 years. Under the Share Option Scheme, each option has a 10-year exercise period unless otherwise determined by the board of directors of the Company. The exercise price is determined by the directors of the Company, and will not be less than the higher of (i) the closing price of the Company’s shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company’s share.

The share options granted under the Existing Share Option Scheme remained outstanding and will continue to be valid and exercisable in accordance with the provision of the Existing Share Option Scheme notwithstanding the proposed termination of the Existing Share Option Scheme.

25 購股權計劃

根據本公司於2023年11月23日召開的股東特別大會上通過的特別決議案，本公司股東已批准終止本公司於2017年9月26日現有購股權計劃（「**現有購股權計劃**」），並採納本公司的新購股權計劃（「**購股權計劃**」）。

購股權計劃的目的是令本公司向合資格人士授出購股權，以作為其對本集團給予貢獻的獎勵或激勵。本公司可全權酌情按行使價及購股權計劃的其他條款向合資格人士提供購股權，以認購本公司股份。未經本公司股東事先批准，因行使根據購股權計劃及本公司任何其他計劃授出的所有購股權而可能發行的本公司股份總數合共不得超過本公司於任何時間已發行的股份數目總額的10%。未經本公司股東事先批准，於任何一年向任何個人已授出及可能授出的購股權所涉及的已發行及將予發行股份數目不得超過本公司於任何時間已發行股份的1%。倘授予主要股東或獨立非執行董事的購股權超過本公司股本的0.1%，則須經本公司股東事先批准。

購股權計劃於10年期內維持有效。根據購股權計劃，每份購股權的行使期為10年，除非本公司董事會另有決定。行使價由本公司董事釐定，惟將不得低於以下之較高者：(i)本公司股份於授出日期的收市價；(ii)股份於緊接授出日期前五個營業日的平均收市價；及(iii)本公司股份的面值。

現有購股權計劃下授出的購股權尚未行使，將根據現有購股權計劃的條文繼續有效及可予行使，即使建議終止現有購股權計劃。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

25 SHARE OPTION SCHEME (Continued)

The following table details the Company's share options in issue under the Share Option Scheme during the years ended 31 December 2024 and 2023:

Categories of Participants	Date of grant	Exercisable period		Exercise price	Number of exercisable and outstanding share options			
		From	To		Balance as at 1 January 2024 於2024年1月1日的結餘	Lapsed during the year	Cancelled during the year	Balance as at 31 December 2024 於2024年12月31日的結餘
參與者類別 (Note i) (附註 i)	授出日期	由	至	行使價 HKD 港元	'000 千股	'000 千股	'000 千股	'000 千股
Directors 董事	1 June 2020 2020年6月1日	1 June 2020 2020年6月1日	31 May 2030 2030年5月31日	0.188	12,000	(2,400)	(9,600)	-
Employees 僱員	1 June 2020 2020年6月1日	1 June 2020 2020年6月1日	31 May 2030 2030年5月31日	0.188	57,000	-	(57,000)	-
					69,000	(2,400)	(66,600)	-

25 購股權計劃 (續)

下表詳列本公司於截至2024年及2023年12月31日止年度根據購股權計劃已發行的購股權：

Categories of Participants	Date of grant	Exercisable period		Exercise price	Number of exercisable and outstanding share options			
		From	To		Balance as at 1 January 2023 於2023年1月1日的結餘	Lapsed during the year	Cancelled during the year	Balance as at 31 December 2023 於2023年12月31日的結餘
參與者類別 (Note i) (附註 i)	授出日期	由	至	行使價 HKD 港元	'000 千股	'000 千股	'000 千股	'000 千股
Directors 董事	1 June 2020 2020年6月1日	1 June 2020 2020年6月1日	31 May 2030 2030年5月31日	0.188	12,000	-	-	12,000
Employees 僱員	1 June 2020 2020年6月1日	1 June 2020 2020年6月1日	31 May 2030 2030年5月31日	0.188	57,000	-	-	57,000
					69,000	-	-	69,000

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

25 SHARE OPTION SCHEME (Continued)

Note:

- (i) The categories of participants represented the position of grantees as at the date of grant.
- (ii) As three directors of the Company has resigned, 2,400,000 share options were lapsed and the total amount of approximately HKD200,000 (equivalent to approximately RMB184,000) for the lapsed share options were transferred from share option reserve to accumulated losses during the year.
- (iii) The Company and the participants entered into cancellation agreements, pursuant to which the participants agreed to surrender their share options for cancellation (the "Cancelled Options"), and the Company agreed to pay the participants at cash consideration of HKD0.01 for each Cancelled Option, with a total amount of HKD660,000 (equivalent to approximately RMB613,000). Consequently, 66,600,000 share options were cancelled and the total amount of approximately HKD5,536,000 (equivalent to approximately RMB5,093,000) for the Cancelled Options were transferred from share option reserve to accumulated losses during the year.

Save as disclosed above, no share option was granted, exercised, lapsed or cancelled under the Share Option Scheme during the years ended 31 December 2024 and 2023.

Details of outstanding share options at the end of the year are as follows:

25 購股權計劃(續)

附註：

- (i) 參與者類別指承授人於授出日期所屬職位。
- (ii) 由於本公司三名董事辭任，2,400,000份購股權已失效，而失效購股權總金額約200,000港元(相當於約人民幣184,000元)已於年內由購股權儲備轉至累計虧損。
- (iii) 本公司與參與者訂立註銷協議，據此，參與者同意交回其購股權以供註銷(「已註銷購股權」)，而本公司同意就每份已註銷購股權向參與者支付現金代價0.01港元，總金額為660,000港元(相當於約人民幣613,000元)。因此，66,600,000份購股權已註銷，而已註銷購股權的總金額約5,536,000港元(相當於約人民幣5,093,000元)已於年內由購股權儲備轉至累計虧損。

除上文所披露者外，於截至2024年及2023年12月31日止年度，概無購股權根據購股權計劃授出、獲行使、失效或註銷任何。

於年末尚未行使的購股權詳情如下：

		2024 2024年	2023 2023年
Number of exercisable share options (in thousands)	可行使購股權數目(千份)	—	69,000
Weighted average exercise price	加權平均行使價	N/A 不適用	HKD0.188 0.188港元
Weighted average remaining contractual life (years)	加權平均剩餘合約期限(年)	N/A 不適用	6.4

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

25 SHARE OPTION SCHEME (Continued)

The variables and assumptions used in computing the fair value of the share options under the share option scheme which is terminated during the year are based on the management's best estimate. The value of an option varies with different variables of a number of subjective assumptions. Any change in the variables so adopted may materially affect the estimation of the fair value of an option. The significant assumptions used in the binomial model to derive the fair value at the date of grant were as follows:

Expected volatility	41.606%
Expected life	10 years
Risk-free rate	0.529%
Expected dividend yield	0.00%
Early exercise multiple for directors	2.80
Early exercise multiple for employees	2.20
Early exercise multiple for non-employees	2.20
Closing share price at grant date	HKD0.188
Exercise price per share	HKD0.188

The expected volatility is calculated based on the historic volatility of share prices of the Company and comparable companies based on publicly available information. Expected dividend yield is based on historic dividends.

25 購股權計劃(續)

計算本年度終止購股權計劃項下的購股權公平值所用的變量及假設乃基於管理層的最佳估計。購股權價值因若干主觀假設的不同變量而有所不同。任何已採用之變量倘出現變動，可能會對購股權公平值之估計產生重大影響。在二項式模型中使用以取得授出日期公平值之重大假設如下：

預期波幅	41.606%
預期年期	10年
無風險利率	0.529%
預期股息收益率	0.00%
董事提早行使倍數	2.80
僱員提早行使倍數	2.20
非僱員提早行使倍數	2.20
於授出日期之股份收市價	0.188港元
每股行使價	0.188港元

預計波幅乃根據本公司股份價格之歷史波幅計算，而可比較公司乃基於公開可得資料甄選。預計股息率乃基於歷史股息。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

26 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) Deferred tax assets/(liabilities) recognised

(i) Movement of each component of deferred tax assets and liabilities

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

		Right-of-use assets 使用權資產 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元	Intangible assets 無形資產 RMB'000 人民幣千元	Tax losses 稅項虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2023	於2023年1月1日	(1,053)	1,053	–	–	–
Acquired on acquisition of subsidiaries (Note 33)	收購附屬公司時收購(附註33)	(5,174)	4,674	(412)	1,250	338
(Charged)/credited to profit or loss	(扣除)/計入損益	823	(930)	7	(281)	(381)
At 31 December 2023 and 1 January 2024	於2023年12月31日及2024年1月1日	(5,404)	4,797	(405)	969	(43)
(Charged)/credited to profit or loss	(扣除)/計入損益	4,686	(4,073)	41	–	654
At 31 December 2024	於2024年12月31日	(718)	724	(364)	969	611

(ii) Reconciliation to the consolidated statement of financial position

(ii) 綜合財務狀況表對賬

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Net deferred tax asset recognised in the consolidated statement of financial position	於綜合財務狀況表中確認之遞延稅項資產淨值	975	241
Net deferred tax liability recognised in the consolidated statement of financial position	於綜合財務狀況表中確認之遞延稅項負債淨額	(364)	(284)
		611	(43)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

26 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Continued)

(b) Deferred tax not recognised

As at 31 December 2024, the Group did not recognise deferred income tax assets of approximately RMB13,449,000 (2023: RMB11,546,000) in respect of unutilised tax losses amounting to approximately RMB54,957,000 (2023: RMB46,184,000) that can be carried forward against future taxable income with expiry within 5 years due to the unpredictability of future profit streams.

As at 31 December 2024, the Group has unrecognised deferred tax liabilities of RMB3,888,000 (2023: RMB5,110,900) in relation to withholding tax on undistributed profits of RMB38,880,000 (2023: RMB51,109,000) of the Group's subsidiary in the PRC as the Company is in a position to control the dividend policy of this subsidiary and no distribution of such profits is expected to be declared by them in the foreseeable future.

Except for the disclosed above, the Group does not have any other material temporary differences at the end of the reporting period (2023: Nil).

27 AMOUNT DUE FROM/TO A DIRECTOR

The amount due from/to a director, Mr. Le Kang, is in the nature of current accounts, unsecured, interest-free and has no fixed terms of repayment. The maximum debit outstanding balance was RMB786,000 during the year.

26 綜合財務狀況表內的所得稅(續)

(b) 未確認遞延稅項

於2024年12月31日，由於無法預測未來溢利來源，本集團並無就可結轉以抵銷未來五年內到期的應課稅收入的未動用稅項虧損約人民幣54,957,000元(2023年：人民幣46,184,000元)確認遞延所得稅資產約人民幣13,449,000元(2023年：人民幣11,546,000元)。

於2024年12月31日，本集團就本集團於中國的附屬公司的未分派溢利人民幣38,880,000元(2023年：人民幣51,109,000元)的預扣稅擁有未確認遞延稅項負債人民幣3,888,000元(2023年：人民幣5,110,900元)，原因為本公司可控制該附屬公司的股息政策，且預期彼等於可見將來不會宣派該等溢利。

除上文所披露者外，本集團於報告期末並無任何其他重大暫時差額(2023年：無)。

27 應收／付一名董事款項

應收／付一名董事樂康先生的款項屬往來賬戶性質，無抵押、免息及無固定還款期。年內借方最高未償還餘額為人民幣786,000元。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

28 FINANCIAL INSTRUMENTS BY CATEGORY

28 按類別劃分的金融工具

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Financial assets	金融資產		
At fair value	按公平值		
Financial assets at FVTPL	按公平值計入損益的金融資產	—	4,580
At amortised cost	按攤銷成本		
Trade and other receivables	貿易及其他應收款項	93,348	92,897
Amount due from a non-controlling shareholder	應收一名非控股股東款項	30,048	32,121
Amount due from a director	應收一名董事款項	110	—
Time deposit with original maturity over three months	原到期日超過三個月的定期存款	10,000	—
Cash and cash equivalents	現金及現金等價物	49,723	78,026
		183,229	203,044
		183,229	207,624
Financial liabilities	金融負債		
At fair value	按公平值		
Contingent consideration payable for business combination	業務合併的應付或然代價	—	8,115
At amortised cost	按攤銷成本		
Trade and other payables	貿易及其他應付款項	56,472	46,997
Bank and other borrowings	銀行及其他借款	50,784	52,602
Lease liabilities	租賃負債	15,286	25,489
Amount due to a director	應付一名董事款項	—	4,581
		122,542	129,669
		122,542	137,784

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

29 RELATED PARTY TRANSACTIONS AND BALANCES

(a) Transactions with related parties

Apart from the financial arrangement dealt with related parties as disclosed in Note 23, the Group entered into the following significant related party transactions during the year:

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Repayment of principal and interest element of lease payments paid to related parties*	向關聯方償還租賃付款的本金及利息部分*	650	631
Interest expenses on lease liabilities charged by related parties*	由關聯方收取的租賃負債利息開支*	179	43

* Related parties represent directors/key management personnel of the Company and their close family members.

(b) Balances with related parties

Details of outstanding balances with related parties are disclosed in the consolidated statement of financial position and in Notes 18(b), 19 and 27.

(c) Key management compensation

Key management includes the directors and senior management of the Group.

Compensation of key management personnel of the Group, including directors' remunerations as disclosed in Note 8(a) to the consolidated financial statements, are as follows:

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Fees, wages and salaries, and other allowances	袍金、工資及薪金以及其他津貼	5,485	3,191
Contribution to defined contribution plans	定額供款計劃供款	130	126
		5,615	3,317

29 關聯方交易及結餘

(a) 與關聯方交易

除附註23所披露的與關聯方有關的財務安排外，於年內，本集團訂立以下重大關聯方交易：

(b) 與關聯方的結餘

與關聯方的未償還結餘詳情於綜合財務狀況表及附註18(b)、19及27披露。

(c) 主要管理人員酬金

主要管理層包括本集團董事及高級管理層。

本集團主要管理人員薪酬(包括於綜合財務報表附註8(a)中披露的董事酬金)如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

30 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Cash generated from operations

30 綜合現金流量表附註

(a) 經營所產生現金

		Note 附註	2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Loss before income tax	除所得稅前虧損		(30,142)	(33,406)
Adjustments for:	就以下各項作出調整：			
Depreciation of property, plant and equipment	物業、廠房及設備折舊	14	1,205	1,637
Depreciation of right-of-use assets	使用權資產折舊	15(b)	7,429	3,852
Amortisation of intangible assets	無形資產攤銷	17	165	27
Impairment of right-of-use assets	使用權資產減值	15(b)	1,947	2,846
Impairment loss on loan and interest receivables	應收貸款及利息減值虧損	3.1(b)	7,574	—
Impairment loss on trade receivables	貿易應收款項減值虧損	3.1(b)	2,055	—
Loss/(gain) on disposal of property, plant and equipment	出售物業、廠房及設備虧損／(收益)	7	13	(485)
Loss on disposal of subsidiaries	出售附屬公司虧損	7	1,687	—
Unrealised exchange gain	未變現匯兌收益		(3,426)	(2,831)
Interest income from bank deposits	銀行存款利息收入	7	(761)	(1,052)
Interest income from loan receivables	應收貸款利息收入	7	(2,867)	(4,478)
Interest income on rental deposits	租賃按金利息收入	7	(33)	(93)
Finance costs	融資成本	10	3,971	1,057
Gain on early termination of lease	提早終止租賃的收益	7	(680)	—
Unrealised loss on fair value change of financial asset at FVPL	按公平值計入損益的金融資產公平值變動的未變現虧損	7	4,580	1,513
Change in fair value on contingent consideration payable for business combination	業務合併的應付或然款項的公平值變動	7	(8,115)	63
Operating loss before working capital changes	營運資金變動前營運虧損		(15,398)	(31,350)
Changes in working capital:	營運資金變動：			
Trade and other receivables	貿易及其他應收款項		(24,290)	(2,982)
Trade and other payables	貿易及其他應付款項		11,250	(2,671)
Amount due with a director	應收一名董事款項		(4,691)	2,127
Amount due with a non-controlling shareholder	應收一名非控股股東款項		2,073	1,391
Cash used in operations	經營所用現金		(31,056)	(33,485)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

30 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(b) Reconciliation of liabilities arising from financing activities

30 綜合現金流量表附註(續)

(b) 融資活動產生的負債對賬

		Bank and other borrowings 銀行及其他借款 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元
As at 1 January 2023	於 2023 年 1 月 1 日	—	7,592
Non-cash movements:	非現金變動：		
— Acquired on acquisition of subsidiaries (Note 33(c))	— 收購附屬公司時收購 (附註 33(c))	50,586	21,092
— Recognition of lease liabilities	— 確認租賃負債	—	704
— Interest expenses	— 利息開支	556	501
Net cash inflow/(outflow):	現金淨流入／(流出)：		
— Principal element of lease rental paid	— 支付租賃租金的本金部分	—	(3,899)
— Interest element of lease rental paid	— 支付租賃租金的利息部分	—	(501)
— Interest paid on bank and other borrowings	— 支付銀行及其他借款利息	(556)	—
— Proceeds from bank and other borrowings	— 銀行及其他借款的所得款項	4,580	—
— Repayment of bank and other borrowings	— 償還銀行及其他借款	(2,564)	—
At 31 December 2023 and 1 January 2024	於 2023 年 12 月 31 日及 2024 年 1 月 1 日	52,602	25,489
Non-cash movements:	非現金變動：		
— Acquired on acquisition of subsidiaries (Note 33(b))	— 收購附屬公司時收購 (附註 33(b))	—	5,500
— Recognition of lease liabilities	— 確認租賃負債	—	13,460
— Early termination of lease	— 提早終止租賃	—	(19,907)
— Interest expenses	— 利息開支	3,003	968
Net cash inflow/(outflow):	現金淨流入／(流出)：		
— Principal element of lease rental paid	— 支付租賃租金的本金部分	—	(9,256)
— Interest element of lease rental paid	— 支付租賃租金的利息部分	—	(968)
— Interest paid on bank and other borrowings	— 支付銀行及其他借款利息	(3,003)	—
— Proceeds from bank and other borrowings	— 銀行及其他借款的所得款項	6,420	—
— Repayment of bank and other borrowings	— 償還銀行及其他借款	(8,238)	—
At 31 December 2024	於 2024 年 12 月 31 日	50,784	15,286

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

31 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENTS OF THE COMPANY

(a) Statement of financial position of the Company

31 本公司財務狀況表及儲備變動

(a) 本公司財務狀況表

	Note 附註	2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
ASSETS			
Non-current assets			
Property, plant and equipment		27	11
Investments in subsidiaries		53,511	53,551
Right-of-use assets		278	–
Total non-current assets		53,816	53,562
Current assets			
Trade and other receivables		396	15
Amount due from a director		110	–
Amounts due from subsidiaries		12,206	–
Cash and cash equivalents		29,986	39,093
Total current assets		42,698	39,108
Total assets		96,514	92,670
EQUITY			
Share capital	24	11,469	9,770
Reserves	31(b)	74,067	63,333
Total equity		85,536	73,103
LIABILITIES			
Current liabilities			
Lease Liabilities		219	–
Other payables and accruals		2,584	6,297
Amount due to a director		–	4,581
Amounts due to subsidiaries		8,100	8,689
Total current liabilities		10,903	19,567
Non-current liabilities			
Lease Liabilities		75	–
Total non-current liabilities		75	–
Total liabilities		10,978	19,567
Total equity and liabilities		96,514	92,670

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

31 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENTS OF THE COMPANY

(Continued)

(b) Reserve movements of the Company

		Share premium 股份溢價 RMB'000 人民幣千元	Other reserve 其他儲備 RMB'000 人民幣千元	Share option reserve 購股權儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2023	於2023年1月1日	62,920	20,095	5,277	(46,861)	41,431
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	-	-	-	(8,448)	(8,448)
Transactions with owners	與擁有人的交易					
Issue of shares through share placing (Note 24(a)(i))	透過股份配售發行股份 (附註24(a)(i))	30,350	-	-	-	30,350
At 31 December 2023 and 1 January 2024	於2023年12月31日及 2024年1月1日	93,270	20,095	5,277	(55,309)	63,333
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	-	-	-	(3,428)	(3,428)
Transactions with owners	與擁有人的交易					
Issue of shares through share placing (Note 24(a)(iii))	透過股份配售發行股份 (附註24(a)(iii))	14,775	-	-	-	14,775
Lapse of share options (Note 25)	購股權失效(附註25)	-	-	(184)	184	-
Cancellation of share options (Note 25)	註銷購股權(附註25)	-	-	(5,093)	4,480	(613)
At 31 December 2024	於2024年12月31日	108,045	20,095	-	(54,073)	74,067

31 本公司財務狀況表及儲備變動 (續)

(b) 本公司儲備變動

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

32 SUBSIDIARIES

Details of the principal subsidiaries of the Company as at 31 December 2024 and 2023 are as follows. Unless otherwise stated, they have share capital consisting solely of ordinary shares and the proportion of ownership interests held equals the voting rights held by the Group.

32 附屬公司

於2024年及2023年12月31日本公司的主要附屬公司詳情載列如下。除另有指明外，該等附屬公司的股本僅包括普通股，且所持擁有權權益比例等於本集團持有的投票權。

Name of subsidiaries	Place of incorporation and kind of legal entity	Issued and fully paid ordinary share capital	Equity interest attributable to the Group	Principal activities	
附屬公司名稱	註冊成立地點及法人實體類型	已發行及繳足普通股本	本集團應佔股權	主要業務	
			2024	2023	
			2024年	2023年	
Indirectly held by the Company:					
本公司間接持有：					
Guangzhou World-Link (Note (ii))	The PRC, limited liability company	RMB30,000,000	100%	100%	Provision of transportation, warehousing, in-plant logistics and customisation services
廣州中聯環宇(附註(ii))	中國，有限公司	人民幣 30,000,000 元			提供運輸、倉儲、廠內物流及定製服務
Guangdong Leshi Xianglong Supply Chain Management Co., Ltd. (Note (iii))	The PRC, limited liability company	RMB10,000,000	100%	100%	Provision of transportation services
廣東樂氏翔龍供應鏈管理有限公司(附註(iii))	中國，有限公司	人民幣 10,000,000 元			提供運輸服務
Zhongshan Haihui Technology Logistics (Group) Company Limited ("Haihui") (Note (ii) and (iii))	The PRC, limited liability company	RMB30,000,000	60%	60%	Provision of transportation and warehousing services
中山海慧科企物流(集團)有限公司(「海慧」)(附註(ii)及(iii))	中國，有限公司	人民幣 30,000,000 元			提供運輸及倉儲服務

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

32 SUBSIDIARIES (Continued)

32 附屬公司 (續)

Name of subsidiaries 附屬公司名稱	Place of incorporation and kind of legal entity 註冊成立地點及 法人實體類型	Issued and fully paid ordinary share capital 已發行及 繳足普通股本	Equity interest attributable to the Group 本集團應佔股權 2024 2024年	2023 2023年	Principal activities 主要業務
Indirectly held by the Company: 本公司間接持有：					
Goal Rise Logistics (Egypt) Limited (Note (iv)) 健升物流(埃及)有限公司 (附註(iv))	Egypt, limited liability company 埃及·有限公司	EGP50,000 50,000 埃及鎊	–	100%	Provision of transportation services 提供運輸服務
Keshiketeng Banner Meixuan Logistics Co., Ltd. (Note (v)) 克什克騰旗每選物流有限公司 (附註(v))	The PRC, limited liability company 中國·有限公司	RMB3,920,000 人民幣 3,920,000 元	51.22%	–	Provision of transportation and warehousing services 提供運輸及倉儲服務

Notes:

- (i) Unless otherwise stated, the principal place of operation of each company is the same as its place of incorporation.
- (ii) The English name represents the best effort of the Group's management to translate its Chinese name, as the subsidiary does not have official English name.
- (iii) This subsidiary was acquired by the Group during the year ended 31 December 2023 (see Note 33(c)).
- (iv) This subsidiary, which is held by Goal Rise Logistics (Overseas) Investment Limited, was disposed by the Group during the year (see Note 33(a)).
- (v) This subsidiary was acquired by the Group during the year ended 31 December 2024 (see Note 33(b)).

附註：

- (i) 除另有指明外，各公司的主要經營所在地與其註冊成立地點相同。
- (ii) 因該附屬公司並無正式英文名稱，故英文名稱乃本集團管理層盡其最大努力翻譯其中文名稱。
- (iii) 該附屬公司為本集團於截至2023年12月31日止年度內收購(見附註33(c))。
- (iv) 該附屬公司由健升物流(海外)投資有限公司持有，經本集團於年內出售(見附註33(a))。
- (v) 該附屬公司為本集團於截至2024年12月31日止年度內收購(見附註33(b))。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

33 DISPOSAL OF SUBSIDIARIES AND ACQUISITION OF SUBSIDIARIES UNDER BUSINESS COMBINATIONS

(a) Disposal of subsidiaries during the year ended 31 December 2024

On 26 August 2024, the Group disposed of its 100% equity interest in Goal Rise Logistics (Overseas) Investments Limited and its subsidiaries to an independent third party at a cash consideration of RMB3,500,000.

The net assets of Goal Rise Logistics (Overseas) Investments Limited and its subsidiaries at the date of disposal were as follows:

33 出售附屬公司及於業務合併項下收購附屬公司

(a) 於截至2024年12月31日止年度出售附屬公司

於2024年8月26日，本集團向一名獨立第三方出售其於健升物流(海外)投資有限公司及其附屬公司的100%股權，現金代價為人民幣3,500,000元。

健升物流(海外)投資有限公司及其附屬公司於出售日期的資產淨值如下：

		RMB'000 人民幣千元
Trade and other receivables	貿易及其他應收款項	682
Cash and cash equivalents	現金及現金等價物	4,717
Trade and other payables	貿易及其他應付款項	(1,923)
Current income tax liabilities	即期所得稅負債	(476)
Net assets disposed of	所出售的資產淨值	3,000
Loss on disposal of subsidiaries	出售附屬公司虧損	(1,687)
Reclassification adjustment on exchange reserve released upon disposal	出售時因匯兌儲備解除而作出的重新分類調整	2,187
		3,500
Satisfied by:	以下列方式結算：	
Cash consideration	現金代價	3,500
Net cash outflow arising on disposal:	出售事項產生的現金流出淨額：	
Cash consideration	現金代價	3,500
Cash and cash equivalents disposed of	所出售的現金及現金等價物	(4,717)
		(1,217)

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

33 DISPOSAL OF SUBSIDIARIES AND ACQUISITION OF SUBSIDIARIES UNDER BUSINESS COMBINATIONS *(Continued)*

(b) Acquisition of a subsidiary under business combination during the year ended 31 December 2024

On 30 July 2024, the Company, through Guangdong Yues International Logistics Co., Ltd. (formerly known as Guangdong Yues International Intelligent Logistics Co., Ltd.), a wholly-owned subsidiary of the Company (the “**Guangdong Yues International**”) entered into a capital contribution agreement with Keshiketeng Banner Meixuan Logistics Co., Ltd. (“**Keshiketeng Banner Meixuan**”), whereby Guangdong Yues International subscribed newly increased registered share capital of Keshiketeng Banner Meixuan representing approximately 51.2217% equity interest in Keshiketeng Banner Meixuan at a cash consideration of RMB3,920,000. Keshiketeng Banner Meixuan is principally engaged in provision transportation and warehousing services. The transaction was completed on 7 August 2024. The acquisition has been accounted for as acquisition of business using the acquisition method.

The primary reason for the above acquisition was for the expansion of the Group’s business and to increase returns to its shareholders.

33 出售附屬公司及於業務合併項下收購附屬公司 *(續)*

(b) 於截至2024年12月31日止年度於業務合併項下收購一間附屬公司

於2024年7月30日，本公司透過本公司全資附屬公司廣東樂氏國際物流有限公司（前稱為廣東樂氏國際智慧物流有限公司）（「**廣東樂氏國際**」）與克什克騰旗每選物流有限公司（「**克什克騰旗每選**」）訂立出資協議，據此，廣東樂氏國際以現金代價為人民幣3,920,000元認購克什克騰旗每選新增註冊資本（相當於克什克騰旗每選約51.2217%股權）。克什克騰旗每選主要從事提供運輸及倉儲服務。該交易已於2024年8月7日完成。該收購事項已採用收購法作為業務收購入賬。

上述收購事項的主要因為擴展本集團的業務及增加股東回報。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

33 DISPOSAL OF SUBSIDIARIES AND ACQUISITION OF SUBSIDIARIES UNDER BUSINESS COMBINATIONS (Continued)

(b) Acquisition of a subsidiary under business combination during the year ended 31 December 2024 (Continued)

The fair values of the identifiable assets and liabilities of Keshiketeng Banner Meixuan as at the date of acquisition were as follows:

33 出售附屬公司及於業務合併項下收購附屬公司(續)

(b) 於截至2024年12月31日止年度於業務合併項下收購一間附屬公司(續)

克什克騰旗每選於收購日期的可識別資產及負債的公平值如下：

		RMB'000 人民幣千元
Property, plant and equipment (Note 14)	物業、廠房及設備(附註14)	13
Right-of-use assets (Note 15)	使用權資產(附註15)	6,114
Trade and other receivables	貿易及其他應收款項	2,713
Cash and cash equivalents	現金及現金等價物	3,920
Lease liabilities	租賃負債	(5,500)
Trade and other payables	貿易及其他應付款項	(149)
Net identifiable assets acquired	所收購的可識別資產淨值	7,111
Non-controlling interests [#]	非控股權益 [#]	(3,469)
Net identifiable assets attributable to owners of the Company	本公司擁有人應佔可識別資產淨值	3,642
Goodwill arising on business combination (Note 17)	業務合併產生的商譽(附註17)	278
Total consideration	總代價	3,920
Satisfied by:	以下列方式結算：	
Cash consideration	現金代價	3,920
Net cash arising on acquisition:	收購事項產生的現金淨額：	
Cash consideration	現金代價	(3,920)
Less: Cash and cash equivalents acquired	減：所收購的現金及現金等價物	3,920
		—

[#] Non-controlling interests are measured at the non-controlling interests' proportionate share of fair value of the identifiable net assets of the acquired subsidiary.

[#] 非控股權益按非控股權益分佔已收購附屬公司可識別資產淨值的公平值比例計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

33 DISPOSAL OF SUBSIDIARIES AND ACQUISITION OF SUBSIDIARIES UNDER BUSINESS COMBINATIONS (Continued)

(b) Acquisition of a subsidiary under business combination during the year ended 31 December 2024 (Continued)

Note:

Goodwill arose from the above acquisition by the Group is mainly attributable to the benefit of expected revenue growth and future market development. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. None of the goodwill recognised is expected to be deductible for income tax purposes.

The acquisition-related costs are insignificant and are included in other expenses.

Impact of acquisition on the results of the Group

The acquired subsidiary contributed approximately RMB3,545,000 to the Group's revenue and resulted loss of approximately RMB617,000 for the period between the date of acquisition and the end of the year ended 31 December 2024.

Had the above acquisition been complete as at 1 January 2024, the total amount of revenue of the Group for the year would have been approximately RMB258,704,000 and the amount of the loss for the year would have been approximately RMB27,110,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed at the beginning of the year, nor is it intended to be a projection of future results.

33 出售附屬公司及於業務合併項下收購附屬公司(續)

(b) 於截至2024年12月31日止年度於業務合併項下收購一間附屬公司(續)

附註：

因本集團進行上述收購事項而產生之商譽主要歸因於預期收益增長及未來市場發展的裨益。由於該等裨益不符合可識別無形資產的確認標準，故並無與商譽分開確認。概無已確認之商譽預期可用作扣除所得稅。

收購事項相關的成本並不重大，且已計入其他開支。

收購事項對於本集團業績之影響

所收購的附屬公司於收購日期起至截至2024年12月31日止年度末期間為本集團貢獻收益約人民幣3,545,000元，並產生虧損約人民幣617,000元。

倘上述收購事項於2024年1月1日完成，則本集團的本年度收益總額將為約人民幣258,704,000元，而本年度虧損則為約人民幣27,110,000元。備考資料僅作說明用途，且未必代表倘收購事項於年初完成本集團實際可得之收益及經營業績，亦不擬作未來業績的預測。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

33 DISPOSAL OF SUBSIDIARIES AND ACQUISITION OF SUBSIDIARIES UNDER BUSINESS COMBINATIONS (Continued)

(c) Acquisition of subsidiaries under business combination during the year ended 31 December 2023

On 31 October 2023, the Company, through Guangdong Yues International, acquired 60% equity interest (the **"Sales Shares"**) in Haihui and its subsidiaries (together **"Haihui Group"**) from an independent third party (the **"Vendor"** or **"Mr. Wang Haixi"**) at a consideration of RMB9,000,000 (the **"Consideration"**) (the **"Acquisition"**). Upon the completion of the transaction, Haihui Group has become a subsidiary of the Company and the consolidated financial statements of Haihui Group were therefore consolidated into the consolidated financial statements of the Company.

Pursuant to the agreement for sale and purchase (**"Acquisition Agreement"**) dated 31 July 2023 entered into among the Guangdong Yues International, the Vendor and Haihui in relation to the Acquisition, the Consideration shall be paid by the Guangdong Yues International to the Vendor in cash, subject to status of fulfilment in the profit guarantee (the **"Profit Guarantee"**) as discussed in the below section.

Pursuant to the Acquisition Agreement, the Vendor and Haihui has jointly undertaken to the Guangdong Yues International that the audited revenue and audited net profit of Haihui Group for the period commencing from 1 August 2023 and up to 30 June 2024 (the **"Guaranteed Period"**) shall not be less than RMB60,000,000 (the **"Guarantee Revenue"**) and RMB3,500,000 (the **"Guarantee Profit"**) respectively.

33 出售附屬公司及於業務合併項下收購附屬公司(續)

(c) 於截至2023年12月31日止年度於業務合併項下收購附屬公司

於2023年10月31日，本公司透過廣東樂氏國際向一名獨立第三方（「賣方」或王海曦先生）收購海慧及其附屬公司（統稱為「海慧集團」）60%股權（「銷售股份」），代價為人民幣9,000,000元（「代價」）（「收購事項」）。於交易完成後，海慧集團成為本公司的附屬公司，因此海慧集團的綜合財務報表已併入本公司的綜合財務報表。

根據廣東樂氏國際、賣方及海慧就收購事項訂立日期為2023年7月31日的買賣協議（「收購協議」），代價將由廣東樂氏國際以現金支付予賣方，惟須視乎下文所述的保證利潤（「保證利潤」）的履行情況而定。

根據收購協議，賣方及海慧共同向廣東樂氏國際承諾，海慧自2023年8月1日起直至2024年6月30日止期間（「保證期間」）的經審核收益及經審核淨利潤分別不少於人民幣60,000,000元（「保證收益」）及人民幣3,500,000元（「保證利潤」）。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

33 DISPOSAL OF SUBSIDIARIES AND ACQUISITION OF SUBSIDIARIES UNDER BUSINESS COMBINATIONS (Continued)

(c) Acquisition of subsidiaries under business combination during the year ended 31 December 2023 (Continued)

On 22 December 2023, Guangdong Yues International, the Vendor and Haihui have entered into an amendment agreement to the Acquisition Agreement (the “**Amendment Agreement**”) to revise certain terms in the Acquisition Agreement. Pursuant to the terms of the Amendment Agreement, the original Guaranteed Period as stated in the Acquisition Agreement should be amended and replaced as the period commenced from 1 January 2024 and up to 31 December 2024 (the “**Revised Guaranteed Period**”), with other terms and conditions of the Acquisition Agreement remain unchanged and continue in full force and effect.

In the event that either the Guaranteed Revenue or the Guaranteed Profit is not achieved, Guangdong Yues International has the right to exercise the put option and request the Vendor to repurchase the Sale Shares at nil consideration (the “**Put Option**”). If Guangdong Yues International decides to exercise the Put Option, Guangdong Yues International shall not be obliged to pay the Consideration and the Vendor shall, within 20 business days upon receipt of the notice of exercising the Put Option issued by Guangdong Yues International, complete all the necessary procedures including the registration with relevant government authorities in respect of the repurchase of the Sale Shares.

If Guangdong Yues International decides not to exercise the Put Option, and (i) where the Guaranteed Profit is achieved, no adjustment will be made to the Consideration or (ii) where the Guaranteed Profit is not achieved, Guangdong Yues International shall pay to the Vendor the Consideration adjusted with the shortfall of the actual profit for the Revised Guaranteed Period to the Guaranteed Profit.

33 出售附屬公司及於業務合併項下收購附屬公司 (續)

(c) 於截至2023年12月31日止年度於業務合併項下收購附屬公司 (續)

於2023年12月22日，廣東樂氏國際、賣方及海慧訂立收購協議的經修訂協議（「**經修訂協議**」），以修訂收購協議的若干條款。根據修訂協議的條款，收購協議所述的原保證期應予修訂及取代為由2024年1月1日起直至2024年12月31日止的期間（「**經修訂保證期**」），而收購協議的其他條款及條件維持不變，並繼續具有十足效力及作用。

倘未能達致保證收入或保證利潤，廣東樂氏國際有權行使回購權，要求賣方以零代價回購銷售股份（「**回購權**」）。倘廣東樂氏國際決定行使回購權，廣東樂氏國際毋須支付代價，而賣方須於收到廣東樂氏國際發出的行使回購權通知後二十個營業日內，完成所有必要程序，包括向有關政府機關登記購回銷售股份。

倘廣東樂氏國際決定不行使回購權，而(i)達致保證利潤，則代價將不會作出調整，或(ii)未能達致保證利潤，則廣東樂氏國際須向賣方支付代價，並就經修訂保證期的實際利潤與保證利潤的差額作出調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

33 DISPOSAL OF SUBSIDIARIES AND ACQUISITION OF SUBSIDIARIES UNDER BUSINESS COMBINATIONS (Continued)

(c) Acquisition of subsidiaries under business combination during the year ended 31 December 2023 (Continued)

The fair value of the identifiable assets and liabilities acquired and goodwill arose as at the date of the acquisition are as follows:

33 出售附屬公司及於業務合併項下收購附屬公司(續)

(c) 於截至2023年12月31日止年度於業務合併項下收購附屬公司(續)

所收購的可識別資產及負債的公平值以及於收購日期產生的商譽如下：

		RMB'000 人民幣千元
Property, plant and equipment (Note 14)	物業、廠房及設備(附註14)	1,191
Right-of-use assets (Note 15)	使用權資產(附註15)	20,694
Intangible assets (Note 17)	無形資產(附註17)	1,647
Deposit in relation to purchase of property, plant and equipment	購買物業、廠房及設備的相關按金	36,167
Deferred income tax assets	遞延所得稅資產	628
Trade and other receivables	貿易及其他應收款項	15,213
Amount from a non-controlling shareholder	來自一名非控股股東的款項	33,512
Cash and cash equivalents	現金及現金等價物	1,426
Deferred income tax liabilities	遞延所得稅負債	(290)
Lease liabilities	租賃負債	(21,092)
Bank and other borrowings	銀行及其他借款	(50,586)
Trade and other payables	貿易及其他應付款項	(25,092)
Taxation payables	應付稅項	(141)
Contract liabilities (Note 22)	合約負債(附註22)	(566)
Net identifiable assets acquired	已收購可識別淨資產	12,711
Non-controlling interests [#]	非控股權益 [#]	(5,084)
Net identifiable assets attributable to owners of the Company	本公司擁有人應佔可識別淨資產	7,627
Goodwill arising on business combination (Note 17)	業務合併產生的商譽(附註17)	425
Fair value of contingent consideration	或然代價公平值	8,052
Net cash outflow arising on acquisition:	收購產生之現金流出淨額：	
Cash and cash equivalents acquired	已收購現金及現金等價物	1,426

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

33 DISPOSAL OF SUBSIDIARIES AND ACQUISITION OF SUBSIDIARIES UNDER BUSINESS COMBINATIONS (Continued)

(c) Acquisition of subsidiaries under business combination during the year ended 31 December 2023 (Continued)

- * Non-controlling interests are measured at the non-controlling interests' proportionate share of fair value of the identifiable net assets of the acquired subsidiaries.

Note:

The fair value of the contingent consideration payable are required to be measured at fair value in accordance with HKFRS 3 (see accounting policy set out in Note 3.3(a)).

Goodwill arose from the above acquisition by the Group is mainly attributable to the benefit of expected revenue growth and future market development. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. None of the goodwill recognised is expected to be deductible for income tax purposes.

Acquisition related cost of RMB660,120 have been excluded from the consideration and have been recognised as other expenses in the consolidated statement of profit or loss.

Impact of acquisition on the results of the Group

The acquired subsidiaries contributed approximately RMB13,757,000 to the Group's revenue and resulted profit of approximately RMB670,000 for the period between the date of acquisition and the end of the year ended 31 December 2023.

Had the above acquisition been complete as at 1 January 2023, the total amount of revenue of the Group for the year would have been approximately RMB159,899,000 and the amount of the loss for the year would have been approximately RMB33,366,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed at the beginning of the year, nor is it intended to be a projection of future results.

33 出售附屬公司及於業務合併項下收購附屬公司(續)

(c) 於截至2023年12月31日止年度於業務合併項下收購附屬公司(續)

- * 非控股權益乃按非控股權益分佔已收購附屬公司可識別淨資產公平值的比例計算。

附註：

根據香港財務報告準則第3號，應付或然代價的公平值須按公平值計量（見附註3.3(a)所載的會計政策）。

本集團因上述收購產生的商譽主要歸因於預期收入增長及未來市場發展帶來的裨益。由於該等裨益不符合可識別無形資產的確認標準，因此未與商譽分開確認。已確認的商譽預計均不能在所得稅中扣除。

收購相關成本人民幣660,120元已自代價中剔除，並已於綜合損益表內確認為其他開支。

收購對本集團業績的影響

自收購日期起至截至2023年12月31日止年度末，被收購的附屬公司為本集團貢獻了約人民幣13,757,000元的收益及約人民幣670,000元的利潤。

倘上述收購於2023年1月1日完成，本集團本年度的總收入將約為人民幣159,899,000元，本年度的虧損將約為人民幣33,366,000元。備考資料僅供參考並不代表倘若收購於年初完成，本集團實際會實現的收益及經營業績，亦不代表對未來業績的預測。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

33 DISPOSAL OF SUBSIDIARIES AND ACQUISITION OF SUBSIDIARIES UNDER BUSINESS COMBINATIONS *(Continued)*

- (c) Acquisition of subsidiaries under business combination during the year ended 31 December 2023 *(Continued)*

Impact of acquisition on the results of the Group *(Continued)*

In determining the “pro-forma” revenue and loss of the Group had Haihui Group been acquired at the beginning of the current year, the directors of the Company calculated amortisation of intangible assets based on the recognised amounts of intangible assets at the date of the acquisition.

34 EVENTS AFTER THE REPORTING PERIOD

- (a) Disposal of equity interest and shareholder's loan in Haihui and termination of put option

Reference is made to the announcements of the Company dated 31 July 2023 and 22 December 2023 and Note 33(c) in relation to, among other things, the sale and purchase agreement and an amendment agreement (collectively, “**the 2023 Agreements**”) entered between the Group, the Vendor and the Haihui in respect of the Acquisition as well as the Put Option.

Due to the highly fragmented and competitive nature of the logistics market in the PRC, especially in the road transport sector, Haihui faces significant market pressure and has not demonstrated the expected level of synergy with the Group. The management of the Company is of the view that Haihui Group is unlikely to fulfill the Guarantee Profit and therefore decided to terminate the 2023 Agreements as well as the Put Option, which allow the Group to focus on core strategic areas, reduce exposure to market risks, thereby enhancing the operational efficiency of the Group.

33 出售附屬公司及於業務合併項下收購附屬公司 *(續)*

- (c) 於截至2023年12月31日止年度於業務合併項下收購附屬公司 *(續)*

收購對本集團業績的影響 *(續)*

於釐定在海慧集團於本年年初被收購情況下本集團的「備考」收入及虧損時，本公司董事基於無形資產於收購當日的已確認金額計算無形資產的攤銷。

34 報告期後事項

- (a) 出售海慧股權及股東貸款以及終止回購權

茲提述本公司日期為2023年7月31日及2023年12月22日的公告以及附註33(c)，內容有關（其中包括）本集團、賣方及海慧就收購事項訂立的買賣協議及修訂協議（統稱「**2023年協議**」）以及回購權。

由於中國物流市場高度分散且競爭激烈（特別是在公路運輸領域），海慧面臨顯著市場壓力，並未展現出與本集團預期的協同效應。本公司管理層認為海慧集團不大可能履行保證利潤，因此決定終止2023年協議及回購權，使本集團能專注於核心策略領域、減少市場風險，從而提高本集團的營運效率。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

34 EVENTS AFTER THE REPORTING PERIOD

(Continued)

(a) Disposal of equity interest and shareholder's loan in Haihui and termination of put option (Continued)

On 20 December 2024, Guangdong Yues International, Mr. Wang Haixi, Ms. Guo Chonghui and Haihui entered into the Sale and Purchase Agreement (the “**SPA**”), pursuant to which Mr. Wang Haixi has conditionally agreed to purchase, and Guangdong Yues International has conditionally agreed to sell, the Sales Shares in Haihui at a consideration of RMB1 (the “**Disposal**”).

On 20 December 2024, Guangdong Yues International, an independent third party (the “**Purchaser**”) and Haihui entered into a loan transfer agreement (the “**Loan Transfer Agreement**”), pursuant to which the Purchaser shall acquire from Guangdong Yues International the shareholder's loan at a consideration of RMB7,000,000.

On 20 December 2024, Guangdong Yues International, Mr. Wang Haixi, and Haihui entered into a termination agreement (the “**Termination Agreement**”), pursuant to which all the parties to the Termination Agreement have agreed to terminate the Acquisition Agreement and the Put Option at nil consideration (the “**Termination of Put Option**”).

The management of the Company is of the view that the Disposal does not meet the held for sale definition as per HKFRS 5 “Non-current Assets Held for Sale and Discontinued Operations”, as the completion of the transactions is subject to approval at an extraordinary general meeting scheduled on 27 January 2025. Hence, the disposal of assets and liabilities of Haihui Group were not classified as disposal groups held for sale as at 31 December 2024.

34 報告期後事項 (續)

(a) 出售海慧股權及股東貸款以及終止回購權 (續)

於2024年12月20日，廣東樂氏國際、王海曦先生、郭崇慧女士及海慧訂立買賣協議（「**買賣協議**」），據此，王海曦先生有條件同意購買，而廣東樂氏國際有條件同意出售海慧的銷售股份，代價為人民幣1元（「**出售事項**」）。

於2024年12月20日，獨立第三方廣東樂氏國際（「**買方**」）與海慧訂立貸款轉讓協議（「**貸款轉讓協議**」），據此，買方須向廣東樂氏國際收購股東貸款，代價為人民幣7,000,000元。

於2024年12月20日，廣東樂氏國際、王海曦先生及海慧訂立終止協議（「**終止協議**」），據此，終止協議的所有訂約方已同意終止收購協議及回購權，代價為零（「**終止回購權**」）。

本公司管理層認為，根據香港財務報告準則第5號「持作出售的非流動資產及已終止經營業務」，出售事項不符合持作出售之定義，原因為交易的完成須待定於2025年1月27日舉行的股東特別大會批准後方可作實。因此，於2024年12月31日，出售海慧集團的資產及負債並無分類為持作出售的出售組別。

Notes to the Consolidated Financial Statements *(Continued)*

綜合財務報表附註 *(續)*

34 EVENTS AFTER THE REPORTING PERIOD

(Continued)

(a) Disposal of equity interest and shareholder's loan in Haihui and termination of put option *(Continued)*

Details of the above transactions can be referred to announcement and circular issued by the Company dated 20 December 2024 and 10 January 2025 respectively.

The above transactions were approved by the shareholders in an extraordinary general meeting on 27 January 2025 and completed on 8 February 2025. Upon completion, Haihui Group will cease to be subsidiaries of the Company. Accordingly, the financial results of Haihui Group will no longer be consolidated into the consolidated financial statements of the Group and the gain or loss on the Disposal will be recognised in profit or loss subsequent to the end of the reporting period. Up to the date of this report, the management of the Company is still in the progress of preparing the initial accounting for the Disposal.

(b) Rights Issue

On 14 February 2025, the Company proposed to raise up to approximately HKD69,376,000 before expenses by way of the rights issue of a maximum of 533,664,000 rights shares (assuming no change in the number of shares in issue on or before the record date) at the subscription price of HKD0.13 per rights share on the basis of four (4) rights shares for every one (1) existing share held on the record date. The proposed rights issue were approved by the shareholders in an extraordinary general meeting on 24 March 2025. Details of the above rights issue can be referred to announcement and circular issued by the Company dated 14 February 2025 and 7 March 2025 respectively.

34 報告期後事項 *(續)*

(a) 出售海慧股權及股東貸款以及終止回購權 *(續)*

上述交易詳情可參閱本公司分別於2024年12月20日及2025年1月10日刊發的公告及通函。

上述交易已於2025年1月27日獲股東於股東特別大會上批准及於2025年2月8日完成。於完成後，海慧集團將不再為本公司的附屬公司。因此，海慧集團的財務業績將不再併入本集團的綜合財務報表，且出售事項的收益或虧損將於報告期末後於損益中確認。截至本報告日期，本公司管理層仍在編製出售事項的初步會計處理。

(b) 供股

於2025年2月14日，本公司建議按於記錄日期每持有一(1)股現有股份獲發四(4)股供股股份之基準，以認購價每股供股股份0.13港元透過供股方式發行最多533,664,000股供股股份(假設已發行股份數目於記錄日期或之前並無變動)，籌集最多約69,376,000港元(扣除開支前)。建議供股已於2025年3月24日獲股東於股東特別大會上批准。上述供股詳情可參閱本公司分別於2025年2月14日及2025年3月7日刊發的公告及通函。

Financial Summary

財務概要

A summary of the results, and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited consolidated financial statements is set out below:

有關本集團於過去五個財政年度的業績與資產及負債概要(摘錄自己刊發的經審核綜合財務報表)載列如下：

RESULTS

業績

For the year ended 31 December

截至12月31日止年度

		2020	2021	2022	2023	2024
		2020年	2021年	2022年	2023年	2024年
		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
Revenue	收益	185,198	211,779	179,483	133,881	256,214
Profit/(loss) before income tax	除所得稅前溢利／(虧損)	7,014	(21,082)	(1,050)	(33,406)	(30,142)
Income tax (expense)/credit	所得稅(開支)／抵免	(4,551)	3,980	880	(757)	86
Profit/(loss) for the year	年內溢利／(虧損)	2,463	(17,102)	(170)	(34,163)	(30,056)
Attributable to:	以下各方應佔：					
— Owners of the Company	— 本公司擁有人	2,463	(17,102)	(170)	(34,431)	(24,710)
— Non-controlling interests	— 非控股權益	—	—	—	268	(5,346)
		2,463	(17,102)	(170)	(34,163)	(30,056)

Financial Summary (Continued)

財務概要 (續)

		As at 31 December				
		於 12 月 31 日				
		2020	2021	2022	2023	2024
		2020 年	2021 年	2022 年	2023 年	2024 年
		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
Total assets	總資產	228,026	184,546	179,207	282,828	256,827
Total liabilities	總負債	(93,788)	(53,917)	(35,199)	(139,020)	(123,409)
Net assets	資產淨值	134,238	130,629	144,008	143,808	133,418
Equity attributable to the owners of the Company	本公司擁有人應佔權益	134,238	130,629	144,008	138,456	129,943
Non-controlling interests	非控股權益	—	—	—	5,352	3,475
Total equity	權益總額	134,238	130,629	144,008	143,808	133,418



Yues International Holdings Group Limited
樂氏國際控股集團有限公司