

2024 ANNUAL REPORT



华兴资本

CHINA RENAISSANCE HOLDINGS LIMITED

華興資本控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 1911



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COMPANY PROFILE

China Renaissance is the leading investment banking and investment management firm dedicated to China's innovative economy businesses, which are transforming traditional industries through entrepreneurship, technological advancement, and innovative business models. The Group has built its business specifically to discover best-in-class entrepreneurs and businesses and provide them with advisory and capital markets services and investment through all phases of their development. The Group's network of entrepreneurs and investors plays a critical role in supporting investment capital flows into leading innovative economy businesses and structuring industry-shaping transactions.



COMPANY PROFILE (CONTINUED)



CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Ms. Hui Yin Ching (*Chairperson*)
Mr. Wang Lixing
Mr. Du Yongbo

Non-Executive Director

Mr. Lin Ning David

Independent Non-Executive Directors

Ms. Yao Jue
Mr. Zhao Yue
Mr. Alex Liang

AUDIT COMMITTEE

Ms. Yao Jue (*Chairperson*)
Mr. Zhao Yue
Mr. Alex Liang

REMUNERATION COMMITTEE

Mr. Alex Liang (*Chairman*)
Ms. Hui Yin Ching
Mr. Zhao Yue

NOMINATION COMMITTEE

Ms. Hui Yin Ching (*Chairperson*)
Ms. Yao Jue
Mr. Zhao Yue

COMPANY SECRETARY

Mr. Liu Chak Sing

AUTHORIZED REPRESENTATIVES

Mr. Wang Lixing
Mr. Liu Chak Sing

AUDITOR

ZHONGHUI ANDA CPA Limited
Registered Public Interest Entity Auditors
23/F, Tower 2, Enterprise Square Five,
38 Wang Chiu Road, Kowloon Bay,
Hong Kong

COMPANY ADDRESS

Registered Office

The offices of Maples Corporate Services Limited
P.O. Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Principal Place of Business in China

Unit 703, Tower B, Pacific Century Place
No. 2A Workers Stadium North Road
Chaoyang District
Beijing 100027, China

Principal Place of Business in Hong Kong

Units 8107-08, Level 81
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong

LEGAL ADVISORS

As to Hong Kong law
Reed Smith Richards Butler

As to the laws of mainland China
Commerce & Finance Law Offices

As to BVI and Cayman Islands law
Maples and Calder (Hong Kong) LLP

CORPORATE INFORMATION (CONTINUED)

HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor
Services Limited
Shops 1712–1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKS

China CITIC Bank
Bank of Communications
HSBC
Shanghai Innovation Bank
China Merchants Bank

STOCK CODE

1911

COMPANY WEBSITE

<http://www.huaxing.com/>

CHAIRPERSON'S STATEMENT



"In 2024, with the ebb and flow of history over the centuries colliding with the tides of technology revolution, China prioritized stability while pursuing progress under the pressure and stood the test of time. Faced with the complex changes of intensified competition in the global industrial chain and the restructuring of the geopolitical system, China's economy anchored itself with the 'new quality productivity' and weathered the storms through the course of the high-quality development.

In this global race of making technology innovation the core competency, China Renaissance has always synchronized with the national innovation-driven strategy and actively practiced the motto 'pursuing progress while maintaining stability, and innovating continuously'. We would achieve strategic upgrade at the historical intersection of the closing of the '14th Five-Year Plan' and the opening of the '15th Five-Year Plan', deploy leading trends and technologies as a game changer, and comprehensively launch the new chapter of the 'Era 2.0' of China Renaissance."

CHAIRPERSON'S STATEMENT (CONTINUED)

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Despite the various internal and external uncertainties arising from international relations' changes, the bottoming out of the capital market and its recovery, China Renaissance remained undeterred and successfully delivered encouraging results in 2024, demonstrating a strong sense of responsibility. At the business level, based on the Company's profound understanding of the industry and policies, delicate market acumen and forward-looking strategic planning, we have not only solidified and strengthened its dually-driven advantage of "investment banking + asset management", but also returned to a trajectory of high-quality growth, with robust overall recovery full of potentials, particularly with key investments in cutting-edge innovation sectors that have seen explosive growth. With "Artificial Intelligence" and "Merger and Acquisition Transactions" as the two main lines of business, the investment banking business has once again strengthened its leading position in the industry: through comprehensive strategic planning, the investment banking business has accompanied and supported many leading companies in the field of artificial intelligence, embodied intelligence, low-altitude economy, and other advanced technologies, such as famous projects Zhipu AI (智譜華章), SiliconFlow (硅基流動) and Fourier (傅利葉). In addition to empowering and witnessing the successful IPOs of our portfolio companies RoboSense (速騰聚創), Autostreets (汽車街) and ZG Group (找鋼) on the Hong Kong Stock Exchange, we have also focused on exits. Against the backdrop of the overall venture capital market facing "exit difficulties" in 2024, we have realized over RMB3 billion in exits, which has led to an increase in the DPI of various funds and brought considerable returns to LP. The domestic securities business has generally stabilized and maintained a trend of steady development. In particular, the retail business, through the Company's self-developed APP "DuoDuoJin" (多多金), achieved a leapfrog growth of over 200% in terms of the number of new clients and 100% in terms of assets under management, thus providing effective ways and means to explore comprehensive growth of the securities business.

As a comprehensive financial services institution with deeply rooted entrepreneurial genes, China Renaissance has consistently embraced the principle of "being alongside with innovators and entrepreneurs as a trusted partner" as its core development ethos since its inception. During the 1.0 era of the booming internet economy, we leveraged forward-looking strategic planning to establish a unique "dual-engine system," empowering the growth of over 150 technology enterprises through more than ten diversified and specialized funds, serving nearly 1,000 innovative economy companies,

CHAIRPERSON'S STATEMENT (CONTINUED)

and facilitating transactions totaling approximately RMB 1.5 trillion. We have been deeply involved in and witnessed the critical development stages of over 70% of China's internet unicorn enterprises. Against the backdrop of China's industrial upgrade and the demand for the development of "new quality productivity", China Renaissance stands at the crossroads of the global value chain restructuring and the fourth industrial revolution. In "Era 2.0", we will fully harness its entrepreneurial spirit, which has been carried forward since its establishment, and are committed to being a driving force for transformative change, a leader and companion in cutting-edge technology, and a key catalyst for innovation in this pivotal era.

In 2024, we put forward the strategic declaration of "new venture"; the achievements of this year have also laid a solid foundation for China Renaissance to set sail again, cultivate and develop the "second growth curve". The year 2025 marks the 20th anniversary of the official establishment of China Renaissance, and it will also be the year to fully launch "Era 2.0" of China Renaissance. Facing the deep waters of the technological revolution in the next two decades, we believe that artificial intelligence and blockchain technology will serve as the dual-core engines driving the financial paradigm shift. In 2025, China Renaissance will further consolidate and maintain the high-speed and high-quality development of its dual-core business of "investment banking + asset management", make a comprehensive commitment to frontier technology fields represented by artificial intelligence, boost the development of key innovative industries associated with China's economic transformation and upgrading, and comprehensively explore, serve and invest in high-potential entrepreneurial ventures. Meanwhile, based on our in-depth study and understanding of the technology revolution, market demands and financial paradigm shifts, China Renaissance will actively expand its footprint into the field of digital assets with Hong Kong market as our base, while integrating our years of in-depth research, transaction services and investment practices in blockchain and Web3.0. We believe, digital assets, as advanced factor of production in the digital era, will play a key role in transforming business models, enhancing financial efficiency and asset liquidity, and driving structural changes in global asset allocation paradigm. China Renaissance's prudent and proactive attitude towards the exploration and practice relating to future technologies and trends is not only a legacy of our entrepreneurial spirit throughout these 20 years, but also an important way to deliver significant returns to investors who have trusted and supported China Renaissance's development by investing in our future. It is also an ardent response to and active practice of President Xi Jinping's earnest expectation expressed at the high-profile symposium on private enterprises in 2025, which is for private enterprises and private entrepreneurs to "make new and greater contributions to the advancement of Chinese Modernization", and it is also an elevated interpretation of the essence of finance under the ongoing evolution of unprecedented global changes unseen in a century.

Hui Yin Ching
Chairperson
March 31, 2025

BUSINESS REVIEW

In 2024, the private equity investment market continued the downward trend in 2022 and 2023. Both trading volume and transacted amount further decreased, reaching a historic low for the past decade. Transactions in the private equity financing advisory market also demonstrated a downward trend as the investment market, the scale of A Shares IPO fundraising reached a new low for the past decade. While facing the difficult challenges from the external market, China Renaissance Group adhered to its strategic persistence, stood firm on its core business, materialized a rebound on its results of operations by ways of asset optimization, business transformation and technological focus. Since the fourth quarter of 2024, the revenue and operating profit of the Group both increased significantly as compared to the first three quarters. Revenue from the fourth quarter represented 46% of the revenue for the year. Without taking into consideration of CR Securities, total revenue and net investment gains for 2024 amounted to RMB590 million, representing a year-on-year growth of 10%. Operating profit amounted to RMB53 million, turning around the loss making trend of the last year and regained profitability. The consolidated total revenue and net investment gains of the Group for 2024 amounted to RMB840 million, representing a year-on-year growth of 5.2%. Loss attributable to the parent company amounted to RMB180 million, representing a decrease of 62.1% as compared to the loss in 2023. In 2024, the Group further adjusted the personnel structure, as of the end of the Reporting Period, the Group had 475 employees, representing a year-on-year decrease of 16.1%. Non-labour cost also further decreased along with the personnel structure adjustment. Looking forward, the results of cost reduction and efficiency enhancement will become increasingly evident.

In 2024, investment management business contributed 38% of the Group's total revenue. During the period, the total exit amount of fund projects managed by the Group was RMB3.2 billion. In light of the continuous exit of projects, the Distribution to Paid-in Capital ("**DPI**") of the Group's funds was further enhanced. As of today, the DPI of 5 out of 11 main funds and certain project funds reach over 100% and have started to generate carried interest. During the year, carried interest has been continuously credited to the financial statement, providing support for the Group's financial performance. During the Reporting Period, the total carried interest credited to the financial statement of the Group amounted to RMB100 million, with a net carried interest credited of almost RMB30 million. As of the end of the Reporting Period, accumulated unrealized total carried interest amounted to RMB2.1 billion (corresponding net carried interest amounted to RMB600 million), which is expected to provide continuous support for asset management business income and results of the Group in the future. In 2023 and 2024, fund investment projects including Fenbi (粉筆), Smarter Micro (慧智微), RoboSense (速騰聚創) and Autostreets (汽車街) were listed successfully, further validating the excellence of the investment portfolio of the Group's managed funds, which focus on the smart industry and comprehensively cover the innovative economy.

BUSINESS REVIEW (CONTINUED)

Although the primary and secondary market remains inactive and the investment banking business has been under huge external market pressure, the investment banking business demonstrated its overall robustness and resilience in 2024. During the Reporting Period, total revenue of the investment banking business of the Group amounted to RMB220 million, representing a year-on-year growth of 16.8%. The private equity financing business maintained its market leading position, successfully pivoted towards the broader technology sectors in recent years, focused on embodied intelligence, low-altitude economy, advanced manufacturing and hard technology, and have established a leading role in the AGI field. During the Reporting Period, we have completed various projects including Zhipu AI (智譜華章), ROBOTERA (星動紀元), Shengshu (生數), Fourier (傅利葉) and GALAXEA AI (星海圖). Under the persistent downturns in the IPO markets of Hong Kong and the US, China Renaissance's investment banking business actively explored diversified capital market products, assisted customers to complete listing or financing under the current market condition. During the Reporting Period, we have completed the RoboSense (速騰聚創) IPO in Hong Kong as a joint sponsor, along with post-listing share placements and at-the-market (ATM) offerings. The revenue of Hong Kong and US stock brokerage business increased by 200% as compared to last year. Secondary market shares equities business has been relatively stable, which has provided support for the investment banking business and contributed 35% of the investment banking business revenue.

The total revenue and net investment gains of CR Securities amounted to RMB250 million, accounting for 30% of the Group's total revenue and net investment gains. Its strategic focus business maintained a satisfying growth momentum. CR Securities' Duoduojin (多多金) App enabled our business development, formed a dual-drives and deep consolidation of technology and business, provided different and diversified companion services, integrated intelligent tools into each investing link and satisfied multi-level investment needs of customers. As of the end of December 2024, CR Securities' Duoduojin App accumulated total number of registered users of 0.39 million, representing an increase of 95% as compared to the end of 2023. The number of new customers rapidly increased by 208% as compared to the corresponding period of 2023. Asset sizes of customers grew by 146% as compared to the end of 2023. Under the backdrop of a shrinking market, CR Securities promoted various leading projects in the hard technology sector, solidifying its industry position, serving the "specific and innovative technology" enterprises, while continuing to provide financing services. During the Reporting Period, CR Securities completed various projects including the private placement of Wanchen Biotechnology (萬辰生物), listing of Golden Phoenix (金鳳凰) on NEEQ, private equity financing of Calterah (加特蘭) and KUNLUNXIN (昆侖芯), etc. As of the end of the period, total assets of CR Securities amounted to RMB3.7 billion, net assets amounted to RMB2.4 billion, highly liquid assets such as cash, deposits, cash management products and listed corporate bonds totalled RMB2.8 billion.

BUSINESS OUTLOOK

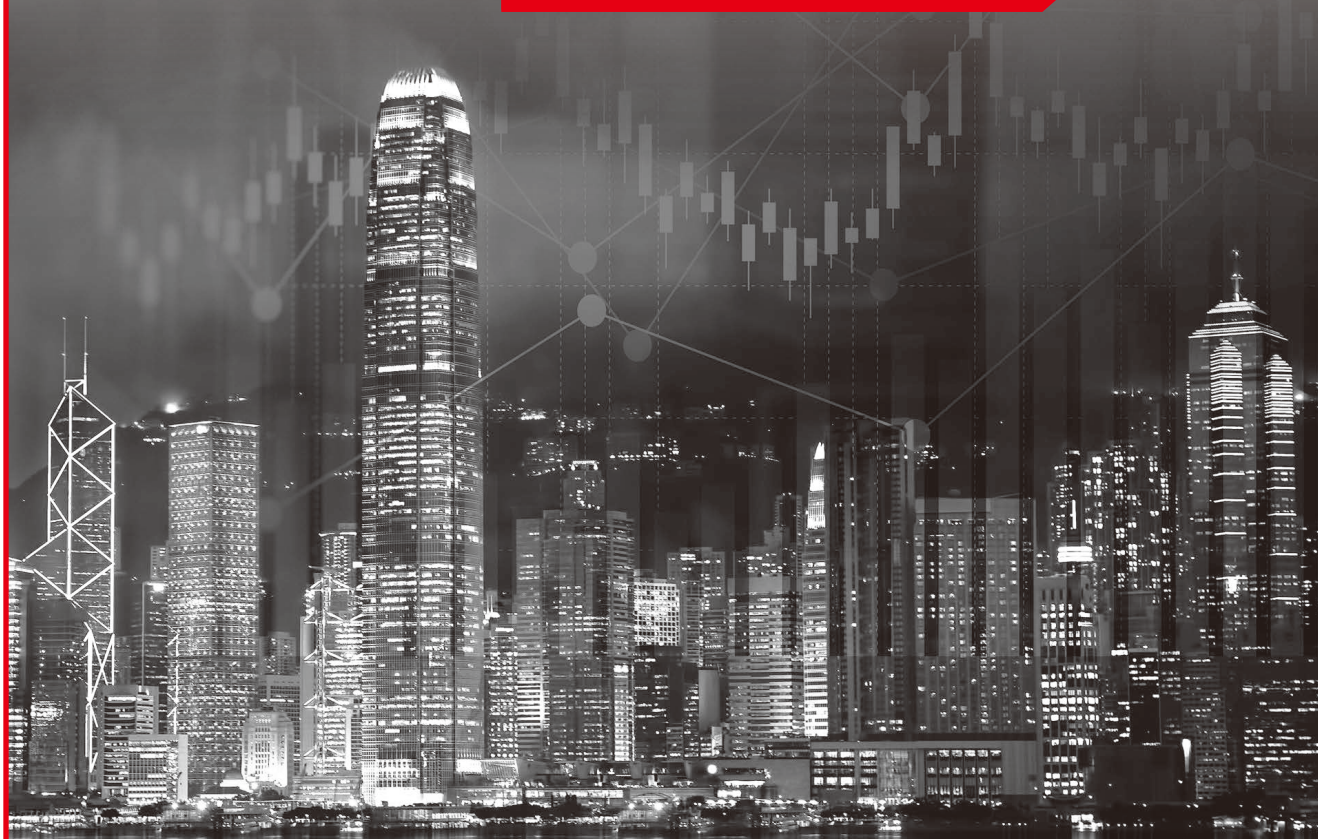
In October 2024, Ms. Hui Yin Ching was appointed as the chairperson of the Board, leading the new session of the Board to take on a new journey. Upon the adjustment to the Board, the core management remained stable, the corporate governance mechanism was further optimized and the strategic execution efficiency was significantly enhanced, laying a solid foundation for the Group's long term development.

Despite the current global turmoil and the challenges facing China's capital market, including "resolution for cumulative issues, cultivation for newly emerged motivation, and the pains of economic transformation", the Group firmly believes that markets are cyclical and economic development inherently involves a wave-like progression with twists and turns. At the same time, the Group also firmly believes there are immense development potentials within the PRC market.

China Renaissance will continue to adhere to its core direction of "technology + industry", optimizing the layout of AGI and intelligent field, exploring merger and acquisition and cross-boarder business. While consolidating its current businesses, China Renaissance will actively explore the Web3.0 and the cryptocurrency assets sector, driving the development of the innovation technology sector, and at the same time strengthening post investment management and risk control, in order to boost asset operation efficiency. The Group will leverage its strong financial structure, innovative business model and professional service capabilities, to capture market opportunities and create long term values for our Shareholders.

FINANCIAL HIGHLIGHTS

The following table summarizes our consolidated results of operations for the years indicated. The summary consolidated financial data set forth below should be read together with, and is qualified in its entirety by reference to, the consolidated financial statements in this Annual Report, including the related notes. Our financial information was prepared in accordance with IFRS.



FINANCIAL HIGHLIGHTS (CONTINUED)

SUMMARY OF CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	For the Year Ended December 31,	
	2024	2023
	RMB'000	RMB'000
Total revenue	777,104	1,006,094
Total revenue and net investment gains or losses	839,641	797,944
Total operating expenses	(881,281)	(995,761)
Operating loss	(41,640)	(197,817)
Loss before tax	(162,573)	(340,650)
Income tax expense	(48,086)	(120,343)
Loss for the year	(210,659)	(460,993)
Loss for the year attributable to owners of the Company	(179,017)	(471,903)

To supplement our financial information presented in accordance with IFRS, we also use adjusted net loss attributable to owners of the Company as an additional financial measure, which is not required by, or presented in accordance with, IFRS. We believe that this non-IFRS measure facilitates comparisons of operating performance from period to period and company to company by adjusting for potential impacts of non-recurring and certain non-cash items and our management considers this non-IFRS measure to be indicative of our operating performance. We believe that this measure provides useful information to investors and others in understanding and evaluating our consolidated results of operations in the same manner as they help our management. Adjusted net loss attributable to owners of the Company does not have a standardised meaning prescribed by IFRS and may not be comparable to similarly titled measures presented by other companies. The use of this non-IFRS measure has limitations as an analytical tool, and the Shareholders should not consider it in isolation from, or as substitute for analysis of, or our results of operations as reported under IFRS.

FINANCIAL HIGHLIGHTS (CONTINUED)

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

	For the Year Ended December 31,	
	2024	2023
	RMB'000	RMB'000
Loss for the year attributable to owners of the Company	(179,017)	(471,903)
Add:		
Share-based payment expense	38,789	61,432
Change in fair value of call option	—	154,048
Subtotal before adjustments relating to carried interest	(140,228)	(256,423)
Add:		
Reversal of unrealized net carried interest ⁽¹⁾	(160,609)	(336,023)
Non-IFRS Measure: Adjusted net loss attributable to owners of the Company (unaudited)⁽²⁾	(300,837)	(592,446)

Notes:

- (1) The unrealized net carried interest is calculated by subtracting our carried interest to management team and other parties from our unrealized income from carried interest as follows.

	For the Year Ended December 31,	
	2024	2023
	RMB'000	RMB'000
Reversal of unrealized income from carried interest	(550,501)	(1,133,465)
Reversal of carried interest to management team and other parties	389,892	797,442
Reversal of unrealized net carried interest	(160,609)	(336,023)

The unrealized income from carried interest is based on the underlying fair value change of the respective funds under our investment management business. The unrealized income from carried interest is allocated to us based on the cumulative fund performance to date, subject to the achievement of minimum return levels to limited partners. At the end of each reporting period, we calculate the unrealized income from carried interest that would be due to us for each fund, pursuant to the relevant fund agreements, as if the fair value of the underlying investments were realized as of such date, irrespective of whether such amounts have been realized. As of December 31, 2024, accumulated unrealized income from carried interest and unrealized net carried interest were RMB2.1 billion and RMB0.6 billion, respectively. As the fair value of underlying investments varies among reporting periods, it is necessary to make adjustments to amounts presented as unrealized income from carried interest. Such adjustments may, in certain circumstances, reverse the unrealized income from carried interest reported in the prior period due to fluctuations in the value of the underlying investments.

- (2) We define adjusted net loss attributable to owners of the Company as loss for the year attributable to owners of the Company adjusted for the impact of (i) share-based payment expense, (ii) change in fair value of call option, (iii) reversal of unrealized income from carried interest, and (iv) reversal of carried interest to management team and other parties.

MANAGEMENT DISCUSSION AND ANALYSIS

SEGMENT PERFORMANCE

The following table sets forth a breakdown of revenue and net investment gains or losses by reporting segment for the years indicated.

	For the Year Ended December 31,			
	2024	2023	Change	% of change
	RMB'000	RMB'000	RMB'000	
Business Segment				
Investment Banking	224,453	192,194	32,259	16.8%
Investment Management	316,336	270,015	46,321	17.2%
CR Securities	247,719	261,043	(13,324)	-5.1%
Others	51,133	74,692	(23,559)	-31.5%
Total revenue and net investment gains or losses	839,641	797,944	41,697	5.2%

The following table sets forth a breakdown of operating (loss)/profit by reporting segment for the years indicated.

	For the Year Ended December 31,			
	2024	2023	Change	% of change
	RMB'000	RMB'000	RMB'000	
Business Segment				
Investment Banking	(34,837)	(69,287)	34,450	-49.7%
Investment Management	125,950	(12,277)	138,227	n.m.
CR Securities	(94,249)	(86,726)	(7,523)	8.7%
Others	(38,504)	(29,527)	(8,977)	30.4%
Operating loss	(41,640)	(197,817)	156,177	-79.0%

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

SEGMENT PERFORMANCE (CONTINUED)

Investment Banking

The following table sets forth segment revenue, segment operating expenses and segment operating loss for the years indicated.

	For the Year Ended December 31,			
	2024	2023	Change	% of change
	RMB'000	RMB'000	RMB'000	
Investment Banking				
Advisory services	102,847	90,344	12,503	13.8%
Equity underwriting	42,348	13,061	29,287	224.2%
Sales, trading, and brokerage	79,258	88,422	(9,164)	-10.4%
Segment revenue	224,453	191,827	32,626	17.0%
Net investment gains	—	367	(367)	-100.0%
Segment revenue and net investment gains	224,453	192,194	32,259	16.8%
Compensation and benefit expenses	(169,865)	(174,841)	4,976	-2.8%
Net reversal of impairment losses under expected credit loss model	1	29,729	(29,728)	-100.0%
Other operating expenses	(89,426)	(116,369)	26,943	-23.2%
Segment operating expenses	(259,290)	(261,481)	2,191	-0.8%
Segment operating loss	(34,837)	(69,287)	34,450	-49.7%

The following table sets forth a breakdown of the transaction value of the investment banking business by major service type for the years indicated.

	For the Year Ended December 31,			
	2024	2023	Change	% of change
	RMB in million	RMB in million	RMB in million	
Transaction Value				
Advisory services	7,364	15,905	(8,541)	-53.7%
Equity underwriting	2,045	580	1,465	252.6%
Total	9,409	16,485	(7,076)	-42.9%

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

SEGMENT PERFORMANCE (CONTINUED)

Investment Banking (Continued)

Segment Revenue and Net Investment Gains

Investment banking revenue and net investment gains were RMB224.5 million for the year ended December 31, 2024, an increase of 16.8% from the year ended December 31, 2023. This increase was primarily due to the increase in advisory services fees and equity underwriting fees, which proved our recovery and growth under the challenging market environment.

Segment Operating Expenses

For the investment banking segment, segment operating expenses decreased by 0.8% from RMB261.5 million for the year ended December 31, 2023 to RMB259.3 million for the year ended December 31, 2024. Excluding the impact of reversal of bonus provision and reversal of impairment losses under expected credit loss model, segment operating expenses decreased by 22.7% from RMB378.0 million for the year ended December 31, 2023 to RMB292.2 million for the year ended December 31, 2024 due to the effort to streamline operations and cost structure.

Segment Operating Loss

For the investment banking segment, segment operating loss decreased by 49.7% from RMB69.3 million for the year ended December 31, 2023 to RMB34.8 million for the year ended December 31, 2024.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

SEGMENT PERFORMANCE (CONTINUED)

Investment Management

The following table sets forth segment revenue, segment operating expenses and segment operating profit/(loss) for the years indicated.

	For the Year Ended December 31,			
	2024	2023	Change	% of change
	RMB'000	RMB'000	RMB'000	
Investment Management				
Management fees	288,580	434,252	(145,672)	-33.5%
Realized income from carried interest	104,727	151,855	(47,128)	-31.0%
Interest income	—	30,727	(30,727)	-100.0%
Segment revenue	393,307	616,834	(223,527)	-36.2%
Net investment losses	(76,971)	(346,819)	269,848	-77.8%
Segment revenue and net investment losses	316,336	270,015	46,321	17.2%
Compensation and benefit expenses	(85,386)	(28,274)	(57,112)	202.0%
Finance costs	—	(10,313)	10,313	-100.0%
Carried interest to management team and other parties	(76,068)	(111,773)	35,705	-31.9%
Investment losses attributable to interest holders of consolidated structured entities	27,581	21,244	6,337	29.8%
Net reversal/(provision) of impairment losses under expected credit loss model	24,128	(50,783)	74,911	n.m.
Other operating expenses	(80,641)	(102,393)	21,752	-21.2%
Segment operating expenses	(190,386)	(282,292)	91,906	-32.6%
Segment operating profit/(loss)	125,950	(12,277)	138,227	n.m.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

SEGMENT PERFORMANCE (CONTINUED)

Investment Management (Continued)

The following table sets forth a movement of investments in our own private equity funds and investments in third-party private equity funds for the year indicated.

	Investments in our own funds RMB'000	Investments in third-party funds RMB'000
Balance at December 31, 2023	1,261,600	659,907
Invested Capital	8,489	2,036
Distribution	(72,144)	(8,892)
Changes in value	(156,518)	(55,538)
Effect of exchange rate change	7,351	6,620
Balance at December 31, 2024	1,048,778	604,133

As of December 31, 2024, the IRR of investments in our own private equity funds and investments in third-party private equity funds was 17.4% and 15.1%, respectively.

The following table sets forth certain operational information for the investment management segment as of the dates indicated.

	As of December 31, 2024 RMB in million	2023 RMB in million
Committed Capital	36,118	35,916
Invested Capital	30,131	30,810
Fair Value of Investments	53,247	56,617
Fee-earning AUM	13,493	22,945
AUM	31,974	36,694

The management fees for each of our main funds are calculated on a percentage which ranges from 1.5% to 2.0% of capital commitments during investment period or cost of undisposed investments after investment period. For our project funds, the percentage may vary from 0% to 2%. The income from carried interest from each of our funds is determined only after the fund has achieved its applicable contractual hurdle rate and is based on a percentage of difference of fair value of investments net of expenses over invested capital, which is typically 20% for our main funds and ranges from 0% to 20% for our project funds. The hurdle rate of our funds is typically 8% per annum. Our main funds generally have investment periods of five years. The term of our main funds generally last for 7 to 12 years, subject to a limited number of extensions with the consent of the limited partners.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

SEGMENT PERFORMANCE (CONTINUED)

Investment Management (Continued)

The following table sets forth certain performance information for our private equity funds as of the dates indicated.

RMB in million except multiples and percentages	Committed Capital	Realized Investments ⁽¹⁾		Unrealized Investments		Gross Multiple of Invested Capital ⁽²⁾
		Invested capital	Fair Value	Invested capital	Fair Value	
As of December 31, 2024						
Main Funds ⁽³⁾	29,892	7,718	19,383	15,211	21,348	1.8
Project Funds	6,226	3,472	8,285	3,730	4,231	1.7
Total	36,118	11,190	27,668	18,941	25,579	1.8
As of December 31, 2023						
Main Fund ⁽³⁾	29,717	5,967	17,218	17,681	27,156	1.9
Project Funds	6,199	2,966	7,182	4,196	5,061	1.7
Total	35,916	8,933	24,400	21,877	32,217	1.8

(1) An investment is considered fully or partially realized when it has been disposed of or has otherwise generated disposition proceeds or current income.

(2) The gross multiples of invested capital measure the aggregate value generated by private equity fund's investments in absolute terms. Each gross multiple of invested capital is calculated by dividing the sum of total realized and unrealized values of a private equity fund's investments by the total amount of capital invested by the private equity fund. Such total amount of capital invested by the private equity fund does not give effect to the allocation of realized and unrealized carried interest or the payment of any applicable management fees or operating expenses.

(3) As of December 31, 2024 and 2023, we managed eleven main private equity funds, including eight under our Huaxing Growth Capital and three under our Huaxing Healthcare Capital.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

SEGMENT PERFORMANCE (CONTINUED)

Investment Management (Continued)

Segment Revenue and Net Investment Losses

For the investment management segment, management fees decreased by 33.5% from RMB434.3 million for the year ended December 31, 2023 to RMB288.6 million for the year ended December 31, 2024. This decrease was primarily due to the decrease in fee-earning AUM with the distribution of funds in 2024. Net investment gains or losses from the investment management business mainly represents the investment income or loss from the investments in our own private equity funds, third-party private equity funds and convertible notes. Net investment losses decreased from RMB346.8 million for the year ended December 31, 2023 to RMB77.0 million for the year ended December 31, 2024.

As of December 31, 2024, the total return of four main funds and eight project funds have successfully exceeded the agreed return level in the governing agreement, and it is highly improbable that a significant reversal in the amount of cumulative return will occur. Accordingly, the Group was entitled to a performance-based fee and recognized this fee as income from carried interest. The carried interest to management team and other parties was recognized as an operating expense. During the year ended December 31, 2024, RMB104.7 million of realized income from carried interest from four main funds and two project funds was recognized, which decreased from RMB151.9 million for the year ended December 31, 2023.

Segment Operating Expenses

For the investment management segment, segment operating expenses decreased from RMB282.3 million for the year ended December 31, 2023 to RMB190.4 million for the year ended December 31, 2024. Excluding the impact of reversal of bonus provision and reversal or provision of impairment losses under expected credit loss model, segment operating expenses decreased by 33.1% from RMB324.4 million for the year ended December 31, 2023 to RMB217.0 million for the year ended December 31, 2024.

Segment Operating Profit/(Loss)

For the investment management segment, segment operating profit was RMB126.0 million for the year ended December 31, 2024, as compared to RMB12.3 million of segment operating loss for the year ended December 31, 2023.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

SEGMENT PERFORMANCE (CONTINUED)

CR Securities

The following table sets forth segment revenue, segment operating expenses, and segment operating loss for the years indicated.

	For the Year Ended December 31,			
	2024	2023	Change	% of change
	RMB'000	RMB'000	RMB'000	
CR Securities				
Advisory and underwriting services	24,978	85,252	(60,274)	-70.7%
Sales, trading, and brokerage	80,733	35,864	44,869	125.1%
Interest income	9,925	10,682	(757)	-7.1%
Segment revenue	115,636	131,798	(16,162)	-12.3%
Net investment gains	132,083	129,245	2,838	2.2%
Segment revenue and net investment gains	247,719	261,043	(13,324)	-5.1%
Compensation and benefit expenses	(176,651)	(215,905)	39,254	-18.2%
Net reversal of impairment losses under expected credit loss model	9	872	(863)	-99.0%
Finance cost	(14,493)	(16,181)	1,688	-10.4%
Other operating expenses	(150,833)	(116,555)	(34,278)	29.4%
Segment operating expenses	(341,968)	(347,769)	5,801	-1.7%
Segment operating loss	(94,249)	(86,726)	(7,523)	8.7%

Segment Revenue and Net Investment Gains

For the CR Securities segment, segment revenue and net investment gains were RMB247.7 million for the year ended December 31, 2024, a decrease of 5.1% from RMB261.0 million for the year ended December 31, 2023. This decrease was primarily due to the decrease in advisory and underwriting services fees, and partially offset by an increase in sales, trading, and brokerage fees.

Segment Operating Expenses

For the CR Securities segment, segment operating expenses decreased by 1.7% from RMB347.8 million for the year ended December 31, 2023 to RMB342.0 million for the year ended December 31, 2024. This was primarily due to the decrease in compensation and benefit expenses, and partially offset by an increase in other operating expenses, resulting from the advancement of innovative brokerage business, which was in line with the increase in innovative brokerage revenue.

Segment Operating Loss

For the CR Securities segment, segment operating loss was RMB94.2 million and RMB86.7 million for the year ended December 31, 2024 and 2023, respectively.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

SEGMENT PERFORMANCE (CONTINUED)

Others

The others segment mainly comprises of wealth management business, and investment and management of our own funds. Wealth management business provides value-added wealth management services for high net worth individuals and other high net worth groups represented by new-economy entrepreneurs.

The following table sets forth segment revenue, segment operating expenses and segment operating loss for the years indicated.

	For the Year Ended December 31,			
	2024	2023	Change	% of change
	RMB'000	RMB'000	RMB'000	
Others				
Segment revenue	43,708	65,635	(21,927)	-33.4%
Segment revenue and net investment gains	51,133	74,692	(23,559)	-31.5%
Compensation and benefit expenses	(53,896)	(59,156)	5,260	-8.9%
Net (provision)/reversal of impairment losses under expected credit loss model	(1,016)	3,367	(4,383)	n.m.
Finance cost	(1,590)	(24,059)	22,469	-93.4%
Other operating expenses	(33,135)	(24,371)	(8,764)	36.0%
Segment operating expenses	(89,637)	(104,219)	14,582	-14.0%
Segment operating loss	(38,504)	(29,527)	(8,977)	30.4%

Segment Revenue and Net Investment Gains

For the others segment, total revenue and net investment gains were RMB51.1 million for the year ended December 31, 2024, a decrease of 31.5% from RMB74.7 million for the year ended December 31, 2023.

Segment Operating Expenses

For the others segment, segment operating expenses decreased by 14.0% from RMB104.2 million for the year ended December 31, 2023 to RMB89.6 million for the year ended December 31, 2024.

Segment Operating Loss

For the others segment, total segment operating loss was RMB38.5 million and RMB29.5 million for the year ended December 31, 2024 and 2023, respectively.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

RESULTS OF OPERATIONS

Revenue and Net Investment Gains or Losses

The following table sets forth a breakdown of revenue and net investment gains or losses by type for the years indicated.

	For the Year Ended December 31,			
	2024 RMB'000	2023 RMB'000	Change RMB'000	% of change
Transaction and advisory fees	330,164	312,943	17,221	5.5%
Management fees	298,108	456,432	(158,324)	-34.7%
Interest income	44,105	84,864	(40,759)	-48.0%
Income from carried interest	104,727	151,855	(47,128)	-31.0%
Total revenue	777,104	1,006,094	(228,990)	-22.8%
Net investment gains/(losses)	62,537	(208,150)	270,687	n.m.
Total revenue and net investment gains or losses	839,641	797,944	41,697	5.2%

Total revenue was RMB777.1 million for the year ended December 31, 2024, a decrease of 22.8% from RMB1,006.1 million for the year ended December 31, 2023.

- Transaction and advisory fees were RMB330.2 million, an increase of 5.5% from the prior year.
- Management fees were RMB298.1 million, a decrease of 34.7% from the prior year.
- Interest income was RMB44.1 million, a decrease of 48.0% from the prior year.
- Realized income from carried interest was RMB104.7 million, a decrease of 31.0% from the prior year.

Net investment gains/(losses) were mainly derived from investments in our own private equity funds, third-party private equity funds, convertible notes, listed equity investments, wealth management related products, structured finance related products, financial bonds and other cash management products. Net investment gains were RMB62.5 million for the year ended December 31, 2024, as compared to RMB208.2 million of net investment losses for the year ended December 31, 2023.

Total revenue and net investment gains or losses were RMB839.6 million for the year ended December 31, 2024, an increase of 5.2% from RMB797.9 million for the year ended December 31, 2023.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

RESULTS OF OPERATIONS (CONTINUED)

Operating Expenses

Total operating expenses decreased by 11.5% from RMB995.8 million for the year ended December 31, 2023 to RMB881.3 million for the year ended December 31, 2024.

Compensation and benefit expenses increased by 1.6% from RMB478.2 million for the year ended December 31, 2023 to RMB485.8 million for the year ended December 31, 2024. Among compensation and benefit expenses, share-based compensation decreased by 36.9% from RMB61.4 million for the year ended December 31, 2023 to RMB38.8 million for the year ended December 31, 2024. During the year ended December 31, 2023 and 2024, a total of RMB166.1 million and a total of RMB38.9 million of bonus provision was reversed based on assessment of market condition, company performance and future projection.

Finance costs decreased by 68.2% from RMB50.6 million for the year ended December 31, 2023 to RMB16.1 million for the year ended December 31, 2024.

Reversal of impairment losses under expected credit loss model was RMB23.1 million for the year ended December 31, 2024, as compared to RMB16.8 million of provision of impairment losses under expected credit loss model for the year ended December 31, 2023.

Investment losses attributable to interest holders of consolidated structured entities were RMB27.6 million and RMB21.2 million for the year ended December 31, 2024 and 2023, respectively.

Carried interest to management team and other parties decreased from RMB111.8 million for the year ended December 31, 2023 to RMB76.1 million for the year ended December 31, 2024, in line with the decrease in income from carried interest.

Other operating expenses decreased by 1.6% from RMB359.7 million for the year ended December 31, 2023 to RMB354.0 million for the year ended December 31, 2024.

Operating Loss

Operating loss was RMB41.6 million and RMB197.8 million for the year ended December 31, 2024 and 2023, respectively.

Other Income, Gains or Losses

Other losses were RMB44.9 million for the year ended December 31, 2024, as compared to RMB28.1 million of other gains for the year ended December 31, 2023. Other gains or losses mainly came from government grants, net exchange loss, impairment loss on investment in a joint venture, loss on disposal of investment in an associate and impairment loss of intangible asset. Please refer to note 10 of the consolidated financial statements for further details.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

RESULTS OF OPERATIONS (CONTINUED)

Investment Loss arising from Certain Incidental and Ancillary Investments

Incidental to, and ancillary of, our business operations, we have made investments from time to time, the primary types of which include strategic minority equity investments. Usually we make strategic minority equity investments primarily to establish long-term business relationships with selected companies to facilitate our business. These companies operate in various new economy sectors, such as data service and information technology, and we leverage their expertise to enhance our various business operations.

Investment loss arising from certain incidental and ancillary investments increased from RMB18.3 million for the year ended December 31, 2023 to RMB76.5 million for the year ended December 31, 2024.

Share of Results of Associates

Share of gain of associates decreased from RMB1.4 million for the year ended December 31, 2023 to RMB0.5 million for the year ended December 31, 2024.

Change in Fair Value of Call Option

The Special Administrative Measures for Access of Foreign Investment (Negative List) (2018 Edition) was promulgated on June 28, 2018 and became effective on July 28, 2018, pursuant to which the limit of ownership percentage by foreign investors in a securities company increased from 49% to 51%. On March 13, 2020, the CSRC announced an elimination of foreign equity cap in securities companies starting from April 1, 2020. Qualified foreign investors can render applications to establish new wholly-owned securities companies or change actual controllers in their existing joint ventures according to Chinese laws, regulations and applicable rules and service guides of the CSRC. Our call option to acquire the non-controlling interests in CR Securities is substantially exercisable and is mandatorily measured at fair value through profit or loss as a derivative in accordance with IFRS. There was no change in fair value of call option for the year ended December 31, 2024.

Loss before Tax

Loss before tax was RMB162.6 million and RMB340.7 million for the year ended December 31, 2024 and 2023, respectively.

Income Tax Expense

Income tax expense was RMB48.1 million and RMB120.3 million for the year ended December 31, 2024 and 2023, respectively.

Loss for the Year and Loss for the Year Attributable to Owners of the Company

Loss for the year was RMB210.7 million and RMB461.0 million for the year ended December 31, 2024 and 2023, respectively. Loss for the year attributable to owners of the Company was RMB179.0 million and RMB471.9 million for the year ended December 31, 2024 and 2023, respectively.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

RESULTS OF OPERATIONS (CONTINUED)

Adjusted Net Loss Attributable to Owners of the Company

Adjusted net loss attributable to owners of the Company without unrealized net carried interest was RMB140.2 million and RMB256.4 million for the year ended December 31, 2024 and 2023, respectively. Unrealized net carried interest, calculated as unrealized income from carried interest subtracting carried interest to management team and other parties, was a reverse of RMB160.6 million and a reverse of RMB336.0 million for the year ended December 31, 2024 and 2023, respectively. Adjusted net loss attributable to owners of the Company with unrealized net carried interest was RMB300.8 million and RMB592.4 million for the year ended December 31, 2024 and 2023, respectively.

CASH FLOWS

During the year ended December 31, 2024, we funded working capital and other capital requirements primarily from cash generated from our business operations. We have primarily used cash to fund our capital expenditures and working capital for our business development.

We generally deposit our excess cash in interest bearing bank accounts and current accounts and invest in investment-grade financial bonds, structured finance products and other cash management investments. As of December 31, 2024, we had aggregate cash and cash equivalents of RMB1,298.4 million. Excluding CR Securities, we had cash and cash equivalents of RMB1,181.4 million. As of December 31, 2024, we had RMB1,852.9 million of cash and cash equivalents and highly liquid cash management products. Besides, we also had RMB2,454.0 million of highly liquid financial assets which mainly comprise of listed corporate bonds.

Cash Flows from Operating Activities

Cash generated from operating activities consists primarily of our transaction and advisory fees, management fees, interest income and realized net investment gains received. Cash used in operating activities mainly comprises of investments in cash management products and contribution in the working capital. Cash flow from operating activities reflects: (i) loss before income tax adjusted for non-cash and non-operating items, such as depreciation of property and equipment, amortization of intangible assets, gains or losses on disposal of property and equipment, change in fair value of call option, net investment gains or losses, interest income, finance costs, investment loss arising from certain incidental and ancillary investments, loss on disposal of investment in an associate, impairment loss on investment in a joint venture, net reversal or provision of impairment losses under expected credit loss model, investment losses attributable to interest holders of consolidated structured entities, share of results of associates, impairment loss on intangible assets and share-based payment expense; (ii) the effects of movements in working capital, such as increase or decrease in accounts and other receivables, amounts due from related parties, amounts due to related parties, financial assets purchased under resale agreements, cash held on behalf of brokerage clients, accounts and other payables, financial assets sold under repurchase agreements, payable to brokerage clients and contract liabilities; (iii) increase or decrease in financial assets at fair value through profit or loss; and (iv) other cash items such as interest received and income tax paid.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

CASH FLOWS (CONTINUED)

Cash Flows from Operating Activities (Continued)

For the year ended December 31, 2024, we had net cash generated from operating activities of RMB43.0 million, resulting from our loss before income tax of RMB162.6 million adjusted for non-cash and non-operating items of RMB122.6 million, income tax payment of RMB74.2 million, interest earned of RMB41.8 million and movements in working capital of RMB115.3 million. Movements in working capital primarily reflected: (i) a decrease of RMB127.0 million in accounts and other receivables in connection with our business operations, (ii) a decrease of RMB159.0 million in financial assets at fair value through profit or loss, (iii) an increase of RMB99.0 million in financial assets sold under repurchase agreements, (iv) an increase of RMB1,290.4 million in payable to brokerage clients, (v) an increase of RMB0.4 million in amounts due to related parties; and partially offset by (vi) an increase of RMB117.7 million in amounts due from related parties, (vii) an increase of RMB1,290.4 million in cash held on behalf of brokerage clients, (viii) an increase of RMB18.5 million in financial assets purchased under resale agreements, (ix) a decrease of RMB131.7 million in accounts and other payables, and (x) a decrease of RMB2.3 million in contract liabilities.

For the year ended December 31, 2023, we had net cash generated from operating activities of RMB790.7 million, resulting from our loss before income tax of RMB340.7 million adjusted for non-cash and non-operating items of RMB481.0 million, income tax payment of RMB108.6 million, interest earned of RMB68.4 million and movements in working capital of RMB690.5 million. Movements in working capital primarily reflected: (i) a decrease of RMB398.9 million in accounts and other receivables in connection with our business operations, (ii) a decrease of RMB432.2 million in amounts due from related parties, (iii) a decrease of RMB359.6 million in financial assets at fair value through profit or loss, (iv) an increase of RMB322.0 million in financial assets sold under repurchase agreements, (v) a decrease of RMB465.2 million in cash held on behalf of brokerage clients, (vi) a decrease of RMB4.9 million in financial assets purchased under resale agreements; and partially offset by (vii) a decrease of RMB814.0 million in accounts and other payables, (viii) a decrease of RMB465.2 million in payable to brokerage clients, (ix) a decrease of RMB12.7 million in contract liabilities, and (x) a decrease of RMB0.5 million in amounts due to related parties.

Cash Flows from Investing Activities

Cash outflows from investing activities primarily consist of our purchase of property and equipment, intangible assets, financial assets at fair value through profit or loss (non-current), financial bonds, term deposits, pledged bank deposits, investments in associates, loan receivables and other financial assets. Cash inflows from investing activities primarily consist of proceeds from disposal of financial bonds, financial assets at fair value through profit or loss (non-current) and investments in associates, maturity of term deposits, and repayment of loan receivables.

For the year ended December 31, 2024, net cash used in investing activities was RMB33.7 million, primarily due to (i) acquisition of investments in joint ventures of RMB100.0 million, (ii) net payments for rental deposits of RMB13.7 million, (iii) net cash outflows for the purchase of property and equipment and intangible assets of RMB8.9 million; and partially offset by (iv) net cash inflows for the disposal of financial assets at fair value through profit or loss of RMB13.5 million, and (v) proceeds from investments in associates of RMB74.4 million.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

CASH FLOWS (CONTINUED)

Cash Flows from Investing Activities (Continued)

For the year ended December 31, 2023, net cash generated from investing activities was RMB1,127.6 million, primarily due to (i) proceeds from term deposits of RMB500.2 million, (ii) net cash inflows for the disposal of financial assets at fair value through other comprehensive income of RMB300.0 million, (iii) net cash inflows for the disposal of financial assets at fair value through profit or loss of RMB201.3 million, (iv) net withdrawal of pledged bank deposits of RMB58.4 million, (v) proceeds from investments in associates of RMB49.7 million, (vi) net repayment of loan receivables of RMB10.0 million; and partially offset by (vii) purchases of intangible assets of RMB12.9 million.

Cash Flows from Financing Activities

Financing activities primarily consist of issuance of ordinary shares for share option exercised, bank borrowings, structured notes, cash injection by third-party holders to consolidated structured entities, distribution of dividends to Shareholders and non-controlling shareholders, repayment of lease liabilities and interest paid on the banking borrowings.

For the year ended December 31, 2024, net cash generated from financing activities was RMB136.9 million, primarily due to (i) net cash inflows from third-party holders to consolidated structured entities of RMB273.4 million, (ii) proceeds from issuance of ordinary shares for share option exercised of RMB6.4 million; and partially offset by (iii) redemption of structured notes of RMB93.8 million, (iv) repayment of RMB44.5 million for the lease liabilities, and (v) payment of RMB3.6 million for the interest.

For the year ended December 31, 2023, net cash used in financing activities was RMB2,408.0 million, primarily due to (i) net cash outflows from bank borrowings of RMB2,115.0 million, (ii) net cash outflows from structured notes of RMB142.2 million, (iii) repayment of RMB57.9 million for the lease liabilities, and (iv) payment of RMB50.3 million for the interest.

OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

As of December 31, 2024, we had not entered into any off-balance sheet transactions.

CAPITAL STRUCTURE

We manage our capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to Shareholders through the optimisation of our capital structure.

The Group is aware of the need to use capital for further business development, continuously seeking various means of financing. As of December 31, 2024, the Group had no outstanding bank borrowings and held credit facilities from authorized institutions in aggregate principal amount of RMB503.2 million. As of December 31, 2024, the Group had RMB1,852.9 million of cash and cash equivalents and highly liquid cash management products. Besides, the Group also had RMB2,454.0 million of highly liquid financial assets which mainly comprise of listed corporate bonds.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

GEARING RATIO

The gearing ratio of the Group, which is calculated as total liabilities divided by total assets, excluding the effect of right-of-use assets, lease liabilities, open trade receivable, open trade payable, payable to interest holders of consolidated structured entities, cash held on behalf of brokerage clients and payable to brokerage clients was 12.2% as of December 31, 2024, compared with 12.6% as of December 31, 2023.

SIGNIFICANT INVESTMENTS HELD

The following table sets forth the fair value of investments of our primary investment activities as of the dates indicated.

	As of December 31,	
	2024	2023
	RMB'000	RMB'000
Investments in our own private equity funds in our capacity as a general partner and limited partner	1,048,778	1,261,600
Investments in third-party private equity funds in our capacity as a limited partner	604,133	659,907
Strategic minority equity investments		
— Investments in the form of preferred shares of other companies	1,272,048	263,628
— Equity holdings in non-associate companies	56,155	212,267
Total	2,981,114	2,397,402

As of December 31, 2024, the Group had investments of our primary investment activities amounting to an aggregate of approximately RMB2,981.1 million measured in fair value, which increased by 24.3% as compared to December 31, 2023. Each investment was individually less than 5% of the total assets of the Group as of December 31, 2024.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

The Group did not have any plans for material investments and capital assets as at December 31, 2024.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

The Group did not have material acquisitions and disposals of subsidiaries and affiliated companies for the year ended December 31, 2024.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

EMPLOYEE AND REMUNERATION POLICY

As of December 31, 2024, we had 475 full-time employees, including over 86% of whom are advisory and investment professionals.

The following table sets forth the number of our employees by function as of December 31, 2024.

Function	Number of Employees	Percentage
Investment Banking	98	21%
Investment Management	39	8%
CR Securities	265	56%
Others	5	1%
Group Middle and Back Office	68	14%
Total	475	100%

The following table sets forth the number of our employees by geographic region as of December 31, 2024.

Geographic Region	Number of Employees	Percentage
Beijing, China	181	38%
Shanghai, China	216	45%
Other cities in China	17	4%
Hong Kong	53	11%
United States	7	2%
Singapore	1	—
Total	475	100%

Our success depends on our ability to attract, retain and motivate qualified personnel. As part of our retention strategy, we offer employees performance-based cash bonuses and other incentives in addition to base salaries. As of December 31, 2024, 95 grantees held options granted under the ESOP (as defined in the Prospectus) and restricted shares under the RSU Plan (as defined in the Prospectus) which remained outstanding. The total remuneration expenses, including share-based payment expense, for the year ended December 31, 2024 were RMB485.8 million.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

FOREIGN EXCHANGE RISK

Foreign currency risk arises from future commercial transactions, recognized assets and liabilities and net investments in foreign operations. Although we operate businesses in different countries, our primary subsidiaries operate in the PRC with most of the transactions settled in RMB. When considered appropriate, we enter into hedging activities with regard to exchange rate risk. As of December 31, 2024, we did not hedge or used any financial instruments for hedging purposes.

PLEDGE OF ASSETS

As of December 31, 2024, no assets of the Group were pledged.

CONTINGENT LIABILITIES

As of December 31, 2024, save as disclosed in note 47 to the consolidated financial statements, we did not have any material contingent liabilities.

FINAL DIVIDENDS

The Board does not recommend the distribution of a final dividend for the year ended December 31, 2024.

No dividends have been declared or paid by the Company during the year ended December 31, 2024 and the year ended December 31, 2023.

Details of the dividend policy adopted by the Company is set out in the section headed “Corporate Governance Report” of this Annual Report.

REPORT OF DIRECTORS

The Board of the Company is pleased to present this Report of Directors together with the consolidated financial statements of the Group for the year ended December 31, 2024.

DIRECTORS

The Directors who held office during the year ended December 31, 2024 and up to the Latest Practicable Date are:

Executive Directors:

Ms. Hui Yin Ching^(note 1) (*Chairperson*)

Mr. Wang Lixing

Mr. Du Yongbo^(note 2)

Mr. Bao Fan^(note 3)

Mr. Xie Yi Jing^(note 4)

Mr. Lam Ka Cheong Jason^(note 5)

Non-executive Directors:

Mr. Lin Ning David

Ms. Sun Chin Hung^(note 6)

Independent non-executive Directors:

Ms. Yao Jue

Mr. Zhao Yue

Mr. Ye Junying^(note 7)

Mr. Alex Liang^(note 8)

Notes:

1. Ms. Hui Yin Ching was appointed as a non-executive Director on September 6, 2024, and was redesignated as an executive Director and appointed as the chairperson of the Board with effect from October 9, 2024.
2. Mr. Du Yongbo was appointed as an executive Director with effect from February 2, 2024.
3. Mr. Bao Fan resigned as an executive Director and the Chairman of the Board with effect from February 2, 2024.
4. Mr. Xie Yi Jing resigned as an executive Director with effect from November 29, 2024.
5. Mr. Lam Ka Cheong Jason was appointed as an executive Director with effect from February 2, 2024, and resigned as executive Director with effect from October 8, 2024.
6. Ms. Sun Chin Hung was appointed as a non-executive Director with effect from February 2, 2024, and resigned as non-executive Director with effect from September 6, 2024.
7. Mr. Ye Junying retired as an independent non-executive Director with effect from October 9, 2024 on the conclusion of the annual general meeting of the Company.
8. Mr. Alex Liang was elected as an independent non-executive Director on October 9, 2024 at the annual general meeting of the Company.

Biographical details of the Directors and senior management of the Group are set out in the section headed “Directors and Senior Management” on pages 54 to 58 in this Annual Report.

REPORT OF DIRECTORS (CONTINUED)

GLOBAL OFFERING

The Company was incorporated in the Cayman Islands on July 13, 2011 as an exempted limited liability company under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The Company's Shares were listed on the Main Board of the Stock Exchange on September 27, 2018.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Analysis of the principal activities of the Group during the year ended December 31, 2024 is set out in Note 48 to the consolidated financial statements.

BUSINESS REVIEW

A fair review of the business of the Group as required by Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), including an analysis of the Group's financial performance and an indication of likely future developments in the Group's business are set out in the section headed "Business Review" and "Management Discussion and Analysis" of this Annual Report. The Group's key relationships with its stakeholders who have a significant impact on the Group and on which the Group's success depends, is set out in the section headed "Environmental, Social and Governance Report" of this Annual Report. These discussions form part of this Annual Report. Events affecting the Company that have occurred since the end of the financial year is set out in the section headed "Important Events After The Reporting Date" of "Other Information" in this Annual Report.

PRINCIPAL RISKS AND UNCERTAINTIES

The following list is a summary of certain principal risks and uncertainties facing the Group, some of which are beyond its control:

- our businesses may be materially and adversely affected by general market and economic conditions in China and other jurisdictions where we operate;
- we are subject to risks associated with operating in the rapidly evolving new economy sectors;
- the financial services industry and all of the subsectors, in which we compete, are intensely competitive;
- our profitability may fluctuate and we may incur net loss in the future;
- our operations depend on key management and professional staff and our business may suffer if we are unable to recruit or retain them;
- we are exposed to the risk of harm to our reputation, which may have a material adverse effect on our business, results of operations and financial condition; and
- potential challenges stemming from macro and industry environments since 2020 and geopolitical tension between China and the US, will likely slow down the revenue realization of investment banking projects.

REPORT OF DIRECTORS (CONTINUED)

PRINCIPAL RISKS AND UNCERTAINTIES (CONTINUED)

However, the above is not an exhaustive list. Investors are advised to make their own judgment or consult their own investment advisors before making any investment in the Shares.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to fulfilling social responsibility, promoting employee benefits and development, protecting the environment, giving back to the community and achieving sustainable growth. Details are set out in the section headed “Environmental, Social and Governance Report” in this Annual Report.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

As far as the Board and management are aware, the Group has complied in all material aspects with relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year ended December 31, 2024, there was no material breach of, or non-compliance with, applicable laws and regulations by the Group.

CONNECTED TRANSACTIONS

The followings are connected transactions and/or continuing connected transactions entered into by the Group for the year ended December 31, 2024 which are required to be disclosed in accordance with Chapter 14A of the Listing Rules.

During the year ended December 31, 2024, no connected transaction for the Group was entered into which was required to be disclosed in accordance with Chapter 14A of the Listing Rules. Save as disclosed below, no other related party transactions disclosed in Note 42 to the consolidated financial statements constituted a connected transaction or continuing connected transaction which should be disclosed pursuant to the Listing Rules. The Company has complied with, where applicable, the disclosure requirements prescribed in Chapter 14A of the Listing Rules with respect to the connected transactions and continuing connected transactions entered into by the Group during the year under review.

Continuing connected transactions

Non-exempt continuing connected transactions

Set out below is a summary of the continuing connected transactions of the Group, which are subject to the reporting, annual review, announcement and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules.

REPORT OF DIRECTORS (CONTINUED)

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions (Continued)

Non-exempt continuing connected transactions (Continued)

1. Carried Interest Distribution Framework Agreement

Background

We incentivize the personnel of our investment funds by sharing carried interest to be distributed from the general partners of the investment funds. Thus, on June 15, 2018 (as amended and restated on September 11, 2018), the Company, Huagan Shanghai (a wholly-owned subsidiary), CR Investments Corporation (a wholly-owned subsidiary), our Consolidated Affiliated Entities (being the ultimate general partners of the relevant funds) and the Connected Investment Team Members (as defined below), entered into the Carried Interest Distribution Framework Agreement.

The Carried Interest Distribution Framework Agreement governs the distribution of carried interest to designated personnel of 22 of our investment funds from which we derive income from carried interest. Recipients of such distribution of carried interest may include connected persons of the Company (the “**Connected Investment Team Members**”, including, as of 31 December 2024, Mr. Bao (our former Director who resigned February 2, 2024), Mr. Wang Xinwei (a substantial shareholder of certain subsidiaries of the Group), Mr. Du Yongbo (our executive Director), FBH Partners Limited (an associate of Mr. Bao), CRP Holdings Limited (an associate of Mr. Bao), Running Goal Limited (an associate of Mr. Bao), High Fortune Investments Limited (an associate of Mr. Wang Xinwei) and Ever Perfect Investments Limited (an associate of Mr. Du Yongbo). The term of the Carried Interest Distribution Framework Agreement commenced on the date of the agreement and shall end on December 31, 2030.

Pursuant to the Carried Interest Distribution Framework Agreement, certain employees or directors of members of the Group as well as our external consultants who are our former employees and independent third parties responsible for managing the 22 relevant investment funds may, by virtue of their limited partner interests in the general partners of our investment funds (which include any of Huagan Shanghai or its subsidiaries, CR Investments Corporation or its subsidiaries, or any of the Consolidated Affiliated Entities or their respective subsidiaries), receive distributions of carried interest for their contribution to the management and operation of the investment funds after such general partners receive their carried interest.

As disclosed in the Prospectus, we consider that it would be unsuitable to adopt monetary annual caps for the Carried Interest Distribution Framework Agreement. We expect to retain at least 25% of the distributable carried interest for each of the 22 relevant investment funds.

REPORT OF DIRECTORS (CONTINUED)

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions (Continued)

Non-exempt continuing connected transactions (Continued)

1. Carried Interest Distribution Framework Agreement (Continued)

Background (Continued)

For the year ended December 31, 2024, carried interest in the total amount of RMB17,418,203 was received by the general partner of the relevant investment funds as set out below:

Name of relevant investment funds	Amount of carried interest received by the general partner of the fund (RMB)
Huaxing Growth Capital USD Fund I	7,310,791
Huaxing Growth Capital USD Fund II	10,107,412

For the year ended December 31, 2024, (i) carried interest in the amount of RMB1,827,990 received by the general partner of Huaxing Growth Capital USD Fund I was distributed to the Group; and (ii) carried interest in the total amount of RMB2,044,661 received by the general partner of Huaxing Growth Capital USD Fund I was distributed to the Connected Investment Team Members as set out below:

Name of Connected Investment Team Member	Amount of carried interest distributed to the relevant Connected Investment Team Member (RMB)
FBH Partners Limited (as associate of Mr. Bao)	1,718,203
High Fortune Investments Limited (an associate of Mr. Wang Xinwei)	326,458

For the year ended December 31, 2024, (i) carried interest in the amount of RMB2,745,173 received by the general partner of Huaxing Growth Capital USD Fund II was distributed to the Group; and (ii) carried interest in the total amount of RMB2,046,914 received by the general partner of Huaxing Growth Capital USD Fund II was distributed to the Connected Investment Team Members as set out below:

Name of Connected Investment Team Member	Amount of carried interest distributed to the relevant Connected Investment Team Member (RMB)
FBH Partners Limited (as associate of Mr. Bao)	981,492
Ever Perfect Investments Limited (as associate of Mr. Du Yongbo)	824,956
High Fortune Investments Limited (an associate of Mr. Wang Xinwei)	240,466

REPORT OF DIRECTORS (CONTINUED)

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions (Continued)

Non-exempt continuing connected transactions (Continued)

1. Carried Interest Distribution Framework Agreement (Continued)

Background (Continued)

Save as disclosed above, for the year ended December 31, 2024, there were no carried interest distribution arrangements entered into under the Carried Interest Distribution Framework Agreement.

Further details of the Carried Interest Distribution Framework Agreement are set out in the Prospectus.

Confirmation from independent non-executive Directors

The Company's independent non-executive Directors have reviewed the Carried Interest Distribution Framework Agreement, and confirmed the Carried Interest Distribution Framework Agreement has been entered into:

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

Conclusions from the Company's independent Auditor

The Auditor of the Company has confirmed in a letter to the Board that, with respect to the Carried Interest Distribution Framework Agreement entered into by the Group, for the year ended December 31, 2024:

- (a) nothing has come to their attention that causes the Auditor to believe that the disclosed continuing connected transactions have not been approved by the Board;
- (b) for transactions involving the provision of goods or services by the Group, nothing has come to their attention that causes the Auditor to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group;
- (c) nothing has come to their attention that causes the Auditor to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- (d) nothing has come to their attention that causes the Auditor to believe that the disclosed continuing connected transactions have exceeded the annual cap as set by the Company.

CONNECTED TRANSACTIONS (CONTINUED)**Continuing connected transactions (Continued)****Non-exempt continuing connected transactions (Continued)****2. Contractual Arrangements****Background to the Contractual Arrangements**

Our Consolidated Affiliated Entities are held by their respective registered shareholders (the **“Registered Owners”**). As of December 31, 2024, (i) the Registered Owners with respect to Shanghai Quanyuan and Dazi Huashi were Mr. Du Yongbo (**“Mr. Du”**), our executive Director, and Mr. Wang Xinwei (**“Mr. Wang”**), a substantial shareholders of certain subsidiaries of our Group; and (ii) the Registered Owners with respect to Dazi Hualing and Dazi Huafeng, were Ms. Xin Xin (**“Ms. Xin”**), our Chief Strategy Officer and Ms. Zheng Yi, the Group’s Financial Controller (**“Ms. Zheng”**).

One of our core businesses is investment management which we engage in through managing private equity investments funds including RMB denominated funds (as well as the legal entities of these RMB denominated funds, together the **“RMB Funds”**) in China. Some of our RMB Funds primarily invest in innovative and emerging businesses, the underlying investee companies of which are subject to foreign investment restrictions and/or prohibitions in China (the **“FI Restrictions”**) under the Foreign Investment Law of the PRC (《中華人民共和國外商投資法》) promulgated by the PRC National People’s Congress and became effective on January 1, 2020 (the **“FIL”**) and the Special Entry Management Measures (Negative List) for the Access of Foreign Investment (2024 Version)(《外商投資准入特別管理措施(負面清單)(2024年版)》) (the **“2024 Negative List”**) jointly promulgated by National Development and Reform Commission of China (中華人民共和國國家發展和改革委員會) (**“NDRC”**) and the Ministry of Commerce of the People’s Republic of China (中華人民共和國商務部) (**“MOFCOM”**) and became effective on November 1, 2024, whilst some of these RMB Funds invest in investee companies whose businesses are not subject to FI Restrictions. We derive our investment management revenue primarily from two sources, namely collection of management fees and carried interest from the investment funds.

The investment fund management entities currently are not subject to the FI Restrictions, and therefore our equity interests in all of our current and future investment fund management entities for our RMB Funds that we control are and will be held by Huagan Shanghai (or its wholly owned subsidiaries) unless there is any change to the FI Restrictions.

We collect carried interest from the general partners and special limited partners of our RMB Funds. In the private equity investment fund industry, to ensure compliance with applicable PRC laws and regulations and to conform with the industry practice, the investee companies usually adopt a “look-through” approach in determining eligibility of their investors when they engage in businesses subject to FI Restrictions (in the case of investors which are limited partnerships, the investee companies will assess the shareholders of both general partners and limited partners). As such, given the Company’s RMB Funds primarily invest in new economy companies involved in innovative and emerging businesses, some of which are subject to FI Restrictions, we control the general partners and special limited partners of these RMB Funds through the Contractual Arrangements at the time of their establishment.

REPORT OF DIRECTORS (CONTINUED)

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions (Continued)

Non-exempt continuing connected transactions (Continued)

2. Contractual Arrangements (Continued)

Background to the Contractual Arrangements (Continued)

We also have certain strategic investments (either in the capacity of limited partner in private equity funds managed by third parties, or other minority investments) in businesses that are subject to the FI Restrictions and are currently held through the Contractual Arrangements.

In order to comply with the PRC laws and regulations to the extent practicable, while availing ourselves of international capital markets and maintaining effective control over all of our operations, we entered into the Contractual Arrangements. Pursuant to the Contractual Arrangements:

- (i) the general partners and special limited partners of our RMB Funds (the underlying investee companies of which primarily operate in industries that are subject to the FI Restrictions) are owned by our Consolidated Affiliated Entities;
- (ii) Huagan Shanghai acquired effective control over our Consolidated Affiliated Entities and has been entitled to the economic benefits derived from the collection of carried interest by those entities and attributable to the Group in the capacity as general partners or special limited partners of such RMB Funds; and
- (iii) our strategic investments (either in the capacity of limited partner in private equity funds managed by third parties, or other minority investments) that are subject to the FI Restrictions are and will be held by our Consolidated Affiliated Entities.

PRC Laws and Regulations Relating to Foreign Ownership Restrictions

Foreign investment activities in China are mainly governed by the FIL, the Encouraged Industry Catalogue for Foreign Investment (2022 Version) (《鼓勵外商投資產業目錄 (2022年版)》) (the “**Encouraged Catalogue**”) jointly promulgated by the NDRC and the MOFCOM and became effective since January 1, 2023 and the 2024 Negative List, which have been promulgated and amended from time to time. The FIL, the Encouraged Catalogue and the 2024 Negative List divide industries into four categories in terms of foreign investment, namely “encouraged”, “restricted” and “prohibited”, and all industries not listed under any of these categories are deemed to be “permitted”. As confirmed by our PRC Legal Adviser, certain investees of our RMB Funds engage in restricted industries and/or prohibited industries including but not limited to internet information services, value-added telecommunication business, internet audio-visual program services and internet publication service.

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions (Continued)

Non-exempt continuing connected transactions (Continued)

2. Contractual Arrangements (Continued)

PRC Laws and Regulations Relating to Foreign Ownership Restrictions (Continued)

The Company's PRC Legal Adviser has opined that it would be impossible to obtain assurance from the competent PRC governmental authorities as to the restrictions applicable to the funds management entities because the PRC governmental authorities regulating the investees of the Group's RMB Funds do not regulate the Group's RMB Fund business. As a result, such governmental authorities are not the competent authorities for the purpose of the Group's RMB Funds business and hence are not in a position to opine on the Group's Contractual Arrangements. On the other hand, private equity investment funds as well as investment fund managers are not subject to the FI Restrictions and hence the registration authority, being the Asset Management Association of China, is not in a position to opine on the Group's Contractual Arrangements. Notwithstanding the above, our PRC Legal Adviser is of the view that the possibility of the relevant PRC governmental authorities of all investees concluding that contractual arrangement not being in compliance with applicable PRC laws and regulations, either separately or at the same time, is extremely low.

Due to the regulatory restrictions stated above, we cannot directly hold equity interests in the Consolidated Affiliated Entities, which are, or control entities which act as, general partners or special limited partners of our RMB Funds whose investees are engaging in businesses subject to the FI Restrictions.

Further details of the limitations on foreign ownership in PRC companies under PRC laws and regulations are set out in the sections headed "Contractual Arrangements" and "Regulations" in the Prospectus.

Risks relating to the Contractual Arrangements

The Company believes the following risks are associated with the Contractual Arrangements. Further details of these risks are set out on pages 59 to 66 of the Prospectus.

- Substantial uncertainties exist with respect to the PRC foreign investment legal regime and how it may impact the viability of our current corporate structure, corporate governance and business operations;
- if the PRC government finds that the Contractual Arrangements that establish the structure for operating certain of our businesses in China do not comply with applicable PRC governmental restrictions on foreign investment in these businesses, or if these regulations or the interpretation of existing regulations change in the future, we could be subject to severe penalties or be forced to relinquish our interests in those operations;
- we rely on Contractual Arrangements with our Consolidated Affiliated Entities and their shareholders for certain of our business operations in China, which may not be as effective in providing operational control or enabling us to derive economic benefits as through ownership of controlling equity interest;

REPORT OF DIRECTORS (CONTINUED)

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions (Continued)

Non-exempt continuing connected transactions (Continued)

2. Contractual Arrangements (Continued)

Risks relating to the Contractual Arrangements (Continued)

- the shareholders of our Consolidated Affiliated Entities may have potential conflicts of interest with us, which may materially and adversely affect our business and financial condition;
- Contractual Arrangements with our Consolidated Affiliated Entities and our principal shareholders may be subject to scrutiny by the PRC tax authorities and may result in a finding that we and our Consolidated Affiliated Entities owe additional taxes or are ineligible for tax exemption, or both, which could substantially increase our taxes owed and thereby reduce our net income;
- the Contractual Arrangements may be considered by PRC tax authorities to require transfer pricing adjustments;
- if we were required to obtain the prior approval of MOFCOM for or in connection with our corporate restructuring, our failure to do so may have a material adverse effect on our business;
- we conduct our business operation in China through our Consolidated Affiliated Entities by way of the Contractual Arrangements, but certain of the terms of the Contractual Arrangements may not be enforceable under PRC laws and our ability to enforce the Contractual Arrangements between us and the variable interest entity's shareholders may be subject to limitations based on PRC laws and regulations; and
- our ability to acquire the entire equity interest of our Consolidated Affiliated Entities is subject to restrictions.

Contractual Arrangements in Place

The Contractual Arrangements that were in place during the year ended December 31, 2024 are as follows:

Existing Contractual Arrangements

- (a) amended and restated exclusive call option agreements dated April 25, 2018 entered into between Huagan Shanghai, Mr. Du, Mr. Wang and Dazi Huashi pursuant to which Mr. Du and Mr. Wang agreed to grant Huagan Shanghai an exclusive option to purchase (or through its designated person(s) to purchase) from them all or part of their equity interests in Dazi Huashi;
- (b) second amended and restated exclusive call option agreements dated January 31, 2019 entered into between Huagan Shanghai, Mr. Du, Mr. Wang and Shanghai Quanyuan pursuant to which Mr. Du and Mr. Wang agreed to grant Huagan Shanghai an exclusive option to purchase (or through its designated person(s) to purchase) from them all or part of their equity interests in Shanghai Quanyuan;

REPORT OF DIRECTORS (CONTINUED)

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions (Continued)

Non-exempt continuing connected transactions (Continued)

2. Contractual Arrangements (Continued)

Contractual Arrangements in Place (Continued)

Existing Contractual Arrangements (Continued)

- (c) second amended and restated exclusive call option agreements dated June 15, 2020 entered into between Huagan Shanghai, Ms. Xin, Ms. Zheng and Dazi Huafeng, pursuant to which Ms. Xin and Ms. Zheng agreed to grant Huagan Shanghai an exclusive option to purchase (or through its designated person(s) to purchase) from them all or part of their equity interests in Dazi Huafeng;
- (d) third amended and restated exclusive call option agreement dated December 23, 2021 entered into between Huagan Shanghai, Ms. Xin, Ms. Zheng and Dazi Hualing, pursuant to which Ms. Xin and Ms. Zheng agreed to grant Huagan Shanghai an exclusive option to purchase (or through its designated person(s) to purchase) from them all or part of their equity interests in Dazi Hualing;
- (e) amended and restated exclusive business cooperation agreements dated April 25, 2018 entered into between Huagan Shanghai and each of the Consolidated Affiliated Entities, pursuant to which each of the Consolidated Affiliated Entities agreed to engage Huagan Shanghai as the exclusive service provider to provide each of the Consolidated Affiliated Entities with investment consultancy, financial consultancy, commercial consultancy, marketing information consultancy, technology consultancy and other services in return for service fees;
- (f) amended and restated equity pledge agreements dated April 25, 2018 entered into between Huagan Shanghai, Mr. Du, Mr. Wang and Dazi Huashi, pursuant to which Mr. Du and Mr. Wang agreed to pledge all of their existing and future equity interests in Dazi Huashi to Huagan Shanghai;
- (g) second amended and restated equity pledge agreements dated January 31, 2019 entered into between Huagan Shanghai, Mr. Du, Mr. Wang and Shanghai Quanyuan, pursuant to which Mr. Du and Mr. Wang agreed to pledge all of their existing and future equity interests in Shanghai Quanyuan to Huagan Shanghai;
- (h) second amended and restated equity pledge agreements dated June 15, 2020 entered into between Huagan Shanghai, Ms. Xin, Ms. Zheng and Dazi Huafeng, pursuant to which Ms. Xin and Ms. Zheng agreed to pledge all of their existing and future equity interests in Dazi Huafeng to Huagan Shanghai;
- (i) third amended and restated equity pledge agreement dated December 23, 2021 entered into between Huagan Shanghai, Ms. Xin, Ms. Zheng and Dazi Hualing, pursuant to which Ms. Xin and Ms. Zheng agreed to pledge all of their existing and future equity interests in Dazi Hualing to Huagan Shanghai;

REPORT OF DIRECTORS (CONTINUED)

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions (Continued)

Non-exempt continuing connected transactions (Continued)

2. Contractual Arrangements (Continued)

Contractual Arrangements in Place (Continued)

Existing Contractual Arrangements (Continued)

- (j) amended and restated proxy agreements dated April 25, 2018 entered into between Huagan Shanghai, Mr. Du, Mr. Wang and Dazi Huashi, pursuant to which Mr. Du and Mr. Wang agreed to, among other things, irrevocably authorize Huagan Shanghai or its designated person(s) to exercise all of their rights as shareholders of Dazi Huashi;
- (k) second amended and restated proxy agreements dated January 31, 2019 entered into between Huagan Shanghai, Mr. Du, Mr. Wang and Shanghai Quanyuan, pursuant to which Mr. Du and Mr. Wang agreed to, among other things, irrevocably authorize Huagan Shanghai or its designated person(s) to exercise all of their rights as shareholders of Shanghai Quanyuan;
- (l) second amended and restated proxy agreements dated June 15, 2020 entered into between Huagan Shanghai, Ms. Xin, Ms. Zheng and Dazi Huafeng, pursuant to which Mr. Xin and Ms. Zheng agreed to, among other things, irrevocably authorize Huagan Shanghai or its designated person(s) to exercise all of their rights as shareholders of Dazi Huafeng;
- (m) third amended and restated proxy agreement dated December 23, 2021 entered into between Huagan Shanghai, Ms. Xin, Ms. Zheng and Dazi Hualing, pursuant to which Mr. Xin and Ms. Zheng agreed to, among other things, irrevocably authorize Huagan Shanghai or its designated person(s) to exercise all of their rights as shareholders of Dazi Hualing;
- (n) powers of attorney dated April 25, 2018 made by each of Mr. Du and Mr. Wang, pursuant to which each of Mr. Du and Mr. Wang agreed to, among other things, authorize Huagan Shanghai or its designee(s) to represent each of them respectively to exercise all of their rights as shareholder of Dazi Huashi;
- (o) powers of attorney dated January 31, 2019 made by each of Mr. Du and Mr. Wang, pursuant to which each of Mr. Du and Mr. Wang agreed to, among other things, authorize Huagan Shanghai or its designee(s) to represent each of them respectively to exercise all of their rights as shareholder of Shanghai Quanyuan;
- (p) powers of attorney dated June 15, 2020 made by each of Ms. Xin, Ms. Zheng, pursuant to which each of Ms. Xin, Ms. Zheng agreed to, among other things, authorize Huagan Shanghai or its designee(s) to represent each of them respectively to exercise all of their rights as shareholders of Dazi Huafeng;
- (q) powers of attorney dated December 23, 2021 made by each of Ms. Xin, Ms. Zheng, pursuant to which each of Ms. Xin, Ms. Zheng agreed to, among other things, authorize Huagan Shanghai or its designee(s) to represent each of them respectively to exercise all of their rights as shareholders of Dazi Hualing;

REPORT OF DIRECTORS (CONTINUED)

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions (Continued)

Non-exempt continuing connected transactions (Continued)

2. Contractual Arrangements (Continued)

Contractual Arrangements in Place (Continued)

Existing Contractual Arrangements (Continued)

- (r) spouse undertakings dated April 25, 2018 made by the spouses of Mr. Du and Mr. Wang, pursuant to which they each, among other things, irrevocably undertook to refrain from claiming any interests or rights in the equity interests of Mr. Du and Mr. Wang in Dazi Huashi respectively;
- (s) spouse undertakings dated January 31, 2019 made by the spouses of Mr. Du and Mr. Wang, pursuant to which they each, among other things, irrevocably undertook to refrain from claiming any interests or rights in the equity interests of each of Mr. Du and Mr. Wang in Shanghai Quanyuan respectively;
- (t) spouse undertaking dated June 15, 2020 entered into by the spouse of Ms. Xin pursuant to which the spouse of Ms. Xin, among other things, irrevocably undertook to refrain from claiming any interests or rights in the equity interests of Ms. Xin in Dazi Huafeng; and
- (u) spouse undertaking dated December 23, 2021 entered into by the spouse of Ms. Xin pursuant to which the spouse of Ms. Xin, among other things, irrevocably undertook to refrain from claiming any interests or rights in the equity interests of Ms. Xin in Dazi Hualing.

There were no new Contractual Arrangements entered into, renewed or reproduced during the financial year ended December 31, 2024. There was no material change in the Contractual Arrangements and/or the circumstances under which they were adopted for the year ended December 31, 2024.

The Board has reviewed the overall performance of the Contractual Arrangements and confirmed the strict compliance with relevant requirements under the Listing Rules and the waiver granted by the Stock Exchange upon the listing of the Company.

For the year ended December 31, 2024, none of the Contractual Arrangements had been unwound as none of the restrictions that led to the adoption of the contracts under the Contractual Arrangements has been removed.

The total revenue and net assets of the Consolidated Affiliated Entities that are subject to the Contractual Arrangements amounted to approximately RMB4.9 million for the year ended 31 December 31, 2024 and approximately RMB481.8 million as at 31 December 2024 respectively.

The Company has been advised by its PRC Legal Adviser that the Contractual Arrangements do not violate the currently effective and applicable PRC regulations.

REPORT OF DIRECTORS (CONTINUED)

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions (Continued)

Non-exempt continuing connected transactions (Continued)

2. Contractual Arrangements (Continued)

Mitigation actions taken by the Company

The Company's management works closely with its external legal counsels and advisors to monitor the regulatory environment and developments in PRC laws and regulations to mitigate the risks associated with the Contractual Arrangements.

Listing Rule Implications and Waiver

The highest applicable percentage ratios (other than the profits ratio) under the Listing Rules in respect of the transactions associated with the Contractual Arrangements are expected to be more than 5%. As such, the Contractual Arrangements are subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

However, the Stock Exchange has granted the Company a waiver from strict compliance with: (i) the announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the transactions under the Contractual Arrangements; (ii) setting an annual cap for the Contractual Arrangements; and (iii) limiting the term of the Contractual Arrangements.

Confirmation from independent non-executive Directors

The Company's independent non-executive Directors have reviewed the Contractual Arrangements and confirmed that: (i) the transactions carried out during year ended December 31, 2024 have been entered into in accordance with the relevant provisions of the Contractual Arrangements; (ii) no dividends or other distributions have been made by the Consolidated Affiliated Entities to the holders of its equity interests which are not otherwise subsequently assigned or transferred to the Group during the year ended December 31, 2024; (iii) no new contracts were entered into, renewed or reproduced between the Group and the consolidated affiliated entities during the year ended December 31, 2024; (iv) the Contractual Arrangements have been entered into in the ordinary and usual course of business of the Group; (v) the Contractual Arrangements have been entered into on normal commercial terms or better; and (vi) the Contractual Arrangements have been entered into in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

REPORT OF DIRECTORS (CONTINUED)

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions (Continued)

Non-exempt continuing connected transactions (Continued)

2. Contractual Arrangements (Continued)

Mitigation actions taken by the Company (Continued)

Conclusions from the Company's independent Auditor

The Auditor of the Company has confirmed in a letter to the Board that, with respect to the aforesaid Contractual Arrangements entered into in the year ended December 31, 2024:

- (a) nothing has come to their attention that causes the Auditor to believe that the disclosed continuing connected transactions have not been approved by the Company's board of directors;
- (b) for transactions involving the provision of goods or services by the Group, nothing has come to their attention that causes the Auditor to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group;
- (c) nothing has come to their attention that causes the Auditor to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- (d) with respect to the Contractual Arrangements, nothing has come to their attention that causes the Auditor to believe that the disclosed continuing connected transactions have exceeded the annual cap (if any) as set by the Company.

REPORT OF DIRECTORS (CONTINUED)

MAJOR CUSTOMERS AND SUPPLIERS

Our major clients include (i) emerging startup and high-growth China-based companies with respect to our private placement and M&A advisory services, (ii) mature China-based companies, institutional secondary equity investors, and high-net-worth individuals with respect to our equity underwriting, sales, trading, brokerage, and research services, (iii) international and domestic institutional clients and high-net-worth individuals with respect to our private equity operations; and (iv) private equity funds managed by our Group.

For the year ended December 31, 2024, the revenue amounts from the Group's five largest customers accounted for 34.0% (2023: 45.9%) of the Group's total revenue and the revenue amount from our single largest customer accounted for 10.5% (2023: 14.9%) of the Group's total revenue.

All of the five largest customers of the Company for the year ended 31 December 2024 are private equity funds managed by the subsidiaries of the Group, and in four of these funds, the subsidiaries of the Group have interests as general partner respectively (approximately 1.73%, 0.94%, 3.35% and 1.02%). FBH Partners Limited, which is owned as to 79% by Mr. Bao, the controlling shareholder of the Company, and 21% by Ms. Hui, our executive Director and Chairperson of the Board, is indirectly interested in one of the five funds (Huaxing Growth Capital III, L.P.) by virtue of no more than 5% indirect interest in the general partner of such fund, which in turn owns approximately 3.35% capital commitment in such fund.

Save as disclosed above, none of the Directors, their respective close associates, or any shareholder of the Company who, to the knowledge of the Directors, own more than 5% of the Company's issued capital, had any interest in any of the Group's five largest customers during the Reporting Period.

The Group has no major suppliers due to the nature of our business. For the year ended December 31, 2024, purchases from the Group's five largest suppliers accounted for approximately 28.7% (2023: 25.9%) of the Group's total purchase amount in the same year. The Group's largest supplier for the year ended December 31, 2024 accounted for approximately 10.1% (2023: 8.4%) of the Group's total purchase amount for the same year.

Save as disclosed above, none of the Directors, their respective close associates, or any shareholder of the Company who, to the knowledge of the Directors, own more than 5% of the Company's issued capital, has any interest in any of the Group's five largest suppliers.

During the year ended December 31, 2024, the Group did not experience any significant disputes with its customers or suppliers.

REPORT OF DIRECTORS (CONTINUED)

FINANCIAL SUMMARY

A summary of the audited consolidated results and the assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements, is set out in the table below. This summary does not form part of the audited consolidated financial statements.

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

	For the years ended December 31,				
	2024 RMB'000	2023 RMB'000	2022 RMB'000	2021 RMB'000	2020 RMB'000
Total revenue	777,104	1,006,094	1,585,380	1,744,483	1,589,274
Total revenue and net investment gains or losses	839,641	797,944	1,586,889	2,504,011	2,731,446
Total operating expenses	(881,281)	(995,761)	(1,690,755)	(1,641,207)	(1,606,064)
Operating profit (loss)	(41,640)	(197,817)	(103,866)	862,804	1,125,382
Profit (loss) for the year	(210,659)	(460,993)	(453,978)	1,645,385	1,024,257
Profit (loss) for the year attributable to owners of the Company	(179,017)	(471,903)	(429,901)	1,624,362	1,037,752
Subtotal before adjustments relating to carried interest	(140,228)	(256,423)	(234,423)	842,895	1,085,917
Non-IFRS Measure: Adjusted net profit (loss) attributable to owners of the Company (unaudited)	(300,837)	(592,446)	(451,053)	585,902	2,176,128

REPORT OF DIRECTORS (CONTINUED)

FINANCIAL SUMMARY (CONTINUED)

Condensed Consolidated Statement of Financial Position

		As at December 31,			
	2024	2023	2022	2021	2020
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Current assets	6,989,780	6,147,529	8,983,833	7,708,905	8,528,536
Current liabilities	3,451,562	2,085,055	3,893,206	4,457,356	5,012,755
Net current assets	3,538,218	4,062,474	5,090,627	3,251,549	3,515,781
Non-current assets	3,570,799	3,192,831	4,093,724	6,455,261	4,008,793
Non-current liabilities	60,265	78,362	1,645,071	1,799,295	142,596
NET ASSETS	7,048,752	7,176,943	7,539,280	7,907,515	7,381,978
Equity attributable to the owners of the Company	6,043,575	6,139,409	6,501,490	6,826,032	5,895,842
Non-controlling interest	1,005,177	1,037,534	1,037,790	1,081,483	1,486,136
CAPITAL AND RESERVES	7,048,752	7,176,943	7,539,280	7,907,515	7,381,978

PRE-EMPTIVE RIGHTS

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

TAX RELIEF AND EXEMPTION OF HOLDERS OF LISTED SECURITIES

The Company is not aware of any tax relief or exemption available to the Shareholders of the Company by reason of their respective holding of the Company's securities.

SUBSIDIARIES

Particulars of the Company's subsidiaries are set out in Note 48 to the consolidated financial statements.

FURNITURE AND EQUIPMENT

Details of movements in the furniture and equipment of the Company and the Group during the year ended December 31, 2024 are set out in Note 18 to the consolidated financial statements.

SHARE CAPITAL AND SHARES ISSUED

Details of movements in the share capital of the Company for the year ended December 31, 2024 and details of the Shares issued during the year ended December 31, 2024 are set out in the section headed "Other Information — Purchase, Sale or Redemption of the Company's Listed Securities" of this Annual Report and in Note 37 to the consolidated financial statements.

REPORT OF DIRECTORS (CONTINUED)

SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and within the knowledge of the Board, as at the Latest Practicable Date, the Company has maintained the public float as required under the Listing Rules.

DONATION

During the year ended December 31, 2024, the Group made charitable donations of approximately RMB0.2 million (2023: RMB0.2 million).

DEBENTURE ISSUED

The Group did not issue any debenture during the year ended December 31, 2024.

EQUITY-LINKED AGREEMENTS

Save for share option schemes as set out in this Annual Report, no equity-linked agreements were entered into by the Group, or existed during the year ended December 31, 2024.

DIVIDENDS

The Board does not recommend the payment of a dividend for the year ended December 31, 2024.

PERMITTED INDEMNITY

Pursuant to the Articles of Association and subject to 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 or about the execution of their duty in their offices.

Such permitted indemnity provision has been in force for the year ended December 31, 2024. The Company has taken out liability insurance to provide appropriate coverage for the Directors.

DISTRIBUTABLE RESERVES

Details of the movements in the reserves of the Group and the Company during the year ended December 31, 2024 are set out in the section of consolidated statement of changes in equity on page 148 and Note 50 in the consolidated financial statements respectively. The distributable reserves of the Company as at December 31, 2024 were RMB2,915.4 million.

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Group as at December 31, 2024 are set out in the section headed "Management Discussion and Analysis" in this Annual Report.

REPORT OF DIRECTORS (CONTINUED)

DIRECTORS' SERVICE CONTRACTS

Each of Ms. Hui Yin Ching, Mr. Wang Lixing and Mr. Du Yongbo, as an executive director of the Company, has entered into a service agreement with the Company with effective from October 9, 2024, August 22, 2020 and February 2, 2024, respectively. The appointment of each executive Director commenced from the date of the service agreement and continued for a period of three years or until the third annual general meeting of the Company since the date of the respective service agreement, whichever is earlier. Subject to re-election as and when required under the Articles of Association, and the terms and conditions specified in the service agreements, the appointment of each executive Director under the service agreements shall be automatically renewed for successive periods of three years.

Mr. Lin Ning David, as non-executive Director, entered into a letter of appointment with the Company for an initial term of three years with effect from August 24, 2021. Mr. Lin Ning David signed an extension letter with the Company pursuant to which the term of his appointment was renewed for a further period of three years from August 24, 2024.

Each of Ms. Yao Jue and Mr. Zhao Yue, as an independence non-executive Directors of the Company, entered into a letter of appointment with the Company for an initial term of three years from September 14, 2018 or until the third annual general meeting of the Company since the Listing Date, whichever is earlier. In June 2021, each of Ms. Yao Jue and Mr. Zhao Yue signed an extension letter with the Company pursuant to which the term of their appointment was renewed for a further period of three years from June 30, 2021. Mr. Alex Liang entered into a letter of appointment with the Company for an initial term of three years with effect from October 9, 2024.

None of the Directors proposed for re-election at the annual general meeting has a service contract with members of the Group that is not terminable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section headed "Report of Directors" above and "Other Information" below of this Annual Report, none of the Directors nor any entity connected with the Directors had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party subsisting during or at the end of the year ended December 31, 2024.

EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

A Remuneration Committee was set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance of the Directors and senior management and comparable market practices.

REPORT OF DIRECTORS (CONTINUED)

EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

Details of the emoluments of directors and the five highest paid individuals are set out in Note 15 to the consolidated financial statements.

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

CONTRACTS WITH CONTROLLING SHAREHOLDERS

Save for the disclosure under the section headed “Connected Transactions” in the Prospectus and this Annual Report, no contract of significance (including for the provision of services to the Group) has been entered into among the Company or any of its subsidiaries and the Controlling Shareholders during the year ended December 31, 2024.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year ended December 31, 2024.

AUDITOR

As disclosed in the Company’s announcement dated December 13, 2023, Zhonghui Anda CPA Limited (“**Zhonghui Anda**”) has been appointed as the auditor of the Company with effect from December 13, 2023 and it was re-appointed as the auditor of the Company for the year ended December 31, 2024 in the annual general meeting of the Company held on October 9, 2024. The consolidated financial statements for the year ended December 31, 2024 have been audited by Zhonghui Anda, who are proposed for reappointment at the forthcoming annual general meeting.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO LISTING RULES

The Company does not have any other disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

On behalf of the Board

Hui Yin Ching

Chairperson of the Board and Executive Director

Hong Kong

March 31, 2025

DIRECTORS AND SENIOR MANAGEMENT

As at the Latest Practicable Date, the Board consists of three executive Directors, one non-executive Directors and three independent non-executive Directors.

DIRECTORS

Executive Directors

Ms. Hui Yin Ching (許彥清), aged 55, is currently an executive Director and the Chairperson of the Board of our Company. Ms. Hui was appointed as a non-executive Director of the Company on September 6, 2024, and was appointed as the chairperson of the Board and redesignated as executive Director from non-executive Director with effect from October 9, 2024. Following her redesignation as executive Director, Ms. Hui will be responsible for the Group's strategic planning, with a focus on the wealth management business, and be responsible for the development of the Group's overseas business in emerging markets and its investor relations affairs. Ms. Hui is also the founder, Chairperson and CEO of Dragon Flight Technology (Tianjin) Limited, a company that provides global private aviation services to the high-end consumers through internet solutions. In addition to her entrepreneurial experience, Ms. Hui is a dedicated philanthropist in China. In 2017, Ms. Hui and the China Social Welfare Foundation jointly established a charitable project for physically disabled children. The China Global Philanthropy Institute awarded Ms. Hui a diploma certificate in executive management of philanthropy (EMP) in 2019.

During the past three years, Ms. Hui has not been a director of any other listed companies. She is the spouse of Mr. Bao, the controlling shareholder of the Company.

Mr. Wang Lixing (王力行), aged 45, is an executive Director of our Company and the managing director, co-president of investment banking division of our Group. Mr. Wang was also appointed as Co-President of the Group with effect from February 2, 2024, and as the Chief Executive Officer of the Company with effect from November 29, 2024. Mr. Wang started his investment banking career with the Group in July 2007. From July 2007 to December 2015, he served as analyst, associate, vice president of the TME Group division, director of the corporate finance group division, managing director of the corporate finance group division. From January 2016 to December 2018, he served as head of advisory of our Group, before serving as his current role since January 2019. Mr. Wang is currently a member of the Executive Committee of the Company.

Mr. Wang received his bachelor's degree in automotive engineering in July 2002 and his master's degree in information and communication engineering in July 2007, both from Tsinghua University. During the past three years, Mr. Wang has not been a director of any other listed companies.

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

DIRECTORS (CONTINUED)

Executive Directors (Continued)

Mr. Du Yongbo (杜永波), aged 54, is currently the managing partner of Huaxing Growth Capital, responsible for overseeing the new economy investment management business of our Group, having held this position since January 2016. Mr. Du was appointed as an executive Director and the Co-President of the Group with effect from February 2, 2024. Since joining our Group in April 2006, Mr. Du has held various senior positions, including as principal of our TME group, and as managing director of our corporate finance group. Mr. Du served as an executive Director between August 2011 and August 2020. Prior to joining our Group, Mr. Du also served at the Lenovo Group for approximately 8 years, where he held various positions in different companies within the Lenovo Group, including as investment director from January 2002 to May 2006, the general manager from November 1998 to October 1999, and the vice general manager of corporate planning from April 1995 to October 1998. Before that, Mr. Du was the procurement manager of Huizhou Samsung Electronics Co., Ltd. (惠州三星電子有限公司) from July 1993 to January 1995.

Mr. Du received his dual bachelor's degrees in engineering (majoring in thermal and nuclear energy, and mechanical engineering) from Tsinghua University in July 1993, and his master of business administration degree in finance from the Chinese University of Hong Kong in December 2006. Mr. Du is a director of certain subsidiaries of our Company, he was also an independent non-executive director of Inkeverse Group Limited, whose shares are listed on the Stock Exchange with stock code 3700, from 23 June 2018 to 29 November 2024. Save as disclosed above, Mr. Du had not held any directorships in other listed public companies during the past three years.

Non-executive Director

Mr. Lin Ning David (林寧), aged 55, was appointed as a non-executive Director of the Company with effect from August 24, 2021. He is a partner of Trustbridge Partners, which he joined in June 2008. Prior to joining Trustbridge, Mr. Lin was a partner with Orrick, Herrington & Sutcliffe based in Hong Kong. Previously, Mr. Lin practiced law at O'Melveny & Myers, Debevoise & Plimpton and Skadden Arps.

Mr. Lin receives a bachelor's degree in Mathematics and Electrical Engineering from the University of Minnesota in 1992, a master's degree in Electrical Engineering from Stanford University in 1995 and a juris doctor degree from New York University School of Law in 1999. During the past three years, Mr. Lin has not been a director of any other listed companies.

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

DIRECTORS (CONTINUED)

Independent Non-executive Directors

Ms. Yao Jue (姚珏), aged 51, was appointed as an independent non-executive Director, chairperson of the Audit Committee and member of the Nomination Committee of our Company with effect from September 14, 2018. Ms. Yao has had over 20 years of experience in accounting and corporate finance matters. She was the chief financial officer of Qihoo 360 Technology Co., Ltd. from 2012 and subsequently served as the chief financial officer of 360 Security Technology Inc. (三六零安全技术股份有限公司) to April 2018, having previously held various positions in the company since May 2006, including as its financial director, vice president of finance and its co-chief financial officer.

Ms. Yao is our Director with appropriate professional accounting or related financial management expertise for the purpose of Rule 3.10(2) of the Listing Rules through her experiences listed above. In addition, she is a qualified accountant of the Chinese Institute of Certified Public Accountants since 2000. Ms. Yao received her bachelor's degree in accounting from the University of International Business and Economics in China in June 1996.

Ms. Yao was an independent director of CooTek (Cayman) Inc., whose American depositary shares are listed on the New York Stock Exchange with stock code CTK, from September 2018 to May 2023.

Mr. Zhao Yue (肇越), aged 58, has been appointed as an independent non-executive Director and member of the Audit Committee, Remuneration Committee and Nomination Committee of our Company with effect from September 14, 2018. Mr. Zhao serves as the chief economist of Chief Group since 2012. Previously, he was a senior manager of China Investment Corporation from May 2008 to January 2012.

Mr. Zhao received his bachelor of science degree in physics from Peking University in July 1988 and his doctor's degree in finance from the Financial Research Institute of People's Bank of China in October 2005. During the past three years, Mr. Zhao has not been a director of any other listed companies.

Mr. Alex Liang, aged 56, was appointed as an independent non-executive Director, a member of the Audit Committee and chairperson of the Remuneration Committee of our Company with effect from October 9, 2024. Mr. Liang has over 12 years of experience in venture capital investment, covering a portfolio of technology companies in both the United States and China with a focus in artificial intelligence companies. Being a veteran in the venture capital and technology industries, Mr. Liang is well-connected within the startup communities and among venture capitalists in Silicon Valley. In addition to his venture capital experience, Mr. Liang has over 15 years of managerial and operational experience, having been the Co-Founder and CEO of MIMM Technologies (PICA Mobile Beijing) from 2005 to 2010, and as the senior executives of several multinational companies prior to that. Mr. Liang joined SAIF Partners as a Venture Partner in 2011, and established his own venture capital firm, Oriza Ventures in 2015 as the Founding Partner. He is currently a Venture Partner of EnvisionX Capital.

Mr. Liang received his Bachelor of Science's degree in Computer Communications from the University of Electronic Science & Technology, Chengdu China in 1991, and Master of Science in Computer Networking from Beijing University of Posts & Telecom, China in 1994. During the past three years, Mr. Liang has not been a director of any other listed companies.

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

SENIOR MANAGEMENT

Mr. Cui Qiang (崔強), aged 51, is our Chief Financial Officer, primarily responsible for overseeing the overall financial management of the Group. He has served in his current role since March 1, 2019. He joined our Group in September 2016 as the chief financial officer of CR Securities, a subsidiary and domestic securities platform of the Group with multiple licences, and he also served as a member on its Management Committee, Risk Management Committee, Equity Commitment Committee, Operation Committee and Asset and Liability Management Committee. Prior to joining the Group, Mr. Cui worked at Zhong De Securities Company Limited as the chief financial officer and executive director from December 2011 to September 2016, and as the financial controller and director from July 2009 to November 2011. Previously, Mr. Cui was the business controller and vice president at Deutsche Bank Hong Kong Branch from July 2007 to July 2009, and the business controller and assistant vice president at Deutsche Bank Beijing Branch from November 2004 to July 2007. Prior to that, Mr. Cui was a senior counsel at PricewaterhouseCoopers Consulting Co. Ltd. from August 2002 to October 2004, and he also held the position of assistant financial controller at Thakral Information Technology Co. Ltd. from January 1998 to August 2000. From February 1996 to January 1998, he was an auditor at Reanda Certified Public Accountants LLP.

Mr. Cui received his bachelor's degree of corporate management from the University of International Business and Economics in 1996 and his master's degree in management and accounting from the University of Toronto in 2002. Mr. Cui is currently a member of the Chinese Institute of Certified Public Accountants. He has obtained qualifications from the Securities Association of China to act as a securities practitioner and the China Securities Regulatory Commission to hold senior management position in securities firms. During the past three years, Mr. Cui has not been a director of any listed companies.

Ms. Xin Xin (辛欣), aged 42, serves as the Chief Strategy Officer of the Group, responsible for the Group's strategic planning, strategic investment and financing, strategic research, IT and internal audit.

She joined our Group in April 2018 as the director and then as Head of CEO Office since June 2020. She became Head of IT in July 2021, then took on the additional role of Head of CIO Office since March 2022, and as the Assistant CEO and a member of the Group Executive Committee since May 2022, before serving in her current role as the Chief Strategy Officer since February 2024. Since joining the Group, Ms. Xin has continuously promoted the improvement of platform ability, and made outstanding contributions to important work such as strategic decision-making and research system, business operation analysis, middle platform system, rules and regulations construction, knowledge management system and so on.

Prior to joining our Group, Ms. Xin served as the senior policy consultant of Baidu company's policy research department and the deputy general manager of Baidu Baizhong from May 2015 to September 2017. Previously, Ms. Xin was the deputy director of innovation business supervision department of China Securities Regulatory Commission from May 2009 to April 2015, and analyst of Capital Markets department at Citibank Group from June 2007 to April 2009.

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

SENIOR MANAGEMENT (CONTINUED)

Ms. Xin holds a Master's degree in Finance from Carroll School of Management, Boston College and a Bachelor's degree in Finance from Tsinghua University. During the past three years, Ms. Xin has not been a director of any listed companies.

COMPANY SECRETARY

Mr. Liu Chak Sing (廖澤昇) is currently the Company Secretary of our Company. Mr. Liu has over 12 years of experience in legal, corporate finance, company secretarial and compliance matters. Mr. Liu has supported in the Group's company secretarial, legal and compliance matters as a senior legal counsel since he joined the Group in 2019. Mr. Liu holds a Bachelor degree of Social Sciences (Government & Laws) and a Bachelor degree of Laws from The University of Hong Kong. He was admitted as a solicitor to the High Court of the Hong Kong Special Administrative Region in 2012 and currently holds a solicitor's practicing certificate with the Law Society of Hong Kong.

CHANGES IN DIRECTORS' INFORMATION

The changes in information of Directors of the Company required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules are set out below.

With effect from October 8, 2024, Mr. Lam Ka Cheong Jason resigned as executive Director of the Company.

With effect from October 9, 2024: (i) Ms. Hui Yin Ching was appointed as the chairperson of the Board, chairperson of the Nomination Committee and member of the Remuneration Committee, and redesignated as executive Director from non-executive Director; (ii) Mr. Xie Yi Jing ceased to act as the chairperson of the Board, the chairperson of the Nomination Committee and member of the Remuneration Committee; (iii) Mr. Alex Liang was elected as an independent non-executive Director at the Annual General Meeting, and he was also appointed as a member of the Audit Committee and chairperson of the Remuneration Committee, replacing Mr. Ye Junying who retired as an independent non-executive Director upon the conclusion of the Annual General Meeting.

With effect from November 29, 2024, Mr. Wang Lixing was appointed as the Chief Executive Officer of the Company, and Mr. Xie Yi Jing resigned as the Chief Executive Officer and executive Director of the Company.

For more details, please refer to the Company's announcements dated October 8, 2024, October 9, 2024 and November 29, 2024.

Save as disclosed above, as at the Latest Practicable Date, there is no change in information of Directors of the Company which shall be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

DISCLOSURE UNDER RULE 8.10 OF THE LISTING RULES

Save as disclosed below, during the year ended December 31, 2024, none of the Directors nor their respective associates had an interest in a business, apart from the businesses of the Group, which competes or is likely to compete, directly or indirectly, with our business, which requires disclosure under Rule 8.10 of the Listing Rules.

Mr. Lin Ning David is the partner of Trustbridge Partners, which invests in a wide variety of growing business sectors in China, in which our investment funds may also invest from time to time. Notwithstanding the foregoing, the day-to-day operations and investment decision-making functions of our investment funds are generally independent from and do not require reporting to or prior approval by our Board. In the event that any investment presents a potential conflict of interest, the advisory committee constituted by members from the limited partners of the funds will first decide on whether the investment shall proceed and make recommendation to the investment committee, which will then make the final decision. Unless otherwise required by laws and regulations (including the Listing Rules), our Board generally has no participation in or influence on the decision making process of these investments of our investment funds. We have implemented policies to the effect that information relating to specific projects or client of our investment banking business or portfolio companies of our investment management business is not shared with Mr. Lin Ning David unless otherwise required by laws and regulations (including the Listing Rules). Mr. Lin Ning David is also subject to confidentiality obligations in respect of such information that he may receive from the Company.

Should under any circumstance an investment to be made by our investment funds requires prior approval by our Board, and conflicts of interest arise due to Mr. Lin Ning David's position with Trustbridge Partners (or any of its underlying investment vehicles or investees), Mr. Lin Ning David will not vote on the relevant Board resolution for the investment and will not be counted towards the quorum (if applicable) as required by the Articles of Association or any of the applicable laws and regulations. In any event, our Board will have sufficient number of Directors to constitute a quorum for board meetings and will be able to resolve any conflicts of interest that arise under such circumstances.

CORPORATE GOVERNANCE REPORT

The Board of Directors is pleased to present the corporate governance report for the Company for the year ended December 31, 2024.

CORPORATE GOVERNANCE PRACTICES AND COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company is committed to maintaining and promoting stringent corporate governance. The principle of the Company's corporate governance is to promote effective internal control measures and to enhance the transparency and accountability of the Board to all Shareholders.

The Company has adopted the principles and code provisions of the CG Code as the basis of the Company's corporate governance practices, and the CG Code has been applicable to the Company with effect from the Listing Date.

Save for code provision C.2.1 and as disclosed in this Annual Report, for the year ended December 31, 2024, the Company has complied with all applicable code provisions set out in the CG Code.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own securities dealing code to regulate all dealings by Directors and relevant employees of securities in the Company and other matters covered by the Model Code.

Specific enquiry has been made to all the Directors and the relevant employees and they have confirmed that they have complied with the Model Code during the year ended December 31, 2024.

CORPORATE CULTURE

As a trusted capital markets partner to thousands of Smart Economy entrepreneurs, we strive to identify and partner with high growth companies to support them at every stage of their value creation journey, and consequently participate in the fast-growing Smart Economy ecosystem. In order to realize our purpose and vision, we uphold our corporate culture — Goodness, Entrepreneurship, Partnership, Excellence.

Throughout 2024, we continued to strengthen our cultural framework through various initiatives set out in the Business Review and the Corporate Governance Report sections of this Annual Report.

CORPORATE GOVERNANCE REPORT (CONTINUED)

STRATEGIC PLANNING

The Company has a rigorous and ongoing strategic planning process to identify and assess the opportunities and challenges that the Group might face and to develop a planned course of action for the Group to generate sustainable long-term value for Shareholders.

BOARD OF DIRECTORS

As at December 31, 2024, the Board comprised seven directors, including three executive Directors, one non-executive Director and three independent non-executive Directors. The composition of the Board as at December 31, 2024 is as follows:

Executive Directors

Ms. Hui Yin Ching (*Chairperson*)

Mr. Wang Lixing

Mr. Du Yongbo

Non-executive Director

Mr. Lin Ning David

Independent non-executive Directors

Ms. Yao Jue

Mr. Alex Liang

Mr. Zhao Yue

Each of Mr. Du Yongbo, Ms. Hui Yin Ching and Mr. Alex Liang, who has been appointed as a Director during the year ended December 31, 2024, has obtained legal advice referred to in Rule 3.09D of the Listing Rules on February 2, 2024, September 6, 2024 and October 9, 2024, respectively. Each of them has confirmed that he/she understood the obligations as a Director of the Company.

The biographical details of the Directors are set out in the section headed “Directors and Senior Management” on pages 54 to 56 of this Annual Report.

Ms. Hui Yin Ching is the spouse of Mr. Bao Fan, one of our former executive Directors. Save as disclosed, none of the members of the Board is related to one another.

CORPORATE GOVERNANCE REPORT (CONTINUED)

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision C.2.1 of the CG Code stipulates that the roles of Chairman and Chief Executive should be separate and should not be performed by the same individual.

During the Reporting Period, the roles of both Chairperson and Chief Executive Officer were vested in same person prior to October 9, 2024, as the Board believes that such arrangement had the benefit of ensuring consistent leadership within the Group and would enable more effective and efficient overall strategic planning and prompt decisions making for the Group during the relevant times, having considered the circumstances of the Group as a whole. Following the appointment of Ms. Hui Yin Ching as the chairperson of the Board on October 9, 2024, the roles of chairman and chief executive have been separated, and the Company has been in compliance with Code provision C.2.1 of the CG Code since October 9, 2024. As at the Latest Practicable Date, Ms. Hui Yin Ching and Mr. Wang Lixing acted as the Chairperson of the Board and the Chief Executive Officer of the Company respectively.

BOARD MEETINGS AND COMMITTEE MEETINGS

Code provision C.5.1 of the CG Code stipulates that board meetings should be held at least four times a year at approximately quarterly intervals with active participation of the majority of the Directors, either in person or through electronic means of communications.

During the year ended December 31, 2024, nine Board meetings were held. The main resolutions considered and approved in these meetings include, among others, (i) updates on resumption progress of the Company; (ii) the Company's audited annual results for the year ended December 31, 2022 and the year ended December 31, 2023; (iii) the Company's unaudited interim results for the six months ended June 30, 2024; (iv) the fulfilment of the resumption guidance by the Company and the resumption of trading; (v) the change in the Directors and senior management of the Company; and (vi) the proposed amendments to the existing memorandum and articles of association of the Company. The Company expects to continue to convene at least four regular Board meetings in each financial year at approximately quarterly intervals in accordance with code provision C.5.1 of the CG Code. Apart from regular Board meetings, the Chairman of the Board also held a meeting with the independent non-executive Directors without the presence of executive Directors during the Reporting Period.

CORPORATE GOVERNANCE REPORT (CONTINUED)

BOARD MEETINGS AND COMMITTEE MEETINGS (CONTINUED)

A summary of the attendance record of the Directors at Board meetings and Board committees meetings during the year ended December 31, 2024 is set out in the following table below:

Name of Director	Number of meeting(s) attended/ number of meeting(s) held during the year ended December 31, 2024						
	Annual General Meeting	Board Meeting	Audit Committee Meeting	Remuneration Committee Meeting	Nomination Committee Meeting	Executive Committee Meeting	Environmental, Social and Governance Committee Meeting
Executive Directors:							
Ms. Hui Yin Ching ⁽¹⁾	1/1	4/9	N./A.	1/2	—	3/10	N./A.
Mr. Wang Lixing	1/1	8/9	N./A.	N./A.	N./A.	10/10	1/1
Mr. Du Yongbo ⁽²⁾	1/1	7/9	N./A.	N./A.	N./A.	10/10	—
Mr. Bao Fan ⁽³⁾	—	—	N./A.	—	—	—	—
Mr. Xie Yi Jing ⁽⁴⁾	1/1	8/9	N./A.	1/2	3/3	10/10	N./A.
Mr. Lam Ka Cheong Jason ⁽⁵⁾	—	5/9	N./A.	N./A.	N./A.	7/10	N./A.
Non-executive Directors:							
Mr. Lin Ning David	—	6/9	N./A.	N./A.	N./A.	N./A.	N./A.
Ms. Sun Chin Hung ⁽⁶⁾	—	4/9	N./A.	N./A.	N./A.	N./A.	N./A.
Independent non-executive Directors:							
Ms. Yao Jue	—	8/9	2/2	N./A.	3/3	N./A.	N./A.
Mr. Alex Liang ⁽⁷⁾	1/1	2/9	1/2	1/2	N./A.	N./A.	N./A.
Mr. Zhao Yue	—	8/9	2/2	2/2	3/3	N./A.	N./A.
Mr. Ye Junyin ⁽⁸⁾	—	4/9	1/2	1/2	N./A.	N./A.	N./A.

Notes:

- (1) Mr. Hui Yin Ching was appointed as a non-executive Director on September 6, 2024, and was redesignated as an executive Director with effect from October 9, 2024.
- (2) Mr. Du Yongbo was appointed as an executive Director of the Company with effect from February 2, 2024.
- (3) Mr. Bao Fan resigned as executive Director with effect from February 2, 2024.
- (4) Mr. Xie Yi Jing resigned as executive Director with effect from November 29, 2024.

CORPORATE GOVERNANCE REPORT (CONTINUED)

BOARD MEETINGS AND COMMITTEE MEETINGS (CONTINUED)

Notes: (Continued)

- (5) Mr. Lam Ka Cheong Jason was appointed as an executive Director of the Company on February 2, 2024, and resigned as executive Director with effect from October 8, 2024.
- (6) Ms. Sun Chin Hung was appointed as a non-executive Director on February 2, 2024, and resigned as non-executive Director with effect from September 6, 2024.
- (7) Mr. Alex Liang was elected as an independent non-executive Director on October 9, 2024 at the annual general meeting of the Company.
- (8) Mr. Ye Junying retired as independent non-executive Director with effect from October 9, 2024 upon conclusion of the annual general meeting of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board has received from each of the independent non-executive Directors a written annual confirmation of his or her independence pursuant to Rule 3.13 of the Listing Rules and considers each of them to be independent.

Each of Ms. Yao Jue and Mr. Zhao Yue, as the independence non-executive Directors of the Company, entered into a letter of appointment with the Company on September 12, 2018 and a renewal letter dated June 30, 2021. Pursuant to the appointed letter entered into on September 12, 2018, each of Ms. Yao and Mr. Zhao was appointed as an independent non-executive Director for an initial period of three years, which appointment was renewed pursuant to the renewal letters dated June 30, 2021 for a further term of three years. In August 2024, each of Ms. Yao and Mr. Zhao Yue signed another extension letter with the Company pursuant to which the term of their appointment was renewed for a further period of three years from June 30, 2024. Mr. Ye Junying retired as an independent non-executive Director of the Company upon the conclusion of the annual general meeting of the Company held on October 9, 2024. Mr. Alex Liang, who was elected as the new independent non-executive Director at the annual general meeting, entered into a letter of appointment with the Company for an initial term of three years with effect from October 9, 2024.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

All the Directors are subject to retirement by rotation and re-election at annual general meeting. Pursuant to the Articles of Association, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office and be eligible for re-election at each annual general meeting, provided that every Director is subject to retirement by rotation at least once every three years. In addition, any new Director appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting and be subject to re-election.

CORPORATE GOVERNANCE REPORT (CONTINUED)

RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS OF THE BOARD AND MANAGEMENT

The Board is the primary decision-making body of the Company and is responsible for overseeing the Group's business, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. The Board makes decisions objectively in the interests of the Company.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The Group's senior management is responsible for the day-to-day management of the Group's business and is responsible for overseeing the general operation, business development, finance, marketing, and operations.

BOARD COMMITTEES

The Board has established five committees, namely, the Audit Committee, the Remuneration Committee, the Nomination Committee, the Executive Committee and the Environmental, Social and Governance Committee, for overseeing particular aspects of the Company's affairs. Each of these committees is established with defined written terms of reference. The terms of reference of the Board committees are available on the websites of the Company and the Stock Exchange.

Audit Committee

The Company has established an Audit Committee in compliance with Rule 3.21 of the Listing Rules and the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process, risk management and internal controls system of the Group, review and approve connected transactions and to advise the Board.

As of the Latest Practicable Date, the Audit Committee comprises three independent non-executive Directors, namely Ms. Yao Jue, Mr. Alex Liang and Mr. Zhao Yue. Ms. Yao Jue is the chairperson of the Audit Committee.

During the year ended December 31, 2024, two Audit Committee meetings were held. The main resolutions considered and approved in these meetings include: (i) the Company's audited annual results for the year ended December 31, 2022; (ii) the Company's audited annual results for the year ended December 31, 2023; and (iii) the Company's unaudited interim results for the six months ended June 30, 2024.

CORPORATE GOVERNANCE REPORT (CONTINUED)

BOARD COMMITTEES (CONTINUED)

Remuneration Committee

The Company established a Remuneration Committee in compliance with Rule 3.25 of the Listing Rules and the CG Code. The primary duties of the Remuneration Committee are to review and make recommendations to the Board regarding the terms of remuneration packages, bonuses and other compensation payable to the Directors and other senior management.

As of the Latest Practicable Date, the Remuneration Committee comprises one executive Director, namely Ms. Hui Yin Ching, and two independent non-executive Directors, namely Mr. Alex Liang and Mr. Zhao Yue. Mr. Alex Liang is the chairman of the Remuneration Committee.

The Remuneration Committee has adopted the second model described in code provision E.1.2(c) under Appendix C1 to the Listing Rules (i.e. make recommendation to the Board on the remuneration packages of individual executive Directors and senior management members).

During the year ended December 31, 2024, two Remuneration Committee meetings were held. The main resolutions considered and approved in the meeting include: (i) the remuneration package of the Directors and senior management for the year ended December 31, 2023; (ii) the Company's policy and structure for the remuneration of the Directors and senior management for the year ended December 31, 2024; and (iii) internal promotion and remuneration package of members of the Designated Business Unit (as defined in the Prospectus).

Details of the remuneration paid or payable to each Director of the Company for the year ended December 31, 2024 are set out in Note 15 to the financial statements.

The remuneration of the members of senior management who are neither a Director nor chief executive of the Company by band for the year ended December 31, 2024 is set out below:

Remuneration Bands (HKD)	Number of Persons
6,000,001 or more	0
0–6,000,000	2
Total	2

Nomination Committee

The Company has established a Nomination Committee in compliance with the CG Code. The primary duties of the Nomination Committee are to make recommendations to the Board on the appointment of Directors and management of Board succession.

As of the Latest Practicable Date, the Nomination Committee comprises one executive Director, namely Ms. Hui Yin Ching, and two independent non-executive Directors, namely Ms. Yao Yue and Mr. Zhao Yue. Ms. Hui Yin Ching is the chairperson of the Nomination Committee.

CORPORATE GOVERNANCE REPORT (CONTINUED)

BOARD COMMITTEES (CONTINUED)

Nomination Committee (Continued)

During the year ended December 31, 2024, three Nomination Committee meetings were held. The main resolutions considered and approved by the Nomination Committee include: (i) the proposed changes in the Directors and senior management; (ii) the independence of independent non-executive Directors; (iii) re-election of the Directors retiring by rotation at the annual general meeting; (iv) the board diversity policy (the “**Diversity Policy**”) and the structure, size and composition of the board; and (v) the relevant director nomination policy.

Executive Committee

The Company has established an Executive Committee as the highest power and decision-making body of the Group at the level of operation and management. The primary duties of the Executive Committee are (i) to hear reports of significant events from various departments and functional units, (ii) to formulate and implement significant strategies and policies as well as make significant decisions for the Group, including but not limited to structure planning, significant investment and performance targets of the Group, and (iii) to authorize a member or members to exercise specific and decision-making events of Group’s operation and management.

As of the Latest Practicable Date, the Executive Committee comprises three executive Directors, namely Ms. Hui Yin Ching, Mr. Wang Lixing and Mr. Du Yongbo, and two additional members of senior management of the Company, namely Mr. Cui Qiang and Ms. Xin Xin. Ms. Hui Yin Ching is the chairperson of the Executive Committee.

During the year ended December 31, 2024, 10 Executive Committee meetings were held. The main resolutions considered and approved in the meetings include (i) making significant strategies for the Group, and (ii) hearing to reports of significant events from various departments and functional units.

Environmental, Social and Governance Committee

The Company has established an Environmental, Social and Governance Committee in compliance with the CG Code and Environmental, Social and Governance Reporting Guide set out in Appendix C2 of the Listing Rules. The primary duties of the Environmental, Social and Governance Committee are to assist the Board in guiding and supervising the development and implementation of environmental, social and governance works of the Company and its subsidiaries.

As of the Latest Practicable Date, the Environmental, Social and Governance Committee comprises one executive Director, namely Mr. Wang Lixing, and one additional members, namely Ms. Xin Xin. Mr. Wang Lixing is the chairman of the Environmental, Social and Governance Committee.

During the year ended December 31, 2024, one Environmental, Social and Governance Committee meeting was held. The main resolution considered and approved in the meeting include (i) the environmental, social and governance report for the year ended December 31, 2024; and (ii) the environmental, social and governance working plan for the year ending December 31, 2025.

CORPORATE GOVERNANCE REPORT (CONTINUED)

BOARD COMMITTEES (CONTINUED)

Board Diversity Policy

The Company has adopted a diversity policy which sets out the approach to achieve diversity of the Board. The Company embraces the benefits of having a diverse Board to enhance the quality of its performance.

In identifying and selecting suitable candidates to serve as a director of the Company, the Nomination Committee would consider the criteria necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendations to the Board.

Pursuant to the Board Diversity Policy, the Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, culture and educational background, professional qualifications, knowledge and industry and regional experience as measurable objectives. The Board will review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those 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 Board has achieved gender diversity in accordance with the requirements of the CG Code and targets to maintain at least the current level of female representation. In considering the Board's succession, the Nomination Committee may engage independent professional search firm(s) to help identify potential candidates for Independent Non-executive Directors, as and when appropriate. The Board will continue to take opportunities to increase the proportion of female members over time as and when suitable candidates are identified.

The Nomination Committee will continue to review the Board Diversity Policy, as appropriate, and recommend revision to the Board for considering and approval to ensure its effectiveness. The Nomination Committee has reviewed the Board Diversity Policy during the year ended December 31, 2024.

Workforce diversity

At the workforce level, as at December 31, 2024, the Group had 480 full-time employees in total composing of 227 male and 253 female (i.e. a female-to-male ratio of approximately 53:47), reflecting that gender diversity has been generally adhered by the Group. The Group is determined to continue to maintain gender diversity and equality in terms of the whole workforce going forward.

Dividend Policy

The Company has adopted a dividend policy (the “**Dividend Policy**”) which aims to increase or maintain the value of dividends per share of the Company, to provide reasonable return in investment of investors, and to allow the Shareholders to assess its dividend payout trend and intention.

CORPORATE GOVERNANCE REPORT (CONTINUED)

BOARD COMMITTEES (CONTINUED)

Dividend Policy (Continued)

Pursuant to the Dividend Policy, a dividend may only be declared and paid out of the profits and reserves of the Company lawfully available for distribution (including share premium), and may not be declared and paid out if this would result in the Company being unable to pay its debts as they fall due in the ordinary course of business. The Board has absolute discretion on whether to pay a dividend and alternatively, Shareholders may by ordinary resolution declare dividends but no dividend may be declared in excess of the amount recommended by the Board. In addition, the Company does not currently have a fixed dividend payout ratio. Even if the Board decides to pay dividends, the form, frequency and amount of dividends will depend on, among other things, (a) current and future operations, and future business prospects, (b) the Company's liquidity position, cash flows, general financial condition, capital adequacy ratio and capital requirements, and (c) the availability of dividends received from subsidiaries and associates in light of statutory and regulatory restrictions on the payment of dividends.

The Board will continue to review and amend the Dividend Policy as appropriate from time to time.

Nomination Policy

The Company has adopted a nomination policy (the "**Nomination Policy**") which sets out the selection criteria and procedures to nominate board candidates. The Nomination Policy aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business.

Pursuant to the Nomination Policy, the Nomination Committee shall identify suitable board candidates and make recommendation to the Board, after accessing a number of factors of a proposed candidate, including, but not limited to, reputation, professional skills, independence of proposed independent non-executive Directors and diversity in all aspect. The Board shall have the final decision in relation to its nomination of any candidates to stand for election at a general meeting.

Any nomination made by the Nomination Committee shall be made in accordance with the Nomination Policy. These include, among others, the candidates' market knowledge and experience, reputation for integrity, and the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out in the Diversity Policy.

The Nomination Committee will continue to review the Nomination Policy, as appropriate, and recommend revision to the Board for consideration and approval. The Nomination Committee has reviewed the Nomination Policy during the year ended December 31, 2024.

CORPORATE GOVERNANCE REPORT (CONTINUED)

BOARD COMMITTEES (CONTINUED)

Nomination Policy (Continued)

The Nomination Committee and the Board also reviewed and considered that the following key features or mechanisms under the Board and governance structure and the implementation are effective in ensuring that independent views and input are provided to the Board.

Board and Committees' structure	• Since its Listing, the Company has been steered by a Board, comprising a majority of non-executive Directors and independent non-executive Directors, who are independent of and not related to each other and any members of the senior management. • Chairperson of the Audit Committee and Remuneration Committee are independent non-executive Directors.
Independent Non-executive Directors' tenure	The Nomination Policy sets a maximum tenure of nine consecutive years for independent non-executive Directors to be eligible for nomination by the Board to stand for re-election by Shareholders.
Independent Non-executive Directors' remuneration	Independent non-executive Directors receive fixed fee(s) for their role as members of the Board and Board Committee(s) as appropriate, and are not entitled to participate in the Share Award Scheme.
Appointment of Directors	In assessing suitability of the candidates, the Nomination Committee will review their profiles, including their qualification and time commitment, having regard to the Board's composition, the Directors' skill matrix, the list of selection criteria approved by the Board, the Nomination Policy and the Board Diversity Policy.
Annual review of Independent Non-executive Directors' commitment and independence	The Nomination Committee reviews annually each Director's time commitment to the Company's business. Directors' attendance records in 2024 are disclosed in the Corporate Governance Report contained in this Annual Report. • Independent non-executive Directors' independence is assessed upon appointment, annually, and at any other time where the circumstances warrant reconsideration.
Professional advice	To facilitate proper discharge of their duties, all Directors are entitled to seek advice from the Company Secretary or the in-house legal team as well as from independent professional advisers at the Company's expense.

CORPORATE GOVERNANCE REPORT (CONTINUED)

CORPORATE GOVERNANCE FUNCTION

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

The Board would review the Company's corporate governance policies and practices, training and continuous professional development of the Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, and the Company's compliance with the CG Code and disclosure in its Corporate Governance Report.

The Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The company secretary of the Company may from time to time and as the circumstances require provide the Directors with updated written training materials relating to the roles, functions and duties of a director of a company listed on the Stock Exchange.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended December 31, 2024.

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

CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

Directors keep abreast of the responsibilities as a director of the Company and of the conduct, business activities and development of the Company.

The Company acknowledges the importance of Directors participating in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant internally-facilitated briefings for Directors have been arranged and reading material on relevant topics would be issued to Directors where appropriate. They are encouraged to attend relevant training course at the Company's expenses.

During the year ended December 31, 2024, the Company arranged regular trainings to provide each of the Directors with updates on the latest developments and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors were also provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

AUDITOR'S RESPONSIBILITY AND REMUNERATION

As disclosed in the Company's announcement dated December 13, 2023, Zhonghui Anda was appointed as the external auditor of the Company with effect from December 13, 2023, and it was re-appointed as the auditor of the Company for the year ended December 31, 2024 in the annual general meeting of the Company held on October 9, 2024. A statement by Zhonghui Anda about their reporting responsibilities for the financial statements is included in the Independent Auditor's Report on pages 139 to 143.

CORPORATE GOVERNANCE REPORT (CONTINUED)

AUDITOR'S RESPONSIBILITY AND REMUNERATION (CONTINUED)

Details of the fees paid/payable in respect of the audit and non-audit services provided by Zhonghui Anda for the year ended December 31, 2024 are set out in the table below:

Services rendered for the Company		Fees paid/payable RMB'000
Audit services		6,834
Non-audit services		1,100
TOTAL		7,934

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges that it is responsible for the Company's risk management and internal control systems and reviewing their effectiveness. The risk management and internal control measures are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Board had conducted an annual review of the effectiveness of the risk management and internal control system of the Company in respect of the year ended December 31, 2024 and considered the system effective and adequate.

We have established a corporate governance structure with the Board at the top of our risk management hierarchy being responsible for overall risk management and oversees the risk management functions. Audit Committee provides an independent oversight on our Company. Our senior management is responsible for risk management through their regular managerial responsibilities. Our Chief Executive Officer and Chairman of the Board and members of our senior management hold regular executive committee meetings to review, among others, risks that may have reputational implications, cross-business or cross-jurisdictional impacts on us.

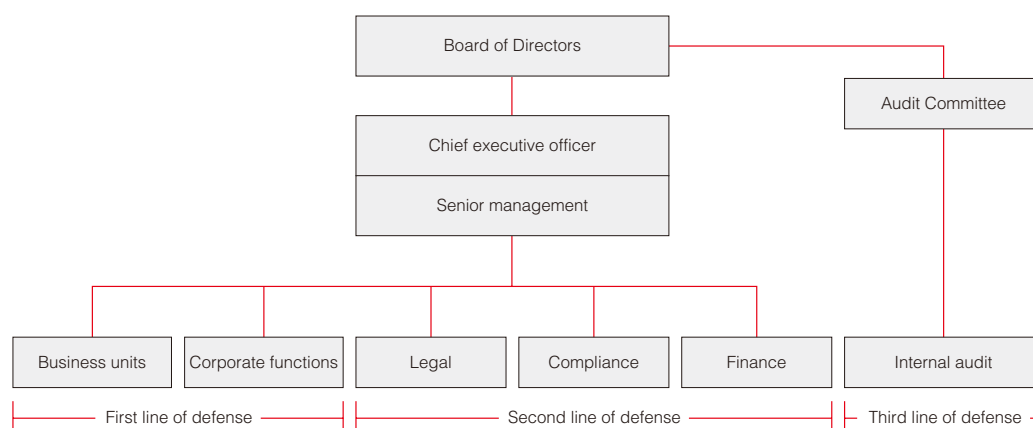
To further enhance our controls on significant risks, an operating committee was set up on December 31, 2018. The operating committee is chaired by the Chief Executive Officer and comprises of the heads of relevant risk and control functions. It is responsible for determining daily operational matters, enhancing our operational infrastructure, formulating internal policies and procedures, allocating resources, leading major internal projects and IT infrastructure development. The operating committee reports directly to the executive committee on matters with a significant impact on our business.



CORPORATE GOVERNANCE REPORT (CONTINUED)

RISK MANAGEMENT AND INTERNAL CONTROLS (CONTINUED)

In the course of our business operations, we have a clear reporting procedure to make sure that risk issues of different nature and significance can be escalated and resolved by appropriate responsible persons. All of our front office business units and corporate departments assume risk management responsibilities and implement relevant risk management policies and procedures. They are our first line of defense. In support of them, we have dedicated legal, compliance, and finance departments, acting as the second line of defense, to maintain the systematic risk management framework addressing risks in relation to legal, regulatory and compliance, and finance (including but not limited to market risk, liquidity risk, and credit risk). Independently we have an internal audit department that reports directly to the Audit Committee, which serves as the third line of defense to provide check and balance. The following diagram illustrates our risk management framework:



If any risks are identified by our front office business units or corporate functions, they will first escalate within the chain of command in the unit or function, ultimately reaching the head of the unit or function. If the head, upon consultation with the relevant risk and control function, considers that the issue may have broader implications, such as reputational risks to us, or may have impact on other departments of the Company, he/she may escalate the issue to the operating committee and then executive committee. Our risk control departments, including legal, compliance and finance departments, support and advise our business units and corporate functions, as well as the Executive Committee, on the management and resolution of the risks and issues identified.

The corporate governance structure for our internal control is similar to that for our risk management. Our Board is responsible for establishing our internal control system and reviewing its effectiveness. Supported by various other internal departments, our senior management is responsible for implementing internal control measures in our daily operations. To assess the effectiveness of our internal control measures in preparation for our Listing, we engaged an independent internal control consultant to conduct an annual review of our internal control system. The consultant conducted review procedures on our internal control system in certain aspects, including revenue, purchase, fixed assets management, human resources, financial management and information technology, and immediately before the Listing, there were no material internal control findings on the Company.

CORPORATE GOVERNANCE REPORT (CONTINUED)

RISK MANAGEMENT AND INTERNAL CONTROLS (CONTINUED)

The Board considers there being no material changes to the Company's risk management and internal control systems since the Listing and is of the view that the systems are effective and adequate throughout the year ended December 31, 2024.

Regarding inside information concerning the Company itself, the Company has adopted its Inside Information Disclosure Policy which sets out the statutory obligations of disclosure of inside information, guidance on protection of inside information, procedures and formats of disclosures, and relevant roles and responsibilities. Additionally, an Information Barrier Policy is also adopted for our employees to follow. Information barrier is a form of segregation or barrier to ensure that the sharing of confidential information is properly controlled such that the two or multiple business units or project teams can operate independently without compromising the interests of their respective clients. Our employee handbook and our Code of Business Ethics and Conduct also require our employees to keep client information confidential. We conduct regular training to our employees on information barrier.

SHAREHOLDERS' RIGHTS

Convening of Extraordinary General Meetings by Shareholders

Pursuant to article 12.3 of the Articles of Association, the Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more Shareholders deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

General meetings may also be convened on the written requisition of a Shareholder which is a recognized clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

CORPORATE GOVERNANCE REPORT (CONTINUED)

SHAREHOLDERS' RIGHTS (CONTINUED)

Putting Forward Proposals at General Meetings

There are no provisions allowing Shareholders to propose new resolutions at the general meetings under the Companies Act of Cayman Islands (as revised and amended from time to time) or the Articles of Association. However, Shareholders who wish to put forward proposals at general meetings may achieve so by means of convening an extraordinary general meeting following the procedures set out in the paragraph above.

Putting Forward Enquiries to the Board and Contact Details

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

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Units 8107–08, Level 81, International Commerce Centre,
1 Austin Road West, Kowloon, Hong Kong

Telephone: +852 2287 1600

Fax: +852 2287 1609

Email: ir@chinarenaissance.com

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS RELATIONS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and other general meetings. At the forthcoming annual general meeting, Directors (or their delegates as appropriate) will be available to meet Shareholders and answer their enquiries.

To ensure that the shareholders and potential investors are provided with ready, equal and timely access to balanced and understandable information about the Company, the Company has established several channels to communicate with the shareholders as follows:

- (i) corporate communications such as annual reports, interim reports and circulars are issued in printed form and are available on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.chinarenaissance.com;
- (ii) periodic announcements are published on the websites of the Stock Exchange and the Company;
- (iii) corporate information is made available on the Company's website; and
- (iv) annual and extraordinary general meetings provide a forum for the shareholders to make comments and exchange views with the Directors and senior management.

CORPORATE GOVERNANCE REPORT (CONTINUED)

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS RELATIONS (CONTINUED)

The Company keeps on promoting investor relations and enhancing communication with the existing shareholders and potential investors. It welcomes suggestions from investors, stakeholders and the public. Enquiries to the Board or the Company may be sent by post to the Company's principal place of business in Hong Kong (Attention: Company Secretary or Investor Relations).

The Board reviewed the Group's shareholders and investor engagement and communication activities conducted in 2024 and having considered the multiple channels of communication described above were all in place and sustainably implemented in 2024 to enable the Company to carry out effective two-way communication with its investors and Shareholders, it was satisfied with the implementation and effectiveness of the Shareholders Communication Policy.

CHANGES IN CONSTITUTIONAL DOCUMENTS

At the annual general meeting held on October 9, 2024, the proposed amendments to the existing amended and restated memorandum and articles of association of the Company (the "M&A") and the adoption of the fifth amended and restated M&A in substitution for and to the exclusion of the existing M&A were approved by shareholders of the Company by way of a special resolution.

The existing M&A of the Company was amended to, among other things, to bring the existing M&A in alignment with the Core Shareholder Protection Standards set out in Appendix A1 of the Listing Rules, comply with the Listing Rules requirements which mandates the electronic dissemination of corporate communications by listed issuers to their securities holders, reflect certain updates in relation to the applicable laws of the Cayman Islands and Listing Rules and to make other house-keeping amendments to the existing M&A.

Save as disclosed above, there are no other significant changes in the Company's constitutional documents during the year ended December 31, 2024 and up to the date of this annual report.

ANTI-CORRUPTION POLICY AND WHISTLEBLOWING POLICIES

The Company has adopted anti-corruption and whistleblowing policies to provide forums for reporting issues and concerns on any misconduct, and to uphold business ethics and integrity in its operations.

The Group's anti-corruption policy forms an essential component of its corporate governance framework. All employees are prohibited from exploiting their positions and authority for personal gain. The Group takes a strong stance against bribery, malpractice, fraud, and money laundering, adhering to the laws in the jurisdictions where it operates. During the Reporting Period, there were no concluded legal cases regarding corrupt practices brought against the Company or its employees. Training sessions on anti-corruption policies and procedures were conducted periodically for the Group's employees. The Group's anti-corruption policy would be reviewed and updated regularly to align with applicable laws, regulations, and industry best practices.

CORPORATE GOVERNANCE REPORT (CONTINUED)

ANTI-CORRUPTION POLICY AND WHISTLEBLOWING POLICIES (CONTINUED)

The Group also maintains a whistleblowing policy and has established procedures for employees, customers, suppliers and other stakeholders to report actual or suspected instances of improper conduct involving members of the Group or employees. These reports are to be investigated and addressed efficiently, appropriately, and transparently. The Board has designated the Internal Audit Department to receive on its behalf any such reports, to oversee the conduct of subsequent investigations, and to provide information, including recommendations arising from any investigations for reporting to the Audit Committee. The Internal Audit Department would evaluate the reported cases according to their nature, and further investigation would be carried out depending on the case's circumstances. Investigation reports will be submitted to the Audit Committee for regular review. The whistleblowing policy also provides measures for confidentiality and protection for whistle-blowers and prohibits retaliation or adverse treatment against whistle-blowers. The Group's whistleblowing policy would be reviewed and updated periodically to align with applicable laws, regulations, and industry best practices.

For further details, please refer to the Environmental, Social and Governance Report in this Annual Report.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

1. ABOUT THE REPORT

This report has been prepared in accordance with the “ESG Reporting Guide” as set out in Appendix C2 to the Listing Rules on the Hong Kong Stock Exchange to present the 2024 environmental, social and governance performance of the Company from January 1, 2024 to December 31, 2024. This report selects the principal operating points of the Company as its disclosure coverage. Unless otherwise stated, the scope of this report only covers the Company. This report should be read in conjunction with the section headed “Corporate Governance Report” in the 2024 Annual Report of the Company to better understand the ESG performance of the Company.

This report has been compiled under the reporting principles of materiality, quantitative, balance and consistency.

Materiality: China Renaissance carries out the materiality assessment work in compliance with the ESG Reporting Guide. The work process of the Company includes: i) identifying the related ESG topics, ii) assessing the importance of the issues, iii) reviewing and confirming the assessment process and results by the Board. The Company reports the ESG-related matters based on the results of the materiality assessment.

Quantitative: This report follows the ESG Reporting Guide, refers to the applicable quantification standards and practices, and adopts the quantification methods to measure and disclose the applicable key performance indicators. The quantification standards, methodologies, assumptions and/or calculation tools for key performance indicators and source of conversion factors used in this report have been explained in the corresponding places (where applicable).

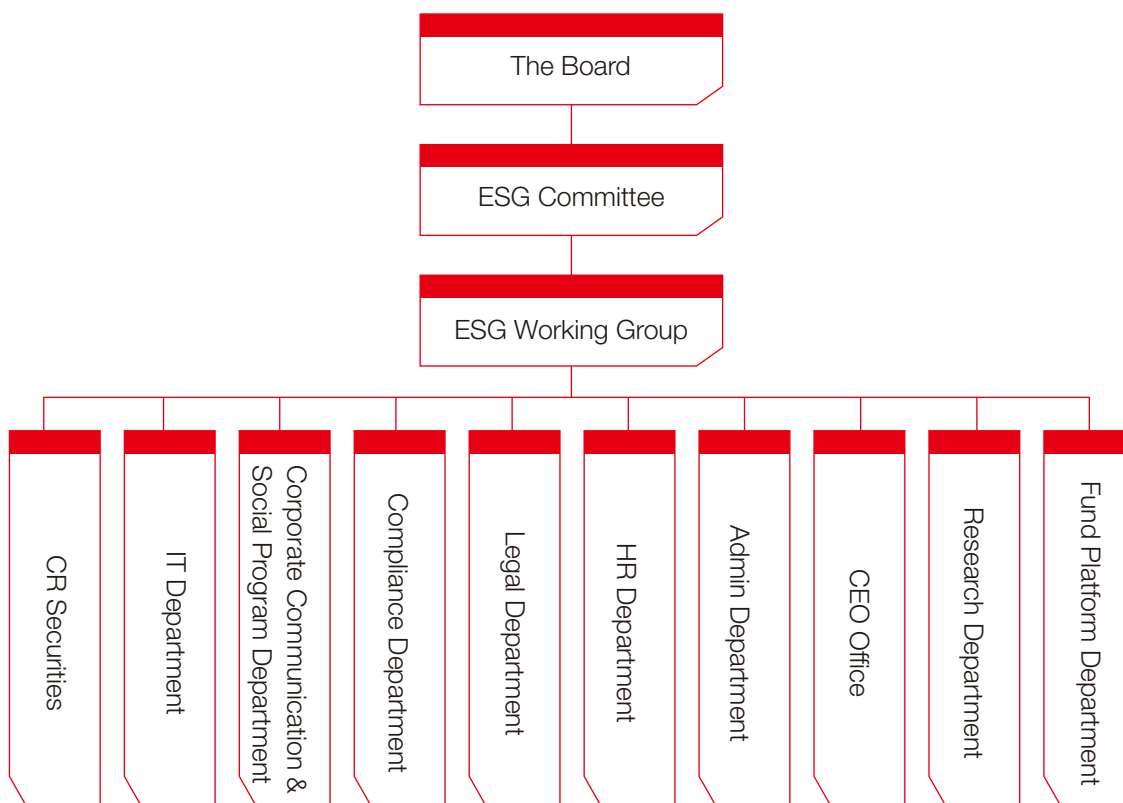
Balance: This report gives an objective picture of the positive and negative information to ensure that the contents herein will present the ESG performance of the Company during the reporting period on an impartial basis.

Consistency: The key performance indicators and statistics methods disclosed in the ESG report for the current year are consistent with those in the report for the last year. Any changes that may affect its meaningful comparison with the previous reports have been explained in the corresponding places.

2. STATEMENT OF THE BOARD

The Board of China Renaissance is responsible for comprehensively monitoring the ESG management and disclosure of the Company and holds at least one ESG communication meeting to discuss important ESG matters. To effectively manage and undertake the ESG responsibilities, the Company has constantly improved the ESG management system. The Board has established the ESG Committee, which is responsible for assisting the Board in guiding and supervising the development and the implementation of the ESG work of the Company and its subsidiaries.

For the detailed contents of the duties and responsibilities of the ESG Committee, please refer to the “Terms of Reference of the Environmental, Social and Governance Committee” of the Company. In addition, several functional departments of the Company are formed as an ESG working group to be responsible for carrying out the specific ESG tasks.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

3. ESG CONCEPT AND GOVERNANCE

While creating economic values for the shareholders and society, China Renaissance has actively shouldered social responsibilities since its establishment. Based on its core values, the Company adheres to high standards of corporate governance and integrates environmental, social and governance concepts into its corporate culture. It also explores a long-term path to sustainable development, creates greater values for stakeholders, and contributes more to the social development.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

4. STAKEHOLDER ENGAGEMENT

China Renaissance has identified key stakeholders based on its business and management operation features, understood their main ESG issues of concerns through various communication channels, and actively listened and responded to their concerns and expectations. The key stakeholders identified by the Company, their issues of concern and the main communication channels in 2024 are listed in the table below:

Key stakeholders	Main ESG issues of concern	Main communication channels
Shareholders and investors	• Anti-corruption and anti-money laundering • Customer services • Information security • Employment • Climate change	• Shareholders' meetings • Annual reports and interim reports • Announcements and circulars • Official website • Non-deal road-show
Government and regulators	• Anti-corruption and anti-money laundering • Information security • Employment • Community investment • Climate change	• Policy consultations • Incident reporting • Information disclosure • Email and telephone • Participation in meetings of government agency
Clients	• Anti-corruption and anti-money laundering • Customer services • Information security • Intellectual property management • Employment	• Customer visits • Social media • Information disclosures • Email or hotline • Company website
Employees	• Staff development • Employment • Health and safety • Labour standards	• Employee activities • Employee training • Communication meetings • Social media
Suppliers	• Anti-corruption and anti-money laundering • Information security • Management of suppliers • Use of resources • Emissions	• Supplier inspections • Communication meetings
News media	• Customer services • Information security • Employment • Intellectual property management • Use of resources	• Social media • Official website • Press conferences • Communication meetings
Community and the public	• Community investment • Use of resources • Climate change • Emissions • Environment and natural resources	• Charity activities, • Community interaction • Social media • Community investment-related projects

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

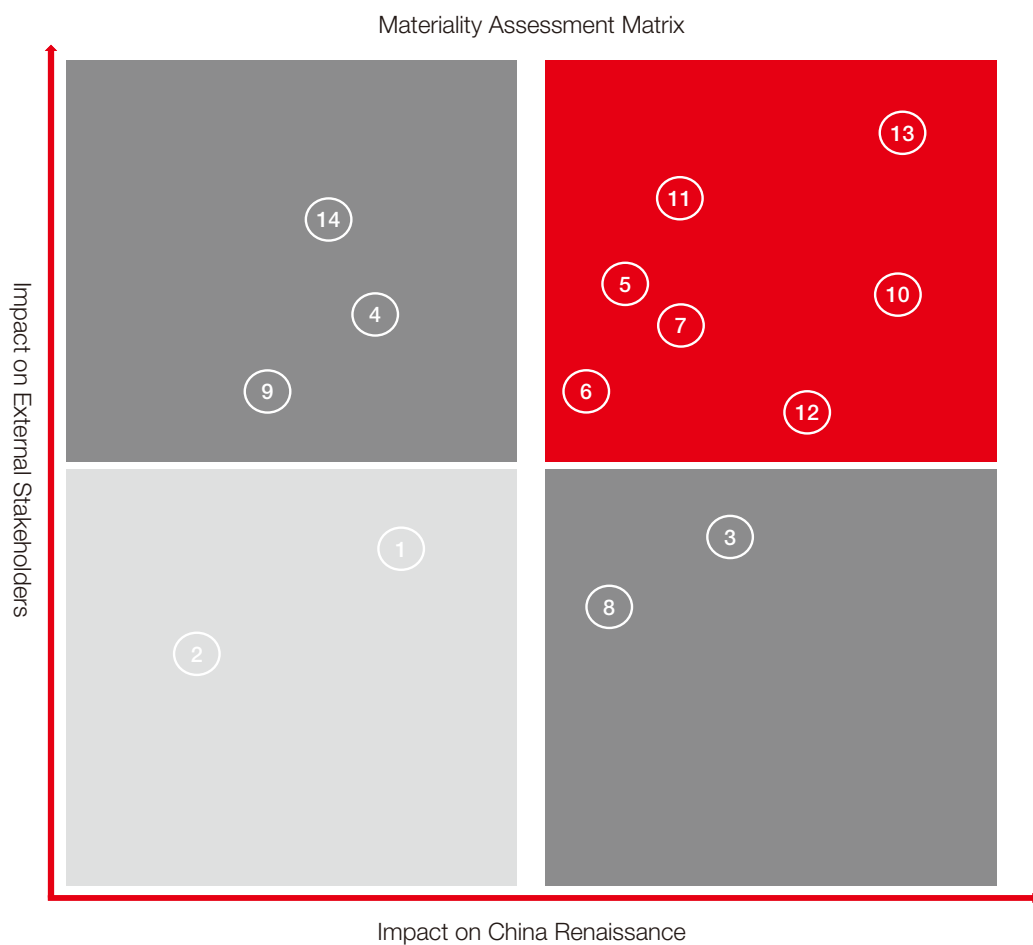
5. MATERIALITY ASSESSMENT

In accordance with the 12 levels of ESG issues involved in the ESG Reporting Guide, the Company has identified the following 14 key ESG issues which have a significant impact on the Company's business and its stakeholders and will serve as a reference for its ESG practices and reporting in 2024:

ESG aspects	Number	Key environmental, social and governance issues
A. Environmental	1.	Emissions
	2.	Environment and Natural Resources
	3.	Use of Resources
	4.	Climate Change
B. Social	5.	Employment
	6.	Health and Safety
	7.	Staff Development
	8.	Labour Standards
	9.	Management of Suppliers
	10.	Customer Services
	11.	Information Security
	12.	Intellectual Property Management
	13.	Anti-corruption and Anti-money Laundering
	14.	Community Investment

In 2024, through continuous communication with stakeholders, the Company prioritized all key environmental, social, and governance issues based on the results of the materiality assessment. The Group takes into account the materiality to key stakeholders and materiality to business that are important to the business development as the materiality analysis shown below. The key environmental, social and governance issues that fall within the top right-hand part are of the highest importance. The Company will discuss each of these issues individually in this report.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

6. OPTIMIZE SERVICE AND PURSUE EXCELLENCE

Adhering to the business principle of “creating value for clients”, the Company strives to support the development of the global economy by fostering an innovative economy and providing the world’s best-in-class capital for excellent businesses globally. To achieve this goal, the Company has established an advanced service concept and a strict compliance operation mechanism to provide customers with innovative services based on their practical needs. The Company has also strengthened its information management and protection of intellectual property rights, creating a long-term and stable cooperative relationship with customers in pursuit of sustainable development.

6.1 Compliant Business Operations

The Company has business offices in mainland China, Hong Kong, and the United States, and as the Company continues to grow, it adheres to ethical guidelines, and proactively identifies and strictly abides by relevant local laws and regulations. In Mainland China, the Company strictly abides by laws and regulations including the *Securities Investment Fund Law of the People’s Republic of China*, the *Securities Law of the People’s Republic of China*, the *Guidelines for the Internal Controls of the Investment Banking Business of Securities Companies*, and the *Regulation on the Supervision and Administration of Private Investment Funds*, as well as regulatory rules such as the *Measures for the Compliance Management of Securities Companies and Securities Investment Fund Management Companies* of China Securities Regulatory Commission, the *Interim Measures for the Supervision and Administration of Private Investment Funds*, the *Registration and Filing Measures of Private Investment Funds*, the *Measures for the Administration of Fundraising Activities of Private Equity Funds*, and the *Implementation Rules for Clean Practice of the Fund Operating Agencies and their Working Staff* of the Asset Management Association of China. To address the practical operational needs of domestic business, the Company has further developed operational-level compliance guidelines including the *Guidelines for Information Segregation between Investment Banking and Fund Teams* and the *Compliance Guidelines for Share Reduction by Private Investment Funds*. In Hong Kong and the United States, the Company has established policies such as the *Code of Business Conduct and Ethics*, the *Policies for Anti-Money Laundering and Counter-Terrorist Financing*, and the *Information Barrier Procedures* with reference to the SFO, the *Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission*, the *Fit and Proper Guidelines* and the *Guideline on Anti-Money Laundering and Counter-Financing of Terrorism (For Licensed Corporations)* of Hong Kong and rules of U.S. Securities and Exchange Commission and self-governance regulations of the U.S. Financial Industry Regulatory Agency and other local laws and regulations. Local compliance teams have developed their own compliance policies, procedures or guidelines, based on their specific business scope and contents in accordance with the Company’s uniform policy and local laws and regulations. To address the cross-regional and cross-sectoral nature of certain businesses, the Company has tailored guidelines including the *Compliance Guidelines for Cross-Licensed/Non-Licensed Institution Projects of China Renaissance* and the *Cross-Border Private Equity Transaction Compliance Guidelines of China Renaissance*.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

Pursuant to the requirements of regulators including China Securities Regulatory Commission and Securities Association of China and self-regulatory organizations, CR Securities has continued to refine its comprehensive compliance management system based on the *Compliance Management System of China Renaissance Securities (China) Co., Ltd.* and supported by over 30 management systems such as the *Compliance Inspection Management Measures of China Renaissance Securities (China) Co., Ltd.* and the *Compliance Accountability Management Measures of China Renaissance Securities (China) Co., Ltd.*, which stipulate the requirements on organization structure for compliance management and responsibilities thereof, and compliance review, inspection, reporting and assessment and other procedures. Meanwhile, it conducts compliance effectiveness assessments every year and submits compliance management reports to regulators on a regular basis.

In 2024, the Company continued to promote the construction of information technologies for business compliance, continuously optimizing its largely computerization compliance process online to effectively enhance the efficiency of the approval process, and centralized the control of the compliant businesses of the Company as a whole by connecting all local compliance management systems.

In addition, to enhance employees' awareness of compliance and ensure the compliance of the Company's business operations, China Renaissance holds relevant training activities on a regular basis every year and issues the latest compliance information in a timely manner. During the Reporting Period, the Company released 20 issues of compliance information and held 24 compliance training sessions, comprehensively enhancing employees' compliance awareness.

6.2 Quality Service Guarantee

China Renaissance always adheres to its "customer-centric" concept and the cultural values of "pursuing excellence", and strives to provide clients with high-quality, multi-stage financial services throughout the entire lifecycle. China Renaissance has gradually developed a multi-dimensional and all-round business portfolio covering private financing, mergers and acquisitions, securities underwriting and issuance, securities research, securities sales and trading, private equity investment and brokerage asset management. In the process of continuous business expansion and deepening, the Company focuses on identifying the market positioning of clients while ensuring service quality. The Company provides customized and detailed quality services across different industries and sub-markets, leveraging its rich experience and the market base in innovative economy to collaborate with clients on identification, exploration, analysis and value creation, thereby effectively supporting their business development.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

The Company continues to strengthen asset allocation, focuses on enhancing key capabilities in such aspects as product design, channel, investment and research, expands the scale of investment management business, effectively promotes the scale construction in asset management and enhances the effect of economies of scale. The Company continues to increase investment in technology and ecosystems, actively leverages China Renaissance's innovative economy platform, data-driven sustainability platform and expertise in the field of the innovative economy to efficiently and accurately identify outstanding entrepreneurs and projects, and enhances the efficiency and success rate of capital matching. The Company has also established a platform system that integrated the risk appetite and business needs of investors to provide high-quality opportunities for resource matching on a global scale. By leveraging its digital services, the Company has built a consultant team that offers professional and detailed services tailored to the specific development stages of clients' businesses throughout the entire business development cycle. In the future, the Company will proactively embrace technological transformation, leverage advanced technologies such as big data, cloud services and artificial intelligence, and enhance its ability of resource identification and pricing in the innovation economy sector to further improve its competitiveness and customer services. During the year, the Company continued to maintain its leading position in private placement consulting, and facilitated connections between the innovative economy companies and the market to effectively support the business development of its clients.

China Renaissance Holdings Limited's Key Awards Received in 2024

Awarded by	Name of Award
IPOzaozhidao (IPO早知道)	2024 TOP 50 Best IPO Investment Institutions (2024年度IPO最佳投資機構TOP50)
IPOzaozhidao (IPO早知道)	2024 Best M&A Transaction Services Investment Bank (2024年度最佳併購交易服務投行)
Hongkou Representative Office of Shanghai Charity Foundation (上海市慈善基金會虹口代表處)	2024 Hongkou District Charity Star (2024年度虹口區慈善之星) (scheduled to be announced in April/May 2025)

6.3 Customer Complaint Management

To maintain close contact with clients and ensure the quality of products and services, in the spirit of serving customers first, the Company has established a comprehensive customer complaint handling process and management mechanism. This enables rapid response and resolution of customer complaints, earning trust and recognition for the Company.

To facilitate communication channels and actively gather feedback from clients, China Renaissance has established channels of customer feedback for securities business in its places of operations, so as to collect and receive various opinions, suggestions, complaints and feedback from external customers. In accordance with relevant laws or regulatory requirements, including the *Securities Law*, the *Securities Investment Fund Law*, and the *Guidelines for Handling Complaints from Investors of Securities, Funds and Futures Institutions*, CR Securities has formulated the *Measures for Management of Customer Complaints*, the *Measures for Management of Complaints and Reports* and other internal management measures to improve customer complaint management mechanism, and clearly define the classification of complaints, complaint acceptance, complaint handling and tracking, training and assessment, documentation and rectification. The performance in accepting, tracking, handling, and providing feedback on customer complaints is included in the performance evaluation of customer service personnel, facilitating continuous optimization of the management mechanism. In addition, in responding to and dealing with customer complaints, the Company proactively accepts customer supervision, actively identifies and corrects deficiencies in the work, and continuously improves its ability to serve customers through mutual evaluation among projects.

In 2024, CR Securities received 17 valid complaints, including 7 related to account opening/closure issues, 6 concerning investment advisory products, 2 involving illegal securities activities, and 2 regarding transaction and commission issues. After receiving these complaints, the Company took them seriously and directed the relevant departments to handle them promptly and appropriately. All complaints were resolved through mutual agreements with the clients, who expressed satisfaction with the resolution, except for one case where communication could not be established despite multiple contact attempts. No other complaints remained unresolved. Additionally, the Company's business does not involve the assurance or recall of physical products.

6.4 Information Security and Protection

In strict compliance with the *Cybersecurity Law of the People's Republic of China*, the *Rules for Governance of Securities Companies* and other relevant laws and regulations and relevant regulatory requirements and in light of its business features, the Company has implemented the *Information Technology Security Management Rules*, the *Internet Security Access Management Measures* and other internal management rules, to focus on information security protection. Adhering to the information security management strategy of “focusing on prevention and continuously enhance”, the Company actively identifies and controls the risk of information leakage. To strengthen employees' confidentiality consciousness and ensure their safe-keeping of customer information, the Company has also developed internal rules and regulations, such as the *Code of Business Conduct and Ethics*, which clearly stipulate that employees shall not provide customer information to any entity or individual, and set out punishment and accountability measures for violation of confidentiality requirements and illegal disclosure of customer information to keep improving the system for managing customer privacy information and data confidentiality. In accordance with the *Personal Information Protection Law*, the *Data Security Law* and other regulations for personal information protection and data security, the Company has refined its internal systems and improved the legal compliance of information collection, use and storage.

Technically, the Company adopts a Data Leakage Prevention system to protect the core data assets of China Renaissance by means of strong management and control methods through pre-interception, mid-event audit, and post-event tracing, safeguarding the core information data covering the entire life cycle. In addition, through docking of the teleconference system and the corporate Single Sign-On identity authentication system, the Company strives to ensure as much as possible the validity of the identities of the participants, enhances a higher level of identity verification capabilities of the teleconference system and guarantees the information security of the attendees. The Company has developed a situational awareness and usage analysis platform, which establishes a risk notification and threat warning mechanism. This platform can promptly identify and detect various potential attacks and abnormal risks in the network environment, enabling effective response and security decision-making against potential threats. In addition, it enhances the cybersecurity defense system based on the gathered intelligence regarding attackers' objectives, techniques, and tools. Meanwhile, the Company has completed the construction of the comprehensive operation, management and control platform featuring multi-functions such as operation and maintenance, identity verification, account monitoring and control, system operation and auditing, which has effectively improved the information security and protection capabilities of the Company.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

In the daily operation, the Company has gradually enhanced the information protection awareness at all levels, reasonably set departments and functions, promoted the IT monitoring measures, and established a comprehensive division system. All agreements between the Company and its customers, investors, partners and staff cover confidentiality-related terms. During the course of business involving customers' information, the Company communicates with them as required by laws and rules for confirmation, ensuring the use of customers' information shall be in compliance with the requirements of laws and rules. In 2024, the Company invited all Hong Kong-based employees to attend mandatory IT security training. The training covered methods to strengthen information security, such as password management, phishing prevention, wireless network security and security awareness.

In light of the business strategy and deployment, CR Securities has further strengthened the security and protection work for the information in the full life cycle of the self-developed retail business application in accordance with the laws and regulations such as the *Personal Information Protection Law of the People's Republic of China*, the *Measures for Management of the Information Technologies of Securities and Fund Operating Agencies*, the *Measures for the Management of Network and Information Security in Securities and Futures Industries* and the *Technical Specifications for the Protection of Personal Financial Information*. In the course of research and development of applications, CR Securities has formulated the *User Service Agreement* and the *Privacy Strategy* designed for this application in accordance with laws and rules, such as the *Personal Information Protection Law of the People's Republic of China* and the *Technical Specifications for the Protection of Personal Financial Information*, to meet the requirements of the regulators for the storage, treatment and use of customers' information. In the course of designing, developing and testing the application, CR Securities has implemented the necessary isolation of the development, testing and production environments in accordance with the regulatory requirements of the *Measures for Management of the Information Technologies of Securities and Fund Operating Agencies*, the *Measures for the Management of Network and Information Security in Securities and Futures Industries* and the *Basic Requirements for the Grade-based Security Protection of the Information Systems of Securities and Futures Industries*, desensitized the information to be tested, and conducted the code security checks before launching to prevent the leakage of customers' information to the greatest extent.

Before the upgrading and launching of the application production environment, CR Securities has conducted the vulnerability scanning and penetration testing on the application server as well as the security enhancement for end users, so as to effectively prevent the application from the risk of being attacked, decoded and decompiled.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

6.5 Protection of Intellectual Property Rights

China Renaissance strictly follows relevant laws and regulations such as the *Anti-Unfair Competition Law of the People's Republic of China*, the *Patent Law of the People's Republic of China*, the *Advertisement Law of the People's Republic of China*, and the *Trademark Law of the People's Republic of China*, and formulates the *Measures for the Administration of Trademarks* to regulate the use and external promotion of brand image and protect its own legitimate rights and interests.

The Company continues to carry out new applications and maintenance for its trademarks and other intellectual property rights after classifying and integrating its existing intellectual property rights so as to further improve the intellectual property structure of the Company. In the course of business cooperation, the Company strictly reviews the relevant terms of trademarks and brands, and stringently controls the use of its trademarks and brands. The Company continues to regularly conduct the work for protecting its trademarks and brands, proactively monitors the market, and promptly identifies and handles any infringement of trademarks or other intellectual property rights to provide comprehensive and accentuated protection for the legitimate rights and interests regarding trademarks and brands. For any act of infringement, the Company will report them in accordance with relevant laws and regulations and provide evidence to safeguard intellectual property rights and brand image.

7. WORKING TOGETHER WITH EMPLOYEES FOR MUTUAL DEVELOPMENT

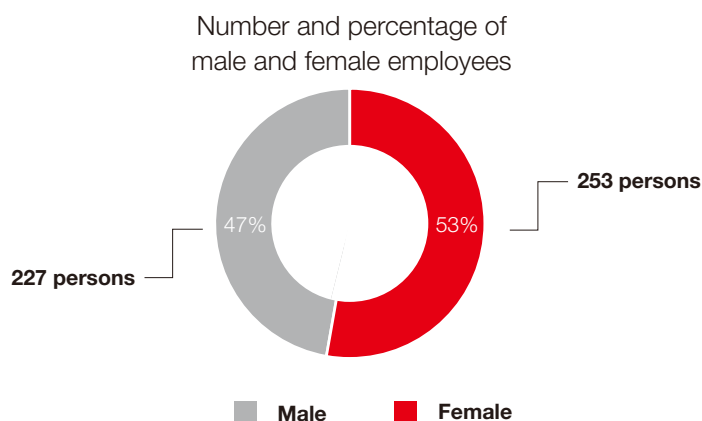
China Renaissance regards its employees as the core competitiveness and valuable asset for the development of the Company, and is dedicated to providing a career development platform for exceptional talents who are entrepreneurial, strive for excellence, embrace challenges and contribute to an innovative economy. The Company takes earnest measures to safeguard the legitimate rights and benefits of the employees, attaches importance to talent cultivation and development, values the trust and loyalty employees place in the Company, and strives to foster an equal and vibrant work environment, growing and achieving mutual success with its employees.

7.1 Work at China Renaissance

The Company strictly complies with the *Labour Law of the People's Republic of China*, the *Labour Contract Law of the People's Republic of China*, the *Provisions on the Prohibition of Using Child Labour*, the *Regulation on Work-Related Injury Insurance* and the *Special Rules on the Labour Protection of Female Employees*, the *Employment Ordinance of Hong Kong* and other relevant laws and regulations, and develops internal management rules such as the *Recruitment Management Rules*, and the *Employee Manual*, which define standardized procedures for matters such as employment and dismissal, working time, vacation management, compensation and benefits, and promotion and development, whereby effectively protecting the legitimate interests of the staff.

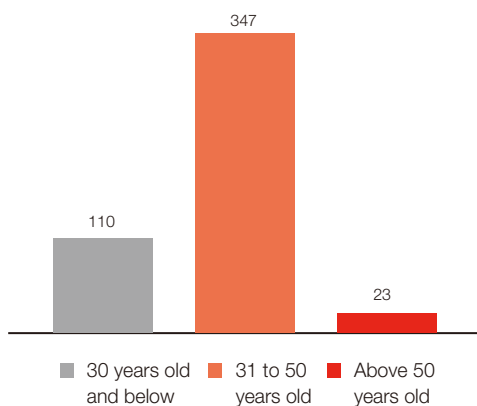
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

The Company is committed to establishing a legal, compliant, equal and harmonious labour relationship with its employees by adhering to the principle of fairness and mutual respect. In the recruitment process, the Company strictly follows the relevant procedural regulations. It emphasizes employee diversity and treats all candidates equally without any discrimination based on gender, race, religion, or any other aspect. All forms of insult or discriminatory behaviors are rejected. The Company strictly verifies candidates' information and completes employment formalities in accordance with laws and regulations. It also strengthens training for recruitment personnel and manages related systems and processes to resolutely prevent the employment of child labor and forced labor. If a child and compulsory labour is spotted, the Company will promptly suspend his or her work, check his or her identity information, conduct physical examination and escort him or her back to his or her residence. Meanwhile, the Company will carry out internal investigation and punish the non-compliances. In addition, the Company will develop rectification measures, improve the relevant internal system and workflow, and intensify the training for relevant personnel. In 2024, there was no child or forced labour event occurred within the Company. As of the end of the Reporting Period, there were a total of 480 full-time employees and no part-time employees in the Company.

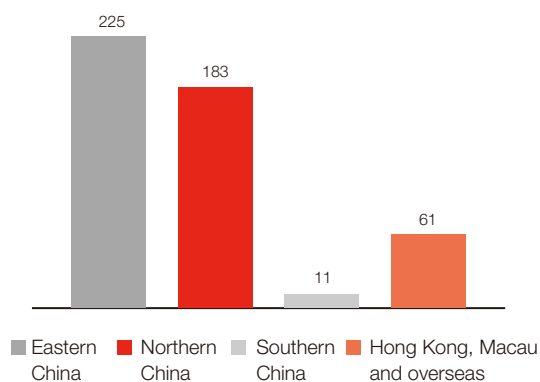


ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

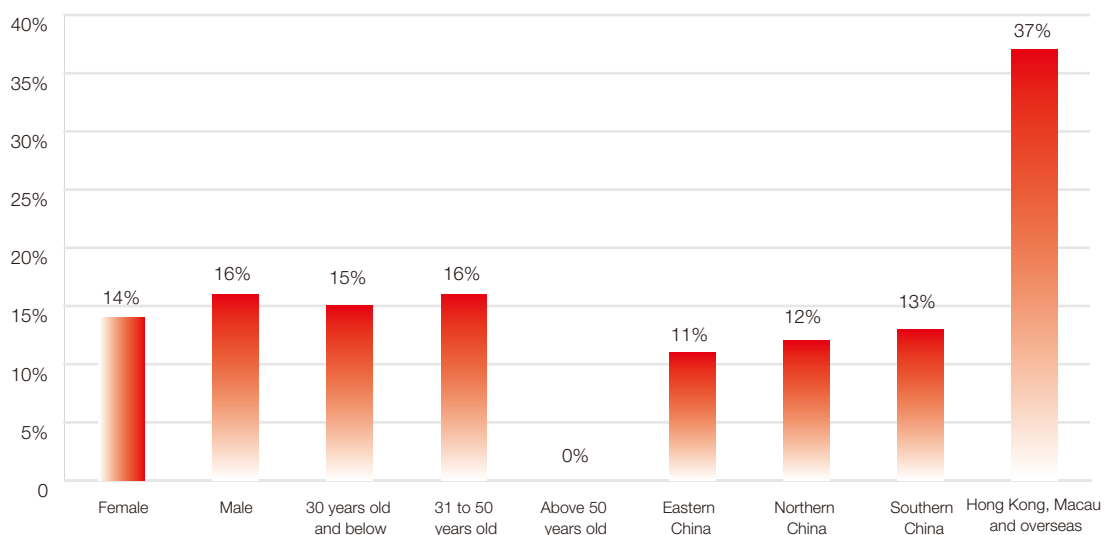
Number of staff by age (persons)



Number of staff by operation place (persons)



Staff turnover rate by gender, age and region (%)



Notes:

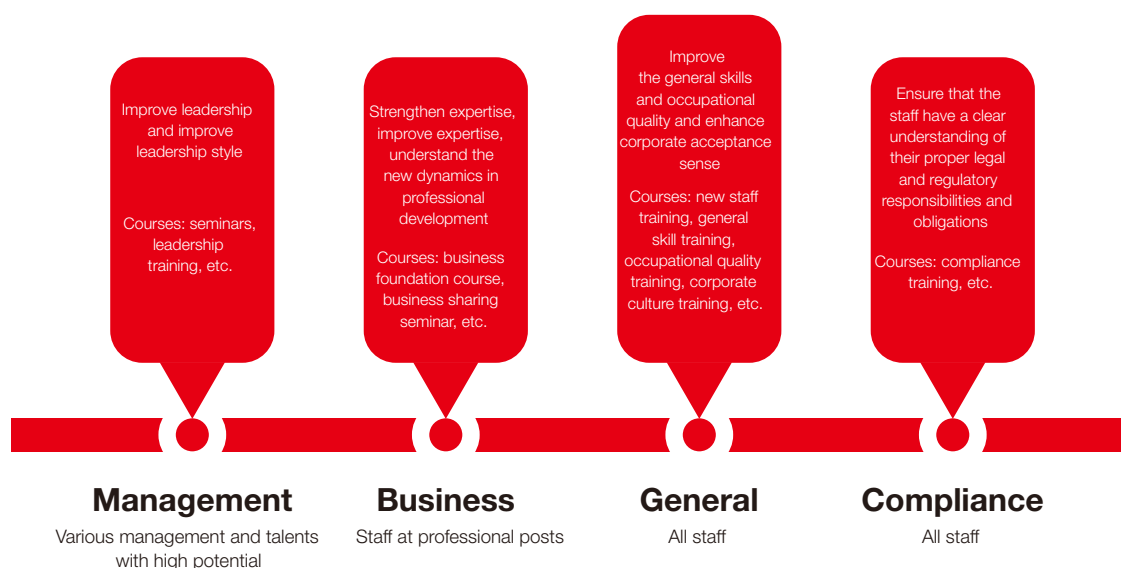
1. The number of staff and staff turnover rate information covers China Renaissance and CR Securities.
2. The statistical caliber of staff turnover rate was the voluntary turnover rate of staff.

7.2 Growth in China Renaissance

China Renaissance has always emphasized long-term development and sustainable cultivation of its employees. With the corporate vision and strategic development goals in mind, while focusing on taking advantage of its staff's knowledge, skills and talents, the Company has been creating growth and learning opportunities for employees in an effective, pertinent and co-creative manner following the people-oriented and business-based principle featuring common growth of the Company and employees.

The Company has formulated the *Measures for Position Management* and other management systems to clearly define the employee grade promotion system and career development pathways. These systems ensure fair competition opportunities and clear development directions for employees. By continuously optimizing the grade system, the Company has tailored differentiated career development paths to the unique characteristics of each business line. This approach provides a broad platform and ample opportunities for employee career development, encouraging diverse growth trajectories.

To foster employee growth, the Company has formulated the *Training Management System*, establishing a systematic training management system that integrates training organizations, trainees, courses and implementation. The Company continuously enhances the comprehensive, multi-level training system, offering diverse and targeted training programs for employees. This initiative encourages employees to continually improve their professional skills and business capabilities, thereby creating individual value.

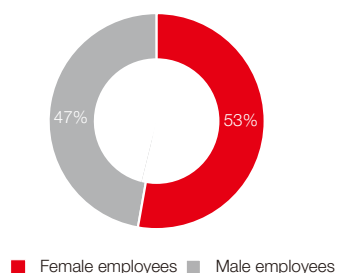


ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

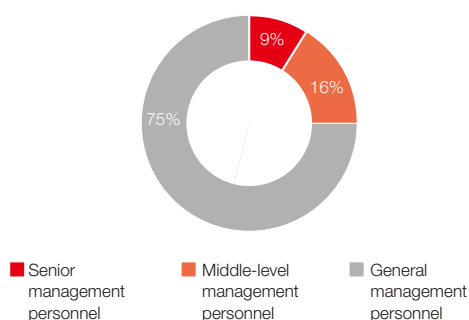
To meet the increasingly diverse training needs, the Company has developed an online learning platform that includes modules in mission completion, content co-creation and knowledge sharing, enabling employees to learn independently anytime and anywhere. Furthermore, the Company has designed various activities for training purposes such as “Fuel Station”, “Masters Talk”, “Big Lecture”, “Journey of Elite Qualities+”, “Journey of Fit In for New Employees”, “Journey of Leadership”, and “China Renaissance Youth Leader Training Camp”. These initiatives focus on the trainees, creating learning modes that are scenario-based, game-like, socially-networked and systematic, making the training methods more varied and engaging.

To keep employees informed about the latest business developments, the Company regularly organizes courses on regulatory trends and completes the follow-up education and training required by the Securities Association of China and the Asset Management Association of China on time yearly. Employees are also encouraged to actively participate in business and compliance trainings organized by such industrial associations, various regulators and peer companies. Furthermore, to expand employees’ business understanding and strengthen interdepartmental communication, the Company regularly organizes thematic events involving multiple business departments. These events encourage employees to discuss future development directions and collaboration models of different departments, fostering confidence in their professional growth.

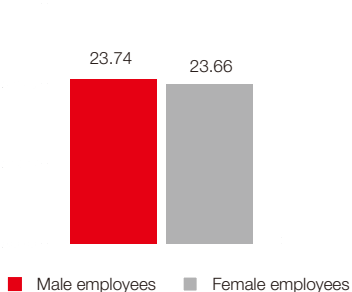
Percentage of employees receiving training by gender (%)



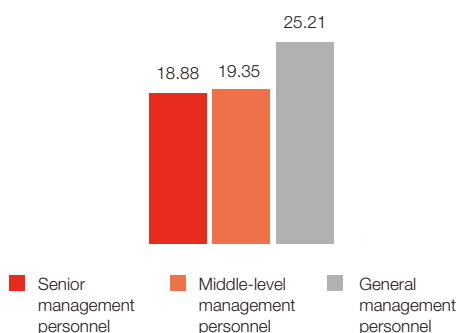
Percentage of employees receiving training by employee type (%)



Average training time by gender (hours/person)



Average training time by employee type (hours/person)



Case: CR Securities Annual Cultural Development Training – “Promoting Cultural Awareness and Achieving New Breakthroughs in Cultural Development”

From June to October 2024, CR Securities focused on its annual cultural development goal of 2024 “Promoting Cultural Awareness and Achieving New Breakthroughs in Cultural Development”, by concentrating on four key aspects: deepening strategic integration, enhancing the professional ethics of practitioners, shaping a distinctive corporate culture, and strengthening cultural recognition. This comprehensive approach refined its cultural development framework, gathering momentum and injecting vitality into its high-quality development. Throughout 2024, CR Securities conducted five consecutive months of training and promotional activities covering Party discipline education, financial culture with Chinese characteristics, traditional Chinese culture, and integrity practices.

CR Securities continued to implement Party discipline education and industry cultural initiatives to strengthen cultural recognition. Over 50 promotion month events covering all employees were organized to promote Party discipline education, financial culture with Chinese characteristics, traditional Chinese culture and integrity practice. Through multifaceted and diverse promotional and training methods, CR Securities further strengthened employees’ understanding and recognition of the corporate culture, continuously enhancing the cultural cohesion among all staff and fostering a shared pursuit of values and development objectives.

The senior and middle management of CR Securities has taken the lead in advocating the financial culture with Chinese characteristics, demonstrating a commitment to high-quality corporate development. Through top-down implementation and exemplary leadership, they effectively guide employees to establish proper value concepts. CR Securities has also launched the “Culture • Youth Perspectives” event, inviting young employees to share their understanding and insights on the financial culture with Chinese characteristics, thereby facilitating the deep integration of culture with business.

CR Securities leverages its online cultural platform to foster a sharing environment. It has developed the “China Renaissance Culture” online cultural platform, featuring three main sections including the “Party Flag Flying”, “Culture Square” and “My China Renaissance”. This platform provides timely information on the latest Party-building directives, industry and corporate culture development requirements, as well as updates on the Company’s activities. As the official cultural platform, it serves as a key source for employees to understand industry and corporate culture and to participate in cultural development, creating an environment of active participation and shared cultural growth.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

CR Securities has also organized multiple training sessions for relevant personnel covering reputational risk, information security, compliance and integrity practices. For annual new hires, CR Securities conducts industry culture and ethical awareness training to communicate the latest regulatory requirements on professional conduct from authorities. By integrating disciplinary education with case studies, CR Securities guides employees to uphold both industry and corporate cultural values. For four consecutive months, CR Securities organized promotion month events covering all employees, which included over 50 themed educational and promotional activities on industry culture and integrity in practice, as well as two specialized company-wide training assessments on industry culture and ethical practices. Through multifaceted and diverse promotional and training methods, CR Securities further strengthened employees' understanding and recognition of the corporate culture, continuously enhancing the cultural cohesion among all staff and fostering a shared pursuit of values and development objectives.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

CR Securities implemented over 50 company-wide specialized learning campaigns and organized two specialized all-staff assessments (covering industry culture testing and integrity practices), ensuring full training coverage and further strengthening organizational cultural cohesion.



2024年行业文化宣传月第1期

大力弘扬中国特色金融文化 在公司高质量发展中挺膺担当

致全体员工的倡议书

各位同事：

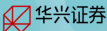
文化兴则国运兴，文化强则民族强。党中央一直高度重视金融行业文化建设工作，继中央金融工作会议提出“在金融系统大力弘扬中华优秀传统文化”后，习近平总书记在省部级主要领导干部推动金融高质量发展专题研讨班开班式上，提出积极培育中国特色金融文化。积极培育中国特色金融文化与习近平文化思想、习近平经济思想高度契合，是“两个结合”在金融领域的具体体现，为我国金融行业传承和弘扬中华优秀传统文化提供了行动指南，也是公司文化建设的核心要义。

年初以来，面对复杂严峻的内外部环境，公司以习近平新时代中国特色社会主义思想为指导，认真贯彻党中央决策部署，严格落实监管要求，以中国特色社会金融文化凝心铸魂，围绕中心、服务大局，奋力做好金融“五篇大文章”。文化建设与公司发展是高度统一的，中国特色金融文化既是对文化建设的要求，也是对公司发展的要求。“**诚实守信，不逾越底线**”，是开门办企的基础；“**以义取利，不唯利是图**”是坚持心怀“国之大者”，坚持与人民群众共享金融发展成果，坚持有所为、有所不为的职责所在；“**稳健审慎、不急功近利**”，是坚持稳中求进总基调、恪守长期主义的遵循；“**守正创新，不脱实向虚**”既要求守好服务实体经济之正，也要求坚持创新驱动，以创新精神和、创新精神打造“专注于中国新经济的创新型投行”；“**依法合规，不胡作非为**”是统筹发展与安全的底线保障。

当前，党的二十届三中全会胜利召开，在深化金融体制改革的顶层设计方面，提出了多项前瞻性、系统性的金融改革举措。在这一背景下，公司文化建设领导小组决定开展文化宣传月活动，正当其时，非常必要，目的就是要以文化宣传为契机，引导全体员工把学习习近平文化思想、中国特色金融文化思想，落实到思想文化工作和公司业务发展的各个方面，筑牢文化信仰根基，赓续传统文化血脉。

全体员工要认真贯彻党的二十大、二十届三中全会精神，在“金融强国建设”、“做好五篇大文章”等重点领域中挺膺担当，助力公司在世界之变中坚守券商底色，在时代之变中厚植经营特色，在历史之变中提升发展成色。“信心比黄金更珍贵”，相信只要公司上下凝心聚力，坚定信心，稳中求进，久久为功，全力以赴做好各项工作，公司就一定能在高质量发展的道路上，实现新的突破！

公司企业文化建设领导小组组长
项 威



2024年行业文化宣传月

文化·青年说

中国特色金融文化学习系列活动

活动目的

为积极培育中国特色金融文化，厚植企业文化底蕴，让诚实守信、以义取利、稳健审慎、守正创新、依法合规成为广大青年员工的道德准绳和行动标尺，企业文化建设领导小组决定推出“**文化·青年说**”中国特色金融文化线上学习活动，邀请各位华兴青年员工分享对“五要五不”的理解与感悟，相关内容将在公司内刊、邮件、海报等形式宣导。

活动内容

Part1: 选择“五要五不”的其中一项
分享自己的理解、感悟或结合工作实际列举相关事例
字数不少于300字

Part2: 兴·文化集中宣导
邀请大家对分享的内容点赞
点赞数最多的前2名同学
可各获得智能音响一台

活动时间

内容征集时间
8月19日至8月30日

集中宣导及集赞时间
9月5日至9月20日

五要五不

诚实守信，不逾越底线
以义取利，不唯利是图
稳健审慎，不急功近利
守正创新，不脱实向虚
依法合规，不胡作非为



欢迎扫码报名参加

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)



Case: China Renaissance Ethnic Culture Promotion Event — “Where Love and Time Find Perfect Fullness” Decoupage Table Lamp Crafting Event

In May 2024, to enrich employees’ cultural lives and further promote ethnic cultural heritage and traditional customs preservation, China Renaissance participated in the “Where Love and Time Find Perfect Fullness” decoupage table lamp crafting event organized by the Sanlitun Subdistrict Changhong Business Area Party Committee.

Decoupage is a decorative art of cutting and collaging floral-patterned paper onto objects or furniture to showcase creative designs. Our employees customized their designs by selecting materials, cutting motifs and adhering them to lampshades, ultimately creating artistic table lamps. Participants subsequently showcased their works and shared appreciation in a warm, harmonious atmosphere.

Through this activity, our employees not only experienced the joy of DIY but also relaxed and energized amidst their busy work schedules.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

Case: Cultural Activities of Promoting Patriotism for the Party and the Country of China Renaissance

In April 2024, China Renaissance thoroughly carried out the thematic education of studying and implementing the Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, promoting the in-depth development of patriotic thematic education. Coinciding with the arrival of the May 4th Youth Day, in order to better remember the history and promote the heritage of cultural education of patriotism for the Party and the country among employees of China Renaissance, the Party branch of the Company led and organized all Party branches of the Group to conduct patriotic education activities. In April, a group of 14 people led by Wang Lixing, the Party branch secretary of CRP-Fanya under China Renaissance, and Duan Tao, the Party branch secretary of CR Securities, visited the Chinese People's War of Resistance against Japanese Aggression Memorial Hall and the Lugou Bridge to carry out patriotic education activities. To search for the initial aspiration in the long river of history and understand the mission in the deeds of predecessors, they vitalize the historical traditions and red resources and enable the red culture and red spirits to strengthen the ideal belief of "we are committed to building a strong country", which demonstrates that the youths of China Renaissance contribute more to the motherland, the people and the nation.

"As we move forward, we must not forget the path we have traveled; no matter how far we go or how splendid our future may be, we must not forget the past and the reasons why we started." Through this visit, the employees of the Company are more determined in their ideals and beliefs and shoulder their historic mission. They grasp the powers of struggle under the baptism of revolutionary spirits, inherit the red genes, strive to be pioneers of the era, continue to pass down the spiritual blood, and devote themselves to the great career of the new era with more vigorous spirits.



7.3 Health in China Renaissance

China Renaissance attaches high importance to the physical and mental health and safety of employees. In strict compliance with the *Labour Law of the People's Republic of China*, the *Regulation on Work-Related Injury Insurance*, the *Fire Protection Law of the People's Republic of China* and other relevant laws and regulations and industrial standards, China Renaissance has established the *Rules on the Fire Safety Management* and other internal regulations and rules according to relevant laws and regulations and developed a comprehensive health and safety management system to ensure the health and safety of employees.

The Company has been committed to safeguarding the health and safety of its employees by inspecting fire equipment on a regular basis and enhancing safety protection measures. The Company arranges experts from the fire protection institution to offer fire control knowledge and safety training to all employees every year and actively organizes its employees to take part in fire drills organized by the property company to enhance their capabilities to respond to emergencies. In addition, the Company relocated to the 7th floor of the same building in October 2024 and used healthy, safe, and environmentally friendly materials for decoration and maintenance of offices. Multiple and strict environmental tests were conducted after the completion of decoration, combined with corresponding measures of air treatment, which ensure that employees carry out their work in a new, healthy, and environmentally friendly workplace. The Company takes air cleaning and insecticidal treatment measures in the office area on a regular basis and cleans the air conditioners and other equipment from time to time.

Every year, the Company provides free annual physical examination and supplementary medical insurance, on top of basic social insurance for all employees. The Company has equipped the office with a medical emergency kit and actively educated employees about first-aid knowledge to improve their ability to respond to sudden personal injuries and accidents. The Company has introduced the special "CR Welfare" zone to provide the staff with TCM diagnosis and treatment service and thus to solve their health concerns. In addition, the Company has conducted health-related seminars from time to time to enrich the health knowledge of employees.

Case: Fire Safety Knowledge Training of China Renaissance

On November 6, 2024, in response to the request of the fire department, a variety of fire safety promotional and education activities were organized at the office buildings to enhance public awareness of fire safety and maintain consistent stability of fire situations. China Renaissance actively participated in the fire drill organized by Pacific Century Place. The administrative department also arranged for a fire safety knowledge training session conducted by a professional fire safety training organization for all staff in the afternoon.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
(CONTINUED)

On November 26, 2024, a fire safety training organization came to the offices of China Renaissance and conducted training on fire safety knowledge for employees of the Company. The theme of this fire safety training is “Fire safety for all; life comes first.” The topics of training include (i) case studies and public safety; (ii) evacuation and escape techniques in public places or crowded areas; (iii) development and implementation of workplace emergency plans for fire incidents (handling emergencies); (iv) methods and detailed requirements for executing fire safety protocols in the workplace; (v) the identification and elimination of potential fire hazards in workplaces and homes; (vi) detection and extinguishing of fires.

This fire drill and fire safety knowledge training enabled employees to familiarize themselves with emergency escape methods and evacuation routes, increased their safety awareness, and strengthened their emergency self-rescue capabilities. This training also made employees further recognize that only by taking preventive measures before a fire breaks out, earnestly studying fire safety knowledge, paying attention to daily electricity use, and properly using the fire prevention equipment, they can turn from passive to active to win more chances of survival when facing a fire.

2024 Employee Health and Safety-related Performance Indicators

Name of Indicator	2024	2023	2022
Number of work-related fatalities (persons)	0	0	0
Ratio of work-related fatalities (%)	0	0	0
Lost days due to work-related injuries (days)	0	0	0

Note: The health and safety information of employees covers China Renaissance and CR Securities.

7.4 Happiness in China Renaissance

The Company pays attention to achieving a work-life balance for employees by organizing many employee care activities to jointly create a harmonious and happy working and living atmosphere, enhance collective cohesion, and make employees feel the warmth from the big family of China Renaissance.

In daily operations, the Company provides employees with a variety of heart-warming services and other basic facilities. For example, employees are supplied with fruits every day as afternoon tea, ice creams in hot summer and overtime snacks, demonstrating the Company’s care for its employees. In addition, the Company has specially equipped baby care rooms to provide working mothers with a favorable environment, aiding in the career development of female employees. The Company is committed to creating an environment that is conducive to the overall development of employees.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

Through initiatives such as “China Renaissance Sharing” and “China Renaissance Applaud”, CR Securities strives to create a fair, just, and transparent development environment. This provides a development space of multi-dimensions and a broad platform for employees and fosters an open, inclusive and aspirational cultural atmosphere, encouraging employees to actively contribute ideas and suggestions for the Company’s development.

CR Securities organizes staff activities such as holiday activities and table tennis competitions and builds teams to participate in table tennis and badminton competitions to establish the concept of a healthy life and happy work. Surrounding the core contents of the concept of honor and disgrace in the industry, CR Securities deepens the promotion of the cultural concept of the industry and the Company. CR Securities also actively organizes and carries out the evaluation of excellent teams and individuals at the company level, as well as conducts specialized reporting on outstanding Party members and “China Renaissance Role Models” who actively implement the culture of our industry and the Company through the platform of the Company’s internal magazine during the year. These employees practice the culture concept in their respective positions, which demonstrates the good image of CR Securities and has built a batch of advanced models to encourage other employees to follow excellent ones, injecting new vitality into the cultural construction of the Company.

8. INTEGRITY AND SELF-DISCIPLINE AND ADHERING TO MORAL PRINCIPLES

Attaching great importance to integrity and compliant operations, the Company actively carries out preventive measures against anti-money laundering and anti-corruption risks, continuously maintains a clean and fair corporate culture, and adheres to its business ethics.

8.1 Preventing Money Laundering Risk

As a financial enterprise, China Renaissance actively fulfills the anti-money laundering obligations for financial enterprises. In China, Hong Kong and the United States, the Company identifies and strictly complies with relevant laws and regulations, including the *Anti-Money Laundering Law* and the *Guidelines on Risk Self-assessment of Money Laundering and Terrorism Financing of Corporate Financial Institutions* of the People's Republic of China, the *Anti-Money Laundering and Counter-Terrorist Financing Ordinance* of Hong Kong, the *Bank Secrecy Act* and the *USA Patriot Act* of the United States, and the *Anti-Money Laundering Regulations* of the Cayman Islands and the relevant laws and regulations. In addition, the Company formulated the *Policies for Anti-Money Laundering and Counter-Terrorist Financing of the Group*, the *Management Measures on Anti-Money Laundering and Counter-Terrorist Financing for RMB Private Investment Funds, USD Funds – Anti-Money Laundering Compliance Manual, Anti-Money Laundering Manual* for regulated companies in Hong Kong and the United States and other anti-money laundering regulations and rules, refined the anti-money laundering policies by constantly revising relevant policies, procedures or guidelines, and put them into practice.

The Company pays close attention to and strictly complies with the enactment and updating of relevant laws and regulations. The Company also regularly updates its internal *Anti-Money Laundering Manual* and related procedures in accordance with the *Anti-Money Laundering and Counter-Terrorist Financing Ordinance* by the Hong Kong Securities and Futures Commission. It also revised its risk profiles for different jurisdictions, business money laundering risks, and corresponding jurisdictions. The Company also continues to carry out the publicity and training of anti-money laundering to ensure that its employees have sufficient anti-money laundering knowledge and skills, and that the anti-money laundering risk management culture is fully promoted. Moreover, the Company actively cooperated with the regulatory authorities in anti-money laundering compliance inspections to ensure that its relevant procedures comply with laws and regulations.

To ensure that its employees can have a full picture of the latest policies of anti-money laundering and comprehensively enhance their attention and skills in anti-money laundering work, the Company carries out a variety of anti-money laundering training for each business line. In addition to anti-money laundering, annual training and evaluation tests on anti-fraud and anti-corruption for all directors and employees were held. The Company also held the annual anti-money laundering training for fund business, and carried out basic compliance trainings with contents related to anti-money laundering for new employees.

8.2 Sticking to the Moral Bottom Line

China Renaissance attaches great importance to integrity. Strictly abiding by the *Anti-Unfair Competition Law of the People's Republic of China*, the *Interim Provisions on Prohibiting Commercial Bribery* and other laws and regulations, the Company prohibits any form of bribery, acceptance of bribes and other commercial offences as well as any form of commercial fraud. The Company has formulated the *Commercial Integrity and Code of Ethics*, *Administrative Measures for Financial Reimbursement*, the *Clean Practice System for Funds* and other systems to prevent its employees from involvement in any commercial bribery and unfair competition in business, bidding or procurement. The *Employee Manual* clearly required all the employees to know and always abide by the Company's business behaviors and code of ethics and observe anti-commercial bribery provisions, and explicitly provided the procedures for handling misconduct of its employees. The Company also formulated rules and regulations such as the *Measures for Reporting Management* to specify the reporting channels, reporting investigation and duties and whistle-blower protection, etc.

In addition, in order to ensure that personal transactions of any employees are not subject to potential conflict of interests and material non-public information, the Company formulated the *Policies for Investment of Personal Accounts*, *Policies for Interests of External Businesses* and *Information Barrier Procedures*, which provided its employees with the guidelines and standards for handling personal transactions involving material non-public information, ensured the confidentiality of relevant information and lowered the risks of corruption committed by its employees by virtue of the non-public material information.

All employees are required to sign the *Employment Declaration and Guarantee* and abide by the provisions on integrity and self-discipline. For integrity related issues identified in daily work, employees can report them on site, or via letters, phones, emails or the "feedback zone" on portal site. The Company has also formulated various rules and systems, such as the *Management Measures for Whistleblowing* which clearly define the whistleblowing channels, the investigation and reporting responsibilities for whistleblowing, and the protection of whistleblowers. The Company will keep the clues of reporting confidential and take necessary measures to protect whistle-blowers, and prohibit retaliating or instigating others to retaliate against real-name whistle-blowers. If a reported issue is proved to be true, the Company will require the relevant party to take rectification measures after seeking the approval of the CEO or the Executive Committee, and if a crime is committed, the issue shall be referred to the judicial authorities immediately.

In addition, the Company conducts publicity events and trainings on anti-fraud and anticorruption from time to time to raise employees' awareness of integrity. In 2024, the Company included reimbursement of reasonable and compliant expenses and prohibition of corruption, bribery, malpractice and related matters in the financial training and compliance training regularly held for its employees.

During the Reporting Period, there were no concluded legal cases regarding corrupt practices brought against the Company or its employees.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

9. IMPLEMENTATION OF LOW-CARBON AND GREEN OPERATION

The impacts of the business of the Company on the environment mainly arise from the consumption of water resources, electricity and office supplies during its office operations. In strict compliance with laws and regulations such as the *Environmental Protection Law of the People's Republic of China* and the *Energy Conservation Law of the People's Republic of China*, China Renaissance has formulated the internal management systems such as the *Rules for Use of Office*, and effectuates energy-saving and emission reduction by various means during its daily operation to advocate green office among employees and reduce adverse impacts on the environment.

9.1 Advocating Green Office

China Renaissance promotes green office and reduces the consumption of energy and resources to practice the concept of sustainable development. In the selection of workplace, the Company prioritises buildings with authoritative green building certification, adopts scientific and reasonable power consumption management systems and measures in office areas, sets the air-conditioning temperature in office areas at a fixed reasonable value, and establishes the application system of air-conditioning usage in non-working hours. Instead of ordinary light bulbs, energy-saving lamps or rechargeable light tubes are used in offices, and some lighting fixtures are turned off during daylight hours. Employees are reminded to turn off lights when they leave the office or their workplace. The Company also arranges meeting service personnel and security personnel to patrol the offices in the working and non-working hours and timely turn off air-conditioners and unnecessary lights. The Company sets automatic switch time for air purifiers so as to enable them to be turned off and to reduce consumption of power.

China Renaissance advocates paperless and systematic office procedure. To save paper and reduce the use of stamping ink, the Company sets printers to print in black and white on both sides by default, and advocates paper recycling. The Company has adjusted the paper express model for its offices in Beijing, Shanghai and Hong Kong and places multiple documents to be sent to the same office into the special envelopes of the Company, which will be collected by a designated person in one express envelop, thus reducing redundant resource consumption. The Company encourages employees to minimize the use of disposable items, promote recycling and prevent waste. Since October 2024, the offices of China Renaissance in Beijing and Hong Kong have both downsized their workspace within the same building, which correspondingly reduces all kinds of energy consumption.

China Renaissance also places high importance on greenness and environmental protection in equipment procurement, strives to reduce the consumption of resources from the source and actively fulfills its environmental responsibilities. The Company selectively purchases water saving instruments such as sensor faucets and temperature-controlled equipment such as water-cooled non-fluorine air conditioners as well as high-density super-converged servers, power saving and environmentally-friendly lamps and other power saving and consumption-reduced infrastructures.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

During the year, China Renaissance updated the environmental goal, continuously monitored the progress and took corresponding initiatives and measures actively.

Classification of environmental goal	Environment-related goal	Achievement of environmental goal
Goal of energy use/ goal of emission volume	- The lighting equipment in the current offices and the future newly-leased offices of the Company are all power saving and environmentally-friendly lamps, which can reduce the emission of greenhouse gases by reducing power electricity. - The proportion of business class travel for business trips between Beijing and Shanghai does not exceed 10% annually.	- All lighting equipment in offices has been replaced with LED energy-saving and environmentally friendly lights. Any newly leased office spaces will also be equipped with energy-saving and environmentally friendly lighting fixtures. The Company will continue to implement energy use management based on this standard. - In 2024, the proportion of business class travel for business trips between Beijing and Shanghai did not exceed 4%.
Goal of waste reduction	<i>Non-hazardous wastes:</i> - The Company's offices in Beijing and Shanghai comprehensively implement waste classification and recycling. - The Company's offices have comprehensively used biodegradable garbage bags to replace plastic garbage bags. <i>Hazardous wastes:</i> - The hazardous wastes produced from IT operation are 100% delivered by the Company to product suppliers or qualified recyclers for recycling and treatment.	<i>Non-hazardous wastes:</i> - The Company has comprehensively implemented waste classification and recycling, and used biodegradable garbage bags to replace plastic garbage bags. <i>Hazardous wastes:</i> - All hazardous wastes produced from IT operation have been delivered by the Company to product suppliers or qualified recyclers for recycling and treatment. - All companies of China Renaissance Group will continue to implement waste management to pursue this goal. The office will continue to use biodegradable garbage bags to replace plastic garbage bags.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

Classification of environmental goal	Environment-related goal	Achievement of environmental goal
Goal of water use efficiency	The water facilities and volume for the offices and toilets of the Company are supplied and managed by property management companies. As the water volume is insignificant to the Company, the Company has no difficulty in sourcing water. As such, the Company has not set the goal of water use efficiency. Despite this, it is committed to advocating the water saving in daily operation.	- Since 2016, the Company has used direct drinking water systems in the office and encourages employees to drink directly from these systems, reducing the consumption of bottled water. When hosting visitors, employees are encouraged to use hot water from the direct drinking water dispensers for making tea to further reduce bottled water usage. During company events, the use of bottled water is strictly controlled. - In 2024, the annual procurement of bottled water for the office was less than 1,500 liters. - In 2025, the Company will continue to advocate for water saving in daily operation.

9.2 Tackling Climate Change

China Renaissance highly values the climate change-related matters. Since the Company included the climate change risks in the *Risk Management System* in 2021, it has always been committed to implementing related provisions for the identification and analysis of and the response to climate change risks. The Company rated and sorted the climate change risks identified, and formulated a list of material risks, based on the impact of the climate change risks on the Company, the possibility of occurrence, the adoptive capability and the restorability of the Company and other factors; it then submitted the relevant analysis results to the management and the Board for step-to-step review; the Board will review the relevant environmental goals in response to the climate change risks with reference to the analysis results of the climate change risks, and make decisions on the relevant solution, which will be used for guiding the Company in conducting relevant work to withstand the climate change risks.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

As the Company is well aware that climate change may have potential impacts on the Company's services and operations, and further affect its financial performance. To proactively tackle the climate change, the Company has identified the risks and opportunities related to climate change and considered developing relevant countermeasures.

Identification of risks and opportunities related to climate change		Potential financial impact	Countermeasures
Transition risks	Requirements related to replacement of existing products and services with low-emission options	Fixed assets, internet technology (IT) equipment, etc. need to be repurchased/renewed, resulting in increased procurement costs	Try to choose products with low energy consumption and low emissions at the time of first purchase
	Stakeholders' growing concern over issues related to climate change	The Company's customers, especially potential fund limited partners (LPs), are increasingly concerned about climate change issues, which may have a certain impact on developing customers and fund raising, etc.	Make an active response to stakeholders' concern about climate change issues, reply to limited partners of funds as to the ESG-related issues in the course of due diligence by them, and develop an ESG system for the funds
	Failure to effectively identify climate change risks of invested enterprises in investment business	Potential investment loss due to climate change risks of invested enterprises	Integrate climate change risks into the risk evaluation process at the management level of China Renaissance Group
Physical risks	Changes in average temperature and frequent extreme weather	Increased energy consumption in workplace and damaged fixed assets lead to higher daily office costs	Use energy-and water-saving equipment to control daily electricity and water-consumption; raise employees' awareness of energy conservation; and preferably choose energy-saving and environmentally friendly buildings in selecting the workplace

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

Identification of risks and opportunities related to climate change		Potential financial impact	Countermeasures
Opportunities	Develop new products and markets	Increase operating income	Pay close attention to the opportunities in investment banks/ investment projects in the clean energy industry, selectively launch ESG/green securities index, green bonds, etc., increase the ESG scores of the listed companies in the research reports since June 2022, and set up a special team to research and develop ESG-related products
	Falling within new economy and healthcare industry, most of the Company's invested enterprises are less affected by climate change, have a greater competitive advantage than traditional enterprises and may achieve better performance	Improve investment return	Consider the potential impact and risks on the invested enterprises from climate change in making decisions on fund investment

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

9.3 Environmental Performance Indicators

Emissions

Name of Indicator	Data for 2024
Total GHG emissions (tons)	384.00
Total GHG emissions per floor area (tons per square meter)	0.031
Hazardous waste (tons)	0.03
Hazardous waste per employee (tons per employee)	0.00007
Non-hazardous waste (tons)	0
Non-hazardous waste per employee (tons per employee)	0

Notes:

1. The scope of environmental data in the table includes: Beijing Office, Shanghai Office and Hong Kong Office of China Renaissance as well as Beijing Office, Shanghai Office, Shenzhen Office and Guangzhou Office of CR Securities.
2. Based on the operational features, the Company maintains a small number of vehicles, thus the emission of nitrogen oxides, oxysulfides and direct greenhouse gases (scope 1) produced by us is insignificant. Under the materiality principle, the Company did not include the information of the above emissions in its statistics.
3. Due to its business nature, the major GHG emissions of the Company arise from the use of electricity (i.e. indirect GHG emissions (Scope 2)). Calculation for GHG mainly includes carbon dioxide, methane and nitrous oxide. GHG is presented in carbon dioxide equivalence and calculated based on the *2022 Carbon Dioxide Emission Factors for Electricity* issued by Ministry of Ecology and Environment of the People's Republic of China.
4. Hazardous wastes arising from the operation of the Company mainly include used toner cartridges, ink boxes, etc. All waste toner cartridges, ink boxes and other hazardous wastes are recycled and disposal of by product suppliers or qualified recyclers.
5. Non-hazardous waste arising from operation of the Company mainly includes displaced electronic equipment. The displaced electronic equipment is recycled by qualified recyclers upon approval for disposal. In 2024, the Company did not have any displaced electronic equipment.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

Energy and Resource Consumption

Name of Indicator	Data for 2024
Total energy consumption (MWh)	644.65
Energy consumption per floor area (MWh per square meter)	0.053
Paper consumption (tons)	2.40
Paper consumption per employee (tons per employee)	0.0049
Municipal water consumption (tons)	369.00
Municipal water consumption per employee (tons per employee)	0.76

Notes:

1. The scope of environmental data in the table includes: Beijing Office, Shanghai Office and Hong Kong Office of China Renaissance as well as Beijing Office, Shanghai Office, Shenzhen Office and Guangzhou Office of CR Securities.
2. Due to its business nature, the major energy consumption of the Company arises from the use of electricity.
3. Energy consumption data is calculated based on the consumption of electricity and fuel, using the relevant conversion factors provided in the *General Rules for Calculation of the Comprehensive Energy Consumption (GB/T 2589-2020)*.
4. The Company has no problems in seeking suitable water sources. The municipal water consumption arises from water consumed by offices in Beijing. As water fees incurred in other areas are included in the property fees, the corresponding water consumption cannot be separately calculated. Such water consumption will be calculated timely based on the actual situation in future.
5. The packaging data is not applicable to the Company.

10. PRACTICE OF RESPONSIBLE SUPPLY MANAGEMENT

The Company's procurement mainly includes IT software and hardware, office supplies and services from suppliers with lower environmental and social risks. Following the procurement principle of "fair, just and open", China Renaissance has formulated the *Measures for Bidding Management*, the *Measures for Procurement Management*, the *Measures for Supplier Management* and other internal regulations to regulate the Company's supplier management, ensure procurement quality, improve procurement efficiency and develop a sustainable supply chain with the suppliers.

10.1 Admission and Review Management

The Company has established the procurement principle of “Application before Execution” based on the *Measures for Procurement Management* and the *Measures for Bidding Management*, defined the organizations related to the procurement and their duties and responsibilities, clarified the classification of and special provisions on procurement methods, and realized the regulated management of the procurement application, invitation for bids, assessment of tenders, contracts, inspection and acceptance, payment and other procedures.

The Company implements the principle of centralized procurement, with the procurement execution department serving as the centralized management unit responsible for consolidating the procurement needs of various departments. For different types of procurement needs, certain business lines have established their own procurement-related policies. Subject to and in alignment with the overall framework and policies of the Company, the respective departments can implement their specific procurement policies to ensure the compliance and efficient procurement operations.

China Renaissance conducts ongoing monitor, tracking and screening to the suppliers via quality tests and annual assessments during transactions. The Company carries out annual review evaluation for suppliers whose procurement amount accounts for more than 80% or whose number of procurements accounts for more than 80% in each department of the Company. In order to fulfill the ESG green development concept together with its suppliers, the Company has added the ESG-related assessment item when conducting annual audit and assessment on suppliers under the *Supplier Management Measures*, and gives full marks for such indicator for suppliers who are the first to construct an ESG system, have proactively fulfilled the ESG green development concept to achieve their own sustainable development and have no negative ESG-related remarks. Meanwhile, suppliers who hold ESG-related qualifications are given extra marks to encourage them to proactively respond to the ESG policy. In addition, the Company focuses on investigating the punishments against or negative news of its suppliers in environmental protection and safety aspects. If any of suppliers of the Company is identified having relevant negative news, the Company will lower the ranking or terminate its cooperation according to the specific circumstances and remove such supplier from its supplier information database. Furthermore, regular internal training sessions are conducted to enhance procurement personnel’s understanding of sustainable procurement practices.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

China Renaissance considers sustainability factors when selecting partners, and conducts background checks or factory inspections on suppliers based on relevant preset requirements. For major projects, suppliers that do not pass sustainability certification cannot be considered qualified suppliers. Through ethical sourcing practices, the Company avoids partnering with entities that cause significant environmental or social harm. In addition to quality, cost and delivery, performance indicators of suppliers also include sustainability which is integrated into supplier performance assessments. The Company conducts sustainable management assessments in time, and the results of these assessments are applied in business decisions. For example, future business allocations are determined based on performance, with preference given to suppliers with strong sustainability management under equal performance conditions. The Company will promptly terminate the partnership with suppliers that breach its bottom line.

The Company has developed its own procurement application platform and supplier management platform, equipping with such functions as localized data storage and multi-language support for the enterprise system, supporting Hong Kong branch in meeting the requirements of Hong Kong regulators and improving procurement efficiency and reducing costs. The Hong Kong and overseas offices put the supplier management system into operation, which sets up different requirements for application materials and examination and approval lines according to the division of domestic and overseas enterprises to ensure more scientific and rationalized workflow. The Company has further optimized and fixed functionalities and vulnerabilities in the supplier management platform, such as optimizing the supplier approval procedures, adding features for automatic identification of inconsistencies in procurement, contract and payment applications, and automatic verification of major supplier information attachments. The platform also updates significant information on overseas suppliers in a timely manner. The supplier management system enables comprehensive management and categorized monitoring of suppliers, improving collaboration between the Company and its suppliers. Furthermore, by integrating information within the system, the Company ensures timely information sharing, facilitating the identification of more high-quality suppliers, reducing procurement costs, enhancing procurement quality and obtaining superior procurement services. In addition, the system helps reduce personnel management and communication costs, effectively lowering the overall cost of supplier management for the Company.

Number of suppliers by region in 2024

Name of Indicator	Data for 2024
Total number of suppliers	1,487
Number of domestic suppliers	964
Number of Hong Kong and overseas suppliers	523

10.2 Environmental and Social Responsibility

The Company took into consideration the environmental and social factors in the selection of suppliers and procurement. For example, the Company gives priority to the procurement of energy-saving servers, computers and other essential equipment. In renovations, the Company emphasizes environmental health and safety management, selects environmentally friendly materials and conducts strict inspections of raw materials, requiring all to have inspection reports and rejecting non-compliant materials. The Company also controls the formaldehyde level in base panels and conducts air quality testing and treatment upon completion of the project. In addition, the entire process of procurement, including online bidding, tendering, price quotations, bid evaluation and awarding, bid notification and issuance, is managed electronically, achieving paperless procurement and reducing excessive paper use.

Furthermore, the Company stipulates that compliance with all applicable laws is a baseline requirement for suppliers. When selecting and evaluating new and existing suppliers, the Company considers their economic criteria, environmental protection, human rights compliance, labour and social standards, as well as the development and implementation of anti-discrimination and anti-corruption policies. During the procurement process, the Company collaborates with suppliers to identify potential risk areas and explore best practices for risk prevention. The Company includes environmental and social factors in the measure of selecting suppliers and procurement work. For procurement projects related to environmental protection such as servers, computers and renovation materials, the Company includes green procurement standards in its supplier selection criteria and gives priority to the procurement of environmentally friendly products and projects. In addition, for procurement projects related to environmental protection, the Company includes green procurement standards in its supplier selection criteria from environmental, social, and governance perspectives and gives priority to the procurement of environmentally friendly products and projects. In 2024, the Company included green procurement standards in its supplier selection criteria from environmental, social, and governance perspectives and gave priority to the procurement of environmentally friendly products and projects.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

Aspects	Standards
Environmental	- Comply with all relevant environmental, health, and safety regulations. - Utilize resources efficiently, adopt energy-saving and environmentally friendly technologies, and reduce pollutant emissions into the environment. - Protect the safety and health of employees and the public involved in product processes and inherent risks.
Social	- Support human rights protection, strictly adhering to the minimum wages and working hours prescribed by laws. - Prohibit the use of child labour and discrimination in the workplace.
Governance	- Comply with national and international anti-monopoly and trade control regulations. - Anti-corruption, including anti-bribery, ensuring that personal relationships do not influence business activities. - Anti-money laundering activities.

In addition, the Company strictly controls procurement integrity risks by establishing a strict approver system, clarifying relevant responsibilities, and implementing post-based execution and review. The internal audit department regularly conducts independent supervision and inspection of procurement activities according to the system. The Company provides integrity procurement-related training to persons in charge of procurement in each department to minimize the risk of corruption and bribery. In addition, the Company organizes internal training to enhance the procurement personnel's understanding of sustainable procurement.

In 2024, the Company further strengthened the compliance due diligence on suppliers to facilitate risk identification at an early stage. In addition, prospective suppliers are required to sign the *Fair Trade Commitment* (公平交易承諾書), which includes anti-corruption and anti-unfair competition commitments, clearly and accurately setting out the compliance requirement of suppliers.

11. CREATING VALUES WITH CHARITY INITIATIVES

Over the years, while developing its business, China Renaissance has actively embraced the concept of social responsibility and strived to create social value. The Company has formulated and implemented the Community Involvement System, under which it fulfils its corporate citizenship responsibilities through sharing its expertise and resources with society, participating in community charity construction, and engaging in rural revitalization efforts. This continuous commitment demonstrates its dedication to positive social impact.

11.1 Serving the Innovative Economy

China Renaissance actively leveraged its resources and advantages in the capital market to introduce quality investments and complete early stage financing for startups with high social value. In 2024, China Renaissance continued to advance the new technological revolution, contributing to human health and building an ESG innovation ecosystem to create social value. The Company prioritizes industries highly aligned with ESG principles in its investment selections, avoiding investments with significant negative impacts on society and the environment. China Renaissance focuses on sustainable development themes such as clean energy, green environmental protection, and new materials and new energy, in an effort to benefit human health and create social value. The Company also emphasizes investments in green bonds and carbon-neutral bonds.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)



In September 2024, China Renaissance reached a long-term cooperation with Sany Hydrogen Energy, a subsidiary of Sany Group Limited (“**Sany Group**”), which focuses on building a complete closed-loop of the new energy ecological industry chain of “wind-optical-hydrogen-storage-utilization”, and empowered it. As an emerging energy industry strongly promoted by the state, hydrogen energy is also the direction that Sany Group has been focusing on in recent years. Sany Group launched its strategic layout in December 2021 and officially established Sany Hydrogen Energy in August 2022. During the two years since its establishment, Sany Hydrogen Energy has developed rapidly and has completed the launching of a number of industry benchmark products, winning the bid for the world’s largest green-hydrogen integration project so far and successfully completing the on-site delivery of the equipment and attracting attention in the industry as a latecomer.



In December 2024, Volant Aerotech announced the successful completion of a Pre-B round of financing of hundreds of millions of RMB, with China Renaissance acting as the exclusive financial advisor for this round of financing. As the long-term exclusive financial advisor, China Renaissance provides assistance to Volant, a high-tech company specializing in the development of Electric Vertical Take-Off and Landing (eVTOL) aircraft, and helps the company to create safe, green and efficient new energy aircraft for the world with the power of capital.



In December 2024, China Renaissance, as one of the first batch of alliance director enterprises of the Carbon Neutral Initiative launched by the Shanghai Energy Exchange, received a letter of appreciation from the Shanghai Energy Exchange for its contribution to the carbon neutral economy.

11.2 Gathering the Power of Love

China Renaissance is dedicated to making a positive social impact by continuously investing in charity initiatives. The Company donates essential supplies to surrounding communities, charitable organizations, employees and their families, promoting a corporate culture of kindness and care.

- In 2024, guided by the “Initiative for Consolidating and Expanding Paired Assistance Results and Promoting the New Mission of Rural Revitalization” from the Securities Association of China, CR Securities actively participated in charity activities within and outside the industry and consistently fulfilled social responsibility and contributed to rural revitalization through consumption support, charity initiatives and organizational support, fostering a positive philanthropic atmosphere.
- In the Spring Festival of the Year of the Dragon in 2024, CR Securities visited the Changzhi community in North Bund Street, Shanghai for compassion.

11.3 Supporting Rural Revitalization

Since 2018, CR Securities has established a paired assistance relationship with Maguan County, Qiubei County, Funing County and Xichou County under the jurisdiction of Wenshan Prefecture in Yunnan Province, and has successively helped Wenshan Prefecture win the battle against poverty through various forms of consumption poverty alleviation, education poverty alleviation, governance poverty alleviation, etc. In 2024, CR Securities consistently contributed to rural revitalization through the following means of consumption support, organizational support and charity initiatives.

- CR Securities promoted production by purchasing specialty agricultural products from Wenshan Prefecture in batches, contributing a total of RMB400,000 to aid in the sale and upgrade of local products.
- Made targeted donations of RMB160,000 through the Wenshan Charity Association (文山州慈善總會) to provide charity support.
- On the eve of the New Year every year, CR Securities visits the communities in which it works and brings gift boxes of agricultural and sideline products from Wenshan Prefecture to people in need, organically combining consumption poverty alleviation with community assistance.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

The Company actively participates in charity activities within and outside the industry in response to the calls of the Securities Association of China to fulfill social responsibility of the securities industry and support rural revitalization, fostering a positive philanthropic atmosphere within the Company.



Picture: On the occasion of the Spring Festival in the Year of the Dragon, CR Securities visited North Bund Changzhi Street in Shanghai and delivered New Year gift boxes

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE

General Disclosure and Key Performance Indicator	Description	Chapter
A. Environmental		
Aspect A1: Emissions		
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 air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	9. Implementation of Low-Carbon and Green Operation, 9.1 Advocating Green Office
KPI A1.1	The types of emissions and respective emissions data.	9.3 Environmental Performance Indicators
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).	9.3 Environmental Performance Indicators
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	9.3 Environmental Performance Indicators
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	9.3 Environmental Performance Indicators
KPI A1.5	Description of emissions target(s) set and steps taken to achieve them.	9.1 Advocating Green Office
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.	9.1 Advocating Green Office
Aspect A2: Use of Resources		
General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	9. Implementation of Low-Carbon and Green Operation, 9.1 Advocating Green Office
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).	9.3 Environmental Performance Indicators
KPI A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	9.3 Environmental Performance Indicators
KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	9.1 Advocating Green Office

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

General Disclosure and Key Performance Indicator		
Indicator	Description	Chapter
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	9.1 Advocating Green Office
KPI A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	9.3 Environmental Performance Indicators
Aspect A3: The Environment and Natural Resources		
General Disclosure	Policies on minimising the issuer's significant impacts on the environment and natural resources.	9. Implementation of Low-Carbon and Green Operation, 9.1 Advocating Green Office
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	9. Implementation of Low-Carbon and Green Operation, 9.1 Advocating Green Office
Aspect A4: Climate Change		
General Disclosure	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	9.2 Tackling Climate Change
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.	9.2 Tackling Climate Change
B. Social		
Employment and Labour Practices		
Aspect B1: Employment		
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.	7.1 Work at China Renaissance, 7.4 Happiness in China Renaissance
KPI B1.1	Total workforce by gender, employment type (for example, full-or part-time), age group and geographical region.	7.1 Work at China Renaissance
KPI B1.2	Employee turnover rate by gender, age group and geographical region.	7.1 Work at China Renaissance

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

General Disclosure and Key Performance Indicator			Description	Chapter
Aspect B2: Health and Safety				
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.	7.3	Health in China Renaissance	
KPI B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	7.3	Health in China Renaissance	
KPI B2.2	Lost days due to work injury.	7.3	Health in China Renaissance	
KPI B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	7.3	Health in China Renaissance	
Aspect B3: Development and Training				
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	7.2	Growth in China Renaissance	
KPI B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	7.2	Growth in China Renaissance	
KPI B3.2	The average training hours completed per employee by gender and employee category.	7.2	Growth in China Renaissance	
Aspect B4: Labour Standards				
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 preventing child and forced labour.	7.1	Work at China Renaissance	
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	7.1	Work at China Renaissance	
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	7.1	Work at China Renaissance	

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

General Disclosure and Key Performance Indicator			Chapter
Operating Practices			
Aspect B5: Supply Chain Management			
General Disclosure	Policies on managing environmental and social risks of the supply chain.	10. Practice of Responsible Supply Chain Management, 10.1 Admission and Review Management	
KPI B5.1	Number of suppliers by geographical region.	10.1 Admission and Review Management	
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	10.1 Admission and Review Management, 10.2 Environmental and Social Responsibility	
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	10.1 Admission and Review Management, 10.2 Environmental and Social Responsibility	
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	10.1 Admission and Review Management, 10.2 Environmental and Social Responsibility	
Aspect B6: Product Responsibility			
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 health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	6.1 Compliant Business Operations, 6.2 Quality Service Guarantee	
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	6.3 Customer Complaint Management	
KPI B6.2	Number of products and service related complaints received and how they are dealt with.	6.3 Customer Complaint Management	
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	6.5 Protection of Intellectual Property Rights	
KPI B6.4	Description of quality assurance process and recall procedures.	6.3 Customer Complaint Management	
KPI B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	6.4 Information Security and Protection	

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

General Disclosure and Key Performance Indicator			Description	Chapter
Aspect B7: Anticorruption				
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 bribery, extortion, fraud and money laundering.	8.1 Preventing Money Laundering Risk, 8.2 Sticking to the Moral Bottom Line		
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.	8.2 Sticking to the Moral Bottom Line		
KPI B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	8.1 Preventing Money Laundering Risk, 8.2 Sticking to the Moral Bottom Line		
KPI B7.3	Description of anti-corruption training provided to directors and staff.	8.1 Preventing Money Laundering Risk, 8.2 Sticking to the Moral Bottom Line		
Community				
Aspect B8: Community Investment				
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.	11.1 Serving the Innovative Economy, 11.2 Gathering the Power of Love, 11.3 Supporting Rural Revitalization		
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	11.2 Gathering the Power of Love, 11.3 Supporting Rural Revitalization		
KPI B8.2	Resources contributed (e.g. money or time) to the focus area.	11.2 Gathering the Power of Love, 11.3 Supporting Rural Revitalization		

OTHER INFORMATION

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

As at December 31, 2024, the interests and short positions of our Directors or chief executives of our Company in the Shares, underlying Shares and debentures of our Company or its associated corporation (within the meaning of Part XV of the SFO), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as contained in Appendix C3 to the Listing Rules were as follows:

(i) Long positions in Shares and underlying Shares

Name of Director	Capacity	Number of ordinary shares	Approximate percentage of holding ⁽¹⁾
Ms. Hui Yin Ching ⁽²⁾	Interest in a controlled corporation	12,240,000	2.14%
	Interest of spouse	264,639,165	46.25%
Mr. Wang Lixing ⁽³⁾	Beneficial owner	2,721,092	0.48%
	Beneficiary of a trust	1,574,131	0.28%
Mr. Du Yongbo ⁽⁴⁾	Beneficial owner	380,000	0.07%
	Beneficiary of a trust	619,299	0.11%

Notes:

1. The calculation is based on the total number of 572,197,776 Shares in issue as at December 31, 2024.
2. Under the SFO, Ms. Hui Yin Ching is deemed to be interested in the 12,240,000 Shares held by Best Fellowship Limited and, as Mr. Bao's spouse, she is also deemed to be interested in the 264,639,165 share interests of Mr. Bao.
3. Mr. Wang Lixing is entitled to receive 2,721,092 Shares upon exercise of his options granted under the ESOP and 1,064,131 Shares pursuant to restricted shares granted to him under the RSU Plan. Separately, Mr. Wang Lixing also has an indirect interest in a long position of 510,000 Shares.
4. Mr. Du Yongbo is entitled to receive 380,000 Shares upon exercise of his options granted under the ESOP of the Company. Separately, pursuant to the RSU Plan of the Company, Mr. Du Yongbo is a beneficiary of 619,299 Shares held by Go Perfect Development Limited, a trust under the RSU Plan.

OTHER INFORMATION (CONTINUED)

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY OF ITS ASSOCIATED CORPORATIONS (CONTINUED)

(ii) Interest in associated corporations

Name of Director	Name of member of the Group	Capacity/Nature of interest	Amount of registered capital (RMB)	Approximate percentage of holding
Mr. Du Yongbo	Dazi Huashi Industry Co., Ltd.	Nominee shareholder whose shareholder's rights are subject to contractual arrangements	500,000	50%
	Shanghai Quanyuan Investment Co., Ltd.	Nominee shareholder whose shareholder's rights are subject to contractual arrangements	50,000,000	50%
	Ningbo Meishan Bonded Port Huaxing Xinshou Capital Management Center L.P.	Interests held as a limited partner	20,000,000	18.18%
	Shanghai Huasheng Xinhang Capital Management Center, L.P.	Interests held as a limited partner	38,727,980	20%
	Huaxing Associates II, L.P.	Interest held as a limited partner through controlled corporation ⁽¹⁾	Not applicable	Not applicable
	Huaxing Associates III, L.P.	Interest held as a limited partner through controlled corporation ⁽¹⁾	Not applicable ⁽²⁾	Not applicable ⁽²⁾

Notes:

1. Mr. Du Yongbo holds limited partnership interest through Ever Perfect Investments Limited, a special purpose vehicle controlled by Mr. Du.
2. In Huaxing Associates III, L.P., the capital commitment of Ever Perfect Investments Limited (being a special purpose vehicle controlled by Mr. Du Yongbo) is US\$1,000,000, which accounts for 4.96% of the total capital commitment of partners of Huaxing Associates III, L.P.

Save as disclosed above, as at December 31, 2024, so far as is known to any Director or the chief executive of the Company, none of the Directors nor the chief executives of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Part XV of the SFO (including the interests and short positions which the Director is taken or deemed to have under such provisions of the SFO; or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code to be notified to the Company and the Stock Exchange.

OTHER INFORMATION (CONTINUED)

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

As at December 31, 2024, so far as the Directors are aware, the following persons (other than our Directors or chief executives of our Company) had interests or short positions in the Shares or underlying Shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

Interest in shares of the Company

Name of Shareholder	Capacity	Nature of interest	Number of ordinary shares	Approximate percentage of holding ⁽¹⁾
Mr. Bao ⁽²⁾	Interest in a controlled corporation	Long position	230,367,332	40.26%
	Settlor of a trust who can influence how the trustee exercises the voting power of its shares	Long position	25,277,192	4.42%
	Other	Long position	13,179,462	2.30%
	Beneficial owner	Long position	5,052,600	0.88%
	Beneficiary of a trust	Long position	3,002,579	0.52%
CR Partners ⁽²⁾	Beneficial owner	Long position	218,127,332	38.12%
FBH Partners ⁽²⁾	Interest in a controlled corporation	Long position	218,127,332	38.12%
Mr. Li Shujun ⁽³⁾	Interest in a controlled corporation	Long position	35,390,872	6.19%

Notes:

- The calculation is based on the total number of 572,197,776 Shares in issue as at December 31, 2024.
- FBH Partners owns 81.73% equity interest in CR Partners. Mr. Bao owns 79% of the equity interest in FBH Partners, and as a result of a voting proxy granted by Ms. Hui Yin Ching, Mr. Bao's spouse, the 21% owner of FBH Partners, over all her equity interests in FBH Partners, Mr. Bao controls 100% of the voting power at the general meetings of FBH Partners. Under the SFO, Mr. Bao is deemed to be interested in the 218,127,332 Shares held by CR Partners. In addition, Mr. Bao is deemed to be interested in 12,240,000 Shares held by Best Fellowship Limited, an entity controlled by Ms. Hui Yin Ching. Separately, as Mr. Bao is the settlor of Sky Allies Trust Scheme who can influence how Infiniti Trust (Hong Kong) Limited exercises the voting of its 25,277,192 Shares held through Sky Allies Development Limited for the trust. Under the SFO, Mr. Bao is also deemed to be interested in the 25,277,192 Shares held by Sky Allies Development Limited. Separately, Mr. Bao directly holds 4,972,600 Shares and is entitled to receive 80,000 Shares pursuant to the exercise of his options granted under the ESOP. Accordingly, Mr. Bao is the beneficial owner of an aggregate interest in 5,052,600 Shares. Additionally, pursuant to the RSU Plan, Mr. Bao is a beneficiary of 3,002,579 Shares held by Go Perfect Development Limited, a trust under the RSU Plan. Separately, Mr. Bao is entitled to exercise the voting rights in respect of 13,179,462 Shares held by Go Perfect Development Limited in accordance with the terms of the RSU Plan.
- Greenhouse CR Holdings Co., Ltd. is wholly-owned by Trustbridge Partners IV, L.P., whose general partner is TB Partners GP4, L.P.. The general partner of TB Partners GP4, L.P. is TB Partners GP Limited, whose sole shareholder is Mr. Li Shujun. Greenhouse CR Holdings II Co., Ltd. is wholly-owned by Trustbridge Partners V, L.P., whose general partner is TB Partners GP5, L.P.. The general partner of TB Partners GP5, L.P. is TB Partners GP5 Limited, whose sole shareholder is Mr. Li Shujun. Under the SFO, Mr. Li Shujun is deemed to be interested in the 19,869,350 Shares held by Greenhouse CR Holdings Co., Ltd. and the 15,521,522 Shares held by Greenhouse CR Holdings II Co., Ltd. in the capacity of holders of interests in controlled corporations as opposed to beneficial owners.

OTHER INFORMATION (CONTINUED)

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (CONTINUED)

Interest in shares of the Company (Continued)

Save as disclosed above, so far as is known to any Director or the chief executive of the Company, as at December 31, 2024, no other persons (other than our Directors or chief executives of our Company) had any interests or short positions in the Shares or underlying Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept under section 336 of the SFO.

SHARE INCENTIVE SCHEMES

The Company has three existing share incentive schemes, namely the (Pre-IPO) ESOP, the RSU Plan and the Share Award Scheme. From January 1, 2023, the Company will, where applicable, rely on the transitional arrangements provided for the existing share incentive schemes and will comply with the new Chapter 17 of the Listing Rules accordingly (effective from January 1, 2023).

Further details and relevant breakdowns of each of the share incentive schemes of the Company are set out below:

1. Employee's Share Option Plan

Purpose

The purpose of the ESOP is to attract and retain the best available personnel for positions of substantial responsibility, to provide additional incentives to selected employees, directors and consultants and to promote the success of the Company's business by offering these individuals an opportunity to acquire a proprietary interest in the success of the Company or to increase this interest, by issuing them Shares or by permitting them to purchase Shares.

Eligible participants

Persons eligible to participate in the ESOP include employees, consultants and all members of the Board, as determined, authorized and approved by the Board, an officer or a committee appointed by the Board to administer the ESOP (the "**Administrator**").

Maximum number of new Shares available for issue under ESOP

No further option may be granted under the ESOP after the Listing. Given that no further option would be granted under the ESOP, the outstanding number of options would be equivalent to the maximum number of new Shares available for issue under the ESOP. As at December 31, 2024, outstanding options representing 13,779,780 underlying Shares, being approximately 2.41% of the issued share capital of the Company, were granted to eligible participants pursuant to the ESOP.

OTHER INFORMATION (CONTINUED)

SHARE INCENTIVE SCHEMES (CONTINUED)

1. Employee's Share Option Plan (Continued)

Maximum entitlement for each participant

Under the ESOP, there is no specific limit on the maximum number of options which may be granted to a single eligible participant.

Vesting period

The vesting criteria and conditions, and the vesting date are specified in an award agreement between the Company and the ESOP participant. Details of the vesting period of individual grants are stated in the table below.

Period for exercise of option

The term of each option shall be the term stated in the award agreement, which shall not exceed 15 years from the date of grant.

Exercise price

Exercise price of options granted under the ESOP is specified in the award agreement. The exercise price of an option may be determined either based on the value of the Company's net assets on the date of grant, or by the Administrator in its sole discretion, whether or not the exercise price is lower than the fair market value.

Further details of the ESOP are set out in the section headed "Statutory and General Information" on Appendix IV to the Prospectus and Note 39 to the consolidated financial statements for the year ended December 31, 2024.

OTHER INFORMATION (CONTINUED)

SHARE INCENTIVE SCHEMES (CONTINUED)

1. Employee's Share Option Plan (Continued)

Outstanding options granted under the ESOP

As at December 31, 2024, (a) our Directors were holding unexercised options under the ESOP to subscribe for a total of 3,101,092 Shares, representing 0.54% of the issued share capital of our Company, and (b) other grantees were holding unexercised options under the ESOP to subscribe for a total of 10,678,688 Shares, representing approximately 1.87% of the issued share capital of our Company, details of which are as follows:

					Number of Options			
Name or category of grantee	Date of grant	Vesting period	The period during which options are exercisable	Exercise price	Outstanding as at December 31, 2023	Exercised during the Reporting Period	Lapsed during the Reporting Period	Outstanding as at December 31, 2024
Director								
Wang Lixing	January 1, 2015	5 years from the date of grant	15 years from the date of grant	US\$0.25	350,000	—	—	350,000
	January 1, 2016	5 years from the date of grant	15 years from the date of grant	US\$0.625	771,092	—	—	771,092
	April 1, 2017	5 years from the date of grant	15 years from the date of grant	US\$0.625	700,000	—	—	700,000
	April 1, 2018	5 years from the date of grant	15 years from the date of grant	US\$0.75	900,000	—	—	900,000
Du Yongbo	April 1, 2018	5 years from the date of grant	15 years from the date of grant	US\$0.75	380,000	—	—	380,000
Other grantees								
In aggregate	Between November 5, 2012 and April 1, 2018	Up to 5 years from the date of grant or specific date	15 years from the date of grant	Between US\$0.25 and US\$0.75	14,478,688	3,800,000	—	10,678,688
Total					17,579,780	3,800,000	—	13,779,780

OTHER INFORMATION (CONTINUED)

SHARE INCENTIVE SCHEMES (CONTINUED)

1. Employee's Share Option Plan (Continued)

Details of the movements during the year ended December 31, 2024 of the options granted under the ESOP are as follows:

Date of grant	As at December 31, 2023	Granted during the Reporting Period	Number of share options		As at December 31, 2024	Exercise price	Exercise period
			Exercised during the year ended December 31 2024	Lapse during the Reporting Period			
11/5/2012	440,000	—	—	—	440,000	US\$0.25	2024
1/1/2013	0	—	—	—	0	US\$0.375	2024
5/13/2013	300,000	—	300,000	—	0	US\$0.25	2024
1/1/2014	626,000	—	100,000	—	526,000	US\$0.25	2024
1/1/2015	4,682,000	—	3,400,000	—	1,282,000	US\$0.25	2024
10/1/2015	62,500	—	—	—	62,500	US\$0.25	2024
1/1/2016	1,249,092	—	—	—	1,249,092	US\$0.625	2024
1/1/2016	200,000	—	—	—	200,000	US\$0.25	2024
7/1/2016	470,000	—	—	—	470,000	US\$0.625	2024
1/1/2017	0	—	—	—	0	US\$0.625	2024
4/1/2017	3,251,000	—	—	—	3,251,000	US\$0.625	2024
10/1/2017	320,000	—	—	—	320,000	US\$0.625	2024
4/1/2018	5,979,188	—	—	—	5,979,188	US\$0.75	2024

No options under the ESOP were granted in the year ended December 31, 2024. No options under the ESOP were cancelled in the year ended December 31, 2024.

2. RSU Plan

Purpose

The purpose of the RSU Plan is to enable the officers, employees or directors of, and consultants of the Group to share in the success of the Company, in order to assure a closer identification of the interests of such persons with those of the Group and stimulate the efforts of such persons on the Group's behalf.

Eligible participants

Any person who is a full or part-time officer, employee or director of, or a consultant to, the Company or any subsidiary of the Company at the time of the grant to whom awards of RSUs may from time to time be granted.

OTHER INFORMATION (CONTINUED)

SHARE INCENTIVE SCHEMES (CONTINUED)

2. RSU Plan (Continued)

Restricted Share Units

An award represents a grant of RSUs to the grantee. Each RSU shall represent the right to receive one Share (subject to any adjustment in accordance with the terms of the RSU Plan due to changes of share capital of the Company) upon vesting. The number of Shares that are subject to outstanding awards under the RSU Plan at any time shall not exceed the aggregate number of RSUs that then remain available for distribution under the RSU Plan.

Administration of the RSU Plan

The RSU Plan shall be administered by a committee as designated by the Board (the “Committee”). Any decision of the Committee shall be approved by the majority of the Committee. Subject to compliance with any applicable legal requirements relating to the administration of the RSU Plan and the grant of any award, the Committee shall have the power and authority to grant awards of RSUs in accordance with the terms of the RSU Plan.

Grant of RSUs

The Committee at the time of grant shall specify the date or dates and/or any vesting or other terms and conditions (which may include continuing employment (or other service relationship), achievement of pre-established performance goals and objectives and/or such other conditions that the Committee deems appropriate in its sole discretion) on which RSUs under an award of RSUs shall become vested.

Vesting period

The vesting criteria and conditions, and the vesting date are specified in the award agreement. Details of the vesting period of individual grants are stated in the table below.

Maximum number of Shares underlying RSUs which can be satisfied by issue of new Shares

As of December 31, 2024, no further new Share may be issued under any advanced mandate approved for distribution of Shares corresponding to RSUs. To the extent that new Shares are to be issued for RSUs utilizing general mandate granted by Shareholders of the Company to the Board, the Company will rely on the transitional arrangements provided for the existing share incentive schemes and will comply with the new Chapter 17 of the Listing Rules accordingly (effective from January 1, 2023).

Consideration and purchase price

Pursuant to the RSU Plan, there is no amount payable on application or acceptance of any award and no purchase price of RSUs awarded.

Maximum entitlement of a grantee

There is no maximum entitlement of a grantee under the RSU Plan. The grant of awards to eligible persons of the RSU Plan will be made in accordance with the rules of the RSU Plan and the requirements of the Listing Rules.

OTHER INFORMATION (CONTINUED)

SHARE INCENTIVE SCHEMES (CONTINUED)

2. RSU Plan (Continued)

Duration of the RSU Plan

The RSU Plan was approved by the Board on June 15, 2018 and the term of the RSU Plan shall be ten (10) years from the date of approval and adoption of the RSU Plan by the Board.

Outstanding RSUs granted under the RSU Plan

During the year ended December 31, 2024, the Company granted an aggregate of 1,000,000 RSUs to 1 grantee who is a connected person of the Company, in accordance with the terms of the RSU Plan.

Details of RSUs granted and vested pursuant to the RSU Plan to our Directors are set out below:

Name of Director	Date of grant	Number of Shares underlying the RSUs			Vesting Period
		Granted on the relevant grant date	Vested during the Reporting Period	Forfeited during the Reporting Period	
Mr. Wang Lixing	April 1, 2019	466,380	77,730	—	April 1, 2019–Sep 23, 2024
	April 1, 2020	267,397	88,242	—	April 1, 2020–Sep 23, 2024
	April 1, 2021	323,071	258,685	—	April 1, 2021–Sep 23, 2024
	April 1, 2022	163,922	109,827	—	April 1, 2022–April 1, 2025
	July 1, 2022	29,913	20,041	—	April 1, 2022–April 1, 2025
Mr. Du Yongbo	April 1, 2019	514,644	85,774	—	April 1, 2019–Sep 23, 2024
	April 1, 2020	484,658	159,938	—	April 1, 2020–Sep 23, 2024
	April 1, 2021	324,238	296,389	—	April 1, 2021–Sep 23, 2024
Other grantees (in aggregate)	Between April 1, 2019 and Oct 1, 2024	27,745,245	10,692,027	883,257	April 1, 2019–July 1, 2026

Movements in the number of RSUs outstanding are as follows:

	Number of RSUs
As of January 1, 2024	18,123,065
Granted	1,000,000
Forfeited	883,257
Vested	11,788,653
Outstanding balance as of December 31, 2024	6,451,155

SHARE INCENTIVE SCHEMES (CONTINUED)**3. Share Award Scheme*****Purpose***

The purposes of the Scheme are to align the interests of eligible persons of the Scheme with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares and to encourage and enable eligible persons, upon whose judgment, initiative and efforts the Group largely depends for the successful conduct of its business, to make contributions to the long-term growth and profits of the Group and share in the success of the Group.

Eligible Persons

Any person, being an employee, a Director (including executive Directors, non-executive Directors and independent non-executive Directors), officer, consultant, of any member of the Group (including nominees and/or trustees of any employee benefit trust established for them) whom the Board or its delegate considers, in their sole discretion, to have contributed or will contribute to the Group; provided however, no such person who is resident in a place where the grant, acceptance or vesting of an Award pursuant to the Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or its delegate, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such person, shall be entitled to participate in the Scheme and such person shall therefore be excluded from the term Eligible Person (as defined under the Scheme Rules).

Administration and Operation

The Board shall be responsible for administering the Scheme in accordance with the Scheme Rules. Subject to the Scheme Rules, the Board may, from time to time, select any eligible person to be a selected participant (“**Selected Participant**”) and grant an Award to such Selected Participant during the duration of the Scheme. Each grant of an Award to any Director shall be subject to the prior approval of the Remuneration Committee (excluding any member who is a proposed recipient of the Award) and the independent non-executive Directors (excluding any independent non-executive Director who is a proposed recipient of the Award). The underlying Award Shares to satisfy the Awards (including potential Awards) may be purchased on-market at prevailing market prices from funds provided by the Company or issued and allotted as new Shares by the Company on terms and at issue prices (including at par value) as shall be determined by the Board and from funds provided by the Company. The Company may appoint a trustee to acquire and hold such Award Shares and related income on trust for, and to distribute such Award Shares and related income to Selected Participants, and the trustee shall hold the Award Shares and related income on trust for the Selected Participants in accordance with the Scheme Rules and pursuant to the trust deed or such other governing documents of such trust arrangements.

Subject to the Scheme Rules and terms of the Award, as soon as practicable following the vesting of the Award Shares, the Board shall direct or procure the transfer of the relevant vested Award Shares and related income, or, as the case may be, pay the actual selling price of the relevant vested Award Shares and related income to, the Selected Participant.

OTHER INFORMATION (CONTINUED)

SHARE INCENTIVE SCHEMES (CONTINUED)

3. Share Award Scheme (Continued)

Vesting period

The vesting criteria and conditions, and the vesting date are specified in an award agreement between the Company and the Selected Participant.

Maximum number of new Shares available for issue

Unless altered by the Board pursuant to the Scheme Rules and subject to applicable laws (including the Listing Rules), the Company shall not issue or allot more than 18,000,000 Shares (representing approximately 3.17% of the total number of issued Shares as of December 31, 2023) for the purpose of satisfying the vesting of Award Shares underlying all Awards granted pursuant to the Scheme (the “**New Share Limit**”). By ordinary resolutions approved by the Shareholders of the Company on July 27, 2022, a specific mandate was granted to the Board to issue, allot, procure the transfer of and otherwise deal with up to 18,000,000 new Shares that may be awarded pursuant to the Share Award Scheme.

As the Scheme was adopted prior to the new Chapter 17 of the Listing Rules (effective from January 1, 2023), the Company will rely on the transitional arrangements provided for the existing share incentive schemes and will comply with the new Chapter 17 of the Listing Rules accordingly (effective from January 1, 2023) for any change or refreshment of the New Share Limit.

Consideration and purchase price

Pursuant to the Scheme Rules, there is no amount payable on application or acceptance of any Award and no purchase price for an Award.

Maximum entitlement of a grantee

There is no maximum entitlement of a grantee under the Scheme Rules. The grant of Awards to Selected Participants will be made in accordance with the Scheme Rules and the requirements of the Listing Rules.

Duration

Unless terminated by the Board, the Scheme shall be valid and effective for a period of 10 years commencing on May 27, 2022, the adoption date of the Scheme, and thereafter for so long as there are any non-vested Award Shares relating to Awards granted prior to the expiration of the Scheme.

Outstanding Awards granted under the Share Award Scheme

As of December 31, 2024, no Award has been granted to Selected Participants pursuant to the Scheme.

Further details of the ESOP and the RSU Plan are set out in the section headed “Statutory and General Information” on Appendix IV of the Prospectus and Note 39 to the consolidated financial statements for the year ended December 31, 2024. For further details of the Share Award Scheme, please refer to the Company’s announcements dated May 27, 2022, July 5, 2022 and the circular to Shareholders dated July 12, 2022.

OTHER INFORMATION (CONTINUED)

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

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

AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENTS

We have established an Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the CG Code as set out in Appendix C1 to the Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal controls system (including risk management) of the Group, review and approve connected transactions and provide advice and comments to the Board. The Audit Committee consists of three members, namely Ms. Yao Jue, Mr. Alex Liang and Mr. Zhao Yue. Ms. Yao Jue is the chairperson of the Audit Committee.

The Audit Committee has reviewed the audited consolidated financial statements and annual results of the Group for the year ended December 31, 2024 and has met with the Auditor. The Audit Committee has also discussed matters with respect to the accounting policies and practices adopted by the Company and internal control with senior management members of the Company.

The Annual Report of the Group for the year ended December 31, 2024 has been reviewed by the Audit Committee.

OTHER BOARD COMMITTEES

In addition to the Audit Committee, the Company has also established a Nomination Committee, a Remuneration Committee, an Executive Committee and an Environmental, Social and Governance Committee.

THE COMPANY'S VIEWS ON AUDITOR'S QUALIFIED OPINION

Terms defined in Note 47 to the consolidated financial statements for the year ended December 31, 2024 shall have the same meanings when used below.

The Company understands, having taken into account legal advice it has received, while it may be required by relevant PRC authority to pay amounts like the Restricted Amounts on the premises that they may be considered by relevant authority to constitute property associated with a case under investigation, such payment itself does not constitute any judgement under PRC law as to the existence of unlawful proceeds or the culpability of the Group which is for a court of competent jurisdiction to determine and such payment do not constitute fines under the relevant law. The Company also understands from the legal advice that some or all of the amounts paid may be refunded or confiscated or that the Group may be required to pay additional amounts. The Group is not privy to and has no reliable information on the status of the Matter. The Group is not aware of any change in the legal status and outcome of the Incidents during the year ended December 31, 2024.

OTHER INFORMATION (CONTINUED)

THE COMPANY'S VIEWS ON AUDITOR'S QUALIFIED OPINION (CONTINUED)

Based on the above, the Company believes that the audit qualification can only be removed when there is more clarity as to the status or outcome of the Restricted Amounts and the Incidents and/ or other appropriate evidence can be made available to the Company's auditors for a revision of their assessment in relation to the Restricted Amounts and the Incidents.

IMPORTANT EVENTS AFTER THE REPORTING DATE

Save as disclosed in Note 51 to the consolidated financial statements, no important events affecting the Company occurred since December 31, 2024 and up to the Latest Practicable Date.

INDEPENDENT AUDITOR'S REPORT



**TO THE SHAREHOLDERS OF
CHINA RENAISSANCE HOLDINGS LIMITED**
(Incorporated in the Cayman Islands with limited liability)

QUALIFIED OPINION

We have audited the consolidated financial statements of China Renaissance Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 144 to 281, which comprise the consolidated statement of financial position as at December 31, 2024, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards issued by the International Accounting Standards Board (the “**IASB**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR QUALIFIED OPINION

Due to the uncertainties in relation to the outcomes of the Incidents as disclosed in note 47 to the consolidated financial statements, we were unable to obtain sufficient appropriate audit evidence to assess the recoverability of the Restricted Amounts of approximately RMB78,768,000 (2023: RMB77,669,000) as at December 31, 2024 included in the accounts and other receivables of the Group’s consolidated statements of financial position, and whether any provision in relation to the Incidents should be provided for the year ended December 31, 2024 and 2023.

We were unable to determine whether any adjustment to the figure as described above was necessary which might have a consequential effect on the Group’s financial performance and its cash flows for the year ended December 31, 2024 and 2023 and the financial position of the Group as at December 31, 2024 and 2023, and the related disclosures thereof in the consolidated financial statements.

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the Hong Kong Institute of Certified Public Accountants (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 qualified opinion.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

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. In addition to the matter(s) described in the Basis for Qualified Opinion section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Fair value of level 3 financial assets As at December 31, 2024, the carrying amount of the Group's financial assets measured at fair value that are classified as level 3 totaled RMB2,435 million. Among the level 3 financial assets, approximately RMB2,153 million are unlisted investment funds at fair value, unlisted debt security investments, unlisted equity security investments and investments in funds accounted for as associates measured at fair value while the remaining RMB282 million is the call option for obtaining non-controlling interest of a subsidiary of the Group. Details are included in note 45.6 to the consolidated financial statements. The valuation of these financial assets is based on a combination of valuation techniques and key unobservable inputs. Estimates of unobservable inputs that need to be developed can involve significant management and external valuation specialist's judgment. We identified assessing the fair value of level 3 financial assets as a key audit matter because of the degree of complexity involved in valuing these financial assets and because of the significant degree of judgment exercised by management and external valuation specialist in determining the valuation techniques and inputs used.	Our audit procedures in relation to assessing the fair value of level 3 financial assets included the following: • understanding the process of monitoring and reviewing the fair value of these level 3 financial assets implemented by management; • reading the agreements for these financial assets entered into during the current year to understand the relevant terms and evaluate any conditions that might affect the valuation of these financial assets; • reviewing and challenging the appropriateness of valuation model and key inputs used by the Group on a sample basis for its unlisted investment funds at fair value, unlisted debt security investments, unlisted equity security investments, investments in funds accounted for as associates measured at fair value and the call option for obtaining non-controlling interest of a subsidiary of the Group; • reviewing and checking the sensitivity analysis on the key inputs used in the valuation; ensuring proper disclosures of these sensitivity analysis; and • assessing the disclosure in the consolidated financial statements in relation to the fair value of level 3 financial assets with reference to the requirements of the prevailing accounting standards.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

Key audit matter	How our audit addressed the key audit matter
Consolidation of structured entities managed by the Group The Group acquires or retains an ownership interest in, or act as a general partner or manager of, structured entities. Structured entities are generally created to achieve narrow and well-defined objectives with restrictions around their ongoing activities. As at December 31, 2024, the aggregated net assets of structured entities that were consolidated totaled RMB1,438 million. Details of the structured entities are included in note 43 to the consolidated financial statements. In determining whether a structured entity should be consolidated by the Group, management is required to consider the power that the Group is able to exercise over the entity, the Group's exposures to variable returns from its involvement with the entity and its ability to affect those returns through its power over the entity. In making these assessments, management needs to consider both qualitative and quantitative factors. We identified the consolidation of structured entities managed by the Group as a key audit matter as it involves significant management judgment in determining whether these entities should be consolidated and the impact of consolidating these entities could be significant.	Our audit procedures in relation to assessing the consolidation of structured entities managed by the Group included the following: • understanding and assessing management process relating to the consolidation of structured entities; • inspecting documents prepared by management relating to the judgment process over whether a structured entity should be consolidated or not; • selecting significant structured entities and performing the following procedures for each entity selected: — inspecting the related contracts and establishment documents to understand the purpose of the establishment of the structured entity and the involvement the Group has with the structured entity and assessing management's judgment over whether the Group has the ability to exercise power over the structured entity; — reviewing the risk and reward structure of the structured entity and assessing management's judgment as to the exposure or rights to the variable returns from the Group's involvement in such entity; — reviewing management's analysis of the structured entity including qualitative analysis and calculations of the magnitude and variability associated with the Group's economic interests in the structured entity and assessing management's judgment over the Group's ability to influence its own returns from the structured entity; and — evaluating management's judgment over whether the structured entity should be consolidated or not; • assessing the disclosures in the consolidated financial statements in relation to structured entities with reference to the requirements of the prevailing accounting standards.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

A further description of our responsibilities for the audit of the consolidated financial statements is located at the HKICPA's website at:

<https://www.hkicpa.org.hk/en/Standards-setting/Standards/Our-views/auditre>

This description forms part of our auditor's report.

ZHONGHUI ANDA CPA Limited

Certified Public Accountants

Pang Hon Chung

Audit Engagement Director

Practising Certificate Number P05988

Hong Kong, March 31, 2025

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended December 31, 2024

	Notes	Year ended December 31, 2024 RMB'000	2023 RMB'000
Revenue			
Transaction and advisory fees		330,164	312,943
Management fees		298,108	456,432
Interest income		44,105	84,864
Income from carried interest		104,727	151,855
Total revenue	5	777,104	1,006,094
Net investment gains/(losses)	6	62,537	(208,150)
Total revenue and net investment gains/(losses)		839,641	797,944
Compensation and benefit expenses		(485,798)	(478,176)
Carried interest to management team and other parties		(76,068)	(111,773)
Investment losses attributable to interest holders of consolidated structured entities		27,581	21,244
Other operating expenses	7	(354,035)	(359,688)
Finance costs	8	(16,083)	(50,553)
Net reversal/(provision) of impairment losses under expected credit loss model	9	23,122	(16,815)
Total operating expenses		(881,281)	(995,761)
Operating loss		(41,640)	(197,817)
Other income, gains or losses	10	(44,891)	28,140
Investment loss arising from certain incidental and ancillary investments	11	(76,528)	(18,311)
Share of results of associates	21	486	1,386
Change in fair value of call option	23	—	(154,048)
Loss before tax		(162,573)	(340,650)
Income tax expense	12	(48,086)	(120,343)
Loss for the year	13	(210,659)	(460,993)

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

For the year ended December 31, 2024

	Notes	Year ended December 31, 2024 RMB'000	2023 RMB'000
Other comprehensive income/(expense)	14		
<i>Items that will not be reclassified to profit or loss:</i>			
Exchange differences on translation from functional currency to presentation currency		17,019	20,265
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		21,996	33,673
Fair value gain or loss, net of expected credit losses on:			
— debt instruments measured at fair value through other comprehensive income, net of tax		(712)	(6,050)
Other comprehensive income for the year, net of tax		38,303	47,888
Total comprehensive expense for the year		(172,356)	(413,105)
(Loss)/profit for the year attributable to:			
— Owners of the Company		(179,017)	(471,903)
— Non-controlling interests		(31,642)	10,910
		(210,659)	(460,993)
Total comprehensive (expense)/income attributable to:			
— Owners of the Company		(140,999)	(423,513)
— Non-controlling interests		(31,357)	10,408
		(172,356)	(413,105)
Loss per share			
Basic	16	RMB(0.35)	RMB(0.94)
Diluted	16	RMB(0.35)	RMB(0.94)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At December 31, 2024

	Notes	At December 31, 2024 RMB'000	2023 RMB'000
Non-current assets			
Property and equipment	18	57,098	69,493
Intangible assets	19	73,558	102,835
Deferred tax assets	20	92,105	122,413
Investments in associates	21	1,057,810	1,291,656
Investment in a joint venture	22	41,803	—
Financial assets at fair value through profit or loss	23	2,214,369	1,468,781
Financial assets at fair value through other comprehensive income	24	—	49,629
Rental deposits		34,056	20,202
Loans to third parties	25	—	67,822
		3,570,799	3,192,831
Current assets			
Accounts and other receivables	26	759,806	885,586
Financial assets purchased under resale agreements	27	19,000	—
Amounts due from related parties	42	223,203	875,618
Financial assets at fair value through profit or loss	23	3,008,496	3,003,250
Financial assets at fair value through other comprehensive income	24	48,688	—
Loans to third parties	25	68,834	—
Cash held on behalf of brokerage clients	28	1,563,370	272,925
Cash and cash equivalents	28	1,298,383	1,110,150
		6,989,780	6,147,529
TOTAL ASSETS		10,560,579	9,340,360

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

At December 31, 2024

	Notes	At December 31, 2024 RMB'000	2023 RMB'000
Current liabilities			
Accounts and other payables	29	773,192	904,923
Financial assets sold under repurchase agreements	30	594,095	482,578
Short-term debt instrument issued	31	—	93,806
Payable to brokerage clients	32	1,563,370	272,925
Payables to interest holders of consolidated structured entities	33	410,955	169,933
Amounts due to related parties	42	1,700	1,273
Contract liabilities	34	13,720	16,584
Lease liabilities	35	20,673	35,540
Income tax payables		73,857	107,493
		3,451,562	2,085,055
Net current assets		3,538,218	4,062,474
TOTAL ASSETS LESS CURRENT LIABILITIES		7,109,017	7,255,305
Non-current liabilities			
Lease liabilities	35	21,768	17,484
Contract liabilities	34	1,036	423
Deferred tax liabilities	20	37,461	60,455
		60,265	78,362
NET ASSETS		7,048,752	7,176,943
Capital and reserves			
Share capital	37	94	93
Reserves		6,043,481	6,139,316
Equity attributable to owners of the Company		6,043,575	6,139,409
Non-controlling interests	38	1,005,177	1,037,534
		7,048,752	7,176,943

The consolidated financial statements on pages 144 to 281 were approved and authorized for issue by the board of directors on March 31, 2025 and are signed on its behalf by:

Hui Yin Ching
Executive Director

Wang, Li Xing
Executive Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended December 31, 2024

Note	Attributable to owners of the Company									
	Share capital RMB'000	Treasury stock RMB'000	Share premium RMB'000	Other reserves RMB'000	Surplus reserve RMB'000	Retained profits/	Reserves sub-total RMB'000	Sub-total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
						(accumulated losses) RMB'000				
				(note)						
At January 1, 2024	93	(8)	6,165,026	(227,710)	42,656	159,352	6,139,316	6,139,409	1,037,534	7,176,943
Loss for the year	—	—	—	—	—	(179,017)	(179,017)	(179,017)	(31,642)	(210,659)
Other comprehensive income for the year	—	—	—	38,018	—	—	38,018	38,018	285	38,303
Total comprehensive income/ (expense) for the year	—	—	—	38,018	—	(179,017)	(140,999)	(140,999)	(31,357)	(172,356)
Appropriation to statutory surplus reserve	—	—	—	—	2,503	(2,503)	—	—	—	—
Recognition of equity-settled share-based payment expense	39	—	—	38,789	—	—	38,789	38,789	—	38,789
Share options exercised	1	—	50,840	(44,465)	—	—	6,375	6,376	—	6,376
Restricted shares units vested	—	—	40,714	(40,714)	—	—	—	—	—	—
Dividends to non-controlling shareholders	—	—	—	—	—	—	—	—	(1,000)	(1,000)
At December 31, 2024	94	(8)	6,256,580	(236,082)	45,159	(22,168)	6,043,481	6,043,575	1,005,177	7,048,752

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

For the year ended December 31, 2024

	Note	Attributable to owners of the Company								Non-controlling interests	Total equity
		Share capital	Treasury stock	Share premium	Other reserves	Surplus reserve	Retained profits/(accumulated losses)	Reserves sub-total	Sub-total		
		RMB'000	RMB'000	RMB'000	RMB'000 (note)	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At January 1, 2023		93	(8)	6,104,384	(276,890)	34,178	639,733	6,501,397	6,501,490	1,037,790	7,539,280
Loss for the year		—	—	—	—	—	(471,903)	(471,903)	(471,903)	10,910	(460,993)
Other comprehensive income for the year		—	—	—	48,390	—	—	48,390	48,390	(502)	47,888
Total comprehensive income/(expense) for the year		—	—	—	48,390	—	(471,903)	(423,513)	(423,513)	10,408	(413,105)
Appropriation to statutory surplus reserve		—	—	—	—	8,478	(8,478)	—	—	—	—
Recognition of equity-settled share-based payment expense	39	—	—	—	61,432	—	—	61,432	61,432	—	61,432
Restricted shares units vested		—	—	60,642	(60,642)	—	—	—	—	—	—
Dividends to non-controlling shareholders		—	—	—	—	—	—	—	—	(10,664)	(10,664)
At December 31, 2023		93	(8)	6,165,026	(227,710)	42,656	159,352	6,139,316	6,139,409	1,037,534	7,176,943

Note: Other reserves include (1) translation reserve; (2) investment revaluation reserve and expected credit losses for financial assets at fair value through other comprehensive income; (3) equity-settled share-based payment reserve; (4) share repurchase reserve; and (5) reserve of acquisition of equity interest from non-controlling shareholders.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended December 31, 2024

	Year ended December 31,	
	2024	2023
	RMB'000	RMB'000
Cash flows from operating activities		
Loss before tax	(162,573)	(340,650)
Adjustments for:		
Depreciation of property and equipment	51,025	60,702
Amortization of intangible assets	28,092	27,862
(Gain)/losses on disposal of property and equipment	(4)	28
Interest income	(44,105)	(84,864)
Finance costs	16,083	50,553
Change in fair value of call option	—	154,048
Net investment (gains)/losses	(62,537)	208,150
Investment losses attributable to interest holders of consolidated structured entities	(27,581)	(21,244)
Other gains or losses	(1,261)	(9,384)
Investment loss arising from certain incidental and ancillary investments	76,528	18,311
Net (reversal)/provision of impairment losses under expected credit loss model	(23,122)	16,815
Impairment loss on intangible assets	4,701	—
Impairment loss on investment in a joint venture	58,819	—
Loss on disposal of investment in an associate	7,682	—
Share of results of associates	(486)	(1,386)
Share-based payment expense	38,789	61,432
Operating cash flows before movements in working capital	(39,950)	140,373
Decrease in accounts and other receivables	127,032	398,916
(Increase)/decrease in financial assets purchased under resale agreements	(18,465)	4,862
(Increase)/decrease in amounts due from related parties	(117,717)	432,166
Increase/(decrease) in amounts due to related parties	428	(455)
(Increase)/decrease in cash held on behalf of brokerage clients	(1,290,445)	465,241
Decrease in financial assets at fair value through profit or loss	158,975	359,640
Increase in financial assets sold under repurchase agreements	99,024	322,017
Decrease in accounts and other payables	(131,731)	(814,005)
Increase/(decrease) in payable to brokerage clients	1,290,445	(465,241)
Decrease in contract liabilities	(2,251)	(12,654)
Cash generated from operations	75,345	830,860
Interest received	41,784	68,437
Income taxes paid	(74,172)	(108,589)
Net cash generated from operating activities	42,957	790,708

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

For the year ended December 31, 2024

	Year ended December 31,	
	2024 RMB'000	2023 RMB'000
Cash flows from investing activities		
Interest received	1,360	19,324
Purchases of property and equipment	(16,052)	(1,183)
Proceeds from disposal of property and equipment	10,613	1,062
Payments for right-of-use assets	(2,327)	(6)
Payments for rental deposits	(27,401)	(7,306)
Refund of rental deposits	13,658	6,124
Purchases of intangible assets	(6,103)	(12,879)
Proceeds from disposal of intangible assets	2,603	1,188
Purchases of financial assets at fair value through profit or loss	(309,548)	(37,601)
Proceeds from disposal of financial assets at fair value through profit or loss	323,089	238,879
Purchases of financial assets at fair value through other comprehensive income	—	(50,000)
Proceeds from disposal of financial assets at fair value through other comprehensive income	—	350,000
Acquisition of investments in associates	(12,106)	(20,584)
Acquisition of investments in joint ventures	(100,000)	—
Investment returns received from associates	86,506	70,306
Proceeds from disposal of investments in associates	—	3,347
Advance to related parties	(675)	(1,947)
Repayment from related parties	2,679	343
Placement of term deposits	(56,058)	—
Proceeds from term deposits	56,058	500,207
Withdrawal of pledged bank deposits	—	58,350
Repayment of loan receivables	—	10,000
Net cash (used in)/generated from investing activities	(33,704)	1,127,624

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

For the year ended December 31, 2024

	Notes	Year ended December 31,	
		2024	2023
		RMB'000	RMB'000
Cash flows from financing activities			
Proceeds from issuance of ordinary shares for share option exercised		6,376	—
Proceeds from bank borrowings		—	67,880
Repayment of bank borrowings		—	(2,182,853)
Interest paid	36	(3,590)	(50,269)
Repayments of lease liabilities	36	(44,468)	(57,929)
Proceeds from issuance of structured notes	36	—	93,000
Redemption of structured notes	36	(93,806)	(235,150)
Distribution to non-controlling shareholders		(1,000)	(21,328)
Cash injection by third-party holders to consolidated structured entities	36	286,105	6,802
Cash repayment to third-party holders to consolidated structured entities	36	(12,742)	(28,122)
Net cash generated from/(used in) financing activities		136,875	(2,407,969)
Net increase/(decrease) in cash and cash equivalents		146,128	(489,637)
Cash and cash equivalents at January 1		1,110,150	1,537,730
Effect of foreign exchange rate changes		42,105	62,057
Cash and cash equivalents at December 31		1,298,383	1,110,150

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2024

1. GENERAL INFORMATION

China Renaissance Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands on July 13, 2011 and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Its ultimate controlling party is Mr. Bao Fan, who was also the previous chairman and executive director of the Company (resigned on February 2, 2024). The address of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The shares of the Company have been listed on the Stock Exchange with effect from September 27, 2018.

The principal activities of the Company and its subsidiaries (the “**Group**”) are the provision of investment banking and investment management services.

The consolidated financial statements are presented in Renminbi (“**RMB**”) and all values are rounded to the nearest thousand (RMB’000) except when otherwise indicated.

2. ADOPTION OF NEW AND REVISED IFRS ACCOUNTING STANDARDS

In the current year, the Group has adopted all the new and revised IFRS Accounting Standards issued by the International Accounting Standards Board (the “**IASB**”) that are relevant to its operations and effective for its accounting year beginning on January 1, 2024. IFRS Accounting Standards comprise International Financial Reporting Standards (“**IFRS**”); International Accounting Standards (“**IAS**”); and Interpretations. The adoption of these new and revised IFRS Accounting Standards did not result in significant changes to the Group’s accounting policies, presentation of the Group’s financial statements and amounts reported for the current year and prior years.

The Group has not applied the new and revised IFRS Accounting Standards that have been issued but are not yet effective. The application of these new and revised IFRS Accounting Standards will not have material impact on the consolidated financial statements of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards issued by the IASB and the applicable disclosures required by the Rules Governing the Listing of Securities on Stock Exchange (the “**Listing Rules**”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain financial instruments which are carried at their fair values/fair values less costs to sell.

The preparation of the consolidated financial statements in conformity with IFRS Accounting Standards requires the use of certain key assumptions and estimates. It also requires the directors to exercise its judgements in the process of applying the accounting policies. The areas involving critical judgements and areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 4.

The material accounting policies applied in the preparation of the consolidated financial statements are set out below.

Consolidation

The consolidated financial statements incorporated the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Group:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Consolidation (continued)

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

When the Group is an investor of a fund in which the Group also acts as a fund manager, the Group will determine whether it is a principal or an agent for the purpose of assessing whether the Group controls the relevant fund.

An agent is a party primarily engaged to act on behalf and for the benefit of another party or parties (the principal(s)) and therefore does not control the investee when it exercises its decision-making authority. In determining whether the Group is an agent to the fund, the Group would assess:

- the scope of its decision-making authority over the investee;
- the rights held by other parties;
- the remuneration to which it is entitled in accordance with the remuneration agreements; and
- the decision maker's exposure to variability of returns from other interests that it holds in the investee.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statements of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Consolidation (continued)

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

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognized directly in equity and attributable to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognized. A gain or loss is recognized in profit or loss and is calculated as the difference between (a) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (b) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognized in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/ permitted by applicable IFRS Accounting Standards). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9 *Financial Instruments* or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Structured entities

A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only, and the relevant activities are directed by means of contractual arrangements. A structured entity often has restricted activities and a narrow and well-defined objective, such as to provide investment opportunities for investors by passing on risks and rewards associated with the assets of the structured entity.

Associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The Group has invested in certain investment funds that it manages. As the fund manager, the Group may contribute capital in the funds that it manages. Where the Group has an interest in the funds that give the Group significant influence, but not control, the Group records such investments as investments in associates. The Group has applied the measurement exemption within IAS 28 *Investments in Associates and Joint Ventures*, when an investment in an associate is held by, or is held indirectly through, an entity that is a venture capital organization, or a mutual fund, unit trust and similar entities including investment-linked insurance funds, the entity elects to measure investments in those associates at fair value since the Company decides such funds have the following characteristics of a venture capital organization:

- The investments are held for the short to medium-term rather than for the long-term;
- the most appropriate point for exit is actively monitored; and
- investments form part of a portfolio, which is monitored and managed without distinguishing between investments that qualify as associates and those that do not.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Associates and joint ventures (continued)

The results and assets and liabilities of associates and joint ventures other than those held through venture capital organization are incorporated in the consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is or the portion so classified is accounted for in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*. Any retained portion of an investment in an associate or a joint venture that has not been classified as held for sale continues to be accounted for using the equity method. Appropriate adjustments have been made to conform the associate's and the joint venture's accounting policies to those of the Group. Under the equity method, an investment in an associate or a joint venture is initially recognized in the consolidated statement of financial position at cost and adjusted thereafter to recognize the Group's share of the profit or loss and other comprehensive income of the associate or a joint venture. Changes in net assets of the associate/joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognizing its share of further losses. Additional losses are recognized only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognized as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognized immediately in profit or loss in the period in which the investment is acquired.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Associates and joint ventures (continued)

The Group assesses whether there is objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognized is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognized in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognized in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of IFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing of the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognized in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognized in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognized in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognized in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Revenue from contracts with customers

The Group recognizes 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.

Control is transferred over time and revenue is recognized 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 recognized at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group’s right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with IFRS 9. In contrast, a receivable represents the Group’s unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

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.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Revenue from contracts with customers (continued)

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognize revenue on the basis of direct measurement of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

Variable consideration

For contracts that contain variable consideration, the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method or (b) the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognizes revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Revenue from contracts with customers (continued)

Principal versus agent (continued)

In particular, revenue is recognized as follows:

(a) Transaction and advisory fees

Transaction and advisory revenue represent underwriting fees and financial advisory fees associated with private placement transactions, public capital raising transactions and mergers and acquisitions. Such transaction revenues are recognized at a point in time when the services for the transactions are completed under the terms of each engagement and the revenue can be measured reliably, since only by that time the Group has a present right to payment from the customers for the service performed.

(b) Management fee

(i) Management service for the funds

Management fee represents fees associated with the management services for the funds at a fixed percentage of commitment under management. Management fee is recognized over time (i.e. the fund life) based on contractual terms specified in the underlying investment management agreements, since the customer (i.e. the managed fund) simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs and the fee rate and the capital contribution of the fund which are used to determine the management fee can be reliably measured.

(ii) Wealth management services

Management fee represents fees associated with the value-added wealth management services provided to high-net-worth individuals and other high net worth groups at a fixed percentage of assets under each investment management account. Management fee is recognized over time based on contractual terms specified in the wealth management service agreements, since the customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs and the fee rate and the assets under each investment management account which are used to determine the management fee can be reliably measured.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Revenue from contracts with customers (continued)

Principal versus agent (continued)

In particular, revenue is recognized as follows: (continued)

(c) Income from Carried Interest

Income from carried interest earned based on the performance of the managed funds (“**Carried Interest**”) is a form of variable consideration in their contracts with customers to provide investment management services. Carried Interest is earned based on fund performance during the period, subject to the achievement of minimum return levels, in accordance with the respective terms set out in each fund’s governing agreements. Income from Carried Interest will not be recognized as revenue until (i) it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur, or (ii) the uncertainty associated with the variable consideration is subsequently resolved. Income from Carried Interest is typically recognized as revenue at the later stage of the fund life.

(d) Interest income (under IFRS 9)

Interest income from a financial asset is accrued on a time basis using the effective interest method, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset’s net carrying amount on initial recognition.

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed. As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Leases (continued)

The Group as a lessee

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

The Group applies the short-term lease recognition exemption to leases of properties that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognized as expense on a straight-line basis over the lease term.

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 are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Leases (continued)

The Group as a lessee (continued)

Right-of-use assets (continued)

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.

The Group presents right-of-use assets in “property and equipment”, the same line item within which the corresponding underlying assets would be presented if they were owned.

Refundable rental deposits

Refundable rental deposits paid are accounted under IFRS 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 recognizes 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; and
- variable lease payments that depend on an index or a rate.

Variable lease payments that reflect changes in market rental rates are initially measured using the market rental rates as at the commencement date. Variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities and right-of-use assets, and are recognized as expense in the period on which the event or condition that triggers the payment occurs.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Leases (continued)

The Group as a lessee (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 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 asset.

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 stand-alone price of the non-lease components.

Foreign currencies

The consolidated financial statements are presented in RMB, which is different from the Company's functional currency of United States Dollars ("**US\$**"). The directors of the Company adopted RMB as presentation currency, considering that (a) the Company's primary subsidiaries were incorporated in the People's Republic of China (the "**PRC**") and their transactions are denominated and settled in RMB; and (b) to reduce the impact of any fluctuations in the exchange rate of US\$ against RMB on the Group's consolidated financial statements.

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognized at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. When a fair value gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is also recognised in profit or loss. When a fair value gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is also recognised in other comprehensive income. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Foreign currencies (continued)

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognized in profit or loss in the period in which they arise.

For the purpose of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. RMB) using exchange rates prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognized in other comprehensive income and accumulated in equity under the heading of other reserve.

Borrowing costs

All borrowing costs are recognized in profit or loss in the period in which they are incurred.

Government grants

Government grants are not recognized until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognized in profit or loss in the period in which they become receivable. Such grants are presented under "other income, gains or losses".

Employee benefits

Retirement benefits costs

Payments to defined contribution retirement benefits plans are recognized as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognized at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognized as an expense unless another IFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognized for benefits accruing to employees (such as wages and salaries) after deducting any amount already paid.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Share-based payments

Equity-settled share-based payment transactions

Share options and restricted shares granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 39.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (other reserves). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognized in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the other reserves.

When share options are exercised or restricted shares are vested, the amount previously recognized in other reserves will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognized in other reserves will continue to be held in other reserves.

Restricted shares granted to non-employees

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. The fair values of the goods or services received are recognized as expenses (unless the goods or services qualify for recognition as assets).

Modification to the terms and conditions of the share-based payment arrangements

When the terms and conditions of an equity-settled share-based payment arrangement are modified, the Group recognizes, as a minimum, the services received measured at the grant date fair value of the equity instruments granted, unless those equity instruments do not vest because of failure to satisfy a vesting condition (other than a market condition) that was specified at grant date. In addition, if the Group modifies the vesting conditions (other than a market condition) in a manner that is beneficial to the employees, for example, by reducing the vesting period, the Group takes the modified vesting conditions into consideration over the remaining vesting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Share-based payments (continued)

Equity-settled share-based payment transactions (continued)

Modification to the terms and conditions of the share-based payment arrangements (continued)

The incremental fair value granted, if any, is the difference between the fair value of the modified equity instruments and that of the original equity instruments, both estimated as at the date of modification.

If the modification occurs during the vesting period, the incremental fair value granted is included in the measurement of the amount recognized for services received over the period from modification date until the date when the modified equity instruments are vested, in addition to the amount based on the grant date fair value of the original equity instruments, which is recognized over the remainder of the original vesting period. If the modification occurs after vesting period, the incremental fair value granted is recognized immediately, or over the vesting period if additional period of service is required before the modified equity instruments are vested.

If the modification reduces the total fair value of the share-based arrangement, or is not otherwise beneficial to the employee, the Group continues to account for the original equity instruments granted as if that modification had not occurred.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Taxation (continued)

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investment are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realized, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

For the purposes of measuring deferred tax for leasing transactions in which the Group recognizes the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 Income Taxes requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognized in profit or loss, except when it relates to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Taxation (continued)

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be use by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

Property and equipment

Property and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognized so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The useful lives, estimated residual value rates and annual depreciation rates of each class of property and equipment other than construction in progress are as follows:

Category	Useful lives	Residual value rates	Annual depreciation rates
Furniture and fixtures	3–5 years	0–10%	20.00%-33.33%
Electronic equipment	3 years	0–10%	33.33%
Motor vehicles	4 years	0–4%	25.00%
Leasehold improvements	shorter of lease term or expected useful life	0%	N/A
Leased properties	lease term	0%	N/A

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Property and equipment (continued)

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortization and any accumulated impairment losses. Amortization for intangible assets with finite useful lives is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

The intangible assets with finite useful lives are amortized on a straight-line basis at the following rates per annum:

Domain name	10%
Office software	20%

The domain names registered by the Group are estimated to have a useful life of 10 years. The management of the Group also estimated that the office software has a useful life of 5 years after considering the operating benefits provided by utilizing such office software and the upgrading and developing period in the market.

Internally-generated intangible assets — research and development expenditure

Expenditure on research activities is recognized as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognized if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Intangible assets (continued)

Internally-generated intangible assets — research and development expenditure (continued)

- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognized for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognized, development expenditure is recognized in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortization and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized when the asset is derecognized.

Impairment losses of property and equipment and intangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its property and equipment and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

The recoverable amount of property and equipment and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Impairment losses of property and equipment and intangible assets (continued)

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating units when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognized immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

Provisions

Provisions are recognized 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 recognized 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 (where the effect of the time value of money is material).

Financial instruments

Financial assets and financial liabilities are recognized when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the timeframe established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for accounts receivable arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

The effective interest method is a method of calculating the amortized cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income which are derived from the Group's ordinary course of business are presented as revenue.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortized cost:

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

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("**FVTOCI**"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income ("**OCI**") if that equity investment is neither held for trading nor contingent consideration recognized by an acquirer in a business combination to which IFRS 3 *Business Combinations* applies.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition, it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

(a) Amortized cost and interest income

Interest income is recognized using the effective interest method for financial assets measured subsequently at amortized cost and debt instruments subsequently measured at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognized by applying the effective interest rate to the amortized cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognized by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(b) Debt instruments classified as at FVTOCI

Subsequent changes in the carrying amounts for debt instruments classified as at FVTOCI as a result of interest income calculated using the effective interest method are recognized in profit or loss. All other changes in the carrying amount of these debt instruments are recognized in OCI and accumulated under the heading of other reserve. Impairment allowances are recognized in profit or loss with corresponding adjustment to OCI without reducing the carrying amounts of these debt instruments. When these debt instruments are derecognized, the cumulative gains or losses previously recognized in other comprehensive income are reclassified to profit or loss.

(c) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortized cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognized in profit or loss. The net gain or loss recognized in profit or loss includes any dividend or interest earned on the financial asset and is included in the “net investment gains” or “investment (loss) income arising from certain incidental and ancillary investments” line items.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“**ECL**”) model on financial assets (including cash and cash equivalents, cash held on behalf of brokerage clients, pledged bank deposits, term deposits, accounts and other receivables, financial assets purchased under resale agreements, rental deposits, amounts due from related parties, loans to third parties, other financial assets and debt instruments at FVTOCI) which are subject to impairment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“**12m ECL**”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment is done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognizes lifetime ECL for accounts receivables and amounts due from related parties of trade nature.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognizes lifetime ECL. The assessment of whether lifetime ECL should be recognized is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(a) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(a) Significant increase in credit risk (continued)

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of “investment grade” as per globally understood definition.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(b) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group). Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(c) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (i) significant financial difficulty of the issuer or the borrower;
- (ii) a breach of contract, such as a default or past due event;
- (iii) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower’s financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (iv) it is becoming probable that the borrower will enter bankruptcy or other financial reorganization; or
- (v) the disappearance of an active market for that financial asset because of financial difficulties.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(d) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognized in profit or loss.

(e) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on accounts receivables and amounts due from related parties of trade nature using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortized cost of the financial asset.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(e) Measurement and recognition of ECL (continued)

Except for investments in debt instruments that are measured at FVTOCI, the Group recognizes an impairment gain or loss in profit or loss for all financial instruments through a loss allowance account. For investments in debt instruments that are measured at FVTOCI, the loss allowance is recognized in OCI and accumulated in other reserves without reducing the carrying amount of these debt instruments.

Derecognition of financial assets

The Group derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortized cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss.

On derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in other reserves is reclassified to profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial liabilities and equity (continued)

Financial liabilities

All financial liabilities are subsequently measured at amortized cost using the effective interest method or at FVTPL.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which IFRS 3 applies, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IFRS 9 permits the entire combined contract to be designated as at FVTPL.

For financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognized in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognized in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to accumulated losses upon derecognition of the financial liability.

Financial liabilities at amortized cost

Financial liabilities including bank borrowings, accounts and other payables, amounts due to related parties, financial assets sold under repurchase agreements, short-term debt instrument issued and payable to brokerage clients are subsequently measured at amortized cost, using the effective interest method.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial liabilities and equity (continued)

Derecognition of financial liabilities

The Group derecognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

Derivative financial instruments

Derivatives are initially recognized at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognized in profit or loss.

Embedded derivatives

Derivatives embedded in hybrid contracts that contain financial asset hosts within the scope of IFRS 9 are not separated. The entire hybrid contract is classified and subsequently measured in its entirety as either amortized cost or fair value as appropriate.

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of IFRS 9 are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Generally, multiple embedded derivatives in a single instrument that are separated from the host contracts are treated as a single compound embedded derivative unless those derivatives relate to different risk exposures and are readily separable and independent of each other.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Critical judgments in applying accounting policies

The following are the key critical judgments, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements.

Consolidation of structured entities

Management needs to make significant judgment on whether a structured entity is under the Group's control and shall be consolidated. Such judgment may affect accounting methods as well as the financial position and operating results of the Group.

When assessing control, the Group considers: (a) power over the investee, (b) exposure, or rights, to variable returns from involvement with the investee; and (c) the ability to use power over the investee to affect the amount of the investor's returns.

When judging the level of the control over the structured entities, the Group considers the following four elements:

- (a) The decisions the Group applied when setting up the structured entities and the involvement in those entities;
- (b) The related agreement arrangements;
- (c) The Group will only take specific actions under certain conditions or incidents; and
- (d) The commitments made by the Group to the structured entities.

When assessing whether there is control over the structured entities, the Group also considers whether the decisions it makes are as a principal or as an agent. Aspects of considerations normally include the decision-making scope over the structured entities, substantive rights of third parties, rewards of the Group, and the risks of undertaking variable returns from owning other benefits of the structured entities.

The Group reassesses whether or not it controls a structured entity if facts and circumstances indicate that there are changes to one or more of the three elements of control listed in note 3. The judgments the Group used in determining whether or not it has control over the structured entities are detailed in note 43.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty

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

Deferred taxation

As at December 31, 2024, a deferred tax asset of RMB50,966,000 (2023: RMB40,187,000) in relation to unused tax losses has been recognized in the Group's consolidated statement of financial position. No deferred tax asset has been recognized on the tax losses of RMB1,689,166,000 (2023: RMB1,546,144,000) due to the unpredictability of future profit streams. The realizability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary difference will be available in the future. In cases where the actual taxable profits generated are less or more than expected, or changes in facts and circumstances which result in revision of future taxable profits estimation, a material reversal or future recognition of deferred tax assets may arise, which would be recognized in profit or loss for the period in which such a reversal or future recognition takes place.

No deferred tax liability in connection with dividend was recognized since no distribution from operations in the PRC is expected by the management of the Group.

Fair value measurements and valuation process of financial instruments

Certain of the Group's financial assets, such as unlisted investment funds and associates, call option, unlisted debt and equity security investments are measured at fair values with fair values being determined based on unobserved inputs using valuation techniques. Judgment and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could affect the reported fair values of these instruments. Further disclosures are detailed in note 45.6.

Provision of ECL for accounts receivable, amounts due from related parties of trade nature and loans to third parties

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

The Group develops and maintains the Group's loans to third parties credit risk grading to categorize exposures according to their degree of risk of default. The credit rating information is supplied by independent rating agencies where available and, if not available, the Group uses other publicly available financial information and the Group's own trading records to rate its debtors, taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty (continued)

Provision of ECL for accounts receivable, amounts due from related parties of trade nature and loans to third parties (continued)

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's accounts receivable, amounts due from related parties of trade nature and loans to third parties are disclosed in notes 25, 26, 42 and 45.3.

5. REVENUE AND SEGMENT INFORMATION

For the purposes of resources allocation and assessment of segment performance, the executive directors of the Company, being the chief operating decision maker ("**CODM**"), regularly review types of services delivered or provided by focusing on different business models. No operating segments have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group's reportable segments under IFRS 8 Segment are as follows:

- (a) The investment banking is a segment of the Group's operations whereby the Group provides (i) early to late stage financial advisory, merger & acquisition advisory inside and outside mainland China, equity underwriting, sales, trading, and brokerage, and research in Hong Kong and the United States of America (the "**USA**"); and (ii) structured financing dedicated to exploring and developing non-equity financing services for new-economy firms;
- (b) The investment management is a segment of the Group's operations whereby the Group provides fund and asset management for individual and institutional clients, and manages its own investment in funds to obtain investment returns;
- (c) CR Securities comprises the Group's investment banking and asset management businesses in mainland China, which overlap with the other two segments in nature but are otherwise separately operated and focuses on regulated securities market in mainland China and has an independent risk control framework; and
- (d) Others mainly comprise of wealth management business, and investment and management of its own funds. Wealth management business provides value-added wealth management services for high-net-worth individuals and other high net worth groups represented by new-economy entrepreneurs, and this business also helps the Group integrate and enhance investment and management of its own funds.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segment:

	Year ended December 31, 2024				
	Investment banking RMB'000	Investment management RMB'000	CR Securities RMB'000	Others RMB'000	Total consolidated RMB'000
Transaction and advisory fees	224,453	—	105,711	—	330,164
Management fees	—	288,580	—	9,528	298,108
Interest income	—	—	9,925	34,180	44,105
Income from Carried Interest (note)	—	104,727	—	—	104,727
Total revenue	224,453	393,307	115,636	43,708	777,104
Net investment gains/(losses)	—	(76,971)	132,083	7,425	62,537
Total revenue and net investment gains or losses	224,453	316,336	247,719	51,133	839,641
Compensation and benefit expenses	(169,865)	(85,386)	(176,651)	(53,896)	(485,798)
Carried interest to management team and other parties (note)	—	(76,068)	—	—	(76,068)
Investment losses attributable to interest holders of consolidated structured entities	—	27,581	—	—	27,581
Other operating expenses	(89,426)	(80,641)	(150,833)	(33,135)	(354,035)
Finance costs	—	—	(14,493)	(1,590)	(16,083)
Net reversal/(provision) of impairment losses under expected credit loss model	1	24,128	9	(1,016)	23,122
Operating profit/(loss)	(34,837)	125,950	(94,249)	(38,504)	(41,640)
Other income, gains or losses					(44,891)
Investment loss arising from certain incidental and ancillary investments					(76,528)
Share of results of associates					486
Loss before tax					(162,573)
Income tax expense					(48,086)
Loss for the year					(210,659)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment revenue and results (continued)

The following is an analysis of the Group's revenue and results by reportable and operating segment: (continued)

	Year ended December 31, 2023				Total consolidated RMB'000
	Investment banking RMB'000	Investment management RMB'000	CR Securities RMB'000	Others RMB'000	
Transaction and advisory fees	191,827	—	121,116	—	312,943
Management fees	—	434,252	—	22,180	456,432
Interest income	—	30,727	10,682	43,455	84,864
Income from Carried Interest (note)	—	151,855	—	—	151,855
Total revenue	191,827	616,834	131,798	65,635	1,006,094
Net investment gains/(losses)	367	(346,819)	129,245	9,057	(208,150)
Total revenue and net investment gains or losses	192,194	270,015	261,043	74,692	797,944
Compensation and benefit expenses	(174,841)	(28,274)	(215,905)	(59,156)	(478,176)
Carried interest to management team and other parties (note)	—	(111,773)	—	—	(111,773)
Investment losses attributable to interest holders of consolidated structured entities	—	21,244	—	—	21,244
Other operating expenses	(116,369)	(102,393)	(116,555)	(24,371)	(359,688)
Finance costs	—	(10,313)	(16,181)	(24,059)	(50,553)
Net reversal/(provision) of impairment losses under expected credit loss model	29,729	(50,783)	872	3,367	(16,815)
Operating loss	(69,287)	(12,277)	(86,726)	(29,527)	(197,817)
Other income, gains or losses					28,140
Investment loss arising from certain incidental and ancillary investments					(18,311)
Share of results of associates					1,386
Change in fair value of call option					(154,048)
Loss before tax					(340,650)
Income tax expense					(120,343)
Loss for the year					(460,993)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment revenue and results (continued)

Segment profit or loss represents the results of each segment without allocation of corporate items including other income, gains or losses, investment loss arising from certain incidental and ancillary investments, share of results of associates, change in fair value of call option and income tax expense. This is the measure reported to the CODM for the purposes of resource allocation and assessment of segment performance.

Note:

The segment results of investment management reported to the CODM also include the unrealized income from Carried Interest calculated below on an as-if liquidation basis in the segment information as it is a key measure of value creation, a benchmark of the Group's performance and a major factor in the Group's decision making of resource deployment. There is a reversal of unrealized income from Carried Interest of RMB550,501,000 for the year ended December 31, 2024 (2023: a reversal of unrealized income from Carried Interest of RMB1,133,465,000), which are based on the underlying fair value change of the respective funds managed by the Group. The associated expense of the proportion of unrealized Carried Interest is a reversal of carried interest to management team and other parties of RMB389,892,000 for the year ended December 31, 2024 (2023: a reversal of carried interest to management team and other parties of RMB797,442,000), that would be payable to fund management teams and other third parties. The unrealized income from Carried Interest is allocated to the general partners based on the cumulative fund performance to date, subject to the achievement of minimum return levels to limited partners on an as-if liquidation basis. At the end of each reporting period, the general partners calculate the income from Carried Interest that would be due to the general partners for each fund, pursuant to the fund agreements, as if the fair value of the underlying investments were realized as of such date, irrespective of whether such amounts have been realized.

As the fair value of underlying investments vary among reporting periods, it is necessary to make adjustments to amounts presented as income from Carried Interest to reflect either (a) positive performance in the period resulting in an increase in the Carried Interest allocated to the general partners or (b) negative performance in the period that would cause the amounts due to the general partners to be less than the amounts previously presented as revenue, resulting in a negative adjustment to the Carried Interest allocated to the general partners. The proportion of Carried Interest recognized that is allocated to fund management teams and other parties (and only payable as a proportion of any Carried Interest received) is included, on a basis consistent with such income from Carried Interest, as an expense in the investment management segment.

However, during the year ended December 31, 2024, except for RMB104,727,000 (2023: RMB151,855,000) of Carried Interest realized for certain funds, no income from Carried Interest for other funds was recognized as revenue and it will not be recognized as revenue until (a) it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur, or (b) the uncertainty associated with the variable consideration is subsequently resolved. All allocations of Carried Interest as an expense are recognized only when the amounts that will be eventually be paid out can be reliably measured, which is generally at the later stage of the applicable commitment period when the amounts are contractually payable, or "crystallized".

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment assets and liabilities

Information of segment assets and liabilities that are available for reportable and operating segments are not provided to the CODM for their review. Therefore, no analysis of the Group's assets and liabilities by reportable and operating segments are presented.

Geographical information

The Company is domiciled in the Cayman Islands while the Group mainly operates its businesses in the mainland China and Hong Kong. The geographical information of the total revenues and non-current assets is as follows:

	Revenue from external customers Year ended December 31,		Non-current assets (note) At December 31,	
	2024 RMB'000	2023 RMB'000	2024 RMB'000	2023 RMB'000
Mainland China	646,831	862,258	141,873	160,605
Hong Kong	118,027	125,660	6,940	13,821
USA	12,246	18,176	1,626	1,986
	777,104	1,006,094	150,439	176,412

Note: Non-current assets excluded the deferred tax assets and the financial instruments.

Timing of revenue recognition for revenue from contract of customers

	Year ended December 31, 2024 RMB'000	2023 RMB'000
A point of time	434,891	464,798
Over time	298,108	456,432
	732,999	921,230

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Transaction price allocated to remaining performance obligation for contract with customers

The Group receives management fees associated with the management services for the funds that it manages, at a fixed percentage of the commitment under management. The Group also receives management fees associated with the value-added wealth management services provided to high-net-worth individuals and other high net worth groups, at a fixed percentage of assets under each investment management account. The transaction price allocated to the performance obligations in relation to the management fees that were unsatisfied as at December 31, 2024 and 2023 will be recognized as revenue on a straight-line basis over the subscription period as follows:

	At December 31, 2024 RMB'000	2023 RMB'000
Within one year	10,180	11,804
More than one year but not more than two years	1,036	109
	11,216	11,913

The transaction price allocated to the remaining performance obligations in relation to transaction and advisory fees that were unsatisfied as at December 31, 2024 and 2023 and expected timing of recognizing revenue are as follows:

	At December 31, 2024 RMB'000	2023 RMB'000
Within one year	3,540	4,780
More than one year but not more than two years	—	314
	3,540	5,094

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Other segment information

	Year ended December 31, 2024				
	Investment banking RMB'000	Investment management RMB'000	CR Securities RMB'000	Others RMB'000	Total RMB'000
Amounts included in the measure of segment profit or loss:					
Depreciation and amortization	28,167	11,203	35,531	4,216	79,117
Gains on disposal of property and equipment	4	—	—	—	4
	Year ended December 31, 2023				
	Investment banking RMB'000	Investment management RMB'000	CR Securities RMB'000	Others RMB'000	Total RMB'000
Amounts included in the measure of segment profit or loss:					
Depreciation and amortization	33,982	14,827	36,911	2,844	88,564
Losses on disposal of property and equipment	28	—	—	—	28

Information about major customers

Customers that contribute over 10% of the total revenue of the Group are as follows:

		Year ended December 31,	
		2024	2023
		RMB'000	RMB'000
Customer A	Investment management	N/A	140,019
Customer B	Investment management	81,801	N/A

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

6. NET INVESTMENT GAINS/(LOSSES)

	Year ended December 31,	
	2024	2023
	RMB'000	RMB'000
Net realized and unrealized gains or losses from financial assets at FVTPL		
— Wealth management related products	2,550	7,385
— Asset management schemes	136,471	53,435
— Structured finance related products	20	1,160
— Financial bonds	(19,760)	4,459
— Listed equity security investments	(2,845)	82,960
— Convertible notes (note 23)	45,168	(110,655)
— Unlisted investment funds at fair value	33,634	(207,860)
Net realized gains from financial assets at FVTOCI		
— Financial bonds	—	390
Gross gains from consolidated structured entities		
— Asset management schemes	101	1
Gross losses from investments in associates measured at fair value		
— Investment in funds	(135,319)	(47,386)
Dividend income from		
— Wealth management related products	2,517	7,914
— Listed equity security investments	—	1
— Asset management schemes	—	46
	62,537	(208,150)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

7. OTHER OPERATING EXPENSES

	Year ended December 31,	
	2024	2023
	RMB'000	RMB'000
Professional service fees	80,968	84,672
Project related and business development expenses	91,067	67,844
Short-term lease expense	712	2,390
Office expenses	21,094	29,284
Technology expenses	39,886	40,940
Depreciation and amortization	79,117	88,564
Auditor's remuneration	7,934	13,010
Others	33,257	32,984
	354,035	359,688

8. FINANCE COSTS

	Year ended December 31,	
	2024	2023
	RMB'000	RMB'000
Interest on bank borrowings	—	32,063
Interest on lease liabilities	1,408	2,138
Interest on financial assets sold under repurchase agreements	12,493	10,496
Interest on structured notes	2,182	5,856
	16,083	50,553

9. NET REVERSAL/(PROVISION) OF IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL

	Year ended December 31,	
	2024	2023
	RMB'000	RMB'000
Impairment losses recognized on:		
Accounts receivables	2,414	28,187
Other receivables	(1,173)	3,634
Loans to third parties	—	(24,463)
Amounts due from related parties	21,872	(24,197)
Financial assets at FVTOCI	9	24
	23,122	(16,815)

Details of impairment assessment are set out in note 45.3.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

10. OTHER INCOME, GAINS OR LOSSES

	Year ended December 31,	
	2024	2023
	RMB'000	RMB'000
Government grants (note a)	24,261	25,657
Net exchange loss	(1,208)	(7,248)
Impairment loss on investment in a joint venture (note 22)	(58,819)	—
Loss on disposal of investment in an associate (note 21)	(7,682)	—
Impairment loss of intangible asset (note 19)	(4,701)	—
Gain/(losses) on disposal of property and equipment	4	(28)
Others (note b)	3,254	9,759
	(44,891)	28,140

Notes:

- (a) The government grants were mainly incentives provided by local government authorities, which primarily included tax incentive awards, industry support funds granted by local government authorities in Shanghai, the PRC, based on the Group's contribution to the development of the local financial sector.
- (b) Others mainly included:
- An aggregated amount of RMB1,261,000 investment losses attributable to other interest holders of consolidated structured entities holding incidental and ancillary investments of the Group for the year ended December 31, 2024 (2023: RMB9,384,000).
 - An aggregated amount of RMB160,000 charitable donations were made by the Group during the year ended December 31, 2024 (2023: RMB181,000).

11. INVESTMENT LOSS ARISING FROM CERTAIN INCIDENTAL AND ANCILLARY INVESTMENTS

	Year ended December 31,	
	2024	2023
	RMB'000	RMB'000
Investment loss from		
— Unlisted debt and equity security investments	(76,528)	(18,311)

Investment loss arising from certain incidental and ancillary investments represents certain investments made from time to time, the primary type of which include investments in the form of preferred shares of other companies, and other equity holdings in non-associate companies and derivatives.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

12. INCOME TAX EXPENSE

	Year ended December 31, 2024 RMB'000	2023 RMB'000
Current tax:		
Mainland China	40,534	90,413
Hong Kong	—	1,040
	40,534	91,453
Deferred tax (note 20):		
Current year	7,552	28,890
Total income tax expense	48,086	120,343

Mainland China

The applicable tax rate of group entities incorporated in the mainland China is 25%. Certain group entities incorporated in Hainan Region are subject to a tax rate of 15%, according to the local preferential tax policy.

Hong Kong

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first Hong Kong dollars ("HK\$") 2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

USA

The group entity incorporated in the USA is subject to the federal tax rate at 21% and state income tax rate at 6.5% for both years.

Singapore

The group entity incorporated in Singapore is subject to a tax rate of 17% on taxable income.

Cayman Islands and British Virgin Islands ("BVI")

The Company and other group entities incorporated in Cayman Islands are not subject to income or capital gains tax under the law of Cayman Islands. In addition, dividend payments are not subject to withholding tax in the Cayman Islands.

The group entities established in BVI are not subject to income tax or capital gains tax under the law of BVI.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

12. INCOME TAX EXPENSE (CONTINUED)

The income tax expense for the year can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	Year ended December 31,	
	2024	2023
	RMB'000	RMB'000
Loss before tax	(162,573)	(340,650)
Income tax expense calculated at 25%	(40,643)	(85,163)
Effect of expenses that are not deductible	53,897	110,203
Effect of share of results of associates	(122)	(347)
Effect of income that are not taxable	(35,521)	(62,939)
Effect of tax losses not recognized	36,607	123,757
Utilization of tax losses previously not recognized	(2,700)	(40)
Effect of different tax rates of subsidiaries	36,568	34,872
Income tax expense	48,086	120,343

13. LOSS FOR THE YEAR

Loss for the year has been arrived at after charging/(crediting):

	Year ended December 31,	
	2024	2023
	RMB'000	RMB'000
Directors' remuneration:		
— Fees	2,620	902
— Salaries and other benefits	13,779	9,640
— Performance related bonus	1,137	—
— Retirement benefit scheme contributions	410	274
— Equity-settled share-based payments expenses	3,183	11,769
Other staff costs:		
— Salaries, bonus and other allowances	398,982	385,878
— Retirement benefit scheme contributions	30,081	20,050
— Equity-settled share-based payments expenses	35,606	49,663
Total staff costs	485,798	478,176
Depreciation of property and equipment	51,025	60,702
Amortization of intangible assets	28,092	27,862
(Gains)/losses on disposal of property and equipment	(4)	28

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

14. OTHER COMPREHENSIVE INCOME

	Year ended December 31,	
	2024	2023
	RMB'000	RMB'000
Other comprehensive income/(expense) includes:		
<i>Item that will not be reclassified to profit or loss:</i>		
Exchange differences on translation from functional currency to presentation currency	17,019	20,265
<i>Items that may be reclassified subsequently to profit or loss:</i>		
Exchange differences arising on translation of foreign operations	21,996	33,673
Debt instruments measured at FVTOCI		
Fair value losses during the year	(941)	(8,043)
Impairment loss for debt instruments at FVTOCI included in profit or loss	(9)	(24)
Income tax credit that may be reclassified subsequently to profit or loss	238	2,017
	(712)	(6,050)
Other comprehensive income, net of income tax	38,303	47,888

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

14. OTHER COMPREHENSIVE INCOME (CONTINUED)

Income tax effect relating to other comprehensive income/(expense):

	Year ended December 31, 2024			Year ended December 31, 2023		
	Before-tax amount RMB'000	Tax credit RMB'000	Net-of- income tax amount RMB'000	Before-tax amount RMB'000	Tax credit RMB'000	Net-of- income tax amount RMB'000
Item that will not be reclassified to profit or loss:						
Exchange differences on translation from functional currency to presentation currency	17,019	—	17,019	20,265	—	20,265
Items that may be reclassified subsequently to profit or loss:						
Exchange differences on translation of foreign operations	21,996	—	21,996	33,673	—	33,673
Fair value gain or loss on: — debt instruments measured at FVTOCI	(941)	236	(705)	(8,043)	2,011	(6,032)
Reversal of impairment loss for debt instruments at FVTOCI included in profit or loss	(9)	2	(7)	(24)	6	(18)
	38,065	238	38,303	45,871	2,017	47,888

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

15. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

Details of remunerations paid to directors and the chief executive officer of the Company are as follows:

For the year ended December 31, 2024:

	Fees RMB'000	Salaries and other allowances RMB'000	Performance related bonuses RMB'000	Retirement benefit scheme contributions RMB'000	Equity-settled share-based payments expenses RMB'000	Total RMB'000
Executive directors						
Wang Lixing	—	3,274	—	—	456	3,730
Du Yongbo (note iv)	—	3,399	812	115	73	4,399
Hui Yin Ching (note vi)	—	876	—	44	—	920
Bao Fan (note i)	—	287	—	14	508	809
Xie Yi Jing (note ii)	—	2,769	325	114	569	3,777
Lam Ka Cheong Jason (note iii)	—	2,599	—	123	1,577	4,299
	—	13,204	1,137	410	3,183	17,934
Non-executive directors						
Lin Ning David	—	—	—	—	—	—
Sun Chin Hung (note v)	—	575	—	—	—	575
Hui Yin Ching (note vi)	—	—	—	—	—	—
	—	575	—	—	—	575
Independent non- executive directors						
Yao Jue	456	—	—	—	—	456
Ye Junying (note vii)	1,602	—	—	—	—	1,602
Zhao Yue	456	—	—	—	—	456
Alex Liang (note viii)	106	—	—	—	—	106
	2,620	—	—	—	—	2,620
	2,620	13,779	1,137	410	3,183	21,129

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

15. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

Details of remunerations paid to directors and the chief executive officer of the Company are as follows: (continued)

For the year ended December 31, 2023:

	Fees RMB'000	Salaries and other allowances RMB'000	Performance related bonuses RMB'000	Retirement benefit scheme contributions RMB'000	Equity-settled share-based payments expenses RMB'000	Total RMB'000
Executive directors						
Wang Lixing	—	3,204	—	—	1,981	5,185
Bao Fan (note i)	—	3,410	—	155	7,980	11,545
Xie Yi Jing (note ii)	—	3,026	—	119	1,808	4,953
	—	9,640	—	274	11,769	21,683
Non-executive directors						
Li Eric Xun (note ix)	—	—	—	—	—	—
Liu Xing (note ix)	—	—	—	—	—	—
Lin Ning David	—	—	—	—	—	—
	—	—	—	—	—	—
Independent non-executive directors						
Yao Jue	451	—	—	—	—	451
Ye Junying	—	—	—	—	—	—
Zhao Yue	451	—	—	—	—	451
	902	—	—	—	—	902
	902	9,640	—	274	11,769	22,585

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

15. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

Notes:

- (i) Appointed as chairman of the board of directors on July 13, 2011, Mr. Bao Fan was also the chief executive officer of the Company and his remunerations disclosed above include those for services rendered by him as the chief executive officer. The Company announced on February 2, 2024 that, with effect from that day, Mr. Bao Fan resigned as an executive director, the chairman of the board of directors and the chief executive officer of the Company (see announcement dated February 2, 2024 for details).
- (ii) Resigned as executive director on November 29, 2024
- (iii) Appointed as executive director on February 2, 2024 and resigned as executive director on October 8, 2024
- (iv) Appointed as executive director on February 2, 2024
- (v) Appointed as non-executive director on February 2, 2024 and resigned as non-executive director on September 6, 2024
- (vi) Appointed as non-executive director on September 6, 2024 and redesignated as executive director on October 9, 2024.
- (vii) Retired as independent non-executive director on October 9, 2024
- (viii) Appointed as independent non-executive director on October 9, 2024
- (ix) Resigned as non-executive director on July 14, 2023

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

15. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

The executive directors' and non-executive director's remunerations disclosed above were for their services in connection with the management and other affairs of the Company and the Group.

The independent non-executive directors' remunerations shown above were mainly for their services as directors of the Company.

During the year, certain directors were granted restricted shares, in respect of their services to the Group under the restricted share scheme of the Company. Details of the restricted share scheme are set out in note 39.

The five highest paid individuals of the Group during the year included one (2023: two) director, details of whose remuneration are set out as above. Details of the remuneration for the year of the remaining four (2023: three) highest paid employees who are neither director nor chief executive of the Company are as follows:

	Year ended December 31,	
	2024	2023
	RMB'000	RMB'000
Salaries and other benefits	13,498	10,729
Performance related bonus	5,320	720
Equity-settled share-based payments expenses	1,811	6,278
Retirement benefit scheme contributions	543	357
	21,172	18,084

The number of the highest paid employees who are not directors nor chief executive of the Company whose remunerations fell within the following bands is as follows:

	Number of employees	
	2024	2023
HK\$4,500,001 to HK\$5,000,000	1	—
HK\$5,500,001 to HK\$6,000,000	—	1
HK\$6,000,001 to HK\$6,500,000	3	1
HK\$8,000,001 to HK\$8,500,000	—	1
	4	3

During the year, certain non-director and non-chief executive highest paid employees were granted restricted shares, in respect of their services to the Group under the restricted share scheme of the Company. Details of the restricted share scheme are set out in note 39.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

15. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

No remuneration was paid by the Group to the directors of the Company or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived any remuneration during the year ended December 31, 2024.

Ye Junying, the independent non-executive director who was entitled to a cash compensation of HK\$500,000 per annum, has waived any such cash compensation since April 1, 2021 to December 31, 2023. During the year ended December 31, 2024, Ye Junying has withdrawn such waiver and the Company had paid total remuneration of HK\$1,762,000 to Ye Junying.

16. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

	Year ended December 31,	
	2024	2023
Loss for the purpose of calculating basic and diluted loss per share:		
Loss for the year attributable to owners of the Company (RMB'000)	(179,017)	(471,903)
Number of shares:		
Weighted average number of ordinary shares for the purpose of calculating basic and diluted loss per share	511,715,351	504,515,369
Basic loss per share (RMB)	(0.35)	(0.94)
Diluted loss per share (RMB)	(0.35)	(0.94)

The computation of diluted loss per share for the year ended December 31, 2024 and 2023 has not considered the effect of share options and restricted share units given that the effects are anti-dilutive.

17. DIVIDENDS

No dividend has been paid or declared by the Company during the year ended December 31, 2024 and 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

18. PROPERTY AND EQUIPMENT

	Furniture and fixtures RMB'000	Electronic equipment RMB'000	Leasehold improvements RMB'000	Leased properties RMB'000	Motor vehicles RMB'000	Total RMB'000
COST						
At January 1, 2023	5,272	56,608	83,464	326,425	1,087	472,856
Additions	14	1,051	118	817	—	2,000
Disposal	(46)	(104)	—	(25,554)	—	(25,704)
Exchange adjustments	52	177	234	1,623	—	2,086
At December 31, 2023	5,292	57,732	83,816	303,311	1,087	451,238
Additions	223	833	14,996	32,978	—	49,030
Disposal	(415)	(5,543)	(19,324)	(157,109)	—	(182,391)
Exchange adjustments	60	207	247	1,910	—	2,424
At December 31, 2024	5,160	53,229	79,735	181,090	1,087	320,301
DEPRECIATION						
At January 1, 2023	(4,312)	(45,782)	(72,627)	(220,525)	(543)	(343,789)
Provided for the year	(91)	(5,243)	(4,246)	(50,861)	(261)	(60,702)
Eliminated on disposal	27	174	—	24,413	—	24,614
Exchange adjustments	(51)	(262)	(233)	(1,322)	—	(1,868)
At December 31, 2023	(4,427)	(51,113)	(77,106)	(248,295)	(804)	(381,745)
Provided for the year	(31)	(3,555)	(3,454)	(43,746)	(239)	(51,025)
Eliminated on disposal	385	5,404	12,540	153,453	—	171,782
Exchange adjustments	(59)	(195)	(146)	(1,815)	—	(2,215)
At December 31, 2024	(4,132)	(49,459)	(68,166)	(140,403)	(1,043)	(263,203)
NET BOOK VALUES						
At December 31, 2024	1,028	3,770	11,569	40,687	44	57,098
At December 31, 2023	865	6,619	6,710	55,016	283	69,493

The Group as lessee

	Year ended December 31,	
	2024	2023
	RMB'000	RMB'000
Expense relating to short-term leases with lease terms	712	2,390
Total cash outflow for leases	46,588	62,457

For both years, the Group leases various offices for its operations. Lease contracts are entered into for fixed term of 2 to 5 years (2023: 2 to 6 years).

The Group entered into short-term leases for offices. As at December 31, 2024 and 2023, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

19. INTANGIBLE ASSETS

	Domain name RMB'000	Office software RMB'000	Licenses RMB'000	Construction in progress RMB'000	Total RMB'000
COST					
At January 1, 2023	432	164,072	9,014	13,685	187,203
Additions	—	348	—	12,531	12,879
Disposals	—	(1,925)	—	(302)	(2,227)
Transfers from construction in progress	—	20,928	—	(20,928)	—
Exchange adjustments	—	(30)	6	—	(24)
At December 31, 2023	432	183,393	9,020	4,986	197,831
Additions	—	—	—	6,103	6,103
Disposals	—	—	(456)	(2,147)	(2,603)
Transfers from construction in progress	—	5,361	—	(5,361)	—
Exchange adjustments	—	18	3	—	21
At December 31, 2024	432	188,772	8,567	3,581	201,352
ACCUMULATED AMORTIZATION AND IMPAIRMENT					
At January 1, 2023	(432)	(67,740)	—	—	(68,172)
Provided for the year	—	(27,862)	—	—	(27,862)
Disposals	—	1,040	—	—	1,040
Exchange adjustments	—	(2)	—	—	(2)
At December 31, 2023	(432)	(94,564)	—	—	(94,996)
Provided for the year	—	(28,092)	—	—	(28,092)
Impairment	—	(4,701)	—	—	(4,701)
Exchange adjustments	—	(5)	—	—	(5)
At December 31, 2024	(432)	(127,362)	—	—	(127,794)
NET BOOK VALUES					
At December 31, 2024	—	61,410	8,567	3,581	73,558
At December 31, 2023	—	88,829	9,020	4,986	102,835

Licenses are the trading rights of the group entities. The Group assessed them with indefinite useful life as there is no foreseeable limit to the period over which the asset is expected to generate net cash flows to the Group. As a result, the licenses are considered by the management of the Group as having an indefinite useful life because it is expected to contribute to net cash inflows indefinitely. The license will not be amortized until its useful life is determined to be finite. Instead, it will be tested for impairment annually and whenever there is an indication that it may be impaired. During the years ended December 31, 2024 and 2023, there was no impairment of licenses recognized. Reasonably possible changes in key assumptions would not lead to impairment of licenses as of December 31, 2024 and 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

20. DEFERRED TAX ASSETS/LIABILITIES

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

	At December 31, 2024 RMB'000	2023 RMB'000
Deferred tax assets	92,105	122,413
Deferred tax liabilities	(37,461)	(60,455)
	54,644	61,958

The following are the major deferred tax assets and liabilities recognized and movements thereon during the current and prior years:

	Impairment losses on assets RMB'000	Changes in fair value of financial instruments RMB'000	Tax loss RMB'000	Accrued bonus RMB'000	Temporary differences relating to right-of-use assets and lease liabilities RMB'000	Subtotal RMB'000	Changes in fair value of financial instruments RMB'000	Total RMB'000
At January 1, 2023	37,533	6,924	41,934	73,237	1,332	160,960	(72,129)	88,831
(Charge)/credit to profit or loss	(2,074)	—	(1,747)	(34,444)	(282)	(38,547)	9,657	(28,890)
Credit to other comprehensive income	—	—	—	—	—	—	2,017	2,017
At December 31, 2023	35,459	6,924	40,187	38,793	1,050	122,413	(60,455)	61,958
(Charge)/credit to profit or loss	(20,699)	319	10,779	(20,374)	(333)	(30,308)	22,756	(7,552)
Credit to other comprehensive income	—	—	—	—	—	—	238	238
At December 31, 2024	14,760	7,243	50,966	18,419	717	92,105	(37,461)	54,644

No deferred tax liability on withholding tax in connection with dividend was recognized since no distribution from operations in the PRC is expected by the management of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

20. DEFERRED TAX ASSETS/LIABILITIES (CONTINUED)

As at December 31, 2024, the Group had unused tax losses amounting to RMB1,893,030,000 (2023: RMB1,706,892,000), available for offset against future profits. As at December 31, 2024, deferred tax assets have been recognized in respect of tax losses of RMB203,864,000 (2023: RMB160,748,000). As at December 31, 2024, no deferred tax asset has been recognized for the remaining tax losses of RMB1,689,166,000 (2023: RMB1,546,144,000), due to the unpredictability of future profit streams. Unrecognized tax losses of RMB1,032,793,000 (2023: RMB995,486,000) will expire from 2025 to 2029, respectively, and the remaining tax losses will be carried forward indefinitely.

21. INVESTMENTS IN ASSOCIATES

	At December 31, 2024 RMB'000	2023 RMB'000
Investment in an unlisted company (a)	—	14,967
Investments in funds (b)	1,057,810	1,276,689
	1,057,810	1,291,656

(a) Investment in an unlisted company

Name of entity	Place of registration	Principal place of business	Proportion of ownership interest held by the Group At December 31, 2024 2023		Proportion of voting rights held by the Group At December 31, 2024 2023		Principal activity
Fountainhead Partners Holding Company Limited (note i)	Cayman Islands	Cayman Islands	N/A	12.12%	N/A	12.12%	Wealth management

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

21. INVESTMENTS IN ASSOCIATES (CONTINUED)

(a) Investment in an unlisted company (continued)

Note:

- (i) The Group was able to exercise significant influence because it has the power to appoint one out of the five directors under the Articles of Association of respective investee. During the year ended December 31, 2024, the Group has disposed its interest in this unlisted company.

	At December 31	
	2024	2023
	RMB'000	RMB'000
Cost of unlisted investment in an associate	63,976	63,976
Share of post-acquisition profit or loss and other comprehensive income	(10,080)	(10,566)
Impairment loss	(39,721)	(39,721)
Disposal	(7,682)	—
Exchange adjustments	(6,493)	1,278
	—	14,967

(b) Investments in funds

The Group invested in associates that are investment funds it manages, and the Group elected to measure investments in these associates at fair value. Details of such investment funds are summarized as follows:

	At December 31,	
	2024	2023
	RMB'000	RMB'000
Cost of investments in funds	809,162	883,562
Fair value change in funds (note)	177,917	329,929
Exchange adjustments	70,731	63,198
	1,057,810	1,276,689

Note: The changes in fair value of funds of each period were recorded in net investment gains/(losses) in the consolidated statement of profit or loss and other comprehensive income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

21. INVESTMENTS IN ASSOCIATES (CONTINUED)

(b) Investments in funds (continued)

	Place of incorporation	Ownership interest held At December 31,	
		2024	2023
<i>Material Funds</i>			
寧波梅山保稅港區華興領運股權投資合夥企業(有限合夥) (“Ningbo Meishan Bonded Port Area Huaxing Lingyun Equity Investment Partnership (Limited Partnership)”) (“NBHXLJ”)	Ningbo, PRC	1.73%	1.73%
無錫江陰錫興領杰股權投資合夥企業(有限合夥) (“Wuxi Jiangyin Huaxing Lingjie Equity Investment Partnership (Limited Partnership)”) (“WXHXLJ”)	Wuxi, PRC	4.38%	4.38%
Huaxing Capital Partners, II L.P.	Cayman Islands	3.17%	3.17%
Huaxing Capital Partners, III L.P.	Cayman Islands	3.45%	3.45%
Huaxing Growth Capital IV, L.P.	Cayman Islands	4.20%	4.20%
北京瑞智醫療股權投資合夥企業(有限合夥) (“Beijing Ruizhi Medical Equity Investment Partnership (Limited Partnership)”) (“BJRZ Medical”)	Beijing, PRC	8.12%	8.12%

The Group is able to exercise significant influence over the above funds’ operating and financial policies because it manages the funds’ day to day investment and disposition activities on behalf of the funds under the constitutional document of the above funds.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

21. INVESTMENTS IN ASSOCIATES (CONTINUED)

(b) Investments in funds (continued)

Summarized financial information of material fund investments

	At December 31,	
	2024	2023
	RMB'000	RMB'000
<i>Material Funds</i>		
NBHXLY		
Net asset value	5,433,748	6,208,747
Total comprehensive expense for the year	(108,268)	(605,522)
WXHXLJ		
Net asset value	1,040,204	1,099,572
Total comprehensive (expense)/income for the year	(59,368)	4,919
Huaxing Capital Partners, II L.P.		
Net asset value	425,190	694,510
Total comprehensive expense for the year	(225,984)	(8,288)
Huaxing Capital Partners, III L.P.		
Net asset value	4,317,565	4,477,362
Total comprehensive expense for the year	(183,901)	(433,422)
Huaxing Growth Capital IV, L.P.		
Net asset value	2,295,796	2,477,109
Total comprehensive expense for the year	(218,281)	(115,872)
BJRZ Medical		
Net asset value	2,219,580	3,186,261
Total comprehensive expense for the year	(935,162)	(30,502)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

21. INVESTMENTS IN ASSOCIATES (CONTINUED)

(b) Investments in funds (continued)

Aggregate information of fund investments that are not individually material

	Year ended December 31,	
	2024	2023
	RMB'000	RMB'000
The Group's share of fair value change in funds for the year	(39,676)	(47,831)
Aggregated carrying amount of the Group's investments in funds	479,157	581,868

22. INVESTMENT IN A JOINT VENTURE

Details of the Group's investment in a joint venture are as follows:

	At December 31	
	2024	2023
	RMB'000	RMB'000
Cost of unlisted investments in a joint venture	100,000	—
Less: Impairment losses	(58,819)	—
Exchange adjustment	622	—
	41,803	—

Details of the Group's joint venture at the end of the reporting period are as follows:

Name of entity	Place of registration	Principal place of business	Proportion of ownership interest held by the Group		Principal activity
			At December 31, 2024	2023	
無錫群興股權投資管理有限公司 ("Wuxi Qunxing") (note i)	Wuxi, PRC	PRC	40.82%	—	Investment Holding

Note:

- (i) The Group and another shareholder held 40.82% and 59.18% equity interests in Wuxi Qunxing, respectively. Unanimous consent from both shareholders is required to approve for decision on directing the relevant activities of Wuxi Qunxing, and hence the Group's interest in Wuxi Qunxing is accounted for as a joint venture.

The principal activity of Wuxi Qunxing is the investment holding of 3.49% in CR Securities. The carrying amount of the investment in Wuxi Qunxing is tested for impairment in accordance with IAS 36 by comparing its recoverable amount with its carrying amount. The investment in Wuxi Qunxing was impaired by RMB58,819,000 as at December 31, 2024.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets mandatorily measured at FVTPL:

	At December 31, 2024 RMB'000	2023 RMB'000
Current		
Unlisted cash management products (note a)	290,130	58,243
Money market funds (note b)	264,412	468,329
Listed financial bonds (note c)	2,453,954	2,415,343
Convertible notes (note d)	—	61,335
	3,008,496	3,003,250
Non-current		
Unlisted investment funds at fair value (note e)	604,134	680,854
Unlisted debt security investments (note f)	1,272,048	439,873
Unlisted equity security investments (note g)	56,155	66,022
Call option for obtaining non-controlling interests (note h)	282,032	282,032
	2,214,369	1,468,781

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

Notes:

- (a) The Group purchased cash management products with expected rates of return per annum ranging from 1.10% to 5.43% as at December 31, 2024 (2023: 4.17% to 5.43%). The fair values are based on cash flow discounted using the expected rate of return based on management judgment.
- (b) The Group invested in money market funds through its consolidated asset management schemes. As these money market funds held by the Group were managed within a business model whose objective is to sell these investments and the contractual terms do not give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding, they were subsequently measured at FVTPL.
- (c) The Group invested in financial bonds with fixed interest rates ranging from 2.16% to 5.08% as at December 31, 2024 (2023: 0.10% to 5.08%) and can be traded in the public bonds market at any time and settled at the prevailing market prices. As these financial bonds held by the Group were managed within a business model whose objective is to sell the debt instruments, they were subsequently measured at FVTPL.
- (d) The Group invested in convertible notes with fixed interest rates of 10% (2023: 10%) and with terms of within one year, which may be extended by the investee pursuant to its terms. The Group had conversion right to convert notes into equity shares of investee before the maturity date. On February 13, 2023, the final repayment date was extended by the investee to April 11, 2024 pursuant to its terms. In 2024, the Group and other lenders of the syndicated convertible note facility entered into a standstill agreement with the investee for a period ended October 11, 2024, whereby the lenders agreed not to make any claim, enforcement action or proceeding against the investee, whilst the investee explored other refinancing opportunities. The Group had the right to terminate the standstill agreement early.

On September 25, 2024 and September 30, 2024, convertible notes with an aggregate principal amount and carrying amount of USD25 million and USD8.7 million, respectively, were disposed at an aggregate consideration of USD15 million. The aggregate gain on disposal of convertible notes of USD6.3 million (equivalent to approximately RMB45,168,000) is recorded in the net investment gains/(losses) in the consolidated statement of profit or loss and other comprehensive income.

- (e) The fair values of the unlisted investment funds are based on the net asset values of the investment funds reported to the limited partners by the general partners at the end of the reporting period. The fair value changes are recorded in the net investment gains/(losses) in the consolidated statement of profit or loss and other comprehensive income.
- (f) These investments represent investments in the preferred shares of unlisted companies, and subsequent fair value change of the investments are recorded in the investment loss arising from certain incidental and ancillary investments in the consolidated statement of profit or loss and other comprehensive income.
- (g) These investments represent equity investments in the unlisted companies, and subsequent fair value change of the investments are recorded in the investment loss arising from certain incidental and ancillary investments in the consolidated statement of profit or loss and other comprehensive income.
- (h) The Group holds a call option to obtain any non-controlling interests from the non-controlling shareholders of a subsidiary of the Group, 華興證券有限公司 (“**China Renaissance Securities (China) Co., Ltd.**”) (“**CR Securities**”), at the book value of the non-controlling interests exercisable at any time after its establishment. The fair value of call option as at December 31, 2024 amounted to RMB282,032,000 (2023: RMB282,032,000). The call option is not traded in an active market and the respective fair value is determined by using valuation technique. The fair value has been determined in accordance with Black Scholes model based on fair value of underlying net assets of CR Securities and the estimate of the exercise time of the call option.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

24. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	At December 31, 2024 RMB'000	2023 RMB'000
Listed financial bonds	48,688	49,629
Less: Non-current portion	—	(49,629)
	48,688	—

The total cost of the financial bonds as of December 31, 2024 was RMB50,000,000 (2023: RMB50,000,000) and the fair value as of December 31, 2024 was RMB48,688,000 (2023: RMB49,629,000), and with changes in fair value recorded in other comprehensive expense in the consolidated statement of profit or loss and other comprehensive income. The expected credit losses of financial bonds amounting to RMB3,000 as of December 31, 2024 (2023: RMB12,000) was recognized in other reserves.

25. LOANS TO THIRD PARTIES

	At December 31, 2024 RMB'000	2023 RMB'000
Wallaby Medical Holding, Inc. ("Wallaby") (note a)	212,978	209,846
Less: Impairment loss allowance	(144,144)	(142,024)
	68,834	67,822
Less: Non-current portion	—	(67,822)
	68,834	—

Note:

- (a) In March 2022, the Group entered into agreement with Wallaby, a third party. A loan amounting to US\$24,935,000 (equivalent to approximately RMB173,662,000) as at December 31, 2022 was made to Wallaby. The loan will be repaid on the second anniversary of the loan origination, which could be extended for 12 months by Wallaby pursuant to its terms. The interest rates from first year to third year were 8%, 8.5% and 9.5% per annum, respectively, plus 7% compound interest per annum. In February 2024, the maturity date of the loan was extended by Wallaby for 12 months to April 2025 pursuant to its terms.

Details of impairment assessment of loans to third parties for the year ended December 31, 2024 are set out in note 45.3.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

26. ACCOUNTS AND OTHER RECEIVABLES

	At December 31, 2024 RMB'000	2023 RMB'000
Accounts receivables		
— Accounts receivable (note a)	55,424	44,398
— Open trade receivable (note b)	380,416	599,807
Advance to suppliers	11,517	8,296
Other receivables		
— Refundable deposits (note c)	187,765	86,320
— Restricted Amounts (note 47)	78,768	77,669
— Staff loans	27,348	28,179
— Value-added tax recoverable	4,505	1,820
Others	15,388	41,668
	761,131	888,157
Less: Impairment loss allowance	(1,325)	(2,571)
	759,806	885,586

Notes:

- (a) The Group allows an average credit period of 180 days for its customers. The following is an aging analysis of accounts receivables based on invoice dates (net of impairment loss allowance) at the end of the reporting periods:

	At December 31, 2024 RMB'000	2023 RMB'000
0–30 days	47,214	30,232
31–60 days	366	2,593
61–90 days	876	2,239
91–180 days	2,033	4,904
181–360 days	4,676	1,594
Over 1 year	249	411
	55,414	41,973

Details of impairment assessment of accounts and other receivables for the year ended December 31, 2024 and 2023 are set out in note 45.3.

- (b) Open trade receivable arose from the Group's brokerage business in respect of securities trading. As the Group currently does not have an enforceable right to offset these receivables with corresponding payables to counterparties, the two balances are presented separately.
- (c) Refundable deposits mainly represent deposits in Stock Exchange.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

27. FINANCIAL ASSETS PURCHASED UNDER RESALE AGREEMENTS

	At December 31, 2024 RMB'000	2023 RMB'000
Analyzed by collateral type:		
— Debt securities	19,000	—
Analyzed by market:		
— Stock exchanges	19,000	—

As at December 31, 2024, the fair value of the collateral was RMB19,000,000.

28. CASH AND CASH EQUIVALENTS AND CASH HELD ON BEHALF OF BROKERAGE CLIENTS

Cash and cash equivalents comprise cash and bank balances held by the Group with original maturity within three months and accrued interest at prevailing market interest rates ranging from 0.01% to 4.75% (2023: 0.01% to 5.98%) per annum as at December 31, 2024.

The Group maintains segregated deposit account to hold cash on behalf of brokerage clients arising from its brokerage business, amounting to RMB1,563,370,000 as at December 31, 2024 (2023: RMB272,925,000). The Group has recognized the corresponding amount in payable to brokerage clients as set out in note 32.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

29. ACCOUNTS AND OTHER PAYABLES

	At December 31,	
	2024	2023
	RMB'000	RMB'000
Salaries, bonus and other benefit payables	38,183	102,551
Open trade payable (note a)	499,537	628,104
Other payables	59,230	66,875
Consultancy fee payables	44,590	38,347
Carried interests to management team and other parties	113,801	46,077
Other tax payables	6,014	6,961
Accrued expenses	11,837	16,008
	773,192	904,923

Note:

- (a) No aging analysis is disclosed. In the opinion of the directors of the Company, the aging analysis does not give additional value to the readers of these consolidated financial statements in view of the nature of the business.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

30. FINANCIAL ASSETS SOLD UNDER REPURCHASE AGREEMENTS

	At December 31, 2024 RMB'000	2023 RMB'000
Analyzed by collateral type:		
— Debt securities	592,521	482,034
Add: Interest payable	1,574	544
	594,095	482,578
Analyzed by market:		
— Stock exchanges	594,095	482,578

Sales and repurchase agreements are transactions in which the Group sells a security and simultaneously agrees to repurchase it (or an asset that is substantially the same) at the agreed date and price. The repurchase prices are fixed and the Group is still exposed to substantially all the credit risks, market risks and rewards of those securities transferred. These securities are not derecognized from the consolidated financial statements but regarded as “collateral” for the liabilities because the Group retains substantially all the risks and rewards of these securities.

The proceeds from selling such securities are presented as financial assets sold under repurchase agreements. Since the Group transfers contractual rights to receive the cash flows of the securities, it does not have the ability to sell or repledge these transferred securities during the term of these arrangements. Financial assets sold under repurchase agreements bear effective interest from 1.67% to 2.03% (2023: 2.39% to 2.60%) per annum.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

30. FINANCIAL ASSETS SOLD UNDER REPURCHASE AGREEMENTS (CONTINUED)

The following tables provide a summary of carrying amounts and fair values related to the transferred financial assets that are not derecognized in their entirety and the associated liabilities:

	At December 31, 2024 RMB'000	2023 RMB'000
Carrying amount of transferred assets		
— Financial assets at FVTPL	1,146,324	982,011
— Financial assets at FVTOCI	48,688	49,629
Carrying amount of associated liabilities	(594,095)	(482,578)
Net position	600,917	549,062

31. SHORT-TERM DEBT INSTRUMENT ISSUED

	As at December 31, 2024 RMB'000	2023 RMB'000
Structured notes	—	93,806

As at December 31, 2023, the interest rates of structured notes range from 3.10% to 3.30% per annum.

32. PAYABLE TO BROKERAGE CLIENTS

The majority of the payable balance is repayable on demand except where certain balances represent margin deposits and cash collateral received from clients for their trading activities under normal course of business. Only the excess amounts over the required margin deposits and cash collateral stipulated are repayable on demand.

Payable to brokerage clients mainly include cash held on behalf of clients at the banks and at the clearing houses by the Group, and are interest-bearing at the prevailing market interest rate.

As at December 31, 2024, the cash received from clients for securities lending and margin financing arrangement as collaterals, included in the Group's accounts payable to brokerage clients amounted to were approximately RMB1,563,370,000 (2023: RMB272,925,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

33. PAYABLES TO INTEREST HOLDERS OF CONSOLIDATED STRUCTURED ENTITIES

Payables to interest holders of consolidated structured entities consist of third-party holders' interests in these consolidated structured entities which are recognized as a liability since the Group has the obligation to pay other investors or limited partners upon the maturity dates of the structured entities based on the net asset value and related terms of those consolidated structured entities.

34. CONTRACT LIABILITIES

	At December 31, 2024 RMB'000	2023 RMB'000
Prepaid management fees	1,193	2,940
Advance from related parties (note 42)	2,347	8,973
Advance from customers	11,216	5,094
	14,756	17,007
Less: Non-current portion	(1,036)	(423)
	13,720	16,584

The following table shows how much of the revenue recognized in the current year relates to carried-forward contract liabilities.

	Year ended December 31, 2024 RMB'000	2023 RMB'000
Revenue recognized that was included in the contract liabilities balance at the beginning of the year	15,470	23,745

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

35. LEASE LIABILITIES

	Year ended December 31,	
	2024	2023
	RMB'000	RMB'000
Lease liabilities payable:		
Within one year	20,673	35,540
Within a period of more than one year but not more than two years	15,388	12,364
Within a period of more than two years but not more than five years	6,380	5,120
	42,441	53,024
Less: Amount due for settlement with 12 months shown under current liabilities	(20,673)	(35,540)
Amount due for settlement after 12 months shown under non-current liabilities	21,768	17,484

The weighted average incremental borrowing rates applied to lease liabilities is 2.50% (2023: 2.87%).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

36. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Lease liabilities RMB'000	Structured notes RMB'000	Payables to interest holders of consolidated structured entities RMB'000	Total RMB'000
At January 1, 2024	53,024	93,806	169,933	316,763
Financing cash flows	(45,876)	(95,988)	273,363	131,499
Non-cash changes:				
Accrued interest expense	1,408	2,182	—	3,590
New leases entered	30,651	—	—	30,651
Investment losses attributable to interest holders of consolidated structured entities	—	—	(27,581)	(27,581)
Other loss arising from incidental and ancillary investments	—	—	(1,261)	(1,261)
Effect of exchange rate change	3,234	—	(3,499)	(265)
At December 31, 2024	42,441	—	410,955	453,396

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

36. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (CONTINUED)

	Bank borrowings RMB'000	Lease liabilities RMB'000	Dividend payable RMB'000	Structured notes RMB'000	Payables to interest holders of consolidated structured entities RMB'000	Total RMB'000
At January 1, 2023	2,124,493	109,826	10,414	236,648	223,046	2,704,427
Financing cash flows	(2,156,556)	(60,067)	(21,328)	(148,698)	(21,320)	(2,407,969)
Non-cash changes:						
Accrued interest expense	32,063	2,138	—	5,856	—	40,057
New leases entered	—	811	—	—	—	811
Dividends declared to shareholders and non-controlling shareholders	—	—	10,664	—	—	10,664
Investment losses attributable to interest holders of consolidated structured entities	—	—	—	—	(21,244)	(21,244)
Other loss arising from incidental and ancillary investments	—	—	—	—	(9,384)	(9,384)
Effect of exchange rate change	—	316	250	—	(1,165)	(599)
At December 31, 2023	—	53,024	—	93,806	169,933	316,763

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

37. SHARE CAPITAL

	Number of shares	Nominal value per share US\$	Share capital US\$	Amount shown in the financial statement RMB
Authorized				
At January 1, 2023, December 31, 2023 and December 31, 2024	2,000,000,000	0.000025	50,000	
Issued				
At January 1, 2023 and December 31, 2023	568,397,776		14,210	93,194
Share options exercised	3,800,000	0.000025	95	640
At December 31, 2024	572,197,776		14,305	93,834
At December 31, 2024				
			2024	2023
			RMB'000	RMB'000
Presented as			94	93

38. NON-CONTROLLING INTERESTS

	At December 31,	2023
	2024	2023
	RMB'000	RMB'000
Balance at beginning of the year	1,037,534	1,037,790
Total comprehensive (expense)/income for the year	(31,357)	10,408
Dividend distribution	(1,000)	(10,664)
Balance at end of the year	1,005,177	1,037,534

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

39. SHARE-BASED PAYMENTS

(a) Details of the employee share option scheme of the Company

The employee share option scheme of the Company (the “**Scheme**”) was adopted pursuant to a resolution passed on August 24, 2012 for the primary purpose of providing incentives to eligible employees. The maximum number of shares that may be issued under the Scheme shall be 18,750,000 ordinary shares. Subsequently in 2015, the maximum number was approved to be expanded to 22,826,087 ordinary shares. After the share subdivision on August 10, 2018, the maximum number was adjusted to 91,304,348 ordinary shares.

Details of specific categories of options are as follows:

Date of grant	Number of shares	Exercise price
2012.11.05	275,000	US\$1.0
2013.01.01	300,000	US\$1.0
2013.03.29	150,000	US\$1.0
2013.05.13	750,000	US\$1.0
2014.01.01	1,375,000	US\$1.0
	2,850,000	US\$1.0 (note)
2015.01.01	7,475,000	US\$1.0
2015.10.01	50,000	US\$1.0
2016.01.01	125,000	US\$1.0
2016.01.01	1,450,000	US\$2.5
2016.07.01	2,550,000	US\$2.5
2017.01.01	800,000	US\$2.5
2017.04.01	7,780,000	US\$2.5
2017.10.01	200,000	US\$2.5
2018.04.01	3,195,000	US\$3.0

All of these number of shares are before the share subdivision.

Note: As at January 1, 2015, the Company modified the exercise price of 2,850,000 share options that had been issued up to December 31, 2014 from US\$1.50 per share to US\$1.00 per share. The incremental fair value of US\$448,000 (equivalent to approximately RMB2,797,000) was recognized immediately for the vested share options in the consolidated statement of profit or loss and other comprehensive income, and the incremental fair value of US\$293,000 (equivalent to approximately RMB1,829,000) would be recognized over the remaining vesting period for the unvested share options.

The share options shall be subject to a five-year vesting schedule and shall vest twenty percent on each anniversary from the vesting commencement date and on the same day in subsequent year, subject to the participant continuing to be an employee through each vesting date. The contractual life of the share options is 10 years. The Company’s share option contract was adjusted to 15 years on March 30, 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

39. SHARE-BASED PAYMENTS (CONTINUED)

(a) Details of the employee share option scheme of the Company (continued)

The following tables disclose details of the share options held by existing employees and directors of the Group and movements in such holdings:

Date of grant	Exercise price per share before share subdivision US\$	Exercise price per share after share subdivision US\$	Number of share options					Outstanding at December 31, 2024
			Outstanding at January 1, 2024	Granted during 2024	Exercised during 2024	Forfeited during 2024	Cancelled during 2024	
Employees:								
2012.11.05	1	0.25	440,000	–	–	–	–	440,000
Executive director:								
Lam Ka Cheong	1	0.25	300,000	–	(300,000)	–	–	–
			300,000	–	(300,000)	–	–	–
2013.05.13	1	0.25	300,000	–	(300,000)	–	–	–
Executive director:								
Lam Ka Cheong	1	0.25	100,000	–	(100,000)	–	–	–
			100,000	–	(100,000)	–	–	–
Employees:	1	0.25	526,000	–	–	–	–	526,000
2014.01.01	1	0.25	626,000	–	(100,000)	–	–	526,000
Executive director:								
Wang Lixing	1	0.25	350,000	–	–	–	–	350,000
Lam Ka Cheong	1	0.25	3,400,000	–	(3,400,000)	–	–	–
			3,750,000	–	(3,400,000)	–	–	350,000
Employees:	1	0.25	932,000	–	–	–	–	932,000
2015.01.01	1	0.25	4,682,000	–	(3,400,000)	–	–	1,282,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

39. SHARE-BASED PAYMENTS (CONTINUED)

(a) Details of the employee share option scheme of the Company (continued)

The following tables disclose details of the share options held by existing employees and directors of the Group and movements in such holdings: (continued)

Date of grant	Exercise price per share before share subdivision US\$	Exercise price per share after share subdivision US\$	Number of share options					Outstanding at December 31, 2024
			Outstanding at January 1, 2024	Granted during 2024	Exercised during 2024	Forfeited during 2024	Cancelled during 2024	
2015.10.01	1	0.25	62,500	–	–	–	–	62,500
2016.01.01	1	0.25	200,000	–	–	–	–	200,000
Executive director:								
Wang Lixing	2.5	0.625	771,092	–	–	–	–	771,092
			771,092	–	–	–	–	771,092
Employees:	2.5	0.625	478,000	–	–	–	–	478,000
2016.01.01	2.5	0.625	1,249,092	–	–	–	–	1,249,092
2016.07.01	2.5	0.625	470,000	–	–	–	–	470,000
Executive directors:								
Wang Lixing	2.5	0.625	700,000	–	–	–	–	700,000
			700,000	–	–	–	–	700,000
Employees:	2.5	0.625	2,551,000	–	–	–	–	2,551,000
2017.04.01	2.5	0.625	3,251,000	–	–	–	–	3,251,000
Employees:								
2017.10.01	2.5	0.625	320,000	–	–	–	–	320,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

39. SHARE-BASED PAYMENTS (CONTINUED)

(a) Details of the employee share option scheme of the Company (continued)

The following tables disclose details of the share options held by existing employees and directors of the Group and movements in such holdings: (continued)

Date of grant	Exercise price per share before share subdivision US\$	Exercise price per share after share subdivision US\$	Number of share options					Outstanding at December 31, 2024
			Outstanding at January 1, 2024	Granted during 2024	Exercised during 2024	Forfeited during 2024	Cancelled during 2024	
Executive directors:								
Bao Fan	3	0.75	80,000	—	—	—	—	80,000
Du Yongbo	3	0.75	380,000	—	—	—	—	380,000
Lam Ka Cheong	3	0.75	400,000	—	—	—	—	400,000
Xie Yi Jing	3	0.75	400,000	—	—	—	—	400,000
Wang Lixing	3	0.75	900,000	—	—	—	—	900,000
			2,160,000	—	—	—	—	2,160,000
Employees:	3	0.75	3,819,188	—	—	—	—	3,819,188
2018.04.01	3	0.75	5,979,188	—	—	—	—	5,979,188
			17,579,780	—	(3,800,000)	—	—	13,779,780
Exercisable at the end of the year			17,579,780					13,779,780
Weighted average exercise price			US\$0.53	—	US\$0.25	—	—	US\$0.61

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

39. SHARE-BASED PAYMENTS (CONTINUED)

(a) Details of the employee share option scheme of the Company (continued)

The following tables disclose details of the share options held by existing employees and directors of the Group and movements in such holdings:

Date of grant	Exercise price per share before share subdivision US\$	Exercise price per share after share subdivision US\$	Number of share options					Outstanding at December 31, 2023
			Outstanding at January 1, 2023	Granted during 2023	Exercised during 2023	Forfeited during 2023	Cancelled during 2023	
Employees:								
2012.11.05	1	0.25	440,000	—	—	—	—	440,000
2013.05.13	1	0.25	300,000	—	—	—	—	300,000
2014.01.01	1	0.25	626,000	—	—	—	—	626,000
Executive director:								
Wang Lixing	1	0.25	350,000	—	—	—	—	350,000
			350,000	—	—	—	—	350,000
Employees:	1	0.25	4,332,000	—	—	—	—	4,332,000
2015.01.01	1	0.25	4,682,000	—	—	—	—	4,682,000
2015.10.01	1	0.25	62,500	—	—	—	—	62,500
2016.01.01	1	0.25	200,000	—	—	—	—	200,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

39. SHARE-BASED PAYMENTS (CONTINUED)

(a) Details of the employee share option scheme of the Company (continued)

The following tables disclose details of the share options held by existing employees and directors of the Group and movements in such holdings: (continued)

Date of grant	Exercise price per share before share subdivision US\$	Exercise price per share after share subdivision US\$	Number of share options					Outstanding at December 31, 2023
			Outstanding at January 1, 2023	Granted during 2023	Exercised during 2023	Forfeited during 2023	Cancelled during 2023	
Executive director:								
Wang Lixing	2.5	0.625	771,092	—	—	—	—	771,092
			771,092	—	—	—	—	771,092
Employees:	2.5	0.625	478,000	—	—	—	—	478,000
2016.01.01	2.5	0.625	1,249,092	—	—	—	—	1,249,092
2016.07.01	2.5	0.625	470,000	—	—	—	—	470,000
Executive directors:								
Bao Fan	2.5	0.625	—	—	—	—	—	—
Wang Lixing	2.5	0.625	700,000	—	—	—	—	700,000
			700,000	—	—	—	—	700,000
Employees:	2.5	0.625	2,551,000	—	—	—	—	2,551,000
2017.04.01	2.5	0.625	3,251,000	—	—	—	—	3,251,000
Employees:								
2017.10.01	2.5	0.625	320,000	—	—	—	—	320,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

39. SHARE-BASED PAYMENTS (CONTINUED)

(a) Details of the employee share option scheme of the Company (continued)

The following tables disclose details of the share options held by existing employees and directors of the Group and movements in such holdings: (continued)

Date of grant	Exercise price per share before share subdivision US\$	Exercise price per share after share subdivision US\$	Number of share options					Outstanding at December 31, 2023
			Outstanding at January 1, 2023	Granted during 2023	Exercised during 2023	Forfeited during 2023	Cancelled during 2023	
Executive directors:								
Bao Fan	3	0.75	80,000	—	—	—	—	80,000
Xie Yi Jing	3	0.75	400,000	—	—	—	—	400,000
Wang Lixing	3	0.75	900,000	—	—	—	—	900,000
			1,380,000	—	—	—	—	1,380,000
Employees:	3	0.75	4,710,188	—	—	(111,000)	—	4,599,188
2018.04.01	3	0.75	6,090,188	—	—	(111,000)	—	5,979,188
			17,690,780	—	—	(111,000)	—	17,579,780
Exercisable at the end of the year			16,310,780					17,579,780
Weighted average exercise price			US\$0.53	—	—	US\$0.75	—	US\$0.53

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

39. SHARE-BASED PAYMENTS (CONTINUED)

(b) Fair value of share options granted

The valuation of the share option was performed by an independent qualified professional valuer not connected with the Group. Options were priced using a binomial option pricing model. The main inputs used in the model include fair value of the Company's share as of the grant date, exercise price, expected volatility, expected life, risk-free interest rate and the expected dividend yield.

The inputs used in the model are as follows:

Date of grant	2013.03.29 and											
	2018.04.01	2017.10.01	2017.04.01	2017.01.01	2016.07.01	2016.01.01	2015.10.01	2015.01.01	2014.01.01	2013.05.13	2013.01.01	2012.11.05
Grant date												
share price before Share												
Subdivision	US\$8.49	US\$5.82	US\$5.25	US\$5.17	US\$4.54	US\$4.67	US\$4.67	US\$2.76	US\$2.76	US\$2.76	US\$2.76	US\$2.76
Exercise price before Share						US\$1.00/						
Subdivision	US\$3.00	US\$2.50	US\$2.50	US\$2.50	US\$2.50	US\$2.50	US\$1.00	US\$1.00	US\$1.00	US\$1.00	US\$1.00	US\$1.00
Expected volatility	39.00%	37.00%	38.00%	38.00%	40.00%	40.00%	40.00%	40.00%	40.00%	40.00%	40.00%	40.00%
Expected life (years)	10	10	10	10	10	10	10	10	10	10	10	10
Risk-free interest rate	1.91%	3.04%	3.15%	3.21%	2.12%	2.94%	2.79%	2.49%	2.49%	2.49%	2.49%	2.49%
Expected dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

The weighted average remaining contractual life of share options outstanding as at December 31, 2024 was 6.83 years (2023: 7.56 years).

A share-based compensation expenses of RMB nil for share options has been recognized in profit or loss for the year ended December 31, 2024 (2023: RMB290,000).

(c) Details of the employee restricted share scheme of the Company

The 2018 Restricted Share Unit ("RSU") Plan of the Company was adopted pursuant to a resolution passed on June 15, 2018 for the primary purpose of providing incentives to eligible employees, directors and consultants. 10,000,000 shares (adjusted as 40,000,000 after share subdivision) have been issued to Honor Equity Limited and Sky Allies Development Limited (the "Trusts") for distribution of shares corresponding to RSUs. The Company has control over the Trusts and waived the consideration for shares issued.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

39. SHARE-BASED PAYMENTS (CONTINUED)

(c) Details of the employee restricted share scheme of the Company (continued)

The Trusts purchase the Company's shares in the open market using cash contributed by the Company to satisfy awards made under the share award scheme.

(i) Time-based RSU

Details of specific categories of time-based RSU are as follows:

Date of grant	Grantee	Number of shares	Grant date share price	Vesting period	Discount for lack of marketability ("DLOM")
2019.04.01	Employees and non-employees	4,118,619	HK\$21.60	Yearly over four years with yearly instalments after April 1, 2019	13.66% (note a)
2019.04.01	Employees	508,290	HK\$21.60	Yearly over four years with yearly instalments after April 1, 2019	N/A (note b)
2019.10.01	Employees	500,000	HK\$15.14	Yearly over four years with yearly instalments after October 1, 2019	13.32% (note a)
2019.10.01	Employees	100,000	HK\$15.14	50% will be vested on October 1, 2021 and 50% will be vested yearly over two years with yearly instalments after October 1, 2021	13.83% (note a)
2020.04.01	Employees	4,693,616	HK\$11.86	Yearly over three years with yearly instalments after April 1, 2020	N/A
2021.04.01	Employees	2,509,112	HK\$30.65	Yearly over three years with yearly instalments after April 1, 2021	N/A
2021.07.01	Employees	25,016	HK\$23.50	Yearly over three years with yearly instalments after April 1, 2021	N/A
2021.10.01	Employees	10,000	HK\$19.42	Fully vested on October 1, 2021	N/A
2022.04.01	Employees	7,174,935	HK\$9.43	Yearly over three years with yearly instalments after April 1, 2022	N/A
2022.04.01	Employees	300,000	HK\$9.43	Yearly over two years with yearly instalments after April 1, 2022	N/A
2022.07.01	Employees	75,314	HK\$9.84	Yearly over three years with yearly instalments after July 1, 2022	N/A
2022.09.01	Employees	1,105,000	HK\$8.88	Yearly over three years with yearly instalments after September 1, 2022	N/A
2023.07.01	Employees	2,792,152	HK\$7.27	Yearly over three years with yearly instalments after July 1, 2023	N/A
2024.10.31	Employees	1,000,000	HK\$3.39	100% will be vested on December 31, 2024	N/A

Notes:

- (a) 40%, 30% and 10% of vested shares cannot be disposed of during the lockup period of three years from vested date.
- (b) On September 1, 2022, the lockup period of 508,290 time-based RSU granted on April 1, 2019 was removed and the incremental fair value of RMB531,000 would be recognized in the consolidated statement of profit or loss and other comprehensive income over the remaining vesting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

39. SHARE-BASED PAYMENTS (CONTINUED)

(c) Details of the employee restricted share scheme of the Company (continued)

(i) Time-based RSU (continued)

A summary of the time-based RSU activities is as follows:

Outstanding shares	Outstanding at January 1, 2024	Granted during 2024	Vested during 2024	Forfeited during 2024	Outstanding at December 31, 2024
Executive directors:					
Bao Fan	127,073	—	(127,073)	—	—
Xie Yi Jing	30,498	—	(30,498)	—	—
Wang Lixing	77,730	—	(77,730)	—	—
Lam Ka Cheong Jason	51,820	—	(51,820)	—	—
Du Yongbo	85,774	—	(85,774)	—	—
Employees	372,895	—	(372,895)	—	—
	602,620	—	(582,551)	(20,069)	—
2019.04.01	975,515	—	(955,446)	(20,069)	—
2019.10.01	125,000	—	(125,000)	—	—
2019.10.01	12,500	—	(12,500)	—	—
Executive directors:					
Bao Fan	168,927	—	(168,927)	—	—
Xie Yi Jing	45,047	—	(45,047)	—	—
Wang Lixing	88,242	—	(88,242)	—	—
Lam Ka Cheong Jason	36,038	—	(36,038)	—	—
Du Yongbo	159,938	—	(159,938)	—	—
Employees	498,192	—	(498,192)	—	—
	590,153	—	(590,153)	—	—
2020.04.01	1,088,345	—	(1,088,345)	—	—
Executive directors:					
Bao Fan	425,594	—	(425,594)	—	—
Xie Yi Jing	52,140	—	(52,140)	—	—
Wang Lixing	124,987	—	(124,987)	—	—
Lam Ka Cheong Jason	150,696	—	(150,696)	—	—
Du Yongbo	54,060	—	(54,060)	—	—
Employees	807,477	—	(807,477)	—	—
	654,965	—	(650,971)	(3,994)	—
2021.04.01	1,462,442	—	(1,458,448)	(3,994)	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

39. SHARE-BASED PAYMENTS (CONTINUED)

(c) Details of the employee restricted share scheme of the Company (continued)

(i) Time-based RSU (continued)

A summary of the time-based RSU activities is as follows: (continued)

Outstanding shares	Outstanding at January 1, 2024	Granted during 2024	Vested during 2024	Forfeited during 2024	Outstanding at December 31, 2024
Executive director:					
Xie Yi Jing	5,620	—	(5,620)	—	—
Lam Ka Cheong Jason	851	—	(851)	—	—
	6,471	—	(6,471)	—	—
Employees	7,150	—	(7,150)	—	—
2021.07.01	13,621	—	(13,621)	—	—
Executive directors:					
Bao Fan	1,395,428	—	(934,936)	—	460,492
Xie Yi Jing	396,174	—	(265,436)	—	130,738
Wang Lixing	163,922	—	(109,827)	—	54,095
Lam Ka Cheong Jason	1,330,183	—	(891,222)	(438,961)	—
	3,285,707	—	(2,201,421)	(438,961)	645,325
Employees	3,565,939	—	(2,457,578)	(132,627)	975,734
2022.04.01	6,851,646	—	(4,658,999)	(571,588)	1,621,059
Executive director:					
Wang Lixing	29,913	—	(20,041)	—	9,872
	29,913	—	(20,041)	—	9,872
Employees	8,611	—	(5,768)	—	2,843
2022.07.01	38,524	—	(25,809)	—	12,715
2022.09.01	1,105,000	—	—	—	1,105,000
2023.07.01	2,757,382	—	(937,490)	(252,511)	1,567,381
2024.10.31	—	1,000,000	(1,000,000)	—	—
Time-based RSU	14,429,975				4,306,155

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

39. SHARE-BASED PAYMENTS (CONTINUED)

(c) Details of the employee restricted share scheme of the Company (continued)

(i) Time-based RSU (continued)

A summary of the time-based RSU activities is as follows:

Outstanding shares	Outstanding at January 1, 2023	Granted during 2023	Vested during 2023	Forfeited during 2023	Outstanding at December 31, 2023
Executive directors:					
Bao Fan	127,073	—	—	—	127,073
Xie Yi Jing	30,498	—	—	—	30,498
Wang Lixing	77,730	—	—	—	77,730
	235,301	—	—	—	235,301
Employees	750,578	—	(10,364)	—	740,214
2019.04.01	985,879	—	(10,364)	—	975,515
2019.10.01	125,000	—	—	—	125,000
2019.10.01	12,500	—	—	—	12,500
Executive directors:					
Bao Fan	168,927	—	—	—	168,927
Xie Yi Jing	45,047	—	—	—	45,047
Wang Lixing	88,242	—	—	—	88,242
	302,216	—	—	—	302,216
Employees	924,091	—	(124,586)	(13,376)	786,129
2020.04.01	1,226,307	—	(124,586)	(13,376)	1,088,345
Executive directors:					
Bao Fan	425,594	—	—	—	425,594
Xie Yi Jing	52,140	—	—	—	52,140
Wang Lixing	124,987	—	—	—	124,987
	602,721	—	—	—	602,721
Employees	943,259	—	(60,572)	(22,966)	859,721
2021.04.01	1,545,980	—	(60,572)	(22,966)	1,462,442

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

39. SHARE-BASED PAYMENTS (CONTINUED)

(c) Details of the employee restricted share scheme of the Company (continued)

(i) Time-based RSU (continued)

A summary of the time-based RSU activities is as follows: (continued)

Outstanding shares	Outstanding at January 1, 2023	Granted during 2023	Vested during 2023	Forfeited during 2023	Outstanding at December 31, 2023
Executive director:					
Xie Yi Jing	5,620	—	—	—	5,620
	5,620	—	—	—	5,620
Employees	8,001	—	—	—	8,001
2021.07.01	13,621	—	—	—	13,621
Executive directors:					
Bao Fan	1,395,428	—	—	—	1,395,428
Xie Yi Jing	396,174	—	—	—	396,174
Wang Lixing	163,922	—	—	—	163,922
	1,955,524	—	—	—	1,955,524
Employees	5,301,510	—	(209,985)	(195,403)	4,896,122
2022.04.01	7,257,034	—	(209,985)	(195,403)	6,851,646
Executive director:					
Wang Lixing	29,913	—	—	—	29,913
	29,913	—	—	—	29,913
Employees	8,611	—	—	—	8,611
2022.07.01	38,524	—	—	—	38,524
2022.09.01	1,105,000	—	—	—	1,105,000
2023.07.01	—	2,792,152	—	(34,770)	2,757,382
Time-based RSU	12,309,845				14,429,975

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

39. SHARE-BASED PAYMENTS (CONTINUED)

(c) Details of the employee restricted share scheme of the Company (continued)

(ii) Performance-based RSU

On April 1, 2019, the Company granted 1,429,879 performance-based RSU to employees, and will be vested on the date that is four years following the vesting commencement date of July 1, 2019 only if the performance conditions of the Company's average share price have been satisfied. 40%, 30% and 10% of vested shares cannot be disposed of during the lockup period of three years from vested date.

On April 1, 2021, the Company granted 1,832,535 performance-based RSU to employees, and will be vested on the date that is three years following the vesting commencement date of April 1, 2021 only if the performance conditions of the Company's average share price have been satisfied. 60% and 30% of vested shares cannot be disposed of during the lockup period of two years from vested date.

On April 1, 2022, the Company modified the performance condition of 3,262,414 performance-based RSUs that have been issued up to March 31, 2022 by reducing the Company's average share price to be achieved. The incremental fair value of RMB3,571,000 would be recognized in the consolidated statement of profit or loss and other comprehensive income over the remaining vesting period.

On September 1, 2022, the lockup period of 254,145 performance-based RSU granted on April 1, 2019 and 255,949 performance-based RSU granted on April 1, 2021 was removed and the incremental fair value of RMB23,000 would be recognized in the consolidated statement of profit or loss and other comprehensive income over the remaining vesting period.

On September 1, 2022, the Company granted 1,072,500 performance-based RSU to employees, and will be vested on the date that is three years following the vesting commencement date of July 1, 2022 only if the performance conditions of the Company's average share price have been satisfied.

On September 1, 2022, the Company granted 1,072,500 performance-based RSU to employees, which will be vested on the date that is three years following the vesting commencement date of April 1, 2022 only if the employees remain continuously employed by the Group through the vesting date and the employees' performance has been satisfied. The Group shall have the discretion to determine whether the RSU shall vest and to determine the number of RSU become vested on the vesting date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

39. SHARE-BASED PAYMENTS (CONTINUED)

(c) Details of the employee restricted share scheme of the Company (continued)

(ii) Performance-based RSU (continued)

The valuation of the performance-based RSU was performed by an independent qualified professional valuation firm. Performance-based RSU were priced using binomial option-pricing and Black Scholes model. The main inputs used in the model include grant date share price, performance target share price, expected life, expected volatility, risk-free interest rate, expected dividend yield and DLOM.

	April 1, 2019	April 1, 2021	September 1, 2022
Grant date share price	HK\$21.60	HK\$30.65	HK\$8.88
Performance target share price	HK\$20.00	HK\$20.00	HK\$20.00
Expected life	4.3 years	3 years	3 years
Expected volatility	36.00%	41.00%	51.00%
Risk-free interest rate	1.40%	2.82%	3.20%
Expected dividend yield	0.00%	0.00%	3.00%
DLOM	6.00%/0.00%	7.00%/0.00%	0.00%

35,095 shares of performance-based RSU forfeited during the year ended December 31, 2024 (2023: 1,282,610), 1,512,995 shares of performance-based RSU was vested during the year ended December 31, 2024 (2023: nil), and 2,145,000 shares of performance-based RSU were outstanding as at December 31, 2024 (2023: 3,693,090).

Share-based compensation expenses of RMB38,789,000 for restricted shares has been recognized in profit or loss for the year ended December 31, 2024 (2023: RMB61,142,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

40. RETIREMENT BENEFITS SCHEMES

The Group operates a Mandatory Provident Fund Scheme (“**MPF Scheme**”) for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of trustees. Both the Group and the employees contribute a fixed percentage of the relevant payroll to the MPF Scheme.

The employees of the Group in mainland China are members of a state-managed retirement benefit scheme operated by the PRC government. The Group is required to contribute a specified percentage of payroll costs as determined by respective local government authorities 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 scheme.

The Group maintains a retirement plan in the USA, pursuant to Section 401(k) of the Internal Revenue Code, for eligible participants to make voluntary contributions of a portion of their annual compensation to the retirement plan, on a deferred basis, subject to limitations provided by the Internal Revenue Code.

The amounts of contributions made by the Group in respect of such retirement benefit schemes are disclosed in note 13.

41. MAJOR NON-CASH TRANSACTIONS

- (a) On March 11, 2024, the Group and WXHXLJ entered into the settlement agreement. Pursuant to that agreement, the Group agreed to accept transfer of the relevant interests of certain equity investments held by WXHXLJ at approximately RMB790,772,000. WXHXLJ is required to apply such payment in full settlement of the outstanding investment amount, following which the outstanding amounts unpaid by WXHXLJ to the Group will no longer be payable. The settlement was completed in July 2024.
- (b) During the year ended December 31, 2024, the Group entered into new lease agreements for the use of leased properties for 2 to 3 years (2023: 2 to 3 years). On the lease commencement, the Group recognized RMB32,978,000 of leased properties and RMB30,651,000 of lease liabilities (2023: RMB817,000 leased properties and RMB811,000 lease liabilities).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

42. RELATED PARTY TRANSACTIONS AND BALANCES

Related parties of the Group include major shareholders of the Group and entities/partnerships under their control, associates of the Group, entities/partnerships controlled by members of the board of directors and close family members of such individuals.

(a) Amounts due from related parties

Amounts due from related parties — trade nature

	Note	As at December 31, 2024 RMB'000	2023 RMB'000
華杰(天津)醫療投資合夥企業(有限合夥) (“Tianjin Huajie Medical Investment Partnership (Limited Partnership)”) (“HJTJ Medical”)	i	59,794	—
深圳華晟領翔股權投資合夥企業(有限合夥) (“Shenzhen Huasheng Lingxiang Equity Investment Partnership (Limited Partnership)”) (“SZHSLX”)	i	38,935	34,441
WXHXLJ	i	31,991	893,907
天津華杰海河醫療投資合夥企業(有限合夥) (“Tianjin Huajie Haihe Health Investment Partnership (Limited Partnership)”) (“TJHJHH”)	i	25,608	—
Huaxing Capital Partners II, L.P.	i	16,478	10,532
NBHXLY	i	12,375	—
艾睿思(天津)醫療投資合夥企業(有限合夥)	i	9,236	—
Huaxing Yihui LLC	i	7,672	5,682
廈門鐸興志賢創業投資合夥企業(有限合夥)	i	6,145	—
Huaxing Capital Partners, L.P.	i	2,960	1,394
Golden Development Asia Limited	i	2,495	—
廈門鐸興志曠創業投資合夥企業(有限合夥)	i	2,258	—
寧波梅山保稅港區華興領鴻股權投資合夥企業(有限合夥) (“Ningbo Meishan Bonded Port Area Huaxing Linghong Equity Investment Partnership (Limited Partnership)”) (“NBHXLH”)	i	2,134	61
上海華晟領飛股權投資合夥企業(有限合夥) (“Shanghai Huasheng Lingfei Equity Investment Partnership (Limited Partnership)”) (“SHHSLF”)	i	1,651	—
Huaxing Yichong LLC	i	1,236	914
HX Premium Selection Limited	i	575	567
CR HB XI Venture Feeder, LP	i	453	149
蘇州華恒創業投資中心(有限合夥)	i	390	—
CR Life Star Fund LLC	i	80	5,791
Huaxing Growth Capital IV, L.P.	i	—	30,698
HX Quality Selection Limited	i	—	496
上海華晟領錦投資合夥企業(有限合夥) (“Shanghai Huasheng Lingjin Equity Investment Partnership (Limited Partnership)”) (“SHHSLJ”)	i	—	190
Less: Impairment loss allowance		(3,603)	(116,344)
		218,863	868,478

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

42. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(a) Amounts due from related parties (continued)

Amounts due from related parties — trade nature (continued)

The trade balance represents the fee and carried interest receivable in relation to the fund management service provided by the Group, which is non-interest bearing.

The Group generally grants a credit period of 180 days to its related parties. Aging of amounts due from related parties — trade nature, based on invoice dates (net of impairment loss allowance), are as follows:

	At December 31, 2024 RMB'000	2023 RMB'000
0–30 days	152,726	46,817
31–60 days	4,144	1,451
61–90 days	3,171	1,342
91–180 days	7,554	3,706
181–360 days	22,568	7,715
Over 1 year	28,700	807,447
	218,863	868,478

Amounts due from related parties — non-trade nature

	Notes	At December 31, 2024 RMB'000	2023 RMB'000
達孜縣崇鐓企業管理有限公司 ("Dazi Chonghua Enterprise Management Co., Ltd.")	ii	2,796	2,796
Huaxing Yihui LLC	i	695	622
Huaxing Growth Capital Medley Platform, L.P.	i	452	409
BJRZ Medical	i	—	708
HX Pioneer Selection Limited	i	—	614
廈門鐓展祺創投資合夥企業(有限合夥) ("Xiamen Huazhan Qige Venture Capital Partnership (Limited Partnership)")	i	—	549
廈門鐓興豐績創投資合夥企業(有限合夥) ("Xiamen Huaxing Fengji Venture Capital Partnership (Limited Partnership)")	i	—	358
Huaxing Capital Partners II, L.P.	i	—	236
Other funds managed by the Group	i	1,535	1,188
Less: Impairment loss allowance		(1,138)	(340)
		4,340	7,140

The balances are unsecured, interest free and repayable on demand.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

42. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(b) Amounts due to related parties

	Notes	At December 31, 2024 RMB'000	2023 RMB'000
天津華興豐澤創業投資合夥企業(有限合夥) ("Tianjin Huaxing Fengze Venture Capital Partnership (Limited Partnership)") ("TJHXFZ")	i	1,000	1,000
蘇州華朔創業投資中心(有限合夥)	i	330	—
蘇州華恒創業投資中心(有限合夥)	i	320	—
天津華興豐帆創業投資合夥企業(有限合夥) ("Tianjin Huaxing Fengfan Venture Capital Partnership (Limited Partnership)") ("TJHXFF")	i	46	37
Huaxing Growth Capital IV, L.P.	i	4	72
天津華興志熠創業投資合夥企業(有限合夥) ("Tianjin Huaxing Zhiyi Venture Capital Partnership (Limited Partnership)")	i	—	164
		1,700	1,273

The trade payable represents the fee payable in relation to the fund-raising services, consulting services and research and development services provided by related parties to the Group, which is non-interest bearing.

The credit period granted by the related parties ranges from 30 to 360 days. Aging of amounts due to related parties — trade nature are as follows:

	At December 31, 2024 RMB'000	2023 RMB'000
0–30 days	700	1,273
Over 1 year	1,000	—
	1,700	1,273

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

42. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(b) Amounts due to related parties (continued)

Payable to brokerage clients

	Notes	At December 31, 2024 RMB'000	2023 RMB'000
FBH Partners Limited ("FBH")	iii	987	2,229
Bao Fan	iii	384	376
Huaxing Growth Capital III L.P.	i	40	1,657
East Image Limited	i	—	3,966
		1,411	8,228

The balances represent payable to brokerage clients' entities in respect of dealing in securities, which are kept in segregated accounts.

Contract liabilities

	Note	At December 31, 2024 RMB'000	2023 RMB'000
BJRZ Medical	i	1,509	1,383
天津華興合利一號醫療股權投資合夥企業(有限合夥) ("Tianjin Huaxing Heli No.1 Medical Equity Investment Partnership (Limited Partnership)") ("TJHXHL1")	i	685	2,685
TJHJHH	i	148	357
天津華鴻諮詢合夥企業(有限合夥) ("Tianjin Huahong Consulting Partnership (Limited Partnership)") ("TJHH")	i	4	4
HX Advanced Selection Limited	i	1	1
NBHXLY	i	—	3,541
SHHS LF	i	—	1,002
		2,347	8,973

The balances represent advance payment of management fee from related parties in relation to the fund management services provided by the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

42. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(c) Transactions conducted with related parties during the year

	Note	Year ended December 31,	
		2024 RMB'000	2023 RMB'000
<i>Fund raising commission to:</i>			
TJHXFF	i	141	164
	Note	Year ended December 31,	
		2024 RMB'000	2023 RMB'000
<i>Consulting service to:</i>			
Huaxing Growth Capital IV, L.P.	i	28	117

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

42. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(c) Transactions conducted with related parties during the year (continued)

		Year ended December 31,	
	Note	2024	2023
		RMB'000	RMB'000
<i>Realized carried interest income from:</i>			
HJTJ Medical	i	57,329	140,019
TJHJHH	i	18,059	—
Huaxing Capital Partners II, L.P.	i	10,107	8,931
艾睿思(天津)醫療投資合夥企業(有限合夥)			
<i>("Iris (Tianjin) medical Investment Partnership (Limited Partnership)")</i>	i	7,553	—
Huaxing Capital Partners, L.P.	i	7,311	—
SZHSIX	i	4,368	—
TJHXFZ	i	—	1,445
Green Galaxy LLC	i	—	1,278
Glory Galaxy LLC	i	—	178
SZHSIX	i	—	3
		104,727	151,854

		Year ended December 31,	
	Notes	2024	2023
		RMB'000	RMB'000
<i>Accrued carried interest to:</i>			
FBH	iii	2,700	866
High Fortune Investments Limited	ii	567	212
Ever Perfect Investments Limited	ii	825	—
		4,092	1,078

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

42. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(c) Transactions conducted with related parties during the year (continued)

	Note	Year ended December 31,	
		2024 RMB'000	2023 RMB'000
<i>Management fees from:</i>			
NBHXLY	i	81,801	89,933
Huaxing Growth Capital III, L.P.	i	46,820	71,473
SHHSLF	i	38,737	58,927
Huaxing Growth Capital IV, L.P.	i	37,104	92,050
BJRZ Medical	i	22,077	22,766
WXHXLJ	i	17,856	25,064
NBHXLH	i	15,513	17,352
Huaxing Capital Partners II, L.P.	i	5,642	6,318
CR Life Star Fund LLC	i	4,158	4,546
HJTJ Medical	i	2,772	9,545
TJHXHL1	i	2,664	2,930
Huaxing Yihui LLC	i	1,886	1,870
TJHJHH	i	1,835	2,450
Huaxing Capital Partners L.P.	i	1,506	1,764
CR HB XI Venture Feeder, L.P.	i	598	593
Huaxing Yichong LLC	i	306	303
天津華興志凱創業投資合夥企業(有限合夥) ("Tianjin Huaxing Zhikai Venture Capital Partnership (Limited Partnership)")	i	208	208
SHHSLJ	i	52	179
TJHXFZ	i	24	—
上海華晟領勢創業投資合夥企業(有限合夥) ("Shanghai Huasheng Lingshi Venture Capital Partnership (Limited Partnership)")	i	—	6,903
寧波梅山保稅港區華灝投資管理合夥企業(有 限合夥) ("Ningbo Meishan Bonded Port Area Huahao Investment Management Partnership (Limited Partnership)")	i	—	670
Green Galaxy LLC	i	—	124
上海沛禧投資管理合夥企業(有限合 夥) ("Shanghai Peixi Investment Management Partnership (Limited Partnership)")	i	—	11
		281,559	415,979

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

42. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(d) Compensation of key management personnel

The remunerations of the key management during the year were as follows:

	Year ended December 31,	
	2024 RMB'000	2023 RMB'000
Salaries, bonus and other allowance	21,607	21,713
Performance related bonus	1,137	—
Retirement benefit scheme contributions	518	532
Equity-settled share-based payments expenses	6,192	19,507
	29,454	41,752

The remunerations of the key management are determined by the remuneration committee having regard to the performance of individuals and market trends.

Notes:

- (i) Funds managed by the Group in which the Group has significant influence.
- (ii) Entities controlled by shareholders of the Company.
- (iii) Mr. Bao Fan and FBH are controlling shareholders of the Group.

43. STRUCTURED ENTITIES

(a) Consolidated structured entities

The consolidated structured entities of the Group mainly included general partners of investment funds, funds managed by the Group and asset management plans where the Group involves as manager. As at December 31, 2024, the aggregated net assets of the consolidated structured entities amounted to RMB1,437,564,000 (2023: RMB800,840,000).

Being the general partner and manager of these structured entities, the Group considered the power to exercise over the activities of such structured entities and its exposure to and ability to influence its own returns from such structured entities and concluded that it has control over such structured entities and should consolidate them.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

43. STRUCTURED ENTITIES (CONTINUED)

(b) Unconsolidated structured entities

(i) Structured entities managed by third party institutions in which the Group holds interests

The Group holds interests in these structured entities managed by third party institutions through investments in the beneficial rights or products issued relating to these structured entities. The Group does not consolidate these structured entities as the Group does not have power over them. Such structured entities include cash management products, investments in funds, trust products, money market funds and the private equity fund managed by third parties.

The following tables set out an analysis of the carrying amounts of interests held by the Group as at December 31, 2024 and 2023 in the structured entities managed by third party institutions.

	At December 31, 2024		Type of income
	Financial assets at FVTPL RMB'000	Maximum risk exposure (note) RMB'000	
Unlisted cash management products	285,148	285,148	Net investment gains
Money market funds	264,412	264,412	Net investment gains
Unlisted investment funds at fair value	604,134	604,134	Net investment gains
	1,153,694	1,153,694	

	At December 31, 2023		Type of income
	Financial assets at FVTPL RMB'000	Maximum risk exposure (note) RMB'000	
Unlisted cash management products	46,349	46,349	Net investment gains
Money market funds	468,329	468,329	Net investment gains
Unlisted investment funds at fair value	680,854	680,854	Net investment gains
	1,195,532	1,195,532	

Note: All of these unconsolidated structured entities are recorded in financial assets at fair value through profit or loss. The maximum exposures to loss in the above investments are the carrying amounts of the assets held by the Group at the end of each reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

43. STRUCTURED ENTITIES (CONTINUED)

(b) Unconsolidated structured entities (continued)

(ii) Structured entities managed by the Group

The types of unconsolidated structured entities managed by the Group include funds and assets management schemes where it acts as the general partner. The purpose of managing these structured entities is to generate fees and carried interest from managing assets on behalf of the funds and assets management schemes. Interest held by the Group includes fees and carried interest charged by providing management services to these structured entities and net investment gains from these structured entities.

For the year ended December 31, 2024, the management fee recognized amounting to RMB298,108,000 (2023: RMB434,252,000).

For the year ended December 31, 2024, the carried interest recognized amounting to RMB104,727,000 (2023: RMB151,855,000).

For the year ended December 31, 2024, the net investment losses recognized amounting to RMB135,319,000 (2023: RMB47,386,000).

As at December 31, 2024, the Group's interests in these structured entities related to funds amounted to RMB1,057,810,000 (2023: RMB1,276,689,000).

As at December 31, 2024, the Group's interests in these structured entities related to assets management schemes amounted to RMB4,982,000 (2023: RMB11,893,000).

As at December 31, 2024, the amount of assets held by the funds managed by the Group amounted to RMB31,974 million (2023: RMB36,694 million).

44. CAPITAL COMMITMENTS

As at December 31, 2024, the Group had commitments for future minimum investments in funds invested by the Group amounted to RMB21,447,000 (2023: RMB10,182,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

45. FINANCIAL RISK MANAGEMENT

45.1 Categories of financial instruments

	At December 31,	
	2024	2023
	RMB'000	RMB'000
Financial assets		
Financial assets at amortized cost	3,950,631	3,222,186
Financial assets at FVTPL	5,222,865	4,472,031
Financial assets at FVTOCI	48,688	49,629
Financial liabilities		
Financial liabilities at amortized cost	1,208,411	1,323,126
Financial liabilities at FVTPL	410,955	169,933

45.2 Financial risk management objectives and policies

The Group's major financial instruments include financial assets at FVTPL, financial assets at FVTOCI, other financial assets, cash and cash equivalents, cash held on behalf of brokerage clients, rental deposits, accounts and other receivables, financial assets purchased under resale agreements, loans to third parties, amounts due from related parties, accounts and other payables, amounts due to related parties, lease liabilities, payable to interest holders of consolidated structured entities, financial assets sold under repurchase agreements, short-term debt instrument issued and payable to brokerage clients. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

45. FINANCIAL RISK MANAGEMENT (CONTINUED)

45.3 Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial loss to the Group. The Group's credit risk exposures are primarily attributable to cash and cash equivalents, cash held on behalf of brokerage clients, accounts receivables, financial assets purchased under resale agreements, amounts due from related parties, rental deposit, other receivables, loans to third parties, financial assets at FVTPL and debt instruments at FVTOCI.

The carrying amount of the Group's financial assets at FVTPL as disclosed in note 23 best represents their respective maximum exposure to credit risk. The Group holds no collateral over any of these balances.

Except for financial assets at FVTPL, the Group performed impairment assessment for financial assets and other items under ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment, if applicable, are summarized as below:

The Group invests in debt instruments at FVTOCI with low credit risk. The Group's debt instruments at FVTOCI comprise listed bonds that are graded in the top investment grade as per globally understood definitions and therefore are considered to be low credit risk investments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

45. FINANCIAL RISK MANAGEMENT (CONTINUED)

45.3 Credit risk and impairment assessment (continued)

In order to minimize credit risk, the Group has tasked its credit management team to develop and maintain the Group's cash and cash equivalents, cash held on behalf of brokerage clients, other receivables, financial assets purchased under resale agreements, rental deposits, amounts due from related parties of non-trade nature and loans to third parties credit risk grading to categorize exposures according to their degree of risk of default. The credit rating information is supplied by independent rating agencies where available and, if not available, the credit management team uses other publicly available financial information and the Group's own trading records to rate its major customers and other debtors. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

The Group's current credit risk grading framework in respect of other receivables, rental deposits, amounts due from related parties of non-trade nature, other financial assets and loans to third parties and related parties comprises the following categories:

Internal credit rating	Description	Basis for recognizing ECL
Performing	The counterparty has a low risk of default and does not have any past-due amounts	12m ECL
Doubtful	There has been a significant increase in credit risk since initial recognition	Lifetime ECL — not credit-impaired
In default	There is evidence indicating the asset is credit impaired	Lifetime ECL — credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

45. FINANCIAL RISK MANAGEMENT (CONTINUED)

45.3 Credit risk and impairment assessment (continued)

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

	Notes	External credit rating	Internal credit rating	12m or lifetime ECL	2024 Gross carrying amount RMB'000	2023 Gross carrying amount RMB'000
Debt instruments at FVTOCI						
Investments in listed bonds	24	A+ (Standard & Poor's Ratings)	N/A	12m ECL	48,688	49,629
Financial assets at amortized costs						
Rental deposits	N/A	N/A	Performing	12m ECL	34,066	20,209
Loans to third parties	25	N/A	In default	Credit-impaired	212,978	209,846
Accounts receivables	26	N/A	(Note)	Lifetime ECL (provision matrix)	435,840	641,792
			In default	Credit-impaired	—	2,413
Other receivables	26	N/A	Performing	12m ECL	309,269	233,836
Financial assets purchased under resale agreements	27	N/A	Performing	12m ECL	19,000	—
Cash held on behalf of brokerage clients	28	N/A	Performing	12m ECL	1,563,370	272,925
Cash and cash equivalents	28	N/A	Performing	12m ECL	1,298,383	1,110,150
Amounts due from related parties of non-trade nature	42	N/A	Performing	12m ECL	5,478	7,480
Amounts due from related parties of trade nature	42	N/A	(Note)	Lifetime ECL (provision matrix)	221,891	68,755
			In default	Credit-impaired	575	916,067

Note:

For accounts receivables and amounts due from related parties of trade nature, the Group has applied the simplified approach to measure the loss allowance at lifetime ECL. The Group determines the ECL on these items by using a provision matrix, estimated based on historical credit loss experience based on the past default experience of the debtor, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

45. FINANCIAL RISK MANAGEMENT (CONTINUED)

45.3 Credit risk and impairment assessment (continued)

The following tables detail the risk profile of accounts receivables and amounts due from related parties of trade nature based on the Group's provision matrix within lifetime ECL (not credit-impaired). As the Group's historical credit loss experience show significantly different loss patterns for different customer portfolio (including higher risk, normal risk and lower risk type), the provision for loss allowance based on past due status is further distinguished between the Group's customer portfolio of different risk type. Debtors with credit-impaired with gross carrying amounts of RMB575,000 as at December 31, 2024 (2023: RMB918,480,000) were assessed individually. Impairment allowance of RMB575,000 were made on credit-impaired debtors as of December 31, 2024 (2023: RMB117,780,000).

	Accounts receivables and amounts due from related parties of trade nature			
	0–180 days RMB'000	181–360 days RMB'000	Over 360 days RMB'000	Total RMB'000
At December 31, 2024				
<i>Low risk type customers</i>				
Total gross carrying amount at default	598,500	28,083	31,148	657,731
Lifetime ECL	—	(839)	(2,199)	(3,038)
	598,500	27,244	28,949	654,693
	Accounts receivables and amounts due from related parties of trade nature			
	0–180 days RMB'000	181–360 days RMB'000	Over 360 days RMB'000	Total RMB'000
At December 31, 2023				
<i>Low risk type customers</i>				
Total gross carrying amount at default	684,987	11,551	14,009	710,547
Lifetime ECL	—	(289)	(700)	(989)
	684,987	11,262	13,309	709,558

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

45. FINANCIAL RISK MANAGEMENT (CONTINUED)

45.3 Credit risk and impairment assessment (continued)

Allowance for impairment

The movement in the ECL during the current period was as follows:

	Accounts receivables and amounts due from related parties of trade nature			Loans to third parties		Other receivables, rental deposits and amounts due from related parties of non- trade nature			
	Lifetime ECL (not credit- impaired) RMB'000	Lifetime ECL (credit- impaired) RMB'000	12m ECL RMB'000	Lifetime ECL (not credit- impaired) RMB'000	Lifetime ECL (credit- impaired) RMB'000	12m ECL RMB'000	Lifetime ECL (credit- impaired) RMB'000	Financial assets at FVTOCI 12m ECL RMB'000	Total RMB'000
At January 1, 2023	2,183	128,376	26	—	117,535	671	—	36	248,827
Impairment losses recognized	—	27,250	—	—	24,489	—	—	—	51,739
Impairment losses reversal	(1,194)	(30,102)	(26)	—	—	(178)	(3,400)	(24)	(34,924)
Write-offs	—	(8,853)	—	—	—	—	—	—	(8,853)
Reversal of write-offs	—	—	—	—	—	—	3,400	—	3,400
Exchange adjustments	—	1,109	—	—	—	—	—	—	1,109
At December 31, 2023	989	117,780	—	—	142,024	493	—	12	261,298
Impairment losses recognized	2,049	575	—	—	—	1,970	—	—	4,594
Impairment losses reversal	—	(27,707)	—	—	—	—	—	(9)	(27,716)
Write-offs	—	(90,073)	—	—	—	—	—	—	(90,073)
Exchange adjustments	—	—	—	—	2,120	—	—	—	2,120
At December 31, 2024	3,038	575	—	—	144,144	2,463	—	3	150,223

Note: The changes in loss allowance are mainly due to financial instruments originated or derecognized during the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

45. FINANCIAL RISK MANAGEMENT (CONTINUED)

45.4 Liquidity risk

Ultimate responsibility for liquidity risk management rests with the board of directors of the Company, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk mainly by maintaining adequate cash and cash equivalents and continuously monitoring forecast and actual cash flows on a regular basis.

The following tables detail the Group's remaining contractual maturity for its financial liabilities which are included in the maturity analysis for the purpose of managing liquidity risk. The tables reflect the undiscounted cash flows of financial liabilities based on the earliest date on which the Group is required to pay in accordance with agreed repayment terms.

	Weighted average effective interest rate %	On demand or within one year RMB'000	One to five years RMB'000	More than five years RMB'000	Total undiscounted cash flows RMB'000	Total carrying amount RMB'000
At December 31, 2024						
Accounts and other payables	—	612,616	—	—	612,616	612,616
Financial assets sold under repurchase agreements	1.94%	594,499	—	—	594,499	594,095
Payable to brokerage clients	—	1,563,370	—	—	1,563,370	1,563,370
Amounts due to related parties	—	1,700	—	—	1,700	1,700
Lease liabilities	2.50%	21,665	22,746	—	44,411	42,441
Payables to interest holders of consolidated structured entities	—	410,955	—	—	410,955	410,955
		3,204,805	22,746	—	3,227,551	3,225,177

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

45. FINANCIAL RISK MANAGEMENT (CONTINUED)

45.4 Liquidity risk (continued)

	Weighted average effective interest rate %	On demand or within one year RMB'000	One to five years RMB'000	More than five years RMB'000	Total undiscounted cash flows RMB'000	Total carrying amount RMB'000
At December 31, 2023						
Accounts and other payables	—	745,469	—	—	745,469	745,469
Financial assets sold under repurchase agreements	2.56%	483,033	—	—	483,033	482,578
Payable to brokerage clients	—	272,925	—	—	272,925	272,925
Amounts due to related parties	—	1,273	—	—	1,273	1,273
Short-term debt instrument issued	3.22%	95,997	—	—	95,997	93,806
Lease liabilities	2.87%	37,351	18,588	—	55,939	53,024
Payables to interest holders of consolidated structured entities	—	169,933	—	—	169,933	169,933
		1,805,981	18,588	—	1,824,569	1,819,008

45.5 Market risk

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to loans to third parties (see note 25), fixed-rate financial assets sold under repurchase agreements (see note 30) and lease liabilities (see note 35). The Group cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. 50 basis point (2023: 50 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. Bank balances are excluded from sensitivity analysis as the management considers that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

45. FINANCIAL RISK MANAGEMENT (CONTINUED)

45.5 Market risk (continued)

Currency risk

The Group's exposure to foreign currency risk related primarily to cash and cash equivalents, term deposits, accounts and other receivables and payable to brokerage clients that are denominated in HK\$ and US\$.

The carrying amounts of the Group's foreign currencies denominated monetary assets and liabilities at the end of the reporting period are as follows:

	Assets		Liabilities	
	At December 31, 2024	2023	At December 31, 2024	2023
	RMB'000	RMB'000	RMB'000	RMB'000
HK\$	13,953	16,669	3,144	5,479
US\$	279,345	754,625	—	—
EUR	—	—	180	—

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to foreign currency rates and includes only outstanding foreign currency denominated monetary assets and liabilities at year end for a 5% change in foreign currency rates. A 5% increase or decrease is used when reporting foreign currency rate risk internally to key management and represents management's assessment of the reasonably possible change in foreign currency.

If a 5% appreciation and depreciation in RMB against HK\$ and US\$, and all other variables were held constant, the Group's loss after income tax for the year ended December 31, 2024 would increase/decrease by RMB10,874,000 (2023: RMB28,718,000).

Other price risk

The Group is exposed to price risk through its investments in money market funds, financial bonds and listed equity security investments measured at FVTPL and FVTOCI. The price risk of these financial assets may arise due to changes in market price. The change may be caused by factors relating to the financial instrument itself or the issuer, and it may also be caused by market factors. The management manages this exposure by maintaining a portfolio of investments with different risks. The Group has designated a team to monitor the price risk and will consider hedging the risk exposure should the need arises. The Group is also exposed to price risk in respect of payables to interest holders of consolidated assets management schemes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

45. FINANCIAL RISK MANAGEMENT (CONTINUED)

45.5 Market risk (continued)

Other price risk (continued)

Sensitivity analysis

If the prices of the respective listed financial instruments had increased/decreased by 5%, the loss after income tax for the year ended December 31, 2024 would decrease/increase by approximately RMB101,939,000 (2023: RMB108,138,000) as a result of the changes in fair value of investments at FVTPL and the other comprehensive income would increase/decrease by RMB1,826,000 (2023: RMB1,861,000) as a result of the changes in fair value of investments at FVTOCI.

45.6 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

45. FINANCIAL RISK MANAGEMENT (CONTINUED)

45.6 Fair value measurement (continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

This note provides information about how the Group determines fair value of the following financial instruments that are measured at fair value on a recurring basis.

	Fair value at December 31, 2024 RMB'000	2023 RMB'000	Fair value hierarchy	Valuation technique and key input(s)	Significant unobservable input(s)
Financial assets					
Unlisted investment funds at fair value	604,134	680,854	Level 3	Note a	Note a
Unlisted debt security investments	837,349	89,714	Level 2	Recent transaction price	N/A
Unlisted debt security investments	434,699	350,159	Level 3	Note b	Note b
Call option for obtaining non-controlling interests	282,032	282,032	Level 3	Note c	Note c
Listed financial bonds	2,502,642	2,464,972	Level 1	Open market transaction price	N/A
Money market funds	264,412	468,329	Level 2	Quoted price from a financial institution	N/A
Convertible notes	—	61,335	Level 3	Note d	Note d
Unlisted cash management products	290,130	58,243	Level 2	Quoted price from a financial institution	N/A
Unlisted equity security investments	56,155	66,022	Level 3	Note e	Note e
Associates measured at fair value	1,057,810	1,276,689	Level 3	Note f	Note f
Financial liabilities					
Payables to interest holders of consolidated structured entities in which the Group is the general partner of the investment funds	410,955	169,933	Level 3	Note g	Note g

Certain unlisted debt security investments were transferred from level 2 to level 3 during the year. The fair value of these investments as at December 31, 2024 amount to RMB95,305,000 (2023: Convertible notes were transferred from level 2 to level 3. The fair value of these investments as at December 31, 2023 amount to RMB61,335,000). Since there are no recent transaction prices available for these investments as at December 31, 2024, the fair value was measured using a valuation technique with significant unobservable inputs and hence was classified as level 3 of the fair value hierarchy. Except for the aforesaid transfer, there were no transfers among level 1, 2 and 3 during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

45. FINANCIAL RISK MANAGEMENT (CONTINUED)

45.6 Fair value measurement (continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

Notes:

- (a) The Group's investments in unlisted investment funds which were classified as financial assets at FVTPL under level 3 hierarchy amounted to RMB604,134,000 as at December 31, 2024 (2023: RMB680,854,000). The significant unobservable input is the net assets value of the underlying investments made by the funds. The higher the net assets value of the underlying investments, the higher the fair value of the financial assets at FVTPL will be. A 5% increase/decrease in the net assets value of the underlying investments, holding all other variables constant, would increase/decrease the carrying amounts of these investments by RMB30,207,000 as at December 31, 2024 (2023: RMB34,043,000).
- (b) The Group's investments in unlisted debt security investment which were classified as financial assets at FVTPL under level 3 hierarchy amounted to RMB434,699,000 as at December 31, 2024 (2023: RMB350,159,000). The fair value was determined by market approach with a combination of observable and unobservable inputs. The significant unobservable input is DLOM. The higher the DLOM, the lower the fair value of the financial assets at FVTPL will be. A 5% increase in the DLOM, holding all other variables constant, would decrease the carrying amounts of these investments by RMB1,857,000 as at December 31, 2024 (2023: RMB1,299,000) and a 5% decrease in the DLOM, holding all other variables constant, would increase the carrying amounts of these investments by RMB1,962,000 as at December 31, 2024 (2023: RMB1,393,000).
- (c) The Group's call option to obtain non-controlling interests amounting to RMB282,032,000 as at December 31, 2024 (2023: RMB282,032,000) is under level 3 hierarchy. The fair value was determined by Black Scholes model based on the fair value and book value of the underlying net assets of CR Securities as well as estimate of the exercise time of the option.

For the year ended December 31, 2024, the fair value of underlying net assets of CR Securities was determined by market approach (2023: discounted cash flow method) with a combination of observable and unobservable inputs as the Company considers that the use of market approach also aligns with the market practice. The fair value of the call option as at 31 December 2024 is most significantly affected by volatility. The higher the volatility, the higher the fair value of the call option will be. A 5% increase/decrease in the volatility, holding all other variables constant, would increase/decrease the carrying amount of the call option by RMB8,094,000 as at December 31, 2024, respectively.

For the year ended December 31, 2023, discounted cash flow method was used to determine the fair value of underlying net assets of CR Securities. The fair value of underlying net assets of CR Securities is most significantly affected by volatility and estimated cash flows. The higher the volatility and the estimated cash flows, the higher the fair value of the call option will be. A 5% increase/decrease in the volatility and estimated cash flows, holding all other variables constant, would increase/decrease the carrying amount of the call option by RMB7,700,000 and increase/decrease the carrying amount of the call option by RMB2,200,000 as at December 31, 2023, respectively.

- (d) The Group's convertible notes amounting to RMB61,335,000 as at December 31, 2023 is under level 3 hierarchy. The significant unobservable input is default rate. The higher the default rate, the lower the fair value of the convertible notes will be. A 5% increase in the default rate, holding all other variables constant, would decrease the carrying amounts of the convertible notes by RMB6,424,000 as at December 31, 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

45. FINANCIAL RISK MANAGEMENT (CONTINUED)

45.6 Fair value measurement (continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

Notes: (continued)

- (e) The Group's investments in unlisted equity security investment which were classified as financial assets at FVTPL under level 3 hierarchy amounted to RMB56,155,000 as at December 31, 2024 (2023: RMB66,022,000). The fair value was determined by market approach with a combination of observable and unobservable inputs. The significant unobservable input is volatility (2023: volatility). The higher the volatility, the higher the fair value of the financial assets at FVTPL will be (2023: The higher the volatility, the higher the fair value of the financial assets at FVTPL will be). A 5% increase in the volatility, holding all other variables constant, would increase the carrying amounts of these investments by RMB5,294,000 as at December 31, 2024 and a 5% decrease in the volatility, holding all other variables constant, would decrease the carrying amounts of these investments by RMB5,549,000 as at December 31, 2024 (2023: A 5% increase in the volatility, holding all other variables constant, would increase the carrying amounts of these investments by RMB6,224,000 and a 5% decrease in the volatility, holding all other variables constant, would decrease the carrying amounts of these investments by RMB6,524,000).
- (f) The Group's associates measured at fair value amounting to RMB1,057,810,000 as at December 31, 2024 (2023: RMB1,276,689,000) are under level 3 hierarchy. The significant unobservable input is the net assets value of the underlying investments made by the funds managed by the Group. The higher the net assets value of the underlying investments, the higher the fair value of the investments in associates will be. A 5% increase/decrease in the net assets value of the underlying investments, holding all other variables constant, would increase/decrease the carrying amount of the investments in associates by RMB52,891,000 as at December 31, 2024 (2023: RMB63,834,000).
- (g) The Group's payables to interest holders of consolidated structured entities in which the Group is the general partner of the investment funds amounting to RMB410,955,000 as at December 31, 2024 (2023: RMB169,933,000) are under level 3 hierarchy. The significant unobservable input is the net assets value of the investment funds managed by the Group. The higher the net assets value of the investment funds managed, the higher the fair value of payables to interest holders of consolidated structured entities will be. A 5% increase/decrease in the net assets value of the investment funds managed, holding all other variables constant, would increase/decrease the carrying amount of payables to interest holders of consolidated structured entities by RMB20,548,000 as at December 31, 2024 (2023: RMB8,497,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

45. FINANCIAL RISK MANAGEMENT (CONTINUED)

45.6 Fair value measurement (continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

Reconciliation of level 3 fair value measurements

	At December 31, 2024 RMB'000	2023 RMB'000
<i>Unlisted investment funds at fair value</i>		
At January 1	680,854	1,092,716
Addition	2,036	37,601
Disposal	(29,839)	(247,145)
Changes in fair value #	(55,538)	(215,604)
Effect of exchange rate change	6,621	13,286
At December 31	604,134	680,854
# Include gains or losses for assets held at the end of reporting period	(46,107)	(211,272)
<i>Unlisted debt securities investment</i>		
At January 1	350,159	340,477
Addition	232,833	—
Disposal	(200,000)	—
Transfer from level 2 to level 3	75,548	—
Changes in fair value #	(24,828)	7,199
Effect of exchange rate change	987	2,483
At December 31	434,699	350,159
# Include gains or losses for assets held at the end of reporting period	(24,828)	7,199
<i>Call option for obtaining non-controlling interests</i>		
At January 1	282,032	436,080
Changes in fair value #	—	(154,048)
At December 31	282,032	282,032
# Include gains or losses for assets held at the end of reporting period	—	(154,048)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

45. FINANCIAL RISK MANAGEMENT (CONTINUED)

45.6 Fair value measurement (continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

Reconciliation of level 3 fair value measurements (continued)

	At December 31, 2024 RMB'000	2023 RMB'000
<i>Convertible notes</i>		
At January 1	61,335	—
Transfer from Level 2 to Level 3	—	186,852
Changes in fair value #	—	(110,655)
Disposal	(61,335)	—
Interest adjustment	—	(17,541)
Effect of exchange rate change	—	2,679
At December 31	—	61,335
# Include gains or losses for assets held at the end of reporting period	—	(128,196)
<i>Unlisted equity securities investment</i>		
At January 1	66,022	91,358
Changes in fair value #	(10,016)	(25,440)
Effect of exchange rate change	149	104
At December 31	56,155	66,022
# Include gains or losses for assets held at the end of reporting period	(10,016)	(25,440)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

45. FINANCIAL RISK MANAGEMENT (CONTINUED)

45.6 Fair value measurement (continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

Reconciliation of level 3 fair value measurements (continued)

	At December 31,	
	2024	2023
	RMB'000	RMB'000
<i>Investments in funds accounted for as associates measured at fair value</i>		
At January 1	1,276,689	1,404,604
Addition	12,106	17,237
Disposal	(86,506)	—
Distribution	—	(65,214)
Changes in fair value #	(152,012)	(89,188)
Effect of exchange rate change	7,533	9,250
At December 31	1,057,810	1,276,689
# Include gains or losses for assets held at the end of reporting period	(141,357)	(76,372)
<i>Payables to interest holders of consolidated structured entities in which the Group is the general partner of the investment funds</i>		
At January 1	169,933	210,150
Addition	286,105	6,802
Distribution	(12,742)	(15,224)
Changes in fair value #	(29,278)	(30,628)
Effect of exchange rate change	(3,063)	(1,167)
At December 31	410,955	169,933
# Include gains or losses for liabilities held at the end of reporting period	(27,581)	(21,244)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

45. FINANCIAL RISK MANAGEMENT (CONTINUED)

45.6 Fair value measurement (continued)

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis

The management of the Group considers that the carrying amounts of financial assets and financial liabilities measured at amortized cost in the consolidated financial statements approximated their fair values at the end of each reporting period.

46. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximizing the return to stakeholders through the optimization of the debt and equity balance.

The directors of the Company review the capital structure of the Group on a timely basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital and take appropriate actions to balance its capital structure.

47. CONTINGENT LIABILITIES

As disclosed in the Company's announcements dated February 16, 2023, February 26, 2023, August 9, 2023, the board of directors of the Company noted that Mr. Bao Fan, the controlling shareholder of the Company, previous chairman of the board of directors, executive director and chief executive officer of the Company was in cooperation with an investigation by the relevant authority in the PRC (the "**Matter**"). The Company also announced on February 2, 2024 that, with effect from that date, Mr. Bao Fan resigned as an executive director, the chairman of the board of directors and the chief executive officer of the Company (see announcement dated February 2, 2024 for details). In the last quarter of 2023, as per notification received, the Group paid certain restricted amounts of approximately RMB78,768,000 (2023: RMB77,669,000, the change in the balance was solely due to the change in the prevailing exchange rates adopted in translating the balance as at year end date) in relation to the Matter (the "**Restricted Amounts**"). All of these events are collectively referred to as the "Incidents".

Due to the uncertainties in relation to the Incidents, the directors of the Company are of the view that it is premature to determine the possible outcome and their related impact. Accordingly, no provision has been provided for the Incidents for the year ended December 31, 2024 and 2023.

Save as disclosed above and elsewhere in these consolidated financial statements, the directors of the Company are not aware of any other significant impact on the business operation of the Group arising from the Incidents. Should the Company become aware of any changes with respect to this assessment, it would make further announcements as and when appropriate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

48. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Details of the subsidiaries directly and indirectly held by the Company at the end of reporting period are set out below:

Name of subsidiary	Place of incorporation/ registration/ operation	Kind of legal entity	Issued/ registered capital	Proportion of ownership interest/ voting power held by the Company		Principal activities
				At December 31, 2024	2023	
Directly held						
China Renaissance Capital Limited	Hong Kong, PRC	Limited liability company	HK\$1	100%	100%	Investment holding
China Renaissance Securities (Hong Kong) Limited	Hong Kong, PRC	Limited liability company	HK\$2,165,820,000	100%	100%	Provision of financial advisory, equity underwriting, sale, trading brokerage, and research services
China Renaissance Securities (US) Inc.	USA	Limited liability company	US\$26,000,000	100%	100%	Provision of financial advisory, equity underwriting, sale, trading brokerage, and research services
CR Investments Corporation	BVI	Limited liability company	US\$50,000	100%	100%	Investment holding
China Renaissance Wealth and Asset Management Limited	Hong Kong, PRC	Limited liability company	HK\$28,500,000	100%	100%	Provision of asset management services
CR HOLDINGS Investments Limited	BVI	Limited liability company	US\$1	100%	100%	Investment holding
China Renaissance (Singapore) Pte. Ltd.	Singapore	Limited liability company	SGD9,650,000	100%	100%	Provision of sales and research services

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

48. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Name of subsidiary	Place of incorporation/ registration/ operation	Kind of legal entity	Issued/ registered capital	Proportion of ownership interest/ voting power held by the Company At December 31,		Principal activities
				2024	2023	
Indirectly held						
Huaxing Capital Management LLC	Cayman Islands	Limited liability company	US\$10	60%	60%	Provision of management services for private equity funds
Huaxing Associate GP LLC	Cayman Islands	Limited liability company	US\$1	70%	70%	General partner of a subsidiary
Huaxing Associate GP II LLC	Cayman Islands	Limited liability company	US\$1	60%	60%	General partner of a subsidiary
CR Investments (HK) Limited	Hong Kong, PRC	Limited liability company	HK\$1	100%	100%	Investment holding
Helix Capital Partners	Cayman Islands	Limited liability company	US\$50,000	51%	51%	General partner of a private equity fund
Huaxing Associate L.P.	Cayman Islands	Limited partnership	US\$1,750,000	70%	70%	General partner of a private equity fund
華興泛亞投資顧問(北京)有限公司 (“CRP-Fanya Investment Consultants (Beijing) Limited”)	Beijing, PRC	Wholly foreign owned enterprise	US\$2,352,941	100%	100%	Provision of financial advisory services
上海慧嘉投資顧問有限公司 (“Shanghai Huijia Investment Consulting Limited”)	Shanghai, PRC	Limited liability company	RMB1,000,000	100%	100%	Provision of financial advisory services
達孜鐮石實業有限公司 (“Dazi Huashi Industrial Limited”)	Tibet, PRC	Limited liability company	RMB1,000,000	100%	100%	General partner of private equity funds
上海全源投資有限公司 (“Shanghai Quanyuan Investment Limited”)	Shanghai, PRC	Limited liability company	RMB100,000,000	100%	100%	Investment holding

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

48. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Name of subsidiary	Place of incorporation/ registration/ operation	Kind of legal entity	Issued/ registered capital	Proportion of ownership interest/ voting power held by the Company At December 31,		Principal activities
				2024	2023	
China Renaissance HB XI Venture GP, LLC	Cayman Islands	Limited liability company	US\$1	100%	100%	General partner of a private equity fund
Huaxing Associate II L.P.	Cayman Islands	Limited partnership	US\$3,000,000	37.5%	37.5%	General partner of a private equity fund
China Renaissance Broking Services (Hong Kong) Limited	Hong Kong, PRC	Limited liability company	HK\$2,364,920,000	100%	100%	Provision of trading and brokerage services
達孜鐸峰投資顧問有限公司 (“Dazi Huafeng Investment Consultants Limited”)	Tibet, PRC	Limited liability company	RMB10,000,000	100%	100%	General partner of a subsidiary
達孜鐸峰創業投資合夥企業(有限合夥) (“Dazi Huafeng Venture Capital Partnership (Limited Partnership)”)	Tibet, PRC	Limited partnership	RMB500,000,000	60%	60%	General partner of private equity funds
上海華晟股權投資管理有限公司 (“Shanghai Huasheng Equity Investment Management Limited”)	Shanghai, PRC	Limited liability company	RMB1,000,000	50%	50%	Provision of management services for a private equity fund
上海華晟信選創業投資管理中心(有限合夥) (“Shanghai Huasheng Xinxuan Venture Capital Management Center (Limited Partnership)”)	Shanghai, PRC	Limited partnership	RMB17,893,005	30%	30%	General partner of a private equity fund
上海華晟優格股權投資管理有限公司 (“Shanghai Huasheng Youge Equity Investment Management Limited”)	Shanghai, PRC	Limited liability company	RMB100,000,000	100%	100%	Provision of management services for private equity funds

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

48. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Name of subsidiary	Place of incorporation/ registration/ operation	Kind of legal entity	Issued/ registered capital	Proportion of ownership interest/ voting power held by the Company At December 31,		Principal activities
				2024	2023	
上海華晟信航股權投資管理中心(有限合夥) (“Shanghai Huasheng Xinhang Equity Investment Management Center (Limited Partnership)”)	Shanghai, PRC	Limited partnership	RMB193,639,900	25%	25%	General partner of a private equity fund
天津鐸峰資產管理合夥企業(有限合夥) (“Tianjin Huafeng Asset Management Partnership (Limited Partnership)”)	Tianjin, PRC	Limited partnership	RMB2,000,000	60%	60%	General partner of a private equity fund
CR Securities	Shanghai, PRC	Foreign invested enterprise	RMB3,024,000,000	63.83%	63.83%	Provision of securities brokerage securities underwriting and sponsorship, securities asset management, securities investment consultancy services
達孜鐸領投資顧問有限公司 (“Dazi HuaLing Investment Consultants Limited”)	Tibet, PRC	Limited liability company	RMB360,000,000	100%	100%	General partner of a subsidiary
上海微宏投資有限公司 (“Shanghai Weihong Investment Limited”)	Shanghai, PRC	Limited liability company	RMB10,000,000	100%	100%	Investment holding
鐸淦(上海)商務諮詢有限公司 (“Huagan (Shanghai) Business Consulting Limited”)	Shanghai, PRC	Wholly foreign owned enterprise	US\$10,000,000	100%	100%	Investment holding

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

48. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Name of subsidiary	Place of incorporation/ registration/ operation	Kind of legal entity	Issued/ registered capital	Proportion of ownership interest/ voting power held by the Company At December 31,		Principal activities
				2024	2023	
寧波梅山保稅港區裕錦投資 管理有限責任 公司 ("Ningbo Meishan Bonded Port Area Rongjin Investment Management Limited")	Ningbo, PRC	Limited liability company	RMB1,000,000	51%	51%	General partner of a subsidiary
寧波梅山保稅港區鐔杰股權 投資管理有限公司 ("Ningbo Meishan Bonded Port Area Huajie Investment Management Limited")	Ningbo, PRC	Limited liability company	RMB2,500,000	51%	51%	Management services for private equity funds
寧波梅山保稅港區瓚晟 投資管理有限公司 ("Ningbo Meishan Bonded Port Area Lingsheng Investment Management Limited")	Ningbo, PRC	Limited liability company	RMB10,000,000	100%	100%	Investment management
寧波梅山保稅港區鐔清 股權投資管理有限公司 ("Ningbo Meishan Bonded Port Area Huaqing Equity Investment Management Limited")	Ningbo, PRC	Limited liability company	RMB30,000,000	100%	100%	General partner of a subsidiary
寧波梅山保稅港區華興信守 股權投資管理中心 (有限合夥) ("Ningbo Meishan Bonded Port Area Huaxing Xinshou Equity Investment Management Center (Limited Partnership)")	Ningbo, PRC	Limited partnership	RMB110,000,000	59.99%	59.99%	General partner of private equity funds

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

48. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Name of subsidiary	Place of incorporation/ registration/ operation	Kind of legal entity	Issued/ registered capital	Proportion of ownership interest/ voting power held by the Company At December 31,		Principal activities
				2024	2023	
天津華清企業管理諮詢有限公司 ("Tianjin Huaqing Enterprise Management Consulting Limited")	Tianjin, PRC	Limited liability company	RMB30,000,000	51%	51%	General partner of subsidiaries
天津華杰企業管理諮詢合夥企業 (有限合夥) ("Tianjin Huajie Enterprise Management Consulting Partnership (Limited Partnership)")	Tianjin, PRC	Limited partnership	RMB62,122,448	27.45%	27.45%	General partner of private equity funds
Grand Eternity Limited	BVI	Limited liability company	US\$8,252.15	100%	100%	General partner of private equity funds
天津鐸煌企業管理諮詢合夥企業 (有限合夥) ("Tianjin Huahuang Enterprise Management Consulting Partnership (Limited Partnership)")	Tianjin, PRC	Limited partnership	RMB15,000,000	73.32%	73.32%	General partner of private equity funds
天津鐸宇諮詢有限公司 ("Tianjin Huayu Consultants Limited")	Tianjin, PRC	Wholly foreign owned enterprise	RMB1,000,000	100%	100%	Provision of financial advisory services
北京華興合利企業管理合夥企業 (有限合夥) ("Beijing Huaxing Heli Enterprise Management Partnership (Limited Partnership)")	Beijing, PRC	Limited partnership	RMB30,100,000	60.66%	60.66%	General partner of a private equity fund

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

48. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Name of subsidiary	Place of incorporation/ registration/ operation	Kind of legal entity	Issued/ registered capital	Proportion of ownership interest/ voting power held by the Company At December 31,		Principal activities
				2024	2023	
天津瑞致企業管理合夥 企業(有限合夥) (“Tianjin Ruizhi Enterprise Management Partnership (Limited Partnership)”)	Tianjin, PRC	Limited partnership	RMB5,000,000	45.60%	45.60%	General partner of a private equity fund
Huaxing Associates GP III, Ltd.	Cayman Islands	Limited liability company	US\$0.01	100%	100%	General partner of a private equity fund
Huaxing Associates III L.P.	Cayman Islands	Limited partnership	US\$20,000,000	79.37%	79.37%	General partner of a private equity fund
Huaxing Growth Capital Management, Ltd	Cayman Islands	Limited liability company	US\$0.01	100%	100%	Provision of advisory services for a private equity fund
寧波梅山保稅港區裕嘉投資 管理合夥企業(有限合夥) (“Ningbo Meishan Bonded Port Area Rongjia Investment Management Partnership (Limited Partnership)”)	Ningbo, PRC	Limited partnership	RMB15,000,000	37.25%	37.25%	General partner of a private equity fund
天津華興慧創諮詢合夥企 業(有限合夥) (“Tianjin Huaxing Huichuang Consulting Partnership (Limited Partnership)”)	Tianjin, PRC	Limited partnership	RMB50,000,000	60%	60%	Provision of management, financial advisory and technical services

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

48. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Name of subsidiary	Place of incorporation/ registration/ operation	Kind of legal entity	Issued/ registered capital	Proportion of ownership interest/ voting power held by the Company At December 31,		Principal activities
				2024	2023	
天津華匯企業管理諮詢合夥企業(有限合夥) ("Tianjin Huahui Enterprise Management Consulting Partnership (Limited Partnership)")	Tianjin, PRC	Limited partnership	RMB10,000,000	37.25%	37.25%	General partner of a private equity fund
天津智清企業管理諮詢合夥企業(有限合夥) ("Tianjin Zhiqing Enterprise Management Consulting Partnership (Limited Partnership)")	Tianjin, PRC	Limited partnership	RMB10,010,000	99%	99%	General partner of a private equity fund
海南華興凡睿科技諮詢有限公司 ("Hainan Huaxing Fanrui Technology Consulting Co., Ltd")	Hainan, PRC	Limited liability company	RMB100,000,000	100%	100%	Provision of financial advisory services
Huaxing Growth Capital Partners Feeder, L.P.	Cayman Islands	Limited partnership	US\$1	75.02%	75.02%	General partner of a private equity fund
天津鐔峰企業管理諮詢有限公司 ("Tianjin Huafeng Enterprise Management Consulting Co., Ltd.")	Tianjin, PRC	Limited liability company	RMB10,000,000	100%	N/A	Provision of management service for a private equity fund

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length. None of the subsidiaries had issued any debt securities at the end of the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

49. DETAILS OF NON-WHOLLY-OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiary	Incorporation and principal place of business	Proportion of ownership interests and voting rights held by non-controlling interests		Total comprehensive expense allocated to non-controlling interests		Accumulated non-controlling interests	
		At December 31,		Year ended December 31,		At December 31,	
		2024	2023	2024	2023	2024	2023
				RMB'000	RMB'000	RMB'000	RMB'000
CR Securities	Shanghai, PRC	36.17%	36.17%	(32,998)	(36,607)	868,764	901,762
Individually immaterial subsidiaries with non-controlling interests						136,413	135,772
						1,005,177	1,037,534

Summarized financial information in respect of the Group's subsidiary that has material non-controlling interests is set out below. The summarized financial information below represents amounts before intragroup eliminations.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

49. DETAILS OF NON-WHOLLY-OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (CONTINUED)

CR Securities:

	At December 31, 2024 RMB'000	2023 RMB'000
Current assets	3,565,869	3,220,613
Non-current assets	119,402	135,459
Current liabilities	1,284,377	862,952
Non-current liabilities	—	—
Equity attributable to owners of the Company	1,532,130	1,591,358
Non-controlling interests	868,764	901,762
	Year ended December 31, 2024 RMB'000	2023 RMB'000
Revenue and other gains	247,719	261,043
Expenses	(341,969)	(347,767)
Total comprehensive expense for the year	(91,236)	(101,208)
Total comprehensive expense attributable to owners of the Company	(58,238)	(64,601)
Total comprehensive expense attributable to non-controlling interests	(32,998)	(36,607)
	Year ended December 31, 2024 RMB'000	2023 RMB'000
Net cash inflow from operating activities	522,502	127,204
Net cash outflow from investing activities	(56,565)	(7,966)
Net cash outflow from financing activities	(105,418)	(174,795)
Net cash inflow/(outflow)	360,519	(55,557)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

50. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

	At December 31,	
	2024	2023
	RMB'000	RMB'000
NON-CURRENT ASSETS		
Investments in subsidiaries	2,077,199	1,973,636
Investments in associates	10,857	16,532
Financial assets at fair value through profit or loss	11,572	11,402
	2,099,628	2,001,570
CURRENT ASSETS		
Accounts and other receivables	75,792	74,201
Financial assets at fair value through profit or loss	7,584	78
Amount due from subsidiaries	1,006,869	1,209,122
Cash and cash equivalents	302,521	252,716
	1,392,766	1,536,117
TOTAL ASSETS	3,492,394	3,537,687
CURRENT LIABILITIES		
Accounts and other payables	7,666	13,856
Amount due to subsidiaries	569,220	614,688
	576,886	628,544
NET CURRENT ASSETS	815,880	907,573
TOTAL ASSETS LESS CURRENT LIABILITIES	2,915,508	2,909,143
NET ASSETS	2,915,508	2,909,143
CAPITAL AND RESERVES		
Share capital	94	93
Reserves	2,915,414	2,909,050
	2,915,508	2,909,143

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2024

50. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (CONTINUED)

Movement in the Company's reserves

	Share premium RMB'000	Other reserves RMB'000	Accumulated losses RMB'000	Total RMB'000
At January 1, 2023	6,104,384	75,802	(3,263,267)	2,916,919
Total comprehensive income/(expense) for the year	—	16,139	(85,440)	(69,301)
Recognition of equity-settled share-based payment expense	—	61,432	—	61,432
Restricted share units vested	60,642	(60,642)	—	—
At December 31, 2023	6,165,026	92,731	(3,348,707)	2,909,050
Total comprehensive income/(expense) for the year	—	13,236	(52,036)	(38,800)
Recognition of equity-settled share-based payment expense	—	38,789	—	38,789
Share options exercised	50,840	(44,465)	—	6,375
Restricted share units vested	40,714	(40,714)	—	—
At December 31, 2024	6,256,580	59,577	(3,400,743)	2,915,414

51. EVENT AFTER THE REPORTING PERIOD

Save as disclosed in these consolidated financial statements, the directors of the Company are not aware of any material subsequent event.

DEFINITIONS

“AI”	artificial intelligence
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Articles of Association”	the articles of association of our Company conditionally adopted on September 7, 2018 with effect from the Listing Date, as amended from time to time
“Audit Committee”	the Audit Committee of the Board
“Auditor”	ZHONGHUI ANDA CPA Limited
“AUM”	assets under management
“Award”	an award granted under the Scheme to selected participants being eligible persons under the Scheme or the actual selling price of the Award Shares in cash in accordance with the Scheme Rules
“Award Shares”	the Shares in an Award granted to selected participant being eligible person under the Scheme
“Board”	the board of directors of our Company
“CG Code”	the Corporate Governance Code set out in Appendix C1 of the Listing Rules
“China” or “PRC”	the People’s Republic of China, and for the purpose of this Annual Report only, except where the context requires otherwise, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“China Renaissance Securities (US)”	China Renaissance Securities (US) Inc., a limited liability company established in the State of New York, the USA on August 23, 2012, being a wholly-owned subsidiary of the Company
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company” or “the Company”, “China Renaissance”	China Renaissance Holdings Limited 華興資本控股有限公司, an exempted company with limited liability incorporated under the laws of the Cayman Islands on July 13, 2011
“Connected Transactions”	has the meaning ascribed to it under the Listing Rules
“Consolidated Affiliated Entities”	Shanghai Quanyuan, Dazi Hualing, Dazi Huafeng and Dazi Huashi

DEFINITIONS (CONTINUED)

“Contractual Arrangements”	the series of contractual arrangements entered into by, among others, Huagan Shanghai, our Consolidated Affiliated Entities and their shareholders, details of which are described in the section headed “Contractual Arrangements” in the Prospectus and “Connected Transactions — Continuing connected transactions — Non-exempt continuing connected transactions — Contractual Arrangements” in this annual report, as amended, restated and/or supplemented from time to time
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Bao, FBH Partners, and CR Partners
“CR Partners”	CR Partners Limited, a company incorporated in the British Virgin Islands with limited liability on July 5, 2011 and one of our Controlling Shareholders
“CR Securities”	China Renaissance Securities (China) Co., Ltd. (華興證券有限公司), a company incorporated in China, with limited liability on August 19, 2016 and an indirect subsidiary of the Company, formerly named as 華菁證券有限公司
“CRSHK”	China Renaissance Securities (Hong Kong) Limited (華興證券(香港)有限公司), a company incorporated in Hong Kong with limited liability on June 18, 2012 and a directly wholly-owned subsidiary of the Company
“CSRC”	China Securities Regulatory Commission
“Dazi Huafeng”	Dazi Huafeng Investment Consultants Co., Ltd. (達孜鐸峰投資顧問有限公司), a company incorporated with limited liability in China on August 28, 2015, and one of our Consolidated Affiliated Entities
“Dazi Hualing”	Dazi Hualing Investment Consultants Co., Ltd. (達孜鐸嶺投資顧問有限公司), a company incorporated with limited liability in China on December 30, 2015, and one of our Consolidated Affiliated Entities
“Dazi Huashi”	Dazi Huashi Entrepreneurship Investment Management Co., Ltd. (達孜鐸石創業投資管理有限公司), a company incorporated with limited liability in China on October 20, 2014, and one of our Consolidated Affiliated Entities
“Director(s)”	the director(s) of our Company
“ESG”	environmental, social and governance
“ESG Committee”	the Environmental, Social and Governance Committee

DEFINITIONS (CONTINUED)

“ESOP”	the employees’ share option plan of the Company as approved by the Board on August 24, 2012, which was amended and restated on March 1, 2013, April 27, 2015, and June 5, 2018
“FBH Partners”	FBH Partners Limited, our Controlling Shareholder, a company incorporated in the British Virgin Islands with limited liability on March 12, 2004 as an investment vehicle controlled by Mr. Bao, a founder of our Group
“FVTPL”	Fair value through profit or loss
“Go Perfect”	Go Perfect Development Limited, a shareholder of the Company which is a trust entity under the RSU Plan and being an associate of Mr. Bao
“Group”, “our Group”, “the Group”, “we”, “us” or “our”	the Company and its subsidiaries from time to time or, where the context so requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“Hong Kong” or “HK” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Huagan Shanghai”	Huagan (Shanghai) Business Consultants Co., Ltd. (鐸淦(上海)商務諮詢有限公司), a wholly foreign-owned enterprise incorporated with limited liability in China on May 27, 2017 and an indirectly wholly-owned subsidiary of the Company
“IFRS”	IFRS Accounting Standards, as issued from time to time by the International Accounting Standards Board
“IPCC”	Intergovernmental Panel on Climate Change
“IRR”	Internal rate of return
“IT”	internet technology
“Latest Practicable Date”	April 24, 2025, being the latest practicable date prior to the printing of this annual report for the purpose of ascertaining certain information contained herein
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange

DEFINITIONS (CONTINUED)

“Listing Date”	September 27, 2018 the date on which the Shares are listed and on which dealings in the Shares are first permitted to take place on the Stock Exchange
“Listing Rules”	the Rules governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 of the Listing Rules
“Mr. Bao”	Mr. Bao Fan (包凡), our former Chairman and Chief Executive Officer (resigned February 2, 2024) who is our Controlling Shareholder as of the date of this annual report
“Nomination Committee”	the nomination committee of the Board
“PE”	Private equity
“Prospectus”	the prospectus of the Company dated September 14, 2018
“RMB” or “Renminbi”	Renminbi, the lawful currency of PRC
“Remuneration Committee”	the remuneration committee of the Board
“Reporting Period”	the year ended December 31, 2024
“RSU Plan”	the China Renaissance Holdings Limited 2018 Restricted Share Unit Plan as approved by Board on June 15, 2018
“RSUs”	restricted share units
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Scheme Rules”	the rules governing the Share Award Scheme
“Shanghai Quanyuan”	Shanghai Quanyuan Investment Co., Ltd. (上海全源投資有限公司), a company incorporated with limited liability in China on October 28, 2014, and one of our Consolidated Affiliated Entities

DEFINITIONS (CONTINUED)

“Share(s)”	ordinary share(s) in the share capital of our Company, currently with a par value of US\$0.000025 each
“Shareholder(s)”	holder(s) of the Share(s)
“Share Award Scheme” or the “Scheme”	the share award scheme adopted by the Company on May 27, 2022 pursuant to a resolution of the Board
“Sky Allies”	Sky Allies Development Limited, a shareholder of the Company, and controlled by a trustee that is accustomed to take instructions from Mr. Bao Fan and therefore a core connected person of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary” or “Subsidiaries”	has the meaning ascribed to it thereto in section 15 of the Companies Ordinance
“substantial shareholder”	has the meaning ascribed to it in the Listing Rules
“United States” or “US” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US dollars”, “U.S. dollars”, “US\$” or “USD”	United States dollars, the lawful currency of the United States
“%”	per cent

Note: Unless otherwise defined in this Annual Report, capitalised terms used herein bear the same meanings as defined in the Prospectus.





CHINA RENAISSANCE HOLDINGS LIMITED
華興資本控股有限公司

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