

KINGDOM

KINGDOM HOLDINGS LIMITED

金達控股有限公司

(Incorporated in the Cayman Islands with limited liability and carrying on business in Hong Kong as "Kingdom (Cayman) Limited")

(於開曼群島註冊成立的有限公司，以「金達(開曼)有限公司」的名稱於香港經營業務)

(Stock Code 股份代號：528)

2024
ANNUAL REPORT
年報



Contents 目錄

Corporate Information 公司資料	2
Chairman's Statement 主席報告書	6
Five Year Financial Summary 五年財務摘要	10
Management Discussion and Analysis 管理層討論及分析	11
Directors and Senior Management 董事及高級管理層	28
Report of the Directors 董事會報告	34
Corporate Governance Report 企業管治報告	62
Independent Auditor's Report 獨立核數師報告	94
Consolidated Statement of Profit or Loss 合併損益表	100
Consolidated Statement of Comprehensive Income 合併全面收益表	101
Consolidated Statement of Financial Position 合併財務狀況表	102
Consolidated Statement of Changes in Equity 合併權益變動表	104
Consolidated Statement of Cash Flows 合併現金流量表	105
Notes to Consolidated Financial Statements 合併財務報表附註	107

Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors:

Mr. Ren Weiming (*Chairman*)
Mr. Shen Yueming
Mr. Zhang Hongwen
Ms. Shen Hong (resigned on 13 December 2024)
Mr. Ren Zhong (appointed on 13 December 2024)

Non-executive Director:

Mr. Ngan Kam Wai Albert (resigned on 13 December 2024)
Mr. Ngan Martin (appointed on 13 December 2024)

Independent non-executive Directors:

Mr. Lau Ying Kit
Mr. Lo Kwong Shun Wilson (resigned on 13 December 2024)
Mr. Yan Jianmiao
Ms. Zhang Chan (appointed on 13 December 2024)
Mr. Fan Lei (appointed on 13 December 2024)

AUDIT COMMITTEE

Mr. Lau Ying Kit (*Chairman*)
Mr. Yan Jianmiao
Mr. Lo Kwong Shun Wilson (resigned on 13 December 2024)
Mr. Fan Lei (appointed on 13 December 2024)

REMUNERATION COMMITTEE

Mr. Yan Jianmiao (*Chairman*)
Mr. Zhang Hongwen
Mr. Lo Kwong Shun Wilson (resigned on 13 December 2024)
Ms. Zhang Chan (appointed on 13 December 2024)
Mr. Fan Lei (appointed on 13 December 2024)

董事會

執行董事：

任維明先生 (*主席*)
沈躍明先生
張鴻文先生
沈鴻女士 (於二零二四年十二月十三日辭任)
任中先生 (於二零二四年十二月十三日獲委任)

非執行董事：

顏金煒先生 (於二零二四年十二月十三日辭任)
顏錦棠先生 (於二零二四年十二月十三日獲委任)

獨立非執行董事：

劉英傑先生
羅廣信先生 (於二零二四年十二月十三日辭任)
嚴建苗先生
張嬋女士 (於二零二四年十二月十三日獲委任)
范磊先生 (於二零二四年十二月十三日獲委任)

審核委員會

劉英傑先生 (*主席*)
嚴建苗先生
羅廣信先生 (於二零二四年十二月十三日辭任)
范磊先生 (於二零二四年十二月十三日獲委任)

薪酬委員會

嚴建苗先生 (*主席*)
張鴻文先生
羅廣信先生 (於二零二四年十二月十三日辭任)
張嬋女士 (於二零二四年十二月十三日獲委任)
范磊先生 (於二零二四年十二月十三日獲委任)

Corporate Information 公司資料

NOMINATION COMMITTEE

Mr. Ren Weiming (*Chairman*)

(appointed on 13 December 2024)

Mr. Lo Kwong Shun Wilson (*Chairman*)

(resigned on 13 December 2024)

Mr. Lau Ying Kit

Mr. Shen Yueming (resigned on 13 December 2024)

Ms. Zhang Chan (appointed on 13 December 2024)

COMPANY SECRETARY

Mr. Chan Yan Kwan Andy

LEGAL ADVISERS TO THE COMPANY AS TO HONG KONG LAW

Sidley Austin

AUDITORS

Ernst & Young

Certified Public Accountants

Registered Public Interest Entity Auditor

AUTHORISED REPRESENTATIVES

Mr. Ren Weiming

Mr. Chan Yan Kwan Andy

REGISTERED OFFICE

Cricket Square

Hutchins Drive

P.O. Box 2681 GT

Grand Cayman KY1-1111

Cayman Islands

提名委員會

任維明先生 (*主席*)

(於二零二四年十二月十三日獲委任)

羅廣信先生 (*主席*)

(於二零二四年十二月十三日辭任)

劉英傑先生

沈躍明先生 (於二零二四年十二月十三日辭任)

張嬋女士 (於二零二四年十二月十三日獲委任)

公司秘書

陳仁君先生

本公司有關香港法律之法律顧問

盛德律師事務所

核數師

安永會計師事務所

執業會計師

註冊公共利益實體核數師

授權代表

任維明先生

陳仁君先生

註冊辦事處

Cricket Square

Hutchins Drive

P.O. Box 2681 GT

Grand Cayman KY1-1111

Cayman Islands

Corporate Information 公司資料

HEADQUARTERS IN CHINA

Henggang Town
Haiyan County
Zhejiang Province
China

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Up to 9 January 2025:
5/F, Manulife Place,
348 Kwun Tong Road,
Kowloon, Hong Kong

Effective from 10 January 2025:

Room 1912, 19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Royal Bank of Canada Trust Company (Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road
George Town
Grand Cayman KY-1110
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

中國總辦事處

中國
浙江省
海鹽縣
橫港鎮

香港主要營業地點

直至二零二五年一月九日：
香港九龍
觀塘道348號
宏利廣場5樓

自二零二五年一月十日起：

香港
銅鑼灣
希慎道33號
利園一期19樓1912室

主要股份過戶登記處

Royal Bank of Canada Trust Company (Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road
George Town
Grand Cayman KY-1110
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

Corporate Information 公司資料

PRINCIPAL BANKERS

Bank of China, Rugao Branch
Bank of China, Haiyan Branch
HSBC

STOCK CODE

00528

COMPANY WEBSITE

<https://www.kingdom-china.com>

INVESTOR RELATIONS CONTACT

Email: ir@kingdom-china.com

主要往來銀行

中國銀行如皋支行
中國銀行海鹽支行
滙豐銀行

股份代號

00528

公司網站

<https://www.kingdom-china.com>

投資者關係聯繫方式

電郵：ir@kingdom-china.com

Chairman's Statement 主席報告書

I am pleased to present the annual report of Kingdom Holdings Limited (the “**Company**”) and its subsidiaries (collectively, “**Kingdom**”, “**we**”, “**our**” or the “**Group**”) for the year ended 31 December 2024 (the “**Year**”).

China has been focusing on economic growth. However, geopolitical tensions among different countries have continued to intertwine. We experienced the Year full of challenges.

As the old Chinese saying goes: Opportunities always come with threats. Financially, the Group recorded a sales growth of 5.2% during the Year, reaching RMB2.57 billion. There has been significant growth in global flax cultivation areas across various regions, driven by the sharp rise in raw material prices over the past few years. Farmers expanded their planting areas in anticipation of profiting from the price surge. However, with the abundant flax harvest in 2024, both raw material prices and flax yarn prices experienced significant drops in the last quarter of 2024, resulting in an impairment provision of approximately RMB199 million for inventories of the Group as of 31 December 2024. The impairment was based on the difference between the cost of the inventories and their net realizable values at 31 December 2024. As a result, there was a loss of RMB43.0 million for the Year. We do, however, believe that such a correction will be beneficial for the long-term prosperity of the linen industry as a whole.

Kingdom has incorporated Environmental, Social and Governance (“**ESG**”) factors into our business strategy. We continuously implemented various environmentally friendly energy-saving projects to improve our operational efficiency and ensure sustainable operations and long-term success. Annual consumption of electricity increased by 5.5%, while the consumption of water, steam and natural gas decreased by 14.7%, 8.7% and 7.1% respectively.

I am also proud to inform that Kingdom was awarded “China’s Best ESG Employer” in December 2024 by global consulting firm Aon (NYSE: AON). This marks the second consecutive year that Kingdom has received this honorable award.

本人欣然提呈金達控股有限公司（「**本公司**」）及其附屬公司（統稱「**金達**」、「**我們**」或「**本集團**」）截至二零二四年十二月三十一日止年度（「**年內**」）的年報。

中國一直專注經濟增長。然而，各國地緣政治緊張局勢持續交織。我們經歷了充滿挑戰的一年。

中國古語有云：福禍相依。財務方面，本集團於年內錄得銷售增長5.2%，達人民幣25.7億元。過去數年，由於原材料價格急劇上升，全球各地的亞麻種植面積顯著增長。農夫擴大種植面積，期望從價格急升中獲利。然而，由於二零二四年亞麻豐收，原材料價格及亞麻紗線價格在二零二四年最後一季大幅下跌，導致本集團截至二零二四年十二月三十一日的存貨計提減值撥備約人民幣199百萬元。減值乃按存貨成本與其於二零二四年十二月三十一日的可變現淨值之間的差額計算。因此，年內虧損為人民幣43.0百萬元。然而，我們相信有關調整將有利於整個亞麻行業的長期繁榮。

金達已將環境、社會及管治（「**ESG**」）因素納入我們的業務戰略。我們不斷實施各種環保節能項目，提高運營效率，確保公司的可持續運營和長期成功。本集團的電年消耗量增加5.5%，而水、蒸汽及天然氣年消耗量則分別下降14.7%、8.7%及7.1%。

本人亦自豪地宣佈，金達於二零二四年十二月獲全球諮詢公司怡安集團（紐約證券交易所股份代號：AON）頒發「中國最佳ESG僱主」獎，為金達連續第二年獲此殊榮。

Chairman's Statement 主席報告書

Looking ahead of 2025, we will continue to adhere to our development objectives of globalization, process orientation, standardization and digitalization. This is not just a strategic decision at the corporate level, but also key to adapting to global economic changes and seizing future opportunities. Through these measures, we aim to improve operational efficiency, optimize the global supply chain, enhance customer service quality and ensure that we maintain a leading position in the midst of fierce market competition.

On behalf of the Board, I would like to thank all staff members for their dedication and contributions in the past year. Further, I would also like to express my sincere gratitude to the Shareholders and business partners for their continuous support for the Group.

Ren Weiming
Chairman

Haiyan County, Zhejiang Province, the PRC, 26 March 2025

展望二零二五年，我們將繼續堅持全球化、流程化、標準化及數碼化的發展目標。這不僅為公司層面的戰略決策，亦為適應全球經濟變化和抓住未來機遇的關鍵所在。通過該等措施，我們旨在提高運營效率，優化全球供應鏈，提升客戶服務品質，確保在激烈的市場競爭中保持領先地位。

本人謹此代表董事會，感謝全體員工過去一年所作的努力與貢獻，此外，同時感激一眾股東及業務夥伴一直給予本集團鼎力支持。

主席
任維明

中國浙江省海鹽縣，二零二五年三月二十六日





Five Year Financial Summary 五年財務摘要

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements and restated as appropriate, is set out below.

本集團最近五個財政年度的業績以及資產及負債摘要(摘錄自已刊發經審核財務報表及於適當情況下重列)載列如下。

		Year ended 31 December 截至十二月三十一日止年度				
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
REVENUE	收入	2,571,606	2,445,428	2,021,055	1,799,690	1,057,426
Cost of sales	銷售成本	(2,418,332)	(2,033,940)	(1,634,155)	(1,508,105)	(950,129)
Gross profit	毛利	153,274	411,488	386,900	291,585	107,297
Other income and gains	其他收益及得益	11,384	18,927	54,431	7,136	23,210
Selling and distribution expenses	銷售及分銷開支	(34,476)	(42,229)	(41,532)	(34,381)	(38,879)
Administrative expenses (including impairment losses on financial assets)	行政開支(包括金融資產減值虧損)	(112,370)	(120,646)	(118,427)	(98,406)	(77,601)
Other expenses	其他開支	(19,671)	(9,549)	(13,192)	(3,803)	(16,847)
Finance costs	財務成本	(41,077)	(36,800)	(33,852)	(39,044)	(36,583)
Share of losses of associates	分佔聯營公司虧損	(918)	—	—	—	—
Gain on disposal of a subsidiary	出售一家附屬公司的得益	—	—	500	—	11,123
PROFIT/(LOSS) BEFORE TAX	除稅前溢利/(虧損)	(43,854)	221,191	234,828	123,087	(28,280)
Income tax credit/(expense)	所得稅抵免/(開支)	516	(58,401)	(63,020)	(32,587)	15,602
PROFIT/(LOSS) FOR THE YEAR	年內溢利/(虧損)	(43,338)	162,790	171,808	90,500	(12,678)
Attributable to:	應佔:					
Owners of the parent	母公司擁有人	(45,380)	163,611	175,696	88,223	(11,177)
Non-controlling interests	非控制性權益	2,042	(821)	(3,888)	2,277	(1,501)

ASSETS AND LIABILITIES

資產及負債

		Year ended 31 December 截至十二月三十一日止年度				
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Total assets	資產總值	3,115,009	3,283,176	2,904,922	2,789,467	2,646,648
Total liabilities	負債總額	(1,640,180)	(1,695,964)	(1,416,932)	(1,438,851)	(1,407,013)
Non-controlling interests	非控制性權益	(73,249)	(71,207)	(82,002)	(84,890)	(44,371)
		1,401,580	1,516,005	1,405,988	1,265,726	1,195,264

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

China has focused on economic growth in 2024. According to the National Bureau of Statistics of China, the gross domestic product (GDP) growth in China amounted to 5.4% for the year ended 31 December 2024 (the “Year”). The total export of textile yarns, fabrics and related products from China recorded an increase of 5.7% in value in U.S. dollars during the Year, according to the statistics of the General Administration of Customs of the PRC. The market price of cotton dropped by 10.9% in 2024 while the selling price of linen yarn has recorded an over 20% increase during the same period.

According to the statistics of the General Administration of Customs of the PRC, the total volume of pure linen yarn exports from China in 2024 was 15,177 tonnes, which recorded a year-on-year decrease of approximately 11.7%. Kingdom exported 7,651 tonnes of pure linen in 2024, accounting for 50.4% of the total export volume of pure linen yarn from China in 2024. For years, the Group has been focusing on upholding excellent product quality and offering tailored customer services. As such, the Group has always been a key partner of major overseas linen fabric and garment manufacturers.

There was a significant increase in global flax cultivation areas across various regions suitable for flax growth, driven by the sharp rise in raw material prices over the past few years. Farmers expanded their planting areas in anticipation of profiting from the price surge. However, with the abundant flax harvest in 2024, the supply of flax fiber has increased substantially. Due to changes in supply and demand dynamics, both raw material prices and flax yarn prices experienced significant volatility in the last quarter of 2024. Specifically, during the final quarter of 2024, the market price of raw materials dropped by more than 50%, while the market price of flax yarn declined by over 30%.

During the Year, the Group’s pure linen yarn exports amounted to 7,651 tonnes (2023: 7,955 tonnes). The Group’s pure linen yarn export continued to account for more than 40% of the total pure linen yarn export from China, signifying the Group’s continuous leading position as the largest pure linen yarn exporter in China for 22 consecutive years.

業務回顧

二零二四年中國專注經濟增長。根據中國國家統計局的數據，截至二零二四年十二月三十一日止年度（「年內」），中國國內生產總值(GDP)增長5.4%。根據中國海關總署的統計數據，中國於年內的紡織紗線、織物及相關產品的出口總額以美元計增加5.7%。二零二四年棉花市場價格下跌10.9%，而同期亞麻紗售價漲幅超過20%。

根據中國海關總署的統計數據，二零二四年中國純亞麻紗出口總量為15,177噸，同比下跌約11.7%。二零二四年金達純亞麻紗出口量為7,651噸，佔二零二四年中國純亞麻紗出口總量的50.4%。多年來本集團專注於打造優良的產品品質和全面貼身的客戶服務，因此，本集團一直以來都是海外主要亞麻纖維和成衣製造商的重要夥伴。

全球適合亞麻生長的地區的亞麻種植面積顯著增加，乃由過去幾年原材料價格急劇上升所帶動。農夫擴大種植面積，期望從價格急升中獲利。然而，由於二零二四年亞麻豐收，亞麻纖維的供應大幅增加。鑑於供需動態的變化，原材料價格及亞麻紗線價格在二零二四年最後一季顯著波動。具體而言，於二零二四年最後一季，原材料市價下跌超過50%，而亞麻紗線市價則下跌超過30%。

於年內，本集團純亞麻紗出口量為7,651噸（二零二三年：7,955噸）。本集團純亞麻紗出口量繼續佔中國純亞麻紗出口總量逾40%，足證本集團的持續市場領先地位，連續22年穩據中國最大的純亞麻紗出口商席位。

Management Discussion and Analysis 管理層討論及分析

Revenue of the Group for the Year recorded a year-on-year increase of approximately 5.2% to RMB2,571,606,000 (2023: RMB2,445,428,000). Gross profit decreased by approximately 62.8% year-on-year to RMB153,274,000 (2023: RMB411,488,000) and overall gross profit margin dropped by 10.8 percentage points to 6.0% in 2024 (2023: 16.8%). Due to the significant drop in raw materials price and flax yarn price in the final quarter of 2024, a provision of impairment for inventories in the amount of approximately RMB199,431,000 as at 31 December 2024 was made. Specifically, a provision of impairment for the raw materials, work in progress and finished goods in the amount of approximately RMB3,663,000, RMB19,281,000 and RMB176,486,000 (or 1.8%, 9.7% and 88.5% of the provision of total impairment for inventories) respectively, were made as at 31 December 2024. The impairment was based on the internal assessment and evaluation of the Group on the difference between the cost of the inventories and their net realizable values at 31 December 2024. The net realizable value is estimated based on the unit selling price of the most recent post-period sales contract for related products, after deducting sales expenses and related taxes. Loss for the Year was RMB43,338,000, as compared to a profit of RMB162,790,000 for the year ended 31 December 2023. Loss per Share amounted to RMB0.07 for the Year as compared to basic earnings per Share amounted to RMB0.27 in 2023.

To reciprocate the Shareholders for their continuous support of the Group and to express our confidence in the sustainable development of the linen industry, while reserving resources for further expansions, the Board has recommended the payment of a final dividend of HK\$0.05 per Share for the Year (2023: HK\$0.09).

Major Markets and Customers

Being the largest pure linen yarn exporter in China, the Group has a sales network covering over 20 countries and regions around the world. In order to timely seize market opportunities, keep abreast of market trends and deliver comprehensive and efficient services, the Group has established presence in major overseas linen textile and consumer markets. The Group currently has one subsidiary in Italy and agents in Turkey, Portugal, Italy, Lithuania and Korea. The Group's subsidiary in Italy keeps its own inventories so that it can serve the immediate needs of and tighten its co-operation with high-end customers in Europe. During the Year, revenue derived from overseas sales amounted to RMB1,492,134,000, representing approximately 58.0% of the Group's total revenue. In particular, revenue from the European Union ("EU") countries amounted to approximately RMB516,543,000, representing approximately 20.1% of the Group's total revenue, while revenue from non-EU countries amounted to approximately RMB975,591,000, representing approximately 37.9% of the Group's total revenue.

本集團於年內的收入同比增加約5.2%至人民幣2,571,606,000元(二零二三年：人民幣2,445,428,000元)。毛利同比減少約62.8%至人民幣153,274,000元(二零二三年：人民幣411,488,000元)，整體毛利率於二零二四年下跌10.8個百分點至6.0%(二零二三年：16.8%)。鑑於原材料價格及亞麻紗線價格均在二零二四年最後一季顯著下降，故於二零二四年十二月三十一日已計提存貨減值撥備約人民幣199,431,000元。具體而言，於二零二四年十二月三十一日已計提原材料、在製品及製成品的減值撥備分別約人民幣3,663,000元、人民幣19,281,000元及人民幣176,486,000元(或總存貨減值撥備的1.8%、9.7%及88.5%)。減值乃根據本集團對存貨成本與其於二零二四年十二月三十一日的可變現淨值之間的差額的內部評估計算。可變現淨值乃基於相關產品最近期後銷售合約中的單位售價扣除銷售開支及相關稅項後估計得出。年內虧損為人民幣43,338,000元，而截至二零二三年十二月三十一日止年度為溢利人民幣162,790,000元。年內的每股虧損為人民幣0.07元，而二零二三年則為每股基本盈利人民幣0.27元。

為答謝股東一直以來對本集團的支持及彰顯我們對亞麻行業可持續發展的信心，同時預留資源作進一步擴展，董事會建議派付年內的末期股息每股0.05港元(二零二三年：0.09港元)。

主要市場及客戶

作為中國最大的純亞麻紗出口企業，本集團的銷售網絡廣佈全球20多個國家與地區。為能適時捕捉市場機遇、掌握市場脈搏及提供更全面快捷的服務，本集團已於海外主要的亞麻紡織和消費者市場建立業務。目前，本集團已在意大利設立一家附屬公司，並在土耳其、葡萄牙、意大利、立陶宛及韓國設立代理。本集團的意大利附屬公司備有存貨，方便即時滿足服務需求，深化與歐洲高端客戶的合作關係。於年內，海外銷售貢獻收入達人民幣1,492,134,000元，佔本集團總收入約58.0%。其中，歐盟(「歐盟」)國家貢獻收入約人民幣516,543,000元，佔本集團總收入約20.1%，而非歐盟國家則貢獻收入約人民幣975,591,000元，佔本集團總收入約37.9%。

Management Discussion and Analysis 管理層討論及分析

During the Year, the Group's top five exporting countries are Italy, India, Turkey, Portugal and Korea, which accounted for 83.4% of the Group's total export revenue during the Year (2023: 79.1%).

於年內，本集團的五大出口國為意大利、印度、土耳其、葡萄牙及韓國，佔本集團於年內總出口收入83.4%（二零二三年：79.1%）。

Domestic sales in China dropped by approximately 9.6% during the Year to RMB1,079,472,000 representing approximately 42.0% of the Group's total revenue.

中國的國內銷售於年內下跌約9.6%至人民幣1,079,472,000元，佔本集團總收入約42.0%。

Despite a sales decline during the Year, there have been fundamental changes in the consumption patterns of the general public in China. Consumers' concerns have shifted from purely satisfying practical needs to product quality and the ability of the product to reflect their personal taste. Linen textiles are not only anti-bacterial and comfortable, but also highly environmentally friendly in their production process. Therefore, linen textiles perfectly suit the taste of new generation consumers who may have a stronger preference for environmentally friendly and sustainable products. Many leading domestic and overseas trend-setting brands and fast-moving fashion brands have now embarked on their own linen selection. For example, a famous Japanese brand has not only launched a linen garment line, but has also introduced a tracking system for the use of its raw materials to allow it and its consumers to monitor the quality and environmental-friendliness of its products. We are therefore optimistic about the long term prospect of the linen industry.

儘管年內銷售下跌，中國民眾的消費模式發生根本轉變。消費者從過去僅關注實用性需求升級至注重產品品質及產品能否反映個人品味。亞麻紡織品不僅抗菌舒適，其生產過程也非常環保。因此，亞麻紡織品十分符合新一代消費者對環保和可持續發展產品愈發濃厚的喜好。目前，國內外許多領先潮牌、快速發展的時尚品牌均已推出亞麻服飾系列。例如，一個著名日本品牌不僅推出了亞麻系列服飾，同時亦引入了原材料使用追蹤機制，使其與消費者可監督產品品質和環保要求。因此，我們對亞麻行業的長期前景抱樂觀態度。

Sales Analysis by Domestic and Overseas Markets 國內外市場銷售分析

		For the year ended 31 December 2024 截至二零二四年 十二月三十一日止年度 RMB '000 人民幣千元		For the year ended 31 December 2023 截至二零二三年 十二月三十一日止年度 RMB '000 人民幣千元		Year-on-year change in revenue 收入 按年變動 RMB '000 人民幣千元	Year-on-year change in revenue 收入 按年變動 RMB '000 人民幣千元
China	中國	1,079,472	42.0%	1,194,237	48.8%	(114,765)	-9.6%
European Union	歐盟	516,543	20.1%	468,957	19.2%	47,586	+10.1%
Non-European Union	非歐盟	975,591	37.9%	782,234	32.0%	193,357	+24.7%
Total Revenue	總收入	2,571,606	100.0%	2,445,428	100.0%	126,178	+5.2%

Management Discussion and Analysis

管理層討論及分析

Raw Material Procurement and Related Strategies

During the Year, market prices of fibre flax, the major raw material in producing linen yarn surged and reached a historical high level at the end of the third quarter of 2024. The Group mainly sources its fibre flax from well-established origins such as France and Belgium. Being one of the largest buyers in these regions, the Group enjoys strong bargaining power when dealing with suppliers. Farmers expanded their planting areas in anticipation of profiting from the price surge. However, with the abundant flax harvest in 2024, the supply of flax fiber has increased substantially. The market price of raw materials dropped by more than 50% which is beneficial for the healthy development of the whole linen industry as a whole.

Furthermore, the Group has formulated systematic procurement strategies based on which the Group will procure raw materials according to the level of fibre flax harvest, the Group's inventory and the market prices of fibre flax so as to stabilise its raw material costs, taking into consideration the overall market demand and supply and to minimize the impact of the price fluctuations of raw materials.

The Group also procures industrial hemp fibre for production of hemp yarn in its factory in Heilongjiang, China. Kingdom collaborates with local farmers to secure a stable supply of hemp fibre in China with the aim to further stabilise the price and supply of raw materials. The Group is also building a warehouse in Heilongjiang to manage the storage, logistics and supply chain of hemp materials with a vision to transform Heilongjiang into a national trading hub of hemp materials in China.

The Group is also collaborating with CottonConnect, a UK non-profit and social-oriented enterprise with a clear mission to transform the linen industry for good, to develop the REEL Linen Code of Conduct. REEL Linen is a sustainability-driven initiative for brands which are committed to sourcing more sustainable linen, and contents of the initiative include improving the environment, product quality and traceability conditions in their supply chain factories and farms worldwide. REEL stands for the idea of "Responsible Environment, Enhanced Livelihood", it implements sustainable development into production practices.

原材料採購及相關策略

於年內，生產亞麻紗的主要原材料亞麻纖維市場價格飆升，於二零二四年第三季度末創歷史新高。本集團的亞麻纖維主要從法國及比利時等優質亞麻產地進口。本集團是以上產地最大的採購商之一，因此與供應商交易時具有較強議價能力。農夫擴大種植面積，期望從價格急升中獲利。然而，由於二零二四年亞麻豐收，亞麻纖維的供應大幅增加。原材料市價下跌超過50%，有利於整個亞麻行業的健康發展。

此外，本集團經考慮市場整體供需，按照亞麻收成狀況、本集團庫存及亞麻纖維市場價格等因素，制定系統化原材料採購策略，從而穩定其原材料成本，以將原材料價格波動的影響降至最低。

本集團亦於中國黑龍江省的工廠採購工業用大麻纖維以供生產大麻紗。金達與當地農民合作，確保中國大麻纖維的穩定供應，旨在進一步穩定價格及原材料供應。本集團亦正於黑龍江省建立一個倉庫，以管理大麻材料的存儲、物流及供應鏈，以期將黑龍江省打造成中國大麻材料的全國貿易中心。

本集團亦與英國非營利性及社會導向型企業康特耐(CottonConnect)公司合作，以實現亞麻行業的轉型及制定瑞優(REEL)亞麻行為守則為明確目標。瑞優亞麻為針對致力於採購更可持續的亞麻品牌的一項可持續發展倡議，倡議內容包括改善其全球供應鏈工廠及農場的環境、產品品質及可追溯性條件。瑞優代表「對環境負責，讓生活改善」的理念，將可持續發展貫徹於生產實踐中。

Management Discussion and Analysis

管理層討論及分析

Production Bases and Productivity

As at 31 December 2024, the Group had four production bases in China and one production base in Ethiopia. The Group's production bases are continuously under improvement. New production bases are equipped with the latest management systems, technologies and equipment, a combination of which has resulted in smooth operation and reduced unnecessary procedures and wastage of raw materials, improving the Group's overall production efficiency. These systems have not only made the production processes more environmentally friendly, but have also reduced the production costs of the Group and laid a solid foundation of profit growth for the Group in the long run. For further details of the measures taken by the Group in relation to environmental protection, please refer to the separate Environmental, Social and Governance Report of the Group for the Year, which is expected to be despatched together with the annual report of the Company for the Year before the end of April 2025.

China

The Group's production base in Rugao City, Jiangsu Province, the PRC has an annual production capacity of 6,000 tonnes. Two other production bases are located in Haiyan County, Zhejiang Province, the PRC. The first Haiyan plant has an annual production capacity of 7,000 tonnes and the second Haiyan plant has an annual production capacity of 5,000 tonnes. The Group has established a fourth production facility in Heilongjiang Province in China with an annual capacity of 5,000 tonnes for flax and industrial hemp yarn. Currently, the designated annual linen and industrial hemp yarn production capacity of the Group amounts to 23,000 tonnes based on standardized 24Nm specification. During the Year, the utilization of the four production bases in China was high and the four production bases operated at near full capacity.

The Group owns 78.67% equity interest in the flax and industrial hemp yarn manufacturing facility in Heilongjiang and it is the Group's maiden attempt to explore the industrial hemp yarn market, as the Company believes industrial hemp yarn market will continue to grow in the next few years due to the national policy in China to promote the planting of industrial hemp in the Heilongjiang region and the use of the industrial hemp textile products.

生產基地及產能

於二零二四年十二月三十一日，本集團在中國共設立四個生產基地及於埃塞俄比亞設立一個生產基地。本集團的生產基地正在持續完善中。新的生產基地配置最新的管理系統及技術設備，運作流暢，減少不必要的工序及原材料的浪費，得以提升本集團的整體生產效率。這些系統不僅使生產工序更加環保，更減低了本集團的生產成本，為本集團從長遠上提升溢利奠定穩固基礎。有關本集團採取的環保措施的進一步詳情，請參閱另行刊發的本集團於年內的環境、社會及管治報告（預期於二零二五年四月底前連同本公司於年內的年報一併寄發）。

中國

本集團位於中國江蘇省如皋市的生產基地年產能為6,000噸。另外兩個生產基地設於中國浙江省海鹽縣。海鹽一期廠房年產能為7,000噸，而海鹽二期廠房年產能為5,000噸。本集團在中國黑龍江省建立第四個生產基地，其亞麻紗及工業大麻紗的年產能達5,000噸。目前，按標準24支規格計，本集團的亞麻紗和工業大麻紗設計年產能達到23,000噸。於年內，中國四個生產基地的利用率高，且四個生產基地均已臨近滿負荷生產。

本集團於黑龍江省的亞麻及工業大麻紗生產設施擁有78.67%股權，此項投資為本集團進軍工業大麻紗市場的首項舉措，本公司相信，受惠於國家推動黑龍江地區工業大麻種植及工業大麻紡織品應用的國策，工業大麻紗市場將於未來數年繼續增長。

Management Discussion and Analysis

管理層討論及分析

Ethiopia

The Group is also committed to investing in Ethiopia for new production facilities and has acquired a parcel of land with a site area of 300,000 square meters located in Adama Industrial Park, Adama, Ethiopia. The phase one development of this land parcel has further boosted the annual production capacity of the Group by 5,000 tonnes. The Board believes that the federal government of Ethiopia is keen to develop the Kingdom Linen Yarn Factory constructed on this land parcel and develop it into one of the model projects of the “Belt & Road” initiative in Ethiopia. The Chinese government also encouraged manufacturers to expand overseas by expanding the scope of political risk insurance coverage of insurances offered by state-owned insurance companies. The Ethiopia project will generate savings on land lease, labour, energy, tax and custom duty for exports of linen yarn manufactured in Ethiopia to a vast number of countries in the world. Despite there being on and off ethno-political conflicts since October 2016, which has led to the resignation of the former Prime Minister of Ethiopia in February 2018, the Government of Ethiopia has reaffirmed their commitment in maintaining the industrialization agenda that has already been initiated. With the new Ethiopian Prime Minister Abiy Ahmed Ali being awarded with the Nobel Peace Prize in 2019, the Board believes that the strategic investment in Ethiopia will have a long-term benefit to the Group. The factory in Ethiopia commenced production in the second half of 2021 and has been gradually ramping up its scale of production to its designed capacity.

Existing and planned production bases

No.	Factory	Location	Country	Annual capacity (Tonnes) 年產能 (噸)	Utilisation/Status 利用率／狀況
編號	廠房	地點	國家		
1	Haiyan 1st Factory 海鹽一期廠房	Zhejiang 浙江	China 中國	7,000	Close to 100% 接近100%
2	Rugao Factory 如皋廠房	Jiangsu 江蘇	China 中國	6,000	Close to 100% 接近100%
3	Haiyan 2nd Factory 海鹽二期廠房	Zhejiang 浙江	China 中國	5,000	Close to 100% 接近100%
4	Qinggang Factory 青崗廠房	Heilongjiang 黑龍江	China 中國	5,000	Close to 100% 接近100%
5	Ethiopia 埃塞俄比亞	Adama 阿達瑪	Ethiopia 埃塞俄比亞	5,000	Ramping up, about 70% 不斷提升，約70%

埃塞俄比亞

本集團亦致力於埃塞俄比亞投資興建新生產設施，並已於埃塞俄比亞阿達瑪的阿達瑪工業園收購一幅地盤面積達300,000平方米的土地。土地的第一期發展項目將令本集團的年產能進一步提高5,000噸。董事會相信，埃塞俄比亞聯邦政府積極開發於該幅土地上興建的金達亞麻紗工廠，並將其發展成為「一帶一路」在埃塞俄比亞的示範項目之一。中國政府亦通過擴大國營保險公司所提供保險的政治風險保障範圍，鼓勵製造商拓展海外市場。埃塞俄比亞項目將節省土地租賃、勞動力、能源、稅收方面的費用，並節省將埃塞俄比亞製造的亞麻紗線出口到世界上許多國家的關稅。儘管自二零一六年十月起持續發生民族政治衝突，導致埃塞俄比亞前總理於二零一八年二月辭任，但埃塞俄比亞政府已重申其會竭力維持已啟動的工業化進程。隨著埃塞俄比亞新總理阿比·艾哈邁德·阿里(Abiy Ahmed Ali)於二零一九年獲授諾貝爾和平獎，董事會認為於埃塞俄比亞的戰略投資將會為本集團帶來長期的利益。埃塞俄比亞工廠於二零二一年下半年投產，產能規模逐步提升至其設計產能。

現有及已規劃生產基地

Management Discussion and Analysis

管理層討論及分析

Egypt

The Group has conducted feasibility studies of setting up a new factory in Egypt. It is anticipated that the construction in Egypt will commence in 2025 and trial operation will commence in 2026, to further expand the production capacity of the Group to meet different customers' needs in the coming years.

Patents, Awards and Recognition

The Group has continued to invest in technology and innovation. As at 31 December 2024, the Group owned 73 registered patents and there were another 27 patent applications pending formal approval by relevant authorities.

FINANCIAL REVIEW

Revenue

For the Year, the Group's revenue grew by approximately 5.2% to approximately RMB2,571,606,000 (2023: RMB2,445,428,000). The growth of revenue was mainly attributable to the higher average selling price of pure linen yarn during the Year. During the Year, sales to China dropped by 9.6% while sales to EU and non-EU markets grew by 10.1% and 24.7% respectively.

Gross Profit and Gross Profit Margin

The Group's gross profit dropped by 62.8% to RMB153,274,000 during the Year (2023: RMB411,488,000). Gross profit margin for the Year decreased by 10.8 percentage points to 6.0% (2023: 16.8%) as a result of high average raw material costs during the Year. However, with the abundant flax harvest in 2024, the supply of flax fiber has increased substantially. Both the raw material prices and the flax yarn prices experienced significant drops in the last quarter of 2024, resulting in a whopping provision of impairment of approximately RMB199,431,000 for the inventories as at 31 December 2024. The impairment was based on the difference between the cost of the inventories and their net realizable values at 31 December 2024.

埃及

本集團已就於埃及設立新工廠進行可行性研究。預計埃及的建設將於二零二五年開始，並將於二零二六年開始試運行，以進一步擴大本集團的產能，滿足未來數年不同客戶的需求。

專利、獎項及殊榮

本集團持續投資於技術創新。於二零二四年十二月三十一日，本集團擁有73項註冊專利，另有27項專利申請有待相關機關正式審批。

財務回顧

收入

於年內，本集團的收入增加約5.2%至約人民幣2,571,606,000元（二零二三年：人民幣2,445,428,000元）。收入增長主要是由於年內純亞麻紗的平均售價較高。於年內，對中國的銷售按年下跌9.6%，而對歐盟及非歐盟市場的銷售則分別增長10.1%及24.7%。

毛利及毛利率

於年內，本集團的毛利按年下跌約62.8%至人民幣153,274,000元（二零二三年：人民幣411,488,000元）。年內毛利率下跌10.8個百分點至6.0%（二零二三年：16.8%），乃由於年內原材料平均成本高企所致。然而，由於二零二四年亞麻豐收，亞麻纖維的供應大幅增加。原材料價格及亞麻紗線價格均在二零二四年最後一季錄得顯著下降，導致於二零二四年十二月三十一日的巨額存貨減值撥備約人民幣199,431,000元。減值乃根據存貨成本與其於二零二四年十二月三十一日的可變現淨值之間的差額計算。

Management Discussion and Analysis

管理層討論及分析

Other Income and Gains

The Group recorded other income and gains of approximately RMB11,384,000 for the Year (2023: RMB18,927,000), which mainly comprised of interest income of approximately RMB2,672,000 (2023: RMB4,526,000), various government grants of approximately RMB6,853,000 (2023: RMB11,833,000) and an insurance income of approximately RMB380,000 (2023: RMB2,019,000).

Selling and Distribution Expenses

For the Year, the Group's selling and distribution expenses amounted to approximately RMB34,476,000 (2023: RMB42,229,000), which accounted for approximately 1.3% of the Group's revenue (2023: 1.7%). The decrease in the selling and distribution expenses as a percentage of the Group's revenue for the Year was due to fewer sales commission incurred during the Year.

Administrative Expenses

For the Year, the Group's administrative expenses amounted to approximately RMB115,207,000 which was roughly at the same level as in the previous year (2023: RMB116,078,000).

Reversal of Impairment Loss on Financial Assets

During the Year, the Group recorded a reversal of impairment loss on financial assets which was provision of bad debts for trade receivable of RMB2,837,000 (2023: provision of impairment of RMB4,568,000).

Other Expenses

Other expenses of the Group for the Year amounted to approximately RMB19,671,000 (2023: RMB9,549,000), mainly comprised asset disposal loss of RMB4,934,000 (2023: RMB2,757,000) and an exchange loss of RMB12,528,000 (2023: RMB5,432,000).

其他收入及收益

於年內，本集團錄得其他收入及收益約人民幣11,384,000元（二零二三年：人民幣18,927,000元），主要包括利息收入約人民幣2,672,000元（二零二三年：人民幣4,526,000元）、多筆政府補助約人民幣6,853,000元（二零二三年：人民幣11,833,000元）及保險收入約人民幣380,000元（二零二三年：人民幣2,019,000元）。

銷售及分銷開支

於年內，本集團的銷售及分銷開支約為人民幣34,476,000元（二零二三年：人民幣42,229,000元），佔本集團收入約1.3%（二零二三年：1.7%）。年內銷售及分銷開支佔本集團收入的百分比下降乃由於年內產生的銷售佣金減少所致。

行政開支

於年內，本集團的行政開支約為人民幣115,207,000元，與上一年度水平大致相若（二零二三年：人民幣116,078,000元）。

金融資產減值虧損撥回

年內，本集團錄得金融資產減值虧損轉回，為應收貿易賬款壞賬撥備人民幣2,837,000元（二零二三年：減值撥備人民幣4,568,000元）。

其他開支

本集團於年內的其他開支約為人民幣19,671,000元（二零二三年：人民幣9,549,000元），主要包括資產處置虧損人民幣4,934,000元（二零二三年：人民幣2,757,000元）及匯兌虧損人民幣12,528,000元（二零二三年：人民幣5,432,000元）。

Management Discussion and Analysis

管理層討論及分析

Finance Costs

For the Year, finance costs amounted to approximately RMB41,077,000 (2023: RMB36,800,000), which comprised net finance cost of approximately RMB40,811,000 (2023: RMB36,445,000) and interest on lease liabilities of approximately RMB266,000 (2023: RMB355,000). Net finance costs represented the total interest expense on bank loans of approximately RMB40,811,000 (2023: RMB37,708,000) less amount capitalized attributable to capital assets. There was no interest expense capitalized during the Year (2023: RMB1,263,000).

Income Tax Credit/(Expense)

Income tax credit for the Year was approximately RMB516,000 (2023: expense of RMB58,401,000).

Loss for the Year

As a result, the Group recorded a net loss of approximately RMB43,338,000 for the Year, as compared to a profit of approximately RMB162,790,000 for the year ended 31 December 2023.

Minority Interests

The Group's total comprehensive income attributable to non-controlling interests for the Year amounted to RMB2,042,000, which mainly represented the share of the profits of those non-wholly owned subsidiaries attributable to the minority shareholdings during the Year (2023: share of losses of RMB821,000).

Loss Attributable to Owners of the Parent

During the Year, the Group recorded a loss attributable to owners of the parent of approximately RMB45,380,000, as compared to a profit attributable to owners of the parent approximately RMB163,611,000 for the year ended 31 December 2023.

財務成本

於年內，財務成本約為人民幣41,077,000元（二零二三年：人民幣36,800,000元），包括財務成本淨額約人民幣40,811,000元（二零二三年：人民幣36,445,000元）及租賃負債利息約人民幣266,000元（二零二三年：人民幣355,000元）。財務成本淨額指銀行貸款的利息開支總額約人民幣40,811,000元（二零二三年：人民幣37,708,000元）減資本資產應佔的已撥充資本金額。年內並無撥充資本的利息開支（二零二三年：人民幣1,263,000元）。

所得稅抵免／（開支）

年內所得稅抵免約為人民幣516,000元（二零二三年：開支人民幣58,401,000元）。

年內虧損

因此，本集團於年內錄得淨虧損約人民幣43,338,000元，而截至二零二三年十二月三十一日止年度則為溢利約人民幣162,790,000元。

少數股東權益

年內本集團非控股權益應佔全面收益總額人民幣2,042,000元，主要指年內少數股權應佔該等非全資附屬公司溢利（二零二三年：應佔虧損人民幣821,000元）。

母公司擁有人應佔虧損

於年內，本集團錄得母公司擁有人應佔虧損約為人民幣45,380,000元，而截至二零二三年十二月三十一日止年度則為母公司擁有人應佔溢利約人民幣163,611,000元。

Management Discussion and Analysis

管理層討論及分析

Other Intangible Assets

As at 31 December 2024, the Group's intangible assets mainly comprise patents and licences which amounted to RMB1,400,000 (2023: RMB1,600,000) and certified emission rights obtained in 2012 for a term of 20 years, which amounted to RMB2,764,000 (2023: RMB3,716,000). Intangible assets are subject to amortisation based on their useful lives. For the Year, the amortisation of intangible assets was approximately RMB1,152,000 (2023: RMB857,000).

Inventories

As at 31 December 2024, inventories of the Group increased by approximately 17.2% to RMB1,195,126,000 (2023: RMB1,019,545,000), the average inventory turnover days increased from 153 days as at 31 December 2023 to 167 days as at 31 December 2024. The increase in number of inventory turnover days was mainly attributable to higher inventory balance as at 31 December 2024.

Trade and Notes Receivables

As at 31 December 2024, trade and notes receivables of the Group decreased by approximately 3.9% to RMB536,765,000 (2023: RMB558,356,000), and the average trade receivable turnover days increased from 73 days as at 31 December 2023 to 78 days as at 31 December 2024.

Trade and Notes Payables

As at 31 December 2024, trade and notes payables of the Group decreased by approximately 22.6% to approximately RMB454,696,000 (2023: RMB587,651,000). The average trade payable turnover days decreased from 86 days as at 31 December 2023 to 79 days as at 31 December 2024.

其他無形資產

於二零二四年十二月三十一日，本集團的無形資產主要包括專利及特許權人民幣1,400,000元（二零二三年：人民幣1,600,000元）及於二零一二年獲取為期20年的認證排放權，金額為人民幣2,764,000元（二零二三年：人民幣3,716,000元）。無形資產按其可使用年期攤銷。於年內，無形資產攤銷約為人民幣1,152,000元（二零二三年：人民幣857,000元）。

存貨

於二零二四年十二月三十一日，本集團的存貨增加約17.2%至人民幣1,195,126,000元（二零二三年：人民幣1,019,545,000元），存貨平均週轉日數則由二零二三年十二月三十一日的153日增加至二零二四年十二月三十一日的167日。存貨週轉日數增加主要是由於二零二四年十二月三十一日的存貨結餘較高所致。

應收貿易賬款及應收票據

於二零二四年十二月三十一日，本集團的應收貿易賬款及應收票據減少約3.9%至人民幣536,765,000元（二零二三年：人民幣558,356,000元），應收貿易賬款平均週轉日數則由二零二三年十二月三十一日的73日增加至二零二四年十二月三十一日的78日。

應付貿易賬款及應付票據

於二零二四年十二月三十一日，本集團的應付貿易賬款及應付票據減少約22.6%至約人民幣454,696,000元（二零二三年：人民幣587,651,000元）。應付貿易賬款平均週轉日數由二零二三年十二月三十一日的86日減少至二零二四年十二月三十一日的79日。

Management Discussion and Analysis

管理層討論及分析

Interest-bearing Bank and Other Borrowings

As at 31 December 2024, the Group's interest-bearing bank and other borrowings increased by 17.8% to approximately RMB1,023,992,000 (2023: RMB869,526,000), of which RMB989,556,000 (2023: RMB833,806,000) were classified as current liabilities and RMB34,436,000 (2023: RMB35,720,000) were classified as non-current liabilities. The Group's borrowings were denominated in Renminbi, United States Dollars and Euros, of which approximately RMB888,650,000 (2023: RMB715,500,000) were at fixed interest rates.

Liquidity and Financial Resources

As at 31 December 2024, the Group had net current assets of approximately RMB477,487,000 (2023: RMB562,864,000). The Group financed its operations with internally generated resources and bank loans during the Year. As at 31 December 2024, the Group had total cash and deposits of approximately RMB277,650,000 (2023: RMB521,256,000) which consisted of cash and cash equivalents of approximately RMB230,871,000 (2023: RMB454,812,000) and pledged deposits of approximately RMB46,779,000 (2023: RMB66,444,000). The Group's cash and cash equivalents were denominated in Renminbi, United States Dollars, Hong Kong Dollars, Euros and Ethiopian Birrs.

The liquidity ratio of the Group as at 31 December 2024 was approximately 129.9% (2023: 134.6%). Total equity of the Group as at 31 December 2024 was approximately RMB1,474,829,000 (2023: RMB1,587,212,000).

As at 31 December 2024, the Group had interest-bearing bank and other borrowings repayable within 12 months therefrom of approximately RMB989,556,000 (2023: RMB833,806,000) and long-term interest-bearing other borrowings of approximately RMB34,436,000 (2023: RMB35,720,000). Together these interest-bearing bank and other borrowings represented a gross debt gearing ratio (i.e. total borrowings divided by total equity) of approximately 69.4% (2023: 54.8%).

計息銀行及其他借貸

於二零二四年十二月三十一日，本集團的計息銀行及其他借貸增加17.8%至約人民幣1,023,992,000元（二零二三年：人民幣869,526,000元），其中人民幣989,556,000元（二零二三年：人民幣833,806,000元）分類為流動負債，而人民幣34,436,000元（二零二三年：人民幣35,720,000元）分類為非流動負債。本集團的借貸以人民幣、美元及歐元為單位，其中約人民幣888,650,000元（二零二三年：人民幣715,500,000元）按固定利率計息。

流動資金及財務資源

於二零二四年十二月三十一日，本集團的流動資產淨值約為人民幣477,487,000元（二零二三年：人民幣562,864,000元）。本集團於年內以內部資源及銀行貸款為其營運提供資金。於二零二四年十二月三十一日，本集團的現金及存款總額約為人民幣277,650,000元（二零二三年：人民幣521,256,000元），包括現金及現金等價物約人民幣230,871,000元（二零二三年：人民幣454,812,000元）及已抵押存款約人民幣46,779,000元（二零二三年：人民幣66,444,000元）。本集團的現金及現金等價物以人民幣、美元、港元、歐元及埃塞俄比亞比爾計值。

本集團於二零二四年十二月三十一日的流動比率約為129.9%（二零二三年：134.6%）。本集團於二零二四年十二月三十一日的總權益約為人民幣1,474,829,000元（二零二三年：人民幣1,587,212,000元）。

於二零二四年十二月三十一日，本集團須於由該日起計十二個月內償還的計息銀行及其他借貸約為人民幣989,556,000元（二零二三年：人民幣833,806,000元），並有長期計息其他借貸約人民幣34,436,000元（二零二三年：人民幣35,720,000元）。該等計息銀行及其他借貸合共反映的總資本負債率（即總借貸除以總權益）約為69.4%（二零二三年：54.8%）。

Management Discussion and Analysis

管理層討論及分析

CAPITAL COMMITMENTS

As at 31 December 2024, outstanding contractual capital commitments of the Group in respect of purchase of property, plant and equipment not provided for in the annual financial statements amounted to approximately RMB13,115,000 (2023: RMB24,422,000).

MATERIAL ACQUISITION AND DISPOSAL

As disclosed in the Company's announcement dated 29 July 2024, Heilongjiang Kingdom Hemp Co., Ltd ("Heilongjiang Kingdom Hemp") (an indirectly non-wholly owned subsidiary of the Company) entered into an agreement with Heilongjiang Kangyuan Bio-Technology Co, Ltd ("Heilongjiang Kangyuan"), pursuant to which Heilongjiang Kingdom Hemp purchased from Heilongjiang Kangyuan a parcel of land in Heilongjiang Province, the PRC with a total area of approximately 26,209 sq.m. together with the buildings erected thereon with an aggregate gross floor area of approximately 3,701 sq.m. at a consideration of RMB6,510,100 (equivalent to approximately HK\$6,916,000). The acquired property would be used as warehouse for storage of hemp raw materials to facilitate the Group's business development in Heilongjiang.

Save as disclosed above, the Group did not have any material acquisitions or disposals of subsidiaries, associates or joint ventures during the Year.

SIGNIFICANT INVESTMENTS

The Group did not hold any significant investments during the Year.

CONTINGENT LIABILITIES

As at 31 December 2024, the Group did not have any material contingent liabilities (2023: Nil).

資本承擔

於二零二四年十二月三十一日，本集團就購買物業、廠房及設備未在全年財務報表內計提撥備的未償還合約資本承擔約為人民幣13,115,000元（二零二三年：人民幣24,422,000元）。

重大收購及出售

誠如本公司日期為二零二四年七月二十九日的公告所披露，黑龍江金達纖維大麻有限公司（「黑龍江金達纖維大麻」）（本公司間接非全資附屬公司）與黑龍江康源生物科技有限公司（「黑龍江康源」）訂立協議，據此，黑龍江金達纖維大麻同意向黑龍江康源收購一幅位於中國黑龍江的土地，總面積約為26,209平方米，以及建於該土地上的建築物，合計總建築面積約為3,701平方米，代價為人民幣6,510,100元（相當於約6,916,000港元）。所收購物業將用作儲存大麻原材料的倉庫，以促進本集團黑龍江業務發展。

除上文披露者外，本集團於年內並無任何重大收購或出售附屬公司、聯營公司或合營公司。

重大投資

本集團於年內並無持有任何重大投資。

或有負債

於二零二四年十二月三十一日，本集團並無任何重大或有負債（二零二三年：無）。

Management Discussion and Analysis

管理層討論及分析

CHARGE ON ASSETS

As at 31 December 2024, the current interest-bearing bank borrowings with a carrying amount of RMB380,000,000 (2023: RMB339,817,000) were secured by certain property, plant and equipment, right-of-use assets and inventories with carrying amounts of RMB160,759,000 (2023: RMB219,609,000), RMB38,366,000 (2023: RMB9,991,000) and nil (2023: RMB40,000,000) respectively.

As at 31 December 2024, the non-current interest-bearing bank borrowings with a carrying amount of RMB30,000,000 (2023: RMB30,000,000) were secured by certain right-of-use assets with carrying amounts of RMB14,714,000 (2023: RMB15,092,000).

As at 31 December 2024, the current interest-bearing bank borrowings with a carrying amount of RMB16,169,000 (2023: RMB11,495,000) were guaranteed by the directors of the Company.

FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

In order to diversify the supply chain of the Group and to cater for the demand of different customers, the Group has conducted a feasibility study of setting up a new factory in Egypt in 2023 and registered a company in Egypt for the factory in 2024. The Group intends to finance such investment by the Group's internal resources and/or external financing. Save as disclosed above and the various up-keeping and maintenance of existing factory projects, the Directors confirmed that as at the date of this annual report, there is no current plan to acquire any material investment or capital assets.

FOREIGN CURRENCY RISK

The Group's transactions were mainly denominated in Renminbi, United States Dollars, Euro and Hong Kong Dollars. The exchange rate changes of such currencies were monitored regularly and managed appropriately. The Group had entered into certain foreign currency forward contracts during the Year and there was no material derivative financial asset or liability recorded as at 31 December 2024 (2023: Nil).

資產抵押

於二零二四年十二月三十一日，賬面金額為人民幣380,000,000元（二零二三年：人民幣339,817,000元）的即期計息銀行借貸以賬面金額分別為人民幣160,759,000元（二零二三年：人民幣219,609,000元）、人民幣38,366,000元（二零二三年：人民幣9,991,000元）及零（二零二三年：人民幣40,000,000元）的若干物業、廠房及設備、使用權資產及存貨作抵押。

於二零二四年十二月三十一日，賬面金額為人民幣30,000,000元（二零二三年：人民幣30,000,000元）的非即期計息銀行借貸以賬面金額為人民幣14,714,000元（二零二三年：人民幣15,092,000元）的若干使用權資產作抵押。

於二零二四年十二月三十一日，賬面金額為人民幣16,169,000元（二零二三年：人民幣11,495,000元）的即期計息銀行借貸由本公司董事擔保。

重大投資或資本資產的未來計劃

為多元化本集團供應鏈並滿足不同客戶的需求，本集團於二零二三年已就於埃及設立新工廠進行可行性研究，並於二零二四年於埃及就該工廠註冊一間公司。本集團擬以本集團之內部資源及／或外部融資撥付有關投資。除上文所披露及現有工廠項目的各種維護及修繕外，董事確認於本年報日期，目前並無計劃收購任何重大投資或資本資產。

外幣風險

本集團的交易主要以人民幣、美元、歐元及港元為單位。本集團定期監察該等貨幣之間的匯率變動，並作出妥善管理。於年內，本集團已訂立若干外匯遠期合約，而於二零二四年十二月三十一日並無錄得重大衍生金融資產或負債（二零二三年：無）。

Management Discussion and Analysis

管理層討論及分析

REMUNERATION POLICY AND SHARE OPTION SCHEME

As at 31 December 2024, the Group had a total of 3,703 employees (2023: 3,700 employees). Total staff costs incurred for the Year dropped by approximately 4.7% to RMB250,102,000 (2023: RMB262,496,000).

The Group offers comprehensive and competitive remuneration, retirement scheme and benefit packages to its employees. The Group is required to make contributions (retirement insurance and unemployment insurance) to a social security scheme in China. The remuneration policy for the employees of the Group is formulated by the Board with reference to the employee's respective qualification, experience, responsibilities and contributions to the Group, as well as the prevailing market rate of remuneration for a similar position. The remuneration of the Directors is determined by the Board based on the recommendation of the remuneration committee of the Company (the "**Remuneration Committee**") and with the mandate given by the Shareholders at the annual general meeting having regard to the Group's operating results, individual performance and comparable market statistics. The Group also provides both internal and external training programmes for its employees from time to time.

The Group has also adopted a share option scheme and a share award plan for the purpose of providing incentives and rewards to the Directors, including independent non-executive Directors, and other employees of the Group who have contributed to the success of the Group's operations.

薪酬政策及購股權計劃

於二零二四年十二月三十一日，本集團合共聘有3,703名僱員（二零二三年：3,700名僱員）。年內產生的員工總成本減少約4.7%至人民幣250,102,000元（二零二三年：人民幣262,496,000元）。

本集團為其僱員提供全面及具競爭力的薪酬、退休計劃及福利待遇。本集團須向中國社會保障計劃供款（退休保險及失業保險）。本集團僱員的薪酬政策由董事會參照各僱員的資歷、經驗、所承擔責任、對本集團的貢獻及類似職位的現行市場薪酬水平制定。董事薪酬由董事會根據本公司薪酬委員會（「**薪酬委員會**」）的建議及獲股東於股東週年大會上授權，根據本集團經營業績、個人表現及可比較市場數字而釐定。本集團亦不時為其僱員提供內部及外部培訓課程。

本集團亦已採納購股權計劃及股份獎勵計劃，目的為向對本集團業務的成功作出貢獻的董事（包括獨立非執行董事）及本集團的其他僱員提供激勵及獎勵。

Management Discussion and Analysis

管理層討論及分析

OUTLOOK AND PLANS

The Trump Administration of United States government will continue to impose tariffs on goods from different countries and the political divergence of superpowers of the world will continue, the year of 2025 and beyond are full of challenges.

With the aging population in China and surging operating costs in Asia, and in order to meet the demand of various customers, the diversification of supply chain is imminent.

In addition to the Ethiopia factory which commenced operation in 2021, the Group has conducted feasibility studies and will proceed with the setting up of a new factory in Egypt, which could benefit from reduced or zero import duties to EU member states.

Kingdom collaborated with a UK non-profit and social-oriented enterprise with a clear mission to transform the linen industry for good, to develop the REEL Linen Code of Conduct. REEL Linen is a sustainability-driven initiative for brands which are committed to sourcing more sustainable linen, and the contents of the initiative include improving environment, product quality and traceability conditions in the supply chain factories and farms worldwide. REEL stands for the idea of “Responsible Environment, Enhanced Livelihood” and it implements sustainable development into production practices. Kingdom will continue to promote the REEL Linen Code to move towards a sustainable operation and ensure its long-term success.

前景及計劃

在美國特朗普政府將繼續對來自不同國家的商品徵收關稅以及世界超級大國政治將繼續分歧的背景下，二零二五年及以後將充滿挑戰。

隨著中國人口老齡化及亞洲營運成本激增，為滿足不同客戶的需求，供應鏈多元化迫在眉睫。

除埃塞俄比亞工廠於二零二一年投產外，本集團亦就於埃及建立新工廠進行可行性研究及設立該工廠，該工廠可受惠於歐盟成員國減免或零進口關稅待遇。

金達已與英國非營利性及社會導向型企業合作，以實現亞麻行業的轉型及制定瑞優(REEL)亞麻行為守則為明確目標。瑞優亞麻為針對致力於採購更可持續的亞麻品牌的一項可持續發展倡議，倡議內容包括改善其全球供應鏈工廠及農場的環境、產品品質及可追溯性條件。瑞優代表「對環境負責，讓生活改善」的理念，將可持續發展貫徹於生產實踐中。金達將繼續推動瑞優(REEL)亞麻守則朝著可持續發展的方向邁進，並確保其長期成功。





Directors and Senior Management 董事及高級管理層

CHAIRMAN AND EXECUTIVE DIRECTOR

Mr. Ren Weiming (任維明), aged 65, is the chairman of the Group and an executive Director. Mr. Ren is responsible for the overall management of the Group and decision-making of the business development strategy of the Group. Mr. Ren has worked in the silk and textile industry since 1979. He has been the chairman and general manager of Zhejiang Kingdom Creative Co., Ltd.* (浙江金達創業股份有限公司) (“**Kingdom Creative**”), a company which is owned as to 71.64% by Mr. Ren since 2000. Mr. Ren started to engage in the linen yarn manufacturing business in December 2001. He joined the Group in March 2003 when the first operating member of the Group, Zhejiang Jinyuan Flax Co., Ltd.* (浙江金元亞麻有限公司) (“**Zhejiang Jinyuan**”) was established. Mr. Ren is a director of Zhejiang Jinyuan, Jiangsu Jinyuan Flax Co., Ltd.* (江蘇金元亞麻有限公司) (“**Jiangsu Jinyuan**”), Zhejiang Kingdom Flax Co., Ltd.* (浙江金達亞麻有限公司) (“**Zhejiang Kingdom**”), Kingdom Group Holdings Limited and Kingdom Linen (LLC)(“**Kingdom Egypt**”), all of which are wholly-owned subsidiaries of the Company. Mr. Ren is also a director of Heilongjiang Kingdom Enterprise Co., Ltd.* (黑龍江金達麻業有限公司) (“**Heilongjiang Kingdom**”), a non-wholly owned subsidiary of the Company. Mr. Ren obtained various awards including National Township Entrepreneur awarded by the Ministry of Agriculture of the PRC, National Excellent Young Factory Manager and Zhejiang Provincial Excellent Entrepreneur. He was a representative of the 9th and 10th National People’s Congress of Zhejiang Province. Mr. Ren is currently the vice president of China Bast and Leaf Fibers Textile Association and the Vice Chairman of The Hong Kong General Chamber of Textiles Limited. He is also a director of and has 76.38% interests in the issued shares of Kingdom Investment Holdings Limited (“**Kingdom Investment**”) which holds interests in the issued shares of the Company (“**Shares**”) discloseable under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”). Mr. Ren is a director of Kingdom Creative and its subsidiaries including Zhejiang Jinxiu Jiangnan Silk Co., Ltd.* (浙江錦繡江南絲綢有限公司) (“**Jinxiu Jiangnan**”). Mr. Ren is also a director of Bank of Jiaxing Co., Ltd.* (嘉興銀行股份有限公司) which is owned as to 7.39% by Kingdom Creative. He has interests in a total of 327,062,000 Shares, representing approximately 51.94% of the issued share capital of the Company. He is the father of Mr. Ren Zhong, an executive Director.

主席兼執行董事

任維明先生，現年六十五歲，為本集團主席兼執行董事。任先生負責本集團一切管理事宜，並為本集團業務發展計劃的決策人。任先生自一九七九年起投身絲綢及紡織行業。彼自二零零零年起擔任浙江金達創業股份有限公司（「**金達創業**」，一家由任先生擁有71.64%權益的公司）主席兼總經理。任先生於二零零一年十二月開始從事製造亞麻紗業務。彼於二零零三年三月（即本集團首間營運成員公司浙江金元亞麻有限公司（「**浙江金元**」）成立之時）加入本集團。任先生為浙江金元、江蘇金元亞麻有限公司（「**江蘇金元**」）、浙江金達亞麻有限公司（「**浙江金達**」）、金達集團控股有限公司及Kingdom Linen (LLC)（「**埃及金達**」）的董事，該等公司均為本公司的全資附屬公司。任先生亦為本公司的非全資附屬公司黑龍江金達麻業有限公司（「**黑龍江金達**」）的董事。任先生曾獲得許多獎項，包括中國農業部全國鄉鎮企業家、全國優秀青年廠長及浙江省優秀企業經營者。彼為浙江省第九屆及第十屆人民代表大會代表。任先生現為中國麻紡織行業協會副理事長及香港紡織商會有限公司副會長。彼亦擔任 Kingdom Investment Holdings Limited（「**Kingdom Investment**」）的董事並擁有其76.38%已發行股份權益，該公司於本公司已發行股份（「**股份**」）中擁有根據香港法例第571章證券及期貨條例（「**證券及期貨條**」）第XV部第2及第3分部條文須予披露的權益。任先生為金達創業及其附屬公司浙江錦繡江南絲綢有限公司（「**錦繡江南**」）的董事。任先生亦為金達創業擁有7.39%的嘉興銀行股份有限公司的董事。彼於合共327,062,000股股份中擁有權益，相當於本公司已發行股本約51.94%。彼為執行董事任中先生之父。

Directors and Senior Management 董事及高級管理層

EXECUTIVE DIRECTORS

Mr. Shen Yueming (沈躍明) (“**Mr. Shen**”), aged 63, is an executive Director. Mr. Shen is a director of Zhejiang Jinyuan, Jiangsu Jinyuan, Zhejiang Kingdom and Kingdom Group Holdings Limited, all of which are wholly-owned subsidiaries of the Company. Mr. Shen is also a director of Heilongjiang Kingdom, a non-wholly owned subsidiary of the Company. Mr. Shen is responsible for the day-to-day operations and management of the Group and also takes part in the decision making of the business development strategy of the Group. Mr. Shen has 10.51% interests in the issued shares of Kingdom Investment which holds interests in the Shares discloseable under the provisions of Divisions 2 and 3 of Part XV of the SFO. He is also a director of Kingdom Creative and its subsidiaries including Jinxiu Jiangnan and Haiyan Chen Chen Silk Clothing Co., Ltd* (海鹽臣臣絲綢時裝有限公司). Mr. Shen joined the Group in March 2003.

Mr. Zhang Hongwen (張鴻文) (“**Mr. Zhang**”), aged 58, is an executive Director. Mr. Zhang is the director of Zhejiang Jinyuan, Jiangsu Jinyuan, Zhejiang Kingdom, Kingdom Group Holdings Limited, Kingdom T Sun (Shanghai) Trading Co., Ltd.* (金達天晟(上海)商貿有限公司), Zhejiang Kingdom REEL Textile Co. Ltd.* (浙江金達瑞優紡織有限公司) (“**Kingdom REEL**”) and Heilongjiang Kingdom Hemp Co., Ltd.* (黑龍江金達纖維大麻有限公司), all of which are subsidiaries of the Company. Mr. Zhang has 9.43% interests in the issued shares of Kingdom Investment which holds interests in the Shares discloseable under the provisions of Divisions 2 and 3 of Part XV of the SFO. He is also a director of Kingdom Creative and its subsidiaries including Jinxiu Jiangnan and Zhejiang Yuyuan Photovoltaic Co., Ltd.* (浙江昱源光伏有限公司). Before joining the Group in 2003, Mr. Zhang was the assistant to the general manager and the head of capital clearing division of Kingdom Creative from 2000 to 2002.

Mr. Ren Zhong (任中), aged 37, is an executive Director appointed on 13 December 2024. Mr. Ren Zhong has been an employee of the Group since May 2022. He was appointed as the general manager of our subsidiary in Ethiopia in June 2022 and was appointed as the director of marketing in January 2023. He is also a director of Kingdom Egypt. Prior to joining the Group, Mr. Ren Zhong worked at Ernst & Young as an auditor from 2012 to 2014 and was a risk control manager of Interconnect Financial Leasing (Shanghai) Co., Ltd* (匯通融資租賃(上海)有限公司) from 2014 to 2022. Mr. Ren Zhong graduated from Seton Hall University in New Jersey, the United States with a bachelor's degree in accounting in 2012. Mr. Ren Zhong is the son of Mr. Ren Weiming, who is the chairman of the Board and has interests in a total of 327,062,000 Shares, representing approximately 51.94% of the issued share capital of the Company.

執行董事

沈躍明先生(「**沈先生**」),現年六十三歲,為執行董事。沈先生為浙江金元、江蘇金元、浙江金達及金達集團控股有限公司的董事,該等公司均為本公司的全資附屬公司。沈先生亦為本公司的非全資附屬公司黑龍江金達的董事。沈先生負責本集團日常營運及管理事宜,亦參與本集團業務發展戰略的決策。沈先生擁有Kingdom Investment 10.51%的已發行股份權益,而Kingdom Investment 持有根據證券及期貨條例第XV部第2及第3分部條文須予披露的股份權益。彼亦為金達創業及其附屬公司錦繡江南及海鹽臣臣絲綢時裝有限公司的董事。沈先生於二零零三年三月加入本集團。

張鴻文先生(「**張先生**」),現年五十八歲,為執行董事。張先生為浙江金元、江蘇金元、浙江金達、金達集團控股有限公司、金達天晟(上海)商貿有限公司、浙江金達瑞優紡織有限公司(「**金達瑞優**」)及黑龍江金達纖維大麻有限公司的董事,該等公司均為本公司的附屬公司。張先生擁有Kingdom Investment 9.43%的已發行股份權益,而Kingdom Investment持有根據證券及期貨條例第XV部第2及第3分部條文須予披露的股份權益。彼亦為金達創業及其附屬公司錦繡江南及浙江昱源光伏有限公司的董事。於二零零三年加入本集團之前,張先生於二零零零年至二零零二年為金達創業的總經理助理兼資金結算部的主管。

任中先生,現年三十七歲,於二零二四年十二月十三日獲委任為執行董事。任中先生自二零二二年五月起成為本集團僱員。彼於二零二二年六月獲委任為埃塞俄比亞附屬公司的總經理,並於二零二三年一月獲委任為市場總監。彼亦為埃及金達的董事。於加入本集團前,任中先生於二零一二年至二零一四年於安永會計師事務所擔任核數師,並於二零一四年至二零二二年於匯通融資租賃(上海)有限公司擔任風險控制經理。任中先生於二零一二年畢業於美國新澤西州西東大學(Seton Hall University),獲得會計學學士學位。任中先生為任維明先生之子,任維明先生為董事會主席,及於合共327,062,000股股份中擁有權益,佔本公司已發行股本約51.94%。

Directors and Senior Management 董事及高級管理層

NON-EXECUTIVE DIRECTOR

Mr. Ngan Martin (顏錦棠) (“**Mr. Ngan**”), aged 38, is the managing director of Millionfull Company Limited (“**Millionfull**”), and a director of each of Wise Vantage Limited and Billions Investment Limited. Millionfull is a company incorporated in Hong Kong and is engaged in the trading of flax and flax mixed fiber textiles. Both Wise Vantage Limited and Billions Investment Limited are property investment companies. Mr. Ngan graduated from Simon Fraser University with a bachelor’s degree in economics in 2009. He has been serving as a director of The Hong Kong General Chamber of Textiles Limited (“**HKGCOT**”) since 2022 and a vice chairman of HKGCOT since 2024. Mr. Ngan is the son of Mr. Ngan Kam Wai Albert, who is the chairman of the board of directors of Millionfull International Co., Ltd (“**Millionfull International**”) and Millionfull, and who was a non-executive Director until 13 December 2024. Mr. Ngan Kam Wai Albert, Millionfull International and Millionfull have interests in a total of 67,418,000 Shares, representing approximately 10.71% of the issued share capital of the Company. Mr. Ngan was appointed as a non-executive Director on 13 December 2024.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lau Ying Kit (劉英傑) (“**Mr. Lau**”), aged 50, is an independent non-executive Director. Mr. Lau is the finance and investor relations director and the company secretary of Dalipal Holdings Limited (Stock Code: 01921), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Mr. Lau is also currently an independent non-executive director of United Strength Power Holdings Limited (Stock Code: 02337), Sinco Pharmaceuticals Holdings Limited (Stock Code: 06833) and KangLi International Holdings Limited (Stock Code: 06890), all of which are companies listed on the Main Board of the Stock Exchange. From 16 May 2012 to 30 September 2020, Mr. Lau was an independent non-executive director of Xiezhong International Holdings Limited (Stock Code: 03663) which was delisted from the Main Board of the Stock Exchange on 5 July 2021 and from 20 December 2013 to 15 February 2022, was an independent non-executive director of China Wood Optimization (Holding) Limited (Stock Code: 01885) which was delisted from the Main Board of the Stock Exchange on 16 May 2023. Mr. Lau is a fellow member of the Hong Kong Institute of Certified Public Accountants and holds a master’s degree in finance from the City University of Hong Kong. He has extensive experience in financial and accounting in China and Hong Kong. Mr. Lau has been an independent non-executive Director since November 2006.

非執行董事

顏錦棠先生(「**顏先生**」)，現年三十八歲，為億裕有限公司(「**億裕**」)的董事總經理，以及智協有限公司及帝億投資有限公司各自的董事。億裕為一間於香港註冊成立的公司，從事亞麻及亞麻混合纖維紡織品貿易。智協有限公司及帝億投資有限公司均為物業投資公司。顏先生於二零零九年畢業於西門費莎大學(Simon Fraser University)，持有經濟學學士學位。彼自二零二二年起擔任香港紡織商會有限公司(「**香港紡織商會**」)會董，並自二零二四年起擔任香港紡織商會副會長。顏先生為顏金煒先生之子，顏金煒先生為Millionfull International Co., Ltd(「**Millionfull International**」)及億裕的董事會主席，並擔任非執行董事直至二零二四年十二月十三日。顏金煒先生、Millionfull International及億裕於合共67,418,000股股份中擁有權益，佔本公司已發行股本約10.71%。顏先生於二零二四年十二月十三日獲委任為非執行董事。

獨立非執行董事

劉英傑先生(「**劉先生**」)，現年五十歲，獨立非執行董事。劉先生現為香港聯合交易所有限公司(「**聯交所**」)主板上市的達力普控股有限公司(股份代號：01921)財務及投資者關係總監及公司秘書。劉先生現亦為眾誠能源控股有限公司(股份代號：02337)、興科蓉醫藥控股有限公司(股份代號：06833)及康利國際控股有限公司(股份代號：06890)(上述公司均在聯交所主板上市)的獨立非執行董事。劉先生於二零一二年五月十六日至二零二零年九月三十日擔任協眾國際控股有限公司(股份代號：03663)(於二零二一年七月五日在聯交所主板除牌)及於二零一三年十二月二十日至二零二二年二月十五日擔任中國優材(控股)有限公司(股份代號：01885)(於二零二三年五月十六日在聯交所主板除牌)的獨立非執行董事。劉先生是香港會計師公會資深會員，並持有香港城市大學金融學碩士學位。彼於中國和香港有豐富金融及會計經驗。劉先生自二零零六年十一月起擔任獨立非執行董事。

Directors and Senior Management 董事及高級管理層

Mr. Yan Jianmiao (嚴建苗) (“**Mr. Yan**”), aged 59, is an independent non-executive Director. Mr. Yan is currently a professor of Department of International Economics of Zhejiang University (“**ZJU**”), a director of China Society of World Economics (CSWE), an executive director of Zhejiang International Economics and Trade Association and a researcher of the Center for Research of Private Economy (CRPE) of ZJU. Prior to holding these positions, Mr. Yan served as a deputy director in Department of International Trade of Hangzhou University and a director of Department of International Economics of ZJU. Mr. Yan is currently an independent director of Baida Group Co., Ltd. (Stock Code: 600865), a company listed on the Shanghai Stock Exchange and Rongsheng Petrochemical Co., Ltd. (Stock Code: 002493), a company listed on the Shenzhen Stock Exchange. Mr. Yan was an independent director of Top Choice Medical Co., Inc. (Stock Code: 600763) from 24 December 2014 until 1 February 2021, and of Zhejiang Xinan Chemical Industrial Group Co. Ltd. (Stock Code: 600596) from 7 July 2014 until 1 July 2020, both of which are companies listed on the Shanghai Stock Exchange. Mr. Yan graduated from Hangzhou University in 1985 with a Bachelor of Economics degree. He obtained a master’s degree in economics from the Shanghai Academy of Social Sciences in 1988. Mr. Yan was a senior visiting scholar of Le Havre Business School in France in 1997 and obtained a PhD in Economics from ZJU in 2005. Mr. Yan has been an independent non-executive Director since May 2016.

Ms. Zhang Chan (張嬋) (“**Ms. Zhang**”), aged 37, has been a consulting director of Aon Enterprise Solutions (Shanghai) Co., Ltd. since February 2023, specialized in development of customized human resources (“**HR**”) policy reports across multiple regions, focusing on crafting localization strategies for supporting the globalization of Chinese enterprises. She worked as a freelance consultant for multiple clients in Shanghai from January 2022 to December 2022. Prior to that, Ms. Zhang was employed by the Group as the vice general manager of our subsidiary in Ethiopia, in charge of HR and public relations in Ethiopia from October 2018 to December 2021. She also worked as a Project Manager of Aon Hewitt Consulting in Shanghai from July 2012 to April 2015. Ms. Zhang graduated from Sun Yat-Sen University in Guangzhou, China with a bachelor’s degree in applied psychology in June 2009; obtained her Master of Education in Applied Psychology from East China Normal University, Shanghai, China in June 2012 and a Master of Development Studies in Social and Political Sciences from University of Sydney in Australia in December 2017. Ms. Zhang has been an independent non-executive Director since December 2024.

嚴建苗先生(「**嚴先生**」)，現年五十九歲，為獨立非執行董事。嚴先生現時為浙江大學(「**浙大**」)國際經濟學系教授、中國世界經濟學會理事、浙江省國際經濟貿易學會常務理事及浙大民營經濟研究中心研究員。於擔任上述職務前，嚴先生曾任杭州大學國際貿易系副主任及浙大國際經濟學系主任。嚴先生現時為上海證券交易所上市公司百大集團股份有限公司(股份代號：600865)及深圳證券交易所上市公司榮盛石化股份有限公司(股份代號：002493)的獨立董事。嚴先生於二零一四年十二月二十四日至二零二一年二月一日擔任通策醫療股份有限公司(股份代號：600763)及於二零一四年七月七日至二零二零年七月一日擔任浙江新安化工集團股份有限公司(股份代號：600596)(上述兩家公司均在上海證券交易所上市)的獨立董事。嚴先生在一九八五年畢業於杭州大學，獲經濟學學士學位；在一九八八年取得上海社會科學院經濟學碩士學位。嚴先生於一九九七年任法國Le Havre Business School(勒阿弗爾商學院)高級訪問學者，在二零零五年取得浙大哲學博士學位(主修經濟學)。嚴先生自二零一六年五月起擔任獨立非執行董事。

張嬋女士(「**張女士**」)，現年三十七歲，自二零二三年二月起擔任怡安企業服務(上海)有限公司的諮詢總監，專門從事跨地區的定制化人力資源(「**人力資源**」)政策報告的制定工作，專注於為支持中國企業的全球制定本地化策略。彼於二零二二年一月至二零二二年十二月為多名上海客戶擔任自由顧問。在此之前，張女士於二零一八年十月至二零二一年十二月受聘於本集團，擔任埃塞俄比亞附屬公司副總經理，負責埃塞俄比亞的人力資源及公共關係。彼亦於二零一二年七月至二零一五年四月在上海擔任怡安翰威特諮詢的項目經理。張女士於二零零九年六月畢業於中國廣州中山大學，持有應用心理學學士學位；於二零一二年六月取得中國上海華東師範大學應用心理學教育碩士學位，並於二零一七年十二月取得澳洲悉尼大學社會與政治科學發展研究碩士學位。張女士自二零二四年十二月起擔任獨立非執行董事。

Directors and Senior Management 董事及高級管理層

Mr. Fan Lei (范磊) (“**Mr. Fan**”), aged 41, is an independent non-executive Director. Mr. Fan has over 20 years of securities management experience and he has been the managing director of StormHarbour Securities (Hong Kong) Limited (“**StormHarbour**”), a corporation licensed to carry on Type 1 (Dealing in Securities), Type 4 (Advising on Securities), Type 6 (Advising on Corporate Finance) and Type 9 (Asset Management) regulated activities under the SFO since June 2019. Mr. Fan is also the responsible officer for the Type 4 and Type 9 regulated activities of StormHarbour approved by the Securities and Futures Commission (the “**SFC**”) under section 126(1) of the SFO since 3 February 2020. He was a responsible officer of Grand Cartel Hong Kong Asset Management Limited from 27 April 2016 to 31 October 2017 and LERTHAI Asset Management Limited from 20 November 2017 to 21 January 2019. Mr. Fan obtained his Master of Accounting (graduated with honors) from Guanghua School of Management, Peking University in June 2013. Mr. Fan has been an independent non-executive Director since December 2024.

范磊先生(「**范先生**」)，現年四十一歲，為獨立非執行董事。范先生擁有逾20年的證券管理經驗，彼自二零一九年六月起一直擔任思博資本(香港)有限公司(「**思博資本**」)的董事總經理，該公司為根據證券及期貨條例可進行第1類(證券交易)、第4類(就證券提供意見)、第6類(就企業融資提供意見)及第9類(資產管理)受規管活動的持牌法團。自二零二零年二月三日起，范先生亦為證券及期貨條例第126(1)條項下獲證券及期貨事務監察委員會(「**證監會**」)批准的思博資本的第4類及第9類受規管活動的負責人員。彼於二零一六年四月二十七日至二零一七年十月三十一日擔任宏大香港資產管理有限公司的負責人員，於二零一七年十一月二十日至二零一九年一月二十一日擔任勒泰資產管理有限公司的負責人員。范先生於二零一三年六月取得北京大學光華管理學院會計碩士學位(榮譽畢業)。范先生自二零二四年十二月起擔任獨立非執行董事。

Directors and Senior Management 董事及高級管理層

SENIOR MANAGEMENT

Mr. Chan Yan Kwan Andy (陳仁君) (“**Mr. Chan**”), aged 56, is the chief financial officer and company secretary of the Company. He is also a director of Kingdom Egypt. Mr. Chan has over 20 years of experience in accounting and the financial sector. From July 2004 to January 2014, he was the group financial controller and company secretary of Natural Beauty Bio-Technology Limited (Stock Code: 00157), a company listed on the Main Board of the Stock Exchange, responsible for financial planning and monitoring. Prior to July 2004, he worked in an international accounting firm and served senior financial positions in a company listed on the NASDAQ Stock Market and a renowned German exhibition company. Mr. Chan is also an independent non-executive director of Greentown Management Holdings Company Limited (Stock Code: 09979), a company listed on the Main Board of the Stock Exchange and one of the Hang Seng Composite Index constituent stocks. Mr. Chan is a fellow member of the Hong Kong Institute of Certified Public Accountants (HKICPA) and the Association of Chartered Certified Accountants (ACCA). He is also a Fellow Chartered Secretary and Fellow Chartered Governance Professional of The Chartered Governance Institute (CGI) and The Hong Kong Chartered Governance Institute (HKCGI). Mr. Chan graduated from the University of Hull in the United Kingdom with a bachelor’s degree in economics and accounting in 1992; graduated from the Ivey Business School with Western University (formerly Richard Ivey School of Business with University of Western Ontario), Canada with an Executive MBA in 2008 and graduated from The Hong Kong Polytechnic University with a master’s degree in corporate governance (with distinction) in 2021. Mr. Chan joined the Group in January 2014.

高級管理層

陳仁君先生(「**陳先生**」)，現年五十六歲，為本公司財務總監兼公司秘書。彼亦為埃及金達的董事。陳先生於會計及財務方面擁有逾20年經驗。於二零零四年七月至二零一四年一月期間，彼為自然美生物科技有限公司(股份代號：00157，一間在聯交所主板上市的公司)的集團財務總監兼公司秘書，負責財務規劃及監督。於二零零四年七月之前，彼曾任職於一間國際會計師行，亦曾於一間納斯達克證券市場上市公司及一間著名德國展覽公司擔任高級財務職位。陳先生亦為聯交所主板上市公司及恆生綜合指數成分股之一，綠城管理控股有限公司(股份代號：09979)的獨立非執行董事。陳先生為香港會計師公會(HKICPA)及英國特許公認會計師公會(ACCA)資深會員。彼亦是公司治理公會(CGI)及香港公司治理公會(HKCGI)的資深特許秘書及資深公司治理師。陳先生於一九九二年畢業於英國赫爾大學，持有經濟及會計學學士學位，以及於二零零八年畢業於加拿大西部大學Ivey商學院(前稱西安大略大學Richard Ivey商學院)，持有行政人員工商管理碩士學位，並於二零二一年獲得香港理工大學企業管治碩士學位(優異成績)。陳先生於二零一四年一月加入本集團。

Report of the Directors

董事會報告

It is the Board's pleasure to present their annual report on the affairs of the Group together with the audited financial statements for the Year.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The activities of its principal subsidiaries are set out in note 1 to the financial statements.

RESULTS

The results of the Group for the Year are set out in the consolidated statement of profit or loss on page 100 of this annual report.

BUSINESS REVIEW

The business review of the Group for the Year is set out in the sections headed "Chairman's Statement" on page 6 and "Management Discussion and Analysis" on page 11 of this annual report. An indication of likely future developments of the Group's business can be found in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" of this annual report. An analysis of the Group's performance using financial key performance indicators is provided in the sections headed "Five Year Financial Summary" on page 10 and "Financial Review" on page 17 of this annual report.

The Group is committed to supporting environmental sustainability. In its pursuit of excellent operating results, the Group has put a lot of efforts in promoting sustainable development. Annual consumption of electricity increased by 5.5% while water, steam and natural gas decreased by 14.7%, 8.7% and 7.1% respectively. We will continue to explore ways to improve the production processes to further enhance our operational efficiencies. For details of the Group's performance in ESG aspects including relationships with various stakeholders and compliance with relevant laws and regulations that have a significant impact on the Group, please refer to the Group's separate ESG report for the Year. The Group has been in compliance in all material respects with the relevant laws and regulations that have a significant impact on the Company during the Year.

董事會欣然提呈本集團年內有關其事務的年報連同經審核財務報表。

主要業務

本公司是一家投資控股公司，其主要附屬公司的業務載於財務報表附註1。

業績

本集團年內業績載於本年報第100頁的合併損益表。

業務回顧

本集團年內的業務回顧載於本年報第6頁的「主席報告書」及第11頁的「管理層討論及分析」各節。本集團業務的可能未來發展的揭示載於本年報「主席報告書」及「管理層討論及分析」各節。本集團表現運用財務關鍵表現指標進行的分析載於本年報第10頁的「五年財務摘要」以及第17頁的「財務回顧」各節。

本集團致力支持環境永續發展。在追求理想經營業績的同時，本集團努力推動可持續發展。年內，本集團的電年消耗量增加5.5%，而水、蒸汽及天然氣年消耗量則分別下降14.7%、8.7%及7.1%。我們將繼續探索改進生產流程的方法，進一步提高運營效率。有關本集團的ESG表現（包括本集團與其利益相關者的關係及遵守對本集團構成重大影響的相關法律及法規的情況）的詳情，請參閱本集團另行刊發的年內ESG報告。本集團於年內於所有重大方面一直遵守對本公司有重大影響的相關法律及法規。

Report of the Directors

董事會報告

PRINCIPAL RISKS AND UNCERTAINTIES FACED BY THE GROUP

The Group is principally engaged in the manufacturing of linen yarn and the sale of the products to over 20 countries. Overseas sales are invoiced in United States Dollars, except for the sales by the Group's subsidiary in Italy which are invoiced in Euro. Domestic sales in China are invoiced in Renminbi. Raw materials (flax fiber and hemp fiber) are imported from Europe and sourced in China. The principal risks and uncertainties facing the Group include the unstable demand for linen yarn, protectionism of certain countries and possible punitive tariffs on products made in China, unstable supply of raw materials, continuous decline in cotton price, depreciation of United States Dollars against Renminbi, the execution risk of overseas expansion projects including Ethiopia, and the outbreak of epidemic causing disruption of the production process.

RELATIONSHIP WITH STAKEHOLDERS

The Group recognizes that employees, customers and business partners are key to its sustainable development. The Group is committed to establishing close and caring relationships with its employees, providing quality services to its customers and enhancing cooperation with its business partners. The Company provides a fair and safe workplace, promotes diversity among its staff and provides competitive remuneration and benefits and career development opportunities based on their merits and performance. The Group also puts in ongoing efforts to provide adequate trainings and development resources to its employees so that they can keep abreast of the latest development of the market and the industry and, at the same time, improve their performance and achieve self-actualization in performing their duties.

IMPORTANT EVENTS AFFECTING THE COMPANY THAT HAVE OCCURRED SINCE THE END OF THE FINANCIAL YEAR

There was no important event affecting the Company that have occurred since the end of the Year and up to the date of this annual report.

本集團面對的主要風險及不明朗因素

本集團主要從事亞麻紗生產，並向超過20個國家銷售產品。海外銷售的發票以美元為單位，惟本集團的意大利附屬公司進行銷售的發票則以歐元為單位。中國大陸銷售的發票以人民幣為單位。原材料（亞麻纖維及大麻纖維）從歐洲進口及於中國採購。本集團面對的主要風險及不明朗因素包括對亞麻紗不穩定的需求、若干國家的貿易保護主義及可能對中國製產品徵收懲罰性關稅、不穩定的原材料供應、棉花價格持續下跌、美元兌人民幣貶值、埃塞俄比亞等海外擴充項目的執行風險及導致生產流程中斷的疫情爆發。

與利益相關者的關係

本集團認為僱員、客戶及業務合作夥伴對於其可持續發展至關重要。本集團致力於與其僱員建立親密及充滿關愛的關係，向其客戶提供優質服務及增強與其業務合作夥伴的合作。本公司提供公平及安全的工作環境、向其員工推廣多元化，並基於其優勢及表現提供具競爭力的薪酬及福利以及職業發展機會。本集團亦持續向其僱員提供適當培訓及發展資源，以便彼等緊跟市場及行業最新動態，同時在履行其職責過程中提高績效及實現自我實現。

自財政年度末起所發生的影響本公司的重大事件

自年末起及直至本年報日期，概無發生影響本公司的重大事件。

Report of the Directors

董事會報告

DIVIDEND

At a meeting of the Board held on 26 March 2025, the Board recommended the payment of a final dividend of HK\$0.05 per ordinary share for the Year. The proposed final dividend, if approved by the Shareholders at the forthcoming annual general meeting of the Company, will be paid on or before 23 July 2025 to the Shareholders whose names appear on the register of members of the Company as at 25 June 2025. None of the Shareholders has waived or agreed to waive any dividend.

RESERVES

Movements in the reserves of the Group during the Year are set out in the consolidated statement of changes in equity on page 104 of this annual report.

DISTRIBUTABLE RESERVES

As at 31 December 2024, the Company's distributable reserves calculated under the Companies Act of the Cayman Islands amounted to RMB646,737,000 (31 December 2023: RMB646,304,000).

DONATIONS

Charitable and other donations made by the Group during the Year amounted to approximately RMB200,000 (2023: RMB139,000).

SHARE CAPITAL

Details of the movements in the share capital of the Group are set out in note 26 to the financial statements.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 100 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

During the Year, the Group acquired property, plant and equipment of approximately RMB52,819,000. Details of the movements are set out in note 13 to the financial statements.

股息

於二零二五年三月二十六日舉行的董事會會議上，董事會建議派發年內末期股息每股普通股0.05港元。如股東於本公司應屆股東週年大會上批准，建議末期股息將於二零二五年七月二十三日或之前向於二零二五年六月二十五日名列本公司股東名冊的股東派付。概無股東放棄或同意放棄任何股息。

儲備

本集團於年內的儲備變動載於本年報第104頁的合併權益變動表。

可分派儲備

於二零二四年十二月三十一日，本公司根據開曼群島公司法計算的可分派儲備達人民幣646,737,000元（二零二三年十二月三十一日：人民幣646,304,000元）。

捐款

本集團於年內作出的慈善及其他捐款約為人民幣200,000元（二零二三年：人民幣139,000元）。

股本

本集團股本的變動詳情載於財務報表附註26。

財務摘要

本集團在過去五個財政年度的業績及資產和負債的概要載於本年報第100頁。

物業、廠房及設備

年內，本集團購入約人民幣52,819,000元的物業、廠房及設備，變動詳情載於財務報表附註13。

Report of the Directors

董事會報告

DIRECTORS

During the Year and up to the date of this annual report, the Directors were:

Executive Directors

Mr. Ren Weiming (*Chairman*)
Mr. Shen Yueming
Mr. Zhang Hongwen
Ms. Shen Hong (resigned on 13 December 2024)
Mr. Ren Zhong (appointed on 13 December 2024)

Non-executive Director

Mr. Ngan Kam Wai Albert (resigned on 13 December 2024)
Mr. Ngan Martin (appointed on 13 December 2024)

Independent non-executive Directors

Mr. Lau Ying Kit
Mr. Lo Kwong Shun Wilson (resigned on 13 December 2024)
Mr. Yan Jianmiao
Ms. Zhang Chan (appointed on 13 December 2024)
Mr. Fan Lei (appointed on 13 December 2024)

Pursuant to article 83(3) of the Articles of Association of the Company (the “Articles”), any Director appointed by the Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election. In accordance with article 83(3) of the Articles, Mr. Ren Zhong, Mr. Ngan Martin, Ms. Zhang Chan and Mr. Fan Lei, all being appointed on 13 December 2024, shall be subject to retirement at the forthcoming annual general meeting. Also, pursuant to article 84 of the Articles, at each annual general meeting, one-third of the Directors in office (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years and be eligible for re-election, and any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. In accordance with article 84 of the Articles, Mr. Yan Jianmiao and Mr. Lau Ying Kit, being independent non-executive directors, shall also retire from office by rotation at the forthcoming annual general meeting. All retiring Directors, being eligible, will offer themselves for re-election as Directors at the forthcoming annual general meeting.

董事

年內及直至本年報日期的董事如下：

執行董事

任維明先生 (*主席*)
沈躍明先生
張鴻文先生
沈鴻女士 (於二零二四年十二月十三日辭任)
任中先生 (於二零二四年十二月十三日獲委任)

非執行董事

顏金煒先生 (於二零二四年十二月十三日辭任)
顏錦棠先生 (於二零二四年十二月十三日獲委任)

獨立非執行董事

劉英傑先生
羅廣信先生 (於二零二四年十二月十三日辭任)
嚴建苗先生
張嬋女士 (於二零二四年十二月十三日獲委任)
范磊先生 (於二零二四年十二月十三日獲委任)

根據本公司組織章程細則（「細則」）第83(3)條，任何獲董事會委任的董事將任職至本公司下屆股東週年大會，屆時將符合資格接受重選。根據細則第83(3)條，任中先生、顏錦棠先生、張嬋女士及范磊先生均於二零二四年十二月十三日獲委任，將於應屆股東週年大會上退任。此外，根據細則第84條，於每屆股東週年大會上，為數三分之一的在任董事（或如董事人數並非三(3)的倍數，則須為最接近但不少於三分之一的董事人數）均須輪席退任，惟每位董事須最少每三年於股東週年大會上退任一次，並合資格膺選連任，而根據細則第83(3)條獲董事會委任的任何董事，在決定須輪值退任的特定董事或董事人數時不應計算在內。根據細則第84條，嚴建苗先生及劉英傑先生（均為獨立非執行董事）亦須於應屆股東週年大會上輪席退任。所有退任董事合資格並願意於應屆股東週年大會上膺選連任為董事。

Report of the Directors

董事會報告

DIRECTORS' SERVICE CONTRACTS

None of the Directors has any unexpired service contract with the Group which is not determinable by the Group within one year without payment of compensation, other than normal statutory compensation.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

No transactions, arrangements or contracts of significance in relation to the Group's business in which a Director or any entity connected with a Director is or was materially interested, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year except as disclosed under the section headed "Connected Transactions" below and note 32 to the financial statements.

INDEPENDENCE OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of its independent non-executive Directors a confirmation of his or her independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and the Board considers all independent non-executive Directors to be independent in accordance with Rule 3.13 of the Listing Rules during the Year and remain so as at the date of this annual report.

PERMITTED INDEMNITY AND INSURANCE

Pursuant to the Articles, every Director or other officer of the Company shall be entitled to be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto; provided that such indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of the said persons. The Company has arranged appropriate directors' and officers' liability insurance coverage in respect of legal actions against the Directors and officers of the Group.

董事的服務合約

本集團並無與董事訂立任何不可於一年內免付補償（一般法定賠償除外）予以終止的未屆滿服務合約。

董事於重大交易、安排或合約的權益

於年末或於年內任何時間，概無有關本集團業務而董事或與董事有關連的任何實體直接或間接擁有重大權益的重大交易、安排或合約，惟下文「關連交易」一節及財務報表附註32所披露者除外。

獨立非執行董事的獨立性

本公司已獲各獨立非執行董事根據香港聯合交易所有限公司證券上市規則（「上市規則」）第3.13條確認其獨立性，董事會認為，根據上市規則第3.13條，全體獨立非執行董事於年內均為獨立人士，且於本年報日期仍為獨立人士。

獲准許的彌償及保險

根據細則，本公司的每一名董事或其他高級職員有權因執行彼等各自職務或就此而可能承擔或蒙受的所有訴訟、費用、支出、損失、損害及開支獲得以本公司的資產及溢利作出的彌償保證及免受損害；惟此彌償保證並不延伸至與上述人士的任何欺詐或不誠實行為有關的任何事項。本公司已為就可能針對本集團董事及高級職員的法律訴訟安排適當的董事及高級職員責任保險。

Report of the Directors

董事會報告

REMUNERATION POLICY

The Group has adopted a performance-based rewarding system to motivate its staff. In addition to a basic salary, year-end bonuses are offered to staff members with outstanding performance. The Group reviews the remuneration policies and packages on a regular basis and makes necessary adjustments commensurate with the remuneration level in the industry.

The Remuneration Committee considers and recommends to the Board the remuneration and other benefits provided by the Company to the Directors and senior management. The remuneration of all Directors and senior management is subject to regular monitoring by the Remuneration Committee to ensure that the levels of their remuneration and compensation are appropriate.

Details of Directors' remuneration are set out in note 8 to the financial statements.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of the Directors and senior management are set out on page 28 of this annual report.

CHANGES IN DIRECTOR'S AND CHIEF EXECUTIVE'S BIOGRAPHICAL DETAILS UNDER RULE 13.51B(1) OF THE LISTING RULES

Save as disclosed in the section headed "Directors and Senior Management", there have been no other changes in information of the Directors or the chief executive of the Company which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the date of the interim report for the six months ended 30 June 2024 and up to the date of this annual report.

薪酬政策

本集團已採納基於表現的獎勵制度激勵其員工。除基本薪金外，亦會對表現優秀的員工提供年終獎金。本集團會定期檢討薪酬政策及待遇，並根據行業薪酬水平作出必要調整。

薪酬委員會考慮及向董事會建議本公司提供予董事及高級管理層的薪酬及其他福利。薪酬委員會定期監察所有董事及高級管理層的薪酬，以確保彼等的薪酬及補償水平為合適。

董事薪酬的詳情載於財務報表附註8。

董事及高級管理層的履歷詳情

董事及高級管理層履歷詳情載於本年報第28頁。

根據上市規則第13.51B(1)條披露的董事及最高行政人員履歷詳情變動

除「董事及高級管理層」一節所披露者外，自截至二零二四年六月三十日止六個月中期報告日期起及直至本年報日期，根據上市規則第13.51B(1)條須予披露的董事及本公司最高行政人員資料概無其他變動。

Report of the Directors

董事會報告

DIRECTORS’ AND CHIEF EXECUTIVES’ INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2024, the Directors and chief executive of the Company had the following interests in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were recorded or required to be recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 to the Listing Rules:

- (i) Interests in ordinary shares of HK\$0.01 each in the share capital of the Company (“**Shares**”)

Name of Director	董事姓名	Personal interests (Note 1)	Corporate interests (Note 2)	Total number of Shares interested	Approximate percentage of issued share capital (%)
		個人權益 (附註1)	公司權益 (附註2)	擁有權益的 股份總數	佔已發行股本 概約百分比 (%)
Mr. Ren Weiming	任維明先生	12,072,000	314,990,000	327,062,000	51.94

Notes:

- The Shares are beneficially owned by the Director personally.
- Mr. Ren Weiming holds approximately 76.38% of the issued share capital of Kingdom Investment (as defined below). Mr. Ren therefore holds a controlling interest in Kingdom Investment and is deemed under the SFO to be interested in the Shares held by Kingdom Investment.

董事及最高行政人員於股份、相關股份及債券擁有的權益及淡倉

於二零二四年十二月三十一日，董事及本公司最高行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中，擁有根據證券及期貨條例第352條已記入或須記入該條規定存置的登記冊或按照上市規則附錄C3所載的上市發行人董事進行證券交易的標準守則（「**標準守則**」）須知會本公司及聯交所的權益如下：

- (i) 於本公司股本中每股面值0.01港元之普通股（「**股份**」）的權益

Corporate interests (Note 2)	Total number of Shares interested	Approximate percentage of issued share capital (%)
公司權益 (附註2)	擁有權益的 股份總數	佔已發行股本 概約百分比 (%)
314,990,000	327,062,000	51.94

附註：

- 該等股份由董事個人實益擁有。
- Kingdom Investment（定義見下文）由任維明先生持有約76.38%的已發行股本。因此，任先生對Kingdom Investment持有控制權益。根據證券及期貨條例，任先生因而被視為於由Kingdom Investment持有的股份中擁有權益。

Report of the Directors 董事會報告

(ii) Interests in ordinary shares of US\$1.00 each in the share capital of Kingdom Investment Holdings Limited (“**Kingdom Investment**”)

(ii) 於Kingdom Investment Holdings Limited (「**Kingdom Investment**」) 股本中每股面值1.00美元之普通股的權益

Name of Director	股東姓名	Personal interests (Note 1)	Corporate interests	Total number of shares interested	Approximate percentage of issued share capital (%)
		個人權益 (附註1)	公司權益	擁有權益的股份總數	佔已發行股本 概約百分比 (%)
Mr. Ren Weiming	任維明先生	38,190	—	38,190	76.38
Mr. Shen Yueming	沈躍明先生	5,255	—	5,255	10.51
Mr. Zhang Hongwen	張鴻文先生	4,715	—	4,715	9.43

Note:

1. The shares are beneficially owned by the Director personally.

附註：

1. 該等股份由董事個人實益擁有。

Save as disclosed above, as at 31 December 2024, none of the Directors or chief executive of the Company had or were deemed to have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that were recorded or required to be recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save for the Scheme and Share Award Plan (both as defined below), at no time during the Year was the Company or any of its subsidiaries a party or parties to any arrangement to enable the Directors to acquire benefits by means of acquisition of Shares in or debentures of the Company or any other body corporate.

除以上所披露者外，於二零二四年十二月三十一日，概無董事或本公司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第XV部）的股份、相關股份或債券中，擁有或被視為擁有根據證券及期貨條例第352條已記入或須記入該條規定存置的登記冊或按照標準守則須知會本公司及聯交所的任何權益或淡倉。

除計劃及股份獎勵計劃（定義均見下文）外，本公司或其任何附屬公司於年內任何時候均無訂立任何安排，使董事以收購本公司或任何其他法人團體的股份或債券的方式獲得利益。

Report of the Directors

董事會報告

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

So far as is known to any Director, as at 31 December 2024, the following persons, other than a Director or chief executive of the Company, had interests or short positions in the Shares or underlying Shares of the Company which were recorded or required to be recorded in the register required to be kept under Section 336 of the SFO:

主要股東的權益及淡倉

就任何董事目前所知，於二零二四年十二月三十一日，以下人士（本公司董事或最高行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第336條已記入或須記入該條規定存置的登記冊的權益或淡倉：

Name of Substantial Shareholder	Capacity	Number of Shares	Approximate percentage of issued share capital (%) 佔已發行股本概約百分比 (%)
主要股東名稱	身份	股份數目	
Kingdom Investment (Note 1)	Beneficial owner	314,990,000	50.02
Kingdom Investment (附註1)	實益擁有人		
Mr. Ngan Kam Wai Albert (Note 2)	Beneficial Owner	418,000	0.07
顏金煒先生 (附註2)	實益擁有人		
	Interest of controlled corporations	67,000,000	10.64
	受控制法團權益		
Millionfull International Co., Ltd. ("Millionfull International") (Note 2)	Beneficial owner	64,800,000	10.29
Millionfull International Co., Ltd. ("Millionfull International") (附註2)	實益擁有人		

Report of the Directors

董事會報告

Notes:

1. Kingdom Investment is owned as to 76.38% by Mr. Ren Weiming, an executive Director and substantial shareholder of the Company.
2. Mr. Ngan Kam Wai Albert is deemed to be interested in 64,800,000 Shares held by Millionfull International, which is owned as to 51.00% by him and 23.00% by his spouse, Ms. Ngan Chan Kattie Sau Kat. In addition, he is also deemed to be interested in 2,200,000 Shares held by Millionfull Company Limited, which is owned as to 64% by him. Mr. Ngan Martin, a non-executive Director, is the son of Mr. Ngan Kam Wai Albert and Ms. Ngan Chan Kattie Sau Kat.

Save as disclosed above, as at 31 December 2024, the Company had not been notified by any person, other than a Director or chief executive of the Company, who had interests or short positions in the Shares or underlying Shares which were recorded or required to be recorded in the register required to be kept by the Company under Section 336 of the SFO.

SHARE OPTION SCHEME

A share option scheme (the “Scheme”) was adopted with Shareholders’ approval at the annual general meeting held on 30 May 2016.

The Scheme was established to recognize and acknowledge the contributions that eligible participants had made or may make to the Group. The Scheme will provide the eligible participants with an opportunity to have a personal stake in the Company with the view to achieving the following objectives:

- (a) motivate the eligible participants to optimise their performance and efficiency for the benefit of the Group; and
- (b) attract and retain or otherwise maintain ongoing business relationship with the eligible participants whose contributions are or will be beneficial to the long term growth of the Group.

附註：

1. 本公司執行董事兼主要股東任維明先生擁有 Kingdom Investment 76.38%的權益。
2. 顏金煒先生被視為於 Millionfull International 持有的 64,800,000 股股份中擁有權益，Millionfull International 由顏金煒先生擁有 51.00% 權益及彼之配偶顏陳秀吉女士擁有 23.00% 權益。此外，彼亦被視為於 Millionfull Company Limited 持有的 2,200,000 股股份中擁有權益，Millionfull Company Limited 由顏金煒先生擁有 64% 權益。非執行董事顏錦棠先生為顏金煒先生及顏陳秀吉女士之子。

除以上所披露者外，於二零二四年十二月三十一日，本公司並無獲任何人士（本公司董事或最高行政人員除外）知會，其於股份或相關股份中擁有任何根據證券及期貨條例第 336 條已記入或須記入該條規定由本公司存置的登記冊的權益或淡倉。

購股權計劃

購股權計劃（「計劃」）已於二零一六年五月三十日舉行的股東週年大會上經股東批准而獲採納。

計劃乃為表彰及肯定合資格參與人士已經或可能對本集團作出的貢獻。計劃將為合資格參與人士提供機會，於達成下列目標後擁有本公司的個人股權：

- (a) 推動合資格參與人士為本集團利益提升表現及效率；及
- (b) 吸引及挽留為本集團長遠增長作出或將會作出有利貢獻的合資格參與人士，或與有關合資格參與人士維持持續業務關係。

Report of the Directors 董事會報告

Subject to the terms of the Scheme, the Board may at its discretion grant options to: (i) any Director, employee, consultant, customer, supplier, agent, partner or adviser of or contractor to the Group or a company in which the Group holds an interest or a subsidiary of such company (each an “Affiliate”); or (ii) the trustee of any trust the beneficiary of which or any discretionary trust the discretionary objects of which include any Director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or an Affiliate; or (iii) a company beneficially owned by any Director, employee, consultant, professional, customer, supplier, agent, partner, adviser of or contractor to the Group or an Affiliate, who has contributed to the success of the Group’s operations. The overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other schemes must not exceed 30% of the Shares in issue from time to time. Subject to the aforesaid limit, the total number of Shares available for issue under options which may be granted under the Scheme and any other schemes must not, in aggregate, exceed 62,967,800 Shares, being 10% of the number of issued Shares (excluding treasury shares) as at 30 May 2016 (the date of adoption of the Scheme) and 10% of the number of issued Shares (excluding treasury shares) as at the date of this annual report, unless separate Shareholders’ approval has been obtained.

In accepting the relevant options, the participant is required to pay HK\$10.00 to the Company as consideration for the grant of options. The payment of such consideration should be made on or before the relevant acceptance date, being a date not later than 30 days after the offer date.

The maximum entitlement for any one participant under the Scheme shall not in any 12-month period up to the date of grant exceed 1% of the issued share capital of the Company (excluding treasury shares) from time to time. The period within which the options must be exercised will be specified by the Board at the time of the grant, and must expire no later than 10 years from the date of grant of option.

There is no general requirement on the minimum period for which an option must be held or the performance targets which must be achieved before an option can be exercised under the terms of the Scheme. However, at the time of granting any option, the Board may impose such conditions, restrictions or limitations as it may determine in its absolute discretion.

在計劃條款的規限下，董事會可自行酌情向下列為本集團業務的成功作出貢獻的人士授出購股權：(i)本集團或本集團持有權益的公司或該等公司的附屬公司（各自為一間「關聯公司」）任何董事、僱員、顧問、客戶、供應商、代理、業務夥伴或諮詢人或承辦商；或(ii)以本集團或關聯公司任何董事、僱員、顧問、專業人士、客戶、供應商、代理、業務夥伴、諮詢人或承辦商為受益人或酌情對象的信託或酌情信託的受託人；或(iii)本集團或關聯公司任何董事、僱員、顧問、專業人士、客戶、供應商、代理、業務夥伴、諮詢人或承辦商實益擁有的公司。因行使根據計劃及任何其他計劃授出而尚未行使的所有購股權可發行的股份數目整體上限，不得超過不時已發行股份的30%。根據上述的上限，因行使根據計劃及任何其他計劃可授出購股權所涉及可供發行的股份總數，合共不得超過62,967,800股股份（即於二零一六年五月三十日（採納計劃日期）已發行股份（不包括庫存股份）的10%及本年報日期已發行股份（不包括庫存股份）的10%），惟獲得股東另行批准則除外。

於接納相關購股權時，參與者須向本公司支付10.00港元作為授出購股權的代價。有關代價應於相關接納日期（即不遲於要約日期後30日的日期）或之前支付。

計劃的任何一名參與人士於直至授出日期止的任何十二個月期間的最高利益不得超過本公司不時已發行股本（不包括庫存股份）的1%。購股權須行使的期間將由董事會於授出時指定，且最遲須於由授出購股權當日起計十年時屆滿。

並無有關購股權於根據計劃條款可以行使前必須持有的最短期間或必須達成的表現目標的一般規定。然而，於授出任何購股權時，董事會可施加其可絕對酌情決定的條件、限制或規限。

Report of the Directors 董事會報告

The subscription price for any Share shall not be less than the highest of (i) the closing price of a Share as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant option, which must be a business day, (ii) an amount equivalent to the average closing price of a Share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the relevant option and (iii) the nominal value of a Share.

Subject to earlier termination by the Company in general meeting or by the Board, the Scheme shall be valid and effective for a period of 10 years from the date of its adoption. The Scheme will have a remaining term of approximately 1 year as at the date of this annual report.

Since no option has been granted under the Scheme since its adoption on 30 May 2016 up to the date of this annual report, the requirement of Rule 17.07(1) of the Listing Rules for the Company to set out details of the grant of options is not applicable. Also, since no share options have been granted under the Scheme since its adoption, and given that no new shares would be allotted and issued by the Company pursuant to any awards that may be granted under the Share Award Plan, the requirement for the Company to set out the number of Shares that may be issued in respect of the Scheme and the Share Award Plan during the Year divided by the weighted average number of Shares of the relevant class in issue (excluding treasury shares) for the Year is also not applicable. There were a maximum of 62,967,800 Shares which may be issued upon exercise of all options to be granted under the Scheme at the beginning and the end of the Year.

SHARE AWARD PLAN

The Company adopted a share award plan (the "Share Award Plan") on 26 August 2016. The purpose of the Share Award Plan is to incentivize, recognize and reward eligible persons for their contribution to the Group, attract and retain personnel, and align the interests of award holders with those of the Shareholders to promote the long-term development and financial performance of the Company.

The Board may, from time to time and at its sole discretion, select any eligible person to participate in the Share Award Plan and determine the number of Shares to be awarded and the terms and conditions of the awards. Awards shall be satisfied by Shares acquired in the market at the prevailing market price and no new Shares will be allotted and issued under the Share Award Plan. The trustee of the Share Award Plan (the "Trustee") shall hold the awarded Shares on trust for the award holders until the awarded Shares are vested in the relevant award holders according to the rules of the Share Award Plan. Upon vesting, the Trustee shall either transfer the vested awarded Shares at no cost to such award holders or sell the vested awarded Shares at the then prevailing market price by way of market order and remit the net proceeds to the award holders in accordance with the direction given by such award holders.

任何股份的認購價不得低於以下的最高者：(i)授出有關購股權日期聯交所每日報價表所列股份收市價，且該日必須為營業日；(ii)相等於緊接授出有關購股權日期前五個營業日聯交所每日報價表所列股份平均收市價的金額；及(iii)股份面值。

受制於本公司於股東大會上提早終止或董事會提早終止，計劃將一直有效及生效，自採納日期起計為期10年。於本年報日期，計劃的剩餘期限約為1年。

由於自計劃於二零一六年五月三十日獲採納起直至本年報日期，概無根據計劃授出購股權，上市規則第17.07(1)條對本公司載列所授出購股權詳情的規定並不適用。此外，由於自採納起概無根據計劃授出購股權，且鑑於本公司將不會根據股份獎勵計劃項下可能授出的任何獎勵配發及發行新股份，故本公司載列年內根據計劃及股份獎勵計劃可發行的股份數目除以年內已發行相關類別股份（不包括庫存股份）的加權平均數的規定亦不適用。於年初及年末，因根據計劃將予授出的所有購股權獲行使後最高可發行62,967,800股股份。

股份獎勵計劃

本公司於二零一六年八月二十六日採納一項股份獎勵計劃（「股份獎勵計劃」）。股份獎勵計劃之目的為激勵、認可及獎勵合資格人士為本集團作出的貢獻、吸引及挽留人員以及使獎勵持有人與股東利益一致，以推動本公司長期發展及提升本公司財務表現。

董事會可不時按其全權酌情決定選擇任何合資格人士參與股份獎勵計劃及釐定將授予的股份數目和獎勵的條款及條件。獎勵將以按當時市價從市場上購入的股份撥付而概不會根據股份獎勵計劃配發及發行任何新股份。股份獎勵計劃受託人（「受託人」）應以信託方式為獎勵持有人持有獎勵股份，直至獎勵股份根據股份獎勵計劃規則歸屬予有關獎勵持有人為止。於歸屬後，受託人須按照該獎勵持有人作出的指示，將已歸屬的獎勵股份免費轉讓予該獎勵持有人，抑或於市場上按當時現行市價盤出售已歸屬的獎勵股份並將所得款項淨額匯付予獎勵持有人。

Report of the Directors 董事會報告

No amount is payable by a selected person upon the acceptance of an offer of or transfer of the awarded Shares from the Trustee to such selected person.

Any grant of awarded Shares to a selected person which would result in the aggregate of (i) the number of awarded Shares underlying all awards (whether vested or not); and (ii) the number of Shares issued and to be issued upon exercise of options (whether exercised or outstanding) under any share option scheme adopted by the Company from time to time (including the Scheme), granted to such selected person in the 12-month period up to and including the date of grant of such awarded Shares exceeding 1% of the Shares in issue (excluding treasury shares) as at the date of grant of such awarded Shares shall be subject to the approval of the Shareholders in a general meeting. In any financial year of the Company, the maximum number of Shares acquired by the Trustee under the Share Award Plan shall not exceed 5% of the Shares in issue (excluding treasury shares) as at the beginning of such financial year.

Subject to earlier termination by the Board, the Share Award Plan shall be valid and effective for a period of 10 years from the date of its adoption. The Share Award Plan will have a remaining term of approximately 1.5 years as at the date of this annual report.

On 25 May 2018, the Company granted a total of 19,400,000 awarded Shares to 92 employees of the Group under the Share Award Plan.

All awarded Shares were granted to employees of the Group. There were no participants with awarded Shares granted in excess of the 1% individual limit and there were no related entity participants or service providers with awarded Shares granted and to be granted in any 12-month period exceeding 0.1% of the ordinary shares of the Company in issue (excluding treasury shares).

None of the Company's Directors, chief executive or substantial shareholders or their respective associates have been awarded any Shares or options under the Scheme or Share Award Plan.

During the Year, no Shares have been awarded pursuant to the Share Award Plan. There was a total of 13,230,750 Shares held by Trustee and available for future granting as at 31 December 2024, representing approximately 2.1% of the issued Shares of the Company as at the date of this annual report.

於接納要約或受託人向獲選人士轉讓獎勵股份時，有關獲選人士毋須支付任何款項。

倘向一名獲選人士授出任何獎勵股份將導致截至授出該獎勵股份之日（包括該日）止12個月期間內該獲選人士獲授的(i)全部獎勵所涉及的獎勵股份數目（無論歸屬與否）；及(ii)本公司不時採納的任何購股權計劃（包括計劃）項下的購股權（不論已行使或尚未行使）獲行使時發行及將予發行的股份數目，兩者之總和超過於授出該獎勵股份之日已發行股份（不包括庫存股份）的1%，則須獲股東於股東大會上批准。於本公司任何財政年度內，股份獎勵計劃項下由受託人購入的股份最高數目不得超過該財政年度初已發行股份（不包括庫存股份）的5%。

股份獎勵計劃自其採納日期起10年期間有效及具作用，惟董事會可提前終止。於本年報日期，股份獎勵計劃的剩餘期限約為1.5年。

於二零一八年五月二十五日，本公司根據股份獎勵計劃向本集團92名僱員授出合共19,400,000股獎勵股份。

所有獎勵股份均授予本集團僱員。概無向參與人士授出超過1%個人限額的獎勵股份，亦無於任何12個月內向關連實體參與人士或服務提供商已授出及將予授出超過本公司已發行普通股（不包括庫存股份）0.1%的獎勵股份。

概無根據計劃或股份獎勵計劃向本公司董事、最高行政人員或主要股東或彼等各自的聯繫人授出任何股份或購股權。

年內，概無股份已按股份獎勵計劃獲授出。於二零二四年十二月三十一日，合共13,230,750股股份由受託人持有且可供日後授出，佔本公司於本年報日期已發行股份的約2.1%。

Report of the Directors

董事會報告

The following table sets out awards granted and to be granted under the Share Award Plan to (i) each of the Directors, chief executive or substantial shareholders of the listed issuer, or their respective associates; (ii) each participant with awards granted and to be granted in excess of the 1% individual limit; (iii) each related entity participant or service provider with awards granted and to be granted in any 12-month period exceeding 0.1% of the relevant class of Shares in issue; and (iv) other employee participants, related entity participants and service providers by category:

下表載列根據股份獎勵計劃向以下人士已授出及將予授出的獎勵：(i)上市發行人的各董事、最高行政人員或主要股東，或彼等各自的聯繫人；(ii)已獲授出及將獲授出獎勵超過1%個人限額的各參與人士；(iii)於任何12個月期間內已獲授出及將獲授出獎勵超過相關類別已發行股份0.1%的各關連實體參與人士或服務提供商；及(iv)按類別分類的其他僱員參與人士、相關實體參與人士及服務提供商：

Name/Category of selected person	獲選人士姓名／類別	Number of awarded Shares unvested at the beginning of the Year (together with date of grant, vesting period and purchase price) 年初未歸屬的獎勵股份數目 (連同授出日期、歸屬期及購入價)	Number of awarded Shares granted during the Year 年內授出的獎勵股份數目	Number of awarded Shares vested during the Year 年內歸屬的獎勵股份數目	Number of awarded Shares cancelled during the Year 年內註銷的獎勵股份數目	Number of awarded Shares lapsed during the Year 年內失效的獎勵股份數目	Number of awarded Shares unvested at the end of the Year 年末未歸屬的獎勵股份數目
Mr. Ren Weiming (Chairman)	任維明先生 (主席)	-	-	-	-	-	-
Mr. Shen Yueming (Director)	沈躍明先生 (董事)	-	-	-	-	-	-
Mr. Zhang Hongwen (Director)	張鴻文先生 (董事)	-	-	-	-	-	-
Mr. Ren Zhong (Director) (appointed on 13 December 2024)	任中先生 (董事) (於二零二四年十二月十三日獲委任)	-	-	-	-	-	-
Ms. Shen Hong (Director) (resigned on 13 December 2024)	沈鴻女士 (董事) (於二零二四年十二月十三日辭任)	-	-	-	-	-	-
Mr. Ngan Kam Wai Albert (Director) (resigned on 13 December 2024)	顏金煒先生 (董事) (於二零二四年十二月十三日辭任)	-	-	-	-	-	-
Mr. Ngan Martin (Director) (appointed on 13 December 2024)	顏錦棠先生 (董事) (於二零二四年十二月十三日獲委任)	-	-	-	-	-	-
Mr. Lau Ying Kit (Director)	劉英傑先生 (董事)	-	-	-	-	-	-
Mr. Lo Kwong Shun Wilson (Director) (resigned on 13 December 2024)	羅廣信先生 (董事) (於二零二四年十二月十三日辭任)	-	-	-	-	-	-
Mr. Yan Jianmiao (Director)	嚴建苗先生 (董事)	-	-	-	-	-	-
Ms. Zhang Chan (Director) (appointed on 13 December 2024)	張嬋女士 (董事) (於二零二四年十二月十三日獲委任)	-	-	-	-	-	-
Mr. Fan Lei (Director) (appointed on 13 December 2024)	范磊先生 (董事) (於二零二四年十二月十三日獲委任)	-	-	-	-	-	-
Substantial shareholders or their respective associates	主要股東或彼等各自的聯繫人	-	-	-	-	-	-
Related entities	關連實體	-	-	-	-	-	-
Service providers	服務提供商	-	-	-	-	-	-
The five highest paid individuals during the financial year in aggregate	於財政年度五名最高薪酬人士合計	-	-	-	-	-	-
Other employees of the Group in aggregate	本集團其他僱員合計	-	-	-	-	-	-

Report of the Directors

董事會報告

During the Year, no Shares have been awarded and outstanding pursuant to the Share Award Plan and no option has been granted under the Scheme since its adoption on 30 May 2016, it is not applicable for the Company to set out the number of Shares that may be issued in respect of the Share Award Plan and the Scheme during the year ended 31 December 2024 divided by the weighted average number of Shares of the relevant class in issue for the year ended 31 December 2024.

The eligible participants of the Share Award Plan

Any executive or employee (whether full-time or part-time) of the Group, excluding Directors.

The vesting period of awards granted under the Share Award Plan

The Board can impose any vesting date, criteria and conditions of vesting in the offer of grant of the relevant award.

The basis of determining the purchase price of shares awarded, if any

Upon vesting, the Trustee shall either transfer the vested awarded Shares at no cost to such award holders or sell the vested awarded Shares at the then prevailing market price by way of market order and remit the net proceeds to the award holders in accordance with the direction given by such award holders. As such, no purchase price is payable by the award holders upon vesting of the awarded shares.

EQUITY-LINKED AGREEMENTS

Save for the Scheme and the Share Award Plan as disclosed in this annual report, no equity-linked agreement was entered into during the year ended 31 December 2024 or subsisted at the end of the year of 2024.

CONTROLLING SHAREHOLDER'S INTERESTS IN CONTRACT OF SIGNIFICANCE

No contracts of significance in relation to the Group's business have been entered into, or subsisted, between the Company or any of its subsidiaries and any controlling shareholder or any of its subsidiaries during the Year.

MANAGEMENT CONTRACTS

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

年內，概無股份已按股份獎勵計劃獲授出及發行在外，且自計劃於二零一六年五月三十日獲採納起，概無根據計劃授出任何購股權，故本公司載列截至二零二四年十二月三十一日止年度根據股份獎勵計劃及計劃可發行的股份數目除以截至二零二四年十二月三十一日止年度已發行相關類別股份的加權平均數並不適用。

股份獎勵計劃的合資格參與者

本集團之任何行政人員或僱員（不論全職或兼職），董事除外。

根據股份獎勵計劃授出獎勵的歸屬期

董事會可於授出相關獎勵的要約中規定任何歸屬日期、歸屬標準及條件。

獎勵股份（如有）購買價的釐定基準

於歸屬後，受託人須按照該獎勵持有人作出的指示，將已歸屬的獎勵股份免費轉讓予該獎勵持有人，抑或於市場上按當時現行市價盤出售已歸屬的獎勵股份並將所得款項淨額匯付予獎勵持有人。因此，獎勵持有人於獎勵股份歸屬時毋須支付購買價。

股權掛鉤協議

除本年報披露的計劃及股份獎勵計劃外，截至二零二四年十二月三十一日止年度並無訂立或二零二四年末並無存續任何股權掛鉤協議。

控股股東於重大合約的權益

本公司或其任何附屬公司與任何控股股東或其任何附屬公司於年內並無訂立或存續任何對本集團業務屬重大的合約。

管理合約

年內並未訂立或存在有關本公司業務全部或任何重大部分的管理及行政的合約。

Report of the Directors

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, sales to the Group's five largest customers accounted for approximately 26.7% of the Group's total sales for the Year and sales to the Group's largest customer accounted for approximately 12.6% of the Group's total sales for the Year. Purchases from the Group's five largest suppliers accounted for approximately 91.1% of the Group's total purchases for the Year, and purchases from the Group's largest supplier accounted for approximately 30.8% of the Group's total purchases for the Year.

So far as the Board is aware, none of the Directors, their close associates or any Shareholder (which to the knowledge of the Directors own more than 5% of the Company's issued shares) had any interests in the Group's five largest customers or suppliers noted above.

CONNECTED TRANSACTIONS

Connected transactions

As disclosed in the Company's announcement dated 29 July 2024, Heilongjiang Kingdom Hemp Co., Ltd ("Heilongjiang Kingdom Hemp") (an indirectly non-wholly owned subsidiary of the Company) entered into an agreement with Heilongjiang Kangyuan Bio-Technology Co, Ltd ("Heilongjiang Kangyuan"), pursuant to which Heilongjiang Kingdom Hemp purchased from Heilongjiang Kangyuan a parcel of land in Heilongjiang Province, the PRC with a total area of approximately 26,209 sq.m. together with the buildings erected thereon with an aggregate gross floor area of approximately 3,701 sq.m. at a consideration of RMB6,510,100 (equivalent to approximately HK\$6,916,000) (the "Acquisition"). The acquired property would be used as warehouse for storage of hemp raw materials to facilitate the Group's business development in Heilongjiang.

主要客戶及供應商

年內，銷售予本集團五大客戶的銷售額佔本集團年內總銷售額約26.7%，而銷售予本集團最大客戶的銷售額佔本集團年內總銷售額約12.6%。從本集團五大供應商的採購額佔本集團年內總採購額約91.1%，而從本集團最大供應商的採購額佔本集團年內總採購額約30.8%。

據董事會所知，概無董事、其緊密聯繫人或任何股東（就董事所知擁有本公司已發行股份5%以上）於上述本集團五大客戶或供應商中有任何權益。

關連交易

關連交易

誠如本公司日期為二零二四年七月二十九日的公告所披露，黑龍江金達纖維大麻有限公司（「黑龍江金達纖維大麻」）（本公司間接非全資附屬公司）與黑龍江康源生物科技有限公司（「黑龍江康源」）訂立協議，據此，黑龍江金達纖維大麻向黑龍江康源購買一幅位於中國黑龍江省的土地，總面積約為26,209平方米，以及建於該土地上的建築物，合計總建築面積約為3,701平方米，代價為人民幣6,510,100元（相當於約6,916,000港元）（「收購事項」）。所收購之物業將用作儲存大麻原材料的倉庫，以促進本集團黑龍江業務發展。

Report of the Directors

董事會報告

Heilongjiang Kangyuan is a company owned as to 53.6% by Zhejiang Kingdom Creative Co. Ltd. (“**Kingdom Creative**”). Kingdom Creative is owned as to 71.64% by Mr. Ren Weiming, 10.75% by Mr. Shen Yueming, 9.18% by Mr. Zhang Hongwen, 1.39% by Ms. Shen Hong, and the remaining 7.04% by nine individuals. Mr. Ren Weiming, Mr. Shen Yueming, Mr. Zhang Hongwen and Ms. Shen Hong, being executive Directors (or in the case of Mr. Shen Hong, an executive Director who had resigned with effective from 13 December 2024) and connected persons of the Company. Accordingly, Kingdom Creative and Heilongjiang Kangyuan are associates of connected persons of the Company under Chapter 14A of the Listing Rules, and thus are connected persons of the Company. Therefore, the Acquisition constituted a connected transaction for the Company under Chapter 14A of the Listing Rules.

Continuing connected transactions

The Group had entered into the following continuing connected transactions with its connected persons which subsisted during the Year. The transactions constituted non-exempt continuing connected transactions for the Company under Chapter 14A of the Listing Rules that were subject to reporting, annual review and announcement requirements but exempt from circular, independent financial advice and independent Shareholders’ approval requirements.

1. Purchases of chemicals and additives

On 8 December 2023, the Company and Jinxiu Jiangnan entered into a renewed framework agreement (the “**2024 Chemicals and Additives Purchase Framework Agreement**”), pursuant to which the Company agreed to purchase, and Jinxiu Jiangnan agreed to sell, chemicals and additives to the subsidiaries of the Company, including but not limited to Zhejiang Jinyuan, Zhejiang Kingdom, Jiangsu Jinyuan, Kingdom Ethiopia and Heilongjiang Kingdom, for a term of three years commencing from 1 January 2024 and ending on 31 December 2026 (both days inclusive). Please refer to the announcement of the Company dated 8 December 2023 for further details.

黑龍江康源為一間由浙江金達創業股份有限公司（「**金達創業**」）擁有53.6%權益的公司。金達創業由任維明先生擁有71.64%權益、沈躍明先生擁有10.75%權益、張鴻文先生擁有9.18%權益、沈鴻女士擁有1.39%權益以及九名個人擁有餘下7.04%權益。任維明先生、沈躍明先生、張鴻文先生及沈鴻女士為執行董事（或就沈鴻女士而言，為已於二零二四年十二月十三日辭任的執行董事）及本公司關連人士。因此，根據上市規則第14A章，金達創業及黑龍江康源均為本公司關連人士的聯繫人，故此為本公司的關連人士。因此，根據上市規則第14A章，收購事項構成本公司的關連交易。

持續關連交易

本集團與關連人士訂立下列持續關連交易，且於年內存續。根據上市規則第14A章，該等交易構成本公司的不獲豁免持續關連交易，須遵守申報、年度審閱及公告規定，惟豁免遵守通函、獨立財務意見及獨立股東批准規定。

1. 採購化學品及添加劑

於二零二三年十二月八日，本公司與錦繡江南訂立重續框架協議（「**二零二四年化學品及添加劑採購框架協議**」），據此，本公司同意採購，而錦繡江南同意向本公司附屬公司（包括但不限於浙江金元、浙江金達、江蘇金元、金達埃塞俄比亞及黑龍江金達）出售化學品及添加劑，由二零二四年一月一日起至二零二六年十二月三十一日止（包括首尾兩日）為期三年。有關進一步詳情，請參閱本公司日期為二零二三年十二月八日的公告。

Report of the Directors 董事會報告

The 2024 Chemicals and Additives Purchase Framework Agreement is a framework agreement which provides the mechanism for the procurement of chemicals and additives by the Group from Jinxiu Jiangnan. It is envisaged that from time to time and as required, individual agreements will be entered into between the Group and Jinxiu Jiangnan. Each individual agreement will set out the details of the chemicals and additives to be supplied by Jinxiu Jiangnan to the Group and the procurement costs.

The Group considered that the type of chemicals and additives and their mixing proportion were critical to the scouring and bleaching process, together with the identities of the suppliers, were collectively commercial secrets and important to the success of the Group. The chemicals and additives were first purchased by Jinxiu Jiangnan, re-labelled and then delivered to the wholly-owned subsidiaries of the Company. The chemicals were charged by Jinxiu Jiangnan at the original costs of purchase from the third-party suppliers plus the additional transportation costs of transporting the chemicals to the Group's factories. Such arrangements were purely made to preserve the commercial secrets of the Group and Jinxiu Jiangnan did not have any gain during the transactions.

As at the date of the 2024 Chemicals and Additives Purchase Framework Agreement, Jinxiu Jiangnan was owned as to 98% by Kingdom Creative and as to 2% by Mr. Ren Weiming. Kingdom Creative is owned as to 71.64% by Mr. Ren Weiming, 10.75% by Mr. Shen Yueming, 9.18% by Mr. Zhang Hongwen, 1.39% by Ms. Shen Hong, and the remaining 7.04% by nine individuals. Mr. Ren Weiming, Mr. Shen Yueming, Mr. Zhang Hongwen and Ms. Shen Hong, being executive Directors (or in the case of Mr. Shen Hong, an executive Director who had resigned with effective from 13 December 2024) and connected persons of the Company. Accordingly, Kingdom Creative and Heilongjiang Kangyuan are associates of connected persons of the Company under Chapter 14A of the Listing Rules, and thus are connected persons of the Company. Therefore, the Acquisition constituted a continuing connected transaction for the Company under Chapter 14A of the Listing Rules.

During the Year, the Group purchased chemicals and additives for scouring and bleaching from Jinxiu Jiangnan with an amount of RMB1,714,000 (2023: RMB2,060,000), which did not exceed the annual cap for the Year, which was RMB4,000,000.

二零二四年化學品及添加劑採購框架協議為框架協議，訂明本集團向錦繡江南採購化學品及添加劑的機制。預期本集團與錦繡江南將不時及按需要訂立個別協議。各個別協議將載列錦繡江南向本集團將予供應化學品及添加劑的詳情及採購成本。

本集團認為，化學品及添加劑的種類以及其混合比例就煮漂工藝而言至關重要，連同供應商的身份均為商業秘密，對本集團的成功至關重要。化學品及添加劑首先由錦繡江南採購，重新貼標後再交付予本公司全資附屬公司。化學品由錦繡江南按第三方供應商的原採購價收取，另加運輸化學品至本集團工廠的額外運輸成本。有關安排純粹是為了保護本集團的商業秘密，錦繡江南於交易過程中並無任何收益。

於二零二四年化學品及添加劑採購框架協議日期，錦繡江南由金達創業擁有98%權益及由任維明先生擁有2%權益。金達創業由任維明先生擁有71.64%權益、沈躍明先生擁有10.75%權益、張鴻文先生擁有9.18%權益、沈鴻女士擁有1.39%權益及九名個人擁有餘下7.04%權益。任維明先生、沈躍明先生、張鴻文先生及沈鴻女士為執行董事（或就沈鴻女士而言，為已於二零二四年十二月十三日辭任的執行董事）及本公司關連人士。因此，根據上市規則第14A章，金達創業及黑龍江康源均為本公司關連人士的聯繫人，故此為本公司的關連人士。因此，根據上市規則第14A章，收購事項構成本公司的持續關連交易。

年內，本集團向錦繡江南採購用於煮漂工藝的化學品及添加劑，金額為人民幣1,714,000元（二零二三年：人民幣2,060,000元），該金額未超過年內人民幣4,000,000元的年度上限。

Report of the Directors

董事會報告

As the highest of the applicable percentage ratios (other than the profits ratio) with reference to the annual caps of the transactions contemplated under the 2024 Chemicals and Additives Purchase Framework Agreement exceeded 0.1% but was less than 5% as at the date of such agreement, the transactions contemplated thereunder are only subject to the reporting, announcement and annual review requirements, but are exempted from the circular, independent financial advice and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

2. Photovoltaic Electricity Purchase Agreement

On 24 October 2022, Zhejiang Jinda Flax Co., Ltd. ("**Zhejiang Kingdom**") and Zhejiang Jinyuan, both indirect wholly-owned subsidiaries of the Company, entered into a purchase agreement (the "**Photovoltaic Electricity Purchase Agreement**") with Zhejiang Yuyuan Photovoltaic Co., Ltd. ("**Zhejiang Yuyuan**"), pursuant to which Zhejiang Kingdom and Zhejiang Jinyuan agreed to purchase from Zhejiang Yuyuan electricity generated from the photovoltaic electricity system owned, managed and operated by Zhejiang Yuyuan for a term of three years commencing from 1 October 2022 and ending on 30 September 2025, at an annual cap of no more than RMB3,500,000 per year.

Zhejiang Yuyuan is wholly-owned by Kingdom Creative. Kingdom Creative is owned as to 71.64% by Mr. Ren Weiming, 10.75% by Mr. Shen Yueming, 9.18% by Mr. Zhang Hongwen, 1.39% by Ms. Shen Hong, and the remaining 7.04% by nine individuals. Mr. Ren Weiming, Mr. Shen Yueming, Mr. Zhang Hongwen and Ms. Shen Hong, being executive Directors (or in the case of Mr. Shen Hong, an executive Director who had resigned with effective from 13 December 2024) and connected persons of the Company. Accordingly, Kingdom Creative and Zhejiang Yuyuan are associates of connected persons of the Company under Chapter 14A of the Listing Rules, and thus are connected persons of the Company. Therefore, the transactions contemplated under the Photovoltaic Electricity Purchase Agreement constituted a continuing connected transaction for the Company under Chapter 14A of the Listing Rules.

經參考二零二四年化學品及添加劑採購框架協議項下擬進行的交易的年度上限，由於該協議日期，最高適用百分比率（盈利比率除外）超過0.1%但少於5%，故根據上市規則第14A章，其項下擬進行的交易僅須遵守申報、公告及年度審閱規定，惟獲豁免遵守通函、獨立財務意見及獨立股東批准規定。

2. 光伏發電購售電合同

於二零二二年十月二十四日，浙江金達亞麻有限公司（「**浙江金達**」）及浙江金元（均為本公司的間接全資附屬公司）與浙江昱源光伏有限公司（「**浙江昱源**」）訂立購售合同（「**光伏發電購售電合同**」），據此，浙江金達及浙江金元同意向浙江昱源購買浙江昱源所擁有、管理及運行的光伏發電系統產生的電能，由二零二二年十月一日起至二零二五年九月三十日止為期三年，年度上限不超過每年人民幣3,500,000元。

浙江昱源由金達創業全資擁有。金達創業由任維明先生擁有71.64%權益、沈躍明先生擁有10.75%權益、張鴻文先生擁有9.18%權益、沈鴻女士擁有1.39%權益，以及九名個人擁有餘下7.04%權益。任維明先生、沈躍明先生、張鴻文先生及沈鴻女士為執行董事（或就沈鴻女士而言，為已於二零二四年十二月十三日辭任的執行董事）及本公司關連人士。因此，根據上市規則第14A章，金達創業及浙江昱源均為本公司關連人士的聯繫人，故為本公司之關連人士。因此，根據上市規則第14A章，光伏發電購售電合同項下擬進行之交易構成本公司的持續關連交易。

Report of the Directors 董事會報告

During the Year, the Group purchased electricity from Zhejiang Yuyuan with an amount of RMB2,056,000 (2023: RMB2,208,000), which was within the annual cap. The price of electricity purchased was charged with a discount rate of approximately 3.5% to the prevailing government prescribed price for industrial use in Haiyan County.

As the applicable percentage ratios (other than the profits ratio) with reference to the annual caps of the transactions contemplated under the Photovoltaic Electricity Purchase Agreement exceeded 0.1% but was less than 5% as at the date of such agreement, the transactions contemplated thereunder are only subject to the reporting, announcement and annual review requirements, but are exempted from the circular, independent financial advice and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. For further details, please also refer to the announcement of the Company dated 24 October 2022.

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) either (a) on normal commercial terms; or (b) where there are no available comparable terms, on terms no less favorable to the Company than terms available to or from independent third parties; and
- (iii) according to the agreements governing them and on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

年內，本集團向浙江昱源購買電能人民幣2,056,000元（二零二三年：人民幣2,208,000元），該金額於年度上限內。所購電價按海鹽縣工業用現行政府規定電價下浮約3.5%收取。

經參考光伏發電購售電合同項下擬進行的交易的年度上限，由於於該協議日期，適用百分比率（盈利比率除外）超過0.1%但少於5%，故根據上市規則第14A章，光伏發電購售電合同項下擬進行的交易僅須遵守申報、公告及年度審閱規定，惟獲豁免遵守通函、獨立財務意見及獨立股東批准規定。有關進一步詳情，請亦參閱本公司日期為二零二二年十月二十四日的公告。

獨立非執行董事已審閱上述持續關連交易，並確認交易：

- (i) 於本集團的一般及日常業務過程中進行；
- (ii) (a)按正常商業條款；或(b) (如無可供比較的條款) 按不遜於本公司向獨立第三方提供或從獨立第三方取得的條款進行；及
- (iii) 根據監管交易的有關協議，按公平合理及符合股東的整體利益的條款進行。

Report of the Directors

董事會報告

The auditors of the Company were engaged to report on the continuing connected transactions of the Group for the Year and the auditors have provided a letter to the Board in accordance with Rule 14A.56 of the Listing Rules, confirming that nothing has come to their attention that caused the auditors to believe that the disclosed continuing connected transactions:

- (i) have not been approved by the Board;
- (ii) were not entered into, in all material respects, in accordance with the pricing policies of the Group and the relevant agreements governing such transactions; and
- (iii) have exceeded the annual cap as set by the Company in respect of such continuing connected transactions.

Save as disclosed above, during the Year, the Group did not enter into any other connected transaction or continuing connected transaction which needs to be disclosed in this annual report pursuant to the requirements of the Listing Rules.

Save as disclosed above, the other related party transactions as disclosed in note 32 to the financial statements do not constitute connected transactions or continuing connected transactions required to be disclosed in this annual report under the Listing Rules. The related party transactions that constituted connected transactions or continuing connected transactions of the Group have complied with the disclosure requirements under Chapter 14A of the Listing Rules.

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Group as at 31 December 2024 are set out in note 25 to the financial statements.

本公司核數師獲委聘就本集團年內的持續關連交易作出報告，且核數師已根據上市規則第14A.56條向董事會發出函件，確認並無發現任何事項致使核數師認為所披露的持續關連交易：

- (i) 尚未經董事會批准；
- (ii) 在所有重大方面並無根據本集團的定價政策及監管有關交易的相關協議進行；及
- (iii) 有關持續關連交易已超過本公司設定的年度上限。

除上文所披露者外，年內，本集團並無訂立任何其他根據上市規則規定須於本年報披露的關連交易或持續關連交易。

除上文所披露者外，財務報表附註32披露的其他關連方交易不構成根據上市規則規定須於本年報披露的關連交易或持續關連交易。構成本集團關連交易或持續關連交易的關連方交易已遵守上市規則第14A章項下的披露規定。

銀行貸款及其他借貸

本集團截至二零二四年十二月三十一日的銀行貸款及其他借貸詳情載於財務報表附註25。

Report of the Directors

董事會報告

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

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

PURCHASE, SALE OR REDEMPTION OF THE GROUP'S LISTED SHARES

The Company or any of its subsidiaries did not purchase, sell or redeem any of the Group's listed securities (including sale of any treasury shares) during the Year.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles and the Companies Act, Cap. 22 of the Cayman Islands, as amended, supplemented or otherwise modified from time to time.

RELIEF OF TAXATION

The Company is not aware of any relief from taxation available to the Shareholders by reason of their holding of the Shares.

PENSION SCHEMES

Details of the Group's pension scheme are set out in note 2.4 and note 7 to the financial statements.

SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and within the knowledge of the Board, as at the date of this annual report, the Company has maintained a sufficient public float as required under the Listing Rules.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Set out below is information disclosed pursuant to Rule 8.10(2) of the Listing Rules:

As at 31 December 2024, none of the Directors nor their respective associates had interests in businesses which compete or are likely to compete, either directly or indirectly, with the business of the Group.

Mr. Ren Weiming ("Mr. Ren") holds directorships and/or interests respectively, either directly and/or through Kingdom Creative, in certain private companies (the "Private Companies"). Mr. Shen Yueming and Mr. Zhang Hongwen also hold directorship in Kingdom Creative and certain of its subsidiaries. The Private Companies are engaged in the silk and/or silk products manufacturing and/or trading industry, banking and finance leasing (the "Excluded Business"), which are fundamentally different from the products manufactured by the Group.

根據上市規則的持續披露責任

本公司根據上市規則第13.20、13.21及13.22條並無任何披露責任。

購買、出售或贖回本集團上市股份

本公司或其任何附屬公司於年內概無購買、出售或贖回本集團的任何上市證券(包括出售任何庫存股份)。

優先購買權

細則及開曼群島公司法第22章(經不時修訂、補充或以其他方式修改)並無優先購買權的條文。

稅項減免

本公司並不知悉股東因持有股份而可獲得的任何稅項減免。

退休金計劃

本集團退休金計劃詳情載於財務報表附註2.4及附註7。

足夠公眾流通量

根據本公司可公開獲得的資料及就董事會所知，於本年報日期，本公司已按上市規則規定保持足夠公眾流通量。

董事於競爭業務中的權益

以下所載乃根據上市規則第8.10(2)條披露的資料：

於二零二四年十二月三十一日，概無董事或其各自的聯繫人於與本集團業務直接或間接構成競爭或可能構成競爭的業務中擁有權益。

任維明先生(「任先生」)分別於若干私人公司(「該等私人公司」)出任董事及／或直接及／或透過金達創業持有權益。沈躍明先生及張鴻文先生亦於金達創業及其若干附屬公司擔任董事。該等私人公司從事製造絲綢及／或絲質產品及／或貿易行業、銀行及融資租賃(「除外業務」)，基本上與本集團製造的產品不同。

Report of the Directors 董事會報告

Mr. Ren undertakes, subject to the exceptions mentioned in the prospectus of the Company dated 30 November 2006 (the “Prospectus”), that he will not, and will procure that his associates will not (a) either on his own account or in conjunction with or on behalf of any person, firm or company, directly or indirectly be interested or involved or engaged in or acquire or hold an interest (in each case whether as a shareholder, partner, agent, consultant, employee or otherwise and whether for profit, reward or otherwise) in any business which is or is about to be engaged in any business which competes or is likely to compete directly or indirectly with the Group’s business, those other businesses of the Group as set out in the Prospectus, in Hong Kong, the PRC and any other country or jurisdiction to which the Group markets or sells its products and/or in which any member of the Group carries on business mentioned above from time to time (the “Restricted Activity”), or (b) either on his own account or in conjunction with or on behalf of any person, firm or company, or as a principal, shareholder, partner, agent, consultant, employee or otherwise and whether for profit, reward or otherwise, directly or indirectly, solicit, interfere with or endeavour to entice away from any member in the Group any person, firm, company or organisation who to its or his knowledge is now or has been a customer, supplier or employee of any member of the Group.

By reasons of the fact that the Excluded Business does not pose any direct or indirect actual competition with the Group’s business and that Mr. Ren has already given an undertaking as referred to above, the Group is therefore capable of carrying on its business independently of, and at arms’ length from, the Excluded Business as described above.

As at the date of this annual report, Mr. Ren has no plan to inject the aforesaid Excluded Business into the Group.

The Company has received from Kingdom Investment and Mr. Ren an annual confirmation that it/he has fully complied with its/his obligations under the deed of non-competition in favour of the Company dated 27 November 2006 during the Year.

在本公司日期為二零零六年十一月三十日的招股章程（「招股章程」）所述的例外情況規限下，任先生承諾彼將不會並促使其聯繫人將不會(a)就其本身或聯同或代表任何人士、商號或公司直接或間接擁有或參與或從事或收購或持有任何業務的權益（於各情況下不論以股東、合夥人、代理、顧問、僱員或其他身份，亦不論為取得利益、回報或其他目的），而上述業務會或很可能會從事於香港、中國及本集團不時推銷或銷售其產品及／或本集團任何成員公司不時進行上述業務的任何其他國家或司法權區與本集團業務、招股章程所載的本集團其他業務直接或間接構成競爭或很可能構成競爭的任何業務（「受限制活動」）；或(b)就其本身或聯同或代表任何人士、商號或公司或以主事人、股東、合夥人、代理、顧問、僱員或其他身份，亦不論為取得利益、回報或其他目的，直接或間接招攬、干預或設法誘使據其所知現時或曾經為本集團任何成員公司客戶、供應商或僱員的任何人士、商號、公司或組織離開本集團任何成員公司。

由於除外業務不會對本集團業務構成任何直接或間接實際競爭，及任先生已作出上述承諾，故本集團業務能夠從上述的除外業務中獨立出來及按公平協商原則進行。

於本年報日期，任先生並無計劃將上述除外業務注入本集團。

年內，本公司已收到Kingdom Investment及任先生的年度確認書，確認其已全面遵守日期為二零零六年十一月二十七日以本公司為受益人的不競爭契約。

Report of the Directors

董事會報告

CORPORATE STRATEGY AND LONG TERM BUSINESS MODEL

The Company strives to be one of the largest linen yarn manufacturers in the world through its commitment to sustainable development and technical innovation, developing proprietary intellectual property rights, branding of products and pursuing advanced management for lean management and excellent performance to generate or preserve value over a longer term.

The Board periodically reviews the progress made against ESG related goals and targets to enable the Group's sustainable development of its business, in order to generate or preserve value over a longer term.

DIVIDEND POLICY

The Company has adopted a dividend policy on 14 December 2018 (the “**Dividend Policy**”).

Pursuant to the Dividend Policy, the annual dividend to be distributed by the Company to the Shareholders shall be not less than 20% of the Group's profit attributable to Shareholders in any financial year, subject to the criteria set out in the Dividend Policy.

Such declaration and payment of dividends shall remain to be determined at the sole discretion of the Board and shall be subject to all applicable requirements under the Companies Act of the Cayman Islands and the Articles.

In proposing any dividend payout, the Board shall also take into account, inter alia, the Group's actual and expected financial performance; Shareholders' interests; general business conditions and strategies; the Group's expected working capital requirements and future expansion plans; possible effects on the Group's creditworthiness; general economic conditions, business cycle of the Group's operations and other internal or external factors that may have an impact on the business or financial performance and position of the Company; and other factors that the Board deems appropriate.

公司策略及長期業務模式

本公司致力於可持續發展及技術創新，開發自主知識產權，產品品牌營銷，追求卓越管理從而達致精益管理及優秀表現，銳意成為全球最大型亞麻紗製造商之一，長期創造或維持價值。

董事會定期審閱ESG相關目標的進展，旨在實現本集團業務的可持續發展，從而創造或保持長期價值。

股息政策

本公司已於二零一八年十二月十四日採納一項股息政策（「**股息政策**」）。

根據股息政策，本公司於任何財政年度向股東分派的年度股息將不少於股東應佔本集團溢利的20%，惟受股息政策內所載條件規限。

有關股息宣派及派付仍由董事會全權酌情釐定並受開曼群島公司法項下全部適用規定及細則規限。

董事會在建議任何股息派付時，亦須考慮到（其中包括）本集團的實際及預期財務表現、股東權益、一般業務狀況及策略、本集團的預期營運資金要求及日後擴張計劃、對於本集團的信譽的潛在影響、一般經濟狀況、本集團業務的業務週期及可能影響本公司的業務或財務表現及財政狀況的其他內在或外在因素，以及董事會認為合適的其他因素。

Report of the Directors 董事會報告

The Company will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time. The Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time. The payment of dividend is also subject to any restriction under the Companies Act of the Cayman Islands and any other applicable laws, rules and regulations, as well as the Articles (as amended from time to time).

CORPORATE GOVERNANCE

The Group's principal corporate governance practices are set out on page 62.

CLOSURE OF REGISTER OF MEMBERS

In order to determine shareholders' entitlement to attend and vote at the forthcoming annual general meeting of the Company, the register of members of the Company will be closed from Friday, 6 June 2025 to Friday, 13 June 2025, both days inclusive, during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the forthcoming annual general meeting of the Company, unregistered holders of Shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 5 June 2025.

本公司將繼續檢討該股息政策，並且保留權利按其全權絕對酌情決定權於任何時間更新、修訂及／或修改該股息政策。該股息政策並不構成本公司作出的具法律約束力的承諾，表示將以任何具體金額支付股息，及／或本公司並無義務於任何時間或不時宣派股息。派付股息亦須遵守開曼群島公司法及任何其他適用法律、規則及法規以及細則（經不時修訂）項下的任何限制條件。

企業管治

本集團的主要企業管治常規載於第62頁。

暫停股份過戶登記手續

為釐定股東出席本公司應屆股東週年大會並於會上投票的權利，本公司將於二零二五年六月六日（星期五）至二零二五年六月十三日（星期五）（包括首尾兩日）暫停辦理股份過戶登記手續，於該期間將不會辦理股份過戶。為符合資格出席本公司應屆股東週年大會並於會上投票，本公司股份的未登記持有人應確保所有過戶文件連同相關股票必須不遲於二零二五年六月五日（星期四）下午四時三十分交回本公司的香港股份過戶登記分處卓佳證券登記有限公司（地址為香港夏慤道16號遠東金融中心17樓），以辦理登記手續。

Report of the Directors 董事會報告

In order to determine shareholders' entitlement to the proposed final dividend (subject to approval by the Shareholders at the forthcoming annual general meeting), the register of members of the Company will be closed from Tuesday, 24 June 2025 to Wednesday, 25 June 2025, both days inclusive, during which period no transfer of Shares will be effected. In order to be eligible to the proposed final dividend (subject to approval by the Shareholders at the annual general meeting), unregistered holders of Shares of the Company shall ensure that, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at above address for registration not later than 4:30 p.m. on Monday, 23 June 2025. The proposed final dividend, subject to Shareholders' approval at the forthcoming annual general meeting, will be paid to Shareholders on or before Wednesday, 23 July 2025 whose names appear on the register of members of the Company at the close of business on Wednesday, 25 June 2025.

AUDITORS

Ernst & Young will retire and a resolution for their re-appointment as auditors of the Company will be proposed at the forthcoming annual general meeting. The Company has not changed its auditors in the preceding three years.

On behalf of the Board

Ren Weiming

Chairman

Haiyan County, the PRC, 26 March 2025

* For identification purpose only

為釐定股東享有建議末期股息（有待股東於應屆股東週年大會上批准）的權利，本公司將於二零二五年六月二十四日（星期二）至二零二五年六月二十五日（星期三）（包括首尾兩日）暫停辦理股份過戶登記手續，於該期間將不會辦理股份過戶。為符合資格享有建議末期股息（有待股東於股東週年大會上批准），本公司股份的未登記持有人應確保所有過戶文件連同相關股票必須不遲於二零二五年六月二十三日（星期一）下午四時三十分交回本公司的香港股份過戶登記分處卓佳證券登記有限公司（地址如上），以辦理登記手續。待股東於應屆股東週年大會上批准後，建議末期股息將於二零二五年七月二十三日（星期三）或之前向於二零二五年六月二十五日（星期三）營業時間結束時名列本公司股東名冊的股東派付。

核數師

安永會計師事務所將於應屆股東週年大會上退任，而會上將提呈續聘安永會計師事務所為本公司核數師的決議案。在過去三年內，本公司未有更換核數師。

代表董事會

主席

任維明

中國海鹽縣，二零二五年三月二十六日

* 僅供識別





Corporate Governance Report

企業管治報告

CORPORATE PURPOSE, STRATEGY AND GOVERNANCE

The Company is headed by an effective board which assumes responsibility for its leadership and control and is collectively responsible for promoting its success by directing and supervising its affairs. All Directors are expected to make decisions objectively in the best interests of the Company.

The Company recognizes the importance of incorporating elements of good corporate governance into the management structures and internal control procedures of the Group so as to achieve effective accountability and safeguard the interests of the shareholders of the Company. The Company has adopted the Corporate Governance Code contained in Part 2 of Appendix C1 to the Listing Rules, as amended from time to time (the “CG Code”), as its own code of corporate governance.

Kingdom strives to be one of the largest linen yarn manufacturers in the world through its commitment to sustainable development and technical innovation, developing proprietary intellectual property rights, branding of products and pursuing advanced management for lean management and excellent performance to generate or preserve value over a longer term.

All Directors are expected to act with integrity, set a good example, and promote the desired culture and core values of the Group, namely, Responsible, Sincere, Innovative, and Mutually Successful.

The financial performance of the Group for the Year is set out in the sections headed “Chairman’s Statement” on page 6 and “Management Discussion and Analysis” on page 11 of this annual report. Other performance of the Group for the Year is set out in the ESG report which is separately published and is available for download on the websites of the Company and the Stock Exchange.

At Kingdom, environmental considerations are central and are embedded in our decision-making and management processes. Kingdom also supports the development of innovative technologies and properly uses and invests in technologies and businesses that have less adverse impact on the environment.

企業宗旨、策略及管治

本公司由有效的董事會領導，董事會履行領導和監控責任，並透過帶領及監督本公司事務共同負責促進其成功。全體董事應客觀地作出符合本公司最佳利益的決策。

本公司認可在本集團管理架構及內部監控程序內引入良好企業管治元素的重要性，藉以達致有效的問責制及保障本公司股東的權益。本公司已採納上市規則附錄C1第2部所載的企業管治守則（經不時修訂）（「企業管治守則」）作為其本身的企業管治守則。

金達致力於可持續發展及技術創新，開發自主知識產權，產品品牌營銷，追求卓越管理從而達致精益管理及優秀表現，銳意成為全球最大型亞麻紗製造商之一，長期創造或維持價值。

全體董事均應誠信行事，以身作則，弘揚本集團理想的文化和核心價值觀，即「責任、真誠、創新、共贏」。

本集團於年內的財務表現載於本年報第6頁的「主席報告書」及第11頁的「管理層討論及分析」各節。本集團於年內的其他表現載於ESG報告，該報告單獨刊發，可於本公司及聯交所網站下載。

在決策和管理過程中，金達堅持以環保為本。金達亦支持創新技術的開發並正確使用及投資對環境產生較小不利影響的技術及業務。

Corporate Governance Report

企業管治報告

The Board is committed to periodically reviewing the progress made against ESG-related goals and targets to facilitate the Group's sustainable development of its business, in order to generate or preserve value over a longer term.

Except for the deviation from code provision C.2.1 of the CG Code as further detailed in the section headed "Chairman and Chief Executive Officer" below, the Company has complied with all the code provisions set out in the CG Code that were in effect during the Year. The Company will continue to review and monitor its corporate governance practices to ensure compliance with the CG Code.

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code and has also devised a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard set out in the Model Code. Having made specific enquiries with all Directors, all the Directors have confirmed that they have complied with the provisions of the Model Code and the Company's code of conduct regarding Directors' securities transactions for the Year and up to the date of this annual report.

THE BOARD

The Board currently consists of nine Directors, four of whom are executive Directors, one of whom is non-executive Director and four of whom are independent non-executive Directors. There are eight male Directors and one female Director. The functions and duties conferred on the Board include: overseeing the Group's businesses, strategic decisions and performance, promoting the success of the Company by directing and supervising its affairs, convening Shareholders' meetings and reporting on the work of the Board to the Shareholders at Shareholders' meetings as may be required by the applicable laws, implementing resolutions passed at Shareholders' meetings, determining the Company's business plans and investment plans, formulating the Company's annual budget and final accounts, formulating the Company's proposals for dividend and bonus distributions as well as exercising other powers, functions and duties as conferred on it by the Articles and the applicable laws. The senior management is delegated with the authority and responsibility by the Board to oversee the day-to-day management and operations of the Group, and will report back and obtain prior Board approval before making key investment decisions. The Board will review the arrangements with respect to the functions reserved to the Board and those delegated to management from time to time to ensure that they remain appropriate to the Company's needs.

董事會定期檢討就ESG相關目的及目標所取得的進展，使本集團的業務永續發展，從而長期創造或維持價值。

除誠如下文「主席及行政總裁」一節所進一步詳述的偏離企業管治守則守則條文C.2.1外，本公司已遵守於年內生效之企業管治守則所載之所有守則條文。本公司將繼續檢討及監察其企業管治常規，以確保遵守企業管治守則。

董事進行證券交易的標準守則

本公司已就董事進行證券交易採納標準守則，亦已制訂操守守則，其條款不遜於標準守則所載的規定標準。經向全體董事作出特定查詢後，全體董事已確認於年內及直至本年報日期，一直遵守標準守則的條文及本公司有關董事進行證券交易的操守守則。

董事會

董事會成員目前包括九名董事，其中四名為執行董事、一名為非執行董事及四名為獨立非執行董事。八名為男性董事及一名為女性董事。董事會的職能及職責包括：監察本集團的業務、戰略決策及表現、透過帶領及監督本公司事務促進本公司成功、召開股東大會及按適用法例要求於股東大會上向股東匯報董事會的工作、執行於股東大會通過的決議案、釐定本公司的業務計劃及投資計劃、制定本公司的年度預算及期末賬目、制定本公司股息和分紅的建議以及行使細則及適用法律所賦予的其他權力、職能及職責。高級管理層獲董事會授予職權及責任以監督本集團日常管理及營運，而在作出關鍵投資決定之前，將會向董事會進行匯報並獲得其事先批准。董事會將不時檢討有關董事會所保留職能及授予管理層職能的安排，以確保該等安排符合本公司的需求。

Corporate Governance Report

企業管治報告

The Board meets regularly to review the financial and operating performance of the Company, and to consider and approve the overall strategies and policies of the Company. The composition of the Board and attendance of individual Directors at the meetings of the Board, the Remuneration Committee, the Audit Committee and the Nomination Committee during the Year are as follows:

董事會定期舉行會議審閱本公司的財務及營運表現，並考慮及批准本公司整體策略及政策。於年內，董事會組成成員及個別董事出席董事會、薪酬委員會、審核委員會及提名委員會會議的情況如下：

		Relevant Meetings Attended/Held 出席／舉行相關會議			
		Board 董事會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會	Nomination Committee 提名委員會
Directors	董事				
Executive Directors	執行董事				
Mr. Ren Weiming (Chairman of the Board and appointed as Chairman of Nomination Committee with effect from 13 December 2024)	任維明先生 (董事會主席及自二零二四年 十二月十三日起獲委任為 提名委員會主席)	4/5			
Mr. Shen Yueming	沈躍明先生	5/5			1/1
Mr. Zhang Hongwen	張鴻文先生	5/5	1/1		
Ms. Shen Hong (resigned with effect from 13 December 2024)	沈鴻女士 (自二零二四年十二月十三日 起辭任)	4/5			
Mr. Ren Zhong (appointed with effect from 13 December 2024)	任中先生 (自二零二四年十二月十三日 起獲委任)	1/1			
Non-executive Director	非執行董事				
Mr. Ngan Kam Wai Albert (resigned with effect from 13 December 2024)	顏金煒先生 (自二零二四年十二月 十三日起辭任)	5/5			
Mr. Ngan Martin (appointed with effect from 13 December 2024)	顏錦棠先生 (自二零二四年十二月 十三日起獲委任)	1/1			
Independent non-executive Directors	獨立非執行董事				
Mr. Lau Ying Kit (Chairman of the Audit Committee)	劉英傑先生 (審核委員會主席)	5/5		2/2	1/1
Mr. Lo Kwong Shun Wilson (resigned with effect from 13 December 2024)	羅廣信先生 (自二零二四年十二月 十三日起辭任)	5/5	1/1	2/2	1/1
Mr. Yan Jianmiao (Chairman of the Remuneration Committee)	嚴建苗先生 (薪酬委員會主席)	5/5	1/1	2/2	
Ms. Zhang Chan (appointed with effect from 13 December 2024)	張嬋女士 (自二零二四年十二月 十三日起獲委任)	1/1			
Mr. Fan Lei (appointed with effect from 13 December 2024)	范磊先生 (自二零二四年十二月 十三日起獲委任)	1/1			

Apart from regular Board meetings, the chairman of the Board also held meetings with the independent non-executive Directors without the presence of the other Directors during the Year.

除定期董事會會議外，董事會主席於年內亦與獨立非執行董事舉行並無其他董事出席的會議。

Corporate Governance Report

企業管治報告

The biographical details of the current Board members are set out under the section headed “Directors and Senior Management” on page 28 of this annual report. Save as otherwise disclosed, there is no relationship (including financial, business, family or other material relationship) between any members of the Board or senior management of the Company.

The list of Directors (by category) is also disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time. The independent non-executive Directors are expressly identified in all corporate communications pursuant to the Listing Rules.

During the Year, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise, and the independent non-executive Directors represented over one-third of the Board.

The Company has received from each of its independent non-executive Directors a written confirmation of his or her independence pursuant to Rule 3.13 of the Listing Rules and the Board considers all of the independent non-executive Directors to be independent in accordance with Rule 3.13 of the Listing Rules during the Year and remain so as at the date of this annual report.

Each Director has entered into a written service agreement or appointment letter with the Company setting out the key terms and conditions of his or her appointment.

All Board members have separate and independent access to the Company’s senior management to fulfil their duties and, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company’s expense. All Directors also have access to the company secretary who is responsible for ensuring that the Board procedures, and all applicable rules and regulations, are followed. An agenda and accompanying Board/committee papers are distributed to the Directors/Board committee members with notice of at least 14 days in advance of regular board meetings and reasonable notice for other meetings, and Directors/Board committee members may request for inclusion of additional matters in the agenda. Minutes of Board meetings and meetings of Board committees, which record in sufficient detail the matters considered by the Board/committee and decisions reached, including any concerns raised by the Directors or dissenting views expressed, are kept by the company secretary and are available for inspection by the Directors.

董事會現時成員的履歷詳情載於本年報第28頁的「董事及高級管理層」一節。除另有披露者外，董事會任何成員或本公司高級管理層之間概無任何關連（包括財務、業務、家族或其他重大關連）。

董事名單（按分類表示）亦於本公司根據上市規則不時刊發的所有公司通訊內披露。獨立非執行董事亦根據上市規則在所有公司通訊中有明確識別。

上市規則規定須委任至少三名獨立非執行董事，其中至少一名獨立非執行董事必須具備適當專業資格，或會計或相關財務管理專長，且獨立非執行董事必須佔董事會成員人數至少三分之一。年內，董事會於任何時候均符合此項規定。

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出的獨立性確認書，而董事會認為按照上市規則第3.13條，全體獨立非執行董事於年內均為獨立人士，且將於本年報日期仍為獨立人士。

每位董事均已與本公司訂立書面服務協議或委任函，當中列明其任命的主要條款及條件。

所有董事會成員有個別及獨立接觸本公司高級管理層的機會，以履行他們的職責，及在適當的情況下根據合理的要求尋求獨立專業的意見，費用由本公司承擔。所有董事亦可接觸公司秘書，彼負責確保董事會程序及所有適用規則及法規皆獲遵守。議程及隨附的董事會／委員會文件會在定期董事會會議舉行前至少14日及其他會議舉行的合理時間內分發予董事／董事委員會成員，而董事／董事委員會成員可要求於議程加入額外事項。記錄了董事會／委員會考慮及達成決策的事宜詳情（包括任何董事提出的關注問題或反對意見）的董事會會議及董事委員會會議的會議記錄，由公司秘書保存及可由董事查閱。

Corporate Governance Report

企業管治報告

Pursuant to article 83(3) of the Articles of Association of the Company (the “Articles”), any Director appointed by the Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election. In accordance with article 83(3) of the Articles, Mr. Ren Zhong, Mr. Ngan Martin, Ms. Zhang Chan and Mr. Fan Lei shall be subject to retirement at the forthcoming annual general meeting. Also, pursuant to article 84 of the Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years and be eligible for re-election. In accordance with article 84 of the Articles, any Director appointed by the Board pursuant to article 83(3) of the Articles shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. In this regard, Mr. Yan Jianmiao and Mr. Lau Ying Kit, being independent non-executive directors who have been serving for more than nine years, shall retire from office by rotation at the forthcoming annual general meeting. All retiring Directors, being eligible, will offer themselves for re-election as Directors at the forthcoming annual general meeting.

DIRECTORS’ RESPONSIBILITY

Every Director must always know their responsibilities as a Director of the Company and the conduct, business activities and development of the Company. Given the essential unitary nature of the board, non-executive Directors have the same duties of care and skill and fiduciary duties as executive Directors.

Newly appointed Directors of the Company will receive a comprehensive, formal and tailored induction on appointment from the legal advisors of the Company. Subsequently, they will also receive briefings and professional development trainings necessary to ensure that they have a proper understanding of the Company’s operations and business and are fully aware of their responsibilities under statute and common law, the Listing Rules, legal and other regulatory requirements and the Company’s business and governance policies.

The following statement, which sets out the responsibilities of the Directors in relation to the financial statements, should be read in conjunction with, but be distinguished from, the Independent Auditors’ Report on page 94 which states the reporting responsibilities of the Group’s auditors.

根據本公司組織章程細則（「細則」）第83(3)條，由董事會委任的任何董事將任職至下一屆股東週年大會結束時為止，並可於會上膺選連任。根據細則第83(3)條，任中先生、顏錦棠先生、張嬋女士及范磊先生將於應屆股東週年大會上退任。此外，根據細則第84條，於每屆股東週年大會上，當時為數三分之一的董事（或如董事人數並非三(3)的倍數，則須為最接近但不少於三分之一的董事人數）均須輪席退任，惟每位董事須最少每三年退任一次，並合資格膺選連任。按照細則第84條，根據細則第83(3)條由董事會委任的任何董事，在決定按輪值退任的特定董事或董事數目時不應計算在內。就此而言，嚴建苗先生及劉英傑先生為已服務超過九年的獨立非執行董事，須於應屆股東週年大會上輪席退任。所有退任董事均合資格並願意於應屆股東週年大會上膺選連任為董事。

董事職責

每名董事須時刻了解其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。由於董事會本質上是個一體組織，非執行董事應有與執行董事相同的受信責任以及以應有謹慎態度和技能行事的責任。

本公司新委任的董事在接受委任時將獲本公司法律顧問提供全面、正式及定制的就任須知。其後彼等亦將獲得所需的簡介及專業發展培訓，以確保彼等對本公司的營運及業務有適當的了解，以及完全知悉其在法規及普通法、上市規則、法律及其他監管規定的職責以及本公司的業務及管治政策。

以下聲明列出董事對財務報表的責任，它必須連同第94頁的獨立核數師報告一起閱讀，但兩者又必須被區別開來。獨立核數師報告列明本集團核數師的報告責任。

Corporate Governance Report

企業管治報告

Annual Report and Accounts

The Directors acknowledge their responsibilities to prepare financial statements for each financial year, which gives a true and fair view of the state of affairs of the Group, and present a balanced, clear and understandable assessment in annual and interim reports and other financial disclosures required by the Listing Rules.

Accounting Policies

The Directors consider that in preparing the financial statements, the Group has used appropriate accounting policies that are consistently applied, and that all applicable accounting standards have been followed.

Accounting Records

The Directors are responsible for ensuring that the Group keeps accounting records which disclose with reasonable accuracy the financial position of the Group and which enable the preparation of financial statements in accordance with the disclosure requirements of the Companies Ordinance (Cap. 622, Laws of Hong Kong) and the applicable accounting standards.

Safeguarding Assets

The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under code provision C.2.1 of the CG Code, the roles of the chairman and chief executive officer should be separate and should not be performed by the same individual.

The Company does not have any officer with the title of “chief executive officer”. However, Mr. Ren Weiming, who acts as the chairman of the Company, is also responsible for overseeing the general operations of the Group. The Board meets regularly to consider major matters affecting the operations of the Company. The Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Company and is conducive to strong and consistent leadership, enabling the Company to operate efficiently.

年報及賬目

董事確認其有責任於每個財政年度編製真實而公允地反映本集團事務狀況的財務報表，並在年度及中期報告以及上市規則規定的其他財務披露中呈列平衡、清晰及易於理解的評估。

會計政策

董事認為在編製財務報表時，本集團持續採用適當的會計政策，並遵從所有適用的會計準則。

會計記錄

董事負責確保本集團保存的會計記錄能合理準確地披露本集團的財務狀況，從而根據《公司條例》（香港法例第622章）的披露規定及適用的會計準則來編製財務報表。

保障資產

董事負責採取一切合理及所需的步驟以保障本集團的資產，並防止及查察欺詐及其他不當行為。

主席及行政總裁

根據企業管治守則的守則條文C.2.1，主席與行政總裁的角色應有區分，並不應由一人同時兼任。

本公司目前並無任何高級職員擁有「行政總裁」職銜。然而，任維明先生為本公司主席，亦負責監察本集團一般營運。董事會將定期舉行會議，以考慮影響本公司營運的主要事宜。董事會認為此架構將不會損害董事會與本公司管理層之間的權力及職權平衡，且有助於建立有力而穩定的領導層，使本公司能有效營運。

Corporate Governance Report 企業管治報告

The chairman is to provide leadership for the Board and to take primary responsibility for ensuring that good corporate governance practices and procedures are established. The chairman should ensure that the Board works effectively and performs its responsibilities, and that all key and appropriate issues are discussed by it in a timely manner. The chairman will ensure that all Directors are properly briefed on issues arising at Board meetings and ensure that all Directors receive, in a timely manner, adequate information, which must be accurate, clear, complete and reliable.

The chairman is to encourage all Directors to make a full and active contribution to the Board's affairs and take the lead to ensure that it acts in the best interests of the Company, to encourage Directors with different views to voice their concerns, allow sufficient time for discussion of issues and ensure that Board decisions fairly reflect the Board's consensus.

The chairman is to ensure that appropriate steps are taken to provide effective communication with the Shareholders and that their views are communicated to the Board as a whole, and to promote a culture of openness and debate by facilitating the effective contribution of non-executive Directors in particular and ensuring constructive relationships between executive and non-executive Directors. The chairman held a meeting with the independent non-executive Directors without the presence of other Directors during the Year.

主席應領導董事會並負主要責任，確保制定良好的企業管治常規及程序。主席應確保董事會有效地運作，且履行應有職責，並及時就所有重要的適當事項進行討論。主席將確保全體董事須就董事會會議討論的事項獲適當簡報，並確保所有董事及時收到足夠的資料，而該等資料必須準確、清晰、完整及可靠。

主席應鼓勵所有董事全力投入董事會事務，並以身作則，確保董事會行事符合本公司最佳利益，鼓勵持不同意見的董事均表達出本身關注的事宜、給予這些事宜充足時間討論，以及確保董事會的決定能公正反映董事會的共識。

主席應確保採取適當措施與股東進行有效溝通，並將彼等的意見傳達至整個董事會，並應提倡公開、積極討論的文化，促進董事（特別是非執行董事）對董事會作出有效貢獻，確保執行董事與非執行董事之間維持建設性的關係。主席於年內與獨立非執行董事舉行並無其他董事出席的會議。

Corporate Governance Report

企業管治報告

NON-EXECUTIVE DIRECTORS

Independent non-executive directors and other non-executive directors should make a positive contribution to the development of the Company's strategy and policies through independent, constructive and informed comments.

The functions of non-executive directors include:

- (a) participating in Board meetings to bring an independent judgement on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct;
- (b) taking the lead where potential conflicts of interest arise;
- (c) serving on the audit, remuneration and nomination committees, if invited; and
- (d) scrutinising the Company's performance in achieving agreed corporate goals and objectives, and monitoring performance reporting.

Mr. Ngan Martin, was appointed as a non-executive Director on 13 December 2024. He has entered into a service agreement with the Company for a term of three years with an annual remuneration of HK\$120,000.

Mr. Lau Ying Kit, who is an independent non-executive Director, renewed his appointment letter with the Company with an annual remuneration of HK\$144,000 for a further term of three years with effect from 1 January 2025. Mr. Yan Jianmiao, an independent non-executive Director, renewed his appointment letter with the Company with an annual remuneration of HK\$120,000 for a further term of three years with effect from 30 May 2022. Mr. Lau and Mr. Yan, who has served or will be serving as independent non-executive directors for more than nine years, shall retire from office by rotation at the forthcoming annual general meeting. Mr. Lau and Mr. Yan, being eligible for re-election as independent non-executive Directors, will be subject to additional disclosures in accordance with the CG Code and approval by shareholders by separate resolutions at the forthcoming annual general meeting.

Ms. Zhang Chan and Mr. Fan Lei were appointed as independent non-executive Directors of the Company on 13 December 2024. Each of them has entered into an appointment letter with the Company for a term of three years with an annual remuneration of HK\$120,000. They shall retire from office at the forthcoming annual general meeting, and being eligible, will stand for re-election as independent non-executive Directors at the forthcoming annual general meeting.

非執行董事

獨立非執行董事及其他非執行董事應透過獨立、具建設性及知情意見對制定本公司策略及政策作出積極貢獻。

非執行董事的職能包括：

- (a) 參與董事會會議為策略、政策、表現、職責、資源、主要委任及操守準則等事項作出獨立判斷；
- (b) 於發生潛在利益衝突時發揮領導作用；
- (c) 服務於審核、薪酬及提名委員會（如獲邀請）；及
- (d) 監察本公司在達致預定之企業宗旨及目標方面的表現及監督相關表現的申報情況。

非執行董事顏錦棠先生已於二零二四年十二月十三日獲委任為非執行董事。彼已經與本公司訂立服務協議，為期三年，年度薪酬為120,000港元。

劉英傑先生為獨立非執行董事，已與本公司重續委任函，年度薪酬為144,000港元，續任三年，自二零二五年一月一日起生效。嚴建苗先生為獨立非執行董事，已與本公司重續委任函，年度薪酬為120,000港元，續任三年，自二零二二年五月三十日起生效。劉先生及嚴先生已擔任或將擔任獨立非執行董事超過九年，將於應屆股東週年大會上輪席退任。劉先生及嚴先生符合資格並願意膺選連任為獨立非執行董事，惟須根據企業管治守則作出額外披露，並於應屆股東週年大會上由股東以獨立決議案方式批准。

張嬋女士及范磊先生於二零二四年十二月十三日獲委任為本公司之獨立非執行董事。彼等均已與本公司訂立委任函，任期為三年，年度薪酬為120,000港元。彼等將於應屆股東週年大會上退任，並符合資格於應屆股東週年大會上膺選連任為獨立非執行董事。

Corporate Governance Report

企業管治報告

MECHANISM TO ENSURE BOARD INDEPENDENCE

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by each of the retiring Directors, the qualifications, skills and experience, time commitment and contribution of each of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy, the director nomination policy and the corporate strategy. The Nomination Committee has recommended to the Board that the re-election of all retiring Directors and continuous appointments of independent non-executive Directors who have served for more than nine years (the "Long Serving INEDs") will bring considerable stability to the Board.

With respect to the proposed re-election of the Long Serving INEDs, Mr. Lau Ying Kit has extensive experience in the accounting field. His participation in the Board brings independent judgments on issues relating to the Group's accounts, internal controls, risk management, nominations of directors, conflicts of interest and other management matters. Mr. Yan Jianmiao has extensive experience in the field of international economics and international trade. His participation on the Board brings independent judgments on issues relating to the Group's strategy, internal controls, risk management, remuneration of directors, conflicts of interest and other management matters.

The Board also noted that each of Mr. Lau Ying Kit and Mr. Yan Jianmiao had not engaged in any executive management of the Group. Taking into consideration of each of their independent scope of work in the past years, the Directors considered each of Mr. Lau Ying Kit and Mr. Yan Jianmiao to be independent under the Listing Rules despite the fact that Mr. Lau Ying Kit has been serving the Company for more than nine years and Mr. Yan Jianmiao will be served the Company for nine years at the forthcoming annual general meeting. Each of Mr. Lau Ying Kit and Mr. Yan Jianmiao would continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

確保董事會獨立性的機制

提名委員會已參考本公司董事會多元化政策、董事提名政策列出的提名原則及標準以及企業策略，檢討董事會結構及組成、各退任董事提供的確認書及披露、各退任董事的資格、技能及經驗、所投入的時間及貢獻。提名委員會已建議董事會重選所有退任董事及繼續委任任職逾九年的獨立非執行董事（「長期任職的獨立非執行董事」），將為董事會帶來相當大的穩定性。

就建議重選長期任職的獨立非執行董事而言，劉英傑先生於會計領域擁有豐富經驗。參與董事會時，彼於本集團會計、內部監控、風險管理、董事提名、利益衝突及其他管理事宜等相關議題方面發揮獨立判斷。嚴建苗先生在國際經濟及國際貿易領域擁有豐富經驗。彼參與董事會工作為本集團策略、內部控制、風險管理、董事薪酬、利益衝突及其他管理事宜提供獨立判斷。

董事會亦注意到劉英傑先生及嚴建苗先生均未參與本集團的任何行政管理工作。考慮到彼等在過往年度的獨立工作範疇，董事認為，儘管劉英傑先生已在本公司服務超過九年，且嚴建苗先生將於應屆股東週年大會時服務滿九年，惟劉英傑先生及嚴建苗先生根據上市規則仍屬獨立。劉英傑先生及嚴建苗先生均將繼續為董事會之高效及有效運作以及多元化帶來寶貴業務經驗、知識及專業精神。

Corporate Governance Report

企業管治報告

DIRECTORS' CONTINUOUS TRAINING AND DEVELOPMENT

During the Year, the Directors were provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties. In addition, all Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company updates the Directors on the latest development regarding the Listing Rules and other applicable regulatory requirements from time to time, to ensure compliance and enhance their awareness of good corporate governance practices. During the Year, the Company arranged training on recent rule amendments relating to treasury shares, consultation paper on review of CG Code and related Listing Rules, other guides from stock exchange and reminder on board diversity, for Directors' continuous professional development. All Directors attended the training. The individual training record of each Director during the Year is summarized below:

董事持續培訓及發展

年內，董事定期獲知會本公司的最近期表現、狀況及前景，使董事會整體及各董事能履行彼等的職責。此外，本集團鼓勵全體董事參與持續專業發展，發展及增進知識及技能。本公司不時為董事提供有關上市規則及其他適用監管規定的最新發展，確保彼等遵守及知悉良好的企業管治常規。年內，本公司為董事持續專業發展安排有關庫存股份的最新規則修訂、企業管治守則及相關上市規則檢討的諮詢文件、其他由交易所發佈的指引以及有關董事會多元化提醒的培訓。全體董事均有出席培訓。各董事於年內的個人培訓記錄概述如下：

Name of Director 董事姓名	Attending training course(s) 出席培訓課程	Reading materials 閱讀材料
Executive Directors 執行董事		
Mr. Ren Weiming 任維明先生	✓	✓
Mr. Shen Yueming 沈躍明先生	✓	✓
Mr. Zhang Hongwen 張鴻文先生	✓	✓
Ms. Shen Hong (resigned with effect from 13 December 2024) 沈鴻女士 (自二零二四年十二月十三日起辭任)	x	✓
Mr. Ren Zhong (appointed with effect from 13 December 2024) 任中先生 (自二零二四年十二月十三日起獲委任)	✓	✓
Non-executive Director 非執行董事		
Mr. Ngan Kam Wai Albert (resigned with effect from 13 December 2024) 顏金煒先生 (自二零二四年十二月十三日起辭任)	✓	✓
Mr. Ngan Martin (appointed with effect from 13 December 2024) 顏錦棠先生 (自二零二四年十二月十三日起獲委任)	✓	✓

Corporate Governance Report

企業管治報告

Name of Director 董事姓名	Attending training course(s) 出席培訓課程	Reading materials 閱讀材料
Independent non-executive Directors 獨立非執行董事		
Mr. Lau Ying Kit 劉英傑先生	✓	✓
Mr. Lo Kwong Shun Wilson (resigned with effect from 13 December 2024) 羅廣信先生 (自二零二四年十二月十三日起辭任)	✓	✓
Mr. Yan Jianmiao 嚴建苗先生	✓	✓
Ms. Zhang Chan (appointed with effect from 13 December 2024) 張嬋女士 (自二零二四年十二月十三日起獲委任)	✓	✓
Mr. Fan Lei (appointed with effect from 13 December 2024) 范磊先生 (自二零二四年十二月十三日起獲委任)	✓	✓

Each of Mr. Ren Zhong, Mr. Ngan Martin, Ms. Zhang Chan and Mr. Fan Lei has confirmed that he or she (i) has obtained the legal advice referred to in Rule 3.09D of the Listing Rules on 11 December 2024, and (ii) understands his or her obligations as a director of a listed issuer under the Listing Rules.

任中先生、顏錦棠先生、張嬋女士及范磊先生各自已確認其(i)於二零二四年十二月十一日已取得上市規則第3.09D條所述的法律意見；及(ii)了解其作為上市發行人董事於上市規則項下的責任。

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE AND INDEMNITY

The Company has arranged liability insurance to indemnify its Directors and officers in respect of legal actions against them. During the Year, no claim had been made against the Directors and officers of the Company.

董事及高級職員的責任保險及彌償保證

本公司已安排責任保險，以就針對董事及高級職員的法律訴訟向彼等作出彌償。年內並無任何人士向本公司董事及高級職員提出索償。

COMPANY SECRETARY

During the Year, Mr. Chan Yan Kwan Andy, the company secretary of the Company, a Chartered Secretary and a Chartered Governance Professional, attended relevant professional training for not less than 15 hours.

公司秘書

年內，本公司的公司秘書陳仁君先生（特許秘書及公司治理師）已出席不少於15小時的相關專業培訓。

Mr. Chan is an employee of the Group and reports to the chairman of the Board. All Directors have access to the advice and services of the company secretary to ensure that Board procedures, and all applicable law, rules and regulations, are followed.

陳先生為本集團僱員並向董事會主席匯報。全體董事均有權採用公司秘書的意見及服務以確保董事會運作程序及所有適用法律、規則及規例已被遵循。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES

The Board has established three committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company were established with defined written terms of reference and report their findings and recommendations to the Board after each meeting of the Board committees. An updated list of Directors identifying their roles and functions and whether they are independent non-executive Directors, and the terms of reference of the Board committees are available on the websites of the Company and the Stock Exchange.

The majority of the members of each Board committee are independent non-executive Directors and the list of the chairman and members of each Board committee is set out under the section titled "Corporate Information" on page 2 of this annual report.

The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, may seek independent professional advice in appropriate circumstances at the Company's expense.

REMUNERATION COMMITTEE

The Remuneration Committee has adopted written terms of reference prepared by reference to the requirements under the code provision E.1.2 of the CG Code. The primary functions of the Remuneration Committee are to consider and recommend to the Board the remuneration and other benefits paid by the Company to the Directors and senior management. The remuneration of all Directors and senior management is subject to regular monitoring by the Remuneration Committee to ensure that the levels of their remuneration and compensation are appropriate.

During the Year and until 13 December 2024, the Remuneration Committee comprised one executive Director and two independent non-executive Directors, namely Mr. Zhang Hongwen, Mr. Yan Jianmiao (chairman of the Remuneration Committee) and Mr. Lo Kwong Shun Wilson.

董事委員會

董事會已成立三個委員會，分別為審核委員會、薪酬委員會及提名委員會，以監察本公司各特定範疇的事務。本公司董事會轄下所有委員會均按具體的書面職權範圍成立，並在每次董事會委員會會議後向董事會報告其發現及推薦建議。最新一份董事會成員名單（列明其角色及職能以及彼等是否獨立非執行董事）以及董事委員會的職權範圍可於本公司網站及聯交所網站查閱。

各董事委員會成員大部分為獨立非執行董事，各董事委員會的主席及成員名單載於本年報第2頁「公司資料」一節。

董事委員會獲提供充足資源履行其職責，並可合理要求在適當情況下尋求獨立專業意見，開支由本公司承擔。

薪酬委員會

薪酬委員會已採納書面職權範圍，此乃參照企業管治守則的守則條文E.1.2的規定編製。薪酬委員會的主要職能為考慮及向董事會建議本公司支付予董事及高級管理層的薪酬及其他福利。薪酬委員會定期監察所有董事及高級管理層的薪酬，以確保彼等的薪酬及補償水平為適合。

於年內及直至二零二四年十二月十三日，薪酬委員會包括一名執行董事張鴻文先生以及兩名獨立非執行董事嚴建苗先生（薪酬委員會主席）及羅廣信先生。

Corporate Governance Report 企業管治報告

The Remuneration Committee shall meet at least once every year to review the remuneration policy and structure and determine the annual remuneration packages of the executive Directors and the senior executives and other related matters. The Remuneration Committee shall make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration.

One Remuneration Committee meeting was held during the Year. At the meeting, the Remuneration Committee reviewed and approved the remuneration of the Directors, after comparing with that of the directors of similar textile companies listed on the Stock Exchange. The Remuneration Committee reviewed the share schemes of the Company (i.e. share option scheme and share award plan) during the Year.

The attendance record of each member of the Remuneration Committee at the said meetings is set out in the table below:

薪酬委員會須最少每年舉行一次會議，審閱薪酬政策及架構，並釐定執行董事及高級行政人員的年度薪酬組合及其他有關事宜。薪酬委員會應就本公司全體董事及高級管理層的薪酬政策及架構向董事會提供推薦建議。

薪酬委員會於年內舉行了一次會議。於會議上，薪酬委員會經比較於聯交所上市的類似紡織品公司的董事薪酬後，審閱及批准董事薪酬。薪酬委員會已於年內審閱本公司的股份計劃（即購股權計劃及股份獎勵計劃）。

各薪酬委員會成員於上述會議的出席記錄載於下表：

Name of Directors	董事姓名	Attendance/Number of Meetings 出席／會議次數
Mr. Zhang Hongwen	張鴻文先生	1/1
Mr. Yan Jianmiao (Chairman)	嚴建苗先生 (主席)	1/1
Mr. Lo Kwong Shun Wilson	羅廣信先生	1/1

Mr. Lo Kwong Shun Wilson resigned as an independent non-executive Director of the Company (the "INED") and a member of the Remuneration Committee on 13 December 2024. Ms. Zhang Chan and Mr. Fan Lei were appointed as INEDs and members of the Remuneration Committee on the same date.

羅廣信先生於二零二四年十二月十三日辭任本公司獨立非執行董事（「獨立非執行董事」）及薪酬委員會成員。張嬋女士及范磊先生於同日獲委任為獨立非執行董事及薪酬委員會成員。

Corporate Governance Report

企業管治報告

NOMINATION COMMITTEE

The Nomination Committee (the “NC”) has adopted written terms of reference prepared by reference to the requirements under the code provision B.3.1 of the CG Code which is available on the websites of the Company and the Stock Exchange. The primary functions of the NC are to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually; assess the independence of independent non-executive Directors and review the Board’s diversity policy and to make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, based on skills, knowledge and experience, to complement the Company’s corporate strategy. The NC also determined the policy for the nomination of Directors and the nomination procedures and the process and criteria adopted by the NC to select and recommend candidates for directorship. During the Year and until 13 December 2024, the NC comprised of one executive Director and two independent non-executive Directors, namely Mr. Shen Yueming, Mr. Lau Ying Kit and Mr. Lo Kwong Shun Wilson (chairman of the Nomination Committee).

One meeting was held during the Year. At the meeting, the NC reviewed the structure, size and composition of the Board and the Board’s diversity policy. The attendance record of each member of the NC at the said meeting is set out in the table below:

Name of Directors		Attendance/Number of Meetings 出席／會議次數
Mr. Shen Yueming	沈躍明先生	1/1
Mr. Lau Ying Kit	劉英傑先生	1/1
Mr. Lo Kwong Shun Wilson (Chairman)	羅廣信先生 (主席)	1/1

Mr. Lo Kwong Shun Wilson resigned as INED and the chairman of the NC on 13 December 2024. Mr. Ren Weiming, Chairman of the Board, was appointed as Chairman of NC on 13 December 2024 and Ms. Zhang Chan was appointed as an INED and a member of the NC on the same date.

提名委員會

提名委員會（「提名委員會」）已採納書面職權範圍，此乃參照企業管治守則的守則條文B.3.1的規定編製，並可於本公司及聯交所網站查閱。提名委員會的主要職能為至少每年一次檢視董事會的架構、規模及成員（包括技能、知識及經驗）；評估獨立非執行董事的獨立性及配合本公司的公司策略並檢視董事會多元性政策，並根據董事的技能、知識及經驗，就委任或續任董事及董事繼任計劃向董事會提供推薦建議。提名委員會亦已制定董事提名政策及提名程序，並採納其甄選及建議董事人選的程序及準則。於年內及直至二零二四年十二月十三日，提名委員會成員包括一名執行董事沈躍明先生以及兩名獨立非執行董事劉英傑先生及羅廣信先生（提名委員會主席）。

於年內舉行了一次會議。於會議上，提名委員會檢討董事會的架構、規模及成員以及董事會多元性政策。各提名委員會成員於上述會議的出席記錄載於下表：

羅廣信先生於二零二四年十二月十三日辭任本公司獨立非執行董事及提名委員會主席。董事會主席任維明先生於二零二四年十二月十三日獲委任為提名委員會主席，張嬋女士於同日獲委任為獨立非執行董事及提名委員會成員。

Corporate Governance Report

企業管治報告

Nomination Policy

Objective

The NC shall nominate suitable candidates to the Board for it to consider and make recommendations to shareholders for election as Directors including INEDs at general meetings or appoint as Directors including INEDs to fill casual vacancies.

The NC may, as it considers appropriate, nominate a number of candidates more than the number of Directors to be appointed or reappointed at a general meeting, or the number of casual vacancies to be filled.

The ultimate responsibility for selection and appointment of Directors rests with the Board.

Selection Criteria

The non-exhaustive factors listed below would be used as reference by the NC in assessing the suitability of a proposed candidate.

- Reputation for integrity
- Accomplishment and experience in the textile industry
- Commitment in respect of available time and relevant interest
- Diversity in all its aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service

These factors are for reference only, and not meant to be exhaustive nor decisive. The NC has the discretion to nominate any person, as it considers appropriate.

Retiring INEDs are eligible for nomination by the Board to stand for re-election at a general meeting. For those who have served as INEDs for more than nine consecutive years, upon retirement by rotation, such retiring INEDs may stand for re-election at a general meeting subject to a separate resolution to be approved by the Shareholders at a general meeting.

Proposed candidates will be asked to provide the necessary personal information in a prescribed form, together with their written consent to be appointed as an INED and to the public disclosure of their personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as an INED.

提名政策

目標

提名委員會將向董事會提名適合候選人，以供其考慮及向股東推薦以在股東大會上膺選為董事（包括獨立非執行董事）或委任為董事（包括獨立非執行董事）以填補臨時空缺。

提名委員會如認為適當，可在將於股東大會上獲委任或連任的董事人數，或需要填補的臨時空缺數目之外，提名多名候選人。

甄選及委任董事的最終責任由董事會承擔。

甄選標準

提名委員會於評估擬任候選人的適當性時將以下列非詳盡因素作為參考。

- 信譽
- 於紡織行業的成就及經驗
- 就可投入時間及相關事務關注作出的承諾
- 各方面的多元性，包括但不限於性別、年齡、文化教育背景、種族、專業經驗、技能、知識及任職時間的長短

該等因素僅供參考，而非詳盡及絕對。提名委員會如認為適當，可酌情提名任何人士。

退任獨立非執行董事合資格獲董事會提名於股東大會上膺選連任。就連續超過九年擔任獨立非執行董事的人士而言，於輪席退任後，有關退任獨立非執行董事可於股東大會上膺選連任，惟須經股東於股東大會上批准獨立決議案。

擬任候選人須按規定格式提供必要個人資料，連同彼等書面同意書，同意獲委任為獨立非執行董事及就彼等膺選獨立非執行董事或相關事宜於任何文件或相關網站公開披露彼等的個人數據。

Corporate Governance Report

企業管治報告

Nomination Procedures

The secretary of the NC shall call a meeting of the NC, and invite nominations of candidates from Board members if any, for consideration by the NC prior to its meeting. The NC may also put forward candidates who are not nominated by Board members.

For filling a casual vacancy, the NC shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the NC shall make nominations to the Board for its consideration and recommendation.

Until the publication of the circular to the Shareholders, the nominated persons shall not assume that they have been recommended by the Board to stand for election at the general meeting.

In order to provide information of the candidates nominated by the Board to stand for election at a general meeting, a circular will be sent to Shareholders. The circular to Shareholders will set out the names, brief biographies (including qualifications and relevant experience), independence (if proposed for appointment as INED), proposed remuneration and any other information, as required pursuant to the applicable laws, rules and regulations, of the proposed candidates.

A candidate is allowed to withdraw his candidature at any time before the general meeting by serving a notice in writing to the Company Secretary.

The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

As there may be more candidates than the vacancies available, the "highest number of votes" method will be used to determine who shall be elected as an INED.

The Nomination Committee may request candidates to provide additional information and documents, if considered necessary.

提名程序

提名委員會秘書將召開提名委員會會議，並邀請董事會成員提名候選人（如有）以供提名委員會於其會議前考慮。提名委員會亦可推薦並非由董事會成員提名的候選人。

就填補臨時空缺而言，提名委員會將作出推薦建議以供董事會考慮及批准。就推薦候選人以於股東大會上膺選而言，提名委員會向董事會提名候選人以供其考慮及推薦。

於向股東發出通函前，獲提名人士不得假設其已獲董事會推薦以於股東大會上膺選。

為提供有關獲董事會提名以於股東大會上膺選的候選人資料，本公司將向股東寄發通函。向股東發出的通函將根據適用法律、規則及法規規定載列擬任候選人的姓名、簡要履歷（包括資格及相關經驗）、獨立性（倘為建議委任獨立非執行董事）、建議薪酬以及任何其他資料。

准許候選人於股東大會前透過向公司秘書送達書面通知撤銷其候選資格。

董事會對於有關其推薦候選人以於任何股東大會膺選的所有事項擁有最終決定權。

由於候選人人數可能大於空缺，將採用「最高票數」法決定獨立非執行董事人選。

提名委員會如認為有必要，可要求候選人提供其他資料及文件。

Corporate Governance Report

企業管治報告

BOARD DIVERSITY REVIEW AND POLICY

Selection of candidates will be based on a range of diversity perspectives, including but not limited to, textile industry experience, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on the merit and contribution that the selected candidates will bring to the Board.

During the Year, the NC reviewed and compared the diversity of the Board with all the listed companies in Hong Kong, in terms of the number of directors a board has, the number of INEDs, the board's gender and average age. The NC also reviewed the professional qualification and expertise of all the Directors. The Board is of the view that board diversity has been achieved. As at the date of this annual report, a brief analysis on the Board's composition from a diversity perspective (based on the Directors' textile industry experience, age, gender and holding of office in textile association) is as follows:

董事會多元性審核及政策

甄選候選人時將會以不同的多元性角度為基準，包括但不限於在紡織行業的經驗、性別、年齡、文化及教育背景、道德水平、專業經驗、技能、知識及服務年期。最終決定將會以獲選的候選人為董事會帶來的裨益及貢獻為依歸。

年內，提名委員會已審核董事會的多元性，並就董事會人數、獨立非執行董事人數、董事會性別及平均年齡方面與香港所有上市公司比較。提名委員會亦已審核所有董事的專業資格及專業知識。董事會認為已實現董事會多元性。於本年報日期，從多元化角度（基於董事的紡織行業經驗、年齡、性別及在紡織協會擔任職務）對董事會組成進行的簡要分析如下：

Name 姓名	Textile Industry experience 紡織行業經驗	Age 年齡	Gender 性別	Hold office in Textile Association 有否於紡織業協會擔任職務
REN Weiming 任維明	Yes 有	65	Male 男	Yes 有
SHEN Yueming 沈躍明	Yes 有	63	Male 男	No 否
ZHANG Hongwen 張鴻文	Yes 有	58	Male 男	No 否
REN Zhong 任中	Yes 有	37	Male 男	No 否
NGAN Martin 顏錦棠	Yes 有	38	Male 男	Yes 有
LAU Ying Kit 劉英傑	No 否	50	Male 男	No 否
YAN Jianmiao 嚴建苗	No 否	59	Male 男	No 否
ZHANG Chan 張嬋	Yes 有	37	Female 女	No 否
FAN Lei 范磊	No 否	41	Male 男	No 否

Corporate Governance Report

企業管治報告

Measurable objectives

The Company's measurable objectives of the Board diversity policy are as follows:

- 1) At least half of the members of the Board should have textile industry experience.
- 2) At least one Director should hold office/honorary title in textile association(s) in order to ensure the Company receive first-hand information about the development and challenges of the industry.
- 3) There must be one female Director at the minimum. Gender is not the primary consideration subject to the Company's compliance with any applicable requirements. The primary consideration of Board member candidates will be based on the merit and the contribution the selected candidates will bring to the Board.

With eight male Directors and one female Director currently in the Board, the board gender diversity is considered achieved. The Board and NC will continue considering potential candidates for appointment to the Board to maintain or enhance gender diversity.

Gender diversity of general workforce

As at 31 December 2024, Kingdom had 3,703 employees, including those from the production, research and development and management teams. Female staff accounted for approximately 62% of the workforce as the production of linen yarn calls for a relative high degree of attentiveness and deftness which is more common with women, and the majority of them are aged 30 or below.

The general workforce is considered to be with proper gender diversity.

可計量目標

本公司的董事會多元性政策的可計量目標如下：

- 1) 最少一半董事會成員具紡織行業經驗。
- 2) 最少一名董事於紡織業協會擔任職務／擁有榮譽職銜，以確保本公司取得行業發展及挑戰的第一手資料。
- 3) 必須至少有一名女性董事。在本公司遵守任何適用規定的情況下，性別並非主要考量因素。董事會成員候選人的主要考量因素將會以獲選的候選人為董事會帶來的裨益及貢獻為依歸。

董事會目前由八名男性董事及一名女性董事組成，因而被視為已實現董事會性別多元性。董事會及提名委員會將繼續考慮董事會的潛在委任人選，以保持或加強性別多元性。

一般員工的性別多元化

於二零二四年十二月三十一日，金達員工總人數為3,703人，包括生產、研發、管理團隊員工。女性員工約佔62%，因生產亞麻紗過程需要較細心及手指靈巧，所以女性員工居多，年齡層大多分佈在30歲或以下。

一般員工被認為具有適當的性別多元性。

Corporate Governance Report

企業管治報告

AUDIT COMMITTEE

The Audit Committee was established in compliance with Rules 3.21 and 3.22 of the Listing Rules and with written terms of reference in compliance with the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process, risk management and internal control systems of the Group as well as the Group's internal audit function and to provide advice and comments to the Board.

The Audit Committee is responsible for determining the policy for the corporate governance of the Company and performing the corporate governance duties as below:

- to develop and review the Group's policies and practices on corporate governance and make recommendations;
- to review and monitor the training and continuous professional development of the Directors and senior management;
- to review and monitor the Group's policies and practices on compliance with all legal and regulatory requirements (where applicable);

審核委員會

審核委員會遵照上市規則第3.21及3.22條成立，並訂出符合企業管治守則的書面職權範圍。審核委員會的主要職責為檢討及監察本集團財務申報程序、風險管理及內部監控制度以及本集團的內部審核職能，並向董事會提供意見及評議。

審核委員會負責釐定本公司的企業管治政策，並履行下列企業管治職責：

- 制訂及檢討本集團有關企業管治的政策及常規，並提出推薦建議；
- 檢討及監察董事及高級管理層的培訓及持續專業發展；
- 檢討及監察本集團遵守所有法律及監管規定（如適用）的政策及常規；

Corporate Governance Report

企業管治報告

- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors of the Group; and
- to review the Group's compliance with the CG Code and disclosure requirements in the Corporate Governance Report.

- 制訂、檢討及監察適用於本集團僱員及董事的行為守則及遵例手冊 (如有)；及
- 檢討本集團遵守企業管治守則及於企業管治報告內披露規定的情況。

During the Year and until 13 December 2024, the Audit Committee comprised of three members, namely Mr. Lau Ying Kit, Mr. Lo Kwong Shun Wilson and Mr. Yan Jianmiao, all of whom were independent non-executive Directors. Mr. Lau Ying Kit, who has appropriate professional qualifications and experience in accounting matters, was the Chairman of the Audit Committee.

於年內及直至二零二四年十二月十三日，審核委員會由三名成員組成，分別為劉英傑先生、羅廣信先生及嚴建苗先生，全屬獨立非執行董事。於會計事宜擁有適當專業資格及經驗的劉英傑先生為審核委員會主席。

During the Year, the Audit Committee held two meetings. At the meetings, the Audit Committee reviewed the Company's relationship with the external auditor, discussed with the Company's external auditor on the tasks performed by them including the nature and scope of their audit and reporting obligations, and reviewed the terms of engagement and their remuneration, reviewed the Company's final results for the year ended 31 December 2023, interim results for the six months ended 30 June 2024 and the continuing connected transactions with the external auditors, and communicated with the external auditors twice without the presence of the management. The Audit Committee also reviewed and approved the internal audit report and considered the effectiveness of the Group's internal audit function. The attendance record of each member of the Audit Committee at the said meetings is set out in the table below:

年內，審核委員會共舉行兩次會議。於會議上，審核委員會已審閱本公司與外部核數師的關係，與本公司外部核數師討論彼等執行的任務，包括審核的性質及範圍及報告責任，並審閱委聘條款及其薪酬，與外部核數師審閱本公司截至二零二三年十二月三十一日止年度的末期業績、截至二零二四年六月三十日止六個月的中期業績及持續關連交易，並在並無管理層出席的情況下與外部核數師進行兩次溝通。審核委員會亦審閱及批准內部審核報告及審議本集團內部審核職能的有效性。各審核委員會成員於上述會議的出席記錄載於下表：

Name of Directors	董事姓名	Attendance/Number of Meetings 出席／會議次數
Mr. Lau Ying Kit (<i>Chairman</i>)	劉英傑先生 (<i>主席</i>)	2/2
Mr. Lo Kwong Shun Wilson	羅廣信先生	2/2
Mr. Yan Jianmiao	嚴建苗先生	2/2

During the Year, the Audit Committee reviewed the Company's corporate governance policies and practices, the Group's internal control functions, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, internal control and risk management, the compliance with the Model Code, and the Company's compliance with the CG Code and disclosures in this Corporate Governance Report.

年內，審核委員會已檢討本公司的企業管治政策及常規、本集團內部監控職能、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、內部監控及風險管理、遵守標準守則的情況，以及本公司遵守企業管治守則的情況以及本企業管治報告中的披露。

Corporate Governance Report

企業管治報告

Mr. Lo Kwong Shun Wilson resigned as an INED and a member of the Audit Committee on 13 December 2024. Mr. Fan Lei was appointed as an INED and a member of the Audit Committee on the same date in his stead.

The Directors are collectively responsible for preparing the consolidated financial statements of the Group which have been prepared on a going concern basis and in compliance with the requirements of the Listing Rules. There has been no disagreement between the Directors and the Audit Committee regarding the selection and appointment of the external auditors.

AUDIT, INTERNAL CONTROL AND RISK MANAGEMENT

The Board should present a balanced, clear and comprehensible assessment of the Company's performance, position and prospects.

Management has provided sufficient explanation and information to the Board to enable it to make an informed assessment of financial and other information put before it for approval. Management accounts with both financial and operational data were circulated to all Directors on a monthly basis to give a balanced and understandable assessment of the Group's performance, position and prospects in sufficient detail to enable the Board as a whole and each Director to discharge their duties under Rule 3.08 and Chapter 13 of the Listing Rules.

The Company has in place a sound and effective internal control system to safeguard the Shareholders' investment and the Group's assets. The Company has an internal audit function. The Audit Committee is entrusted by the Board to monitor the effectiveness of the Group's internal control and risk management systems on an ongoing basis so as to ensure that the internal control and risk management systems in place, including the resources, staff qualifications and experience, training programmes, accounting, internal audit, compliance and financial reporting functions of the Company are adequate.

羅廣信先生於二零二四年十二月十三日辭任本公司獨立非執行董事及審核委員會成員。范磊先生於同日獲委任為獨立非執行董事及審核委員會成員，以接替其職務。

董事共同負責按持續經營基準，並遵照上市規則的規定編製本集團的合併財務報表。就遴選及委任外部核數師一事，董事及審核委員會之間並無分歧。

審核、內部監控及風險管理

董事會應對本公司的表現、狀況及前景進行平衡、清晰及全面的評估。

管理層已向董事會提供充分的詮釋及資料，以令其能夠對向其提呈以供批准的財務及其他資料進行知情評估。包含財務及運營數據的管理賬目每月分發予全體董事，以充分詳盡地對本集團的表現、狀況及前景進行平衡及易於理解的評估，以令整體董事會及各董事能夠履行其於上市規則第3.08條及第13章項下的職責。

本公司採納良好及有效的內部監控系統，保障股東投資以及本集團的資產。本公司具有內部審計職能。審核委員會受董事會之託，持續監察本集團內部監控及風險管理系統的成效，從而確保本公司施行內部監控及風險管理系統，包括足夠的資源、員工資格及經驗、培訓計劃、會計、內部審計、合規及財務申報職能。

Corporate Governance Report 企業管治報告

The Company has established written policies and procedures applicable to all operating units to ensure the effectiveness of internal controls. The risk management and internal control systems are reviewed on a half-yearly basis. The Company also has a process for identifying, evaluating and managing significant risks (including ESG risks) associated with the achievement of its operational objectives. The day-to-day operation of the Company is entrusted to the individual department, which is accountable for its own conduct and performance, and is required to strictly adhere to the policies set by the Board/Audit Committee. The Company carries out reviews on the effectiveness of the internal control systems, including financial, operational and compliance controls from time to time in order to ensure that they are able to meet and deal with the dynamic and ever changing business environment.

The Company has established an optimized risk management and internal control system consisting of the Board, Audit Committee, management team, internal control and all departments of the Company. In respect of risk management and internal control, all departments of the Company are the first line of defence, the internal control and management teams are the second line of defence, and the Audit Committee of the Board is the third line of defence. The Board is ultimately responsible for the development of a sound risk management and internal control system of the Company and the effective implementation of risk management, and is the highest decision-making authority for risk management and internal control of the Company.

The primary objective of risk management is to have all the business risks effectively identified, measured, analysed and controlled, such as having them measured against defined limits, monitored, reported and managed (including mitigation of risks), followed by the pursuit of business development on the premise of keeping risks in check. 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 Audit Committee conducted review and assessment of the effectiveness of the Company's internal control systems twice during the Year including financial, operational and compliance controls and risk management.

本公司已制定適用於所有營運單位的書面政策及程序，確保內部監控的成效。風險管理及內部監控系統每半年檢討一次。本公司亦有識別、評估及管理與達成營運目標有關的重大風險（包括ESG風險）的程序。本公司的日常營運則委託個別部門，對其本身部門的行為及表現進行問責，並須嚴格遵守董事會／審核委員會制定的政策。本公司不時檢討內部監控系統（包括財務、運營及合規監控）成效，確保其能夠符合及應對靈活及不時轉變的經營環境。

本公司已設立經優化的風險管理及內部監控系統，當中包括董事會、審核委員會、管理團隊，內部監控及本公司所有部門。至於風險管理及內部監控，本公司所有部門為第一道防線，內部監控及管理團隊為第二道防線，而董事會轄下的審核委員會則為最後一道防線。董事會最終負責發展本公司的全面風險管理及內部監控系統以及有效實行風險管理，並為本公司風險管理及內部監控的最高決策權力。

風險管理的主要目的為有效識別、計量、分析及監控所有業務風險，例如按界定上限計量、監察、匯報及管理（包括減低風險）該等風險，繼而在風險監察得當的情況下發展業務。該等系統旨在管理而非消除無法達成業務目標的風險，並僅能為重大錯誤陳述或損失提供合理而非絕對的保證。

年內，審核委員會已對本公司的內部監控系統成效進行兩次檢討及評估，包括財務、經營、合規監控及風險管理。

Corporate Governance Report

企業管治報告

During the Year, the Company scrutinized and identified potential risks associated with its corporate structure and business operation by executing basic risk management procedures in all key operations. A risk register of the Company was established to gain substantial information on its overall risk characteristics, providing a solid foundation for risk management and internal control.

The Company conducted an analysis and assessment on the identified risks based on their possibility and influence, so as to determine the risk levels and identify the significant risks faced by the Company. A summary of key risks identified from the perspective of global economy, industry and company level was reviewed and discussed by the Audit Committee and the Board.

Based on the review of the results of risk management and internal control, no material failure or weakness was found in respect of risk monitoring during the Year. The management procedures of financial reports and information disclosure of the Company were in compliance with the Listing Rules. The Board considered that the risk management and internal control of the Company to be effective and adequate during the Year and up to the date of this annual report.

INSIDE INFORMATION

With respect to procedures and internal controls for the handling and dissemination of inside information, the Company is aware of its obligations under Chapter 13 of the Listing Rules and the SFO and the overriding principle that any inside information of the Company should be announced as soon as practicable. The Company reviews from time to time its internal guidelines on inside information with reference to its own and industry circumstances and the Guidelines on Disclosure of Inside Information issued by the Securities and Futures Commission.

The Company's policy contains a strict prohibition on unauthorized use of confidential or inside information. The Chairman and the chief financial officer of the Company are the key spokespersons of the Company in all external media communications.

The purpose of streamlining the communications of the Group with the media is to regulate all media communication activities, protect the interests of the Company and keep inside information strictly confidential prior to its disclosure.

年內，本公司透過於所有主要營運執行基本風險管理程序，審視並識別與公司架構及業務營運有關的潛在風險。本公司已設立風險登記冊以獲取有關其整體風險特性的重要資料，為風險管理及內部監控提供堅實基礎。

本公司依照所識別風險出現的可能性及造成的影響對該等風險進行分析及評估，以釐定本公司的風險水平及識別本公司所面對的重大風險。審核委員會及董事會已審閱及討論從全球經濟、行業及公司層面識別的主要風險概要。

經審閱風險管理及內部監控的結果，年內並無發現有關風險監控的重大缺失或不足。本公司財務報告及資料披露的管理程序符合上市規則。董事會認為，本公司的風險管理及內部監控在年內及直至本年報日期行之有效且充分。

內幕消息

就處理及發佈內幕消息的程序及內部監控而言，本公司察悉其於上市規則第十三章及證券及期貨條例下的責任，亦察悉應在切實可行範圍內盡快公佈本公司任何內幕消息的凌駕性原則。本公司不時參照其本身及行業情況以及證券及期貨事務監察委員會發出的《內幕消息披露指引》，檢討其有關內幕消息的內部指引。

本公司的政策嚴格禁止未經授權使用機密資料或內幕消息。本公司主席及財務總監為本公司所有對外媒體通訊的主要發言人。

精簡本集團與媒體通訊旨在監管所有媒體通訊活動、保障本公司利益及確保內幕消息於披露前保持機密。

Corporate Governance Report

企業管治報告

ANTI-CORRUPTION

Kingdom also advocates the principles of integrity, honesty, equity and compliance in the communication and conduct of its entire staff. It strictly requires its staff to:

- reject any bribe, unfair competition, malpractice and embezzlement of corporate assets;
- refuse to do anything harmful to the Company, the environment and the society; and
- refrain from receiving or offering bribes, illegal political contributions or improper donations, events, gift or services.

Kingdom maintains detailed operating procedures, codes of conduct and reward and punishment systems, and makes sure all its employees understand the importance of and uphold integrity and ethics.

Staff can report to their immediate superiors, the human resource department and the top-ranking executives with respect to any non-compliance such as breach or dereliction of duty, abuse of power, receiving bribes or embezzlement of corporate property by means of mail, electronic mail or phone. The issue will then be reported to the human resources department or the Audit Committee for investigation, collection of evidence, verification and resolution, and upon verification will be handled in accordance with the law.

Topics of anti-bribery and anti-corruption are covered in staff trainings and the same are included in the employee regulations section of the staff handbook.

During the Year, there was no reported case in relation to corruption, bribery, blackmail, fraud and money-laundering, legal actions for anti-competitive behaviour, anti-trust, and monopolistic practices. Kingdom will adhere to its corporate ethics and uphold its reputation to prevent corruption. There was also no reported case of illegal activities or relevant fine or punishment made by any competent authority against the Group in respect of products, human rights or the society. No political contribution was made in 2024.

反貪污

金達亦對積極宣導所有金達員工在日常的言行中具體落實正直、誠實、公平和遵守法令的理念。嚴格要求全集團員工應做到：

- 拒絕任何貪腐、不公平競爭、舞弊及濫用公司資產的行為；
- 不從事任何有害本公司、環境及社會的行為；及
- 禁止行賄與受賄、提供非法政治獻金、不當慈善捐贈或活動、不當禮物或款待的收受等。

金達訂定詳細的作業程式、行為指南與獎懲制度，確保所有員工皆理解及落實誠信及道德行為的重要性。

員工可以通過信函、電子郵件、電話等方式向金達直屬主管、人力資源部和最高主管舉報公司任何員工的各類失職、瀆職、以權謀私、收受賄賂、侵佔公司財物等違規行為，經人力資源部或審核委員會調查、取證、核實、得出結論後將依循法律予以處理。

員工培訓包括反賄賂及反貪污等，相同內容亦載於員工手冊的員工法規章節。

年內，金達沒有任何貪污、賄賂、勒索、欺詐及洗黑錢呈報案件以及涉及反競爭行為、反公平貿易和壟斷行為的法律訴訟，未來金達仍會繼續堅守公司道德規範，秉持優良信譽，預防任何貪瀆事件發生。本集團亦無有關產品、人權或社會的已通報非法活動或受任何主管機關作出相關罰款或處罰。二零二四年並無作出任何政治獻金。

Corporate Governance Report

企業管治報告

WHISTLE-BLOWING POLICY/GRIEVANCE CHANNEL

In order to protect the legitimate rights and interests of employees, strengthen the effective communication between the employees and the company's management, timely communicate and implement rules and regulations formulated by the company, discover and deal with various hidden problems, establish a harmonious, stable, and united labor relationship and create a good corporate culture, and for individuals to seek advice and raise concerns about responsible business conduct in the Group's operations and business relationships, Kingdom has adopted a whistle-blowing policy, with the following principles:

- Legal, fair and just;
- Equal dialogue and engagement;
- Transparent and barrier-free;
- No retaliation;
- Confidential;
- Simple and easy to use.

The grievance channels include suggestion box, notice board displaying various channels to air grievances, telephone, mobile phone, email (complain@kingdom-china.com) and WeChat. We will endeavor to handle any complaint within 10 working days.

ANNUAL REMUNERATION PAYABLE TO THE MEMBERS OF SENIOR MANAGEMENT

The annual remuneration of the members of the senior management of the Company (other than Directors) by band for the year ended 31 December 2024 is as follows:

Remuneration bands (RMB)

HKD1,500,001 – HKD2,000,000

薪酬範圍 (人民幣)

1,500,001港元至2,000,000港元

舉報政策／申訴渠道

為保障員工合法權益，加強員工與公司管理層之間的有效溝通，及時溝通並執行公司制定的規章制度，發現和處理各種隱患，建立和諧、穩定和團結的勞資關係，並營造良好的企業文化，以及供個人就本集團運營和業務關係中的負責任商業行為尋求意見和提出關注，金達採納舉報政策，其原則如下：

- 合法、公平及公正；
- 平等對話和參與；
- 透明，無隔閡；
- 杜絕報復；
- 機密；
- 簡單易用。

申訴渠道包括意見箱、展示各種申訴渠道的公告欄、電話、手機、電子郵件(complain@kingdom-china.com)和微信。一旦接到投訴，我們會盡力在10個工作日內處理。

應付高級管理層成員的年度薪酬

截至二零二四年十二月三十一日止年度，本公司高級管理層成員（董事除外）的年度薪酬範圍如下：

Number of
individuals
人數

1

Corporate Governance Report

企業管治報告

AUDITORS' REMUNERATION

During the Year, the remuneration paid to the Company's external auditors, Ernst & Young, is as follows:

Services rendered	提供的服務	Fee paid 已付費用 RMB'000 人民幣千元
Audit Services	審核服務	2,250
Tax services	稅項服務	280

The responsibilities of the external auditors with respect to the 2024 financial statements are set out in the section headed "Independent Auditors' Report" on page 94. Save as disclosed above and in the section headed "Independent Auditors' Report", the Company did not engage Ernst & Young for any non-audit services during the Year.

ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibilities for preparing all information and representations contained in the consolidated financial statements of the Group for the Year, which give a true and fair view of the state of affairs of the Group and of the operating results and cash flow for the year. The Directors consider that the financial statements have been prepared in conformity with all applicable accounting standards and requirements and reflect amounts that are based on the best estimates, reasonable information and prudent judgment of the Board and the management. The Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern. Accordingly, the Directors have prepared the consolidated financial statements of the Group on a going concern basis.

The statements of the auditor of the Group about its reporting responsibility on the consolidated financial statements of the Group are set out in the Independent Auditor's Report on page 86 of this annual report.

核數師薪酬

於年內支付予本公司外部核數師安永會計師事務所的薪酬如下：

外部核數師就二零二四年財務報表的責任載於第94頁的「獨立核數師報告」一節。除以上及「獨立核數師報告」一節所披露者外，本公司於年內並無委聘安永會計師事務所提供任何非審核服務。

問責及審核

董事知悉彼等有責任編製本集團於年內的合併財務報表所載的一切資料及陳述，並真實而公允地反映本集團事務狀況以及年內的經營業績及現金流量情況。董事認為財務報表已遵照所有適用會計準則及規定而編製，並反映根據董事會及管理層的最佳估計、合理知情及審慎判斷後所得的數額。就董事所知，並無有關任何事件或情況的重大不明朗因素可能對本集團持續經營的能力產生重大質疑。因此，董事已按照持續經營基準編製本集團的合併財務報表。

本集團核數師就其對本集團合併財務報表的呈報責任的聲明載於本年報第86頁的獨立核數師報告。

Corporate Governance Report

企業管治報告

PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Board as at the latest practicable date prior to the issue of this annual report, there was a sufficient public float of not less than 25% of the total number of issued shares of the Company being held in public hands throughout the Year.

SHAREHOLDERS' RIGHTS

- (i) **Procedures for Shareholders to convene an extraordinary general meeting (the “EGM”) (including making proposals/moving a resolution at the EGM to be called by the Board)**
- Any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company (the “**Eligible Shareholder(s)**”) shall at all times have the right, by written requisition to the Board or the company secretary of the Company (the “**Company Secretary**”), to require an EGM to be called by the Board for the transaction of any business specified in such requisition, including putting forward proposals or moving a resolution at the EGM.
 - Eligible Shareholders who wish to require an EGM to be called by the Board for the purpose of making proposals or moving a resolution at the EGM must deposit a written requisition (the “**Requisition**”) signed by the Eligible Shareholder(s) concerned to the principal place of business of the Company in Hong Kong at Room 1912, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong, for the attention of the Company Secretary. The Requisition must state clearly the name of the Eligible Shareholder(s) concerned, his/her/their shareholding in the Company, the reason(s) for convening an EGM, the agenda of the EGM including the details of the business(es) proposed to be transacted at the EGM, and signed by the Eligible Shareholder(s) concerned.

公眾持股量

根據本公司可公開取得的資料及據董事會於本年報刊發前的最後實際可行日期所知，年內本公司已發行股份總數不少於25%由公眾人士持有，維持充足公眾持股量。

股東權利

- (i) **股東召開股東特別大會（「股東特別大會」）的程序（包括於董事會召開的股東特別大會提呈建議／動議決議案）**
- 任何一位或以上於遞呈要求日期持有不少於本公司實繳股本（附有本公司股東大會上投票權）十分之一的股東（「**合資格股東**」）於任何時候均有權透過向本公司董事會或公司秘書（「**公司秘書**」）發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項，包括於股東特別大會上提呈建議或動議決議案。
 - 有意要求董事會召開股東特別大會以於會上提呈建議或動議決議案的合資格股東，必須將經由合資格股東簽署的書面要求（「**要求**」）遞呈至本公司的香港主要營業地點香港銅鑼灣希慎道33號利園一期19樓1912室，收件人應註明為公司秘書。要求必須清楚列明有關合資格股東的姓名、其於本公司的股權、召開股東特別大會的理由、股東特別大會的議程（包括建議於股東特別大會上處理的事項詳情），並由有關合資格股東簽署。

Corporate Governance Report

企業管治報告

- The Company will check the Requisition, and the identity and the shareholding of the Eligible Shareholder(s) will be verified by the Company's branch share registrar. If the Requisition is found to be proper and in order, the Company Secretary will ask the Board to convene an EGM within two months and/or include the proposal or the resolution proposed by the Eligible Shareholder at the EGM after the deposit of the Requisition. On the contrary, if the Requisition has been verified as being not in order, the Eligible Shareholder(s) concerned will be advised of this outcome and accordingly, the Board will not convene an EGM and/or include the proposal or the resolution proposed by the Eligible Shareholder(s) at the EGM.
- If within 21 days of the deposit of the Requisition, the Board has not advised the Eligible Shareholder(s) of any outcome to the contrary and fails to proceed to convene such EGM, the Eligible Shareholder(s) himself/herself/themselves may do so in accordance with the Articles, and all reasonable expenses incurred by the Eligible Shareholder(s) concerned as a result of the failure of the Board shall be reimbursed to the Eligible Shareholder(s) concerned by the Company.
- 本公司將檢視要求，並向本公司的股份過戶登記分處驗證合資格股東的身份及股權。倘要求被認為恰當及完整，則公司秘書將要求董事會於遞呈要求後兩個月內召開股東特別大會及／或於股東特別大會中載列合資格股東提呈的建議或決議案。與之相反，倘要求被驗證為不完整，則合資格股東將獲告知有關結論，而董事會據此不會召開股東特別大會及／或於股東特別大會中載列合資格股東提呈的建議或決議案。
- 倘遞呈要求後21日內，董事會未有將任何否定的結論告知合資格股東，亦未有安排召開股東特別大會，則合資格股東可自行根據細則召開股東特別大會，而有關合資格股東因董事會未有召開大會而合理產生的所有開支應由本公司向有關合資格股東作出償付。

(ii) Procedures for sending enquiries to the Board

Shareholders may send their enquiries and concerns to the Board by addressing them to the principal place of business of the Company in Hong Kong at Room 1912, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong by post or email to ir@kingdom-china.com for the attention of the investor relations department of the Company.

(ii) 向董事會提問的程序

股東可將向董事會作出的提問及疑問以郵遞方式遞呈至本公司的香港主要營業地點香港銅鑼灣希慎道33號利園一期19樓1912室，收件人應註明為董事會，或電郵至 ir@kingdom-china.com，收件人應註明為本公司投資者關係部。

SHAREHOLDERS' MEETINGS

Under the Articles, an annual general meeting must be called by notice of not less than twenty-one clear days, and all other general meetings (including an extraordinary general meeting) must be called by notice of not less than fourteen clear days, unless otherwise permitted by the Listing Rules and subject to the Companies Act of the Cayman Islands.

Shareholders shall be given sufficient notice of Shareholders meetings and the chairman of a meeting shall ensure that an explanation is provided of the detailed procedures for conducting a poll and answer any questions from Shareholders on voting by poll.

For each substantially separate issue at a general meeting, a separate resolution will be proposed by the chairman of that meeting.

All Directors (including the chairman of the Board, the Audit Committee, the Remuneration Committee and the Nomination Committee) are expected to attend the annual general meeting to answer questions at the annual general meeting.

股東大會

根據細則，召開股東週年大會須發出不少於二十一個整日的通知，所有其他股東大會（包括股東特別大會）須以不少於十四個整日的通知召開，惟上市規則另行允許除外，並須受開曼群島公司法所規限。

股東將獲提供有關股東大會的充分通知，而大會主席將確保提供進行投票表決的詳細程序說明以及回答股東就投票表決提出的任何問題。

在股東大會上，大會主席將就每項實際獨立的事宜個別提出決議案。

預期全體董事（包括董事會主席、審核委員會、薪酬委員會及提名委員會）均會出席股東週年大會，並於股東週年大會上回答問題。

Corporate Governance Report

企業管治報告

During the Year, the Company convened one general meeting (i.e. the annual general meeting held on 14 June 2024 (the “**2024 AGM**”)). All the then Directors except Mr. Ren Weiming (i.e. Mr. Shen Yueming, Mr. Zhang Hongwen and Ms. Shen Hong, being the executive Directors; Mr. Ngan Kam Wai Albert, being the non-executive Director; and Mr. Lau Ying Kit, Mr. Lo Kwong Shun Wilson and Mr. Yan Jianmiao, being the independent non-executive Directors) attended the 2024 AGM. Mr. Ren Weiming, an executive Director, did not attend the 2024 AGM as he was in Europe attending an important business event on behalf of the Company.

CHANGE IN CONSTITUTIONAL DOCUMENTS

During the Year, there was no change in the constitutional documents of the Company.

The full text of the current Memorandum of Association of the Company and the Articles have been published on the websites of the Company and the Stock Exchange on 27 May 2022.

INVESTOR RELATIONS

The Group firmly believes the importance of communicating with the investment community and the Shareholders in attaining a high level of transparency. Since its listing, the Group has maintained various communication channels with analysts and fund managers such as one-on-one meetings, telephone communications, and press releases. The general meetings of the Company provide a platform for communication between the Shareholders and the Board. The Chairman of the Board as well as Chairmen of the Remuneration Committee, Nomination Committee and Audit Committee or, in their absence, other members of the respective committees, and where applicable, the independent board committee, are available to answer questions at the Shareholders’ meetings. The Company endeavours to provide timely and accurate information to the investors to enhance the understanding of the investors about the linen industry, as well as the business development strategy and direction of the Group.

In light of the above, the Group considers that the Group’s current Shareholders’ communication policy is effective. The Group will continue to maintain a close relationship with investors and develop greater understanding about the Group for international investors, to enhance investors’ confidence in the Group.

As at 31 December 2024, the market capitalisation of the Company was approximately HK\$743,020,040 based on 629,678,000 Shares outstanding and the closing price of HK\$1.18 per Share as quoted on the Stock Exchange.

The details of the substantial Shareholders of the Company can be found on page 42 of this annual report.

年內，本公司召開一次股東大會（即於二零二四年六月十四日舉行的股東週年大會（「**二零二四年股東週年大會**」））。除任維明先生外，全體時任董事（即執行董事沈躍明先生、張鴻文先生及沈鴻女士；非執行董事顏金煒先生；以及獨立非執行董事劉英傑先生、羅廣信先生及嚴建苗先生）均有出席二零二四年股東週年大會。執行董事任維明先生因代表本公司在歐洲出席一項重要商業活動而未能出席二零二四年股東週年大會。

章程文件變動

年內，本公司章程文件概無變動。

本公司現有組織章程大綱及細則全文於二零二二年五月二十七日刊載於本公司及聯交所網站。

投資者關係

本集團深信與投資者及股東保持有效的溝通，有助於保持本集團高度透明。本集團自上市以來，以多種渠道與分析員及基金經理聯繫，如透過一對一會議、電話交流及發放新聞稿。本公司的股東大會提供一個股東與董事會之間溝通的平台。董事會主席、薪酬委員會主席、提名委員會主席及審核委員會主席，或（如上述人士未克出席）各相關委員會的其他成員，以及獨立董事委員會（如適用）的成員，將可於股東大會上回答問題。本公司致力為投資者提供準確、及時訊息，以進一步提升投資者對亞麻行業、本集團業務發展策略和動向的了解。

鑑於上文所述，本集團認為本集團目前的股東通訊政策有效。本集團將繼續維持與投資者緊密的關係，及加強國際投資者對本集團的認識，以增強投資者對本集團的信心。

於二零二四年十二月三十一日，本公司市值約為743,020,040港元，乃基於629,678,000股發行在外股份按聯交所所報收市價每股1.18港元計算。

本公司主要股東的詳情可參閱本年報第42頁。

Corporate Governance Report

企業管治報告

CONTACT DETAILS

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

Address: Kingdom Holdings Limited
Room 1912, 19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong
(For the attention of the Investor Relations Department)

Fax: +852 3628 2284

Email: ir@kingdom-china.com

DISCLAIMER

The contents of the section headed “Shareholders’ Rights” are for reference and disclosure compliance purposes only. The information does not represent and should not be regarded as legal or other professional advice from the Company to the Shareholders. Shareholders should seek their own independent legal or other professional advice as to their rights as shareholders of the Company. The Company disclaims all liabilities and losses incurred by its Shareholders in reliance on any contents of this section headed “Shareholders’ Rights”.

聯絡資料

股東可透過以下途徑發出上述提問或要求：

地址：金達控股有限公司
香港
銅鑼灣
希慎道33號
利園一期19樓1912室
(收件人：投資者關係部)

傳真：+852 3628 2284

電郵：ir@kingdom-china.com

免責聲明

「股東權利」一節所載內容僅供參考，並僅為遵守披露規定而提供。有關資料並不表示且不應被視為本公司給予股東的法律或其他專業意見。股東務請就彼等作為本公司股東享有的權利尋求獨立法律或其他專業意見。本公司概不就其股東因倚賴本節「股東權利」任何內容而產生的任何責任及損失承擔責任。





Independent Auditor's Report

獨立核數師報告



To the shareholders of Kingdom Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Kingdom Holdings Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 100 to 208, which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with 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”) 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”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

致金達控股有限公司股東
(於開曼群島註冊成立的有限公司)

意見

我們已審計列載於第100至208頁的金達控股有限公司 (以下簡稱「貴公司」) 及其附屬公司 (統稱「貴集團」) 的合併財務報表，此合併財務報表包括於二零二四年十二月三十一日的合併財務狀況表與截至該日止年度的合併損益表、合併全面收益表、合併權益變動表和合併現金流量表，以及合併財務報表附註，包括重大會計政策資料。

我們認為，該等合併財務報表已根據國際會計準則理事會 (「國際會計準則理事會」) 頒佈的《國際財務報告準則》會計準則真實而中肯地反映了 貴集團於二零二四年十二月三十一日的合併財務狀況及截至該日止年度的合併財務表現及合併現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

意見的基礎

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

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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期合併財務報表的審計最為重要的事項。這些事項是在我們審計整體合併財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。我們對下述每一事項在審計中是如何應對的描述也以此為背景。

我們已經履行了本報告核數師就審計合併財務報表承擔的責任部分闡述的責任，包括與這些事項相關的責任。相應地，我們的審計工作包括執行為應對評估合併財務報表的重大錯誤陳述風險而設計的程序。我們執行審計程序的結果，包括應對下述事項所執行的程序，為對隨附的合併財務報表發表審計意見提供了基礎。

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 該事項在審計中是如何應對的
<p><i>Assessment on impairment for non-current assets</i> 非流動資產的減值評估</p> <p>As at 31 December 2024, the carrying amount of property, plant and equipment, right-of-use assets and other intangible assets was RMB980 million in aggregate, which represented 31% of the Group's total assets. As the carrying amount of the Group's net assets was higher than the Company's market capitalisation, management performed an impairment test on its non-current assets. This assessment requires management to make certain key assumptions, such as cash flow projections covering a five-year period, the future growth rate and the discount rate, which are highly judgemental.</p> <p>於二零二四年十二月三十一日，物業、廠房及設備、使用權資產及其他無形資產的賬面金額合共為人民幣980百萬元，佔 貴集團資產總值的31%。由於 貴集團資產淨值的賬面金額高於 貴公司的市值，故管理層已對非流動資產進行減值測試。此舉要求管理層作出若干關鍵假設，如五年期現金流量預測、未來增長率及貼現率，非常主觀。</p> <p>Detailed information about the significant accounting judgements and estimates on impairment for non-current assets is provided in note 3 to the financial statements.</p> <p>有關非流動資產減值的重大會計判斷及估計的詳盡資料於財務報表附註3提供。</p>	<p>Our audit procedures included assessing the identification of cash-generating units and key assumptions, including those related to future increases in expected growth rates, turnover and discount rates, projection periods and disposal values of the non-current assets at the end of the projection period applied. In performing our audit procedures, we involved our internal valuation specialists to assist us in assessing the valuation methodology used and the key assumptions applied and performed sensitivity analyses on the key assumptions.</p> <p>我們的審計程序包括評估現金產生單位的識別及該等關鍵假設，包括與於預測期末適用的預期增長率、營業額及折現率、預測期及非流動資產出售價值的未來增長有關者。於進行審計程序時，我們已委聘內部估值專家協助我們評估所用估值方法及關鍵假設，並對關鍵假設進行敏感性分析。</p> <p>We reviewed the historical financial performance of the business units and compared it with the original forecasts when evaluating management's budgeting process. We also reviewed the relevant disclosures in the financial statements.</p> <p>我們檢討業務單位的歷史財務表現，並與其原有預測比較，從而評估管理層制定預算的過程。我們亦審查財務報表的相關披露。</p>

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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 identified above when it becomes available 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.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

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

年報內的其他資料

貴公司董事需對其他資料負責。其他資料包括刊載於年報內的信息，但不包括合併財務報表及我們的核數師報告。預期我們將於本核數師報告日期後取得年報。

我們對合併財務報表的意見並不涵蓋其他資料，我們亦不對該等其他資料發表任何形式的鑒證結論。

結合我們對合併財務報表的審計，我們的責任是閱讀上文指出可供查閱的其他資料，在此過程中，考慮其他資料是否與合併財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

董事就合併財務報表須承擔的責任

貴公司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》的披露規定擬備真實而中肯的合併財務報表，並對其認為為使合併財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審核委員會協助貴公司董事履行職責，監督貴集團的財務報告過程。

Independent Auditor's Report

獨立核數師報告

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. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計合併財務報表承擔的責任

我們的目標，是對合併財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅對全體股東作出報告，除此以外，本報告並無其他用途。我們不會就核數師報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響合併財務報表使用者依賴合併財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

- 識別和評估由於欺詐或錯誤而導致合併財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部監控，以設計適當的審計程序，但目的並非對貴集團內部監控的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

Independent Auditor's Report

獨立核數師報告

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.

核數師就審計合併財務報表承擔的責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意合併財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價合併財務報表的整體列報方式、結構和內容，包括披露，以及合併財務報表是否中肯反映交易和事項。
- 規劃及履行集團審計，以就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，作為對集團財務報表發表意見的基礎。我們負責就集團審計所履行的審計工作的方向、監督及審閱。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部監控的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們就有關獨立性的相關專業道德要求，並與他們就所有關係和其他事項進行溝通，以及在適用的情況下，為消除威脅採取行動或應用防範措施。

Independent Auditor's Report

獨立核數師報告

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 matter. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Shun Lung Wai.

Ernst & Young
Certified Public Accountants
Hong Kong

26 March 2025

核數師就審計合併財務報表承擔的責任 (續)

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

出具本獨立核數師報告的審計項目合夥人是孫龍偉。

安永會計師事務所
執業會計師
香港

二零二五年三月二十六日

Consolidated Statement of Profit or Loss

合併損益表

Year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		Notes 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
REVENUE	收入	5	2,571,606	2,445,428
Cost of sales	銷售成本		(2,418,332)	(2,033,940)
Gross profit	毛利		153,274	411,488
Other income and gains	其他收入及收益	5	11,384	18,927
Selling and distribution expenses	銷售及分銷開支		(34,476)	(42,229)
Administrative expenses	行政開支		(115,207)	(116,078)
Reversal of impairment losses/ (impairment losses) on financial assets	金融資產減值虧損轉回/ (減值虧損)	7	2,837	(4,568)
Other expenses	其他開支		(19,671)	(9,549)
Finance costs	財務成本	6	(41,077)	(36,800)
Share of losses of associates	分佔聯營公司虧損	17	(918)	–
(LOSS)/PROFIT BEFORE TAX	除稅前(虧損)/溢利	7	(43,854)	221,191
Income tax credit/(expense)	所得稅抵免/(開支)	10	516	(58,401)
(LOSS)/PROFIT FOR THE YEAR	年內(虧損)/溢利		(43,338)	162,790
Attributable to:	由下列項目應佔：			
Owners of the parent	母公司擁有人		(45,380)	163,611
Non-controlling interests	非控制性權益		2,042	(821)
(LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通股權益持有人 應佔每股(虧損)/盈利			
Basic	基本	12	人民幣RMB(0.07)元	人民幣RMB0.27元
Diluted	攤薄	12	人民幣RMB(0.07)元	人民幣RMB0.27元

Consolidated Statement of Comprehensive Income

合併全面收益表

Year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
(LOSS)/PROFIT FOR THE YEAR	年內(虧損)/溢利	(43,338)	162,790
Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods:	將於往後期間可能重新分類至損益的其他全面(虧損)/收益：		
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	(17,284)	250
TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR	年內全面(虧損)/收益總額	(60,622)	163,040
Attributable to:	由下列項目應佔：		
Owners of the parent	母公司擁有人	(62,664)	163,861
Non-controlling interests	非控制性權益	2,042	(821)
		(60,622)	163,040

Consolidated Statement of Financial Position

合併財務狀況表

31 December 2024 二零二四年十二月三十一日

		Notes 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	914,341	971,977
Investment properties	投資物業	14	–	3,933
Right-of-use assets	使用權資產	15	61,818	65,378
Other intangible assets	其他無形資產	16	4,164	5,316
Investments in associates	於聯營公司的投資	17	29,623	25,000
Prepayments for equipment	設備預付款項		1,143	1,715
Deferred tax assets	遞延稅項資產	18	22,182	3,303
Other non-current assets	其他非流動資產		8,132	17,338
Total non-current assets	非流動資產總值		1,041,403	1,093,960
CURRENT ASSETS	流動資產			
Inventories	存貨	19	1,195,126	1,019,545
Trade and notes receivables	應收貿易賬款及應收票據	20	536,765	558,356
Prepayments, deposits and other receivables	預付款、押金及其他應收款項	21	64,065	90,059
Pledged deposits	已抵押存款	22	46,779	66,444
Cash and cash equivalents	現金及現金等價物	22	230,871	454,812
Total current assets	流動資產總值		2,073,606	2,189,216
CURRENT LIABILITIES	流動負債			
Trade and notes payables	應付貿易賬款及應付票據	23	454,696	587,651
Other payables and accruals	其他應付款項及預提費用	24	140,342	183,019
Interest-bearing bank and other borrowings	計息銀行及其他借貸	25	989,556	833,806
Dividends payable	應付股息		607	476
Tax payable	應付稅項		10,918	21,400
Total current liabilities	流動負債總額		1,596,119	1,626,352
NET CURRENT ASSETS	流動資產淨值		477,487	562,864
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		1,518,890	1,656,824

Consolidated Statement of Financial Position

合併財務狀況表

31 December 2024 二零二四年十二月三十一日

			2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
		Notes 附註		
NON-CURRENT LIABILITIES	非流動負債			
Deferred tax liabilities	遞延稅項負債	18	9,625	33,892
Interest-bearing bank and other borrowings	計息銀行及其他借貸	25	34,436	35,720
Total non-current liabilities	非流動負債總額		44,061	69,612
Net assets	資產淨值		1,474,829	1,587,212
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share capital	股本	26	6,329	6,329
Treasury shares	庫存股份	27	(13,305)	(13,305)
Reserves	儲備	28	1,408,556	1,522,981
			1,401,580	1,516,005
Non-controlling interests	非控制性權益		73,249	71,207
Total equity	權益總額		1,474,829	1,587,212

Ren Weiming
任維明
Director
董事

Shen Yueming
沈躍明
Director
董事

Consolidated Statement of Changes In Equity

合併權益變動表

Year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		Attributable to owners of the parent 母公司擁有人應佔								Non- controlling interests 非控制性	Total equity 權益總額	
		Issued capital 已發行股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Treasury shares 庫存股份 RMB'000 人民幣千元	Merger reserve 合併儲備 RMB'000 人民幣千元	Statutory reserve 法定儲備 RMB'000 人民幣千元	Other reserve 其他儲備 RMB'000 人民幣千元	Exchange reserve 匯兌儲備 RMB'000 人民幣千元	Retained profits 保留溢利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元		
At 31 December 2022	於二零二二年 十二月三十一日	6,329	269,226	(13,305)	196,019	176,352	758	(15,465)	786,074	1,405,988	82,002	1,487,990
Profit for the year	年內溢利	-	-	-	-	-	-	-	163,611	163,611	(821)	162,790
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	-	-	-	250	-	250	-	250
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	-	250	163,611	163,861	(821)	163,040
Acquisition of non-controlling interests	收購非控制性權益	-	-	-	(2,026)	-	-	-	-	(2,026)	(9,974)	(12,000)
Transfer from retained profits	轉撥自保留溢利	-	-	-	-	20,402	-	-	(20,402)	-	-	-
Final 2022 dividend declared	已宣派二零二二年末期股息	-	-	-	-	-	-	-	(51,818)	(51,818)	-	(51,818)
At 31 December 2023	於二零二三年 十二月三十一日	6,329	269,226	(13,305)	193,993	196,754	758	(15,215)	877,465	1,516,005	71,207	1,587,212

		Attributable to owners of the parent 母公司擁有人應佔								Non- controlling interests 非控制性	Total equity	
		Issued capital	Share premium	Treasury shares	Merger reserve	Statutory reserve	Other reserve	Exchange reserve	Retained profits	Total	權益	權益總額
		已發行股本	股份溢價	庫存股份	合併儲備	法定儲備	其他儲備	匯兌儲備	保留溢利	總計	權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 31 December 2023	於二零二三年 十二月三十一日	6,329	269,226	(13,305)	193,993	196,754	758	(15,215)	877,465	1,516,005	71,207	1,587,212
Profit for the year	年內溢利	-	-	-	-	-	-	-	(45,380)	(45,380)	2,042	(43,338)
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	-	-	-	(17,284)	-	(17,284)	-	(17,284)
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	-	(17,284)	(45,380)	(62,664)	2,042	(60,622)
Transfer from retained profits	轉撥自保留溢利	-	-	-	-	3,858	-	-	(3,858)	-	-	-
Final 2023 dividend declared	已宣派二零二三年末期股息	-	-	-	-	-	-	-	(51,761)	(51,761)	-	(51,761)
At 31 December 2024	於二零二四年 十二月三十一日	6,329	269,226*	(13,305)	193,993*	200,612*	758*	(32,499)*	776,466*	1,401,580	73,249	1,474,829

* These reserve accounts comprise the consolidated reserves of RMB1,408,556,000 (2023: RMB1,522,981,000) in the consolidated statement of financial position.

* 該等儲備賬包括合併財務狀況表的合併儲備人民幣1,408,556,000元（二零二三年：人民幣1,522,981,000元）。

Consolidated Statement of Cash Flows

合併現金流量表

Year ended 31 December 2024 截至二零二四年十二月三十一日止年度

			2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
	Notes 附註			
CASH FLOWS FROM OPERATING ACTIVITIES		經營活動的現金流量		
(Loss)/profit before tax		除稅前 (虧損) / 溢利	(43,854)	221,191
Adjustments for:		就下列各項作出的調整：		
Share of losses of associates	7	分佔聯營公司虧損	918	—
Depreciation of property, plant and equipment and investment properties	13, 14	物業、廠房及設備以 及投資物業折舊	100,523	101,853
Depreciation of right-of-use assets	15	使用權資產折舊	3,746	3,949
Amortisation of other intangible assets	16	其他無形資產攤銷	1,152	857
Provision for impairment of inventories	7	存貨減值撥備	175,133	14,983
Loss on disposal of items of property, plant and equipment	7	出售物業、廠房及設備 項目虧損	4,934	2,757
Impairment/(reversal of impairment) for trade receivables	20	應收貿易賬款減值／ (減值轉回)	(2,837)	4,568
Finance costs	6	財務成本	41,077	36,800
Bank interest income	5	銀行利息收入	(2,672)	(4,526)
			278,120	382,432
Increase in inventories		存貨增加	(350,714)	(349,348)
Decrease/(increase) in trade and notes receivables		應收貿易賬款及應收票 據減少／(增加)	24,428	(136,657)
Decrease in prepayments, deposits and other receivables		預付款、押金及其他應收 款項減少	34,668	15,466
Proceeds from pledged deposits		已抵押存款的所得款項	342,585	340,676
New pledged deposits		新造已抵押存款	(322,920)	(380,220)
(Decrease)/increase in trade and notes payables		應付貿易賬款及應付票據 (減少) / 增加	(132,955)	220,555
(Decrease)/increase in other payables and accruals		其他應付款項及預提費用 (減少) / 增加	(43,474)	39,085
			(170,262)	131,989
Cash (used in)/from operations		經營 (所用) / 產生的 現金		
Interest received		已收利息	2,672	4,526
Income tax paid		已付所得稅	(53,112)	(66,471)
			(220,702)	70,044
Net cash flows (used in)/from operating activities		經營活動 (所用) / 產生 的現金流量淨額		

Consolidated Statement of Cash Flows

合併現金流量表

Year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		Notes 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動的現金流量			
Purchases of items of property, plant and equipment and intangible assets	購置物業、廠房及設備項目以及無形資產		(51,450)	(91,223)
Proceeds from disposal of other non-current assets	出售其他非流動資產的所得款項		600	–
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目的所得款項		8,931	7,107
Increase of other deposits	其他按金增加		(17,974)	–
Increase in leasehold land deposits	租賃土地按金增加		–	(5,131)
Acquisition of an associate	收購一家聯營公司		(5,541)	–
Disposal of a subsidiary	出售一家附屬公司	29	18,100	(8,100)
Net cash flows used in investing activities	投資活動所用的現金流量淨額		(47,334)	(97,347)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動的現金流量			
New bank loans	新造銀行貸款		1,357,238	1,079,989
Repayment of bank loans	償還銀行貸款		(1,201,025)	(961,693)
Interest paid	已付利息		(41,140)	(37,894)
Principal portion of lease payments	租賃款項的本金部分	30(b)	(1,933)	(2,185)
Acquisition of non-controlling interests	收購非控制性權益		–	(12,000)
Dividends paid	已付股息		(51,761)	(51,818)
Net cash flows from financing activities	融資活動產生的現金流量淨額		61,379	14,399
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額		(206,657)	(12,904)
Cash and cash equivalents at beginning of year	年初現金及現金等價物		454,812	467,469
Effect of foreign exchange rate changes, net	匯率變動影響淨額		(17,284)	247
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末現金及現金等價物		230,871	454,812

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

1. CORPORATE AND GROUP INFORMATION

Kingdom Holdings Limited was incorporated in the Cayman Islands as an exempted company with limited liability on 21 July 2006. The Company's shares were listed on the Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 12 December 2006.

The Group is principally engaged in the manufacture and sale of linen yarn.

The Company's registered address is Cricket Square, Hutchins Drive, P.O. Box 2681 GT, Grand Cayman KY1-1111, Cayman Islands; and the principal place of business was located at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong up to 9 January 2025, and changed to Room 1912, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong effective from 10 January 2025.

Information about subsidiaries

Particulars of the Company's subsidiaries are as follows:

Name of company 公司名稱	Place and date of establishment and nature of legal entity 成立地點及日期及合法實體的性質	Nominal value of issued ordinary/registered share capital 已發行普通股面值/註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Overseas Kingdom Limited	British Virgin Islands ("BVI") 26 July 2006 Limited liability company	HK\$0.01/HK\$500	100%	–	Investment holding
Overseas Kingdom Limited	英屬處女群島 (「英屬處女群島」) 二零零六年七月二十六日， 有限公司	0.01港元/500港元	100%	–	投資控股
Kingdom Group Holdings Limited (「Hong Kong Kingdom」)	Hong Kong, China 10 September 2004 Limited liability company	HK\$1,250,000	–	100%	Investment holding and trading
金達集團控股有限公司 (「香港金達」)	中國香港 二零零四年九月十日， 有限公司	1,250,000港元	–	100%	投資控股及貿易
Zhejiang Jinyuan Flax Co., Ltd.	PRC 18 March 2003 Wholly-foreign owned enterprise	US\$70,000,000	–	100%	Manufacture and sale of linen yarn
浙江金元亞麻有限公司	中國 二零零三年三月十八日， 外商獨資企業	70,000,000美元	–	100%	生產及銷售亞麻紗

1. 公司及集團資料

金達控股有限公司於二零零六年七月二十一日在開曼群島註冊成立為獲豁免有限公司。本公司股份於二零零六年十二月十二日在香港聯合交易所有限公司（「聯交所」）上市。

本集團主要從事生產及銷售亞麻紗。

本公司的註冊地址為Cricket Square, Hutchins Drive, P.O. Box 2681 GT, Grand Cayman KY1-1111, Cayman Islands; 直至二零二五年一月九日前，主要營業地點位於香港九龍觀塘道348號宏利廣場5樓，自二零二五年一月十日起，地址更改為香港銅鑼灣希慎道33號利園一期19樓1912室。

有關附屬公司的資料

本公司附屬公司詳情如下：

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

1. CORPORATE AND GROUP INFORMATION

(continued)

Information about subsidiaries (continued)

Name of company 公司名稱	Place and date of establishment and nature of legal entity 成立地點及日期及合法實體的性質	Nominal value of issued ordinary/registered share capital 已發行普通股面值/註冊股本	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Jiangsu Jinyuan Flax Co., Ltd.	PRC 17 October 2003 Limited liability company	US\$18,500,000	–	100%	Manufacture and sale of linen yarn
江蘇金元亞麻有限公司	中國 二零零三年十月十七日，有限公司	18,500,000美元	–	100%	生產及銷售亞麻紗
Zhejiang Kingdom Linen Co., Ltd.	PRC 28 May 2012 Limited liability company	RMB100,000,000	–	100%	Manufacture and sale of linen yarn
浙江金達亞麻有限公司	中國 二零一二年五月二十八日，有限公司	人民幣100,000,000元	–	100%	生產及銷售亞麻紗
Kingdom Europe S.R.L.	Italy 7 September 2007 Limited liability company	EUR30,000	–	100%	Trading
Kingdom Europe S.R.L.	意大利 二零零七年九月七日，有限公司	30,000歐元	–	100%	貿易
Kingdom (Ethiopia) Linen PLC	Ethiopia 16 July 2014 Limited liability company	ETB1,859,676,000	–	100%	Manufacture and sale of linen yarn
Kingdom (Ethiopia) Linen PLC	埃塞俄比亞 二零一四年七月十六日，有限公司	1,859,676,000埃塞俄比亞比爾	–	100%	生產及銷售亞麻紗
Heilongjiang Kingdom Enterprise Co., Ltd.	PRC 11 March 2016 Limited liability company	RMB300,000,000	–	78.67%	Manufacture and sale of linen yarn
黑龍江金達麻業有限公司	中國 二零一六年三月十一日，有限公司	人民幣300,000,000元	–	78.67%	生產及銷售亞麻紗
Kingdom Textile (Shanghai) Ltd.	PRC 11 October 2019 Limited liability company	RMB15,000,000	–	80%	Trading
金達天晟(上海)商貿有限公司	中國 二零一九年十月十一日，有限公司	人民幣15,000,000元	–	80%	貿易

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

1. CORPORATE AND GROUP INFORMATION

(continued)

Information about subsidiaries (continued)

Name of company 公司名稱	Place and date of establishment and nature of legal entity 成立地點及日期及合法實體的性質	Nominal value of issued ordinary/registered share capital 已發行普通股面值/註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Zhejiang Kingdom REEL Textile Co., Ltd.	PRC 15 June 2020 Limited liability company	RMB20,000,000	–	100%	Trading
浙江金達瑞優紡織有限公司	中國 二零二零年六月十五日，有限公司	人民幣20,000,000元	–	100%	貿易
Heilongjiang Kingdom Hemp Co., Ltd.	PRC 12 June 2020 Limited liability company	RMB65,000,000	–	83.59%	Sale of industrial hemp
黑龍江金達纖維大麻有限公司	中國 二零二零年六月十二日，有限公司	人民幣65,000,000元	–	83.59%	銷售工業大麻
Heilongjiang Kangyuan Seeds Industry Co., Ltd.	PRC 8 August 2017 Limited liability company	RMB10,000,000	–	62.94%	R&D and sale of hemp seeds
黑龍江康源種業有限公司	中國 二零一七年八月八日，有限公司	人民幣10,000,000元	–	62.94%	研發及銷售大麻籽
Renho Holding PTE. Ltd.	Singapore 9 November 2023 Limited liability company	SGD10,000	–	100%	Investment holding
Renho Holding PTE. Ltd.	新加坡 二零二三年十一月九日，有限公司	10,000新元	–	100%	投資控股
Renho Group PTE. Ltd.	Singapore 21 November 2023 Limited liability company	SGD10,000	–	100%	Investment holding
Renho Group PTE. Ltd.	新加坡 二零二三年十一月二十一日，有限公司	10,000新元	–	100%	投資控股
Kingdom Linen	Egypt 25 December 2024 Limited liability company	US\$10,000,000	1%	99%	Manufacture and sale of linen yarn
Kingdom Linen	埃及 二零二四年十二月二十五日，有限公司	10,000,000美元	1%	99%	生產及銷售亞麻紗

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2. ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with IFRS Accounting Standards (which include all International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations) issued by the International Accounting Standards Board (“IASB”) and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for derivative financial instruments and notes receivable which have been measured at fair value. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand (RMB’000), except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2024. A subsidiary is an entity (including a structured 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).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

2. 會計政策

2.1 編製基準

本財務報表乃按照國際會計準則理事會頒佈的《國際財務報告準則會計準則》(包括所有《國際財務報告準則》、《國際會計準則》(「國際會計準則」)及詮釋)及香港《公司條例》的披露規定編製。除衍生金融工具及應收票據採用公允價值計量外,本財務報表乃根據歷史成本慣例編製。除非另有標明,否則本財務報表以人民幣(「人民幣」)呈列而所有價值已四捨五入至最接近的千位數(人民幣千元)。

合併基準

合併財務報表包括本公司及其附屬公司(統稱「本集團」)截至二零二四年十二月三十一日止年度的財務報表。附屬公司為由本公司直接或間接控制的實體(包括結構性實體)。倘本集團參與投資對象業務可獲得或有權獲得可變回報以及能透過對投資對象行使其權力(即本集團獲賦予現有有能力以主導投資對象相關活動的既存權利)影響該等回報,即代表本集團取得控制權。

通常情況下,存在大多數表決權形成控制權之推定。倘本公司直接或間接擁有的投資對象表決權或類似權利不足大多數,本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況,包括:

- (a) 與投資對象其他投票持有人的合約安排;
- (b) 其他合約安排所產生的權利;及
- (c) 本集團的表決權及潛在表決權。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

The financial statements of the subsidiaries are prepared for the same reporting period 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.

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 the related assets (including goodwill), liabilities, any non-controlling interest and the exchange reserve; and recognises the fair value of any investment retained and 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 profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.1 編製基準 (續)

合併基準 (續)

附屬公司與本公司的財務報表的報告期間相同，並採用一致會計政策編製。附屬公司的業績由本集團取得控制權的日期起合併入賬，並繼續合併入賬直至該等控制權終止日期為止。

所有集團內公司間資產及負債、權益、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合併賬目時全數抵銷。

倘有事實或情況顯示上文所述的三項控制權元素其中一項或多項出現改變，則本集團會重新評估其是否控制投資對象。附屬公司擁有權益的變動（並無失去控制權）按權益交易入賬。

倘本集團失去對附屬公司的控制權，則會終止確認相關資產（包括商譽）、負債、任何非控制性權益及匯兌儲備；及確認任何保留投資的公允價值及損益中任何因此產生的盈餘或虧絀。過往於其他全面收益內確認的本集團應佔部分按與猶如本集團直接出售有關資產或負債時所規定的相同基準重新分類至損益或保留溢利（如適用）。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised IFRS Accounting Standards for the first time for the current year's financial statements.

Amendments to IFRS 16	<i>Lease Liability in a Sale and Leaseback</i>
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current (the "2020 Amendments")</i>
Amendments to IAS 1	<i>Non-current Liabilities with Covenants (the "2022 Amendments")</i>
Amendments to IAS 7 and IFRS 7	<i>Supplier Finance Arrangements</i>

The nature and the impact of the revised IFRS Accounting Standards are described below:

- (a) Amendments to IFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. Since the Group has no sale and leaseback transactions with variable lease payments that do not depend on an index or a rate occurring from the date of initial application of IFRS 16, the amendments did not have any impact on the financial position or performance of the Group.

2.2 會計政策及披露的變動

本集團已於本年度財務報表內首次採納下列經修訂《國際財務報告準則會計準則》。

《國際財務報告準則》 第16號的修訂本	售後租回的租賃負債
《國際會計準則》 第1號的修訂本	將負債分類為流動或非流動 (「二零二零年修訂本」)
《國際會計準則》 第1號的修訂本	附帶契諾的非流動負債 (「二零二二年修訂本」)
《國際會計準則》第7號及 《國際財務報告準則》 第7號的修訂本	供應商融資安排

經修訂《國際財務報告準則會計準則》的性質及影響載述如下：

- (a) 《國際財務報告準則》第16號的修訂本訂明賣方—承租人於計量售後租回交易中產生的租賃負債時所採用的規定，以確保賣方—承租人不確認與其保留的使用權有關的任何損益。由於本集團自首次應用《國際財務報告準則》第16號之日起，不存在租賃付款不取決於指數或利率的可變售後租回交易，因此該等修訂本對本集團的財務狀況或表現並無任何影響。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

- (b) The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period.

The Group has reassessed the terms and conditions of its liabilities as at 1 January 2023 and 2024 and concluded that the classification of its liabilities as current or non-current remained unchanged upon initial application of the amendments. Accordingly, the amendments did not have any impact on the financial position or performance of the Group.

- (c) Amendments to IAS 7 and IFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. As the Group does not have supplier finance arrangements, the amendments did not have any impact on the Group's financial statements.

2.2 會計政策及披露的變動 (續)

- (b) 二零二零年修訂本澄清將負債分類為流動或非流動的規定，包括有關延期結算權利的涵義及延期結算權利須於報告期末已經存在。負債的分類不受該實體行使延期結算權利的可能性所影響。該等修訂本亦澄清，負債可以其自身權益工具結算，且僅於可轉換負債中的轉換選擇權本身作為權益工具進行會計處理時，負債的條款方會影響其分類。二零二二年修訂本進一步澄清，於貸款安排產生的負債的契諾中，僅實體必須於報告日期或之前遵守的契諾方會影響該負債分類為流動或非流動。於報告期後12個月內遵守未來契諾的實體須對非流動負債進行額外披露。

本集團已重新評估於二零二三年及二零二四年一月一日的負債條款及條件，並得出結論，於首次應用該等修訂本後，將其負債分類為流動或非流動保持不變。因此，該等修訂本對本集團的財務狀況或表現並無任何影響。

- (c) 《國際會計準則》第7號及《國際財務報告準則》第7號的修訂本澄清供應商融資安排的特徵，並要求對該等安排進行額外披露。該等修訂本中的披露要求旨在協助財務報表使用者了解供應商融資安排對實體負債、現金流量及流動性風險敞口的影響。由於本集團並無供應商融資安排，因此該等修訂本對本集團的財務報表並無任何影響。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS

The Group has not applied the following new and revised IFRS Accounting Standards, that have been issued but are not yet effective, in these financial statements. The Group intends to apply these new and revised IFRS Accounting Standards, if applicable, when they become effective.

IFRS 18	<i>Presentation and Disclosure in Financial Statements³</i>
IFRS 19	<i>Subsidiaries without Public Accountability: Disclosures³</i>
Amendments to IFRS 9 and IFRS 7	<i>Amendments to the Classification and Measurement of Financial Instruments²</i>
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture⁴</i>
Amendments to IAS 21	<i>Lack of Exchangeability¹</i>
<i>Annual Improvements to IFRS Accounting Standards – Volume 11</i>	Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7 ²

- ¹ Effective for annual periods beginning on or after 1 January 2025
- ² Effective for annual periods beginning on or after 1 January 2026
- ³ Effective for annual/reporting periods beginning on or after 1 January 2027
- ⁴ No mandatory effective date yet determined but available for adoption

Further information about those IFRS Accounting Standards that are expected to be applicable to the Group is described below.

2.3 已頒佈但尚未生效的《國際財務報告準則會計準則》

本集團並無於本財務報表應用以下已頒佈但尚未生效的新訂及經修訂《國際財務報告準則會計準則》。本集團擬於該等新訂及經修訂《國際財務報告準則會計準則》(倘適用) 生效後對其加以應用。

《國際財務報告準則》第18號	財務報表的呈列及披露 ³
《國際財務報告準則》第19號	不具公共問責性的附屬公司：披露 ³
《國際財務報告準則》第9號及《國際財務報告準則》第7號的修訂本	金融工具分類及計量的修訂 ²
《國際財務報告準則》第10號及《國際會計準則》第28號的修訂本	投資者與其聯營公司或合營企業之間的資產出售或注資 ⁴
《國際會計準則》第21號的修訂本	缺乏可交換性 ¹
《國際財務報告準則會計準則》年度改進—第11卷	《國際財務報告準則》第1號、《國際財務報告準則》第7號、《國際財務報告準則》第9號、《國際財務報告準則》第10號及《國際會計準則》第7號的修訂本 ²

- ¹ 於二零二五年一月一日或之後開始之年度期間生效
- ² 於二零二六年一月一日或之後開始之年度期間生效
- ³ 於二零二七年一月一日或之後開始之年度期間生效
- ⁴ 尚未釐定強制生效日期，惟可予採納

有關預期適用於本集團的《國際財務報告準則會計準則》的進一步資料描述如下。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

IFRS 18 replaces IAS 1 *Presentation of Financial Statements*. While a number of sections have been brought forward from IAS 1 with limited changes, IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss into one of the five categories: operating, investing, financing, income taxes and discontinued operations and to present two new defined subtotals. It also requires disclosures about management-defined performance measures in a single note and introduces enhanced requirements on the grouping (aggregation and disaggregation) and the location of information in both the primary financial statements and the notes. Some requirements previously included in IAS 1 are moved to IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*, which is renamed as IAS 8 *Basis of Preparation of Financial Statements*. As a consequence of the issuance of IFRS 18, limited, but widely applicable, amendments are made to IAS 7 *Statement of Cash Flows*, IAS 33 *Earnings per Share* and IAS 34 *Interim Financial Reporting*. In addition, there are minor consequential amendments to other IFRS Accounting Standards. IFRS 18 and the consequential amendments to other IFRS Accounting Standards are effective for annual periods beginning on or after 1 January 2027 with earlier application permitted. Retrospective application is required. The Group is currently analysing the new requirements and assessing the impact of IFRS 18 on the presentation and disclosure of the Group's 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)

國際財務報告準則第18號會取代國際會計準則第1號財務報表的呈列。儘管國際會計準則第1號中的許多章節進行有限修改，但國際財務報告準則第18號引入於損益表內呈列的新要求，包括指定的總計及小計。實體必須將損益表內的所有收入及開支分為五個類別：經營、投資、融資、所得稅及終止經營，並呈列兩個新定義的小計。其亦要求在單一附註中披露有關管理層界定的績效計量，並在主要財務報表及附註中引入對資料分組（匯總及分類）及位置的更高要求。國際會計準則第1號先前包含的部分規定已遷移至國際會計準則第8號會計政策、會計估計變更及錯誤，並更名為國際會計準則第8號財務報表的編製基礎。由於國際財務報告準則第18號有限但廣泛適用，因此對國際會計準則第7號現金流量表、國際會計準則第33號每股盈利及國際會計準則第34號中期財務報告作出修訂。此外，其他國際財務報告準則會計準則亦有相應的輕微修訂。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的後續修訂於二零二七年一月一日或之後開始的年度期間生效，並允許提前應用，須追溯應用。本集團目前正在分析新規定，並評估國際財務報告準則第18號對本集團財務報表的呈列及披露的影響。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

IFRS 19 allows eligible entities to elect to apply reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRS Accounting Standards. To be eligible, at the end of the reporting period, an entity must be a subsidiary as defined in IFRS 10 *Consolidated Financial Statements*, cannot have public accountability and must have a parent (ultimate or intermediate) that prepares consolidated financial statements available for public use which comply with IFRS Accounting Standards. Earlier application is permitted. As the Company is a listed company, it is not eligible to elect to apply IFRS 19. Some of the Company's subsidiaries are considering the application of IFRS 19 in their specified financial statements.

Amendments to IFRS 9 and IFRS 7 clarify the date on which a financial asset or financial liability is derecognised and introduce an accounting policy option to derecognise a financial liability that is settled through an electronic payment system before the settlement date if specified criteria are met. The amendments clarify how to assess the contractual cash flow characteristics of financial assets with environmental, social and governance and other similar contingent features. Moreover, the amendments clarify the requirements for classifying financial assets with non-recourse features and contractually linked instruments. The amendments also include additional disclosures for investments in equity instruments designated at fair value through other comprehensive income and financial instruments with contingent features. The amendments shall be applied retrospectively with an adjustment to opening retained profits (or other component of equity) at the initial application date. Prior periods are not required to be restated and can only be restated without the use of hindsight. Earlier application of either all the amendments at the same time or only the amendments related to the classification of financial assets is permitted. The amendments are not expected to have any significant impact on the Group's 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)

國際財務報告準則第19號允許合資格實體選擇應用減少披露規定，同時亦會應用其他國際財務報告準則會計準則的確認、計量及呈列規定。為符合資格，於報告期間末，實體必須是國際財務報告準則第10號綜合財務報表所定義的附屬公司，無公眾責任，且必須擁有一家母公司（最終或中間公司），編製可供公眾使用的綜合財務報表且符合國際財務報告準則會計準則，並允許提前應用。由於本公司為上市公司，故其並無資格選擇應用國際財務報告準則第19號。本公司部分附屬公司正考慮於其指定財務報表中應用國際財務報告準則第19號。

國際財務報告準則第9號及國際財務報告準則第7號的修訂本釐清金融資產或金融負債終止確認的日期，並引入會計政策選擇權，倘符合指定條件，則於結算日期前終止確認透過電子支付系統結算的金融負債，該修訂本闡明如何評估具有環境、社會及管治及其他類似或有特徵的金融資產的合約現金流量特徵。此外，該修訂本闡明對具有無追索特徵的金融資產及合約掛鉤工具分類的規定。該修訂本亦包括投資指定為按公允價值計入其他全面收益的權益工具及具有或然特徵的金融工具之額外披露。該修訂本應追溯應用，並於初步應用之日對期初保留溢利（或其他權益組成部分）作出調整。以往期間無需重列，僅可在不使用事後證明的情況下重列。允許同時提前應用所有修訂或僅提前應用與金融資產分類有關的修訂。該修訂本預期不會對本集團財務報表造成任何重大影響。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 was removed by the IASB. However, the amendments are available for adoption now.

Amendments to IAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits or to the cumulative amount of translation differences accumulated in a separate component of equity, where appropriate, at the date of initial application. The amendments are not expected to have any significant impact on the Group's 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)

《國際財務報告準則》第10號及《國際會計準則》第28號的修訂本針對《國際財務報告準則》第10號與《國際會計準則》第28號之間有關投資者與其聯營公司或合營公司之間出售或注入資產兩者規定的不一致情況。該等修訂本規定，當出售或注入資產構成一項業務時，須悉數確認下游交易產生的得益或虧損。當交易涉及不構成一項業務的資產時，由該交易產生的得益或虧損於該投資者的損益內確認，惟僅以不相關投資者於該聯營公司或合營公司的權益為限。該等修訂本已前瞻應用。國際會計準則理事會已刪去國際財務報告準則第10號及國際會計準則第28號的修訂本的原有強制生效日期。然而，該等修訂本目前可供採納。

《國際會計準則》第21號的修訂本明確實體應如何評估一種貨幣是否可兌換成另一種貨幣，以及在缺乏可兌換性時，實體應如何估計於計量日的即期匯率。該等修訂本要求披露資料，使財務報表使用者能夠了解貨幣不可兌換的影響。允許提早應用。於應用該等修訂本時，實體不能重列比較資料。初步應用該等修訂本的任何累計影響應於首次應用日期確認為對保留溢利期初結餘的調整，或對權益單獨組成部分中累計的換算差額的調整（倘適用）。該等修訂本預期不會對本集團的財務報表產生任何重大影響。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

Annual Improvements to IFRS Accounting Standards – Volume 11 set out amendments to IFRS 1, IFRS 7 (and the accompanying *Guidance on implementing IFRS 7*), IFRS 9, IFRS 10 and IAS 7. Details of the amendments that are expected to be applicable to the Group are as follows:

- **IFRS 7 *Financial Instruments: Disclosures*:** The amendments have updated certain wording in paragraph B38 of IFRS 7 and paragraphs IG1, IG14 and IG20B of the *Guidance on implementing IFRS 7* for the purpose of simplification or achieving consistency with other paragraphs in the standard and/or with the concepts and terminology used in other standards. In addition, the amendments clarify that the *Guidance on implementing IFRS 7* does not necessarily illustrate all the requirements in the referenced paragraphs of IFRS 7 nor does it create additional requirements. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.
- **IFRS 9 *Financial Instruments*:** The amendments clarify that when a lessee has determined that a lease liability has been extinguished in accordance with IFRS 9, the lessee is required to apply paragraph 3.3.3 of IFRS 9 and recognise any resulting gain or loss in profit or loss. In addition, the amendments have updated certain wording in paragraph 5.1.3 of IFRS 9 and Appendix A of IFRS 9 to remove potential confusion. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's 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)

《國際財務報告會計準則》的年度改進—第11卷載列對國際財務報告準則第1號、國際財務報告準則第7號(及隨附的《國際財務報告準則第7號實施指引》)、國際財務報告準則第9號、國際財務報告準則第10號及國際會計準則第7號的修訂。預期適用於本集團的修訂詳情如下：

- **國際財務報告準則第7號金融工具：**披露：該修訂本已更新國際財務報告準則第7號第B38段及國際財務報告準則第7號實施指引第IG1、IG14及IG20B段的若干措辭，以簡化或達致與該準則其他段落及／或其他準則中使用的概念和術語的一致性。此外，該修訂本澄清有關國際財務報告準則第7號實施指引沒有必要就國際財務報告準則第7號所述段落中的所有規定進行說明，亦無提出額外規定。允許提早應用。該修訂本預期不會對本集團財務報表造成任何重大影響。
- **國際財務報告準則第9號金融工具：**該修訂本澄清當承租人釐定租賃負債已根據國際財務報告準則第9號終止時，承租人須應用國際財務報告準則第9號第3.3.3段，並於損益確認任何產生的收益或虧損。此外，該修訂本已更新國際財務報告準則第9號第5.1.3段及國際財務報告準則第9號附錄A的若干措辭，以消除潛在的混淆。允許提早應用。該修訂本預期不會對本集團財務報表造成重大影響。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (continued)

- IFRS 10 *Consolidated Financial Statements*: The amendments clarify that the relationship described in paragraph B74 of IFRS 10 is just one example of various relationships that might exist between the investor and other parties acting as de facto agents of the investor, which removes the inconsistency with the requirement in paragraph B73 of IFRS 10. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.
- IAS 7 *Statement of Cash Flows*: The amendments replace the term "cost method" with "at cost" in paragraph 37 of IAS 7 following the prior deletion of the definition of "cost method". Earlier application is permitted. The amendments are not expected to have any impact on the Group's financial statements.

2.4 MATERIAL ACCOUNTING POLICIES

Investments in associates

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 has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's Investments in associates is 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.

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10號*綜合財務報表*：該修訂本澄清國際財務報告準則第10號B74段所述關係僅為投資者與作為其實際代理人的其他各方之間可能存在的各種關係的其中一個例子，消除與國際財務報告準則第10號第B73段規定的不一致之處。允許提早應用。該修訂本預期不會對本集團財務報表造成任何重大影響。
- 國際會計準則第7號*現金流量表*：繼先前刪除「成本法」的定義後，該修訂本以國際會計準則第7號第37段中的「成本法」取代「按成本」。允許提早應用。該修訂本預期不會對本集團的財務報表造成任何影響。

2.4 重大會計政策

於聯營公司的投資

聯營公司指本集團持有其通常不少於20%股本表決權的長期權益並對其有重大影響力的實體。重大影響力為可參與投資對象的財務及營運政策決定，而非控制或共同控制該等政策。

本集團於聯營公司的投資乃以本集團按權益會計法應佔淨資產減任何減值虧損於合併財務狀況表列賬。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Investments in associates (continued)

The Group's share of the post-acquisition results and other comprehensive income of the associate is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, 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 associate are eliminated to the extent of the Group's investment in the associate, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of the associate is included as part of the Group's Investments in associates.

Fair value measurement

The Group measures its derivative financial instruments and financial assets at fair value through other comprehensive income 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.

2.4 重大會計政策 (續)

於聯營公司的投資 (續)

本集團應佔聯營公司收購後業績及其他全面收益分別計入合併損益表及合併其他全面收益。此外，倘於聯營公司的權益直接確認出現變動，則本集團會於合併權益變動表確認其應佔任何變動（倘適用）。本集團與其聯營公司間交易的未變現得益及虧損將以本集團於聯營公司的投資為限對銷，惟倘未變現虧損為所轉讓資產減值的憑證。收購聯營公司所產生的商譽已作為一部分包括在本集團於聯營公司的投資內。

公允價值計量

本集團於每個報告期末按公允價值計量其衍生金融工具及按公允價值計入其他全面收益的金融資產。所謂公允價值，乃指市場參與者之間於計量日期進行的有序交易中，就出售資產所收取或轉讓負債所支付的價格。公允價值計量乃基於假設出售資產或轉讓負債的交易於資產或負債的主要市場或（在未有主要市場的情況下）於資產或負債的最有利市場進行。主要或最有利市場須為本集團可參與的市場。資產或負債的公允價值乃使用市場參與者為資產或負債定價所用的假設計量（假設市場參與者按彼等的最佳經濟利益行事）。

非金融資產的公允價值計量計及市場參與者可從使用該資產得到最高及最佳效用，或把該資產售予另一名可從使用該資產得到最高及最佳效用的市場參與者中產生經濟利益的能力。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

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.

All assets and liabilities for which fair value is measured or disclosed in the 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 is observable, either directly or indirectly |
| 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 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.

2.4 重大會計政策 (續)

公允價值計量 (續)

本集團使用適用於不同情況且具備充分數據計量公允價值的估值技巧，以盡量利用相關可觀察輸入值及盡量減少使用不可觀察輸入值。

所有於財務報表計量或披露公允價值的資產及負債，均按就公允價值計量整體而言屬重要的最低層輸入值在下述的公允價值等級架構進行分類：

- | | | |
|-----|---|---|
| 第一層 | – | 按同等資產或負債於活躍市場上的報價 (未經調整) 計算 |
| 第二層 | – | 按估值技巧計算，而該等估值技巧中就公允價值計量而言屬重要的最低層輸入值為可直接或間接觀察的數據 |
| 第三層 | – | 按估值技巧計算，而該等估值技巧中就公允價值計量而言屬重要的最低層輸入值為不可觀察的數據 |

就按經常性基準於財務報表內確認的資產及負債而言，本集團於每個報告期末藉由重新評估分類 (基於就公允價值計量整體而言屬重大的最低層輸入值) 以決定等級架構內各層之間是否出現轉移。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for a non-financial asset is required (other than inventories and deferred tax assets), 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.

In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

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 statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

2.4 重大會計政策 (續)

非金融資產減值

倘若一項非金融資產 (存貨及遞延稅項資產除外) 存在減值跡象, 或需要進行年度減值測試, 則估計資產的可收回金額。一項資產的可收回金額是指資產或現金產出單元的使用價值與其公允價值扣除出售成本兩者之中的較高者。除非該資產因主要依附於其他資產或一組資產產生現金流入而按該資產所屬現金產出單元釐定可收回金額, 否則可收回金額以個別資產釐定。

於對現金產生單位進行減值測試時, 倘公司資產的部分賬面金額能按合理及一致的基礎分配, 則分配至單個現金產生單位, 否則分配至最小組別的現金產生單位。

僅當資產的賬面金額超過其可收回金額時, 才確認減值虧損。對使用價值進行評估時, 預期未來現金流量以反映當前市場評定的貨幣時間價值以及資產特有風險的稅前折現率折現至現值。減值虧損於產生期內自損益表與減值資產職能一致的開支類別扣除。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Impairment of non-financial assets (continued)

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 the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

Related parties

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;

or

2.4 重大會計政策 (續)

非金融資產減值 (續)

在每個報告期末需評估是否有跡象表明以往確認的減值虧損可能不復存在或有所減少。若有此跡象存在，則估計可收回金額。僅當釐定該項資產的可收回金額的估計有所改變時，以往就該項資產(除商譽外)已確認的減值虧損才可轉回，惟轉回後的數額不能高於該項資產以前年度沒有確認減值虧損時的賬面金額(減去折舊／攤銷後)。該等減值虧損轉回應於產生期內計入損益表，除非該項資產是以重估值入賬，則該等減值虧損轉回應按重估資產的相關會計政策入賬。

關連方

在下列情況下，一方將被視為與本集團有關：

- (a) 該方或其直系親屬：(i)控制或共同控制本集團；(ii)可對本集團發揮重大影響力；或(iii)為本集團或其母公司的主要管理層成員；

或

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Related parties (continued)

- (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 of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third party and the other entity is an associate of the third party;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); 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.

2.4 重大會計政策 (續)

關連方 (續)

- (b) 該方為符合下列任何一項條件的實體：
- (i) 該實體與本集團為同一集團的成員；
 - (ii) 某一實體為另一實體（或其母公司、附屬公司或同系附屬公司）的聯營公司或合營公司；
 - (iii) 該實體與本集團為同一名第三方的合營公司；
 - (iv) 某一實體為一名第三方的合營公司，而另一實體為該名第三方的聯營公司；
 - (v) 該實體乃為本集團或與其有關連的任何實體的僱員福利而設的離職後福利計劃；
 - (vi) 該實體受(a)項所指人士控制或共同控制；
 - (vii) (a)(i)項所指人士可對該實體發揮重大影響力或為該實體（或該實體的母公司）的主要管理層成員；及
 - (viii) 該實體或其所構成集團任何成員公司向本集團或本集團母公司提供主要管理層成員服務。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (continued)

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. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with IFRS 5. 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 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.

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 annual rates used for this purpose are as follows:

Plant and buildings	4.5%
Machinery	9.0%
Office equipment	18.0%
Motor vehicles	22.5%
Leasehold improvements	Over the lease terms

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.

2.4 重大會計政策 (續)

物業、廠房及設備及折舊

物業、廠房及設備(在建工程除外)乃以成本減累計折舊及任何減值虧損列示。當一項物業、廠房及設備分類為持作出售或當其為組成分類為持作出售的處置組合一部分時,無須折舊並根據《國際財務報告準則》第5號入賬。一項物業、廠房及設備的成本包括其購買價格及將資產運抵指定地點並使其達到預定可使用狀態的任何直接可歸屬成本。

物業、廠房及設備項目投入運作後產生的支出,如維修保養等,一般於產生期間的損益表內扣除。如符合確認條件,則主要檢查開支作為重置項目於資產賬面金額資本化。當物業、廠房及設備的重大部分每隔一段期間需要替換時,本集團確認該部分為有個別可使用年期的個別資產並將之折舊。

折舊乃按物業、廠房及設備各項目的估計可使用年期以直線法計算,將其成本撇銷至其剩餘價值。用作此用途的主要年折舊率如下:

廠房及樓宇	4.5%
機器	9.0%
辦公室設備	18.0%
汽車	22.5%
租賃物業裝修	租賃期內

倘物業、廠房及設備項目的不同部分的可使用年期有別,該項目的成本乃按合理基準分配至不同部分且個別進行折舊。至少須於各財政年度結束時檢討及調整(如適用)剩餘價值、可使用年期及折舊方法。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation

(continued)

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 from its use or disposal. Any gain or loss on disposal or retirement recognised in the 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 is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Investment properties

Investment properties are interests in buildings held to earn rental income and/or for capital appreciation.

The Group's investment properties are accounted for using the cost model. The initial recognition and subsequent measurement of land and buildings that are leased out are accounted for using the same measurement and depreciation methods as those of plant and buildings.

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. 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 an intangible asset with a finite useful life are reviewed at least at each financial year end. The useful lives of the patents and licences and certified emission rights of the Group are 20 years.

Research and development costs

All research costs are charged to the statement of profit or loss as incurred.

2.4 重大會計政策 (續)

物業、廠房及設備及折舊 (續)

物業、廠房及設備項目包括初始確認的任何重大部分，於出售時或預期於日後使用或出售該項目將不會產生任何經濟利益時終止確認。於資產終止確認的年度，因出售或報銷而於損益表內確認的任何盈虧，乃有關資產的出售所得款項淨額與賬面金額之間的差額。

在建工程以成本值減任何減值虧損列賬，且不予折舊。其於竣工及可投入使用時重新分類為合適的物業、廠房及設備類別。

投資物業

投資物業乃為賺取租金收入及／或資本增值而持有的樓宇的權益。

本集團的投資物業使用成本模型入賬。已租出的土地及樓宇的初始確認及後續計量使用與廠房及樓宇所用者相同的計量及折舊方法入賬。

無形資產

單獨購買的無形資產初始確認時按成本計量。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，並於有跡象顯示無形資產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結束時檢討一次。本集團專利及特許權以及認證排放權的可使用年期為20年。

研發成本

所有研究成本均於產生時在損益表內扣除。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Research and development costs (continued)

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

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.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases. 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 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	50 to 70 years
Plant and buildings	2 to 12 years
Motor vehicles	10 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.

2.4 重大會計政策 (續)

研發成本 (續)

開發新產品項目所產生的開支只會在下列情況下資本化並作遞延處理：本集團可顯示完成該項無形資產以作使用或出售用途在技術上為可行；本集團有意完成該項無形資產，並能夠使用或出售該項資產；該項資產日後將如何產生經濟利益；完成該項目的可用資源量及是否有能力可靠地計量在開發過程中所需開支。不符合此等標準的產品開發開支在產生時支銷。

租賃

本集團於合約開始時評估合約是否為或包含租賃。倘合約為換取代價而賦予在一段時間內控制使用已識別資產的權利，則該合約為或包含租賃。

本集團作為承租人

本集團對所有租賃（惟短期租賃除外）採取單一確認及計量方法。本集團確認租賃負債以作出租賃款項，而使用權資產指使用相關資產的權利。

(a) 使用權資產

本集團於租賃開始日期（即相關資產可供使用當日）確認使用權資產。使用權資產按成本減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。使用權資產成本包括已確認租賃負債的金額、已產生初始直接成本及於開始日期或之前作出的租賃款項減任何已收租賃優惠。使用權資產於租期及資產的估計可使用年期（以較短者為準）按直線法折舊，如下：

租賃土地	50至70年
廠房及樓宇	2至12年
汽車	10年

倘於租期結束時，租賃資產的擁有權轉讓至本集團或成本反映購買權的行使，折舊則根據資產的估計可使用年期計算。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessee (continued)

(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.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate 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.

The Group's lease liabilities are included in interest-bearing bank and other borrowings.

2.4 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

(b) 租賃負債

於租賃開始日期，租賃負債按租賃期內作出的租賃款項現值確認。租賃款項包括固定付款（含實質定額款項）減任何應收租賃優惠款項、取決於指數或利率的可變租賃款項以及預期根據剩餘價值擔保支付的金額。租賃款項亦包括本集團合理確定行使的購買選擇權的行使價及倘在租賃期內反映本集團正行使終止租賃的選擇權時，有關終止租賃支付的罰款。不取決於指數或利率的可變租賃款項在出現觸發付款的事件或條件的期間內確認為支出。

於計算租賃款項的現值時，由於租賃內所含利率不易釐定，故本集團應用租賃開始日期的增量借款利率計算。於開始日期後，租賃負債金額的增加反映利息的增加，並因支付租賃款項而減少。此外，倘有任何修改（即租期變更、租賃款項變更（例如指數或比率的變更導致對未來付款發生變化）或購買相關資產的選擇權評估的變更）則重新計量租賃負債的賬面金額。

本集團的租賃負債計入計息銀行及其他借貸。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessee (continued)

(c) Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (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 are recognised as an expense on a straight-line basis over the lease term.

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 term and is included in other income in the 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 asset to the lessee are accounted for as finance leases.

2.4 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

(c) 短期租賃

本集團將短期租賃確認豁免應用於機器及設備的短期租賃 (即自租賃開始日期起計租期為十二個月或以下，並且不包含購買選擇權的租賃)。

短期租賃的租賃款項在租期內按直線法確認為支出。

本集團作為出租人

當本集團作為出租人，其於租賃開始時 (或租賃修訂時) 將各租賃分類為經營租賃或融資租賃。

本集團並未轉讓資產擁有權所附帶的絕大部分風險及回報的租賃歸類為經營租賃。當合約包含租賃及非租賃部分時，本集團按相對獨立的售價基準將合約代價分配至各部分。租金收入於租期內按直線法列賬並因其經營性質，而計入損益表之其他收入。於磋商及安排經營租賃時產生的初始直接成本乃計入租賃資產的賬面金額，並於租期內按相同方法確認為租金收入。或然租金乃於所賺取的期間內確認為收益。

相關資產擁有權所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。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (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.

2.4 重大會計政策 (續)

投資及其他金融資產

初始確認及計量

金融資產於初始確認時分類為其後按攤銷成本、按公允價值計入其他全面收益及按公允價值計入損益計量。

於初始確認時，金融資產分類取決於金融資產的合約現金流量特點及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用可行權宜方法（並不會對重大融資成分的影響作出調整）的應收貿易賬款外，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入損益）交易成本計量金融資產。並無重大融資成分或本集團已應用可行權宜方法的應收貿易賬款根據下文就「收入確認」所載之政策按《國際財務報告準則》第15號釐定的交易價格計量。

為使金融資產按攤銷成本或按公允價值計入其他全面收益進行分類及計量，需產生純粹為支付本金及未償還本金利息（「純粹為支付本金及利息」）的現金流量。不論業務模式，現金流量純粹為支付本金及利息的金融資產按公允價值計入損益進行分類及計量。

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。業務模式確定現金流量是否來自收集合約現金流量、出售金融資產，或兩者兼有。按攤銷成本分類及計量的金融資產於旨在持有金融資產以收集合約現金流量的業務模式內持有，而按公允價值計入其他全面收益分類及計量的金融資產則於旨在持有以收集合約現金流量及出售的業務模式內持有。並無於上述業務模式內持有的金融資產則按公允價值計入損益分類及計量。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

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 statement of profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through other comprehensive income (debt instruments)

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments.

2.4 重大會計政策 (續)

投資及其他金融資產 (續)

初始確認及計量 (續)

須在市場規例或慣例一般規定的期間內將資產交付的金融資產購買或出售於交易日 (即本集團承諾購買或出售資產當日) 予以確認。

後續計量

金融資產視乎其分類進行後續計量如下：

按攤銷成本列賬之金融資產 (債務工具)

按攤銷成本列賬之金融資產其後使用實際利率法計量，並可能受減值影響。當資產終止確認、修訂或減值時，於損益表內確認盈虧。

按公允價值計入其他全面收益的金融資產 (債務工具)

就按公允價值計入其他全面收益的債務投資而言，利息收入、外匯重估及減值虧損或轉回於損益表中確認，並按與按攤銷成本列賬之金融資產相同的方式計量。其餘公允價值變動於其他全面收益中確認。終止確認時，於其他全面收益中確認的累計公允價值變動將重新計入損益表。

按公允價值計入損益的金融資產

按公允價值計入損益的金融資產於財務狀況表按公允價值入賬，而淨公允價值變動於損益表內確認。

該類別包括衍生工具。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Financial assets at fair value through profit or loss (continued)

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

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.

2.4 重大會計政策 (續)

投資及其他金融資產 (續)

按公允價值計入損益的金融資產 (續)

當嵌入混合合約 (包含金融負債及非金融主體) 的衍生工具當經濟特徵及風險與主體不緊密相關；具備與嵌入式衍生工具相同條款的單獨工具符合衍生工具的定義；且混合合約並非按公允價值計入損益計量時，則該衍生工具與主體分開並作為單獨衍生工具列賬。嵌入式衍生工具按公允價值計量，且其變動於損益表內確認。僅當合約條款出現變動，大幅改變其他情況下所需現金流量時；或當原分類至按公允價值計入損益的金融資產獲重新分類時，方進行重新評估。

嵌入混合合約 (包含金融資產主體) 的衍生工具不得單獨列賬。金融資產主體連同嵌入式衍生工具須整體分類為按公允價值計入損益的金融資產。

終止確認金融資產

一項金融資產 (或 (如適用) 一項金融資產的一部分或一組類似金融資產的一部分) 主要在以下情形被終止確認 (即從本集團的合併財務狀況表移除)：

- 從資產取得現金流量的權利已過期；或
- 本集團已轉移其從資產取得現金流量的權利或已根據「轉付」安排承擔將取得的現金流量全部向第三方支付義務，且不得有重大延誤；及(a)本集團已轉移該資產的絕大部分風險及回報；或(b)本集團既沒有轉移也沒有保留該資產的絕大部分風險及回報，但是已轉移該資產的控制權。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Derecognition of financial assets (continued)

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.

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.

2.4 重大會計政策 (續)

終止確認金融資產 (續)

倘本集團已轉移其從資產取得現金流量的權利或已訂立轉付安排，則會評估保留資產擁有權風險與回報的情況。倘沒有轉移也沒有保留資產的絕大部分風險與回報，也沒有轉移資產的控制權，則本集團按其於被轉移資產的持續參與程度確認該資產。在此情況下，本集團亦確認相關債務。被轉移資產及相關債務乃基於反映本集團保留的權利與義務的基礎計量。

本集團以擔保形式持續涉及轉讓資產，該已轉讓資產乃以該項資產的原賬面金額與本集團可能須支付的最高代價兩者中的較低者計量。

金融資產減值

本集團確認對並非按公允價值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，並以原實際利率的近似值貼現。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。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

General approach

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 each reporting date, 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.

The Group considers a financial asset in default when contractual payments are 90 days past due. 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.

2.4 重大會計政策 (續)

金融資產減值 (續)

一般方式

預期信貸虧損分兩個階段進行確認。就自初始確認起未有顯著增加的信貸風險而言，預期信貸虧損提供予由未來十二個月內可能發生違約事件而導致的信貸虧損（十二個月預期信貸虧損）。就自初始確認起已經顯著增加的信貸風險而言，不論何時發生違約，於餘下風險年期內的預期信貸虧損均須計提虧損撥備（全期預期信貸虧損）。

於各報告日期，本集團評估金融工具之信貸風險自初始確認以來是否顯著增加。於作出此項評估時，本集團會將金融工具於報告日期發生違約的風險與金融工具於初始確認日期發生違約的風險進行比較，並考慮合理可靠的資料，包括過往經驗及無需付出不必要成本或精力即可獲得的前瞻性資料。

倘合約付款逾期90日，則本集團認為金融資產違約。然而，在若干情況下，倘內部或外部資料反映，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到未償還合約款項，則本集團亦可認為金融資產違約。倘無合理預期收回合約現金流量，則會撇銷該金融資產。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

General approach (continued)

Debt investments at fair value through other comprehensive income and 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 except for trade receivables which apply the simplified approach 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 |

Simplified approach

For trade receivables that do not contain a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

2.4 重大會計政策 (續)

金融資產減值 (續)

一般方式 (續)

按公允價值計入其他全面收益的債務投資及按攤銷成本列賬的金融資產於一般方式下會產生減值，除採用簡化方式計量的應收貿易賬款外，該等債務投資及金融資產將按以下階段分類以計量預期信貸虧損，詳情如下。

- | | | |
|------|---|---|
| 第1階段 | – | 自初始確認以來信貸風險並無顯著增加且虧損撥備乃按相當於十二個月預期信貸虧損計量的金融工具 |
| 第2階段 | – | 自初始確認以來信貸風險顯著增加但並無信貸減值金融資產且虧損撥備乃按相當於全期預期信貸虧損計量的金融工具 |
| 第3階段 | – | 於報告日期已發生信貸減值（但並非購買或源生信貸減值）且虧損撥備乃按相當於全期預期信貸虧損計量的金融資產 |

簡化方式

就並無重大融資成分的應收貿易賬款而言，本集團採用簡化方式計算預期信貸虧損。根據簡化方式，本集團將不追蹤信貸風險的變化，而是於各報告日期根據全期預期信貸虧損確認虧損撥備。本集團已設立根據其過往信貸虧損經驗計算的撥備矩陣，並按與債務人相關之前瞻性因素及經濟環境調整。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and notes payables, other payables and accruals, dividends payable, and interest-bearing bank and other borrowings.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (trade and other payables, and borrowings)

After initial recognition, trade and other payables, and interest-bearing 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 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 statement of profit or loss.

2.4 重大會計政策 (續)

金融負債

初始確認及計量

金融負債在初始確認時乃歸類為按公允價值計入損益的金融負債、貸款及借貸或應付款項(如適用)。

所有金融負債初始時均按公允價值確認，如屬貸款及借貸及應付款項，則減去直接應佔交易成本。

本集團的金融負債包括應付貿易賬款及應付票據、其他應付款項及預提費用、應付股息及計息銀行借貸及其他借貸。

後續計量

金融負債視乎其分類進行後續計量如下：

按攤銷成本計量的金融負債 (應付貿易賬款及其他應付款項及借貸)

初始確認後，應付貿易賬款及其他應付款項及計息借貸其後使用實際利率法按攤銷成本計量，惟倘折現的影響不重要，則按成本列賬。當終止確認負債及於使用實際利率法進行攤銷時，於損益表內確認盈虧。

攤銷成本的計算已考慮任何收購折讓或溢價，及構成實際利率整體一部分的費用或成本。實際利率攤銷列入損益表內的財務成本。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (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 statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the 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.

Derivative financial instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts and cross-currency swaps, to hedge its foreign currency risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income and later reclassified to profit or loss when the hedged item affects profit or loss.

2.4 重大會計政策 (續)

終止確認金融負債

當金融負債的責任被解除或取消或屆滿時，金融負債將被終止確認。

倘現有金融負債由同一放債人以條款極為不同的負債所取代，或現有負債的條款作出重大修訂，該等交換或修訂乃視為終止確認原負債及確認新負債處理，有關賬面金額的差額於損益表內確認。

對銷金融工具

如有現行可強制執行的法律權利對銷已確認的數額且有意向以淨值為基礎結算，或變賣資產與解除負債同時進行的情況下，金融資產與金融負債方會相互對銷，而淨值列入財務狀況表。

衍生金融工具

初始確認及後續計量

本集團使用衍生金融工具（如遠期貨幣合約及換匯換利掉期）對沖其外幣風險。該等衍生金融工具於初始確認時按訂立衍生合約當日的公允價值確認，其後再按公允價值重新計量。衍生工具在公允價值為正數時以資產列賬，而於公允價值為負數時則按負債列賬。

衍生工具公允價值變動產生的任何盈虧乃直接計入損益表，惟現金流量對沖的實際部分於其他全面收益內確認，其後如對沖項目影響損益，則重新分類至損益。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Treasury shares

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in the statement of profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

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.

2.4 重大會計政策 (續)

庫存股份

本公司或本集團購回及持有的自身股本工具 (庫存股份) 直接於權益按成本確認。購買、出售、發行或註銷本集團自身股本工具時，並無於損益表中確認任何收益或虧損。

存貨

存貨以其成本與可變現淨值兩者中的較低者列賬。成本按加權平均計算法釐定，而在製品及製成品則包括直接物料、直接勞工及適當比例的間接成本。可變現淨值按估計售價減去估計完工及出售將予產生的成本釐定。

現金及現金等價物

財務狀況表中的現金及現金等價物包括手頭現金及銀行現金以及通常於三個月內到期的短期高流動性存款，該等存款可隨時轉換為已知金額的現金，價值變化風險極微，且為履行短期現金承諾而持有。

就合併現金流量表而言，現金及現金等價物包括手頭現金及銀行現金以及短期存款 (定義見上文)，扣除須於要求時償還的銀行透支，並構成本集團現金管理的一部分。

所得稅

所得稅包括即期及遞延稅項。有關於損益外確認的項目的所得稅於損益以外的其他全面收益或直接於權益內確認。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Income tax (continued)

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 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 does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries and an associate, 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.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward 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 carryforward 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 does not give rise to equal taxable and deductible temporary differences; and

2.4 重大會計政策 (續)

所得稅 (續)

即期稅項資產及負債乃於計及本集團經營所在國家的當前詮釋及慣例後，根據於報告期末已頒佈或實質上已頒佈的稅率（及稅務法例），按預期可向稅務機關收回或支付予稅務機關數額計算。

遞延稅項就於報告期末資產及負債的稅項基準及其於財務報告內的賬面金額的所有暫時性差額以負債法撥備。

所有應課稅暫時性差額均被確認為遞延稅項負債，惟下列情況除外：

- 倘若遞延稅項負債的起因，是由於在一宗非屬業務合併的交易中初始確認資產或負債，而且在交易時，對會計溢利或應課稅溢利或虧損均無影響且不會產生相等的應課稅及可扣減暫時性差額；及
- 就於附屬公司及一間聯營公司的投資的應課稅暫時性差額而言，倘若轉回暫時性差額的時間可以控制，以及暫時性差額不大可能在可見將來轉回。

對於所有可扣減暫時性差額、結轉的未動用稅項抵免及未動用稅項虧損，若日後有可能出現應課稅溢利，可用以抵扣該等可扣減暫時性差額、結轉的未動用稅項抵免及未動用稅項虧損，則遞延稅項資產一律確認入賬，惟下列情況除外：

- 倘若有關可扣減暫時性差額的遞延稅項資產的起因，是由於在一宗非屬業務合併的交易中初始確認資產或負債，而且在交易時，對會計溢利或應課稅溢利或虧損均無影響且不會產生相等的應課稅及可扣減暫時性差額；及

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Income tax (continued)

- in respect of deductible temporary differences associated with investments in subsidiaries and an associate, 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.

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 liabilities 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 value where there is reasonable assurance that the grant 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.

2.4 重大會計政策 (續)

所得稅 (續)

- 就於附屬公司及一間聯營公司的投資的可扣減暫時性差額而言，只有在暫時性差額有可能在可見將來轉回，而且日後有可能出現應課稅溢利，可用以抵扣該等暫時性差額時，方會確認遞延稅項資產。

遞延稅項資產的賬面金額在每個報告期末予以檢討。若不再可能有足夠應課稅溢利用以抵扣全部或部分遞延稅項資產，則扣減遞延稅項資產賬面金額。過往未確認的遞延稅項資產於每個報告期末重新評估，並於有充足應課稅溢利有可能用以抵扣將收回的全部或部分遞延稅項資產時確認。

遞延稅項資產及負債乃根據於報告期末已頒佈或實質上已頒佈的稅率（及稅務法例），以資產被變現或負債被清還期間預期的適用稅率計算。

僅若本集團擁有合法可執行權利將即期稅項資產及即期稅項負債抵銷，及遞延稅項資產與遞延稅項負債是關於同一稅務機關就同一應課稅實體或計劃於各未來期間（預期於相關期間內清償或收回大額的遞延稅項負債或資產）按淨額結算即期稅項負債及資產或同時變現資產及結算負債之不同應課稅實體所徵收的所得稅，則遞延稅項資產與遞延稅項負債可相互抵銷。

政府補助

如能就收取政府補助及將可符合該補助所有附帶條件作出合理保證，該補助乃按公允價值予以確認。若有關補助涉及某一開支項目，則須按有系統方式於其擬補償的成本支銷期間確認為收入。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Government grants (continued)

Where the grant relates to an asset, the fair value is deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods 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.

- (a) Sale of linen yarn, hemp yarn and scraps and other products
Revenue from the sale of linen yarn, hemp yarn and scraps and other products is recognised at the point in time when control of the goods is transferred to the customers, generally upon delivery of the goods.
- (b) Other services
Revenue from other services represents the revenue from freight transportation services, which is recognised over the transportation period on a straight-line basis.

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.

Rental income is recognised on a time proportion basis over the lease terms.

2.4 重大會計政策 (續)

所得稅 (續)

若有關補助與某一資產有關，則公允價值自資產的賬面金額扣減並以扣減折舊開支的方式撥入損益表。

收入確認

客戶合約收入

當貨物的控制權轉移至客戶時，客戶合約收入按能反映本集團預期有權就該等貨物而換取的代價金額確認。

- (a) 銷售亞麻紗、大麻紗及廢料以及其他產品
銷售亞麻紗、大麻紗及廢料以及其他產品的收入於貨物的控制權轉移至客戶的時間點確認，通常於交付貨物時確認。
- (b) 其他服務
其他服務收入指貨運服務收入，該收入在運輸期內按直線法確認。

其他收入

利息收入按應計基準以實際利率法使用可在金融工具預計年期或更短期間（如適用）將估計未來現金收入準確折現至金融資產賬面淨額的利率確認。

租金收入於租賃期內按時間比例基準確認。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due 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.

Pension scheme

Pursuant to the relevant regulations, the Group has participated in a local municipal government pension scheme (the "Scheme"), whereby the Group is required to contribute a certain percentage of the basic salaries of its employees to the Scheme to fund the retirement benefits. The local municipal government undertakes to assume the retirement benefit obligations of all existing and future retired employees of the Group. The only obligation of the Group with respect to the Scheme is to pay the ongoing required contributions under the Scheme mentioned above. Contributions under the Scheme are charged to the statement of profit or loss as incurred. There are no provisions under the Scheme whereby forfeited contributions may be used to reduce future contributions.

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.

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 notes to the financial statements.

2.4 重大會計政策 (續)

收入確認 (續)

合約負債

當本集團轉移相關的商品或服務之前，收到客戶的款項或應付款時，確認合約負債。當本集團根據合約履行合約時，合約負債確認為收入。

退休金計劃

根據有關規例，本集團已參與地方市政府的退休金計劃（「計劃」），為撥支提供僱員的退休福利，本集團須將僱員的基本薪金的若干百分比作為計劃供款。地方政府承擔本集團現在及未來全部退休僱員的退休福利責任。如上所述，根據計劃，本集團唯一責任為持續作出所需供款。計劃供款於產生時自損益表扣除。計劃並無規定沒收供款可用作減少未來供款。

借貸成本

如借貸成本直接歸屬於收購、興建或生產合資格資產（即須經一段相當長時間作準備方可作擬定用途或銷售的資產），則撥充資本作為該等資產成本的一部分。當有關資產大致可作擬定用途或銷售時，即終止將該等借貸成本撥充資本。將待用於合資格資產開支的指定借貸進行臨時投資所賺取的投資收入，則從資本化借貸成本扣除。所有其他借貸成本均於其產生期間支銷。借貸成本包括利息及與公司因借取資金而產生的其他成本。

股息

末期股息於股東大會上獲股東批准時，獲確認為一項負債。建議末期股息於財務報表附註披露。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Foreign currencies

These financial statements are presented in RMB, which is the Company's functional currency. 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 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 retranslation of a non-monetary item is treated in line with the recognition of the gain or loss on change in fair value of the item measured at fair value (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).

The functional currencies of certain overseas subsidiaries are currencies other than RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange reserve. On disposal of a foreign operation, the cumulative amount in the reserve relating to that particular foreign operation is recognised in the statement of profit or loss.

2.4 重大會計政策 (續)

外幣

本財務報表以人民幣呈列，即本公司的功能貨幣。本集團內的實體各自決定其功能貨幣，各實體的財務報表項目均以所定功能貨幣計量。本集團內的實體的外幣交易初始按有關功能貨幣於交易當日的匯率換算入賬。以外幣計值的貨幣資產及負債，按有關功能貨幣於報告期末的匯率換算。因結算或換算貨幣項目而產生的差額於損益表內確認。

按歷史成本列賬、以外幣計量的非貨幣項目，採用初始交易日期的匯率換算。按公允價值列賬、以外幣計量的非貨幣項目，採用計量公允價值日期的匯率換算。重新換算非貨幣項目所產生的盈虧的處理方法與確認按公允價值計量的項目公允價值變動的盈虧者一致（換言之，於其他全面收益或損益內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益或損益內確認）。

若干海外附屬公司使用人民幣以外貨幣作為功能貨幣。於報告期末，該等實體的資產與負債按報告期末的現行匯率換算為人民幣，其損益表則按與交易日期現行匯率相若的匯率換算為人民幣。

因此而產生的匯兌差額於其他全面收益內確認並於匯兌儲備內累計。出售海外業務時，有關該項海外業務的累計儲備金額於損益表內確認。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

2.4 MATERIAL ACCOUNTING POLICIES (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 ruling 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.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, 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

There is no significant effect on the amounts recognised in the consolidated financial statements arising from the judgements, apart from those involving estimations, made by management in the process of applying the Group's accounting policies.

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.

2.4 重大會計政策 (續)

外幣 (續)

就合併現金流量表而言，海外附屬公司的現金流量按現金流動當日的匯率換算為人民幣。海外附屬公司在整個年度內經常產生的現金流量按年內的加權平均匯率換算為人民幣。

3. 重大會計判斷及估計

管理層在編製本集團合併財務報表時須作出判斷、估計及假設，而有關判斷、估計及假設會對收入、開支、資產及負債所申報的金額及其隨附披露以及對或有負債的披露造成影響。該等假設及估計的不確定性或引致須對在未來受影響的資產或負債的賬面金額進行重大調整。

判斷

除涉及估計的判斷外，管理層於應用本集團的會計政策的過程中所作出的判斷對合併財務報表所確認的金額並無重大影響。

估計不確定性

於報告期末，存在對下一個財政年度資產及負債的賬面金額作出重大調整的重大風險且關於未来的主要假設及估計不確定性的其他主要來源如下。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

(a) Impairment of non-current assets

The Group assesses whether there are any indicators of impairment for all non-current assets at the end of each reporting period. Non-current 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 Group identifies that there is only one cash-generating unit comprising of all property, plant and equipment, right-of-use assets and other intangible assets as the operation of the Group is managed on a centralised basis with production allocated across all factories based on their available capacity. 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 and choose a suitable discount rate in order to calculate the present value of those cash flows.

The recoverable amount of the non-current assets of the Group 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 management. The assumption that has the most significant impact on the determination of the recoverable amount of the Group's assets is the discount rate and growth rate. The pre-tax discount rate applied to the cash flow projections as at 31 December 2024 was 21%. The growth rate is estimated based on historical growth rate and future economic environment. The carrying amount of non-current assets under impairment testing is RMB980 million (2023: RMB1,043 million).

3. 重大會計判斷及估計 (續)

估計不確定性 (續)

(a) 非流動資產減值

本集團於每個報告期末評估所有非流動資產是否有任何減值跡象。於有跡象顯示未必可收回賬面金額時，非流動資產會接受減值測試。當資產或現金產生單位的賬面值超過其可收回金額（指其公允價值扣除出售成本與其使用價值兩者之中的較高者），即存在減值。本集團僅識別一個現金產生單位，包括所有物業、廠房及設備、使用權資產及其他無形資產，因為本集團的營運以集中方式管理，生產乃根據可用產能分配至所有工廠。公允價值扣除出售成本乃根據類似資產的具約束力公平磋商銷售交易所得的數據或可觀察市場價格減出售資產的遞增成本計算。於計算使用價值時，管理層須估計預期該項資產或現金產生單位的未來現金流量，並選擇合適折現率計算該等現金流量的現值。

本集團的非流動資產的可收回金額已根據使用價值計算法釐定，並以經管理層批准的五年期財政預算所預測的現金流量為基準。對釐定本集團資產可收回金額構成最大影響的假設為折現率及增長率。於二零二四年十二月三十一日，用作預測現金流量的稅前折現率為21%。增長率乃根據過往增長率及未來經濟環境估計。進行減值測試的非流動資產的賬面金額為人民幣980百萬元（二零二三年：人民幣1,043百萬元）。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

(b) Write-down of inventories

The Group's inventories are stated at the lower of cost and net realisable value. The Group writes down its inventories based on estimates of the realisable value with reference to the age and conditions of the inventories, together with the economic circumstances on the marketability of such inventories. Inventories will be reviewed annually for write-down, if appropriate. The carrying amount of inventories at 31 December 2024 was RMB1,195,126,000 (2023: RMB1,019,545,000). Further details are contained in note 19 to the financial statements.

(c) Provision for expected credit losses on trade 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 forms of credit insurance).

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 manufacturing sector, the historical default rates are adjusted. At each reporting date, 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. The information about the ECLs on the Group's trade receivables is disclosed in note 20 to the financial statements.

3. 重大會計判斷及估計 (續)

估計不確定性 (續)

(b) 存貨撇減

本集團的存貨以其成本與可變現淨值兩者中的較低者列賬。本集團經參考存貨貨齡及存貨狀況以及考慮影響有關存貨銷路的經濟情況後按所估計的可變現價值撇減其存貨。存貨將每年進行檢討，並於適當情況下予以撇減。於二零二四年十二月三十一日，存貨的賬面金額為人民幣1,195,126,000元（二零二三年：人民幣1,019,545,000元）。進一步詳情載於財務報表附註19。

(c) 應收貿易賬款預期信貸虧損撥備

本集團使用撥備矩陣計算應收貿易賬款的預期信貸虧損。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（即以信貸保險形式）而逾期的日數計算。

撥備矩陣最初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歷史信貸虧損經驗及前瞻性資料。例如，若預測經濟狀況（如國內生產總值）於未來一年內惡化，從而導致製造行業的違約數量增加，歷史違約率將得到調整。於各報告日期，歷史觀察違約率將會予以更新，並分析前瞻性估計的變化。

對歷史觀察違約率、預測經濟狀況及預期信貸虧損之間的相關性評估乃一項重要的估計。預期信貸虧損的金額對環境變化及預測經濟狀況敏感。本集團的歷史信貸虧損經驗及對經濟狀況的預測亦可能無法表示客戶於日後的實際違約情況。有關本集團應收貿易賬款預期信貸虧損的資料於財務報表附註14披露。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into one single business unit that is primarily the manufacture and sale of linen yarn. Management reviews the consolidated results when making decisions about allocating resources and assessing the performance of the Group. Accordingly, no segment analysis is presented.

Geographical information

(a) Revenue from external customers

An analysis of the Group's geographical information on revenue attributed to the regions on the basis of customer locations for the year ended 31 December 2024 is set out in the following table:

Mainland China	中國大陸
European Union	歐盟
Other countries/regions	其他國家／地區
Total revenue	總收入

(b) Non-current assets

Mainland China	中國大陸
Ethiopia	埃塞俄比亞
Total non-current assets	非流動資產總值

The non-current asset information above is based on the locations of the assets and excludes deferred tax assets and financial assets.

4. 經營分部資料

為方便管理，本集團已組織成一個單一業務單位，即生產及銷售亞麻紗。管理層於就分配本集團資源作出決定及評估本集團表現時會審閱合併業績。因此，本集團並無呈列分部分析。

地理資料

(a) 來自外部客戶收入

下表載列本集團於截至二零二四年十二月三十一日止年度按客戶所在地劃分的地區應佔收入的地理資料分析：

Revenue from external customers 來自外部客戶收入

2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
1,079,472	1,194,237
516,543	468,957
975,591	782,234
2,571,606	2,445,428

(b) 非流動資產

2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
677,472	733,987
338,749	344,870
1,016,221	1,078,857

上文所載的非流動資產資料乃基於資產（遞延稅項資產及金融資產除外）所處的位置。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

4. OPERATING SEGMENT INFORMATION (continued)

Information about a major customer

Revenue from continuing operations of approximately RMB324,706,000 (2023: Nil) was derived from sales to a single customer, including sales to a group of entities which are known to be under common control with that customer.

5. REVENUE, OTHER INCOME AND GAINS

Revenue from contracts with customers, which is also the Group's turnover, represents the sales value of linen yarn, hemp yarn and scraps and other products, net of sales tax and deduction of any sales discounts and returns. The performance obligation is satisfied upon delivery of linen yarn, hemp yarn and scraps and other products and payment is generally due within 30 to 150 days from delivery, except for new customers, where payment in advance is normally required.

An analysis of revenue from contracts with customers is as follows:

4. 經營分部資料 (續)

有關主要客戶的資料

來自持續經營業務的收入為約人民幣324,706,000元(二零二三年：無)，來自向單一客戶作出的銷售，包括向已知與該客戶處於共同控制下的實體集團作出的銷售。

5. 收入、其他收入及收益

客戶合約收入(亦即本集團營業額)指亞麻紗、大麻紗及廢料以及其他產品的銷售價值，經扣除銷售稅及扣減任何銷售折扣及退還。履約責任於交付亞麻紗、大麻紗及廢料以及其他產品時完成，且款項通常應自交付後30至150日內支付，惟新客戶通常須預付款項。

客戶合約收入的分析如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Type of goods or services	貨品或服務類型		
Sale of linen yarn, hemp yarn and scraps	銷售亞麻紗、大麻紗及廢料	2,344,251	2,339,400
Sales of other products	銷售其他產品	191,453	75,636
Other services	其他服務	35,902	30,392
Total revenue from contracts with customers	客戶合約收入總額	<u>2,571,606</u>	<u>2,445,428</u>
Timing of revenue recognition	收入確認時間		
Goods transferred at a point in time	於某一時點轉讓的貨品	2,535,704	2,415,036
Services provided over time	隨時間提供的服務	35,902	30,392
Total revenue from contracts with customers	客戶合約收入總額	<u>2,571,606</u>	<u>2,445,428</u>

Revenue recognised that was included in contract liabilities at the beginning of the reporting period was RMB51,662,000 (2023: RMB49,377,000).

所確認的計入報告期初合約負債的收入為人民幣51,662,000元(二零二三年：人民幣49,377,000元)。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

5. REVENUE, OTHER INCOME AND GAINS (continued)

The information about the remaining performance obligations for contracts with original expected duration of one year or less is not disclosed as a practical expedient under IFRS 15.

Other income and gains	其他收入及收益
Government grants*	政府補助*
Bank interest income	銀行利息收入
Others	其他
Total other income and gains	其他收入及收益總額

* Various government grants have been received from the local governments. There are no unfulfilled conditions or contingencies relating to these grants.

5. 收入、其他收入及收益 (續)

根據《國際財務報告準則》第15號，有關原預期期限為一年或以內的合約的剩餘履約責任的資料並無按可行權宜方法進行披露。

2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
6,853	11,833
2,672	4,526
1,859	2,568
11,384	18,927

* 已收取當地政府多筆政府補助。概無有關該等補助的未達成條件或或然事項。

6. FINANCE COSTS

Interest on bank loans	銀行貸款的利息
Interest on lease liabilities	租賃負債的利息
Total interest expense on financial liabilities not at fair value through profit or loss	未按公允價值計入損益的金融負債的利息開支總額
Less: Interest capitalised	減：資本化利息
Total	總計

6. 財務成本

2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
40,811	37,708
266	355
41,077	38,063
—	(1,263)
41,077	36,800

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

7. (LOSS)/PROFIT BEFORE TAX

The Group's (loss)/profit before tax is arrived at after charging/ (crediting):

7. 除稅前(虧損)/溢利

本集團除稅前(虧損)/溢利於扣除/(計入)下列各項後得出：

			2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
	Notes 附註			
Cost of inventories sold		出售存貨成本	2,418,332	2,033,940
Depreciation of property, plant and equipment and investment properties	13,14	物業、廠房及設備以及投資物業折舊	100,523	101,853
Depreciation of right-of-use assets	15(a)	使用權資產折舊	3,746	3,949
Amortisation of other intangible assets	16	其他無形資產攤銷	1,152	857
Research and development ("R&D") expenses		研究及開發(「研發」)開支	21,419	35,808
Lease payment not included in the measurement of lease liabilities	15(c)	未計入租賃負債計量的租賃款項	476	225
Auditors' remuneration		核數師酬金	2,250	2,250
Employee benefit expense (including directors' and chief executive's remuneration):		僱員福利開支(包括董事及最高行政人員薪酬)：		
Wages, salaries and other benefits		工資、薪金及其他福利	212,656	223,462
Pension scheme contributions*		退休金計劃供款*	37,446	39,034
Total		總計	250,102	262,496
Foreign exchange differences, net		外匯差額，淨額	12,528	5,432
Loss on disposal of items of property, plant and equipment		出售物業、廠房及設備項目虧損	4,934	2,757
Provision for impairment of inventories		存貨減值撥備	175,133	14,983
(Reversal of)/impairment of trade receivables	20	應收貿易賬款(減值轉回)/減值	(2,837)	4,568
Bank interest income		銀行利息收入	(2,672)	(4,526)

* There is no forfeited contribution for the Group to offset future contribution.

* 本集團概無沒收供款可用作抵銷未來供款。

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

Fees	袍金
Other emoluments:	其他酬金：
Salaries, allowances and benefits in kind	薪金、津貼及實物利益
Pension scheme contributions	退休金計劃供款
Total	總計

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

Mr. Lau Ying Kit	劉英傑先生
Mr. Yan Jianmiao	嚴建苗先生
Mr. Lo Kwong Shun Wilson	羅廣信先生
Ms. Zhang Chan	張嬋女士
Mr. Fan Lei	范磊先生
Total	總計

There were no other emoluments payable to the independent non-executive directors during the year (2023: Nil).

8. 董事及最高行政人員薪酬

年內，根據上市規則、香港《公司條例》第383(1)(a)、(b)、(c)及(f)條以及《公司（披露董事利益資料）規例》第2部披露的董事及最高行政人員薪酬如下：

2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
470	454
3,773	3,740
143	72
4,386	4,266

(a) 獨立非執行董事

年內向獨立非執行董事支付的袍金如下：

2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
132	130
110	108
105	108
6	—
6	—
359	346

年內並無應付獨立非執行董事的其他酬金（二零二三年：無）。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

(b) Executive directors, non-executive director and the chief executive

2024

Executive directors

Mr. Ren Weiming*

Mr. Shen Yueming

Mr. Zhang Hongwen

Ms. Shen Hong

Mr. Ren Zhong

Subtotal

Non-executive director

Mr. Ngan Kam Wai Albert

Mr. Ngan Martin

Subtotal

Total

二零二四年

執行董事

任維明先生*

沈躍明先生

張鴻文先生

沈鴻女士

任中先生

小計

非執行董事

顏金煒先生

顏錦棠先生

小計

總計

8. 董事及最高行政人員薪酬 (續)

(b) 執行董事、非執行董事及最高行政人員

	Salaries, allowances and benefits in kind	Pension scheme contributions	Total remuneration
Fees	薪金、津貼 袍金及實物利益	退休金 計劃供款	薪酬總額
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
Executive directors			
Mr. Ren Weiming*	–	2,000	–
Mr. Shen Yueming	–	600	–
Mr. Zhang Hongwen	–	750	82
Ms. Shen Hong	–	149	–
Mr. Ren Zhong	–	274	61
Subtotal	–	3,773	143
Non-executive director			
Mr. Ngan Kam Wai Albert	105	–	–
Mr. Ngan Martin	6	–	–
Subtotal	111	–	–
Total	111	3,773	143

31 December 2024 二零二四年十二月三十一日

153

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included four (2023: four) directors, including the chief executive, details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining one (2023: one) highest paid employee who is neither a director nor chief executive of the Company are as follows:

Salaries, allowances and benefits in kind	薪金、津貼及實物利益
Pension scheme contributions	退休金計劃供款
Total	總計

The remuneration of the non-director and non-chief executive highest paid employee fell within the following band:

HKD1,500,000 to HKD2,000,000	1,500,000港元至2,000,000港元
------------------------------	-------------------------

During the year ended 31 December 2024, none of the directors and chief executive, or any of the non-director and non-chief executive highest paid employees waived or agreed to waive any remuneration (2023: None). None of the directors and the chief executive, or any of the non-director and non-chief executive highest paid employees received any payment from the Group as an inducement to join or upon joining the Group or as compensation for loss of office (2023: None).

9. 五名最高薪酬僱員

年內，五名最高薪酬僱員包括四名（二零二三年：四名）董事，當中包括最高行政人員，其薪酬詳情載於上文附註8。年內，餘下一名（二零二三年：一名）非本公司董事或最高行政人員的最高薪酬僱員的薪酬詳情如下：

2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
1,796	1,656
16	16
1,812	1,672

非董事及非最高行政人員的最高薪酬僱員的薪酬處於以下範圍：

Number of employees 僱員人數

2024 二零二四年	2023 二零二三年
1	1

於截至二零二四年十二月三十一日止年度，概無董事及最高行政人員或任何非董事及非最高行政人員的最高薪酬僱員放棄或同意放棄任何薪酬（二零二三年：無）。概無董事及最高行政人員或任何非董事及非最高行政人員的最高薪酬僱員從本集團收取任何款項以吸引其加入本集團或於加入本集團時作為獎勵或作為離職補償（二零二三年：無）。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

10. INCOME TAX

Major components of the Group's income tax expense for the year are as follows:

Current – Mainland China	即期－中國大陸
– Charge for the year	－一年內支出
– (Over provision)/Under provision in respect of prior years	－過往年度(超額撥備)/撥備不足
Current – Hong Kong	即期－香港
– Charge for the year	－一年內支出
– Under provision in respect of prior years	－過往年度撥備不足
Current – Italy	即期－意大利
– Charge for the year	－一年內支出
Deferred (note 18)	遞延(附註18)
Total tax (credit)/charge for the year	年內稅項(抵免)/支出總額

10. 所得稅

本集團於年內的所得稅主要項目如下：

2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
43,954	56,243
(1,324)	2,657
–	–
–	668
–	437
(43,146)	(1,604)
(516)	58,401

- (i) 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 or the British Virgin Islands.
- (ii) In accordance with the PRC Corporate Income Tax Law which was approved and became effective on 1 January 2008, the provision for current income tax of subsidiaries in Mainland China has been based on a statutory rate of 25% of the assessable profits of these companies for the year, except for Zhejiang Kingdom Linen Co., Ltd. ("Zhejiang Kingdom"), an indirectly wholly-owned subsidiary of the Group. Zhejiang Kingdom obtained the High-new Technology Certificate for the years from 2022 to 2024 and is entitled to a tax rate of 15%.
- (iii) Hong Kong profits tax has been provided at the rate of 8.25% on the estimated assessable profits arising in Hong Kong up to HK\$2 million. Assessable profits over HK\$2 million are subject to a tax rate of 16.5%.

- (i) 根據開曼群島及英屬處女群島規則及法規，本集團毋須繳納開曼群島或英屬處女群島任何所得稅。
- (ii) 根據已通過並於二零零八年一月一日生效的《中國企業所得稅法》，中國大陸附屬公司即期所得稅撥備已根據年內該等公司的應課稅溢利按25%法定稅率計算，惟本集團的一間間接全資附屬公司浙江金達亞麻有限公司（「浙江金達」）除外。浙江金達取得於二零二二年至二零二四年各個年度的高新技術認證，可享有15%稅率。
- (iii) 香港利得稅按於香港產生的至多2百萬元估計應課稅溢利以8.25%稅率計提撥備。超逾2百萬元之應課稅溢利須按16.5%的稅率繳稅。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

10. INCOME TAX (continued)

- (iv) Pursuant to the rules and regulations of Italy, the Group is subject to tax at an income tax rate of 28.82%, which comprises the Italy Corporate Income Tax at 24% and the Italy Regional Income Tax at 4.82%.
- (v) Pursuant to the rules and regulations of Ethiopia, the Group is subject to tax at an income tax rate of 30%. The Group enjoys a tax holiday of profit tax exemption of 5 years since 2020.
- (vi) Pursuant to the rules and regulations of Egypt, projects within the Free Zones and the dividends from such projects are not subject to the provisions of the tax and fee laws in effect in Egypt. Therefore, the Group's subsidiary operating in the Free Zones is exempt from income tax at an income tax rate of 22.5%.

A reconciliation of the tax expense applicable to profit before tax at the statutory rate for the jurisdiction in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate is as follows:

10. 所得稅 (續)

- (iv) 根據意大利規則及法規，本集團須按28.82%稅率繳納所得稅，當中包括按24%稅率計算的意大利企業所得稅及按4.82%稅率計算的意大利地區所得稅。
- (v) 根據埃塞俄比亞規則及法規，本集團須按30%稅率繳納所得稅。自二零二零年起，本集團享有5年所得稅豁免的稅務優惠。
- (vi) 根據埃及的規則及法規，自由區內的項目及來自有關項目的股息不受埃及現行稅費法的規定所限。因此，本集團在自由區營運的附屬公司獲豁免繳納按所得稅稅率22.5%計算的所得稅。

按本公司及其大部份附屬公司位處的司法權區的法定稅率計算適用於除稅前溢利的稅項開支，與按實際稅率計算的稅項開支的對賬如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
(Loss)/Profit before tax	除稅前(虧損)/溢利	(43,854)	221,191
Tax at an applicable tax rate of 25%	按25%的適用稅率計算的稅項	(10,964)	55,298
Effect of different/beneficial tax rates	不同/優惠稅率影響	4,795	(1,323)
(Overprovision)/Under provision	過往年度(超額撥備)/撥備		
in respect of prior years	不足	(1,324)	3,325
Income not subject to tax	毋須課稅的收入	(117)	(1,576)
Tax losses utilised from prior years	過往年度已動用稅項虧損	(3,096)	(946)
Expenses not deductible for tax	不可扣稅的開支	1,928	1,070
Tax credit arising from additional deduction of R&D expenditures of subsidiaries in Mainland China	中國大陸附屬公司研發開支加計扣除產生的稅項抵免	(2,590)	(2,765)
Reversal of a withholding tax liability	預扣稅負債轉回	(1,288)	(4,412)
Losses attributable to associates	應佔聯營公司虧損	230	—
Tax effect of deductible temporary differences and tax losses not recognised	未確認可扣減暫時性差額及稅項虧損的稅務影響		
		11,910	9,730
Total tax (credit)/charge for the year	年內稅項(抵免)/支出總額	(516)	58,401

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

11. DIVIDEND

Proposed final – HK5.0 cents
(2023: HK9.0 cents) per ordinary share

建議末期股息—
每股普通股5.0港仙
(二零二三年：9.0港仙)

At the meeting of the board of directors of the Company held on 26 March 2025, the payment of a final dividend of HK5.0 cents per ordinary share totalling approximately RMB29,155,000 was recommended for the year ended 31 December 2024, which is subject to the approval of the shareholders of the Company at the forthcoming annual general meeting.

12. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic (loss)/earnings per share amount is based on the (loss)/profit for the year attributable to ordinary equity holders of the parent and the weighted average number of ordinary shares of 616,447,000 (2023: 616,447,000) in issue during the year, as adjusted to reflect the treasury shares held during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2024 and 2023.

11. 股息

2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
29,155	51,356

於二零二五年三月二十六日舉行的本公司董事會會議上，董事會建議派發截至二零二四年十二月三十一日止年度末期股息每股普通股5.0港仙，合共約人民幣29,155,000元，須待本公司股東於應屆股東週年大會上批准後，方可作實。

12. 母公司普通股權益持有人應佔每股(虧損)/盈利

每股基本(虧損)/盈利乃根據母公司普通股權益持有人應佔年內(虧損)/溢利及年內已發行普通股加權平均數616,447,000股(二零二三年：616,447,000股)計算，並已作出調整以反映年內持有的庫存股份。

截至二零二四年及二零二三年十二月三十一日止年度，本集團概無已發行的潛在攤薄普通股。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

12. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

(continued)

The calculations of basic and diluted (loss)/earnings per share amounts are based on:

12. 母公司普通股權益持有人應佔每股(虧損)／盈利(續)

每股基本及攤薄(虧損)／盈利的計算方式如下：

(Loss)/earnings attributable to ordinary equity holders of the parent used in the basic (loss)/earnings per share calculation

用作計算每股基本(虧損)／盈利的母公司普通股權益持有人應佔(虧損)／盈利

2024
二零二四年
RMB'000
人民幣千元

2023
二零二三年
RMB'000
人民幣千元

(45,380)

163,611

Number of shares 股份數目

2024
二零二四年
'000
千股

2023
二零二三年
'000
千股

Shares

Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation

股份

用作計算每股基本盈利的年內已發行普通股加權平均數

616,447

616,447

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

13. PROPERTY, PLANT AND EQUIPMENT

31 December 2024

13. 物業、廠房及設備

二零二四年十二月三十一日

		Plant and buildings 廠房及樓宇 RMB'000 人民幣千元	Machinery 機器 RMB'000 人民幣千元	Office equipment 辦公室設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Leasehold improvements 租賃物業裝修 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2023 and at 1 January 2024:	於二零二三年 十二月三十一日及 二零二四年一月一日：							
Cost	成本	780,988	863,869	124,806	13,838	49,789	25,383	1,858,673
Accumulated depreciation	累計折舊	(242,566)	(529,657)	(79,346)	(7,099)	(28,028)	–	(886,696)
Net carrying amount	賬面淨額	<u>538,422</u>	<u>334,212</u>	<u>45,460</u>	<u>6,739</u>	<u>21,761</u>	<u>25,383</u>	<u>971,977</u>
At 1 January 2024, net of accumulated depreciation	於二零二四年一月一日， 扣除累計折舊	538,422	334,212	45,460	6,739	21,761	25,383	971,977
Additions	添置	11,044	1,987	2,169	152	11,107	26,360	52,819
Transfer from investment properties	自投資物業轉撥	3,933	–	–	–	–	–	3,933
Depreciation provided during the year	年內折舊撥備	(35,584)	(46,491)	(9,612)	(1,983)	(6,853)	–	(100,523)
Transfers	轉撥	8,736	14,720	–	–	–	(23,456)	–
Disposals	出售	–	(4,578)	(1,112)	(7)	(7)	(8,161)	(13,865)
At 31 December 2024 net of accumulated depreciation	於二零二四年十二月 三十一日，扣除累計折舊	<u>526,551</u>	<u>299,850</u>	<u>36,905</u>	<u>4,901</u>	<u>26,008</u>	<u>20,126</u>	<u>914,341</u>
At 31 December 2024	於二零二四年 十二月三十一日							
Cost	成本	814,086	843,101	122,562	13,923	54,905	20,126	1,868,703
Accumulated depreciation	累計折舊	(287,535)	(543,251)	(85,657)	(9,022)	(28,897)	–	(954,362)
Net carrying amount	賬面淨額	<u>526,551</u>	<u>299,850</u>	<u>36,905</u>	<u>4,901</u>	<u>26,008</u>	<u>20,126</u>	<u>914,341</u>

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

13. PROPERTY, PLANT AND EQUIPMENT (continued)

31 December 2023

		Plant and buildings 廠房及樓宇 RMB'000 人民幣千元	Machinery 機器 RMB'000 人民幣千元	Office equipment 辦公室設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Leasehold improvements 租賃物業裝修 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2022 and at 1 January 2023:	於二零二二年 十二月三十一日及 二零二三年一月一日：							
Cost	成本	800,546	863,763	120,332	13,058	44,724	23,594	1,866,017
Accumulated depreciation	累計折舊	(205,386)	(482,011)	(72,567)	(7,329)	(23,326)	–	(790,619)
Net carrying amount	賬面淨額	<u>595,160</u>	<u>381,752</u>	<u>47,765</u>	<u>5,729</u>	<u>21,398</u>	<u>23,594</u>	<u>1,075,398</u>
At 1 January 2023, net of accumulated depreciation	於二零二三年一月一日， 扣除累計折舊	595,160	381,752	47,765	5,729	21,398	23,594	1,075,398
Additions	添置	1,644	21	5,374	2,117	4,464	17,688	31,308
Depreciation provided during the year	年內折舊撥備	(37,688)	(50,328)	(7,001)	(1,535)	(4,701)	–	(101,253)
Transfers	轉撥	2,921	10,512	404	614	600	(15,051)	–
Disposals	出售	–	(7,747)	(1,083)	(186)	–	(848)	(9,864)
Other change	其他變動	(23,615)	–	–	–	–	–	(23,615)
Exchange realignment	匯兌調整	–	2	1	–	–	–	3
At 31 December 2023 net of accumulated depreciation	於二零二三年十二月 三十一日，扣除累計折舊	<u>538,422</u>	<u>334,212</u>	<u>45,460</u>	<u>6,739</u>	<u>21,761</u>	<u>25,383</u>	<u>971,977</u>
At 31 December 2023	於二零二三年十二月 三十一日							
Cost	成本	780,988	863,869	124,806	13,838	49,789	25,383	1,858,673
Accumulated depreciation	累計折舊	(242,566)	(529,657)	(79,346)	(7,099)	(28,028)	–	(886,696)
Net carrying amount	賬面淨額	<u>538,422</u>	<u>334,212</u>	<u>45,460</u>	<u>6,739</u>	<u>21,761</u>	<u>25,383</u>	<u>971,977</u>

As at 31 December 2024, the Group's property, plant and equipment with a net carrying amount of approximately RMB160,759,000 (2023: RMB219,609,000) were pledged to secure bank loans granted to the Group as set out in note 25 to the financial statements.

13. 物業、廠房及設備 (續)

二零二三年十二月三十一日

誠如財務報表附註25所載，於二零二四年十二月三十一日，本集團賬面淨額約人民幣160,759,000元（二零二三年：人民幣219,609,000元）的物業、廠房及設備已予質押，作為本集團獲授銀行貸款的擔保。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

14. INVESTMENT PROPERTIES

14. 投資物業

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Carrying amount at 1 January	於一月一日的賬面金額	3,933	4,533
Reclassification to property, plant and equipment	重新分類至物業、廠房及設備	(3,933)	—
Depreciation provided during the year	年內折舊撥備	—	(600)
Carrying amount at 31 December	於十二月三十一日的賬面金額	—	3,933

The Group's investment properties are commercial properties in Shanghai and Jiaxing, the PRC. The directors of the Company have determined to transfer investment properties to self-occupied property, plant and equipment from January 2024, based on the nature, characteristics and intended use of the properties.

本集團的投資物業乃位於中國上海及嘉興的商用物業。根據物業的性質、特點及擬定用途，本公司董事已決定自二零二四年一月起將投資物業轉撥為自用物業、廠房及設備。

The Group's investment properties were revalued on 31 December 2023 based on valuations performed by Haiyan Zhonglian Asset Assessment Limited Corporation and Jiaxing Dongxing Asset Assessment Firm (LLP), independent professionally qualified valuers, at RMB16,457,000. Each year, the Group's property manager and the chief financial officer decide, after approval from the audit committee, to appoint which external valuer to be responsible for the external valuations of the Group's investment properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

於二零二三年十二月三十一日，本集團根據獨立專業合資格估值師海鹽中聯資產評估有限公司及嘉興東興資產評估事務所（普通合夥）所進行的估值工作，將本集團的投資物業重新估值為人民幣16,457,000元。每年，本集團的物業經理及財務總監在取得審核委員會的批准後，選定並委任一名外聘估值師負責對本集團的投資物業進行外部估值。甄選標準包括市場知識、聲譽、獨立性及是否維持專業水準。

Fair value hierarchy

The level of fair value hierarchy within which the fair value measurements for disclosure purpose are categorised in Level 3. The valuation technique used in assessing fair value of investment properties is discounted cash flow method, and the key inputs to the valuation of investment properties are estimated rental value, rent growth, discount rate and long term vacancy rate.

公允價值等級架構

公允價值等級架構中用於披露目的之公允價值計量歸類為第三層。用於評估投資物業公允價值的估值技術為貼現現金流量法，而投資物業估值之主要輸入數據為估計租賃價值、租金增長、貼現率及長期空置率。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

15. LEASES

The Group as a lessee

The Group has lease contracts for various items of plant and buildings, motor vehicles and leasehold land. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 50 years to 70 years, and no ongoing payments will be made under the terms of these land leases. Leases of plant and buildings generally have lease terms between 2 and 12 years, while motor vehicles generally have lease terms of 10 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(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:

As at 1 January 2023	於二零二三年一月一日
Additions	添置
Depreciation charge	折舊開支
Exchange realignment	匯兌調整
As at 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日
Additions	添置
Depreciation charge	折舊開支
Exchange realignment	匯兌調整
As at 31 December 2024	於二零二四年十二月三十一日

As at 31 December 2024, the Group's right-of-use assets with a net carrying amount of approximately RMB53,080,000 (2023: RMB25,083,000) were pledged to secure bank loans granted to the Group as set out in note 25 to the financial statements.

15. 租賃

本集團作為承租人

本集團就多項廠房及樓宇、汽車及租賃土地訂立租賃合約。已提前作出一次性付款以向業主獲取租賃土地，租期為50年至70年，而根據該等土地租賃的條款，將不會繼續支付任何款項。廠房及樓宇的租期通常介乎2至12年，而汽車的租期通常為10年。一般而言，本集團不可向本集團以外人士轉讓及分租租賃資產。

(a) 使用權資產

本集團年內使用權資產的賬面金額及變動如下：

Leasehold land 租賃土地 RMB'000 人民幣千元	Plant and machinery 廠房及機器 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
60,450	7,688	677	68,815
–	700	–	700
(1,692)	(2,068)	(189)	(3,949)
–	(188)	–	(188)
58,758	6,132	488	65,378
–	489	–	489
(1,517)	(1,741)	(488)	(3,746)
–	(303)	–	(303)
57,241	4,577	–	61,818

誠如財務報表附註25所載，於二零二四年十二月三十一日，本集團賬面淨額約人民幣53,080,000元（二零二三年：人民幣25,083,000元）的使用權資產已予質押，作為本集團獲授銀行貸款的擔保。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

15. LEASES (continued)

The Group as a lessee (continued)

(b) Lease liabilities

The carrying amount of lease liabilities (included under interest-bearing bank and other borrowings) and the movements during the year are as follows:

Carrying amount at 1 January	於一月一日的賬面金額
New leases	新租賃
Accretion of interest recognised during the year	年內已確認利息增幅
Payments	付款
Exchange realignment	匯兌調整
Carrying amount at 31 December	於十二月三十一日的賬面金額
Analysed into:	分析為：
Current portion	流動部分
Non-current portion	非流動部分

The maturity analysis of lease liabilities is disclosed in note 35 to the financial statements.

15. 租賃 (續)

本集團作為承租人 (續)

(b) 租賃負債

年內租賃負債 (計入計息銀行及其他借貸項下) 的賬面金額及變動如下：

2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
7,046	8,719
489	700
266	355
(2,199)	(2,540)
(303)	(188)
5,299	7,046
863	1,326
4,436	5,720

租賃負債之到期分析於財務報表附註35披露。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

15. LEASES (continued)

The Group as a lessee (continued)

(c) The amounts recognised in profit or loss in relation to leases are as follows:

Interest on lease liabilities	租賃負債利息
Depreciation charge of right-of-use assets	使用權資產折舊開支
Expense relating to short-term leases (included in administrative expenses)	與短期租賃有關的開支 (計入行政開支)
Total amount recognised in profit or loss	於損益中確認的總金額

(d) The total cash outflow for leases is disclosed in note 30(c) to the financial statements.

The Group as a lessor

The Group leases its investment properties (note 14) consisting of two commercial properties in Shanghai and part of the commercial property in Jiaying under operating lease arrangements in 2023. 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. Rental income recognised by the Group during the year was Nil (2023: RMB166,000).

15. 租賃 (續)

本集團作為承租人 (續)

(c) 於損益中確認的租賃相關款項如下：

2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
266	355
3,746	3,949
476	225
4,488	4,529

(d) 租賃現金流出總額於財務報表附註 30(c)披露。

本集團作為出租人

於二零二三年，本集團根據經營租賃安排租賃其投資物業（附註14）（包括上海的兩處商用物業及嘉興的部分商業物業）。此等租賃的條款一般規定租戶支付保證金及訂明可根據當時的市況定期對租金作出調整。本集團年內確認的租金收入為零（二零二三年：人民幣166,000元）。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

15. LEASES (continued)

The Group as a lessor (continued)

At 31 December 2024, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

Within one year	一年內
Within second to fifth year	第二至第五年
Total	總計

15. 租賃 (續)

本集團作為承租人 (續)

於二零二四年十二月三十一日，本集團根據與租戶訂立的不可撤銷經營租賃於未來期間的未折現租賃應收款項如下：

2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
–	174
–	449
–	623

16. OTHER INTANGIBLE ASSETS

31 December 2024

At 1 January 2024, net of accumulated amortisation	於二零二四年一月一日，扣除累計攤銷
Amortisation provided during the year	年內計提攤銷
At 31 December 2024, net of accumulated amortisation	於二零二四年十二月三十一日，扣除累計攤銷
At 31 December 2024	於二零二四年十二月三十一日
Cost	成本
Accumulated amortisation	累計攤銷
Net carrying amount	賬面淨額

16. 其他無形資產

二零二四年十二月三十一日

Patents and licences 專利及特許權 RMB'000 人民幣千元	Certified emission rights 認證排放權 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
1,600	3,716	5,316
(200)	(952)	(1,152)
1,400	2,764	4,164
2,000	10,569	12,569
(600)	(7,805)	(8,405)
1,400	2,764	4,164

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

16. OTHER INTANGIBLE ASSETS (continued)

31 December 2023

At 1 January 2023, net of accumulated amortisation	於二零二三年一月一日，扣除累計攤銷
Amortisation provided during the year	年內計提攤銷
At 31 December 2023, net of accumulated amortisation	於二零二三年十二月三十一日，扣除累計攤銷
At 31 December 2023	於二零二三年十二月三十一日
Cost	成本
Accumulated amortisation	累計攤銷
Net carrying amount	賬面淨額

16. 其他無形資產 (續)

二零二三年十二月三十一日

Patents and licences 專利及特許權 RMB'000 人民幣千元	Certified emission rights 認證排放權 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
1,800	4,373	6,173
(200)	(657)	(857)
1,600	3,716	5,316
2,000	10,569	12,569
(400)	(6,853)	(7,253)
1,600	3,716	5,316

17. INVESTMENTS IN ASSOCIATES

Share of net assets 所佔資產淨值

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

Share of the associates' loss for the year	分佔聯營公司年內虧損
Share of the associates' total comprehensive loss	分佔聯營公司全面虧損總額
Aggregate carrying amount of the Group's investments in the associates	本集團於聯營公司的投資的賬面總額

The Group's shareholdings in the associates all comprise equity shares held by the Company.

17. 於聯營公司的投資

2024
二零二四年
RMB'000
人民幣千元

2023
二零二三年
RMB'000
人民幣千元

29,623

25,000

下表列示本集團個別並不大重的聯營公司的綜合財務資料：

2024
二零二四年
RMB'000
人民幣千元

2023
二零二三年
RMB'000
人民幣千元

(918)

—

(918)

—

29,623

25,000

本集團於聯營公司的股權全部由本公司持有的權益股份組成。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

18. DEFERRED TAX

The movements in deferred tax assets and liabilities of the Group during the year are as follows:

Deferred tax assets:

		Lease Liabilities	Accrual	Allowance for doubtful debts	Provision for inventories	Elimination of unrealised profits	Depreciation in excess of related depreciation allowance	Loss available for offsetting against future taxable profits	Total
		租賃負債 RMB'000 人民幣千元	預提費用 RMB'000 人民幣千元	呆賬撥備 RMB'000 人民幣千元	存貨撥備 RMB'000 人民幣千元	未變現溢利 RMB'000 人民幣千元	折舊超出 有關折舊 撥備的金額 RMB'000 人民幣千元	用以抵銷 日後應課稅 溢利的虧損 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2023 (Restated)	於二零二三年一月一日 (經重列)	2,180	1,006	80	7,951	1,999	3,494	7,895	24,605
Deferred tax credited/(charged) to the consolidated statement of profit or loss during the year (note 10)	年內計入合併損益表/ (自合併損益表扣除) 的 遞延稅項 (附註10)	(328)	(1,006)	70	(1,221)	1,148	(397)	(7,895)	(9,629)
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及 二零二四年一月一日	1,852	–	150	6,730	3,147	3,097	–	14,976
Deferred tax credited/(charged) to the consolidated statement of profit or loss during the year (note 10)	年內計入合併損益表/ (自合併損益表扣除) 的 遞延稅項 (附註10)	(527)	–	7	33,863	(1,886)	(338)	2,621	33,740
At 31 December 2024	於二零二四年十二月三十一日	1,325	–	157	40,593	1,261	2,759	2,621	48,716

18. 遞延稅項

本集團遞延稅項資產及負債於年內的變動如下：

遞延稅項資產：

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

18. DEFERRED TAX (continued)

Deferred tax liabilities:

18. 遞延稅項 (續)

遞延稅項負債：

		Withholding tax on undistributed profits of Mainland China subsidiaries 中國大陸 附屬公司 未分派溢利 的預扣稅 RMB'000 人民幣千元	Right-of-use assets 使用權資產 RMB'000 人民幣千元	Unrealised exchange gain in Italy 意大利 未變現 匯兌得益 RMB'000 人民幣千元	Depreciation allowance in excess of related depreciation 折舊撥備 超出有關 折舊的金額 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2023 (Restated)	於二零二三年一月一日 (經重列)	17,940	2,180	1,195	35,483	56,798
Deferred tax charged/(credited) to the consolidated statement of profit or loss during the year (note 10)	年內自合併損益表扣除/ (計入合併損益表) 的 遞延稅項 (附註10)	(10,663)	(328)	494	(736)	(11,233)
At 31 December 2023 and 1 January 2024	於二零二三年 十二月三十一日及 二零二四年一月一日	7,277	1,852	1,689	34,747	45,565
Deferred tax charged/(credited) to the consolidated statement of profit or loss during the year (note 10)	年內自合併損益表扣除/ (計入合併損益表) 的 遞延稅項 (附註10)	(4,267)	(527)	(1,460)	(3,152)	(9,406)
At 31 December 2024	於二零二四年 十二月三十一日	3,010	1,325	229	31,595	36,159

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

18. DEFERRED TAX (continued)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the consolidated statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

Deferred tax of the Group as at 31 December 2024 and 2023 relates to the following:

18. 遞延稅項 (續)

為作呈列之用，若干遞延稅項資產及負債已於合併財務狀況表內對銷。為作財務呈報之用，本集團的遞延稅項結餘分析如下：

本集團於二零二四年及二零二三年十二月三十一日的遞延稅項與下列各項有關：

		31 December 2024 二零二四年 十二月三十一日 RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元
Deferred tax assets arising from:	下列各項產生的遞延稅項資產：		
– Lease liabilities	– 租賃負債	1,325	1,852
– Allowance for doubtful debts	– 呆賬撥備	157	150
– Provision for inventories	– 存貨撥備	40,593	6,730
– Elimination of unrealised profits	– 抵銷未變現溢利	1,261	3,147
– Loss available for offsetting against future taxable profit	– 用以抵銷日後應課稅溢利的虧損	2,621	–
– Depreciation in excess of related depreciation allowance	– 折舊超出有關折舊撥備的金額	2,759	3,097
		48,716	14,976

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

18. DEFERRED TAX (continued)

Deferred tax liabilities arising from:	下列各項產生的遞延稅項負債：
– Withholding tax on undistributed profits of Mainland China subsidiaries	– 中國大陸附屬公司未分派溢利的預扣稅
– Right-of-use assets	– 使用權資產
– Depreciation allowance in excess of related depreciation	– 折舊撥備超出有關折舊的金額
– Unrealised exchange gain in Italy	– 意大利未變現匯兌得益
Deferred tax, net	遞延稅項淨額
Reflected in the consolidated statement of financial position:	於合併財務狀況表內反映：
– Deferred tax assets	– 遞延稅項資產
– Deferred tax liabilities	– 遞延稅項負債

The Group has tax losses arising in Mainland China of RMB17,473,000 (2023: Nil) that will expire in five years for offsetting against future taxable profits. Deferred tax assets have been recognised in respect of these losses as it is considered probable that taxable profits will be available against which the above items can be utilised.

The Group has tax losses arising in Mainland China of RMB6,560,000 (2023: RMB18,944,000) that will expire in five years for offsetting against future taxable profits and has tax losses arising in Ethiopia of RMB16,993,000 (2023: RMB15,377,000) and in Hong Kong of RMB62,182,000 (2023: RMB11,035,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as it is not considered probable that taxable profits will be available against which the above items can be utilised.

18. 遞延稅項 (續)

31 December 2024 二零二四年 十二月三十一日 RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元
(3,010)	(7,277)
(1,325)	(1,852)
(31,595)	(34,747)
(229)	(1,689)
(36,159)	(45,565)
12,557	(30,589)
22,182	3,303
(9,625)	(33,892)

本集團於中國大陸產生的稅項虧損為人民幣17,473,000元(二零二三年：無)，將於五年內到期以抵銷未來應課稅溢利。已就該等虧損確認遞延稅項資產，乃由於被認為很可能存在可動用上述項目抵銷的應課稅溢利。

本集團於中國大陸產生的稅項虧損為人民幣6,560,000元(二零二三年：人民幣18,944,000元)，將於五年內到期以抵銷未來應課稅溢利，於埃塞俄比亞及香港的稅項虧損為人民幣16,993,000元(二零二三年：人民幣15,377,000元)及人民幣62,182,000元(二零二三年：人民幣11,035,000元)，可無限期用於抵銷產生虧損公司的未來應課稅溢利。並無就該等虧損確認遞延稅項資產，乃由於被認為未必存在可動用上述項目抵銷的應課稅溢利。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

18. DEFERRED TAX (continued)

The Group has deductible temporary differences arising in Mainland China of RMB44,036,000 (2023: RMB31,833,000). Deferred tax assets have not been recognised in respect of these deductible temporary differences as it is not considered probable that taxable profits will be available against which the above items can be utilised.

The Group is liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008. The applicable rate is 5% for the Group. A 10% withholding tax is also levied on dividends declared to foreign investors from the foreign investment enterprises established in Italy and Ethiopia.

As at 31 December 2024, other than the amount recognised in the consolidated financial statements, deferred tax has not 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 Mainland China, Italy and Ethiopia. In the opinion of the directors, it is not probable that these subsidiaries will distribute such unremitted earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China and Italy for which deferred tax liabilities have not been recognised totalled approximately RMB611,192,000 at 31 December 2024 (2023: RMB588,123,000).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

18. 遞延稅項 (續)

本集團於中國大陸產生的可扣減暫時性差額為人民幣44,036,000元(二零二三年：人民幣31,833,000元)。並無就該等可扣減暫時性差額確認遞延稅項資產，乃由於被認為未必存在可動用上述項目抵銷的應課稅溢利。

本集團須就其在中國大陸境內成立的附屬公司自二零零八年一月一日起產生的盈利所宣派的股息繳納預扣稅。本集團適用的稅率為5%。在意大利及埃塞俄比亞成立的外商投資企業向外國投資者宣派的股息亦須徵收10%的預扣稅。

於二零二四年十二月三十一日，除合併財務報表內確認的金額外，本集團並無就其在中國大陸、意大利及埃塞俄比亞成立的附屬公司須繳納預扣稅的未匯出盈利所應付的預扣稅確認遞延稅項。董事認為，該等附屬公司於可預見將來不大可能分派該等未匯出盈利。於二零二四年十二月三十一日，與於中國大陸及意大利附屬公司的投資有關而並無就此確認遞延稅項負債的暫時性差額總額合共約為人民幣611,192,000元(二零二三年：人民幣588,123,000元)。

本公司向其股東派付股息並無附帶所得稅稅務後果。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

19. INVENTORIES

Raw materials	原材料
Work in progress	在製品
Finished goods	製成品
Total	總計

As at 31 December 2024, no inventories (2023: with a carrying amount of RMB40,000,000) were pledged to secure loans granted to the Group as set out in note 25 to the financial statements.

19. 存貨

31 December 2024 二零二四年 十二月三十一日 RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元
502,095	691,039
97,473	121,635
595,558	206,871
<u>1,195,126</u>	<u>1,019,545</u>

誠如財務報表附註25所載，於二零二四年十二月三十一日，並無存貨（二零二三年：賬面金額為人民幣40,000,000元）已予質押，作為本集團獲授貸款的擔保。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

20. TRADE AND NOTES RECEIVABLES

Trade receivables	應收貿易賬款
Notes receivable	應收票據
Impairment	減值
Net carrying amount	賬面淨額

Customers are normally granted credit terms ranging from 30 days to 150 days depending on the creditworthiness of the individual customers. 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. Trade receivables are non-interest-bearing.

Included in the Group's trade receivables are amounts due from the Group's associates of RMB13,715,000 (2023: Nil), which are repayable on credit terms similar to those offered to the major customers of the Group.

The Group's notes receivable all aged within six months and were neither past due nor impaired. The expected credit losses for notes receivable are assessed to be minimal.

20. 應收貿易賬款及應收票據

31 December 2024 二零二四年 十二月三十一日 RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元
500,657	373,476
38,051	189,671
(1,943)	(4,791)
536,765	558,356

客戶一般獲授予信貸期30天至150天，視乎個別客戶的信譽而定。本集團力求持續嚴格控制未收回的應收款項，並設有信貸控制部以將信貸風險減至最低。高級管理層定期審閱逾期結餘。應收貿易賬款並不計息。

本集團應收貿易賬款包括應收本集團聯營公司款項人民幣13,715,000元（二零二三年：無），其按與向本集團主要客戶提供的信貸條款類似的條款償還。

本集團的應收票據賬齡均為六個月內，並無逾期亦無減值。應收票據的預期信貸虧損被評估為微乎其微。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

20. TRADE AND NOTES RECEIVABLES (continued)

An ageing analysis of the Group's trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

Within 1 month	一個月以內
1 to 2 months	一至兩個月
2 to 3 months	兩至三個月
Over 3 months	超過三個月
Total	總計

The movements in the loss allowance for impairment of trade receivables are as follows:

At beginning of year	於年初
Impairment losses, net (note 7)	減值虧損淨額 (附註7)
Amount written off as uncollectible	撇減為不可收回的金額
At end of year	於年末

20. 應收貿易賬款及應收票據 (續)

於報告期末，本集團的應收貿易賬款按發票日分類並扣減虧損撥備的賬齡分析如下：

31 December 2024 二零二四年 十二月三十一日 RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元
188,641	217,334
152,549	91,535
82,736	49,666
74,788	10,150
498,714	368,685

應收貿易賬款減值虧損撥備變動如下：

31 December 2024 二零二四年 十二月三十一日 RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元
4,791	326
(2,837)	4,568
(11)	(103)
1,943	4,791

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

20. TRADE AND NOTES RECEIVABLES (continued)

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses for trade receivables. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. 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, trade receivables are written off if past due for more than one year and are not subject to enforcement activity.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2024

Expected credit loss rate	預期信貸虧損率
Gross carrying amount (RMB'000)	總賬面金額 (人民幣千元)
Expected credit losses (RMB'000)	預期信貸虧損 (人民幣千元)

As at 31 December 2023

Expected credit loss rate	預期信貸虧損率
Gross carrying amount (RMB'000)	總賬面金額 (人民幣千元)
Expected credit losses (RMB'000)	預期信貸虧損 (人民幣千元)

20. 應收貿易賬款及應收票據 (續)

於各報告日期均採用撥備矩陣進行減值分析，以計量應收貿易賬款的預期信貸虧損。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而逾期的日數計算。該計算反映概率加權結果、貨幣時值及於報告日期可得的有關過往事項、當前條件及未來經濟條件預測的合理及可靠資料。一般而言，倘應收貿易賬款逾期超過一年，則予以撇銷，且不受執行工作規限。

下表使用撥備矩陣載列有關本集團應收貿易賬款信貸風險狀況的資料：

於二零二四年十二月三十一日

Current 即期	Past due 逾期			Total 總計
	Less than 1 month 一個月以內	1 to 3 months 一至三個月	Over 3 months 超過三個月	
0.00%	0.31%	3.15%	21.45%	0.39%
481,005	8,557	2,534	8,561	500,657
-	27	80	1,836	1,943

於二零二三年十二月三十一日

Current 即期	Past due 逾期			Total 總計
	Less than 1 month 一個月以內	1 to 3 months 一至三個月	Over 3 months 超過三個月	
0.00%	0.95%	3.13%	43.92%	1.28%
358,534	2,636	1,543	10,763	373,476
-	15	49	4,727	4,791

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

20. TRADE AND NOTES RECEIVABLES (continued)

Notes receivable that are not derecognised in their entirety

As at 31 December 2024, the Group endorsed certain notes receivable accepted by banks in the PRC (the “Endorsed Notes”) with a carrying amount of RMB15,797,000 (2023: RMB33,183,000) to certain of its suppliers in order to settle the trade payables due to such suppliers (the “Endorsement”). In the opinion of the directors of the Company, the Group has retained the substantial risks and rewards, which include default risks relating to these Endorsed Notes, and accordingly, it continued to recognise the full carrying amounts of the Endorsed Notes and the associated trade payables settled. Subsequent to the endorsement, the Group does not retain any rights on the use of the Endorsed Notes, including sale, transfer or pledge of the Endorsed Notes to any other third parties. The aggregate carrying amount of the trade payables settled by the Endorsed Notes to which the suppliers have recourse was RMB15,797,000 as at 31 December 2024 (2023: RMB33,183,000).

Notes receivable that are derecognised in their entirety

As at 31 December 2024, the Group endorsed certain notes receivable accepted by banks in the PRC (the “Derecognised Notes”) to certain of its suppliers in order to settle the trade payables due to such suppliers with a carrying amount in aggregate of RMB13,654,000 (2023: RMB21,479,000). The Derecognised Notes had a maturity of one to six months at the end of the reporting period. In accordance with the Law of Negotiable Instruments in the PRC, the holders of the Derecognised Notes have a right of recourse against the Group if the PRC banks default (the “Continuing Involvement”). In the opinion of the directors of the Company, the Group has transferred substantially all risks and rewards relating to the Derecognised Notes. Accordingly, it has derecognised the full carrying amounts of the Derecognised Notes and the associated trade payables. The maximum exposure to loss from the Group’s Continuing Involvement in the Derecognised Notes and the undiscounted cash flows to repurchase these Derecognised Notes is equal to their carrying amounts. In the opinion of the directors of the Company, the fair values of the Group’s Continuing Involvement in the Derecognised Notes are not significant.

20. 應收貿易賬款及應收票據 (續)

並無全數終止確認的應收票據

於二零二四年十二月三十一日，本集團向其若干供應商背書若干由中國的銀行接納的應收票據（「經背書票據」），賬面金額為人民幣15,797,000元（二零二三年：人民幣33,183,000元），以結清應付該等供應商的應付貿易賬款（「背書」）。本公司董事認為，本集團仍保留重大風險及回報，包括有關該等經背書票據的違約風險，故本集團繼續確認經背書票據及相關已結清應付貿易賬款的全部賬面金額。於背書後，本集團並無保留任何使用經背書票據的權利，包括向任何其他第三方出售、轉讓或質押經背書票據。以供應商具有追索權的經背書票據結清的應付貿易賬款於二零二四年十二月三十一日的賬面總額為人民幣15,797,000元（二零二三年：人民幣33,183,000元）。

全數終止確認的應收票據

於二零二四年十二月三十一日，本集團向其若干供應商背書若干由中國的銀行接納的應收票據（「終止確認票據」），賬面總額為人民幣13,654,000元（二零二三年：人民幣21,479,000元），以結清應付該等供應商的應付貿易賬款。終止確認票據由報告期末起計一至六個月內到期。根據中國票據法，終止確認票據的持有人有權於中國的銀行違約時向本集團提出追索（「持續參與」）。本公司董事認為，本集團已轉移有關終止確認票據的絕大部分風險及回報。因此，本集團已終止確認終止確認票據及相關應付貿易賬款的全部賬面金額。本集團持續參與終止確認票據及購回該等終止確認票據的未貼現現金流量的最高損失風險相等於有關賬面金額。本公司董事認為，本集團持續參與終止確認票據的公允價值並不重大。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

20. TRADE AND NOTES RECEIVABLES (continued)

Notes receivable that are derecognised in their entirety (continued)

The Group has not recognised any gain or loss on the date of transfer of the Derecognised Notes in 2024 (2023: Nil). No gains or losses were recognised from the Continuing Involvement, both during the year or cumulatively. The Endorsement has been made evenly throughout the year.

21. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

Value added tax recoverable	可收回增值稅
Prepayments	預付款
Deposits and other receivables	押金及其他應收款項
Total	總計

The above balances are unsecured and non-interest-bearing and repayable on demand.

The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. As at 31 December 2024 and 2023, the loss allowance was assessed to be minimal.

The carrying amount of prepayments, deposits and other receivables approximates to their fair value due to their short-term maturity.

20. 應收貿易賬款及應收票據 (續) 全數終止確認的應收票據 (續)

於二零二四年，本集團並未於轉讓終止確認票據當日確認任何得益或虧損 (二零二三年：無)。本集團均無於年內或累計確認持續參與的任何得益或虧損。背書乃於年內平均作出。

21. 預付款、押金及其他應收款項

31 December 2024 二零二四年 十二月三十一日 RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元
29,525	23,116
5,166	45,734
29,374	21,209
64,065	90,059

上述結餘為無抵押、不計息及須於要求時償還。

計入上述結餘的金融資產與近期並無拖欠記錄及逾期的應收款項有關。於二零二四年及二零二三年十二月三十一日，評估虧損撥備微乎其微。

由於短期內到期，故預付款、押金及其他應收款項的賬面金額與其公允價值相若。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

22. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

22. 現金及現金等價物以及已抵押存款

Cash and bank balances	現金及銀行結餘
Less: Pledged deposits for letters of credit	減：已就信用證抵押的存款
Cash and cash equivalents	現金及現金等價物
Denominated in RMB	以人民幣計值
Denominated in HK\$	以港元計值
Denominated in EUR	以歐元計值
Denominated in US\$	以美元計值
Denominated in other currencies	以其他貨幣計值
Cash and cash equivalents	現金及現金等價物

31 December 2024 二零二四年 十二月三十一日 RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元
277,650	521,256
277,650	521,256
(46,779)	(66,444)
230,871	454,812
111,131	156,188
2,161	1,589
14,792	29,961
141,983	315,363
7,583	18,155
277,650	521,256

The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, and 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.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

人民幣不可自由兌換為其他貨幣。然而，根據中國大陸的《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。

銀行存款按根據每日銀行存款利率計算之浮動利率計息。銀行結餘與已抵押存款存放於近期無違約歷史且信譽良好之銀行。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

23. TRADE AND NOTES PAYABLES

An ageing analysis of the trade and notes payables as at 31 December 2024, based on the invoice date, is as follows:

Within 1 month	一個月以內
1 to 3 months	一至三個月
Over 3 months	超過三個月
Total	總計

The above balances are unsecured and non-interest-bearing with credit terms of 90 days. The carrying amount of trade and notes payables at the end of each reporting period approximates to their fair value due to their short-term maturity.

23. 應付貿易賬款及應付票據

於二零二四年十二月三十一日，按發票日分類的應付貿易賬款及應付票據賬齡分析如下：

31 December 2024 二零二四年 十二月三十一日 RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元
147,390	149,146
287,056	403,504
20,250	35,001
454,696	587,651

上述結餘為無抵押及不計息，信貸期為90日。於各報告期末，由於短期內到期，故應付貿易賬款及應付票據的賬面金額與其公允價值相若。

24. OTHER PAYABLES AND ACCRUALS

Contract liabilities (i)	合約負債(i)
Payroll payables	應付薪金
Accruals	預提費用
Other payables	其他應付款項
Total	總計

24. 其他應付款項及預提費用

31 December 2024 二零二四年 十二月三十一日 RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元
38,143	51,662
24,711	29,963
6,646	9,806
70,842	91,588
140,342	183,019

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

24. OTHER PAYABLES AND ACCRUALS (continued)

(i) Details of contract liabilities are as follows:

<i>Short-term advances</i>	<i>收取客戶的短期墊款</i>
<i>received from customers</i>	
Sale of goods	貨品銷售

Contract liabilities include short-term advances received to deliver products. The decrease in contract liabilities in 2024 was mainly due to the decrease in short-term advances received from customers in relation to the sales of products at the end of the years.

The above balances are unsecured and non-interest-bearing. The carrying amount of other payables and accruals at the end of each reporting period approximates to their fair value due to their short-term maturity.

24. 其他應付款項及預提費用 (續)

(i) 合約負債的詳情如下：

31 December 2024 二零二四年 十二月三十一日 RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元	1 January 2023 二零二三年 一月一日 RMB'000 人民幣千元
38,143	51,662	49,377

合約負債包括為交付產品而收取的短期墊款。於二零二四年的合約負債減少乃主要由於年末收取的與產品銷售有關的短期客戶墊款減少。

上述結餘為無抵押及不計息。於各報告期末，由於短期內到期，故其他應付款項及預提費用的賬面金額與其公允價值相若。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

25. INTEREST-BEARING BANK AND OTHER BORROWINGS

25. 計息銀行及其他借貸

		31 December 2024 二零二四年十二月三十一日			31 December 2023 二零二三年十二月三十一日		
		Effective interest rate (%) 實際利率 (%)	Maturity 到期	RMB'000 人民幣千元	Effective interest rate (%) 實際利率 (%)	Maturity 到期	RMB'000 人民幣千元
Current	即期						
Secured bank loans	有抵押銀行貸款	3.10-4.35	2025 二零二五年	380,000	3.10-6.10	2024	339,817
Unsecured bank loans	無抵押銀行貸款	1.05-5.00	2025 二零二五年	558,693	1.80-5.00	2024	442,663
Other loans – unsecured	其他貸款—無抵押	4.91	On demand 按要求	50,000	4.91	2024	50,000
Lease liabilities (note 15)	租賃負債 (附註15)	4.20	2025 二零二五年	863	4.20	2024	1,326
Subtotal – current	小計—即期			<u>989,556</u>			<u>833,806</u>
Non-current	非即期						
Secured bank loan	有抵押銀行貸款	4.35	2026 二零二六年	30,000	4.35	2026	30,000
Other loans – unsecured	其他貸款—無抵押	–	–	–	–	–	–
Lease liabilities (note 15)	租賃負債 (附註15)	4.20	2026-2031 二零二六年至 二零三一年	4,436	4.20	2025-2031	5,720
Subtotal – non-current	小計—非即期			<u>34,436</u>			<u>35,720</u>
Total	總計			<u>1,023,992</u>			<u>869,526</u>

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

25. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

25. 計息銀行及其他借貸 (續)

		31 December 2024 二零二四年 十二月三十一日 RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元
Analysed into:	分析為：		
Bank loans repayable:	應償還銀行貸款：		
Within one year	一年內	938,693	782,480
In the third to fifth years, inclusive	第三至第五年 (包括首尾兩年)	30,000	30,000
Subtotal	小計	968,693	812,480
Other borrowings repayable:	應償還其他借貸：		
On demand	按要求	50,000	—
Within one year	一年內	863	51,326
In the second year	第二年	553	713
In the third to fifth years, inclusive	第三至第五年 (包括首尾兩年)	1,663	2,145
Over five years	五年以上	2,220	2,862
Subtotal	小計	55,299	57,046
Total	總計	1,023,992	869,526

Note:

As at 31 December 2024, the current interest-bearing bank borrowings with a carrying amount of RMB380,000,000 (2023: RMB339,817,000) were secured by certain property, plant and equipment, right-of-use assets and inventories with carrying amounts of RMB160,759,000 (2023: RMB219,609,000), RMB38,366,000 (2023: RMB9,991,000) and nil (2023: RMB40,000,000), respectively.

附註：

於二零二四年十二月三十一日，賬面金額為人民幣380,000,000元 (二零二三年：人民幣339,817,000元) 的即期計息銀行借貸以賬面金額分別為人民幣160,759,000元 (二零二三年：人民幣219,609,000元)、人民幣38,366,000元 (二零二三年：人民幣9,991,000元) 及零 (二零二三年：人民幣40,000,000元) 的若干物業、廠房及設備、使用權資產及存貨作抵押。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

25. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

As at 31 December 2024, the non-current interest-bearing bank borrowings with a carrying amount of RMB30,000,000 (2023: RMB30,000,000) were secured by certain right-of-use assets with carrying amounts of RMB14,714,000 (2023: RMB15,092,000).

As at 31 December 2024, the current interest-bearing bank borrowings with a carrying amount of RMB16,169,000 (2023: RMB11,495,000) were guaranteed by the directors of the Company.

The carrying amount of the current interest-bearing bank and other loans of the Group approximates to their fair value due to their short-term maturity.

The fair values of the non-current interest-bearing bank and other 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 Group's own non-performance risk for interest-bearing bank and other loans as at 31 December 2024 was assessed to be insignificant. Management has assessed that the carrying amount of the non-current interest-bearing bank and other loans of the Group approximates to their fair values because the fixed interest rate is close to the currently available rate.

25. 計息銀行及其他借貸 (續)

於二零二四年十二月三十一日，賬面金額為人民幣30,000,000元（二零二三年：人民幣30,000,000元）的非即期計息銀行借貸以賬面金額為人民幣14,714,000元（二零二三年：人民幣15,092,000元）的若干使用權資產作抵押。

於二零二四年十二月三十一日，賬面金額為人民幣16,169,000元（二零二三年：人民幣11,495,000元）的即期計息銀行借貸由本公司董事擔保。

由於短期內到期，故本集團即期計息銀行及其他貸款的賬面金額與其公允價值相若。

非即期計息銀行及其他貸款的公允價值按適用於具有類似條款、信貸風險及剩餘年期的工具的現行利率折現預期未來現金流量計算。於二零二四年十二月三十一日，本集團本身對計息銀行及其他貸款的不履約風險被評定為並不重大。按管理層的評估，本集團的非即期計息銀行及其他貸款的賬面金額與其公允價值相若，原因為固定利率接近現行利率。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

26. SHARE CAPITAL

Authorised:

26. 股本

法定：

	31 December 2024 二零二四年十二月三十一日		31 December 2023 二零二三年十二月三十一日	
	Number of shares 股份數目	Amount 金額 HK\$'000 千港元	Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Ordinary shares of HK\$0.01 each 每股0.01港元普通股	3,000,000,000	30,000	3,000,000,000	30,000

Issued and fully paid:

已發行及繳足：

	31 December 2024 二零二四年十二月三十一日			31 December 2023 二零二三年十二月三十一日		
	Number of shares 股份數目	Amount 金額 HK\$'000 千港元	RMB'000 人民幣千元 equivalent 等值	Number of shares 股份數目	Amount 金額 HK\$'000 千港元	RMB'000 人民幣千元 equivalent 等值
At the beginning and the end of the year 於年初及年末	629,678,000	6,297	6,329	629,678,000	6,297	6,329

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

27. TREASURY SHARES

27. 庫存股份

31 December 2024 二零二四年十二月三十一日			31 December 2023 二零二三年十二月三十一日		
Number of shares 股份數目	Amount 金額		Number of shares 股份數目	Amount 金額	
	HK\$'000 千港元	RMB'000 人民幣千元		HK\$'000 千港元	RMB'000 人民幣千元
		equivalent 等值			equivalent 等值
At the beginning and end of the year 於年初及年末	13,230,750	14,632	13,230,750	14,632	13,305

On 26 August 2016, the Company adopted a share award plan (the "Share Award Plan"), which is now subject to the provisions of Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") after the amendments of the Listing Rules with effect from 1 January 2023. The board of directors may, at their discretion, grant shares of the Company to eligible participants. The Company has appointed a trustee for administration of the Share Award Plan (the "Trustee"). The principal activity of the Trustee is administrating and holding the Company's shares for the Share Award Plan for the benefit of the Company's award holders. The Company's shares will be purchased by the Trustee in the market with cash paid by the Company and held in the trust for relevant award holders until such shares are vested in accordance with the provisions of the Share Award Plan. Upon vesting, the Trustee shall either transfer the vested awarded shares at no cost to such award holders or sell the vested awarded shares at the then prevailing market price by way of market order and remit the net proceeds to the award holders in accordance with the direction given by such award holders. In January, April and September 2017, the Trustee purchased in aggregate 19,400,000 shares of the Company at a total consideration of approximately RMB19,508,000 and on 25 May 2018, 19,370,000 shares were granted to eligible persons under the Share Award Plan, of which a total of 1,010,000 awarded shares were vested in 2019 and 5,159,250 awarded shares were vested in 2020 and transferred to award holders. During the year ended 31 December 2024, no share award was granted under the Share Award Plan. As of 31 December 2024, all of the remaining 13,230,750 shares held by the Trustee had not been granted to any eligible persons under the Share Award Plan.

於二零一六年八月二十六日，本公司採納一項股份獎勵計劃（「股份獎勵計劃」），於二零二三年一月一日起生效之香港聯合交易所有限公司證券上市規則（「上市規則」）之修訂後，該計劃現受上市規則第十七章條文所規限。董事會可酌情向合資格參與人授出本公司股份。本公司已委聘受託人（「受託人」）管理股份獎勵計劃。受託人的主要活動乃為本公司獎勵持有人的利益就股份獎勵計劃管理及持有本公司股份。本公司的股份將由受託人於市場上使用本公司支付的現金購入並以信託方式為相關獎勵持有人而持有，直至有關股份根據股份獎勵計劃條文予以歸屬為止。於歸屬後，受託人須按照該等獎勵持有人作出的指示，將已歸屬的獎勵股份免費轉讓予該等獎勵持有人，或於市場上按當時現行的市價盤出售已歸屬的獎勵股份並將所得款項淨額匯付予獎勵持有人。於二零一七年一月、四月及九月，受託人以總代價約人民幣19,508,000元購入本公司合共19,400,000股股份，於二零一八年五月二十五日，19,370,000股股份已授予股份獎勵計劃項下之合資格人士，其中合共1,010,000股獎勵股份於二零一九年歸屬及5,159,250股獎勵股份於二零二零年歸屬並轉讓予獎勵持有人。截至二零二四年十二月三十一日止年度，概無根據股份獎勵計劃授出任何股份獎勵。截至二零二四年十二月三十一日，受託人持有的所有餘下13,230,750股股份尚未授予股份獎勵計劃項下之任何合資格人士。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

28. RESERVES

The changes in the reserves of the Group during the year have been disclosed in the consolidated statement of changes in equity of the Group.

Merger reserve

Merger reserve represents the difference between the shareholders' total capital contributions to Hong Kong Kingdom over the nominal value of the shares issued by the Company in exchange therefor as at the date of a reorganisation (the "Reorganisation") of the Group to rationalise the group structure in preparation for the listing of the Company's shares on the Stock Exchange and the difference between the aggregate of the then net assets of the subsidiary acquired and the consideration paid by the Group for the business combination under common control. Details of the Reorganisation are set out in the prospectus of the Company dated 30 November 2006.

PRC statutory reserve

General reserve fund

The subsidiaries in Mainland China are required to transfer at least 10% of their profit after taxation, as determined under the PRC accounting regulations, to the general reserve fund until the reserve balance reaches 50% of their respective registered capital. The transfer to this reserve must be made before the distribution of dividends to shareholders.

The general reserve fund can be used to make good losses and convert into share capital by the issue of new shares to shareholders in proportion to their existing equity holdings.

Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of overseas subsidiaries.

Share premium

The application of the share premium account is governed by the Companies Law of the Cayman Islands. Under the Companies Law of the Cayman Islands, the funds in the share premium account are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay its debts as they fall due in the ordinary course of business.

28. 儲備

年內本集團儲備變動已於本集團合併權益變動表內披露。

合併儲備

合併儲備指為籌備本公司股份於聯交所上市，本集團進行重組（「重組」）以精簡集團架構當日，香港金達的股東出資總額與本公司為交換而發行的股份面值的差額及所收購附屬公司當時資產淨值總額與本集團就共同控制下業務合併所支付代價的差額。重組詳情載於本公司日期為二零零六年十一月三十日的招股章程內。

中國法定儲備

一般儲備金

中國大陸的附屬公司須提撥其按中國會計規章釐定的除稅後溢利最少10%至一般儲備金，直至儲備結餘達到其各自註冊資本的50%為止。提撥此儲備須於分派股息予股東前進行。

一般儲備金可用作補償虧損及以按股東現有持股比例向其發行新股份的方式轉換為股本。

匯兌儲備

匯兌儲備包括換算海外附屬公司財務報表所產生的所有匯兌差額。

股份溢價

股份溢價賬的應用受開曼群島公司法監管。根據開曼群島公司法，倘緊隨建議分派股息日期後，本公司能夠於日常業務過程中清償到期債務，則股份溢價賬中的資金可分派予本公司股東。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

29. DISPOSAL OF A SUBSIDIARY

29. 出售一家附屬公司

2023
二零二三年
RMB'000
人民幣千元

Net assets disposed of:	出售的淨資產：	
Cash and cash equivalents	現金及現金等價物	8,100
Pledged deposits	已抵押存款	35,000
Right-of-use assets	使用權資產	—
Property, plant and equipment	物業、廠房及設備	—
Accruals and other payables	預提費用及其他應付款項	—
Subtotal	小計	43,100
Less: Fair value of remaining shareholding	減：餘下股權的公允價值	25,000
Gain on disposal of a subsidiary	出售一家附屬公司的得益	—
Total consideration	總代價	18,100
Satisfied by:	支付方式：	
Cash	現金	18,100

An analysis of the net (outflow)/inflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

出售一家附屬公司的現金及現金等價物 (流出) / 流入淨額分析如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Cash consideration received	已收現金代價	18,100	—
Cash and bank balances disposed of	出售的現金及銀行結餘	—	8,100
Net inflow/(outflow) of cash and cash equivalents in respect of the disposal of a subsidiary	出售一家附屬公司的現金及現金等價物流入／(流出)淨額	18,100	(8,100)

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

30. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB489,000 (2023: RMB700,000) and RMB489,000 (2023: RMB700,000), respectively, in respect of lease arrangements for plant and buildings.

(b) Changes in liabilities arising from financing activities

2024

At 31 December 2023	於二零二三年十二月三十一日
Changes from financing cash flows	融資現金流量之變動
New leases	新租賃
Interest expenses	利息開支
Exchange realignment	匯兌調整
At 31 December 2024	於二零二四年十二月三十一日

2023

At 31 December 2022	於二零二二年十二月三十一日
Changes from financing cash flows	融資現金流量之變動
New leases	新租賃
Interest expenses	利息開支
Exchange realignment	匯兌調整
At 31 December 2023	於二零二三年十二月三十一日

30. 合併現金流量表附註

(a) 主要非現金交易

年內，本集團有關廠房及樓宇租賃安排的使用權資產及租賃負債非現金添置分別為人民幣489,000元（二零二三年：人民幣700,000元）及人民幣489,000元（二零二三年：人民幣700,000元）。

(b) 融資活動產生之負債變動

二零二四年

Bank and other loans 銀行及其他貸款 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元
862,480	7,046
156,213	(2,199)
–	489
–	266
–	(303)
1,018,693	5,299

二零二三年

Bank and other loans 銀行及其他貸款 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元
744,184	8,719
118,296	(2,540)
–	700
–	355
–	(188)
862,480	7,046

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

30. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

Within operating activities	經營活動內
Within financing activities	融資活動內
Total	總計

30. 合併現金流量表附註 (續)

(c) 租賃現金流出總額

計入現金流量表的租賃現金流出總額如下：

2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
476	225
2,199	2,540
2,675	2,765

31. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

Contracted for property, plant and equipment	就物業、廠房及設備已訂約
--	--------------

31. 承擔

於報告期末，本集團的資本承擔如下：

31 December 2024 二零二四年 十二月三十一日 RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元
13,115	24,422

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

32. RELATED PARTY TRANSACTIONS

(a) Transactions with companies controlled by one of the Company's directors

- (i) During the year ended 31 December 2024, the Group leased offices and manufacturing facilities located in Mainland China from Zhejiang Kingdom Creative Co., Ltd. ("Kingdom Creative") and incurred operating lease charges of RMB476,000 (2023: RMB476,000). Mr. Ren Weiming has a controlling equity interest in Kingdom Creative. Rental and other terms for these lease arrangements were negotiated between the parties on an arm's length basis with reference to the then prevailing market rates.
- (ii) During the year ended 31 December 2024, the Group purchased electricity from Zhejiang Yuyuan Solar Co., Ltd. with an amount of RMB2,056,000 (2023: RMB2,208,000). Mr. Ren Weiming has a controlling equity interest in this company. The price of electricity was made with a discount rate of approximately 3.5% to the market prices.
- (iii) During the year ended 31 December 2024, the Group purchased chemicals, additives and tools from Zhejiang Jinxiu Jiangnan Silk Co., Ltd. with an amount of RMB1,714,000 (2023: RMB2,060,000). Mr. Ren Weiming has a controlling equity interest in this company. The purchase of raw materials was made according to published prices and conditions offered by the supplier to its major customers.

32. 關連方交易

(a) 與由本公司一名董事控制的公司進行的交易

- (i) 於截至二零二四年十二月三十一日止年度，本集團向浙江金達創業股份有限公司（「金達創業」）租用多個位於中國大陸的辦公室及製造廠房，所產生的經營租賃費用為人民幣476,000元（二零二三年：人民幣476,000元）。任維明先生擁有金達創業的控股權益。該等租賃安排之租金及其他條款乃由雙方參考當時市價公平協商。
- (ii) 於截至二零二四年十二月三十一日止年度，本集團以人民幣2,056,000元（二零二三年：人民幣2,208,000元）向浙江昱源光伏有限公司購電。任維明先生擁有該公司的控股權益。電價較市價折讓約3.5%。
- (iii) 於截至二零二四年十二月三十一日止年度，本集團向浙江錦繡江南絲綢有限公司採購金額為人民幣1,714,000元（二零二三年：人民幣2,060,000元）的化學品、添加劑及工具。任維明先生擁有該公司的控股權益。原材料採購乃根據供應商向其主要客戶提供的已公佈價格及條件作出。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

32. RELATED PARTY TRANSACTIONS (continued)

(a) Transactions with companies controlled by one of the Company's directors (continued)

- (iv) During the year ended 31 December 2023, the group leased cars from Interconnect Financial Leasing (Shanghai) Co., Ltd., and incurred lease charges of RMB265,000. Mr. Ren Weiming has a controlling equity interest in Interconnect Financial Leasing (Shanghai) Co., Ltd.'s parent company, Kingdom Creative. Rental and other terms for these lease arrangements were negotiated between the parties on an arm's length basis with reference to the then prevailing market rates.
- (v) During the year ended 31 December 2024, the Group purchased a property from Heilongjiang Kangyuan Bio-Technology Co., Ltd. with an amount of RMB6,510,000 (2023: Nil). Mr. Ren Weiming has a controlling equity interest in this company. Consideration and other terms for the acquisition of the property were negotiated between the parties on an arm's length basis.
- (vi) During the year ended 31 December 2024, the Group purchased fabric products from Jiangxi Kingdom Boyang Linen Textile Co., Ltd. with an amount of RMB5,906,000 (2023: Nil). During the year ended 31 December 2024, the Group sold linen yarn products to Jiangxi Kingdom Boyang Linen Textile Co., Ltd. with an amount of RMB34,513,000 (2023: Nil). Jiangxi Kingdom Boyang Linen Textile Co., Ltd. is an associate of the Group. The purchase of raw materials was made according to published prices and conditions offered by the supplier to its major customers. The sales of linen yarn was made according to published prices and conditions offered to the Group's major customers.

32. 關連方交易 (續)

(a) 與由本公司一名董事控制的公司進行的交易 (續)

- (iv) 於截至二零二三年十二月三十一日止年度，本集團自滙通融資租賃(上海)有限公司租賃汽車，產生租賃費用人民幣265,000元。任維明先生擁有滙通融資租賃(上海)有限公司的母公司金達創業的控股權益。該等租賃安排之租金及其他條款乃由雙方參考當時市價公平協商。
- (v) 截至二零二四年十二月三十一日止年度，本集團向黑龍江康源生物科技有限公司購買一項物業，金額為人民幣6,510,000元(二零二三年：無)。任維明先生擁有該公司的控股權益。收購該物業的代價及其他條款乃由雙方按公平基準協商。
- (vi) 截至二零二四年十二月三十一日止年度，本集團向江西金達泊洋麻紡織品有限公司採購布料產品，金額為人民幣5,906,000元(二零二三年：無)。截至二零二四年十二月三十一日止年度，本集團向江西金達泊洋麻紡織品有限公司出售亞麻紗產品，金額為人民幣34,513,000元(二零二三年：無)。江西金達泊洋麻紡織品有限公司為本集團的聯營公司。採購原材料乃根據供應商對其主要客戶提供的公開價格及條件進行。銷售亞麻紗乃根據向本集團主要客戶提供的公開價格及條件進行。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

32. RELATED PARTY TRANSACTIONS (continued)

(b) Compensation of key management personnel of the Group

Short term employee benefits	短期僱員福利
Post-employment benefits	離職後福利
Total compensation paid to key management personnel	已付主要管理人員的補償總額

Further details of directors' and the chief executive's emoluments are included in note 8 to the financial statements.

The related party transactions in respect of items (a)(ii) and (a)(iii) above are also disclosed as connected transactions in accordance with Chapter 14A of the Listing Rules.

32. 關連方交易 (續)

(b) 本集團主要管理人員的補償

2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
5,420	5,396
98	90
<u>5,518</u>	<u>5,486</u>

董事及最高行政人員酬金的進一步詳情載於財務報表附註8。

上文附註第(a)(ii)及(a)(iii)項涉及的關連方交易亦根據上市規則第14A章披露為關連交易。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

33. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2024

Financial assets

Trade receivables	應收貿易賬款
Notes receivable	應收票據
Financial assets included in deposits and other receivables	計入押金及其他應收款項的金融資產
Pledged deposits	已抵押存款
Cash and cash equivalents	現金及現金等價物
Other non-current assets	其他非流動資產
Total	總計

33. 按類別分類的金融工具

於報告期末，各類別金融工具的賬面金額如下：

二零二四年

金融資產

Financial assets at fair value through other comprehensive income 按公允價值 計入其他全面 收益的 金融資產 RMB'000 人民幣千元	Financial assets at amortised cost 按攤銷成本 列賬的 金融資產 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
–	498,714	498,714
38,051	–	38,051
–	29,374	29,374
–	46,779	46,779
–	230,871	230,871
–	3,000	3,000
38,051	808,738	846,789

Financial liabilities

Interest-bearing bank and other borrowings	計息銀行及其他借貸
Financial liabilities included in other payables and accruals	計入其他應付款項及預提費用的金融負債
Dividends payable	應付股息
Trade and notes payables	應付貿易賬款及應付票據
Total	總計

金融負債

Financial liabilities at amortised cost 按攤銷成本 列賬的 金融負債 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
1,023,992	1,023,992
71,512	71,512
607	607
454,696	454,696
1,550,807	1,550,807

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

33. FINANCIAL INSTRUMENTS BY CATEGORY

(continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

(continued)

2023

Financial assets

Trade receivables	應收貿易賬款
Notes receivable	應收票據
Financial assets included in deposits and other receivables	計入押金及其他應收款項的金融資產
Pledged deposits	已抵押存款
Cash and cash equivalents	現金及現金等價物
Other non-current assets	其他非流動資產
Total	總計

Financial liabilities

Interest-bearing bank and other borrowings	計息銀行及其他借貸
Financial liabilities included in other payables and accruals	計入其他應付款項及預提費用的金融負債
Dividends payable	應付股息
Trade and notes payables	應付貿易賬款及應付票據
Total	總計

33. 按類別分類的金融工具 (續)

於報告期末，各類別金融工具的賬面金額如下：(續)

二零二三年

金融資產

Financial assets at fair value through other comprehensive income 按公允價值 計入其他全面 收益的 金融資產 RMB'000 人民幣千元	Financial assets at amortised cost 按攤銷成本 列賬的 金融資產 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
–	368,685	368,685
189,671	–	189,671
–	21,209	21,209
–	66,444	66,444
–	454,812	454,812
–	11,800	11,800
189,671	922,950	1,112,621

金融負債

Financial liabilities at amortised cost 按攤銷成本 列賬的 金融負債 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
869,526	869,526
98,416	98,416
476	476
587,651	587,651
1,556,069	1,556,069

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

34. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

34. 金融工具的公允價值及公允價值等級架構

本集團金融工具的賬面金額及公允價值（其賬面金額與公允價值合理相若者除外）如下：

		Carrying amounts		Fair values	
		賬面金額		公允價值	
		2024	2023	2024	2023
		二零二四年	二零二三年	二零二四年	二零二三年
		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
Financial assets	金融資產				
Debt instruments at fair value through other comprehensive income	按公允價值計入其他全面收益的債務工具	38,051	189,671	38,051	189,671

Management has assessed that the fair values of cash and cash equivalents, trade receivables, financial assets included in prepayments, deposits and other receivables, pledged deposits, current interest-bearing bank and other borrowings, trade and notes payables, dividends payable, financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short-term maturities of these instruments. The fair values of the non-current interest-bearing bank and other 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 which is approximate to their carrying amounts. The changes in fair value as a result of the Group's own non-performance risk for interest-bearing bank and other loans as at 31 December 2024 were assessed to be insignificant.

按管理層的評估，現金及現金等價物、應收貿易賬款、計入預付款、押金及其他應收款項的金融資產、已抵押存款、即期計息銀行及其他借貸、應付貿易賬款及應付票據、應付股息、計入其他應付款項及預提費用的金融負債的公允價值與其賬面金額相若，主要是由於該等工具短期內到期所致。非流動計息銀行及其他貸款的公允價值乃使用與賬面金額相若的具有類似條款、信貸風險及剩餘到期日的工具現行利率貼現預期未來現金流量計算。於二零二四年十二月三十一日，本集團因計息銀行及其他貸款的不履約風險導致的公允價值變動被評定為並不重大。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

34. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer and the audit committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

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.

The fair values of debt instruments at fair value through other comprehensive income 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 fair values have been assessed to be approximate to their carrying amounts.

34. 金融工具的公允價值及公允價值等級架構 (續)

以本集團財務經理為首的財務部負責釐定金融工具公允價值計量的政策及程序。財務經理直接向財務總監及審核委員會匯報。於各報告日期，財務部分析金融工具的價值變動並釐定估值所採用的主要輸入值。估值由財務總監審閱及批准。審核委員會每年討論估值過程及結果兩次以進行中期及年度財務呈報。

金融資產及負債的公允價值按當前交易（強制或清算出售除外）中雙方自願交換工具的金額入賬。

按公允價值計入其他全面收益的債務工具的公允價值乃通過使用具有類似條款、信貸風險及剩餘到期日的工具現行利率貼現預期未來現金流量計算。公允價值經評估與其賬面金額相若。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

34. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

Notes receivable

應收票據

34. 金融工具的公允價值及公允價值等級架構 (續)

公允價值等級架構

下表顯示本集團金融工具的公允價值計量等級架構：

按公允價值計量的資產：

	Fair value measurement using 採用以下項目進行的公允價值計量		
	Quoted prices in active markets Level 1	Significant observable inputs Level 2	Significant unobservable inputs Level 3
31 December 2024	於活躍市場的報價	重大可觀察輸入值	重大不可觀察輸入值
二零二四年十二月三十一日	第一層	第二層	第三層
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
	38,051	–	38,051

	Fair value measurement using 採用以下項目進行的公允價值計量		
	Quoted prices in active markets Level 1	Significant observable inputs Level 2	Significant unobservable inputs Level 3
31 December 2023	於活躍市場的報價	重大可觀察輸入值	重大不可觀察輸入值
二零二三年十二月三十一日	第一層	第二層	第三層
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
	189,671	–	189,671

Notes receivable

應收票據

During the year ended 31 December 2024, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements (2023: Nil).

於截至二零二四年十二月三十一日止年度，公允價值計量在第一層及第二層之間概無轉移，亦無轉入第三層或自第三層轉出(二零二三年：無)。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial liabilities, other than derivatives, comprise interest-bearing bank and other loans, trade and notes payables, dividends payable and other payables. The main purpose of interest-bearing bank and other loans is to raise finance for the Group's operations. The trade and notes payables and other payables are arisen from operations. The Group has various financial assets such as trade and notes receivables, prepayments, deposits and other receivables, pledged deposits and cash and cash equivalents that arise directly from its operations.

The Group also enters into derivative transactions, including principally forward currency contracts. The purpose is to manage the currency risks arising from the Group's operations and its sources of finance.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks which are summarised below. The Group's accounting policies in relation to derivatives are set out in note 2.4 to the financial statements.

35. 財務風險管理目標及政策

本集團的主要金融負債(衍生工具除外)包括計息銀行及其他貸款、應付貿易賬款及應付票據、應付股息及其他應付款項。計息銀行及其他貸款的主要目的是為本集團提供經營業務所需資金。應付貿易賬款及應付票據及其他應付款項乃因經營業務而產生。本集團擁有多種不同的金融資產，如應收貿易賬款及應收票據、預付款、押金及其他應收款項、已抵押存款以及現金及現金等價物，乃直接因經營業務而產生。

本集團亦進行衍生工具交易，主要包括遠期貨幣合約，旨在管理本集團營運及其融資來源產生的貨幣風險。

本集團的金融工具產生的主要風險為外幣風險、信貸風險及流動性風險。董事會檢討並協定下文概述管理各風險的政策。本集團有關衍生工具的會計政策載於財務報表附註2.4。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk

Foreign currency risk is 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 has foreign currency sales and purchases and certain trade receivables, payables and bank balances that are denominated in US\$, EUR and HK\$, which are currencies other than the functional currencies of the Group's subsidiaries, and expose the Group to foreign currency risk.

It is the Group's policy to ensure that the net exposure is kept to an acceptable level by buying or selling foreign currencies at a fixed rate where necessary to address short term imbalances. Management will continue to monitor foreign exchange exposure and will continue to consider hedging significant foreign currency exposure by using financial instruments such as foreign currency forward contracts.

The following table demonstrates the sensitivity to a reasonably possible change in the US\$, EUR and HK\$ exchange rates, with all other variables held constant, of the Group's profit before tax (due to changes in the translated value of monetary assets and liabilities including foreign currency derivatives).

Year ended 31 December 2024

If RMB weakens against US\$
If RMB strengthens against US\$

截至二零二四年
十二月三十一日止年度
如人民幣兌美元轉弱
如人民幣兌美元轉強

35. 財務風險管理目標及政策 (續)

外幣風險

外幣風險為因外幣匯率變動而導致金融工具的公允價值或未來現金流量波動的風險。本集團的外幣買賣、若干應收貿易賬款、應付款項及銀行結餘並非以本集團附屬公司的功能貨幣列值，而以美元、歐元及港元列值，使本集團面對外幣風險。

本集團的政策為於有需要時透過按固定匯率買入或賣出外幣解決短期失衡，以確保風險淨額保持於可接受水平。管理層將繼續監控外匯風險，並繼續考慮透過使用金融工具（如外幣遠期合約）對沖重大外幣風險。

下表顯示當所有其他變數不變時，本集團除稅前溢利對美元、歐元及港元匯率合理可能變動的敏感度（由於貨幣資產及負債（包括外幣衍生工具）的換算價值變動）。

Increase/ (decrease) in foreign currency rate 外幣匯率 上升／(下跌) %	Increase/ (decrease) in profit before tax 除稅前溢利 增加／(減少) RMB'000 人民幣千元
5	21,908
(5)	(21,908)

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk (continued)

Year ended 31 December 2023

If RMB weakens against US\$
If RMB strengthens against US\$

截至二零二三年
十二月三十一日止年度
如人民幣兌美元轉弱
如人民幣兌美元轉強

Increase/
(decrease) in
foreign
currency rate
外幣匯率
上升／(下跌)
%

Increase/
(decrease)
in profit
before tax
除稅前溢利
增加／(減少)
RMB'000
人民幣千元

5
(5)

27,458
(27,458)

Year ended 31 December 2024

If RMB weakens against EUR
If RMB strengthens against EUR

截至二零二四年
十二月三十一日止年度
如人民幣兌歐元轉弱
如人民幣兌歐元轉強

Increase/
(decrease) in
foreign
currency rate
外幣匯率
上升／(下跌)
%

(Decrease)/
increase
in profit
before tax
除稅前溢利
(減少)／增加
RMB'000
人民幣千元

5
(5)

(11,020)
11,020

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk (continued)

Year ended 31 December 2023

If RMB weakens against EUR
If RMB strengthens against EUR

截至二零二三年
十二月三十一日止年度
如人民幣兌歐元轉弱
如人民幣兌歐元轉強

36. 財務風險管理目標及政策 (續)

外幣風險 (續)

Increase/ (decrease) in foreign currency rate 外幣匯率 上升／(下跌) %	(Decrease)/ increase in profit before tax 除稅前溢利 (減少)／增加 RMB'000 人民幣千元
--	--

5	(19,116)
(5)	19,116

Year ended 31 December 2024

If RMB weakens against HK\$
If RMB strengthens against HK\$

截至二零二四年
十二月三十一日止年度
如人民幣兌港元轉弱
如人民幣兌港元轉強

Increase/ (decrease) in foreign currency rate 外幣匯率 上升／(下跌) %	(Decrease)/ increase in profit before tax 除稅前溢利 (減少)／增加 RMB'000 人民幣千元
--	--

5	(68)
(5)	68

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk (continued)

Year ended 31 December 2023

If RMB weakens against HK\$
If RMB strengthens against HK\$

截至二零二三年
十二月三十一日止年度
如人民幣兌港元轉弱
如人民幣兌港元轉強

35. 財務風險管理目標及政策 (續)

外幣風險 (續)

	Increase/ (decrease) in foreign currency rate 外幣匯率 上升／(下跌) %	(Decrease)/ increase in profit before tax 除稅前溢利 (減少)／增加 RMB'000 人民幣千元
	5	(43)
	(5)	43

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group's credit risk is primarily attributable to trade and notes receivables and deposits and other receivables. Management has a credit policy in place and the exposures to credit risk are monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount.

Customer credit risk is managed by the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of customers is assessed through credit verification procedures.

信貸風險

信貸風險乃指因對手方將未能履行其於金融工具或客戶合約項下的責任而導致財務損失的風險。本集團的信貸風險主要來自應收貿易賬款及應收票據以及押金及其他應收款項。管理層已制訂信貸政策，並持續監控信貸風險。本集團對要求信貸高於若干金額的所有客戶進行信貸評估。

客戶信貸風險按本集團有關客戶信貸風險管理的既定政策、程序及監控進行管理。客戶的信貸質素透過信用核實程序進行評估。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Maximum exposure and year-end staging

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2024

35. 財務風險管理目標及政策 (續)

信貸風險 (續)

最高風險及年結階段

下表顯示基於本集團信貸政策的信貸質素及最高風險，該信貸政策主要依據逾期資料（除非其他資料無需付出不必要成本或精力即可獲得）及於十二月三十一日的年結階段分類。所列金額為金融資產賬面總額。

於二零二四年十二月三十一日

		12-month ECLs 十二個月 預期信貸 虧損	Lifetime ECLs 全期預期信貸虧損			
		Stage 1 第1階段 RMB'000 人民幣千元	Stage 2 第2階段 RMB'000 人民幣千元	Stage 3 第3階段 RMB'000 人民幣千元	Simplified approach 簡化方法 RMB'000 人民幣千元	RMB'000 人民幣千元
Trade receivables*	應收貿易賬款*	–	–	–	500,657	500,657
Notes receivable – Normal**	應收票據 – 正常**	38,051	–	–	–	38,051
Financial assets included in deposits and other receivables	計入押金及其他應收款項 的金融資產					
– Normal**	– 正常**	71,512	–	–	–	71,512
Pledged deposits	已抵押存款					
– Not yet past due	– 尚未逾期	46,779	–	–	–	46,779
Other non-current assets	其他非流動資產					
– Normal**	– 正常**	3,000	–	–	–	3,000
Cash and cash equivalents	現金及現金等價物					
– Not yet past due	– 尚未逾期	230,871	–	–	–	230,871
Total	總計	390,213	–	–	500,657	890,870

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Maximum exposure and year-end staging (continued)

As at 31 December 2023

		12-month ECLs 十二個月 預期信貸 虧損		Lifetime ECLs 全期預期信貸虧損	
		Stage 1 第1階段 RMB'000 人民幣千元	Stage 2 第2階段 RMB'000 人民幣千元	Stage 3 第3階段 RMB'000 人民幣千元	Simplified approach 簡化方法 RMB'000 人民幣千元
Trade receivables*	應收貿易賬款*	–	–	–	373,476
Notes receivable – Normal**	應收票據 – 正常**	189,671	–	–	–
Financial assets included in deposits and other receivables	計入押金及其他應收款的 金融資產				
– Normal**	– 正常**	21,209	–	–	–
Pledged deposits	已抵押存款				
– Not yet past due	– 尚未逾期	66,444	–	–	–
Other non-current assets	其他非流動資產				
– Normal**	– 正常**	11,800	–	–	–
Cash and cash equivalents	現金及現金等價物				
– Not yet past due	– 尚未逾期	454,812	–	–	–
Total	總計	743,936	–	–	373,476

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 20 to the financial statements.

** The credit quality of these financial assets is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty and by geographical region. There are no significant concentrations of credit risk within the Group as the customer bases of the Group's trade receivables are widely dispersed in different sectors.

36. 財務風險管理目標及政策 (續)

信貸風險 (續)

最高風險及年結階段 (續)

於二零二三年十二月三十一日

* 就本集團採用簡化方法予以減值的應收貿易賬款而言，基於撥備矩陣的資料披露於財務報表附註20。

** 該等金融資產的信貸質素於其未逾期時被視為「正常」，且自初始確認以來概無資料表明金融資產的信貸風險顯著增加。否則，金融資產的信貸質素將被視為「呆賬」。

由於本集團僅與獲認可且信譽良好的第三方進行交易，因此毋須收取抵押品。信貸集中風險乃按客戶／對手方及地區管理。由於本集團應收貿易賬款的客戶基礎廣泛分散於不同分部，故本集團並無重大信貸集中風險。

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Maximum exposure and year-end staging (continued)

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

Liquidity risk

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on contractual undiscounted payments, was as follows:

35. 財務風險管理目標及政策 (續)

信貸風險 (續)

最高風險及年結階段 (續)

本集團採用經常性流動資金計劃工具監察其資金短缺的風險。該工具會考慮其金融工具及金融資產(如應收貿易賬款)的到期日以及來自營運的預測現金流量。

流動性風險

下列為本集團於報告期末的金融負債到期情況(按合約未折現付款)：

		As at 31 December 2024 於二零二四年十二月三十一日				
		On demand 按要求 RMB'000 人民幣千元	Less than 3 months 少於三個月 RMB'000 人民幣千元	3 to 12 months 三至十二個月 RMB'000 人民幣千元	1 to 5 years 一至五年 RMB'000 人民幣千元	More than 5 years 多於五年 RMB'000 人民幣千元
						Total 總計 RMB'000 人民幣千元
Interest-bearing bank and other borrowings (excluding lease liabilities)	計息銀行及其他借貸 (不包括租賃負債)	50,000	183,198	775,494	31,958	–
Lease liabilities	租賃負債	168	223	1,028	2,151	3,091
Dividends payable	應付股息	607	–	–	–	–
Trade and notes payables	應付貿易賬款及應付票據	147,390	287,056	20,250	–	–
Other payables and accruals	其他應付款項及預提費用	71,512	–	–	–	–
Total	總計	269,677	470,477	796,772	34,109	3,091
						1,574,126

		As at 31 December 2023 於二零二三年十二月三十一日				
		On demand 按要求 RMB'000 人民幣千元	Less than 3 months 少於三個月 RMB'000 人民幣千元	3 to 12 months 三至十二個月 RMB'000 人民幣千元	1 to 5 years 一至五年 RMB'000 人民幣千元	More than 5 years 多於五年 RMB'000 人民幣千元
						Total 總計 RMB'000 人民幣千元
Interest-bearing bank and other borrowings (excluding lease liabilities)	計息銀行及其他借貸 (不包括租賃負債)	–	270,546	581,169	33,271	–
Lease liabilities	租賃負債	175	264	1,175	3,355	3,254
Dividends payable	應付股息	476	–	–	–	–
Trade and notes payables	應付貿易賬款及應付票據	25,351	550,177	12,123	–	–
Other payables and accruals	其他應付款項及預提費用	98,416	–	–	–	–
Total	總計	124,418	820,987	594,467	36,626	3,254
						1,579,752

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management

The primary objectives of the Group's capital management are 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 regards total equity as capital and manages its capital structure and makes adjustment to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the Group's objectives, policies or processes for managing capital during the years ended 31 December 2024 and 31 December 2023.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt includes interest-bearing bank and other borrowings, trade and notes payables and other payables, less cash and cash equivalents. Capital includes total equity. The gearing ratios as at the end of the reporting periods were as follows:

35. 財務風險管理目標及政策 (續)

資本管理

本集團資本管理的首要目標為保障本集團持續經營的能力，並維持穩健的資本比率，以支持其業務及為股東爭取最大價值。

本集團將權益總額視為資本及管理其資本架構，並視乎經濟狀況的變動作出調整。為維持或調整資本架構，本集團可調整向股東派付的股息、向股東退還資本或發行新股份。於截至二零二四年十二月三十一日及二零二三年十二月三十一日止年度，本集團並無對資本管理的目標、政策或程序作出改變。

本集團使用負債比率監控資本，負債比率界定為債務淨額除以資本總額加債務淨額。債務淨額包括計息銀行及其他借貸、應付貿易賬款及應付票據以及其他應付款項，減去現金及現金等價物。資本包括權益總額。於報告期末的負債比率如下：

		31 December 2024 二零二四年 十二月三十一日 RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元
Interest-bearing bank and other borrowings (note 25)	計息銀行及其他借貸 (附註25)	1,023,992	869,526
Trade and notes payables	應付貿易賬款及應付票據	454,696	587,651
Other payables (note 24)	其他應付款項 (附註24)	70,842	91,588
Less: Cash and cash equivalents	減：現金及現金等價物	(230,871)	(454,812)
Net debt	債務淨額	1,318,659	1,093,953
Total equity	權益總額	1,474,829	1,589,185
Capital and net debt	資本及債務淨額	2,793,488	2,683,138
Gearing ratio	負債比率	47%	41%

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

36. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

36. 本公司財務狀況表

有關本公司於報告期末的財務狀況表的資料如下：

		31 December 2024 二零二四年 十二月三十一日 RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 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	373,363	373,363
CURRENT ASSETS	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	285,931	283,152
Other receivables	其他應收款項	3,045	4,680
Cash and cash equivalents	現金及現金等價物	1,243	708
Total current assets	流動資產總值	290,219	288,540
CURRENT LIABILITIES	流動負債		
Amounts due to subsidiaries	應付附屬公司款項	9,892	8,794
Payroll payable	應付薪金	17	–
Dividends payable	應付股息	607	476
Total current liabilities	流動負債總額	10,516	9,270
NET CURRENT ASSETS	流動資產淨值	279,703	279,270
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債	653,066	652,633
Net assets	資產淨值	653,066	652,633
EQUITY	權益		
Issued capital	已發行股本	6,329	6,329
Reserves (note)	儲備 (附註)	646,737	646,304
Total equity	權益總額	653,066	652,633

Notes to Consolidated Financial Statements

合併財務報表附註

31 December 2024 二零二四年十二月三十一日

36. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

		Share premium 股份溢價 RMB'000 人民幣千元	Contributed surplus 繳入盈餘 RMB'000 人民幣千元	Treasury shares 庫存股份 RMB'000 人民幣千元	Retained profits 保留溢利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2023	於二零二三年一月一日	269,226	370,213	(13,305)	(16,719)	609,415
Profit for the year	年內溢利	-	-	-	88,707	88,707
Final 2022 dividend declared	已宣派二零二二年末期股息	-	-	-	(51,818)	(51,818)
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及 二零二四年一月一日	269,226	370,213	(13,305)	20,170	646,304
Profit for the year	年內溢利	-	-	-	52,194	52,194
Final 2023 dividend declared	已宣派二零二三年末期股息	-	-	-	(51,761)	(51,761)
At 31 December 2024	於二零二四年十二月三十一日	269,226	370,213	(13,305)	20,603	646,737

Contributed surplus

Contributed surplus represents the excess of the fair value of the shares of Hong Kong Kingdom at the date of the Reorganisation over the nominal value of the shares issued by the Company in exchange therefor.

37. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 26 March 2025.

36. 本公司財務狀況表 (續)

附註：

本公司儲備概述如下：

	Share premium 股份溢價 RMB'000 人民幣千元	Contributed surplus 繳入盈餘 RMB'000 人民幣千元	Treasury shares 庫存股份 RMB'000 人民幣千元	Retained profits 保留溢利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2023	269,226	370,213	(13,305)	(16,719)	609,415
Profit for the year	-	-	-	88,707	88,707
Final 2022 dividend declared	-	-	-	(51,818)	(51,818)
At 31 December 2023 and 1 January 2024	269,226	370,213	(13,305)	20,170	646,304
Profit for the year	-	-	-	52,194	52,194
Final 2023 dividend declared	-	-	-	(51,761)	(51,761)
At 31 December 2024	269,226	370,213	(13,305)	20,603	646,737

繳入盈餘

繳入盈餘指於重組日期香港金達股份的公允價值超出本公司為交換而發行的股份面值的數額。

37. 批准合併財務報表

董事會已於二零二五年三月二十六日批准及授權刊發本合併財務報表。





地址：中國浙江省海鹽縣橫港集鎮
Add : Henggang Town, Haiyan County, Zhejiang Province, China
E-mail: ir@kingdom-china.com

www.kingdom-china.com