

Stock Code 股份代號:3368



CORPORATE PROFILE

公司簡介

Parkson Retail Group Limited (the "Company") is a leading nationwide lifestyle retail operator in the People's Republic of China (the "PRC"). The Parkson brand was introduced to the Beijing market in the early 1990's and has now operated and managed a diversified collection of retail formats, including department stores, shopping malls, outlets, "Parkson Beauty" concept stores and supermarkets. As at 31 December 2025, the Company's subsidiaries and associates operated and managed 40 Parkson stores and 2 Parkson Newcore City Malls in 23 cities in the PRC and Laos.

Localisation and consistent market positioning are the key strategies for the continuous growth and success of Parkson. We are tailoring our merchandise assortments, brand mix and floor space allocation on a store-by-store basis to better serve our targeted middle to middle-upper end consumers in every city that we operate. The Group offers a wide range of internationally renowned brands of fashion and lifestyle related merchandises focusing on four main categories of merchandise namely, Fashion & Apparel, Cosmetics & Accessories, Household & Electrical, and Groceries & Perishables, targeting the young and contemporary market.

百盛商業集團有限公司（「本公司」）為中華人民共和國（「中國」）全國性時尚生活的領先零售營運商。百盛品牌於九十年代初進入北京市場，現已運營管理零售業態多元化的組合，包括百貨店、購物廣場、奧特萊斯、「Parkson Beauty」概念店及超市。截至二零二五年十二月三十一日，本公司附屬公司及聯營公司在中國23個城市及老撾運營管理40家百盛門店及2家百盛優客城市廣場。

本地化及貫徹一致的市場定位是百盛錄得持續增長及取得成功的主要策略。本集團以每家百貨店為基準調整商品搭配、品牌組合及營業面積分配以更好地為本集團經營所在城市的中檔及中高檔目標消費者服務。本集團提供一系列國際知名品牌的時裝及生活時尚商品，該等商品分為四大類，即「時裝及服裝」、「化妝品及配飾」、「家居用品及電器」和「食品及鮮貨」，特別為年輕及時尚一族而設。



CONTENTS

目錄

2	Corporate Information 公司資料
4	Chairman's Statement 主席報告
8	Financial Highlights 財務摘要
9	Management Discussion and Analysis 管理層討論及分析
15	Biographies of Directors and Senior Management 董事及高級管理層履歷
21	Corporate Governance Report 企業管治報告
40	Environment, Social and Governance Report 環境、社會及管治報告
103	Directors' Report 董事會報告書
126	Independent Auditor's Report 獨立核數師報告書





CORPORATE INFORMATION

公司資料

AS OF THE DATE OF THIS REPORT

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS:

Tan Sri Cheng Heng Jem (*Chairman*)
Juliana Cheng San San

NON-EXECUTIVE DIRECTOR:

Dato' Sri Dr. Hou Kok Chung

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Dato' Fu Ah Kiow (*Lead independent non-executive director*)
Yau Ming Kim, Robert
Datuk Koong Lin Loong

REGISTERED OFFICE

Vistra (Cayman) Limited
P.O. Box 31119 Grand Pavilion
Hibiscus Way, 802 West Bay Road,
Grand Cayman
KY1-1205
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

5th Floor, Metro Plaza
No. 555 Loushanguan Road
Changning District
Shanghai 200051
China

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1010, 10th Floor
Harcourt House
39 Gloucester Road
Wanchai, Hong Kong

CHIEF EXECUTIVE OFFICER

Zhou Jia

COMPANY SECRETARY

Au-Yeung Nelly

AUTHORISED REPRESENTATIVES

Tan Sri Cheng Heng Jem
Au-Yeung Nelly

AUDIT COMMITTEE

Dato' Fu Ah Kiow (*Chairman*)
Yau Ming Kim, Robert
Dato' Sri Dr. Hou Kok Chung
Datuk Koong Lin Loong

截至本報告日期

董事會

執行董事：

丹斯里鍾廷森 (*主席*)
鍾珊珊

非執行董事：

拿督斯里何國忠博士

獨立非執行董事：

拿督胡亞橋 (*首席獨立非執行董事*)
丘銘劍
拿督孔令龍

註冊辦事處

Vistra (Cayman) Limited
P.O. Box 31119 Grand Pavilion
Hibiscus Way, 802 West Bay Road,
Grand Cayman
KY1-1205
Cayman Islands

總辦事處及主要營業地點

中國
上海市200051
長寧區
婁山關路555號
長房國際廣場5樓

香港主要營業地點

香港灣仔
告士打道39號
夏慤大廈
10樓1010室

首席執行官

周嘉

公司秘書

歐陽麗妮

法定代表

丹斯里鍾廷森
歐陽麗妮

審核委員會

拿督胡亞橋 (*主席*)
丘銘劍
拿督斯里何國忠博士
拿督孔令龍



CORPORATE INFORMATION 公司資料

REMUNERATION COMMITTEE

Yau Ming Kim, Robert (*Chairman*)
Tan Sri Cheng Heng Jem
Datuk Koong Lin Loong
Dato' Fu Ah Kiow
Dato' Sri Dr. Hou Kok Chung

NOMINATION COMMITTEE

Tan Sri Cheng Heng Jem (*Chairman*)
Yau Ming Kim, Robert
Dato' Fu Ah Kiow
Juliana Cheng San San
Datuk Koong Lin Loong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Vistra (Cayman) Limited
P.O. Box 31119 Grand Pavilion
Hibiscus Way, 802 West Bay Road,
Grand Cayman
KY1-1205
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS IN THE PRC

Shanghai Pudong Development Bank
China Zheshang Bank
Bank of China
Agricultural Bank of China
Industrial and Commercial Bank of China
China Construction Bank
China Merchants Bank
Bank of Communications

PRINCIPAL BANKERS IN HONG KONG

The Hong Kong and Shanghai Banking Corporation Limited
Bank of China (Hong Kong)
Bank of Communications (Hong Kong) Limited
Bank of Communications Hong Kong Branch

AUDITOR

Grant Thornton Hong Kong Limited
Certified Public Accountants

WEBSITE

www.parksongroup.com.cn

薪酬委員會

丘銘劍 (*主席*)
丹斯里鍾廷森
拿督孔令龍
拿督胡亞橋
拿督斯里何國忠博士

提名委員會

丹斯里鍾廷森 (*主席*)
丘銘劍
拿督胡亞橋
鍾珊珊
拿督孔令龍

主要股份過戶登記處

Vistra (Cayman) Limited
P.O. Box 31119 Grand Pavilion
Hibiscus Way, 802 West Bay Road,
Grand Cayman
KY1-1205
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

中國主要往來銀行

上海浦東發展銀行
浙商銀行
中國銀行
中國農業銀行
中國工商銀行
中國建設銀行
招商銀行
交通銀行

香港主要往來銀行

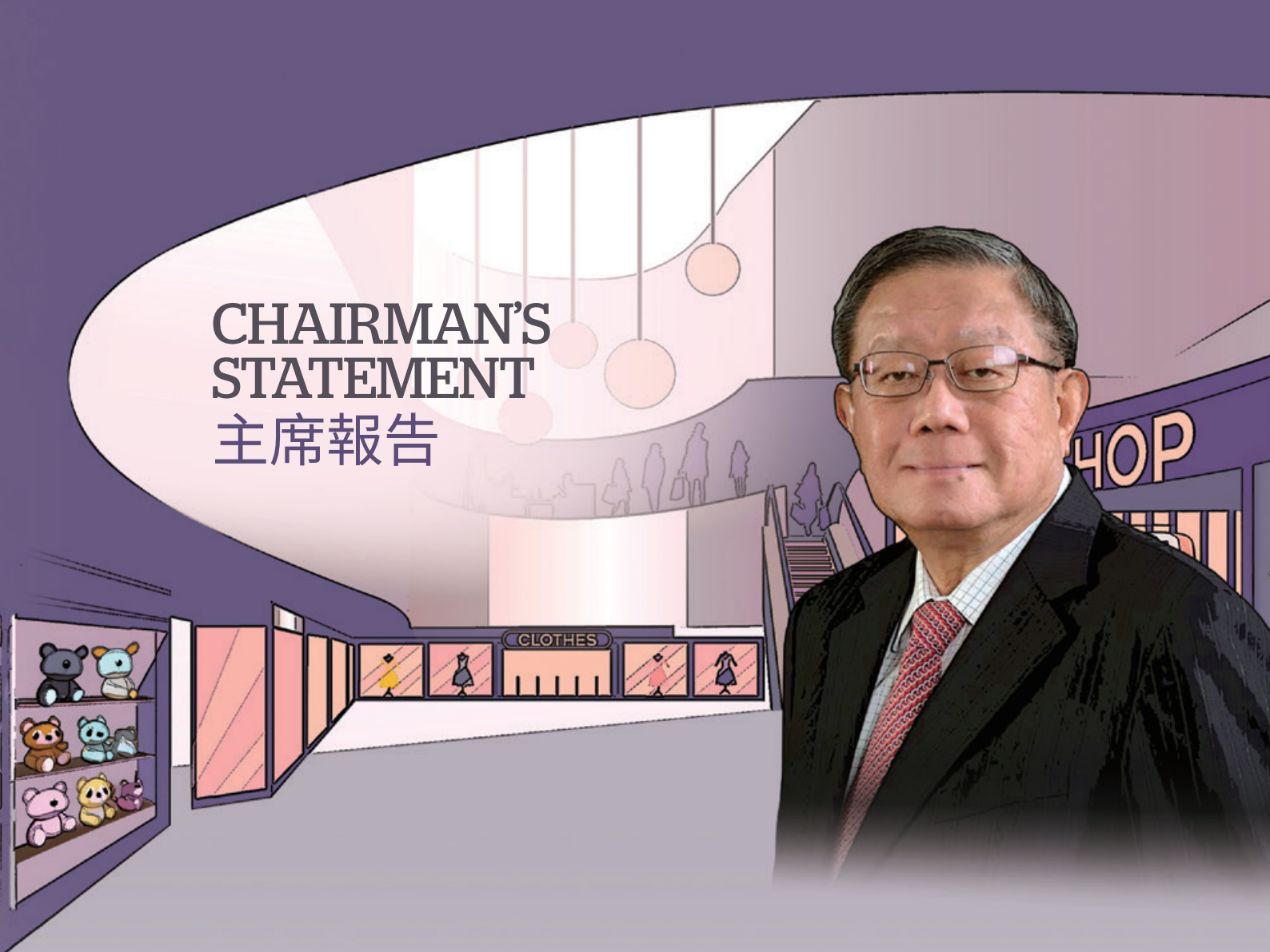
香港上海滙豐銀行有限公司
中國銀行 (香港)
交通銀行 (香港) 有限公司
交通銀行香港分行

核數師

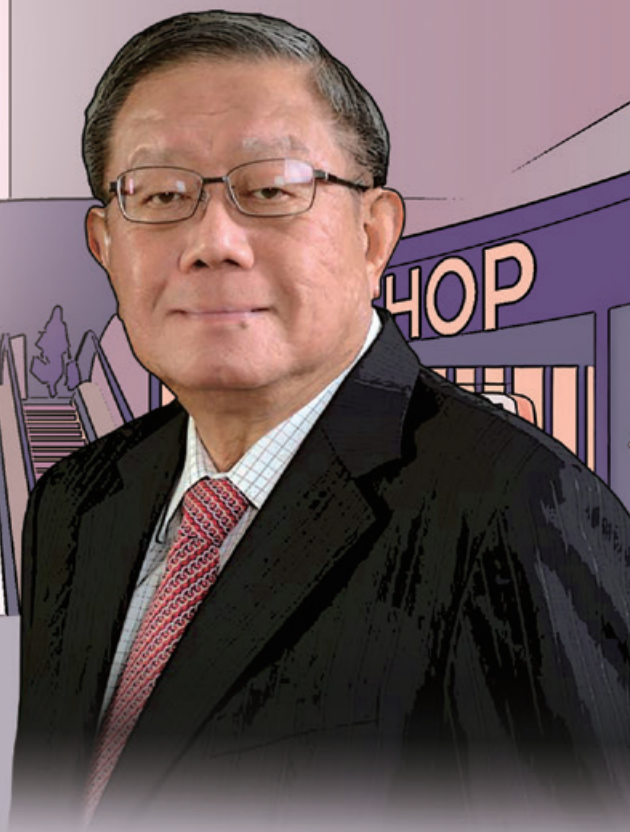
致同 (香港) 會計師事務所有限公司
執業會計師

網址

www.parksongroup.com.cn



CHAIRMAN'S STATEMENT 主席報告



The Board would like to present the annual results of the Company and its subsidiaries (collectively the "Group") for the year ended 31 December 2025.

ECONOMIC REVIEW

The year 2025 unfolded against a backdrop of persistent global uncertainty. The world appears to have settled into a "low growth, high volatility" paradigm, shaped by escalating trade tensions, geopolitical instability, and unpredictable policy shifts. In this challenging environment, the People's Republic of China ("PRC") demonstrated commendable resilience. While the PRC's consumption market shows signs of recovery, it remains characterised by cautious spending and increasingly fragmented consumer segments. In response, the PRC government has introduced targeted fiscal incentives and sector-specific support measures aimed at reinvigorating economic momentum.

According to the latest data released by the National Bureau of Statistics of China, the PRC's GDP reached RMB140.19 trillion in 2025, representing a 5.0% increase from 2024. In addition, total retail sales of consumer goods in the PRC grew by 3.7% year-on-year, reflecting a gradual but steady recovery in consumer activity.

董事會謹此呈報本公司及其附屬公司（統稱「本集團」）截至二零二五年十二月三十一日止年度之全年業績。

經濟狀況回顧

二零二五年在全球持續不確定的背景下展開，世界似乎已步入「低增長、高波動」的格局。這一格局由不斷升級的貿易摩擦、地緣政治動盪以及難以預測的政策走向所塑造。在這一充滿挑戰的環境中，中華人民共和國（「中國」）展現出令人矚目的韌性。儘管中國消費市場顯現復甦跡象，但仍呈現消費者支出謹慎與消費群體日益細分化。對此，中國政府推出了針對性的財政激勵措施和行業專項支持政策，以重振經濟動能。

根據中國國家統計局公佈的最新數據，二零二五年中國國內生產總值為人民幣140.19萬億元，較二零二四年增長5.0%。此外，中國消費品零售總額同比增長3.7%，反映出消費活動正逐步穩健地復甦。



CHAIRMAN'S STATEMENT 主席報告

BUSINESS REVIEW

For the year under review, the Group recorded gross sales proceeds of RMB7,745.6 million (including value-added tax), representing a decrease of 10.9% compared to the previous year. The decline was primarily driven by structural shifts in consumer spending behavior and heightened caution in consumer spending amid macroeconomic headwinds and muted income growth expectation. Same-Store-Sales ("SSS") decreased by 16.6% compared to the year before and the overall gross profit margin of the Group was 13.7% in 2025. The operating profit of the Group was RMB262.0 million as compared to RMB244.9 million the previous year, representing an increase of 7.0%.

As at 31 December 2025, the Group and its associates operated and managed 40 Parkson stores, comprising department stores, shopping malls, outlets, the "Parkson Beauty" concept store and supermarkets, as well as 2 Parkson Newcore City Malls, across 23 cities in the PRC and Laos.

REDEFINING RETAIL FOR THE FUTURE

Consumer expectations in the PRC are evolving rapidly. Today's shoppers seek more than products. They demand authenticity, value, emotional connection, and immersive experiences. In response, the Group is actively reshaping its identity from a traditional retailer into an innovator of integrated lifestyle destinations.

This strategy centers on transforming physical spaces from "transactional marketplaces" into "lifestyle innovation destinations". Throughout 2025, the Group advanced this vision through several landmark initiatives.

In May 2025, Datong Parkson Outlet officially commenced operations as the Group's third store in Datong City. It is positioned as a key "commerce + cultural tourism" destination in North China, offering a seamless one-stop "stay-shop-dine-entertain" experience. Together with Datong Parkson Yongtai Store (a premium department store) and Datong Parkson Yunzhong Store (a full-scale shopping mall), the three stores form a synergistic retail ecosystem tailored to diverse consumer needs.

In October 2025, the Group launched its fifth store, Mianyang Shangma Parkson, in Mianyang City. This development marked the Group's first "technology-driven experiential shopping mall", centered around four core pillars "technology integration, debut store initiatives, a national food hall, and interactive family experiences", bringing immersive, real-world technologies to local residents to use and enjoy on a daily basis.

業務回顧

於回顧年度內，本集團錄得銷售所得款項總額人民幣7,745.6百萬元（含增值稅），較去年下降10.9%。此下滑主要源於消費者支出行為發生結構性轉變以及在宏觀經濟逆風和收入增長預期疲軟背景下消費者支出更加謹慎所致。同店銷售（「同店銷售」）相較去年下降16.6%及本集團二零二五年整體毛利率為13.7%。本集團經營利潤為人民幣262.0百萬元，較去年人民幣244.9百萬元增加7.0%。

於二零二五年十二月三十一日，本集團及其聯營公司在中國23個城市及老撾運營及管理40家百盛門店（包括百貨店、購物廣場、奧特萊斯、「Parkson Beauty」概念店及超市）及2家百盛優客城市廣場。

重塑零售，面向未來

中國消費者的期望正在快速演變。當今購物者所追求的已不僅限於商品本身。購物者更注重真實性、價值感、情感連接與沉浸式體驗。對此，本集團正積極重塑自身定位，從傳統零售商轉型為融合式生活方式目的地的創新者。

這項戰略核心在於將實體空間從「交易型市場」轉變為「生活方式創新目的地」。二零二五年整年，本集團通過多項標誌性舉措持續推進這一願景。

於二零二五年五月，大同百盛奧特萊斯正式開業，成為本集團在大同市的第三家門店。該門店定位為華北地區重要的「商業+文旅」目的地，提供無縫一站式「住—購—食—娛」體驗。結合大同百盛永泰店（高端百貨店）與大同百盛雲中店（全業態購物廣場），三店形成協同零售生態系統，精準滿足多元消費者需求。

於二零二五年十月，本集團在綿陽市開設了第五家門店，綿陽上馬百盛，亦是本集團首家「科技驅動型體驗式購物廣場」。該商場圍繞「科技融合、首店引入、全國美食匯與互動家庭體驗」四大核心支柱，致力於為當地居民帶來沉浸式現實科技應用，讓科技真正融入並豐富他們的日常生活。



CHAIRMAN'S STATEMENT

主席報告

During the year under review, the Group completed major renovations at its key stores. Hefei Parkson is now a thriving ACGN (Anime, Comics, Games, Novels)-themed youth hub featured on CCTV-13, while Harbin Parkson introduced multiple regional flagship stores anchored by popular IPs (Intellectual Property) such as Pop Mart's first SKULLPANDA wood grain image store and TEENIE WEENIE Teddy Bear concept store. Shanghai Huaihai Parkson replaced its supermarket with a vibrant food hall and welcomed the Chinese debut of Korean fashion brand "Musinsa Standard", reinforcing its status as a trendsetting urban destination.

The above transformation examples reflect the Group's commitment to its strategic principle: "pursue progress in stability; discard the old to embrace the new." The Group is currently in a deliberate transition phase, phasing out legacy formats and investing in next-generation retail concepts. While this transformation requires time and additional capital, and may exert short-term pressure on performance, the Group views it as essential to ensure that it remains aligned with the expectations of today's retail standards.

As part of this strategic reset, the Group has conducted a comprehensive portfolio review and commenced the phasing out of underperforming stores with aging infrastructure and outdated facilities. This initiative is fundamental in elevating the overall shopping experience, ensuring that every store provides a comfortable, modern, and high-quality environment that appeals to discerning consumers and reinforces the Group's competitive edge.

於回顧年度內，本集團完成了多個重點門店的升級改造。合肥百盛現已成功轉型為蓬勃發展的ACGN（動漫、漫畫、遊戲、小說）主題青年文化中心，並獲央視新聞13頻道專題報導；哈爾濱百盛引入了多個以熱門IP（知識產權）為核心的區域首店，如泡泡瑪特首家SKULLPANDA木紋形象店以及TEENIE WEENIE泰迪熊主題概念店。上海淮海百盛將原有超市改造為充滿活力的美食廣場，並迎來韓國時尚品牌「Musinsa Standard」的中國首店，鞏固其作為引領城市潮流商業地標的定位。

上述轉型案例充分體現了本集團踐行「穩中求進、破舊立新」的戰略原則。目前，本集團正處於審慎的轉型階段，逐步淘汰傳統業態，加大對新一代零售概念的投入。儘管這一轉型需要時間與額外資本投入，並可能對短期業績造成壓力，但本集團認為，這是打造符合當今零售標準預期的關鍵舉措。

作為此次戰略重塑的一部分，本集團已全面審視資產組合，並開始有序退出基礎設施老化、設施陳舊且表現欠佳的門店。此舉對於提升整體購物體驗至關重要，旨在確保每一家門店均能為註重品質的消費者提供舒適、現代且高水準的購物環境，並鞏固本集團的競爭優勢。



CHAIRMAN'S STATEMENT 主席報告

OUTLOOK AND FUTURE PLANS

Moving into 2026, the retail landscape is expected to remain competitive and fast-changing. Yet, we are confident in our ability not only to adapt, but also to lead. Our priorities remain clear: deepen customer engagement, accelerate format innovation, optimise our portfolio, and pursue disciplined expansion in markets where we hold strong footholds.

We recognise that transformation is neither immediate nor easy. However, the foundations we are laying today – through experiential design, digital integration, brand curation, and community-centric spaces – will position the Group for sustainable, long-term value creation.

I would like to take this opportunity to express our sincere gratitude to our dedicated employees, customers, shareholders, suppliers and business partners for the continued trust and support. Together, we are reshaping a future in which Parkson transcends the traditional role of a retail space to become a meaningful destination for human connection and belonging.

前景及未來計劃

展望二零二六年，零售行業預期仍將面臨激烈競爭與快速變化。然而，我們有信心不僅能夠適應變革，更能引領行業前行。我們的優先事項依然明確：深化客戶互動、加速業態創新、優化資產組合，並在已有優勢市場穩步推進審慎擴張。

我們深知，轉型既非一躍而就，亦非輕而易舉。但今日所奠定的基礎，通過體驗式設計、數位化融合、品牌精選及社區導向空間所奠定的基礎，將為本集團構築可持續的長期價值。

藉此良機，本人致以最誠摯的感謝全體員工的辛勤付出，以及顧客、股東、供應商和業務夥伴的長期信賴跟堅定支持。我們正攜手共建一個未來：讓百盛超越傳統零售空間的角色，蛻變為一個承載人與人聯結、建立歸屬與共鳴的重要場所。

FINANCIAL HIGHLIGHTS

財務摘要

		2021 二零二一年	2022 二零二二年 (restated) (經重列)	2023 二零二三年	2024 二零二四年	2025 二零二五年
Operating Results (RMB'000)	經營業績 (人民幣千元)					
Gross sales proceeds ¹	銷售所得款項總額 ¹	10,667,264	8,262,172	9,080,998	7,844,580	7,028,755
Total operating revenues	經營收益總額	4,738,502	3,748,667	4,177,490	3,726,652	3,698,057
Profit/(Loss) from operations	經營利潤／(虧損)	323,550	(10,993)	505,481	244,870	262,012
Profit/(Loss) for the year	年度利潤／(虧損)	(170,630)	(385,423)	70,502	(174,525)	(192,509)
Profit/(Loss) attributable to owners of the Company	本公司所有人應佔利潤／(虧損)	(175,979)	(383,599)	66,413	(174,759)	(185,863)
Basic earnings/(loss) per share (RMB) ²	每股基本盈利／(虧損) (人民幣元) ²	(0.067)	(0.146)	0.025	(0.066)	(0.071)
Interim dividends per share (RMB)	每股中期股息 (人民幣元)	-	-	0.01	0.02	0.02
Final dividends per share (RMB)	每股末期股息 (人民幣元)	-	-	-	-	-
Full year dividends per share (RMB)	每股全年股息 (人民幣元)	-	-	0.01	0.02	0.02

		2021 二零二一年	2022 二零二二年 (restated) (經重列)	2023 二零二三年	2024 二零二四年	2025 二零二五年
Summary of consolidated statement of financial position (RMB'000)	綜合財務狀況表概要 (人民幣千元)					
Non-current assets	非流動資產	9,436,636	8,539,727	8,041,711	8,500,259	8,477,239
Current assets	流動資產	2,881,452	3,012,123	3,035,072	2,881,762	2,798,138
Total assets	總資產	12,318,088	11,551,850	11,076,783	11,382,021	11,275,377
Current liabilities	流動負債	4,628,155	2,816,118	2,841,805	2,538,884	2,401,802
Non-current liabilities	非流動負債	3,633,259	5,417,453	4,917,831	5,756,043	5,987,369
Total liabilities	總負債	8,261,414	8,233,571	7,759,636	8,294,927	8,389,171
Net assets	資產淨值	4,056,674	3,318,279	3,317,147	3,087,094	2,886,206
Represented by Equity attributable to owners of the Company	以下列各項表示： 本公司所有人應佔權益					
Non-controlling interests	非控股權益	3,983,874	3,249,384	3,244,942	3,015,374	2,821,132
		72,800	68,895	72,205	71,720	65,074
Total equity	總權益	4,056,674	3,318,279	3,317,147	3,087,094	2,886,206

NOTES:

- GSP (excluded value-added tax) represent the sum of sales proceeds from direct sales and concessionaire sales, income from providing consultancy and management services, rental income, credit service income and other operating revenues.
- The calculation of basic loss per share for the year ended 31 December 2025 is based on the net loss attributable to ordinary equity holders of the Company for the year of approximately RMB185,863,000 and the weighted average number of 2,634,532,000 shares in issue during the year.

The calculation of basic loss per share for the year ended 31 December 2024 is based on the net loss attributable to ordinary equity holders of the Company for the year of approximately RMB174,759,000 and the weighted average number of 2,634,532,000 shares in issue during the year.

附註：

- 銷售所得款項總額 (不含增值稅) 指來自直接銷售及特許專櫃銷售的銷售所得款項、提供諮詢及管理服務收入、租金收入、信貸服務收入及其他經營收益的總和。
- 截至二零二五年十二月三十一日止年度的每股基本虧損乃根據年內本公司普通股權益持有人應佔虧損淨額約人民幣185,863,000元及年內已發行加權平均數目2,634,532,000股計算。

截至二零二四年十二月三十一日止年度的每股基本虧損乃根據年內本公司普通股權益持有人應佔虧損淨額約人民幣174,759,000元及年內已發行加權平均數目2,634,532,000股計算。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Total GSP and operating revenues

Total GSP (inclusive of value-added tax) decreased by 10.9% to RMB7,745.6 million in 2025. The decrease in GSP was a result of structural shifts in consumer spending behavior and heightened caution in consumer spending amid macroeconomic headwinds and muted income growth expectation. SSS decreased by 16.6% in 2025.

財務回顧

銷售所得款項總額及經營收益

二零二五年度，銷售所得款項總額（含增值稅）下降10.9%至人民幣7,745.6百萬元。銷售所得款項總額的下降乃由消費者支出行為發生結構性轉變以及在宏觀經濟逆風和收入增長預期疲軟背景下消費者支出更加謹慎所致。二零二五年同店銷售下降16.6%。

TOTAL MERCHANDISE SALES

商品銷售總額

		2025 二零二五年		2024 二零二四年		Year-on- year change
		RMB'000	% of total 佔總額的	RMB'000	% of total 佔總額的	(%)
		人民幣千元	百分比(%)	人民幣千元	百分比(%)	同比變動 (%)
Concessionaire sales	特許專櫃銷售	3,877,399	70.3%	4,756,267	72.6%	(18.5%)
Direct sales	直接銷售	1,636,705	29.7%	1,798,059	27.4%	(9.0%)
		5,514,104	100.0%	6,554,326	100.0%	(15.9%)

Total merchandise sales (net of value-added tax) decreased by RMB1,040.2 million or 15.9% to RMB5,514.1 million in 2025. Concessionaire sales which constituted 70.3% of the Group's total merchandise sales in 2025 decreased by 18.5% as compared to 2024 while direct sales decreased by 9.0% as compared to 2024. The merchandise sales in 2025 decreased across both concessionaire sales and direct sales as compared to 2024 as a result of structural shifts in consumer spending behavior and heightened caution in consumer spending amid macroeconomic headwinds and muted income growth expectation.

二零二五年度，商品銷售總額（不含增值稅）減少人民幣1,040.2百萬元或15.9%至人民幣5,514.1百萬元。二零二五年度，佔本集團商品銷售總額70.3%的特許專櫃銷售較二零二四年度下降18.5%，而直接銷售較二零二四年度下降9.0%。與二零二四年度相比，二零二五年度的商品銷售在特許經營銷售和直接銷售方面均有所下降，乃由消費者支出行為發生結構性轉變以及在宏觀經濟逆風和收入增長預期疲軟背景下消費者支出更加謹慎所致。

Merchandise gross margin

The Group's merchandise gross margin (the combination of concessionaire commission rate and direct sales margin) increased from 13.3% in 2024 to 13.7% in 2025.

商品銷售毛利率

本集團的商品銷售毛利率（綜合特許專櫃銷售佣金及直接銷售利率），由二零二四年度的13.3%增長至二零二五年度的13.7%。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Total operating revenues

Total operating revenues of the Group decreased by RMB28.6 million or 0.8% to RMB3,698.1 million in 2025. The decrease in total operating revenues was mainly due to the decrease in sale of goods from direct sales and commissions from concessionaire sales and was partially offset by the increase in other income arising from lease modification and termination and increase in revenue from credit services.

Revenue from contracts with customers consists of sales of goods from direct sales, commissions from concessionaire sales and consultancy and management service fees and constituted 59.2% of the total operating revenues in 2025. Revenue from contracts with customers decreased by RMB256.1 million or 10.5% compared to 2024.

Operating expenses

Purchases of goods and changes in inventories

Purchases of goods and changes in inventories represent the cost of sales for direct sales, which decreased by RMB132.7 million or 8.5% from RMB1,562.1 million in 2024 to RMB1,429.4 million in 2025. The decrease was mainly due to decrease in direct sales and thus decrease in procurement of goods from third party vendors.

Staff costs

Staff costs decreased by RMB9.9 million or 2.1% to RMB469.5 million in 2025 from RMB479.4 million in 2024, mainly due to cost controlling during 2025 and was partially offset by increased in staff cost for stores closure in 2025. On a same store basis, staff costs decreased by 7.3%.

Staff costs as a percentage of GSP was 6.7% in 2025, as compared to 6.1% in 2024.

Depreciation and amortisation

Depreciation and amortisation decreased by 8.5% from RMB498.5 million in 2024 to RMB455.9 million in 2025. The decrease was mainly due to fully depreciated leasehold improvements for certain stores and closure of underperforming stores. In 2025, depreciation expense on the right-of-use assets of the properties of RMB282.3 million was recognised as compared to RMB299.5 million in 2024. On a same store basis, depreciation and amortisation decreased by 4.5%.

Depreciation and amortisation as a percentage of GSP was 6.5% in 2025, as compared to 6.4% in 2024.

經營收益總額

二零二五年度，本集團的經營收益總額減少人民幣28.6百萬元或0.8%至人民幣3,698.1百萬元。經營收益總額的減少主要由於自營銷售額及特許專櫃銷售佣金的減少，並部分被租賃變更及終止產生的其他收入及信貸服務收益的增加所抵銷。

來自客戶合約的收益包括自營銷售額、特許專櫃銷售佣金以及諮詢及管理服務費，並佔二零二五年度經營收益總額的59.2%。來自客戶合約的收益較二零二四年度減少人民幣256.1百萬元或10.5%。

經營開支

採購貨物及存貨變動

採購貨物及存貨變動貨物及存貨變動指直接銷售的銷售成本，由二零二四年度的人民幣1,562.1百萬元減少人民幣132.7百萬元或8.5%至二零二五年度的人民幣1,429.4百萬元。該減少主要由於直接銷售的下降使得向第三方供應商減少採購貨物所致。

員工成本

員工成本由二零二四年度的人民幣479.4百萬元減少人民幣9.9百萬元或2.1%至二零二五年度的人民幣469.5百萬元，主要由於二零二五年度的成本控制，並部分被二零二五年度關閉的門店增加的員工成本所抵銷。同店員工成本下降7.3%。

二零二五年度，員工成本佔銷售所得款項總額的百分比為6.7%，而二零二四年度為6.1%。

折舊及攤銷

折舊及攤銷由二零二四年度的人民幣498.5百萬元下降8.5%至二零二五年度的人民幣455.9百萬元。該減少主要由於部分門店的租賃物業裝修折舊完畢及關閉業績不佳的門店。於二零二五年度，確認物業的使用權資產的折舊開支為人民幣282.3百萬元，而二零二四年度為人民幣299.5百萬元。同店折舊及攤銷下降4.5%。

二零二五年度，折舊及攤銷佔銷售所得款項總額的百分比為6.5%，而二零二四年度為6.4%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Rental expenses

Rental expenses decreased by RMB7.7 million or 9.5% to RMB72.7 million in 2025 from RMB80.4 million in 2024. The decreased in rental expenses was mainly due to decrease in variable rent and closure of underperforming stores. On a same store basis, rental expenses decreased by 6.2%.

Rental expenses as a percentage of GSP was 1.0% in 2025 and 2024.

Other operating expenses

Other operating expenses, which consist primarily of (a) utilities cost; (b) marketing, promotional and selling expenses; (c) property management expenses; (d) general administrative expenses; and (e) city development and educational surcharge, increased by 17.1% to RMB1,008.6 million in 2025 from RMB861.5 million in 2024. The increased in other operating expenses mainly due to assets impairment of RMB389.9 million was provided in 2025 as compared to RMB230.0 million provided in 2024. On a same store basis, other operating expenses increased by 5.6%.

Other operating expenses as a percentage of GSP was 14.3% in 2025, as compared to 11.0% in 2024.

Profit from operations

The Group recorded profit from operations of RMB262.0 million for 2025 as compared to RMB244.9 million in 2024.

Profit from operations as a percentage of GSP was 3.7% in 2025, as compared to 3.1% in 2024.

Finance income/costs

The Group incurred net finance costs of RMB395.1 million in 2025 which represented a decrease of RMB12.2 million or 3.0% compared to RMB407.3 million in 2024. For interest expense on lease liabilities, RMB282.1 million was recognised in finance cost in 2025 as compared to RMB269.9 million in 2024. For interest income on the net investments in subleases, RMB9.4 million was recognised in finance income in 2025 as compared to RMB16.4 million in 2024.

租金開支

租金開支由二零二四年度的人民幣80.4百萬元減少人民幣7.7百萬元或9.5%至二零二五年度的人民幣72.7百萬元。租金開支的減少主要由於可變租金的減少及關閉業績不佳的門店。同店租金開支下降6.2%。

二零二五年度及二零二四年度，租金開支佔銷售所得款項總額的百分比為1.0%。

其他經營開支

其他經營開支主要包括(a)水電費；(b)市場營銷、宣傳及銷售費用；(c)物業管理開支；(d)一般行政開支；及(e)城市建設及教育附加費，由二零二四年度的人民幣861.5百萬元增加17.1%至二零二五年度的人民幣1,008.6百萬元。其他經營開支的增加主要由於二零二五年度計提資產減值撥備人民幣389.9百萬元，而二零二四年度計提人民幣230.0百萬元。同店其他經營開支上升5.6%。

二零二五年度，其他經營開支佔銷售所得款項總額的百分比為14.3%，而二零二四年度為11.0%。

經營利潤

本集團於二零二五年度錄得經營利潤人民幣262.0百萬元，而二零二四年度為人民幣244.9百萬元。

二零二五年度，經營利潤佔銷售所得款項總額的百分比為3.7%，而二零二四年度為3.1%。

融資收入／成本

本集團二零二五年度的淨融資成本為人民幣395.1百萬元，較二零二四年度的人民幣407.3百萬元減少人民幣12.2百萬元或3.0%。就租賃負債的利息開支而言，於二零二五年度，確認融資成本人民幣282.1百萬元，而二零二四年度則為人民幣269.9百萬元。就轉租賃投資淨額的利息收入而言，於二零二五年度，確認融資收入人民幣9.4百萬元，而二零二四年度則為人民幣16.4百萬元。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Share of profit of associates

The share of profit from associates was RMB12.8 million in 2025 and RMB14.5 million in 2024.

Loss before tax

Loss before tax was RMB120.3 million in 2025 as compared to RMB147.9 million in 2024. The loss before tax in 2025 was primarily due to decline in revenue and the increase in assets impairment provision.

Loss before tax as a percentage of GSP was (1.7%) in 2025 and (1.9%) in 2024.

Income tax expense

The Group's income tax expense is RMB72.2 million in 2025 as compared to RMB26.6 million in 2024.

Loss for the year

The Group's recorded loss of RMB192.5 million in 2025 and RMB174.5 million in 2024.

Loss attributable to owners of the Company

Loss attributable to the owners of the Company was RMB185.9 million in 2025 and RMB174.8 million in 2024.

Liquidity and financial resources

As at 31 December 2025, the Group had cash and bank balances of RMB1,457.2 million (2024: RMB1,466.5 million), time deposits of RMB46.6 million (2024: RMB35.4 million), financial assets at fair value through profit or loss of RMB77.2 million (2024: RMB66.7 million) and restricted cash of RMB60.7 million (2024: RMB64.0 million).

The Group's cash and cash equivalents are mainly denominated in Renminbi with the remaining denominated in United States dollars, Hong Kong dollars, Ringgit Malaysia and others.

應佔聯營公司的利潤

二零二五年度應佔聯營公司的利潤為人民幣12.8百萬元，而二零二四年度為人民幣14.5百萬元。

稅前虧損

於二零二五年度，稅前虧損為人民幣120.3百萬元，而二零二四年度為人民幣147.9百萬元。二零二五年度的稅前虧損主要由於收益的減少及資產減值撥備的增加。

二零二五年度，稅前虧損佔銷售所得款項總額的百分比為(1.7%)，而二零二四年度為(1.9%)。

所得稅開支

本集團二零二五年度所得稅開支為人民幣72.2百萬元，而二零二四年度為人民幣26.6百萬元。

年度虧損

本集團二零二五年度錄得虧損為人民幣192.5百萬元，而二零二四年度為人民幣174.5百萬元。

本公司所有人應佔虧損

二零二五年度，本公司所有人應佔虧損為人民幣185.9百萬元，而二零二四年度為人民幣174.8百萬元。

流動資金及財務資源

於二零二五年十二月三十一日，本集團擁有現金及銀行結餘人民幣1,457.2百萬元（二零二四年：人民幣1,466.5百萬元）、定期存款人民幣46.6百萬元（二零二四年：人民幣35.4百萬元）、按公允價值計量且其變動計入損益之金融資產人民幣77.2百萬元（二零二四年：人民幣66.7百萬元）及受限制現金人民幣60.7百萬元（二零二四年：人民幣64.0百萬元）。

本集團的現金及現金等價物主要以人民幣計值，其餘則以美元、港元、林吉特及其他計值。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Total debt to total assets ratio of the Group was 26.4% (2024: 24.7%) as at 31 December 2025.

於二零二五年十二月三十一日，本集團的債務總額與總資產比率為26.4%（二零二四年：24.7%）。

Current assets and net assets

The Group's current assets as at 31 December 2025 was RMB2,798.1 million. Net assets of the Group as at 31 December 2025 was RMB2,886.2 million.

流動資產及資產淨值

於二零二五年十二月三十一日，本集團的流動資產為人民幣2,798.1百萬元。本集團於二零二五年十二月三十一日的資產淨值為人民幣2,886.2百萬元。

Information on the financial products

The Group's financial assets at fair value through profit or loss consisted of non-principal-preservation type wealth management products managed by licensed financial institutions in the PRC. As at 31 December 2025, the fair value of these products was RMB77.2 million.

金融產品信息

本集團按公允價值計量且其變動計入損益之金融資產包括由中國持牌金融機構管理的非保本型理財產品。於二零二五年十二月三十一日，該等產品的公允價值為人民幣77.2百萬元。

Pledge of assets

As at 31 December 2025, the Group has pledged trade receivables of RMB620.8 million, pledged buildings, investment properties and leasehold land with a net carrying amount of approximately RMB1,281.7 million, RMB502.7 million and RMB292.8 million respectively to secure general bank loans. The Group has pledged unrealised receivables of RMB153.1 million which will be due within 48 months to secure the general interest-bearing bank loans. In addition, the Group has pledged deposits of RMB26.7 million held in designated bank accounts for performance guarantee.

資產抵押

於二零二五年十二月三十一日，本集團質押的應收貿易款項為人民幣620.8百萬元，質押的樓宇、投資物業及租賃土地的賬面淨值分別約為人民幣1,281.7百萬元、人民幣502.7百萬元及人民幣292.8百萬元，以為一般銀行貸款提供擔保。本集團以48個月內到期的未實現應收款項人民幣153.1百萬元進行質押，以為一般計息銀行貸款提供擔保。此外，本集團以指定銀行賬戶中人民幣26.7百萬元的質押存款作為履約擔保。

Other than the aforesaid, no other assets are pledged to any bank or lender.

除上文所述者外，概無其他資產質押予任何銀行或貸款人。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Segment information

For management purposes, the Group has one major operating segment, which is "Retail". The Group operates department stores, shopping malls, outlets and supermarkets mainly in the PRC. Revenues arising from this segment include sales of goods in direct sales, commissions from concessionaire sales, consultancy and management service fees and rental income from tenants. Besides, the Group provides consumer financing business which is carried out by Parkson Credit Sdn. Bhd. ("Parkson Credit") in Malaysia.

The revenue and results of retail and financial business are disclosure in Note 4 to the consolidated financial statements. Revenue from external customers are mostly generated in the PRC and almost all significant operating assets of the Group are located in the PRC. Since revenue from external customers and non-current assets excluding financial instruments and deferred tax assets of overseas companies outside the PRC are not material to the Group's consolidated revenue and non-current assets excluding financial instruments and deferred tax assets, management believes there is no need to disclose geographical information.

Employees

As at 31 December 2025, total number of employees for the Group was 3,042. The Group ensures that all levels of employees are paid competitively within the standard in the market and employees are rewarded on performance related basis within the framework of the Group's salary, incentives and bonus scheme.

Treasury policies

The business transactions of the Group were mainly denominated in Renminbi. Therefore, except for the capital market transactions for funding needs, there is limited exposure in foreign exchange risk. Hedging instruments including swaps and forwards have been used in the past and would be used in the future, if necessary, to ensure that the Group's exposure to the foreign exchange rate fluctuation and the interest rate fluctuation is minimised.

分部資料

因管理需求，本集團僅擁有一個主要經營分部，即「零售」。本集團主要於中國經營百貨店、購物中心、奧特萊斯及超市。源自此分部的收益包括自營銷售額、特許專櫃銷售佣金、諮詢及管理服務費及租戶租金收入。此外，本集團提供由Parkson Credit Sdn. Bhd. (「Parkson Credit」) 於馬來西亞開展的消費金融業務。

零售及金融業務之收益及業績於綜合財務報表附註4披露。來自外部客戶的收益主要源自中國，而本集團絕大部分主要經營資產均位於中國。由於來自外部客戶的收益及非流動資產（不包括中國境外海外公司的金融工具及遞延稅項資產）對本集團綜合收益及非流動資產（不包括金融工具及遞延稅項資產）而言並不重大，管理層認為毋須披露地理資料。

僱員

於二零二五年十二月三十一日，本集團合共聘用3,042名僱員。本集團確保所有級別僱員的薪酬與市場標準相若，並在本集團的薪金、獎勵及花紅計劃框架下按僱員表現釐定薪酬。

財資政策

本集團的業務交易主要以人民幣結算。因此，除為籌備所需資金而在資金市場交易外，本集團承擔之匯兌風險有限。本集團過往一直採用掉期及遠期合約等對沖工具，日後必要時亦會繼續採用，以確保本集團所承擔之匯率及利率波動風險減至最低。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

EXECUTIVE DIRECTORS

Tan Sri Cheng Heng Jem, aged 83, is an Executive Director and Chairman of the Company. Tan Sri Cheng is also the Chairman of the Nomination Committee and a member of the Remuneration Committee of the Company. He has more than 60 years of experience in the business operations of the Lion Group of Companies ("Lion Group") encompassing retail, financial services, steel, mining, property and industrial parks, agriculture, tyre manufacturing, motor vehicle assembly, brewery and computer industries. He oversees the operations of Lion Group and is responsible for the formulation and monitoring of the overall corporate strategic plans and business development of the Group.

Tan Sri Cheng was the President of The Associated Chinese Chambers of Commerce and Industry of Malaysia ("ACCCIM") and The Chinese Chamber of Commerce and Industry of Kuala Lumpur and Selangor ("KLSCCCI") from 2003 to 2012 and is now a Life Honorary President of ACCCIM and KLSCCCI. He was also the President of Malaysia Retailers Association ("MRA") from May 2016 to May 2018, and was its Honorary President from June 2018 to July 2020. He was again appointed the President of MRA from July 2020 to May 2022 and in June 2022, he was appointed an Honorary President of MRA. He was the Chairman of the Federation of Asia-Pacific Retailers Associations from October 2017 to September 2019, and was its Vice Chairman from September 2019 to November 2022. He is a Trustee of ACCCIM's Socio-Economic Research Trust and the President of Malaysia Steel Association.

Tan Sri Cheng's other directorships in public companies are as follows:

- Chairman and Managing Director of Lion Industries Corporation Berhad
- Managing Director of Parkson Holdings Berhad
- Chairman of Lion Posim Berhad
- Executive Chairman of Parkson Retail Asia Limited ("PRA")
- Director of Lion Asiapac Limited ("LAP")

執行董事

丹斯里鍾廷森，83歲，本公司執行董事兼主席。丹斯里鍾廷森亦為本公司提名委員會主席及薪酬委員會成員。彼在金獅集團公司（「金獅集團」）的業務營運方面累積逾六十年經驗，其中涵蓋零售、金融服務、鋼鐵、採礦、物業及工業園區、農業、輪胎製造、汽車配裝、啤酒廠及計算機行業業務。彼掌管金獅集團的營運，並負責制定和監察本集團的整體企業策略規劃和業務發展。

丹斯里鍾廷森於二零零三年至二零一二年為馬來西亞中華總商會（「馬來西亞中華總商會」）及吉隆坡暨雪蘭莪中華總商會（「隆雪中華總商會」）的會長且目前為馬來西亞中華總商會及隆雪中華總商會永久名譽會長。彼於二零一六年五月至二零一八年五月亦為馬來西亞零售商協會（「馬來西亞零售商協會」）的主席，並於二零一八年六月至二零二零年七月擔任其名譽主席。彼於二零二零年七月至二零二二年五月再次獲委任為馬來西亞零售商協會的主席，及於二零二二年六月獲委任為馬來西亞零售商協會的名譽主席。彼於二零一七年十月至二零一九年九月擔任亞太零售商協會聯盟的主席，並於二零一九年九月至二零二二年十一月擔任其副主席。彼為馬來西亞中華總商會社會經濟研究信託的信託人及馬來西亞鋼鐵協會的主席。

丹斯里鍾廷森於下列公眾公司擔任其他董事職務：

- 於Lion Industries Corporation Berhad擔任主席兼董事總經理
- 於Parkson Holdings Berhad擔任董事總經理
- 於Lion Posim Berhad擔任主席
- 於Parkson Retail Asia Limited（「PRA」）擔任執行主席
- 於Lion Asiapac Limited（「LAP」）擔任董事



BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

— Founding Member and Permanent Trustee of The Community Chest ("TCC") and Founding Member and Chairman of Kuen Cheng Holistic Education Berhad ("KCHEB"), both Malaysian companies limited by guarantee, the former established by the private sector for charity purposes and the latter for the provision of general private education.

Save for TCC and KCHEB, all the above companies are public listed companies in Malaysia whilst PRA and LAP are public listed companies in Singapore.

Tan Sri Cheng is the father of Juliana Cheng San San, the Executive Director of the Company.

Juliana Cheng San San, aged 56, was appointed as an Executive Director of the Company on 28 August 2015 and in 2022, Ms. Cheng was entrusted with additional responsibilities for the audit, legal and public relations of the Company. Ms. Cheng was appointed as a member of the Nomination Committee of the Company on 18 June 2025.

Ms. Cheng started her career with the Lion Group in 1995 with stints in Singapore and Malaysia. During her tenure from 1995 to 2004, she held various positions in finance, human resource, administration and business development. In 2004, Ms. Cheng was seconded to Parkson China as Cosmetics Manager and thus, began her career in the retail industry. She left Parkson China in May 2006 and joined Chanel (China) Co Ltd as the National Accounts Manager for business development in the PRC. In June 2010, she re-joined Parkson China as Regional Director overseeing its retail operations in the PRC. She is also a director of various subsidiaries of the Company. During her more than 30 years with Lion Group, Parkson China and Chanel (China) Co Ltd, she has accumulated vast experience and knowledge of the retail and branding industry which enables her to contribute to the Group.

Ms. Cheng graduated with a Bachelor's Degree in Commerce (Management) from University of Western Sydney, Australia in 1994 and completed a Program for Global Leadership from Harvard Business School in year 2000.

Ms. Cheng is the daughter of Tan Sri Cheng Heng Jem, the Executive Director and Chairman of the Company. From 24 May 2002 to 30 June 2014, Ms. Cheng was an alternate director to Tan Sri Cheng in LTC Corporation Limited (formerly known as "Lion Teck Chiang Limited"), a public listed company then listed in Singapore.

— 於The Community Chest (「TCC」) 擔任創始成員和永久信託人，以及Kuen Cheng Holistic Education Berhad (「KCHEB」) 創始成員及主席(兩家均為馬來西亞擔保有限公司，前者由私營部門為慈善目的設立，後者則為提供普通私立教育而設立。

除TCC and KCHEB外，上述公司均為在馬來西亞上市的公眾公司，而PRA及LAP均為在新加坡上市的公眾公司。

丹斯里鍾廷森為本公司執行董事鍾珊珊的父親。

鍾珊珊，56歲，於二零一五年八月二十八日獲委任為本公司執行董事，於二零二二年，鍾女士負責本公司審核，法律及公關工作。鍾女士於二零二五年六月十八日獲委任為本公司提名委員會成員。

鍾女士於一九九五年以金獅集團作為事業的起點，曾於新加坡及馬來西亞工作。於一九九五年至二零零四年在職期間，彼曾出任金融、人力資源、行政及業務發展領域的多個職位。於二零零四年，鍾女士借調至百盛中國出任化妝品經理，自此步入零售業。彼於二零零六年五月從百盛中國離職，加入香奈兒(中國)貿易有限公司擔任全國客戶經理，負責中國的業務開發。於二零一零年六月，鍾女士再次加入百盛中國出任區域營運官，負責監管其於中國的零售營運。彼亦為本公司多家附屬公司的董事。彼於金獅集團、百盛中國及香奈兒(中國)貿易有限公司任職的超過三十年期間，在零售及品牌業累積了豐富的經驗及知識，可為本集團提供寶貴貢獻。

鍾女士於一九九四年畢業於澳洲西雪梨大學(University of Western Sydney)，取得商業(管理)學士學位，並於二零零零年完成哈佛商學院的全球領導項目(Program for Global Leadership)。

鍾女士為本公司執行董事兼主席丹斯里鍾廷森的女兒。於二零零二年五月二十四日至二零一四年六月三十日期間，鍾女士為丹斯里鍾廷森於LTC Corporation Limited (前稱「Lion Teck Chiang Limited」，一家隨後於新加坡公開上市的公司) 出任董事時的替任董事。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

NON-EXECUTIVE DIRECTORS

Dato' Sri Dr. Hou Kok Chung, aged 63, was appointed as a Non-executive Director and a member of the Audit Committee of the Company on 13 November 2014 and also appointed as a member of the Remuneration Committee of the Company on 18 March 2026. Dato' Sri Dr. Hou was a Member of Parliament and the Deputy Minister of Higher Education Malaysia from 2008 to 2013. He holds the Bachelor and Master of Arts from University of Malaya, while his Ph.D was received from the School of Oriental and African Studies, University of London.

Dato' Sri Dr. Hou served at University of Malaya from 1990 to 2008 as a lecturer and lastly as Associate Professor. During his tenure in the university, he had been appointed and held positions as Head of Department of East Asian Studies, and Director of Institute of China Studies. He was appointed as an independent non-executive director of Furniweb Holdings Limited, a public listed company on the main board of The Stock Exchange of Hong Kong Limited on 20 September 2017. He has also been appointed as an independent non-executive chairman of Wong Engineering Corporation Berhad, a public listed company on the Kuala Lumpur Stock Exchange on 26 March 2024.

Dato' Sri Dr. Hou was a member of the Senate in the Parliament of Malaysia. He resigned as the Vice President of the Malaysian Chinese Association (MCA) and Chairman of the Institute of Strategic Analysis & Policy Research (INSAP) on 2 December 2018. Dato' Sri Dr. Hou is the Council Member of Tunku Abdul Rahman University of Management and Technology (TAR-UMT) and a Guest Professor at Xiamen University China.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dato' Fu Ah Kiow, aged 77, was appointed as an Independent Non-executive Director on 13 November 2014. Dato' Fu was appointed as Chairman of the Audit Committee on 29 February 2016, the lead independent non-executive director of the Company on 18 June 2025. Dato' Fu is also a member of the Nomination Committee and was appointed as a member of the Remuneration Committee of the Company on 18 March 2026. Dato' Fu holds a Master Degree in Industrial Engineering specialising in Management Science, Post Graduate Diploma in Education and a B.Sc. (Hons) degree in Physics. Dato' Fu has 13 years of distinguished services since 1995 in the Parliament and Malaysian Government as member of the Parliament, Parliamentary Secretary and Deputy Minister. Before joining the Government, Dato' Fu has worked in a few multinational companies. After retirement from politics in 2008, Dato' Fu was appointed as independent director cum chairman in several listed companies.

Dato' Fu is currently the non-independent and non-executive chairman of Tiong Nam Logistics Holding Berhad, public listed company in Bursa Malaysia Berhad.

非執行董事

拿督斯里何國忠博士，63歲，於二零一四年十一月十三日獲委任為本公司非執行董事及審核委員會成員，亦於二零二六年三月十八日獲委任為本公司薪酬委員會成員。拿督斯里何博士於二零零八年至二零一三年先後擔任馬來西亞國會議員和高等教育部副部長。彼擁有馬來亞大學文學院學士碩士文憑及倫敦大學亞非學院博士學位。

拿督斯里何博士於一九九零年至二零零八年於馬來亞大學先後擔任講師及副教授。在大學任職期間，彼獲委任為東亞系主任及中國研究院院長。彼於二零一七年九月二十日獲委任為飛靄控股有限公司（一家在香港聯合交易所有限公司主板上市的公司）的獨立非執行董事。彼亦於二零二四年三月二十六日獲委任為Wong Engineering Corporation Berhad（一家在吉隆坡證券交易所上市的公司）的獨立非執行主席。

拿督斯里何博士曾任馬來西亞國會上議院議員，彼於二零一八年十二月二日辭任馬華公會副總會長及策略分析與政策研究所主席。拿督斯里何博士為拉曼理工大學理事會成員及中國廈門大學客座教授。

獨立非執行董事

拿督胡亞橋，77歲，於二零一四年十一月十三日獲委任為獨立非執行董事。拿督胡亞橋於二零一六年二月二十九日獲委任為審核委員會主席並於二零二五年六月十八日委任為首席獨立非執行董事。拿督胡亞橋亦擔任本公司提名委員會成員及於二零二六年三月十八日獲委任為薪酬委員會成員。拿督胡亞橋擁有工業工程碩士學位，專長管理學。彼擁有教育深造文憑及理科榮譽學位，主修物理。拿督胡亞橋自一九九五年以來，在馬來西亞國會服務十三年，表現卓越，先後擔任國會議員、政務次長及副部長。拿督胡亞橋在加入政府服務之前，曾在眾多跨國公司工作。拿督胡亞橋於二零零八年離開政壇後，受委任為數家上市公司的獨立董事或主席。

拿督胡亞橋目前於Tiong Nam Logistics Holding Berhad擔任非獨立及非執行主席，其為於馬來西亞股票交易所公開上市的公司。



BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Yau Ming Kim, Robert, aged 87, was appointed as an Independent Non-executive Director on 1 January 2007, and is the Chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee of the Company. Mr. Yau was the Chief Executive or Managing Director of many major international and local apparel companies since 1971. From 1998 to 2004, he was appointed as the Vice Chairman of Hong Kong Exporters' Association, a member of the Executive Committee of The Hong Kong Shippers' Council and the Garment Advisory Committee of The Hong Kong Trade Development Council.

Mr. Yau was an independent non-executive director of Alltronics Holdings Limited from September 2009 to May 2025 and he was an independent non-executive director of Tungtex (Holdings) Company Limited from September 2006 to August 2024, both companies are listed on the Main Board of The Stock Exchange of Hong Kong Limited.

Mr. Yau has been censured by the Listing Committee of the Stock Exchange on 28 June 2021 in connection with the disciplinary action against Alltronics Holdings Limited (stock code: 833), a company listed on the main board of the Stock Exchange, and its 10 directors, of whom Mr. Yau is one of the independent non-executive directors. Details as per announcement of the Company made on 2 July 2021.

Datuk Koong Lin Loong, aged 61, was appointed as an Independent Non-executive Director on 22 February 2021 and is the member of Audit Committee also the Remuneration Committee. He was appointed as a member of the Nomination Committee of the Company on 18 June 2025. Datuk Koong is qualified as member of ASEAN Chartered Professional Accountants (ASEAN CPA), the Malaysian Institute of Accountants (MIA), the Certified Practising Accountants Australia (CPA Australia), the Malaysian Institute of Certified Public Accountants (MICPA), the Institute of Internal Auditors Malaysia and Kampuchea Institute of Certified Public Accountants and Auditors (KICPAA), and fellow member of Chartered Tax Institute of Malaysia (CTIM), and Chartered Institute of Management Accountants in the United Kingdom (CIMA). He is also member of Malaysian Association of Company Secretaries.

Datuk Koong is an independent non-executive director of Parkson Retail Asia Limited (stock code: SG2D81975377 – 09E) and Lion Asiapac Limited (stock code: SG1BD6000002 – BAZ), these two companies are listed on the Mainboard of Singapore Exchange Securities Trading Limited, which are associated corporations of the Company.

丘銘劍，87歲，於二零零七年一月一日獲委任為獨立非執行董事，並為本公司薪酬委員會主席，以及審核委員會及提名委員會成員。自一九七一年起，丘先生曾任多家主要國際及本地服裝公司之行政總裁或董事總經理。於一九九八年至二零零四年，彼獲委任為香港出口商會副主席、香港付貨人委員會執行委員會成員及香港貿易發展局成衣業顧問委員會成員。

丘先生於二零零九年九月至二零二五年五月擔任華訊股份有限公司獨立非執行董事並於二零零六年九月至二零二四年八月擔任同得仕（集團）有限公司獨立非執行董事，該兩家公司均在香港聯合交易所有限公司主板上市。

丘先生曾於二零二一年六月二十八日就涉及針對華訊股份有限公司（股份代號：833，一家於聯交所主板上市的公司）及其十名董事（其中丘先生為獨立非執行董事之一）的紀律行動被聯交所上市委員會譴責。詳情請參閱本公司於二零二一年七月二日刊發之公告。

拿督孔令龍，61歲，於二零二一年二月二十二日獲委任為本公司獨立非執行董事以及審核委員會及薪酬委員會成員。彼於二零二五年六月十八日獲委任為提名委員會成員。拿督孔令龍為東盟特許專業會計師(ASEAN CPA)、馬來西亞會計師協會(MIA)、澳大利亞註冊會計師協會(CPA Australia)、馬來西亞註冊會計師協會(MICPA)、馬來西亞內部審計師協會和柬埔寨註冊會計師與審計師協會(KICPAA)的會員，以及馬來西亞特許稅務協會(CTIM)及英國特許管理會計師公會(CIMA)的資深會員、馬來西亞公司秘書協會的協會會員。

拿督孔令龍是Parkson Retail Asia Limited（股份代號：SG2D81975377－09E）以及Lion Asiapac Limited（股份代號：SG1BD6000002－BAZ），兩家在新加坡交易所主板上市的公司）的獨立非執行董事。兩家公司皆為本公司的相聯法團。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Datuk Koong is the practising Auditor of Ministry of Finance in Malaysia, Treasurer General of Associated Chinese Chambers of Commerce and Industry of Malaysia (ACCCIM); Chairman of ACCCIM Small & Medium Enterprises (SMEs) Committee. He is also a Board member of The Credit Counselling and Debt Management Agency (AKPK) under the Central Bank of Malaysia, member of Customs Oversight Committee and Sales & services Tax Technical Committee of Royal Malaysian Customs Department. Currently, Datuk Koong is the Managing Partner and director of Reanda LLKG International, Chartered Accountants. He is also the President of Southeast Asia & South Asia Region of Reanda International Network and the Chairman of its International Tax Panel. He is also a member of the Practice Review Committee of MIA.

SENIOR MANAGEMENT

Juliana Cheng San San, aged 56, was appointed as the Executive Director of the Company on 28 August 2015. Ms. Cheng oversees the Finance Department, Public Relationship Division, New Business Division and the Risk Control Center of the Group. Her other biographical details are set out under the paragraph headed "Executive Directors" above.

Zhou Jia, aged 54, has been re-designated from the Acting Chief Executive Officer to the Chief Executive Office of the Group ("CEO") in July 2022. Mr. Zhou obtained his bachelor degree in Business Administration from Yuzhou University (Currently known as Chongqing Technology and Business University). In 1995, he joined the Merchandising Division of Chongqing Wanyou Parkson and was promoted to the Assistant General Manager of Kunming Parkson in 2002. Mr. Zhou was promoted as the head of Kunming Parkson in 2004, the Regional General Manager in 2010, the Group's Senior Operating Officer in 2014 and the Group's Chief Operation Officer in 2016.

拿督孔令龍是馬來西亞財政部的執業核數師；馬來西亞中華總商會(中總)的總財政；馬來西亞中華總商會中小企業委員會主任。彼亦為馬來西亞國家銀行信貸諮詢與債務管理機構(AKPK)的董事會成員、馬來西亞皇家海關署海關監督委員會以及銷售和服務稅技術委員會委員。目前，拿督孔令龍是利安達LLKG國際特許會計公司的執行合夥人兼董事。彼亦為利安達國際網絡東南亞和南亞地區總裁以及其國際稅務小組主席。彼亦為MIA執業審查委員會的成員。

高級管理層

鍾珊珊，56歲，於二零一五年八月二十八日獲委任為本公司執行董事。鍾女士分管本集團財務部、公關部、新業務部及風控中心。鍾女士的其他履歷詳情載於上文「執行董事」一段。

周嘉，54歲，於二零二二年七月由本集團署理首席執行官調任為首席執行官（「首席執行官」）。周先生於渝州大學（現稱重慶工商大學）取得工商企業管理學學士學位。彼於一九九五年加入重慶萬友百盛採購部，並於二零零二年調升為昆明百盛總經理助理，二零零四年調升為昆明百盛負責人，二零一零年調升為區域負責人，二零一四年調升為本集團高級營運官，二零一六年調升為本集團首席運營官。



BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Yoong Kang Chee, aged 45, has been appointed as the Chief Financial Officer of the Group in February 2023, leading the Finance Department across accounting, reporting, taxation, investment, treasury, capital management and offshore compliance. A Chartered Financial Analyst (CFA) charterholder, Mr. Yoong holds a Bachelor's degree in Management Information Systems from Tsinghua University's School of Economics and Management. He brings over 15 years of extensive financial and business management experience across retail, consumer, infrastructure, environmental protection and manufacturing industries. Previously, he served as Vice President and Treasurer of the Shanghai Singapore Business Association in 2017, which later evolved into SingCham Shanghai.

Zhang Ji Ning, aged 52, has been promoted to the Group's Senior Operating Officer and the General Manager of Shangdong Region in August 2025. Mr. Zhang has more than 25 years of retail operation experience. He obtained his Master of Arts in International Relations in Economy and Trade from Nankai University. The program was a partnership between the Flinders University from South Australia and Nankai University.

Jin Xu Dong, aged 55, has been promoted to the Group's Senior Operating Officer and the General Manager of Northeast Region in August 2025. Mr. Jin has more than 30 years of retail operation experience. Prior to joining the Group, he worked at China Resources Group for six years. He joined the Group in 2004 as Assistant to the General Manager of Harbin Parkson. He was promoted to Head of Harbin Parkson in 2009 and to the Regional General Manager of Harbin, Shenyang, and Yantai in 2014, and further promoted to the Northeast Operating Officer in 2016.

熊康祺，45歲，於二零二三年二月獲委任為本集團首席財務官，分管財務部各職能，包括會計、申報、稅務、投資、資金、資本管理及離岸合規管理等。熊先生作為一名特許金融分析師(CFA)持證人，擁有清華大學經濟管理學院信息管理與信息系統學士學位。彼在零售、消費、基礎設施、環境保護和製造業等行業擁有逾十五年的財務和業務管理經驗。此前，彼於二零一七年擔任上海新加坡商會（後發展為中國新加坡商會•上海）的副會長兼財政主管。

張繼寧，52歲，於二零二五年八月被晉升為集團高級運營官兼山東區總經理。張先生擁有逾二十五年商業零售運營經驗，彼於南開大學取得南開大學與澳大利亞弗林德斯大學合辦的國際經貿關係碩士學位。

金旭東，55歲，於二零二五年八月晉升為集團高級營運官兼東北區域總經理。金先生擁有逾三十年商業零售運營經驗。加入本公司前曾有六年華潤零售集團的工作經歷。彼於二零零四年加入百盛集團任哈爾濱百盛總經理助理、二零零九年調升為哈爾濱百盛負責人、二零一四年調升為哈爾濱、瀋陽、煙臺區域負責人、二零一六年調升為東北區域營運官。



CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company recognises the importance of good corporate governance to the Company's healthy growth and has devoted considerable efforts in identifying and formulating corporate governance practices appropriate to the Company's records. The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code (the "CG Code"), which contained in Appendix C1 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

During the year ended 31 December 2025, the Company has fully complied with the CG Code (to the extent that such provisions are applicable). The Company will continue to enhance its corporate governance practices appropriate to the conduct and growth of its businesses and to review such practices from time to time to ensure that they comply with the CG Code.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 of the Listing Rules (the "Model Code"). Specific enquiry has been made to all the Directors and all Directors have confirmed that they have complied with the standard as set out in the Model Code throughout the year ended 31 December 2025.

The Company has also established written guidelines no less exacting than the Model Code (the "Employees Written Guidelines") for securities transactions by employees who are likely to be in possession of unpublished price-sensitive information of the Company.

No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company.

BOARD OF DIRECTORS

As of the date of this report, the Board comprised 6 Directors, including 2 executive Directors, 1 non-executive Director and 3 Independent non-executive Directors. Below is the list of all Directors.

企業管治常規

本公司深明良好企業管治乃穩健發展的關鍵，故本公司致力識別及制定適合本公司需要的企業管治常規。本公司的企業管治常規乃根據香港聯合交易所有限公司證券上市規則（「上市規則」）附錄C1所載之企業管治守則（「企業管治守則」）之原則及守則條文制定。

截至二零二五年十二月三十一日止年度，本公司一直完全遵守企業管治守則（在有關條款適用的情況下）。本公司將繼續提升對業務的開展和增長適用的企業管治常規，並不時檢討有關常規，以確保符合企業管治守則。

進行證券交易的標準守則

本公司已採納上市規則附錄C3所載上市發行人董事進行證券交易的標準守則（「標準守則」）。經向全體董事作出特定查詢後，全體董事均確認彼等於截至二零二五年十二月三十一日止年度內一直遵守標準守則所載的準則。

本公司亦已就可能擁有本公司未經公佈的股價敏感資料的僱員進行證券交易制定不遜於標準守則的明文指引（「僱員明文指引」）。

據本公司所知悉，概無僱員違反僱員明文指引。

董事會

截至本報告日期，董事會由六名董事組成，包括兩名執行董事、一名非執行董事及三名獨立非執行董事。全體董事名單如下。



CORPORATE GOVERNANCE REPORT

企業管治報告

EXECUTIVE DIRECTORS

Tan Sri Cheng Heng Jem (*Chairman*)
Juliana Cheng San San

NON-EXECUTIVE DIRECTOR

Dato' Sri Dr. Hou Kok Chung

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dato' Fu Ah Kiow (*Lead independent non-executive director*)
Yau Ming Kim, Robert
Datuk Koong Lin Loong

The Directors' biographical information and the relationships between the members of the Board are set out in the "Biographies of Directors and Senior Management" section on pages 15 to 20 of this report.

Save as disclosed in this annual report, there is no financial, business, family or other material/relevant relationship among the Directors and senior management.

CORPORATE CULTURE

As a leading national lifestyle retail operator, we believe that a healthy corporate culture and sound governance are the foundation for sustainable development and building trust with all stakeholders. Our core values are dedication, integrity & honesty, team spirit, customer orientation, and mutual respect. We adhere to the principles of fairness, impartiality, integrity and honesty, and focus on innovative services and responsible operations as our main business strategy. Through specialised training and daily publicity, the Company continuously strengthens its employees' awareness of business ethics and anti-fraud, and creates a clean business ecosystem. The Company emphasises intellectual property protection, develops compliant marketing, and builds a responsible supply chain in order to ultimately provide consumers with better service and high quality products.

As of the date of this report, the Board has reviewed and considered that the corporate culture of the Company is consistent with the mission, values and strategies of the Group. Details of the corporate culture and related initiatives of the Company can be found in the section headed "Environmental, Social and Governance Report" of this annual report.

執行董事

丹斯里鍾廷森 (*主席*)
鍾珊珊

非執行董事

拿督斯里何國忠博士

獨立非執行董事

拿督胡亞橋 (*首席獨立非執行董事*)
丘銘劍
拿督孔令龍

董事履歷資料及董事會成員之間關係載於本報告第15頁至第20頁「董事及高級管理層履歷」一節。

除本年報所披露者外，董事及高級管理層之間概無財務、業務、家庭或其他重大／相關關係。

企業文化

作為全國性時尚生活的領先零售營運商，我們相信健康的企業文化、完善的管治是可持續發展以及與各利益相關方構建信任的基礎。本公司以全心投入、正直誠實、團隊精神、顧客導向、相互尊重為核心價值觀，堅持公平、公正、廉潔、誠信的原則，以聚焦創新服務、開展負責任的運營作為主要經營戰略。本公司通過專項培訓與日常宣貫，不斷強化員工的商業道德及反舞弊意識，營造廉潔經營生態。本公司注重知識產權保護、開展合規營銷、建設負責任供應鏈以最終致力於為消費者提供更加優質的服務與高質的產品。

截至本報告日期，董事會已審閱並認為本公司的企業文化與本集團的宗旨、價值觀和戰略保持一致。關於本公司企業文化及相關措施的詳情可參考本年報「環境、社會及管治報告」一節。



CORPORATE GOVERNANCE REPORT

企業管治報告

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

As of the date of this report, the Chairman of the Company is Tan Sri Cheng Heng Jem and CEO of the Group is Mr. Zhou. The Chairman provides leadership and is responsible for the effective functioning and leadership of the Board. The CEO focuses on the Company's business development and daily management and operations generally.

There is a clear division of responsibilities between the Chairman and the CEO to ensure that there is a balance of power and authority. The Chairman is primarily responsible for the orderly conduct and working of the Board whilst the CEO is responsible for the overall operations of the Group and the implementation of the Board's strategies and policies.

Management is responsible for the day-to-day operations of the Group under the leadership of the Chairman and the CEO.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has met the Listing Rules requirements regarding the sufficient number of Independent Non-executive Directors with one Independent Non-executive Director with appropriate qualifications. The Company has received from each of the Independent Non-executive Directors an annual confirmation as regards independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the Independent Non-executive Directors are independent.

BOARD INDEPENDENCE EVALUATION

The Company has established a Board Independence Evaluation Mechanism which sets out the processes and procedures to ensure a strong independent element on the Board, which allows the Board effectively exercises independent judgment to better safeguard Shareholders' interests.

The objectives of the evaluation are to improve Board effectiveness, maximise strengths, and identify the areas that need improvement or further development. The evaluation process also clarifies what actions of the Company need to be taken to maintain and improve the Board performance, for instance, addressing individual training and development needs of each Director.

Pursuant to the Board Independence Evaluation Mechanism, the Board will conduct annual review on its independence. The Board Independence Evaluation Report will be presented to the Board which will collectively discuss the results and the action plan for improvement, if appropriate.

As of the date of this report, all Directors has completed the independence evaluation in the form of a questionnaire individually. The evaluation results were presented to the Board and considered satisfactory.

主席及首席執行官

截至本報告日期，本公司主席為丹斯里鍾廷森及本集團首席執行官為周先生。主席提供領導並負責董事會的有效運作及領導。首席執行官專注於本公司的業務發展及日常管理以及整體營運。

主席與首席執行官的職責清楚劃分，以確保職權及權力達致平衡。主席主要負責確保董事會有條理地進行管理及執行工作，而首席執行官負責本集團的整體運作及執行董事會的策略及政策。

管理層負責在主席及首席執行官的領導下管理本集團的日常營運。

獨立非執行董事

本公司已符合上市規則有關足夠人數的獨立非執行董事且其中一名為具備適當資格的獨立非執行董事的規定。本公司已接獲各獨立非執行董事根據上市規則第3.13條發出的獨立性年度確認書。本公司認為，所有獨立非執行董事均有其獨立性。

董事會獨立性評估

本公司已建立董事會獨立性評估機制，當中載列旨在確保董事會具有強大獨立性，使董事會能夠有效地行使獨立判斷力，更好地維護股東權益的流程及程序。

評估的目標為提高董事會效率、最大限度地發揮優勢並確定需要改進或進一步發展的領域。評估過程亦已明確本公司需要採取哪些行動以維持及提高董事會表現，例如針對各董事的個人培訓及發展需求的方案。

根據董事會獨立性評估機制，董事會將就其獨立性進行年度審閱。董事會獨立性評估報告將提交予董事會，董事會將共同討論結果及改進行動計劃（如有）。

截至本報告日期，全體董事已單獨完成董事會獨立性評估（以問卷形式）。評估結果已呈交予董事會並認為滿意。



CORPORATE GOVERNANCE REPORT

企業管治報告

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Code Provision B.2.2 of the CG Code stipulates that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Under the Articles of Association of the Company, at each annual general meeting, one-third of the Directors for the time being, or if their number is not three or a multiple of three, the number nearest to but not less than one-third shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. The Company's Articles of Association also provides that all Directors appointed to fill a casual vacancy or as addition to the Board shall hold office until the first annual general meeting after appointment. The retiring Directors shall be eligible for re-election.

Each of the Non-executive Director and the Independent Non-executive Directors of the Company are appointed for a term of three years respectively. All the Directors are subject to renewal and retirement by rotation once every three years in accordance with the Articles of Association of the Company and the CG Code.

RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS OF THE BOARD AND MANAGEMENT

The Board is responsible for leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. The Board take decisions objectively in the interests of the Company.

The Board directly and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including Non-executive Directors and 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.

All Directors have full and timely access to all the information of the Company as well as the services and advice from the company secretary and senior management. The Directors may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

委任及重選董事

企業管治守則之守則條文第B.2.2條規定，每名董事（包括有指定任期的董事）應輪值告退，至少每三年一次。根據本公司之公司章程細則，於每屆股東週年大會上，其時三分之一之董事（或倘董事人數非三或三之倍數時，則最接近但不少於三分之一之董事）須輪值告退，惟每名董事須最少每三年輪值告退一次。本公司之公司章程細則亦規定，所有獲委任填補臨時空缺的董事或董事會新增董事，任期直至自獲委任後的首屆股東週年大會為止。退任董事將符合資格膺選連任。

本公司各位非執行董事及獨立非執行董事的指定任期分別為三年。全體董事均須按照本公司的公司章程細則及企業管治守則每三年可予以重續及輪值告退一次。

董事會及管理層職責、問責及貢獻

董事會負責領導及控制本公司並監管本集團的業務、策略決策及表現，以及共同負責透過指導及監管本公司事務推動其成功發展。董事會應以本公司利益作出客觀決定。

董事會直接及間接透過其委員會帶領並指導管理層，包括制定及監察管理層推行策略、監督本集團營運及財務表現，以確保設有良好內部監控及風險管理系統。

全體董事（包括非執行董事及獨立非執行董事）均為董事會帶來多種領域的寶貴業務經驗、知識及專長，使其高效及有效地運作。

全體董事均可全面並及時獲得本公司所有資料，以及要求公司秘書及高級管理層提供服務及意見。董事可於提出要求時在適當情況下尋求獨立專業意見，以向本公司履行其職責，費用由本公司承擔。



CORPORATE GOVERNANCE REPORT

企業管治報告

The Directors shall disclose to the Company details of other offices held by them and the Board regularly reviews the contribution required from each Director to perform his responsibilities to the Company.

董事須向本公司披露彼等擔任的其他職務的詳情，而董事會定期審閱各董事向本公司履行其職責時所需作出的貢獻。

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation and management of the Company are delegated to the management.

董事會負責決定所有重大事宜，當中涉及政策事宜、策略及預算、內部監控及風險管理、重大交易（尤其可能涉及利益衝突者）、財務資料、委任董事及本公司其他重大營運事宜。有關執行董事會決策、指導及協調本公司日常營運及管理的職責轉授予管理層。

The Board as a whole is also responsible for reviewing its composition, developing and formulating the relevant procedures for nomination and appointment of Directors, monitoring the appointment and succession planning of Directors and assessing the independence of Independent Non-executive Directors.

董事會整體亦負責檢討董事會的組成、發展及制定提名及委任董事的相關程序、監察董事委任及繼承安排以及評估獨立非執行董事的獨立性。

The Board reviewed its own structure, size and composition regularly to ensure that it has a balance of expertise, skills and experience relevant to the Company's business.

董事會定期檢討其本身架構、規模及組成，確保董事會具備適合本公司業務所需的各項專業知識、技能及經驗。

Where vacancies on the Board exist, the Board will carry out the selection process by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of the proposed candidates, the Company's needs and other relevant statutory requirements and regulations. An external recruitment agency may be engaged to carry out the recruitment and selection process when necessary.

當董事會出現空缺時，董事會將進行甄選程序，並參考候選人的技能、經驗、專業知識、個人誠信及工作時間、本公司的需要以及其他相關法定要求及規例。如有需要，董事會可能聘用外部招聘代理以進行招聘及甄選程序。

CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

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

董事的持續專業發展

董事及時了解作為本公司董事的職責以及本公司的經營方式、業務活動及發展。

Every newly appointed Director will receive formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

每名新任董事於履新時均獲提供正式、全面及針對性入職介紹，確保新董事可適當了解本公司業務及營運，並完全明白上市規則及相關法規下的董事職責及責任。

Directors should participate 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 will be arranged and reading material on relevant topics will be issued to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

董事應參與適當的持續專業發展，以發展及更新彼等的知識及技能，從而確保彼等對董事會的貢獻仍屬知情及相關。在適當的情況下將為董事安排內部進行的簡介會，並將向董事發出相關議題的閱讀資料。本公司鼓勵全體董事出席相關培訓課程，有關費用由本公司承擔。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the year ended 31 December 2025, the Directors have complied with Code Provision C.1.4 to participate in continuous professional development and receive trainings.

Record of training received by the Directors for the year ended 31 December 2025 are summarised as follows:

Directors	Type of Training Note	董事	培訓類別附註
Executive Directors		執行董事	
Tan Sri Cheng Heng Jem	A/B	丹斯里鍾廷森	A/B
Juliana Cheng San San	A/B	鍾珊珊	A/B
Non-executive Directors		非執行董事	
Dato' Sri Dr. Hou Kok Chung	A/B	拿督斯里何國忠博士	A/B
Independent Non-executive Directors		獨立非執行董事	
Dato' Fu Ah Kiow	A/B	拿督胡亞橋	A/B
Yau Ming Kim, Robert	A/B	丘銘劍	A/B
Datuk Koong Lin Loong	A/B	拿督孔令龍	A/B

Note:

於截至二零二五年十二月三十一日止年度，董事已遵守守則條文第C.1.4條參與持續專業發展及接受培訓。

截至二零二五年十二月三十一日止年度，董事接受培訓的記錄概要如下：

附註：

Types of Training

- A. Attending training sessions, including but not limited to, briefings, seminars, conferences and workshops
- B. Reading relevant news alerts, newspapers, journals, magazines and relevant publications

培訓類別

- A. 出席培訓講座，包括但不限於簡報會、研討會、會議及工作坊
- B. 閱讀相關新聞報導、報章、期刊、雜誌及相關刊物

In addition, relevant reading materials including legal and regulatory update have been provided to the Directors for their reference and studying.

此外，董事已獲提供包括法律及法規最新資料在內的相關閱讀資料，以供參考及學習。

BOARD MEETINGS AND ATTENDANCE

Regular board meetings are held at least four (4) times a year with additional meetings to be convened as and when necessary to determine the overall strategic directions and objectives of the Group and approve quarterly, interim and annual results and other significant matters.

董事會會議及出席人數

董事會定期每年召開至少四(4)次會議，並於有需要時召開額外會議，以釐定本集團整體策略方針及目標，並通過季度業績、中期業績及年度業績及其他重大事宜。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the year ended 31 December 2025, four (4) board meetings were held and the Directors' attendances are listed below:

於截至二零二五年十二月三十一日止年度，曾舉行四(4)次董事會會議，董事之出席情況如下：

Name of the Directors	董事姓名	Number of Board Meetings Held During the Director's Term of Office in 2025 於二零二五年之董事任期內舉行之董事會會議次數	Number of Meetings Attended 出席會議次數
Tan Sri Cheng Heng Jem (<i>Chairman</i>)	丹斯里鍾廷森 (主席)	4	3
Juliana Cheng San San	鍾珊珊	4	4
Dato' Sri Dr. Hou Kok Chung	拿督斯里何國忠博士	4	4
Dato' Fu Ah Kiow	拿督胡亞橋	4	4
Yau Ming Kim, Robert	丘銘劍	4	4
Datuk Koong Lin Loong	拿督孔令龍	4	4

The Chairman had met with the Independent Non-executive Directors without the presence of the other Directors during the year ended 31 December 2025.

截至二零二五年十二月三十一日止年度，主席已在並無其他董事出席之情況下與獨立非執行董事會晤。

Code Provision C.1.6 stipulates that Independent Non-executive Directors and other Non-executive Directors should attend the issuer's general meetings and develop a balanced understanding of the views of shareholders.

守則條文第C.1.6條規定，獨立非執行董事及其他非執行董事均須出席發行人股東大會，以對股東意見有公正的了解。

During the year ended 31 December 2025, the Directors' attendances at the Company's general meeting are listed below:

於截至二零二五年十二月三十一日止年度，董事出席本公司股東大會之情況如下：

Name of the Directors	董事姓名	Annual General Meeting on 26 May 2025 於二零二五年五月二十六日舉行之股東週年大會	Number of Meetings Attended 出席會議次數
Tan Sri Cheng Heng Jem (<i>Chairman</i>)	丹斯里鍾廷森 (主席)	1	1
Juliana Cheng San San	鍾珊珊	1	1
Dato' Sri Dr. Hou Kok Chung	拿督斯里何國忠博士	1	1
Dato' Fu Ah Kiow	拿督胡亞橋	1	1
Yau Ming Kim, Robert	丘銘劍	1	1
Datuk Koong Lin Loong	拿督孔令龍	1	1

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDIT COMMITTEE

The Company has established an Audit Committee. It currently comprises four (4) members, three (3) are Independent Non-executive Directors, namely Dato' Fu Ah Kiow (Chairman of the Audit Committee), Mr. Yau Ming Kim, Robert and Datuk Koong Lin Loong, and the other member is a Non-executive Director, namely, Dato' Sri Dr. Hou Kok Chung.

The Audit Committee is required: (i) to advise the Board on the appointment and retention of external auditor; (ii) to review the external auditor's independence and objectivity; (iii) to review quarterly, interim and annual accounts of the Group; (iv) to access the adequacy and effectiveness of internal control; and (v) to review the internal audit function and internal control procedures.

The Audit Committee shall meet at least twice a year and the Chief Financial Officer, Chief Internal Auditor, In-House Counsel, the Compliance Officer and a representative of the external auditors of the Company shall normally be invited to attend the meetings. The Company Secretary or her nominee shall be the secretary of the Audit Committee.

During the year ended 31 December 2025, the Audit Committee held four (4) meetings and the attendances are listed below:

審核委員會

本公司已成立審核委員會。現時包括四(4)名成員，其中三(3)名為獨立非執行董事，即拿督胡亞橋(審核委員會主席)、丘銘劍先生及拿督孔令龍先生，而另外一名成員為非執行董事，即拿督斯里何國忠博士。

審核委員會須：(i)就委任及續聘外聘核數師向董事會提供意見；(ii)審查外聘核數師的獨立性及客觀性；(iii)審核本集團的季度、中期及年度賬目；(iv)評估內部監控是否充足及有效；及(v)檢討內部審計職能及內部監控程序。

審核委員會每年須至少召開兩次會議，首席財務官、首席內部審計師、內部律師、合規顧問及本公司外聘核數師的代表一般均會獲邀出席該等會議。公司秘書或其代表人將擔任審核委員會秘書。

於截至二零二五年十二月三十一日止年度，審核委員會曾舉行四(4)次會議，出席情況如下：

Name of the Audit Committee Member	審核委員會成員姓名	Number of Meetings Held during the Member's Term of Office in 2025	Number of Meetings Attended
		於二零二五年之成員任期內舉行之會議次數	出席會議次數
Dato' Fu Ah Kiow	拿督胡亞橋	4	4
Yau Ming Kim, Robert	丘銘劍	4	4
Dato' Sri Dr. Hou Kok Chung	拿督斯里何國忠博士	4	4
Datuk Koong Lin Loong	拿督孔令龍	4	4

During the year ended 31 December 2025, the Audit Committee had met with the executive Directors and management of the Company to review the quarterly, interim and annual results, the interim report and annual report and other financial, internal control, corporate governance and risk management matters of the Group and made recommendations to the Board. The Audit Committee had met with the external auditor without the presence of management and discussed about the interim financial report, its annual audit of the consolidated financial statements and key audit issues.

The Group's results for the year 2025 was reviewed by the Audit Committee.

於截至二零二五年十二月三十一日止年度，審核委員會與本公司執行董事及管理層會晤，審閱本集團的季度、中期及年度業績、中期報告及年度報告及其他財務、內部監控、企業管治及風險管理事宜，並向董事會提出推薦意見。審核委員會在管理層避席之情況下與外聘核數師會晤，並討論中期財務報告及其對綜合財務報表之年度審核以及關鍵審核事項。

審核委員會已審閱本集團二零二五年的業績。

CORPORATE GOVERNANCE REPORT

企業管治報告

REMUNERATION COMMITTEE

Pursuant to the requirements of the CG Code, the Company's Remuneration Committee currently consists of five (5) members, three (3) of whom are Independent Non-executive Directors, namely Mr. Yau Ming Kim, Robert (Chairman of the Remuneration Committee), Dato' Fu Ah Kiow and Datuk Koong Lin Loong, one (1) Non-executive Director, namely Dato' Sri Dr. Hou Kok Chung and the other member is an Executive Director, namely Tan Sri Cheng Heng Jem.

The Remuneration Committee is responsible to review and make recommendations to the Board on the remuneration packages of individual Directors and senior management, the remuneration policy and structure for all Directors; develop the Group's policy on remuneration for its Directors (including Executive Directors) so as to ensure that it attracts and retains the Directors needed to manage the Company and the Group effectively and review and approve matters relating to share scheme under Chapter 17 of the Listing Rules (if any). Directors do not participate in decisions regarding their own remuneration.

The Remuneration Committee shall meet at least once a year and at such other times as its chairman shall require. During the year ended 31 December 2025, the Remuneration Committee held one (1) meeting and the attendances are listed below:

薪酬委員會

根據企業管治守則的規定，本公司薪酬委員會現時由五(5)名成員組成，其中三(3)名成員為獨立非執行董事，即丘銘劍先生(薪酬委員會主席)，拿督胡亞橋及拿督孔令龍先生，一(1)名非執行董事，即拿督斯里何國忠博士，而另外一名成員為執行董事，即丹斯里鍾廷森。

薪酬委員會負責檢討個別董事及高級管理層的薪酬待遇、全體董事薪酬政策及架構及就此向董事會提出建議；制定本集團董事(包括執行董事)的薪酬政策，藉此確保薪酬水平可吸引及挽留所需董事，以有效管理本公司及本集團以及根據上市規則第十七章審閱及批准有關股份計劃的事宜(如有)。董事並無參與有關本身薪酬的決策過程。

薪酬委員會每年須至少召開一次會議，並於主席要求的其他時間召開會議。於截至二零二五年十二月三十一日止年度，薪酬委員會曾召開一(1)次會議，出席情況如下：

Name of the Remuneration Committee Member		Number of Meetings Held during the Member's Term of Office in 2025 於二零二五年之成員任期內舉行之會議次數	Number of Meetings Attended
薪酬委員會成員姓名			出席會議次數
Yau Ming Kim, Robert	丘銘劍	1	1
Tan Sri Cheng Heng Jem	丹斯里鍾廷森	1	1
Datuk Koong Lin Loong	拿督孔令龍	1	1
Dato' Fu Ah Kiow (appointed on 18 March 2026)	拿督胡亞橋(於二零二六年三月十八日委任)	0	0
Dato' Sri Dr. Hou Kok Chung (appointed on 18 March 2026)	拿督斯里何國忠博士(於二零二六年三月十八日委任)	0	0

The Remuneration Committee has reviewed the remuneration policy and the remuneration packages of the individual Directors and senior management during the year ended 31 December 2025.

於截至二零二五年十二月三十一日止年度，薪酬委員會已檢討薪酬政策及個別董事及高級管理層之薪酬待遇。

Particulars of the Directors' remuneration for the year ended 31 December 2025 is set out in Note 7 to the consolidated financial statement.

截至二零二五年十二月三十一日止年度之董事薪金的詳情載於綜合財務報表附註7。



CORPORATE GOVERNANCE REPORT

企業管治報告

Pursuant to Code Provision E.1.5 of Part 2 of the CG Code, the remuneration paid to the members of the senior management (excluding Directors) whose particulars are contained in the section headed "Biographies of Directors and Senior Management" by band during the year ended 31 December 2025 is set out below:

根據企業管治守則第二部分的守則條文第E.1.5條，截至二零二五年十二月三十一日止年度支付予高級管理層人員（不包括董事）（其詳情載於「董事及高級管理層履歷」一節）的按範圍劃分的薪金載列如下：

Remuneration band (HK\$)	薪金範圍 (港元)	Number of person(s) 人數
Nil to 1,000,000	零至1,000,000	-
1,000,001 to 2,000,000	1,000,001至2,000,000	3
2,000,001 to 3,000,000	2,000,001至3,000,000	1

NOMINATION COMMITTEE

The Nomination Committee consists of five (5) members, two (2) of whom are Executive Directors, namely Tan Sri Cheng Heng Jem (Chairman of the Nomination Committee) and Juliana Cheng San San and the other three(3) members are Independent Non-executive Directors, namely Mr. Yau Ming Kim, Robert, Dato' Fu Ah Kiow and Datuk Koong Lin Loong.

The Nomination Committee is responsible to review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, professional and industry experience, skills, knowledge and experience) of the Board and make recommendations to the Board on appointment of the directors, review the Board Diversity Policy and the Director Nomination Policy and assess the independence of Independent Non-executive Directors, so as to ensure that all nominations are fair and transparent.

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

The Company has adopted a Director Nomination Policy which sets out the criteria and process in the nomination and appointment of directors of the Company with a view to ensure that the Company's board of directors has a balance of skills, experience and diversity of perspectives appropriate to the Company and to ensure the Company's board of directors' continuity and appropriate leadership at the board level.

提名委員會

提名委員會包括五(5)名成員，其中兩(2)名為執行董事，即丹斯里鍾廷森（提名委員會主席）及鍾珊珊，而另外三(3)名為獨立非執行董事，即丘銘劍先生，拿督胡亞橋及拿督孔令龍。

提名委員會負責檢討董事會的架構、規模、組成及多元化（包括但不限於性別、年齡、文化及教育背景、專業及行業經驗、技能、知識及經驗）及向董事會就董事委任提出建議，檢討董事會多元化政策及董事提名政策，並評估獨立非執行董事的獨立性，以確保所有提名均屬公平且透明。

提名委員會將會討論及協定（如有需要）為達致董事會成員多元化的可計量目標，並向董事會提出推薦意見。

本公司已採納董事提名政策，當中載列本公司董事提名及委任的標準及程序，藉此確保本公司董事會成員具備符合本公司的技能、經驗及多元觀點，確保本公司董事會在董事會層面的持續性及適當領導。



CORPORATE GOVERNANCE REPORT 企業管治報告

The nomination process set out in the Director Nomination Policy is as follows:

Upon receipt of the proposal on appointment of new director and the biographical information of the candidate, the Nomination Committee will evaluate such candidate based on the criteria as set out in the Director Nomination Policy to determine whether such candidate is qualified for directorship. If the process yields one or more desirable candidates, the Nomination Committee will rank them by order of preference based on the needs of the Company and reference check of each candidate before recommending them to the Board.

When considering the re-election of Director at general meeting, the Nomination Committee will review and determine the (i) whether the retiring director continue to meet the criteria as set out in the Director Nomination Policy; and (ii) the overall contribution and service to the Company of the retiring director and the level of participation and performance on the Board.

Where the Board proposes a resolution to elect or re-elect a candidate as director at the general meeting, the relevant information of the candidate will be disclosed in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the Listing Rules and/or applicable laws and regulations.

The Board and the Nomination Committee regularly examine the Board's size and, with a view to determine the impact of the number upon effectiveness, decide on an appropriate size of the Board, taking into account the scope and nature of the Group's operations.

The Board comprises a balanced and well diversified members of different age, cultural background and ethnicity. They provide the Board with the necessary experience and expertise to direct and lead the Group.

A truly diverse Board will include and make good use of differences in the skills, region and industry experience, background, race, gender and other qualities of Directors. These differences will be taken into account in determining the optimum composition of the Board. All Board appointments will be based on merit while taking into account diversity. The Nomination Committee will report annually (if it is necessary) in the corporate governance report, on the Board's composition under diversified perspectives, and monitor the implementation of this policy.

The Nomination Committee is satisfied that the Board has the appropriate mix of expertise to lead and govern the Group effectively and provide a balance of views.

董事提名政策當中所載提名程序如下：

提名委員會在收到委任新董事的建議及候選人的履歷資料後，將根據董事提名政策所載標準評估該候選人，以判斷該候選人是否合資格擔任董事。倘過程涉及一名或多名合意的候選人，則提名委員會將根據本公司需要及每名候選人的背景調查排列彼等的優先次序並向董事會提出建議。

在考慮於股東大會上重選董事時，提名委員會將檢討及釐定(i)退任董事是否繼續符合董事提名政策所載標準；及(ii)退任董事對本公司的整體貢獻及服務以及在董事會的參與程度及表現。

倘董事會擬於股東大會上提呈決議案選舉或重選候選人為董事，則有關股東大會通告隨附的致股東通函及／或說明函件中，將按上市規則及／或適用法律法規規定披露候選人的相關資料。

董事會及提名委員會定期審查董事會的規模，藉此確定人數對有效性的影響，並於經計及本集團營運範圍及性質後，決定董事會的合適規模。

董事會的成員均衡及多元化，包含不同年齡、文化背景及種族。彼等向董事會提供管理及領導本集團所需經驗及專業知識。

真正多元化的董事會將具備且能善用董事於技能、地區及行業經驗、背景、種族、性別及其他特質的差異。於釐定董事會最佳組成時將會考慮該等差異。全體董事會成員之委任均以用人唯才為原則，並經計及多元化。提名委員會將每年（如必要）於企業管治報告中匯報董事會在多元化層面的組成，並監察本政策的執行狀況。

提名委員會信納董事會具備適當的專業知識，可有效領導及規管本集團，亦提供均衡的見解。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Nomination Committee shall meet at least once a year and at such other times as its chairman shall require. During the year ended 31 December 2025, the Nomination Committee held one (1) meeting and the attendances are listed below:

提名委員會每年須至少召開一次會議，並於主席可能要求的其他時間召開會議。於截至二零二五年十二月三十一日止年度，提名委員會曾召開一(1)次會議，出席情況如下：

Name of the Nomination Committee Member	提名委員會成員姓名	Number of Meetings Held during the Member's Term of Office in 2025 於二零二五年之成員任期內舉行之會議次數	Number of Meeting Attended
Tan Sri Cheng Heng Jem	丹斯里鍾廷森	1	1
Yau Ming Kim, Robert	丘銘劍	1	1
Dato' Fu Ah Kiow	拿督胡亞橋	1	1
Juliana Cheng San San (appointed on 18 June 2025)	鍾珊珊 (於二零二五年六月十八日委任)	0	0
Datuk Koong Lin Loong (appointed on 18 June 2025)	孔令龍 (於二零二五年六月十八日委任)	0	0

During the year ended 31 December 2025, the Nomination Committee had reviewed the structure, size and composition of the Board and the independence of the Independent Non-executive Directors, considered the qualifications of the retiring directors standing for election at the annual general meeting, and considered and recommended to the Board on the appointment of Independent Non-executive Director.

於截至二零二五年十二月三十一日止年度，提名委員會已檢討董事會的架構、規模及組成以及獨立非執行董事的獨立性，並審議在股東週年大會上參選退任董事的資格，審議並向董事會推薦聘任獨立非執行董事。

BOARD DIVERSITY

The Company has adopted Board Diversity Policy which sets out, among others, a number of aspects of board diversity in reviewing and assessing the board composition and nomination of directors, as applicable. The Company recognises and embraces the benefits of having a diverse board, and sees diversity at Board level as an essential element in maintaining a competitive advantage.

董事會多元化

本公司已採納董事會多元化政策，其載列（其中包括）董事會多元化在檢討及評估董事會組成及董事提名的若干方面（如適用）。本公司明白並深信建立多元化董事會裨益良多，並視董事會層面多元化為保持競爭優勢的關鍵因素。

Pursuant to the Board Diversity Policy, the Nomination Committee reviews regularly the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and to ensure that the Board maintains a balanced diverse profile. In relation to reviewing and assessing the Board composition, the Nomination Committee is committed to diversity at all levels and will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and regional and industry experience.

根據董事會多元化政策，提名委員會將定期檢討董事會之架構、規模及組成，並於適用情況下為配合本公司企業策略而就董事會變動提出推薦建議，並確保董事會維持均衡多元化。檢討及評估董事會組成時，提名委員會致力在各層面達致多元化，並將考慮多個方面，包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識及地區行業經驗。



CORPORATE GOVERNANCE REPORT

企業管治報告

The Nomination Committee and the Board are of the view that the current composition of the Board has achieved the objectives set in the Board Diversity Policy.

Gender Diversity

The Company values gender diversity across all levels of the Group and especially the Board will always include at least one female Directors in its composition. The Board currently has one female member, and the female and male employee gender ratio as at 31 December 2025 is 58.3:41.7. The Group when hiring employees considers a number of factors, including but not limited to gender, age, cultural and education background, qualification, ethnicity, professional experience, skills, knowledge and length of service, and the Group will make sure achieving gender diversity across the workforce.

The Board is satisfied that the Company has achieved gender diversity in its workforce.

Details on the gender ratio of the Group together with relevant data can be found in the Environmental, Social and Governance Report on pages 40 to 102 of this Annual Report.

DIVIDEND POLICY

The Company has adopted a Dividend Policy on 20 November 2018 which aims to set out the principles and guidelines that the Company intends to apply in relation to the declaration, payment or distribution of its net profits as dividends to the shareholders of the Company.

The Board shall take into account the following factors: (a) the Articles of Association of the Company; (b) the applicable restrictions and requirements under the laws of the Cayman Islands; (c) any banking or other funding covenants by which the Company is bound from time to time; (d) the investment and operating requirements of the Company; and (e) any other factors that have material impact on the Company.

The declaration and payment of dividends by the Company shall be determined at the sole discretion of the Board and shall be subject to any restrictions under the Companies Act of the Cayman Islands and the Articles of Association of the Company. The Dividend Policy will continue to be reviewed from time to time and there can be no assurance that dividends will be proposed or declared in any particular amount for any given period.

提名委員會及董事會認為，董事會目前的組成已達到董事會多元化政策既定目標。

性別多元化

本公司重視本集團所有層面的性別多元化，尤其是董事會將在其組成中恆常包括至少一名女董事。董事會目前有一名女成員，以及於二零二五年十二月三十一日，女性及男性員工性別比例為58.3:41.7。本集團於僱傭員工時考慮眾多因素，包括但不限於性別、年齡、文化及教育背景、資歷、種族、專業經驗、技能、知識及服務年限，本集團將確保實現員工團隊的性別多元化。

董事會信納本公司已於其員工團隊中實現性別多元化。

有關本集團性別比例的詳情連同相關數據，載於本年報第40頁至第102頁的環境、社會及管治報告。

股息政策

本公司已於二零一八年十一月二十日採納股息政策，旨在載列本公司就向本公司股東宣派、派付或分派其純利作為股息時擬應用的原則及指引。

董事會應經計及以下因素：(a)本公司的公司章程細則；(b)開曼群島法律下的適用限制及規定；(c)本公司不時受其約束的任何銀行或其他融資契諾；(d)本公司的投資及經營需求；及(e)對本公司構成重大影響的任何其他因素。

本公司的股息宣派及派付須由董事會全權酌情決定，亦須遵守開曼群島公司法下的任何限制及本公司的公司章程細則。股息政策將繼續不時予以檢討，且概不保證將在任何特定期間建議或宣派任何特定金額的股息。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE FUNCTIONS

The Executive Committee was established by the Board for performing the functions set out in the Code Provision A.2.1 of Part 2 of the CG Code.

During the year ended 31 December 2025, the Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and Employees Written Guidelines, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

AUDITOR'S REMUNERATION

The remuneration paid/payable to the Company's external auditor, Grant Thornton Hong Kong Limited, in respect of the year ended 31 December 2025 is set out below:

企業管治職能

董事會成立執行委員會，負責履行企業管治守則的第二部分的守則條文第A.2.1條所載的職能。

於截至二零二五年十二月三十一日止年度，董事會已檢討本公司企業管治政策及常規，董事及高級管理層的培訓及持續專業發展，本公司遵守法律及監管規定的政策及常規，遵守標準守則及僱員明文指引的情況，以及本公司遵守企業管治守則及於本企業管治報告作出披露的情況。

核數師酬金

本公司就截至二零二五年十二月三十一日止年度已付／應付外聘核數師致同（香港）會計師事務所有限公司的酬金載列如下：

		Fees Paid/ Payable 已付／ 應付費用
Service Category	服務類型	RMB'000 人民幣千元
Audit services	核數服務	3,174
Non-audit services	非核數服務	216
Total		3,390

DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group that gives a true and fair view on a going concern basis and the Board was not aware of any material uncertainties.

The statement of the auditor on their reporting responsibilities on the consolidated financial statements of the Group is set out in the Auditor's Report on pages 126 to 133 of this report.

董事有關綜合財務報表的責任

董事了解彼等以持續經營基準編製作出真實公平反映的本集團綜合財務報表的責任，及董事會未有發現任何重大不確定性。

核數師有關彼等對本集團綜合財務報表的申報責任的聲明載於本報告第126頁至第133頁核數師報告內。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness at least annually. The systems have been designed for: (i) safeguarding assets against unauthorised user or disposition; (ii) ensuring the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication; and (iii) ensuring compliance of applicable laws, rules and regulations. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Company's risk management and internal control systems have been developed with the following principles, features and processes:

- Identity significant risks in the Group's operation environment;
- Assess and evaluate the impacts of those risks on the Group's business and the likelihood of their occurrence;
- Develop necessary measures to prevent, avoid or mitigate the risks;
- Monitor and review the effectiveness of such measures and report to the Audit Committee and the Board regularly.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risk that it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

The Audit Committee assists the Board in leading the management and overseeing their design, implementing and monitoring of the risk management and internal control systems.

The management, in coordination with division/department heads, assesses the likelihood of risk occurrence, provides treatment plans to mitigate risks in day-to-day operations, monitors the risk management progress, and provides confirmation to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems.

風險管理及內部監控

董事會了解其對風險管理及內部監控系統及至少每年評估該等系統的有效性之責任。該等系統旨在：(i)保障資產以防未經授權使用或處置；(ii)確保適當的會計記錄得以保存並提供可靠的財務資料供內部使用或刊發；及(iii)確保遵守適用法律及法規。該等系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的錯誤陳述或損失作出合理而非絕對的保證。

本公司的風險管理及內部監控系統乃按下列原則、特質及程序制定：

- 辨識本集團營運環境的重大風險；
- 審核並評估該等風險對本集團業務的影響及發生的可能性；
- 制定足以預防、避免或減緩該等風險的必要措施；
- 監察及檢討該等措施的有效性，並定期向審核委員會及董事會匯報。

董事會負責整體評估及釐定本公司達成策略目標時所願意接納的風險性質及程度，並設立及維持合適及有效的風險管理及內部監控系統。

審核委員會協助董事會引領管理層並監督管理層對風險管理及內部監控系統的設計、實施及監察。

管理層與分部／部門主管共同評估風險發生的可能性，提供減緩日常營運風險的處理計劃、監察風險管理的進展，並向董事會及審核委員會確認風險管理及內部監控系統的有效性。



CORPORATE GOVERNANCE REPORT

企業管治報告

In order to enhance the Group's system of handling inside information and to ensure the truthfulness, accuracy, completeness and timeliness of its public disclosures, the Group has adopted and implemented an inside information procedure. Certain reasonable measures have been taken from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Group, which include the maintaining of a good control environment with defined organisational structure, limit of authority, reporting lines and responsibilities in accordance with the Company's guidelines and the regulatory requirements.

The management has confirmed to the Board on the effectiveness of the risk management and internal control systems for the year ended 31 December 2025.

The Internal Audit Department is responsible for performing independent review of the adequacy and effectiveness of the risk management and internal control systems and provides its findings and recommendations for improvement to the management and the Audit Committee.

The Board, as supported by the Audit Committee as well as the management report and the internal audit findings, reviewed the risk management and internal control systems, including the financial, operational and compliance controls of the Group, for the year ended 31 December 2025, and considered that such systems are effective and adequate. The annual review also covered the financial reporting and internal audit function and staff qualifications, experiences and relevant resources.

The Company has in place an anti-corruption system within all its employees, which forms part of the Company's staff manual. Employees are required to act with integrity and to report any suspected bribery, corruptions and money laundering cases to the Risk Control Center. The employees are required to declare any conflict of interest when performing their duties.

Whistleblowing procedures are in place to facilitate employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The Company has developed its disclosure policy which provides a general guide to the Company's Directors, officers, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries.

Control procedures have been implemented to ensure that unauthorised access and use of inside information are strictly prohibited.

為加強本集團處理內部消息的系統，並確保其公開披露的真實性、準確性、完整性以及及時性，本集團已採納及實施一套內部消息程序。本集團已不時採納若干合理措施以確保設有適當保障，防止違反有關本集團的披露要求，當中包括根據本公司指引及監管規定維持具備明確組織架構、權力規限、報告方式及責任之良好監控環境。

管理層已向董事會確認截至二零二五年十二月三十一日止年度之風險管理及內部監控系統的有效性。

內部審核部門負責針對風險管理及內部監控系統是否足夠及是否有效進行獨立檢討，並將其發現結果及改善建議提供予管理層及審核委員會。

在審核委員會以及管理層報告及內部審核結果的支持下，董事會已就截至二零二五年十二月三十一日止年度的本集團風險管理及內部監控系統（包括財務、營運及合規性監控）進行審閱，並認為該等系統屬有效且充足。該年度審閱亦涵蓋財務匯報及內部審核功能，以及員工資歷、經驗及相關資源。

本公司於其全體僱員範圍內設立反貪污制度，其為本公司《員工手冊》的一部分。僱員須正直行事並向風控中心舉報任何涉嫌賄賂、貪污及洗錢的案件。僱員須於履行其職責時申報任何利益衝突。

本公司設有舉報程序，以促進本公司員工私下就有關財務匯報、內部監控可能存在的不當情況或本公司其他事宜引起關注。

本公司已制定披露政策，以向本公司董事、高級人員、高級管理層及相關僱員提供有關處理保密性資料、監察資料披露及就查詢作出回應的一般指引。

本公司已執行監控程序，以確保嚴禁未經授權而取得及使用內部消息。

CORPORATE GOVERNANCE REPORT

企業管治報告

COMPANY SECRETARY

Ms. Yuen Wing Yan, Winnie ("Ms. Yuen") of Tricor Services Limited, external service provider, has been engaged by the Company as the company secretary during the year ended 31 December 2025. Its primary contact persons at the Company are Ms. Juliana Cheng San San and Mr. Yoong Kang Chee. Ms. Yuen has undertaken not less than 15 hours of relevant professional training during the year ended 31 December 2025 pursuant to Rule 3.29 of the Listing Rules.

Ms. Yuen has resigned on 1 March 2026. Ms. Au Yeung Nelly has been appointed as the Company Secretary of the Company since 1 March 2026. For details, please refer to the announcement of the Company dated 1 March 2026.

SHAREHOLDERS' RIGHTS

To safeguard shareholders' interests and rights, a separate resolution is proposed for each substantially separate issue at shareholders' meetings, including the election of individual Directors. All resolutions put forward at shareholders' meetings will be voted by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

CONVENING AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS

Pursuant to Article 79 of the Company's 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 one or more members (including a recognized clearing house (or its nominees)) of the Company 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(s), provided that such requisitionist(s) held as at the date of deposit of the requisition in aggregate at least one-tenth of the voting rights at general meetings, on a one vote per share basis, in the share capital of the Company, and such requisitionist(s) may add resolutions to the meeting agenda so convened. 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, may convene the general meeting as a physical meeting at only one location which will be the Principal Meeting Place in the 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.

公司秘書

於二零二五年十二月三十一日止年度內，外聘服務供應商卓佳專業商務有限公司之袁穎欣女士（「袁女士」）已獲委任為本公司的公司秘書。其於本公司主要聯繫人士為鍾珊珊女士及熊康祺先生。於截至二零二五年十二月三十一日止年度，袁女士已根據上市規則第3.29條接受不少於15小時的相關專業培訓。

袁女士已於二零二六年三月一日辭任。自二零二六年三月一日起，歐陽麗妮女士已獲委任為本公司的公司秘書。詳情請參閱本公司日期為二零二六年三月一日的公告。

股東權利

為保障股東權益及權利，本公司將就各重大個別事宜（包括選舉個別董事）於股東大會提呈獨立決議案。股東大會上提呈的所有決議案將根據上市規則進行投票表決，且投票表決結果將於各股東大會結束後在本公司及聯交所網站上刊載。

股東召開股東特別大會

依據本公司的公司章程細則第79條，董事會可在其認為適當之任何時候召開股東特別大會。股東大會亦可應本公司一名或以上股東（包括一間認可結算所（或其代理人））之書面要求而召開，有關要求須送達本公司於香港的主要辦事處（或倘本公司不再設置上述主要辦事處，則為註冊辦事處），當中列明大會之主要商議事項並由請求人簽署，惟該等請求人於送達要求之日須持有本公司股本中合共最少十分之一的股東大會投票權（基於一股一票計算），且該等請求人可在如此召開的會議議程中增加決議案。倘董事會於送達要求之日起計二十一日內並無按既定程序於未來二十一日內召開大會，則請求人自身可按儘量接近董事會召開大會之方式僅於一個地點（該地點將為主要會議地點）召開股東大會現場會議，惟按上述方式召開之任何大會不得於送達有關要求之日起計三個月屆滿後召開，且本公司須向請求人償付因應董事會未有召開大會而致使其須召開大會所產生之所有合理開支。



CORPORATE GOVERNANCE REPORT

企業管治報告

PUTTING FORWARD ENQUIRIES TO THE BOARD

For putting forward any enquiries to the Board of the Company, shareholders may send written enquiries to the Company.

Under normal circumstances, the Company will not deal with verbal or anonymous enquiries.

CONTACT DETAILS

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

Address: 5th Floor, Metro Plaza
No. 555 Loushanguan Road
Changning District
Shanghai 200051
China
(For the attention of Chairman of the Board)

Telephone: (8621) 6229-8001

Fax: (8621) 3258-0520

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

PUTTING FORWARD PROPOSALS AT SHAREHOLDERS' MEETING

A shareholder shall make a written requisition to the Board or the company secretary at the Company's head office and principal place of business, specifying the shareholding information of the shareholder, his/her contact details and the proposal he/she intends to put forward at general meeting regarding any specified transaction/business and its supporting documents.

向董事會作出查詢

如需向本公司董事會作出任何查詢，股東可將書面查詢發送至本公司。

於正常情況下，本公司不會處理口頭或匿名的查詢。

聯絡詳情

股東可透過以下方式發送上述查詢或要求：

地址：中國
上海市200051
長寧區
婁山關路555號
長房國際廣場5樓
(註明收件人為董事會主席)

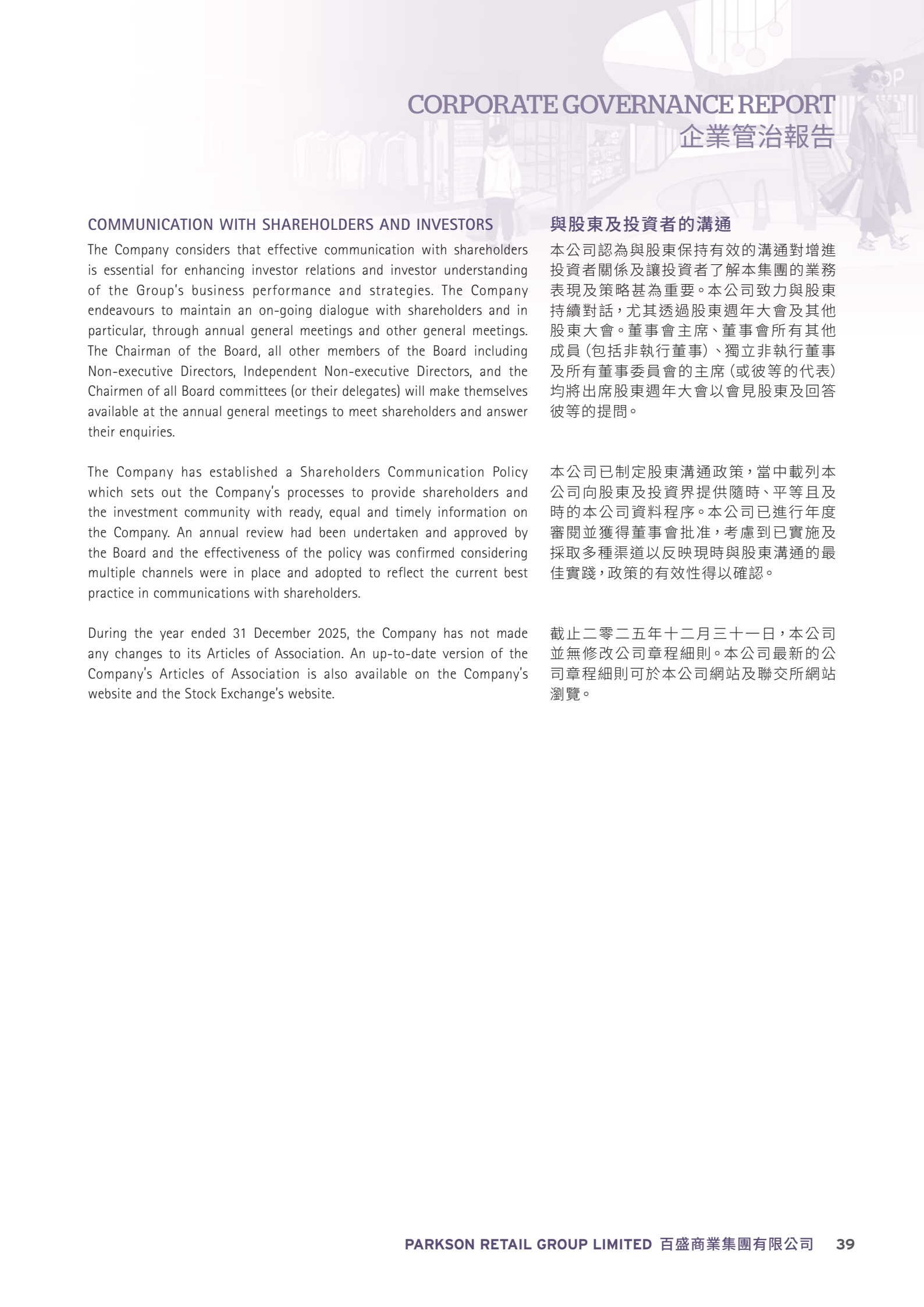
電話：(8621) 6229-8001

傳真：(8621) 3258-0520

為免生疑問，股東必須向上述地址存放及發送經正式簽署的正本書面請求、通知或聲明，或查詢(視情況而定)，並提供彼等的全名、聯絡詳情及身份，以令其生效。股東資料可按法例規定作出披露。

於股東大會上提呈建議之程序

股東須向董事會或公司秘書提出書面要求，並將有關要求寄至本公司之總辦事處及主要營業地點，當中列明股東之持股資料、詳細聯絡方式、擬於股東大會上提呈之有關任何特定交易／業務之建議及其支持文件。



CORPORATE GOVERNANCE REPORT

企業管治報告

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

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. The Chairman of the Board, all other members of the Board including Non-executive Directors, Independent Non-executive Directors, and the Chairmen of all Board committees (or their delegates) will make themselves available at the annual general meetings to meet shareholders and answer their enquiries.

The Company has established a Shareholders Communication Policy which sets out the Company's processes to provide shareholders and the investment community with ready, equal and timely information on the Company. An annual review had been undertaken and approved by the Board and the effectiveness of the policy was confirmed considering multiple channels were in place and adopted to reflect the current best practice in communications with shareholders.

During the year ended 31 December 2025, the Company has not made any changes to its Articles of Association. An up-to-date version of the Company's Articles of Association is also available on the Company's website and the Stock Exchange's website.

與股東及投資者的溝通

本公司認為與股東保持有效的溝通對增進投資者關係及讓投資者了解本集團的業務表現及策略甚為重要。本公司致力與股東持續對話，尤其透過股東週年大會及其他股東大會。董事會主席、董事會所有其他成員（包括非執行董事）、獨立非執行董事及所有董事委員會的主席（或彼等的代表）均將出席股東週年大會以會見股東及回答彼等的提問。

本公司已制定股東溝通政策，當中載列本公司向股東及投資界提供隨時、平等且及時的本公司資料程序。本公司已進行年度審閱並獲得董事會批准，考慮到已實施及採取多種渠道以反映現時與股東溝通的最佳實踐，政策的有效性得以確認。

截止二零二五年十二月三十一日，本公司並無修改公司章程細則。本公司最新的公司章程細則可於本公司網站及聯交所網站瀏覽。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Welcome to the 2025 *Environmental, Social and Governance ("ESG") Report* issued by Parkson. This Report sets out Parkson's ESG governance mechanisms, relevant practices, as well as the progress and achievements made in 2025.

In 2025, opportunities and challenges have coexisted and intertwined in the global economy and the retail industry, with the sector's demands for sustainable development continuing to rise. Centred on consumers, Parkson stays true to the original aspiration of its core business, and continuously advances the integrated omni-channel business model that blends online and offline operations, striving to deliver superior quality with a human touch and delightful shopping experiences. Meanwhile, the Group has further embedded the concept of sustainable development more deeply into its long-term strategy, continuously refining the management and practices in corporate governance, environmental protection and social responsibility, and strengthening the implementation of corporate responsibilities. Joining hands with shareholders, investors, consumers, employees, suppliers and all other stakeholders, we will pursue more systematic and responsible business practices to jointly create higher-quality sustainable value.

This report is prepared in accordance with the *Environmental, Social and Governance Reporting Code* (hereinafter referred to as the "*ESG Reporting Code*") set out in Appendix C2 to the Listing Rules and covers the main businesses of Parkson in Chinese mainland and Laos. The key performance indicator(s) ("KPI(s)") in environmental and social areas cover the Group's department stores, shopping malls, outlets and supermarkets operated in Chinese mainland and Laos in 2025, and employee-related KPIs further include Hong Kong, Malaysia, and Singapore.

This report has been prepared in accordance with the Reporting Principles of the *ESG Reporting Code*, which include:

- **Materiality:** The Group identifies key ESG areas to be concerned through stakeholder engagement and materiality assessment and develops specific strategies and improvement plans.
- **Quantification:** This report presents the key environmental and social performance indicators in quantitative terms, provides supporting data descriptions to illustrate their purpose and impact, and provides comparative data.
- **Balance:** This report provides an unbiased picture of the Group's current performance on ESG management following the principle of balance.
- **Consistency:** The data disclosure and statistical methods used for this report are consistent with those for the 2024 ESG report to ensure the comparability of information.

歡迎閱讀百盛發佈的《二零二五年環境、社會及管治（「ESG」）報告》，本報告將介紹二零二五年百盛在ESG方面的管理機制、相關實踐以及取得的進展與成效。

二零二五年，全球經濟及零售行業機遇與挑戰交織共生，行業可持續發展需求持續提升。百盛以消費者為核心，堅守主業初心，並持續深化線上線下融合的立體業態，致力提供更具溫度的卓越品質與愉悅購物體驗。與此同時，本集團進一步將可持續發展理念深度融入長期戰略，持續精進公司管治、環境保護與社會責任方面的管理與實踐，強化責任落地。攜手股東及投資人、消費者、員工、供應商等各利益相關方，我們將以更具系統性的負責任經營實踐，共創更高質量的可持續價值。

本報告根據上市規則附錄C2《環境、社會及管治報告守則》（以下簡稱「《ESG報告守則》」）要求編製，涵蓋百盛在中國大陸和老撾的主要業務。環境及社會類關鍵績效指標（「關鍵績效指標」）涵蓋本集團二零二五年內在中國大陸和老撾正常運營的百貨店、購物中心、奧特萊斯及超市，員工相關關鍵績效指標進一步包括香港、馬來西亞以及新加坡。

本報告在編製過程中遵循《ESG報告守則》的匯報原則，包括：

- **重要性：**本集團通過利益相關方參與及重要性評估，識別出本集團ESG的重點關注領域，並擬定對應策略及改善方案。
- **量化：**本報告結合量化數據展現環境與社會層面的關鍵績效指標，通過數據說明闡述其目的及影響，並提供比較數據。
- **平衡：**本報告遵循平衡原則，客觀展現本集團的ESG管理現狀。
- **一致性：**本報告的數據披露及統計方法與二零二四年ESG報告保持一致，確保信息的可比性。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ESG MANAGEMENT STRATEGY

Parkson has incorporated the concept of sustainable development into daily business operations, and established an ESG governance structure consisting of the Board, senior management and ESG working group. Leveraging this framework, the Group ensures top-down oversight of ESG matters while continuously advancing ESG initiatives. To continuously enhance the professional knowledge and skill levels of the members of the ESG governance structure, the Group regularly conducts specialised ESG training for them. The Group has regularly engaged external experts to conduct ESG-related training sessions covering climate-related risks and opportunities for the Board, senior management and members of the ESG working group, thereby consolidating the Group's ESG governance foundation.

The Board's statement on ESG management is as follows:

The Board takes regulatory responsibility for the Group's ESG strategy and reporting, including matters relating to climate change, formulates ESG management strategy, priorities and objectives, annually reviews and approves ESG risks and opportunities (including climate-related risks and opportunities) assessed by the senior management, and ensures that the Group has in place appropriate and effective ESG risk management and internal control systems. In overseeing the Group's overall strategy, major transaction decisions, risk management processes and related policies, the Board comprehensively considers ESG risks and opportunities that may have a significant impact on the Group, weighing relevant factors when necessary. Meanwhile, based on the ESG-related objectives, the Board regularly reviews the performance and the progress of the Group, and the relevance of ESG objectives to the Group's business, and approves the disclosures in the ESG report. During the reporting period, the Company's Board authorised Ms. Juliana Cheng San San, an executive Director, to conduct daily ESG supervision and management on behalf of the Board. Her specific responsibilities include establishing relevant teams, promoting ESG management capacity building, implementing ESG work and improving ESG information disclosure to ensure the Group's scientific and efficient decision-making on all ESG matters.

ESG管理策略

百盛已將可持續發展理念融入日常經營管理，並建立起由董事會、高級管理層及ESG工作小組共同構成的ESG管治架構。依託此架構，本集團實現對ESG事宜自上而下的監管，持續推進ESG工作的完善。為持續提升ESG管治架構成員的專業知識與技能水平，本集團亦定期面向集團管治架構成員開展專項ESG培訓。本集團已定期依託外部專家，面向董事會、高級管理層及ESG工作小組成員部門召開包括氣候相關風險與機遇在內的ESG相關培訓，助力本集團夯實ESG治理。

董事會關於ESG管理的聲明如下：

董事會對本集團的包括氣候變化議題在內的ESG策略及匯報承擔監管責任。董事會負責制訂ESG管理策略、優先次序與目標，並每年審閱並批准高級管理層所評估的ESG風險及機遇（包含氣候相關風險及機遇），確保本集團設立合適及有效的ESG風險管理及內部控制體系。在監督本集團整體策略、重大交易決策及風險管理程序和相關政策的過程中，董事會綜合考慮可能對本集團產生重大影響的ESG風險及機遇，並在必要時權衡相關因素。同時，董事會就ESG相關目標定期檢討本集團的表現和目標進度、審閱ESG目標與本集團業務的關聯、審批ESG報告內的披露資料。報告期內，本公司董事會授權執行董事鍾珊珊女士來代表董事會開展日常的ESG監督管理工作。其具體職責包括組建相關團隊、推動ESG管理能力建設、開展ESG工作並完善ESG信息披露，確保本集團各項ESG事務科學高效決策。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The Group's senior management, under the authorisation of the Board, implements the ESG risk management and internal control system, is responsible for identifying, assessing and defining ESG-related risks and opportunities (including climate-related risks and opportunities), and supervises their management, reports regularly to the Board to ensure the effective operation of the relevant ESG systems.

The ESG working group of the Group engages the principal departments of Parkson, with the head of each department directly participating in its work, overseeing and reporting upward on ESG-related risks and opportunities (including climate-related risks and opportunities) and implementing ESG management policies approved by senior management. Moreover, the ESG working group designates persons to take the responsibility for ESG management and reporting.

本集團的高級管理層在董事會授權下，執行ESG風險管理及內部控制體系，負責識別、評估及釐定ESG相關的風險與機遇（包含氣候相關風險與機遇），並監督其管理情況，定期向董事會匯報，保障有關ESG體系的有效運行。

本集團的ESG工作小組由百盛的主要部門組成，由各部門負責人直接參與，監察並向上匯報ESG相關風險與機遇（包含氣候相關風險與機遇）、執行經高級管理層批准的ESG管理政策並指定專人負責開展ESG管理和報告的工作。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

STAKEHOLDER COMMUNICATION

In 2025, supported by its standing stakeholder communication framework, the Group proactively gathered feedback from diverse stakeholders—including governments and regulators, shareholders and investors, employees, business tenants, consumers, suppliers, and the public—addressing their core concerns and practical needs. In response to the feedback received regarding the Group's business planning and implementation, Parkson has developed targeted measures. Alongside timely replies, we have been pushing for ongoing enhancements across relevant areas.

利益相關方溝通

二零二五年，本集團以常態化的利益相關方溝通體系為支撐，積極吸納政府及監管機構、股東及投資人、員工、租賃商戶、消費者、供應商、社會公眾等多元利益相關方的核心關切與實際訴求。對於各方就本集團業務規劃及落地執行提出的寶貴建議，百盛將制定針對性應對措施，予以及時回應與反饋，持續優化各類議題的管理與表現。

Stakeholders 利益相關方	Expectations and concerns 期望及關注	Communication channels 溝通渠道	Communication frequency 溝通頻率
Governments and regulators 政府及監管機構	Compliance with laws and regulations 遵守法律及法規 Pay taxes 繳納稅款	Compliance management 合規管理 Proactive in tax payment 主動納稅 Implementation of national policies 執行國家政策	Multiple times per year 每年多次
Shareholders and investors 股東及投資人	Return on investment 投資回報 Corporate governance 企業管治 Information disclosure 信息披露	Announcements and circulars 公告及通函 Annual financial reports 年度財務報告 Shareholders' meeting 股東大會	Multiple times per year 每年多次
Employees 員工	Protect employees' rights and interests 維護員工權益 Career development channel 職業發展通道 Healthy and safe working environment 健康安全的工作環境	Regular meetings and trainings 定期會議及培訓 Talent development program 人才發展計劃 Employee care activities 員工關懷活動 Intranet websites 內部網站	Multiple times per month 每月多次
Business tenants 租賃商戶	Protect rights and interests of business tenants 保障租賃商戶權益 Win-win cooperation 雙贏合作	Daily communication 日常溝通 Meeting and training 會議及培訓 Service hotline and emails 服務熱線及郵箱	Multiple times per month 每月多次

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Stakeholders 利益相關方	Expectations and concerns 期望及關注	Communication channels 溝通渠道	Communication frequency 溝通頻率
Consumers 消費者	Provide high quality products and services 提供優質產品及服務 Satisfy the diversified needs of consumers 滿足消費者多元需求	Media activities 媒體活動 Satisfaction survey 滿意度調查 Service hotline and emails 服務熱線及郵箱 Social media and corporate websites 社交媒體和企業網站	Multiple times per month 每月多次
Suppliers 供應商	Fair and transparent procurement 公平公開的採購 Win-win cooperation 雙贏合作	Business visit 業務訪廠 Daily meeting 日常會議 Review and performance evaluation 審核及表現評估	Multiple times per month 每月多次
Community 社會公眾	Community engagement 社區參與 Business compliance 業務合規 Environmental awareness 環保意識	Company's official website 公司官網 Public welfare activities 公益活動	Multiple times per year 每年多次

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

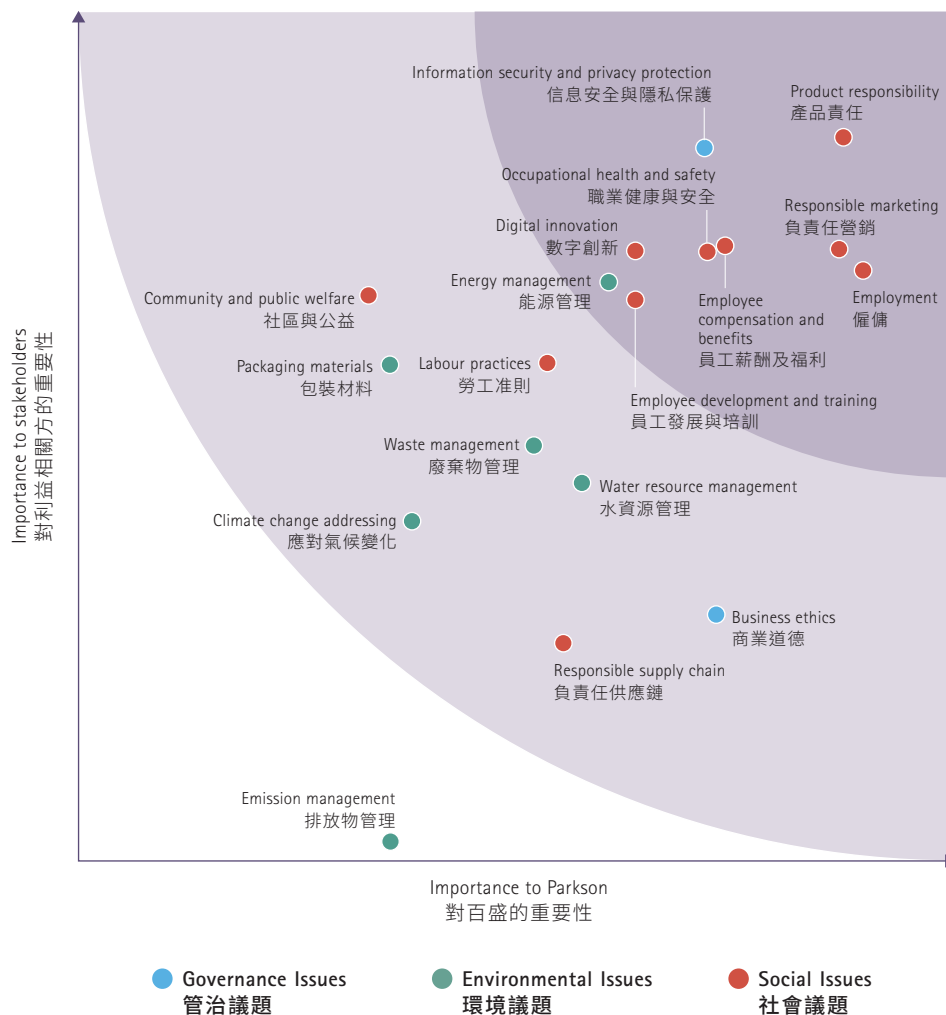
Materiality Assessment

The materiality assessment aims to provide directional guidance for the enterprise in advancing its ESG management. In 2025, the Group conducted a reassessment of its ESG issue matrix, referencing the *ESG Reporting Code* requirements while considering global sustainability trends, retail industry characteristics, the Group's operational status, and insights from internal and external stakeholders. The survey results indicate that no material changes were found compared to the previous year.

重要性評估

重要性評估旨在為企業推進ESG管理提供方向指引。二零二五年，本集團參照《ESG報告守則》相關要求，綜合考量全球可持續發展態勢、零售行業發展特徵、本集團自身經營現狀及內外部多方溝通成果，開展ESG議題矩陣複盤調研工作。調研結果顯示，與上一年度相比未發生重大變動。

ESG materiality assessment matrix
ESG重要性評估矩陣





ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

EMBRACING SUSTAINABILITY, PROTECTING OUR PLANET

We fully recognise that proactively addressing global environmental challenges is an imperative for achieving our own sustainable development. In pursuing business development and economic benefits, we remain committed to minimising the environmental impact of our operations, continuously strengthening environmental management, collaborating with all stakeholders to fulfil environmental responsibilities, and steadily elevating the Group's level of green development.

In daily operations, the Group strictly complies with the following environmental management related laws and regulations:

- 1) *Environmental Protection Law of the People's Republic of China*
- 2) *Law of the People's Republic of China on Energy Conservation*
- 3) *Law of the People's Republic of China on the Prevention and Control of Water Pollution*
- 4) *Law of the People's Republic of China on the Prevention and Control of Atmospheric Pollution*
- 5) *Law of the People's Republic of China on the Prevention and Control of Environmental Pollution Caused by Solid Waste*

Responding to Climate Change

Addressing climate change is a shared challenge facing the world. The Group has clarified the governance responsibilities for climate change issues in light of its business nature, and proactively identifies climate-related risks and opportunities to assess their potential impacts on business operations.

The Group has integrated the processes for identifying, assessing, prioritising and monitoring climate-related risks and opportunities into the overall corporate risk management process for centralised governance. During the reporting period, the Group conducted a systematic identification of climate-related risks and opportunities. With reference to applicable regulatory requirements and industry disclosure practices, and in combination with the Group's business model and value chain characteristics, we have identified the following climate-related risks and opportunities:

向綠而行，共守家園

我們深知積極應對全球環境挑戰，是實現自身可持續發展的必然要求。在追求企業發展與經濟效益的同時，我們始終致力於降低運營對環境的影響，持續強化環境管理，攜手各方履行環保責任，穩步提升企業綠色發展水平。

本集團在日常運營中，嚴格遵守以下環境管理相關的法律法規：

- 1) 《中華人民共和國環境保護法》
- 2) 《中華人民共和國節約能源法》
- 3) 《中華人民共和國水污染防治法》
- 4) 《中華人民共和國大氣污染防治法》
- 5) 《中華人民共和國固體廢物污染環境防治法》

應對氣候變化

應對氣候變化是全球面臨的共同挑戰。本集團結合自身業務性質明確氣候變化議題治理的責任，主動識別氣候風險與機遇，評估其對業務運營的潛在影響。

本集團已將氣候相關風險與機遇的識別、評估、優次排列和監察流程納入公司整體風險管理流程進行統籌管理。本集團於本報告期內對氣候相關風險與機遇進行系統性識別。通過參考適用的監管要求及行業披露實踐，結合本集團的業務模式及價值鏈特徵，我們識別了如下氣候相關風險和機遇：

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Risk Category 風險類別	Risk Name 風險名稱	Description 描述	Impacted Value Chain Nodes 影響價值鏈環節	Taken Measures 應對舉措
Physical Risks 物理風險	Acute 急性	Floods and Extreme Precipitation 洪水與極端降水 Floods, extreme precipitation and hurricanes may: • Damage property and facilities, resulting in asset devaluation; in addition, repairing damaged properties will increase operating costs. • Disrupt transportation and logistics networks as well as power and communication facilities, causing supply chain and operational interruptions and leading to revenue decline. 洪水、極端降水與颶風可能： • 損毀物業設施，導致資產貶值，此外維修受損物業亦會導致運營成本增加。 • 破壞交通物流網絡、電力通信設施，造成供應鏈與運營中斷，導致營收下降。	Upstream 上游 Own Operations 自身運營	• Formulate and implement emergency procedures and disaster prevention and protection measures to ensure the continuity of shopping mall operations and personnel safety. • Purchase property insurance for own properties to guard against extreme weather and stabilise operations. • 制定並執行應急流程與防災保護措施，保障商場運營連續性及人員安全。 • 對自有物業購置財產險，預防極端天氣、穩定經營。
	Chronic 慢性	Temperature Changes 溫度變化 • Changes in temperatures at operating locations will affect the cooling and heating demand of shopping malls, potentially increasing the energy demand and maintenance costs for operations and leading to higher operating costs. • 運營地溫度變化將會對商場的製冷、制熱需求產生影響，可能增加運營的能源需求以及維護成本，導致運營成本增加。	Own Operations 自身運營	• Optimise air conditioning systems, promote smart inverter equipment, and standardise door opening and closing management to reduce heating and cooling energy consumption losses. • Enhance buildings' thermal insulation and temperature control performance through green building certification and retrofits. • 優化空調系統，推廣智能變頻設備，規範門體啟閉管理以降低冷熱能耗損耗。 • 通過綠色建築認證與改造，提升建築保溫隔熱與溫控水平。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Risk Category 風險類別	Risk Name 風險名稱	Description 描述	Impacted Value Chain Nodes 影響價值鏈環節	Taken Measures 應對舉措
Transition Risks 轉型風險	Policy and Legal Risks 政策及法律風險	- Climate-related policies and regulations (e.g., disclosure requirements) may lead to higher compliance costs and increased operating expenses. - Existing properties and equipment may fail to meet building and equipment energy consumption standards, resulting in penalties or rectification requirements and rising operating costs. - 氣候相關的政策與法規 (如披露要求等) 可能引發更高的合規成本，導致運營成本增加。 - 現有物業與設備可能面臨不符合建築標準、設備能耗標準而面臨處罰或整改，導致運營成本增加。	Own Operations 自身運營	- With reference to external disclosure standards and regulatory requirements, continuously refine the climate risk management mechanism, optimise climate-related information disclosure, and ensure compliant disclosure. - Promote energy-saving retrofits of buildings and equipment to ensure that properties and facilities meet energy consumption and environmental protection standards. - 參考外部披露標準與監管要求，持續完善氣候風險管理機制、優化氣候相關信息披露，確保合規披露。 - 推進建築與設備節能改造，使物業與設施符合能耗、環保標準。
	Technological Risks 技術風險	- Shopping malls are required to upgrade to low-emission, high-energy-efficiency facilities (e.g., energy-saving air conditioners, lighting systems), yet investment in new technologies may face issues such as high costs and underwhelming performance. - 商場需升級低排放、高能效設施 (如節能空調、照明)，但新技術投入可能面臨成本高、效果不及預期的問題。	Own Operations 自身運營	- When introducing new technologies and new equipment, conduct active multi-party comparisons, and select mature and suitable low-carbon technologies and equipment based on the characteristics of each store. - 在引入新技術、新設備時開展積極多方比較，並結合各門店特徵，選擇成熟且合適的低碳技術與設備。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Risk Category 風險類別	Risk Name 風險名稱	Description 描述	Impacted Value Chain Nodes 影響價值鏈環節	Taken Measures 應對舉措
	Market Risks 市場風險	- Consumer preferences are shifting towards green and low-carbon consumption. If shopping malls fail to provide green and low-carbon products, or operate with high energy consumption and carbon emissions, consumer purchase intent may decline, leading to reduced revenue. - 消費者偏好傾向綠色低碳消費，如商場無法提供綠色低碳產品，或商場運營高能耗、高碳排，則可能引發消費者消費意願不足，導致營收下降。	Own Operations 自身運營 Downstream 下游	- Enhance the green operations and low-carbon performance of shopping malls, strengthen cooperation with merchants and brands that provide low-carbon green products, and align with the green consumption trend. - 提升商場綠色運營與低碳表現，加強與提供低碳綠色產品的商戶及品牌合作，順應綠色消費趨勢。
	Reputational Risks 聲譽風險	- Delayed corporate climate actions and non-transparent information disclosure are prone to negative perceptions from consumers/investors, undermining brand image and financing capacity, and resulting in higher operating and financing costs. - 企业气候行动滞后、信息披露不透明等，易被消费者/投资者负面评价，影响品牌形象和融资能力，导致运营成本增加、融资成本增高。	Own Operations 自身運營 Downstream 下游	- Proactively conduct climate risk management and information disclosure to enhance transparency. - Continuously advance climate actions including energy conservation and carbon reduction, renewable energy adoption, green building initiatives, and environmental public welfare activities to demonstrate responsible corporate practices. - 主動開展氣候風險管理與信息披露，提升透明度。 - 持續推進節能降碳、可再生能源、綠色建築、環保公益活動等氣候行動，展示負責任企業實踐。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Opportunity Category 機遇類別	Opportunity Name 機遇名稱	Description 描述	Impacted Value Chain Nodes 影響價值鏈環節	Taken Measures 應對舉措
Opportunity 機遇	Resource Efficiency 資源效率	- Adopt energy-efficient equipment (e.g., LED lighting, smart air conditioners) to improve energy efficiency and reduce energy consumption and operating costs. - Implement water-saving measures and conduct waste recycling and reuse to cut down operational expenses. - Improve shopping mall environments (e.g., ventilation, temperature control) to enhance consumer experience and employee satisfaction, indirectly boosting foot traffic and revenue. - 採用節能設備 (如LED照明、智能空調)，提升能源效率，降低能源使用與運營成本。 - 採取節水措施，並對廢棄物回收利用，減少運營支出。 - 改善商場環境 (如通風、溫控)，提升消費者體驗和員工滿意度，間接促進客流與營收。	Own Operations 自身運營	- Promote the full application of energy-efficient equipment such as LED lighting, smart air conditioners, and variable-frequency elevators, and monitor and control energy consumption to improve energy efficiency. - Install water-efficient fixtures, retrofit water supply networks, and construct rainwater harvesting systems to achieve water conservation and recycling. - Implement classified collection and centralised disposal of recyclables to promote waste reduction and resource recycling. - 全面推廣LED照明、智能空調、變頻電梯等節能設備、檢測並管控能源使用，提升能源效率。 - 安裝節水器具、改造供水管網、建設雨水收集系統，實現水資源節約與循環利用。 - 對可回收物分類回收、集中處置，推進廢棄物減量化與資源化。
	Energy Source 能源來源	- Adopt renewable energy and low-emission energy to reduce carbon emissions from energy consumption and mitigate the risks of fossil energy price fluctuations. - 採用可再生能源與低排放能源，減少能源使用環節的碳排放，並降低化石能源價格波動風險。	Own Operations 自身運營	- Develop renewable energy projects such as rooftop photovoltaic systems, implement the model of "self-consumption with grid feed-in", optimise the power structure, and mitigate the risks of energy price fluctuations. - 建設屋頂光伏等可再生能源項目，推行「自發自用、餘電上網」模式，優化電力結構，平抑能源價格波動風險。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Opportunity Category 機遇類別	Opportunity Name 機遇名稱	Description 描述	Impacted Value Chain Nodes 影響價值鏈環節	Taken Measures 應對舉措
Market 市場		- Align with the growing trend of green demand and increase revenue by selling low-carbon products or providing environmentally friendly services. - Proactively carry out building retrofits and equipment replacement to potentially obtain government incentives and subsidies, raising non-operating income. - 順應綠色需求增長趨勢，通過銷售低碳商品或提供環保服務增加營收。 - 積極開展建築改造與設備替換，可能獲得政府獎勵與補貼，提升營業外收入。	Own Operations 自身運營 Downstream 下游	- Adapt to changes in consumption trends by strengthening cooperation with low-carbon and green tenants and brands, as well as providing environmental services. - Proactively carry out energy-saving retrofits of buildings and equipment replacement to secure government subsidies and incentives. - 通過加強與綠色低碳商戶、品牌的合作，以及提供環保服務，滿足消費趨勢變化。 - 主動開展建築節能改造與設備替換，爭取政府補貼與獎勵。
Resilience 韌性		- Deploy renewable energy (e.g., shopping mall rooftop photovoltaic (PV) systems) and adopt a diversified energy supply to enhance operational stability under extreme weather conditions. - Upgrade the climate adaptability of shopping mall facilities (e.g., flood prevention, heat-resistant design) to reduce disaster losses. - 佈局可再生能源(如商場屋頂光伏)、採用多元化能源供應，增強極端天氣下的運營穩定性。 - 升級商場設施的氣候適應性(如防洪、耐熱設計)，減少災害損失。	Own Operations 自身運營	- Deploy photovoltaic systems and adopt multi-energy complementary supply to enhance power supply and operational stability under extreme weather conditions. - Implement flood prevention, heat resistance and extreme weather-resistant designs and retrofits for shopping malls to enhance physical resilience. - Establish regular monitoring, early warning and emergency response mechanisms for climate risks to respond promptly to changes in weather and policies. - 部署光伏、多能互補供應，增強極端天氣下供電與運營穩定性。 - 對商場實施防洪、耐熱、抗極端天氣設計與改造，提升物理韌性。 - 建立氣候風險常態化監測、預警與應急機制，快速響應天氣與政策變化。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

During the reporting period, we have conducted interviews, discussions and questionnaires with relevant internal departments for the identification and assessment of climate-related risks and opportunities, and evaluated the impact of climate-related risks and opportunities on the Group's business operations and value chain based on an assessment of (i) the materiality of the impact on the Group's financial performance; (ii) the likelihood of their occurrence. The Group has formulated separate assessment criteria for materiality and likelihood based on its actual operations, which serve as a unified reference for all internal departments when conducting assessments. Based on the impact assessment results, we have prioritised climate-related risks and opportunities, and also ranked and assessed them relative to other types of risks.

Assessment findings indicate that, given that the Group's business primarily focuses on commercial retail and shopping mall operations, the Group does not hold material assets that are highly sensitive to climate-related transition risks or physical risks. As such, climate-related risks and opportunities have no material impact on the Group's business model and value chain, both currently and in the foreseeable future. To ensure the Group can respond to dynamic changes in climate-related risks and opportunities, we have tasked relevant internal departments responsible for risk and opportunity identification with continuously monitoring all climate-related risks and opportunities, so as to ensure the Group can make timely adjustments and responses.

The Group is not engaged in large-scale production activities, does not consume substantial energy or generate significant emissions, and does not hold material assets that are highly sensitive to climate-related physical and transition risks as well as climate opportunities. Climate-related risks are mainly concentrated in the potential impact of extreme weather on the continuity of operating premises and certain operational activities. Such risks have a limited impact on the Group's overall business operations and value chain, and will not affect the Group's strategies and decisions as well as its business model (including resource allocation). Therefore, the Group has not formulated any climate-related strategies and transition plans for the time being. To address the operational risks that may be brought about by extreme weather, natural disasters and other issues, we have established corresponding emergency procedures, protective measures and purchased insurance for our own properties to ensure the normal operation of the business and the safety and health of employees.

During the reporting period, climate-related risks and opportunities have not had a material impact on the Group's financial position, financial performance and cash flows. Meanwhile, the Group expects that there are no material risks that would result in significant adjustments to the carrying values of assets and liabilities in the financial statements for the next reporting period.

報告期內，我們已針對氣候相關風險與機遇的識別與評估開展內部相關部門的訪談討論以及問卷調查，根據(i)對本集團財務業績影響重大性；(ii)發生的可能性兩方面，評估氣候風險及機遇對公司業務運營及價值鏈的影響程度。本集團已根據運營實際，分別設定重大性與可能性兩方面的評估標準，以供各內部部門開展評估時統一參考。基於影響程度結果，我們對氣候相關風險與機遇進行排序，並相對於其他類型風險進行優次排序和評估。

評估結果顯示，鑒於本集團業務性質以商業零售及商場運營為主，未持有對氣候相關轉型風險或物理風險高度敏感的重大資產，氣候相關風險與機遇在當前及預期均對本集團業務模式和價值鏈無實質性影響。為確保本集團可應對氣候風險與機遇的動態變化，我們已責成負責各項風險與機遇識別的相關內部部門，持續監察各項氣候相關風險與機遇，確保本集團可做出及時調整與響應。

本集團不涉及大規模生產活動，不消耗大量能源，不產生大量排放，亦不持有對氣候相關物理和轉型風險及氣候機遇高度敏感的重大資產。氣候相關風險主要集中於極端天氣對運營場所和部分運營活動連續性造成的潛在影響。但其對整體業務運營及價值鏈的影響程度有限，亦不會影響本集團的策略和決策以及業務模式（包括資源配置）。因此，本集團暫未制定氣候相關策略及轉型計劃。為應對極端天氣和自然災害等問題可能帶來的運營風險，我們已制定了相應的應急流程、保護措施並為自有物業購置保險，以保障業務的正常運行和員工的安全與健康。

報告期內，氣候相關風險和機遇未對本集團的財務狀況、財務表現及現金流量產生實質性影響。同時，本集團預期不存在將導致下一匯報年度相關財務報表中的資產和負債賬面價值發生重要調整的重大風險。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

In addition, during the reporting period, the Group used scenario analysis for the first time to identify the impact of acute physical risks on Parkson Group under different climate scenarios. We carried out scenario analysis on all of Parkson Group's operating stores using the Water Risk Filter, a water risk analysis tool developed by the World Wide Fund for Nature (WWF). The results show that under three scenarios – the Optimistic Scenario, Current Trend Scenario, and Pessimistic Scenario¹ – the flood risk of some of the Group's stores will increase in 2030 and 2050. Given the Group's extensive geographical distribution, we believe that the impact caused by a single event in a specific location will generally not significantly affect the Group's overall operations and financial performance. Meanwhile, in the future, we will strengthen targeted prevention and control mechanisms for the relevant stores to keep related risks within manageable limits and maintain the Group's climate resilience.

Based on the above strategies of the Group for managing climate-related risks and opportunities², we anticipate that no climate-related risks or opportunities will have a material impact on the Group's financial position, financial performance, cash flows, financing channels or cost of capital in the short-term, medium-term or long-term³.

此外，報告期內，本集團首次應用情景分析，識別不同氣候情景下急性物理風險對百盛集團的影響。我們應用世界自然基金會(WWF)開發的水風險分析工具(Water Risk Filter)對百盛集團所有運營門店展開情景分析。結果顯示在樂觀情景、現行趨勢以及悲觀情景¹三種不同的情景下，2030年和2050年本集團部分門店洪水風險有所增高。由於本集團地點分佈廣泛，我們認為在特定地點因為單一事件造成的影響一般不會顯著影響整體運營和財務業績。同時，我們將在未來針對性對於相關門店加強防控機制，以將相關風險控制在可控範圍內，保持本集團的氣候韌性。

結合上述本集團對於管理氣候相關風險和機遇的策略²，我們預期在短期、中期或長期³內，無氣候相關風險和機遇可能對本集團財務狀況、財務業績、現金流量、融資渠道或資本成本等方面造成實質性影響。

Notes:

1. The scenarios adopted in the Group's scenario analysis correspond to the climate scenarios published by the Intergovernmental Panel on Climate Change (IPCC) respectively: Optimistic Scenario: RCP2.6/RCP4.5, SSP1; Current Trend Scenario: RCP4.5/RCP6.0, SSP2; Pessimistic Scenario: RCP6.0/RCP8.5, SSP3. In addition, this scenario analysis assumes that the operating locations will remain unchanged over a certain period of time.
2. Compared with the previous reporting period, there have been no material changes to the Group's processes for identifying, assessing and monitoring climate-related risks and opportunities. Going forward, we will continue to refine the mechanisms for identifying, assessing and managing climate-related risks and opportunities in light of regulatory requirements, business development and management needs.
3. The Group has adopted the time horizon classification of short-term (1 year), medium-term (2-5 years) and long-term (more than 5 years) with reference to external disclosure standards and in combination with the actual operation and management practices, which supports the Group in identifying and discussing relevant risks and opportunities across different strategic decision-making and planning cycles.

註：

1. 本集團情景分析使用情景分別對應聯合國政府間氣候變化專門委員會(IPCC)發佈的氣候情景：樂觀情景：RCP2.6/RCP4.5, SSP1；現行趨勢：RCP4.5/RCP6.0, SSP2；悲觀情景：RCP6.0/RCP8.5, SSP3。此外，本情景分析假設運營地點將在一段時間內保持不變。
2. 與上一報告期相比，本集團用於識別、評估及監察氣候相關風險和機遇的流程未發生重大變化。未來，我們將結合監管要求、業務發展情況及管理需要，持續優化氣候相關風險與機遇的識別、評估和管理機制。
3. 本集團參考外部披露標準並結合經營管理實際採用短期(1年)、中期(2-5年)及長期(5年以上)的時間區間劃分，用於支持本集團在不同策略決策及規劃週期內對相關風險和機遇的識別與討論。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

During the reporting period, our KPIs for greenhouse gas (GHG) emissions are as follows:

本報告期內，我們的溫室氣體排放關鍵績效指標如下：

Greenhouse Gas Emissions 溫室氣體排放	2025 二零二五年	2024 二零二四年	2023 二零二三年
Greenhouse gas emissions in total (in tCO ₂ e) ¹ 溫室氣體排放總量 (噸二氧化碳當量) ¹	141,496	143,932	140,370
–Scope 1 greenhouse gas emissions (in tCO ₂ e) –範圍1溫室氣體排放量 (噸二氧化碳當量)	3,468	3,246	4,063
–Scope 2 greenhouse gas emissions (location-based) (in tCO ₂ e) –範圍2溫室氣體排放量 (以地域為基準) (噸二氧化碳當量)	138,028	140,686	136,307
Intensity of greenhouse gas emissions (in tCO ₂ e per square meter) 溫室氣體排放密度 (噸二氧化碳當量／平方米)	0.088	0.090	0.079

Notes:

註：

- Based on the nature of the Group's business operation, the greenhouse gas emissions of the Group include direct emissions resulting from natural gas combustion and indirect emissions resulting from energy consumed through consumption of heating energy and purchased electricity, so greenhouse gases include only carbon dioxide (CO₂). Greenhouse gas accounting is conducted in accordance with the *Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard (2004)*, and emissions are presented as CO₂e (carbon dioxide equivalent). The greenhouse gas emissions of purchased electricity in Shanghai region were calculated based on the electricity emission factor announced by Shanghai Ecological Environment Bureau in 2026 and the greenhouse gas emissions of purchased electricity in Laos were calculated based on the electricity emission factor published by International Energy Agency in 2025, the greenhouse gas emissions of purchased electricity in other regions were calculated based on the *2023 Electricity Carbon Dioxide Emission Factors* published by the Ministry of Ecology and Environment of the People's Republic of China, while other greenhouse gas emissions were calculated according to the *Accounting Methods and Reporting Guide for Greenhouse Gas Emissions from Public Building Operators* issued by the National Development and Reform Commission;
- As at the end of the reporting period, the Group has not conducted any Scope 3 emissions calculation, applied an internal carbon pricing mechanism in its operational decision-making, or integrated climate-related considerations into its remuneration policies, nor has it set any climate targets. In addition, taking into account the relatively limited environmental impact of the Group's business model, certain cross-industry and industry-specific indicators have limited relevance for understanding the Group's climate-related performance and thus have not been disclosed. Going forward, based on regulatory requirements, business development and internal preparedness, the Group will continue to monitor changes in climate-related disclosure requirements and review the relevant disclosure arrangements in a timely manner.

- 基於業務運營特性，本集團的溫室氣體排放主要來自天然氣燃燒所造成的直接排放，以及供暖暖氣和外購電力所造成的能源間接排放，因此溫室氣體清單僅包括二氧化碳。溫室氣體核算根據《溫室氣體核算體系：企業核算與報告標準（2004年）》計量，并按二氧化碳當量呈列。上海地區的外購電力所產生的溫室氣體按照上海市生態環境局於2026年發佈的電力排放因子計算，老撾的外購電力所產生的溫室氣體按照國際能源署發佈的2025年電力排放因子計算，其他地區的外購電力所產生的溫室氣體按中華人民共和國生態環境部發佈的《2023年電力二氧化碳排放因子》計算；其他溫室氣體排放依據國家發展和改革委員會發佈的《公共建築運營企業溫室氣體排放核算方法與報告指南》進行核算；
- 截至報告期末，本集團未進行範圍三的計算；尚未在經營決策中應用內部碳定價機制，尚未將氣候相關考量納入薪酬政策，同時亦未設定氣候目標。同時，考慮到本集團業務模式對環境影響相對有限，部分跨行業及行業特定指標對理解本集團氣候相關表現的相關性有限，故未予披露。未來，本集團將在監管要求、業務發展及內部準備情況的基礎上，持續關注氣候相關披露要求的變化，並適時檢討相關披露安排。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Energy Efficiency

Guided by green operations principles, Parkson continuously monitors, manages, and reduces the environmental impact of shopping mall operations while creating business value. The Group has formulated and continuously implemented the *Shopping Mall Facilities Maintenance and Safe Operation Policy*, detailing the operation and maintenance norms for equipment such as elevators and air conditioners as well as water supply and drainage facilities. The rules are crafted to ensure the safe operation of facilities and equipment and at the same time to effectively control the consumption of energy and water resources. For energy management, the Group enforces controls on energy-intensive equipment across its stores and drives initiatives including energy-saving retrofits, energy-efficient product adoption, and green building practices to strengthen sustainable operations and energy performance.

節能增效

秉持綠色運營理念，百盛在創造商業價值的同時，持續關注、管理與減少商場運營各環節的環境影響。本集團已制定並持續執行《商場設施設備維保及安全運行管理制度》，細化電梯、空調等設備及給排水設施的運維規範，在保障安全運行的基礎上有效管控能源與水資源消耗。在能源管理方面，本集團在下屬各門店常態化推行高耗能設備管控，並積極推動各門店開展節能改造、節能產品應用與綠色建築建設等舉措，築牢綠色運營與能效提升根基。

Energy Efficiency Initiatives

能效提升舉措

- **Standardising Energy-Intensive Equipment Management:** Establishing and enforcing door operation schedules at all entrances/exits to minimise unnecessary loss of heating/cooling energy, reducing HVAC (Heating, Ventilation, and Air Conditioning) system consumption and enhancing efficiency.

規範高耗能設備的管理：制定各出入口門啟閉時間表並督促門店嚴格執行，強化門體開閉狀態管控，減少空調冷暖氣非必要流失，降低空調系統能耗，提升能源利用效率。

- **HVAC System Energy-Saving Upgrades:** Implementing full-chain upgrades of the HVAC system, including retrofitting cooling towers, cooling pumps, and condenser pumps at selected stores.

空調系統節能與環保改造：推進空調系統全鏈條升級，推動部分門店完成冷卻塔、冷卻泵及冷凍泵升級。

- **Energy-Efficient Lighting Adoption:** Continuously advancing the iterative update of energy-saving equipment, and promoting LED lighting across stores to improve the energy utilisation efficiency of the lighting system. By the end of 2025, 25 of the Group's stores have achieved 100% LED coverage, while 15 stores have reached 90%.

應用節能燈具：持續推進節能設備迭代更新，推廣門店LED節能燈具應用，提升照明系統能源利用效率。截至二零二五年末，本集團已有25家門店LED燈覆蓋率達到100%，15家門店LED燈覆蓋率達到90%。

- **Green Building Certification:** Actively pursuing green building construction and certification. Beijing Fuxingmen Parkson Plaza (North Tower) obtained the LEED Gold Certification in 2023 and Beijing's Two-Star Green Building Label in 2024, further enhancing the building's energy efficiency and environmental performance.

綠色建築資質認證：積極推進綠色建築建設與認證。北京復興門百盛大廈（北樓）於二零二三年獲LEED金級認證，二零二四年再獲北京市二星級綠色建築標識，進一步提升建築能源利用效率與環保性能。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

2025 STORE ENERGY-SAVING RETROFIT HIGHLIGHTS

二零二五年門店節能改造亮點

Continuous Energy-Saving Upgrades at Wuxi Sanyang Parkson

Following the 2024 retrofits of cooling towers and cooling pumps in its HVAC system, Wuxi Sanyang Parkson further upgraded equipment in 2025 by replacing condenser pumps, effectively reducing operational energy consumption. After the retrofit, the store achieved a reduction of 508,000 kWh in air conditioning cooling energy consumption in 2025, resulting in cost savings of approximately RMB350,000. Additionally, the store installed one additional eco-friendly gas boiler. Powered by clean natural gas, this boiler is equipped with low-nitrogen burners to achieve low nitrogen oxide emissions, and its condensing design enables high energy efficiency, significantly reducing energy consumption and emissions.

無錫三陽百盛持續開展節能改造

繼二零二四年無錫三陽百盛完成空調系統冷卻塔與冷卻泵改造後，該門店於二零二五年持續推進設備升級，完成冷凍泵更換工程，切實降低門店運營能耗。更換後，二零二五年空調製冷能耗降低508,000千瓦時，節約成本約人民幣350,000元。此外，該門店亦新增1台環保燃氣鍋爐，該鍋爐採用天然氣清潔燃料，配套低氮燃燒器實現氮氧化物低排放，並通過冷凝式設計實現高能效大幅節能降耗。



Rooftop Photovoltaic Project at Wuzhou Parkson

Wuzhou Parkson implemented a grid-connected photovoltaic project, generating clean energy to replace conventional thermal power consumption. Operating under a "self-consumption with grid feed-in" model, the project optimised power utilisation, having cumulatively reduced thermal power consumption by 980,000 kWh over a five-month period, and reduced carbon dioxide equivalent by approximately 774 tonnes.

梧州百盛建設屋頂光伏

梧州百盛建設光伏併網發電項目，通過光伏系統生產清潔能源替代傳統火電消耗，並且採用「自發自用、餘電上網」的併網模式優化電力消納，5個月內累計減少了980,000千瓦時的火電用電量，減少了約774噸二氧化碳當量。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Energy-Efficient Elevator Retrofits

Mianyang Shangma Parkson has equipped all its 32 escalators with frequency-conversion energy-saving technology, which dynamically adjusts operational power based on passenger flow to precisely control energy use. For existing stores, we steadily advanced energy-saving elevator upgrades, with one elevator being replaced at Shanghai Huaihai Parkson in 2025.

節能電梯改造

綿陽上馬百盛配備了32台自動扶梯均為變頻節能型，其採用先進變頻技術，可根據客流量動態調節運行功率，實現能耗精準管控。對於已有門店，我們穩步推進直梯節能改造工作，其中上海淮海百盛於二零二五年完成1台電梯更換工作。





ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

In addition, the Group has established the *Parkson Retail Group Engineering and Property Management Policy* to standardise environmental management across stores, establishing a foundational framework for eco-efficient commercial operations. Regular monitoring of energy consumption data at all stores has been implemented, with prompt analysis and corrective actions taken for any abnormal fluctuations. Energy performance assessments are now integrated into routine store inspections to ensure effective energy management. For issues identified during inspections, tailored energy optimisation measures are developed for each store, with full follow-through on implementation to continuously enhance energy efficiency.

To strengthen environmental awareness and green operations execution, in 2025, we conducted specialised training on engineering and property management for store managers, regional directors, and functional leaders across 33 locations. The sessions covered regulatory compliance and practical implementation of the property management system and major retrofit controls, enhancing store managers' energy management awareness and capabilities from both institutional norms and practical operation perspectives.

At the same time, we actively promote the replacement of conventional refrigerants with eco-friendly alternatives. Currently, 19 of our stores have adopted eco-friendly refrigerants, effectively reducing GHG emissions from air conditioning and refrigeration processes.

此外，本集團已建立《百盛商業集團工程物業管理制度》，規範門店環境管理工作，為構建環保高效的商業運營環境奠定管理基礎。本集團已建立對各門店能耗數據的常態化監測機制，針對異常波動及時介入分析與整改。同時，我們將節能考核納入門店巡檢範疇，依託常態化開展的門店巡檢工作，確保能源管理有效落實。針對巡檢中發現的問題，本集團為各門店制定針對性節能優化措施，並全程跟進整改措施落地，持續提升能源管理成效。

為增強節能環保意識，強化綠色運營落地執行力度，二零二五年，我們面向33家門店的店總、區總及職能部門負責人開展工程物業管理專題培訓，圍繞工程物業管理制度、大型改造管控指引等內容，從制度規範與實操路徑兩個層面提升門店能源管理意識與能力。

同時，我們積極推廣使用環保冷媒替代傳統冷媒。目前使用環保冷媒的門店已達19家，有效減少空調製冷環節溫室氣體排放。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

During the reporting period, our KPIs for energy consumption are as follows:

本報告期內，我們的能源消耗層面關鍵績效指標如下：

Energy Consumption 能源消耗	2025 二零二五年	2024 二零二四年	2023 二零二三年
Energy consumption in total (in MWh) ¹ 能源消耗總量 (兆瓦時) ¹	300,306	300,322	295,435
-Direct energy consumption in total (in MWh) ¹ —直接能源消耗總量 (兆瓦時) ¹	17,346	16,235	20,322
-Indirect energy consumption in total (in MWh) ¹ —間接能源消耗總量 (兆瓦時) ¹	282,960	284,087	275,113
Intensity of energy consumption (in MWh per square meter) 能源消耗密度 (兆瓦時／平方米)	0.188	0.187	0.182

Note:

註：

- The energy sources consumed by the Group mainly include electricity, natural gas, and heating energy during winter. Total energy consumption is calculated based on electricity consumption, natural gas consumption, heating energy consumption, and the default value of parameters related to fossil fuels as listed in Annex 1 of the *Guidelines on Accounting Methods and Reporting of Greenhouse Gas Emissions of Public Building Operators* issued by the National Development and Reform Commission. The total energy consumption of the Group includes the total direct energy consumption and the total indirect energy consumption, wherein the total direct energy consumption includes natural gas, and the indirect energy consumption includes electricity consumption and heating energy.

- 本集團使用的主要能源包括電、天然氣和冬季的供暖暖氣。能源消耗總量根據用電量、天然氣使用量、暖氣使用量及國家發展和改革委員會發佈的《公共建築運營企業溫室氣體排放核算方法與報告指南》附表1化石燃料相關參數缺省值計算。本集團能源消耗總量包括直接能源消耗總量和間接能源消耗總量，其中直接能源消耗總量包括天然氣，間接能源消耗總量包括電力消耗和供暖。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Water Stewardship

Parkson continuously monitors water usage and discharge, optimising water resource efficiency through standardised management, ongoing awareness initiatives, and enhanced water recycling infrastructure. Our primary water consumption stems from domestic use, and is sourced from municipal supplies, with only office and domestic wastewater generated. In terms of wastewater discharge, office and domestic wastewater of the Group strictly complies with the discharge requirements specified in the *National Standard of the People's Republic of China: Wastewater Quality Standards for Discharge to Municipal Sewers (GB/T 31962-2015)*, directing wastewater exclusively to municipal sewage networks for treatment.

守護水資源

百盛持續關注水資源使用與排放情況，通過規範化的管理舉措、常態化的意識宣貫，以及配合持續完善的水循環設施，優化水資源利用。我們的主要水耗來自生活用水，水源為市政供水，且僅產生辦公與生活廢水。在廢水排放方面，本集團辦公與生活廢水嚴格遵循《中華人民共和國國家標準：污水排入城鎮下水道水質標準（GB/T 31962-2015）》排放要求，將廢水均排入市政污水管網統一處置。

Optimising Water Resource Management

優化水資源管理

- **Water Facility Management:** Encouraging stores to use water-efficient fixtures and adjusting restroom water control equipment by measures such as retrofitting delayed-action valves and optimising flow rates to reduce water consumption in restrooms.

用水設施管理：鼓勵門店使用節水型潔具，並通過改造延時閥、優化閥門出水量等措施調整衛生間的控水設備，減少水資源使用。

- **Regular Checks and Repairs of Water Facilities:** Each store's maintenance team checks and repairs water valves, pipelines and other related facilities regularly to avoid unnecessary waste such as unexpected running, overflowing, dripping, and leaking of water.

用水設施定期維修：各門店的維修小組定期對水閥、管道及各類設備進行檢查及維修，杜絕跑、冒、滴、漏等水資源浪費現象發生。

- **Promotion of Water-Saving Awareness:** Displaying water-saving signage in the office's public area and a number of stores, and conducting water conservation publicity through LED screens in key stores, to integrate conservation practices into daily operations. In the meantime, some stores have established incentive mechanisms to recognise and reward practices that optimise water costs through facility retrofits. For instance, Wuxi Sanyang Parkson carried out the retrofitting of tap water pipelines, which reduced water loss by 30,000 tonnes year-on-year from August to December in 2025, resulting in water cost savings of RMB124,000. The store has applied for special incentives for the employees involved in this project.

節水意識宣貫：在辦公室公共區域及多家門店張貼節約用水標識，並利用重點門店的LED屏中進行節水宣傳，將節水意識融入日常運營。同時，部分門店建立激勵機制，對通過設施改造實現用水成本優化的實踐予以表彰獎勵，例如無錫三陽百盛實施自來水水管改造，自二零二五年八月至十二月用水量同比減少水損耗30,000噸，節約水費人民幣124,000元，該門店已為該項目相關員工申請專項獎勵。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Case 案例：

Rainwater harvesting system at Mianyang Shangma Parkson 綿陽上馬百盛建設雨水收集系統

Mianyang Shangma Parkson, which opened in 2025, served as an opportunity for us to develop a benchmark practice, with a specialised rainwater harvesting system. The system includes a concrete rainwater collection tank with an effective volume of 395 m³ and a 70 m³ clean-water reservoir, which precisely meet the requirements for annual total runoff control and water storage. The harvested rainwater is recycled for the store's landscape irrigation and road cleaning. This integrated approach enhances water circularity and elevates the store's water conservation performance.

綿陽上馬百盛於二零二五年開業，我們以綿陽上馬百盛新店建設為契機打造標杆實踐，配套建設專業化雨水收集系統。項目核心配置有效容積395立方米的混凝土雨水收集池及70立方米清水池，可精準滿足年徑流總量控制及儲水要求，回收水資源用於門店綠化灌溉及道路沖洗，增強水資源循環效能，提升門店節水水平。



During the reporting period, our KPIs for water consumption and wastewater are as follows:

本報告期內，我們的水資源消耗與廢水層面關鍵績效指標如下：

Water Consumption and Wastewater 水資源消耗與廢水	2025 二零二五年	2024 二零二四年	2023 二零二三年
Water consumption in total (in tonne) ¹ 總耗水量 (噸) ¹	1,863,917	1,874,592	1,838,302
Intensity of water consumption in total (in tonne per square meter) 總耗水密度 (噸／平方米)	1.165	1.167	1.131
Wastewater in total (in tonne) 廢水總量 (噸)	1,685,990	1,697,447	1,658,113

Note:

註：

- The Group's water consumption is mainly for domestic use, and the water is sourced from municipal water supply system, which can meet the water demand of daily operations.

- 本集團的主要水耗來自生活用水，水源為市政供水，可以滿足日常運營的用水需求。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Waste Reduction & Circularity

The Group actively complies with waste management laws and regulations in the regions where it operates. By establishing and strictly implementing the *Parkson Group Environmental Protection Policy* and through collaboration with tenants, property managers, and contractors, we define clear accountability for handling non-hazardous waste generated during operations to ensure proper disposal and regulatory compliance. For routine operational waste, shopping mall property teams oversee classification, centralised recycling, and integrated treatment. Construction waste from store renovations or operations is managed via dedicated clauses in bidding documents, mandating contractors to follow sanitation authorities' guidelines for unified disposal and daily removal without accumulation.

Additionally, to minimise waste generation and promote resource circularity, the Group implements classified recycling management for recyclable cardboard boxes generated during operations. Some stores coordinate unified recycling efforts, while others delegate responsibility to merchants for independent recycling and disposal, ensuring standardised recycling of recyclable cardboard boxes through this dual-track approach.

During the reporting period, our KPIs for the packaging and waste dimension are as follows:

循環減廢

本集團積極響應各運營地廢棄物相關法律法規要求。通過制定並嚴格落實《百盛集團環境保護制度》，與商戶、物業、施工單位等各方協同合作，我們對運營環節產生的各類無害廢棄物明確責任主體，確保各類排放物妥善處置、合規排放。對於日常運營產生的相關廢棄物，由各商場物業方實施分類、集中回收及合規化綜合處理。對於門店更新及運營中產生的建築垃圾，我們在招投標文件中設立專項條款，明確要求施工單位必須按照環衛部門規定統一處置，確保日產日清。

此外，為減少廢棄物產生、促進資源循環利用，本集團針對運營中產生的可回收紙箱實施分類回收管理。部分門店自行統籌開展統一回收，其餘門店則由商戶自主負責回收處置，雙路徑落實可回收紙箱的規範化回收工作。

本報告期內，我們的包裝與廢棄物層面關鍵績效指標如下：

Packaging and Waste 包裝與廢棄物	2025 二零二五年	2024 二零二四年	2023 二零二三年
Packaging materials used for finished products in total (in tonne) ¹ 製成品所用包裝材料總用量 (噸) ¹	18	15	27
Non-hazardous waste emissions in total (in tonne) ² 無害廢棄物排放總量 (噸) ²	8,460	8,958	12,090
Intensity of non-hazardous waste (in tonne per square meter) 無害廢棄物密度 (噸／平方米)	0.005	0.006	0.007

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Notes:

1. The Group's stores use paper and plastic packages. As the Group is not a production-oriented enterprise, the packaging material used for finished products per unit produced is not applicable to the Group;
2. Non-hazardous wastes include engineering waste, domestic waste, grease in grease traps, food waste, and recyclable waste (wastepaper, scrap iron and plastic waste, etc.);
3. According to the management's assessment results, the Group does not generate a large amount of hazardous waste during its business operation, therefore KPI A1.3 hazardous waste does not apply to the Group;
4. Save as disclosed above, our business operation does not cause any other significant impact on the environment or consume other natural resources during our course of operation.

註：

1. 本集團門店使用紙質和塑料包裝。本集團並非生產型企業，因此，製成品所用包裝材料的每生產單位佔量不適用本集團；
2. 無害廢棄物包括工程垃圾、生活垃圾、隔油池廢油、餐廚垃圾和可回收垃圾（廢紙、廢鐵和廢塑料等）；
3. 經管理層評估，本集團在業務運營中不產生大量有害廢棄物，因此A1.3有害廢棄物的關鍵績效指標不適用本集團；
4. 除上述披露事項外，我們在運營中不會造成其他重大環境影響或大量使用其他的天然資源。

UPHOLDING INTEGRITY AND COMPLIANCE FOR LONG-TERM SUCCESS

We recognise that responsible operations form the foundation of our sustainable development. Therefore, the Group upholds the principle of fairness, impartiality, integrity and honesty, and makes every effort to promote "Integrity Parkson" building through compliant business and ethical practices. In addition, we focus on the protection of intellectual property rights and information security management, and take the responsibility for society and various stakeholders through responsible business practices.

Commitment to Business Ethics

Integrity and compliance constitute the cornerstone of corporate development. The Group regards compliance, integrity and honesty as the important premise of business operations. As a member of the Enterprise Anti-Fraud Alliance and the Trust and Integrity Enterprise Alliance, we learn from extensive experience in anti-fraud remediation, working jointly to create a fair, transparent and incorruptible business environment.

Parkson strictly complies with the following anti-corruption laws and regulations in daily operations:

- 1) *Criminal Law of the People's Republic of China*
- 2) *Anti-Unfair Competition Law of the People's Republic of China*
- 3) *Interim Provisions on Banning Commercial Bribery*

守正篤行，合規致遠

我們深知負責任的運營實踐是企業實現可持續發展的基礎。因此，本集團始終秉持公平、公正、廉潔、誠信的原則，通過合規的商業行為和道德實踐，積極推動「廉潔百盛」建設，同時重點關注知識產權保護與信息安全，以負責任的商業實踐承擔對社會及各利益相關者的責任。

嚴守商業道德

誠信合規是企業發展的基石。本集團將合規運營、廉潔誠信作為業務經營的重要前提，並已加入企業反舞弊聯盟及陽光誠信聯盟，廣泛汲取反舞弊整治經驗，致力於共建公平、透明、廉潔的營商環境。

日常運營過程中，百盛嚴格遵守以下反貪污法律法規：

- 1) 《中華人民共和國刑法》
- 2) 《中華人民共和國反不正當競爭法》
- 3) 《關於禁止商業賄賂行為的暫行規定》



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The Group adopts a "zero-tolerance" policy on all forms of bribery and corruption. By formulating the *Measures of Employee Discipline Violation* and regulating employee conduct in strict adherence to its provisions, we consolidate the line of defence against misconduct through institutional means. Meanwhile, the Group has established and continuously refined the anti-fraud risk control framework and regular operation system. The Group's risk prevention system consists of the Group Audit Department, functional departments and stores. The Group Audit Department comprises Audit Groups I and II, and holds regular monthly departmental meetings to routinely share exemplary monitoring cases and practical experiences with all business units, providing operational references for them. In this way, we continuously strengthen the control over the risk of fraud. We have set up a Store Audit Team with a focus on the audit and anti-corruption publicity at front-line stores. The team reports plans and outcomes to the Audit Department of the Risk Control Centre every month, aiming to urge stores to operate in an honest manner.

The Group conducts regular and special audits on a routine basis, and has stipulated *List of Mandatory Audit Items*, *Audit Documentation Checklist* and other internal policies to standardise the audit procedures. While regular audits are carried out on site for all stores annually, special audits are performed as per actual circumstances and needs, mainly for the Group's functional departments or certain regions. For key anti-fraud audit areas such as store procurement and expense reimbursement, we make inspection item by item to ensure operational compliance with the Group's regulations and standards on this front. The Group has refined the mechanism for handling anti-fraud non-compliance in 2025, which clearly stipulates that for disciplinary violations identified during audits, violators at the manager level and below are held accountable by respective stores, while those at higher levels shall be punished by the Group. This practice helps make non-compliance handling more standardised and serious.

本集團對任何形式的賄賂腐敗行為秉持「零容忍」政策。我們已制定《員工違紀辦法》並嚴格遵循條例要求規範員工行為，從制度層面築牢合規防線。同時，本集團已構建並持續完善反舞弊風險控制架構與常態化運作體系。本集團風險體系由集團審計部、各總部職能部門及門店共同組成。其中，集團審計部下設審計一組、二組，並通過定期召開月度部門例會，常態化分享優秀監察案例與實踐經驗，為各業務單元提供實操借鑒，持續強化全集團舞弊風險防控能力。門店層面設有門店審計部，專項負責一線門店審計及貪腐風險點宣貫工作，並每月向風控中心審計部匯報工作計劃與執行結果，督促門店廉潔經營。

本集團定期開展常規與專項審計，並已制定《必審項明細表》《審計資料清單》等內部制度，規範審計過程。其中，常規審計為每年覆蓋所有門店的現場審計；專項審計則依據實際情況與需求按需開展，主要適用於集團職能部門或局部區域。對於門店採購環節、費用報銷等反舞弊關鍵領域，我們針對性開展逐條核查，力求保障各運營流程符合集團相關制度規範。本集團已於二零二五年進一步完善反舞弊違規處置機制，對於審計過程中發現的違規違紀行為，明確經理及以下職級違紀人員由門店負責處置，高級經理及以上職級違規人員由本集團負責作出處罰決定，進一步強化違規問責的規範性與嚴肅性。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

To ensure that the Group's anti-fraud procedure applies to all businesses, we demand and enforce anti-fraud compliance for our employees and suppliers:

為確保本集團反舞弊流程全面覆蓋公司各業務，我們對員工與供應商提出反舞弊的履責要求並採取相應舉措：

Employees 員工

- All employees are required to sign the *Prohibition of Employment* and promise not to receive or demand benefits from suppliers in any name or manner other than those specified in the contract and not take advantage of work to offer and accept bribes or accept gifts.

入職員工均需簽訂《任職禁律》，承諾不得以任何名義和方式向供應商收取、索要合同注明以外的利益，不得利用工作之便行賄受賄、接受饋贈。

Suppliers 供應商

- All suppliers are required to sign the *Letter of Commitment of Integrity for Supplier*, which specifies integrity-related obligations for suppliers, who must cooperate with the Company's inspection when necessary. Suppliers should also follow the principles of fairness, impartiality, integrity and honesty, and abstain from engaging in improper transactions to secure trading opportunities or seek illegitimate benefits.

要求供應商100%簽署《供應商廉潔承諾書》，相關廉潔義務均在承諾書中明確約定，必要時供應商需配合公司的調查。同時要求供應商堅持公平、公正、廉潔、誠信的原則，不為獲取交易機會或謀取不正當利益而從事不正當交易。

- If a supplier violates the requirements of integrity and honesty, the Group has the right to add such supplier to the internal channel blacklist, as well as the shared inquiry systems of the Enterprise Anti-Fraud Alliance and Trust and the Integrity Enterprise Alliance.

若供應商違反有關誠信廉潔的規定，本集團有權將其錄入內部渠道黑名單以及企業反舞弊聯盟、陽光誠信聯盟共享查詢系統。

Moreover, the Group is committed to promoting anti-fraud awareness for all employees and carrying out training and publicity activities via diversified channels. The Audit Department conducts 1-2 special anti-fraud presentations and training sessions annually for management personnel as well as regional and store personnel at all levels, and records anti-fraud video training for the Board and employees at all levels to learn.

同時，本集團致力於提升全員的反舞弊意識，並通過多元渠道開展培訓與宣貫。審計部每年進行1~2次針對管理層人員以及區域和門店各級人員的反舞弊方面的專項宣講和培訓，並錄製反舞弊主題視頻培訓以供董事會及各層級員工學習。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

In 2025, the Group carried out training programmes on compliance audit theory and practice, red lines for fraud audits, and audit risk prevention and control for regional directors and store managers. With these initiatives, all departments and stores were trained to be more aware of relevant knowledge and regulate their behaviours for stricter compliance. Besides, the Group regularly releases the *Legal Risk Tips* for typical legal risk events via our Office Automation (OA) system. In this way, we provide references for the operation of all departments. In 2025, we issued the *2024 Fourth Quarter Audit Risk Alert and Special Warning on Audit Risks in Non-Commodity Procurement Management of 2025*, covering various aspects such as non-commodity procurement and contract management. This helped stores strengthen their control capability and awareness regarding anti-corruption and anti-fraud.

Parkson believes that internal and external supervision contributes to the transparency and fairness of internal management. To this end, we have developed the *Parkson Group Whistle-Blowing System and Procedures*, in an effort to provide an open and smooth reporting channel for consumers, suppliers, business partners and employees. We have established a Disciplinary Inspection Committee comprising the Group's CEO, the management of the Human Resources Department, the Legal Affairs Department and the Audit Department, and designated the Disciplinary Inspection Committee as the main responsible body for handling reported violations. When a report is received and sufficient evidence is present, the Disciplinary Inspection Committee will appoint an inspection team to carry out appropriate investigations and collect evidence within two weeks. After the audit, the Disciplinary Inspection Committee will issue a detailed audit report with suggestions for rectification and necessary penalties. The report will not only guide the internal rectification, but also be fed back to the whistle-blowers. At the same time, in order to protect the legitimate rights and interests of whistle-blowers, we have arranged for specialised personnel to register and file all reporting clues, and implemented encrypted management, to ensure that the privacy of whistle-blowers is strictly confidential. We offer appropriate financial rewards to eligible whistle-blowers, thus encouraging more individuals to supervise undisciplined behaviours and safeguarding a clean business environment.

二零二五年，本集團面向區總及店總展開了有關合規審計理論與實操、舞弊類審計紅線、審計風險防控等方面的培訓工作，進一步提升各部門及門店的警覺意識和合規執行能力。此外，本集團通過辦公自動化(OA)系統針對典型的法律風險事件定期發佈《法律風險提示》，供各部門在運營中參考。二零二五年，我們已發佈《2024年第四季度審計風險警示》《2025年非商品採購管理審計風險專項警示》，內容涉及非商品採購、合同管理等多個方面，助力門店進一步深化反貪腐、反舞弊的管控能力與意識。

百盛相信來自內外部的監督有助於保障內部管理的透明度與公正性，並制定了《百盛集團舉報制度及程序》，為消費者、供應商、商業合作夥伴以及員工提供公開且通暢的舉報渠道。我們已建立由本集團首席執行官、人力資源部、法律事務部、審計部管理層組成的紀檢委員會，並明確集團紀檢委員會作為舉報事件的主要負責機構。在收到舉報且有足夠合理依據的情況下，紀檢委員會將在兩周內組織稽查團隊開展詳查工作，全面收集相關證據。稽查結束後，紀檢委員會將出具詳盡的稽查報告，並附帶相應的糾正建議和必要的懲罰方案。這些報告不僅用於內部整改，也將反饋給舉報人。同時，為保障舉報人的合法權益，我們安排專人對所有舉報線索進行登記建檔，並實施加密管理，確保舉報人隱私得到嚴格保密。對於符合條件的舉報人，我們將提供相應的金額獎勵，以此鼓勵更多人參與監督，共同維護廉潔風氣的經營環境。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Reporting e-mail 舉報郵箱

- Anti-Fraud@139.com
- Personal email address of the Chairman of the Group Audit Committee: akfu28@gmail.com
集團審核委員會主席個人郵箱 : akfu28@gmail.com

Reporting hotline 舉報電話

- Mobile phone No.: +86 137 9535 5237 or +86 137 9520 2119
移動電話 : +86 137 9535 5237或+86 137 9520 2119

Postal address 郵遞地址

- The Risk Control Centre of Parkson Retail Group Limited, 6th Floor, Metro Plaza, No. 555 Loushanguan Road, Changning District, Shanghai, China, 200051
中國上海市長寧區婁山關路555號長房國際廣場6樓百盛商業集團有限公司風控中心，郵編：200051

The Group maintains zero tolerance for fraud and continuously strengthens internal control and compliance management. In 2025, we identified one employee fraud case, which was transferred to judicial authorities in accordance with the law. The judicial ruling for this case was concluded during the reporting period.

本集團對舞弊行為保持零容忍，持續加強內控與合規管理。二零二五年，我們已識別並依法移送司法機關處理1起員工舞弊案件，已於報告期內收到司法判決結果。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Protecting Intellectual Property

In strict compliance with the *Trademark Law of the People's Republic of China* and other laws and regulations, the Group has established a standardised process for confirming ownership and approving the use of trademarks. This process includes management of trademark registration and renewal, similar trademark monitoring, handling of disagreements and dispute cases, store trademark authorisation and legal use of corresponding brand trademarks by suppliers. By doing so, we protect the Group's brands and trademarks in a legitimate and effective manner. In 2025, the Group applied for the registration of 2 trademarks in total. As for the store trademark authorisation, each new store upon establishment is required to sign the *Trademark Licence Agreement* and issue a trademark authorisation before using the Group's trademarks. This process ensures the store's legality and compliance in using trademarks. If a store plans to open online platform accounts, it must also obtain the Group's additional trademark authorisation and provide relevant platforms with the authorised qualification.

Parkson has developed mechanisms to verify trademark registration and brand authorisation of business tenants. The Group's merchants must possess a complete and valid chain of authorisation throughout the lease term. As required, the validity period of the merchant's trademark registration certificate must span the trademark authorisation duration, which must cover the merchant's lease term. Based on this principle, we review trademarks from multiple dimensions, including the legality and validity of trademark registration, the legality of the authorising entity, the completeness of the authorised scope, the alignment of authorised trademark categories with the tenant's business scope, and the adequacy of the authorisation duration to cover the lease term. As an important document for review, trademark authorisation should be issued by the trademark registrant and contain complete authorisation details, covering verification requirements across all dimensions. We do so to protect the Group's legitimate rights and interests and to prevent infringement of others' intellectual property.

保護知識產權

本集團嚴格遵守《中華人民共和國商標法》等相關法律法規，並已建立標準化的商標確權與授權使用流程，針對商標註冊、續展、監測近似商標、處理異議爭議、門店授權以及供應商合法使用等維度建立管理機制，着力實現集團品牌與商標的合法有效保護。二零二五年，本集團共新申請註冊2項商標。在門店商標授權方面，新成立的門店在獲得本集團持有的商標使用權前，必須簽署《商標特許協議》並出具商標授權書。這一流程確保了門店在使用商標時的合法性和合規性。若門店計劃開設線上平台賬號，還須額外獲取本集團的商標授權書，並向相關平台證明其授權資質。

面向引入商戶，百盛已建立商標註冊和品牌授權審查機制。本集團合作商戶須具備完整、有效、覆蓋租期的授權鏈條，要求商戶商標註冊證有效期需覆蓋商標授權期限，且商標授權期限需覆蓋商戶租賃期限。基於這一原則，我們從商標註冊合法性、授權主體合法性、授權範圍完整性、授權商標類別與租戶經營範圍匹配性、授權期限對租期覆蓋完整性等維度開展審查工作。其中，商標授權書為重點審查載體，我們要求須由商標註冊人出具，並載明完備的授權信息，覆蓋各項審查維度的核驗要求，以守護本集團合法權益，避免侵犯他人知識產權。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

At the same time, the Group strictly complies with the *Advertising Law of the People's Republic of China*. We also strictly examine our advertisements to ensure that they do not contain false or misleading content and comply with applicable laws and regulations. By doing so, we regulate our marketing activities. In addition, Parkson has developed specifications for photos and articles used in the WeChat official account to ensure the compliant use of copyrighted materials by Parkson stores when publishing online information. We require all departments and stores to review the legality of all materials before content creation. If the material is provided by a partner, we will require the partner to provide documents proving that it has the right to use and has the right to authorise a third party to use the material, and sign a written *Letter of Commitment* to ensure that the material used does not infringe the copyright of others. Moreover, the Group has signed agreements with exclusive material websites to provide legally authorised materials to stores, thus ensuring the compliance of material use from the source. In 2025, we released specialised legal risk tips such as the *Priority of Preventing Image Copyright Infringement During Advertising and Marketing*, covering image copyright infringement and other risks. These documents help us avoid infringing of others' copyrights. In addition, the Group's Legal Department rolled out specialised training on intellectual property protection, and tailored training sessions for regional directors and store managers nationwide. This initiative transformed the original store risk management model to one featuring "preemptive prevention and real-time dynamic monitoring".

Reinforcing Information Security

Protecting customers' privacy is not only a statutory duty for a company, but also a basic premise for us to win the trust from consumers and maintain a responsible brand image. We strictly comply with the following relevant laws and regulations in our daily operations:

- 1) *Cybersecurity Law of the People's Republic of China*
- 2) *Data Security Law of the People's Republic of China*
- 3) *Personal Information Protection Law of the People's Republic of China*

同時，本集團嚴格遵守《中華人民共和國廣告法》，並對廣告進行嚴格審核，確保廣告內容不含有虛假或者引人誤解的內容，且符合適用的法律法規要求，規範開展營銷活動。此外，百盛已制定詳細的微信公眾號圖文使用規範，明確要求百盛門店在發佈網絡信息時規範版權素材的使用。我們明確規定各部門及門店在內容創作前，須對所用全部素材開展合法性審查；若涉及合作方提供的素材，將要求合作方出具其有權使用且可授權第三方使用的證明文件，並簽署書面《承諾函》，以保證使用的素材不侵犯他人版權。同時，本集團已簽約專屬素材網站，向門店輸出的所有素材均具備合規授權，從源頭提升素材使用合規性。二零二五年，我們發佈《廣告營銷應重視防範圖片侵權風險》等專項法律風險提示文件，內容涉及圖片侵權相關風險等，規避侵犯他人著作權。與此同時，本集團法務部同步開展包含知識產權保護內容的專項培訓，面向全國區總及門店店總定制培訓課程，推動門店風控模式向「事前防範+事中動態監控」轉型。

夯實信息安全

保障消費者個人隱私既是企業需承擔的法定責任，也是我們獲取消費者信任、維護負責任品牌形象的基礎前提。在日常運營過程中，我們嚴格遵守以下法律法規：

- 1) 《中華人民共和國網絡安全法》
- 2) 《中華人民共和國數據安全法》
- 3) 《中華人民共和國個人信息保護法》



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The Group has formulated the *Consumers' Privacy Protection Policy* and the *Parkson User Privacy Policy* to protect consumers' privacy by regulating the management process of getting and using their information. In 2025, we optimised the structure of the *Parkson Member Club Privacy Policy*, updated the types and purposes of information collection, and separately clarified the user rights mechanism to further protect users' right to know and information security. In the *Parkson User Privacy Policy*, we explicitly inform consumers of the Group's purpose, way, category and channel for collecting, using and handling personal information, and have established detailed terms for third-party information sharing, protection of minors, and other matters. In order to prevent unnecessary collection of information, we collect user data only to the extent necessary for maintaining basic functions, providing services and products to users, and pushing information. In the course of our operations, we take measures to encrypt sensitive information such as consumer names and contact details. At the same time, we sign confidentiality agreements with our partner suppliers and actively advocate and urge our employees to use more confidential email and system passwords, with the aim of avoiding the misuse or leakage of consumer information.

In terms of information security protection, following the fundamental principle of "prevention first", the Group has formulated the *Parkson Information Security Management Measures* and the *Parkson Group Business Continuity and Emergency Response Plan*, which clearly stipulate the security management in terms of the dimensions of information, equipment and network, as well as the procedures for emergency response. We have established an Emergency Recovery Group and formulated a detailed response plan with clear division of labour and duties to clarify the institutional guarantees for information security and business continuity.

本集團已制定《消費者隱私保護制度》和《百盛用戶隱私政策》用於規範獲取和使用用戶信息的管理流程，保護其隱私安全。二零二五年，我們對《百盛會員Club隱私政策》進行結構優化，並更新信息收集類型與用途，單獨明確用戶權利機制，進一步保障用戶知情權與信息安全。在《百盛用戶隱私政策》中，我們明確告知了消費者本集團收集、使用、處理個人信息的目的、方式、種類和途徑，並針對第三方信息共享、未成年人保護等事項制定了詳細條款。為防止不必要的信息收集，我們僅在維護基礎功能、向用戶提供服務和產品以及推送信息的必要範圍內收集用戶數據。在公司運營過程中，我們對消費者姓名、聯繫方式等敏感信息採取加密處理措施。同時，我們亦與合作供應商簽訂保密協議，並積極倡導、督促員工使用保密性更強的郵箱和系統密碼，旨在避免消費者信息被濫用或洩漏。

在信息安全保護方面，本集團秉持「預防為主」的基本方針，制定了《百盛信息安全管理辦法》和《百盛集團業務連續性和應急處理方案》，明確規定信息、設備、網絡等維度的安全管理，以及應急處理流程。我們已建立應急恢復工作組、制定詳盡且分工明確、責任清晰的應急計劃，明確信息安全與業務連續的制度保障。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

In 2025, the Group continued to strengthen cybersecurity governance. By introducing multiple security gateway functions and coordinating internal WAF application firewalls, network firewalls, and endpoint protection systems, Parkson established a comprehensive cybersecurity protection architecture. This architecture enables real-time detection and interception of malicious cyberattacks, including those from infected internal network endpoints and attacks such as SQL injection and cross-site scripting (XSS) that infiltrate internal networks through port mapping. During security incidents, the architecture enables rapid identification of attack sources, methods and impact scope, thus significantly boosting emergency response efficiency. The Group carries out various drills on a regular basis, including primary-backup core database switchover at data centres, full virtualisation clusters, middleware clusters, network emergency response, and server HA failover. Moreover, Parkson conducts annual penetration testing and vulnerability scanning to test and enhance the stability and reliability of the system by verifying emergency response capabilities and identifying security risks and hazards. These efforts ensure that business can be quickly resumed in the event of emergencies with minimal impact on business operations.

On this basis, to consolidate the round-the-clock defence for safe operation, we designate on-duty staff during holidays and store anniversaries. As a result, any unexpected malfunctions can be addressed immediately to maintain business continuity. In parallel, we conduct regular information security audits to assess the security and compliance of the system, to comprehensively build a safe and reliable consumer environment, and to create an assured and worry-free service experience for consumers.

In addition, to raise the awareness of information security among employees, we regularly inform them of relevant precautions via guidance email each year taking into account external cybersecurity trends. These communications emphasise precautions against such common risks as email viruses, phishing websites and ransomware, and clarify email-based prevention measures and operational standards, so as to reinforce the foundation for security protection for all employees on this front.

二零二五年，本集團持續強化網絡安全治理，新增多項安全網關功能，通過內網WAF應用防火牆、網絡防火牆與終端防護系統的協同聯動，構建形成全方位的網絡安全防護架構。該架構幫助實現實時檢測並攔截各類惡意網絡攻擊，包括由受感染內網終端發起的攻擊及通過端口映射滲透至內網的SQL注入、跨站腳本(XSS)等攻擊行為。在安全事件發生時，該架構可快速定位攻擊源、明確攻擊方式及影響範圍，顯著提升應急響應效率。本集團定期開展數據中心核心數據庫主備切換、整體虛擬化集群、中間件集群、網絡應急響應、服務器HA切換等多項演練，並同步實施年度滲透漏掃分析工作，從系統應急保障能力驗證與安全風險隱患排查兩個維度檢驗和提升系統的穩定性和可靠性，確保在突發事件發生時能夠迅速恢復業務，最大程度減少對業務運營的影響。

在此基礎上，為進一步築牢全時段運營保障防線，我們亦在節假日、店慶期間安排值守，確保如有突發故障，可在第一時間進行處理，保障整體業務連續性。同時，我們還定期開展信息安全審計，評估系統的安全性與合規性，全面構建安全可靠的消費環境，為消費者打造放心無憂的服務體驗。

此外，為了提升員工的信息安全意識，我們每年定期結合外部網絡安全態勢，以郵件推送安全指引文檔的形式，向本集團全體員工告知安全注意事項，重點提醒防範郵件病毒、釣魚網站、勒索病毒等常見風險，並同步明確相關郵件防範手段與操作規範，夯實全員安全防護基礎。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

BUILDING TRUST ON QUALITY

Excellent product quality and pleasant shopping experience are competitiveness we continuously enhance. We always adhere to the core bottom line of protecting the legitimate rights and interests of consumers, and collect feedback from customers through multiple channels to continuously update our products and services. Focusing on consumer hotspots like ACG (Anime, Comics, Games) elements and trendy play, and following the development trend of commerce-culture-tourism integration, the Group introduced distinctive brands and optimised store layouts in 2025. By doing so, we aimed to create fresh and immersive shopping experience for customers. At the same time, we paid great attention to the quality management of our products and worked together with our suppliers to promote the construction of a sustainable supply chain, so as to provide consumers with high-quality and reliable products.

In the daily operations, the Group strictly complies with the following laws:

- 1) *Product Quality Law of the People's Republic of China*
- 2) *Law of the People's Republic of China on the Protection of Consumer Rights and Interests*
- 3) *Food Safety Law of the People's Republic of China*

Refreshing Consumer Experience

The Group conducts in-depth research and analysis of consumer preferences and market trends, and builds dynamic shopping environments that integrate diverse forms of business by means of innovative operational strategies. In 2025, Parkson actively introduced promising emerging brands and national brands with rich cultural heritage to deliver more innovative shopping experiences and products to consumers. Besides, the Group continuously optimised its shopping mall spaces to make the shopping environment more attractive and comfortable. In cooperation with popular trendy toys and ACG IP, Parkson carried out a series of marketing activities, such as offline spot tick-off and themed stores. This accurately matched the social and consumer demands of diverse age groups and established unique offline shopping scenarios for both local residents and tourists.

品質為基，鑄就信賴

卓越的產品品質與愉悅的消費體驗，是我們持續優化的競爭力。我們始終堅守保障消費者合法權益的核心底線，通過多元渠道廣泛收集顧客反饋，持續迭代優化產品與服務。二零二五年，本集團緊扣二次元、潮玩等消費熱點及商文融合發展趨勢，引入相關特色品牌，優化商場場景佈局，致力於為消費者打造兼具新鮮感與沉浸感的購物體驗。同時，我們高度重視產品質量管理，聯動供應商共同推進可持續供應鏈建設，為消費者提供優質可靠的產品。

在日常運營中，本集團嚴格遵守以下相關法律：

- 1) 《中華人民共和國產品質量法》
- 2) 《中華人民共和國消費者權益保護法》
- 3) 《中華人民共和國食品安全法》

創新消費體驗

本集團深度研判消費者偏好及市場發展趨勢，通過創新運營策略，構建多元業態融合、充滿活力的消費場景。二零二五年，百盛積極引入潛力新興品牌與文化底蘊深厚的民族品牌，為消費者帶來更具新意的消費體驗與創新產品。與此同時，本集團持續推進商場空間升級改造，着力打造更具吸引力與舒適度的消費環境，並通過聯動潮玩與二次元熱門流量IP(Intellectual Property)合作，打造沉浸式線下打卡點、主題店等特色營銷活動，精准契合消費者的社交與消費訴求，有效覆蓋不同年齡段消費群體，為本地居民及遊客構建別具一格的線下消費新場景。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Case 案例：

Co-brand activities with ACG at Hefei Parkson 合肥百盛與二次元聯動

In recent years, offline co-brand activities with ACG IPs have emerged as a hotspot in the consumer market. Hefei Parkson hosted a series of signature events in 2025, including the "Dream Weaver Waltz – Lolita Show" and "Birthday Party for Sarii" themed building activity. By collaborating with leading ACG brands like GOODSLOVE and shopping mall-based brands, these activities attracted ACG enthusiasts from neighbouring cities and provinces and across the nation, thereby effectively boosting Parkson's popularity as a "hub for purchasing ACG peripheral products". This initiative enriched consumer experience at the shopping mall.

近年來，二次元IP線下聯動持續成為消費市場熱門方向。合肥百盛於二零二五年先後主辦「織夢圓舞曲 • Lolita時裝盛宴」「齊司禮生日會」痛樓等特色活動，聯動谷樂屋等二次元頭部品牌及商場相關品牌，吸引全國及省市周邊的二次元愛好者參與，有效提升百盛人氣與「吃谷聚集地」知名度，進一步深化多元消費體驗。



"Dream Weaver Waltz – Lolita Show"
「織夢圓舞曲 • Lolita時裝盛宴」



"Birthday Party for Sarii" themed building
「齊司禮生日會」痛樓

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

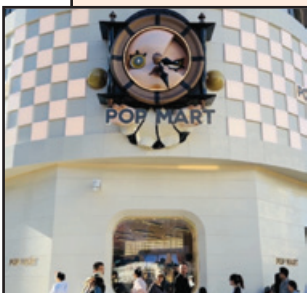
環境、社會及管治報告

Case 案例：

Co-location of "Erbin Story" block in Harbin Centre Street Parkson and trendy play landmark for offline spot tick-off
哈爾濱中央大街百盛「爾濱故事」街區與潮人打卡新地標雙輪驅動

In 2025, Harbin Centre Street Parkson advanced the co-location construction of the "Erbin Story" block and trendy play landmark. The project introduced the first high-end art toy store in Heilongjiang Province, in an effort to create a new destination for trendy consumption. Meanwhile, the "Erbin Story" block hosted distinctive activities catering to different age groups, such as trendy cultural events for younger generations, livelihood-related activities for middle-aged and elderly people, and ongoing interactive programmes. These activities not only enriched the meaning of social services in commercial scenarios, but also deepened connections with the public for a better community.

二零二五年，哈爾濱中央大街百盛推進「爾濱故事」街區與潮玩地標同場域建設。項目引入黑龍江省首家高級別潮流玩具品牌門店，打造潮流消費新場景。與此同時，「爾濱故事」街區同步開展覆蓋不同年齡段客群的特色活動，例如面向青年群體的潮流文化活動、服務中老年群體的民生相關活動及常態化互動體驗項目等。這些活動不僅豐富了商業場景的社會服務內涵，更深化了與社區公眾的聯結，共建美好社區。



Trendy play landmark for offline spot tick-off
潮人打卡新地標



ACG freestyle dance
二次元隨舞



Pet photo shoot event
寵物攝影活動

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Case 案例：

Datong Parkson Outlet created a "micro-vacation destination of commerce, culture and tourism"
大同百盛奧特萊斯打造「商文旅微度假目的地」

The integration of commerce, culture and tourism is a core trend for the high-quality development of regional commerce. Positioned as a "micro-vacation destination of commerce, culture and tourism", Datong Parkson Outlet debuted various international brands at the local market and correspondingly launched diverse campaigns to deeply integrate local culture and consumer experience. During the summer holiday of 2025, Datong Parkson Outlet launched seasonal events, such as "All-Scenario Experience" and "Summer Journey", attracting customers from the vast regions of Shanxi, Inner Mongolia, and Hebei. The series of initiatives not only enhanced the consumer experience for residents and tourists, but also steadily cemented the status of Datong Parkson Outlet as a new commercial landmark, thus injecting vitality into the local economy.

商文旅融合是區域商業高質量發展的核心趨勢。大同百盛奧特萊斯圍繞「商文旅微度假目的地」定位，引入多個當地首進國際品牌，並搭配多元活動，深度融合本地文化與消費場景。二零二五年暑期期間，大同百盛奧特萊斯開展「全場景體驗」「夏日暢遊」等季節性活動輻射晉、蒙、冀廣闊區域客群。系列舉措在提升市民與遊客消費體驗的同時，亦穩步夯實區域商業新地標地位，為當地經濟注入活力。



Opening ceremony of Datong Parkson Outlet
大同百盛奧特萊斯開業



Summer holiday event of Datong Parkson Outlet
大同百盛奧特萊斯暑期活動

At the same time, the Group strives to build a digital business service ecosystem by continuously optimising the diversified and integrated online service matrix of WeChat mini programme "Parkson Member Club" ("member mini programme"), Parkson online shopping mall, e-commerce platforms and takeaway services, in an effort to create thoughtful, seamless and convenient new online shopping experiences for consumers. Featuring core functions such as membership registration, coupon issuance, point redemption, member benefits, in-store privileges, privilege cards, brand events, referral rewards, and feedback & suggestions, the member mini programme provides members with exclusive benefits. Besides, the member mini programme could be directly linked to Parkson online shopping mall, providing in-store pick-up and express delivery services. On this basis, the Group has integrated its membership system with third-party takeaway platforms and launched the service of "online orders are delivered within 30 minutes". This initiative addresses consumers' immediate needs for consumption and holiday gifting, further enhancing the convenience of consumer services.

同時，本集團着力打造數字化商業服務生態，持續優化「百盛會員Club」微信小程序（下稱「會員小程序」）、百盛線上商城、電商平台以及外賣服務等多元融合的線上服務矩陣，旨在為消費者構建貼心周到、無縫銜接且即時便捷的線上消費新場景。該會員小程序涵蓋會員註冊、優惠券發放、積分換禮、會員權益、到店禮遇、特權卡、品牌活動、邀請有禮、投訴建議等核心功能，為會員提供專屬福利。同時，會員小程序可直連百盛線上商城，提供到店提貨和快遞送貨服務。在此基礎上，本集團聯合外賣平台打通會員體系，推出「線上下單，30分鐘送達」服務，覆蓋消費者即時消費與節日禮贈等剛性需求，進一步提升消費服務的便捷性。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

In 2025, the Group continued to deepen its online business operations, focusing on converting private traffic and upgrading service quality. We collaborated with leading brands, refined marketing and product strategies to incubate best-selling products, and conducted a series of holiday and e-commerce marketing campaigns. These efforts allowed us to provide customers with targeted high-quality goods and exclusive services. Concurrently, leveraging multi-channel recruitment and traffic conversion, we provided consumers with the convenience of enjoying counter-quality cosmetics from the comfort of their homes. With the "Parkson Fashion Selection" mini programme at the heart of our all-member ecosystem, we established a comprehensive membership service system. In addition, we have simultaneously optimised the offline in-store experience by launching flexible and diverse in-store privilege campaigns, paired with exclusive benefits including the distribution of trial samples and redemption of selected gifts. These benefits are available in the form of free collection or redemption with member points to attract members to make in-store purchases, effectively closing the online-offline traffic loop. This further boosts in-store foot traffic, drives repeat consumption and supports the improvement of store operational efficiency.

二零二五年，本集團持續深耕線上業務，聚焦私域流量轉化與優質服務升級，我們聯動頭部品牌、優化營銷與貨品結構孵化爆款，開展多場節日及電商營銷活動，為消費者精準提供高品質商品與專屬服務支持。同時，我們依託多渠道招募引流轉化，為消費者提供足不出戶即可享受專櫃美妝的消費體驗，以全會員生態的「百盛風尚精選」小程序為核心，搭建全域會員服務體系。此外，我們同步優化線下到店體驗，通過落地靈活多元的到店禮遇活動，搭配試用裝派送、精選禮品兌換等權益，以免費領取或會員積分兌換的形式，吸引會員到店消費，有效打通線上線下流量閉環，進一步激活到店客流並帶動二次消費，助力門店運營效率提升。



Online Quality Service Ecosystem
線上優質服務生態



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Providing Quality Services

The Group focuses on creating a safe and comfortable shopping mall environment for consumers. We have formulated and strictly implemented the *Shopping Mall Facilities Maintenance and Safe Operation Policy* to carry out routine standard inspection. In particular, we conduct regular inspections on firefighting equipment, security system and hardware facilities to ensure that every corner is lighted up, lifts are working smoothly, air-conditioning and ventilation systems are functioning properly, and the shopping malls are kept at a comfortable temperature and circulated with fresh air. In response to holidays or shopping festivals with high customer traffic, we will conduct key inspections and make emergency response plans in advance to eliminate potential safety hazards, and to guard the safety and comfort of consumers in an all-around and full-cycle manner.

The Group regularly performs on-site inspections at stores with respect to engineering, security/fire safety and cleaning. By conducting detailed assessment on stores in terms of operating environment hygiene, energy conservation management and other dimensions, we endeavour to create a comfortable and secure shopping environment for consumers. Upon completion of the assessment, we will issue a tailored assessment report for the assessed stores. The stores will be required to provide feedback on the progress of rectification and follow-up plans based on the issues indicated in the report. On this basis, we will continuously follow up on and supervise the rectification of the stores on a half-yearly basis, and re-inspect those with delayed rectification or higher risk levels. During the reporting period, Parkson performed re-inspections for 4 stores to ensure that the issues identified were effectively rectified.

In addition, the Group attaches great importance to improving the professional competence and service capabilities of its employees and shopping mall service personnel. The Group conducts regular general training on product knowledge and service skills, while organising targeted knowledge training for service staff and floor managers related to cosmetics and technology products. Through systematic capacity building, our team's professional expertise and service quality have been enhanced, so that we can provide consumers with more professional and attentive service experience.

To address various types of consumer feedback and complaints, the Group has established a comprehensive management mechanism. In 2025, working together with professional service teams, Parkson formulated institutional policies such as the *Complaints Handling Procedure* and created a graded processing for different types of issues, such as product quality issues and stockouts. At critical milestones such as new employee onboarding, periodic capability enhancement, and promotional campaign preparation, the Group conducts targeted training and review sessions on this procedure to ensure service quality. Besides, we also grant employees appropriate discretionary authority to ensure that various consumer requests can be addressed in a timely and efficient manner.

提供優質服務

本集團着力為消費者構建安全、舒適的商場環境。我們制定並嚴格執行《商場設施設備維保及安全運行管理制度》，日常開展規範檢查工作，定期對消防設備、安保系統及各類硬件設施進行排查，確保公共區域照明無死角、電梯正常運行、空調與排風系統運轉良好，維持商場內溫度適宜、空氣清新。針對節假日或購物節等客流量較大的情況，我們會提前對重點事項進行排查並制定應急預案，全力消除安全隱患，全方位、全週期保障消費者的安全與舒適體驗。

本集團定期圍繞工程、安保／消防、保潔三大板塊開展常態化門店巡檢工作，從營運環境衛生、節能管理等維度開展精細化考評，全力為消費者構建舒適安心的購物環境。考核完成後，我們為各門店出具針對性考評報告，明確要求門店對照報告所列問題，反饋整改的進展情況及後續計劃。在此基礎上，我們每半年對這些門店的整改落實情況展開持續跟蹤監督，並對整改滯後或風險等級較高的門店組織開展複查工作。報告期內，百盛已針對4家門店開展複查工作，確保識別問題得到有效整改。

此外，本集團重視提升員工及商場服務人員的專業素養與服務能力。本集團一方面常態化開展產品知識與服務技能通用培訓，另一方面聚焦化妝品、科技產品專區服務人員及樓層管理人員，組織開展針對性專項知識培訓，通過系統性的能力建設，強化團隊專業水平與服務質量，為消費者提供更專業、更周到的服務體驗。

針對消費者反饋的各類意見及投訴事項，本集團已建立完善的管理機制。二零二五年，百盛協同專業服務團隊制定《客服投訴處理流程》等專項制度文件，針對商品問題、缺貨問題等不同問題類型擬定分級處理流程，在新人入職、定期能力提升及大促活動籌備等關鍵節點，本集團開展該流程的專項培訓與複盤工作，以保障服務質量。此外，我們亦給予員工相應的處置權限，保障消費者的各類訴求均可得到及時、高效的響應。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

For products sold online, the Group has simultaneously released the *Delivery, Return and Exchange Policies of Parkson Online Platform*. The policy requires stores and suppliers to respond to return requests within 24 hours and to provide a 7-day unconditional return and exchange service. In addition, the Group communicates with consumers on a one-to-one basis and provides corresponding solutions and compensation proposals to tackle with specific consumer complaints. In 2025, we received a total of 2,735 offline complaints, with a resolution rate of 99.27%. No online complaints were received during the year.

To ensure timely response to consumer requests, the Group consistently provides one-to-one exclusive services for customers through telephone call response and online customer service through mini-programmes. Additionally, the Group strengthens the operation of its corporate WeChat accounts and enterprise accounts on mainstream social media platforms, offering after-sales support and handling customer complaints, with the aim of delivering prompt and professional guidance and solutions to consumers in need.

Stringent Control of Product Quality

Strict control of product quality is not only a key to enhancing our market competitiveness, but also a solemn commitment Parkson makes to customers. The Group has introduced and implemented the *Product Quality Acceptance Standards*, the *Standard Operation Instructions for Store Management Department*, the *Instructions for the Treatment of Substandard Products*, etc. These policies cover the entire process of quality acceptance for all product categories and the handling of defective goods, fully safeguarding product quality and safety.

Additionally, we have established differentiated, strict, and clear inspection and acceptance standards for different product categories such as food, personal care products, and household goods. We have carried out inspection on shelf life, temperature, carton cleaning and label for all food products and developed different inspection processes, requirements and standards for each product category. For fruits, vegetables, and meat products, we have set different sampling rates depending on the quantity of goods, and check animal quarantine certificates for poultry and livestock products to confirm the completeness of the information, including validity and expiry date. For other food products, we have stipulated that their labels must display essential information, such as product type and content. For personal care and household products, the Group focuses on checking labelling, implementation standards and quality inspection certificates to ensure that the products comply with relevant national quality standards and safety regulations. Similarly, we conduct targeted inspections for other types of products, including apparel, gold and silver jewellery, and imported goods.

針對線上渠道銷售的商品，本集團同步出臺《百盛線上平台發貨及退換貨政策》，明確要求各門店及合作供應商在24小時內響應消費者的退貨申請，且提供7天無理由退換貨服務。與此同時，本集團為消費者配備一對一專屬客服對接機制，針對消費者提出的具體問題制定對應的解決及補償方案。二零二五年，我們收到線下投訴2,735起，解決率達99.27%；未收到線上投訴。

為保障消費者訴求得到及時響應，本集團持續通過電話呼叫響應、小程序線上客服為顧客提供1V1專屬服務，同時強化企業微信及主流社交媒體平台企業賬戶的運營，提供活動售後服務及客訴處理，旨在為提出需求的消費者提供及時且專業的解答與引導。

嚴控商品質量

嚴控商品質量不僅是增強市場競爭力的關鍵支撐，更是百盛對消費者的鄭重承諾。本集團已制定並執行《商品質量驗收標準》《賣場管理部標準作業指導書》《不合格商品處理作業指導書》等相關制度，覆蓋全品類商品質量驗收、問題商品處理的全流程，全力保障產品品質與安全。

對於不同的商品類別，如食品、個人護理產品、家居用品等，我們已建立區別化，且嚴謹明確的檢驗驗收規範。我們對於所有食品類商品開展保質期、溫度、包裝盒清潔以及標籤合規性的檢查，並針對各類目擬定不同的檢查流程、要求與標準。對於果蔬、肉類產品，我們依據商品數量設置不同的抽檢率，並要求檢查禽類、畜類產品的動物檢疫證，確認檢疫證的有效性、有效期及其中信息的完整性；針對其他食品類商品，則要求其標籤應包含產品類型、內容物含量等重要信息。對於個人護理類與家居用品類商品，本集團重點檢查標籤、執行標準與質量檢驗合格證明等，確保商品符合國家相關質量標準和安全法規。此外，針對服飾類、金銀飾品和進口商品等其他類商品，我們同樣開展針對性的檢查。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

To address non-conforming products, the Group has improved issue resolution efficiency through a clear organisational structure and division of responsibilities, as well as standardised handling procedures, aiming to minimise the impact of such products on consumers. We have set up quality assurance personnel and quality and safety management specialists in our stores. Among them, quality assurance personnel are responsible for the judgement of substandard products, making decisions on their removal from shelves, and issuing notifications. Meanwhile, store quality and safety management specialists are responsible for providing feedback on substandard products and follow-ups. In case of substandard products found in stores during the receiving and sales stages, the quality and safety management specialist is responsible for notifying the stores where they are located to remove the substandard products from the shelves and requesting the suppliers to rectify the situation. Once information about substandard products is known through government sampling, media exposure or internal store inspections, Parkson will quickly verify its authenticity and the scope of its impact. If the information is verified to be true, we will process return and exchange for the affected consumers and immediately remove the relevant products from the shelves. At the same time, depending on the severity of the situation, Parkson will impose punitive measures on the relevant suppliers or even terminate the cooperation relationship.

We also implement strict controls over the catering outlets in our shopping malls. The Group centrally verifies the health certificates of catering personnel in relevant outlets and conducts regular inspections and unannounced spot checks of their kitchen areas. In doing so, we have formed a closed-loop supervision system that spans the entire process from ingredient procurement to food waste disposal. If any food safety issues are identified during the control process, we will order the involved supplier to rectify the issues, report to the relevant competent or law-enforcement authorities as appropriate, and strengthen food safety accountability at the supply chain level.

As of 31 December 2025, there were no products recalled by Parkson due to safety and health reasons caused by the Group.

Responsible Supply Chain

Parkson regards the development of a responsible supply chain as an important responsibility in its business operations. In this regard, we have formulated the *Supplier Management Policy*, the *Purchaser and Supplier Management System*, the *Group Engineering and Property Department Supplier Management System* and other policies. In doing so, we have established a whole-process supplier management system covering supplier on-boarding, procurement, transportation, inspection and follow-up, thereby safeguarding the compliance and sustainability of the supply chain.

對於不合格品，本集團已通過明確的組織配置與職責分工，以及規範化的處理流程，提升問題處置效率，旨在最小化不合格品為消費者帶來的影響。我們於門店設立質量保證人員與質量安全管理專員。其中，質量保證人員負責不合格商品的判定、上下架處理決定和通知發佈，門店質量安全管理專員負責不合格商品的反饋、後續跟蹤處理結果。在門店收貨及銷售階段，若發現不合格商品，質量安全管理專員負責通知所在門店下架不合格產品，並要求供應商進行整改。一旦通過政府抽檢、媒體曝光或門店內部檢查等途徑獲知商品不合格信息，百盛將迅速核實其真實性及影響範圍。如確認屬實，我們將為受影響的消費者辦理退換貨，並立即下架相關商品。同時，百盛將視情況嚴重性，對相關供應商採取處罰措施，甚至終止合作關係。

針對商場的餐飲類門店，我們同樣實施嚴格管控。本集團統一把關相關門店餐飲從業人員健康證，並對餐飲門店後廚開展巡檢與不定時抽檢，構建從食材進貨到廚餘垃圾處理的閉環監管體系。如管控過程中發現食品安全類問題，我們將對涉事供應商責令整改，並根據實際情況報有關管理部門或有執法權的部門知曉，強化供應鏈端的食品安全責任意識。

截至二零二五年十二月三十一日，未發生因本集團原因導致安全與健康問題所引發的產品召回事件。

負責任供應鏈

百盛將建設負責任的供應鏈作為企業運營中的重要職責。為此，我們已制定《供貨商管理政策》《採購及供應商管理制度》《集團工程物業部供應商管理制度》等制度文件，搭建涵蓋供應商准入、採購、運輸、檢驗和後續跟進的全流程供應商管理體系，保障供應鏈的合規性與可持續。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

During the on-boarding process, goods suppliers are required to sign the *Assurance of Responsibility for Product Quality* and the *Fidelity Letter*. Furthermore, suppliers are obliged to provide Parkson with all relevant certification documents related to quality and marketing, ensuring that all products supplied fully comply with applicable laws and regulations, do not infringe upon the legitimate rights and interests of any third party, and are free from counterfeiting or substandard quality issues. In addition, we require our stores to conduct rigorous verification of core qualification documents such as business licenses and trademark registration certificates for all suppliers during the procurement process, and to verify the authenticity and compliance of suppliers' qualifications using official business registration inquiry tools.

For special categories such as food, health food, pharmaceuticals and tobacco, we only select suppliers with the corresponding business permits. Suppliers are responsible for quality control throughout commodity circulation and are required to cooperate with the quality inspection work of Parkson stores and local industrial and commercial departments, as well as quality supervision departments. Meanwhile, the Group carries out comprehensive assessment of supplier quality evaluation, production technology, environmental management, occupational health and other aspects. We give priority to suppliers who have passed the ISO9001 Quality Management System Certification and ISO14001 Environmental Management System Certification. In the daily management of suppliers, we carry out the annual performance assessment of suppliers from multiple dimensions such as supply quality, delivery timeliness, after-sales service and communication ability. Based on the assessment results, the Group will take corresponding measures such as motivation, assistance for improvement, optimisation, and elimination of suppliers to support the ongoing enhancement of our supplier system.

Besides, to maintain the normal social and economic order and oppose unfair competition in business practice, we require suppliers and business tenants to clearly mark prices in their daily operations. They are prohibited from engaging in deceptive practices such as artificially inflating the original prices before offering discounts or special prices to mislead consumers during promotions. Parkson is committed to vigorously defending the legitimate rights and interests of consumers and ensuring that they enjoy a fair, transparent, and honest transaction process.

對於商品類供應商，在供應商准入環節，本集團要求供應商簽署《商品質量責任保證書》和《保真函》，並提供所有與質量以及市場銷售相關的證明文件，保障所供應的商品均符合相關法律法規，不會侵犯第三方合法權益，且不存在假冒偽劣問題。同時，我們要求門店在招採過程中，對所有供應商的營業執照、商標註冊證等核心資質證照開展嚴格核驗，並借助工商信息查詢工具核驗供應商資質的真實性與合規性。

對食品類、保健食品類、藥品類、煙草類等特殊類別，我們僅選擇具備相應經營許可的供應商。供應商需負責商品流通各環節的質量把控，並配合百盛門店及所在地工商與質檢部門的質量檢查工作。本集團亦對供應商質量評價、生產技術、環保管理、職業健康等多維度進行綜合考評，優先選擇已通過ISO9001質量管理體系認證、ISO14001環境管理體系認證等資質保障的供應商。在供應商日常管理環節，我們圍繞供貨質量、交貨及時性、售後服務、溝通能力等多個維度，實施供應商年度績效評估。依據考核成績，本集團將對供應商採取相應的激勵、幫扶提升、優化改進和淘汰處理，以不斷完善我們的供應商體系。

為了維護正常的社會經濟秩序，反對不正當競爭的商業行為，我們要求供應商和租賃商戶在日常運營中明碼標價，不得在促銷中出現先虛抬原價再提供折扣或特價的欺騙消費者行為。百盛全力捍衛消費者正當權益，保障其享有公正、明晰且誠信的交易過程。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

During the on-boarding process, engineering suppliers are required to first submit prequalification materials and financial statements audited by a third party or filed with tax authorities. We conduct an initial assessment across such dimensions as basic corporate information, financial and operational status, personnel and organisational structure, compliance and legal risks, qualifications and honours, and cooperation track records. A supplier must achieve a score of 80 out of 100 to meet the on-boarding criteria. After a supplier passes the initial review, the Group will conduct an on-site inspection and prepare a dedicated report thereon. Based on the results, the Group will complete a comprehensive qualification assessment, and only those deemed qualified will be included in the Group's supplier pool. Additionally, for each completed and settled cooperation project, the Group conducts an annual performance assessment of suppliers based on the *Supplier Performance Evaluation Form*, covering two major dimensions: construction performance and bidding/tendering behaviour. Suppliers with low cooperation willingness or identified violations will be placed on the "Non-renewal List" or "Blacklist" respectively, thereby strengthening compliance management across the supply chain.

In 2025, we held a supplier conference for engineering suppliers. Sticking to the principles of "unified standards, fairness, and impartiality," the conference provided participants with an in-depth interpretation of the Group's supplier management system. By standardising engineering bidding and tendering processes as well as contract performance procedures, the conference further promoted the transformation of supplier management from an experience-based approach to a data-driven one, thereby enhancing supply chain management efficiency. Moreover, the conference also commended selected outstanding suppliers, encouraging the joint development of a high-quality and ethical supply chain ecosystem.

To build a sustainable industry ecosystem, the Group has been deepening ESG risk management throughout its supply chain. According to the *Environmental and Social Risk Management System for Suppliers and Business Tenants*, we effectively control environmental and social risks confronted by Parkson through synchronised special assessment of suppliers and business tenants. By this means, we provide safe goods and high-quality services to consumers. On this basis, the Group pays special attention to the oversight of suppliers' labour management. We centrally manage the scheduling of outsourced security and cleaning personnel to prevent prolonged working hours. When brand sales staff are in short supply, we promptly coordinate with brand partners to arrange replacements or shift rotations, further ensuring compliance in labour practices across the supply chain.

對於工程類供應商，准入環節供應商需先行提交資格預審材料及經第三方審計或報送稅務機關的財務報表，我們將從企業基本信息、財務與經營狀況、人員與組織架構、合規與法律風險、資質與榮譽與合作履歷等維度進行初步評估，供應商需得80分（100分滿分制）才可達到錄用標準。經初審通過後，本集團將組織實地考察，並形成專項考察報告，並依據考察結果完成資格綜合評估，評估合格者方可納入本集團供應商庫管理。此外，本集團每年針對已完成結算的合作項目，依據《供應商履約評價表》，從供應商施工及招投標行為表現兩大維度開展供應商履約能力考核與評估；並將合作意願薄弱或存在違規行為的供應商，分別納入「不再合作名單」與「黑名單」，強化供應鏈合規管理。

二零二五年，我們面向工程類供應商召開供應商大會。會議恪守「統一標準、公平公正」原則，為參會供應商解讀本集團的供應商管理制度，通過規範工程招投標與合同履約流程，進一步推動供應商管理從「經驗化」向「數據化」轉型，優化供應鏈管理效率。同時，本次會議亦對評選出的優秀供應商予以表揚通報，鼓勵共建優質、清廉的供應鏈生態。

為構建可持續的行業生態，本集團持續深化供應鏈ESG風險管理。依據本集團《供應商、租賃商戶環境和社會風險管理制度》，我們對供應商及租賃商戶同步開展專項評估與考核，切實管控百盛面臨的環境及社會風險，保障為消費者提供安全的商品與優質的服務。在此基礎之上，本集團尤其關注對供應商用工管理的管控，統籌保安、保潔外包人員排班以杜絕連續長時間工作，並且在品牌營業員緊缺時及時協調品牌方安排換人或輪休，進一步保障供應鏈用工規範。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

As of 31 December 2025, there were 26,325 suppliers cooperating with Parkson in China, and 244 suppliers cooperating with Parkson in Laos overseas.

截至二零二五年十二月三十一日，與中國境內百盛合作的供應商有26,325家，與境外老撾百盛合作的供應商有244家。

PARTNERING WITH EMPLOYEES FOR MUTUAL GROWTH

攜手員工，共同成長

The Group's philosophy on human resources 本集團人力資源理念

Dedication, integrity & honesty,
team spirit, customer orientation,
and mutual respect
全心投入、正直誠實、團隊精神、
顧客導向、相互尊重

Guided by the core philosophy of "putting people first", the Group strictly adheres to legal and regulatory requirements and strengthens the protection of employee rights through compliant employment practices. The Group is committed to fostering an inclusive and equitable workplace environment, while enriching the employee experience through diverse activities encompassing physical fitness, holiday care, and team building. Furthermore, we have established a comprehensive skills and team-building training system to enhance employees' professional competence. Through multiple practical drills, we reinforce safety defences, ensuring all-around protection for employees' occupational health. Drawing on these multi-dimensional initiatives, Parkson empowers employees to achieve personal growth and advance professional value, fostering synergetic development between the Group and its workforce.

本集團秉持「以人為本」的核心理念，嚴格遵循法律法規要求，以合規用工築牢員工權益保障基礎，並且着力營造包容平等的職場環境，以涵蓋強身健體、節日關懷、團隊建設的多元活動豐富員工體驗。同時，我們搭建全方位技能與團隊建設培訓體系，助力員工提升專業素養；通過多項實際演練築牢安全防線，全方位守護員工職業健康。依託以上多維度措施，百盛助力員工實現個人成長與價值躍升，推動企業與員工同頻共振、協同發展。

Protecting Employees' Rights and Interests

The Group strictly adheres to the following labour laws and regulations in the daily operations:

- 1) *Labour Law of the People's Republic of China*
- 2) *Labour Contract Law of the People's Republic of China*
- 3) *Law of the People's Republic of China on Work Safety*
- 4) *Law of the People's Republic of China on the Protection of Minors*
- 5) *Provisions on the Prohibition of Using Child Labour*

保障員工權益

本集團在日常運營中嚴格遵守以下勞工相關的法律法規：

- 1) 《中華人民共和國勞動法》
- 2) 《中華人民共和國勞動合同法》
- 3) 《中華人民共和國安全生產法》
- 4) 《中華人民共和國未成年人保護法》
- 5) 《禁止使用童工規定》

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The protection of human rights and labour rights is a key priority in the Group's management and operations. In establishing employment relationships with employees, we enter into formal labour contracts with employees in accordance with laws, in which the responsibilities and liabilities are stipulated. The Group has comprehensive and detailed regulations on employee recruitment, onboarding, promotion and other employment processes. We have formulated and enforced the following policies and management measures to fully inform our employees of their basic rights and responsibilities, including details of remuneration, performance appraisal, employee benefits, employee training, promotion and reassignment:

- 1) *Compilation of Standardised System for Human Resources*
- 2) *Administrative Measures for Onboarding and Dismission*
- 3) *Leave Management*
- 4) *Administrative Measures for Staff Attendance*
- 5) *Measures of Employee Discipline Violations*
- 6) *Staff Manual*

The Group prohibits all forms of child labour and forced labour. During the recruitment process, candidates shall provide identity information and the authenticity shall be verified to avoid hiring candidates under the age of 16. If child labour is detected and verified, we will immediately terminate the labour contract and return the employee to his/her original place of residence in his/her parents' or other legal guardians' custody. In 2025, the Group had no violations involving child labour or forced labour.

In addition, the Group classifies working hours according to the nature of the position, and implements the standard working hours system, the irregular working hours system and the comprehensive working hours system to avoid forced labour against employees' will. Overtime work of employees due to increased workload or operational needs is subject to prior written approval from responsible persons, and working hours shall not exceed the statutory limit of working hours.

人權與勞工權益保護是本集團經營管理重點，在與員工確立僱傭關係的過程中，我們會依法簽訂正式勞動合同，並明確職責範圍。本集團對員工招聘、入職、晉升等僱傭流程進行了全面詳細的規範。我們制定並執行以下制度及管理辦法，充分告知上崗員工其享有的基本權益和需要承擔的責任，包括薪酬、績效考核、員工福利、員工培訓、晉升與調崗等詳細事項：

- 1) 《人力資源標準化制度彙編》
- 2) 《員工入離職管理辦法》
- 3) 《員工休假管理辦法》
- 4) 《員工考勤管理辦法》
- 5) 《員工違紀處理辦法》
- 6) 《員工手冊》

本集團明令禁止一切形式的童工和強制勞工。招聘過程中，我們要求應聘人員提供身份信息並核查其真實性以避免錄用未滿十六周歲的應聘者。若發現並核實發生童工情況，我們將立即與其解除勞動合同，並將其送回原居住地，交予其父母或其他法定監護人。二零二五年，本集團未發生涉及僱傭童工或強制勞工等違反法律法規的用工情況。

此外，本集團依據崗位性質對工作時長進行分類規範，分別實施標準工時工作制、不定時工作制和綜合計算工時工作制，防止違背員工意願強制勞動的情況發生。若因工作量增加或運營需求確實需要加班的，需經相關審批責任人提前書面批准，其工作時間不得超過法定工作時間。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Creating an Inclusive Workplace

Parkson is devoted to creating a diverse, equal and inclusive working environment for employees. The Group prohibits, both during the recruitment process and daily workplace management, any form of discrimination against candidates and employees on the grounds of gender, age, marital status, religious belief, race, nationality, disability, etc. Workplace harassment and discrimination behaviours are specified in the *Measures of Employee Discipline Violations*.

Besides, the Group has developed an open and transparent complaint-handling mechanism to address workplace harassment, discrimination and other infringements upon employee rights. Upon receiving complaints, the Human Resource Department will initiate an investigation in accordance with the principles of timeliness, objectivity, and comprehensiveness. External legal counsel or investigation teams will be engaged to assist in the investigation if necessary. Upon completion of the investigation, the Human Resource Department will report to management in a timely manner, and will promptly impose corresponding disciplinary punishments to relevant employees in accordance with internal regulations and the severity of the case. The punishments include compensation and apology, transfer, demotion, warning and termination of the labour contract.

Simultaneously, we emphasise the career development of female employees and support their professional growth, encouraging them to fully utilise their potential in their respective positions and expand their career boundaries. We have introduced a series of care initiatives dedicated to female employees. During the International Women's Day, we organised various celebratory activities and extended holiday greetings to our female employees, conveying our respect and appreciation for their contributions.

打造包容職場

百盛致力於為員工打造多元、平等、包容的職場生態。在人才僱傭以及日常職場管理的全流程中，本集團嚴禁基於性別、年齡、婚姻狀況、宗教信仰、種族、國籍、身體殘疾等因素，對任何應聘者及在職員工實施歧視行為，並將職場騷擾與歧視類不當行為明確納入《員工違紀處理辦法》的管理範疇。

此外，針對職場騷擾、歧視等侵害員工權益的行為，本集團已專門搭建起公開透明的員工申訴機制。針對員工提交的申訴，百盛人事部門在接收後將嚴格按照及時、客觀、全面的原則開展核查工作，必要時引入外部律師或專業調查團隊。核查工作結束後，人事部門需向管理層進行匯報並依據規章制度及案件情節嚴重程度，對相關責任人落實懲戒，懲戒措施包括賠禮道歉、調崗、降職、警告、解除勞動合同等。

同時，我們注重女性員工在職場的發展，並支持女性員工的職業成長，鼓勵她們在各自崗位上充分發揮自身才華，拓展職業邊界。我們還針對女性員工推出系列關懷舉措，在三八婦女節期間開展多樣化的關懷活動，並為女職工送上節日祝福，傳遞對女性員工的尊重與關愛。



"Flower Goddess, Embracing the Spring Breeze"
International Women's Day Event at Anshan Parkson
鞍山百盛「花樣女神，如沐春風」三八婦女節活動



Delegation spreading warmth with gifts and blessings at
Mianyang Shangma Parkson
綿陽上馬百盛慰問團禮品饋贈與祝福傳遞

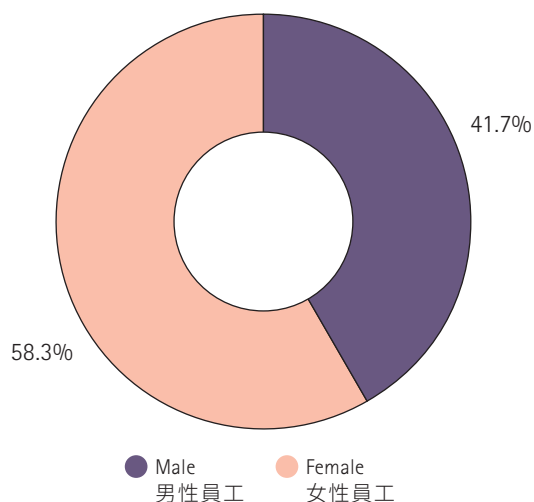
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

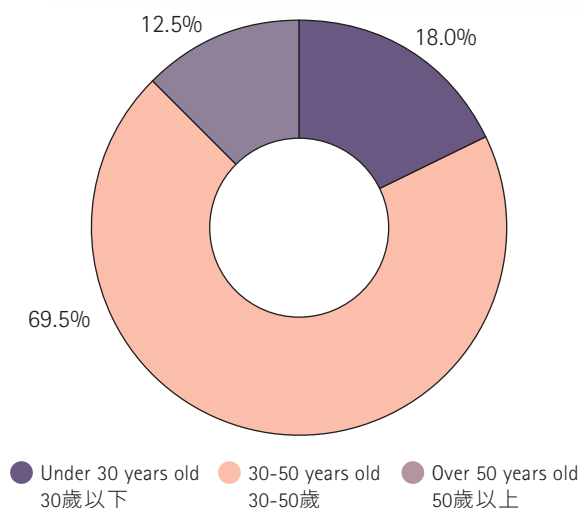
As of the end of 2025, the Group had 3,042 employees, of whom 58.3% were female.

截至二零二五年年底，本集團擁有3,042人，其中女性員工佔比58.3%。

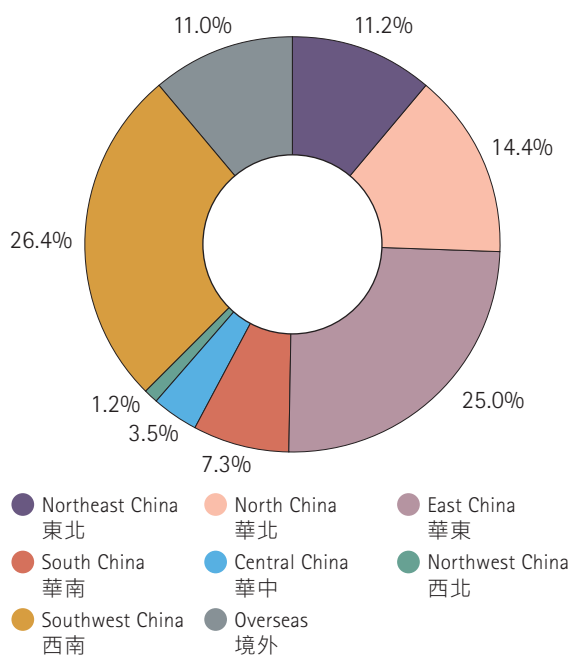
Total workforce by gender
按性別劃分組別的員工比例



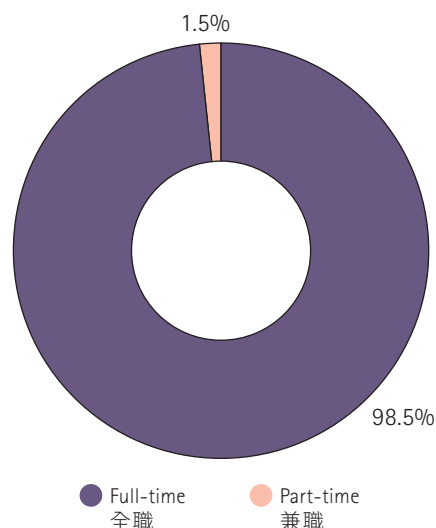
Total workforce by age group
按年齡劃分組別的員工比例



Total workforce by region
按地區劃分組別的員工比例



Total workforce by employment type
按僱傭類型劃分的員工數量



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Competitive compensation and benefits are one of the key guarantees the Group provides for all employees. The Group sets the base salary standards based on the specific responsibilities of each position. Employees are also provided with daily benefits such as marriage and maternity grants, condolence allowances for funerals, birthday gifts or premiums, and physical examinations. We also organised a diverse range of employee activities encompassing health initiatives, festive and routine care, and team cohesion enhancement. These efforts support employees in maintaining physical and mental balance, effectively fostering a greater sense of belonging, contentment, and job satisfaction at Parkson.

具有市場吸引力的薪酬福利體系，是本集團面向全體員工的核心保障之一。本集團立足不同崗位的具體職責，制定對應的基礎薪資標準，並且為員工提供婚育禮金、喪葬慰問金、生日禮品或禮金、健康體檢等日常福利。同時，我們開展多元員工活動，涵蓋健康守護、節日與日常關懷、團隊凝聚力強化等，助力員工身心平衡，切實增強在百盛的歸屬感、幸福感與滿意度。



Longgang Valley Health Hiking at Chengdu Parkson
成都百盛龍蒼溝員工健康徒步活動



Fluorescent Night Run at Harbin Centre Street Parkson
哈爾濱中央大街百盛開展熒光夜跑活動



Employee Birthday Team Building at Hefei Parkson
合肥百盛開展生日員工團建



New Year Blessings at Laos Parkson
老撾百盛開展新年祈福活動

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告



Spring Festival Food Festival at Nanning Parkson
南寧百盛新春美食會



"Fun Sports Day" at Wenzhou Parkson
溫州百盛開展「趣味運動會」團建活動



Tug-of-War Competition of 2025 at Datong Yongtai Parkson
大同永泰百盛開展2025年拔河比賽



"Forging an Excellent Team, Unleashing Brilliance"
Team Building at Zunyi Parkson
遵義百盛「百煉團隊盛放精彩」團建活動

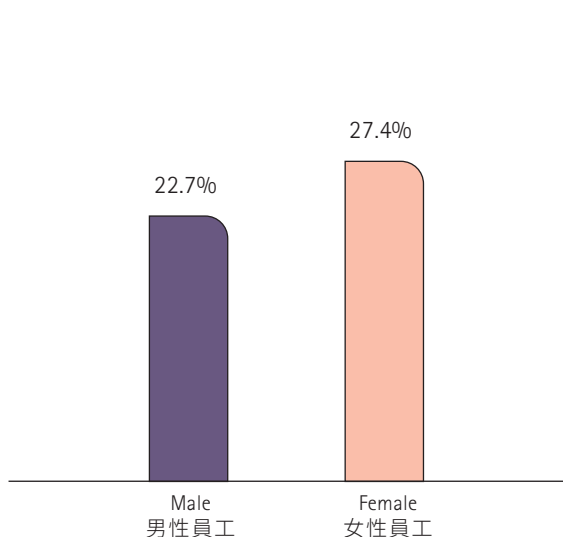
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

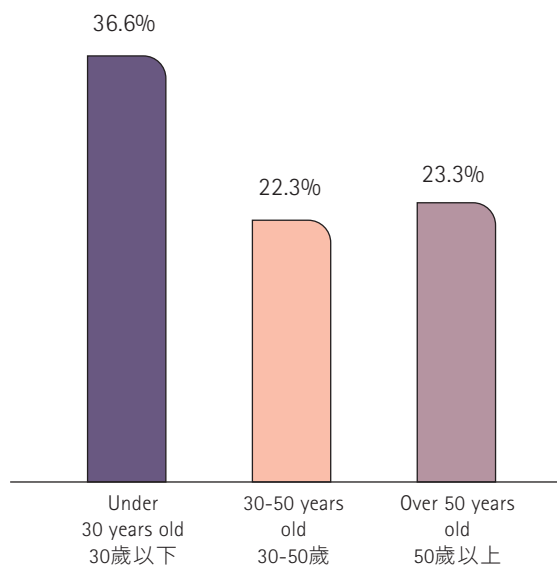
During 2025, the turnover rate of the Group's employees was 25.5%.

二零二五年，本集團的員工離職率為25.5%。

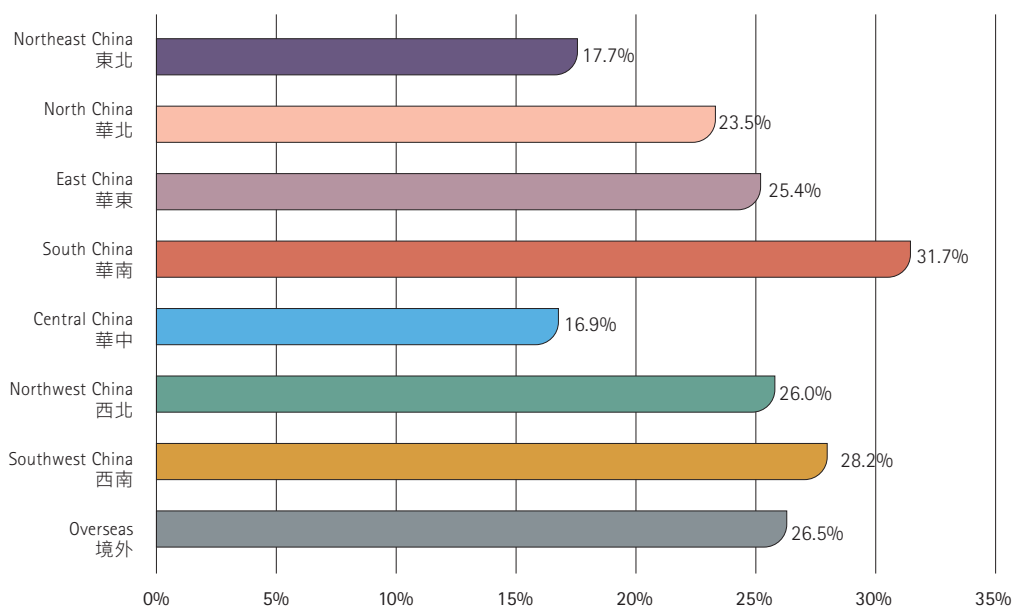
Turnover rate by gender
按性別劃分組別的離職率



Turnover rate by age group
按年齡劃分組別的離職率



Turnover rate by region
按地區劃分的離職率



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Accompanying Employee Development

Talent pipeline build-up is crucial to enterprise's development. The Group continues to optimise the talent cultivation and promotion mechanism and provide clear and flexible promotion paths as well as sufficient and diversified training resources to help employees make progress and grow together with Parkson.

We have designed a development path for employees' promotion by level, including the employee level, the supervisor/team leader level, the director level, the manager level, the deputy general manager level and the general manager level. Meanwhile, we encourage employees' horizontal development by allowing them to apply for job transfers among different businesses and functions according to their individual will. Employees will be promoted or transferred after passing the comprehensive skills assessment and performance indicator assessment for the position at the corresponding level.

Furthermore, the Group has been enhancing its performance assessment and incentive mechanisms to fully stimulate enthusiasm and creativity among employees. A quarterly performance review system has been implemented. Additionally, managers are required to pay closer attention to how employees perform and work with them to improve their performance and achieve set objectives. At the group level, the Human Resources Department would review the performance management of each department from an organisational perspective to identify any vulnerabilities in a timely manner, report them to the senior management and promote the implementation of improvement approach. We have also introduced a monthly incentive scheme, with tailored KPIs set for different roles, thereby strengthening the effectiveness of performance-based incentives.

Adapted to its operations, each store also launches such initiatives as outstanding employees recognition and targeted incentive schemes. Specific rewards are also offered for employees achieving sales targets and receiving positive customer feedback. The commendation and rewarding of those sorts help motivate employees. Moreover, for key talents and outstanding employees, the Group has established internal job-posting channels and cross-store learning platforms. These initiatives fully unlock employee potential and provide comprehensive support for their professional development.

陪伴員工成長

對企業發展而言，人才梯隊建設起着至關重要的作用。本集團持續優化人才培養與晉升機制，憑藉清晰靈活的晉升路徑、充足多元的培訓資源，助力員工與百盛攜手成長、共進發展。

我們為員工設計了按職級晉升的發展路徑，依次為班／組長級以下、班／組長級、主任級、經理級、副總經理級和總經理級。同時，我們支持員工的橫向發展，員工可根據個人意願申請在不同業務和職能間調崗，在通過相應職級的職位綜合技能考核與績效指標考核後，予以其晉升或調崗。

此外，本集團持續完善績效考核與激勵機制以充分激發員工的工作積極性和創造力。我們已搭建季度績效回顧機制，並要求管理人員強化對員工工作狀態的關注，協同員工共同改進工作表現、實現績效目標。在集團層面，人事部門會從組織視角審視各部門的績效管理情況，及時發現其中存在的問題，向公司高層匯報並推動相關改進措施落地執行。同時，我們設立月度激勵方案，並根據崗位設定不同的核心考核指標，強化績效激勵效能。

本集團各門店亦結合自身運營實際，開展優秀員工評選、專項激勵等活動，同步設置銷售達標、好評貢獻等專項獎勵，以正向表彰與多元獎勵激發員工工作熱情。同時，對於重點培養人才與優秀員工，本集團已搭建內部競聘通道與跨門店的學習交流平台，充分挖掘人才潛能，全方位賦能員工職業發展。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Wuxi Sanyang Parkson | Monthly and Quarterly Excellent Counter Selection and Cost Reduction & Efficiency Improvement Incentives

無錫三陽百盛 | 櫃台月度及季度優秀評選獎勵制度、降本增效激勵政策

- Every month, three "Excellent Teams" and nine "Service Stars" are selected with rewards granted to the top three based on KPIs;
月度評選3個優秀團隊、9名服務之星，分別按對應指標取前三名予以獎勵；
- Employees are rewarded for driving cost savings and efficiency improvements through role optimisation, process enhancements, and expense reductions.
對於員工在崗位優化、流程改進、費用縮減等方面實現的成本節約與效率提升，予以獎勵。

Zhangjiakou Parkson | Annual Outstanding Manager Commendation Conference

張家口百盛 | 年度優秀管理者表彰大會

- Following a comprehensive multi-dimensional assessment, four managers were recognised for their leadership excellence. The initiative encourages all employees to emulate these role models and foster collective development through diligent work.
經公司多維度考察，評選4位管理者表彰其卓越領導力，號召全體員工以先進為鏡，實干篤行共促發展。

Harbin Centre Street Parkson | "Aspire to Excellence, The Position is Yours" Employee Competition

哈爾濱中央大街百盛 | 「心向卓越，'位'你而來」員工競聘活動

- As an initiative to build the Company's internal promotion platform, it not only provides progression paths for outstanding employees but also establishes a fair and transparent talent selection system. While stimulating employees' work enthusiasm, it is driving their motivation to climb up the career ladder.
作為公司內部晉升平台搭建活動，既為優秀員工提供晉升通道，也建立了公平透明的人才選拔體系，有效激發了員工的工作積極性與職業發展動力。

Chengdu Parkson | Counter/Tenant Incentive Plan

成都百盛 | 專櫃／商戶激勵計劃

- Retail counters: A dual-track incentive mechanism featuring a "Quarterly Sales Top Performers List" and a "Counter Honour Matrix" has been implemented to recognise and reward both sales champions and operational benchmarking.
零售專櫃：推行「季度銷售TOP榜單」與「專櫃榮譽矩陣」雙軌激勵，彰顯「銷冠」與「標桿」雙重價值。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告



Monthly excellent counter selection at Wuxi Sanyang Parkson
無錫三陽百盛月度優秀櫃檯評選現場



Annual outstanding manager commendation
conference at Zhangjiakou Parkson
張家口百盛年度優秀管理者表彰大會



Employee competition at Harbin Centre Street Parkson
哈爾濱中央大街百盛員工競聘活動



Counter incentive awards ceremony at Chengdu Parkson
成都百盛專櫃激勵獎項頒獎儀式

The Group lays emphasis on providing employees with thematically diverse training contents tailored to actual business needs, supporting their synergetic growth with the enterprise to jointly navigate the complex and dynamic market competition environment. In 2025, Parkson conducted multiple training activities for employees across different levels and functions, focusing on compliance, safety, skill improvement, and team building. Parkson enhances training effectiveness through a dual approach of "external resource empowerment + internal mentorship". On the one hand, we introduce high-quality external training resources to provide professional and targeted training. On the other hand, we establish a robust internal instructor system to actively leverage internal expertise, allowing managers above the middle level and business technicians to participate in the planning, development, and delivery of internal training courses. This series of training initiatives, closely aligned with business development needs, empowers employee growth.

本集團注重結合業務實際需求為員工提供主題多樣的培訓內容，助力員工與企業協同成長，共同應對複雜多變的市場競爭環境。二零二五年，百盛面向不同層級與職能的員工，針對合規、安全、技能提升及團隊建設等方面展開多項培訓活動。百盛通過「外部資源賦能+內部骨幹傳幫帶」的雙重模式強化培訓實效：一方面引入外部優質培訓資源，保障培訓的專業性與針對性；另一方面構建完善的內部講師體系，積極盤活內部專業力量，允許中層及以上管理人員與業務技術骨幹參與內部培訓課程的規劃、開發與授課工作。這一系列貼合業務發展需求的培訓舉措，為員工成長賦能。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Case 案例：

Strategic management training for senior executives of Parkson in China 中國百盛高層戰略管理培訓

In July 2025, the Group conducted a two-day specialised training session entitled "Effective Alignment – Translating Strategy into Performance" for regional managers, store managers, and senior executives at headquarters. This training focused on the breakdown and execution of strategic planning, aiming to help senior executives build a strategic systemic framework, identify key focus areas and critical initiatives, master the design methodology of balanced scorecard strategy maps, and strengthen the safeguards for performance execution.

This training was conducted through offline classroom instruction, with participants divided into five groups based on their regions. During the training, discussions and exercises centred on the core theme of regional and store-level strategy implementation, achieving a deep integration of theoretical instruction and practical tool application. Through the training, participants systematically mastered core methodologies such as strategic diagnostics, breakdown of critical initiatives, and organisational performance design. This further clarified the execution pathway from strategic planning to implementation, enabling regions and stores to translate strategic objectives into concrete action plans, thereby providing robust support for the effective execution of the Group's overall strategy.

二零二五年七月，本集團面向區總、店總及總部高級管理人員開展為期兩天的《善陣—上承戰略下接績效》專項培訓。本次培訓聚焦戰略規劃後的分解落地，旨在幫助高級管理人員搭建戰略系統框架，明確核心戰場與必贏戰役，掌握平衡計分卡戰略地圖設計方法，築牢績效落地保障。

本次培訓採用線下課堂授課模式，並將參訓人員按區域劃分為5個小組，以區域及門店戰略落地為核心議題開展研討演練，實現理論講授與工具实操的深度結合。通過培訓，參訓人員系統掌握了戰略診斷、必贏戰役拆解、組織績效設計等核心方法，進一步打通了戰略從規劃到落地的執行路徑，為各區域、門店將戰略目標轉化為具體行動方案，為本集團整體戰略落地見效提供了有力支撐。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Case 案例：

Diverse training activities in 2025 二零二五年多元培訓活動

Compliance training for regional and store-level general managers

From April 21 to 22, 2025, we conducted a special compliance training for regional general managers and store general managers, which was conducted through offline classroom instruction. The training courses cover compliance requirements and case studies across various functional lines such as corporate culture and business ethics, audit, and legal affairs. Courses were delivered by the heads of respective functional lines. Designed with the integrated approach of "learning, exercising, and applying", the training was supplemented with course assignments and store self-inspection. It helped managers master compliance standards and problem solutions, thereby enhancing the compliance and effectiveness of their management practices.

區總及門店總經理合規專項培訓

二零二五年四月二十一至二十二日，我們開展區總及門店總經理合規專項培訓，採用線下課堂形式，課程內容涵蓋企業文化與商業倫理、審計、法務等各職能條線的合規要求及案例，由各條線負責人擔任講師授課。培訓通過「學、練、用」結合的設計，搭配課程作業與門店自查環節，幫助管理人員掌握合規紅線與問題處理方法，提升管理工作的合規性與有效性。



Series of training on cosmetics operation

Courses such as "Analysis of Market Trends in Cosmetics" and "Member Operations" were offered through a blended online and offline model. The training was attended by relevant cosmetics personnel and membership managers from all stores, with multiple stores arranging for additional employees to audit the sessions.

化妝品運營系列專項培訓

開設化妝品市場發展趨勢分析、會員運營等課程，採用線上線下混合模式，覆蓋各門店化妝品相關負責人、會員管理人員，並有多家門店安排計劃外人員旁聽學習。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Training on improvement of employee relationship skills

Leveraging external law firm resources, this programme delivers online and offline training to Human Resources Department heads and store management teams, aimed at elevating their professional capabilities and compliance awareness in employee relationship management.

員工關係技能提升培訓

引入外部律所資源，面向人事部負責人及門店管理層開展線上線下培訓，助力提升員工關係管理專業能力與合規意識。

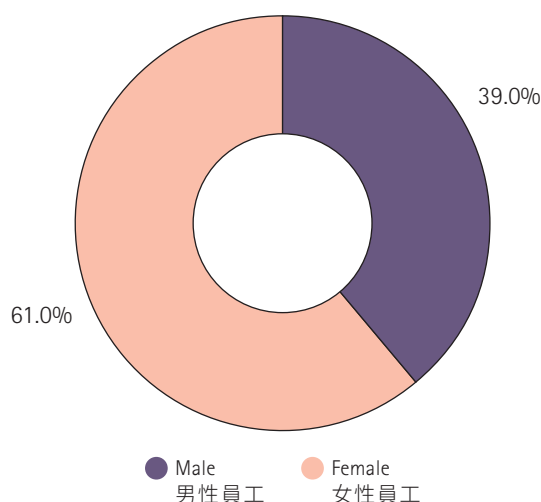
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

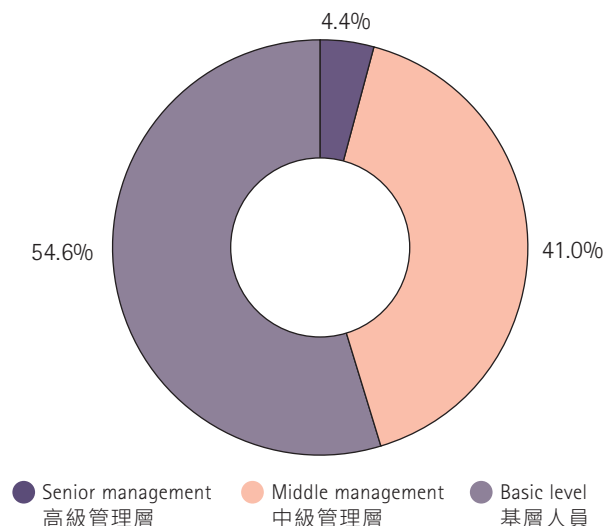
In 2025, the proportion of the Group's employees trained was 74.2%, and the total training hours for the year were 20,918 hours.

二零二五年，本集團員工的受訓比例為74.2%，全年總計培訓時數為20,918小時。

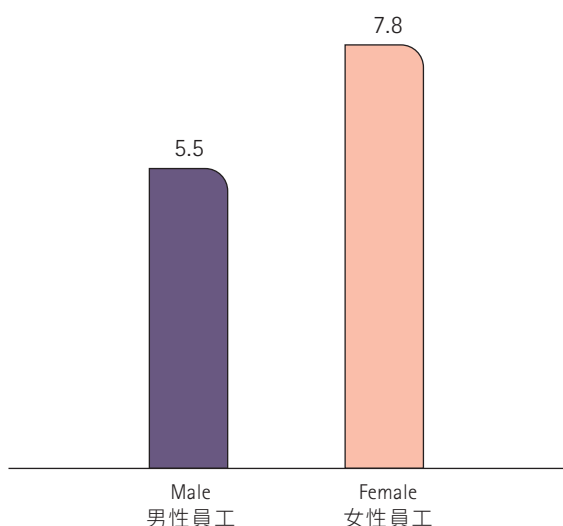
Percentage of employees trained by gender
按性別劃分組別的受訓員工比例



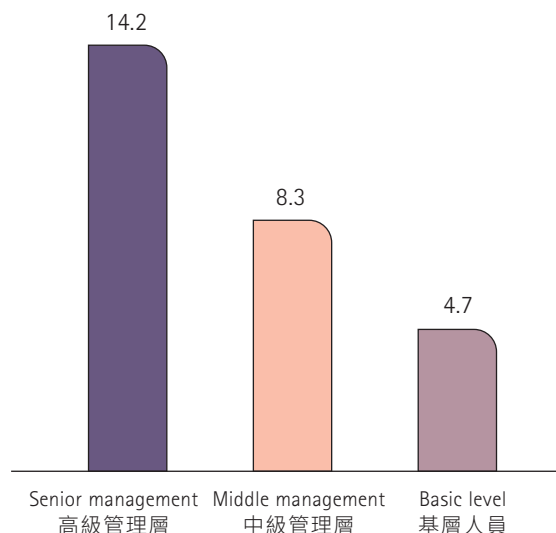
Percentage of employees trained by employee category
按僱傭類型劃分組別的受訓員工比例



Average training hours completed per employee by gender (hours/person)
按性別劃分組別每名員工平均受訓時數 (小時/人)



Average training hours completed per employee by employee category (hours/person)
按僱傭類型劃分組別每名員工平均受訓時數 (小時/人)



Moreover, the Group encourages employees to acquire external professional qualifications or receive continuing education, and supports them to persistently enhance their personal capabilities by organising them to participate in training and examinations to obtain certificates, reimbursing them for exam expenses and setting up rewards.

同時，本集團鼓勵員工考取外部專業資格證書或接受繼續教育，通過組織員工參加培訓考試獲得證書、報銷考試費用、設置獎勵等形式，助力員工持續提升個人能力。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Safeguarding Employee Health

The Group strictly adheres to laws and regulations such as the *Fire Protection Law of the People's Republic of China* and the *Law of the People's Republic of China on Prevention and Control of Occupational Diseases*, and has established and implemented the following management policies related to work safety, aiming for an annual "zero-incident" target. The Group continuously improves its safety management framework and mechanisms, occupational hazard prevention and control measures, and safety awareness training to safeguard the health and safety of its employees.

- 1) *Work Safety Training Policy*
- 2) *Production Safety Inspection Policy*
- 3) *Safety Management Policy of Place of Business, Equipment, and Facilities*
- 4) *Personal Protective Equipment Provision and Management Policy*
- 5) *Accident Reporting and Handling Policy*
- 6) *Parkson Group Engineering and Property Management Policy*
- 7) *20 Mandatory Provisions for Fire Safety*

Based on the aforementioned institutional policies, the Group has established a systematic and standardised safety management framework. We explicitly require all stores to adhere to the principles of "proactive prevention, clear accountability, and organisation-wide engagement", take general manager as the primary responsible person, and strictly enforce mechanisms such as pre-job safety training for new employees, certification requirements for special operations personnel, monthly joint safety inspections, and special inspections during major holidays, thereby fortifying our safety defence.

守護員工健康

本集團嚴格遵守《中華人民共和國消防法》、《中華人民共和國職業病防治法》等法律法規，並已制定與實施以下安全生產相關管理制度，以「零事故」的年度目標，持續完善安全管理框架與機制、職業危害防控以及安全意識培訓，守護員工健康與安全。

- 1) 《安全生產培訓制度》
- 2) 《產品安全檢查制度》
- 3) 《營業場所、設備和設施的安全管理制度》
- 4) 《勞動防護用品配備和管理制度》
- 5) 《安全生產事故報告和處理制度》
- 6) 《百盛集團工程物業管理制度》
- 7) 《消防安全強制規定20條》

依託上述制度文件，本集團已建立系統化、標準化的安全管理框架，明確要求各門店以「預防為主、責任到人、全員覆蓋」為原則，落實總經理第一責任人制度，並嚴格執行新員工崗前安全培訓、特種作業人員持證上崗、月度聯合安全檢查及重大節假日專項排查等機制，築牢安全防線。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The Group has stipulated that the general manager of each store is the first person responsible for fire safety, and stores are required to set up professional fire safety management teams and voluntary fire brigades to ensure fire safety. We also conduct monthly store-wide safety inspections, and commission a professional third party to carry out testing of the Group's fire safety system to ensure that the safety measures for water, electricity and gas are in place, the fire alarm system is functioning properly, and the fire exits are unobstructed, thus consolidating the foundation for fire protection. In addition, the Group explicitly requires each store to establish the *Fire Safety Key Point Record*, which must be updated on a quarterly basis and submitted for review, so as to prevent and mitigate fire safety risks at source. In 2025, we conducted fire safety inspections and re-inspections, focusing on stores that had shown concentrated issues, delayed rectification, or higher risk levels in the 2024 inspections. We re-inspected 4 stores in total to verify that all findings had been rectified accordingly.

Employees engaged in hazardous duties and operators of special key areas are required to obtain relevant certificates before work, including the operation license for ascent operation, high voltage electrician certificate, and fire safety certificate. Meanwhile, stores are equipped with labour protective equipment, such as safety ropes, electrician's shoes, gloves, etc., to provide employees with adequate occupational safety protection. Furthermore, the Group provides commercial accident insurance, employer's liability insurance, and other relevant coverage for employees engaged in store engineering and property management functions. This covers engineering managers as well as technical operators such as electricians, plumbers, and HVAC technicians, thereby offering comprehensive protection for employees' occupational safety.

在消防安全方面，本集團規定各門店總經理擔任消防第一責任人，要求門店組建專業的消防安全管理組織和義務消防隊，以保障消防安全。我們亦每月開展全店安全檢查並委託專業第三方對本集團的消防系統進行檢測，保證用水、用電、燃氣安全，消防預警系統正常且消防通道暢通，夯實消防安全基礎。同時，本集團明確要求各門店建立《消防重點部位台賬》，按季度完成更新並上報覆核，從源頭防範化解消防安全風險。二零二五年，我們開展消防巡查複查工作，重點覆蓋二零二四年檢查中問題集中、整改滯後或風險等級偏高的門店，累計完成4家門店的複查工作，督促重點門店完成整改。

對於從事危險性崗位的員工與特殊重點部位的操作人員，我們要求其必須持證上崗，包括登高作業操作證、高壓電工作業證、消防證等。同時，門店配備勞動防護用品，如安全繩、電工鞋、手套等，為員工提供充分的職業安全防護保障。此外，本集團積極為門店工程物業職能相關員工投保商業意外傷害保險或僱主責任險等險種，覆蓋範圍包括工程管理人員及電工、水暖工、空調技工等技術操作人員，全方位為員工職業安全提供保障。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Adhering to the philosophy of "safety first, prevention foremost," the Group adopts a combined approach of centralised oversight at the Group level and implementation at the store level. We deliver a variety of training courses and drills to comprehensively heighten employees' safety awareness. At the Group level, in 2025, we conducted specialised training on engineering and property management, which covered 33 stores and helped build a sound foundation for safety management. At the store level, 36 out of the Group's 40 stores completed safety training as scheduled, while the remaining 4 stores uniformly participated in safety training organised by the property owners. The content was tailored to address actual safety needs, and included induction safety training for new employees, fire safety training for all staff along with evacuation drills and practical fire-fighting exercises, emergency drills for special equipment (such as elevators and electrical substations), specialised training for personnel engaged in special operations including electricians, those working at heights, and elevator operators, training on emergency response to theft and explosion incidents, as well as confined space drills and flood prevention drills. In addition, every new employee is required to complete three levels of safety training at company level, department level and crew level, by which they systematically learn the Group's safety production-related policies, basic firefighting knowledge, the working environment and risk factors, the use and maintenance of safety equipment and facilities, safety and occupational hygiene matters related to the position, etc. For newly-added equipment and facilities, we will organise targeted skills training and assessment. We also encourage employees to obtain fire management qualification certificates and bear the corresponding examination fees. Additionally, we encourage employees to proactively report any potential accidents and other unsafe factors to ensure that risks are addressed in a timely manner. In doing so, we aim to enhance their speed and ability to handle safety emergencies.

本集團秉持「安全至上，防患未然」的理念，採取集團統籌與門店落實相結合的方式，開展多樣化培訓課程與演練活動，全面強化員工安全意識。集團層面，二零二五年開展了專項工程物業管理培訓，覆蓋本集團33家門店，夯實安全管理基礎。門店層面，本集團40家門店中36家已按計劃完成安全培訓，其餘4家門店統一參與業主方組織的安全培訓，培訓內容聚焦實際安全需求，包括新員工入職安全專項培訓、全員安全消防培訓及疏散演練與實操滅火訓練、特種設備（電梯、變電所）應急演練及電工、登高、電梯等特種作業人員專項培訓、防盜防爆突發事件應急處置培訓、有限空間演練與防汛演練等。此外，每位新入職員工均需完成公司級、部門級及班組級三級安全教育，系統學習集團安全生產制度、基礎消防知識、作業環境及危險因素、安全設備設施操作維護、崗位安全與職業衛生等核心內容；針對新增設備設施，會專項組織針對性技能培訓與考核；鼓勵員工考取消防管理相關資格證書，並承擔相應考試費用。同時，我們倡導員工主動上報事故隱患或其他不安全因素，確保隱患及時處置，全方位提升員工應對突發安全事故的響應速度與處置能力。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

In 2025, the Group recorded a total of 429 lost days due to work injury. Over the past three years, there have been no fatalities resulting from work-related accidents.

二零二五年內，本集團因工損失工作日數為429天，過去三年未發生任何因工亡故事件。



Fire drill at Qingdao Lion Mall
青島金獅廣場消防演練



Elevator emergency response training at
Datong Yunzhong Store
大同雲中店電梯應急處理培訓



Escalator emergency response training at
Mianyang Fulin Parkson
綿陽富臨百盛手扶電梯應急處理培訓



Anti-riot training at Wuzhou Parkson
梧州百盛防暴培訓



Confined space drill at
Qingdao Lion Mall
青島金獅廣場有限空間演練



Flood prevention drill at Qingdao Lion Mall
青島金獅廣場防汛演練

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

DEEPENING COMMUNITY TIES FOR BROAD SHARED VALUE

The Group has always integrated social responsibility into its development practices and strictly adheres to the *Parkson Group Charity and Public Welfare Activities Management Policy*. In 2025, we continued our environmental and public welfare efforts by rolling out a wide variety of programmes across multiple cities nationwide, including green and environmental protection campaigns, knowledge-based public welfare projects, community elderly care support, and rural revitalisation activities. By engaging consumers in our sustainability efforts, we created shared value for communities and the environment.

深耕社區，善澤四方

本集團始終將社會責任融入發展實踐，恪守《百盛集團慈善與公益活動管理制度》，二零二五年持續深化環保公益實踐，於全國多個城市推進綠色環保、知識公益、社區助老與鄉村振興等多元活動，攜手消費者踐行可持續發展理念，為社區與環境創造共享價值。

Case 案例：

Kunming Parkson's "Light Living Environmental Season" 昆明百盛「輕生活環保季」活動

In April 2025, Kunming Parkson held its 11th Light Living Environmental Season, encouraging resource recycling through activities such as empty bottles in exchange for eco-friendly coupon packs and potted plants, as well as the distribution of custom seed mystery boxes. In the meantime, we organised an eco-market that featured interactive activities such as tent-building competitions and upcycling DIY workshops to promote outdoor environmental awareness. In doing so, we aimed to encourage consumers to embrace a greener lifestyle.

昆明百盛於二零二五年四月舉辦第十一屆輕生活環保季，通過空瓶回收兌換環保聯合券包、綠植盆栽、發放定制種子盲盒等活動，鼓勵資源循環利用。同期，我們舉辦環保集市，設置搭帳篷比賽、舊物DIY等互動環節，普及戶外環保理念，攜手消費者共同踐行綠色生活。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Case 案例：

Parkson's public welfare initiative – Used Books for Fresh Vegetables 百盛舊書換「新蔬」公益行動

In 2025, Mianyang area launched a series of "Used Books for Fresh Vegetables" activities. Consumers could exchange age-appropriate children's books for organic vegetables, and the collected books were disinfected before being donated to the Nagqu City Library in Xizang and children in mountainous areas. Through this exchange-based model, idle books were given a new purpose, creating a bridge between community reading promotion and charitable education support. The initiative facilitated knowledge sharing and resource recycling, achieving mutual empowerment of environmental protection and public welfare.

二零二五年，綿陽區域開展「以書換蔬」系列活動。消費者憑適齡兒童圖書可兌換有機蔬菜，回收書籍經消毒後統一捐贈至西藏那曲市圖書館及山區兒童。該活動以交換形式讓閒置書籍煥發新價值，在社區閱讀推廣與公益助學之間搭建橋樑，推動知識共享與資源循環，實現環保與公益的雙向賦能。

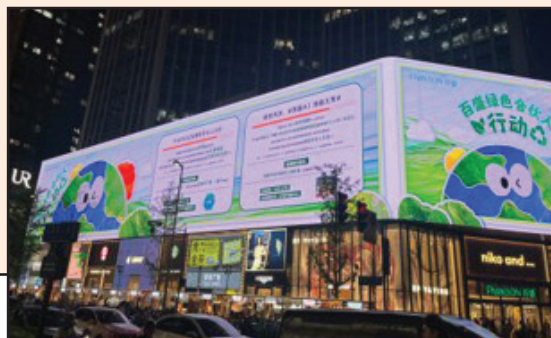


Case 案例：

Parkson's Earth Day – "Green Partner" initiative 百盛地球日「綠色合夥人」行動

In April 2025, Parkson launched the "Green Partner" initiative to advocate for green and low-carbon lifestyles. It guided consumers to engage in green practices through designated eco-friendly tasks—such as bringing their own reusable shopping bags, participating in the "Clear Your Plate" campaign, using personal cups for coffee purchases, and cycling to the shopping mall. Participants could redeem coupon rewards on completing these tasks, which attracted the public to become green partners and lead a sustainable lifestyle.

二零二五年四月，百盛推出「綠色合夥人」行動，倡導綠色低碳生活理念，通過自帶環保購物袋、踐行光盤行動、咖啡自帶杯、騎行至商場等環保指定任務，引導消費者參與綠色實踐；消費者完成任務可兌換券禮，以此吸引公眾成為綠色合夥人，攜手踐行可持續生活方式。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Case 案例：

Zhangjiakou Parkson's used book donation campaign – "Books for Hope, Labour with Love" 張家口百盛「書送希望•勞動愛心」舊書捐贈活動

In June 2025, Zhangjiakou Parkson, together with the Zhangjiakou Charity Volunteers Federation, organised a used-book donation campaign with the theme of "Books for Hope, Labour with Love". The campaign called on customers to donate idle books on-site in exchange for clothing vouchers, driving public participation in the recycling and reuse of used books. The Zhangjiakou Charity Volunteers Federation incorporated the received books into its public welfare book distribution system, primarily to enrich the collections of rural school libraries and community reading rooms. The campaign promoted the reuse of idle resources, and strengthened the emotional connection between the Group and the community.

張家口百盛於二零二五年六月聯合張家口慈善義工聯合會，開展「書送希望•勞動愛心」舊書捐贈公益活動。活動號召顧客將家中閒置舊書帶至現場捐贈，通過捐贈舊書兌換服裝券，帶動公眾參與閒置書籍循環利用。捐贈書籍由張家口慈善義工聯合會接收，納入其公益圖書調配體系，主要用於充實鄉村學校圖書館及社區閱覽室資源，推動閒置資源二次利用，強化企業與社區的情感連接。



Case 案例：

Nanning Parkson's charity event 南寧百盛慈善活動

In 2025, Nanning Parkson held a spring-themed charity event at the Yun Duo Duo Music Camp of Guangxi Tourism Development Group, with charity auction as the core activity to fulfil its social responsibilities. The auction was carried out in collaboration with partner brands, and, along with a charity sale, raised RMB82,326.66 in total. Of this amount, RMB70,000 was allocated to fund the rural road hardening projects in Longlin Various Nationalities Autonomous County, optimising local residents' mobility conditions and the circulation of goods. While doing so, we brought together multiple stakeholders to support rural revitalisation.

南寧百盛於二零二五年在廣旅雲朵朵音樂營地舉辦春季主題慈善活動，以慈善拍賣為核心踐行社會責任。本次活動聯合合作品牌開展拍賣，拍賣會與愛心義賣共籌得善款人民幣82,326.66元，其中人民幣70,000元定向用於隆林各族自治縣鄉村道路硬化工程，有效改善村民出行及物資流通條件，凝聚多方力量助力鄉村振興。



DIRECTORS' REPORT

董事會報告書

The Board (the "Board") of directors (the "Directors") of Parkson Retail Group Limited (the "Company" and together with its subsidiaries, the "Group") presents this report to the shareholders of the Company (the "Shareholders") together with the audited consolidated financial statements of the Group for the year ended 31 December 2025.

PRINCIPAL ACTIVITIES

The Company, incorporated with limited liability in the Cayman Islands on 3 August 2005, acts as an investment company. During the year ended 31 December 2025, the principal activities of the Group are the operation and management of a network of department stores, shopping malls, outlets and supermarkets mainly in the People's Republic of China (the "PRC"), and the provision of credit services in Malaysia. The activities of its principal subsidiaries are set out in note 1 to the consolidated financial statements.

BUSINESS REVIEW

A review of the business of the Group during the year ended 31 December 2025, which includes an analysis of the Group's performance using financial key performance indicators are set out in the section headed "Management Discussion and Analysis" on pages 9 to 14 of this report. The financial risk management and fair value measurements of the Group are set out in note 35 to the consolidated financial statements. The principal risks and uncertainties that the Group may face, particulars of important events affecting the Company that have occurred since the end of the financial year, and an indication of likely future development in the Company's business are set out in the section headed "Chairman's Statement" on pages 4 to 7 of this report. A discussion on the Group's environmental policies and relationships with its key stakeholders and investors are set out in the section headed "Environmental, Social and Governance Report" on pages 40 to 102 of this report. An analysis of the Group's performance indicators are set out in the section headed "Financial Highlights" on page 8 of this report. The compliance with relevant laws and regulations which have significant impact on the Group is set out in this Directors' report. The reviews form part of this statement.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2025 are set out in the consolidated statement of profit or loss on page 134 of this report.

FIXED ASSETS

Changes on the Group's fixed assets are disclosed on note 11 of the consolidated financial statements.

百盛商業集團有限公司（「本公司」，連同其附屬公司統稱「本集團」）董事（「董事」）會（「董事會」）向本公司股東（「股東」）呈列本報告連同截至二零二五年十二月三十一日止年度之經審核綜合財務報表。

主要業務

本公司於二零零五年八月三日在開曼群島註冊成立為投資控股有限公司。於截至二零二五年十二月三十一日止年度，本集團的主要業務為在中華人民共和國（「中國」）經營及管理百貨店、購物中心、奧特萊斯及超市網絡，以及於馬來西亞提供信貸服務。其主要附屬公司的業務載於綜合財務報表附註1。

業務回顧

本集團於截至二零二五年十二月三十一日止年度內業務之回顧（包括使用財務關鍵績效指標對本集團表現進行之分析）載於本報告第9頁至第14頁「管理層討論及分析」一節。本集團之財務風險管理及公允價值計量載於綜合財務報表附註35。本集團可能面對之主要風險及不明朗因素、自財政年度末起所發生影響本公司之重要事件詳情以及本報告業務之可能未來發展之揭示載列於本報告第4頁至第7頁「主席報告」一節。有關本集團之環保政策以及與主要持份者及投資者之關係之討論載於本報告第40頁至第102頁「環境、社會及管治報告」一節。有關本集團表現指標之分析載於本報告第8頁之「財務摘要」一節。有關遵守對本集團有重大影響之相關法律及法規之情況載於本董事會報告書。回顧構成本聲明一部分。

業績及分配

本集團截至二零二五年十二月三十一日止年度的業績載於本報告第134頁的綜合損益表。

固定資產

本集團固定資產的變動於綜合財務報表附註11內披露。



DIRECTORS' REPORT

董事會報告書

DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2025 (2024: nil). The Company declared and paid an interim dividend of RMB0.02 (2024: RMB0.02) in cash per share.

SHARE CAPITAL

Details of movements in the Company's share capital for the year ended 31 December 2025 are set out in note 28 to the consolidated financial statements.

DIRECTORS

The Directors of the Company during the year ended 31 December 2025 and as at the date of this report are as follows:

Executive Directors

Tan Sri Cheng Heng Jem (*Chairman*)

Juliana Cheng San San

Non-executive Director

Dato' Sri Dr. Hou Kok Chung

Independent Non-executive Directors

Dato' Fu Ah Kiow (*Lead independent non-executive director*)

Yau Ming Kim, Robert

Datuk Koong Lin Loong

Details of the profile of each member of the Board are set out in the "Biographies of Directors and Senior Management" section on pages 15 to 20 of this report.

In accordance with Article 130 of the Articles of Association of the Company, Ms. Juliana Cheng San San and Dato'Fu Ah Kiow shall retire and being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming annual general meeting has an unexpired service contract with the Company or any of its subsidiary corporations, which is not determinable by the Group within one year without payment of compensation, other than normal statutory obligations.

股息

董事會不建議就截至二零二五年十二月三十一日止年度派發末期股息（二零二四年：零）。本公司宣派及派發中期股息每股現金人民幣0.02元（二零二四年：人民幣0.02元）。

股本

本公司截至二零二五年十二月三十一日止年度的股本變動詳情載於綜合財務報表附註28。

董事

於截至二零二五年十二月三十一日止年度及本報告日期本公司董事如下：

執行董事

丹斯里鍾廷森 (*主席*)

鍾珊珊

非執行董事

拿督斯里何國忠博士

獨立非執行董事

拿督胡亞橋 (*首席獨立非執行董事*)

丘銘劍

拿督孔令龍

董事會各成員的簡介資料詳情載於本報告第15頁至第20頁「董事及高級管理層履歷」一節。

依據本公司的公司章程細則第130條，鍾珊珊女士及拿督胡亞橋將於本公司即將召開的股東週年大會上輪值退任，並符合資格及願意膺選連任。

董事服務合約

擬於即將召開的股東週年大會上重選的董事概無與本公司或其任何附屬公司訂立本集團於一年內未經支付賠償（一般法定責任除外）而不可終止的尚未屆滿服務合約。



DIRECTORS' REPORT 董事會報告書

MANAGEMENT CONTRACT

During the year ended 31 December 2025, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed.

管理合約

於截至二零二五年十二月三十一日止年度，概無就本公司整體業務或任何重要業務之管理或行政工作簽訂或存有任何合約。

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS THAT HAVE A SIGNIFICANT IMPACT ON THE COMPANY

Throughout the year ended 31 December 2025, to the best of their knowledge, information and belief, the Directors were not aware of any non-compliance by the Company with any relevant laws and regulations that had a significant impact on the Company.

遵守對本公司有重大影響之相關法律及法規

於截至二零二五年十二月三十一日止整個年度內，據其所深知、盡悉及確信，董事概不知悉本公司有任何違反對本公司有重大影響的相關法律及法規。

COMPETING BUSINESS INTERESTS OF DIRECTORS

During the year ended 31 December 2025 and up to the date of this report, none of the Directors were interested in any business apart from the Company's business, which competed or was likely to compete, either directly or indirectly, with the businesses of the Company and its subsidiaries pursuant to Rule 8.10 of the Listing Rules.

董事於競爭業務的權益

於截至二零二五年十二月三十一日止年度及直至本報告日期，根據上市規則第8.10條，除本公司業務外，概無董事於與本公司及其附屬公司業務直接或間接構成競爭或可能構成競爭之任何業務中擁有利益。

PERMITTED INDEMNITY PROVISION

During the year ended 31 December 2025 and as at the date of this report, a permitted indemnity provision as defined in the Companies Ordinance was in force for the benefit of the Directors. The Company has taken out and maintained appropriate insurance cover in respect of potential losses or liabilities which the Directors or officers may sustain or incur in or about the execution of their duties of their office during the year ended 31 December 2025.

獲准許的彌償條文

惠及董事的獲准許的彌償條文（定義見公司條例）於截至二零二五年十二月三十一日止年度及於本報告日期生效。於截至二零二五年十二月三十一日止年度，本公司已選取及投購合適保險，保障董事或高級人員免於在或因彼等任職期間執行職務時可能承受或產生的潛在損失或責任。

EQUITY LINK AGREEMENT

The Company has not entered into any equity-linked agreement for the year ended 31 December 2025.

股權掛鉤協議

於截至二零二五年十二月三十一日止年度，本公司並無訂立任何股權掛鉤協議。

DIRECTORS' REPORT 董事會報告書

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

As at 31 December 2025, the interests and short positions of the Directors and Chief Executive of the Company in the shares, underlying shares and/or debentures (as the case may be) of the Company or any of its associated corporations (within the meaning of the Securities and Futures Ordinance (the "SFO")) which will be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such Director or Chief Executive is taken or deemed to have under such provisions of the SFO) or which were required to be entered in the register required to be kept by the Company under Section 352 of the SFO or which were otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code, were set out below:

- (a) Long positions of Tan Sri Cheng Heng Jem in the share capital of the Company:

Nature of Interest	Name of Registered Owner	Name of Beneficial Owner	Number and Class of Securities (Note 1) 證券數目及類別 (附註1)	Approximate Percentage of Shareholding (Note 2) 股權概約百分比 (附註2)
權益性質	登記持有人名稱	實益擁有人名稱		
Corporate interest 公司權益	PRG Corporation Limited ("PRG Corporation")	PRG Corporation	1,438,300,000 ordinary shares 1,438,300,000 股普通股	54.59%
Corporate interest 公司權益	East Crest International Limited ("East Crest")	East Crest	9,970,000 ordinary shares 9,970,000 股普通股	0.38%

NOTES:

- Tan Sri Cheng Heng Jem, together with his wife, Puan Sri Chan Chau Ha alias Chan Chow Har, through their interests and a series of companies in which they have a substantial interest, are entitled to exercise or control the exercise of more than one-third of the voting power at general meetings of Parkson Holdings Berhad ("PHB"). Since PHB is entitled to exercise or control the exercise of 100% of the voting power at general meeting of PRG Corporation through East Crest, pursuant to the SFO, he is deemed to be interested in both the 1,438,300,000 Shares held by PRG Corporation and the 9,970,000 Shares held by East Crest in the Company.
- Based on the issued and paid-up capital of the Company as at 31 December 2025.

董事及最高行政人員於股份及相關股份的權益及淡倉

於二零二五年十二月三十一日，本公司董事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」））的股份、相關股份及／或債權證（視情況而定）中，擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的有關條文任何有關董事或最高行政人員被當作或被視作擁有的權益及淡倉）；或須記入本公司根據證券及期貨條例第352條而須存置的登記冊的權益及淡倉；或根據標準守則須另行通知本公司及聯交所的權益及淡倉如下：

- (a) 丹斯里鍾廷森於本公司股本中的好倉：

附註:

- 丹斯里鍾廷森連同其妻子潘斯里陳秋霞憑藉彼等的權益及彼等擁有重大權益的一系列公司，有權於Parkson Holdings Berhad（「PHB」）股東大會上行使三分之一以上投票權或控制上述投票權的行使。由於PHB有權透過East Crest於PRG Corporation股東大會上行使100%投票權或控制上述投票權的行使，因此，根據證券及期貨條例，彼被視為於PRG Corporation所持本公司1,438,300,000股股份及East Crest所持本公司9,970,000股股份中擁有權益。
- 以本公司於二零二五年十二月三十一日的已發行及繳足股本為基準。

DIRECTORS' REPORT

董事會報告書

- (b) Long positions of Tan Sri Cheng Heng Jem in the share capital of the Company's associated corporations (as defined in the SFO):
- (b) 丹斯里鍾廷森於本公司相聯法團(定義見證券及期貨條例)股本中的好倉：

Name of Associated Corporation	Nature of Interest	Name of Registered Owner	Name of Beneficial Owner	Number and Class of Securities 證券數目及類別	Approximate Percentage of Shareholding 股權概約百分比
相聯法團名稱	權益性質	登記擁有人名稱	實益擁有人名稱		
PHB	Beneficial interest and corporate interest 實益權益及公司權益	Tan Sri Cheng Heng Jem together with his spouse, Puan Sri Chan Chau Ha alias Chan Chow Har directly, and through a series of controlled corporations 丹斯里鍾廷森連同其配偶潘斯里陳秋霞直接，及透過一系列受控法團	Tan Sri Cheng Heng Jem together with his spouse, Puan Sri Chan Chau Ha alias Chan Chow Har directly, and through a series of controlled corporations 丹斯里鍾廷森連同其配偶潘斯里陳秋霞直接，及透過一系列受控法團	626,917,128 ordinary shares 626,917,128 股普通股	54.56%
East Crest	Corporate interest 公司權益	PHB	PHB	1,600,000,000 ordinary shares 1,600,000,000 股普通股	100%
Puncak Pelita Sdn. Bhd.	Corporate interest 公司權益	PHB	PHB	2 ordinary shares 2股普通股	100%
Parkson Properties Holdings Co., Ltd.	Corporate interest 公司權益	PHB	PHB	2 ordinary shares 2股普通股	100%
Parkson Vietnam Investment Holdings Co., Ltd.	Corporate interest 公司權益	PHB	PHB	2 ordinary shares 2股普通股	100%
Prime Yield Holdings Limited	Corporate interest 公司權益	PHB	PHB	1 ordinary share 1股普通股	100%
Corporate Code Sdn. Bhd.	Corporate interest 公司權益	PHB	PHB	2 ordinary shares 2股普通股	100%
PRG Corporation	Corporate interest 公司權益	East Crest	East Crest	1 ordinary share 1股普通股	100%
Smart Spectrum Limited	Corporate interest 公司權益	East Crest	East Crest	1 ordinary share 1股普通股	100%

DIRECTORS' REPORT

董事會報告書

Name of Associated Corporation 相聯法團名稱	Nature of Interest 權益性質	Name of Registered Owner 登記擁有人名稱	Name of Beneficial Owner 實益擁有人名稱	Number and Class of Securities 證券數目及類別	Approximate Percentage of Shareholding 股權概約百分比
Serbadagang Holdings Sdn. Bhd.	Corporate interest 公司權益	East Crest	East Crest	2 ordinary shares 2股普通股	100%
Parkson Services Pte. Ltd.	Corporate interest 公司權益	East Crest	East Crest	100 ordinary shares 100股普通股	100%
Parkson Retail Asia Limited	Beneficial interest and corporate interest 實益權益及公司權益	Tan Sri Cheng Heng Jem and through East Crest 丹斯里鍾廷森及透過East Crest	Tan Sri Cheng Heng Jem and through East Crest 丹斯里鍾廷森及透過East Crest	458,433,300 ordinary shares 458,433,300 股普通股	68.03%
Parkson Properties Hanoi Co., Ltd.	Corporate interest 公司權益	Parkson Properties Holdings Co., Ltd.	Parkson Properties Holdings Co., Ltd.	1 ordinary share 1股普通股	100%
Parkson TSN Holdings Co., Ltd.	Corporate interest 公司權益	Parkson Vietnam Investment Holdings Co., Ltd.	Parkson Vietnam Investment Holdings Co., Ltd.	2 ordinary shares 2股普通股	100%
Dyna Puncak Sdn. Bhd.	Corporate interest 公司權益	Prime Yield Holdings Limited	Prime Yield Holdings Limited	2 ordinary shares 2股普通股	100%
Gema Binari Sdn. Bhd.	Corporate interest 公司權益	Prime Yield Holdings Limited	Prime Yield Holdings Limited	2 ordinary shares 2股普通股	100%
Prestasi Serimas Sdn. Bhd.	Corporate interest 公司權益	Prime Yield Holdings Limited	Prime Yield Holdings Limited	2,000,000 ordinary shares 2,000,000 股普通股	100%

DIRECTORS' REPORT

董事會報告書

Name of Associated Corporation 相聯法團名稱	Nature of Interest 權益性質	Name of Registered Owner 登記擁有人名稱	Name of Beneficial Owner 實益擁有人名稱	Number and Class of Securities 證券數目及類別	Approximate Percentage of Shareholding 股權概約百分比
Centro Retail Pte. Ltd.	Corporate interest 公司權益	Parkson Retail Asia Limited	Parkson Retail Asia Limited	2 ordinary shares (SGD) 2股普通股 (新元)	100%
				1 ordinary share (MYR) 1股普通股 (林吉特)	
PT. Tozy Sentosa (Put into bankruptcy on 17 May 2021)	Corporate interest 公司權益	Parkson Retail Asia Limited	Parkson Retail Asia Limited	45,000 Series A common shares 45,000 股A系列普通股	100% (in aggregate) 100% (合計)
PT. Tozy Sentosa (於二零二一年五月十七日宣告破產)		Centro Retail Pte. Ltd.	Centro Retail Pte. Ltd.	5,000 Series A common shares 5,000 股A系列普通股	
		Parkson Retail Asia Limited	Parkson Retail Asia Limited	30,355,850 Series B preference shares 30,355,850 股B系列優先股	100%
Parkson Corporation Sdn. Bhd.	Corporate interest 公司權益	Parkson Retail Asia Limited	Parkson Retail Asia Limited	82,000,002 ordinary shares 82,000,002 股普通股	100%
Parkson Myanmar Co., Pte. Ltd.	Corporate interest 公司權益	Parkson Retail Asia Limited	Parkson Retail Asia Limited	1 ordinary share (SGD) 1股普通股 (新元)	100%
				1 ordinary share (MYR) 1股普通股 (林吉特)	

DIRECTORS' REPORT

董事會報告書

Name of Associated Corporation 相聯法團名稱	Nature of Interest 權益性質	Name of Registered Owner 登記擁有人名稱	Name of Beneficial Owner 實益擁有人名稱	Number and Class of Securities 證券數目及類別	Approximate Percentage of Shareholding 股權概約百分比
Parkson Yangon Company Limited	Corporate interest 公司權益	Parkson Retail Asia Limited	Parkson Retail Asia Limited	1,900,000 ordinary shares	100%
				1,900,000 股普通股	100%
		Parkson Myanmar Co., Pte. Ltd.	Parkson Myanmar Co., Pte. Ltd.	100,000 ordinary shares	(in aggregate)
				100,000 股普通股	100%
Parkson HBT Properties Co., Ltd.	Corporate interest 公司權益	Parkson TSN Holdings Co., Ltd.	Parkson TSN Holdings Co., Ltd.	2,100,000 capital (USD) 股本2,100,000 (美元)	100%
Idaman Erajuta Sdn. Bhd.	Corporate interest 公司權益	Dyna Puncak Sdn. Bhd.	Dyna Puncak Sdn. Bhd.	2 ordinary shares 2股普通股	100%
Magna Rimbun Sdn. Bhd.	Corporate interest 公司權益	Dyna Puncak Sdn. Bhd.	Dyna Puncak Sdn. Bhd.	2 ordinary shares 2股普通股	100%
True Excel Investments Limited	Corporate interest 公司權益	Dyna Puncak Sdn. Bhd.	Dyna Puncak Sdn. Bhd.	1 ordinary share 1股普通股	100%
Parkson Branding Sdn. Bhd.	Corporate interest 公司權益	Gema Binari Sdn. Bhd.	Gema Binari Sdn. Bhd.	7,000,000 ordinary shares	100%
				7,000,000 股普通股	
Parkson SGN Co., Ltd.	Corporate interest 公司權益	Parkson Corporation Sdn. Bhd.	Parkson Corporation Sdn. Bhd.	4,500,000 capital (USD) 股本4,500,000 (美元)	100%
Parkson Cambodia Holdings Co., Ltd.	Corporate interest 公司權益	Parkson Corporation Sdn. Bhd.	Parkson Corporation Sdn. Bhd.	1 ordinary share 1股普通股	100%

DIRECTORS' REPORT

董事會報告書

Name of Associated Corporation 相聯法團名稱	Nature of Interest 權益性質	Name of Registered Owner 登記擁有人名稱	Name of Beneficial Owner 實益擁有人名稱	Number and Class of Securities 證券數目及類別	Approximate Percentage of Shareholding 股權概約百分比
Parkson Edutainment World Sdn. Bhd.	Corporate interest 公司權益	Parkson Corporation Sdn. Bhd.	Parkson Corporation Sdn. Bhd.	1,000,000 ordinary shares 1,000,000 股普通股	100%
Parkson Lifestyle Sdn. Bhd.	Corporate interest 公司權益	Parkson Corporation Sdn. Bhd.	Parkson Corporation Sdn. Bhd.	61,000,000 ordinary shares 61,000,000 股普通股	100%
Parkson Haiphong Co., Ltd.	Corporate interest 公司權益	Parkson Corporation Sdn. Bhd.	Parkson Corporation Sdn. Bhd.	30,000,920 capital (USD) 股本30,000,920 (美元)	100%
Parkson Unlimited Beauty Sdn. Bhd.	Corporate interest 公司權益	Parkson Corporation Sdn. Bhd.	Parkson Corporation Sdn. Bhd.	37,873,500 ordinary shares 37,873,500 股普通股	100%
Parkson Private Label Sdn. Bhd.	Corporate interest 公司權益	Parkson Corporation Sdn. Bhd.	Parkson Corporation Sdn. Bhd.	15,000,000 ordinary shares 15,000,000 股普通股	100%
Parkson Trading (Vietnam) Company Limited	Corporate interest 公司權益	Parkson Corporation Sdn. Bhd.	Parkson Corporation Sdn. Bhd.	300,000 capital (USD) 股本300,000 (美元)	100%
Solid Gatelink Sdn. Bhd.	Corporate interest 公司權益	Parkson Corporation Sdn. Bhd.	Parkson Corporation Sdn. Bhd.	33,400,000 ordinary shares 33,400,000 股普通股	100%
Parkson Vietnam Co., Ltd.	Corporate interest 公司權益	Parkson Corporation Sdn. Bhd.	Parkson Corporation Sdn. Bhd.	10,340,000 capital (USD) 股本10,340,000 (美元)	100%

DIRECTORS' REPORT

董事會報告書

Name of Associated Corporation 相聯法團名稱	Nature of Interest 權益性質	Name of Registered Owner 登記擁有人名稱	Name of Beneficial Owner 實益擁有人名稱	Number and Class of Securities 證券數目及類別	Approximate Percentage of Shareholding 股權概約百分比
Parkson Myanmar Investment Company Pte. Ltd.	Corporate interest 公司權益	Parkson Myanmar Co., Pte. Ltd.	Parkson Myanmar Co., Pte. Ltd.	2,100,000 ordinary shares 2,100,000 股普通股	70%
Festival City Sdn. Bhd.	Corporate interest 公司權益	Idaman Erajuta Sdn. Bhd.	Idaman Erajuta Sdn. Bhd.	500,000 ordinary shares 500,000 股普通股	100%
Megan Mastika Sdn. Bhd.	Corporate interest 公司權益	Magna Rimbun Sdn. Bhd.	Magna Rimbun Sdn. Bhd.	300,000 ordinary shares 300,000 股普通股	100%
True Excel Investments (Cambodia) Co., Ltd.	Corporate interest 公司權益	True Excel Investments Limited	True Excel Investments Limited	1,000 ordinary shares 1,000 股普通股	100%
Parkson (Cambodia) Co., Ltd.	Corporate interest 公司權益	Parkson Cambodia Holdings Co., Ltd.	Parkson Cambodia Holdings Co., Ltd.	1,000 ordinary shares 1,000 股普通股	100%
Parkson Vietnam Management Services Co., Ltd.	Corporate interest 公司權益	Parkson Vietnam Co., Ltd.	Parkson Vietnam Co., Ltd.	100,000 capital (USD) 股本100,000 (美元)	100%
Dimensi Andaman Sdn. Bhd.	Corporate interest 公司權益	Megan Mastika Sdn. Bhd.	Megan Mastika Sdn. Bhd.	54,019,999 ordinary shares 54,019,999 股普通股	100%

NOTE:

Based on the relevant information of the respective companies as at 31 December 2025.

附註：

以於二零二五年十二月三十一日的各公司相關資料為基準。

DIRECTORS' REPORT 董事會報告書

(c) Short positions of Tan Sri Cheng Heng Jem in the share capital of the Company's associated corporations (as defined in the SFO):

(c) 丹斯里鍾廷森於本公司相聯法團(定義見證券及期貨條例)股本中的淡倉：

Name of Associated Corporation	Nature of Interest	Name of Registered Owner	Name of Beneficial Owner	Number and Class of Securities	Approximate Percentage of Shareholding (Note) 股權概約百分比(附註)
相聯法團名稱	權益性質	登記擁有人名稱	實益擁有人名稱	證券數目及類別	
PHB	Corporate interest 公司權益	Tan Sri Cheng Heng Jem together with his spouse, Puan Sri Chan Chau Ha alias Chan Chow Har directly, and through a series of controlled corporations 丹斯里鍾廷森連同其配偶潘斯里陳秋霞直接，及透過一系列受控法團	Tan Sri Cheng Heng Jem together with his spouse, Puan Sri Chan Chau Ha alias Chan Chow Har directly, and through a series of controlled corporations 丹斯里鍾廷森連同其配偶潘斯里陳秋霞直接，及透過一系列受控法團	40,000,142 ordinary shares 40,000,142 股普通股	3.48%

NOTE:

Based on the total number of issued shares of PHB as at 31 December 2025.

附註：

以PHB於二零二五年十二月三十一日的已發行股份總數為基準。



DIRECTORS' REPORT

董事會報告書

Save as disclosed above, as at 31 December 2025, none of the Directors or Chief Executive of the Company had any interests or short positions in the shares, underlying shares and/or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Save from the above disclosure, at no time during the year ended 31 December 2025 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any of the Directors or their respective spouses or minor children, or were any such rights exercised by them; nor was the Company, its holding company, or any of its subsidiary corporations or fellow subsidiary corporations a party to any arrangement to enable the Directors or their respective spouses or minor children to acquire such rights in any other body corporate.

除上文所披露者外，於二零二五年十二月三十一日，本公司董事或最高行政人員概無於本公司及其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及／或債權證中，擁有任何根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例的有關條文彼等被當作或被視作擁有的權益及淡倉），或根據證券及期貨條例第352條須記入該條所指的登記冊內的權益或淡倉，或根據標準守則須另行知會本公司及聯交所的權益或淡倉。

允許董事收購股份及債權證之安排

除上文所披露者外，於截至二零二五年十二月三十一日止年度，本公司概無於任何時間向任何董事或其各自之配偶或未成年子女授出透過購買本公司股份或債權證而獲得利益之權利，彼等亦概無行使任何有關權利；本公司、其控股公司或其任何附屬公司或同系附屬公司亦概無訂立致使董事或其各自之配偶或未成年子女於任何其他公司法團獲得有關權利之任何安排。

DIRECTORS' REPORT 董事會報告書

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

As at 31 December 2025, so far as the Directors are aware, each of the following persons, not being a Director or Chief Executive of the Company, had interests and short positions in the Company's shares which falls to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO:

主要股東於股份及相關股份的權益及淡倉

於二零二五年十二月三十一日，據董事所知，以下各人士（並非本公司董事或最高行政人員）於本公司股份中擁有權益及淡倉並須根據證券及期貨條例第XV部第2及第3分部向本公司及聯交所披露：

Name of Shareholder 股東名稱／姓名	Long/Short Positions 好倉／淡倉	Nature of Interest 權益性質	Number of Shares 股份數目	Percentage of Shareholding (direct or indirect) 持股百分比 (直接或間接)
PHB	Long 好倉	Corporate interest 公司權益	1,448,270,000 (Note 1) (附註1)	54.97%
Puan Sri Chan Chau Ha alias Chan Chow Har 潘斯里陳秋霞	Long 好倉	Interest of spouse 配偶權益	1,448,270,000 (Note 2) (附註2)	54.97%
PRG Corporation	Long 好倉	Beneficial interest 實益權益	1,438,300,000 (Note 1) (附註1)	54.59%
Chan Kin 陳健	Long 好倉	Corporate interest 公司權益	955,975,517 (Note 3) (附註3)	36.28%
Argyle Street Management Holdings Limited	Long 好倉	Corporate interest 公司權益	955,975,517 (Note 3) (附註3)	36.28%
Argyle Street Management Limited	Long 好倉	Investment manager 投資經理	955,975,517 (Note 3) (附註3)	36.28%
ASM Connaught House General Partner II Limited	Long 好倉	Corporate interest 公司權益	940,584,517 (Note 3) (附註3)	35.70%
ASM Connaught House Fund II LP	Long 好倉	Corporate interest 公司權益	940,584,517 (Note 3) (附註3)	35.70%

DIRECTORS' REPORT

董事會報告書

Name of Shareholder 股東名稱／姓名	Long/Short Positions 好倉／淡倉	Nature of Interest 權益性質	Number of Shares 股份數目	Percentage of Shareholding (direct or indirect) 持股百分比 (直接或間接)
Bishan Street Limited ("Bishan")	Long 好倉	Beneficial interest and security interest 實益權益及抵押權益	933,845,517 (Note 3) (附註3)	35.44%
Wang Hung Roger 王恒	Long 好倉	Beneficial interest and trustee 實益權益及受託人	429,935,500 (Note 4) (附註4)	16.32%
Wang Hsu Vivine H 王徐貞賢	Long 好倉	Interest of spouse and beneficiary of a trust 配偶權益及信託受益人	429,935,500 (Note 5) (附註5)	16.32%
GEICO Holdings Limited	Long 好倉	Corporate interest 公司權益	421,646,346 (Note 6) (附註6)	16.00%
Golden Eagle International Retail Group Limited	Long 好倉	Beneficial interest 實益權益	421,646,346 (Note 6) (附註6)	16.00%
Wang Dorothy S L	Long 好倉	Beneficiary of a trust 信託受益人	421,646,346	16.00%
Wang Janice S Y	Long 好倉	Beneficiary of a trust 信託受益人	421,646,346	16.00%
Irelia Management Sdn. Bhd. ("Irelia")	Long 好倉	Beneficial interest 實益權益	131,727,000 (Note 7) (附註7)	5.00%
NTG Holding Ltd	Long 好倉	Corporate interest 公司權益	131,727,000 (Note 7) (附註7)	5.00%
AEI Capital Global SPC on behalf of NTG Strategic Fund SP ("AEI Capital")	Long 好倉	Corporate interest 公司權益	131,727,000 (Note 7) (附註7)	5.00%

DIRECTORS' REPORT 董事會報告書

NOTES:

1. PRG Corporation is a wholly-owned subsidiary of East Crest which is in turn wholly-owned by PHB. By virtue of the SFO, PHB is deemed to be interested in the Shares held by PRG Corporation in the Company.
2. Puan Sri Chan Chau Ha alias Chan Chow Har is the wife of Tan Sri Cheng Heng Jem and is deemed to be interested in 1,448,270,000 Shares which Tan Sri Cheng Heng Jem is deemed to be interested in for the purposes of the SFO.
3. According to disclosure of interest filings available on the Stock Exchange's website, Mr. Chan Kin is deemed to be interested in the Shares held by several corporations which he directly or indirectly controls. Out of these 955,975,517 Shares, 9,645,517 Shares are interests in cash-settled unlisted derivatives.

Bishan and ASM Connaught House Fund LP beneficially owned 9,645,517 and 11,565,500 Shares respectively. Bishan also held 924,200,000 securities interest on the Shares among the 933,845,517 Shares it is interested in.

Bishan was held indirectly by Argyle Street Management Limited as the Investment Manager through ASM Connaught House Fund II LP, ASM Connaught House Fund LP and several other controlled corporations. ASM Connaught House General Partner II Limited and ASM Connaught House General Partner Limited were two wholly controlled corporations of Argyle Street Management Holding Limited. Mr. Chan Kin has 100% control over Argyle Street Management Limited through his 50.43% control over Argyle Street Management Holding Limited. Accordingly, Mr. Chan Kin, Argyle Street Management Holding Limited and Argyle Street Management Limited were deemed to be interested in an aggregate holding of 955,975,517 Shares by virtue of the SFO.

4. The capacities of Wang Hung Roger in holding the 429,935,500 Shares (Long position) were as to 8,289,154 Shares (Long position) as beneficial owner and 421,646,346 Shares (Long position) as trustee.
5. Wang Hsu Vivine H is the wife of Wang Hung Roger and is deemed to be interested in 429,935,500 Shares held by Wang Hung Roger.
6. Golden Eagle International Retail Group Limited is wholly-owned by GEICO Holdings Limited. By virtue of the SFO, GEICO Holdings Limited is deemed to be interested in the Shares held by Golden Eagle International Retail Group Limited in the Company.

附註：

1. PRG Corporation是East Crest的全資附屬公司，而East Crest又由PHB全資擁有。基於證券及期貨條例，PHB被視作於PRG Corporation在本公司持有的股份中擁有權益。
2. 潘斯里陳秋霞為丹斯里鍾廷森的妻子，基於證券及期貨條例，彼被視作擁有丹斯里鍾廷森被視為擁有權益的1,448,270,000股股份的權益。
3. 根據聯交所網站可得的權益披露資料，陳健先生被視為於數家其直接或間接控制的公司所持有的股份中擁有權益。在該等955,975,517股股份中，9,645,517股股份為於非上市現金結算衍生工具中的權益。

Bishan及ASM Connaught House Fund LP分別實益擁有9,645,517股及11,565,500股股份。在其擁有權益的933,845,517股股份中，Bishan亦於924,200,000股股份中擁有抵押權益。

Bishan由Argyle Street Management Limited（作為投資經理）透過ASM Connaught House Fund II LP、ASM Connaught House Fund LP及數家其他受控法團間接持有。ASM Connaught House General Partner II Limited及ASM Connaught House General Partner Limited為Argyle Street Management Holding Limited的兩家完全受控法團。陳健先生透過其擁有50.43%控制權的Argyle Street Management Holding Limited擁有Argyle Street Management Limited 100%的控制權。因此，根據證券及期貨條例，陳健先生、Argyle Street Management Holding Limited及Argyle Street Management Limited被視為於合計955,975,517股股份的持股中擁有權益。

4. 王恒所持有的429,935,500股股份（好倉）中，8,289,154股股份（好倉）以實益擁有人身份持有，而421,646,346股股份（好倉）以受託人身份持有。
5. 王徐貞賢為王恒的妻子，被視作於王恒持有的429,935,500股股份中擁有權益。
6. Golden Eagle International Retail Group Limited由GEICO Holdings Limited全資擁有。基於證券及期貨條例，GEICO Holdings Limited被視作於Golden Eagle International Retail Group Limited所持有的本公司股份中擁有權益。

DIRECTORS' REPORT

董事會報告書

7. Irelia is wholly-owned by NTG Holding Limited. NTG Holding Limited is wholly-owned by AEI Capital. By virtue of the SFO, AEI Capital is deemed to be interest in the Shares held by Irelia in the Company.

7. Irelia由NTG Holding Limited全資擁有。NTG Holding Limited由AEI Capital全資擁有。基於證券及期貨條例，AEI Capital被視作於Irelia所持有的本公司股份中擁有權益。

As at 31 December 2025, as far as the Directors are aware, each of the following persons, not being a Director or Chief Executive of the Company, was directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of a member of the Group other than the Company:

於二零二五年十二月三十一日，據董事所知，以下各位人士（並非本公司董事或最高行政人員）直接或間接持有本集團成員公司（本公司除外）任何類別股本（隨附權利可在任何情況下於股東大會上投票）面值10%或以上權益：

Substantial Shareholder 主要股東	Member of the Group 本集團成員公司	Percentage of Equity Interest Held 持有股權 百分比
Wuxi Supply and Marketing Group Co., Ltd. ("Wuxi Supply and Marketing") ¹ 無錫供銷集團有限公司（「無錫供銷」） ¹	Wuxi Sanyang Parkson Plaza Co., Ltd. ("Wuxi Parkson") 無錫三陽百盛廣場有限公司 （「無錫百盛」）	40%
Guizhou Shenqi Enterprise Co., Ltd. ("Guizhou Shenqi Enterprise") ² 貴州神奇實業有限公司（「貴州神奇實業」） ²	Guizhou Shenqi Parkson Retail Development Co., Ltd. ("Guizhou Parkson") 貴州神奇百盛商業發展有限公司 （「貴州百盛」）	40%
E-Land Fashion Hong Kong Limited ("E-Land Hong Kong") 衣念時裝香港有限公司（「衣念時裝香港」）	Parkson Newcore Retail Shanghai Ltd. ("Parkson Newcore") 百盛紐可爾瑞特商貿（上海）有限公司 （「百盛紐可爾」）	51%
E-Land Hong Kong 衣念時裝香港	Nanchang Parkson Newcore Retail Ltd. ("Nanchang Newcore") ³ 南昌百盛紐客商貿有限公司 （「南昌紐客」） ³	51%
Koh Wee Lit	Habitat Blue Sdn. Bhd.	40.55%
Bernice Cheong Nyuk Siew	Habitat Blue Sdn. Bhd.	16.67%



DIRECTORS' REPORT

董事會報告書

NOTES:

1. Wuxi Supply and Marketing owns 40% of the equity interest of Wuxi Parkson.
2. (i) Guizhou Shenqi Enterprise, owns 40% of the equity interest of Guizhou Parkson.

(ii) Zhang Pei, Zhang Zhi Jun and Zhang Ya, own 30%, 40% and 30% of the equity interest in Guizhou Shenqi Enterprise, respectively, representing a 12%, 16% and 12% indirect equity interest in Guizhou Parkson.
3. Parkson Newcore owns 100% of the equity interest in Nanchang Newcore. E-Land Hong Kong owns 51% of the equity interest in Parkson Newcore, and thus E-Land Hong Kong is indirectly interested in 51% of the equity interest in Nanchang Newcore.

附註：

1. 無錫供銷擁有無錫百盛40%權益。
2. (i) 貴州神奇實業擁有貴州百盛40%權益。

(ii) 張沛、張之君及張姪分別擁有貴州神奇實業的30%、40%及30%股權，佔貴州百盛的12%、16%及12%間接權益。
3. 百盛紐可爾擁有南昌紐客100%股權。衣念時裝香港擁有百盛紐可爾51%股權，故衣念時裝香港間接擁有南昌紐客51%股權。



DIRECTORS' REPORT

董事會報告書

Save as disclosed above and so far as the Directors are aware, as at 31 December 2025, no other person had an interest or short position in the Company's shares or underlying shares (as the case may be), which would fall 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 was otherwise directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

No transactions, arrangements or contracts of significance in relation to the Group's business to which the Company or any its subsidiaries was a party and in which a director of the Company or his/her connected entity had a material interest, whether directly or indirectly, subsisted at the end of the financial year 2025 or at any time during the year ended 31 December 2025.

No contract of significance was entered into between any member of the Group and a controlling shareholder of the Company or any of its subsidiaries corporations or contract of significance for the provision of services to any member of the Group by a controlling shareholder or any of its subsidiaries subsisted as at the end of the financial year 2025 or during the year ended 31 December 2025.

CONNECTED TRANSACTIONS OR CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 December 2025 and up to the date of this report, there was no discloseable non-exempted connected transaction under the Listing Rules.

None of the "Related Party Transactions" as disclosed in Note 32 to the consolidated financial statements for the year ended 31 December 2025 constituted discloseable non-exempted connected transaction or non-exempted continuing connected transaction under the Listing Rules. To the extent of the above "Related Party Transactions" constituted connected transactions or continuing connected transactions as defined in the Listing Rules, the Company had complied with the relevant requirements under Chapter 14A of the Listing Rules during the year ended 31 December 2025.

除上文所披露者外，據董事所知，於二零二五年十二月三十一日，概無其他人士於本公司股份或相關股份（視情況而定）中，擁有任何根據證券及期貨條例第XV部第2及第3分部的條文須知會本公司及聯交所的權益或淡倉，或直接或間接持有本集團任何成員公司任何類別股本（隨附權利可在任何情況下於股東大會上投票）面值10%或以上的權益。

董事於重大交易、安排或合約之權益

於二零二五財政年度末或於截至二零二五年十二月三十一日止年度之任何時間，概無存續由本公司或其任何附屬公司訂立，而本公司董事或其關聯方於當中直接或間接擁有重大權益之有關本集團業務之任何重大交易、安排或合約。

於二零二五財政年度末或截至二零二五年十二月三十一日止年度，概無存續由本集團任何成員公司與本公司或其任何附屬公司控股股東訂立之重大合約或由控股股東或其任何附屬公司向本集團任何成員公司提供服務之重大合約。

關連交易或持續關連交易

截至二零二五年十二月三十一日止年度及直至本報告日期，概無根據上市規則須予披露的非豁免關連交易。

於截至二零二五年十二月三十一日止年度的綜合財務報表附註32所披露的「關聯方交易」概無構成根據上市規則須予披露的非豁免關連交易或非豁免持續關連交易。倘上述「關聯方交易」構成上市規則定義的關連交易或持續關連交易，本公司於截至二零二五年十二月三十一日止年度已遵守上市規則第十四A章的相關要求。

DEED OF NON-COMPETITION

A deed of non-competition was entered into between Lion Diversified Holdings Berhad ("LDHB") and the Company on 10 November 2005 (supplemented and amended on 18 September 2007), under which LDHB has undertaken not to engage, other than through the existing managed stores, in any business of the retail trade in merchandise in department stores, supermarkets, hypermarkets, convenience stores, specialty merchandise stores, supercentres and category killers in the PRC, Hong Kong, Macau and Taiwan. Pursuant to a reorganisation scheme undertaken by LDHB, LDHB had agreed to consolidate most of its retail business (including most of its existing managed stores in the PRC) into PHB. In light thereof, PHB has entered into an identical deed of non-competition with the Company on 18 September 2007 with respect to those managed stores acquired from LDHB. In conjunction therewith, LDHB has granted an indemnity in favour of the Company which will be invoked if PHB fails to fulfill its obligation under the aforesaid deed of non-competition dated 18 September 2007.

The principal businesses of LDHB are manufacturing and selling computer and related products, developing property, investment holding and others. The principal business of PHB is operation of department stores and PHB is a substantial shareholder of the Company and therefore a connected person of the Company. Both PHB and LDHB are members of The Lion Group which is ultimately controlled by Tan Sri Cheng Heng Jem and hence, LDHB is a connected person of the Company. Save for Tan Sri Cheng Heng Jem who has material interest in the aforesaid transaction, none of the directors have a material interest in the aforesaid transaction and need to be abstained from voting in respect thereof. Tan Sri Cheng Heng Jem is deemed interested in the aforesaid transaction and has been abstained from voting in any of the resolutions in relation to the aforesaid transaction.

不競爭契據

Lion Diversified Holdings Berhad (「金獅」) 與本公司於二零零五年十一月十日訂立不競爭契據 (於二零零七年九月十八日經補充及修訂)，據此，金獅已承諾不會 (透過現有管理店除外) 於中國、香港、澳門及台灣從事百貨店、超市、大型綜合超市、便利店、專賣店、超級購物中心及品類殺手的貨品的任何零售貿易業務。根據金獅的重組計劃，金獅同意將其零售業務 (包括位於中國的大部分現有管理店) 併入PHB。因此，PHB與本公司於二零零七年九月十八日就向金獅收購該等管理店訂立相同的不競爭契據。據此，金獅已向本公司作出彌償保證，倘PHB未能履行其於上述日期為二零零七年九月十八日的不競爭契據項下的責任，該項彌償保證將獲兌現。

金獅的主要業務為生產及銷售電腦及相關產品、開發物業、投資控股及其他。PHB的主要業務為經營百貨店。PHB為本公司主要股東，因此為本公司的關連人士。PHB及金獅均為丹斯里鍾廷森最終控制的金獅集團成員公司，因此金獅為本公司的關連人士。除丹斯里鍾廷森 (於上述交易中擁有重大利益) 外，概無董事於上述交易中擁有重大利益，並須就此放棄投票。丹斯里鍾廷森被視為於上述交易中擁有利益，並在有關上述交易的任何決議案中放棄投票。



DIRECTORS' REPORT

董事會報告書

TRADEMARK LICENCE AGREEMENT

A trademark licence agreement (the "Licence Agreement") was entered into between Shanghai Lion Investment (an indirect wholly-owned subsidiary of the Company) and Parkson Services Pte. Ltd. on 1 June 2020, pursuant to which Parkson Services Pte. Ltd. granted to Shanghai Lion Investment an exclusive licence to use certain trademarks, including the "Parkson" and "Xtra" trademarks at the licence fee of RMB30,000 per store per annum, valid until 2035.

Parkson Services Pte. Ltd. is a wholly-owned subsidiary of East Crest which in turn is wholly-owned by PHB (and hence an associate of PHB) and its principal activity is intellectual property holding. None of the directors has a material interest in the Licence Agreement and needs to be abstained from voting in respect thereof.

The independent non-executive Directors have reviewed the above continuing connected transactions and confirmed that the transactions had been entered into:

- (i) in the ordinary and usual course of the business of the Group;
- (ii) on normal commercial terms or better; and
- (iii) in accordance with the relevant agreements governing them and on terms that are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

商標特許協議

上海獅貿投資（為本公司的間接全資附屬公司）於二零二零年六月一日與Parkson Services Pte. Ltd.訂立商標特許協議（「特許協議」），據此，Parkson Services Pte. Ltd.授予上海獅貿投資一項獨家特許權許可其使用若干商標，包括「百盛」及「愛客家」商標特許費為每家百貨店每年人民幣30,000元，有效期至二零三五年。

Parkson Services Pte. Ltd.是East Crest的全資附屬公司，而East Crest又由PHB全資擁有（因此為PHB的聯繫人），其主要業務為持有知識產權。概無董事於特許協議中擁有重大利益，並須就此放棄投票。

獨立非執行董事已審閱上述持續關連交易並確認該等交易乃：

- (i) 於本集團的一般及日常業務過程中訂立；
- (ii) 按正常或更佳商業條款訂立；及
- (iii) 根據監管交易的有關協議，按公平合理及符合本公司及本公司股東的整體利益的條款訂立。



DIRECTORS' REPORT 董事會報告書

DISCLOSURE PURSUANT TO RULE 13.21 OF THE LISTING RULES

On 6 December 2021, the Company as borrower, entered into a facility agreement (the "Facility Agreement") in respect of a syndication term loan facility with an aggregate amount of up to HK\$2,700,000,000 (the "Loan Facility") with a syndicate of banks, as lenders (the "Lenders") with the term of 36 months commencing from the first drawdown date. Pursuant to the Facility Agreement, Tan Sri Cheng Heng Jem (together with his wife, Puan Sri Chan Chau Ha alias Chan Chow Har, who is deemed to be interested in Tan Sri Cheng Heng Jem's interests in the Company) shall remain to be the largest ultimate beneficial owner of the Company. In the event that Tan Sri Cheng Heng Jem (together with his wife, Puan Sri Chan Chau Ha alias Chan Chow Har) ceases to be the largest ultimate beneficial owner of the Company, the facility available will be cancelled and the Company shall be obliged to pay all outstanding amounts immediately.

DISTRIBUTABLE RESERVES

As at 31 December 2025, the aggregate amount of reserve available for distribution to equity shareholders of the Company was approximately RMB284.5 million (2024: approximately RMB30.8 million).

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

During the year ended 31 December 2025, neither the Company nor any of its subsidiaries purchased, sold or redeemed interest in any of the Company's listed securities.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association or the laws of the Cayman Islands although there are no restrictions against such rights under the laws of the Cayman Islands.

根據上市規則第13.21條的披露

於二零二一年十二月六日，本公司（作為借款人）與一銀團（作為貸款人（「貸款人」））就合共2,700,000,000港元的定期貸款融資（「貸款融資」）訂立融資協議（「融資協議」）。貸款融資期限為首個提款日起計的36個月。根據融資協議，丹斯里鍾廷森（連同其妻子潘斯里陳秋霞（被視為於丹斯里鍾廷森於本公司的權益中擁有權益））應維持為本公司的最大最終實益擁有人。倘丹斯里鍾廷森（連同其妻子潘斯里陳秋霞）不再為本公司的最大最終實益擁有人，可獲得的融資將被取消，而本公司有責任於變更後立即支付所有未償還金額。

可供分派儲備

於二零二五年十二月三十一日，本公司權益股東的可供分派儲備總額約為人民幣284.5百萬元（二零二四年：約人民幣30.8百萬元）。

購買、銷售或贖回本公司的上市證券

截至二零二五年十二月三十一日止年度，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券的權益。

優先購買權

儘管開曼群島法律並無對優先購買權施加任何限制，本公司的公司章程細則或開曼群島法律概無載入有關該等權利的條文。



DIRECTORS' REPORT

董事會報告書

EMOLUMENT POLICY AND PENSION SCHEMES

The Group recognises the importance of good relationships with employees. The remuneration payable to employees includes salaries and allowance/bonuses.

The Group has also made contributions to staff-related plans or funds in accordance with the local regulations of the PRC: pension plans, medical insurance, unemployment insurance, work-related injury insurance and maternity insurance.

The Group has been advised by its legal advisers on PRC law that the above arrangements are in compliance with all relevant laws and regulations.

MAJOR CUSTOMERS AND SUPPLIERS

As the Group is principally engaged in retail sales, none of its customers and suppliers accounted for more than 5% of its turnover for the year ended 31 December 2025. None of the directors or shareholders who owned 5% or more of the issued capital of the Company for the year ended 31 December 2025 or any of their respective associates held any interest in any of the five largest customers and suppliers of the Company for the year ended 31 December 2025.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float as at the latest practicable date prior to the issue of this annual report.

CORPORATE GOVERNANCE REPORT

Details of the Company's corporate governance practices are set out in the "Corporate Governance Report" under this annual report.

酬金政策及退休金計劃

本集團了解與僱員保持良好關係的重要性。應付僱員酬金包括薪金及津貼／花紅。

本集團亦按照中國地方法規，為員工相關計劃或基金供款，包括：退休金計劃、醫療保險、失業保險、工傷保險及生育保險。

本集團已獲其中國法律顧問告知，上述安排乃符合所有相關法例及法規。

主要客戶及供應商

由於本集團主要從事零售業務，截至二零二五年十二月三十一日止年度，概無客戶及供應商佔其營業額5%以上。截至二零二五年十二月三十一日止年度，持有本公司已發行股本5%或以上的董事或股東或其各自的任何聯繫人概無於截至二零二五年十二月三十一日止年度持有本公司任何五大客戶及供應商任何權益。

足夠公眾持股量

於本年報刊發前的最後實際可行日期，本公司已維持足夠的公眾持股量。

企業管治報告

有關本公司的企業管治常規的詳情載於本年度報告「企業管治報告」一節內。



DIRECTORS' REPORT 董事會報告書

AUDITOR

The consolidated financial statements of the Group have been audited by Messrs Grant Thornton Hong Kong Limited ("GTHK"). At the forthcoming annual general meeting, GTHK will retire and, being eligible, offer themselves for re-appointment. A resolution will be submitted to the forthcoming annual general meeting to re-appoint GTHK as auditor of the Company.

核數師

本集團綜合財務報表已由致同(香港)會計師事務所有限公司(「致同香港」)審核。致同香港將於應屆股東週年大會輪值告退，並符合資格及願意膺選連任。於應屆股東週年大會上，將提呈一項重聘致同香港為本公司核數師之決議案。

On behalf of the Board
Parkson Retail Group Limited
Tan Sri Cheng Heng Jem
Executive Director & Chairman
24 February 2026

代表董事會
百盛商業集團有限公司
丹斯里鍾廷森
執行董事及主席
二零二六年二月二十四日



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書



Grant Thornton
致同

To the shareholders of Parkson Retail Group Limited
(incorporated in the Cayman Islands with limited liability)

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

OPINION

We have audited the consolidated financial statements of Parkson Retail Group Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 134 to 276, which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2025, 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 ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") as issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

致百盛商業集團有限公司全體股東
(於開曼群島註冊成立的有限公司)

審核綜合財務報表報告書

意見

吾等已審核載於第134頁至第276頁的百盛商業集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,該等綜合財務報表包括於二零二五年十二月三十一日的綜合財務狀況表,及截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表附註,其中包括重大會計政策資料。

依照本核數師的意見,該等綜合財務報表根據國際會計準則理事會(「國際會計準則理事會」)所頒佈之國際財務報告準則會計準則真實而公允地反映了貴集團於二零二五年十二月三十一日的綜合財務狀況,以及其截至該日止年度的綜合財務表現及綜合現金流量,並已按照香港公司條例的披露規定妥為編製。

意見的基礎

吾等已根據香港會計師公會(「香港會計師公會」)頒佈的香港審核準則(「香港審核準則」)進行審核。吾等就該等準則承擔的責任在本報告書核數師就審核綜合財務報表承擔的責任一節中進一步詳述。根據香港會計師公會的專業會計師道德守則(「守則」)中適用於公眾利益實體財務報表審核的規定,吾等獨立於貴集團,並已按照守則履行其他道德責任。吾等相信,吾等所獲得的審核憑證能充足及適當地為吾等的意見提供基礎。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告書 (續)

KEY AUDIT MATTERS

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

關鍵審核事項

關鍵審核事項是根據吾等的專業判斷，認為對本期綜合財務報表的審核最為重要的事項。該等事項是在吾等整體審核綜合財務報表及達成吾等對其的意見的背景下進行處理，吾等不會對該等事項提供單獨的意見。

Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 吾等的審核如何處理該事項
<i>Impairment of property, plant and equipment ("PPE") and right-of-use assets</i> 物業、廠房及設備（「物業、廠房及設備」）以及使用權資產減值	
The Group operates department stores mainly in the People's Republic of China (the "PRC"). Having considered the loss-making performance of certain stores and impairment indicators for other non-financial assets, management performed impairment testing with respect to the assets with a net carrying amount of RMB1,975,490,000 as at 31 December 2025, of which impairment amounting to RMB175,222,000 was provided in the current year. 貴集團主要於中華人民共和國（「中國」）經營百貨店。考量到若干門店的虧損表現及其他非金融資產的減值跡象，管理層就資產進行減值測試。於二零二五年十二月三十一日，賬面淨值為人民幣1,975,490,000元，其中本年度計提減值撥備人民幣175,222,000元。 In performing impairment testing with respect to the loss-making performance stores, management assumptions have to be used in the underlying cash flow forecasts. The assumptions include expectations for gross margin, growth rates and discount rates, as well as the overall market and economic conditions in the PRC. 在對業績虧損門店進行減值測試時，管理層須就預測相關現金流量作出假設，該等假設包括對毛利率、增長率及折現率，以及中國整體市場與經濟狀況的預測。 In performing impairment testing with respect to the construction in progress under PPE with impairment indicators, management engaged an independent qualified professional valuer (the "Valuer") to measure the recoverable amount of relevant non-current asset based on the fair value less costs to disposal to which asset belong. 在對有減值跡象物業、廠房及設備項下的在建工程進行減值測試時，管理層聘請獨立合資格專業估值師（「估值師」）根據資產所屬的公允價值減處置成本計量相關非流動資產的可收回金額。	Our audit procedures included, amongst others, evaluating the Group's policies and procedures to identify triggering events for potential impairment of assets related to the underperforming stores and management's assessment on impairment indicators. 吾等的審核程序包括但不限於 貴集團用以辨識引發有關業績欠佳門店的潛在資產減值事件之政策與程序，及管理層就減值跡象所作的評估。 In respect of the impairment assessments related to the underperforming stores, we have engaged our internal independent expert to assess the reasonableness of assumptions made by management, evaluated the reasonableness of methodologies, growth rates and discount rates used by the Group, and compared the key assumptions used in the impairment assessment to the historical data of the Group and the external data in the similar industry. We have also tested management sensitivity analysis of the key assumptions to ascertain that selected adverse changes to key assumptions would not cause the carrying amount of cash-generating units to materially exceed the recoverable amount. We also evaluated the disclosures in the consolidated financial statements about the key assumptions used in the determination of the recoverable amount of the related cash-generating units in accordance with IAS 36. 就有關業績欠佳門店的減值評估而言，吾等已委聘內部獨立專家評估管理層所作假設的合理性，並評估 貴集團所用的方法、增長率及折現率的合理性，並將在減值評估中所使用的關鍵假設與 貴集團歷史數據和相似行業的外部數據進行比較。吾等亦測試管理層就關鍵假設作出的敏感性分析，以確定關鍵假設的部分不利變化不會導致現金產生單位之賬面值大幅超過可收回金額。此外，吾等根據國際會計準則第36號評估綜合財務報表內有關釐定相關現金產生單位可收回金額時所用關鍵假設的披露。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告書 (續)

KEY AUDIT MATTERS (continued)

關鍵審核事項 (續)

Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 吾等的審核如何處理該事項
<i>Impairment of property, plant and equipment ("PPE") and right-of-use assets (continued)</i> 物業、廠房及設備 (「物業、廠房及設備」) 以及使用權資產減值 (續)	
In view of the significance of the amount, the level of judgement exercised by management and use of estimates, we consider this as a key audit matter. 鑒於金額的重大性、管理層所做判斷的程度及估計使用，吾等將此視為一項關鍵審核事項。 The Company's disclosure for impairment of PPE and right-of-use assets are included in notes 3, 11 and 13 to the consolidated financial statements. 貴公司物業、廠房及設備以及使用權資產減值的披露載於綜合財務報表附註3、11及13。	In respect of the impairment assessment related to the construction in progress under PPE with impairment indicators, we have obtained and inspected the valuation report prepared by the Valuer. We have evaluated the independence, competence, capabilities and objectivity of the Valuer. We have obtained an understanding from the Valuer about the valuation methodologies, significant unobservable inputs and critical judgements and estimates on key inputs and data used in the valuation. We have also assessed the reasonableness and appropriateness of the valuation methodologies used by the Valuer. 就有關有減值跡象物業、廠房及設備項下的在建工程的減值評估而言，吾等已取得並檢查由估值師編製的估值報告。吾等已評估估值師的獨立性、資格、能力及客觀性。吾等已從估值師處獲取有關估值方法、重大不可觀察輸入數據及對估值中所用的關鍵輸入數據及數據的關鍵判斷及估計的理解。吾等亦已評估估值師所用估值方法之合理性及合宜性。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告書 (續)

KEY AUDIT MATTERS (continued)

關鍵審核事項 (續)

Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 吾等的審核如何處理該事項
<i>Impairment of goodwill</i> 商譽減值 The Group is required to perform an impairment assessment of goodwill at least annually. Management performed annual impairment testing with respect to the goodwill with a net carrying amount of RMB1,432,008,000 as at 31 December 2025, of which impairment amounting to RMB104,400,000 was provided in the current year. Management's assessment process is complex and highly judgemental and is based on assumptions, in particular those relating to gross margin, growth rates and discount rates, as well as the overall market and economic conditions. Given the significance of the amount, the sensitivity of the assumptions and the level of judgement involved, we consider this as a key audit matter. 貴集團每年至少需進行一次商譽減值評估。管理層就於二零二五年十二月三十一日賬面淨值為人民幣1,432,008,000元的商譽進行年度減值測試，其中本年度計提減值撥備人民幣104,400,000元。管理層的評估過程相當複雜、需作出大量判斷且為基於假設作出，尤其是有關毛利率、增長率及折現率的假設以及整體市場及經濟狀況。鑒於金額的重大性、假設的敏感度及其涉及的判斷程度，吾等將此視為一項關鍵審核事項。 The Company's disclosures for impairment of goodwill are included in notes 3 and 14 to the consolidated financial statements. 貴公司商譽減值的披露載於綜合財務報表附註3及14。	Our audit procedures included, amongst others, assessing the reasonableness of assumptions made by management, evaluating the appropriateness of valuation methodologies, growth rates and discount rate used by the Group, and comparing the key assumptions used in the impairment assessment to the historical data of the Group and the external data in the similar industry. We have also involved our internal valuation expert in evaluating the appropriateness of valuation methodologies and discount rate used by the Group. We have also tested management sensitivity analysis of the key assumptions to ascertain that selected adverse changes to key assumptions would not cause the carrying amount of cash-generating units to materially exceed the recoverable amount. We also evaluated the disclosures in the consolidated financial statements about the key assumptions used in the determination of the recoverable amount of the related cash-generating units in accordance with IAS 36. 吾等的審核程序包括但不限於吾等評估管理層所作假設的合理性、貴集團所用的估值方法、增長率及折現率，並將在減值評估中所使用的關鍵假設與貴集團歷史數據和相似行業的外部數據進行比較。吾等亦聘請內部估值專家對貴集團所用的估值方法及折現率的適當性進行評估。吾等亦測試管理層就關鍵假設作出的敏感性分析，以確定關鍵假設的部分不利變化不會導致現金產生單位之賬面值大幅超過可收回金額。此外，吾等根據國際會計準則第36號評估綜合財務報表內有關釐定相關現金產生單位可收回金額時所用關鍵假設的披露。



INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告書 (續)

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information in the 2025 annual report of the Company, 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 THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

The directors assisted by the Audit Committee are responsible for overseeing the Group's financial reporting process.

其他資料

董事須對其他資料負責。其他資料包括載於 貴公司二零二五年度報告中的所有資料，但不包括綜合財務報表及吾等的核數師報告書。

吾等對於綜合財務報表的意見不包括其他資料，亦不對此發表任何形式的鑒證結論。

就吾等對綜合財務報表的審核而言，吾等的責任乃閱讀其他資料，並由此考慮其他資料是否與綜合財務報表或吾等在審核過程中所知悉的情況存在重大不一致或看似存在重大錯誤陳述。基於吾等已執行的工作，倘吾等認為其他資料存在重大錯誤陳述，吾等須報告該事實。吾等就此並無任何事項須報告。

董事就綜合財務報表須承擔的責任

董事須負責根據國際會計準則理事會頒佈的國際財務報告準則會計準則及香港公司條例之披露規定，編製真實而公平的綜合財務報表，以及落實其認為必要的內部監控，以確保所編製的綜合財務報表不會存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

董事由審核委員會協助，負責監督 貴集團財務報告過程的責任。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告書 (續)

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

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

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

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

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審核綜合財務報表承擔的責任

吾等的目標乃就綜合財務報表整體是否存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括吾等意見的核數師報告書。吾等僅向作為法人團體的股東報告意見，除此以外，不可用作其他用途。吾等不會就本報告的內容而對任何其他人士承擔或負上任何責任。

合理保證為高水平的保證，但不能保證按照香港審核準則進行的審核總能發現重大錯誤陳述。錯誤陳述可能由欺詐或錯誤引起，如果合理預期其單獨或匯總起來可能影響綜合財務報表使用者基於該等綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

作為根據香港審核準則進行審核其中一環，吾等運用專業判斷，保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足及適當的審核憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致出現重大錯誤陳述的風險高於未能發現因錯誤而導致出現重大錯誤陳述的風險。
- 了解與審核相關的內部控制，以設計在有關情況下屬適當的審核程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的適當性以及作出會計估計及相關披露的合理性。



INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告書 (續)

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

- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

核數師就審核綜合財務報表承擔的責任 (續)

- 對董事採用持續經營會計基準的適當性作出結論，並根據所獲取的審核憑證，確定是否存在與事件或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘吾等認為存在重大不確定性，則有必要在核數師報告書中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則須修訂吾等的意見。吾等的結論乃基於直至核數師報告書日止所取得的審核憑證。然而，未來事件或情況可能導致 貴集團不能持續經營業務。
- 評估綜合財務報表的整體列報、結構及內容（包括披露）以及綜合財務報表是否公平反映相關交易及事件。
- 計劃並執行集團審計，以獲取與 貴集團內實體或業務單位財務資料相關的充足適當的審核憑證，作為對集團財務報表發表意見的基礎。吾等負責指導、監督及審閱為進行集團審核而執行的審核工作。吾等為吾等的審核意見承擔全部責任。

吾等與審核委員會溝通包括但不限於審核的計劃範圍及時間以及重大審核發現等，其中包括吾等在審核中識別出內部監控的任何重大缺陷。

吾等亦向審核委員會提交聲明，表明吾等已符合有關獨立性的相關道德要求，並與彼等溝通可能合理被認為會影響吾等獨立性的所有關係及其他事項以及在適用的情況下為消除威脅而採取的行動或防範措施。



INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告書 (續)

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

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

核數師就審核綜合財務報表承擔的責任 (續)

從與審核委員會溝通的事項中，吾等確定該等對本期綜合財務報表的審核最為重要的事項，因而構成關鍵審核事項。吾等在核數師報告書中闡釋該等事項，除非法律或規例不允許公開披露該等事項，或在極端罕見的情況下，合理預期倘於吾等之報告書中註明某事項造成的負面後果超過產生的公眾利益，則吾等決定不應在報告書中註明該事項。

Grant Thornton Hong Kong Limited

Certified Public Accountants

11th Floor, Lee Garden Two

28 Yun Ping Road

Causeway Bay

Hong Kong SAR

24 February 2026

Ng Ka Kong

Practising Certificate No.: P06919

致同(香港)會計師事務所有限公司

執業會計師

香港特別行政區

銅鑼灣

恩平道28號

利園二期11樓

二零二六年二月二十四日

吳嘉江

執業證書號碼：P06919

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

		Notes 附註	2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Revenues	收益	4	3,075,959	3,237,153
Other operating revenues	其他經營收益	4	622,098	489,499
Total operating revenues	經營收益總額		3,698,057	3,726,652
Operating expenses	經營開支			
Purchases of goods and changes in inventories	採購貨物及存貨變動		(1,429,374)	(1,562,074)
Staff costs	員工成本		(469,455)	(479,358)
Depreciation and amortisation	折舊及攤銷		(455,883)	(498,474)
Rental expenses	租金開支		(72,709)	(80,383)
Other operating expenses	其他經營開支		(1,008,624)	(861,493)
Total operating expenses	經營開支總額		(3,436,045)	(3,481,782)
Profit from operations	經營利潤		262,012	244,870
Finance income	融資收入	6	30,784	38,590
Finance costs	融資成本	6	(425,916)	(445,897)
Share of profits of associates	應佔聯營公司利潤	16	12,814	14,508
Loss before tax	稅前虧損	5	(120,306)	(147,929)
Income tax expense	所得稅開支	8	(72,203)	(26,596)
Loss for the year	年度虧損		(192,509)	(174,525)
Attributable to:	以下項目應佔：			
– Owners of the Company	– 本公司所有人		(185,863)	(174,759)
– Non-controlling interests	– 非控股權益		(6,646)	234
			(192,509)	(174,525)
Loss per share attributable to ordinary equity holders of the Company	本公司普通股權益持有人應佔每股虧損	10		
Basic and diluted	基本及攤薄		(RMB0.071) (人民幣0.071元)	(RMB0.066) (人民幣0.066元)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Loss for the year	年度虧損	(192,509)	(174,525)
Other comprehensive income/(expenses)	其他全面收入／(開支)		
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:	在以後期間可能重分類至損益的其他全面收入：		
– Exchange differences on translation of foreign operations	— 換算海外業務時產生之匯兌差異	44,311	1,290
Other comprehensive expenses that will not be reclassified to profit or loss in subsequent periods:	在以後期間將不會重分類至損益的其他全面開支：		
– Exchange differences on translation of the Company	— 換算本公司時產生之匯兌差異	–	(3,409)
Other comprehensive income/(expenses) for the year, net of tax	年度稅後其他全面收入／(開支)	44,311	(2,119)
Total comprehensive expenses for the year	年度全面開支總額	(148,198)	(176,644)
Attributable to:	以下項目應佔：		
– Owners of the Company	— 本公司所有人	(141,552)	(176,878)
– Non-controlling interests	— 非控股權益	(6,646)	234
		(148,198)	(176,644)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2025 於二零二五年十二月三十一日

		Notes 附註	2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	11	2,470,357	2,653,648
Investment properties	投資物業	12	506,116	527,292
Right-of-use assets	使用權資產	13(a)	2,872,105	2,697,334
Goodwill	商譽	14	1,432,008	1,536,408
Investments in associates	於聯營公司的投資	16	51,867	52,472
Trade receivables	應收貿易款項	20	836,825	677,133
Time deposits	定期存款	23	24,302	26,202
Other assets	其他資產	17	18,495	55,369
Deferred tax assets	遞延稅項資產	18	265,164	274,401
			8,477,239	8,500,259
Current assets	流動資產			
Inventories	存貨	19	255,038	378,761
Trade receivables	應收貿易款項	20	445,966	366,390
Prepayments and other receivables	預付款項及其他應收款項	21	479,744	530,244
Financial assets at fair value through profit or loss	按公允價值計量且其變動計入損益之金融資產	22	77,162	66,685
Restricted cash	受限制現金	23	60,690	63,999
Time deposits	定期存款	23	22,316	9,175
Cash and bank balances	現金及銀行結餘	23	1,457,222	1,466,508
			2,798,138	2,881,762
Current liabilities	流動負債			
Trade payables	應付貿易款項	24	455,033	586,181
Other payables and accruals	其他應付款項及應計項目	25	620,633	605,256
Contract liabilities	合約負債	26	545,340	604,308
Interest-bearing bank loans	計息銀行貸款	27	345,613	220,075
Lease liabilities	租賃負債	13(b)	409,195	501,555
Tax payable	應繳稅項		25,988	21,509
			2,401,802	2,538,884
Net current assets	流動資產淨額		396,336	342,878
Total assets less current liabilities	總資產減流動負債		8,873,575	8,843,137

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

綜合財務狀況表 (續)

As at 31 December 2025 於二零二五年十二月三十一日

		Notes 附註	2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Non-current liabilities	非流動負債			
Interest-bearing bank loans	計息銀行貸款	27	2,629,888	2,590,421
Lease liabilities	租賃負債	13(b)	3,190,409	2,988,839
Deferred tax liabilities	遞延稅項負債	18	167,072	176,783
			5,987,369	5,756,043
Net assets	資產淨值		2,886,206	3,087,094
Equity	權益			
Issued capital	已發行股本	28	55,477	55,477
Reserves	儲備	29	2,765,655	2,959,897
			2,821,132	3,015,374
Non-controlling interests	非控股權益		65,074	71,720
Total equity	總權益		2,886,206	3,087,094

Tan Sri Cheng Heng Jem
Director
丹斯里鍾廷森
董事

Juliana Cheng San San
Director
鍾珊珊
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

		Attributable to owners of the Company 本公司所有人應佔						Non-controlling interests 非控股權益		Total equity 總權益
		Issued capital 已發行股本 RMB'000 人民幣千元 (note 28) (附註28)	PRC reserve funds* 中國公積金* RMB'000 人民幣千元 (note 29(a)) (附註29(a))	Exchange reserve* 匯兌儲備* RMB'000 人民幣千元	Asset revaluation reserve* 資產重估儲備* RMB'000 人民幣千元 (note 29(b)) (附註29(b))	Retained earnings* 保留盈利* RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元			
At 1 January 2025	於二零二五年一月一日	55,477	282,937	(554,375)	251,412	2,979,923	3,015,374	71,720		3,087,094
Loss for the year	年度虧損	-	-	-	-	(185,863)	(185,863)	(6,646)		(192,509)
Other comprehensive expense for the year: - Exchange differences related to foreign operations	年度其他全面開支： - 換算海外業務時產生之匯兌差異	-	-	44,311	-	-	44,311	-		44,311
Total comprehensive income/(expense) for the year	年度全面收入／(開支)總額	-	-	44,311	-	(185,863)	(141,552)	(6,646)		(148,198)
Transfer to the PRC reserve funds	轉撥至中國公積金	-	5,604	-	-	(5,604)	-	-		-
Interim dividend distribution during the year	年內中期股息分派	-	-	-	-	(52,690)	(52,690)	-		(52,690)
At 31 December 2025	於二零二五年十二月三十一日	55,477	288,541	(510,064)	251,412	2,735,766	2,821,132	65,074		2,886,206
At 1 January 2024	於二零二四年一月一日	55,477	282,756	(552,256)	251,412	3,207,553	3,244,942	72,205		3,317,147
(Loss)/Profit for the year	年度(虧損)/利潤	-	-	-	-	(174,759)	(174,759)	234		(174,525)
Other comprehensive expense for the year: - Exchange differences related to foreign operations	年度其他全面開支： - 換算海外業務時產生之匯兌差異	-	-	(2,119)	-	-	(2,119)	-		(2,119)
Total comprehensive (expense)/income for the year	年度全面(開支)/收入總額	-	-	(2,119)	-	(174,759)	(176,878)	234		(176,644)
Transfer to the PRC reserve funds	轉撥至中國公積金	-	181	-	-	(181)	-	-		-
Interim dividend distribution during the year	年內中期股息分派	-	-	-	-	(52,690)	(52,690)	-		(52,690)
Dividends paid to non-controlling shareholders	已付非控股股東股息	-	-	-	-	-	-	(719)		(719)
At 31 December 2024	於二零二四年十二月三十一日	55,477	282,937	(554,375)	251,412	2,979,923	3,015,374	71,720		3,087,094

* As at 31 December 2025, these reserve accounts comprise the consolidated reserves of RMB2,765,655,000 (2024: RMB2,959,897,000) in the consolidated statement of financial position.

* 於二零二五年十二月三十一日，該等儲備賬目組成綜合財務狀況表內的綜合儲備人民幣2,765,655,000元(二零二四年：人民幣2,959,897,000元)。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

	Notes 附註	2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Cash flows from operating activities	經營活動產生的現金流量		
Loss before tax	稅前虧損	(120,306)	(147,929)
Adjustments for:	就以下各項作出調整：		
Share of profits of associates	應佔聯營公司利潤	(12,814)	(14,508)
Finance income	融資收入	(30,784)	(38,590)
Finance costs	融資成本	425,916	445,897
Depreciation and amortisation	折舊及攤銷	455,883	498,474
Losses on disposal of property, plant and equipment, net	出售物業、廠房及設備的虧損淨額	4,357	2,166
Impairment of trade receivables	應收貿易款項減值	83,029	29,201
Impairment of prepayments and other receivables	預付款項及其他應收款項減值	27,294	19,924
Impairment of property, plant and equipment	物業、廠房及設備減值	102,971	49,400
Impairment of right-of-use assets	使用權資產減值	72,251	31,246
Impairment of goodwill	商譽減值	104,400	100,275
Subleases gains recognised in other operating revenues	於其他經營收益確認的轉租賃收益	(16,250)	-
Loss on subleases modification	轉租賃變更虧損	18,792	8,486
Gains on lease modification and termination	租賃變更及終止收益	(138,668)	(25,104)
Foreign exchange gain	匯兌收益	6,472	47,018
		982,543	1,005,956
Decrease in inventories	存貨減少	123,723	42,956
Increase in trade receivables	應收貿易款項增加	(248,111)	(351,435)
(Increase)/Decrease in prepayments and other receivables	預付款項及其他應收款項(增加)/減少	(48,117)	124,624
Decrease in trade payables	應付貿易款項減少	(131,148)	(116,382)
Increase/(Decrease) in other payables and accruals	其他應付款項及應計項目增加/(減少)	33,890	(52,341)
Decrease in contract liabilities	合約負債減少	(58,968)	(11,401)
Cash generated from operations	經營活動產生的現金	653,812	641,977
Income tax paid	已付所得稅	(70,311)	(76,180)
Net cash flows from operating activities	經營活動產生的現金流量淨額	583,501	565,797

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

綜合現金流量表 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

	Notes 附註	2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Cash flows from investing activities	投資活動產生的現金流量		
Purchases of property, plant and equipment	購買物業、廠房及設備	(61,891)	(99,402)
Dividends received	已收股息	10,413	13,728
Interest received	已收利息	13,712	21,233
Increase in financial assets at fair value through profit or loss	按公允價值計量且其變動計入損益之金融資產增加	(10,477)	(9,145)
(Increase)/Decrease in time deposits with original maturity of more than three months when acquired	購入時原有到期日超過三個月定期存款(增加)／減少	(11,241)	8,388
Income tax paid on investing activities	就投資活動已付之所得稅	(3,904)	(15,820)
Proceeds from subleases	轉租賃所得款項	89,242	101,980
Capital reduction of an associate	聯營公司減資	3,006	-
Net cash flows from investing activities	投資活動產生的現金流量淨額	28,860	20,962
Cash flows from financing activities	融資活動產生的現金流量		
Proceeds from bank loans	銀行貸款所得款項	278,455	2,888,476
Repayment of bank loans	償還銀行貸款	(142,409)	(2,657,780)
Interest paid	已付利息	(147,329)	(184,266)
Payment of lease liabilities	租賃負債付款	(561,250)	(731,604)
Dividend paid	已付股息	(52,690)	(52,690)
Distribution to non-controlling shareholders	分派予非控股股東	-	(719)
Net cash flows used in financing activities	融資活動所用的現金流量淨額	(625,223)	(738,583)

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

綜合現金流量表(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

			2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
	Notes 附註			
Net decrease in cash and cash equivalents		現金及現金等價物 減少淨額	(12,862)	(151,824)
Cash and cash equivalents at beginning of year		年初的現金及現金等價物	1,530,507	1,683,605
Effect of foreign exchange rate changes, net		匯率變動之影響淨額	267	(1,274)
Cash and cash equivalents at end of year		年末的現金及現金等價物	1,517,912	1,530,507
Analysis of balances of cash and cash equivalents		現金及現金等價物結餘 分析		
Cash and bank balances	23	現金及銀行結餘	1,230,719	1,290,009
Non-pledged time deposits with original maturity of less than three months when acquired		購入時原有到期日不足 三個月的無抵押定期 存款	226,503	176,499
Restricted cash	23	受限制現金	60,690	63,999
Cash and cash equivalents		現金及現金等價物	1,517,912	1,530,507

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

1. CORPORATE AND GROUP INFORMATION

Parkson Retail Group Limited (the "Company") is a limited liability company incorporated in the Cayman Islands on 3 August 2005. The Company has established a principal place of business in Hong Kong in Room 1010, 10th floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong.

The Company acts as an investment holding company. The principal activities of the Company and its subsidiaries (the "Group") are the operation and management of a network of department stores, shopping malls, outlets and supermarkets mainly in the People's Republic of China (the "PRC"), and the provision of credit services in Malaysia.

In the opinion of the directors, the ultimate holding company of the Company is Parkson Holdings Berhad ("PHB"), which is incorporated in Malaysia and listed on Bursa Malaysia Securities Berhad.

Information about principal subsidiaries

Particulars of the Company's principal subsidiaries as at 31 December 2025 and 2024 are as follows:

Name 公司名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及經營地點	Issued/registered share capital/ paid-up capital 已發行/ 註冊股本/ 繳足股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Jiangxi Parkson Shopping Centre Management Co., Ltd. (note i) 江西百盛購物中心管理有限公司 (附註i)	The PRC 中國	RMB30,000,000 人民幣30,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of shopping malls and property management 經營購物廣場及物業管理
Suzhou Parkson Changfa Commercial Management Co., Ltd. (note iii) 蘇州百盛長發商業管理有限公司 (附註iii)	The PRC 中國	RMB50,000,000 人民幣50,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of shopping malls 經營購物廣場
Wuzhou Fashion Parkson Business Management Co., Ltd. (note iii) 梧州時尚百盛商業管理有限公司 (附註iii)	The PRC 中國	RMB30,000,000 人民幣30,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of shopping malls 經營購物廣場
Jiaxing Lion Retail Management Co., Ltd. (note iii) 嘉興金獅商業管理有限公司 (附註iii)	The PRC 中國	US\$51,072,813 51,072,813美元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Provision of consultancy and management services 提供諮詢及管理服務

1. 公司及集團資料

百盛商業集團有限公司(「本公司」)於二零零五年八月三日在開曼群島註冊成立為有限公司。本公司於香港的主要營業地點為香港灣仔告士打道39號夏慤大廈10樓1010室。

本公司為投資控股公司。本公司及其附屬公司(「本集團」)的主要業務為主要在中華人民共和國(「中國」)經營及管理百貨店、購物中心、奧特萊斯及超市網絡，以及於馬來西亞提供信貸服務。

董事認為，本公司的最終控股公司為Parkson Holdings Berhad(「PHB」)，一家於馬來西亞註冊成立的公司，並於馬來西亞證券交易所上市。

有關主要附屬公司的資料

於二零二五年及二零二四年十二月三十一日，本公司主要附屬公司的詳情如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

1. CORPORATE AND GROUP INFORMATION (continued)

Information about principal subsidiaries (continued)

Particulars of the Company's principal subsidiaries as at 31 December 2025 and 2024 are as follows: (continued)

1. 公司及集團資料(續)

有關主要附屬公司的資料(續)

於二零二五年及二零二四年十二月三十一日，本公司主要附屬公司的詳情如下：(續)

Name 公司名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及經營地點	Issued/registered share capital/ paid-up capital 已發行/ 註冊股本/ 繳足股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Shanghai Jingshi Retail Management Co., Ltd. (note iii) 上海旌獅商業管理有限公司(附註iii)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Property management 物業管理
Qingdao Parkson Retail Development Co., Ltd. (note iii) 青島百盛商業有限公司(附註iii)	The PRC 中國	RMB20,000,000 人民幣20,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of department stores 經營百貨店
Shanghai Lion Parkson Management Consultant Co., Ltd. (note iii) 上海盛廉管理諮詢有限公司(附註iii)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Provision of consultancy and management services 提供諮詢及管理服務
Shanghai Delight Food & Beverage Management Co., Ltd. (note iii) 上海暢悅餐飲管理有限公司(附註iii)	The PRC 中國	RMB1,000,000 人民幣1,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Food and beverage operation 經營餐飲業
Hunan Changsha Shishang Parkson Retail Development Co., Ltd. (note iii) 湖南長沙時尚百盛商業發展有限公司 (附註iii)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of department stores 經營百貨店
Shanghai Parkson Food & Beverage Management Co., Ltd. (notes i, vi) 上海偉盛餐飲管理有限公司(附註i、vi)	The PRC 中國	RMB1,000,000 人民幣1,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Food and beverage management services 餐飲管理服務
Qingdao Parkson Beer City Property Management Co., Ltd. (note iii) 青島百盛啤酒城物業管理有限公司(附註iii)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Property management 物業管理
Liupanshui Parkson Retail Co., Ltd. (note iii) 貴州六盤水百盛商業發展有限公司(附註iii)	The PRC 中國	RMB15,000,000 人民幣15,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of department stores 經營百貨店
Jinan Lion Consultant Management Co., Ltd. (note iii) 濟南獅買諮詢管理有限公司(附註iii)	The PRC 中國	US\$5,000,000 5,000,000美元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Provision of consultancy and management services 提供諮詢及管理服務
Tianjin Parkson Shopping Mall Co., Ltd. (note iii) 天津百盛商業廣場有限公司(附註iii)	The PRC 中國	RMB500,000,000 人民幣500,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of department stores and property management 經營百貨店及物業管理

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

1. CORPORATE AND GROUP INFORMATION (continued)

Information about principal subsidiaries (continued)

Particulars of the Company's principal subsidiaries as at 31 December 2025 and 2024 are as follows: (continued)

Name 公司名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及經營地點	Issued/registered share capital/ paid-up capital 已發行/ 註冊股本/ 繳足股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Shanxi Parkson Retail Development Co., Ltd. (note i) 山西百盛商業發展有限公司 (附註i)	The PRC 中國	RMB50,000,000 人民幣50,000,000元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Operation of department stores and shopping malls 經營百貨店及購物廣場
Qingdao No.1 Parkson Co., Ltd. (note ii) 青島第一百盛有限公司 (附註ii)	The PRC 中國	RMB233,340,000 人民幣233,340,000元	- (2024: -) (二零二四年: -)	95.91 (2024: 95.91) (二零二四年: 95.91)	Operation of department stores 經營百貨店
Shenyang Parkson Shopping Plaza Co., Ltd. (note iii) 瀋陽百盛購物廣場有限公司 (附註iii)	The PRC 中國	RMB40,000,000 人民幣40,000,000元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Operation of department stores 經營百貨店
Panzhuhua Parkson Retail Development Co., Ltd. (note iii) 攀枝華百盛商業有限公司 (附註iii)	The PRC 中國	RMB20,000,000 人民幣20,000,000元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Operation of department stores 經營百貨店
Qingdao Lion Plaza Retail Management Co., Ltd. (note iii) 青島金獅廣場商業管理有限公司 (附註iii)	The PRC 中國	RMB500,000,000 人民幣500,000,000元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Property management 物業管理
Qingdao Parkson Shopping Plaza Co., Ltd. (note iii) 青島百盛購物廣場有限公司 (附註iii)	The PRC 中國	RMB30,000,000 人民幣30,000,000元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Operation of department stores and shopping malls 經營百貨店及購物廣場
Shanghai Shijie Fashions Co., Ltd. (note iii) 上海獅傑服裝有限公司 (附註iii)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Sale of apparel 銷售服裝
Nanning Brilliant Parkson Commercial Co., Ltd. (note i) 南寧柏聯百盛商業有限公司 (附註i)	The PRC 中國	RMB28,000,000 人民幣28,000,000元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Operation of department stores and shopping malls 經營百貨店及購物廣場
Shaoxing Shishang Parkson Retail Development Co., Ltd. (note iii) 紹興時尚百盛商業發展有限公司 (附註iii)	The PRC 中國	RMB20,000,000 人民幣20,000,000元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Operation of department stores 經營百貨店
Shantou Parkson Commercial Co., Ltd. (notes i, vii) 汕頭市百盛商業有限公司 (附註i、vii)	The PRC 中國	RMB8,000,000 人民幣8,000,000元	- (2024: -) (二零二四年: -)	N/A (2024: 100) (二零二四年: 100) 不適用	Operation of department stores 經營百貨店
Zigong Parkson Retail Co., Ltd. (note iii) 自貢百盛商業有限公司 (附註iii)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Operation of department stores 經營百貨店
Changshu Parkson Retail Development Co., Ltd. (note iii) 常熟百盛商業發展有限公司 (附註iii)	The PRC 中國	RMB15,000,000 人民幣15,000,000元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Operation of department stores 經營百貨店

1. 公司及集團資料 (續)

有關主要附屬公司的資料 (續)

於二零二五年及二零二四年十二月三十一日，本公司主要附屬公司的詳情如下：(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

1. CORPORATE AND GROUP INFORMATION (continued)

Information about principal subsidiaries (continued)

Particulars of the Company's principal subsidiaries as at 31 December 2025 and 2024 are as follows: (continued)

1. 公司及集團資料(續)

有關主要附屬公司的資料(續)

於二零二五年及二零二四年十二月三十一日，本公司主要附屬公司的詳情如下：(續)

Name 公司名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及經營地點	Issued/registered share capital/ paid-up capital 已發行/ 註冊股本/ 繳足股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Guizhou Zunyi Parkson Retail Development Co., Ltd. (note iii) 貴州遵義百盛商業發展有限公司(附註iii)	The PRC 中國	RMB12,500,000 人民幣12,500,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of department stores 經營百貨店
Lanzhou Parkson Retail Co., Ltd. (note i) 蘭州時尚百盛商業有限公司(附註i)	The PRC 中國	RMB20,000,000 人民幣20,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of department stores 經營百貨店
Anshan Parkson Retail Development Co., Ltd. (note i) 鞍山百盛商業發展有限公司(附註i)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of department stores 經營百貨店
Zhangjiakou Parkson Shopping Mall Co., Ltd. (note iii) 張家口百盛購物廣場有限公司(附註iii)	The PRC 中國	RMB30,000,000 人民幣30,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of department stores 經營百貨店
Sichuan Shishang Parkson Retail Development Co., Ltd. (note i) 四川時尚百盛商業發展有限公司(附註i)	The PRC 中國	RMB30,000,000 人民幣30,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of department stores and outlets 經營百貨店及奧特萊斯
Hefei Parkson Xiaoyao Plaza Co., Ltd. (note i) 合肥百盛逍遙廣場有限公司(附註i)	The PRC 中國	RMB8,000,000 人民幣8,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of department stores 經營百貨店
Anshan Tianxing Parkson Shopping Centre Co., Ltd. (note ii) 鞍山天興百盛購物中心有限公司(附註ii)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of department stores 經營百貨店
Guizhou Shengqi Parkson Retail Development Co., Ltd. (note ii) 貴州神奇百盛商業發展有限公司(附註ii)	The PRC 中國	RMB17,000,000 人民幣17,000,000元	- (2024: -) (二零二四年:-)	60 (2024: 60) (二零二四年:60)	Operation of department stores 經營百貨店
Parkson Investment Holdings Co., Ltd. (note i) 金獅百盛投資有限公司(附註i)	The PRC 中國	US\$30,000,000 30,000,000美元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Investment holding 投資控股
Parkson Retail Development Co., Ltd. ("Beijing Parkson") (note i) 百盛商業發展有限公司("北京百盛")(附註i)	The PRC 中國	US\$16,680,000 16,680,000美元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of department stores 經營百貨店
Kunming Yun Shun He Retail Development Co., Ltd. (note i) 昆明雲順和商業發展有限公司(附註i)	The PRC 中國	RMB30,000,000 人民幣30,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of department stores 經營百貨店

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

1. CORPORATE AND GROUP INFORMATION (continued)

Information about principal subsidiaries (continued)

Particulars of the Company's principal subsidiaries as at 31 December 2025 and 2024 are as follows: (continued)

Name 公司名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及經營地點	Issued/registered share capital/ paid-up capital 已發行/ 註冊股本/ 繳足股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Jiangxi Parkson Retail Co., Ltd. (note i) 江西百盛中山城百貨有限公司 (附註i)	The PRC 中國	RMB8,500,000 人民幣8,500,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of department stores 經營百貨店
Anshan Lung Shing Property Services Co., Ltd. (note i) 鞍山隆盛物業服務有限公司 (附註i)	The PRC 中國	US\$1,050,000 1,050,000美元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Property management 物業管理
Shanghai Xinzhuang Parkson Retail Development Co., Ltd. (note i) 上海莘莊百盛商業發展有限公司 (附註i)	The PRC 中國	RMB20,000,000 人民幣20,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of department stores 經營百貨店
Shanghai Lion Parkson Investment Consultant Co., Ltd. (note i) 上海獅貿投資諮詢有限公司 (附註i)	The PRC 中國	US\$500,000 500,000美元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Provision of consultancy and management services 提供諮詢及管理服務
Shanghai Lion Parkson Retail Development Co., Ltd. (formerly known as Shanghai Nine Sea Parkson Plaza Co., Ltd.) (note viii) 上海金獅百盛商業發展有限公司 (前稱:上海九海百盛廣場有限公司) (附註viii)	The PRC 中國	US\$12,000,000 12,000,000美元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of department stores 經營百貨店
Shanghai Hongqiao Parkson Development Co., Ltd. (note i) 上海虹橋百盛商貿有限公司 (附註i)	The PRC 中國	RMB16,800,000 人民幣16,800,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of department stores 經營百貨店
Wuxi Sanyang Parkson Plaza Co., Ltd. (note ii) 無錫三陽百盛廣場有限公司 (附註ii)	The PRC 中國	RMB80,000,000 人民幣80,000,000元	- (2024: -) (二零二四年:-)	60 (2024: 60) (二零二四年:60)	Operation of department stores 經營百貨店
Xi'an Lucky King Parkson Plaza Co., Ltd. (note i) 西安立豐百盛廣場有限公司 (附註i)	The PRC 中國	RMB32,500,000 人民幣32,500,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of department stores 經營百貨店
Chongqing Wanyou Parkson Plaza Co., Ltd. (note i) 重慶萬友百盛廣場有限公司 (附註i)	The PRC 中國	RMB35,000,000 人民幣35,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of department stores 經營百貨店
Mianyang Fulin Parkson Plaza Co., Ltd. (note ii) 綿陽富臨百盛廣場有限公司 (附註ii)	The PRC 中國	RMB30,000,000 人民幣30,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of department stores 經營百貨店

1. 公司及集團資料 (續)

有關主要附屬公司的資料 (續)

於二零二五年及二零二四年十二月三十一日，本公司主要附屬公司的詳情如下：(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

1. CORPORATE AND GROUP INFORMATION (continued)

Information about principal subsidiaries (continued)

Particulars of the Company's principal subsidiaries as at 31 December 2025 and 2024 are as follows: (continued)

1. 公司及集團資料(續)

有關主要附屬公司的資料(續)

於二零二五年及二零二四年十二月三十一日，本公司主要附屬公司的詳情如下：(續)

Name 公司名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及經營地點	Issued/registered share capital/ paid-up capital 已發行/ 註冊股本/ 繳足股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Yichun Parkson Shopping Centre Co., Ltd. (notes iii) 宜春百盛購物中心有限公司(附註iii)	The PRC 中國	RMB20,000,000 人民幣20,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of shopping malls 經營購物廣場
Qingdao Parkson Lion Commercial Management Co., Ltd. (notes iii) 青島百盛獅貿商業管理有限公司(附註iii)	The PRC 中國	US\$3,000,000 3,000,000美元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Property management 物業管理
Nanchang Parkson Shopping Centre Co., Ltd. (notes iii) 南昌百盛購物中心有限公司(附註iii)	The PRC 中國	RMB20,000,000 人民幣20,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of shopping malls 經營購物廣場
Wenzhou Parkson Retail Development Co., Ltd. (notes iii) 溫州百盛商業發展有限公司(附註iii)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Operation of department stores 經營百貨店
Mianyang Shangma Parkson Plaza Commercial Management Co., Ltd. (notes iii, v) 綿陽上馬百盛廣場商業管理有限公司(附註iii、v)	The PRC 中國	RMB20,000,000 人民幣20,000,000元	- (2024: -) (二零二四年:-)	100 (2024: N/A) (二零二四年:不適用)	Operation of shopping malls 經營購物廣場
Hanmen Holdings Limited 興達集團有限公司	Hong Kong 香港	HK\$1 1港元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Investment holding 投資控股
Victory Hope Limited 好勝有限公司	Hong Kong 香港	HK\$1 1港元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Investment holding 投資控股
Great Dignity Development Limited 大德發展有限公司	Hong Kong 香港	HK\$2 2港元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Investment holding 投資控股
Sea Coral Limited 海珊有限公司	Hong Kong 香港	HK\$1 1港元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Investment holding 投資控股
Wide Field International Limited 澤浩國際有限公司	Hong Kong 香港	HK\$2 2港元	- (2024: -) (二零二四年:-)	100 (2024: 100) (二零二四年:100)	Investment holding 投資控股
Parkson Food & Beverage Ventures Limited	Hong Kong 香港	HK\$1 1港元	- (2024: -) (二零二四年:-)	91 (2024: 91) (二零二四年:91)	Investment holding 投資控股

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

1. CORPORATE AND GROUP INFORMATION (continued)

Information about principal subsidiaries (continued)

Particulars of the Company's principal subsidiaries as at 31 December 2025 and 2024 are as follows: (continued)

Name 公司名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及經營地點	Issued/registered share capital/ paid-up capital 已發行/ 註冊股本/ 繳足股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Exonbury Limited 益盛普利有限公司	Hong Kong 香港	HK\$2 2港元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Investment holding 投資控股
Step Summit Limited 達嶺有限公司	Hong Kong 香港	HK\$1 1港元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Investment holding 投資控股
Hong Kong Fen Chai Investment Limited 香港豐采投資有限公司	Hong Kong 香港	HK\$1 1港元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Provision of consultancy services 提供諮詢服務
Shunhe International Investment Limited 順和國際投資有限公司	Hong Kong 香港	HK\$10,000 10,000港元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Provision of consultancy services 提供諮詢服務
Creation (Hong Kong) Investment & Development Limited 創意 (香港) 投資發展有限公司	Hong Kong 香港	HK\$10,000 10,000港元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Provision of consultancy services 提供諮詢服務
Capital Park (HK) Investment & Development Limited 凱邦 (香港) 投資發展有限公司	Hong Kong 香港	HK\$1 1港元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Investment holding 投資控股
Malverest (Hong Kong) Limited 先峰 (香港) 有限公司	Hong Kong 香港	HK\$1 1港元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Investment holding 投資控股
Oroleon (Hong Kong) Limited	Hong Kong 香港	HK\$1 1港元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Investment holding 投資控股
Releomont (Hong Kong) Limited 利奧萬 (香港) 有限公司	Hong Kong 香港	HK\$1 1港元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Investment holding 投資控股
Leonemas (Hong Kong) Limited 利內滿 (香港) 有限公司	Hong Kong 香港	HK\$1 1港元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Investment holding 投資控股
Huge Return Investment Limited 利必多投資有限公司	Hong Kong 香港	HK\$1 1港元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Investment holding 投資控股
Parkson Lao Sole Co., Ltd. 老撾百盛獨資有限公司	Laos 老撾	LAK20,000,000,000 基普20,000,000,000元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Wholesale and retail trade 批發和零售
Parkson Business Commerce Sole Co., Ltd. 百盛商貿獨資有限公司	Laos 老撾	LAK20,000,000,000 基普20,000,000,000元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Operation of department stores 經營百貨店

1. 公司及集團資料 (續)

有關主要附屬公司的資料 (續)

於二零二五年及二零二四年十二月三十一日，本公司主要附屬公司的詳情如下：(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

1. CORPORATE AND GROUP INFORMATION (continued)

Information about principal subsidiaries (continued)

Particulars of the Company's principal subsidiaries as at 31 December 2025 and 2024 are as follows: (continued)

1. 公司及集團資料(續)

有關主要附屬公司的資料(續)

於二零二五年及二零二四年十二月三十一日，本公司主要附屬公司的詳情如下：(續)

Name 公司名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及經營地點	Issued/registered share capital/ paid-up capital 已發行/ 註冊股本/ 繳足股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Parkson Credit Sdn. Bhd. ("Parkson Credit")	Malaysia 馬來西亞	RM37,000,000 林吉特37,000,000元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Provision of money lending and credit services 提供放貸及信貸服務
Yeehaw Best Practices Sdn. Bhd.	Malaysia 馬來西亞	RM100 林吉特100元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Dormant 暫無營業
Parkson Retail Laos Holdings Sdn. Bhd.	Malaysia 馬來西亞	RM1 林吉特1元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Investment holding 投資控股
Pinnacle Yields Sdn. Bhd. ("Pinnacle Yields") (note iv) (附註iv)	Malaysia 馬來西亞	RM1 林吉特1元	- (2024: N/A) (二零二四年: 不適用)	100 (2024: 100) (二零二四年: 100)	A special purpose vehicle establish to acquire a pool of eligible receivables from its immediate holding company and to securitised an Asset- backed Medium Term Notes 所成立之特殊目的公司， 以從其直接控股公司 取得合資格應收款 項，並將資產支持中 期票據證券化
Parkson Investment Pte Ltd.	Singapore 新加坡	S\$10,000,000 10,000,000新加坡元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Investment holding 投資控股
Rosenblum Investments Pte Ltd. (note ix) (附註ix)	Singapore 新加坡	S\$2 2新加坡元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Investment holding 投資控股
Parkson Supplies Pte Ltd.	Singapore 新加坡	S\$100 100新加坡元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Investment holding 投資控股
Parkson Venture Pte Ltd.	Singapore 新加坡	S\$14,800,000 14,800,000新加坡元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Investment holding 投資控股
Leonemas International Limited	British Virgin Islands 英屬處女群島	US\$2 2美元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Investment holding 投資控股
Lion Food & Beverage Ventures Limited	British Virgin Islands 英屬處女群島	RMB4,000,000 人民幣4,000,000元	- (2024: -) (二零二四年: -)	91 (2024: 91) (二零二四年: 91)	Investment holding 投資控股

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

1. CORPORATE AND GROUP INFORMATION (continued)

Information about principal subsidiaries (continued)

Particulars of the Company's principal subsidiaries as at 31 December 2025 and 2024 are as follows: (continued)

Name 公司名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及經營地點	Issued/registered share capital/ paid-up capital 已發行/ 註冊股本/ 繳足股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Grand Parkson Retail Group Limited 百盛商業有限公司	British Virgin Islands 英屬處女群島	HK\$0.5 0.5港元	100 (2024: 100) (二零二四年: 100)	- (2024: -) (二零二四年: -)	Investment holding 投資控股
Global Heights Investment Limited 宇盛投資有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Investment holding 投資控股
Asia Advancement International Limited 勝信國際有限公司	British Virgin Islands 英屬處女群島	US\$50,000 50,000美元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Domestic and cross-border trading 本土及跨境交易
Creation International Investment & Development Limited 創意國際投資發展有限公司	British Virgin Islands 英屬處女群島	US\$50,000 50,000美元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Investment holding 投資控股
Golden Village Group Limited 金成集團有限公司	British Virgin Islands 英屬處女群島	US\$50,000 50,000美元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Investment holding 投資控股
Lung Shing International Investments & Development Limited 隆盛國際投資發展有限公司	British Virgin Islands 英屬處女群島	US\$50,000 50,000美元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Investment holding 投資控股
Capital Park Development Limited	British Virgin Islands 英屬處女群島	US\$2 2美元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Investment holding 投資控股
Malverest Trading International Limited	British Virgin Islands 英屬處女群島	US\$2 2美元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Investment holding 投資控股
Oroleon International Limited	British Virgin Islands 英屬處女群島	US\$2 2美元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Investment holding 投資控股
Duo Success Investments Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	- (2024: -) (二零二四年: -)	100 (2024: 100) (二零二四年: 100)	Investment holding 投資控股

1. 公司及集團資料 (續)

有關主要附屬公司的資料 (續)

於二零二五年及二零二四年十二月三十一日，本公司主要附屬公司的詳情如下：(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

1. CORPORATE AND GROUP INFORMATION (continued)

Information about principal subsidiaries (continued)

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

Notes:

- (i) registered as a wholly-foreign-owned enterprise under PRC law
- (ii) registered as a Sino-foreign equity joint venture enterprise under PRC law
- (iii) registered as a limited liability company under PRC law
- (iv) incorporated on 15 May 2024
- (v) incorporated on 31 March 2025
- (vi) deregistered on 8 January 2025
- (vii) deregistered on 29 April 2025
- (viii) changed from registered as a Sino-foreign cooperative joint venture enterprise under PRC law to registered as a wholly-foreign-owned enterprise under PRC law on 27 November 2024
- (ix) deregistered on 6 February 2026

1. 公司及集團資料 (續)

有關主要附屬公司的資料 (續)

上表陳列董事認為對本年度業績造成主要影響或構成本集團資產淨值主要部分的本公司附屬公司。董事認為，提供其他附屬公司的詳情將會導致資料過於冗長。

附註：

- (i) 已根據中國法律登記為外商獨資企業
- (ii) 已根據中國法律登記為中外合資經營企業
- (iii) 已根據中國法律登記為有限責任公司
- (iv) 於二零二四年五月十五日註冊成立
- (v) 於二零二五年三月三十一日註冊成立
- (vi) 於二零二五年一月八日註銷
- (vii) 於二零二五年四月二十九日註銷
- (viii) 於二零二四年十一月二十七日自己根據中國法律登記為中外合作經營企業變更為已根據中國法律登記為外商獨資企業
- (ix) 於二零二六年二月六日註銷



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.1 BASIS OF PREPARATION

These annual consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board (the "IASB"), which collective term includes all applicable individual IFRS accounting standards, International Accounting Standards and Interpretations ("IFRS Accounting Standards") and the disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

Change of functional currency

In prior years, the functional currency of the Company was determined as United States dollars ("USD"). Starting from 1 January 2025, the functional currency of the Company was changed from USD to RMB. The Company is primarily engaged in financing and investing activities. In the opinion of the directors, the Company's largest liability, the syndicated loan, is denominated in RMB. The refinancing in RMB signifies that the Company now retains and utilises RMB to serve its principal obligations, aligning the Company's financial activities with the operational currency of its investments. The settlement of financing and investing activities are no longer settled in USD. Therefore, the underlying transactions, events and conditions have been changed and the directors consider that the future business transactions, in terms of financing and investing activities, of the Company will be predominantly conducted in RMB. The change in functional currency of the Company was applied prospectively from the date of change, 1 January 2025, in accordance with IAS 21 "The Effects of Changes in Foreign Exchange Rates".

The material accounting policies that have been used in the preparation of these consolidated financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or amended IFRS Accounting Standards and the impacts on the Group's consolidated financial statements, if any, are disclosed in note 2.2.

2.1 編製基準

該等年度綜合財務報表乃根據國際會計準則理事會（「國際會計準則理事會」）所頒佈之國際財務報告準則（「國際財務報告準則」，該統稱包括所有適用個別國際財務報告準則會計準則、國際會計準則及詮釋「國際財務報告準則會計準則」）及香港公司條例之披露規定以及香港聯合交易所有限公司證券上市規則（「上市規則」）的適用披露規定而編製。

變更功能貨幣

於過往年度，本公司的功能貨幣確定為美元（「美元」）。自二零二五年一月一日起，本公司的功能貨幣由美元變更為人民幣。本公司主要從事融資及投資活動。董事認為，本公司的最大負債銀團貸款乃以人民幣計值。人民幣再融資意味著本公司現已保留並使用人民幣履行其主要義務，使本公司的融資活動與其投資的營運貨幣保持一致。融資及投資活動的結算不再以美元進行。因此，相關交易、事項及狀況已發生改變，且董事認為融資及投資活動而言，本公司的未來業務交易將主要以人民幣進行。根據國際會計準則第21號「外匯匯率變動之影響」，本公司功能貨幣的變更將自變更日期二零二五年一月一日起前瞻性應用。

編製該等綜合財務報表所用之重大會計政策概要載於下文。除另有說明外，該等政策於所有呈報年度貫徹採用。有關採納新訂或經修訂國際財務報告準則會計準則及其對本集團綜合財務報表之影響（如有）於附註2.2披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.1 BASIS OF PREPARATION (continued)

The consolidated financial statements have been prepared on the historical cost basis except for financial instruments which are stated at fair value. Non-current assets and assets of a disposal group classified as held for sale are stated the lower of carrying amount and fair value less costs to sell. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in preparation of the consolidated financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 3.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 December each year.

A subsidiary is an entity, directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

The financial statements of the subsidiaries are prepared for the same reporting year as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

2.1 編製基準(續)

除金融工具乃按公允價值列賬外，綜合財務報表已根據歷史成本法編製。非流動資產及分類為持作待售出售組別中的資產按賬面值及公允價值減銷售成本的較低者列示。計量基準於下文之會計政策內詳述。

務請注意，編製綜合財務報表時曾運用會計估計及假設。儘管此等估計乃以管理層就現行事件及行動之最佳認識及判斷為基準，惟實際結果最終或會與該等估計不同。涉及更高判斷或複雜情況，或其假設及估計對綜合財務報表而言屬重大之範圍，於附註3披露。

綜合基準

綜合財務報表包括本公司及其附屬公司截至每年十二月三十一日的財務報表。

附屬公司為一家由本公司直接或間接控制的實體。當本集團有權參與投資對象的營運而獲得或有權取得各樣回報以及具有對投資對象行使其權力以影響回報金額之能力，則達致控制權(即現有權利賦予本集團指導投資對象相關活動的現有能力)。

附屬公司的財務報表與本公司的財務報表呈報年度相同，並使用一致的會計政策編製。附屬公司的業績由本集團取得控制權當日起納入合併範圍，直至失去有關控制權當日為止。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

Non-controlling interests represent the equity on a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at their proportionate share of the subsidiary's net identifiable assets.

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

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.

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 described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained earnings, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss. Cost also includes direct attributable costs of investment.

2.1 編製基準 (續)

變更功能貨幣 (續)

非控股權益指並非本公司直接或間接所佔附屬公司之權益，而本集團並無就此與該等權益持有人協定任何額外條款，而可能導致本集團整體須就符合金融負債定義之該等權益承擔合約責任。就每項業務合併而言，本集團可選擇按附屬公司的可辨別資產淨值的公允價值或彼等所佔附屬公司可辨別資產淨值的比例計量任何非控股權益。

非控股權益呈列於綜合財務狀況表中之權益內，與本公司所有人應佔權益分開呈列。本集團業績中之非控股權益乃呈列於綜合損益表以及綜合全面收益表，作為年度利潤或虧損總額及全面收入總額在本公司非控股權益及所有人之間之分配。

所有集團內公司間資產及負債、股權、收入、開支及與本集團成員公司間交易有關的現金流量均於綜合賬目時悉數抵銷。

倘事實及情況顯示上述的三項控制因素之一項或多項出現變動，本集團會重新評估其是否控制投資對象。附屬公司的所有權權益變動（沒有失去控制權）按權益交易入賬。倘本集團失去對一家附屬公司的控制權，則其撤銷確認(i)該附屬公司的資產（包括商譽）及負債，(ii)任何非控股權益的賬面值，以及(iii)在權益內記錄的累計換算差額；並確認(i)所收代價的公允價值，(ii)任何保留的投資的公允價值，以及(iii)損益中任何因此產生的盈餘或虧損。先前於其他全面收入內確認的本集團應佔部分按倘本集團直接出售相關資產或負債時要求的相同基準適當地重新分類至損益或保留盈利。

於本公司財務狀況表內，附屬公司乃按成本減任何減值虧損列賬。成本亦包括投資直接應佔成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

In the current year, the Group has applied for the first time the amendments to IAS 21 "Lack of Exchangeability", which are effective for the Group's consolidated financial statements for the annual period beginning on 1 January 2025.

The adoption of the amended IFRS Accounting Standards had no material impact on the Group's performance and financial positions for the current and prior periods have been prepared and presented.

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS

At the date of authorisation of these consolidated financial statements, certain new and amended IFRS Accounting Standards have been published but are not yet effective, and have not been adopted early by the Group.

IFRS 18 *Presentation and Disclosure in Financial Statements²*

IFRS 19 *Subsidiaries without Public Accountability: Disclosures and related amendments²*

Amendments to IFRS 9 and IFRS 7 *Amendments to the Classification and Measurement of Financial Instruments¹*

Amendments to IFRS 9 and IFRS 7 *Contracts Referencing Nature-dependent Electricity¹*

Amendments to IFRS 10 and IAS 28 *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture³*

Amendments to IFRS Accounting Standards *Annual Improvements to IFRS Accounting Standards – Volume 11¹*

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

² Effective for annual periods beginning on or after 1 January 2027

³ Effective date not yet determined

2.2 會計政策及披露之變更

於本年度，本集團首次應用國際會計準則第21號之修訂「缺乏可交換性」，該準則對本集團於二零二五年一月一日開始的年度期間的綜合財務報表生效。

採納經修訂國際財務報告準則會計準則不會對本集團當前及過往期間的表現及財務狀況之編製及呈現產生任何重大影響。

2.3 已頒佈但尚未生效的國際財務報告準則會計準則

於該等綜合財務報表授權日期，若干新訂及經修訂國際財務報告準則會計準則已頒佈但尚未生效，且並無獲本集團提早採納。

國際財務報告準則第18號 *財務報表的呈列及披露²*

國際財務報告準則第19號 *非公共受託責任附屬公司：披露及相關修訂²*

國際財務報告準則第9號及國際財務報告準則第7號之修訂 *對金融工具分類及計量的修訂¹*

國際財務報告準則第9號及國際財務報告準則第7號之修訂 *涉及依賴自然能源電力之合約¹*

國際財務報告準則第10號及國際會計準則第28號之修訂 *投資者與其聯營公司或合營企業之間的資產出售或注資³*

國際財務報告準則會計準則之修訂 *國際財務報告準則會計準則的年度改進 – 第11冊¹*

¹ 於二零二六年一月一日或以後開始之年度期間生效

² 於二零二七年一月一日或以後開始之年度期間生效

³ 生效日期尚未釐定

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

The directors anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning on or after the effective date of the pronouncement. Information on new and amended IFRS Accounting Standards that are expected to have impact on the Group's accounting policies is provided below. Other new and amended IFRS Accounting Standards are not expected to have a material impact on the Group's consolidated financial statements.

IFRS 18 "Presentation and Disclosure in Financial Statements" and related amendments to International Interpretation 5

IFRS 18 replaces IAS 1 "Presentation of Financial Statements". It carries forward many of the existing requirements in IAS 1, with limited changes, and some IAS 1 requirements will be moved to IAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors" and IFRS 7 "Financial Instruments: Disclosures".

IFRS 18 will not impact the recognition and measurement of financial statements items but the presentation of them. It introduces three major new requirements, including:

- reporting newly defined subtotals (namely "operating profits" and "profits before financing and income tax"), and classifying items into five newly defined categories (namely "operating", "investing", "financing", "income tax" and "discontinued operation"), depending on the reporting entity's main business activities, in the statement of profit or loss;
- Disclosure of management-defined performance measures ("MPMs") in a single note to the financial statements; and
- enhanced guidance of aggregation and disaggregation of information in the financial statements.

Besides, narrow-scope amendments have been made to IAS 7 "Statement of Cash Flows", which includes:

2.3 已頒佈但尚未生效的國際財務報告準則會計準則 (續)

董事預期，所有修訂將於修訂生效日期或之後開始之首個期間在本集團之會計政策內採納。預期將對本集團會計政策產生影響的新訂及經修訂國際財務報告準則會計準則的資料於下文提供。預期其他新訂及經修訂國際財務報告準則會計準則將不會對本集團綜合財務報表產生重大影響。

國際財務報告準則第18號「財務報表的呈列及披露」及國際詮釋第5號之相關修訂

國際財務報告準則第18號取代國際會計準則第1號「財務報表的呈列」。其繼承了國際會計準則第1號的若干現有規定，並作出有限變更，而部分國際會計準則第1號規定將移至國際會計準則第8號「會計政策、會計估計變更及差錯」及國際財務報告準則第7號「金融工具：披露」。

國際財務報告準則第18號將不會影響財務報表項目的確認及計量，惟影響其呈列。其引入三項主要新規定，包括：

- 根據報告實體的主要業務活動，於損益表內列報新界定小計項目（即「經營利潤」及「融資及所得稅前利潤」），並將項目分類為五個新界定類別（即「經營」、「投資」、「融資」、「所得稅」及「已終止經營業務」）；
- 於財務報表內以單獨附註形式披露由管理層界定之業績指標（「管理層界定之業績指標」）；及
- 加強財務報表內有關信息匯總及分解的指引。

此外，國際會計準則第7號「現金流量表」已作出範圍狹窄之修訂，其中包括：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

IFRS 18 "Presentation and Disclosure in Financial Statements" and related amendments to International Interpretation 5 (continued)

- using "operating profit or loss" as the starting point for indirect method for the presentation of operating cash flows purposes; and
- the option for classifying interest and dividend cash flows as operating activities is eliminated.

In addition, there are consequential amendments to several other standards.

IFRS 18, and the amendments to the other IFRS Accounting Standards, are effective for annual period beginning on or after 1 January 2027 and must be applied retrospectively with specific transition provisions. The directors of the Group are currently working to identify all the impacts of IFRS 18, particularly with respect to the structure of the Group's consolidated statement of profit or loss, the consolidated statement of cash flows and the additional disclosures required for MPMS. The Group is also assessing the impact of how information is grouped in the consolidated financial statements, including the items currently labelled as "other".

Investments in associates and a joint venture

An associate is an entity, in which the Group has a long-term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise 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 type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則(續)

國際財務報告準則第18號「財務報表的呈列及披露」及國際詮釋第5號之相關修訂(續)

- 使用「經營損益」作為間接法呈列營運現金流量之起始點；及
- 刪除將利息及股息現金流量分類為經營活動之選擇。

此外，若干其他準則已進行相應修訂。

國際財務報告準則第18號及其他國際財務報告準則會計準則之修訂於二零二七年一月一日或以後開始之年度期間生效，並須追溯應用，且載有特定過渡條文。本集團董事現正致力釐定國際財務報告準則第18號的所有影響，尤其是對本集團綜合損益表、綜合現金流量表之結構以及管理層界定之業績指標所需之額外披露的影響。本集團亦正在評估對綜合財務報表內資料分類的影響，包括對目前分類為「其他」的項目的影響。

於聯營公司及合營企業的投資

聯營公司指本集團長期擁有一般不少於20%投票股權權益，且本集團可對其發揮重大影響力的實體。重大影響力指參與投資對象財務及營運政策決策的權力，但不控制或共同控制該等政策。

合營企業為一類共同安排，據此對安排共同控制的各方有權獲得合營企業資產淨值。共同控制為經合約約定分佔一項安排的控制權，且其僅於相關業務決策須分佔控制權各方一致同意時方存在。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Investments in associates and a joint venture (continued)

The Group's investments in associates and a joint venture are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of associates and a joint venture is included in the consolidated statement of profit or loss and consolidated statement of comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or a joint venture are eliminated to the extent of the Group's investments in the associates or joint a venture, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associate or joint venture is included as part of the Group's investments in associates or a joint venture.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in the consolidated statement of profit or loss.

The Group discontinues the use of equity method from the date when it ceases to have significant influence over an associate or joint control over a joint venture. If the retained interest in that former associate or joint venture is a financial asset, the retained interest is measured at fair value, which is regarded as its fair value on initial recognition as a financial asset in accordance with IFRS 9. The difference between (i) the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture; and (ii) the carrying amount of the investment at the date the equity method was discontinued, is recognised in the profit or loss.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則 (續)

於聯營公司及合營企業的投資 (續)

本集團於聯營公司及合營企業的投資計入綜合財務狀況表，根據權益會計法列作本集團分佔資產淨值減任何減值虧損。可能存在的不同的會計政策已經調整一致。

本集團分佔聯營公司及合營企業收購後業績及其他全面收入分別計入綜合損益表及綜合全面收入表。此外，當有變動直接於聯營公司或合營企業權益中予以確認，本集團於綜合權益變動表 (如適用) 確認分佔的任何變動。因本集團與其聯營公司或合營企業間交易產生的未變現損益，以本集團於聯營公司或合營企業之投資為限予以撇銷，除非未變現虧損提供所轉讓資產出現減值之證據。收購聯營公司或合營企業產生的商譽計作本集團於聯營公司或合營企業投資的一部分。

倘於一家聯營公司的投資變為於一家合營企業的投資，反之亦然，則保留利益不予重新計量。相反，投資繼續按照權益法入賬。於任何其他情況下，一旦失去對聯營公司的重大影響力或對合營企業的共同控制，本集團按任何保留投資的公允價值對其進行計量及確認。失去對聯營公司或合營企業的重大影響或共同控制時，其賬面值與保留投資公允價值及出售所得款項的差額於綜合損益表確認。

自不再對聯營公司產生重大影響或不再對合營企業共同控制之日起，本集團終止使用權益法。如果該前聯營公司或合營企業的保留利益為一項金融資產，保留利益則按公允價值計量，該公允價值被視為根據國際財務報告準則第9號初步確認為金融資產的公允價值。(i)任何保留利益的公允價值及任何出售聯營公司或合營企業的部分權益所得款項；與(ii)終止使用權益法當日的投資賬面值之間的差額，於損益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in the consolidated statement of profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in the consolidated statement of profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則(續)

業務合併及商譽

業務合併乃以購買法入賬。轉讓之代價乃以收購日期的公允價值計量，該公允價值為本集團轉讓的資產、本集團自被收購方之前擁有人承擔的負債，及本集團發行以換取被收購方控制權的股本權益的總和於收購日期的公允價值。於各業務合併中，本集團選擇是否以公允價值或被收購方可識別資產淨值的應佔比例，計量於被收購方屬現時擁有人權益的非控股權益，並賦予擁有人權利，於清盤時按比例分佔其淨資產。非控股權益之一切其他成分乃按公允價值計量。收購相關成本於產生時列為開支。

倘所收購的一系列活動及資產包括一項投入及一項實質性進程，而兩者對創造產出能力有重大貢獻，本集團確定其已收購一項業務。

當本集團收購一項業務時，會根據合約條款、於收購日期的經濟環境及相關條件，評估將承接的金融資產及負債，以作出適合的分類及標示。此包括將被收購方主合約中的嵌入式衍生工具進行分離。

倘業務合併分階段進行，先前持有的股權乃於其收購日期重新計量公允價值，及任何所得損益乃於綜合損益表中確認。

由收購方將予轉讓的任何或然代價將於收購日期按公允價值確認。或然代價(分類為一項資產或負債)乃按公允價值計量且其公允價值變動於綜合損益表確認。分類為權益的或然代價則毋須重新計量，其後結算於權益中入賬。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Business combinations and goodwill (continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in the consolidated statement of profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or group of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則 (續)

業務合併及商譽 (續)

商譽起初按成本計量，即已轉讓代價、已就非控股權益確認的金額及本集團先前持有的被收購方股權的任何公允價值總額，超逾所收購可識別資產淨值及所承擔負債的差額。如該代價及其他項目總額低於所收購資產淨值的公允價值，於重新評估後其差額將於綜合損益表內確認為議價收購收益。

於初步確認後，商譽按成本減任何累計減值虧損計量。商譽每年進行減值測試，若有事件或情況變化顯示賬面值可能出現減值，則會進行更頻密減值測試。本集團於每年的十二月三十一日對商譽進行減值測試。就減值測試的目的而言，於業務合併時收購的商譽自收購日期起分配至本集團預期可得益於合併協同效益的各現金產生單位或各組現金產生單位內，無論本集團其他資產或負債是否分配至該等單位或一組單位內。

減值乃通過評估有關商譽的現金產生單位（一組現金產生單位）的可收回金額釐定。倘若現金產生單位（一組現金產生單位）的可收回金額低於賬面值，則確認減值虧損。商譽的已確認減值虧損不會在往後期間撥回。

倘若商譽分配至現金產生單位（或一組現金產生單位），而單位內的部分業務已經出售，則在釐定出售的收益或虧損時，與已出售業務相關的商譽乃計入該業務的賬面值。在此等情況下出售的商譽乃根據已出售業務部分的相關價值及所保留現金產生單位部分計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Fair value measurement

The Group measures its wealth management products at fair value at the end of each reporting period. 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 fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則(續)

公允價值計量

本集團於各報告期末按公允價值計量其理財產品。公允價值指於計量日期市場參與者之間之有序交易中，就出售資產所收取之價格或轉讓負債所支付之價格。公允價值計量乃基於假設出售資產或轉讓負債之交易於資產或負債之主要市場進行，或在未有主要市場之情況下，則於資產或負債之最有利市場進行。主要或最有利市場須位於本集團能到達之地方。資產或負債之公允價值乃使用市場參與者為資產或負債定價時所用之假設計量（假設市場參與者依照彼等之最佳經濟利益行事）。

非金融資產之公允價值計量乃經計及一名市場參與者透過使用其資產之最高及最佳用途或透過將資產出售予將使用其最高及最佳用途之另一名市場參與者而能夠產生經濟利益之能力。

本集團使用適用於不同情況之估值技術，而其有足夠數據計量公允價值，以盡量利用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Fair value measurement (continued)

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1- based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2- based on valuation techniques for which the lowest level input that is significant to the fair value measurement (other than quoted prices included within Level 1) is observable, either directly or indirectly, and not using significant unobservable inputs

Level 3- based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則 (續)

公允價值計量 (續)

於綜合財務報表計量或披露公允價值之所有資產及負債，均根據對公允價值計量整體而言屬重要之最低層輸入數據在下列公允價值等級架構內進行分類：

第一層 — 按同等資產或負債於活躍市場之報價 (未經調整) 計算

第二層 — 按估值技術計算 (藉此直接或間接可觀察對公允價值計量而言屬重要之最低層輸入數據 (除第一層報價外))，且並無使用重大不可觀察輸入數據

第三層 — 按估值技術計算 (藉此不能觀察對公允價值計量而言屬重要之最低層輸入數據)

就按經常性基準於綜合財務報表確認之資產及負債而言，本集團於各報告期末通過重新評估分類 (基於對公允價值計量整體而言屬重大之最低層輸入數據) 以決定等級架構內各層之間是否有轉移。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets, financial assets and goodwill) and the Company's interests in subsidiaries, the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the consolidated statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則(續)

非金融資產減值

倘存在減值跡象，或須對資產（存貨、遞延稅項資產、金融資產及商譽除外）及本公司於附屬公司的權益進行年度減值測試時，則估計資產的可收回金額。資產的可收回金額按資產或現金產生單位的使用價值及其公允價值減出售成本（以較高者為準）計算，並就個別資產釐定，除非有關資產並無產生現金流入，且在頗大程度上獨立於其他資產或資產類別（在此情況下，則會就該資產所屬的現金產生單位釐定可收回金額）。

減值虧損僅於資產賬面值超過其可收回金額時予以確認。在評估使用價值時，是將估計日後現金流量折算至現值，所用的稅前折現率可反映當前市場評估的貨幣時值及有關資產特定風險。減值虧損乃於產生期間在與該減值資產功能一致的該等開支類別於綜合損益表中扣除。

於各報告期末將評估有否跡象顯示以往確認的減值虧損可能不再存在或已減少。如存在該跡象，則估計可收回金額。以往確認的資產（不包括商譽）的減值虧損僅於用作釐定該資產可收回金額估計出現變動時撥回，惟撥回數額不得高於假設過往年度並無確認該資產減值虧損情況下而釐定的賬面值（扣除任何折舊／攤銷）。所撥回的該減值虧損，乃於產生期間計入損益。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Related parties

For the purposes of these consolidated financial statements, a party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;
- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

2.3 已頒佈但尚未生效的國際財務報告準則會計準則 (續)

關聯方

就該等綜合財務報表而言，在下列情況下，一方被視為與本集團有關連：

- (a) 該方為該名人士家族的人士或直系親屬，而該名人士
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團施加重大影響；或
 - (iii) 為本集團或本集團母公司的主要管理層成員；
- (b) 倘符合下列任何條件，該方即屬實體：
 - (i) 該實體與本集團屬同一集團之成員公司；
 - (ii) 一家實體為另一實體的聯營公司或合營企業（或若另一實體為同一集團成員，則為集團成員的聯營公司或合營企業）；
 - (iii) 該實體及本集團均為同一第三方的合營企業；
 - (iv) 一家實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
 - (v) 該實體為離職後福利計劃，該計劃的受益人為本集團或與本集團有關的實體的僱員；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Related parties (continued)

(b) (continued)

- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the consolidated statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則(續)

關聯方(續)

(b) (續)

- (vi) 該實體由(a)項所述人士控制或共同控制；
- (vii) (a)(i)項所述人士對該實體有重大影響或屬該實體(或該實體的母公司)主要管理層成員；及
- (viii) 該實體或其任何集團成員公司提供主要管理人員服務予本集團或本集團之母公司。

與該人士關係密切的家庭成員是指他們在與實體進行交易時，預期可能會影響該人士或受該人士影響的家庭成員。

物業、廠房及設備以及折舊

除在建工程外，物業、廠房及設備按成本減累計折舊及任何減值虧損入賬。物業、廠房及設備項目的成本包括其購買價及將資產達致可使用狀態及運抵使用地點作擬定用途的任何直接應計成本。

物業、廠房及設備項目投入運作後產生的開支，例如維修及保養費用，一般於產生期間自綜合損益表內扣除。倘符合確認標準，相關主要檢測費用可按撥充資本計入作為重置的資產賬面值。倘大部分物業、廠房及設備須不時重置，本集團則將該部分確認為個別具有特定使用年期的資產，並相應折舊。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Property, plant and equipment and depreciation (continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal estimated useful lives for this purpose are as follows:

Land and buildings	35-45 years
Leasehold improvements	5 years
Motor vehicles	5 years
Equipment and fixtures	5-10 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected to arise from its use or disposal. Any gain or loss on disposal or retirement recognised in the consolidated statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents leasehold improvements, buildings and storage facilities under construction or renovation works in progress which are stated at cost less any impairment losses, and are not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment or investment properties when completed and ready for use.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則 (續)

物業、廠房及設備以及折舊 (續)

折舊乃按直線法計算，以於其估計可使用年期內將各物業、廠房及設備項目的成本撇銷至其剩餘價值，就此所採用的主要估計使用年期如下：

土地及樓宇	35至45年
租賃物業裝修	5年
汽車	5年
設備及裝置	5至10年

當一項物業、廠房及設備的各部分可使用年期各有不同，此項目各部分的成本將按合理基礎分配，而每部分將作個別折舊。剩餘價值、可使用年期和折舊方法至少於各財政年度末進行檢討及調整 (如適用)。

物業、廠房及設備的項目包括初步確認的任何重大部分，如已處置或倘預期不會因使用或出售而產生未來經濟利益，則會終止確認。年內終止確認的資產因其出售或報廢並在綜合損益表中被確認的任何損益，乃有關資產的銷售所得款項淨額與賬面值的差額。

在建工程指租賃物業裝修、正在興建的樓宇及倉儲設施，或正在進行的翻新工程。在建工程按成本減任何減值虧損入賬，且不會折舊。成本由興建的直接成本及興建期間就相關借款費用發生的應予資本化的借款成本組成。在建工程在完成並可使用時會被重新分類至物業、廠房及設備或投資物業的合適類別。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Investment properties

Investment properties are interests in land and buildings (including the leasehold property held as a right-of-use asset which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business.

Investment properties are measured at cost less accumulated depreciation and provision for any impairment in value. Depreciation is calculated on the straight-line basis over the expected useful life. The estimated useful lives for this purpose are 32 to 42 years.

Any gains or losses on the retirement or disposal of an investment property are recognised in the consolidated statement of profit or loss in the year of the retirement or disposal.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for intangible assets with a finite useful life are reviewed at least at each financial year end. The principal estimated useful lives for this purpose are as follows:

Computer software	5 years
Licence	10-14 years
Franchise agreement	10 years
Trademark	10 years
Customer relationship	5 years

2.3 已頒佈但尚未生效的國際財務報告準則會計準則(續)

投資物業

投資物業指土地及樓宇(包括符合投資物業定義的持作使用權資產的租賃物業)權益,持有作賺取租金收入及/或資本增值用途,而非用作生產或提供貨品或服務或作行政用途,或於日常業務過程中作銷售用途。

投資物業按成本減累計折舊及任何減值撥備計量。折舊按預計可使用年限以直線法計算。就此而言的估計可使用年限為32至42年。

任何報廢或出售投資物業的盈虧於報廢或出售年度的綜合損益表中確認。

無形資產(商譽除外)

另行收購的無形資產於初步確認時按成本計量。於業務合併時所收購無形資產的成本為該資產於收購日期的公允價值。無形資產的可使用年期評估為有限或無限。年期有限的無形資產隨後於可使用經濟年期內攤銷,並於有跡象顯示該無形資產可能出現減值時進行減值評估。可使用年期有限的無形資產的攤銷年期及攤銷方法至少於各財政年度末覆核一次。就此所採用的主要估計使用年期如下:

電腦軟件	5年
特許權	10至14年
特許經營協議	10年
商標	10年
客戶關係	5年

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To apply this definition, the Group assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group;
- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and
- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

For contracts 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 and non-lease component on the basis of their relative stand-alone prices. However, for leases of properties in which the Group is a lessee, the Group elected not to separate non-lease components and will instead account for the lease and non-lease components as a single lease component.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則 (續)

租賃

本集團在合約開始時評估合約是否為租賃或包含租賃。倘合約為換取代價而授予在一段期間內可識別資產的使用控制權，則該合約為租賃或包含租賃。為應用該定義，本集團評估有關合約是否符合三個關鍵評估項，即：

- 合約是否包含一項已識別資產，該資產在合約中明確識別，或在資產提供予本集團時透過識別而明確指明；
- 經考慮其於合約界定範圍內的權利後，本集團是否有權於整個使用期間因使用已識別資產而獲得絕大部分經濟利益；及
- 本集團於整個使用期間是否有權指示已識別資產的使用。本集團會評估其於整個使用期間是否有權指示資產的「使用方式及用途」。

就含有租賃部分以及一項或多項額外租賃或非租賃部分的合約而言，本集團按相對單獨價格基準將合約代價分配至各租賃部分及非租賃部分。然而，就本集團作為承租人的物業租賃而言，本集團選擇不單獨呈列非租賃部分，而將租賃及非租賃部分列為單一租賃部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Leases (continued)

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leasehold land	42-45 years
Property	2-20 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則(續)

租賃(續)

本集團作為承租人

本集團就所有租賃應用單一確認及計量方法，惟短期租賃及低價值資產租賃除外。本集團確認租賃負債以作出租賃付款，而使用權資產指使用相關資產的權利。

(a) 使用權資產

使用權資產於租賃開始日期（即相關資產可供使用之日期）確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產的成本包括已確認的租賃負債金額、已發生的初始直接成本，以及於開始日期或之前作出的租賃付款減已收取的任何租賃優惠。使用權資產按直線法於租期及資產估計可使用年期（以較短者為準）內折舊如下：

租賃土地	42至45年
物業	2至20年

倘租賃資產的擁有權於租期完結前轉讓予本集團，或成本反映購買權獲行使，則使用資產的估計可使用年期計算折舊。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Leases (continued)

Group as a lessee (continued)

(a) Right-of-use assets (continued)

Leasehold land

Leasehold land represents land use rights paid to the PRC government authorities. Land use rights are carried at cost and are charged to profit or loss on the straight-line basis over the respective periods of the rights ranging from 42 to 45 years. When the leasehold land cannot be allocated reliably between the land and buildings elements, the entire leasehold land are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

Refundable rental deposits

Refundable rental deposits paid are accounted for 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.

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則 (續)

租賃 (續)

本集團作為承租人 (續)

(a) 使用權資產 (續)

租賃土地

租賃土地指向中國政府機關支付的土地使用權。土地使用權按成本入賬，並於有關權利介乎42至45年的期間內按直線法於損益內扣除。於租賃土地未能在土地及樓宇項目之間可靠分配時，則全部租賃土地款會作為物業、廠房及設備的融資租賃列於土地及樓宇成本項下。

可退還租賃按金

已付可退還租賃按金根據國際財務報告準則第9號入賬，並初步按公允價值計量。首次確認時之公允價值的調整被視為額外租賃付款，並計入使用權資產之成本內。

(b) 租賃負債

於租賃開始日期，租賃負債按租期內作出的租賃付款之現值予以確認。租賃付款包括固定付款（包括實質固定付款）減去任何應收租賃優惠、取決於某一指數或比率的可變租賃付款，以及預期在剩餘價值擔保下支付的金額。租賃付款亦包括本集團合理地肯定行使的購買選擇權之行使價，及如果租期反映了本集團行使租賃終止選擇權，則終止租賃而需支付的罰款。不取決於某一指數或比率的可變租賃付款於觸發付款的事件或條件發生的期間確認為開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Leases (continued)

Group as a lessee (continued)

(b) Lease liabilities (continued)

In calculating the present value of lease payments, the Group uses its incremental borrowing rate ("IBR") at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

For 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 modification.

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (that is those leases 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 and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則(續)

租賃(續)

本集團作為承租人(續)

(b) 租賃負債(續)

於計算租賃付款的現值時，因租賃中所隱含的利率不易確定，本集團在租賃開始日期使用其增量借款利率（「增量借款利率」）。於開始日期之後，租賃負債的金額將會增加以反映利息的增加及就已作出的租賃付款作出扣減。此外，如有修改、租期發生變化、租賃付款變化（例如指數或比率變動導致未來租賃付款發生變化）或購買相關資產的選擇權評估的變更，租賃負債的賬面值將重新計量。

對於未作為單獨租賃入賬的租賃變更，本集團根據已修改租賃的租期，在修改生效日期使用經修訂的折現率對經修訂後的租賃付款進行折現，從而重新計量租賃負債。

(c) 短期租賃及低價值資產租賃

本集團對短期租賃（即自開始日期起計之租期不超過12個月且不包括購買選擇權的租賃）應用短期租賃確認豁免。短期租賃及低價值資產租賃的租賃付款於租期內以直線法確認為開支。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Leases (continued)

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the consolidated statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying assets to the lessee are accounted for as finance leases. At the commencement date, the cost of the leased asset is capitalised at the present value of the lease payments and related payments (including the initial direct costs), and presented as a receivable at an amount equal to the net investment in the lease. The finance income on the net investment in the lease is recognised in the consolidated statement of profit or loss so as to provide a constant periodic rate of return over the lease terms.

When the Group is an intermediate lessor, a sublease is classified as a finance lease or operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the on-balance sheet recognition exemption, the Group classifies the sublease as an operating lease.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則 (續)

租賃 (續)

本集團作為出租人

當本集團作為出租人，將租賃於租賃開始時 (或發生租賃變更時) 分為經營租賃或融資租賃。

本集團並無轉讓資產擁有權絕大部分風險及回報的租賃，均分類為經營租賃。當合約包含租賃及非租賃部分，本集團按相對單獨價格基準將合約的代價分配至各租賃部分。租金收入於租期內按直線法列賬，並因其經營性質於綜合損益表內列為收益。於協商及安排經營租賃時產生的初始直接成本乃加至租賃資產的賬面值，並於租期內按與租金收入相同之基準確認。或然租金於賺取期間確認為收入。

將相關資產擁有權附帶的絕大部分風險及回報轉讓予承租人的租賃，入賬列作融資租賃。於開始日期，租賃資產的成本按租賃付款及相關付款 (包括初始直接成本) 的現值進行資本化，並按相當於租賃投資淨額的金額呈列為應收款項。租賃投資淨額的融資收入於綜合損益表內確認，以產生租期內的固定週期回報率。

本集團作為中介出租人時，本集團參照主租賃所產生的使用權資產將轉租賃分類為融資租賃或經營租賃。倘本集團對屬於短期租賃的主租賃應用資產負債表外確認豁免，則本集團將轉租賃分類為經營租賃。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則(續)

投資及其他金融資產

初步確認及計量

於初步確認時，金融資產獲分類為其後按攤銷成本計量、按公允價值計量且其變動計入其他全面收入及按公允價值計量且其變動計入損益。

於初步確認時，金融資產的分類取決於金融資產的合約現金流動特性及本集團管理資產的業務模式。除並不包含重大融資組成部分或本集團已就此應用不調整重大融資組成部分的影響的可行權宜方式之應收貿易款項外，本集團初始按公允價值加上(倘金融資產並非按公允價值計量且其變動計入損益入賬)交易成本計量金融資產。並不包含重大融資組成部分或本集團已就此應用可行權宜方式之應收貿易款項，乃根據載於下文「收益確認」的政策按國際財務報告準則第15號釐定之交易價格計量。

為使金融資產按攤銷成本或按公允價值計量且其變動計入其他全面收入進行分類及計量，需產生就未償還本金款項僅支付本金及利息(「僅付本息」)的現金流量。金融資產如具備非僅付本息的現金流量，不論業務模式，均獲分類並按公允價值計入損益計量。

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式決定現金流量是否將來自收集合約現金流量、出售金融資產，或兩者皆有。按攤銷成本分類及計量的金融資產在旨在持有金融資產以收取合約現金流量的業務模式內持有，而按公允價值計量且其變動計入其他全面收入分類及計量的金融資產則在旨在持有以收集合約現金流量及出售的業務模式內持有。並非在上述業務模式內持有的金融資產則以按公允價值計量且其變動計入損益分類及計量。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the consolidated statement of profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognised in the consolidated statement of profit or loss.

This category includes wealth management products which the Group had not irrevocably elected to classify at fair value through other comprehensive income.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則 (續)

投資及其他金融資產 (續)

初步確認及計量 (續)

所有以正常方式購買及出售金融資產均在交易日 (即本集團承諾購買或出售資產的日期) 確認。以正常方式購買或出售是指購買或出售金融資產須按照市場規定或慣例通常訂立的期限內交付資產。

隨後計量

金融資產的隨後計量取決於其分類，詳情如下：

按攤銷成本計量的金融資產 (債務工具)

按攤銷成本計量的金融資產隨後使用實際利率法計量，並須進行減值。當資產被終止確認、修改或減值，收益及虧損於綜合損益表中確認。

按公允價值計量且其變動計入損益之金融資產

按公允價值計量且其變動計入損益之金融資產按公允價值列入綜合財務狀況表，公允價值變動淨額於綜合損益表中確認。

該類別包括本集團並未不可撤銷地選擇按公允價值計量且其變動計入其他全面收入分類的理財產品。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Investments and other financial assets (continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則(續)

投資及其他金融資產(續)

終止確認金融資產

金融資產(或(如適用)一項或一組同類金融資產的部分)主要在出現下列情況時終止確認(即從本集團綜合財務狀況表中去除):

- 自資產收取現金流量的權利已屆滿;或
- 本集團已轉讓自資產收取現金流量的權利,或已根據一項「轉付」安排承擔責任,在無重大延誤情況下,將所收取現金流量全數付予第三方;及(a)本集團已轉讓資產的絕大部分風險及回報;或(b)本集團並無轉讓或保留資產的絕大部分風險及回報,但已轉讓資產的控制權。

倘本集團已轉讓其自資產收取現金流量的權利或已訂立一項轉付安排,本集團評估是否以及在何種程度上保留該資產所有權的風險及回報。倘本集團並無轉讓或保留該資產的絕大部分風險及回報,或並無轉讓該資產的控制權,該資產在本集團持續參與該資產的前提下予以確認入賬。在該情況下,本集團亦確認相關負債。已轉讓資產及相關負債按反映本集團已保留權利及責任的基準計量。

倘以本集團就已轉讓資產作出保證的形式繼續參與,則已轉讓資產乃以該項資產的原賬面值及本集團或須償還的代價數額上限(以較低者為準)計量。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Simplified approach

For trade receivables (other than loans receivables), the Group applies a simplified approach using the provision matrix in calculating ECL and recognises a loss allowance based on lifetime ECL at the end of each reporting period. At the end of each reporting period, the historical default rates are updated and changes in the forward-looking estimates are analysed.

General approach

For loans receivables and other financial assets measured at amortised cost, ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At the end of each reporting period, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, 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 and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. 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.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則 (續)

金融資產減值

本集團確認對並非按公允價值計量且其變動計入損益的所有債務工具預期信貸虧損（「預期信貸虧損」）的撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利息率的近似值折現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他信貸提升措施。

簡化方法

就應收貿易款項（應收貸款除外）而言，本集團採用使用撥備矩陣的簡化方法計算預期信貸虧損，並基於在各報告期末的年限內預期信貸虧損確認虧損撥備。於各報告期末，將更新歷史違約率並分析前瞻性估計的變動。

一般方式

就按攤銷成本計量的應收貸款及其他金融資產而言，預期信貸虧損分兩個階段進行確認。就自初步確認起未有顯著增加的信貸風險而言，就由未來12個月內可能發生違約事件而導致的信貸虧損（12個月預期信貸虧損）計提預期信貸虧損。就自初步確認起已顯著增加的信貸風險而言，不論何時發生違約，於剩餘風險年期內的預期信貸虧損（年限內預期信貸虧損）均須計提虧損撥備。

於各報告期末，本集團評估金融工具的信貸風險自初步確認起是否已顯著增加。於作出評估時，本集團比較就金融工具於報告日期發生違約的風險與金融工具於初步確認當日發生違約的風險進行比較，並考慮合理可靠且毋須付出不必要的成本或努力即可獲得的資料（包括歷史及前瞻性資料）。無論上述評估結果如何，當合約付款已逾期逾30天，本集團假設信貸風險自初步確認起已顯著增加，惟本集團有合理及支持性之資料證實其他情況，則另作別論。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Impairment of financial assets (continued)

General approach (continued)

The Group considers a financial asset in default when contractual payments are 90 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs as detailed below.

Stage 1- Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2- Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3- Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2.3 已頒佈但尚未生效的國際財務報告準則會計準則(續)

金融資產減值(續)

一般方式(續)

倘合約付款逾期90天，本集團認為金融資產違約，惟本集團有合理及支持性之資料證實其他情況，則另作別論。然而，於若干情況下，倘內部或外部資料顯示，在計及本集團持有的任何信貸提升措施前，本集團不大可能悉數收回未償還合約款項，則本集團亦可認為金融資產已違約。倘無法合理預期收回合約現金流量，則撇銷金融資產。

按攤銷成本計量的金融資產於一般方式下須減值，且如下文詳述該等金融資產被分類為以下預期信貸虧損計量階段。

第一階段 — 信貸風險自初步確認起並無顯著增加及虧損撥備乃按與12個月預期信貸虧損相等金額計量的金融工具

第二階段 — 信貸風險自初步確認起顯著增加，但並非信貸減值金融資產且其虧損撥備按與年限內預期信貸虧損相等金額計量的金融工具

第三階段 — 於報告日期信貸減值（但非購回或初始信貸減值）及虧損撥備乃按與年限內預期信貸虧損相等金額計量的金融資產



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities (other than lease liabilities) are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings and payables.

All financial liabilities (other than lease liabilities) are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade payables, other payables and accruals, interest-bearing bank loans and lease liabilities.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the consolidated statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the consolidated statement of profit or loss.

Interest-bearing loans and borrowings are classified as current liabilities unless as at the end of the reporting period, the Group has a right to defer settlement of the liabilities for at least twelve months after the end of the reporting period.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則 (續)

金融負債

初步確認及計量

金融負債(租賃負債除外)於初步確認時分類為按公允價值計量且其變動計入損益的金融負債、貸款及借貸以及應付款項。

所有金融負債(租賃負債除外)於初步確認時按公允價值確認,倘為貸款及借貸以及應付款項,則扣除直接應佔交易成本確認。

本集團的金融負債包括應付貿易款項、其他應付款項及應計項目、計息銀行貸款及租賃負債。

隨後計量

金融負債的隨後計量取決於其分類,詳情如下:

按攤銷成本計量的金融負債(貸款及借貸)

於初步確認後,計息貸款及借貸隨後以攤銷成本使用實際利率法計量,除非折現影響並不重大(在此情況下按成本呈列)。盈虧乃於負債終止確認時按實際利率攤銷過程在綜合損益表中確認。

攤銷成本乃經計及收購所產生的任何折讓或溢價以及作為實際利率部分的費用或成本而計算。實際利率攤銷計入綜合損益表中融資成本項下。

計息貸款及借款於報告期末分類為流動負債,本集團有權將負債的清償延遲至報告期後起至少十二個月。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Financial liabilities (continued)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the consolidated statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Inventories

Inventories comprise merchandise purchased for resale and consumables and are stated at the lower of cost and net realisable value. The cost of merchandise is determined on the weighted average basis. Net realisable value is determined based on estimated selling prices less any estimated costs to be incurred to disposal.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, restricted cash and short-term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

Bank balances for which use by the Group is subject to third party contractual restrictions are included as part of cash unless the restrictions result in a bank balance no longer meeting the definition of cash.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則(續)

金融負債(續)

終止確認金融負債

當負債項下的責任獲解除或取消或屆滿時，終止確認金融負債。

倘現有金融負債被來自同一借款人但條款有重大差別的另一項負債所取代，或對現有負債的條款進行大幅修改，上述更替或修訂將被視作終止確認原有負債及確認新負債，而有關賬面值的差額於綜合損益表內確認。

金融工具的抵銷

當目前有可執行法定權利抵銷已確認金額並擬按淨額基準結算，或同時變賣資產及償還負債，則金融資產及金融負債會互相抵銷，並在綜合財務狀況表內以淨額列示。

存貨

存貨包括購入作轉售用途的貨品及消耗品，並按成本與可變現淨值的較低者入賬。貨品成本按加權平均基準釐定。可變現淨值以估計售價減任何因出售而將產生的估計成本為基準釐定。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款、受限制現金以及短期高流動投資（可隨時兌換為已知現金數額且價值變動風險不大，期限短，一般於收購後三個月內到期）減須按要求償還且為本集團現金管理的一部分的銀行透支。

本集團所使用的銀行結餘受限於第三方合約限制，且作為現金的一部分入賬，除非該限制導致銀行結餘不再符合現金的定義。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Provisions and contingent liabilities

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the consolidated statement of profit or loss.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the Group, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

All provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate.

Share capital

Ordinary shares are classified as equity. Share capital is recognised at the amount of consideration of shares issued, after deducting any transaction costs associated with the issuing of shares (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則 (續)

撥備及或然負債

當因過往事件而產生即期債務(法定或推定)並可能導致日後資源流出以結付債務時,倘能可靠估計有關債務的數額,則須就此確認撥備。

倘折現影響重大,則按預期須於日後就結付該債務所作的開支於報告期末的現值而確認撥備。折現現值數額值隨時間而增加的有關增幅於綜合損益表內列為融資成本。

倘若導致經濟效益流失之可能性不大,或未能可靠地估計有關數值,則將該債務披露為或然負債,除非經濟效益流失之可能性極低。潛在債務(須視乎日後是否發生一宗或多宗非完全由本集團控制的事件而確定其是否存在)亦會披露為或然負債,除非經濟效益流失之可能性極低。

所有撥備於各報告期末作出檢討並作出調整以反映當時之最佳估計。

股本

普通股分類為權益。股本乃按已發行股份之代價金額確認,且須扣除與發行股份有關之任何交易成本,並減去任何有關所得稅優惠,惟交易成本須為該項股本交易直接應佔之增量成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and a joint venture, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies the requirements in IAS 12 to the lease liabilities and the related assets separately. The Group recognises a deferred tax asset related to the lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised and a deferred tax liability for all taxable temporary differences.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則(續)

所得稅

所得稅包括即期及遞延稅項。與在損益賬以外確認的項目有關的所得稅，乃於損益賬以外確認，即於其他全面收益或直接於權益確認。

即期稅項資產及負債乃根據於報告期末已頒佈或實質頒佈的稅率(及稅法)，經計及本集團經營所在國家的現行詮釋及慣例，按預期可自稅務機關收回或支付予稅務機關的金額計算。

遞延稅項乃根據資產及負債的稅基及其就財務呈報目的賬面值之間於報告期末的所有暫時差額以負債法撥備。

已就所有應課稅暫時差額確認遞延稅項負債，惟以下各項除外：

- 在交易時不影響會計利潤及應課稅利潤或虧損的非業務合併交易中，初步確認商譽或資產或負債時產生的遞延稅項負債；及
- 就有關投資於附屬公司、聯營公司及合營企業的應課稅暫時差額而言，倘若撥回暫時差額的時間可以控制，並且暫時差額於可預見將來可能不會被撥回者。

就稅項扣減歸因於租賃負債之租賃交易而言，本集團分別對租賃負債及相關資產應用國際會計準則第12號之規定。本集團在很有可能有應課稅利潤可供用作抵扣可扣稅暫時差額的範圍內確認與租賃負債有關的遞延稅項資產，並就所有應課稅暫時差額確認遞延稅項負債。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Income tax (continued)

Deferred tax assets are recognised for all deductible temporary differences, and the carry-forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and a joint venture, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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

2.3 已頒佈但尚未生效的國際財務報告準則會計準則 (續)

所得稅 (續)

遞延稅項資產根據所有可扣除的暫時差額、結轉未動用稅項抵免及任何未動用稅項虧損確認。應課稅利潤將可供用作抵銷可扣除暫時差額，並可利用結轉的未動用稅項抵免及未動用稅項虧損時，方會確認遞延稅項資產，惟以下各項除外：

- 在交易時不影響會計利潤或應課稅利潤或虧損的非業務合併交易中，初步確認資產或負債時產生的可扣除暫時差額有關的遞延稅項資產；及
- 就有關投資於附屬公司、聯營公司及合營企業的可扣除暫時差額而言，遞延稅項資產僅可在暫時差額將於可見將來撥回，並且應課稅利潤將可用以抵銷暫時差額的情況下確認。

遞延稅項資產的賬面值於各報告期末審閱及減少至不再有足夠的應課稅利潤可供所有或部分遞延稅項資產動用為止。未確認的遞延稅項資產於各報告期末重新評估，並以有足夠應課稅利潤可使全部或部分遞延稅項資產將被收回為限予以確認。

遞延稅項資產及負債按預期適用於變現資產或清償負債期間的稅率計量，並按報告期末前已頒佈或實質頒佈的稅率（及稅法）為基準。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Income tax (continued)

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liability relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair values where there is reasonable assurance that the grants will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Government grants relating to income is presented in gross under "other operating revenues" in the consolidated statement of profit or loss.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則(續)

所得稅(續)

當且僅當本集團可合法執行權利將即期稅項資產與即期稅項負債抵銷，且遞延稅項資產與遞延稅項負債與同一稅務機關對同一應稅實體或於各未來期間預期有大額遞延稅項負債或資產需要結算或收回時，擬按淨額基準結算即期稅務負債及資產或同時變現資產及結算負債之不同稅務實體徵收之所得稅相關，則遞延稅項資產與遞延稅項負債可予抵銷。

政府補助

倘若合理保證將收到補助並且符合所有附帶條件，則政府補助按其公允價值確認。倘補助與某一開支項目有關，則於補助擬補償成本支銷期間內按系統基準確認為收入。

與收入相關的政府補助於綜合損益表的「其他經營收益」項下呈列為總額。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Non-current assets, or disposal groups held for sale

Non-current assets, or disposal groups comprising assets and liabilities, that are highly probable to be recovered principally through sale rather than through continuing use, are classified as held for sale. Immediately before classification as held for sales, the assets, or components of a disposal group, are remeasured in accordance with the Group's accounting policies. Thereafter generally the assets, or disposal group, are measured at the lower of their carrying amount and fair value less costs to sell. Any impairment loss on a disposal group is first allocated to goodwill, and then to remaining assets and liabilities on pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets, investment property or biological assets, which continue to be measured in accordance with the Group's accounting policies. Impairment losses on initial classification as held for sale and subsequent gains and losses on remeasurement are recognised in profit or loss. Gains are not recognised in excess of any cumulative impairment loss.

Intangible assets and property, plant and equipment once classified as held for sale are not amortised or depreciated. In addition, equity accounting of equity-accounted investees ceases once classified as held for sale.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則 (續)

非流動資產、或持有待售出售組別

極有可能主要透過銷售而非透過持續使用收回之非流動資產或包括資產及負債之出售組別分類為持有待售。緊接分類為持有待售前，資產或出售組別之組成部分根據本集團會計政策重新計量。其後，資產或出售組別通常按賬面值及公允價值減出售成本（以較低者為準）計量。出售組別之任何減值虧損首先分配至商譽，其後按比例分配至餘下資產及負債，惟並無虧損分配至存貨、金融資產、遞延稅項資產、僱員福利資產、投資物業或生物資產，其將繼續根據本集團會計政策計量。初步分類為持有待售之減值虧損以及重新計量得出之其後收益及虧損於損益中確認。超出任何累計減值虧損之收益將不予確認。

無形資產以及物業、廠房及設備一旦被分類為持有待售，將不予攤銷或折舊。此外，以權益入賬之投資對象一旦被分類為持有待售，將不再使用權益會計法。

收益確認

來自客戶合約的收益

來自客戶合約的收益乃按反映本集團預期有權就交換該等貨品或服務收取的代價金額於將貨品或服務的控制權轉讓予客戶時確認。

當合約中的代價包括可變金額時，代價的金額估計為本集團將有權就將貨品或服務轉讓予客戶而換取的金額。可變代價乃於合約開始時估計且受約束，直至當可變代價的相關不確定性於其後解除，很可能不會發生已確認的累計收益金額的重大收益撥回為止。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

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 recognises 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.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則(續)

收益確認(續)

來自客戶合約的收益(續)

當合約包括向客戶轉讓貨品或服務為客戶帶來超過一年重大融資利益的融資組成部分時，收益乃按應收款項金額的現時價值計量，並採用將於自合約開始起本集團與客戶間的個別融資交易中反映的折現率折現。當合約包括為本集團帶來超過一年重大融資利益的融資組成部分時，根據合約確認的收益包括合約負債根據實際利息法計算的利息開支。就客戶付款至轉讓所承諾的貨品或服務的期限為一年或以下的合約而言，交易價格並無根據重大融資組成部分的影響採用國際財務報告準則第15號中的可行權宜方式進行調整。

當另一方參與向客戶提供商品或服務時，本集團確定其承諾的性質是否為以自身提供特定商品或服務(即本集團為委託人)或安排另一方向客戶提供商品或服務(即本集團為代理人)的履約義務。

如果本集團在將特定商品或服務轉移給客戶之前控制該商品或服務，則本集團為委託人。如果履約義務是安排另一方提供特定商品或服務，則本集團為代理人。這種情況下，本集團在特定商品或服務轉移給客戶前不擁有由另一方提供的商品或服務的控制權。當本集團為代理人時，其會將因安排另一方向客戶提供特定商品或服務而預期有權獲得的任何手續費和佣金確認為收入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

(a) Sale of goods

Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer.

Some contracts for the sale of goods provide customers with rights of return. The rights of return give rise to variable consideration.

(b) Provision of concessionaire sale services

Revenue from the provision of concessionaire sale services is recognised upon the commission rate of the gross concessionaire sales which was recognised upon the delivery of goods.

(c) Provision of consultancy and management services

Revenue from the provision of consultancy and management services is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

(d) Revenue from loyalty point programme

Revenue from loyalty point programme is recognised when the obligation in respect of the award is fulfilled.

Revenue from other sources

Rental income is recognised on a straight-line basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則 (續)

收益確認 (續)

來自客戶合約的收益 (續)

(a) 銷售貨品

銷售貨品的收益於資產控制權轉讓至客戶時確認。

銷售貨品的若干合約為客戶提供退貨權。退貨權產生可變代價。

(b) 提供特許專櫃銷售服務

提供特許專櫃銷售服務的收益經考慮交付貨物時確認的特許專櫃銷售總額佣金率後確認。

(c) 提供諮詢及管理服務

提供諮詢及管理服務的收益於預期期間以直線法確認，因客戶同時收取及消耗本集團所提供的利益。

(d) 忠誠點數計劃收益

忠誠點數計劃收益於有關獎勵義務達成時確認。

其他來源收益

租金收入於租期以直線法基準確認。並非取決於某一指數或比率的可變租賃付款於產生的會計期間確認為收入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Promotion income and minimum guaranteed sales commissions are recognised according to the underlying contract terms with concessionaires and as these services have been provided in accordance therewith.

Credit card handling fees, administration fees and service fees are recognised when the relevant services are rendered.

Electricity and water fees are recognised when the cost are actual incurred.

Display space leasing fees and equipment leasing income are recognised on a time proportion basis over the lease terms.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Provision for loyalty point programme are recognised as a reduction in revenues upon granting of bonus points to customers in accordance with the announced bonus points scheme. The Group estimates future redemption of bonus points based on its historical experiences.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則(續)

其他收入

利息收入按應計基準使用實際利息法採用能將金融工具預計使用年期或較短時期(如適用)內所產生的估計未來現金收入準確折現至該金融資產賬面淨值的折現率確認。

股息收入於股東收取款項的權利被確立，與股息相關的經濟利益可能將流入本集團且股息金額可藉此計量時確認。

促銷收入及最低銷售保證佣金乃根據與特許專櫃商訂立的相關合約條款，於按有關條款提供該等服務時確認。

信用卡手續費、行政費用及服務費用於提供有關服務時確認。

電費及水費於成本實際產生時確認。

展銷場地租金及設備租賃收入以時間比例基準於租賃的期限內確認。

合約負債

合約負債於本集團轉讓相關貨品或服務前收到客戶付款或付款到期(以較早者為準)時確認。倘本集團根據合約履約(即向客戶轉讓相關產品或服務的控制權)，則合約負債確認為收益。

忠誠點數計劃撥備乃根據已公佈的積分計劃於授予客戶積分後確認為收益減少。本集團根據其過往經驗估計積分未來兌換數額。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Employee benefits

Pension scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees' basic salaries and are charged to the consolidated statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

Pursuant to the relevant PRC laws and regulations, each of the PRC subsidiaries of the Group is required to participate in a retirement benefit scheme organised by the local municipal government whereby the Group is required to contribute a certain percentage of the salaries of its employees to the retirement benefit scheme. The only obligation of the Group with respect to the retirement benefit scheme is to pay the ongoing required contributions. Contributions made to the defined contribution retirement benefit scheme are charged to the consolidated statement of profit or loss as incurred.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則 (續)

僱員福利

退休金計劃

本集團根據強制性公積金計劃條例，為其所有僱員實施定額供款強制性公積金退休福利計劃（「強積金計劃」）。供款按僱員基本薪金之某一百分比作出，並按照強積金計劃於應付時自綜合損益表扣除。強積金計劃之資產與本集團之資產分開持有，並由獨立基金管理。本集團所作的僱主供款於向強積金計劃作出供款時全數歸僱員所有。

根據相關中國法律及法規，本集團各中國附屬公司均須參與當地市政府設立的退休福利計劃，據此本集團須按其僱員薪酬的若干百分比向退休福利計劃供款。本集團就退休福利計劃須承擔的唯一責任為持續支付所需的供款。向界定供款退休福利計劃作出的供款乃於產生時在綜合損益表中扣除。

借貸成本

收購、建造或生產合資格資產（即需頗長時間方可作擬定用途或銷售的資產）直接應佔的借貸成本作為該等資產的成本部分撥充資本。有關借貸成本在資產大致可作擬定用途或銷售時不再撥充資本。在特定借貸撥作合資格資產的支出前暫時用作投資所賺取的投資收入須自撥充資本的借貸成本中扣除。所有其他借貸成本於產生期間支銷。借貸成本包括實體借用資金產生的利息及其他成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the note 9 to the consolidated financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

The consolidated financial statements are presented in RMB, which is also the functional currency of the Company. The Group's consolidated financial statements are presented in RMB because management considers that a substantial majority of the group companies are in the PRC and the Group primarily generates and expends cash in RMB. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the consolidated statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

2.3 已頒佈但尚未生效的國際財務報告準則會計準則(續)

股息

末期股息將於股東大會上獲股東批准後確認為負債。建議末期股息披露於綜合財務報表附註9。

由於本公司組織章程大綱及細則授權董事宣派中期股息，故中期股息乃同步建議及宣派。因此，中期股息乃於建議及宣派時即時確認為負債。

外幣

綜合財務報表以人民幣呈列，人民幣亦為本公司的功能貨幣。本集團綜合財務報表以人民幣呈列的原因為管理層認為大多數集團公司乃位於中國，且本集團賺取及動用的現金亦主要為人民幣。本集團各實體的財務報表所列項目，乃按該實體自行決定的功能貨幣計量。本集團實體所錄得的外幣交易最初均按交易當日的匯率換算為功能貨幣。外幣計值的貨幣資產及負債以報告期末的匯率換算為功能貨幣。因結算或換算貨幣項目產生的差額於綜合損益表中確認。

按外幣歷史成本計量的非貨幣項目，以初始交易日匯率換算。按公允價值計量的外幣非貨幣項目以計量公允價值日期的匯率換算。換算按公允價值計量的非貨幣項目所產生的收益或虧損與確認該項目公允價值變動的盈虧的處理方法一致(即於其他全面收入或損益中確認公允價值盈虧的項目的匯兌差額，亦分別於其他全面收入或損益中確認)。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Foreign currencies (continued)

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.

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries, a joint venture and associates are currencies other than RMB. As at the end of the reporting period, the assets and liabilities of the entities in the Group are translated into the presentation currency of the Company at the exchange rates prevailing at the end of the reporting period and their profit or loss is translated into RMB at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the consolidated statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

2.3 已頒佈但尚未生效的國際財務報告準則會計準則 (續)

外幣 (續)

當非貨幣項目的公允價值盈虧於損益中確認時，該盈虧的任何兌換部分亦於損益中確認。當非貨幣項目的公允價值盈虧於其他全面收入中確認時，該盈虧的任何兌換部分亦於其他全面收入中確認。

於釐定就終止確認有關預付代價的非貨幣性資產或非貨幣性負債而初步確認相關資產、開支或收入的匯率時，初步交易日期為本集團初步確認預付代價所產生的非貨幣性資產或非貨幣性負債的日期。倘存在多項預先付款或收款，本集團釐定各預付代價的付款或收款的交易日期。

若干海外附屬公司、合營企業及聯營公司以人民幣之外的貨幣作為功能貨幣。於報告期末，本集團實體的資產及負債按報告期末之現行匯率換算為本公司的呈列貨幣，而該等實體之損益按年內之加權平均匯率換算為人民幣。

因此產生的匯兌差額將於其他全面收入確認及累計於匯兌儲備。當出售海外業務時，與該海外業務有關的其他全面收入部分將於綜合損益表中確認入賬。

任何因收購海外業務而產生的商譽以及任何因收購而產生的資產與負債賬面值的公允價值調整，均被視作海外業務的資產與負債，並按收市匯率換算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Foreign currencies (continued)

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into RMB at the exchange rates prevailing at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-makers (the "CODM"). The CODM, who are responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors that make strategic decisions.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the consolidated financial statements:

2.3 已頒佈但尚未生效的國際財務報告準則會計準則(續)

外幣(續)

就綜合現金流量表而言，海外附屬公司產生的現金流量以現金流動當日的匯率換算為人民幣。海外附屬公司於整個年度內頻繁且經常產生的現金流量，以年內的加權平均匯率換算為人民幣。

分部呈報

經營分部的呈報方式與向主要經營決策者(「主要經營決策者」)提供的內部報告一致。主要經營決策者被確認為作出策略性決策的執行董事，負責經營分部的資源分配及表現評估。

3. 主要會計判斷及估計

編製本集團財務報表要求管理層作出判斷、估計及假設，而該等判斷、估計及假設會影響所呈報的收益、開支、資產及負債金額、及其相關披露，以及或然負債的披露。該等假設及估計之不確定性或會導致日後受影響的資產或負債賬面值須作重大調整。

判斷

於應用本集團會計政策的過程中，除涉及估計的該等判斷外，管理層已作出以下對綜合財務報表內已確認金額構成最重大影響的判斷：



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgements (continued)

Identifying performance obligations in sale of goods and commissions from concessionaire sales

The Group recognises revenue when a performance obligation is satisfied when control of goods or services is transferred to the customer on sale of goods and commissions from concessionaire sales. For contracts with customers, the Group determined that the performance obligations for loyalty point programme are capable of being distinct. The Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis. The stand-alone selling price of the distinct goods or services underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service to a customer.

Property lease classification – Group as lessor

The Group has entered into sublease contracts for its department store business and lease contracts to earn rentals. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the investment properties and right-of-use assets and the present value of the minimum lease payments not amounting to substantially all the fair value of the investment properties and right-of-use assets, that it retains substantially all the significant risks and rewards incidental to ownership of these properties which are leased out and accounts for the contracts as operating leases or finance leases.

Significant judgement in determining the lease term of contracts with renewal and/or termination options

The Group has several lease contracts that include renewal and/or termination options. The Group applies judgement in evaluating whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate the lease (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

The Group includes the renewal period as part of the lease term for the lease of a property which has a short non-cancellable period of three years.

3. 主要會計判斷及估計 (續)

判斷 (續)

確定特許專櫃銷售中的銷售貨品及佣金的履約義務

本集團於貨品或服務的控制權轉讓至客戶之履約義務獲履行時就特許專櫃銷售的銷售貨品及佣金確認收益。就與客戶的合約而言，本集團確定忠誠點數計劃的履約義務具有明顯區別。本集團按照相對獨立售價基準將交易價格分配至各履約責任。有關各履約責任的可區分貨物或服務的獨立售價於合約開始時釐定。該價格指本集團將單獨向客戶出售承諾貨物或服務的價格。

物業租賃分類—本集團作為出租人

本集團就其百貨店業務訂立轉租賃合約及租賃合約以賺取租金。根據對有關安排條款及條件之評估，如租期不構成投資物業及使用權資產之經濟壽命的主要部分且最低租賃款項現值不等於投資物業及使用權資產之絕大部分公允價值，本集團已釐定其保留該等出租物業所有權附帶的絕大部分重大風險及回報，並將有關合約以經營租賃或融資租賃入賬。

釐定有重續及／或終止選擇權合約的租期時所用重大判斷

本集團擁有若干包含重續權及／或終止權的租賃合約。本集團在評估是否行使租賃重續或終止權時作出判斷。換言之，本集團會考慮對其行使重續或終止權構成經濟激勵的所有相關因素。於開始日期後，倘發生重大事件或情況出現重大變動，而該等事件或變動處於本集團的可控範圍內並影響其行使（或不行使）租賃重續或終止權的能力，例如對租賃物業進行重大改善或對租賃資產進行重大定制，則本集團將會重新評估租期。

就擁有短期不可撤銷期間（即三年）的物業租賃而言，本集團將續期作為租期的一部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgements (continued)

Tax provisions

Determining tax provisions involves judgement on the future tax treatment of certain transactions. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is assessed periodically to take into account all the changes in tax legislation and practices.

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

Estimation uncertainty

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

3. 主要會計判斷及估計(續)

判斷(續)

稅項撥備

釐定稅項撥備涉及判斷若干交易的未來稅務處理。本集團仔細評估該等交易的稅務影響，並據此釐定稅項撥備。本集團將定期評估該等交易的稅務處理，藉此計入稅務條例及常規的所有變動。

投資物業與自用物業的分類

本集團釐定一項物業是否符合投資物業的資格，並已制定作出該判斷的標準。投資物業乃為賺取租金或資本增值或同時為兩者目的而持有的物業。因此，本集團考慮一項物業是否在很大程度上獨立於本集團所持有的其他資產產生現金流量。部分物業包括為賺取租金或資本增值而持有的部分及另外為用於生產或供應貨物或服務或用作行政用途而持有的部分。倘該等部分能根據融資租賃被獨立出售或出租，本集團將個別對該等部分進行會計處理。倘該等部分不能被獨立出售，則該物業僅在用於生產或供應貨物或服務或用作行政用途而持有的部分並不重大的情況下方屬投資物業。判斷乃按個別物業基準作出，以釐定輔助服務是否重要至使該物業不能符合投資物業的資格。

估計之不確定性

有關未來的主要假設及於報告期末帶來估計不確定因素的其他主要因素(該等因素涉及重大風險，可導致未來財政年度內的資產及負債賬面值須作重大調整)如下文所述。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with the expected future market, economic conditions and tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses as at 31 December 2025 was RMB53,954,000 (2024: RMB74,310,000). The amount of unrecognised tax losses as at 31 December 2025 was RMB1,726,949,000 (2024: RMB1,449,629,000). Further details are set out in note 18 to the consolidated financial statements.

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Intangible assets with indefinite lives are tested for impairment annually and at other times when such indicators exist. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit based on assumptions, in particular those relating to gross margin and growth rates, as well as the overall market and economic conditions in the PRC and choose a suitable discount rate in order to calculate the present value of those cash flows. Further details, including a sensitivity analysis of key assumptions, are set out in notes 11 and 13(a) to the consolidated financial statements.

3. 主要會計判斷及估計 (續)

估計之不確定性 (續)

遞延稅項資產

在很有可能有未來應課稅利潤來抵扣稅項虧損的範圍內，就未利用的稅項虧損確認遞延稅項資產。這需要管理層作出重大判斷來根據未來應課稅利潤發生的時間和金額，結合預期未來市場、經濟狀況和稅務規劃策略，以釐定可確認的遞延稅項資產的金額。於二零二五年十二月三十一日，與已確認稅項虧損相關的遞延稅項資產的賬面值為人民幣53,954,000元（二零二四年：人民幣74,310,000元）。於二零二五年十二月三十一日的未確認稅項虧損為人民幣1,726,949,000元（二零二四年：人民幣1,449,629,000元）。進一步詳情載於綜合財務報表附註18。

非金融資產減值 (商譽除外)

本集團於各報告期末評估所有非金融資產（包括使用權資產）是否出現減值跡象。本集團會每年（及於有減值跡象出現時）對無限期無形資產進行減值測試。倘有跡象顯示其他非金融資產的賬面值不可收回時，則對該等非金融資產進行減值測試。當資產或現金產生單位的賬面值超過其可收回金額（其公允價值減出售成本與其使用價值中的較高者）時，即出現減值。公允價值減出售成本乃按類似資產以公平交易方式從具法律約束力的出售交易中可獲得的數據，或可觀察市價減出售資產的增量成本計算。當計算使用價值時，管理層必須基於與毛利率、增長率及中國整體市場與經濟狀況相關的假設估計來自資產或現金產生單位的預期未來現金流量，並選擇合適的折現率，以計算該等現金流量的現值。進一步詳情（包括主要假設的敏感度分析）載於綜合財務報表附註11及13(a)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units based on assumptions, in particular those relating to gross margin and growth rates, as well as the overall market and economic conditions in the PRC and Malaysia and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill as at 31 December 2025 was RMB1,432,008,000 (2024: RMB1,536,408,000). Further details of the impairment testing of goodwill are set out in note 14 to the consolidated financial statements.

Provision for ECL on trade receivables (other than loan receivables), loan receivables and other receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by service type).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the retail sector, the historical default rates are adjusted. At the end of each reporting period, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future.

3. 主要會計判斷及估計(續)

估計之不確定性(續)

商譽減值

本集團至少每年釐定一次商譽是否出現減值。這需要估計商譽所獲分配之現金產生單位的使用價值。估計使用價值要求本集團基於與毛利率、增長率以及中國及馬來西亞整體市場與經濟狀況相關的假設估計來自現金產生單位的預期未來現金流量，並須選擇合適的折現率，以計算該等現金流量的現值。於二零二五年十二月三十一日，商譽的賬面值為人民幣1,432,008,000元(二零二四年：人民幣1,536,408,000元)。有關商譽減值測試的進一步詳情載於綜合財務報表附註14。

有關應收貿易款項(應收貸款除外)、應收貸款及其他應收款項的預期信貸虧損撥備

本集團採用撥備矩陣以計算應收貿易款項的預期信貸虧損。撥備率乃基於擁有類似虧損模式(如按服務類別)的多個客戶分類組別之逾期天數釐定。

撥備矩陣最初乃基於本集團的歷史觀察違約率。本集團將通過調整矩陣以就前瞻性資料調整過往信貸損失經驗。例如，倘預測經濟狀況(如國內生產總值)預期將於未來一年發生變化，其可能導致零售業務的違約數量增加，歷史違約率將獲調整。於各報告期末，將更新歷史違約率並分析前瞻性估計的變動。

有關歷史觀察違約率、預測經濟狀況及預期信貸虧損間的關聯性評估為重大估計。預期信貸虧損金額對環境及經濟狀況預期的變動較為敏感。本集團的過往信貸損失經驗及經濟狀況預測亦無法代表客戶未來的實際違約。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Provision for ECL on trade receivables (other than loan receivables), loan receivables and other receivables (continued)

For other receivables, the Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset is impaired. To determine whether there is an objective evidence of impairment, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments.

The information about the ECLs on the Group's trade receivables and other receivables is disclosed in notes 20, 21 and 35.4 to the consolidated financial statements.

Leases – Estimating the IBR

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an IBR to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

3. 主要會計判斷及估計 (續)

估計之不確定性 (續)

有關應收貿易款項 (應收貸款除外)、應收貸款及其他應收款項的預期信貸虧損撥備 (續)

就其他應收款項，本集團於各報告期末評估是否存在任何客觀證據表明金融資產出現減值。為了釐定是否存在減值的客觀證據，本集團考慮的因素包括債務人無力清償債務或出現重大財務困難及拖欠賬款或嚴重延遲付款的可能性。

有關本集團應收貿易款項及其他應收款項的預期信貸虧損的資料於綜合財務報表附註20、21及35.4披露。

租賃－估算增量借款利率

本集團無法輕易釐定租賃內所隱含的利率，因此，使用增量借款利率計量租賃負債。增量借款利率為本集團於類似經濟環境中為取得與使用權資產價值相近之資產，而以類似抵押品與類似期間借入所需資金應支付之利率。因此，增量借款利率反映了本集團「應支付」的利率，當無可觀察的利率時 (如就並無訂立融資交易之附屬公司而言) 或當須對利率進行調整以反映租賃之條款及條件時 (如當租賃並非以附屬公司之功能貨幣訂立時)，則須作出利率估計。當可觀察輸入數據可用時，本集團使用可觀察輸入數據 (如市場利率) 估算增量借款利率並須作出若干實體特定的估計 (如附屬公司的個別的信貸評級)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Provision against obsolete and slow-moving inventories

Management reviews the condition of inventories of the Group and makes a provision against obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use. Management estimates the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions. The Group carries out an inventory review at the end of each reporting period and makes a provision against obsolete and slow-moving items. Management reassesses the estimation by the end of each reporting period. The carrying amount of inventories as at 31 December 2025 was RMB255,038,000 (2024: RMB378,761,000), net of provision of RMB167,000 (2024: RMB167,000). Further details are set out in note 19 to the consolidated financial statements.

Fair value of financial instruments

Where the fair value of financial assets recorded in the consolidated statement of financial position cannot be derived from active markets, they are determined using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. The judgements include considerations of inputs such as the expected yield rate which is subject to liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. The carrying amount of financial assets at fair value through profit or loss as at 31 December 2025 was RMB77,162,000 (2024: RMB66,685,000). Further details are set out in notes 22 and 35.6 to the consolidated financial statements.

3. 主要會計判斷及估計(續)

估計之不確定性(續)

陳舊及呆滯存貨撥備

管理層審查本集團存貨的狀況，並對確定為不再適合銷售或使用的陳舊及呆滯存貨作出撥備。管理層主要根據最新發票價格及當前市況估計該等存貨的可變現淨值。本集團於各報告期末審查存貨，並對陳舊及呆滯項目作出撥備。管理層於各報告期末重新評估估計。於二零二五年十二月三十一日，存貨的賬面值為人民幣255,038,000元(二零二四年：人民幣378,761,000元)，扣除撥備人民幣167,000元(二零二四年：人民幣167,000元)。進一步詳情載於綜合財務報表附註19。

金融工具的公允價值

若於綜合財務狀況表入賬的金融資產的公允價值未能於活躍市場取得報價，則其公允價值將採用估值技術(包括折現現金流量模式)釐定。倘可能，該等模式的輸入數據乃取自可觀察市場；倘不可行，於確定公允價值時則需作出某種程度的判斷。判斷包括考慮受流動資金風險影響的預期收益率、信貸風險及波動性等輸入數據。有關該等因素假設的變動會影響金融工具的呈報公允價值。於二零二五年十二月三十一日，按公允價值計量且其變動計入損益的金融資產的賬面值為人民幣77,162,000元(二零二四年：人民幣66,685,000元)。進一步詳情載於綜合財務報表附註22及35.6。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Depreciation and amortisation

The Group has estimated the useful lives of the property, plant and equipment, investment properties, and right-of-use assets to be 2 to 45 years, after taking into account their estimated residual values, as set out in the principal accounting policies above. Depreciation and amortisation of items of property, plant and equipment, investment properties, right-of-use assets and intangible assets (other than goodwill) are calculated on the straight-line basis over their expected useful lives. The net carrying amounts of items of property, plant and equipment, investment properties and right-of-use assets as at 31 December 2025 were RMB2,470,357,000 (2024: RMB2,653,648,000), RMB506,116,000 (2024: RMB527,292,000) and RMB2,872,105,000 (2024: RMB2,697,334,000) respectively. Further details are set out in notes 11, 12 and 13(a) to the consolidated financial statements, respectively.

3. 主要會計判斷及估計 (續)

估計之不確定性 (續)

折舊及攤銷

誠如上文主要會計政策所載，本集團經考慮有關物業、廠房及設備、投資物業及使用權資產的估計剩餘價值後，估計有關項目的可使用年期為2至45年。物業、廠房及設備項目、投資物業、使用權資產以及無形資產（商譽除外）以直線法於其預計可使用年期內計算折舊及攤銷。於二零二五年十二月三十一日，物業、廠房及設備項目、投資物業及使用權資產的賬面淨值分別為人民幣2,470,357,000元（二零二四年：人民幣2,653,648,000元）、人民幣506,116,000元（二零二四年：人民幣527,292,000元）及人民幣2,872,105,000元（二零二四年：人民幣2,697,334,000元）。進一步詳情分別載於綜合財務報表附註11、12及13(a)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

4. REVENUES, OTHER OPERATING REVENUES AND SEGMENT INFORMATION

Revenues

An analysis of revenues is as follows:

4. 收益、其他經營收益及分部資料

收益

收益的分析如下：

	Notes 附註	2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Revenue from contracts with customers			
Sale of goods from direct sales	(a)	1,636,705	1,798,059
Commissions from concessionaire sales	(b)	546,701	638,339
Consultancy and management service fees		4,786	7,869
		2,188,192	2,444,267
Revenue from other sources			
Gross rental income		666,318	633,180
Credit services		221,449	159,706
		887,767	792,886
		3,075,959	3,237,153

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

4. REVENUES, OTHER OPERATING REVENUES AND SEGMENT INFORMATION (continued)

Revenues (continued)

Notes:

- (a) Revenue from contracts with customers – disaggregated revenue information

4. 收益、其他經營收益及分部資料 (續)

收益 (續)

附註：

- (a) 來自客戶合約的收益—細分收益資料

Region	地區	Sales of goods from direct sales 自營銷售額 RMB'000 人民幣千元	Commissions from concessionaire sales 特許專櫃銷售佣金 RMB'000 人民幣千元	Consultancy and management services fees 諮詢及管理服務費 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
2025	二零二五年				
China South region	中國南部	880,025	270,277	605	1,150,907
China North region	中國北部	365,327	214,153	–	579,480
China East region	中國東部	361,270	60,826	4,181	426,277
Overseas	海外	30,083	1,445	–	31,528
Revenue from contracts with customers	來自客戶合約的收益	1,636,705	546,701	4,786	2,188,192
2024	二零二四年				
China South region	中國南部	934,965	311,540	267	1,246,772
China North region	中國北部	398,237	238,258	–	636,495
China East region	中國東部	433,729	87,381	7,602	528,712
Overseas	海外	31,128	1,160	–	32,288
Revenue from contracts with customers	來自客戶合約的收益	1,798,059	638,339	7,869	2,444,267

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

4. REVENUES, OTHER OPERATING REVENUES AND SEGMENT INFORMATION (continued)

Revenues (continued)

Notes: (continued)

- (b) Commissions from concessionaire sales are analysed as follows:

	2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Gross revenue from concessionaire sales 特許專櫃銷售總收益	3,877,399	4,756,267
Commissions from concessionaire sales 特許專櫃銷售佣金	546,701	638,339

- (c) Performance obligations

Sale of goods and commissions from concessionaire sales

The performance obligation is satisfied at a point in time when control of the asset is transferred to the customers.

The amounts of transaction prices allocated to the remaining performance obligations were RMB545,340,000 (2024: RMB604,308,000) as at 31 December 2025, which are all expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration subject to constraint.

Revenue recognised during the year ended 31 December 2025 with an amount of RMB604,308,000 (2024: RMB615,709,000) were included in contract liabilities as at 1 January 2025.

4. 收益、其他經營收益及分部資料 (續)

收益 (續)

附註：(續)

- (b) 特許專櫃銷售佣金分析如下：

- (c) 履約責任

銷售貨品及特許專櫃銷售佣金

履約義務於資產之控制權轉移至客戶時達成。

於二零二五年十二月三十一日，分配予剩餘履約責任的交易價格為人民幣545,340,000元（二零二四年：人民幣604,308,000元），預計將於一年內確認為收益。上文所披露金額並不包括受限制的可變代價。

於截至二零二五年十二月三十一日止年度內所確認的收益為人民幣604,308,000元（二零二四年：人民幣615,709,000元），於二零二五年一月一日計入合約負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

4. REVENUES, OTHER OPERATING REVENUES AND SEGMENT INFORMATION (continued)

Other operating revenues

4. 收益、其他經營收益及分部資料 (續)

其他經營收益

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Credit card handling fees	信用卡手續費	18,216	21,942
Promotion income	促銷收入	45,482	49,662
Electricity and water fees	電費及水費	137,236	133,338
Administration fees	行政費用	162,485	158,685
Display space and equipment leasing income	展銷場地及設備租賃收入	57,029	57,496
Service fees	服務費用	18,053	21,349
Government grants (note)	政府補助 (附註)	4,329	5,577
Other income arising from the recognition of net investments in subleases	確認轉租賃投資淨額產生的其他收入	16,250	505
Other income arising from lease modification and termination	租賃修改及終止產生的其他收入	138,668	25,104
Other income	其他收入	24,350	15,841
		622,098	489,499

Note:

Various local government grants have been granted to reward the Group for its contributions to the local economy. There were no unfulfilled conditions or contingencies attaching to these government grants.

附註：

本集團獲地方政府授予多項補助，以獎勵其對當地經濟的貢獻。該等政府補助並無附帶未實現條件或或然事項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

4. REVENUES, OTHER OPERATING REVENUES AND SEGMENT INFORMATION (continued)

Segment information

For management purposes, the Group has one major operating segment, which is "Retail". The Group operates department stores, shopping malls, outlets and supermarkets mainly in the PRC. Revenues arising from this segment include sales of goods in direct sales, commissions from concessionaire sales, consultancy and management service fees and rental income from tenants.

Besides, the Group provides consumer financing business which is carried out by Parkson Credit in Malaysia, and its revenue and results are disclosed under "Others" in the table below:

4. 收益、其他經營收益及分部資料(續)

分部資料

因管理需求，本集團僅擁有一個主要經營分部，即「零售」。本集團主要於中國經營百貨店、購物中心、奧特萊斯及超市。源自此分部的收益包括自營銷售額、特許專櫃銷售佣金、諮詢及管理服務費及租戶租金收入。

此外，本集團提供由Parkson Credit於馬來西亞開展的消費金融業務，其收益及業績於下表「其他」項下披露：

		Retail 零售 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
2025 Segment revenue Operating revenues	二零二五年 分部收益 經營收益	3,476,608	221,449	3,698,057
Segment results Reconciliation: Corporate expenses	分部業績 對賬： 企業開支	(168,637)	60,336	(108,301) (12,005)
Loss before tax	稅前虧損			(120,306)
2024 Segment revenue Operating revenues	二零二四年 分部收益 經營收益	3,566,946	159,706	3,726,652
Segment results Reconciliation: Corporate expenses	分部業績 對賬： 企業開支	(209,726)	74,068	(135,658) (12,271)
Loss before tax	稅前虧損			(147,929)

Revenue from external customers are mostly generated in the PRC and almost all significant operating assets of the Group are located in the PRC. Since revenue from external customers and non-current assets excluding financial instruments and deferred tax assets of overseas companies outside the PRC are not material to the Group's consolidated revenue and non-current assets excluding financial instruments and deferred tax assets, management believes there is no need to disclose geographical information.

來自外部客戶的收益主要源自中國，而本集團絕大部分主要經營資產均位於中國。由於來自外部客戶的收益及非流動資產(不包括中國境外海外公司的金融工具及遞延稅項資產)對本集團綜合收益及非流動資產(不包括金融工具及遞延稅項資產)而言並不重大，管理層認為毋須披露地理資料。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

5. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

5. 稅前虧損

本集團的稅前虧損乃經扣除／(計入) 下列項目後達致：

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Staff costs excluding directors' and chief executive's remuneration:	員工成本 (不包括董事及首席執行官酬金)：		
– Wages, salaries and bonuses	— 工資、薪金及花紅	332,376	354,629
– Pension scheme contributions*	— 退休金計劃供款*	38,325	42,321
– Social welfare and other costs	— 社會福利及其他成本	88,586	71,676
		459,287	468,626
Directors' and chief executive's remuneration	董事及首席執行官酬金	10,168	10,732
Total staff costs	合計員工成本	469,455	479,358
Rental expenses in respect of leased properties:	租賃物業的租賃開支：		
– Lease payments not included in the measurement of lease liabilities	— 未計入租賃負債計量的租賃付款	72,709	80,383
Gross rental income in respect of investment properties	投資物業的租金總收入	(207,447)	(207,451)
Lease income in respect of subleases of properties under operating leases:	經營租賃項下物業轉租賃的租金收入：		
– Minimum lease payments**	— 最低租金**	(328,817)	(291,768)
– Contingent lease payments***	— 或然租金***	(130,054)	(133,961)
Total gross rental income	合計租金總收入	(663,318)	(633,180)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

5. LOSS BEFORE TAX (continued)

The Group's loss before tax is arrived at after charging/(crediting):
(continued)

5. 稅前虧損(續)

本集團的稅前虧損乃經扣除／(計入) 下列項目後達致：(續)

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Cost of inventories recognised as expenses	確認為開支的存貨成本	1,429,374	1,562,074
Depreciation and amortisation	折舊及攤銷	455,883	498,474
Impairment of trade receivables	應收貿易款項減值	83,029	29,201
Impairment of prepayments and other receivables	預付款項及其他應收款項減值	27,294	19,924
Impairment of property, plant and equipment	物業、廠房及設備減值	102,971	49,400
Impairment of right-of-use assets	使用權資產減值	72,251	31,246
Impairment of goodwill	商譽減值	104,400	100,275
Losses on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	4,357	2,166
Foreign exchange differences, net	匯兌差額淨值	6,472	47,018
Auditor's remuneration	核數師酬金	3,390	3,520
Direct operating expenses arising from rental-earning investment properties	賺取投資物業租金產生的直接經營開支	21,176	21,176

* As at 31 December 2025 and 2024, the Group had no forfeited contributions available to reduce its existing level of contributions to the retirement benefit schemes in future years.

* 於二零二五年及二零二四年，本集團並無可用的已沒收供款以供於未來年度降低其現時的退休福利計劃供款水平。

** Minimum lease payments of the Group include pre-determined rental payments and minimum guaranteed rental payments for lease agreements with contingent rental payments.

** 本集團最低租金包括固定租金及根據租賃協議包含或然租金的保底租金。

*** Contingent lease payments are calculated based on a percentage of the relevant financial performance of the tenants pursuant to the relevant rental agreements.

*** 或然租金乃根據相關租賃協議的約定按照租戶相關財務業績計算提成租金。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

6. FINANCE INCOME/(COSTS)

6. 融資收入／(成本)

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Finance income	融資收入		
Bank interest income	銀行利息收入	19,872	20,776
Gain on redemption of financial assets at fair value through profit or loss	贖回按公允價值計量且其變動計入損益之金融資產收益	894	-
Change of fair value of financial assets at fair value through profit or loss (note 22)	按公允價值計量且其變動計入損益之金融資產之公允價值變動 (附註22)	622	1,422
Finance income on the net investments in subleases (note 13(g))	轉租賃投資淨額的融資收入 (附註13(g))	9,396	16,392
		30,784	38,590
Finance costs	融資成本		
Interest on lease liabilities (note 13(b))	租賃負債的利息 (附註13(b))	(282,109)	(269,934)
Interest on interest-bearing bank loans and other borrowings	計息銀行貸款及其他借款之利息	(143,807)	(175,963)
		(425,916)	(445,897)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

7. DIRECTORS', CHIEF EXECUTIVE'S AND SENIOR EXECUTIVES' EMOLUMENTS

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

7. 董事、首席執行官及高級行政人員酬金

根據上市規則、香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部披露的董事及首席執行官年度酬金如下：

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Fees	袍金	1,320	1,314
Other emoluments	其他酬金	8,848	9,418
		10,168	10,732

(a) Independent non-executive directors

The fees and other emoluments paid to independent non-executive directors during the year were as follows:

(a) 獨立非執行董事

年內向獨立非執行董事支付的袍金及其他酬金如下：

		Fees 袍金 RMB'000 人民幣千元	Other emoluments 其他酬金 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
2025	二零二五年			
Dato' Fu Ah Kiow	拿督胡亞橋	220	8	228
Yau Ming Kim, Robert	丘銘劍	220	8	228
Datuk Koong Lin Loong	拿督孔令龍	220	8	228
		660	24	684
2024	二零二四年			
Dato' Fu Ah Kiow	拿督胡亞橋	219	8	227
Yau Ming Kim, Robert	丘銘劍	219	8	227
Datuk Koong Lin Loong	拿督孔令龍	219	8	227
		657	24	681

There were no other emoluments payable to the independent non-executive directors for the year ended 31 December 2025 (2024: nil).

截至二零二五年十二月三十一日止年度並無其他應付予獨立非執行董事的酬金(二零二四年：零)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

7. DIRECTORS', CHIEF EXECUTIVE'S AND SENIOR EXECUTIVES' EMOLUMENTS (continued)

(b) Executive directors, non-executive directors and the chief executive

7. 董事、首席執行官及高級行政人員酬金 (續)

(b) 執行董事、非執行董事及首席執行官

		Fees	Salaries, allowances and other benefits	Discretionary bonuses	Pension scheme contributions	Total
		袍金	薪金、津貼及其他福利	酌情花紅	退休金計劃供款	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
2025	二零二五年					
Executive directors:	執行董事：					
Tan Sri Cheng Heng Jem	丹斯里鍾廷森	220	3,008	–	–	3,228
Juliana Cheng San San	鍾珊珊	220	2,398	486	–	3,104
		440	5,406	486	–	6,332
Non-executive director:	非執行董事：					
Dato' Sri Dr. Hou Kok Chung	拿督斯里何國忠博士	220	8	–	–	228
Chief executive:	首席執行官：					
Zhou Jia	周嘉	–	2,372	453	99	2,924
		660	7,786	939	99	9,484

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

7. DIRECTORS', CHIEF EXECUTIVE'S AND SENIOR EXECUTIVES' EMOLUMENTS (continued)

(b) Executive directors, non-executive directors and the chief executive (continued)

7. 董事、首席執行官及高級行政人員酬金(續)

(b) 執行董事、非執行董事及首席執行官(續)

		Fees	Salaries, allowances and other benefits	Discretionary bonuses	Pension scheme contributions	Total
		袍金	薪金、津貼及其他福利	酌情花紅	退休金計劃供款	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
2024	二零二四年					
Executive directors:	執行董事：					
Tan Sri Cheng Heng Jem	丹斯里鍾廷森	219	3,009	-	-	3,228
Juliana Cheng San San	鍾珊珊	219	2,398	634	-	3,251
		438	5,407	634	-	6,479
Non-executive director:	非執行董事：					
Dato' Sri Dr. Hou Kok Chung	拿督斯里何國忠博士	219	8	-	-	227
Chief executive:	首席執行官：					
Zhou Jia	周嘉	-	2,372	875	98	3,345
		657	7,787	1,509	98	10,051

No emoluments were paid by the Group to any directors as an inducement to join or upon joining the Group or as compensation for loss of office during the year ended 31 December 2025 (2024: nil).

There was no arrangement under which any directors or the chief executive waived or agreed to waive any remuneration during the year ended 31 December 2025 (2024: nil).

截至二零二五年十二月三十一日止年度，本集團並無向任何董事支付酬金作為吸引其加入本集團或加入本集團後的獎勵或作為離職補償(二零二四年：無)。

截至二零二五年十二月三十一日止年度概無就任何董事或首席執行官放棄或同意放棄任何酬金而作出任何安排(二零二四年：無)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

7. DIRECTORS', CHIEF EXECUTIVE'S AND SENIOR EXECUTIVES' EMOLUMENTS (continued)

(c) Five highest paid employees

The five highest paid employees during the year included two (2024: two) executive directors and one (2024: one) chief executive officer, details of whose remuneration are set out above. Details of the remuneration for the year of the remaining two (2024: two) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Salaries and other emoluments	薪金及其他酬金	3,033	3,396
Discretionary bonuses	酌情花紅	396	789
Pension scheme contributions	退休金計劃供款	165	160
		3,594	4,345

7. 董事、首席執行官及高級行政人員酬金 (續)

(c) 五名最高薪酬僱員

年內五名最高薪酬僱員包括兩名(二零二四年：兩名)執行董事及一名(二零二四年：一名)首席執行官，其酬金詳情載於上文。年內其餘兩名(二零二四年：兩名)最高薪酬僱員(彼等既非本公司董事，亦非首席執行官)的酬金詳情如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

7. DIRECTORS', CHIEF EXECUTIVE'S AND SENIOR EXECUTIVES' EMOLUMENTS (continued)

(c) Five highest paid employees (continued)

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

7. 董事、首席執行官及高級行政人員酬金(續)

(c) 五名最高薪酬僱員(續)

酬金介乎以下範圍的最高薪酬僱員(並非董事,亦非首席執行官)的人數如下:

		Number of employees 僱員人數	
		2025 二零二五年	2024 二零二四年
HK\$1,500,000 to HK\$2,000,000 (equivalent to RMB1,373,000 to RMB1,831,000 (2024: RMB1,368,000 to RMB1,824,000))	1,500,000港元至2,000,000港元 (相等於人民幣1,373,000元至人民幣1,831,000元 (二零二四年: 人民幣1,368,000元至人民幣1,824,000元))	1	1
HK\$2,000,001 to HK\$2,500,000 (equivalent to RMB1,831,001 to RMB2,288,000 (2024: RMB1,824,001 to RMB2,281,000))	2,000,001港元至2,500,000港元 (相等於人民幣1,831,001元至人民幣2,288,000元 (二零二四年: 人民幣1,824,001元至人民幣2,281,000元))	1	-
HK\$2,500,001 to HK\$3,000,000 (equivalent to RMB2,288,001 to RMB2,746,000 (2024: RMB2,281,001 to RMB2,737,000))	2,500,001港元至3,000,000港元 (相等於人民幣2,288,001元至人民幣2,746,000元 (二零二四年: 人民幣2,281,001元至人民幣2,737,000元))	-	1
HK\$3,000,001 to HK\$3,500,000 (equivalent to RMB2,746,001 to RMB3,203,000 (2024: RMB2,737,001 to RMB3,193,000))	3,000,001港元至3,500,000港元 (相等於人民幣2,746,001元至人民幣3,203,000元 (二零二四年: 人民幣2,737,001元至人民幣3,193,000元))	-	-
		2	2

In the opinion of the directors, the Group has no key management personnel (as defined in IAS 24 Related Party Disclosures) other than the directors and the five highest paid employees as disclosed above.

董事認為,除上文所披露的董事及五名最高薪酬僱員外,本集團並無主要管理人員(定義見國際會計準則第24號關聯方披露)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

8. INCOME TAX EXPENSE

The Group is subject to income tax on an entity basis on the assessable profits arising in or derived from the tax jurisdictions in which members of the Group are domiciled and operate.

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and the British Virgin Islands.

Under the relevant PRC income tax regulations, except for a certain preferential treatment available to certain PRC subsidiaries of the Group, the PRC companies of the Group are subject to corporate income tax at a rate of 25% (2024: 25%) on their respective taxable income. During the year, three (2024: three) PRC entities of the Group obtained approval from the relevant PRC tax authorities and were entitled to a preferential corporate income tax rate of 15%.

Malaysia profits tax has been provided at the rate of 24% (2024: 24%) on its taxable income.

No provision for Hong Kong, Singapore and Laos profits has been made for the years ended 31 December 2025 and 2024, as the Group had no assessable profits arising in Hong Kong, Singapore and Laos for these years.

An analysis of income tax expense is as follows:

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Current income tax	本期所得稅	72,677	87,101
Deferred tax (note 18)	遞延稅項 (附註18)	(474)	(60,505)
		72,203	26,596

8. 所得稅開支

本集團須就其成員公司在其各所在及經營的稅務司法權區所產生或獲得的應課稅利潤，按實體基準繳納所得稅。

根據開曼群島及英屬處女群島的規則及法規，本集團毋須在開曼群島及英屬處女群島繳納任何所得稅。

根據相關中國所得稅法規，除本集團若干中國附屬公司可享有若干優惠待遇外，本集團的中國公司均須就彼等各自的應課稅收入按25%（二零二四年：25%）稅率繳納企業所得稅。年內，本集團三家（二零二四年：三家）中國實體已獲有關中國稅務機關批准按優惠企業所得稅率15%繳稅。

馬來西亞利得稅已就其應課稅收入按24%（二零二四年：24%）稅率計提。

由於本集團於截至二零二五年及二零二四年十二月三十一日止年度並無來自香港、新加坡及老撾的應課稅利潤，故並無就該等年度的香港、新加坡及老撾利潤計提撥備。

所得稅開支的分析如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

8. INCOME TAX EXPENSE (continued)

A reconciliation of the tax expense applicable to (loss)/profit before tax at the statutory rates for the countries (or jurisdictions) in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates, and a reconciliation of the applicable rates (i.e., the statutory tax rates) to the effective tax rates, are as follows:

8. 所得稅開支(續)

使用本公司及其大部分附屬公司經營所在國家(或司法權區)的法定稅率計算的稅前(虧損)/利潤之適用稅項開支與按實際稅率計算的稅項開支的對賬,以及適用稅率(即法定稅率)與實際稅率的對賬如下:

		Hong Kong		Singapore		Cayman Islands		British Virgin Islands		Malaysia		Laos		PRC		Total	
		香港		新加坡		開曼群島		英屬處女群島		馬來西亞		老撾		中國		合計	
		RMB'000		RMB'000		RMB'000		RMB'000		RMB'000		RMB'000		RMB'000		RMB'000	
		人民幣千元	%	人民幣千元	%	人民幣千元	%	人民幣千元	%	人民幣千元	%	人民幣千元	%	人民幣千元	%	人民幣千元	%
2025	二零二五年																
(Loss)/profit before tax	稅前(虧損)/利潤	(6,896)		(1,194)		(93,582)		(66,462)		60,089		7,559		(19,810)		(120,306)	
Tax at the statutory tax rate	按法定稅率計算的稅項	(1,138)	16.5	(203)	17.0	-	-	-	-	14,421	24.0	1,512	20.0	(4,954)	25.0	9,638	(8.0)
Tax effect of preferential tax rates	優惠稅率的稅務影響	-	-	-	-	-	-	-	-	-	-	-	-	(2,068)	10.4	(2,068)	1.7
Profits and losses attributable to the associates	聯營公司應佔利潤及虧損	-	-	-	-	-	-	-	-	-	-	-	-	(3,204)	16.2	(3,204)	2.7
Tax losses and temporary differences not recognised	尚未確認的稅項虧損及暫時差額	-	-	203	(17.0)	-	-	-	-	4,134	6.9	-	-	60,405	(304.9)	64,742	(53.8)
Tax losses previously recognised, now reversed	先前確認而現已撥回的稅項虧損	-	-	-	-	-	-	-	-	-	-	-	-	1,715	(8.6)	1,715	(1.4)
Utilisation of tax loss previously not recognised	動用先前未確認的稅項虧損	-	-	-	-	-	-	-	-	-	-	59	0.8	(4,701)	23.7	(4,642)	3.9
Expenses not deductible for tax	不可用作抵扣稅項的開支	1,270	(18.4)	-	-	-	-	-	-	-	-	(8)	(0.1)	1,319	(6.7)	2,581	(2.2)
Effect of withholding tax on the distributable profits of the Group's PRC subsidiaries	本集團中國附屬公司可分配利潤的預扣稅影響	-	-	-	-	-	-	-	-	-	-	-	-	3,904	(19.7)	3,904	(3.3)
Adjustments in respect of current tax of previous periods	就過往期間即期稅項作出的調整	-	-	-	-	-	-	-	-	(897)	(1.5)	-	-	434	(2.2)	(463)	0.4
Tax charge for the year	本年度稅項支出	132	(1.9)	-	-	-	-	-	-	17,658	29.4	1,563	20.7	52,850	(266.8)	72,203	(60.0)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

8. INCOME TAX EXPENSE (continued)

8. 所得稅開支 (續)

		Hong Kong		Singapore		Cayman Islands		British Virgin Islands		Malaysia		Laos		PRC		Total	
		香港	RMB'000	新加坡	RMB'000	開曼群島	RMB'000	處女群島	RMB'000	馬來西亞	RMB'000	老撾	RMB'000	中國	RMB'000	合計	RMB'000
		人民幣千元	%	人民幣千元	%	人民幣千元	%	人民幣千元	%	人民幣千元	%	人民幣千元	%	人民幣千元	%	人民幣千元	%
2024	二零二四年																
Profit/(loss) before tax	稅前利潤/(虧損)	412		(832)		(189,398)		(463)		70,091		5,175		(32,914)		(147,929)	
Tax at the statutory tax rate	按法定稅率計算的稅項	68	16.5	(141)	16.9	-	-	-	-	16,822	24.0	1,035	20.0	(8,228)	25.0	9,556	(6.5)
Tax effect of preferential tax rates	優惠稅率的稅務影響	-	-	-	-	-	-	-	-	-	-	-	-	(6,603)	20.1	(6,603)	4.5
Profits and losses attributable to associates	聯營公司應佔利潤及虧損	(116)	(28.2)	-	-	-	-	-	-	-	-	-	-	(3,451)	10.5	(3,567)	2.4
Tax losses and temporary differences not recognised	尚未確認的稅項虧損及暫時差額	-	-	141	(16.9)	-	-	-	-	659	0.9	933	18.0	42,539	(129.2)	44,272	(29.9)
Utilisation of tax loss previously not recognised	動用先前未確認的稅項虧損	-	-	-	-	-	-	-	-	-	-	(1,035)	(20.0)	(41,512)	126.1	(42,547)	28.8
Expenses not deductible for tax	不可用作抵扣稅項的開支	48	11.7	-	-	-	-	-	-	-	-	-	-	12,132	(36.9)	12,180	(8.2)
Effect of withholding tax on the distributable profits of the Group's PRC subsidiaries	本集團中國附屬公司可分配利潤的預扣稅影響	-	-	-	-	-	-	-	-	-	-	-	-	15,374	(46.7)	15,374	(10.4)
Adjustments in respect of current tax of previous periods	就過往期間即期稅項作出的調整	-	-	-	-	-	-	-	-	(1,356)	(1.9)	-	-	(713)	2.2	(2,069)	1.4
Tax charge for the year	本年度稅項支出	-	-	-	-	-	-	-	-	16,125	23.0	933	18.0	9,538	(29.0)	26,596	(18.0)

The share of tax attributable to the associates amounting to RMB4,945,000 (2024: RMB5,432,000), is included in "Share of profits of associates" in the consolidated statement of profit or loss.

聯營公司應佔稅項人民幣4,945,000元 (二零二四年：人民幣5,432,000元) 已於綜合損益表內「應佔聯營公司利潤」入賬。

9. DIVIDEND

9. 股息

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Interim dividend paid of RMB0.02 (2024: RMB0.02) per ordinary share	已派付中期股息每股普通股 人民幣0.02元 (二零二四年： 人民幣0.02元)	52,690	52,690

The board of directors has resolved not to declare any final dividend for the year ended 31 December 2025 (2024: nil). The Company declared and paid an interim dividend of RMB0.02 (2024: RMB0.02) in cash per share.

董事會已議決不會就截至二零二五年十二月三十一日止年度宣派任何末期股息 (二零二四年：零)。本公司以現金宣派及派付中期股息每股人民幣0.02元 (二零二四年：人民幣0.02元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

10. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic loss per share amount is based on the loss for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares in issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2025 and 2024.

The calculations of basic and diluted loss per share are based on:

10. 本公司普通股權益持有人應佔每股虧損

每股基本虧損乃根據年內本公司普通股權益持有人應佔虧損以及年內已發行普通股加權平均數計算。

於截至二零二五年及二零二四年十二月三十一日止年度，本集團並無已發行潛在攤薄普通股。

每股基本及攤薄虧損的計算乃根據下列項目：

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Loss	虧損		
Loss attributable to ordinary equity holders of the Company, used in the basic and diluted loss per share calculation	用於計算每股基本及攤薄虧損的本公司普通股權益持有人應佔虧損	(185,863)	(174,759)
		2025 二零二五年 '000 千股	2024 二零二四年 '000 千股
Shares	股份		
Weighted average number of ordinary shares in issue during the year used in the basic and diluted loss per share calculation	用於計算每股基本及攤薄虧損的年內已發行普通股加權平均數	2,634,532	2,634,532

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

11. PROPERTY, PLANT AND EQUIPMENT

11. 物業、廠房及設備

		Land and buildings 土地及樓宇 RMB'000 人民幣千元	Leasehold improvements 租賃物業裝修 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Equipment and fixtures 設備及裝置 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 1 January 2024	於二零二四年一月一日						
Cost	成本	2,387,221	1,540,320	16,584	346,070	741,776	5,031,971
Accumulated depreciation and impairment	累計折舊及減值	(593,390)	(1,342,375)	(14,352)	(272,278)	(2,384)	(2,224,779)
Net book amount	賬面淨值	1,793,831	197,945	2,232	73,792	739,392	2,807,192
Year ended 31 December 2024	截至二零二四年 十二月三十一日止年度						
Opening net book amount	期初賬面淨值	1,793,831	197,945	2,232	73,792	739,392	2,807,192
Additions	添置	-	38,556	685	7,013	16,297	62,551
Transfers	轉撥	-	11,827	-	2,615	(14,442)	-
Disposals	出售	-	(726)	(222)	(1,218)	-	(2,166)
Depreciation	折舊	(61,912)	(88,025)	(531)	(14,061)	-	(164,529)
Impairment	減值	-	(19,879)	(24)	(1,075)	(28,422)	(49,400)
Closing net book amount	期末賬面淨值	1,731,919	139,698	2,140	67,066	712,825	2,653,648
At 31 December 2024 and 1 January 2025	於二零二四年 十二月三十一日及 二零二五年一月一日						
Cost	成本	2,387,221	1,512,394	16,242	333,650	743,631	4,993,138
Accumulated depreciation and impairment	累計折舊及減值	(655,302)	(1,372,696)	(14,102)	(266,584)	(30,806)	(2,339,490)
Closing net book amount	期末賬面淨值	1,731,919	139,698	2,140	67,066	712,825	2,653,648
Year ended 31 December 2025	截至二零二五年 十二月三十一日止年度						
Opening net book amount	期初賬面淨值	1,731,919	139,698	2,140	67,066	712,825	2,653,648
Additions	添置	-	36,204	663	5,956	20,287	63,110
Transfers	轉撥	-	16,236	-	1,655	(17,891)	-
Disposals	出售	-	(2,849)	(109)	(1,399)	-	(4,357)
Depreciation	折舊	(61,912)	(65,471)	(589)	(11,101)	-	(139,073)
Impairment	減值	-	(8,015)	(26)	(1,737)	(93,193)	(102,971)
Closing net book amount	期末賬面淨值	1,670,007	115,803	2,079	60,440	622,028	2,470,357
As at 31 December 2025	於二零二五年 十二月三十一日						
Cost	成本	2,387,221	1,343,479	15,421	301,558	746,027	4,793,706
Accumulated depreciation and impairment	累計折舊及減值	(717,214)	(1,227,676)	(13,342)	(241,118)	(123,999)	(2,323,349)
Closing net book amount	期末賬面淨值	1,670,007	115,803	2,079	60,440	622,028	2,470,357

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

11. PROPERTY, PLANT AND EQUIPMENT (continued)

All of the Group's land and buildings are located in the PRC.

As at 31 December 2025, in consideration that the business of three subsidiaries (2024: four subsidiaries) of the Group had been loss making in recent years and it was not considered probable that profits would be available in the foreseeable future, an impairment loss of RMB9,778,000 (2024: RMB20,978,000) was recognised for property, plant and equipment of the subsidiaries in 2025.

As at 31 December 2025, the buildings with a net carrying amount of approximately RMB1,281,742,000 (2024: RMB1,326,166,000) were pledged to secure the Group's bank loans (note 27).

Impairment testing of property, plant and equipment (other than construction in progress)

The recoverable amount of each cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by the executive directors. The pre-tax discount rate applied to the cash flow projections is 12.0% (2024: 13.0%). Cash flows beyond the five-year period are extrapolated using a growth rate of 2.0% (2024: 2.0%), which was the same as the long-term average growth rate of the industry.

11. 物業、廠房及設備(續)

本集團所有土地及樓宇均位於中國。

於二零二五年十二月三十一日，考慮到近年來本集團三家附屬公司(二零二四年：四家附屬公司)業務虧損，且於可見將來不大可能獲利，故已於二零二五年就附屬公司之物業、廠房及設備確認減值虧損人民幣9,778,000元(二零二四年：人民幣20,978,000元)。

於二零二五年十二月三十一日，賬面淨值約為人民幣1,281,742,000元(二零二四年：人民幣1,326,166,000元)的樓宇已質押，為本集團銀行貸款提供擔保(附註27)。

物業、廠房及設備(在建工程除外)的減值測試

各現金產生單位的可收回金額乃根據使用價值按現金流量預測釐定，現金流量預測乃根據執行董事已批准涵蓋五年期間的財政預算作出。現金流量預測的適用稅前折現率為12.0%(二零二四年：13.0%)。超出五年期間的現金流量則按增長率2.0%(二零二四年：2.0%)推算，這與業內長期平均增長率相同。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

11. PROPERTY, PLANT AND EQUIPMENT (continued)

Key assumptions used in the value in use calculation

The following describes the key assumptions of the cash flow projections:

Revenue: The bases used to determine the future earnings are historical sales and average expected growth rates of the retail market in the PRC.

Gross margin: Gross margins are based on the average gross margins achieved in the past few years immediately before the budget year, increased for expected efficiency improvements, and expected market development.

Operating expenses: The bases used to determine the values assigned are the cost of inventories purchased for resale, staff costs, depreciation and amortisation and other operating expenses. The value assigned to the key assumption reflects past experience and management's commitment to maintain the operating expenses to an acceptable level.

Discount rates: Discount rates reflect management's estimate of specific risks relating to the relevant units.

Impairment testing of construction in progress

As at 31 December 2025, management concluded there was indication for impairment and conducted impairment assessment by determining the recoverable amount of the construction in progress included in property, plant and equipment with an aggregated carrying amounts of approximately RMB706,800,000.

In determining recoverable amounts of the construction in progress as at 31 December 2025, the Group engages an independent qualified professional valuer to perform the valuation.

The recoverable amount of the construction in progress has been determined based on its fair value less costs to disposal. The Group uses income approach to estimate the fair value less costs of disposal by making reference to comparable rental transactions as available in the relevant market.

11. 物業、廠房及設備 (續)

用於計算使用價值的主要假設

以下陳述現金流量預測的主要假設：

收益： 用於釐定未來盈利的基準為過往銷售記錄以及於中國零售市場的平均預期增長率。

毛利率： 毛利率乃根據緊接預算年度前數年所達致的平均毛利率計算，按預期效率改進及預期市場發展而增長。

經營開支： 用於釐定指定價值的基準為供轉售而購入的存貨成本、員工成本、折舊及攤銷以及其他經營開支。該等指定價值的主要假設反映過往經驗及管理層將經營開支維持於可接受水平的承諾。

折現率： 折現率反映管理層就與相關單位有關的特定風險的估計。

在建工程減值測試

於二零二五年十二月三十一日，管理層認為存在減值跡象，並透過釐定計入物業、廠房及設備的在建工程的可收回金額進行減值評估，賬面總值約為人民幣706,800,000元。

釐定在建工程於二零二五年十二月三十一日的可收回金額時，本集團委聘獨立合資格專業估值師進行估值。

在建工程的可收回金額乃根據其公允價值減出售成本釐定。本集團參考相關市場的可比較租金交易，採用收入法估計公允價值減出售成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

11. PROPERTY, PLANT AND EQUIPMENT (continued)

As at 31 December 2025, based on the result of the assessment, management determined that the recoverable amounts of the construction in progress below its carrying amount due to the impact on the recent reduction on market rent around the construction in progress. Accordingly, impairment loss of RMB93,193,000 (2024: RMB28,422,000) was recognised against the carrying amount of the construction in progress included in property, plant and equipment.

Sensitivity to changes in assumptions

With regard to the assessment of values in use of property, plant and equipment of the respective cash-generating units, management believes that no reasonably possible change in any of the above key assumptions would cause the carrying amounts of property, plant and equipment of the relevant units to materially exceed their recoverable amounts.

12. INVESTMENT PROPERTIES

11. 物業、廠房及設備(續)

於二零二五年十二月三十一日，根據評估結果，管理層確定由於近期在建工程周邊市場租金下降的影響，在建工程的可收回金額低於其賬面值。因此，根據計入物業、廠房及設備的在建工程的賬面值確認減值虧損人民幣93,193,000元(二零二四年：人民幣28,422,000元)。

假設變動的敏感度

就評估各現金產生單位之物業、廠房及設備的使用價值方面，管理層相信上述任何主要假設並無合理可能出現變動，致使有關單位之物業、廠房及設備之賬面值遠超於其可收回金額。

12. 投資物業

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
As at 31 December:	於十二月三十一日：		
Cost	成本	683,036	683,036
Accumulated depreciation and impairment	累計折舊及減值	(176,920)	(155,744)
Net carrying amount	賬面淨值	506,116	527,292

A reconciliation of the net carrying amount of investment properties during the year is as follows:

年內投資物業的賬面淨值對賬如下：

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
As at 1 January	於一月一日	527,292	548,468
Depreciation	折舊	(21,176)	(21,176)
As at 31 December	於十二月三十一日	506,116	527,292



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

12. INVESTMENT PROPERTIES (continued)

The Group's investment properties were revalued at approximately RMB3,200,000,000 (2024: RMB3,200,000,000) on an open market, existing use basis on 31 December 2025 by the Group. The investment properties are all situated in the PRC, and either under renovation or leased to third parties under operating leases, further summary details of which are included in note 13 to the consolidated financial statements.

As at 31 December 2025, the building with a net carrying amount of approximately RMB502,688,000 (2024: RMB523,711,000) was pledged to secure the Company's bank loans (note 27).

12. 投資物業 (續)

本集團的投資物業由本集團按於二零二五年十二月三十一日的公開市場、現有用途基準重估約為人民幣3,200,000,000元(二零二四年：人民幣3,200,000,000元)。投資物業均位於中國，該等物業正進行裝修或根據經營租約出租予第三方，其進一步詳情摘要載於綜合財務報表附註13。

於二零二五年十二月三十一日，賬面淨值約為人民幣502,688,000元(二零二四年：人民幣523,711,000元)的樓宇已質押，為本公司銀行貸款提供擔保(附註27)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

13. LEASES

The Group as a lessee

The Group has lease contracts for various items of property and other equipment used in its operations. Leases of property generally have lease terms between 2 and 20 years. Other equipment generally has lease terms of 12 months or less and/or is individually of low value. There are several lease contracts that include variable lease payments, which are further disclosed below.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

13. 租賃

本集團作為承租人

本集團就其業務營運中所用的各物業及其他設備訂有租賃合約。物業租賃的租期通常為2至20年。其他設備的租期通常為12個月或以內及／或個別價值較低。數份租賃合約包括可變租賃付款，詳情於下文進一步披露。

(a) 使用權資產

本集團使用權資產的賬面值以及年內變動如下：

		Leasehold land 租賃土地 RMB'000 人民幣千元	Property 物業 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2024	於二零二四年一月一日	327,939	1,753,581	2,081,520
Additions arising from new leases	新租賃產生的添置	-	38,354	38,354
Depreciation charged during the year	年內折舊支出	(13,313)	(299,456)	(312,769)
Increase arising from lease term modification	租賃條款修改產生的增加	-	969,778	969,778
Decrease from lease termination	租賃終止產生的減少	-	(34,858)	(34,858)
Decrease arising from subleases	轉租賃產生的減少	-	(13,445)	(13,445)
Impairment provided for the year	年內減值撥備	-	(31,246)	(31,246)
As at 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日及二零二五年一月一日	314,626	2,382,708	2,697,334
Additions arising from new leases	新租賃產生的添置	-	287,228	287,228
Depreciation charged during the year	年內折舊支出	(13,314)	(282,320)	(295,634)
Increase arising from lease term modification	租賃條款修改產生的增加	-	441,535	441,535
Decrease from lease termination	租賃終止產生的減少	-	(178,376)	(178,376)
Decrease arising from subleases	轉租賃產生的減少	-	(7,731)	(7,731)
Impairment provided for the year	年內減值撥備	-	(72,251)	(72,251)
As at 31 December 2025	於二零二五年十二月三十一日	301,312	2,570,793	2,872,105

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

13. LEASES (continued)

The Group as a lessee (continued)

(a) Right-of-use assets (continued)

Lump sum payments were made upfront to acquire the leased land from owners with lease periods of 42 to 45 years, and no ongoing payments will be made under the terms of these land leases.

As at 31 December 2025, the leasehold land of Beijing Parkson with a net carrying amount of approximately RMB292,798,000 (2024: RMB305,646,000) was pledged to secure the Company's bank loans (note 27).

In consideration that the business of two (2024: one subsidiary) subsidiaries of the Group had been loss making in recent years and it was not considered probable that profits would be available in the foreseeable future, an impairment loss of RMB72,251,000 (2024: RMB31,246,000) was recognised for right-of-use assets of these two (2024: this subsidiary) subsidiaries during the year. As at 31 December 2025, the recoverable amounts of the related cash-generating units were nil (2024: nil).

Impairment testing of right-of-use assets

The recoverable amount of each cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by the executive directors. The pre-tax discount rate applied to the cash flow projections is 12.0% (2024: 13.0%). Cash flows beyond the five-year period are extrapolated using a growth rate of 2.0% (2024: 2.0%), which was the same as the long-term average growth rate of the industry.

13. 租賃 (續)

本集團作為承租人 (續)

(a) 使用權資產 (續)

自擁有人獲得租期為42至45年的租賃土地時已預先支付一次性付款，且不會根據此等土地租賃的條款作出任何持續性付款。

於二零二五年十二月三十一日，北京百盛賬面淨值約為人民幣292,798,000元（二零二四年：人民幣305,646,000元）的租賃土地已質押，為本公司銀行貸款提供擔保（附註27）。

考慮到近年來本集團兩家（二零二四年：一家）附屬公司業務虧損，且於可見將來不大可能獲利，故已於年內就該等兩家（二零二四年：該家）附屬公司之使用權資產確認減值虧損人民幣72,251,000元（二零二四年：人民幣31,246,000元）。於二零二五年十二月三十一日，相關現金產生單位之可收回金額為零（二零二四年：零）。

使用權資產的減值測試

各現金產生單位的可收回金額乃根據使用價值按現金流量預測釐定，現金流量預測乃根據執行董事已批准涵蓋五年期間的財政預算作出。現金流量預測的適用稅前折現率為12.0%（二零二四年：13.0%）。超出五年期間的現金流量則按增長率2.0%（二零二四年：2.0%）推算，這與業內長期平均增長率相同。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

13. LEASES (continued)

The Group as a lessee (continued)

(a) Right-of-use assets (continued)

Key assumptions used in the value in use calculation

The following describes the key assumptions of the cash flow projections:

Revenue: The bases used to determine the future earnings are historical sales and average expected growth rates of the retail market in the PRC.

Gross margin: Gross margins are based on the average gross margins achieved in the past few years immediately before the budget year, increased for expected efficiency improvements, and expected market development.

Operating expenses: The bases used to determine the values assigned are the cost of inventories purchased for resale, staff costs, depreciation and amortisation, rental expenses and other operating expenses. The value assigned to the key assumption reflects past experience and management's commitment to maintain the operating expenses to an acceptable level.

Discount rates: Discount rates reflect management's estimate of specific risks relating to the relevant units.

Sensitivity to changes in assumptions

With regard to the assessment of values in use of right-of-use assets of the respective cash-generating units, management believes that no reasonably possible change in any of the above key assumptions would cause the carrying amounts of right-of-use assets of the relevant units to materially exceed their recoverable amounts.

13. 租賃(續)

本集團作為承租人(續)

(a) 使用權資產(續)

用於計算使用價值的主要假設

以下陳述現金流量預測的主要假設：

收益： 用於釐定未來盈利的基準為過往銷售記錄以及於中國零售市場的平均預期增長率。

毛利率： 毛利率乃根據緊接預算年度前數年所達致的平均毛利率計算，按預期效率改進及預期市場發展而增長。

經營開支： 用於釐定指定價值的基準為供轉售而購入的存貨成本、員工成本、折舊及攤銷、租金開支及其他經營開支。該等指定價值的主要假設反映過往經驗及管理層將經營開支維持於可接受水平的承諾。

折現率： 折現率反映管理層就與相關單位有關的特定風險的估計。

假設變動的敏感度

就評估各現金產生單位之使用權資產的使用價值方面，管理層相信上述任何主要假設並無合理可能出現變動，致使有關單位之使用權資產之賬面值遠超於其可收回金額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

13. LEASES (continued)

The Group as a lessee (continued)

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
As at 1 January	於一月一日	3,490,394	3,017,563
Additions arising from new leases	新租賃產生的添置	287,228	38,354
Accretion of interest recognised during the year (note 6)	年內確認的利息增加 (附註6)	282,109	269,934
Payments (Note)	付款 (附註)	(583,584)	(731,604)
Increase arising from lease term modification	租賃條款修改產生的增加	367,525	948,559
Decrease arising from lease term termination	租賃條款終止產生的減少	(244,184)	(52,546)
Exchange realignment	匯兌調整	116	134
As at 31 December	於十二月三十一日	3,599,604	3,490,394
Analysed into:	分析如下：		
– Current portion	— 即期部分	409,195	501,555
– Non-current portion	— 非即期部分	3,190,409	2,988,839
		3,599,604	3,490,394

Note: The amount included RMB22,334,000 (2024: nil) which offset against the Deposits Paid (as defined in note 21(b)).

The maturity of analysis of lease liabilities is disclosed in note 35.5 to the consolidated financial statements.

13. 租賃 (續)

本集團作為承租人 (續)

(b) 租賃負債

租賃負債的賬面值及年內變動如下：

附註：該金額包括人民幣22,334,000元 (二零二四年：零)，已抵銷已付按金 (定義見附註21(b))。

租賃負債分析的到期日情況於綜合財務報表附註35.5披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

13. LEASES (continued)

The Group as a lessee (continued)

(c) Amounts recognised in profit or loss

The amounts recognised in profit or loss in relation to leases are as follows:

13. 租賃(續)

本集團作為承租人(續)

(c) 於損益確認的金額

於損益中就租賃確認的金額如下：

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Interest on lease liabilities	租賃負債的利息	282,109	269,934
Depreciation charge of right-of-use assets	使用權資產的折舊費用	295,634	312,769
Expense relating to short-term leases	有關短期租賃的開支	12,809	19,103
Variable lease payments not included in the measurement of lease liabilities	並無計入租賃負債計量的可變租賃付款	56,988	61,280
Impairment of right-of-use assets	使用權資產減值	(72,251)	(31,246)
		575,289	631,840

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

13. LEASES (continued)

The Group as a lessee (continued)

(d) Variable lease payments

The Group leased a number of the retail stores which contain variable lease payment terms that are based on the Group's turnover or profit before tax generated from the retail stores. There are also minimum annual base rental arrangements for these leases. The following provides information on the Group's variable lease payments, including the magnitude in relation to fixed payments:

		Fixed payments 固定付款 RMB'000 人民幣千元	Variable payments 可變付款 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
2025	二零二五年			
Fixed rent	固定租金	169,304	–	169,304
Variable rent with minimum payment	含有最低付款的可變租金	455,851	17,704	473,555
Variable rent only	僅可變租金	–	39,283	39,283
		625,155	56,987	682,142
2024	二零二四年			
Fixed rent	固定租金	285,572	–	285,572
Variable rent with minimum payment	含有最低付款的可變租金	420,146	20,080	440,226
Variable rent only	僅可變租金	–	41,200	41,200
		705,718	61,280	766,998

(e) Total cash outflow

The total cash outflow for leases included in the consolidated statement of cash flows is as follows:

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Within operating activities	經營活動內	78,574	22,872
Within financing activities	融資活動內	561,250	731,604
		639,824	754,476

13. 租賃 (續)

本集團作為承租人 (續)

(d) 可變租賃付款

本集團租賃許多零售店，其中包含基於本集團零售店的營業額或所產生除稅前利潤的可變租賃付款條款。該等租賃亦有最低年度基本租金安排。下文提供有關本集團可變租賃付款的資料，包括與固定付款有關的數額：

(e) 現金流出總額

計入綜合現金流量表中的租賃現金流出總額如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

13. LEASES (continued)

The Group as a lessor

The Group leases its investment properties (note 12) and right-of-use assets in the PRC under operating lease or finance lease arrangements, with leases negotiated for terms ranging from 1 to 15 years. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

(f) Operating leases

Rental income recognised by the Group during the year was RMB666,318,000 (2024: RMB633,180,000), details of which are included in note 5 to the consolidated financial statements.

As at 31 December 2025 and 2024, the undiscounted fixed lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Within one year	一年內	557,195	564,224
After one year but within two years	一年後但於兩年內	388,246	405,015
After two years but within three years	兩年後但於三年內	310,852	302,619
After three years but within four years	三年後但於四年內	276,468	259,984
After four years but within five years	四年後但於五年內	256,793	244,192
After five years	五年後	717,545	912,193
		2,507,099	2,688,227

In addition to the above, contingent lease payments are calculated based on a percentage of the relevant financial performance of the tenants pursuant to the relevant rental agreements.

13. 租賃(續)

本集團作為出租人

本集團根據經營租賃或融資租賃安排在中國租賃其投資物業(附註12)及使用權資產,而磋商的租期介乎1至15年。租賃條款通常要求租戶支付保證金,並根據當時的現行市況進行定期租金調整。

(f) 經營租賃

本集團於年內確認的租金收入為人民幣666,318,000元(二零二四年:人民幣633,180,000元),詳情載於綜合財務報表附註5。

於二零二五年及二零二四年十二月三十一日,本集團於未來期間根據與其租戶的不可撤銷經營租賃應收的未折現固定租賃付款如下:

除上文所述外,或然租賃付款根據相關租賃協議,按租戶的相關財務業績的某一百分比計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

13. LEASES (continued)

The Group as a lessor (continued)

(g) Finance leases

The carrying amount of net investments in the subleases and the movements during the year are as follows:

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
As at 1 January	於一月一日	146,755	241,266
Additions arising from new leases	新租賃產生的添置	25,182	14,246
Accretion of interest recognised during the year (note 6)	年內確認的利息增加 (附註6)	9,396	16,392
Decrease arising from lease term modification	租賃條款修改產生的減少	(21,141)	(23,168)
Proceeds from subleases	轉租賃所得款項	(89,242)	(101,981)
As at 31 December	於十二月三十一日	70,950	146,755
Analysed into:	分析如下：		
– Current portion (note 21)	— 即期部分 (附註21)	52,455	91,386
– Non-current portion (note 17)	— 非即期部分 (附註17)	18,495	55,369
		70,950	146,755

Net investments in the subleases represent net investments in the leases by the Group as an intermediate lessor, among which a long-term portion of RMB18,495,000 (2024: RMB55,369,000) was included in other assets and a short-term portion of RMB52,455,000 (2024: RMB91,386,000) was included in prepayments and other receivables.

轉租賃投資淨額指本集團作為中介出租人的租賃投資淨額，包括計入其他資產的長期部分人民幣18,495,000元 (二零二四年：人民幣55,369,000元) 及計入預付款項及其他應收款項的短期部分人民幣52,455,000元 (二零二四年：人民幣91,386,000元)。

13. 租賃 (續)

本集團作為出租人 (續)

(g) 融資租賃

轉租賃投資淨額的賬面值及年內變動如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

13. LEASES (continued)

The Group as a lessor (continued)

(g) Finance leases (continued)

As at 31 December 2025 and 2024, the undiscounted fixed lease payments receivable by the Group in future periods under non-cancellable finance leases with its tenants are as follows:

13. 租賃(續)

本集團作為出租人(續)

(g) 融資租賃(續)

於二零二五年及二零二四年十二月三十一日，本集團於未來期間根據與其租戶的不可撤銷融資租賃應收的未折現固定租賃付款如下：

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Within one year	一年內	55,626	98,727
After one year but within two years	一年後但於兩年內	14,661	46,491
After two years but within three years	兩年後但於三年內	3,250	10,139
After three years but within four years	三年後但於四年內	1,656	1,830
After four years but within five years	四年後但於五年內	433	1,656
After five years	五年後	–	433
		75,626	159,276

In addition to the above, contingent lease payments are calculated based on a percentage of the relevant financial performance of the tenants pursuant to the relevant rental agreements.

除上文所述外，或然租賃付款根據相關租賃協議，按租戶的相關財務業績的某一百分比計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

14. GOODWILL

The major changes in the carrying amounts of goodwill for the year ended 31 December 2025 result from the impairment losses recognised for the underperforming cash generating units of Jiangxi Parkson Retail Co., Ltd. (2024: Jiangxi Parkson Retail Co., Ltd. and Xi'an Lucky King Parkson Plaza Co., Ltd.).

The net carrying amount of goodwill can be analysed as follows:

14. 商譽

截至二零二五年十二月三十一日止年度，商譽賬面值的重大變動是由於就江西百盛中山城百貨有限公司（二零二四年：江西百盛中山城百貨有限公司及西安立豐百盛廣場有限公司）表現欠佳的現金產生單位確認的減值虧損所致。

商譽的賬面淨值分析如下：

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
At the beginning of year	年初		
Gross carrying amount	賬面總值	2,254,533	2,254,533
Accumulated impairment	累計減值	(718,125)	(617,850)
		1,536,408	1,636,683
Net carrying amount at 1 January	於一月一日的賬面淨值	1,536,408	1,636,683
Impairment losses	減值虧損	(104,400)	(100,275)
Net carrying amount at 31 December	於十二月三十一日的賬面淨值	1,432,008	1,536,408
At the end of year	年末		
Gross carrying amount	賬面總值	2,254,533	2,254,533
Accumulated impairment	累計減值	(822,525)	(718,125)
		1,432,008	1,536,408

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

14. GOODWILL (continued)

The carrying amount of goodwill has been allocated to the following cash-generating units:

14. 商譽(續)

商譽的賬面值已分配至下列現金產生單位：

			2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
		Notes 附註		
Jiangxi Parkson Retail Co., Ltd	江西百盛中山城百貨有限公司	(i)	226,747	331,147
Asia Advancement International Limited	勝信國際有限公司	(ii)	315,225	315,225
Parkson Retail Development Co., Ltd.	百盛商業發展有限公司	(iii)	297,097	297,097
Anshan Tianxing Parkson Shopping Centre Co., Ltd.	鞍山天興百盛購物中心有限公司	(iv)	272,743	272,743
Nanning Brilliant Parkson Commercial Co., Ltd.	南寧柏聯百盛商業有限公司	(v)	155,066	155,066
Mianyang Fulin Parkson Plaza Co., Ltd.	綿陽富臨百盛廣場有限公司	(vi)	91,478	91,478
Lung Shing International Investment & Development Company Limited	隆盛國際投資發展有限公司	(vii)	59,003	59,003
Parkson Credit	Parkson Credit	(viii)	14,649	14,649
			1,432,008	1,536,408

Notes:

- (i) Jiangxi Parkson Retail Co., Ltd. principally engages in the operation of one department store in Nanchang, the PRC.
- (ii) Asia Advancement International Limited and its subsidiaries principally engage in the operation of one department store in Kunming, the PRC.
- (iii) Parkson Retail Development Co., Ltd. principally engages in the operation of three department stores in Beijing and Harbin, the PRC.
- (iv) Anshan Tianxing Parkson Shopping Centre Co., Ltd. principally engages in the operation of one department store in Anshan, the PRC.
- (v) Nanning Brilliant Parkson Commercial Co., Ltd. principally engages in the operation of three department stores in Nanning, the PRC.

附註：

- (i) 江西百盛中山城百貨有限公司主要於中國南昌經營一家百貨店。
- (ii) 勝信國際有限公司及其附屬公司主要於中國昆明經營一家百貨店。
- (iii) 百盛商業發展有限公司主要於中國北京及哈爾濱經營三家百貨店。
- (iv) 鞍山天興百盛購物中心有限公司主要於中國鞍山經營一家百貨店。
- (v) 南寧柏聯百盛商業有限公司主要於中國南寧經營三家百貨店。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

14. GOODWILL (continued)

Notes: (continued)

- (vi) Mianyang Fulin Parkson Plaza Co., Ltd. principally engages in the operation of two department stores and two supermarkets in Mianyang, the PRC.
- (vii) Lung Shing International Investment & Development Company Limited and its subsidiary principally engage in property investment and holding in Anshan, the PRC.
- (viii) Parkson Credit principally engages in the provision of money lending and credit services in Malaysia.

The recoverable amount of each cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by the executive directors. Apart from Parkson Credit, for which the pre-tax discount rate applied to the cash flow projections is 24.5% (2024: 24.5%), the pre-tax discount rate applied to the cash flow projections is 12.0% (2024: 13.0%). Cash flows beyond the five-year period are extrapolated using a growth rate of 2.0% (2024: 2.0%), which was the same as the long-term average growth rate of the industry.

Key assumptions used in the value in use calculation

The following describes the key assumptions of the cash flow projections:

- | | |
|---------------|--|
| Revenue: | The bases used to determine the future earnings are historical sales and average expected growth rates of the retail market and credit services in the PRC and Malaysia, respectively. |
| Gross margin: | Gross margins are based on the average gross margins achieved in the past few years immediately before the budget year, increased for expected efficiency improvements, and expected market development. |

14. 商譽 (續)

附註：(續)

- (vi) 綿陽富臨百盛廣場有限公司主要於中國綿陽經營兩家百貨店及兩家超市。
- (vii) 隆盛國際投資發展有限公司及其附屬公司主要於中國鞍山從事物業投資控股。
- (viii) Parkson Credit主要於馬來西亞從事提供放貸及信貸服務。

各現金產生單位的可收回金額乃根據使用價值按現金流量預測釐定，現金流量預測乃根據執行董事已批准涵蓋五年期間的財政預算作出。除Parkson Credit外，其現金流量預測的適用稅前折現率為24.5%（二零二四年：24.5%）、現金流量預測的適用稅前折現率為12.0%（二零二四年：13.0%）。超出五年期間的現金流量則按增長率2.0%（二零二四年：2.0%）推算，這與業內長期平均增長率相同。

用於計算使用價值的主要假設

以下陳述現金流量預測的主要假設：

- | | |
|------|--|
| 收益： | 用於釐定未來盈利的基準為過往銷售記錄以及分別於中國及馬來西亞零售市場及信貸服務的平均預期增長率。 |
| 毛利率： | 毛利率乃根據緊接預算年度前數年所達致的平均毛利率計算，按預期效率改進及預期市場發展而增長。 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

14. GOODWILL (continued)

Key assumptions used in the value in use calculation (continued)

Operating expenses: The bases used to determine the values assigned are the cost of inventories purchased for resale, staff costs, depreciation and amortisation and other operating expenses. The value assigned to the key assumption reflects past experience and management's commitment to maintain the operating expenses to an acceptable level.

Discount rates: Discount rates reflect management's estimate of specific risks relating to the relevant units.

Sensitivity to changes in assumptions

With regard to the assessment of values in use of the respective cash-generating units, management believes that no reasonably possible change in any of the above key assumptions would cause the carrying amounts, including goodwill, of the relevant units to materially exceed their recoverable amounts.

In view of the underperformance of Jiangxi Parkson Retail Co., Ltd. (2024: Jiangxi Parkson Retail Co., Ltd. and Xi'an Lucky King Parkson Plaza Co., Ltd.), an impairment loss of RMB104,400,000 (2024: RMB34,258,000 and RMB66,017,000 respectively) was recognised for the goodwill in relation to the respective cash-generating unit with a carrying amount before deducting the impairment loss of RMB331,147,000 (2024: RMB365,405,000 and RMB66,017,000 respectively).

Apart from the considerations described in determining the value in use of the cash generating units above, the Group's management is not currently aware of any other probable changes that would necessitate changes in its key estimates and could cause the cash generating units' carrying amounts to exceed their recoverable amounts.

14. 商譽(續)

用於計算使用價值的主要假設(續)

經營開支： 用於釐定指定價值的基準為供轉售而購入的存貨成本、員工成本、折舊及攤銷以及其他經營開支。該等指定價值的主要假設反映過往經驗及管理層將經營開支維持於可接受水平的承諾。

折現率： 折現率反映管理層就與相關單位有關的特定風險的估計。

假設變動的敏感度

就評估各現金產生單位的使用價值方面，管理層相信上述任何主要假設並無合理可能出現變動，致使有關單位賬面值(包括商譽)遠超於其可收回金額。

考慮到江西百盛中山城百貨有限公司(二零二四年：江西百盛中山城百貨有限公司及西安立豐百盛廣場有限公司)表現欠佳，故就各現金產生單位之商譽確認減值虧損人民幣104,400,000元(二零二四年：分別為人民幣34,258,000元及人民幣66,017,000元)，扣除減值虧損前的賬面值為人民幣331,147,000元(二零二四年：分別為人民幣365,405,000元及人民幣66,017,000元)。

除了在確定上述現金產生單位使用價值時所述的考慮因素外，本集團管理層目前並不知悉可能需要改變其主要估計並可能導致現金產生單位賬面值超過其可收回金額的任何其他可能變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

15. OTHER INTANGIBLE ASSETS

The movements of other intangible assets are as follows:

		Computer software 電腦軟件	Licence* 特許權*	Franchise agreement** 特許經營協議**	Trademark** 商標**	Customer relationship*** 客戶關係***	Total 合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	於二零二四年一月一日、二零二四年十二月三十一日、二零二五年一月一日及二零二五年十二月三十一日						
Gross carrying amount	賬面總值	19,420	28,678	6,177	36,009	24,689	114,973
Accumulated amortisation and impairment	累計攤銷及減值	(19,420)	(28,678)	(6,177)	(36,009)	(24,689)	(114,973)
Net book amount	賬面淨值	-	-	-	-	-	-

The amortisation charge for the year was recognised in the consolidated statement of profit or loss.

- * "The Library Coffee Bar", "Quiznos" and "Johnny Rockets" have been fully impaired in prior years.
- ** Franchise agreement and trademark were fully impaired in prior years.
- *** A subsidiary acquired by the Group in 2018 had established relationships with its customers through contracts, for a period of 5 years commencing from 2018. The amount represents the fair value of the customer relationship acquired by the Group.

15. 其他無形資產

其他無形資產的變動如下：

年內的攤銷費用於綜合損益表中確認。

- * 「The Library Coffee Bar」、「Quiznos」及「Johnny Rockets」已於過往年度悉數減值。
- ** 特許經營協議及商標已於過往年度悉數減值。
- *** 本集團於二零一八年收購的一家附屬公司透過合約與其客戶建立關係，自二零一八年起為期五年。該金額指本集團所獲得客戶關係的公允價值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

16. INVESTMENTS IN ASSOCIATES

16. 於聯營公司的投資

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Cost of investments in associates, less accumulated impairment	於聯營公司的投資成本，減累計減值	39,200	40,253
Share of post-acquisition profits and other comprehensive income, net of dividends received	應佔收購後利潤和其他全面收入，經扣除收到的股息	12,667	12,219
		51,867	52,472

The following list contains only the particulars of associates, which, in the opinion of the directors, are material to the Group and are unlisted corporate entities whose quoted market prices are not available, which in the opinion of the directors principally affected the results or net assets of the Group as at 31 December 2025 and 2024.

下表僅包含董事認為對本集團而言屬重要的聯營公司詳情，該等公司為無法獲得市場報價的非上市法人實體且董事認為其對本集團於二零二五年及二零二四年十二月三十一日的業績或資產淨值有主要影響。

Name of associate	Form of business structure	Country/place of incorporation and business	Particulars of issued and paid up capital	% of interest held	Principal activity
聯營公司名稱	業務結構形式	註冊成立及業務所在國家／地點	已發行和繳足股本詳情	持有權益百分比	主要業務
Parkson Newcore Retail Shanghai Ltd. ("Parkson Newcore") 百盛紐可爾瑞特商貿(上海)有限公司(「百盛紐可爾」)	Incorporated 註冊成立	The PRC 中國	RMB80,000,000 人民幣80,000,000元	49 (2024: 49) (二零二四年：49)	Operation of department stores 經營百貨店

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

16. INVESTMENTS IN ASSOCIATES (continued)

Set out below are the summarised financial information of Parkson Newcore which are accounted for using the equity method:

16. 於聯營公司的投資 (續)

使用權益法入賬的百盛紐可爾的財務資料概要載列如下：

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Current assets	流動資產	252,534	271,764
Non-current assets	非流動資產	78,514	139,426
Current liabilities	流動負債	(164,787)	(204,039)
Non-current liabilities	非流動負債	(60,410)	(106,199)
Net assets	資產淨值	105,851	100,952
Revenue	收益	735,013	796,875
Total expenses	總開支	(698,770)	(757,715)
Profit before tax	稅前利潤	36,243	39,160
Income tax expense	所得稅開支	(10,092)	(10,989)
Profit and total comprehensive income for the year	年度利潤及全面收入總額	26,151	28,171
Dividends received from the associate	自聯營公司收取的股息	10,413	13,523

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

16. INVESTMENTS IN ASSOCIATES (continued)

A reconciliation of the above summarised financial information to the carrying amount of Parkson Newcore is set out below:

16. 於聯營公司的投資(續)

上述財務資料概要與百盛紐可爾的賬面值的對賬如下：

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Total net assets of the associate	聯營公司的資產淨值總額	105,851	100,952
Proportion of ownership interests held by Group	本集團持有的所有權權益比例	49%	49%
Goodwill	商譽	-	-
Carrying amount of the investments in associates in the consolidated financial statements	綜合財務報表中於聯營公司投資的賬面值	51,867	49,466

Aggregate information of associates that are not individually material:

個別而言並不重要的聯營公司的合計資料：

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	綜合財務報表內個別而言不重要的聯營公司的賬面總值	-	3,006
Aggregate amounts of the Group's share of those associates':	本集團應佔該等聯營公司的總額：		
-profit before tax	—稅前利潤	-	752
-total comprehensive income	—全面收入總額	-	704

The Group has not incurred any contingent liabilities or other commitments relating to its investments in associates.

本集團並未產生有關其於聯營公司投資的任何或然負債或其他承擔。

There were no profits or loss incurred by Habitat Blue Sdn. Bhd., an associate of the Group, during the years ended 31 December 2025 and 2024. The accumulated losses not recognised were approximately RMB9,191,000 as at 31 December 2025 (2024: RMB9,191,000).

截至二零二五年及二零二四年十二月三十一日止年度，本集團聯營公司Habitat Blue Sdn. Bhd.並無產生損益。於二零二五年十二月三十一日，未確認的累計虧損約為人民幣9,191,000元（二零二四年：人民幣9,191,000元）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

17. OTHER ASSETS

17. 其他資產

	2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Net investments in the subleases (note 13(g)) 轉租賃投資淨額(附註13(g))	18,495	55,369

18. DEFERRED TAX ASSETS AND LIABILITIES

The movements in deferred tax liabilities and assets during the years ended 31 December 2025 and 2024 are as follows:

18. 遞延稅項資產及負債

截至二零二五年及二零二四年十二月三十一日止年度，遞延稅項負債及資產的變動如下：

	Notes 附註	As at 1 January 於一月一日 RMB'000 人民幣千元	Recognised in the consolidated statement of profit or loss 於綜合損益表 確認 RMB'000 人民幣千元	As at 31 December 於十二月 三十一日 RMB'000 人民幣千元
2025	二零二五年			
Deferred tax assets:	遞延稅項資產：			
Accrued other expenses	應計其他開支	11,775	6,625	18,400
Right-of-use assets and lease liabilities	使用權資產及租賃 負債	185,354	4,855	190,209
Accrued coupon provision	應計優惠券撥備	2,962	(361)	2,601
Tax losses	稅項虧損 (a)	74,310	(20,356)	53,954
		274,401	(9,237)	265,164
Deferred tax liabilities:	遞延稅項負債：			
Fair value adjustments arising from acquisition of subsidiaries	收購附屬公司所產生 的公允價值調整	(155,012)	5,809	(149,203)
Right-of-use assets	使用權資產	(12,019)	3,902	(8,117)
Withholding taxes	預扣稅 (b)	(9,752)	–	(9,752)
		(176,783)	9,711	(167,072)
		97,618	474	98,092

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

18. DEFERRED TAX ASSETS AND LIABILITIES (continued)

18. 遞延稅項資產及負債 (續)

		Notes 附註	As at 1 January 於一月一日 RMB'000 人民幣千元	Recognised in the consolidated statement of profit or loss 於綜合損益表 確認 RMB'000 人民幣千元	As at 31 December 於十二月 三十一日 RMB'000 人民幣千元
2024	二零二四年				
Deferred tax assets:	遞延稅項資產：				
Accrued other expenses	應計其他開支		5,425	6,350	11,775
Right-of-use assets and lease liabilities	使用權資產及租賃 負債		190,773	(5,419)	185,354
Accrued coupon provision	應計優惠券撥備		3,331	(369)	2,962
Tax losses	稅項虧損	(a)	63,965	10,345	74,310
			263,494	10,907	274,401
Deferred tax liabilities:	遞延稅項負債：				
Depreciation	折舊		(17)	17	-
Fair value adjustments arising from acquisition of subsidiaries	收購附屬公司所產生 的公允價值調整		(162,808)	7,796	(155,012)
Right-of-use assets	使用權資產		(53,358)	41,339	(12,019)
Withholding taxes	預扣稅	(b)	(10,198)	446	(9,752)
			(226,381)	49,598	(176,783)
			37,113	60,505	97,618

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

18. DEFERRED TAX ASSETS AND LIABILITIES (continued)

Notes:

- (a) The Group has not recognised deferred tax assets in respect of tax losses arising from overseas subsidiaries of RMB19,303,000 (2024: RMB26,654,000), including amounts of nil (2024: RMB4,667,000) that will expire within three years, RMB8,851,000 (2024: RMB12,732,000) that will expire within seven years and RMB10,452,000 (2024: RMB9,225,000) that are available indefinitely for offsetting against future taxable profits, respectively, or tax losses arising from the PRC subsidiaries of RMB1,707,646,000 (2024: RMB1,422,975,000) that will expire within the next five years, as it was not considered probable as at 31 December 2025 that taxable profits would be available against which such tax losses can be utilised.

- (b) Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate of 5% may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5% or 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in the PRC in respect of earnings generated from 1 January 2008.

As at 31 December 2025, deferred tax liability of RMB9,752,000 (2024: RMB9,752,000) has been recognised for withholding taxes. Other than that, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in the PRC. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in the PRC for which deferred tax liabilities have not been recognised totalled approximately RMB4,588,101,000 as at 31 December 2025 (2024: RMB4,738,842,000).

18. 遞延稅項資產及負債 (續)

附註：

- (a) 由於本集團於二零二五年十二月三十一日認為不大可能獲得可用以抵銷稅項虧損的應課稅利潤，故並未分別就海外附屬公司產生抵銷未來應課稅利潤的稅項虧損人民幣19,303,000元（二零二四年：人民幣26,654,000元）（包括將於三年內到期的零（二零二四年：人民幣4,667,000元）、將於七年內到期的人民幣8,851,000元（二零二四年：人民幣12,732,000元）及無限期可用的人民幣10,452,000元（二零二四年：人民幣9,225,000元））或在中國的附屬公司產生將於未來五年內到期的稅項虧損人民幣1,707,646,000元（二零二四年：人民幣1,422,975,000元）確認遞延稅項資產。

- (b) 根據中國企業所得稅法，於中國成立的外商投資企業向外國投資者宣派股息將繳納10%的預扣稅。該規定自二零零八年一月一日起生效，適用於二零零七年十二月三十一日之後產生的盈利。如中國與外國投資者所在司法管轄區訂有稅收協定，則可適用5%的較低預扣稅率。就本集團而言，適用稅率為5%或10%。因此，本集團有責任就中國成立的該等附屬公司於二零零八年一月一日起產生的盈利所分派的股息繳付預扣稅。

於二零二五年十二月三十一日，遞延稅項負債人民幣9,752,000元（二零二四年：人民幣9,752,000元）已就預扣稅獲確認。除此之外，並無就因本集團於中國成立的附屬公司須繳納預扣稅的未匯出盈利而應繳付的預扣稅確認遞延稅項。董事認為，該等附屬公司於可見將來不大可能分派有關盈利。於二零二五年十二月三十一日，與尚未確認遞延稅項負債的中國的附屬公司投資有關的暫時差額總額約為人民幣4,588,101,000元（二零二四年：人民幣4,738,842,000元）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

19. INVENTORIES

19. 存貨

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Merchandise	商品	252,233	375,889
Consumables	消耗品	2,972	3,039
Less: Impairment	減：減值	(167)	(167)
		255,038	378,761

The movements in provision for impairment of inventories during the year are as follows:

年內存貨減值撥備的變動如下：

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
As at 1 January and 31 December	於一月一日及十二月三十一日	167	167

During the years ended 31 December 2025 and 2024, no reversal or impairment loss was made by the Group.

截至二零二五年及二零二四年十二月三十一日止年度，本集團概無作出撥回或減值虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

20. TRADE RECEIVABLES

20. 應收貿易款項

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Current	即期		
Third party	第三方	460,678	373,982
Less: Impairment allowance	減：減值撥備	(14,712)	(7,592)
		445,966	366,390
Non-current	非即期		
Third party	第三方	855,836	687,137
Less: Impairment allowance	減：減值撥備	(19,011)	(10,004)
		836,825	677,133
		1,282,791	1,043,523

Trade receivables mainly arise from purchase by customers with credit cards and credit services arise from loan receivables. The credit period of trade receivables is generally one month. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances, except for loan receivables which are secured over the motor vehicles of customers. Among the balance, RMB1,240,791,000 (2024: RMB977,799,000) are with an interest rate ranging from 6.6% to 16% per annum (2024: 6.6% to 16.0% per annum), depending on the payment term of loan receivables, while others are interest-free.

As at 31 December 2025, Parkson Credit's trade receivables of RMB620,769,000 (2024: RMB412,279,000) and unrealised receivables of RMB153,101,000 (2024: RMB103,746,000) which will be due within 48 months, were pledged to secure Parkson Credit's bank loans in Ringgit Malaysia ("RM") (note 27).

應收貿易款項主要來自客戶以信用卡支付的購買額以及來自應收貸款的信貸服務。應收貿易款項的信用期一般為一個月。本集團對其尚未償還應收款項維持嚴格控制，並設有信貸監控部門以盡量減低信貸風險。逾期結餘由高級管理層定期審閱。考慮到上述各項及本集團之應收貿易款項來自大量多元化客戶，故並無高度集中的信貸風險。本集團並無就其應收貿易款項結餘持有任何抵押品或其他信貸保證，惟以客戶的汽車作抵押的應收貸款除外。結餘中，人民幣1,240,791,000元（二零二四年：人民幣977,799,000元）的利率介乎每年6.6%至16%（二零二四年：每年6.6%至16.0%），該利率取決於應收貸款的還款期限，而其餘為免息。

於二零二五年十二月三十一日，Parkson Credit應收貿易款項人民幣620,769,000元（二零二四年：人民幣412,279,000元）及未變現應收款項人民幣153,101,000元（二零二四年：人民幣103,746,000元）將於48個月內到期，該等款項已抵押，為Parkson Credit以林吉特（「林吉特」）（附註27）計值的銀行貸款作擔保。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

20. TRADE RECEIVABLES (continued)

An ageing analysis of the trade receivables as at 31 December 2025 and 2024, based on the invoice dates and net of ECL allowance, is as follows:

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Within 1 year	一年以內	445,966	366,390
1 to 2 years	一至兩年	373,536	276,937
Over 2 years	兩年以上	463,289	400,196
		1,282,791	1,043,523

The Group applies the simplified approach for impairment of trade receivables (other than loans receivables). The Group uses a provision matrix to calculate ECLs for trade receivables (other than loans receivables). The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by service type).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e. gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the retail sector, the historical default rates are adjusted. At the end of each reporting period, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

20. 應收貿易款項(續)

於二零二五年及二零二四年十二月三十一日，按發票日期及扣除預期信貸虧損撥備之應收貿易款項之賬齡分析如下：

本集團應用簡化法進行應收貿易款項(除應收貸款外)的減值。本集團採用撥備矩陣以計算應收貿易款項(除應收貸款外)的預期信貸虧損。撥備率乃基於因就擁有類似虧損模式的多個客戶分部進行分組(如服務類別)。

撥備矩陣最初乃基於本集團的歷史觀察違約率。本集團將通過調整矩陣以調整過往信貸損失經驗及前瞻性資料。例如，倘預測經濟狀況(如國內生產總值)預期將於未來一年發生變化，其可能導致零售業務的違約數量增加，歷史違約率將獲調整。於各報告期末，將更新歷史可觀察違約率並分析前瞻性估計的變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

20. TRADE RECEIVABLES (continued)

The Group applies the general approach for the impairment of loan receivables. Under the general approach, an impairment analysis is performed at the end of each reporting period based on three stages to measure expected credit losses. The Group determines whether there has been a significant increase in credit risk since initial recognition of loan receivables or whether an asset is considered to be credit-impaired and, hence, whether it needs to provide for 12-month ECLs or lifetime ECLs. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, loan receivables are written off if past due for more than one year and are not subject to enforcement activity.

In the situation where no comparable companies with credit ratings can be identified, expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. Set out below is the loss rate applied on the Group's trade receivables where there were no comparable companies:

20. 應收貿易款項 (續)

本集團就應收貸款減值應用一般方法。根據一般方法，於各報告期末根據三個階段進行減值分析，以計量預期信貸虧損。本集團釐定自首次確認應收貸款以來信貸風險是否已顯著增加，或資產是否被視為信貸減值，因此釐定是否需要就12個月預期信貸虧損或年限內預期信貸虧損計提撥備。該計算反映出概率加權結果、金錢的時間價值以及於報告日期可獲得有關過往事件、當前狀況及對未來經濟狀況的預測的合理及可支持的資料。通常而言，倘應收貸款逾期超過一年且不可進行強制執行活動則予以撇銷。

在無法識別具有信貸級別的可資比較公司的情況下，則應參考本集團的歷史虧損記錄，採用虧損率方法估計預期信貸虧損。虧損率乃經調整以反映當前狀況及未來經濟狀況的預測（如適用）。在無可資比較公司的情況下，本集團應收貿易款項所適用之虧損率載列如下：

		Simplified approach 簡化方式	General approach 一般方式					
		Lifetime ECLs	12-month ECLs	Lifetime ECLs – not credit impaired financial assets	Lifetime ECLs – credit impaired financial assets	Total		
				年限內預期 信貸虧損－ 非信貸減值 金融資產	年限內預期 信貸虧損－ 信貸減值 金融資產			
				年限內預期 信貸虧損	12個月預期 信貸虧損		年限內預期 信貸虧損	12個月預期 信貸虧損
				年限內預期 信貸虧損	12個月預期 信貸虧損		年限內預期 信貸虧損	12個月預期 信貸虧損
						總計		
2025	二零二五年							
Expected credit loss rate	預期信貸虧損率	0.00%	0.08%	7.57%	52.81%	2.56%		
Gross carrying amount	賬面總值	42,000	1,112,896	116,171	45,447	1,316,514		
Expected credit losses	預期信貸虧損	–	929	8,793	24,001	33,723		
2024	二零二四年							
Expected credit loss rate	預期信貸虧損率	0.00%	0.06%	6.08%	34.22%	1.66%		
Gross carrying amount	賬面總值	65,724	880,496	79,049	35,850	1,061,119		
Expected credit losses	預期信貸虧損	–	526	4,804	12,266	17,596		

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

20. TRADE RECEIVABLES (continued)

The movement in the ECL allowance of trade receivables is as follows:

20. 應收貿易款項(續)

應收貿易款項預期信貸虧損撥備的變動如下：

		Simplified approach 簡化方式	General approach 一般方式			
		Lifetime ECLs	12-month ECLs	Lifetime ECLs – not credit impaired financial assets 年限內預期 信貸虧損— 非信貸減值 金融資產	Lifetime ECLs – credit impaired financial assets 年限內預期 信貸虧損— 信貸減值 金融資產	Total
		年限內預期 信貸虧損 RMB'000 人民幣千元	12個月預期 信貸虧損 RMB'000 人民幣千元	年限內預期 信貸虧損— 非信貸減值 金融資產 RMB'000 人民幣千元	年限內預期 信貸虧損— 信貸減值 金融資產 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
2025	二零二五年					
As at 1 January	於一月一日	–	526	4,804	12,266	17,596
Amount written off during the year	年內撇銷金額	–	–	–	(66,902)	(66,902)
ECL allowance recognised during the year	年內確認的預期 信貸虧損撥備	–	403	3,989	78,637	83,029
As at 31 December	於十二月三十一日	–	929	8,793	24,001	33,723
2024	二零二四年					
As at 1 January	於一月一日	–	462	3,694	12,122	16,278
Amount written off during the year	年內撇銷金額	–	–	–	(27,883)	(27,883)
ECL allowance recognised during the year	年內確認的預期 信貸虧損撥備	–	64	1,110	28,027	29,201
As at 31 December	於十二月三十一日	–	526	4,804	12,266	17,596

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

21. PREPAYMENTS AND OTHER RECEIVABLES

21. 預付款項及其他應收款項

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Lease prepayments related to variable lease payment	有關可變租賃付款的 預付租金	17,144	11,230
Rental deposits	租金按金	159,295	195,130
Advances to suppliers	向供應商預付款	15,167	25,202
Operating lease receivables	經營租賃應收款項	183,015	149,516
Prepaid tax	預付稅項	20,660	5,122
Interest receivables	應收利息	14,792	1,790
Other prepayments	其他預付款項	29,486	40,658
Net investments in the subleases (note 13(g))	轉租賃投資淨額 (附註13(g))	52,455	91,386
Other receivables	其他應收款項	62,014	64,232
		554,028	584,266
Impairment allowance (note (a))	減值撥備 (附註(a))	(74,284)	(54,022)
		479,744	530,244
Less: Lease prepayments	減：預付租金	(17,144)	(11,230)
Less: Advances to suppliers	減：向供應商預付款	(15,167)	(25,202)
Less: Prepaid tax	減：預付稅項	(20,660)	(5,122)
Less: Other prepayments	減：其他預付款項	(29,486)	(40,658)
Financial assets included in other receivables (note (b))	計入其他應收款項的金融 資產 (附註(b))	397,287	448,032

Notes:

附註：

- (a) The movements in the provision for impairment of prepayments and other receivables during the year are as follows:

- (a) 年內預付款項及其他應收款項減值撥備的變動如下：

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
As at 1 January	於一月一日	54,022	34,098
Impairment for the year, net of reversal	年度減值 (扣除撥回)	27,294	19,924
Written off	撇銷	(7,032)	-
As at 31 December	於十二月三十一日	74,284	54,022

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

21. PREPAYMENTS AND OTHER RECEIVABLES (continued)

Notes: (continued)

(a) (continued)

For financial assets included in other receivables that are credit-impaired at the reporting date, the loss allowance is measured at an amount equal to lifetime ECLs. The loss rate is estimated by applying a loss rate approach with reference to the historical loss record of the Group or adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. The loss rate as at 31 December 2025 was 15.8% (2024: 10.8%).

(b) Included in rental deposits as at 31 December 2025 was deposits paid to a landlord of one of the department stores operated by the Group (the "Landlord") of RMB86,839,000 (the "Deposits Paid"). The Deposits Paid was expected to refund to the Group on or before 30 April 2025 in accordance to the arbitral award issued by China International Economic and Trade Arbitration Commission (CIETAC) in respect of the Deposit Paid that the Landlord is liable for the refund of the Deposit Paid.

On 24 September 2025, the Group entered into the settlement agreement with the Landlord. Pursuant to the settlement agreement, the Landlord agreed the Group to offset the Deposits Paid against the rent payable to the Landlord. After the offset, the Landlord will still owe the Group a balance of RMB32,724,000 (the "Remaining Balance"). The Landlord shall repay the Remaining Balance to the Group by 23 April 2036; otherwise, the Landlord shall pay the Group an occupation fee based on the principal amount of the Remaining Balance at an annual rate of 8%, calculated from 24 April 2036 until the date the Landlord fully repays the entire amount. During the year ended 31 December 2025, RMB22,334,000 (2024: nil) of the lease liabilities has been offset against the Deposits Paid.

Due to the recent litigation claims against the Landlord, management consider it is highly unlikely that the Landlord will repay the Remaining Balance by 24 April 2036, the Group has therefore made a full impairment loss of the Remaining Balance during the year ended 31 December 2025.

21. 預付款項及其他應收款項(續)

附註：(續)

(a) (續)

就於報告日期出現信貸減值的計入其他應收款項的金融資產而言，虧損撥備按等於年限內預期信貸虧損的金額計量。虧損率乃參考本集團的歷史虧損記錄，採用虧損率方法估計或經調整以反映當前狀況及未來經濟狀況的預測(如適用)。於二零二五年十二月三十一日的虧損率為15.8%(二零二四年：10.8%)。

(b) 於二零二五年十二月三十一日，租金按金包括已支付予本集團經營的某間百貨店業主(「業主」)的按金人民幣86,839,000元(「已付按金」)。根據中國國際經濟貿易仲裁委員會就已付按金所作出的仲裁裁決，業主有責任退還已付按金，預期已付按金將於二零二五年四月三十日或之前退還於本集團。

於二零二五年九月二十四日，本集團與業主訂立和解協議。根據和解協議，業主同意本集團將已付按金與應付予業主的租金相互抵銷。抵銷後，業主仍欠付本集團餘款人民幣32,724,000元(「餘款」)。業主須於二零三六年四月二十三日向前向本集團償還餘款；否則，業主須按餘款的本金金額，以年利率8%向本集團支付佔用費，自二零三六年四月二十四日起計算，直至業主全數償還該筆款項之日止。截至二零二五年十二月三十一日止年度，租賃負債中人民幣22,334,000元(二零二四年：零)已抵銷已付按金。

由於近期針對業主提出的訴訟索賠，管理層認為業主極不可能於二零三六年四月二十四日前償還餘款，因此本集團已於截至二零二五年十二月三十一日止年度就餘款全數計提減值虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

21. PREPAYMENTS AND OTHER RECEIVABLES (continued)

The movement of gross balance of other receivables is as follows:

		Stage 1 第一階段 RMB'000 人民幣千元	Stage 2 第二階段 RMB'000 人民幣千元	Stage 3 第三階段 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2024	於二零二四年一月一日	414,216	3,009	32,228	449,453
Amounts originated/(received) during the year	年內產生／(已收)之金額	56,037	(2,051)	(1,385)	52,601
Transfer from Stage 1 to Stage 2	由第一階段轉撥至第二階段	(232)	232	-	-
Transfer from Stage 1 to Stage 3	由第一階段轉撥至第三階段	(295)	-	295	-
Transfer from Stage 2 to Stage 3	由第二階段轉撥至第三階段	-	(708)	708	-
As at 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日及二零二五年一月一日	469,726	482	31,846	502,054
Amounts (received)/originated during the year	年內(已收)／產生之金額	(25,980)	29	2,439	(23,512)
Amounts written off during the year	年內撇銷金額	(5)	(9)	(7,018)	(7,032)
Transfer from Stage 1 to Stage 2	由第一階段轉撥至第二階段	(180)	180	-	-
Transfer from Stage 1 to Stage 3	由第一階段轉撥至第三階段	(46,363)	-	46,363	-
Transfer from Stage 2 to Stage 3	由第二階段轉撥至第三階段	-	(161)	161	-
As at 31 December 2025	於二零二五年十二月三十一日	397,198	521	73,791	471,510

The movement in the ECL allowance of other receivables is as follows:

21. 預付款項及其他應收款項 (續)

其他應收款項總餘額的變動如下：

其他應收款項之預期信貸虧損撥備的變動如下：

		Stage 1 第一階段 RMB'000 人民幣千元	Stage 2 第二階段 RMB'000 人民幣千元	Stage 3 第三階段 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2024	於二零二四年一月一日	366	1,504	32,228	34,098
ECL allowance recognised/(reversed) during the year	年內確認／(撥回)的預期信貸虧損撥備	21,605	(920)	(761)	19,924
Transfer from Stage 1 to Stage 2	由第一階段轉撥至第二階段	(11)	11	-	-
Transfer from Stage 1 to Stage 3	由第一階段轉撥至第三階段	(25)	-	25	-
Transfer from Stage 2 to Stage 3	由第二階段轉撥至第三階段	-	(354)	354	-
As at 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日及二零二五年一月一日	21,935	241	31,846	54,022
ECL allowance recognised during the year	年內確認的預期信貸虧損撥備	141	109	27,044	27,294
Amounts written off during year	年內撇銷金額	(5)	(9)	(7,018)	(7,032)
Transfer from Stage 1 to Stage 3	由第一階段轉撥至第三階段	(21,839)	-	21,839	-
Transfer from Stage 2 to Stage 3	由第二階段轉撥至第三階段	-	(80)	80	-
As at 31 December 2025	於二零二五年十二月三十一日	232	261	73,791	74,284

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS 22. 按公允價值計量且其變動計入損益之金融資產

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Wealth management products	理財產品		
As at 1 January	於一月一日	66,685	57,540
Addition during the year	年內添置	161,900	68,000
Redemption during the year	年內贖回	(152,045)	(60,277)
Change in fair value of financial assets at fair value through profit or loss (note 6)	按公允價值計量且其變動計入損益之金融資產之公允價值變動 (附註6)	622	1,422
As at 31 December	於十二月三十一日	77,162	66,685

The wealth management products are managed by licensed financial institutions in the PRC to invest principally in certain financial assets, including bonds, trusts, cash funds, bond funds or unlisted equity investment issued and circulated in the PRC in accordance with the related entrusted agreements.

The investments are measured at fair value at the end of the reporting period. The gain on the change in fair value of RMB622,000 (2024: RMB1,422,000) is credited to "Finance income" in the consolidated statement of profit or loss (note 6).

該等理財產品由中國持牌金融機構根據有關信託協議管理，主要投資於若干金融資產，包括於中國發行及流通之債券、信託、現金基金、債券基金或非上市股本投資。

於報告期末，該等投資按公允價值計量。公允價值之變動收益人民幣622,000元 (二零二四年：人民幣1,422,000元) 已計入綜合損益表內的「融資收入」(附註6)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

23. CASH AND CASH EQUIVALENTS AND TIME DEPOSITS

23. 現金及現金等價物及定期存款

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Cash and bank balances (including short-term deposits with original maturity of less than three months when acquired)	現金及銀行結餘 (包括購入時原有到期日不足三個月的短期存款)	1,457,222	1,466,508
Restricted cash	受限制現金	60,690	63,999
Short-term deposits more than three months and less than one year	超過三個月且不足一年的短期存款	22,316	9,175
Long-term deposits	長期存款	24,302	26,202
		1,564,530	1,565,884
Less:	減：		
- Pledged short-term time deposits for performance guarantees	一作履約保函的抵押短期定期存款	(2,400)	(1,000)
- Pledged long-term time deposits for performance guarantees	一作履約保函的抵押長期定期存款	(24,302)	(26,202)
- Non-pledged short-term time deposits with original maturity of more than three months when acquired	一購入時原有到期日超過三個月的無抵押短期定期存款	(19,916)	(8,175)
Cash and cash equivalents	現金及現金等價物	1,517,912	1,530,507

The cash and bank balances and time deposits of the Group denominated in RMB amounting to RMB1,370,940,000 as at 31 December 2025 (2024: RMB1,377,572,000). The RMB is not freely convertible into other currencies, however, under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

於二零二五年十二月三十一日，本集團以人民幣計值的現金及銀行結餘以及定期存款為人民幣1,370,940,000元（二零二四年：人民幣1,377,572,000元）。人民幣不可自由兌換為其他貨幣，然而，根據中國的外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

The cash and bank balances included the short-term deposits with original maturity of less than three months when acquired of RMB226,503,000 (2024: RMB176,499,000).

現金及銀行結餘包括購入時原有到期日不足三個月的短期存款人民幣226,503,000元（二零二四年：人民幣176,499,000元）。

As at 31 December 2025, the Group has pledged deposits of RMB26,702,000 (2024: RMB27,202,000) held in designated bank accounts for performance guarantees.

於二零二五年十二月三十一日，本集團擁有抵押存款人民幣26,702,000元（二零二四年：人民幣27,202,000元），於指定銀行賬戶持有，作履約保函。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

24. TRADE PAYABLES

An ageing analysis of the trade payables, based on the recognition dates, is as follows:

24. 應付貿易款項

按確認日期之應付貿易款項的賬齡分析如下：

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Within 3 months	三個月內	426,885	562,875
4 to 12 months	四至十二個月	9,037	3,430
Over 1 year	一年以上	19,111	19,876
		455,033	586,181

All amounts are short term and hence the carrying amounts of the Group's trade payables are considered to be a reasonable approximation of fair value.

所有款項均為短期款項，因此本集團應付貿易款項的賬面值被視為與公允價值合理相若。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

25. OTHER PAYABLES AND ACCRUALS

25. 其他應付款項及應計項目

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Rental payables	應付租金	20,245	23,108
Other tax payables	其他應付稅項	4,180	7,389
Deposits from suppliers	供應商按金	174,542	158,508
Construction fee payables	應付建築費	40,995	39,776
Accrued salaries and bonuses	應計薪金及花紅	42,349	43,174
Accrued interest	應計利息	2,279	2,885
Other payables and accruals	其他應付款項及應計項目	336,043	330,416
	Note 附註	620,633	605,256

Note: All amounts are short term and hence the carrying amounts of the Group's other payables are considered to be a reasonable approximation of fair value.

附註：所有款項均為短期款項，因此本集團其他應付款項的賬面值被視為與公允價值合理相若。

26. CONTRACT LIABILITIES

26. 合約負債

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Contract liabilities arising from advances received from customers	產生自己收客戶預付款的合約負債	533,735	591,111
Provision for loyalty point programme	忠誠點數計劃撥備	11,605	13,197
		545,340	604,308

Receiving advances from a customer before the Group transfers the related goods or services will give rise to contract liabilities at the commencement of a contract.

在本集團轉讓相關貨品或服務之前收取客戶的預付款將在合約開始時產生合約負債。

All contract liabilities are expected to be recognised as revenue within one year.

所有合約負債預期於一年內確認為收益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

27. INTEREST-BEARING BANK LOANS

27. 計息銀行貸款

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Current	即期		
Secured bank loans denominated in RM (note c)	以林吉特計值的有抵押銀行貸款(附註c)	245,613	120,075
Secured bank loans denominated in RMB	以人民幣計值的有抵押銀行貸款	100,000	100,000
		345,613	220,075
Non-current	非即期		
Secured bank loans denominated in RMB	以人民幣計值的有抵押銀行貸款	2,220,000	2,320,000
Secured bank loans denominated in RM (note c)	以林吉特計值的有抵押銀行貸款(附註c)	409,888	270,421
		2,629,888	2,590,421
		2,975,501	2,810,496

At 31 December 2025 and 2024, the Group's bank loans were repayable as follows:

於二零二五年及二零二四年十二月三十一日，本集團的銀行貸款須以下列方式償還：

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Carrying amount repayable	應償還的賬面值		
- Within one year or on demand	— 一年內或按要求	345,613	220,075
- In the second year	— 第二年	2,432,636	370,421
- In the third to fifth years, inclusive	— 第三至第五年(包括首尾兩年)	197,252	2,220,000
Total carrying amount	賬面總值	2,975,501	2,810,496
Less:	減：		
- Amount due within one year	— 一年內到期的金額	(345,613)	(220,075)
Carrying amount shown under non-current liabilities	非流動負債項下列示的賬面值	2,629,888	2,590,421

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

27. INTEREST-BEARING BANK LOANS (continued)

Notes:

- (a) Banks' credit facilities amounting to RMB51,974,000 (2024: RMB102,367,000) had not been utilised as at 31 December 2025.
- (b) As at 31 December 2025, the Group's bank loans are secured by:
- (i) mortgages over the Group's investment property, which had an aggregate carrying value of RMB502,688,000 (2024: RMB523,711,000) (note 12);
 - (ii) mortgages over the Group's buildings, which had a net carrying value of approximately RMB1,281,742,000 (2024: RMB1,326,166,000) (note 11);
 - (iii) mortgages over the Group's leasehold land, which had an aggregate carrying value of approximately RMB292,798,000 (2024: RMB305,646,000) (note 13(a)); and
 - (iv) the pledge of trade receivables of RMB620,769,000 (2024: RMB412,279,000) and unrealised receivables of RMB153,101,000 (2024: RMB103,746,000) which will be due within 48 months (note 20).

As at 31 December 2025, items (i), (ii) and (iii) are provided to secure the Group's bank loans denominated in RMB (2024: RMB), and item (iv) is provided to secure the Group's bank loans denominated in RM.

- (c) Pinnacle Yields was incorporated on 15 May 2024 as a special purpose vehicle for the sole purpose of undertaking the Sukuk Wakalah Asset-backed Medium Term Notes Programme amounted up to RM1,000,000,000 (equivalent to RMB1,732,000,000) (the "Sukuk") which involve the purchase from Parkson Credit from time to time of the loans and receivables meeting certain pre-determined eligibility criteria. The purchase of the loans and receivables were funded by the proceeds from the issuance of Sukuk by Pinnacle Yields.

27. 計息銀行貸款 (續)

附註：

- (a) 銀行信貸融資人民幣51,974,000元 (二零二四年：人民幣102,367,000元) 於二零二五年十二月三十一日尚未動用。
- (b) 於二零二五年十二月三十一日，本集團的銀行貸款由以下項目作抵押：
- (i) 本集團投資物業的抵押，其賬面總值為人民幣502,688,000元 (二零二四年：人民幣523,711,000元) (附註12)；
 - (ii) 本集團樓宇的抵押，其賬面淨值為約人民幣1,281,742,000元 (二零二四年：人民幣1,326,166,000元) (附註11)；
 - (iii) 本集團租賃土地的抵押，其賬面總值為約人民幣292,798,000元 (二零二四年：人民幣305,646,000元) (附註13(a))；及
 - (iv) 人民幣620,769,000元 (二零二四年：人民幣412,279,000元) 的應收貿易款項及人民幣153,101,000元 (二零二四年：人民幣103,746,000元) 的未變現應收款項 (將於48個月內到期) 的質押 (附註20)。

於二零二五年十二月三十一日，項目(i)、(ii)及(iii)獲提供作為本集團以人民幣 (二零二四年：人民幣) 計值的銀行貸款的抵押；及項目(iv)獲提供作為本集團以林吉特計值的銀行貸款的抵押。

- (c) Pinnacle Yields於二零二四年五月十五日註冊成立為特殊目的公司，其唯一目的為承接高達1,000,000,000林吉特 (相等於人民幣1,732,000,000元) 的Sukuk Wakalah資產支持中期票據計劃 (「Sukuk」)，其中涉及不時向Parkson Credit購買符合若干預定合資格標準的貸款及應收款項。購買貸款及應收款項的資金來自Pinnacle Yields發行Sukuk之所得款項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

27. INTEREST-BEARING BANK LOANS (continued)

Notes: (continued)

(c) (continued)

The Sukuk is constituted by a trust deed dated 27 November 2024 made between Pinnacle Yields and the Trustee for the holders of the Sukuk.

During the year ended 31 December 2025, Pinnacle Yields issued second, third and fourth tranches of Sukuk amounting RM192,896,000 (equivalent to RMB334,077,000), out of which RM48,225,000 (equivalent to RMB83,521,000) were subscribed by Parkson Credit.

During the year ended 31 December 2024, Pinnacle Yields issued first tranche of Sukuk total amounting RM273,772,000 (equivalent to RMB443,483,000), out of which RM68,443,000 (equivalent to RMB110,871,000) were subscribed by Parkson Credit.

The main features of the Sukuk are as follows:

- (i) The maximum issue size of the RM1,000,000,000 (equivalent to RMB1,732,000,000) Sukuk consists of multiple series of Class A and Class B;
- (ii) All Sukuk under first to fourth tranche were issued at par and have maturity tenures ranging from 2 to 5 years;
- (iii) As at 31 December 2025, the Class A Sukuk bears effective profit rate ranging from 5.75% to 6.03% (2024: 6.24%) per annum, payable monthly in arrears with the last profit payment to be made on the respective maturity dates; and
- (iv) As at 31 December 2025, the Class B Sukuk bears effective profit rate ranging from 0% to 45.4% (2024: 70%) per annum, payable monthly in arrears with the last profit payment to be made on the respective maturity dates.

27. 計息銀行貸款(續)

附註：(續)

(c) (續)

Sukuk乃由Pinnacle Yields與受託人為Sukuk的持有人訂立日期為二零二四年十一月二十七日的信託契約所構成。

截至二零二五年十二月三十一日止年度，Pinnacle Yields發行第二期、第三期及第四期Sukuk，金額為192,896,000林吉特（相等於人民幣334,077,000元），其中48,225,000林吉特（相等於人民幣83,521,000元）由Parkson Credit認購。

截至二零二四年十二月三十一日止年度，Pinnacle Yields發行第一期Sukuk，總金額為273,772,000林吉特（相等於人民幣443,483,000元），其中68,443,000林吉特（相等於人民幣110,871,000元）由Parkson Credit認購。

Sukuk的主要特點如下：

- (i) Sukuk的最大發行量1,000,000,000林吉特（相等於人民幣1,732,000,000元）由A類及B類多個系列組成；
- (ii) 第一期至第四期所有Sukuk均按面值發行，到期年期介乎二至五年；
- (iii) 於二零二五年十二月三十一日，A類Sukuk的實際年利潤率介乎5.75%至6.03%（二零二四年：6.24%），最後一期應付利潤將於各到期日按月支付；及
- (iv) 於二零二五年十二月三十一日，B類Sukuk的實際年利潤率介乎0%至45.4%（二零二四年：70%），最後一期應付利潤將於各到期日按月支付。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

27. INTEREST-BEARING BANK LOANS (continued)

Notes: (continued)

(c) (continued)

The Sukuk is secured against the following:

- (i) First fixed and floating charge of all its present and future assets of Pinnacle Yields;
- (ii) First assignment of all its present and future rights, titles, benefits and interests in and under each of the assigned documents, and all benefits and all other revenue or income of Pinnacle Yields; and
- (iii) First assignment of all its present and future right to pursue any action, proceeding, suit or arbitration arising in relation to any of the rights assigned to the trustee and to enforce such rights in the name of the trustee or of Pinnacle Yields.

27. 計息銀行貸款 (續)

附註：(續)

(c) (續)

Sukuk以下列各項作為抵押：

- (i) 第一固定及浮動押記 Pinnacle Yields之所有現時及未來資產；
- (ii) 首次轉讓其於各轉讓文件中或根據各轉讓文件之所有現時及未來權利、所有權、利益及權益，以及 Pinnacle Yields之所有利益及所有其他收益或收入；及
- (iii) 首次轉讓其所有現時及未來權利，以就轉讓予受託人的任何權利所產生的任何行動、法律程序、訴訟或仲裁進行申索，並以受託人或Pinnacle Yields的名義強制執行該等權利。

28. ISSUED CAPITAL

		Number of ordinary shares 普通股數目	Nominal value 面值	
		'000 千股	HK\$'000 千港元	RMB'000 人民幣千元
Authorised:	法定：			
Ordinary shares of HK\$0.02 each	每股面值0.02港元的普通股	7,500,000	150,000	156,000
Issued and fully paid:	已發行及繳足：			
As at 1 January 2024,	於二零二四年一月一日、			
31 December 2024,	二零二四年十二月			
1 January 2025 and	三十一日、二零二五年			
31 December 2025	一月一日及二零二五年			
	十二月三十一日	2,634,532	52,691	55,477

No transactions occurred in the Company's issued share capital during the years ended 31 December 2025 and 2024.

截至二零二五年及二零二四年十二月三十一日止年度，本公司已發行股本概無發生交易。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

29. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 138 of the consolidated financial statements.

(a) PRC reserve funds

Pursuant to the relevant laws and regulations for Sino-foreign joint venture enterprises, a portion of the profits of the Group's joint venture which is established in the PRC has been transferred to reserve funds which are restricted to use.

Pursuant to the relevant PRC laws and regulations, Sino-foreign joint venture companies registered in the PRC are required to transfer a certain percentage, as approved by the board of directors, of their profit after income tax, as determined in accordance with PRC accounting rules and regulations, to the reserve fund, the enterprise expansion fund and the employee bonus and welfare fund. These funds are restricted to use.

Pursuant to the relevant PRC laws and regulations, each of the wholly-owned foreign enterprises ("WOFEs") registered in the PRC is required to transfer not less than 10% of its profit after tax, as determined in accordance with generally accepted accounting principles in the PRC (the "PRC GAAP"), to the reserve funds, until the balance of the funds reaches 50% of the registered capital of that company. WOFEs registered in the PRC are required to transfer a certain percentage, as approved by the board of directors, of their profit after income tax to the employee bonus and welfare fund. These funds are restricted to use.

In accordance with the relevant PRC laws and regulations, PRC domestic companies are required to transfer 10% of their profit after income tax, as determined in accordance with the PRC GAAP, to the statutory common reserve, until the balance of the fund reaches 50% of their registered capital. Subject to certain restrictions as set out in the relevant PRC regulations, the statutory common reserve may be used to offset against the accumulated losses, if any.

(b) Asset revaluation reserve

The asset revaluation reserve represented the fair value adjustments to the property, plant and equipment, investment properties and lease prepayments which were already owned by the Group before the acquisition of the remaining 44% equity interest in Parkson Retail Development Co., Ltd. in 2006.

29. 儲備

本集團本年度及過往年度的儲備金額及有關變動載於綜合財務報表第138頁的綜合權益變動表。

(a) 中國公積金

根據中外合資企業的相關法律及法規，在中國成立的本集團合營企業已將部分利潤轉至限制用途的儲備基金。

根據相關中國法律及法規，於中國註冊的中外合資公司均須在董事會批准的情況下，根據中國會計規則及規例，將除所得稅後利潤按一定百分比轉撥至公積金、企業發展基金以及僱員花紅及福利基金。該等基金的用途均有限制。

根據相關中國法律及法規，於中國註冊的各外商獨資企業（「外商獨資企業」）須將根據中國公認會計準則（「中國公認會計準則」）釐定的不少於其除稅後利潤10%轉撥至公積金，直至基金結餘達到該公司註冊資本50%為止。於中國註冊的外商獨資企業須在董事會批准的情況下，將除所得稅後利潤按一定百分比撥入僱員花紅及福利基金。該等基金的用途均有限制。

根據相關中國法律及法規，中國內資公司須將根據中國公認會計準則釐定的除所得稅後利潤10%轉撥至法定公積金，直至基金結餘達到該公司註冊資本50%為止。受限於相關中國法規所載的若干限制，法定公積金可用作抵銷累計虧損（如有）。

(b) 資產重估儲備

資產重估儲備指於二零零六年收購百盛商業發展有限公司餘下44%股權前，對本集團已擁有的物業、廠房及設備、投資物業及預付租金的公允價值的調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

30. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company as at 31 December 2025 and 2024 is as follows:

30. 本公司財務狀況表

本公司於二零二五年及二零二四年十二月三十一日有關財務狀況表的資料如下：

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產		
Investments in subsidiaries	於附屬公司的投資	2,222,888	2,074,380
CURRENT ASSETS	流動資產		
Prepayments and other receivables	預付款項及其他應收款項	2,325	2,506
Cash and cash equivalents	現金及現金等價物	16,519	11,475
		18,844	13,981
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付款項及應計項目	2,309	2,655
Interest-bearing bank loans	計息銀行貸款	100,000	100,000
		102,309	102,655
Net current liabilities	流動負債淨額	(83,465)	(88,674)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	2,139,423	1,985,706
NON-CURRENT LIABILITIES	非流動負債		
Interest-bearing bank loans	計息銀行貸款	2,220,000	2,320,000
NET LIABILITIES	負債淨值	(80,577)	(334,294)
EQUITY	權益		
Issued capital	已發行股本	55,477	55,477
Reserves (note)	儲備 (附註)	(136,054)	(389,771)
CAPITAL DEFICIT	資金虧絀	(80,577)	(334,294)

Tan Sri Cheng Heng Jem
Director
丹斯里鍾廷森
董事

Juliana Cheng San San
Director
鍾珊珊
董事

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

30. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

30. 本公司財務狀況表(續)

附註：

本公司儲備概要如下：

		Exchange reserve 匯兌儲備 RMB'000 人民幣千元	Retained earnings 保留盈利 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
As at 1 January 2024	於二零二四年一月一日	(417,122)	272,848	(144,274)
Total comprehensive expense for the year	年度全面開支總額	(3,409)	(189,398)	(192,807)
Dividend paid	已付股息	-	(52,690)	(52,690)
As at 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日 及二零二五年一月一日	(420,531)	30,760	(389,771)
Total comprehensive income for the year	年度全面收入總額	-	306,407	306,407
Dividend paid	已付股息	-	(52,690)	(52,690)
As at 31 December 2025	於二零二五年十二月三十一日	(420,531)	284,477	(136,054)

31. COMMITMENTS

(a) The Group had the following capital commitments as at 31 December 2025 and 2024:

31. 承擔

(a) 本集團於二零二五年及二零二四年十二月三十一日有以下資本承擔：

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Contracted, but not provided for: - Construction in progress and leasehold improvement	已訂約，但未撥備： - 在建工程及租賃物業裝修	5,503	46

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

31. COMMITMENTS (continued)

- (b) The Group has nil (2024: two) lease contracts that have not yet commenced as at 31 December 2025. The future lease payments for these non-cancellable lease contracts are nil (2024: nil) due within one year, nil (2024: RMB81,638,000) due in the second to fifth years, inclusive, and nil (2024: RMB515,692,000) due after five years.

32. RELATED PARTY TRANSACTIONS

The Group's related parties include its associates, subsidiaries, fellow subsidiaries and the holding company of the Group and key management personnel.

Details of the transactions between the Group and its related parties are summarised below.

- 32.1 The Group had the following significant transactions with related parties during the year:

			2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
		Notes 附註		
Interest income	利息收入	(i)	5,215	9,794
Property management expenses	物業管理開支	(ii)	–	10,161
Consultancy income	諮詢收入	(iii)	1,602	1,321
Royalty expenses	特許權開支	(iv)	1,213	1,500

31. 承擔 (續)

- (b) 於二零二五年十二月三十一日，本集團訂有零份（二零二四年：兩份）尚未開始的租賃合約。該等不可撤銷租約於一年內、第二至第五年（包括首尾兩年）及五年後到期的未來租賃付款分別為零（二零二四年：零）、零（二零二四年：人民幣81,638,000元）及零（二零二四年：人民幣515,692,000元）。

32. 關聯方交易

本集團關聯方包括其聯營公司、本集團附屬公司、同系附屬公司及控股公司以及主要管理人員。

本集團與其關聯方間交易的詳情概述如下。

- 32.1 年內，本集團與關聯方進行的重大交易如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

32. RELATED PARTY TRANSACTIONS (continued)

32.1 Notes: (continued)

- (i) The interest income is received or receivable from Parkson Newcore, an associate of the Group. The interest income is resulted from the finance lease which is leased out from Shanghai Hongqiao Parkson Development Co., Ltd., a subsidiary of the Group.
- (ii) The property management expenses are paid or payable to Shanghai Nine Sea Lion Properties Management Co., Ltd., an associate of the Group. The property management fee was charged according to the underlying contract.
- (iii) During the year ended 31 December 2025, the consultancy income is received or receivable from Parkson Newcore, an associate of the Group, amounting to RMB1,602,000 (2024: RMB1,321,000). The consultancy income is determined according to the underlying contracts.
- (iv) The royalty expenses are paid or payable to Parkson Services Pte. Ltd., a fellow subsidiary of the Group, for the Group's entitlement to use the "Parkson" trademark in the PRC.

32. 關聯方交易 (續)

32.1 附註：(續)

- (i) 利息收入為向本集團聯營公司百盛紐可爾收取或應收的款項。該利息收入乃因本集團一家附屬公司上海虹橋百盛商貿有限公司租出的融資租賃而產生。
- (ii) 物業管理開支為已付或應付予本集團一家聯營公司上海九海金獅物業管理有限公司的款項。物業管理費乃根據相關合約收取。
- (iii) 截至二零二五年十二月三十一日止年度，已收或應收本集團聯營公司百盛紐可爾的諮詢收入為人民幣1,602,000元（二零二四年：人民幣1,321,000元）。諮詢收入乃根據相關合約釐定。
- (iv) 特許權開支為本集團於中國使用「百盛」商標而已付或應付本集團一家同系附屬公司Parkson Services Pte. Ltd.的款項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

32. RELATED PARTY TRANSACTIONS (continued)

32.1 Notes: (continued)

The royalty expenses paid or payable to a fellow subsidiary of the Group constitute connected transaction and continuing connection transactions as defined in Chapter 14A of the Listing Rules. However, as this continuing connected transaction represent less than 0.1% of the relevant percentage ratios, pursuant to paragraph 14A.76(1)(a) of the Listing Rules, this continuing connected transaction is exempted from the reporting, annual review, announcement and independent shareholders' approval requirements.

The consultancy income received or receivable from an associate of the Group, the property management expenses payable to an associate of the Group, and the interest income generated from an associate of the Group do not constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

32.2 Key management personnel remuneration

Key management of the Group are members of the board of directors, as well as members of the "management board" of the parent company. Key management personnel remuneration includes the following expenses:

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Fees	袍金	1,320	1,314
Other emoluments:	其他酬金：		
Salaries, allowances, bonuses and other benefits	薪金、津貼、花紅及其他福利	8,848	9,418
		10,168	10,732

32. 關聯方交易 (續)

32.1 附註：(續)

已付或應付予本集團一家同系附屬公司的特許權開支構成關連交易及持續關連交易(定義見上市規則第十四A章)。然而，由於該項持續關連交易的相關百分比率低於0.1%，根據上市規則第14A.76(1)(a)段，該項持續關連交易獲豁免遵守申報、年度審閱、公告及獨立股東批准規定。

已收或應收本集團一家聯營公司的諮詢收入、應付本集團一家聯營公司的物業管理開支及本集團一家聯營公司所產生的利息收入並不構成關連交易或持續關連交易(定義見上市規則第十四A章)。

32.2 主要管理人員薪酬

本集團的主要管理層為董事會成員，亦為母公司「管理委員會」的成員。主要管理人員薪酬包括以下費用：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

33. MAJOR NON-CASH TRANSACTIONS

During the year, the Group had non-cash increase of right-of-use assets and lease liabilities of RMB542,655,000 (2024: RMB959,828,000) and RMB410,685,000 (2024: RMB934,501,000), respectively, in respect of lease arrangements for buildings for department stores.

34. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The changes in the Group's liabilities arising from financing activities can be classified as follows:

33. 主要非現金交易

年內，本集團有關百貨店樓宇租賃安排的使用權資產及租賃負債的非現金增加分別為人民幣542,655,000元(二零二四年：人民幣959,828,000元)及人民幣410,685,000元(二零二四年：人民幣934,501,000元)。

34. 產生自融資活動的負債對賬

本集團產生自融資活動的負債變動可分類如下：

		Interest-bearing bank loans	Lease liabilities	Accrued interest included in other payables and accruals	Total
		計息銀行貸款 RMB'000 人民幣千元	租賃負債 RMB'000 人民幣千元	計入其他應付款項及應計項目的應計利息 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
1 January 2025	二零二五年一月一日	2,810,496	3,490,394	2,885	6,303,775
Changes from financing cash flows	融資現金流變動	136,046	(561,250)	(147,329)	(572,533)
Non-cash:	非現金：				
- Entering into new leases	- 訂立新租賃	-	287,228	-	287,228
- Increase from lease modification and termination	- 租賃修改及終止產生的增加	-	123,341	-	123,341
- Offset with deposit paid (note 21(b))	- 撤銷已付按金(附註21(b))	-	(22,334)	-	(22,334)
- Exchange adjustments	- 匯兌調整	28,959	116	2,916	31,991
- Interest expense	- 利息開支	-	282,109	143,807	425,916
31 December 2025	二零二五年十二月三十一日	2,975,501	3,599,604	2,279	6,577,384

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

34. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (continued)

		Interest-bearing bank loans	Lease liabilities	Accrued interest included in other payables and accruals	Total
		計息銀行貸款 RMB'000 人民幣千元	租賃負債 RMB'000 人民幣千元	計入其他應付款項及應計項目的應計利息 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
1 January 2024	二零二四年一月一日	2,491,914	3,017,563	4,767	5,514,244
Changes from financing cash flows	融資現金流變動	230,696	(731,604)	(184,266)	(685,174)
Non-cash:	非現金：				
- Entering into new leases	- 訂立新租賃	-	38,354	-	38,354
- Increase from lease modification and termination	- 租賃修改及終止產生的增加	-	896,013	-	896,013
- Exchange adjustments	- 匯兌調整	87,886	134	-	88,020
- Interest expense	- 利息開支	-	269,934	182,384	452,318
31 December 2024	二零二四年十二月三十一日	2,810,496	3,490,394	2,885	6,303,775

35. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk.

Financial risk management is coordinated at the Group's headquarters, in close co-operation with the board of directors. The overall objectives in managing financial risks focus on securing the Group's short to medium term cash flows by minimising its exposure to financial markets. Long term financial investments are managed to generate lasting returns with acceptable risk levels.

There has been no change to the types of the Group's exposure in respect of financial instruments or the manner in which it manages and measures the risks.

34. 產生自融資活動的負債對賬 (續)

35. 財務風險管理及公允價值計量

本集團因於日常營運過程及投資活動中使用金融工具而承受財務風險。財務風險包括市場風險（包括外幣風險及利率風險）、信貸風險及流動資金風險。

財務風險管理於本集團總部藉與董事會緊密合作進行協調。管理財務風險的整體目標聚焦於透過盡量降低金融市場風險以確保本集團短期至中期的現金流量。本集團在承受可接受風險水平的情況下，透過管理長期金融投資以產生長遠回報。

本集團就金融工具所承擔的風險類別或其管理及計量風險的方式並無發生變化。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

35. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)

35.1 Categories of financial assets and liabilities

The carrying amounts presented in the consolidated statement of financial position relate to the following categories of financial assets and financial liabilities:

35. 財務風險管理及公允價值計量 (續)

35.1 金融資產及負債類別

綜合財務狀況表呈列的賬面值與下列類別的金融資產及金融負債有關：

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Financial assets	金融資產		
<i>Financial assets at amortised cost:</i>	<i>按攤銷成本計量的金融資產：</i>		
Trade receivables	應收貿易款項	1,282,791	1,043,523
Financial assets included in other receivables	計入其他應收款項的金融資產	397,287	448,032
Financial assets included in other assets	計入其他資產的金融資產	18,495	55,369
Restricted cash	受限制現金	60,690	63,999
Time deposits	定期存款	46,618	35,377
Cash and bank balances	現金及銀行結餘	1,457,222	1,466,508
		3,263,103	3,112,808
<i>Financial assets at fair value:</i>	<i>按公允價值計量的金融資產：</i>		
Financial assets at fair value through profit or loss	按公允價值計量且其變動計入損益之金融資產	77,162	66,685
		3,340,265	3,179,493
Financial liabilities	金融負債		
<i>Financial liabilities at amortised cost:</i>	<i>按攤銷成本計量的金融負債：</i>		
Trade payables	應付貿易款項	455,033	586,181
Financial liabilities included in other payables	計入其他應付款項的金融負債	114,059	111,562
Interest-bearing bank loans	計息銀行貸款	2,975,501	2,810,496
Lease liabilities	租賃負債	3,599,604	3,490,394
		7,144,197	6,998,633

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

35. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)

35.2 Foreign currency risk

Foreign currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposures to currency risk arise from its cash and cash equivalents denominated in HK\$ (2024: HK\$ and US\$), other than the units' functional currencies.

Since the Group mainly engages in the operation of department stores in the PRC and provision of credit services in Malaysia, the transactional currency exposure arising from sales or purchases in currencies other than RMB and RM has an immaterial impact on the Group's loss after tax and equity.

2025

		HK\$ 港元 RMB'000 人民幣千元	US\$ 美元 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	9,857	–

2024

		HK\$ 港元 RMB'000 人民幣千元	US\$ 美元 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	2,496	26,880

35. 財務風險管理及公允價值計量 (續)

35.2 外幣風險

外幣風險指金融工具的公允價值或未來現金流量因外匯匯率變動而發生波動的風險。本集團面臨的貨幣風險來自其以單位功能貨幣以外的港元 (二零二四年：港元及美元) 計值的現金及現金等價物。

由於本集團主要從事經營中國的百貨店及於馬來西亞提供信貸服務，故面臨以人民幣、林吉特以外貨幣進行的銷售或採購的交易貨幣風險對本集團稅後虧損及權益影響不大。

二零二五年

二零二四年

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

35. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)

35.2 Foreign currency risk (continued)

The following table demonstrates the sensitivity as at 31 December 2025 and 2024 to a reasonably possible change in the HK\$ and US\$ exchange rates, with all other variables held constant, of the Group's equity (due to the translation of the operating results and financial position of each subsidiary with functional currencies other than RMB into the presentation currency of RMB used for the consolidated financial statements of the Group).

		Sensitivity rate 敏感度 %	Increase in profit or loss 損益增加 RMB'000 人民幣千元	Increase in equity 權益增加 RMB'000 人民幣千元
2025	二零二五年			
HK\$	港元	5%	370	370
US\$	美元	5%	-	-
2024	二零二四年			
HK\$	港元	5%	94	94
US\$	美元	5%	1,008	1,008

The same % depreciation in the group entities' functional currencies against the respective foreign currencies would have the same magnitude on the Group's profit for the year and equity but of opposite effect.

Exposures to foreign exchange rates vary during the year depending on the volume of overseas transactions. Nevertheless, the analysis above is considered to be representative of the Group's exposure to foreign currency risk.

35. 財務風險管理及公允價值計量 (續)

35.2 外幣風險 (續)

下表呈列倘所有其他變量維持不變，於二零二五年及二零二四年十二月三十一日本集團權益對港元及美元匯率的可能合理變動的敏感度(由於每家附屬公司的經營業績及財務狀況使用的人民幣以外功能貨幣換算為本集團綜合財務報表呈列所用的人民幣)。

集團實體功能貨幣兌相應外幣如有相同百分比的貶值，對本集團的年內利潤及權益將有相同幅度但方向相反的影響。

匯率風險會視乎年內的海外交易數目而有所不同。儘管如此，上述分析被視為可代表本集團所承擔的外幣風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

35. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)

35.3 Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from interest-bearing bank loans with floating interest rates.

The Group manages interest rate risk by monitoring its interest rate profile as set out below. The Group is exposed to changes in market interest rates on its bank borrowings, which are at variable rates.

The effective interest rates of the Group's borrowings during the reporting period were as follows:

		2025 二零二五年		2024 二零二四年	
		Effective interest rate 實際利率	RMB'000 人民幣千元	Effective interest rate 實際利率	RMB'000 人民幣千元
Variable rate borrowings:	可變利率借貸：				
Interest-bearing bank loans	計息銀行貸款	4.83%	2,975,501	6.26%	2,810,496

The following table illustrates the sensitivity of the Group's profit after income tax for the year and equity to a possible change in interest rates with effect from the beginning of the year. This sensitivity analysis is provided internally to key management personnel.

下表說明本集團年內除所得稅後利潤及權益對年初起的可能利率變動的敏感度。本敏感度分析乃於內部為主要管理人員提供。

		2025 二零二五年		2024 二零二四年	
		(Decrease)/ Increase in profit or loss 損益(減少) ／增加 RMB'000 人民幣千元	(Decrease)/ Increase in equity 權益(減少) ／增加 RMB'000 人民幣千元	(Decrease)/ Increase in profit or loss 損益(減少) ／增加 RMB'000 人民幣千元	(Decrease)/ Increase in equity 權益(減少) ／增加 RMB'000 人民幣千元
Interest rate:	利率：				
Increase by 5 basis point	增加5個基點	(1,116)	(1,116)	(1,054)	(1,054)
Decrease by 5 basis point	減少5個幾點	1,116	1,116	1,054	1,054

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

35. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)

35.3 Interest rate risk (continued)

The assumed changes in interest rates are considered to be reasonably possible based on observation of current market conditions and represents management's assessment of a reasonably possible change in interest rate over the next twelve months period.

The calculations are based on a change in average market interest rates for each period, and the financial instruments held at the end of each reporting period that are sensitive to changes in interest rates. All other variables are held constant. The sensitivity analysis included in the financial statements of the years ended 31 December 2025 and 2024 has been prepared on the same basis.

35.4 Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The Group's exposure to credit risk mainly arises from granting credit to customers in the ordinary course of its operations.

(i) Trade receivables

The Group trades on credit only with third parties who have an established trading history with the Group and have no history of default. It is the Group's policy that new customers who wish to trade on credit terms are subject to credit verification procedures. Concentrations of credit risk are managed by analysis by customer/counterparty. There are no significant concentrations of credit risk within the Group as the customer bases of the Group's trade receivables are widely dispersed. Further details are set out in note 20 to the consolidated financial statements.

35. 財務風險管理及公允價值計量 (續)

35.3 利率風險 (續)

利率假設變動乃經觀察現行市場狀況後被視為合理可能出現的變動，並為管理層對未來十二個月期間利率的合理可能變動的評估。

有關計算乃基於各期間平均市場利率變動以及於各報告期末持有對利率變動敏感度高的金融工具進行。所有其他變數保持不變。截至二零二五年及二零二四年十二月三十一日止年度的財務報表的敏感度分析乃按同一基準編製。

35.4 信貸風險

信貸風險指金融工具的交易對手方未能根據金融工具之條款履行其責任，令本集團蒙受財務損失的風險。本集團承擔的信貸風險主要來自於日常業務過程中向客戶授出的信貸。

(i) 應收貿易款項

本集團僅與本集團長期交易且並無拖欠款項的第三方進行賒賬交易。根據本集團的政策，須核實擬賒賬交易的新客戶的信用狀況。集中信貸風險由客戶／交易對手方分析管理。本集團應收貿易款項客戶廣泛分散，故並無重大集中信貸風險。進一步詳情載於綜合財務報表附註20。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

35. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)

35.4 Credit risk (continued)

(ii) Other financial assets at amortised cost

Other financial assets at amortised cost include other receivables, time deposits and cash and cash equivalent. In order to minimise the credit risk of other receivables, management has designated a team responsible for determination of credit limits and credit approvals. The management would make periodic collective and individual assessment on the recoverability of other receivables based on historical settlement records and past experience and current external information and adjusted to reflect probability-weighted forward-looking information, including the default rate where the relevant debtors operates. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts.

During the year ended 31 December 2025, certain sundry debtors failed to settle the advances which constituted a default event. Accordingly, ECL is changed to be measured by lifetime ECL. The gross balance of other receivables and the corresponding ECL of RMB180,000 and nil (2024: RMB232,000 and RMB11,000), respectively, were then reclassified from stage 1 to stage 2.

35. 財務風險管理及公允價值計量 (續)

35.4 信貸風險 (續)

(ii) 按攤銷成本計量的其他金融資產

按攤銷成本計量的其他金融資產包括其他應收款項、定期存款以及現金及現金等價物。為盡量降低其他應收款項的信貸風險，管理層委派專責團隊負責釐定信貸額度及信貸審批。管理層會基於歷史還款記錄及過往經驗以及現時外部資料定期集體及個別評估其他應收款項的可收回性，並經調整以反映概率加權的前瞻性資料，包括相關債務人經營的違約率。本公司亦實施其他監控程序，確保採取跟進措施收回逾期債務。

於截至二零二五年十二月三十一日止年度，若干雜項債務人因未能清償預付款而構成違約事件。因此，預期信貸虧損變更為通過年限內預期信貸虧損計量。其他應收款項總餘額及相應的預期信貸虧損人民幣180,000元及零（二零二四年：人民幣232,000元及人民幣11,000元），隨後自第一階段重新分類至第二階段。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

35. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)

35.4 Credit risk (continued)

(ii) *Other financial assets at amortised cost (continued)*

Certain other receivables which were defaulted by the sundry debtors for more than 365 days. In the opinion of the directors, these advances were credit-impaired. The gross balance of other receivables and the corresponding ECL of RMB46,363,000 and RMB21,839,000 (2024: RMB295,000 and RMB25,000), respectively, were then reclassified from stage 1 to stage 3, and RMB161,000 and RMB80,000 (2024: RMB708,000 and RMB354,000), respectively, were then reclassified from stage 2 to stage 3.

In the opinion of the directors, risk of default of other receivables which were defaulted by the sundry debtors in prior years if settled during the years ended 31 December 2025 and 2024 is low after considering the recovered amounts. ECL will then change to 12-month ECL accordingly. There was no such settlement occurred during the years ended 31 December 2025 and 2024, hence no reclassification between stage 3 and stage 1.

35. 財務風險管理及公允價值計量 (續)

35.4 信貸風險 (續)

(ii) *按攤銷成本計量的其他金融資產 (續)*

若干其他應收款項已由雜項債務人拖欠超過365日。董事認為，該等預收款已出現信貸減值。其他應收款項總餘額及相應的預期信貸虧損人民幣46,363,000元及人民幣21,839,000元(二零二四年：人民幣295,000元及人民幣25,000元)，隨後自第一階段重新分類至第三階段，及人民幣161,000元及人民幣80,000元(二零二四年：人民幣708,000元及人民幣354,000元)隨後自第二階段重新分類至第三階段。

經考慮已收回金額後，董事認為，其他應收款項(雜項債務人於過往年度拖欠，且倘於截至二零二五年及二零二四年十二月三十一日止年度償還)的違約風險較低。因此，預期信貸虧損將隨後變更為12個月預期信貸虧損。於截至二零二五年及二零二四年十二月三十一日止年度，概無發生有關結算，因此第三階段至第一階段並無重新分類。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

35. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)

35.4 Credit risk (continued)

(ii) *Other financial assets at amortised cost (continued)*

The credit risks on pledged time deposits and cash and cash equivalents are considered to be insignificant because the counterparties are banks/financial institutions with high credit ratings assigned by international credit-rating agencies.

35.5 Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group is exposed to liquidity risk in respect of settlement of trade payables and its financing obligations, and also in respect of its cash flow management. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of interest-bearing bank loans and lease liabilities. 12% (2024: 13%) of the Group's lease liabilities and interest-bearing bank loans would mature in less than one year as at 31 December 2025 based the maturity profile. The directors have reviewed the Group's liquidity position, working capital and capital expenditure requirements and determined that the Group has no significant liquidity risk.

Analysed below is the Group's remaining contractual maturities for its financial liabilities as at 31 December 2025. When the creditor has a choice of when the liability is settled, the liability is included on the basis of the earliest date on when the Group can be required to pay. Where the settlement of the liability is in instalments, each instalment is allocated to the earliest period in which the Group is committed to pay.

35. 財務風險管理及公允價值計量 (續)

35.4 信貸風險 (續)

(ii) *按攤銷成本計量的其他金融資產 (續)*

由於交易對手方均為被國際信貸評級機構評為信用評級良好之銀行／金融機構，故已抵押定期存款以及現金及現金等價物的信貸風險被視為並不重大。

35.5 流動資金風險

流動資金風險指本集團未能達成其以現金或另一財務資產清償財務負債責任的風險。本集團在結算應付貿易款項及其融資責任以及其現金流量管理方面承受流動資金風險。本集團旨在透過利用計息銀行貸款及租賃負債，維持資金延續性與靈活性之間的平衡。於二零二五年十二月三十一日，根據到期情況，本集團租賃負債及計息銀行貸款的12%（二零二四年：13%）將於一年內到期。董事已審閱本集團的流動資金狀況、營運資金及資本開支需求，並確認本集團並無重大流動資金風險。

本集團金融負債於二零二五年十二月三十一日的餘下合約到期日分析如下。當債權人有權決定清償負債的時間時，負債乃按本集團被要求付款的最早日期為基準計算。倘分期清償負債，每次分期付款乃分配至本集團承諾付款之最早期間。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

35. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)

35.5 Liquidity risk (continued)

The contractual maturity analysis below is based on the undiscounted cash flows of the financial liabilities.

		Within 1 year 一年以內 RMB'000 人民幣千元	Over 1 year but within 5 years 一年以上 五年以內 RMB'000 人民幣千元	Over 5 years 五年以上 RMB'000 人民幣千元	Total undiscounted amount 未折現總額 RMB'000 人民幣千元	Discount 折現 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
2025	二零二五年						
Interest-bearing bank loans	計息銀行貸款	430,757	2,712,064	-	3,142,821	(167,320)	2,975,501
Lease liabilities	租賃負債	609,685	1,868,375	3,086,109	5,564,169	(1,964,565)	3,599,604
Trade payables	應付貿易款項	455,033	-	-	455,033	-	455,033
Financial liabilities included in other payables	計入其他應付款項的 金融負債	114,059	-	-	114,059	-	114,059
		1,609,534	4,580,439	3,086,109	9,276,082	(2,131,885)	7,144,197
2024	二零二四年						
Interest-bearing bank loans	計息銀行貸款	343,148	2,759,536	-	3,102,684	(292,188)	2,810,496
Lease liabilities	租賃負債	762,650	1,938,007	2,623,996	5,324,653	(1,834,259)	3,490,394
Trade payables	應付貿易款項	586,181	-	-	586,181	-	586,181
Financial liabilities included in other payables	計入其他應付款項的 金融負債	111,562	-	-	111,562	-	111,562
		1,803,541	4,697,543	2,623,996	9,125,080	(2,126,447)	6,998,633

The Group considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular, its cash resources and other liquid assets that readily generate cash. The Group's existing cash resources and other liquid assets significantly exceed the cash outflow requirements.

35.6 Fair value measurements of financial instruments

Financial assets and liabilities measured at fair value in the consolidated statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability and significance of inputs to the measurements, as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities.

35. 財務風險管理及公允價值計量 (續)

35.5 流動資金風險 (續)

下文的合約到期日分析乃基於金融負債的未折現現金流量。

本集團評估及管理流動資金風險時會考慮來自金融資產的預計現金流量，特別是可即時產生現金的現金資源及其他流動資產。本集團現有現金資源及其他流動資產大幅超過現金流出需求。

35.6 金融工具的公允價值計量

綜合財務狀況表中以公允價值計量的金融資產及負債劃分為公允價值等級架構中的三個層級。三個層級基於計量的可觀察程度及輸入數據的重大程度定義如下：

- 第一層：同等資產及負債於活躍市場之報價（未經調整）。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

35. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)

35.6 Fair value measurements of financial instruments (continued)

- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and not using significant unobservable inputs.
- Level 3: significant unobservable inputs for the asset or liability.

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

Management has assessed that the fair values of trade receivables, financial assets included in prepayments and other receivables, time deposits, cash and cash equivalents, trade payables and financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The Group's finance department headed by a director is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The director reports directly to the audit committee. At each reporting date, the finance manager analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

35. 財務風險管理及公允價值計量 (續)

35.6 金融工具的公允價值計量 (續)

- 第二層：就資產或負債而直接或間接可觀察且並非使用重大不可觀察輸入數據計量的輸入數據 (第一層包括的報價除外)。
- 第三層：資產或負債的重大不可觀察輸入數據。

金融資產或負債整體所歸入公允價值等級架構的層級，乃根據對公允價值計量而言屬重要之最低層輸入數據劃分。

管理層評定應收貿易款項、計入預付款項及其他應收款項內的金融資產、定期存款、現金及現金等價物、應付貿易款項及計入其他應付款項及應計項目內的金融負債的公允價值大致相當於其賬面值，很大程度上由於該等金融工具短期內到期所致。

由董事牽頭的本集團財務部負責確定金融工具公允價值計量的政策及程序。董事直接向審核委員會報告。於每個報告日期，財務經理分析金融工具的價值變動及釐定估值採用的主要輸入數據。

金融資產及負債的公允價值按自願雙方可於當前交易 (脅迫或清盤銷售除外) 中交換該工具所需之金額入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

35. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)

35.6 Fair value measurements of financial instruments (continued)

The fair values of the non-current portion of time deposits and interest-bearing bank loans have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group's own non-performance risk for interest-bearing bank loans as at 31 December 2025 and 2024 was assessed to be insignificant.

The Group invests in unlisted investments, which represent wealth management products issued by banks in the PRC. The Group has estimated the fair value of these unlisted investments by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

The financial assets measured at fair value in the consolidated statement of financial position on a recurring basis are grouped into the fair value hierarchy as follows:

	2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元	Valuation technique and key inputs 估值技術及 主要輸入數據	Significant unobservable inputs 重大不可觀察 輸入數據	Weighted average yield rate 加權平均 收益率
Level 3 Financial assets at fair value through profit or loss – Wealth management products 第三層 按公允價值計量 且其變動計入損益之 金融資產 — 理財產品	77,162	66,685	Discounted cash flows 貼現現金流量	Expected yield rate 預期收益率	1.5% (2024: 2.0%) (二零二四年： 2.0%)

There were no transfers between Level 1 and Level 2 during the year ended 31 December 2025 (2024: nil).

The higher of the expected yield rate, the higher of the fair value, and vice versa.

35. 財務風險管理及公允價值計量 (續)

35.6 金融工具的公允價值計量 (續)

定期存款及計息銀行貸款非即期部分的公允價值乃透過利用具備類似條款、信貸風險及剩餘期限的工具的當前適用利率貼現預期未來現金流量計算得出。於二零二五年及二零二四年十二月三十一日，因本集團本身的計息銀行貸款不履約風險產生的公允價值變動被評估為並不重大。

本集團投資於非上市投資，即中國內地銀行發行的理財產品。本集團已採用貼現現金流量估值模式按條款及風險相若的工具的市場利率估計該等非上市投資的公允價值。

按經常性基準於綜合財務狀況表中以公允價值計量的金融資產按公允價值等級架構劃分如下：

截至二零二五年十二月三十一日止年度，並無第一層與第二層之間的轉撥（二零二四年：無）。

預期收益率越高，則公允價值越高，反之亦然。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註 (續)

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

36. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group regularly reviews and manages its capital structure and makes adjustments to it, taking into consideration changes in economic conditions, future capital requirements of the Group, prevailing and projected profitability and operating cash flows, projected capital expenditures and projected strategic investment opportunities.

The Group monitors capital using a gearing ratio, which is net adjusted debt divided by the capital plus net adjusted debt. The net adjusted debt includes interest-bearing bank loans, trade payables, contract liabilities, lease liabilities, and other payables and accruals less cash and bank balances, time deposits, restricted cash and financial assets at fair value through profit or loss.

The net debt to equity ratio at the end of the reporting period was:

36. 資本管理

本集團資本管理的主要目標是保障本集團持續經營業務的能力以及維持穩健的資本比率以支持其業務及盡量提升股東價值。

本集團定時檢討及管理其資本架構，依以下因素對其進行調整：經濟環境變化、本集團未來資本需求、當時及預測盈利能力、經營現金流量、預測資本開支及預測戰略投資機會。

本集團按資本負債比率監控其資本，該比率乃按經調整淨債務除以資本加經調整淨債務計算。經調整淨債務包括計息銀行貸款、應付貿易款項、合約負債、租賃負債、其他應付款項及應計項目減現金及銀行結餘、定期存款、受限制現金及按公允價值計量且其變動計入損益之金融資產。

於報告期末，負債淨額權益比率為：

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Interest-bearing bank loans	計息銀行貸款	2,975,501	2,810,496
Trade payables	應付貿易款項	455,033	586,181
Other payables and accruals	其他應付款項及應計項目	620,633	605,256
Contract liabilities	合約負債	545,340	604,308
Lease liabilities	租賃負債	3,599,604	3,490,394
Less: Cash and bank balances	減：現金及銀行結餘	(1,457,222)	(1,466,508)
Time deposits	定期存款	(46,618)	(35,377)
Restricted cash	受限制現金	(60,690)	(63,999)
Financial assets at fair value through profit or loss	按公允價值計量且其變動計入損益之金融資產	(77,162)	(66,685)
Net adjusted debt	經調整淨債務	6,554,419	6,464,066
Capital: equity attributable to owners of the Company	資本：本公司所有人應佔權益	2,821,132	3,015,374
Capital and net adjusted debt	資本及經調整淨債務	9,375,551	9,479,440
Net debt to equity ratio	負債淨額權益比率	70%	68%



PARKSON 百盛
Retail Group Limited
商業集團有限公司