



ZIYUANYUAN HOLDINGS GROUP LIMITED
紫元元控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號 : 8223

2024

Annual Report

年報



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香港聯合交易所有限公司（「聯交所」）GEM的特色

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BOARD OF DIRECTORS

Executive Directors

Mr. Zhang Junshen (Chairman and Chief Executive Officer)
Mr. Tian Zhiwei

Non-executive Directors

Mr. Lyu Di
Ms. Li Xinpei

Independent Non-executive Directors

Mr. Chan Chi Fung Leo
Mr. Chow Siu Hang
Dr. Deng Bin

COMMITTEES

Audit Committee

Mr. Chan Chi Fung Leo (Chairman)
Mr. Lyu Di
Dr. Deng Bin

Remuneration Committee

Dr. Deng Bin (Chairman)
Mr. Tian Zhiwei
Mr. Chan Chi Fung Leo

Nomination Committee

Mr. Zhang Junshen (Chairman)
Mr. Chan Chi Fung Leo
Dr. Deng Bin

COMPLIANCE OFFICER

Mr. Zhang Junshen

董事會

執行董事

張俊深先生 (主席兼行政總裁)
田志威先生

非執行董事

呂迪先生
李新培女士

獨立非執行董事

陳志峰先生
周兆恒先生
鄧斌博士

委員會

審核委員會

陳志峰先生 (主席)
呂迪先生
鄧斌博士

薪酬委員會

鄧斌博士 (主席)
田志威先生
陳志峰先生

提名委員會

張俊深先生 (主席)
陳志峰先生
鄧斌博士

合規主任

張俊深先生

CORPORATE INFORMATION

公司資料

JOINT COMPANY SECRETARIES

Mr. Wong Kwok San
Ms. Li Xinpei

AUTHORISED REPRESENTATIVES

(for the purpose of the GEM Listing Rules)
Mr. Zhang Junshen
Mr. Wong Kwok San

REGISTERED OFFICE IN THE CAYMAN ISLANDS

Vistra (Cayman) Limited
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PRINCIPAL PLACE OF BUSINESS IN THE PRC

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PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 6A, 4/F.
Wing On Plaza
62 Mody Road
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聯席公司秘書

黃國新先生
李新培女士

授權代表

(就GEM上市規則而言)
張俊深先生
黃國新先生

開曼群島註冊辦事處

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馬家龍創新大廈A座10層

香港主要營業地點

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CORPORATE INFORMATION

公司資料

AUDITOR

BDO Limited
Certified Public Accountants
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Hong Kong

PRINCIPAL BANKS

Agricultural Bank of China Limited
Bank of Beijing Co., Ltd.
China Construction Bank Corporation
China Guangfa Bank Co., Ltd.
Guangdong Huaxing Bank Co., Ltd.
Hua Xia Bank Co., Ltd.
Industrial and Commercial Bank of China (Asia) Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited
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Grand Cayman KY1-1108
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HONG KONG BRANCH SHARE REGISTRAR

Tricor Investor Services Limited
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STOCK CODE

08223

COMPANY WEBSITE

www.ziyygroup.com

核數師

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執業會計師
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主要往來銀行

中國農業銀行股份有限公司
北京銀行股份有限公司
中國建設銀行股份有限公司
廣發銀行股份有限公司
廣東華興銀行股份有限公司
華夏銀行股份有限公司
中國工商銀行(亞洲)有限公司

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香港股份過戶登記分處

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股份代號

08223

公司網站

www.ziyygroup.com

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

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

During the Year, the Group is principally engaged in provision of medical equipment finance leasing services, maternal and child postpartum care industry services and trading of medical equipment and consumables business in the PRC.

OUTLOOK

The Group expects that after the epidemic, the healthcare industry will become a new economic breakthrough with great potential for value addition, and the Group has set up the finance leasing service to focus on the field of medical equipment and to develop the trading of medical equipment and consumables business, to help upgrade the healthcare industry, but also to diversify the Group's income point.

As early as the “The Outline of the 14th Five-Year Plan for Economic and Social Development and Long-Range Objectives through the Year 2035 of the People's Republic of China” (referred to as the “**14th Five-Year Plan**”) released in March 2021, it emphasized the key layout for medical equipment. The healthy development of the medical equipment industry is closely related to the long-term national policy of promoting the development of the medical equipment industry. China's medical equipment industry has maintained a high growth rate and become the second largest market in the world. The optimization of the policy environment, the improvement of national health awareness, and medical technology innovation have all provided strong momentum for the industry's development. Especially under the impetus of the 14th Five-Year Plan, the medical equipment industry is expected to usher in a new peak of development.

尊敬的股東：

本人謹代表紫元元控股集團有限公司（「**本公司**」）董事會（「**董事會**」）欣然呈列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（「**本年度**」）之年報。

本年度，本集團主要於中國從事提供醫療器械設備融資租賃服務、母嬰月子產業服務及醫療器械設備及耗材貿易業務。

展望

本集團預期疫情過後，大健康產業將成為極具增值潛力的新經濟突破點，本集團已佈局融資租賃服務專注於醫療器械設備領域並開展醫療器械設備及耗材貿易業務，配合母嬰月子產業服務，搶佔風口先機，幫助大健康產業升級，亦使本集團的收入點多元化。

早在二零二一年三月發佈的《中華人民共和國國民經濟和社會發展第十四個五年規劃和2035年遠景目標綱要》（簡稱「**十四五規劃**」）中，就強調了對醫療器械的重點佈局。醫療器械產業的健康發展，與長期以來國家促進醫療器械行業發展的政策緊密相關。中國醫療器械行業保持了較高的增長速度，成為全球第二大市場。政策環境的優化、國民健康意識的提高以及醫療技術的創新，都為行業的發展提供了強大的動力。特別是在十四五規劃的推動下，醫療器械行業有望迎來新的發展高峰。

CHAIRMAN'S STATEMENT

主席報告

In August 2023, the “Pharmaceutical Industry High-Quality Development Action Plan (2023-2025)” and the “Medical Equipment Industry High-Quality Development Action Plan (2023-2025)” were released, aiming to improve the resilience and modernization level of the pharmaceutical industry and medical equipment industry, enhance the supply capacity of high-end medical equipment, key technologies, as well as raw materials, and accelerate the filling of gaps in China's high-end medical equipment.

In March 2024, the State Council of China issued the “Action Plan for Promoting Large-Scale Equipment Renewal and Consumer Goods Replacement” (hereinafter referred to as the “**Action Plan**”). It pointed out that by 2027, the scale of equipment investment in industries such as industry, agriculture, construction, transportation, education, culture and tourism, and healthcare would increase by more than 25% compared to 2023. The Action Plan clearly states the goal of improving the level of medical equipment. It specifies the strengthening of the construction of a high-quality and efficient medical and health service system, promoting the upgrade of medical and information technology facilities in healthcare institutions, encouraging eligible medical institutions to accelerate the renewal and transformation of medical equipment such as medical imaging, radiotherapy, telemedicine, and surgical robots. It also promotes the transformation and upgrade of medical institution wards, filling the gaps in ward environments and facilities.

In July 2024, the Third Plenary Session of the 20th CPC Central Committee adopted the “Decision of the CPC Central Committee on Further Comprehensively Deepening Reforms and Promoting Chinese-style Modernization”, which clearly proposed to “improve the mechanism to support the development of innovative drugs and medical devices.” This policy orientation has injected strong impetus into the innovative development of the medical device industry.

二零二三年八月發佈了《醫藥工業高品質發展行動計畫（2023-2025年）》、《醫療設備產業高品質發展行動計畫（2023-2025年）》，要著力提高醫藥工業和醫療裝備產業韌性和現代化水準，增強高端醫療器械、關鍵技術和原輔料等供給能力，加快補齊中國高端醫療裝備短板。

二零二四年三月，中國國務院發佈《推動大規模設備更新和消費品以舊換新行動方案》（以下簡稱「**行動方案**」）。其中指出，到二零二七年，工業、農業、建築、交通、教育、文旅、醫療等領域設備投資規模較二零二三年增長25%以上。《行動方案》明確，提升醫療設備水準。其中指出，加強優質高效醫療衛生服務體系建設，推進醫療衛生機構裝備和資訊化設施反覆運算升級，鼓勵具備條件的醫療機構加快醫學影像、放射治療、遠端診療、手術機器人等醫療裝備更新改造。推動醫療機構病房改造提升，補齊病房環境與設施短板。

二零二四年七月，第二十屆三中全會通過《中共中央關於進一步全面深化改革推進中國式現代化的決定》，明確提出「健全支持創新藥和醫療器械發展機制」。這一政策導向，為醫療器械行業的創新發展注入了強大動力。

CHAIRMAN'S STATEMENT

主席報告

The Group's medical equipment and consumables trading business aligns with national policies, focusing on promoting the development of the medical equipment industry. The Group, through the existing medical equipment and consumables trading business integrates supply chain resources, opens up the upstream and downstream of the supply chain, with supply chain planning and distribution (SPD), Internet plus medical and trade installments, so as to provide one-stop solutions for customers all over the country. In the future, the Group will increase its investment in research and development, actively carry out innovative projects, and enhance its competitiveness in technology and products.

In the new year, the global economic situation remains grim. We will continue to increase investment in various businesses and continue to strive to find opportunities in the face of challenges, so as to return shareholders and the public, and realize corporate value as well as social value.

ACKNOWLEDGEMENT

On behalf of the Board, I would like to express sincere appreciation to the support and trust of our Shareholders, banks, customers and business partners. I would also like to express heartfelt gratitude to the effort and contribution of our staff members.

Zhang Junshen

Chairman and Chief Executive Officer

Hong Kong, 31 March 2025

本集團醫療器械設備及耗材貿易業務配合國家政策，專注於助推醫療器械設備行業的發展，本集團通過現有醫療器械設備及耗材貿易業務，整合供應鏈資源，打通供應鏈上下游，供應鏈規劃和分銷(SPD)、互聯網+醫療、貿易分期集成化的智慧供應鏈服務，為全國客戶提供一站式解決方案。未來，本集團將加大研發投入，積極開展創新項目，提升自身在技術和產品上的競爭力。

在新的一年裏，全球經濟形勢依然嚴峻。我們會繼續加大對各業務的投入並持續努力在挑戰中尋找機遇，以回報股東及公眾，實現企業價值及社會價值。

致謝

本人謹代表董事會向我們股東、銀行、客戶及業務夥伴給予之支持及信任致以衷心感謝。本人亦謹此對我們員工之努力及貢獻表示謝意。

主席兼行政總裁

張俊深

謹啟

香港，二零二五年三月三十一日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

During the Year, the Group is principally engaged in provision of medical equipment finance leasing services, maternal and child postpartum care industry services and trading of medical equipment and consumables business in the PRC.

Finance leasing services

During the Year, the Group has been focusing on provision of finance leasing services to SMEs customers in the medical equipment industry in various provinces, municipalities, and autonomous regions in the PRC, where the Group has established connections with industry players and gained operational expertise. The finance lease offered by the Group comprises direct finance leasing and sale-leaseback. The Group provided services to approximately 5,000 SMEs customers across 30 provinces, municipalities and autonomous regions in the PRC as at 31 December 2024. The Group recorded a revenue of RMB9.2 million from the finance leasing services during the Year.

In order to cope with the adverse macroeconomic environment and control credit risks, the Group reduced its investment in financial leasing services, resulting in a decrease in revenue for the Year.

Risk management policies

The Group faces a variety of risks in providing finance leasing services, including credit risk, liquidity risk, interest rate risk, operational risk, and legal and compliance risk. The Group recognises the importance of an effective risk management system for identifying and mitigating these risks. The Group has developed a risk management system tailored to the characteristics of our business operations, with a focus on managing the risks through comprehensive due diligence on the customer, independent information review and multi-level approval process. The Group continues to monitor and review the operation and performance of the risk management system, and to improve the system from time to time to adapt to the changes in market conditions and regulatory environment. The core principle of risk management system is to minimise such risks in business activities and to protect the long-term interests of the Group and the Shareholders.

業務回顧

本集團在本年度主要於中國從事提供醫療器械設備融資租賃服務、母嬰月子產業服務及醫療器械設備及耗材貿易業務。

融資租賃服務

本年度，本集團專注於在中國多個省、市及自治區向醫療器械設備行業的中小企業客戶提供融資租賃服務，本集團在該等地區已與從業者建立聯繫並獲得專業營運知識。本集團提供的融資租賃包括直接融資租賃及售後回租。於二零二四年十二月三十一日，本集團向遍佈中國30個省、市及自治區約5,000個中小企業客戶提供服務。本年度，本集團融資租賃服務錄得收入人民幣9.2百萬元。

由於本集團為了應對不利的宏觀經濟環境，管控信貸風險，因而減少投放於融資租賃服務，致使本年度收入下降。

風險管理政策

本集團在提供融資租賃服務中會面臨多種風險，包括信貸風險、流動資金風險、利率風險、營運風險及法律及合規風險。本集團認識到有效風險管理系統對識別及降低該等風險的重要性。本集團已針對業務營運的特點建立一個風險管理系統，重點通過對客戶的全面盡職審查、獨立資料審閱及多層批准程序來管理該等風險。本集團持續監控及檢討風險管理系統的運作及表現，並不時改進該系統，使之適應市況及監管環境的變化。風險管理系統的核心原則是在業務活動中降低該等風險，保護本集團及股東的長期利益。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The following summary illustrates the major credit risk management measures:

- Due diligence: The Risk Management Department is responsible for conducting thorough due diligence on each customer, covering their background, operational and financial conditions, credit history, financing purposes, major shareholders and guarantors. This process includes on-site interviews and document reviews at the customer's business premises, as well as cross-verification through online sources, remote video calls, and other digital channels. By carrying out a comprehensive due diligence process, the Risk Management Department gains a holistic understanding of the customer's operations and financial standing. Based on this, it prepares a detailed credit assessment report evaluating the customer's financing needs and their ability to fulfill lease payment obligations.
- Asset quality: The Group evaluates the value and liquidity of assets under each finance leasing transaction to ensure that the outstanding lease payments are adequately secured by the value of leased assets.
- Approval process: The Group has a multi-level review and approval system that enables thorough evaluation and discussion of potential issues and risks associated with each finance leasing transaction. Once receiving the customer's application materials, the Risk Management Department conducts a preliminary assessment of the customer's capital needs, repayment ability, the value and liquidity of the leased equipment, and any major risks related to the transaction to determine whether the customer meets the Group's entry criteria. Following this, the Risk Management Department performs a detailed assessment of the customer's operational and financial conditions and prepares a credit assessment report. Depending on the transaction type and the amount of funds involved, the risk management committee evaluates the transaction either through a review of the transaction packet or a formal committee meeting. After review, the risk management committee determines whether to grant final approval. For significant business decisions, the Risk Management Committee first reviews the relevant documents. Once unanimous agreement is reached, the Risk Management Committee submits the documents to the Board, which makes the final decision following its own review.

以下說明主要信貸風險管理措施之概要：

- 盡職調查：風險管理部門負責對每位客戶進行全面的盡職調查，內容涵蓋其背景、經營及財務狀況、信用紀錄、融資用途、主要股東及擔保人。調查方式包括於客戶營業地點進行實地訪談與文件審閱，同時透過網路查詢、遠端視訊等數位方式進行交叉驗證。透過此一全方位的盡職調查流程，風險管理部門能全面掌握客戶的經營與財務情況，並據此編製客戶信用評估報告，評估其實際融資需求及履行租賃付款義務的能力。
- 資產質量：本集團評估每項融資租賃交易的資產價值及流動性，確保未償還的租賃付款有足夠的資產價值作為保障。
- 審批流程：本集團設有多層審查及批核制度，能夠全面評估並討論每項融資租賃交易有關的潛在問題及風險。收到客戶的申請材料後，風險管理部對客戶的資金需求、償還能力、租賃設備的價值及流通性、以及與融資租賃交易有關的主要風險進行初步評估，以確定客戶是否符合客戶準入標準。其後，風險管理部對客戶的營運及財務狀況進行詳細分析，並編製信貸評估報告。風險管理委員會審查風險管理部提交的信貸評估報告及評估客戶的融資需要、融資能力及相關風險。視乎交易類型及所涉及的資金金額，風險管理委員會將透過審閱交易資料或召開正式會議的方式對交易進行評估。在審查後，風險管理委員將決定是否授出最終批准。就重大業務決策而言，風險管理委員會將先審閱相關文件，並在全體成員一致同意後，風險管理委員會將相關文件提交董事會。董事會在審閱後作出決定。

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- Post-drawdown management:** The post-drawdown management includes routine inspections, on-site inspections, daily supervision, as well as monthly review, of the collection status of finance lease receivables, repayment reminders, overdue collection and overdue warnings, and ongoing monitoring of leased assets. Finance and accounting department conducts daily supervision by examining the daily log for each transaction, which includes the name, amount due and payable to the Group at relevant times, as well as the collection status of customers. In the event that the finance lease receivables are collected, the finance and accounting department marks the relevant collection status to be “normal repayment” and records the repayment date in the log. In the event that the finance lease receivables are not collected, the finance and accounting department notifies the business development department of such overdue payment, and the business department follows up with the relevant customers. The continuous review process coordinated among various departments and risk management committee enables the Group to identify any potential default of the customers and take remedial actions to enhance the security of leased assets at an early stage.
- 提取後管理：**提取後管理包括例行審查、實地審查、日常監督，以及每月檢討融資租賃應收款項的收回狀況、還款通知、逾期收回及逾期提示及持續監察租賃資產。財務及會計部通過審查各項交易的日誌進行每日監督，包括姓名、本集團於相關時間的應收及應付金額，以及客戶收回情況。倘收回融資租賃應收款項，財務及會計部便將相關收回情況標記為「正常還款」，並於記錄中記錄還款日期。倘並無收回融資租賃應收款項，財務及會計部便將有關逾期款項通知業務發展部，而業務發展部會跟進有關客戶。出現任何「負面訊號」時，本集團會即時採取行動。本集團多個部門與風險管理委員會之間持續協調進行審查程序，使本集團能識別任何客戶的潛在拖欠，並及早採取補救行動以提升對租賃資產的保障。

Lease portfolio

Lease portfolio by industry

The following table sets forth our net amount of receivables arising from finance leasing services by industry as of the dates indicated:

租賃組合

按行業劃分的租賃組合

下表載列截至所示期間按行業劃分的因融資租賃服務而產生的應收款項淨額：

		As at 31 December 於十二月三十一日			
		2024 二零二四年		2023 二零二三年	
		RMB'000 人民幣千元	% %	RMB'000 人民幣千元	% %
Medical equipment	醫療器械	124,716	83.3	123,955	94.3
Printing	印刷	21,301	14.2	4,139	3.1
Logistics	物流	3,686	2.5	3,375	2.6
Net amount of receivables arising from finance leasing services	因融資租賃服務而產生的應收款項淨額	149,703	100.0	131,469	100.0

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Lease portfolio by exposure size

The Group primarily offered equipment-based finance leases, the terms of which generally ranged from 12 to 60 months, and the size of which generally ranged from RMB0.1 million to RMB30.0 million. The following table sets forth net amount of our receivables arising from finance leasing services by exposure size as of the dates indicated:

按風險規模劃分的租賃組合

本集團主要提供以設備為基礎的融資租賃，租期一般介乎12到60個月，規模一般介乎人民幣0.1百萬元至人民幣30.0百萬元。下表載列截至所示期間按風險規模劃分的因融資租賃服務而產生的應收款項淨額：

		As at 31 December 於十二月三十一日					
		2024 二零二四年			2023 二零二三年		
		Number of customers 客戶數目	RMB'000 人民幣千元	% %	Number of customers 客戶數目	RMB'000 人民幣千元	% %
Up to RMB1,000,000	最多為人民幣1,000,000元	223	31,414	21.0	1,252	62,008	47.2
RMB1,000,001 to RMB3,000,000	人民幣1,000,001元至 人民幣3,000,000元	11	15,937	10.6	17	25,412	19.3
RMB3,000,001 to RMB5,000,000	人民幣3,000,001元至 人民幣5,000,000元	-	-	-	2	7,032	5.3
RMB5,000,001 to RMB10,000,000	人民幣5,000,001元至 人民幣10,000,000元	1	7,716	5.2	1	9,453	7.2
RMB10,000,001 to RMB20,000,000	人民幣10,000,001元至 人民幣20,000,000元	4	67,178	44.9	1	27,564	21.0
RMB20,000,001 to RMB30,000,000	人民幣20,000,001元至 人民幣30,000,000元	1	27,458	18.3	-	-	-
Net amount of receivables arising from finance leasing services	因融資租賃服務而產生 的應收款項淨額	240	149,703	100.0	1,273	131,469	100.0

Lease portfolio by security

The following table sets forth net amount of our receivables arising from finance leasing services by security as of the dates indicated:

按擔保劃分的租賃組合

下表載列截至所示期間按擔保劃分的因融資租賃服務而產生的應收款項淨額：

		As at 31 December 於十二月三十一日			
		2024 二零二四年		2023 二零二三年	
		RMB'000 人民幣千元	% %	RMB'000 人民幣千元	% %
Secured and guaranteed	有抵押及有擔保	149,703	100.0	130,798	99.5
Guaranteed	有擔保	-	-	671	0.5
Net amount of receivables arising from finance leasing services	因融資租賃服務而產生 的應收款項淨額	149,703	100.0	131,469	100.0

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Maternal and child postpartum care industry services

Postpartum confinement (坐月) is a traditional Chinese custom, which allows women to rest fully after giving birth, and to recover through diet. It is said that it is the best time for women to improve their physical well-being. Hence, postpartum care centres (月子中心) had emerged. The Group provides postpartum care services in the PRC, consisting of four major areas of (i) health care for postpartum mothers and newborn babies; (ii) dietary and nutrition for postpartum mothers; (iii) recovery and beauty for postpartum mothers; and (iv) intellectual development for newborn babies.

The maternal and child postpartum care industry services recorded a revenue of RMB24.2 million during the Year. The decline in revenue was primarily attributed to several factors, including: (i) the adverse macroeconomic environment, which led to more cautious consumer spending and a subsequent decrease in the revenue for the Year; and (ii) intense price competition among postpartum care centers, resulting in customer attrition.

Profit guarantees in relation to the acquisitions of subsidiaries

On 22 July 2020, the Group entered into an investment agreement and a shareholders' agreement (the “**Desheng Meimei Agreements**”) with a vendor (the “**Vendor**”) to acquire 51% equity interest in Wuhan Desheng Meimei Health Management Co., Ltd. (“**Desheng Meimei**”), a company incorporated in the PRC with the consideration of RMB3.4 million (“**Desheng Meimei Consideration**”). Desheng Meimei is engaged in the provision of postpartum care services in the PRC.

母嬰月子產業服務

坐月為中國傳統習俗，讓婦女在產後能夠獲得充分休息，並通過飲食復原。據說坐月為婦女提升身體健康之最佳時機，故月子中心因此出現。本集團在中國提供月子服務，包括四大範疇，即(i)產婦及新生嬰兒的健康護理；(ii)產婦的膳食及營養；(iii)產婦的康復及美容；及(iv)新生嬰兒的智力發展。

母嬰月子產業服務於本年度錄得收入為人民幣24.2百萬元。收入下降主要是由多種因素導致，其中包括：(i)不利的宏觀經濟環境，使消費者支出更加謹慎，從而導致本年度集團收入減少；以及(ii)月子中心之間價格競爭激烈，導致客戶流失。

有關收購附屬公司之溢利保證

於二零二零年七月二十二日，本集團與賣方（「賣方」）簽訂投資協議及股東協議（「**德勝美美協議**」），收購武漢德勝美美健康管理有限公司（「**德勝美美**」）51%股本權益，一家於中國註冊成立的公司，其對價為人民幣3.4百萬元（「**德勝美美對價**」）。德勝美美在中國提供月子服務。

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Pursuant to the Desheng Meimei Agreements and the supplemental agreement to the Desheng Meimei Agreements, the Vendor agreed to provide profit guarantee to the Group that Desheng Meimei shall attain the net profit after tax no less than RMB1.8 million and RMB2.2 million for the period from the date of completion of the acquisition (the “**Desheng Meimei Completion Date**”) to 31 December 2022 and year ended 31 December 2023 respectively (“**Desheng Meimei Profit Guarantee**”). In the event the Desheng Meimei Profit Guarantee is not fully met for any period during the commitment period, the Group has the option to request the Vendor to (i) repurchase the 51% equity interest in Desheng Meimei from the Group. The repurchase consideration of Desheng Meimei is calculated as Desheng Meimei Consideration plus interest of 8% p.a. from the Desheng Meimei Completion Date; or (ii) compensate the shortfall of Desheng Meimei Profit Guarantee, i.e. the difference between Desheng Meimei Profit Guarantee and the actual profit after tax of the corresponding guarantee period.

Based on the actual financial information, the actual profit after tax of the Desheng Meimei for the period from the Desheng Meimei Completion Date to 31 December 2022 was approximately RMB0.9 million, as a result, the Desheng Meimei Profit Guarantee was not met. After reviewing the forecast of Desheng Meimei and the information currently available to the Group, the Group has exercised the right to request the Vendor to repurchase the 51% equity interest in Desheng Meimei from the Group during the Year. However, the Vendor failed to fulfil the obligation of repurchase in accordance with the Desheng Meimei Agreements. In August 2023, the Group has filed a lawsuit against the Vendor due to the above mentioned dispute. In December 2023, the Group received the Civil Judgment served by the Shenzhen Nanshan District People’s Court and the Vendor was ordered by the Court to buy back the Equity Interest of Desheng Meimei. The Group reached a settlement agreement with the Vendor in June 2024, and the Vendor repurchased Desheng Meimei for RMB1.3 million. The repurchase was completed in July 2024 and a loss of RMB1.8 million was recorded during the Year.

根據德勝美美協議及德勝美美協議的補充協議，賣方同意向本集團提供溢利保證，德勝美美從收購交割之日（「**德勝美美交割日**」）起至二零二二年十二月三十一日期間和截至二零二三年十二月三十一日止年度將分別取得不低於人民幣1.8百萬元及人民幣2.2百萬元的稅後溢利（「**德勝美美溢利保證**」）。倘德勝美美溢利保證於承諾期內任何期間未能全面達成，本集團可選擇要求賣方(i)向本集團購回德勝美美51%股權。德勝美美的回購對價按德勝美美對價加自完成德勝美美交割日日期起年利率8%的利息計算；或(ii)補償德勝美美溢利保證的差額，即德勝美美溢利保證與相應保證期間的實際稅後利潤之間的差額。

根據實際財務資料，德勝美美自德勝美美交割日起至二零二二年十二月三十一日期間的實際稅後溢利約為人民幣0.9百萬元，因此，德勝美美溢利保證並未達成。經審閱德勝美美的預測及本集團目前可獲得的資料後，本集團在年內已行使選擇權要求賣方向本集團購回德勝美美的51%股權。但賣方未有依德勝美美協議之約定履行股份回購義務。於二零二三年八月，本集團因上述糾紛向賣方提起訴訟。二零二三年十二月，本集團收到深圳市南山區人民法院送達的民事判決書，法院命令賣方回購德勝美美股權。本集團與賣方於二零二四年六月達成和解協議，賣方以人民幣1.3百萬元回購德勝美美，該回購於二零二四年七月完成，於年內錄得人民幣1.8百萬元虧損。

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On 4 December 2020, the Group entered into an equity transfer agreement, an investment agreement and a shareholders' agreement (the "**Jiaenbei Agreements**") with vendors to purchase 54% of equity interest of Wuhan Jiaenbei Health Management Co. Ltd. ("**Jiaenbei**"), a limited liability company incorporated in the PRC with consideration of RMB3.24 million ("**Jiaenbei Consideration**"). Jiaenbei is engaged in provision of postpartum care service in the PRC.

Pursuant to the Jiaenbei Agreements, the vendors of Jiaenbei agreed to provide profit guarantee to the Group that Jiaenbei shall attain the net profit after tax no less than RMB1.0 million for each of the period from the date of completion of the acquisition (the "**Jiaenbei Completion Date**") to 31 December 2021, year ended 31 December 2022 and year ended 31 December 2023 respectively ("**Jiaenbei Profit Guarantee**"). In the event the Jiaenbei Profit Guarantee is not fully met for any period during the commitment period, the Group has the option to request the vendors to (i) repurchase the 54% equity interest in Jiaenbei from the Group. The repurchase consideration of Jiaenbei is calculated as Jiaenbei Consideration plus interest of 10% p.a. from the Jiaenbei Completion Date; or (ii) compensate the shortfall of Jiaenbei Profit Guarantee, i.e. the difference between Jiaenbei Profit Guarantee and the actual profit after tax of the corresponding guarantee period.

Based on the actual financial information, the actual profit after tax of the Jiaenbei for the period from the Jiaenbei Completion Date to 31 December 2021 was approximately RMB1.0 million, as a result, the Jiaenbei Profit Guarantee was met and the actual profit after tax of the Jiaenbei for the year ended 31 December 2022 was approximately RMB0.3 million, as a result, the Jiaenbei Profit Guarantee was not met. After reviewing the forecast of Jiaenbei and the information available to the Group, the Group decided neither exercised the option to request the vendors to repurchase the 54% equity interest in Jiaenbei from the Group nor requested the vendors to compensate the shortfall of Jiaenbei Profit Guarantee for the year ended 31 December 2022. The Group entered into a supplemental agreement with the vendors, the vendors agreed to revise the Jiaenbei Profit Guarantee that Jiaenbei shall attain the net profit after tax no less than RMB1.0 million for each of the year ended 31 December 2023 and year ended 31 December 2024 respectively.

於二零二零年十二月四日，本集團與賣方訂立以對價人民幣3.24百萬元（「**嘉恩貝對價**」）購買武漢嘉恩貝健康管理有限公司（「**嘉恩貝**」）（一家於中國設立的有限責任公司）54%股權之股權轉讓協議、投資協議及股東協議（「**嘉恩貝協議**」）。嘉恩貝在中國提供月子服務。

根據嘉恩貝協議，嘉恩貝的賣方同意向本集團提供溢利保證，嘉恩貝從收購交割之日（「**嘉恩貝交割日**」）起至二零二一年十二月三十一日期間、截至二零二二年十二月三十一日止年度和截至二零二三年十二月三十一日止年度將分別取得不低於人民幣1.0百萬元之稅後溢利（「**嘉恩貝溢利保證**」）。倘嘉恩貝溢利保證於承諾期內任何期間未能全面達成，本集團可選擇要求賣方(i)向本集團購回嘉恩貝54%股權。嘉恩貝的回購對價按嘉恩貝對價加自嘉恩貝交割日起年利率10%的利息計算；或(ii)補償嘉恩貝溢利保證的差額，即嘉恩貝溢利保證與相應擔保期間的實際稅後利潤之間的差額。

根據實際財務資料，嘉恩貝從嘉恩貝交割日至二零二一年十二月三十一日期間之實際除稅後溢利約人民幣1.0百萬元，因此，嘉恩貝溢利保證已達成，而嘉恩貝截至二零二二年十二月三十一日止年度之實際除稅後溢利約為人民幣0.3百萬元，因此，嘉恩貝溢利保證並未達成。經審閱嘉恩貝的預測及本集團可獲得的資料後，本集團決定既不行使選擇權要求賣方向本集團購回嘉恩貝54%的股權，亦不要求賣方就截至二零二二年十二月三十一日止年度嘉恩貝溢利保證的不足部分作出補償。本集團與賣方訂立補充協議，賣方同意修改嘉恩貝溢利保證，嘉恩貝須分別於截至二零二三年十二月三十一日止年度及截至二零二四年十二月三十一日止年度每年取得不少於人民幣1.0百萬元之稅後溢利。

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Based on the actual financial information, the actual profit after tax of the Jiaenbei for the year ended 31 December 2023 was approximately RMB0.3 million, as a result, the Jiaenbei Profit Guarantee was not met. After reviewing the forecast of Jiaenbei and the information currently available to the Group, the Group decided neither exercise the option to request the vendors to repurchase the 54% equity interest in Jiaenbei from the Group nor request the vendors to compensate the shortfall of Jiaenbei Profit Guarantee for the year ended 31 December 2023. The Group entered into a further supplemental agreement with the vendors, the vendors agreed to revise the Jiaenbei Profit Guarantee that Jiaenbei shall attain the net profit after tax no less than RMB1.0 million for each of the year ended 31 December 2024 and year ending 31 December 2025 respectively.

Based on the actual financial information, the actual profit after tax of the Jianbei for the year ended 31 December 2024 was approximately RMB1.0 million, as a result, the Jianbei Profit Guarantee for the year ended 31 December 2024 was met.

Impairment of goodwill and intangible assets

The Group performed a year end annual impairment test on goodwill. Taking into consideration of Guangzhou Sheng Cheng Dunnan Enterprise Management Co., Limited (“**Dunnan**”) and its subsidiaries (“**Dunnan Group**”) suffered a continuous operating loss, all of the postpartum care centres in Dunnan Group were ceased operations after the reporting date and the unfavourable market condition facing by Dunnan Group, the Group determined that there was an indication for impairment on the goodwill arising from the acquisition of the Dunnan Group. An impairment loss on goodwill and trademark amounted to approximately RMB9.9 million and RMB8.5 million were recognised respectively for the Year. Please refer to Note 18 to these consolidated financial statements for details of impairment of goodwill and intangible assets.

根據實際財務資料，嘉恩貝截至二零二三年十二月三十一日止年度之實際除稅後溢利約為人民幣0.3百萬元，因此，嘉恩貝溢利保證並未達成。經審閱嘉恩貝的預測及本集團目前可獲得的資料後，本集團決定既不行使選擇權要求賣方向本集團購回嘉恩貝54%的股權，亦不要求賣方就截至二零二三年十二月三十一日止年度嘉恩貝溢利保證的不足部分作出補償。本集團與賣方訂立進一步補充協議，賣方同意修改嘉恩貝溢利保證，嘉恩貝須分別於截至二零二四年十二月三十一日止年度及截至二零二五年十二月三十一日止年度每年取得不少於人民幣1.0百萬元的稅後溢利。

根據實際財務資料，嘉恩貝於截至二零二四年十二月三十一日止年度之實際除稅後溢利約人民幣1.0百萬元，因此，嘉恩貝於截至二零二四年十二月三十一日止年度溢利保證已達成。

商譽及無形資產減值虧損

本集團已對商譽進行年終年度減值測試。考慮到廣州盛成敦南企業管理有限公司（「**敦南**」）及其附屬公司（「**敦南集團**」）持續營運虧損、所有敦南集團之月子中心於報告日後已停止營業，且敦南集團所面對之市況不景，本集團釐定有跡象顯示收購敦南集團產生之商譽出現減值。商譽及商標減值虧損分別為人民幣9.9百萬元及人民幣8.5百萬元已於本年度確認。有關商譽及無形資產減值之詳情請參閱綜合財務報表附註18。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

On 29 December 2022, the Group entered into an equity transfer agreement (the “**Meikangmao Equity Transfer Agreement**”) with an independent third party to purchase the entire equity interest in Wuhan Meikangmao Health Management Co., Ltd. (“**Meikangmao**”), a limited liability company established in the PRC, for a consideration of RMB40.0 million. As of the date of signing of the Meikangmao Equity Transfer Agreement, Meikangmao owned a postpartum care center in Wuhan, China (the “**Meikangmao Postpartum Care Center**”) which had not yet opened and was expected to open before 30 June 2023.

In the post-epidemic era, the Group plans to provide high-end postpartum care services at the Meikangmao Postpartum Care Center in line with the three-child policy. The equity transfer agreement of Meikangmao stipulates that certain conditions precedent need to be met before the acquisition can be completed. Among the conditions precedent, it is stipulated that Meikangmao Postpartum Care Center needs to obtain all necessary licenses and permits required for daily business operations and started its operations. As the approval of relevant licenses and permits took longer than expected, the completion of the renovation of the Meikangmao Postpartum Care Center was delayed and the opening time was also delayed accordingly.

The acquisition was completed in April 2024. However, due to an unfavorable market environment and the intense price competition, the Meikangmao Postpartum Care Center has been operating at a loss since its opening. In September 2024, the Group signed an agreement with another postpartum care center to transfer the site of the Meikangmao Postpartum Care Center to this postpartum care center for operation under its brand for a period of five years. This postpartum care center pays a fixed rent and 30%-40% of the operating profit of the underlying postpartum care service center business to the Group.

For the annually impairment testing of goodwill arising from the acquisition of Meikangmao, the company recognised goodwill impairment loss of approximately RMB7.1 million in the current year. Details of the impairment of goodwill are set out in the Note 18 to these consolidated financial statements.

Except the above, the Group did not recognise any impairment loss of goodwill in relation to the other acquisitions.

於二零二二年十二月二十九日，本集團與獨立第三方訂立以對價人民幣40.0百萬元購買武漢美康茂健康管理有限公司（「**美康茂**」）（一家於中國設立的有限責任公司）全部股權之股權轉讓協議（「**美康茂股權轉讓協議**」）。在簽訂美康茂股權轉讓協議當日，美康茂在中國武漢擁有一家尚未開業的月子中心（「**美康茂月子中心**」），預期於二零二三年六月三十日前開業。

本集團計劃在後疫情時代，配合開放三胎政策，在美康茂月子中心提供高端月子服務。在美康茂股權轉讓協議中約定了需要達成若干先決條件才能完成收購，先決條件當中約定了美康茂月子中心需要取得日常業務過程所需之所有必要牌照及許可，並順利開業。由於相關牌照及許可獲批的時間較預期長，致使美康茂月子中心的裝修完成時間延後，開業時間亦相應順延。

該收購於二零二四年四月完成。受不利市場環境及激烈價格競爭影響，美康茂月子中心自開業以來一直處於虧損狀態。二零二四年九月，本集團與另一家月子中心簽訂協議，將美康茂月子中心之場地移交予該月子中心以其品牌經營，為期五年。該月子中心向本集團支付有關月子中心業務之固定租金以及30%-40%營運利潤。

對於收購美康茂所產生的商譽之年度減值測試，本年度確認商譽減值損失約人民幣7.1百萬元。有關商譽減值之詳情載於綜合財務報表附註 18。

除上文所述者外，本集團並無就其他收購之商譽確認任何減值虧損。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Trading of medical equipment and consumables business

The Group expects that after the epidemic, the healthcare industry will become a new economic breakthrough with great potential for value addition. Benefiting from the PRC government's policy of encouraging innovation in medical equipment and promoting high quality development of the medical equipment industry, the Group has been able to leverage on its experience in the medical equipment industry from its previous finance leasing business, its cooperation with medical equipment suppliers and its practical understanding of the characteristics and needs of its customers to commence its medical equipment and consumables trading business in the PRC, mainly focusing on aesthetic medicine, dental, maternal and child and large hospital medical equipment. The Group recorded a revenue of RMB493.2 million from the trading of medical equipment and consumables business for the Year.

FINANCIAL REVIEW

Revenue

Revenue consists of (i) finance leasing income and interest income from loan receivables in finance leasing services; (ii) operating lease income; (iii) postpartum care services income; (iv) income from trading of medical equipment and consumables; and (v) Income from IT services. The Group's revenue increased by approximately RMB54.3 million or approximately 10.9%, from approximately RMB498.0 million for the year ended 31 December 2023 (the "Prior Year") to approximately RMB552.3 million for the Year. The increase in revenue for the Year was mainly attributable to income from trading of medical equipment and consumables increased from approximately RMB417.0 million for the Prior Year to approximately RMB493.2 million for the Year, which offsetting (i) the finance leasing income decreased from approximately RMB25.1 million for the Prior Year to approximately RMB9.2 million for the Year; and (ii) postpartum care services income decreased from approximately RMB28.4 million for the Prior Year to approximately RMB24.2 million for the Year; (iii) operating lease income from RMB0.8 million for the Prior Year decreased to approximately RMB0.3 million for the Year; and (iv) income from IT services from RMB26.6 million for the Prior Year decreased to approximately RMB25.4 million for the Year.

Cost of sales

The cost of sales increased from approximately RMB375.0 million for the Prior Year to approximately RMB465.7 million for the Year, including an increase in the cost of medical equipment and consumables sold from approximately RMB359.3 million for the Prior Year to approximately RMB444.4 million for the Year.

醫療器械設備及耗材貿易業務

本集團預期疫情過後，大健康產業將成為極具增值潛力的新經濟突破點。受惠於中國政府鼓勵醫療器械設備創新，推動醫療器械設備產業高品質發展的政策下，本集團憑藉過往融資租賃業務在醫療器械設備行業累積的經驗、與醫療器械設備供應商的合作以及對客戶特點和需求的實際了解，促使本集團能順利在中國開展醫療器械設備及耗材貿易業務，主要針對醫美、口腔、母嬰和大型醫院醫療器械設備。本集團在本年度醫療器械設備及耗材貿易業務錄得收入人民幣493.2百萬元。

財務回顧

收益

收入包括(i)融資租賃服務之融資租賃收入和應收貸款利息收入；(ii)經營租賃收入；(iii)月子服務收入；(iv)醫療器械設備及耗材貿易收入；及(v)資訊科技服務收入。本集團的收益增加約人民幣54.3百萬元或約10.9%，從截至二零二三年十二月三十一日止年度（「**先前年度**」）約人民幣498.0百萬元至約人民幣552.3百萬元。本年度收益增加主要歸因於醫療器械設備及耗材貿易收入由先前年度的約人民幣417.0百萬元增加至本年度的約人民幣493.2百萬元，其抵銷(i)融資租賃收入由先前年度的約人民幣25.1百萬元減至本年度的約人民幣9.2百萬元；及(ii)月子服務收入由先前年度的約人民幣28.4百萬元減至本前度的約人民幣24.2百萬元；(iii)經營租賃收入由先前年度的約人民幣0.8百萬元減至本年度的約人民幣0.3百萬元；及(iv)資訊科技服務收入由先前年度的約人民幣26.6百萬元減至本年度的約人民幣25.4百萬元。

銷售成本

銷售成本由先前年度的約人民幣375.0百萬元增加至本年度的約人民幣465.7百萬元，當中包括銷售醫療器械設備及耗材成本由先前年度的約人民幣359.3百萬元增加至本年度的約人民幣444.4百萬元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Staff cost

Staff costs include primarily Directors' remuneration, employee salaries, allowances and other staff benefits as well as employee retirement benefits scheme contributions. Staff costs decreased from RMB38.7 million for the Prior Year to approximately RMB24.9 million For the Year.

Impairment losses under expected credit loss ("ECL") model, net of reversal

The Group is not required to provide general provisions as commercial banks and other financial institutions which the China Banking Regulatory Commission regulates. The provisioning policies are based on the applicable accounting standards. The management assesses the measurement of ECL in relation to trade receivables, finance lease receivables, loan receivables and financial guarantee. In determining the impairment of trade receivables, finance lease receivables, loan receivables and financial guarantee, the management considers shared credit risk characteristics including industry types, historical past due information and lessees' creditworthiness for grouping, and assesses credit losses based on internal credit rating and on a forward looking basis with the use of appropriate models and assumptions relate to the economic inputs and the future macroeconomic conditions.

For the Year, an additional impairment loss of approximately RMB43.7 million (2023: RMB6.0 million) was recognised due to the adverse macroeconomic environment, which caused the increase in the customers' past due ratio.

Other operating expenses

Other operating expenses include primarily audit fees, legal and professional fees, travel and transportation expenses, promotion expenses, depreciation of property, plant and equipment, depreciation of right-of-use assets, amortisation of intangible asset, short-term leases payments, research and development costs and the miscellaneous expenses of postpartum care business. Other operating expenses decreased from approximately RMB46.0 million for the Prior Year to approximately RMB37.4 million for the Year. The decrease was mainly attributable to (i) the promotion expenses decreased from approximately RMB5.1 million for the Prior Year to approximately RMB1.1 million for the Year; (ii) travel and transportation expenses decreased from approximately RMB3.4 million for the Prior Year to approximately RMB1.0 million for the Year; and (iii) office expenses decreased from approximately RMB4.2 million for the Prior Year to approximately RMB2.5 million for the Year.

員工成本

員工成本主要包括董事薪酬、僱員薪資、津貼及其他員工福利，以及僱員退休福利計劃供款。員工成本由先前年度的人民幣38.7百萬元減少至本年度的約人民幣24.9百萬元。

預期信用損失（「預期信用損失」）模式項下之減值虧損（扣除撥回）

本集團毋須向如中國銀行業監督管理委員會所監管的商業銀行及其他金融機構般提供一般準備金。有關準備金政策乃根據適用會計標準。管理層評估有關貿易應收款項、融資租賃應收款項、應收貸款及財務擔保之預期信用損失之計量。於釐定貿易應收款項、融資租賃應收款項、應收貸款及財務擔保減值時，管理層就分組考慮共享信用風險特徵，包括行業類別、過往逾期資料及承租人信譽，並按內部信貸評級及前瞻性基礎並使用適當模型及有關經濟輸入數據及未來宏觀經濟環境之假設評估信貸虧損。

本年度，確認額外減值虧損約人民幣43.7百萬元（二零二三年：人民幣6.0百萬元）。由於不利的宏觀經濟環境的影響，其造成客戶逾期率增加。

其他經營開支

其他經營開支主要包括審計費用、法律及專業費用、差旅交通費用、推廣費用、物業、廠房及設備折舊、使用權資產折舊、無形資產攤銷、短期租賃付款、確認為開支的研發成本及母嬰月子業務的雜項費用。其他經營開支由先前年度的約人民幣46.0百萬元減少至本年度的約人民幣37.4百萬元。減少主要歸因於(i)推廣費用由先前年度的約人民幣5.1百萬元縮減至本年度的約人民幣1.1百萬元；(ii)差旅交通費用由先前年度的約人民幣3.4百萬元縮減至本年度的約人民幣1.0百萬元；及(iii)辦公費用由先前年度的約人民幣4.2百萬元縮減至本年度的約人民幣2.5百萬元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Finance costs

Finance costs mainly consist of (i) interest on bank and other borrowings; and (ii) interests on lease liabilities. Finance costs decreased from approximately RMB13.9 million for the Prior Year to approximately RMB11.5 million for the Year. The decrease was mainly due to the interests on bank and other borrowings decreased from approximately RMB12.4 million for the Prior Year to approximately RMB9.4 million for the Year.

Income tax credit/(expenses)

Certain PRC subsidiaries of the Group qualified as small low profit enterprises with annual taxable income not more than RMB1.0 million, and the portion that exceeds RMB1.0 million but does not exceed RMB3.0 million (inclusive) are entitled to enterprise income tax calculated at 25% of its taxable income at a tax rate of 20%. A PRC subsidiary of the Group recognised as high technology enterprise is entitled to a preferential enterprise income tax rate of 15%. The enterprise income tax rate applicable to the other PRC subsidiaries of the Group is 25%.

(Loss)/Profit for the Year attributable to owners of the Company

The Group recorded loss and total comprehensive income attributable to owners of the Company of approximately RMB53.0 million for the Year, compared to profit and total comprehensive income attributable to owners of the Company of approximately RMB14.6 million for Prior Year. The turnaround was mainly due to (i) the decrease in finance leasing income and income from postpartum care services; (ii) the decrease in gross profit in trading of medical equipment and consumables business; (iii) the significant increase in impairment losses under expected credit loss model, net of reversal; and (iv) impairment loss on goodwill and intangible assets included in other gains and losses, net which offsetting (i) the decrease in staff costs; (ii) the decrease in other operating expenses; and (iii) the decrease in finance costs as compared to the Prior Year.

LIQUIDITY, FINANCIAL RESOURCES AND FUNDING

As at 31 December 2024, bank balances and cash were approximately RMB13.0 million (2023: RMB108.3 million). The working capital (current assets less current liabilities) and total equity of the Group were approximately RMB237.1 million (2023: RMB199.6 million) and approximately RMB302.1 million (2023: RMB315.3 million), respectively.

融資成本

融資成本主要包括(i)銀行及其他借款利息；及(ii)租賃負債利息。融資成本由先前年度的約人民幣13.9百萬元減至本年度的約人民幣11.5百萬元。減少的主要因為來自銀行及其他借款利息由先前年度的約人民幣12.4百萬元減至本年度的約人民幣9.4百萬元。

所得稅計入／(開支)

本集團若干附屬公司符合小型微利企業條件的不超過人民幣1.0百萬元及超過人民幣1.0百萬元但不足人民幣3.0百萬元（含人民幣3.0百萬元）部分的應課稅收入，減按25%計入應納稅所得額，按20%的稅率繳納企業所得稅。本集團一家被認定為高新技術企業之中國附屬公司有權享有優惠企業所得稅率15%。適用於本集團其他中國附屬公司的企業所得稅稅率為25%。

本公司擁有人應佔期內（虧損）／溢利

本年度，本集團錄得本公司擁有人應佔虧損及全面收入總額約人民幣53.0百萬元，而去年同期則錄得本公司擁有人應佔溢利及全面收入總額約人民幣14.6百萬元。扭轉局面主要由於(i)融資租賃收入及月子服務收入減少；(ii)醫療器械設備及耗材貿易業務之毛利減少；(iii)預期信用損失模式項下之減值虧損（扣除撥回）大幅增加；及(iv)計入其他收益及虧損淨額的商譽及無形資產減值虧損，抵銷了(i)員工成本減少；(ii)其他經營開支減少；及(iii)融資成本減少。

流動資金、財政資源及資金

於二零二四年十二月三十一日，銀行結餘及現金為約人民幣13.0百萬元（二零二三年：人民幣108.3百萬元）。本集團營運資金（流動資產減流動負債）及總權益分別為約人民幣237.1百萬元（二零二三年：人民幣199.6百萬元）及約人民幣302.1百萬元（二零二三年：人民幣315.3百萬元）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As at 31 December 2024, the Group's bank and other borrowings due within one year were amounted to approximately RMB108.3 million (2023: RMB101.0 million) and the Group's bank and other borrowings due after one year were amounted to approximately RMB74.5 million (2023: RMB31.8 million).

As at 31 December 2024, the gearing ratio was approximately 37.7% (2023: 29.6%), which is calculated as bank and other borrowings divided by total equity plus bank and other borrowings. Such increase was mainly due to the expansion in the Group's trading of medical equipment and consumables business, resulting in a increase in demand for bank and other borrowings.

CAPITAL STRUCTURE

The Shares were successfully listed on the GEM of the Stock Exchange on 9 July 2018. There has been no change in the capital structure of the Group since then. The share capital of the Group only comprises ordinary Shares.

As at 31 December 2024, the Company's issued share capital was HK\$43,000,000 and the number of its issued ordinary Shares was 430,000,000.

Subscriptions of new shares under general mandate

On 29 December 2023, the Company entered into two subscription agreements with two subscribers, pursuant to which the Company has agreed to allot and issue, and the two subscribers have conditionally agreed to subscribe for an aggregate of 30,000,000 subscription shares at the subscription price of HK\$1.47 per subscription share (the "**Subscription**"). The Subscription was completed on 12 January 2024. For details of the Subscription, please refer to the announcements of the Company dated 29 December 2023 and 12 January 2024. The net proceeds from the Subscription was approximately HK\$43.5 million (gross proceeds: approximately HK\$44.1 million) which have been fully utilised as working capital to develop trading of medical equipment and consumable business of the Group.

於二零二四年十二月三十一日，本集團一年內到期償還之銀行及其他借款為約人民幣108.3百萬元（二零二三年：人民幣101.0百萬元），本集團一年後到期償還超過一年到期償還銀行及其他借款為約人民幣74.5百萬元（二零二三年：人民幣31.8百萬元）。

於二零二四年十二月三十一日，資產負債比率約為37.7%（二零二三年：29.6%），資產負債比率乃按銀行及其他借款除以總權益加銀行及其他借款。有關增加主要由於本集團之醫療器械設備及耗材貿易業務擴張致使對銀行及其他借款的需求增加所致。

資本架構

股份於二零一八年七月九日在聯交所GEM成功上市。自此，本集團的資本架構並無變動。本集團的股本僅包括普通股股份。

於二零二四年十二月三十一日，本公司的已發行股本為43,000,000港元，而其已發行股份數目為430,000,000股普通股。

根據一般授權認購新股份

於二零二三年十二月二十九日，本公司與兩名認購人訂立兩份認購協議，據此，本公司同意配發及發行，且兩名認購人同意認購價1.47港元認購共30,000,000認購股份（「**認購事項**」）。認購事項已於二零二四年一月十二日完成。認購事項詳情請參閱本公司日期為二零二三年十二月二十九日及二零二四年一月十二日之公告。認購事項之所得款項淨額約43.5百萬港元（所得款項總額：約44.1百萬港元），已全數用作營運資金以發展本集團的醫療器械及耗材貿易業務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FOREIGN EXCHANGE EXPOSURE

The Group's income and expenditure during the Year were principally denominated in RMB, and most of the assets and liabilities as at 31 December 2024 were denominated in RMB. The Group did not experience any material impact or difficulties in liquidity on its operations resulting from the fluctuation in exchange rate, and no hedging transaction or forward contract arrangement was made by the Group during the Year.

CAPITAL COMMITMENTS

As at 31 December 2024, the Group had capital commitments RMB2.0 million in respect of the acquisition of an associate (2023: acquisition of a subsidiary and purchase of computer software of RMB18.8 million).

CHARGES ON THE GROUP'S ASSETS

As at 31 December 2024, the Group's finance lease receivables with an aggregate carrying values of approximately RMB112.2 million (2023: RMB72.1 million) were pledged to a bank and a finance lease company in the PRC to secure bank and other borrowings of the Group.

As at 31 December 2024 and 2023, the entire equity interests of a subsidiary of the Group were pledged to a bank in the PRC to secure a bank borrowing of the Group.

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

On 29 December 2022, the Group entered into the equity transfer agreement with an independent third party to purchase the entire equity interests of Wuhan Meikangmao Health Management Co., Ltd.* ("Meikangmao"), a limited liability company incorporated in the PRC with consideration of RMB40.0 million. Meikangmao is engaged in provision of postpartum care service in the PRC. The acquisition was completed in April 2024. Details of the acquisition are set out in Note 35 to these consolidated financial statements and the Company's announcements dated 29 December 2022, 4 January 2023, 30 June 2023 and 29 December 2023.

外匯風險

本集團本年度的收入及支出主要以人民幣計值，且於二零二四年十二月三十一日大部分資產及負債以人民幣計值。本集團並無因匯率波動而受到任何重大影響或於經營時遭受流動性困難，且本集團於本年度並無作出對沖交易或遠期合約安排。

資本承擔

於二零二四年十二月三十一日，本集團收購聯營公司的資本承擔為人民幣2.0百萬元（二零二三年：收購附屬公司以及採購電腦軟件為人民幣18.8百萬元）。

本集團資產押記

於二零二四年十二月三十一日，本集團的融資租賃應收款項賬面值合共為約人民幣112.2百萬元（二零二三年：人民幣72.1百萬元），質押予一家中國境內銀行及一家融資租賃公司以取得本集團的銀行及其他借款。

於二零二四年及二零二三年十二月三十一日，本集團一家附屬公司的全部股權質押予一家中國境內銀行以取得本集團的銀行借款。

重要投資、重大收購及出售附屬公司

於二零二二年十二月二十九日，本集團與獨立第三方訂立以對價人民幣40.0百萬元購買武漢美康茂健康管理有限公司（「美康茂」）（一家於中國設立的有限責任公司）全部股權之股權轉讓協議。美康茂在中國提供月子服務。該收購於二零二四年四月完成。有關收購之詳情請參閱綜合財務報表附註35及本公司日期為二零二二年十二月二十九日、二零二三年一月四日、二零二三年六月三十日及二零二三年十二月二十九日之公告。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Save as the above, the Group did not have other material acquisition nor disposal of subsidiaries and affiliated companies during the Year.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in this annual report, the Group did not have other future plans for material investments or capital assets.

CONTINGENT LIABILITIES

Save as disclosed in this annual report, the Group did not have other significant contingent liabilities.

HUMAN RESOURCES

As at 31 December 2024, the Group had 125 employees (2023: 184 employees) with total staff cost of approximately RMB26.7 million incurred during the Year (2023: RMB41.6 million), which included the employees retirement benefit expense incurred during the Year of approximately RMB3.2 million (2023: RMB4.7 million). As required by the applicable laws and regulations, the Group participates in various employee social security plans for our employees that are administered by local government. The Group's remuneration policy rewards employees and Directors based on individual performance, demonstrated capabilities, involvement, market comparable information and the performance of the Group. The Group improves the professional skills and management level of its employees through internal and external training. To ensure that the Group attracts and retains competent staff, remuneration packages are reviewed on a regular basis. Performance bonuses are offered to qualified employees based on individual and the Group's performance. The Group did not experience any material labour disputes during the Year.

除載於上述外，於本年度，本集團並無其他重大收購或出售附屬公司及聯營公司。

有關重大投資或資本資產的未來計劃

除本年報所披露者外，本集團並無其他有關重大投資或資本資產的未來計劃。

或然負債

除本年報所披露者外，本集團並無其他重大或然負債。

人力資源

於二零二四年十二月三十一日，本集團有125名僱員（二零二三年：184名僱員），本年度所產生的總員工成本約為人民幣26.7百萬元（二零二三年：人民幣41.6百萬元），當中包括本年度所產生的僱員退休福利開支約為人民幣3.2百萬元（二零二三年：人民幣4.7百萬元）。根據適用法律及法規之規定，本集團為其僱員參與由地方政府管理之多項僱員社會保障計劃。本集團之薪酬政策乃按個人表現、所展示之能力、參與程度、市場可資比較資料及本集團表現獎勵僱員及董事。本集團透過內部及外部培訓提升其僱員之專業技能及管理水平。為確保本集團可吸引及挽留具才能之員工，薪酬待遇會作定期檢討。表現花紅乃根據個人及本集團之表現向合資格僱員提供。本年度，本集團並無發生任何重大勞資糾紛。

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷詳情

EXECUTIVE DIRECTORS

Mr. Zhang Junshen (“Mr. Zhang”) aged 38, was appointed as a Director on 28 October 2016 and was redesignated as Executive Director on 13 January 2017. He is also the chairman of the Board, the chief executive officer, the chairman of the nomination committee, the compliance officer and the director of certain subsidiaries of the Company. He is responsible for strategic planning, operation planning and overall management of the Group. Mr. Zhang is vice president of Shenzhen Federation of Young Entrepreneurs*, a committee member of the Eighth Committee of Shenzhen Federation of Youth* and a member of the People's Congress Legal Work Committee of Futian District, and he has been a deputy to the Municipal People's Congress of Shenzhen* since 2015. Mr. Zhang has approximately 15 years of experience in general corporate management and approximately 10 years of experience in finance leasing industry. Mr. Zhang is the elder brother of Mr. Zhang Junwei.

Mr. Zhang graduated from the University of Texas at Arlington in the United States with an executive master of business administration degree in December 2014.

Mr. Tian Zhiwei (“Mr. Tian”), aged 34, was appointed as our Executive Director on 19 June 2024. He has approximately 10 years of experience in the fields of investment, capital market financing and merger and acquisition. Prior to joining the Group, Mr. Tian was the founder and the chairman of Xiaoju Lexing (Beijing) Technology Co., Ltd. since June 2019. From August 2016 to November 2018, Mr. Tian worked for Beijing Zhongzhi Fund Sales Co., Ltd. as Senior Investment Advisor.

Mr. Tian has obtained a bachelor of Economics degree from Wuhan Technology and Business University in June 2014.

執行董事

張俊深先生（「張先生」），38歲，於二零一六年十月二十八日獲委任為董事及於二零一七年一月十三日再次委派為執行董事。彼亦為董事會主席、行政總裁、提名委員會主席、合規主任及本公司若干附屬公司之董事。彼負責本集團戰略規劃、業務規劃及整體管理。張先生為深圳市青年企業家聯合會副會長、深圳市青年聯合會第八屆委員會委員及福田區人大法律工作委員會委員，並從二零一五年起出任深圳市人大代表。張先生於整體公司管理擁有約十五年經驗及於融資租賃行業擁有約十年經驗。張先生為張俊偉先生的胞兄。

張先生於二零一四年十二月畢業於美國德州大學阿靈頓分校，獲高級管理人員工商管理碩士學位。

田志威先生（「田先生」），34歲，於二零二四年六月十九日獲委任為執行董事。彼於投資、資本市場融資及併購領域擁有約10年經驗。於加入本集團前，田先生自二零一九年六月起為小駒樂行(北京)科技有限公司之創始人及董事長。自二零一六年八月至二零一八年十一月，田先生於北京中植基金銷售有限公司擔任高級投資顧問。

田先生已於二零一四年六月於武漢工商學院取得經濟學學士學位。

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷詳情

NON-EXECUTIVE DIRECTORS

Mr. Lyu Di ("Mr. Lyu"), aged 38, was appointed as our Non-executive Director on 15 August 2019. He is also a member of our audit committee and the deputy general manager of the Group. Mr. Lyu is currently holds directorships in certain subsidiaries of the Company. He is responsible for the project investments and capital market operations of our Group. Mr. Lyu has over 10 years of experience in investments and capital market. From December 2014 to May 2019, Mr. Lyu worked at Shenzhen Qianhai Black Swan Asset Management Company Limited with his last position as fund manager. He worked at Huatai Jinkong Investment Consulting (Shenzhen) Co Ltd* from October 2013 to November 2014 with his last position as an analyst and he was also a representative in Type 4 (advising on securities) regulated activity under the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the "SFO") at Huatai Financial Holdings (Hong Kong) Limited from March 2014 to November 2014.

Mr. Lyu graduated from Deakin University with a Bachelor of Commerce degree, majoring in finance in October 2010. He further obtained a Master of Commerce degree majoring in finance and banking from the University of Sydney in October 2012.

Ms. Li Xinpei ("Ms. Li"), aged 31, was appointed as our Non-executive Director on 24 December 2024. She is the Joint Company Secretary and the chief officer of Office of the Chairman of the Board of the Group. Ms. Li is currently holds directorships in certain subsidiaries of the Company. Ms. Li joined the Group as the Joint Company Secretary in February 2017 and has served as assistant of General Manager and chief Executive Officer of ZYY Finance Leasing, with her latest position as the chief officer of Office of the Chairman of the Board. She is primarily responsible for investor relations, statutory compliance, project investment related review, operational management and management of maternal and child postpartum care business of the Group.

非執行董事

呂迪先生(「呂先生」)，38歲，於二零一九年八月十五日獲委任為非執行董事。彼亦為審核委員會成員及本集團的副總經理。呂先生目前擔任本公司若干附屬公司之董事。彼主要負責本集團的項目投資以及資本市場運作。呂先生在投資及資本市場有逾十年經驗。於二零一四年十二月至二零一九年五月任職於深圳前海黑天鵝資產管理有限公司，最後職位為基金經理。呂先生於二零一三年十月至二零一四年十一月與華泰金控投資諮詢(深圳)有限公司任職及其最後職位為研究員，並於二零一四年三月至二零一四年十一月在華泰金融控股(香港)有限公司從事《證券及期貨條例》(香港法例第571章)(「證券及期貨條例」)項下第4類(就證券提供意見)受規管活動之代表。

呂先生於二零一零年十月畢業於澳洲迪肯大學取得商學學士學位，主修金融。彼亦於二零一二年十月在澳洲悉尼大學取得商學碩士學位，主修金融和銀行。

李新培女士(「李女士」)，31歲，於二零二四年十二月二十四日獲委任為非執行董事。彼亦為本集團的聯席公司秘書及董事長辦公室主任。李女士目前擔任本公司若干附屬公司之董事。李女士於二零一七年二月加入本集團出任聯席公司秘書，並先後出任紫元融資租賃的總經理助理和行政總監，現時職位為董事長辦公室主任。彼負責本集團投資者關係、法定合規事宜、專案投資相關審查、經營管理工作及母嬰月子業務管理等。

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷詳情

Ms. Li has over 10 years of experience in administration and business management. Prior to joining the Group, from April 2015 to January 2017, Ms. Li was the assistant of the General Manager of Shenzhen Suhao Investment Limited.

Ms. Li obtained a bachelor's degree in Finance and a master's degree in Business Administration from Twintech International University College of Technology in Malaysia in April 2016 and February 2019 respectively.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Chi Fung Leo ("Mr. Chan"), aged 46, was appointed as an Independent Non-executive Director on 12 June 2018. He is also the chairman of the audit committee and a member of the nomination committee and remuneration committee. Mr. Chan is responsible for providing independent advice to our Board. Mr. Chan has over 20 years of experience in finance and accounting industry. He also has extensive knowledge and expertise on capital markets transactions (such as initial public offerings, and merger and acquisitions). Since August 2017, Mr. Chan has been an independent non-executive director of Sisram Medical Ltd, a listed company on the Stock Exchange (stock code: 1696). Since October 2017, Mr. Chan has been the responsible officer and managing director of Red Solar Capital Limited, a company providing advisory services on corporate finance. Since October 2023, Mr. Chan has also been an independent non-executive director of Luyuan Group Holding (Cayman) Limited, a listed company on the Stock Exchange (stock code: 2451). Since October 2020 to June 2023, Mr. Chan was also an independent non-executive director of Jinke Smart Services Group Co., Ltd., a listed company on the Stock Exchange (stock code: 9666).

Mr. Chan obtained his bachelor's degree in business administration from the Hong Kong University of Science and Technology in Hong Kong in November 2001. Mr. Chan has been a member of HKICPA since October 2005.

李女士擁有逾十年行政管理及企業經營管理經驗。加入本集團前，於二零一五年四月至二零一七年一月，李女士擔任深圳蘇豪投資有限公司總經理助理。

李女士分別於二零一六年四月及二零一九年二月於馬來西亞雙德科技大學取得金融學士學位及工商管理碩士學位。

獨立非執行董事

陳志峰先生（「陳先生」），46歲，於二零一八年六月十二日獲委任為獨立非執行董事。彼亦為審核委員會主席以及提名委員會及薪酬委員會之成員。陳先生負責向董事會提供獨立意見。陳先生在財務及會計方面擁有逾二十年經驗並具備資本市場交易的豐富知識及專業技術，如首次公開發售、併購。自二零一七年八月起，陳先生擔任聯交所上市公司復銳醫療科技有限公司（股份代號：1696）的獨立非執行董事。自二零一七年十月起，陳先生已擔任緯耀資本有限公司的負責人員及董事總經理，緯耀資本有限公司是一家提供企業融資諮詢服務的公司。自二零二三年十月起，陳先生亦擔任聯交所上市公司綠源集團控股（開曼）有限公司（股份代號：2451）的獨立非執行董事。自二零二零年十月至二零二三年六月，陳先生擔任金科智慧服務集團股份有限公司（股份代號：9666）的獨立非執行董事。

陳先生於二零零一年十一月在香港取得香港科技大學工商管理學士學位。陳先生自二零零五年十月起獲認可為香港會計師公會會員。

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷詳情

Mr. Chow Siu Hang (“Mr. Chow”), aged 48, was appointed as an Independent Non-executive Director on 12 June 2018. Mr. Chow is responsible for providing independent advice to our Board. Mr. Chow has more than 20 years of experience in finance and accounting industry. He also has extensive knowledge and expertise on capital market transactions including initial public offerings, financial advisory, and merger and acquisitions. All his experience in the corporate finance market and investment banking enables him to support the Group’s operations through providing advice on funding solutions and their intended applications, and to assist the Group in formulating our overall business strategies and development plan. Since October 2019, Mr. Chow has been an independent non-executive director of Yincheng Life Service Co., Ltd., a listed company on the Stock Exchange (stock code: 1922).

Mr. Chow has been a fellow member of HKICPA and the Association of Chartered Certified Accountants. Mr. Chow obtained his bachelor’s degree in accountancy from the City University of Hong Kong in November 1998.

Dr. Deng Bin (“Dr. Deng”), aged 50, was appointed as our Independent Non-executive Director on 31 December 2021. He is also the chairman of the remuneration committee, a member of the nomination committee and a member of the audit committee of the Company. Dr. Deng is responsible for providing independent advice to our Board. He was graduated from Xi’an Medical University (now known as Xi’an Jiaotong University) in China with a bachelor of medicine degree in 1999, majoring in Stomatology. He further graduated from National University of Singapore in Singapore with a doctor of philosophy degree in 2006, majoring in dental restoration. Dr. Deng has over 20 years of experience in Stomatology. He is the chief dental officer of Shenzhen Yixin Dental Clinic* currently, mainly responsible for clinical fields on dental implant and restoration.

周兆恒先生（「周先生」），48歲，於二零一八年六月十二日獲委任為獨立非執行董事。周先生負責向董事會提供獨立意見。周先生於財政及會計行業擁有逾二十年經驗。彼亦於資本市場交易（包括首次公开发售、財務意見、併購）方面擁有豐富知識及專業。其於企業融資市場及投資銀行的經驗讓其能夠為本集團透過提供有關融資解決方案及其擬作應用提供意見，並協助本集團制訂整體業務策略及發展計劃，從而為本集團的業務給予支持。自二零一九年十月起，周先生一直擔任聯交所上市公司銀城生活服務有限公司的獨立非執行董事（股份代號：1922）。

周先生為香港會計師公會及英國特許會計師公會資深會員。周先生於一九九八年十一月取得香港城市大學會計學學士學位。

鄧斌博士（「鄧博士」），50歲，於二零二一年十二月三十一日獲委任為獨立非執行董事。彼亦為本公司的薪酬委員會主席、提名委員會成員及審核委員會成員。鄧博士負責向董事會提供獨立意見。鄧博士於一九九九年畢業於中國的西安醫科大學（現稱西安交通大學）取得醫學本科學士學位，主修口腔醫學。彼亦於二零零六年畢業於新加坡的新加坡國立大學，主修口腔修復學專業研究，獲得哲學博士學位。鄧博士於口腔醫學方面有逾二十年經驗。彼現時為深圳壹新口腔診所主任，主要負責口腔種植和修復學的臨床工作。

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷詳情

SENIOR MANAGEMENT

Mr. Mou Peng (“Mr. Mou”), aged 44, is the deputy general manager and risk director of the Group. He joined the Group in May 2014 as the deputy general manager and head of the risk management department of ZYY Finance Leasing. He is responsible for overseeing customer due diligence and credit assessment, supervising post-drawdown performance, and formulating risk management policies and rules of the Group.

Mr. Mou has over 10 years of working experience in risk management. From April 2013 to January 2014, Mr. Mou was the project director at Shenzhen Zhongxing Supply Chain Management Limited*. From March 2012 to January 2013, Mr. Mou served as manager of the integrated management department at Eternal Asia Supply Chain Management Ltd*, a company listed on Shanghai Stock Exchange (stock code: 002183). In January 2008, Mr. Mou started to work at Shenzhen Branch of the Postal Savings Bank of China Co., Ltd., a company listed on the Stock Exchange (stock code: 1658) (the “**PSBOC SZ Branch**”). In November 2009, he was promoted to the deputy head of the credit and loan department of the Xinan Division of the PSBOC SZ Branch, and later left PSBOC SZ Branch in February 2012.

Mr. Mou obtained a bachelor of business administration degree from Wuhan University in the PRC in June 2004.

高級管理層

牟鵬先生 (「牟先生」)，44歲，為本集團副總經理及風險管理總監。彼於二零一四年五月加入本集團，擔任紫元元融資租賃的副總經理兼風險管理部門主管。彼負責監督本集團的客戶盡職審查及信用評估，監督提取後表現及制定風險管理政策及規則。

牟先生擁有逾十年風險管理經驗。於二零一三年四月至二零一四年一月，牟先生擔任深圳市中興供應鏈有限公司的項目主管。二零一二年三月至二零一三年一月，牟先生擔任上海證券交易所上市公司深圳市怡亞通供應鏈股份有限公司（股份代號：002183）綜合管理部門的經理。二零零八年一月，牟先生開始任職於聯交所上市公司中國郵政儲蓄銀行股份有限公司（股份代號：1658）深圳分行（「**中國郵政儲蓄銀行深圳分行**」）。於二零零九年十一月升任中國郵政儲蓄銀行深圳分行新安支部信貸及貸款部副主管，其後於二零一二年二月離開中國郵政儲蓄銀行深圳分行。

牟先生於二零零四年六月畢業於中國的武漢大學，取得工商管理學士學位。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board hereby presents this Corporate Governance Report in the Company's annual report for the Year.

CORPORATE GOVERNANCE PRACTICES

The Company acknowledges the important roles of its Board in providing effective leadership and direction to the Group's business, and ensuring transparency and accountability of the Company's operations. The Board sets appropriate policies and implements corporate governance practices appropriate to the conduct and growth of the Group's business.

The Company has applied the principles and code provisions as set out in Corporate Governance Code and Corporate Governance Report (the "CG Code") as contained in Appendix C1 to the GEM Listing Rules. For the year, the Company adopted and complied with, where applicable, the CG Code to ensure that the Group's business activities and decision making processes are regulated in a proper and prudent manner.

In the opinion of the Board, other than the deviation from code provision C.2.1, the Company complied with the provisions of the CG Code as set out in Appendix C1 to the GEM Listing Rules during the Year. Key corporate governance principles and practices of the Company are summarised below.

A. THE BOARD

A.1 Responsibilities and Delegation

The Board is entrusted with the overall responsibility for promoting the success of the Company by providing effective leadership and direction to its business, and ensuring transparency and accountability of its operations. The Board reserves its decisions for all major matters of the Company, including the approval and monitoring of all policy matters, overall strategies and budgets, internal control systems, risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, change of Directors, ad hoc projects and other significant financial and operational matters. The Board has the full support of the management to discharge its responsibilities.

董事會謹此於本公司本年度之年報內呈列本企業管治報告。

企業管治常規

本公司了解其董事會就向本集團業務提供有效領導及指示之重要作用，並確保本公司業務之透明度及問責制。董事會制訂適當政策及實施對進行本集團業務及其增長而言屬適當之企業管治常規。

本公司已應用GEM上市規則附錄C1載列的企業管治守則及企業管治報告（「企業管治守則」）所載之原則及守則條文。本年度，本公司已採納及遵守（按適用者）企業管治守則，以確保本集團之業務活動及決策程序受適當及審慎監管。

董事會認為，除偏離守則條文第C.2.1條外，本公司已於本年度遵守GEM上市規則附錄C1載列之企業管治守則之條文。本公司之主要企業管治原則及常規概述如下。

A. 董事會

A.1 職責及授權

董事會獲委託整體負責透過為本公司之業務提供有效領導及指導，推動本公司邁向成功，並確保其營運具透明度及問責性。董事會保留其對本公司所有重大事項之決定權，包括批准及監察所有政策事宜、整體政策及預算、內部監控系統、風險管理系統、重大交易（尤其是該等可能涉及利益衝突者）、財務資料、董事變動、特別項目以及其他重大財務及營運事宜。管理層全力支持董事會履行其職責。

CORPORATE GOVERNANCE REPORT

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The day to day management, administration and operation of the Company are delegated to executive Directors and the senior management. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the above mentioned officers. All Directors have full and timely access to all relevant information of the Company, with a view to ensure that Board procedures and all applicable rules and regulations in Cayman Islands and Hong Kong are followed. Each Director is normally able to seek independent advice in appropriate circumstances at the Company's expense, upon making request to the Board.

In addition, the Board has also delegated various responsibilities to the board committees of the Company. Further details of the board committees of the Company are set out below in this report.

The Board is also responsible for, among others, performing the corporate governance duties as set out in the code provision A.2.1 of the CG Code, which include:

- to develop and review the Group's policies and practices on corporate governance and make recommendations to the Board;
- 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 legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to the Directors and employees; and

本公司的日常管理、行政及營運轉授予執行董事及高級管理層進行。所轉授之職能及工作均會定期檢討。上述高級職員於訂立任何重大交易前須取得董事會批准。全體董事已全面並及時獲得本公司的一切相關資料，旨在確保已遵守董事會程序以及開曼群島及香港的所有適用規則及法規。在適當情況下，各董事一般可在向董事會提出要求後尋求獨立意見，費用由本公司承擔。

此外，董事會亦已轉授多項責任予本公司董事委員會。有關本公司董事委員會的進一步詳情載於本報告下文。

董事會亦負責（其中包括）履行企業管治守則之守則條文第A.2.1條所載的企業管治職責，其包括：

- 制定及檢討本集團的企業管治政策及常規，並向董事會提出建議；
- 檢討及監察董事及高級管理層之培訓及持續專業發展；
- 檢討及監察本集團有關遵守法律及監管規定方面的政策及常規；
- 制定、檢討及監察適用於董事及僱員之操守守則及合規手冊（如有）；及

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- to review the Group's compliance with the CG Code and disclosure in the Corporate Governance Report.

The Company has arranged appropriate liability insurance coverage for all the Directors, including company securities, employment practices, regulatory crisis event, investigation, litigation, tax liabilities and public relation, etc., which is to be reviewed by the Board on a regular basis.

The Board has delegated day-to-day operation responsibility to the management of the Company under the supervision of the executive Directors and various Board committees. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entering into by the foregoing officers and senior management.

A.2 Board Composition

The Board comprised the following Directors during the Year and up to the date of this annual report:

Executive Directors

Mr. Zhang (Chairman and Chief Executive Officer)

Mr. Tian (appointed on 19 June 2024)

Mr. Wong Kwok San ("Mr. Wong")

(resigned on 19 June 2024)

Non-executive Directors

Mr. Lyu

Ms. Li (appointed on 24 December 2024)

Independent non-executive Directors

Mr. Chan

Mr. Chow

Dr. Deng

- 檢討本集團遵守「企業管治守則」之情況及於「企業管治報告」內之披露事項。

本公司已為全體董事安排適當責任保險（包括公司證券、僱傭常規、監管危機事件、調查、訴訟、稅務負債及公共關係等），其將由董事會定期檢討。

董事會已於執行董事及各個董事委員會之監督下轉授日常營運責任予本公司管理層。所轉授職能及職責均由董事會定期檢討。上述高級職員及高級管理層於訂立任何重大交易前須取得董事會批准。

A.2 董事會組成

於本年度及直至本年報日期，董事會由以下董事組成：

執行董事

張先生（主席及行政總裁）

田先生（於二零二四年六月十九日獲委任）

黃國新先生（「黃先生」）

（於二零二四年六月十九日辭任）

非執行董事

呂先生

李女士（於二零二四年十二月二十四日獲委任）

獨立非執行董事

陳先生

周先生

鄧博士

CORPORATE GOVERNANCE REPORT

企業管治報告

The nomination committee of the Company (the “**Nomination Committee**” or “**NC**”) ensures the composition of the Board constitutes a balance of skills, experiences, qualifications and diversity of perspective appropriate to the requirements of the business and development of the Company. The current Board composition of two executive Directors, one non-executive Director and three independent non executive Directors (the “**INEDs**”) can effectively exercise independent judgment. The list of all Directors (by category) is set out under the section headed “Corporate Information” in this annual report and is also disclosed in all corporate communications issued by the Company pursuant to the GEM Listing Rules from time to time. The INEDs are expressly identified in all corporate communications of the Company. There is no relationship (including financial, business, family or other material or relevant relationships) between the Board members, and in particular, between the Chairman and the Chief Executive.

During the Year, the Board has at all times met the requirements of the GEM Listing Rules relating to the appointment of at least three INEDs with at least one of them possessing appropriate professional qualifications and accounting and related financial management expertise as required under the GEM Listing Rules.

The participation of INEDs in the Board brings a diverse range of expertise, skills and independent judgment on issues relating to the Group’s strategies, performance, conflicts of interests and management process to ensure that the interests of all Shareholders of the Company have been duly considered. Each of the INED has confirmed in writing his independence to the Company pursuant to Rule 5.09 of the GEM Listing Rules and the Board considers that all the INEDs are independent.

There is a balance of skills and experience for the Board, which is appropriate for the requirements of the business of the Company. The Directors’ biographical information is set out in the section headed “Biographical Details of Directors” of this annual report.

本公司的提名委員會（「**提名委員會**」）確保董事會的組成已維持技能、經驗、資格及多元化觀點間的均衡，切合本公司業務及發展所需。現有董事會由兩名執行董事、一名非執行董事及三名獨立非執行董事（「**獨立非執行董事**」）構成，可有效作出獨立判斷。按類別劃分的全體董事名單載於本年報「公司資料」一節，並於本公司根據GEM上市規則不時刊發所有公司通訊中披露。獨立非執行董事已明確標註於本公司所有公司通訊。董事會成員之間（尤其是主席與最高行政人員之間）概無關係（包括財務、業務、家庭或其他重大或相關關係）。

本年度，董事會於任何時間均符合GEM上市規則有關委任最少三名獨立非執行董事之規定，而其中最少一名須具備GEM上市規則所規定之適當專業資格以及會計及相關財務管理專業知識。

獨立非執行董事參與董事會可就有關本集團策略、表現、利益衝突及管理程序的事宜提供多現化專業知識、技能及獨立判斷，以確保本公司全體股東的利益獲充分考慮。各獨立非執行董事已根據GEM上市規則第5.09條以書面方式向本公司確認其獨立性，且董事會認為全體獨立非執行董事均屬獨立。

董事會在技能及經驗方面維持平衡，切合本公司業務所需。董事的履歷資料載於本年報「董事履歷詳情」一節。

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The list of current Directors (by category) is also disclosed in this annual report and all corporate communications issued by the Company pursuant to the GEM Listing Rules from time to time. The Company also maintains on its website at www.ziyygroup.com and on the HKEXnews website at www.hkexnews.hk an updated list of current Directors (by category) identifying their roles and functions.

A.3 Chairman and Chief Executive

Mr. Zhang is the Chairman and Chief Executive Officer and is responsible for major decision-making and implementation of business strategies of the Group. The Chairman also takes the lead to ensure that the Board works effectively and acts in the best interest of the Company by encouraging the Directors to make active contributions to Board's affairs and promoting a culture of openness and debate.

Code Deviation

In accordance with the code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Board is of the view that although Mr. Zhang is the Chairman and Chief Executive Officer of the Company, this structure will not impair the balance of power and authority between the Board and the management of the Company. The balance of power and authority is ensured by the operations of the Board, which comprises experienced and high caliber individuals and meets regularly to discuss issues affecting operations of the Company. The Board believes that this structure is conducive to strong and consistent leadership, enabling the Group to make and implement decisions promptly and efficiently. The Board has full confidence in Mr. Zhang and believes that his appointment to the posts of Chairman and Chief Executive Officer is beneficial to the business prospects of the Company.

Save as disclosed above, the Company had complied with the code provisions in the CG Code.

按類別劃分之現任董事名單亦於本年報及本公司根據GEM上市規則不時刊發的所有公司通訊中披露。本公司亦於其網站 www.ziyygroup.com 及披露易網站 www.hkexnews.hk 提供列明其角色及職能的現任董事最新名單。

A.3 主席及行政總裁

張先生為主席兼行政總裁，負責作出本集團之主要決策及實施本集團之業務策略。主席亦帶頭透過鼓勵所有董事積極參與董事會事務及推廣開放及辯論文化，確保其有效運作及按本公司最佳利益行事。

守則偏離

按照企業管治守則之守則條文第C.2.1條，主席與行政總裁的角色應有區分，並不應由一人同時兼任。董事會認為，儘管張先生為本公司主席及行政總裁，該架構並不會損害董事會與本公司管理層之間的權力及權限平衡。由於董事會由經驗豐富的高素質人士組成，且定期開會討論影響本公司經營的問題，這種運作確保了權力及權限平衡。董事會相信，該架構有助於樹立強勢及一致的領導作風，令本集團能夠迅速高效地作出並執行決策。董事會充分信任張先生，認為委任其為主席及行政總裁有利於本公司的業務前景。

除上文所披露者外，本公司已遵守企業管治守則內之守則條文。

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A.4 Appointment and Re-election of Directors

The non-executive Director and each of the INEDs has respectively entered into a letter of appointment with the Company for an initial term of three (3) years unless terminated by either party by giving at least three (3) month's written notice to the other.

Pursuant to the Company's Articles of Association (the "**Articles of Association**"), at each annual general meeting of the Company, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for reelection. The Company at the general meeting at which a Director retires may fill the vacated office.

The procedures and process of appointment, re-election and removal of Directors are laid down in the Articles of Association. The Company has established a Nomination and Corporate Governance Committee and its primary functions are to make recommendations to the Board regarding candidates to fill vacancies on the Board and policies/practices on corporate governance of the Group. Details of the Nomination and Corporate Governance Committee and its work performed are set out in the "Board Committees" section below.

A.4 委任及重選董事

非執行董事及各獨立非執行董事已分別與本公司訂立委任函，初步任期為三(3)年，除非任何一方向另一方發出少三(3)個月書面通知終止則除外。

根據本公司組織章程細則(「**組織章程細則**」)，在每屆股東週年大會上，當時的三分之一董事或如其人數並非三或三的倍數，則最接近但不少於三分之一的董事人數的董事應輪值退任，但每名董事(包括以指定任期獲委任的董事)須至少每三年輪值退任一次。退任董事有資格重選連任。本公司可在股東大會上就任何董事的退任填補該等職位的空缺。

委任、重選及罷免董事之程序及過程載於組織章程細則。本公司已成立提名及企業管治委員會，其主要職能為就填補董事會空缺之人選及本集團之企業管治政策／常規向董事會提出建議。有關提名及企業管治委員會之詳情及其履行之工作載於下文「董事委員會」一節。

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A.5 Induction and Continuous Professional Development for Directors

Pursuant to Code Provision C.1.4 of CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills as to ensure that their contribution to the Board remains informed and relevant.

Each newly appointed Director receives comprehensive, formal and tailored induction on the first occasion of his appointment, so as to ensure that he has appropriate understanding of the Group structure, Board and Board Committees meetings procedures, business, management and operations of the Company, etc. and that he is fully aware of his responsibilities and obligations under the GEM Listing Rules and relevant regulatory requirements in the Cayman Islands and Hong Kong.

All Directors are continually updated with legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities.

A.5 董事的入職簡報及持續專業發展

根據企業管治守則的守則條文第C.1.4條，所有董事應參與持續專業發展，發展並更新其知識及技能，以確保其繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。

每名新委任的董事均在其首次接受委任時接受全面、正式及為其而設的入職簡報，以確保彼對本集團的架構、董事會及董事委員會會議程序、本公司的業務、管理及營運等有適當理解，並確保彼完全知悉其於GEM上市規則以及開曼群島及香港相關監管規定下的責任及義務。

全體董事持續掌握最新的法律及監管規定發展，並了解最新業務及市場變化，以便履行彼等的職責。

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According to the records maintained by the Company, the Directors received the following training regarding roles, function and duties of a director of a listed company or professional skills in compliance with the new requirement of the CG Code on continuous professional development during the Year:

根據本公司存置之記錄，本年度，董事遵照企業管治守則有關持續專業發展之新規定，接受以下有關上市公司董事之角色、職能及職責或專業技能之培訓：

Attending seminars/ induction training/ reading materials

出席研討會／

入職培訓／

閱讀材料

Executive Directors

Mr. Zhang (Chairman and
Chief Executive Officer)

Mr. Tian (appointed on 19 June 2024)

Mr. Wong (resigned on 19 June 2024)

執行董事

張先生 (主席及行政總裁)

田先生 (於二零二四年
六月十九日獲委任)

黃先生 (於二零二四年
六月十九日辭任)

✓

✓

✓

Non-executive Directors

Mr. Lyu

Ms. Li (appointed on 24 December 2024)

非執行董事

呂先生

李女士 (於二零二四年十二月
二十四日獲委任)

✓

✓

Independent Non-executive Directors

Mr. Chan

Mr. Chow

Dr. Deng

獨立非執行董事

陳先生

周先生

鄧博士

✓

✓

✓

Besides, the Company keeps circulating information and materials to develop and refresh Directors' knowledge and skills from time to time. All the information and materials are relevant to the Group's business, the economy, corporate governance, rules and regulations, accounting, financial or professional skills and/or directors' duties and responsibilities. There are also arrangements in place for providing continuing briefing and professional development to each Director. All Directors are encouraged to attend relevant training courses at the Company's expense. The company secretary is responsible to keep records of training taken by each Director.

此外，本公司一直不時傳閱資訊及材料以增進及更新董事之知識及技能。所有資訊及材料均與本集團之業務、經濟、企業管治、規則及法規、會計、財務或專業技能及／或董事之職責及責任有關。本公司亦訂有安排向各董事提供持續簡報及專業發展。本公司鼓勵所有董事出席相關培訓課程，開支由本公司承擔。公司秘書負責保管各董事接受培訓之記錄。

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A.6 Board Meetings

A.6.1 Board Practices and Conduct of Meetings

Pursuant to Code Provision C.5.1 of the CG Code, the Board should meet regularly and Board meetings should be held at least four times a year for reviewing and approving financial statements, operating performance, budgets, rules and regulations, announcements and circulars issued by the Company and considering and approving the progress of the various on going projects, the overall strategies and policies of the Company. Additional meetings would be arranged if and when required. Annual meeting schedules of each meeting of the Board and for the audit committee, nomination committee and remuneration committee of the Company (the “Committees”) are normally made available to Directors and members in advance. Board members are provided with all agenda and adequate information for their review at least 14 days before the meetings. The Board and Board Committees members are supplied with comprehensive meeting papers and relevant materials within a reasonable period of time in advance of the intended meeting date (in any event no less than 3 days before the date of the meeting). All Directors and the Board Committees members are given opportunities to include matters in the agenda for regular Board and Board Committees meetings and/or their meetings, if required. To facilitate the decision making process, the Directors and the Board Committees members are free to have access to the management for enquiries and to obtain further information, when required.

A.6 董事會會議

A.6.1 董事會常規及會議舉行方式

根據企業管治守則的守則條文第C.5.1條，董事會應定期舉行會議，董事會會議應至少每年舉行四次，以審閱及批准財務報表、經營表現、預算、規則及規例、本公司刊發的公告及通函，以及考慮及批准本公司各個進行中項目之進展、整體策略及政策。本公司亦將於有需要時安排額外會議。各董事會以及本公司審核委員會、提名委員會及薪酬委員會（「委員會」）會議之全年會議時間表一般會提前供董事及各成員閱覽。董事會成員於會議舉行前至少14日獲提供所有議程及充足資料以供彼等審閱。董事會及董事委員會成員於擬定會議日期前之合理期間內（無論如何不少於會議日期前3日），獲提供詳盡的會議文件及相關材料。所有董事及董事委員會成員皆有機會提出事項列入董事會及董事委員會定期會議及／或其會議（如需要）之議程。為方便作出決策過程，董事及董事委員會成員可自由聯絡管理層以查詢及取得進一步資料（如需要）。

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After the meeting, draft minutes are circulated to all Directors and Committees' members for comments. Minutes of Board meetings and meetings of Board Committees are kept by the company secretary and are available for inspection by the Directors at all times.

Directors may participate in meetings either in person or through electronic means of communications. Directors are free to contribute and share their views at meetings and major decisions will only be taken after deliberation at Board meetings. Directors who are considered to have conflict of interests or material interests in the proposed transactions or issues to be discussed will not be counted in the quorum of meeting and will abstain from voting on the relevant resolutions.

A.6.2 Directors' Attendance Records

The Board meets regularly for reviewing and approving the financial and operating performance, and considering and approving the overall strategies and policies of the Company. Additional meetings are held when significant events or important issues are required to be discussed and resolved.

於會議後，全體董事及委員會成員均獲傳閱會議記錄草稿以表達意見。董事會會議及董事委員會會議之會議記錄由公司秘書保存，以供董事隨時查閱。

董事可親身或透過電子通訊途徑參與會議。董事可於會議上自由發表及分享意見，而重大決定將僅於董事會會議上審議後方可作出。被視為於建議交易或將予討論之事宜中存在利益衝突或擁有重大權益之董事將不得計入會議法定人數內，並須就有關決議案放棄投票。

A.6.2 董事出席記錄

董事會定期舉行會議，以審閱及批准財務及營運表現，以及審議及批准本公司之整體策略及政策。當有重大事件或重要事項需要討論及議決時，董事會會舉行額外會議。

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During the Year, the Board convened 6 full Board meetings. The attendance records of the Directors at Board meetings, Audit Committee meetings, Remuneration Committee meetings, Nomination Committee meetings and the general meetings held during the Year are as follows:

於年內，董事會召開六(6)次全體董事會會議。各董事出席於本年度召開的董事會會議、審計委員會會議、薪酬委員會會議、提名委員會會議及股東大會的紀錄載列如下：

		Number of meetings attended/eligible to attend 出席／合資格出席會議次數				
		Board 董事會	RC 薪酬委員會	AC 審核委員會	NC 提名委員會	AGM 股東週年大會
Executive Directors	執行董事					
Mr. Zhang (Chairman and Chief Executive Officer)	張先生 (主席及行政總裁)	6	N/A 不適用	N/A 不適用	3	1
Mr. Tian	田先生	5	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Wong	黃先生	1	1	N/A 不適用	N/A 不適用	1
Non-executive Directors	非執行董事					
Mr. Lyu	呂先生	6	N/A 不適用	4	N/A 不適用	1
Ms. Li	李女士	1	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Independent Non-executive Directors	獨立非執行董事					
Mr. Chan	陳先生	6	1	4	3	1
Mr. Chow	周先生	6	N/A 不適用	N/A 不適用	N/A 不適用	1
Dr. Deng	鄧博士	6	1	4	3	1

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

除上述會議外，需要董事會批准之事宜均透過全體董事會成員傳閱書面決議案之方式安排。

All business transacted at the Board meetings and by written resolutions were well-documented. Minutes of the Board meetings and written resolutions are kept by the Company and are available to all Directors.

於董事會會議及透過書面決議案處理之所有事務均妥為記錄。董事會會議之會議記錄及書面決議案均由本公司保存，並可供全體董事查閱。

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A.7 Board Diversity Policy

The Company is committed to equal opportunities in all aspects of its business and does not discriminate on grounds of gender, family status, disability, nationality, race, ethnicity, religious or philosophical belief, age, sexual orientation, or any other factor.

The Company recognises and embraces diversity in the boardroom. The Company believes that a diversity of perspective can benefit the Company and diversity can be achieved by considering factors such as gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments are therefore made based on merit, and candidates are considered against various objective criteria, with due regard for the benefits of diversity on the Board.

As of the date of this annual report, the Board consists of seven Directors, including one female member. Three Directors serve as independent non-executive Directors, ensuring critical oversight and governance of the management process.

A.7 董事會成員多元化政策

本公司致力於在其業務的各個方面提供平等機會，不因性別、家庭狀況、殘疾、國籍、種族、族裔、宗教或哲學信仰、年齡、性取向或任何其他因素而作出歧視。

本公司認同並擁護董事會多元化的概念。本公司認為，多元化的觀點可以使公司受益，而多元化可以通過考慮性別、年齡、文化和教育背景、種族、專業經驗、技能、知識和服務年期等因素來實現。因此，董事會的所有任命均抱持唯才是用的原則，根據各種客觀標準並適當考慮多元化的益處來考慮候選人。

截至本年度報告日期，董事會由七名董事組成，其中一名為女性。三名董事為獨立非執行董事，確保對管理流程進行嚴格監督與管控。

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B. BOARD COMMITTEES

The Board has established three Board Committees, namely, the audit committee (“**Audit Committee**” or “**AC**”), the remuneration committee (“**Remuneration Committee**” or “**RC**”) and the Nomination Committee, for overseeing particular aspects of the Company’s affairs. All Board Committees have been established with defined written terms of reference, which are posted on the HKEXnews website at www.hkexnews.hk and the Company’s website at www.ziyygroup.com. All the Board Committees should report to the Board on their decisions or recommendations made. The practices, procedures and arrangements in conducting meetings of Board Committees follow in line with, so far as practicable, those of the Board meetings set out above.

All Board Committees are provided with sufficient resources to perform their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstance, at the Company’s expense.

B.1 Remuneration Committee

The Company established the RC pursuant to a resolution of passed on 12 June 2018 in compliance with Rule 5.34 of the GEM Listing Rules with written terms of reference in compliance with the CG Code. The primary functions of the RC are to (i) make recommendation to the Board on the remuneration packages of the Directors and senior management of the Group, (ii) review performance based remuneration; and (iii) ensure none of the Directors determine their own remuneration.

As at 31 December 2024, the RC currently consists of an executive Directors, namely Mr. Tian, and two independent non-executive Directors, namely Mr. Chan and Dr. Deng. Dr. Deng currently serves as the chairman of the RC.

B. 董事委員會

董事會已成立三個董事委員會，即審核委員會（「**審核委員會**」）、薪酬委員會（「**薪酬委員會**」）及提名委員會，以監督本公司事務之特定範疇。所有董事委員會均已制訂明確之書面職權範圍，該等範圍刊載於披露易網站www.hkexnews.hk及本公司網站www.ziyygroup.com。所有董事委員會應向董事會匯報其所作出之決定或推薦建議。董事委員會舉行會議之常規、程序及安排在實際可行情況下均符合上文所載董事會會議的常規、程序及安排。

所有董事委員會均獲提供充足資源以履行其職責，並可在合理要求下於適當情況尋求獨立專業意見，開支由本公司承擔。

B.1 薪酬委員會

本公司遵照GEM上市規則第5.34條根據於二零一八年六月十二日通過之決議案成立之薪酬委員會，其書面職權範圍符合企業管治守則。薪酬委員會之主要職能為(i)就董事及本集團高級管理層之薪酬待遇向董事會提出推薦建議；(ii)審閱以表現為基準之薪酬；及(iii)確保概無董事釐定其自身之薪酬。

於二零二四年十二月三十一日，薪酬委員會由一名執行董事，即田先生及兩名獨立非執行董事，即陳先生及鄧博士組成。鄧博士目前擔任薪酬委員會主席。

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Pursuant to the code provision E.1.5 of the CG Code, the remuneration of the members of the Board and the senior management by band for the Year is set out in Note 38 to the consolidated financial statements.

Details of the remuneration of each Director and the five individuals with the highest emoluments in the Group for the Year are set out in Note 11 to the consolidated financial statements.

The members of the RC should meet at least once a year. During the Year, the individual attendance records of the each Director at the meeting of the RC is set out on page 39 of this annual report.

Set out below is a summary of the work and related tasks performed by the RC during the Year:

- reviewed the summary of remuneration package paid to each Directors and senior management of the Company;
- studied the current remuneration package, policy and structure of all Directors (including appointment(s), resignation(s) and retirement(s) during the year);
- proposed remuneration packages with reference to the duties and responsibilities of Directors, business performance and profitability of the Group and market conditions, the corporate objective and goal set by the Board and a report of salaries paid by the comparable companies to directors and senior management; and
- reviewed the procedures of remuneration policy, procedures and structure for fixing the remuneration packages.

根據企業管治守則之守則條文第E.1.5條，本年度按薪酬範圍劃分之董事會成員及高級管理層薪酬載於綜合財務報表附註38。

有關本年度各董事及本集團五位最高薪人士之薪酬詳情分別載於本年報所載之綜合財務報表附註11。

薪酬委員會成員應至少每年舉行一次會議。本年度，各董事出席薪酬委員會會議之個人出席記錄載於本年報第39頁。

以下載列薪酬委員會於本年度進行之工作及相關任務概要：

- 檢討已向各董事及本公司高級管理層支付之薪酬待遇概要；
- 研究全體董事之當前薪酬待遇、政策及架構（包括年內之委任、辭任及退任）；
- 參考董事之職責及責任、本集團之業務表現及盈利能力以及市況、董事會制定之企業目標及目的以及可資比較公司向董事及高級管理層支付之薪資報告而建議薪酬待遇；及
- 檢討薪酬政策程序以釐定薪酬待遇之程序及架構。

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B.2 Audit Committee

As at 31 December 2024, the AC currently consists of a non-executive Directors, namely Mr. Lyu and independent non-executive Directors, namely Mr. Chan and Dr. Deng. Mr. Chan currently serves as the chairman of the AC, who holds the appropriate professional qualifications as required under Rules 5.05(2) and 5.28 of the GEM Listing Rules.

The primary duties of the AC are mainly to review the financial information and reporting process, internal control procedures and risk management system, audit plan and relationship with external auditors and arrangements to enable employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The members of the AC should meet not less than two times a year to consider interim report and annual report prepared by the Board and meet the external auditors at least twice a year. During the Year, the individual attendance records of each Director at the meeting of the AC is set out on page 39 of this annual report.

B.2 審核委員會

於二零二四年十二月三十一日，審核委員會現時由由一名非執行董事，即呂先生及兩名獨立非執行董事組成，即陳先生及鄧博士。陳先生目前擔任審核委員會主席，彼持有GEM上市規則第5.05(2)及5.28條規定之適當專業資格。

審核委員會之主要職責主要為審閱財務資料及申報過程、內部監控程序及風險管理系統、審核計劃及與外聘核數師之關係，以及令本公司僱員能夠在保密情況下就財務申報、內部監控或本公司其他事宜提出可能不當行為之憂慮之安排。

審核委員會成員應每年舉行不少於兩次會議，以考慮董事會編製中期報告及年報，並至少每年與外聘核數師會面兩次。本年度，各董事出席審核委員會會議之個人出席記錄載於本年報第39頁。

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During the Year, the AC met 4 times and performed the following major tasks:

- Review and discussion of the interim and annual financial statements, results announcements and reports, the related accounting principles and practices adopted by the Group and the relevant audit findings;
- Review and discussion of the effectiveness of the risk management and internal control system of the Group;
- Review the internal control reports submitted by the internal audit department of the Group; and
- Discussion and recommendation of the re-appointment of external auditor.

During the Year, the fee paid/payable to auditors in respect of audit service and/or non-audit services provided by the auditors to the Group were as follows:

本年度，審核委員會舉行4次會議，並進行以下主要工作：

- 審閱及討論中期及年度財務報表、業績公告及報告、本集團採納之相關會計原則及慣例以及相關審核發現；
- 檢討及討論本集團之風險管理及內部監控制度之成效；
- 審閱本集團內部審計部提交的內部控制報告；及
- 討論及建議續聘外聘核數師。

本年度，就核數師向本集團提供之審核服務及／或非審核服務而已付／應付核數師之費用如下：

Nature of services	服務性質	RMB'000 人民幣千元
Audit services	審核服務	1,323

B.3 Nomination Committee

The principal duties of the Nomination review the structure, size and composition (including the skills, knowledge and experience) of Committee are to (i) review the Board; (ii) develop and formulate relevant procedures for the nomination and appointment of directors; (iii) identify qualified individuals to become members of the Board; (iv) monitor the appointment and succession planning of directors; and (v) assess the independence of INEDs.

B.3 提名委員會

提名委員會之主要職責為(i)檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)；(ii)設立及制訂提名及委任董事之相關程序；(iii)物色可成為董事會成員之合資格人士；(iv)監督董事之委任及繼任計劃；及(v)評估獨立非執行董事之獨立性。

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As at 31 December 2024, the NC consists of an executive Director, namely Mr. Zhang, and two independent non-executive Directors, namely Mr. Chan and Dr. Deng. Mr. Zhang currently serves as the chairman of the NC.

The Company adopted a board diversity policy which sets out the approach to achieve diversity on the Board, the summary of which are set out below:

- With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development;
- In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service; and
- All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

The members of the NC should meet at least once a year where appointment of the Directors will be considered. During the Year, the individual attendance records of the each Nomination Committees at the meeting of the NC is set out on page 39 of this annual report.

於二零二四年十二月三十一日，提名委員會由一名執行董事即張先生及兩名獨立非執行董事組成，即陳先生及鄧博士組成。張先生目前擔任提名委員會主席。

本公司採納董事會成員多元化政策，當中載列達致董事會成員多元化之方法，其概要載列如下：

- 為達致可持續及平衡發展，本公司視董事會層面之日益多元化為支持其實現策略目標及可持續發展之關鍵元素；
- 於設計董事會之組成時，已從多方面考慮到董事會成員之多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年限；及
- 董事會之所有委任將以用人唯才為基礎，且將以客觀標準考慮人選，並充分考慮董事會成員多元化之裨益。

提名委員會成員應至少每年舉行一次會議，於會上審議董事之委任。本年度，各提名委員會成員出席提名委員會會議之個人出席記錄載於本年報第39頁。

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During the Year, the NC met three times and performed the following major tasks:

- Review and discussion of the existing structure, size and composition of the Board to ensure that it has a balance of expertise, skills and experience appropriate to the requirements for the business of the Group;
- Assessment of the independence of the existing INEDs;
- Recommendation on the re-appointment of retiring Directors at the AGM pursuant to the Articles of Association;
- Review and development of the Company's policies and practices on corporate governance and make recommendations to the board;
- Review and monitoring of the training and continuous professional development of directors and senior management;
- Review and monitoring of the Company's policies and practices on compliance with legal and regulatory requirements;
- Review and monitoring of the code of conduct applicable to employees and directors; and
- Review of the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

本年度，提名委員會舉行三次會議，並進行以下主要工作：

- 檢討及討論董事會現時之架構、人數及組成，確保其於符合本集團業務需求之專業知識、技能及經驗間取得平衡；
- 評估現任獨立非執行董事之獨立性；
- 根據組織章程細則於股東週年大會上就重新委任退任董事提出推薦建議；
- 檢討及制定本公司之企業管治政策及常規，並向董事會作出推薦建議；
- 檢討及監察董事及高級管理層之培訓及持續專業發展；
- 檢討及監察本公司有遵守法律及監管規定之政策及常規；
- 檢討及監察適用於僱員及董事之行為守則；及
- 檢討本公司遵守企業管治守則之情況及於企業管治報告之披露事項。

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C. COMPANY SECRETARY

Company Secretary supports the Board by ensuring good information flow within the Board and that the Board policy and procedures are followed. The Company Secretary is responsible for advising the Board on the corporate governance matters and facilitating induction and professional development of the Directors. All Directors have access to the advice and services of the Company Secretary to ensure that the Board procedures and all applicable laws, rules and regulations, are followed.

Mr. Wong Kwok San and Ms. Li Xinpei were appointed as the Joint Company Secretaries of the Group on 28 August 2019 and 13 January 2017 respectively. Both Mr. Wong Kwok San and Ms. Li Xinpei have complied with all the required qualifications, experiences and training requirements under the GEM Listing Rules. For the Year, both of Mr. Wong Kwok San and Ms. Li Xinpei complied with the GEM Listing Rules by taking not less than 15 hours of relevant professional training.

D. DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Group for the Year, which give a true and fair view of the state of affairs, results and cash flows of the Group and are in compliance with the relevant accounting standards and principles, applicable laws and disclosure provisions required of the GEM Listing Rules.

As at 31 December 2024, the Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern. Therefore the Directors continue to adopt the going concern approach in preparing the consolidated financial statements.

The responsibilities of the Group's external auditors, BDO Limited, on the Company's consolidated financial statements are set out in the Independent Auditor's Report on pages 101 to 108 of this Annual Report.

C. 公司秘書

公司秘書為董事會提供支持，確保董事會成員之間有良好之資訊交流，以及遵從董事會政策及程序。公司秘書負責就企業管治事宜向董事會提供意見，並促成董事之入職簡報及專業發展。全體董事均可獲得公司秘書之意見及服務，以確保遵從董事會程序及所有適用法律、規則及法規。

黃國新先生及李新培女士分別於二零一九年八月二十八日及二零一七年一月十三日獲委任為本集團之聯席公司秘書。黃國新先生及李新培女士均已遵守GEM上市規則項下之全部資格、經驗及培訓要求。本年度，黃國新先生及李新培女士均遵守GEM上市規則接受不少於15小時之相關專業培訓。

D. 董事及核數師對綜合財務報表的責任

董事確認其編製本集團本年度的綜合財務報表的責任，有關財務報表真實及公平地反映本集團事務狀況、業績及現金流量，並符合GEM上市規則所規定的有關會計準則及原則、適用法律及披露條文。

於二零二四年十二月三十一日，董事會並不知悉與可能對本集團持續經營能力構成重大質疑的事件或情況有關的任何重大不明朗因素。因此，董事於編製綜合財務報表時繼續採納持續經營法。

本集團外聘核數師香港立信德豪會計師事務所有限公司對本公司綜合財務報表須承擔之責任載於本年報第101至108頁之獨立核數師報告。

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E. CORPORATE GOVERNANCE FUNCTIONS

A nomination and corporate governance committee has been established and the Board is responsible for performing the corporate governance functions such as developing and reviewing the Company's policies, practices on corporate governance, training and continuous professional development of the directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, etc.

The Directors will review the Group's corporate governance policies and compliance with CG Code each financial year and comply with the "comply or explain" principle in the corporate governance report which will be included in the annual reports after the Listing.

F. DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the rules set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code for dealing in securities of the Company by the Directors (the "**Required Standard**"). Having made specific enquiry, all the Directors have confirmed that they have complied with the Required Standard during the Year.

In addition, the Company has also adopted provisions of the Required Standard as written guidelines for relevant employees in respect of their dealings in the securities of the Company. Such relevant employees did and would abide by the provisions of the Required Standard. Besides, the Company has adopted internal control policy in relation to the disclosure of inside information of the Company (the "**Inside Information Policy**").

No incident of non compliance of the Required Standard and/or the Inside Information Policy by such relevant employees was noted by the Company during the Year and up to the date of this annual report.

E. 企業管治職能

提名及企業管治委員會已經成立，且董事會負責履行企業管治職能，如制定及檢討本公司政策、企業管治常規、董事及高級管理層的培訓及持續專業發展、本公司遵守法律及監管規定的政策及常規等。

董事將於每個財政年度檢討本集團的企業管治政策及遵守企業管治守則情況並遵守將載入上市後年報的企業管治報告的「不遵守就解釋」原則。

F. 董事的證券交易

本公司已採納GEM上市規則第5.48條至第5.67條所載的規則，作為董事買賣本公司證券的守則（「**必守標準**」）。經作出具體查詢後，全體董事已確認，彼等於本年度一直遵守必守標準。

此外，本公司亦已採納必守標準條文作為有關僱員買賣本公司證券的書面指引。該等有關僱員已經及將會遵守必守標準條文。此外，本公司已就披露本公司的內幕消息採納內部監控政策（「**內幕消息政策**」）。

本年度至本年報日期期間，本公司並不知悉有任何相關僱員違反必守標準及／或內幕消息政策的事宜。

G. RISK MANAGEMENT AND INTERNAL CONTROLS

The Board has overall responsibility for the establishment, maintenance and review of the Group's internal control system to safeguard the assets of the Group and shareholder investments. The internal control system of the Group aims to facilitate effective and efficient operation which in turn minimises the risks to which the Group is exposed. The system can only provide reasonable but not absolute assurance against misstatement or losses.

The Board has conducted a review of the implemented system and procedures, covering financial, operational and legal compliance controls and risk management functions. The Directors consider that the Group has implemented appropriate procedures for safeguarding the Group's assets against unauthorised use or misappropriation, maintaining proper accounting records, segregation of duties and putting plans and routines into execution with appropriate authority and in compliance with the relevant laws and regulations.

The Company has an internal audit function. The Company's internal audit department identifies the risks of the Group, and independently reviewed the effectiveness of the internal control and risk management systems, including financial, operational and compliance, in the key activities of the Company's business. The internal audit department reports to the Audit Committee, and submits regular reports for its review in accordance with the approved review and audit mechanisms. The department submits a detailed report at least once a year to the Board for its review and monitors the risks identified and the effectiveness of the systems of internal control and risk management of the Group.

The Audit Committee reviewed the internal control review report submitted by internal audit department and the Company's risk management and internal control systems in respect of the Year and considered that they are effective and adequate. The Board assessed the effectiveness of internal control systems by considering the internal control review report and reviews performed by the Audit Committee and concurred the same.

G. 風險管理及內部監控

董事會對建立、維護及檢討本集團之內部監控系統負有全面責任，以保障本集團資產及股東投資。本集團之內部監控系統旨在促進有效及高效營運，從而盡量減低本集團面臨之風險。該系統僅可就錯誤陳述或虧損提供合理而非絕對保證。

董事會已檢討所實行之系統及程序，有關系統及程序涵蓋財務、經營及法律合規監控以及風險管理職能。董事認為，本集團已實施適當程序以保障本集團之資產不會於未經授權之情況下被使用或不當挪用、存置適當之會計記錄、職責分離、在適當之授權下實施計劃及日常經營以及遵守相關法律及法規。

本公司設有內部審計職能。本公司的內部審計部識別本集團之風險及獨立審閱本公司業務主要活動的內部控制及風險管理體系（包括財務、營運及合規）的成效。本公司的內部審計部向審核委員會匯報，並根據所識別之風險及經批准的審閱及審核機制定期提交報告供其審閱。該部門每年向董事會最少提交一次詳細報告以供審閱，並監督已識別風險及本集團內部控制及風險管理體系的成效。

審核委員會審閱本年度內部審核部門提交之內部監控審閱報告以及本公司之風險管理及內部監控系統，並認為其屬有效及充足。董事會透過考慮內部監控審閱報告及審核委員會進行之檢討，評估內部監控系統之有效性，並認同其有效性。

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The Group adopts a risk management framework which comprises the following processes:

- Identify significant risk in the Group's operation environment and evaluate the impacts of those risks on the Group's business;
- Develop necessary measures to manage those risks; and
- Monitor and review the effectiveness of such measures.

The Group formulated the policies and procedures of risk management and internal control as follows:

- The Group established an organizational structure with clear operating and reporting procedures, lines of responsibility and delegated authority;
- Each operating subsidiary maintains internal controls and procedures appropriate to its structure whilst complying with the Group's policies, standards and guidelines;
- Relevant executive Directors and senior management have been delegated with specific accountability for monitoring the performance of designated business operating units;
- A systematic review of the financial and business processes in order to provide management on the adequacy and effectiveness of internal controls. Where weaknesses are identified in the system of internal controls, management will evaluate and take necessary measures to ensure that improvements are implemented; and
- Code of ethics are established and adhered to by all employees to ensure high standards of conduct and ethical values in all business practices.

The Board reviewed that the risk management and internal control system adopted by the Group for the Year and considered that it was effective.

本集團採納包括以下程序之風險管理框架：

- 識別本集團經營環境之重大風險，並評估該等風險對本集團業務之影響；
- 制定必要措施管理該等風險；及
- 監控及檢討有關措施是否有效。

本集團制定之風險管理及內部監控政策及程序如下：

- 本集團設立具備清晰經營及申報程序以及責任及授權範圍之組織架構；
- 各營運附屬公司實施切合其架構之內部監控及程序，同時遵守本集團之政策、標準及指引；
- 相關之執行董事及高級管理層已獲轉授具體責任，以監控指定業務經營單位之表現；
- 對財務及業務流程進行系統性檢討，以在內部監控充分及有效之基礎下進行管理。倘發現內部監控系統存在缺陷，管理層將進行評估，並採取必要措施以確保作出改善；及
- 制定全體僱員遵守之道德守則，確保於所有業務常規中保持高水平操守及道德價值。

董事會檢討本集團本年度所採納之風險管理及內部監控系統並認為其屬有效。

H. PROCEDURES AND INTERNAL CONTROLS FOR HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Board has approved and adopted the Inside Information Policy for the Company for monitoring inside information to ensure compliance with the GEM Listing Rules and the Securities and Futures Ordinance. The procedures and internal controls for handling and dissemination of inside information as set out in the Inside Information Policy are summarised below:

Handling of Inside Information

1. Inside information shall be announced as soon as reasonably practicable after it becomes known to the Board and/or is the subject of a decision by the Board in accordance with the GEM Listing Rules. In cases where a decision by the Board is pending or in cases of incomplete negotiations, the Group shall implement the procedures set out in the Inside Information Policy to maintain the confidentiality of information. Until an announcement is made, the Directors should ensure that such information is kept strictly confidential. If the confidentiality cannot be maintained, an announcement shall be made as soon as practicable.
2. Each department shall keep inside information on transactions confidential. If there is a leakage of inside information, they shall inform the Directors and the Company Secretary immediately, so that remedial actions, including making an inside information announcement, can be taken at the earliest opportunity.
3. The Group's Finance Department shall keep track of the Group's threshold levels for disclosure pursuant to the size tests under the GEM Listing Rules, so that an announcement can be made as soon as practicable should a notifiable transaction arises.

Dissemination of Inside Information

Inside information is announced promptly through the websites of the HKEXnews (www.hkexnews.hk) and the Company (www.ziyygroup.com). The electronic publication system of the GEM is the first channel of dissemination of the Group's information before any other channel.

H. 處理及披露內幕消息的程序與內部監控

董事會已批准及採納本公司之內幕消息政策以監管內幕消息，以確保遵守GEM上市規則及證券及期貨條例。載於內幕消息政策內的處理及披露內幕消息的程序與內部監控概述如下：

處理內幕消息

1. 董事會在知悉內幕消息後及／或倘內幕消息為董事會所作決策之主體事宜，則須根據GEM上市規則於合理可行情況下盡快公告內幕消息。若有關事宜仍有待董事會作出決定或商議尚未結束，則本集團將實施內幕消息政策所載程序以維持資料的保密。直至作出公告前，董事應確保該資料絕對保密。若無法維持保密，則須在實際可行情況下盡快作出公告。
2. 各部門須對交易的內幕消息保密。倘內幕消息外洩，彼等須立即通知董事及公司秘書，以便把握最早時機採取補救行動，包括作出內幕消息公告。
3. 本集團的財務部將根據GEM上市規則的規模測試監控本集團的披露界線水平，以使可在實際可行情況下盡快就發生之須予公告交易作出公告。

發佈內幕消息

內幕消息會及時經披露易網站(www.hkexnews.hk)及本公司的網站(www.ziyygroup.com)公告。GEM的電子發佈系統為本集團透過任何其他渠道發佈消息前之優先渠道。

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I. INVESTOR RELATIONS

The Board puts great emphasis on investor relationship in particular fair disclosure and comprehensive report of the Company's performance and activities.

Shareholders are encouraged to attend the general meetings of the Company and the Directors always make efforts to fully address any questions raised by the Shareholders at the annual general meetings (the "AGM") and the extraordinary general meetings (the "EGM") of the Company.

The forthcoming AGM of the Company will be held on Friday, 6 June 2025 (the "2025 AGM"), the notice of which shall be sent to the Company's shareholders in accordance with the Articles of Association of the Company, the GEM Listing Rules and other applicable laws and regulations.

J. SHAREHOLDERS' RIGHTS

Shareholders should direct their questions about their shareholdings to the Company's Hong Kong branch registrar and transfer office, namely, Tricor Investor Services Limited, whose contact details are stated in the section headed "Corporate Information" of this annual report.

Shareholders holding not less than one-tenth of the paid-up capital of the Company may deposit a requisition to convene an EGM of the Company and state the purpose therefore to the Board or the Company Secretary.

Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such EGM, the requisitionist(s) himself (themselves) may do so in the same manner.

I. 投資者關係

董事會重視投資者關係，尤其是公平披露及全面報告本公司之表現及業務。

本公司鼓勵股東出席本公司之股東大會，且董事一直致力於完全解決股東於本公司股東週年大會（「股東週年大會」）及股東特別大會（「股東特別大會」）上提出之任何提問。

本公司應屆股東週年大會謹訂於二零二五年六月六日（星期五）舉行（「二零二五年股東週年大會」），其通告將根據本公司之組織章程細則、GEM上市規則以及其他適用法律及法規寄發予本公司股東。

J. 股東權利

股東應向本公司之香港股份過戶登記分處卓佳證券登記有限公司（其聯絡詳情載於本年報「公司資料」一節）提出有關彼等股權之提問。

持有不少於本公司繳足資本十分之一之股東可提出召開本公司股東特別大會之要求，並向董事會或公司秘書說明其目的。

有關大會須於有關請求遞交日期起計兩個月內舉行。如董事會未有於請求遞交日期起計二十一天內安排召開有關股東特別大會，請求人可按相同方式召開會議。

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The Company has adopted Communications Policy with Shareholders and investors of the Company that provide ready, equal and timely access to understandable information about the Company. The Board welcomes Shareholders for their comments and/or enquiries about the Company. Shareholders may send their comments and/or enquiries to the Board by addressing them to the Company Secretary. Shareholders who wish to put forward proposal for the Company's consideration at the general meetings of the Company can send their proposal to the Company Secretary.

Pursuant to Articles of Association, if a Shareholder wishes to propose a person other than retiring Directors for election as a Director at a general meeting of the Company, the Shareholder should deposit a written notice of nomination which shall be given to the principal place of business of the Company in Hong Kong within the 7 day period commencing the day after the despatch of the notice of the meeting (or such other period as may be determined and announced by the Directors from time to time). The relevant procedures is posted on the Company's website (www.ziyygroup.com).

The shareholders of the Company may at any time send their enquiries and concerns to the Board in writing. Contact details are as follows:

Address: Unit 6A, 4/F., Wing On Plaza, 62 Mody Road,
Kowloon, Hong Kong

E-mail: info@ziyuanyuan.com

Shareholders' enquiries and concerns will be forwarded to the Board and/or relevant Board Committees of the Company, where appropriate, to answer the Shareholders' questions.

本公司已採納與股東及本公司投資者之通訊政策，當中提供隨時可得、同等、適時及易於理解的本公司資料。董事會歡迎股東就本公司提出意見及／或查詢。股東可向董事會寄交其意見及／或查詢，收件人註明公司秘書。股東如欲提出建議以供本公司於本公司股東大會上考慮，可向公司秘書寄交其建議。

根據的組織章程細則，股東如欲建議退任董事以外的人士於本公司股東大會上選任董事，股東應於寄發有關大會通告翌日起計七日內（或董事不時決定及公告的有關其他期間），向本公司之香港主要營業地點提交書面提名通知。相關手續於本公司網站 (www.ziyygroup.com) 刊載。

本公司股東可隨時以書面形式向董事會寄交其查詢及關注事項。聯絡詳情如下：

地址：香港九龍麼地道62號
永安廣場4樓6A室

電郵： info@ziyuanyuan.com

股東的查詢及關注事項將轉交本公司董事會及／或相關董事委員會（按適用者），以解答股東提問。

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K. COMMUNICATION WITH SHAREHOLDERS

In order to enable Shareholders to exercise their rights in an informed manner, and to allow Shareholders and the investment community to engage actively with the Company, the Company has established a number of channels for maintaining on-going dialogue with the Shareholders as follows:

- (a) corporate communications such as annual reports, interim reports and circulars are issued in printed form and are available on the GEM's website and the Company's website;
- (b) periodic announcements are made through the Stock Exchange and published on the respective websites of the GEM of the Stock Exchange and the Company;
- (c) corporate information is made available on the Company's website;
- (d) AGM and EGM provide a forum for the Shareholders to make comments and exchange views with the Directors and senior management; and
- (e) the Company's share registrars serve the Shareholders in respect of share registration, dividend payment, change of Shareholders' particulars and related matters.

L. CONSTITUTIONAL DOCUMENTS

During the Year and up to the date of this annual report, there was no amendment in the constitutional documents of the Company. The Articles of Association are available on the websites of the GEM of the Stock Exchange and of the Company. To comply with the GEM Listing Rules, resolutions will be proposed at the forthcoming annual general meeting of the Company to adopt the amended and restated Articles of Association of the Company.

K. 與股東之通訊

為使股東可以知情方式行使彼等之權利，並允許股東及投資界積極參與本公司事宜，本公司已建立與股東維持持續對話之若干渠道如下：

- (a) 年報、中期報告及通函等公司通訊均以印刷形式刊發，並於GEM網站及本公司網站可供查閱；
- (b) 透過聯交所作出定期公告，並分別刊發於聯交所GEM及本公司網站；
- (c) 公司資料可於本公司網站查閱；
- (d) 股東週年大會及股東特別大會為股東提供論壇，以作出建議以及與董事及高級管理層交流意見；及
- (e) 本公司之股份過戶登記處就股份登記、股息派付、股東資料變更及有關事宜為股東服務。

L. 章程文件

本年度至本年報日期期間，本公司章程文件並無作出修訂。組織章程細則於聯交所GEM網站及本公司網站可供查閱。為遵守GEM上市規則，本公司將於應屆股東週年大會上提呈決議案，以採納本公司經修訂及重列組織章程細則。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THE REPORT

Ziyuanyuan Holdings Group Limited (hereinafter referred to as the “**Group**”, the “**Company**” or “**we**”) is pleased to present its Environmental, Social and Governance Report (the “**ESG Report**” or the “**Report**”). This ESG Report is prepared in accordance with disclosure obligations under the “comply or explain” provisions contained in the “Environmental, Social and Governance Reporting Guide” (the “**ESG Guide**”) as set out in Appendix C2 to the GEM Listing Rules. The purpose is to allow all stakeholders to learn more about the Group’s progress and development direction in respect of operation and sustainable development. The Group understands the importance of the ESG report and is committed to making continuous improvements in corporate social responsibility during our course of business in order to better respond to the changing needs of the advancing society.

APPLICABLE SCOPE AND REPORTING PERIOD OF THE REPORT

This report covers the Group’s overall environmental, social and governance performance and selected key performance indicators (“**KPI**”) during 1 January 2024 to 31 December 2024 (the “**Reporting Period**”). A complete index is appended in the last chapter hereof for reading this Report in accordance with the ESG Guide.

CONFIRMATION AND APPROVAL

The information contained herein is sourced from official documents and statistics of the Group, and management and operation information collected in accordance with the Group’s systems. This report was approved by the board of directors on 31 March 2025.

關於本報告

紫元元控股集團有限公司（以下簡稱「**本集團**」、「**本公司**」或「**我們**」）欣然提呈環境、社會及管治報告（「**ESG報告**」或「**本報告**」），此ESG報告依照《GEM上市規則》附錄C2所載之《環境、社會及管治報告指引》（「**環境、社會及管治指引**」）的「不遵守就解釋」條文的披露責任要求編制。目的是讓各持份者更瞭解本集團在營運及可持續發展的進程及發展方向。本集團知悉ESG報告的重要性，並致力在業務過程中不斷提升企業社會責任，以更好地回應社會日新月異發展中不斷變化的需求。

報告的適用範圍及報告期

本報告涵蓋了集團於二零二四年一月一日至二零二四年十二月三十一日期間（「**報告期**」），在環境、社會及管治方面的整體表現以及選定的關鍵績效指標（「**關鍵績效指標**」）。本報告最後一章附有完整索引，以便讀者按環境、社會及管治指引閱讀本報告。

確認及批准

本報告引用的所有資料均來自本集團正式文檔、統計資料，及其根據本集團制度收集的管理和營運資料。本報告已於二零二五年三月三十一日由董事會批准。

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REPORTING PRINCIPLES

The ESG Report is based on the following four reporting principles:

Materiality: Stakeholder engagement and materiality assessment were conducted to identify material ESG issues, and to ensure that these issues are addressed in the report.

Quantitative: Data presented in this ESG Report have been collected prudently. Please refer to the environmental and social performance data for standards and methodologies used for calculation of key performance indicators.

Balance: Both positive and negative sides of the performance have been presented in a transparent manner.

Consistency: Unless otherwise stated, the disclosures, data collection and calculation methods have remained consistent throughout the years to facilitate comparability over time.

REPORTING BOUNDARIES

The Group is principally engaged in the provision of medical equipment finance leasing services, maternal and child postpartum care industry services and trading of medical equipment and consumables business in the PRC. The Group's major operations are located in Shenzhen, Guangzhou and Wuhan. Therefore, the disclosures in this ESG Report focus on the policies and performance of offices and business premises located in Shenzhen, Guangzhou and Wuhan during the Reporting Period in relation to the environmental aspects and social aspects.

OPINIONS AND FEEDBACK FROM STAKEHOLDERS

The Group attaches great importance to valuable opinions from all stakeholders. If you are in any doubt or have any opinion for this report, please feel free to contact the Group via E-mail info@ziyuanyuan.com to share your opinions and suggestions.

報告原則

環境、社會及管治報告著重於以下四個報告原則：

重要性：定期進行利益相關方參與及重要性評估，以識別重大環境、社會及管治事宜，並確保該等事宜反映於報告中。

量化：本環境、社會及管治報告所呈列的數據乃經謹慎收集。請參閱環境和社會績效數據，以了解用於計算關鍵績效指標的標準及方法。

平衡性：業務所帶來的正面及負面影響均以透明方式呈列。

一致性：除另有說明者外，披露情況、資料搜集及計算方法於多年來一直保持一致，以便隨時進行比較。

報告範圍

本集團主要於中國從事提供從事提供醫療器械設備融資租賃服務、母嬰月子產業服務及醫療器械設備及耗材貿易業務。本集團的主要業務位於深圳、廣州及武漢。因此，於報告期間，本環境、社會及管治報告的披露側重於位於深圳、廣州及武漢的辦公室與經營場所所有關環境方面及社會方面的表現。

持份者意見回饋

本集團十分重視各持份者的寶貴意見，倘閣下對本報告存在任何疑問或意見，歡迎閣下透過電郵info@ziyuanyuan.com與本集團分享意見及建議。

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STAKEHOLDERS' ENGAGEMENT

Stakeholders' engagement is essential to the formulation of strategies for sustainable development. It allows the Group to understand risks and opportunities. The Group has identified key stakeholders that are important to the Group's business and established various channels for communication.

持份者的參與

持份者的參與對於制定可持續發展戰略至關重要。讓本集團瞭解風險和機遇。本集團確定了對本集團業務至關重要的關鍵持份者，並建立了各種溝通管道。

Stakeholders 持份者	Expectation 預期	Communication Channel 溝通方式	Key Measures to Respond 回應的主要措施
Government 政府	- Comply with the laws - Tax payment according to laws - Promote regional economic development and employment	- On-site inspections and checks - Research and discussion through work conferences, work reports preparation and submission for approval - Publish information on HKEXnews website, such as annual and interim reports and announcements - Company's website - 現場檢驗、檢查 - 透過工作會議、工作報告編製及提交批准，開展研究及討論 - 香港交易所披露易網站發佈資料，如年報、中期報告及公告 - 公司網站	The Group operated and managed according to laws, strengthened safety management, cooperated with government's supervision, inspection and evaluation (if any), and actively undertaken social responsibilities. 本集團依法經營和管理、加強安全管理、配合政府的監督、檢查及評估(如有)，並積極承擔社會責任。

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Stakeholders 持份者	Expectation 預期	Communication Channel 溝通方式	Key Measures to Respond 回應的主要措施
Shareholders and Investors	- Return on investment - Information disclosure and transparency - Shareholders' interests and fair treatment and security - Control of operational risk	- Annual general meeting and other general meetings - Publish information on HKEXnews website, such as annual report, interim report and announcements - Meeting with investors and analysts - Company's website	The Group has issued notices of general meetings and proposed resolutions according to regulations, disclosed the Group's information by publishing announcements/notices and periodic reports. The Group has also carried out different forms of investor activities, such as results briefing, with an aim to enhance investors' recognition. The Group disclosed the Company's contact details on website and in reports to ensure all communication channels are available and effective.
股東及投資者	- 投資回報 - 資料披露及透明度 - 股東利益及公平待遇保障 - 經營風險管控	- 股東周年大會及其他股東大會 - 香港交易所披露易網站發佈資料，如年報、中期報告及公告 - 與投資者及分析師會面 - 公司網站	本集團已根據規章發佈股東大會通告及提呈決議案，通過發佈公告／通告和定期報告披露本集團資料。此外，本集團已開展不同形式的投資者活動，例如業績簡報，旨在提高投資者認可度。本集團於網站及報告中披露公司聯絡詳情，確保所有溝通管道可用、有效。
Employees	- Safeguard the rights and interests of employees - Occupational health and safety - Working environment - Career development opportunities - Self-actualization	- Conferences - Trainings and seminars - Cultural and sport activities - Intranet and emails - Performance appraisals	The Group aims to provide a healthy and safe working environment and develops a fair mechanism for promotion. The Group has established communication platforms for employees.
僱員	- 保障僱員的權利及利益 - 職業健康與安全 - 工作環境 - 職業發展機會 - 自我實現	- 會議 - 培訓及研討會 - 文化及體育活動 - 內部網路及電郵 - 績效評估	本集團旨在提供一個健康、安全的工作環境，制定公平晉升機制。本集團為僱員提供溝通平台。

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Stakeholders 持份者	Expectation 預期	Communication Channel 溝通方式	Key Measures to Respond 回應的主要措施
Customers 客戶	- Safe and high-quality products and services - Stable relationships - Information transparency - Integrity - Business ethics	- Website, brochures and published information on HKEXnews website, such as annual report, interim report and announcements - Emails and customer service hotlines - Feedback forms - Regular meetings	The Group has developed a customer feedback system in order to evaluate services provided. 本集團開發客戶回饋系統，以評估所提供的服務。
Suppliers/Business Partners	- Long-term partnerships - Honest cooperation - Fairness and openness - Information resources sharing - Risk reduction	- Business meetings, supplier conferences, phone calls and interviews - Regular meetings - Reviews and assessments - Emails, circulars and manuals - Company's website	The Group has invited tenders publicly to select the best suppliers/business partners performed contracts according to agreements, enhanced daily communications, and established long-term cooperation with quality suppliers/business partners.
供應商／業務夥伴	- 長期合作關係 - 誠實合作 - 公平、公開 - 分享資料來源 - 降低風險	- 業務會議、供應商會議、電話、面訪 - 定期會議 - 檢討及評估 - 電郵、通函及手冊 - 公司網站	本集團公開邀請招標選擇最佳供應商／業務夥伴，按照協議履行合約，加強日常溝通，並與優質供應商／業務夥伴建立長期合作關係。

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Stakeholders 持份者	Expectation 預期	Communication Channel 溝通方式	Key Measures to Respond 回應的主要措施
Peer/Industry Associations	- Experience sharing - cooperation - Fair competitions	- Industry conferences - Site visits	The Group has insisted on fair competitions, cooperated with peers to realise win-win situations, shared experience and attended various seminars of the industry so as to promote sustainable development of the industry.
同業／行業協會 社團	- 經驗分享 - 合作 - 公平競爭	- 行業會議 - 實地拜訪	堅持公平競爭，與同業合作，實現共贏，分享經驗，參加各種行業研討會，推動行業的可持續發展。
Market Regulators	- Compliance with laws and regulations - Information disclosures	- Information disclosure - Reports	The Group has strictly complied with regulatory requirements and disclosed and reported true information in a timely and accurate manner according to laws.
市場監管者	- 遵守法律法規 - 資料披露	- 資訊披露 - 報告	本集團嚴格遵守監管規定，根據法律及時、準確地披露及呈報真實資料。
Public	- Community involvement - Social responsibilities - Employment promotion	- Voluntary work - Charity and social investments	The Group has given priority to local citizens in respect of job opportunities so as to promote community building and development and maintained smooth communication channels between the Group and the community.
社會公眾	- 社區參與 - 社會責任 - 促進就業	- 義工工作 - 慈善和社會投資	本集團優先考慮本地人尋求工作機會，促進社區建設發展，保持本集團與社區溝通管道暢通。

Materiality Assessment

The management and employees that perform major functions in the Group have all participated in preparing the ESG Report to assist the Group in reviewing its operation, identifying relevant ESG matters, and assessing the importance of such relevant matters to our business and stakeholders. Information was collected from relevant departments and business units of the Group based on the major ESG matters that had been assessed.

During the Reporting Period, the Group confirmed that appropriate and effective management policies and control systems for ESG matters have been established and that the disclosed contents are in compliance with the requirements of the Reporting Guide. Corporate governance is addressed separately in the "Corporate Governance Report" of the Annual Report.

重要範疇評估

本集團各主要職能的管理層與員工均有參與編製環境、社會及管治報告，以協助本集團檢討其運作情況及鑒別相關環境、社會及管治事宜，並評估相關事宜對我們的業務以及各持份者的重要性。根據經評估的環境、社會及管治重要事項，向本集團相關部門及業務單位收集資料。

於報告期，本集團確認已就環境、社會及管治事宜設立合適及有效的管理政策及監控系統，並確認所披露內容符合報告指引的要求，獨立載於年報「企業管治報告」內。

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ENVIRONMENTAL ASPECT

The sector where the Group operates is not a major source of environmental pollution. In addition, the business of the Group does not involve industrial activities. Therefore, total amount of emissions, resource usage and waste production is relatively low.

However, the Group believes that it is the social responsibility of all corporations to ensure that emissions of pollutants and resource consumption are minimised and carbon emissions is reduced. For such purpose, the Group aims to achieve its stated goals by reducing carbon dioxide emissions, resource consumption and waste production.

A1. Emissions Management

Exhaust Emission

The exhaust emission of the Group mainly derives from the fuels used by vehicles. As at 31 December 2024, the Group had two vehicles which consumed an aggregate of approximately 12,600 litres of gasoline and travelled approximately 41,108 km in total. Due to the business nature of the Group, employees take public transport to visit customers' companies and vehicles of the Group are used only in special cases. Meanwhile, the Group encourages employees to take electric public transport whenever possible for meetings or activities and reduce the use of private cars. For activities at nearer destinations, the Group encourages employees to walk as far as possible instead of taking the transportation.

During the Reporting Period, exhaust emissions were as follows:

Type of Exhaust	廢棄種類	Amount of Emissions (kg) 排放量 (千克)
Nitrogen oxides	氮氧化物	7.56
Sulphur oxides	硫氧化物	0.13
Particulate emissions	顆粒排放	0.50

環境層面

本集團所營運之領域並非環境污染的主要源頭。此外，本集團的業務亦不涉及工業活動，因此排放、資源使用和廢棄物產生方面的總量亦相對較低。

然而，本集團認為確保污染物的排放和資源的消耗降至最低並減少碳排放是所有企業應肩負的社會責任。為此，本集團旨在通過減少二氧化碳排放量、減少能源消耗、減少廢物產生而達到既定目標。

A1. 排放物管理

廢氣排放

本集團的廢氣排放物主要來自車輛的燃料使用。截至二零二四年十二月三十一日，本集團共有車輛兩輛，總消耗汽油約為12,600公升，總行駛公里約為41,108公里。基於本集團的業務性質，僱員到訪客人公司時均使用公共交通工具，只有在特殊情況才使用集團車輛。同時，本集團鼓勵員工在參加外出會議或活動時，儘量使用電力公共交通工具，減少使用私家車。針對目的地較近的活動，本集團鼓勵員工儘量以步行代替乘搭交通工具。

於報告期內，廢氣排放如下：

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Greenhouse Gas Emissions

The Group's main sources of greenhouse gas emissions are direct emissions from vehicles, indirect emissions from electricity consumption for office operation and indirect emissions from employees taking planes for business trips. The Group attaches great importance to adopting the energy saving initiatives as mentioned in the section "Use of Resources", and reduce the impact of these emissions on the environment by monitoring energy consumption and reducing itineraries which require the Group's senior management taking private cars.

Greenhouse gas emissions are partly generated from combusting gasoline by the three vehicles owned by the Group. The Group's vehicles are mainly used by the senior management to commute between Hong Kong and Shenzhen. However, in consideration of environmental protection and cost saving, the senior management chose to take the public transport for commuting between Shenzhen and Hong Kong.

Meanwhile, greenhouse gas emissions are also generated from electricity consumption for the operation in the Group's office and the postpartum care centers. The Group aims to reduce electricity consumption in daily operation as the amount of indirect greenhouse gas emissions depend on the units of electricity consumed. Specific measures adopted by the Group to reduce electricity consumption are set out in the section headed "Use of Resources—Electricity" of this Report.

During the Reporting Period, employees travelled by plane 174 times for business trips. Those trips by plane generated an aggregate of approximately 22 tonnes of carbon dioxide emissions. Employees only take plane for business trips when necessary as the Group pursues the policy of emissions reduction. Under normal circumstances, the Group will arrange for conference calls or video conferences instead of face-to-face meetings to reduce indirect greenhouse gas emissions from transportation.

溫室氣體排放

本集團的主要溫室氣體排放來源為車輛的直接排放，辦公室營運消耗電力所造成的間接排放和僱員乘坐飛機公幹的間接排放。本集團非常著重采用「資源使用」一節提及的節能倡議，以及通過監控能源消耗及減少本集團高級管理層人員乘坐私家車的行程來降低該等排放物對環境的影響。

溫室氣體的排放部分來自於本集團所擁有的三輛車輛的燃燒燃料汽油。本集團車輛主要供高級管理層往返深圳及香港兩地所使用，但是出於保護環境和節約成本的考慮，高級管理層均選擇公共交通進行深港兩地往返。

同時，溫室氣體排放亦因本集團辦公室及月子中心營運消耗電力而產生。由於間接排放的溫室氣體排放量取決於消耗的電力單位，因此本集團以減少日程營運中的用電量為目標。本集團為降低用電量而採取的具體措施已載列於本報告「資源使用—電力」一節。

僱員乘坐飛機公幹方面，於報告期內共計174次，總航空旅程產生的二氧化碳排放量約為22噸。本集團奉行減少排放的政策，僱員僅在必要的情況下乘坐飛機公幹。在一般情況下，本集團會安排進行電話或視像會議代替面對面開會，以減少交通方面產生的間接溫室氣體排放。

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During the Reporting Period, greenhouse gas emissions were as follows:

於報告期內，溫室氣體排放如下：

Greenhouse Gas Emissions 溫室氣體排放	Unit 單位	Amount 數量
Scope 1 – Direct Emissions 範圍1—直接排放	Tonnes of carbon dioxide equivalent 噸二氧化碳當量	34
Scope 2 – Energy Indirect Emissions 範圍2—能源間接排放	Tonnes of carbon dioxide equivalent 噸二氧化碳當量	243
Scope 3 – Other Indirect Emissions 範圍3—其他間接排放	Tonnes of carbon dioxide equivalent 噸二氧化碳當量	22
Total 總量	Tonnes of carbon dioxide equivalent 噸二氧化碳當量	299

Waste and Wastewater

Solid waste produced by the Group was mainly generated from the office and the postpartum care centers, including daily paper usage, office document waste, food waste, paper towels, masks, plastic gloves and disposable protective gowns. All waste is uniformly classified, collected and disposed by the property management office on a regular basis.

The Group is committed to reducing waste production and encourages employees to recycle stationery and reduce waste with an aim to reduce waste production from the source. Moreover, the Group has adopted a digital operation model to centralise the handling of documents and regularly convey environmental protection messages to employees. Permission is also required for printing in the office for statistics and adjustments in respect of paper usage in order to enhance resource utilization.

廢棄物及污水

本集團所產生的固體廢物主要來自辦公室及月子中心的日常運作，包括日常用紙、辦公文件廢物、食品廢物、抹手紙、口罩、塑料手套以及一次性保護袍等。所有垃圾均由物業管理處定期統一分類收集處理。

本集團致力以減少廢棄物產生，鼓勵僱員回收文儀用品以及減少浪費，從源頭開始減少廢棄品的產生。此外，本集團採用電子化的營運模式集中處理檔案，並且定期向僱員傳達環保訊息。另外，辦公室亦會設置列印許可權，對用紙情況進行統計及調整，提高資源利用率。

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The Group has established appropriate measures for the disposal of computer and related products, such as printers and toner cartridges. The Group transfers or reuses excess digital products, while obsolete accessories or used toner cartridges are collected by third party companies for recycling.

In case it is necessary to dispose of an item, the Group also encourages employees to collect and classify the waste before disposing so as to reduce negative impacts on the environment.

No hazardous wastewater was generated by the Group during the Reporting Period as the only type of wastewater produced was domestic wastewater from the office and the postpartum care centers. Domestic wastewater is directly discharged to the sewer network and is treated by local municipal wastewater treatment plants. During the Reporting Period, domestic wastewater generated by the Group was solely controlled by the property management company. In this case, it is not feasible for the Group to provide wastewater data as there is no sub-meter to record the data. As wastewater volume depends on water consumption, specific measures have been adopted by the Group to reduce water consumption, details of which are set out in the section headed "Use of Resources – Water" of this ESG Report.

A2. Use of Resources

The Group attaches great importance to the effective use of resources, and is committed to reducing waste of resources in daily operation. During the Reporting Period, the Group has complied with relevant laws and regulations in relation to the use of energy. Since the Group has not engaged in the manufacturing business, no problem was encountered in identifying suitable water source and no packaging materials were used. Resources used by the Group were mainly electricity, water and paper.

本集團對電腦主機及其周邊用品，如印表機、碳粉盒等，建立適當的處理措施。本集團會轉讓或重用多餘的電子商品，已老化的配件或已用的印表機碳粉盒則交由協力廠商公司回收，實行循環再造。

如必須棄置物品，本集團亦鼓勵僱員收集廢物及進行分類後才棄置，以減低對環境的負面影響。

本集團於本報告期內並無產生有害污水，原因為所生產的唯一一類污水為來自於辦公室及月子中心營運的生活污水。生活污水已直接排入污水管網，並在當地的市級污水處理廠處理。於報告期內，本集團產生的生活污水由物業管理公司獨家控制。在此情況下，由於並無分錶記錄資料，本集團無法提供污水量資料。由於所產生的污水量取決於耗水量，而本集團已採取具體措施減少用水量，詳情載於本ESG報告「資源使用－水」一節。

A2. 資源使用

本集團高度重視資源的有效利用，致力於在日常營運中減少資源浪費。於報告期內，本集團已遵守有關能源使用的相關法律及法規。由於本集團並無從事製造業務，故在物色合適水源方面並無遇上問題，且並無使用任何包裝材料。本集團所用資源主要為電力、水及紙張。

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Electricity

The Company acknowledges the importance of energy saving and the fact that reducing electricity consumption will indirectly reduce greenhouse gas emissions so the Group has promoted various energy saving strategies. To strengthen each employee's awareness on environmental protection and energy saving, the Group has placed reminders of "For electricity saving, please switch off the light when leaving" at prominent places in the office and the postpartum care centers. The Group encourages employees and the customers the postpartum care centers to set air conditioner at a moderate temperature and switch them off when they are not in use to reduce electricity consumption.

All electricity consumption by the Group was directly from daily operation in the office and the postpartum care centers. During the Reporting Period, total electricity consumption of the Group amounted to approximately 650,211 kWh.

Water

Water was mainly consumed by staff at work in the Group and the customers in the postpartum care services centres. To improve the utilisation efficiency of water resource, the Group and all its employees have laid emphasis on water conservation and are committed to saving every drop of the precious water resource through practicable but effective ways, for examples, promote to and educate employees to save water regularly, place water saving slogans in prominent places and encourage water conservation and report to the property management company to fix dripping taps immediately when the taps are broken. During the Reporting Period, the water consumption of the Group amounted to approximately 7,949 m³.

Paper

The Group has implemented environmental protection measures to minimise paper usage at the office and the postpartum care centres. Employees are encouraged to use both sides of paper, and the back of single-sided documents is used for printing or as draft paper. If possible, employees may use the suitable font size and indentation to minimise the pages. Besides, electronic media is recommended for circulation and communication so as to minimise paper usage. During the Reporting Period, the total office paper consumption was approximately 1 tonnes.

電力

本集團知悉節約電力能源的重要性，且減少用電量將間接減少溫室氣體的排放量，故本集團提倡各種節能策略。為加強每位僱員的環保節能意識，本公司已在辦公室及月子中心的顯著位置貼上「節約用電，離開時請關燈」的標籤。辦公室空調方面，本集團鼓勵僱員及月子中心客戶將空調設定在適中溫度及於不必要時將其關閉，以減少電力消耗。

本集團的所有用電量均直接用於辦公室及月子中心的日常營運，於報告期內本集團的用電總量約為650,211千瓦時。

水

水主要由本集團員工和月子中心客戶消耗。為提高水資源使用效率，本集團及其全體僱員注重節約用水，致力以各種切實可行且有效的方式節約每一滴珍貴水資源，例如定期向僱員進行節約用水宣傳教育，在顯著位置張貼節約用水標語及鼓勵節約用水，水龍頭損壞時立即向物業管理公司報修滴水的水龍頭。於報告期間內，本集團的用水量約為7,949立方米。

紙張

本集團推行環保措施，儘量減少辦公室和月子中心用紙，我們鼓勵員工充分使用紙張的兩面，單面檔的背面用於列印或用作草稿紙。若條件允許，還可使用合適的字體大小／收縮模式來最小化頁面。此外，推薦使用電子媒體進行流通與通信，以儘量減少使用紙張。報告期內，辦公室用紙消耗總量約為1噸。

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During the Reporting Period, total resource consumption was as follows:

於報告期內，資源使用總用量如下：

Use of Resources 資源用途	Unit 單位	Amount 數量
Electricity consumption 電力消耗	kWh 千瓦時	650,211
Water consumption 水消耗	Cubic metres 立方米	7,949
Paper consumption 紙張消耗	Tonnes 噸	1

The Group will keep recording its resource consumption for reviewing effectiveness of its conservation measures in the future and formulating more specific improvement measures and objectives.

本集團將會持續記錄資源使用的情況，以便未來檢討節約措施之成效，以及訂立更具針性的改善措施和目標。

A3. The Environment and Natural Resources

Regarding the operation of the Group, the Group was not aware of any significant impacts of activities on the environment and natural resources. With the implementation of green measures, the Group strived to minimise impacts on the environment and natural resources. The Group will continue to implement environment-friendly practices in the Group's operation in order to enhance environmental sustainability.

A3. 環境及天然資源

就本集團的營運而言，我們並未發生任何對環境及自然資源造成重大影響的活動。實施綠色措施後，我們致力減少對環境和自然資源的影響。本集團將繼續在本集團的營運中推行環保措施，以提升其環境可持續性發展。

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A4. Climate Change

The Group is principally engaged in provision of medical equipment finance leasing services, maternal and child postpartum care industry services and trading of medical equipment and consumables business in the PRC which does not involve production. The increase in temperature may lead to a rise in the energy consumption of the Group's offices and the postpartum care centers. The Group will continue to monitor the potential risks of climate change and its impacts on the Group's operations and its customers; and devise and implement preventive and emergency measures accordingly. Besides, the Group will put its efforts into controlling energy consumption and carbon emissions. The Group is fully aware of the operational risks brought forth by climate change. Therefore, the Board is responsible for providing effective governance for integrating and addressing the climate change issue within its businesses, which includes conducting, reviewing and monitoring the climate change risk related to its business operations, if any. The Board develops its risk management system to identify, prioritise and assess climate change-related risks such as heatwaves, drought, and typhoons according to the impact and likelihood of such risks. Due to the business nature, the Board does not anticipate any significant climate related issues which have impacted, and those which may impact, the Group and the actions taken to manage them.

A4. 氣候變化

本集團主要於中國從事提供醫療器械設備融資租賃服務、母嬰月子產業服務及醫療器械設備及耗材貿易業務，並不涉及生產。氣溫上升可能會導致本集團辦公室及月子中心耗用的能源增加。本集團將繼續監察氣候變化的潛在風險，以及其對本集團營運及客戶的影響，並會制訂及實施相應的預防及應急措施。此外，本集團將繼續努力控制能源耗用及碳排放。本集團深明氣候變化所帶來的營運風險。因此，董事會負責就於業務內融合及應對氣候變化問題提供有效管治，包括對其業務運作相關的氣候變化風險進行檢討及監察（如有）。董事會制訂風險管理系統，對熱浪、旱災、颱風等氣候變化風險根據其影響及可能性進行識別、排序及評估。基於業務性質，董事會並不預期有任何重大氣候相關問題曾及可能影響本集團及管理該等問題所採取行動。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

SOCIAL ASPECTS

Employment and Labour Practices

The Group regards employees as the cornerstone of its corporate operation and development. Therefore, the Group attaches great importance to the training and welfare of employees, and are committed to providing a working environment with job satisfaction. The Group provides competitive remuneration and sound promotion opportunities to facilitate career development of employees.

During the Reporting Period, the Group strictly complied with labour legislations and related regulations in the PRC and Hong Kong. The Group was not involved in any violation relating to labour practices and would have a significant impact on the Group.

B1. Employees

The Group aims to attract and retain talents, ensures a safe and equal working environment for employees, provides development opportunities and promotes employees' health and well-being. The Group has formulated the staff manual according to relevant labour regulations, covering the Group's remuneration and dismissal, recruitment and promotion, working hours, leave and standards of other rights and benefits. The Group strictly complied with the applicable laws and regulations in relation to labour in the PRC and Hong Kong.

As of 31 December 2024, the Group had a total of 125 employees, with the employee structure as follows:

社會層面

僱傭及勞工常規

本集團視僱員為企業經營及發展的基石，因此我們十分重視僱員的培訓及福利，致力提供一個有滿足感的工作環境。本集團提供具競爭力的薪酬水準以及良好的晉升機會，以促進員工的事業發展。

於報告期內，本集團嚴格遵守中國及香港的勞工法例及相關法規，並無涉及與僱傭相關並對本集團有重大影響的已確認違規事件。

B1. 僱傭

我們以吸引和挽留人才為目標、為我們的僱員確保安全及平等的工作環境、提供發展機會以及促進員工的健康和福祉。本集團已根據有關勞動法規制定《員工手冊》。當中涵蓋本集團在薪酬與解僱、招聘與晉升、工作時數、休息時間以及其他權益與福利方面的標準。本集團嚴格遵守中國及香港有關勞工的適用法律及法規。

於二零二四年十二月三十一日，本集團的員工總數為125人，以下為僱員結構：

Age Group	年齡組別	Male Employees 男性僱員	Female Employees 女性僱員	Total 合計
18 to 20	18-20歲	—	3	3
21 to 30	21-30歲	3	52	55
31 to 40	31-40歲	17	35	52
41 to 50	41-50歲	5	8	13
51 to 60	51-60歲	2	—	2
Total	總人數	27	98	125

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環境、社會及管治報告

Region	地區	Male Employees 男性僱員	Female Employees 女性僱員	Total 合計
Mainland China	中國內地	24	98	122
Other Regions Outside Mainland China	中國內地以外其他地區	3	–	3
Total	總人數	27	98	125

Employment type	僱傭類別	Male Employees 男性僱員	Female Employees 女性僱員	Total 合計
Full-time and contracted	全職及合約	27	98	125
Others (part-time, fixed-term or casual)	其他(兼職、定期或臨時)	–	–	–
Total	總人數	27	98	125

A total of 116 employees left the Group in 2024, with statistics of such employees as follows:

於二零二四年，一共有116名僱員離職，以下為僱員離職統計：

Age Group	年齡組別	Male Employees 男性僱員	Female Employees 女性僱員	Total 合計	Employee turnover rate 僱員流失比率
18 to 20	18-20歲	–	3	3	1.2%
21 to 30	21-30歲	6	48	54	22.4%
31 to 40	31-40歲	19	22	41	17.0%
41 to 50	41-50歲	7	8	15	6.2%
Over 51	51歲以上	1	2	3	1.3%
Total	總人數	33	83	116	48.1%

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Talent Recruitment and Retention

Employees are the core assets to maintaining corporate competitiveness, and the key to corporate success. The Group provides a fair and impartial talent selection system and continuously improves the system to recruit talents. The Group has formulated an annual recruitment plan and filled job vacancies based on the principle of “internal staffs before external candidates” in order to offer internal promotion and re-designation opportunities to existing employees. The Group recruits external candidates through the Company’s website, recruitment website, job market, newspapers and media, headhunting companies and employee’s referral. The Group ensures that the recruitment and promotion processes are fair, open and transparent, and selects candidates depending on objective factors such as candidates’ working experience, skills, academic background, communication skills, personal qualities.

The Group adheres to the principle of employing talents with both ability and moral integrity, and regards morality, knowledge, ability and performance as the main evaluation criteria, so as to put talents at suitable positions and retain talents. The Group has formulated a set of staff performance appraisal mechanism, in which appropriate remuneration adjustment is made annually based on staff performance to reduce talent loss.

Remuneration and Benefits

The Group provides staff with reasonable and competitive remuneration and staff benefits. Based on work performance, periodic performance and job appraisal, the Group provides remuneration adjustment and job promotion. The Group strictly complied with the Social Insurance Law of the People’s Republic of China (中華人民共和國社會保障法) and the Labour Law of the People’s Republic of China (中華人民共和國勞動法), and made timely contribution to “five social insurance and one housing fund (五險一金)” (being five social insurance, including endowment insurance, medical insurance, unemployment insurance, maternity insurance and employment injury insurance, and housing provident fund), mandatory provident fund and labour insurance. Apart from basic statutory holidays, wedding and funeral leave, maternity leave, work-related injury leave, annual leave and family planning leave, the Group also offers additional staff benefits, including working luncheon and transportation allowances. These benefits boost employees’ sense of belonging to the Company, create a good working atmosphere and enhance enterprise cohesion.

人才招聘及挽留

員工是維持企業競爭力的核心資產，是企業成功的關鍵。我們提供公平、公正的人才甄選制度，並不斷完善制度，藉以招聘人才。我們制定年度招聘計畫，並按照「先內後外」的原則以填補職位空缺，為現有員工提供內部晉升及調職機會。本集團會透過公司網站、招聘網站、人才市場、報刊及媒體、獵頭公司以及員工推薦招聘外部人選。我們確保招聘及晉升流程公平公開透明，並依據應徵者的工作經驗、技能、學歷背景、溝通技巧及個人質素等客觀條件挑選錄取人才。

本集團堅持德才兼備的用人原則，以品德、知識、能力和業績作為主要評估標準，務求善用並留住人才。本集團已制定一套員工績效考核機制，每年按照員工表現作出適當薪酬調整，以減低人才流失。

薪酬及福利

我們為員工提供合理且具競爭力的薪資和員工福利，依據其工作表現、定期業績和工作考評，提供薪酬調整及職位晉升。本集團嚴格遵循《中華人民共和國社會保障法》、《中華人民共和國勞動法》，依法依時繳納「五險一金」（即五項社會保險，包括養老金、醫療保險、失業保險、生育保險和工傷保險，以及住房公積金）、強積金、勞工保險等。除基本的法定節假日、婚喪假、產假、工傷假、年假、計劃生育假等假期外，我們亦提供額外員工福利，例如工作午餐及交通通訊等補貼，增加員工對公司的歸屬感，營造良好的工作氛圍，並增強企業凝聚力。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Equal Opportunity and Diversity

As a diversified enterprise, the Group strives to create a diversified and harmonious working environment for employees and protect them from discrimination and harassment. The Group formulated employment policies in strict accordance with the Labour Law of the People's Republic of China (中華人民共和國勞動法) and the Labour Contract Law of the People's Republic of China (中華人民共和國勞動合同法) and provides equal opportunities in respect of recruitment, training, promotion, job transfer, remuneration, benefits, and termination of contracts. These equal employment opportunities are not affected by age, gender, physical conditions, marital status, family status, race, colour, nationality, religion, political connection or sexual orientation. The Group requires employees to abide by anti-discrimination practices as set out in the Employee Code of Conduct.

The Group also values female employees' career development and ensures that they have equal promotion opportunities as male employees. The Group also complies with the requirements under the Law of the People's Republic of China on the Protection of Women's Rights and Interests (中華人民共和國婦女權益保障法). Female employees' employment contracts will not be released or terminated during their pregnancy, maternity leave and breastfeeding period and they are entitled to basic salaries.

B2. Health and Safety

Based on the business nature of the Group, employees mainly work at office and postpartum care centres and their possibility of sustaining work injuries is limited. During the Reporting Period, no serious work injury incident occurred within the Group. For laws and regulations in Mainland China in relation to the occupational health standards and safe production, there was no violation of the laws and regulations regarding the provision of safe working environment by the Group during the Reporting Period. The Group has always maintained work-related injury insurance for all employees in accordance with the Social Insurance Law of the People's Republic of China (中華人民共和國社會保險法).

In addition, the Group has implemented a series of policies to foster and maintain a favourable, comfortable and healthy working environment:

- to maintain obstruction-free emergency exits at workplace;
- to provide a workplace with adequate illumination and moderate temperature;
- to prohibit smoking at workplace; and
- to conduct safety inspections and fire prevention training regularly.

平等機會及多元化

作為一個多元企業，我們致力為員工創造多元共融的工作環境，保護他們免受歧視及騷擾。我們嚴格依據《中華人民共和國勞動法》及《中華人民共和國勞動合同法》制定僱傭政策，在招聘、培訓、晉升、調職、薪酬、福利及終止合約等事項提供平等的機會，無論任何年齡、性別、身體狀況、婚姻狀況、家庭崗位、種族、膚色、國籍、宗教、政治聯繫和性取向人士均享受平等僱傭機會。我們在員工行為守則中列明反歧視常規，並要求員工遵守。

我們同樣重視女性員工的職業發展，確保女性員工擁有與男性平等晉升機會，並遵從《中華人民共和國婦女權益保障法》要求，女性員工不會因懷孕、產假、哺乳期間等原因被無故解除或終止勞動合同並保證其獲得基本工資的權利。

B2. 健康及安全

基於本集團的業務性質，僱員主要在辦公室和月子中心內工作，遇到工傷事故的機率不高。本集團於報告期內並沒有發生任何嚴重工傷事故。就中國內地對職業衛生標準及安全生產的法律及法規，本集團於報告期內並未有發生因未有遵守有關提供安全工作環境的法律及法規的情況。本集團一直遵照《中華人民共和國社會保險法》為所有員工購買工傷保險。

另外，為營造和保持良好、舒適和健康的工作環境，本集團實施了一系列政策：

- 保持工作場所所有緊急出口暢通；
- 提供光線充足及溫度適中的工作室；
- 禁止在工作場所吸煙；以及
- 定期進行安全檢查和進行防火消防培訓。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

B3. Development and Training

The Group has provided comprehensive trainings to employees, including face-to-face trainings, sharing among departments, online learning and internal and external trainings according to the Group's Staff Handbook and other related internal policies. The Group has provided employees with diversified on-the-job training. Orientation trainings were offered to new employees in respect to skills and knowledge trainings and attitude building. Skills and knowledge trainings and attitude building allow new employees to be familiar with the corporate culture and the background of the Company. According to job duties and company development, the Group provides employees with skills and trainings. Continuous assessments are conducted to keep track on the performance of employees.

Trainings covered a variety of topics in order to cater the needs for employees from different departments, for instance, management skills and trainings related to medical equipment. The Group believes development of employees are crucial to sustainable corporate development. The Group will enhance the training system in order to promote personal development of employees.

B3. 發展及培訓

本集團根據本集團的員工手冊及其他相關內部政策，向僱員提供全面培訓，包括面對面培訓、部門分享、網上學習、內部及外部培訓。本集團為僱員提供多元化的在職培訓。為新僱員提供技能、知識訓練和態度培養等定向培訓。技能、知識訓練和態度培養能夠使新僱員熟悉企業文化和公司背景。根據工作職責和公司發展情況，向僱員提供技能和培訓。進行持續評估以跟蹤僱員的績效。

培訓涵蓋了廣泛的課題，以滿足不同部門的僱員需求。例如，管理技能及針對醫療器械設備的培訓。本集團認為，僱員的發展對企業的可持續發展至關重要。本集團將加強培訓體系，以提升僱員的個人發展。

Employees training	員工培訓	Percentage of employees trained 受訓員工比例	Average training hour 平均培訓時數	Training Hours 受訓時數
Senior management	高級管理層人員	50.0%	21.0	168.0
Administrative staff	行政人員	16.7%	4.0	8.0
Other staff	其他人員	12.8%	3.5	101.6

Employees training	員工培訓	Percentage of employees trained 受訓員工比例	Average training hour 平均培訓時數	Training Hours 受訓時數
Male employees	男性僱員	11.3%	8.6	223.3
Female employees	女性僱員	3.5%	6.8	54.3

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B4. Labour Standards

The Group strictly complies with the laws and regulations in the PRC. The Group tolerates no child labour or forced and compulsory labour, allows no employment of child labour or forced and compulsory labour which are prohibited by international standards and relevant regulations in the PRC. Before employment, new employees shall show their ID cards to avoid child labour. During the Reporting Periods, the Group was not aware of any non-compliance regarding child labour, forced or compulsory labour in its operation.

Protection of the Interests of Employees

The Group is committed to protecting human rights, and has established a respectful, honest and fair working environment for employees and customers and complied all relevant laws and regulations. Laws and regulations relating to employment and labour which would have significant impacts on the Group include the Labour Law of the People's Republic of China (中華人民共和國勞動法) and the Labour Contract Law of the People's Republic of China (中華人民共和國勞動合同法). There was no significant violation by the Group during the Reporting Period.

Operational Practices

The Group believes that the best operational practices are keys to the realisation of sustainable development and long-term corporate growth. Our qualities of integrity, honesty and fairness have also been reflected in the Code of Business Conduct, Employee Code of Conduct, supply chain management, environmental protection practices and product assurance.

B4. 勞工準則

本集團嚴格遵守國家法例及法規，對僱傭童工及強迫及強制勞動採取零容忍態度，堅決不允許出現國際標準及相關國內法規所禁止的僱傭童工及強迫及強制勞動行為。新員工受聘前須提供身份證，以避免聘用童工。回顧報告期內，本集團並不知悉任何涉及營運內僱用童工、強迫或強制勞動的違規行為。

維護僱員權益

本集團致力保障人權，為員工及客戶建立一個尊重、坦誠及公平的工作環境，並遵守所有相關法律及法規，就對本集團有重大影響的僱傭及勞動之相關法律及規例包括《中華人民共和國勞動法》及《中華人民共和國勞動合同法》。本集團於報告期內並未有發生重大違規事件。

營運慣例

本集團相信，最佳營運慣例對實現可持續發展及企業長期增長至關重要。我們具備的誠信、誠實及公平的素質亦在我們的商業行為準則、員工行為守則、供應鏈管理、環保實踐及產品保證中得以反映。

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B5. Supply Chain Management

The Group believes that establishing sustainable supply chain and facilitating interaction and communication with suppliers and banks could improve confidence of customers and other stakeholders on the Group. Therefore, the Group only maintains long-term cooperative relationships with medical equipment and consumables suppliers with good creditworthiness, sound goodwill, quality products and services, good track record and eligibility. Focusing on establishing close cooperation relationships with suppliers, the Group has been working together with them to reduce impacts on the environment from production processes while ensuring the quality of service to customers. The Group has formulated written policies and guidance to monitor suppliers' performance regularly in order to control service quality more effectively. The Group will cease cooperation with suppliers which fail to meet its requirements. During the Reporting Period, there was no supplier which failed to meet such requirements. During the Reporting Period, the Group had around 155 suppliers, and all of them are from the PRC.

B6. Product Responsibility

Providing efficient and high-quality services to customers have always been the utmost concern for the Group. The Group's objective is that customers have confidence in our services and they are provided with sufficient information to make informed choices. To improve service quality of the Group, the Company conducts site visits and regular visits in order to have in-depth understanding on actual demands and development targets of customers. By establishing long-term and good cooperation with customers, the Company has efficiently supported the economic development in the regions of operation and indirectly facilitated employment in those regions. Meanwhile, the Group has proactively acquired customer feedbacks, including feedbacks from site visits and feedbacks by phone. Therefore, the Group has a set of policies and procedures in place to monitor and control quality, so as to ensure customers' opinions are efficiently collected and handled. During the Reporting Period, no products sold or shipped were subject to recalls for safety and health reasons.

B5. 供應鏈管理

本集團相信建設可持續的供應鏈並促進與供應商及銀行的互動和溝通可以加強客戶和其他持分者對本集團的信心。因此，本集團只與信用良好、商譽穩健、產品及服務品質高，以及記錄良好和合規格的醫療器械設備及耗材供應商保持長期合作關係。本集團著重與供應商的緊密合作，一同減少商品於生產過程中對環境的影響，同時確保對客戶的服務質素。但為了更有效地控制服務品質，本集團已制定書面政策及指引，定期審查供應商的表現。對於不符合要求的供應商，本集團會停止與其合作。而報告期內並無任何供應商不合規格。於報告期內，本集團有約155名供應商，全部來自中國。

B6. 產品責任

本集團一直致力於為客戶提供高效、優質的服務。我們的目標是讓我們的客戶對我們的服務有信心，為他們提供足夠的資訊，以做出明智的選擇。為提升本公司服務品質，本公司通過實地、定期走訪深入瞭解客戶的實際需求和發展目標。藉與客戶建立長期的良好合作關係，本公司有效支持經營區域內經濟的發展，並間接促進經營區域內的就業。同時，本公司積極獲取客戶意見回饋，包括實地考察回饋及電話回饋等。因此，本集團有一套政策和程式來監督和管理與品質管制，確保有效收集並處理客戶意見。報告期內，沒有已售或已運送產品因安全與健康理由而須回收。

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The Group recognises that the quality of the products is crucial to the goodwill and image of the brand. The sales department and quality control department of the Group are responsible for processing any comments and/or complaints from customers. The Group highly values the feedback from the customers with regards to its products. The Group has implemented after-sales services, such as customer service hotlines and follow-up procedures. The Group generally deals with and processes the complaints in cooperation with the business partner and provides replies and solutions within 7 days.

Quality Management

The Group has established the “Quality Management Policy” with aims to add value for customers through business processes that support the services offered. To enhance service quality, the Group collects customers’ feedback on services provided and designated staff would report the same to the management. The Group has also issued the Staff Operational Manual and organised training sessions to familiarise employees with the standard operational procedures. The Group is committed to providing quality services to customers through enhancing the senior management’s administrative ability and the strength of operation employees.

Protection of Customer Data and Privacy

The Group handles significant amount of personal data and credit information of customers. The Group upholds a belief that information security and privacy are key principles for operation. The Group’s employees are required to sign a confidentiality agreement acknowledging receipt and agreement of their responsibility and obligation regarding the protection and non-disclosure of customer data. In addition, information can only be used in authorised business activities. Employees disclosing such information to other parties is considered as data theft. Related employees shall bear corresponding responsibility.

During the Reporting Period, there were no noted case of violation of relevant laws or regulations regarding product responsibility.

本集團明白產品的質量對商譽及品牌形象至關重要。本集團的銷售部及品質控制部負責處理客戶的任何意見及／或投訴。本集團重視客戶對其產品的回饋。本集團已提供售後服務，例如客戶服務熱線及跟進程序。本集團一般與相關合作夥伴應付及處理投訴，並於7日內回覆提供解決方案。

品質控制

本集團制定了「品質管制政策」，旨在通過支援所提供服務的業務流程為客戶增值。為提高服務品質，本集團收集客戶對所提供服務的回饋，並由指定人員向管理層報告。本集團亦出具了員工操作手冊，組織了培訓班，以使員工熟悉標準操作程式。本集團致力於通過提升高級管理人員的行政能力和運營人員的實力，為客戶提供優質的服務。

客戶資料保護和隱私

本集團處理大量客戶的個人資料及信用資料。本集團堅信資訊安全和隱私是運營的關鍵原則。本集團僱員須簽署保密協定，確認收到資料並同意彼等就保護客戶資料及其保密的責任及義務。此外，資訊僅可用於授權業務活動。如果僱員向其他方披露該等資訊，則被視為資料竊取。相關僱員將承擔相應責任。

報告期內，並無發現任何違反與產品責任有關的法律法規的情況。

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B7. Anti-corruption

The Group is committed to upholding ethics and integrity during the operation process. No form of corruption or bribery is tolerated. Sound judgements for transactions with customers, suppliers, contractors, job seekers, colleagues or any other third party should be ensured. All applicable laws and regulations shall be duly complied with so as to always maintain the highest standard of integrity. With a view to protecting the Group's interest, the Group requires employees to strictly follow the code of conduct listed in the employee manual. The Group also provides relevant training to employees regularly with an aim to enhance their awareness on anti-corruption, money laundering and other illegal acts. During the Reporting Period, the Company rigidly abided by the Anti-Money Laundering Law of the People's Republic of China (中華人民共和國反洗錢法) and other laws and regulations in respect of anti-corruption, bribery, fraud and money laundering. Reference to the aforesaid laws and regulations, the Group has developed the "Anti-Money Laundering Policy", which provided that staff of the business department shall learn potential customers' background completely through consulting documentation and communicating with customers according to relevant internal guidance before commencing business dealings with them. The Company's risk management department also collects information of current customers in respect of uses of proceeds, sources of repayment funding and operational conditions. The risk management department also acquires their latest information from time to time and report to the senior management once abnormal situation is identified.

Pursuant to the requirements of the Group's relevant policies, employees may question suspected misconduct or misconduct orally or in writing. The Group will make every effort to treat all reports in a strictly confidential way. The identity of the reporting and complaining employee is not allowed to be disclosed without his/her consent, unless the Group is legally obliged to disclose the employee's identity and other information. In case of suspected corruption or other criminal offences, the Group will report to the applicable departments.

The Group has always strictly complied with relevant laws and regulations. During the Reporting Period, no corruption behaviour nor litigation by the Group or employees of the Group has been noticed.

B7. 反貪污

本集團致力在營運過程中保持道德及誠信，絕不容忍任何形式的貪污或賄賂，應確保與客戶、供應商、承包商、求職者、同事或任何其他協力廠商的交易得到良好的判斷，認真遵守所有適用的法律法規，始終保持最高的誠信標準。為保障本集團的利益，本集團要求員工嚴格遵守《員工手冊》內列明的行為守則。本集團亦定期為員工提供相關培訓，加強員工對反貪污及洗黑錢等違法行為的認知。本公司於報告期內嚴格遵守《中華人民共和國反洗錢法》以及其他關於反貪、賄賂、勒索、欺詐行為及洗錢的法律法規。本集團已參考上述法律及法規制定「反洗錢政策」，規定業務部員工在與潛在客戶開始業務往來前，須根據相關內部指引通過查閱文檔與客戶溝通完全瞭解其背景。本公司的風險管理部門為管理風險亦收集有關現有客戶的所得款項用途、還款資金來源及經營狀況等資料，並不時獲取其最新資料，一旦發現異常情況立即向高級管理人員彙報。

根據本集團相關政策的規定，僱員可能會以口頭或書面形式對涉嫌的不當行為或不當行為提出質疑。本集團將盡全力以嚴格保密的方式對待所有報告。報告和投訴的僱員的身份未經該僱員同意不得披露，除非本集團有法律義務披露僱員的身份和其他資訊。在涉嫌貪污或其他刑事犯罪的情況下，本集團會向適用部門提交報告。

本集團一直嚴格遵守相關法律法規。報告期內，未發現本集團或本集團僱員有任何貪污腐敗行為或訴訟案件。

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COMMUNITY

B8. Community Investment

The Group deeply realised the importance of returning to the society and spared no effort in providing help to community. The Group strongly encouraged its staff to participate in community activities and contribute to the sustainable development of the harmonious society. Looking forward, the Group will continue to focus on community care and staff development with an aim to improve the society through participation in the community. The Group actively undertakes social responsibility and devotes itself to various social welfare activities, making unremitting exploration and efforts to achieve the promotion of harmonious social progress and the win-win development.

社區

B8. 社區投資

本集團深切地體會到回饋社會的重要性，對於社區提供幫助不遺餘力。本集團十分鼓勵員工參與社區活動，為和諧社會的可持續發展作出貢獻。展望未來，本集團將繼續專注社區關懷及員工發展，並以透過參與社區改善社會為目標。本集團積極承擔社會責任，盡己所能投身到各項社會公益活動之中，為促進社會和諧進步、共贏發展堅持做出不懈的探索和努力。

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A1.2 A1.2	Greenhouse gas emissions in total and intensity 溫室氣體總排放量及密度	62
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A1.4 A1.4	Total non-hazardous waste produced and intensity 所產生無害廢棄物總量及密度	63
A1.5 A1.5	Description of measures to mitigate emissions and results achieved 描述減低排放量的措施及所得成果	N/A 不適用
A1.6 A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved 描述處理有害及無害廢棄的方法，減低產生量的措施及所得成果	N/A 不適用

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A2.2	Water consumption in total and intensity 總耗水量及密度	65
A2.2		
A2.3	Description of energy use efficiency initiatives and results achieved 描述能源使用效益計畫及所得成果	N/A 不適用
A2.3		
A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved 描述求取適用水源上可有任何問題，以及提升用水效益計畫及所得成果	N/A 不適用
A2.4		
A2.5	Total packaging material used for finished products and with reference to per unit produced 製成品所用包裝材料的總量及每生產單位佔量	N/A 不適用
A2.5		
Aspect A3: Environment and Natural Resources		
層面A3：環境及天然資源		
General Disclosure 一般披露	Policies on minimising the issuer's significant impact on the environment and natural resources 減低發行人對環境及天然資源造成重大影響的政策	66
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Aspect B1: Employment and Labour Practices 層面B1：僱傭及勞工常規		
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	(a) the policies; and (a) 政策；及	
	(b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的相關法律及規例的資料	
	relating to providing a safe working environment and protecting employees from occupational hazards.	
B2.1	Number and rate of work related fatalities	N/A
B2.1	因工作關係而死亡的人數及比率	不適用
B2.2	Lost days due to work injury	N/A
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環境、社會及管治報告

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環境、社會及管治報告

Subject Areas 主要範疇	Content 內容	Page Index 頁碼索引
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DIRECTORS' REPORT

董事會報告

The Board is pleased to present its annual report together with the audited consolidated financial statements of the Group for the Year.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are set out in Note 39 to the consolidated financial statements. During the Year, the Group is principally engaged in provision of medical equipment finance leasing services, maternal and child postpartum care industry services, trading of medical equipment and consumables business in the PRC.

RESULTS

The results of the Group for the Year and the financial position of the Company and of the Group at that date are set out in the consolidated financial statements on pages 109 to 111 of this annual report.

BUSINESS REVIEW

The review of the business of the Group during the Year and the discussion on the Group's future business development are set out in the sections headed "Chairman's Statement" and "Management Discussion and Analysis", and the description of the principal risks and uncertainties facing the Group and key financial performance indicators are set out in the section headed "Management Discussion and Analysis". The financial risk management objectives and policies of the Group are set out in Note 41 to the consolidated financial statements. No important event affecting the Group has occurred during the Year up to the date of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Year are set out in Note 15 to the consolidated financial statements.

INVESTMENT PROPERTIES

Details of movements in the investment properties of the Group during the Year are set out in Note 17 to the consolidated financial statements.

董事會欣然呈列其年度報告，連同本集團本年度之經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股。其附屬公司之主要業務載於綜合財務報表附註39。本集團在本年度主要於中國從事提供醫療器械設備融資租賃服務、母嬰月子產業服務及醫療器械設備耗材貿易業務。

業績

本集團本年度之業績以及本公司及本集團於該日之財務狀況載於本年報第109至111頁之綜合財務報表。

業務回顧

本集團於本年度之業務回顧及本集團未來業務發展之討論載於「主席報告」及「管理層討論及分析」一節，以及本集團面臨之主要風險及不明朗因素描述及關鍵財務績效指標載於「管理層討論及分析」一節。本集團之財務風險管理目標及政策載於綜合財務報表附註41。本年度及直至本年報日期，概無發生影響本集團之重要事件。

物業、廠房及設備

本集團於本年度之物業、廠房及設備變動詳情載於綜合財務報表附註15。

投資物業

本集團於本年度之投資物業變動詳情載於綜合財務報表附註17。

SHARE CAPITAL

Details of the Company's share capital is set out in Note 30 to the consolidated financial statements.

RESERVES

Details of movements in the reserves of the Company and the Group are set out in Note 31 to the consolidated financial statements and in the consolidated statement of changes in equity respectively.

RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

Details of the significant related party transactions entered by the Group during the Year are set out in Note 38 to the consolidated financial statements. To the best knowledge of the Directors, save as disclosed above, none of these related party transactions constitute connected transactions or continuing connected transactions, which are required to comply with the disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

股本

本公司之股本詳情載於綜合財務報表附註30。

儲備

本公司及本集團之儲備變動詳情分別載於綜合財務報表附註31及綜合權益變動表。

關聯方交易及關連交易

本集團於本年度訂立之重大關聯方交易詳情載於綜合財務報表附註38。就董事所深知，除上文所披露者外，該等關聯方交易概不構成根據GEM上市規則第20章須遵守的披露規定之關連交易或持續關連交易。

DIRECTORS' REPORT

董事會報告

PRE-EMPTIVE RIGHTS

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

DISTRIBUTABLE RESERVES

As at 31 December 2024, the Company's reserves available for distribution to owners comprising share premium account and accumulated losses, amounted to approximately RMB77.1 million.

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the revenue attributable to the Group's largest customer and five largest customers accounted for approximately 16.7% and 50.3% of the Group's total revenue, respectively.

During the Year, the cost of sales attributable to the Group's largest supplier and five largest suppliers accounted for approximately 24.2% and 65.2% of the Group's total cost of sales, respectively.

None of the Directors or any of their close associates (as defined in GEM Listing Rules) or shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) has any beneficial interest in the Group's five largest customers and suppliers.

優先購買權

組織章程細則或開曼群島法律項下概無規定本公司須按比例向現有股東提呈新股份之優先購買權條文。

可分派儲備

於二零二四年十二月三十一日，本公司可向擁有人分派之儲備由股份溢價賬及累計虧損構成，約為人民幣77.1百萬元。

主要客戶及供應商

本年度，本集團之最大客戶及五大客戶應佔收益分別佔本集團之總收益約16.7%及50.3%。

本年度，本集團之最大供應商及五大供應商應佔銷售成本分別佔本集團之總銷售成本約24.2%及65.2%。

董事或任何彼等之緊密聯繫人（定義見GEM上市規則）或股東（就董事所深知擁有本公司已發行股本5%或以上）概無於本集團之五大客戶或供應商擁有任何實益權益。

DIRECTORS' REPORT

董事會報告

DIRECTORS

The Directors during the year and up to the date of this annual report were as follows:

Executive Directors

Mr. Zhang (Chairman and Chief Executive Officer)
Mr. Tian (appointed on 19 June 2024)
Mr. Wong (resigned on 19 June 2024)

Non-executive Directors

Mr. Lyu
Ms. Li (appointed on 24 December 2024)

Independent non-executive Directors

Mr. Chan
Mr. Chow
Dr. Deng

In accordance with the Articles of Association, at each annual general meeting, one third of the Director for the time being shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Such retiring Directors may, being eligible, offer themselves for re-election at the annual general meeting. All Directors appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of shareholders after their appointment and be subject to re-election at such meeting and all Directors appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

DIRECTORS' BIOGRAPHIES

Biographical details of the Directors of the Group are set out on pages 24 to 27 of this annual report.

PERMITTED INDEMNITY PROVISION

Every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a Director in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted.

董事

年內及直至本年報日期之董事如下：

執行董事

張先生 (主席及行政總裁)
田先生 (於二零二四年六月十九日獲委任)
黃先生 (於二零二四年六月十九日辭任)

非執行董事

呂先生
李女士 (於二零二四年十二月二十四日
獲委任)

獨立非執行董事

陳先生
周先生
鄧博士

根據組織章程細則，於每屆股東週年大會上，當時三分之一董事須輪席退任，而每名董事須至少每三年輪席退任一次。有關退任董事可符合資格於股東週年大會上接受重選。獲董事會委任以填補臨時空缺之所有董事將任職至彼等獲委任後之首個股東大會，並須於該大會上接受重選，獲董事會委任為現有董事會新增成員之所有董事將僅任職下屆股東週年大會，其時將符合資格接受重選。

董事履歷

本集團董事之履歷詳情載於本年報第24至27頁。

獲准許彌償條文

每名董事將有權就其作為董事對任何訴訟（不論民事或刑事）進行抗辯而獲判勝訴或獲釋所產生或蒙受之一切損失或負債自本公司資產中獲彌償。

DIRECTORS' REPORT

董事會報告

DIRECTORS' SERVICE CONTRACTS

Mr. Zhang, being the executive Director, has entered into a new service agreement with the Company with effect from 12 June 2024. The service contract is for an initial term of three years and shall continue thereafter unless and until it is terminated by our Company or our Director giving to the other not less than three months' prior notice in writing. In addition, Mr. Zhang has also entered into a service contract with a PRC subsidiary. The service agreement can be terminated by either party by giving the other party one month's written notice in advance or otherwise in accordance with the terms of the service contract.

Mr. Tian, being the executive Director, has entered into a service agreement with the Company with effect from 19 June 2024. The service contract is for an initial term of three years and shall continue thereafter unless and until it is terminated by our Company or our Director giving to the other not less than three months' prior notice in writing.

Mr. Lyu, being the non-executive Director, did not renew any service agreement for his directorship with the Company after the expiry of his service agreement as a director on 14 August 2022. Mr. Lyu has entered into a service agreement with the Company on 31 May 2022 in respect of his position as the deputy general manager of the Company, which can be terminated by either party by giving the other party one month's written notice in advance or otherwise in accordance with the terms of the service contract.

Ms. Li, being the non-executive Director, has not entered into any service agreement with the Company in relation to her directorship in the Company. Ms. Li has entered into service agreements with the Group for her salaried role in the Group, which can be terminated by either party by giving the other party one month's written notice in advance or otherwise in accordance with the terms of the service contract.

Each of Mr. Chan and Mr. Chow, being all our Independent Non-executive Directors, has entered into a new letter of appointment with our Company on 12 June 2024. Each letter of appointment is for an initial term of three years and shall continue thereafter unless terminated by either party giving at least three month's notice in writing.

董事服務合約

張先生(為執行董事)已與本公司訂立新的服務協議,自二零二四年六月十二日起生效。服務合約之初步年期為三年,並於其後繼續生效,除非及直至其由本公司或董事向另一方發出不少於三個月之事先書面通知。此外,張先生亦已與一間中國附屬公司訂立服務合約。服務協議可由任何一方向另一方發出一個月之事先書面通知予以終止,或根據服務合約之條款以其他方式終止。

田先生(為執行董事)已與本公司訂立服務協議,自二零二四年六月十九日起生效。服務合約之初步年期為三年,並於其後繼續生效,除非及直至其由本公司或董事向另一方發出不少於三個月之事先書面通知。

呂先生(為非執行董事)之董事服務合約在二零二二年八月十四日到期之後並無就其在本公司之董事職位續簽任何服務合約。呂先生已就其在本公司的副總經理職位與本公司在二零二二年五月三十一日訂立服務合約,任何一方向另一方發出一個月之事先書面通知予以終止,或根據服務合約之條款以其他方式終止。

李女士(為非執行董事)並無就其在本公司之董事職位訂立任何服務合約。李女士已就其在本集團的受薪職位與本集團訂立服務合約,任何一方向另一方發出一個月之事先書面通知予以終止,或根據服務合約之條款以其他方式終止。

陳先生及周先生(均為獨立非執行董事)各自已於二零二四年六月十二日與本公司訂立新的委任狀。每份委任狀均初步為期三年,且於其後將繼續有效,惟任何一方發出最少三個月書面通知而終止除外。

DIRECTORS' REPORT

董事會報告

Dr. Deng, being the Independent Non-executive Directors, has entered into a letter of appointment with our Company on 31 December 2024. The letter of appointment is for an initial term of three years and continue thereafter unless terminated by either party giving at least three month's notice in writing.

None of the Directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the directors of the Company and the five highest paid individuals of the Group are set out in Note 11 to the consolidated financial statements, respectively. There has been no arrangement under which any Director has waived or agreed to waive any emolument.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in this annual report, there was no transactions, arrangements or contracts of significance to which the Company, its holding company or any of its subsidiaries was a party and in which a Director or an entity connected with a Director had a material interest whether directly or indirectly, existed at the end of the year or at any time during the Year.

MANAGEMENT CONTRACTS

As at 31 December 2024, the Company did not enter into or have any management and administration contracts in respect of the whole or any principal business of the Company.

鄧博士（為獨立非執行董事）於二零二四年十二月三十一日與本公司訂立委任狀。委任狀初步為期三年，且於其後將繼續有效，惟任何一方發出最少三個月書面通知而終止除外。

概無建議於應屆股東週年大會上重選之董事與本公司訂有服務合約而不可於一年內在毋須支付賠償（法定賠償除外）之情況下終止。

董事及五名最高薪酬僱員之酬金

本公司董事及本集團五名最高薪酬僱員之酬金詳情分別載於綜合財務報表附註11。概無任何董事據此已豁免或同意豁免任何薪酬之安排。

董事於交易、安排或合約之權益

除本年報所披露者外，概無本公司、其控股公司或其任何附屬公司為訂約方且董事或與董事有關連的實體於當中直接或間接擁有重大權益之重大交易、安排或合約於年末或年內任何時間存續。

管理合約

於二零二四年十二月三十一日，本公司並無訂立或訂有有關本公司全部或任何主要業務之任何管理及行政合約。

DIRECTORS' REPORT

董事會報告

DISCLOSURE OF INTEREST

Directors' and chief executive's interests and short positions in Shares and underlying Shares and debentures of the Company and its associated corporations

As at 31 December 2024, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of SFO) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) have to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long positions in the Shares

Name of Director/chief executive	Capacity/Nature of interest	Number of Shares held/ interested in	Approximate percentage of shareholding ⁽¹⁾
董事／主要行政人員姓名	身份／權益性質	持有／擁有權益的股份數目	股權概約百分比 ⁽¹⁾
Mr. Zhang ^{(1) (2)} 張先生 ^{(1) (2)}	Interest in controlled corporation; interest held jointly with another person 受控制法團權益；與另一名人士共同持有的權益	300,000,000	69.77%
Mr. Zhang Junwei ^{(1) (3)} 張俊偉先生 ^{(1) (3)}	Interest in controlled corporation; interest held jointly with another person 受控制法團權益；與另一名人士共同持有的權益	300,000,000	69.77%
Mr. Tian Zhiwei 田志威先生	Beneficial owner 實益擁有人	15,000,000	3.49%

權益披露

董事及主要行政人員於本公司及其相聯法團的股份、相關股份及債權證的權益及淡倉

於二零二四年十二月三十一日，本公司董事及主要行政人員於本公司及其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有：(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所（包括彼等根據證券及期貨條例之該等條文被當作或視為擁有的權益及淡倉）；或(b)根據證券及期貨條例第352條須記錄於該條所述登記冊；或(c)根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

於股份的好倉

DIRECTORS' REPORT

董事會報告

Notes:

- (1) On 24 February 2017, the ultimate controlling shareholders of the Company, namely Mr. Zhang and Mr. Zhang Junwei entered into a concert parties confirmatory deed to acknowledge and confirm, among other things, that they are parties acting in concert with each member of the Group from the incorporation dates of the respective members of the Group and continue as at and after the date of the concert parties confirmatory deed, details of which are set out in the subsection headed "History and Reorganisation—Parties Acting in Concert" in the Prospectus. As such, pursuant to the parties acting in concert arrangement, each of the controlling shareholders of the Company, namely Hero Global Limited ("Hero Global") (being wholly owned by Mr. Zhang), Mr. Zhang, Icon Global Holding Limited ("Icon Global") (being wholly owned by Mr. Zhang Junwei) and Mr. Zhang Junwei, is deemed to be interested in 69.77% of the issued share capital of the Company.
- (2) 300,000,000 Shares in which Mr. Zhang is interested consist of the following: (i) 219,801,980 Shares held by Hero Global, a company wholly owned by Mr. Zhang, in which Mr. Zhang is deemed to be interested under the SFO; and (ii) 80,198,020 Shares in which Mr. Zhang is deemed to be interested as a result of being a party acting-in-concert with Mr. Zhang Junwei.
- (3) 300,000,000 Shares in which Mr. Zhang Junwei is interested consist of (i) 80,198,020 Shares held by Icon Global, a company wholly owned by Mr. Zhang Junwei, in which Mr. Zhang Junwei is deemed to be interested under the SFO; and (ii) 219,801,980 Shares in which Mr. Zhang Junwei is deemed to be interested as a result of being a party acting-in-concert with Mr. Zhang.

附註：

- (1) 於二零一七年二月二十四日，本公司的最終控股股東，即張先生及張俊偉先生訂立一致行動人士確認契據，承認及確認（其中包括）自本集團各成員公司註冊成立日期起及直至一致行動人士確認契據日期及其後，彼等為本集團各成員公司的一致行動人士。有關一致行動人士確認契據的詳情載於招股章程「歷史及重組——一致行動人士」分節。因此，根據一致行動人士安排，本公司各控股股東，即Hero Global Limited（「Hero Global」）（由張先生全資擁有）、張先生、標緻全球控股有限公司（「標緻全球」）（由張俊偉先生全資擁有）及張俊偉先生，被視為於本公司69.77%已發行股本擁有權益。
- (2) 張先生擁有權益的300,000,000股股份包括以下各項：(i)由Hero Global（張先生全資擁有的公司）持有的219,801,980股股份，根據證券及期貨條例，張先生被視為於該等股份擁有權益；及(ii)張先生因身為與張俊偉先生一致行動的人士而被視為擁有權益的80,198,020股股份。
- (3) 張俊偉先生擁有權益的300,000,000股股份包括(i)由標緻全球（張俊偉先生全資擁有的公司）持有的80,198,020股股份，根據證券及期貨條例，張俊偉先生被視為於該等股份擁有權益；及(ii)張俊偉先生因身為與張先生一致行動的人士而被視為擁有權益的219,801,980股股份。

DIRECTORS' REPORT

董事會報告

Long position in the associated corporations

於相聯法團的好倉

Name of Director/ chief executive	Name of associated corporations	Capacity/ nature of interest	Number and class of securities 證券數目 及類別	Percentage of Shareholding 股權百分比
董事／主要行政人員姓名	相聯法團名稱	身份／權益性質		
Mr. Zhang	Hero Global	Beneficial owner	50,000 ordinary shares	100%
張先生	Hero Global	實益擁有人	50,000股普通股	100%
Mr. Zhang Junwei	Icon Global	Beneficial owner	100 ordinary shares	100%
張俊偉先生	標緻全球	實益擁有人	100股普通股	100%

Save as disclosed above, as at 31 December 2024, none of the Directors or chief executive of the Company had an interest or short position in any shares or underlying shares and/or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions in which they are taken or deemed to have under such provisions of the SFO) or that was required to be recorded in the register kept by the Company pursuant to section 352 of the SFO, or which are required to be notified to the Company and the Stock Exchange, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

除上文披露者外，於二零二四年十二月三十一日，概無本公司董事或主要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）的任何股份或相關股份及／或債權證中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所（包括彼等根據證券及期貨條例之該等條文被當作或視為擁有的權益或淡倉）或根據證券及期貨條例第352條須記錄於本公司存置的登記冊，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益或淡倉。

DIRECTORS' REPORT

董事會報告

Substantial shareholders' interests and short positions in Shares and underlying Shares of the Company

So far as the Directors are aware, as at 31 December 2024, the persons (other than Directors or chief executive of the Company) who had interests in the Shares and underlying Shares of the Company within the meaning of Part XV of the SFO which are required to be disclosed pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or which will be required, pursuant to Section 336 of the SFO, to be entered in the register of the Company were as follows:

Long positions in the Shares

主要股東於本公司股份及相關股份的權益及淡倉

據董事所知，於二零二四年十二月三十一日，於本公司股份及相關股份中擁有權益（定義見證券及期貨條例第XV部），而根據證券及期貨條例第XV部第2及第3分部的條文須予披露或根據證券及期貨條例第336條將須記錄於本公司的登記冊之人士（本公司董事或主要行政人員除外）如下：

於股份的好倉

Name of shareholder	Capacity/Nature of interest	Number of Shares held/ interested in 持有／擁有權益的股份數目	Approximate percentage of shareholding 股權概約百分比
股東名稱	身份／權益性質		
Hero Global ⁽¹⁾	Beneficial owner; interests held jointly with another person	300,000,000	69.77%
Hero Global ⁽¹⁾	實益擁有人；與另一名人士共同持有的權益		
Icon Global ⁽¹⁾	Beneficial owner; interests held jointly with another person	300,000,000	69.77%
標緻全球 ⁽¹⁾	實益擁有人；與另一名人士共同持有的權益		
Ms. Tang Yiping ⁽²⁾ 湯怡萍女士 ⁽²⁾	Interest of spouse 配偶權益	300,000,000	69.77%

DIRECTORS' REPORT

董事會報告

Notes:

- (1) On 24 February 2017, the ultimate controlling shareholders of the Company, namely Mr. Zhang and Mr. Zhang Junwei entered into a concert parties confirmatory deed to acknowledge and confirm, among other things, that they are parties acting in concert with each member of the Group from the incorporation dates of the respective members of the Group and continue as at and after the date of the concert parties confirmatory deed, details of which are set out in the subsection headed "History and Reorganisation-Parties Acting in Concert" in the Prospectus. As such, pursuant to the parties acting in concert arrangement, each of the controlling shareholders of the Company, namely Hero Global (being wholly owned by Mr. Zhang), Mr. Zhang, Icon Global (being wholly owned by Mr. Zhang Junwei) and Mr. Zhang Junwei, is deemed to be interested in 69.77% of the issued share capital of the Company.
- (2) Ms. Tang Yiping is the spouse of Mr. Zhang, and she is deemed, or taken to be, interested in all Shares in which Mr. Zhang is interested in for the purposes of the SFO.

Save as disclosed above, as at 31 December 2024, the Directors were not aware of any other person (other than the Directors or chief executive of the Company as disclosed in the section headed "Directors' and chief executive's interests and short positions in Shares and underlying Shares and debentures of the Company and its associated corporations" above) who had or deemed to have interests or short positions in the shares, underlying shares or debentures of the Company which has to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and as recorded in the register required to be kept under section 336 of the SFO.

附註：

- (1) 於二零一七年二月二十四日，本公司的最終控股股東，即張先生及張俊偉先生訂立一致行動人士確認契據，承認及確認（其中包括）自本集團各成員公司註冊成立日期起及直至一致行動人士確認契據日期及其後，彼等為本集團各成員公司的一致行動人士。有關一致行動人士確認契據的詳情載於招股章程「歷史及重組——一致行動人士」分節。因此，根據一致行動人士安排，本公司各控股股東，即Hero Global（由張先生全資擁有）、張先生、標緻全球（由張俊偉先生全資擁有）及張俊偉先生，被視為於本公司69.77%已發行股本擁有權益。
- (2) 湯怡萍女士為張先生的配偶，因此就證券及期貨條例而言，彼被視為或當作為於張先生擁有權益的所有股份擁有權益。

除上文披露者外，於二零二四年十二月三十一日，董事並未察覺到有任何其他人士（上文「董事及主要行政人員於本公司及其相聯法團的股份、相關股份及債權證的權益及淡倉」一節所披露之本公司董事或主要行政人員除外）於本公司股份、相關股份或債權證中擁有或被視作擁有權益或淡倉，而根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露，及記錄於根據證券及期貨條例第336條須存置的登記冊。

COMPETING INTEREST

During the Year, none of the Directors or the controlling shareholders of the Company or their respective close associates (as defined in the GEM Listing Rules) is interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group or has any conflicts of interest with the Group.

DEED OF NON-COMPETITION

The controlling shareholders of the Company, namely Mr. Zhang, Mr. Zhang Junwei, and their respective holding companies, namely Hero Global and Icon Global (the “**Controlling Shareholders**”) entered into a deed of non-competition dated 12 June 2018 (“**Deed of Non-competition**”) in favour of the Company (for itself and as trustee for each of its subsidiaries). For details of the Deed of Non-competition, please refer to the section headed “Relationship with Controlling Shareholders – Non-competition Undertaking” in the Prospectus. Each of the Controlling Shareholders has confirmed that none of them is engaged in, or interested in any business (other than the Group) which, directly or indirectly, competes or may compete with the business of the Group.

The independent non-executive Directors have also reviewed the status of compliance and confirmed that all the undertakings under the Deed of Non-competition have been complied with by each of the Controlling Shareholders during the Year and up to the date of this report.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Year and up to the date of this report.

競爭權益

本年度，概無董事或本公司控股股東或彼等各自的緊密聯繫人（定義見GEM上市規則）於直接或間接與本集團業務競爭或可能構成競爭的任何業務中擁有權益，或與本集團有任何利益衝突。

不競爭契據

本公司控股股東張先生、張俊偉先生及彼等各自之控股公司（即Hero Global及標緻全球）（「**控股股東**」）以本公司（為其本身及作為其各附屬公司的受託人）為受益人訂立日期為二零一八年六月十二日的不競爭契據（「**不競爭契據**」）。有關不競爭契據的詳情，請參閱招股章程「與控股股東的關係—不競爭承諾」一節。各控股股東已確認彼等概無從事直接或間接與本集團業務構成或可能構成競爭的任何業務（本集團業務除外），亦無於有關業務中擁有權益。

獨立非執行董事亦已審閱遵守情況，並確認本年度及直至本年報日期，不競爭契據項下的所有承諾已獲各控股股東遵守。

購買、出售或贖回本公司上市證券

本年度及直至本年報日期，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

DIRECTORS' REPORT

董事會報告

CORPORATE GOVERNANCE PRACTICES

The Company considers the maintenance of a high standard of corporate governance important to the continuous growth of the Group. The Company's corporate governance practices are based on code provisions as set out in the Corporate Governance Code (the "CG Code") as contained in Appendix C1 of the GEM Listing Rules.

During the Year and up to the date of this report, other than the deviation from code provision C.2.1 explained on page 33 of this report, the Company has complied with, where applicable, the provisions of the CG Code as set out in Appendix C1 to the GEM Listing Rules to ensure that the Group's business activities and decision-making processes are regulated in a proper and prudent manner.

EVENT AFTER THE REPORTING PERIOD

On 14 February 2025, the Company entered into a convertible bond placing agreement with Zijing Capital Limited (the "Placing Agent"), pursuant to which the Company agreed to issue and the Placing Agent agreed to procure, on a best endeavour basis, no less than six (6) placees to subscribe for the convertible bonds in an aggregate principal amount of up to HK\$100,000,000 at the issue price of 100% of the principal amount of the convertible bonds with a conversion price of HK\$1.51 per conversion share. The convertible bonds in the principal amount of HK\$52,000,000 have been placed to two placees. For details, please refer to the announcements of the Company dated 14 February 2025, 24 February 2025, 7 March 2025 and 26 March 2025.

FINAL DIVIDENDS

Dividend Policy

The Company has no fixed dividend policy. A decision to distribute any interim dividend or recommend any final dividend would require the approval of the Board and will be at its discretion. In addition, any final dividend for a financial year will be subject to Shareholders' approval. A decision to declare or pay any dividend in the future and the amount of any dividends depends on a number of factors, including but not limited to our results of operations, financial condition, working capital, capital requirements and other factors our Board may deem relevant. There is no assurance that dividends of such amount or any amount will be declared or distributed each year or in any year.

企業管治常規

本公司認為，維持高水準的企業管治標準對本集團的持續增長至關重要。本公司的企業管治常規根據GEM上市規則附錄C1載列的企業管治守則（「企業管治守則」）所載的守則條文作出。

本年度及直至本年報日期，除本報告第33頁所闡釋之偏離守則條文第C.2.1條外，本公司一直遵守（如適用）GEM上市規則附錄C1載列的企業管治守則的條文以確保本集團的業務活動及決策程序得到妥善及審慎規管。

報告期後事項

於二零二五年二月十四日，本公司與紫荊融資有限公司（「配售代理」）訂立可換股債券配售協議，據此，本公司同意發行，而配售代理同意按最大努力基準，促使不少於六(6)名承配人認購本金總額最高達100,000,000港元的可換股債券，發行價為可換股債券本金總額的100%，換股價為每股換股股份1.51港元。本金額為52,000,000港元的可換股債券已配售給兩名承配人。詳情請參閱本公司日期為二零二五年二月十四日、二零二五年二月二十四日、二零二五年三月七日及二零二五年三月二十六日之公告。

末期股息

股息政策

本公司並無固定股息政策。分派任何中期股息或建議任何末期股息的決定須取得董事會批准，並將由其酌情決定。此外，本公司派發某財政年度的任何末期股息均須獲股東批准。日後宣派或派付任何股息的決定及任何股息的金額取決於多項因素，包括但不限於我們的經營業績、財務狀況、營運資金、資金需求及董事會可能認為相關的其他因素。我們將每年重新評估股息政策。無法保證各年或於任何年度將予宣派或已分派的該等金額或任何金額的股息。

DIRECTORS' REPORT

董事會報告

In addition, as our Company is a holding company registered in the Cayman Islands and our operations are conducted through our subsidiaries in the PRC, the availability of funds to pay distributions to Shareholders depends on dividends received from these subsidiaries.

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

CLOSURE OF REGISTER OF MEMBERS FOR THE ANNUAL GENERAL MEETING

For the purpose of determining the entitlement to attend and vote at the annual general meeting of the Company to be held on Friday, 6 June 2025 (the “**2025 AGM**”), the register of members of the Company will be closed from Tuesday, 3 June 2025 to Friday, 6 June 2025, during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company on Friday, 6 June 2025 will be entitled to attend and vote at the 2025 AGM. In order to qualify for attending and voting at the 2025 AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 2 June 2025.

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report, based on information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company maintained the amount of public float as required under the GEM Listing Rules.

AUDIT COMMITTEE

The Audit Committee has reviewed with the management of the Group the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the audited consolidated financial statements for the Year. The Audit Committee had reviewed together with the management and external auditor the accounting principles and policies adopted by the Group and the audited consolidated financial statements for the year.

此外，本公司是於開曼群島註冊的控股公司，透過在中國的附屬公司經營業務，可用於向股東派息的資金取決於我們從該等附屬公司收取的股息。

董事會並不建議派付截至二零二四年十二月三十一日止年度之末期股息（二零二三年：零）。

就股東週年大會暫停辦理股份過戶登記手續

為釐定出席本公司將於二零二五年六月六日（星期五）舉行之股東週年大會（「**二零二五年股東週年大會**」）並於會上投票的資格，本公司將於二零二五年六月三日（星期二）至二零二五年六月六日（星期五）暫停辦理股份過戶登記手續，期間將不會進行本公司股份過戶登記。於二零二五年六月六日（星期五）名列本公司股東名冊的股東有權出席二零二五年股東週年大會並於會上投票。為符合資格出席二零二五年股東週年大會並於會上投票，所有股份過戶文件連同有關股票，必須於二零二五年六月二日（星期一）下午四時三十分之前送交本公司之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。

足夠公眾持股量

於本報告日期，根據本公司公開可得之資料及就董事所知，董事確認本公司維持GEM上市規則項下規定之公眾持股量。

審核委員會

審核委員會已與本集團管理層審閱本集團採納之會計原則及常規，並討論審核、內部監控及財務報告事宜，包括審閱本年度之經審核綜合財務報表。審核委員會已與管理層及外聘核數師審閱本集團採納之會計原則及政策以及本年度之經審核綜合財務報表。

DIRECTORS' REPORT

董事會報告

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors in writing an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules and the Company considers all the independent non-executive Directors to be independent.

AUDITOR

There were no other changes in auditor of the Group during the past three years.

The consolidated financial statements for the years ended 31 December 2022, 2023 and 2024 have been audited by BDO Limited, Certified Public Accountants, who will retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of BDO Limited as auditor of the Company will be proposed at the forthcoming annual general meeting.

By order of the Board
Ziyuanyuan Holdings Group Limited
Zhang Junshen
Chairman and Chief Executive Officer

Hong Kong, 31 March 2025

獨立非執行董事之獨立性

根據GEM上市規則第5.09條，本公司已自各獨立非執行董事接獲有關其獨立性之書面年度確認，本公司認為全體獨立非執行董事均屬獨立。

核數師

本集團核數師於過去三年概無任何其他變動。

截至二零二二年、二零二三年及二零二四年十二月三十一日止年度之綜合財務報表已由註冊會計師香港立信德豪會計師事務所有限公司審核，其將會退任並符合資格獲重新委任。重新委任香港立信德豪會計師事務所有限公司為本公司核數師之決議案將於應屆股東週年大會上提呈。

承董事會命
紫元元控股集團有限公司
主席兼行政總裁
張俊深

香港，二零二五年三月三十一日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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TO THE SHAREHOLDERS OF ZIYUANYUAN HOLDINGS GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Ziyuanyuan Holdings Group Limited (the “**Company**”) and its subsidiaries (together the “**Group**”) set out on pages 109 to 227, which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policy information.

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

BASIS FOR OPINION

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

致紫元元控股集團有限公司股東

(於開曼群島註冊成立的有限公司)

意見

吾等已審核第109至227頁所載紫元元控股集團有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)的綜合財務報表,有關財務報表包括 貴集團於二零二四年十二月三十一日的綜合財務狀況表,以及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註(包括重大會計政策概要)。

吾等認為,該等綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈的香港財務報告準則會計準則真實而中肯地反映 貴集團於二零二四年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》的披露要求妥為編製。

意見的基礎

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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.

Impairment of trade and finance lease receivables

Refer to Note 21 and 20 and the Group's critical accounting estimates and judgements in relation to impairment of trade and finance lease receivables set out in Note 4 and Note 41 to the consolidated financial statements

We identified the impairment of trade and finance lease receivables as a key audit matter due to its significance to the consolidated financial statements, and the use of estimate by the management in measuring the expected credit losses ("ECL") for trade and finance lease receivables which are subject to impairment assessment under HKFRS 9.

As set out in Note 21 and 20 to the consolidated financial statements, as at 31 December 2024, the carrying amount of trade receivable is RMB297,077,000 after deducting a lifetime ECL allowance of RMB17,621,000, representing 49% of the Group's total assets; while finance lease receivable is RMB89,641,000 after deducting a lifetime ECL allowance of RMB60,062,000, representing 15% of the Group's total assets.

關鍵審核事項

關鍵審核事項為根據吾等的專業判斷為對本期綜合財務報表的審核最為重要的事項。該等事項在吾等審核整體綜合財務報表及發出意見時處理。吾等不會對該等事項提供單獨意見。

貿易及融資租賃應收款項之減值

參閱附註21和20及載於綜合財務報表附註4及附註41之本集團相關貿易及融資租賃應收款項減值的重要會計評估及判斷

鑑於貿易及融資租賃應收款項減值對綜合財務報表之重要性以及管理層於計量貿易及融資租賃應收款項（根據香港財務報告準則第9號須進行減值評估）之預期信用損失（「預期信用損失」）時作出之評估，吾等將貿易及融資租賃應收款項減值識別為關鍵審核事項。

誠如綜合財務報表附註21和20所載，於二零二四年十二月三十一日，貿易應收款項之賬面值為人民幣297,077,000元，經扣除全期預期信用損失撥撥人民幣17,621,000元，佔本集團資產總值約49%；而融資租賃應收款項之賬面值為人民幣89,641,000元，經扣除全期預期信用損失撥撥人民幣60,062,000元，佔本集團資產總值約15%。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (continued)

Impairment of trade and finance lease receivables (continued)

As set out in Note 21 and 20 to the consolidated financial statements, management measures ECL for trade and finance lease receivables by using a provision matrix. In determining the impairment of trade and finance lease receivables, the management considers (i) internal credit rating which reflect shared credit risk characteristics for different industry types, historical past due information and customers'/lessees' creditworthiness for different groupings of trade and finance lease receivables; (ii) associations between macroeconomic scenarios and economic inputs, (iii) forward-looking information without undue cost or effort including macroeconomic scenarios; and (iv) amount and timing of future cash flows as parameters of the ECL models, and fair value of the pledged underlying assets. In addition, trade and finance lease receivables which are credit-impaired are assessed for ECL individually based on expectation of cash flows that takes into account the fair value of the pledged underlying assets based on available market information and credit risk characteristics of the particular individual customers/lessees.

Our response

Our procedures in relation to management's impairment assessment included:

- Understanding and assessing the appropriateness of management's methodology for identifying the grouping of trade and finance lease receivables on the basis of internal credit rating which reflect shared credit risk characteristics;
- Assessing the reasonableness of ECL model, model assumptions (such as the estimation of the amount and timing of future cash flows), economic inputs and forward-looking macroeconomic scenarios for ECL measurement;
- Testing on a sample basis the integrity of data used to measure ECL;

關鍵審核事項 (續)

貿易及融資租賃應收款項之減值 (續)

誠如綜合財務報表附註21和20所載，管理層使用提列矩陣計量貿易及融資租賃應收款項之預期信用損失。於釐定貿易及融資租賃應收款項減值時，管理層考慮(i)內部信貸評級，其反映不同貿易及融資租賃應收款項組別之不同行業類別、過往逾期資料及客戶／承租人信譽之共用信用風險特徵；(ii)宏觀經濟環境情況與經濟輸入數據之關係；(iii)毋需付出不必要的成本或努力的前瞻性資料包括宏觀經濟情況；及(iv)作為預期信用損失參數之未來現金流量金額及時間，及已抵押相關資產之公平值。此外，出現信用減值之貿易及融資租賃應收款項會就預期信用損失進行個別評估，基礎為計及根據市場可供資料得出之已抵押相關資產公平值之現金流量預期及特定個別承租人之信用風險特徵。

吾等的回應

吾等有關管理層減值評估的程序包括：

- 了解及評估管理層按內部信貸評級識別貿易及融資租賃應收款項組別之方法（其反映共用信用風險特徵）之適當性；
- 就預期信用損失計量評估預期信用損失模型之合理性、模型假設（例如未來現金流量之金額及時間估計）、經濟輸入數據及前瞻性宏觀經濟情況之合理性；
- 抽樣檢查測試所選擇用於計量預期信用損失之數據完整性；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (continued)

Impairment of trade and finance lease receivables (continued)

Our response (continued)

- On a sample basis, checking the accuracy of internal credit rating which reflect shared credit risk characteristics for different industry types, historical past due information and customers'/lessees' creditworthiness for different groupings of trade and finance lease receivables;
- For the credit-impaired trade and finance lease receivables, on a sample basis, assessing for reasonableness the Group's assumptions on the expected future cash flows and testing the value of the pledged underlying assets against available market information;
- Testing on a sample basis of subsequent settlements of credit-impaired trade receivables and finance leases, by inspecting supporting documents for cash receipts from customers/lessees subsequent to the end of the reporting period; and
- Assessing the financial statement disclosures relating to the Group's credit risk management and impairment assessment under HKFRS 9.

OTHER INFORMATION IN THE ANNUAL REPORT

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

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

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

關鍵審核事項 (續)

貿易及融資租賃應收款項之減值 (續)

吾等的回應 (續)

- 抽樣檢查內部信貸評級準確性，其反映不同貿易及融資租賃應收款項組別之不同行業類別、過往逾期資料及客戶／承租人信譽之共用信用風險特徵；
- 就出現信用減值之貿易及融資租賃應收款項而言，吾等抽樣評估 貴集團對預期未來現金流量之假設之合理性，並按可得市場資料測試已抵押相關資產之價值；
- 抽樣檢查測試出現信用減值之貿易應收款項和融資租賃應收款項之其後償付情況，方式為檢查於報告期末後自客戶／承租人收取現金之證明文件；及
- 評估香港財務報告準則第9號項下有 貴集團信用風險管理及減值評估之財務報表披露事項。

年報內的其他資料

董事須為其他資料負責。其他資料包括載入 貴公司年報的資料，但不包括其綜合財務報表及就其發出之本核數師報告。

吾等對綜合財務報表的意見並不涵蓋其他資料，吾等亦不對該等其他資料發表任何形式的核證結論。

就吾等對綜合財務報表的審核而言，吾等的責任為閱讀其他資料，並在此過程中，考慮其他資料是否與綜合財務報表或吾等在審核過程中所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。基於吾等已執行的工作，倘吾等認為其他資料存在重大錯誤陳述，則吾等須報告該事實。吾等毋須報告此方面事項。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibilities in this regard.

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

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

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

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定編製真實而中肯的綜合財務報表，並對董事認為就使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

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

董事亦負責監督 貴集團之財務報告過程。審核委員會協助董事履行此方面的責任。

核數師就審核綜合財務報表承擔的責任

吾等的目標為對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理核證，並按照吾等所協定的委聘條款，僅向 閣下（作為整體）發出載有吾等意見的核數師報告，除此之外別無其他目的。吾等概不會就本報告的內容，對任何其他人士負上或承擔任何責任。

合理保核證為高水平的核證，但概不保證按照《香港審計準則》進行的審核在某一重大錯誤陳述存在時總能發現。錯誤陳述可由欺詐或錯誤引起，倘錯誤陳述於單獨或合併時可合理預期會影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述會被視為屬重大。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

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

核數師就審核綜合財務報表承 擔的責任 (續)

在根據《香港審計準則》進行審核的過程中，吾等運用專業判斷，並保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對該等風險，以及獲取充足及適當的審核憑證，為吾等的意見提供基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核相關的內部控制，以設計適當的審核程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評價董事所採用的會計估計及相關披露的合適性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露，或倘有關披露不足，則修訂吾等的意見。吾等的結論乃基於核數師報告日止所取得的審核憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

- 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 work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

核數師就審核綜合財務報表承 擔的責任 *(續)*

- 評價綜合財務報表的整體呈報方式、結構及內容，包括披露，以及綜合財務報表是否中肯反映相關交易及事項。
- 就 貴集團內實體或業務活動的財務料獲取充足、適當的審核憑證，以便對綜合財務報表發表意見。吾等負責 貴集團審核的方向、監督及執行。吾等為審核意見獨自承擔全部責任。

吾等與審核委員會就(其中包括)計劃的審核範圍、時間安排、重大審核發現等，包括吾等在審核中識別出內部監控的任何重大缺陷進行溝通。

吾等亦向審核委員會提交聲明，說明吾等已符合有關獨立性的相關專業道德要求，並與彼等溝通有可能合理地被認為會影響吾等獨立性的所有關係及其他事項，以及相關的防範措施(如適用)。

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

BDO Limited

Certified Public Accountants

Cheung Or Ping

Practising Certificate Number P05412

Hong Kong, 31 March 2025

核數師就審核綜合財務報表承 擔的責任 (續)

從與董事溝通的事項中，吾等確定該等事項對本期綜合財務報表的審核最為重要，因而構成關鍵審核事項。吾等在核數師報告中描述該等事項，除非法律法規不允許公開披露該事項，或在極端罕見的情況下，如果合理預期在吾等報告中溝通某事項造成的負面後果超過有關溝通產生的公眾利益，吾等決定不應在報告中溝通該事項。

香港立信德豪會計師事務所有限公司

執業會計師

張珂屏

執業證書號碼P05412

香港，二零二五年三月三十一日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the 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			
Revenue		收益		
Finance lease income		融資租賃收入	9,173	25,077
Operating lease income		經營租賃收入	311	816
Interest income from loan receivables		應收貸款利息收入	—	7
Income from postpartum care services		月子服務收入	24,209	28,438
Income from trading of medical equipment and consumables		醫療器械設備及耗材貿易收入	493,197	416,998
Income from IT services		資訊科技服務收入	25,377	26,619
Total revenue	5	總收益	552,267	497,955
Cost of sales		銷售成本	(465,727)	(375,034)
Bank interest income		銀行利息收入	160	141
Other gains and losses, net	7	其他收益及虧損淨額	(22,113)	(480)
Staff costs	10	員工成本	(24,898)	(38,715)
Impairment losses under expected credit loss ("ECL") model, net of reversal	9	預期信用損失(「預期信用損失」)模式項下之減值虧損(扣除撥回)	(43,740)	(5,962)
Other operating expenses		其他經營開支	(37,376)	(46,032)
Finance costs	8	融資成本	(11,491)	(13,872)
(Loss)/profit before income tax	10	除所得稅前(虧損)/溢利	(52,918)	18,001
Income tax credit/(expenses)	12	所得稅開支計入/(開支)	742	(4,137)
(Loss)/profit and total comprehensive income for the year		年內(虧損)/溢利及全面收入總額	(52,176)	13,864
(Loss)/profit and total comprehensive income for the year attributable to:		年內(虧損)/溢利及全面收入總額應佔：		
Owners of the Company		本公司擁有人	(52,970)	14,563
Non-controlling interests		非控股權益	794	(699)
			(52,176)	13,864
(Loss)/earnings per share for (loss)/profit attributable to owners of the Company during the year		本公司擁有人應佔年內(虧損)/溢利之每股(虧損)/溢利		
Basic and diluted (RMB cents)		一基本及攤薄(人民幣分)	(12.34)	3.64

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 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			
NON-CURRENT ASSETS		非流動資產		
Property, plant and equipment	15	物業、廠房及設備	17,486	7,232
Investment properties	17	投資物業	25,200	24,400
Right-of-use assets	16	使用權資產	26,293	9,876
Intangible assets	18	無形資產	10,741	34,115
Finance lease receivables	20	融資租賃應收款項	67,381	38,975
Refundable deposit		可退還按金	2,000	26,500
Deferred tax assets	19	遞延稅項資產	11,090	9,520
Deposits	22	按金	2,648	4,974
			162,839	155,592
CURRENT ASSETS		流動資產		
Inventories		存貨	1,533	4,860
Finance lease receivables	20	融資租賃應收款項	22,260	68,024
Trade receivables	21	貿易應收款項	297,077	196,987
Prepayments, deposits and other receivables	22	預付款項、按金及其他應收款項	93,960	65,079
Restricted bank deposits	23	有限制銀行存款	12,882	15,861
Pledged bank deposits	24	質押銀行存款	—	500
Bank balances and cash	23	銀行結餘及現金	12,958	108,260
			440,670	459,571
Current liabilities		流動負債		
Trade and bills payables	25	貿易及票據應付款項	22,409	60,111
Other payables and accrued charges	26	其他應付款項及應計費用	46,493	74,233
Provision for taxation		應付稅項	18,274	15,971
Lease liabilities	27	租賃負債	5,735	6,118
Financial guarantee	28	財務擔保	2,402	2,451
Bank and other borrowings	29	銀行及其他借款	108,287	101,047
			203,600	259,931
NET CURRENT ASSETS		流動資產淨值	237,070	199,640
TOTAL ASSETS LESS CURRENT LIABILITIES		總資產減流動負債	399,909	355,232

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 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			
Non-current liabilities		非流動負債		
Deferred tax liabilities	19	遞延稅項負債	1,365	3,453
Lease liabilities	27	租賃負債	21,951	4,736
Bank and other borrowings	29	銀行及其他借款	74,506	31,754
			97,822	39,943
NET ASSETS		資產淨值	302,087	315,289
EQUITY		權益		
Share capital	30	股本	36,559	33,839
Reserves	31	儲備	262,918	278,608
Equity attributable to owners of the Company		本公司擁有人應佔股權	299,477	312,447
Non-controlling interests		非控股權益	2,610	2,842
TOTAL EQUITY		權益總額	302,087	315,289

Mr. Zhang Junshen
張俊深先生
Director
董事

Mr. Tian Zhiwei
田志威先生
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the 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 Company 本公司擁有人應佔						Non- controlling interests 非控股權益	Total 總計
		Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元 (note i) (附註i)	Capital and other reserves 資本及 其他儲備 RMB'000 人民幣千元 (note ii) (附註ii)	Statutory reserve 法定儲備 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	RMB'000 人民幣千元	RMB'000 人民幣千元
Balance as at 1 January 2023	於二零二三年一月一日之餘額	33,839	56,743	133,023	11,543	71,713	306,861	3,956	310,817
Profit and total comprehensive income for the year	年內溢利及全面收入總額	-	-	-	-	14,563	14,563	(699)	13,864
Dividend paid (Note 13)	分派股息 (附註13)	-	(8,977)	-	-	-	(8,977)	(415)	(9,392)
Transfer to PRC statutory reserves (note iii)	轉撥至中國法定儲備 (附註iii)	-	-	-	2,696	(2,696)	-	-	-
Balance 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之餘額	33,839	47,766	133,023	14,239	83,580	312,447	2,842	315,289
Loss and total comprehensive income for the year	年內虧損及全面收入總額	-	-	-	-	(52,970)	(52,970)	794	(52,176)
Issue of new shares	發行新股	2,720	37,280	-	-	-	40,000	-	40,000
Transfer to PRC statutory reserves (note iii)	轉撥至中國法定儲備 (附註iii)	-	-	-	1,023	(1,023)	-	-	-
Transfer upon disposal of a subsidiary (note 36)	出售附屬公司時轉撥 (附註36)	-	-	-	-	-	-	(1,393)	(1,393)
Transfer upon liquidation of a subsidiary	附屬公司清算時轉撥	-	-	-	-	-	-	367	367
Balance at 31 December 2024	於二零二四年十二月三十一日之餘額	36,559	85,046	133,023	15,262	29,587	299,477	2,610	302,087

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

Notes:

- (i) Under the Companies Law (Revised) of the Cayman Islands, share premium is distributable to shareholders, subject to the condition that the Company cannot declare or pay a dividend, or make a distribution out of share premium if (i) it is, or would after the payment be, unable to pay its liabilities as they become due; or (ii) the realisable value of its assets would thereby be less than aggregate of its liabilities and its issued share capital account.
- (ii) Capital and other reserves represents (i) the reserve arising from the acquisition of 55% equity interest of Ziyuanyuan (Shenzhen) International Finance Leasing Company Limited (“**ZYY Finance Leasing**”), a subsidiary of the Company, through acquisition of HK Lixin Trade Co., Limited (“**HK Lixin**”); (ii) the difference between the aggregate of the issued capital of HK Lixin and ZYY Finance Leasing directly attributable to Mr. Zhang Junshen and Mr. Zhang Junwei, the controlling individual shareholders of the Company (the “**Controlling Individual Shareholders**”) and the net assets value of HK Lixin upon insertion of the Company and Honor Global Holding Limited as part of the group reorganisation; (iii) the consideration paid on the acquisition of the remaining 45% equity interest of ZYY Finance Leasing by HK Lixin from the Controlling Individual Shareholders; and (iv) Hero Global Limited (“**Hero Global**”), an immediate holding company of the Company, waived an amount due from HK Lixin, a subsidiary of the Company, amounting to RMB68,000,000, which was accounted for as a deemed capital contribution from a shareholder.
- (iii) Pursuant to the articles of association of the subsidiaries established in the People’s Republic of China (the “**PRC**”), it is required to appropriate 10% or an amount to be determined by its directors of its profit after taxation in accordance with the relevant PRC regulations before any distribution of dividends to owners each year to the statutory reserve until the balance reaches 50% of its registered capital.

附註：

- (i) 根據開曼群島公司法（經修訂），股份溢價是可分配給股東，但前提是公司不可以宣告或分派股息，或者在以下情況下不能從股份溢價中進行分配：(i)分派股息後，公司無法償還到期的債務；或(ii)其資產的可變現價值將因此小於其負債和已發行股本賬戶的總和。
- (ii) 資本及其他儲備指(i)因通過收購香港立信貿易有限公司（「**香港立信**」）而收購本公司附屬公司紫元元（深圳）國際融資租賃有限公司（「**紫元元融資租賃**」）的55%股權而產生的儲備；(ii)本公司控股個人股東張俊深先生及張俊偉先生（「**控股個人股東**」）直接應佔香港立信及紫元元融資租賃的已發行股本總額與待加入本公司及榮耀全球控股有限公司作為集團重組一部分後的香港立信資產淨值之間的差額；(iii)香港立信向控股個人股東收購紫元元融資租賃餘下45%股權而支付的代價；及(iv)本公司直接控股公司Hero Global Limited（「**Hero Global**」）豁免應收本公司附屬公司香港立信的款項人民幣68,000,000元，其入賬列為視作股東出資。
- (iii) 根據於中華人民共和國（「**中國**」）成立的附屬公司的組織章程細則，每年向擁有人分派任何股息前，須按有關中國法規將10%或董事所釐定金額的除稅後溢利撥入法定儲備，直至其結餘達到註冊資本的50%。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the 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 operating activities	經營活動所得現金流量		
(Loss)/profit before income tax	除所得稅前 (虧損) / 溢利	(52,918)	18,001
Adjustments for:	調整：		
Depreciation of right-of-use assets	使用權資產折舊	16 7,723	7,789
Depreciation of property, plant and equipment	物業、廠房及設備折舊	15 5,218	4,071
Amortisation of intangible asset	無形資產攤銷	18 2,892	2,434
Gain on lease termination	租賃終止收益	7 (17)	(397)
Property, plant and equipment written off	物業、廠房及設備撇銷	15 2	14
Finance costs	融資成本	8 11,491	13,872
Impairment losses on trade receivables	貿易應收款項減值虧損	9 8,197	3,904
Impairment losses on finance lease receivables	融資租賃應收款項減值虧損	9 35,592	713
Reversal of impairment losses on loan receivables	應收貸款減值虧損撥回	9 —	(1)
(Reversal of)/provision for financial guarantee	財務擔保(撥回)/授出	9 (49)	1,346
Impairment losses on goodwill	商譽減值虧損	7 16,952	1,186
Impairment loss on intangible assets	無形資產減值虧損	8,500	—
Bank interest income	銀行利息收入	(160)	(141)
Fair value (gain)/loss on investment properties	投資物業的公平價值 (收益) / 虧損	7 (800)	600
Loss on disposal of a subsidiary	出售附屬公司虧損	7 1,813	—
Loss on liquidation of a subsidiary	清算附屬公司虧損	7 367	—
Exchange gain, net	匯兌收益淨額	7 (247)	(334)
Operating profit before working capital change	營運資金變動前經營溢利	44,556	53,057
Decrease in inventories	存貨減少	3,327	7,119
(Increase)/decrease in finance lease receivables	融資租賃應收款項 (增加) / 減少	(18,234)	69,603
Decrease in loan receivables	應收貸款減少	—	97
Increase in trade receivables	貿易應收款項增加	(108,287)	(68,456)
(Increase)/decrease in prepayments and other receivables	預付款項及其他應收款項 (增加) / 減少	(32,080)	10,797
(Decrease)/increase in trade and bills payables	貿易及票據應付款項 (減少) / 增加	(37,702)	60,111
(Decrease)/increase in other payables and accrued charges	其他應付款項及應計費用 (減少) / 增加	(34,638)	40,885

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the 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
Decrease in deposits from finance lease customers and deferred income	融資租賃客戶按金及遞延收入減少		—	(54)
Cash (used in)/generated from operations	經營(所用)／所得現金		(183,058)	173,159
Income taxes (paid)/refund	已(付)／退所得稅		(388)	94
Net cash (used in)/generated from operating activities	經營活動(所用)／所得現金淨額		(183,446)	173,253
Cash flows from investing activities	投資活動所得現金流量			
Increase in restricted bank deposits	有限制銀行存款增加		(2,495)	(2,272)
Release of restricted bank deposits	有限制銀行存款釋放		3,000	—
Decrease/(increase) in pledged bank deposits	質押銀行存款減少／(增加)		500	(500)
Refundable deposit for acquisition of an associate	收購聯營公司可退還按金		(2,000)	—
Acquisition of a subsidiary, net of cash acquired	收購附屬公司淨額 (扣除收購的現金後)	35	7,274	—
Disposal of a subsidiary, net of cash disposed	出售附屬公司淨額 (扣除出售的現金後)	36	1,298	—
Bank interest income received	已收銀行利息收入		160	141
Purchase of property, plant and equipment	購買物業、廠房及設備	15	(440)	(1,531)
Proceeds received for security deposits	保證金所收款項		6,914	2,787
Purchase of intangible asset	購買無形資產		—	(94)
Decrease in other financial asset	其他金融資產減少		—	847
Net cash generated from/ (used in) investing activities	投資活動所得／(所用)現金淨額		14,211	(622)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the 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 financing activities	融資活動所得現金流量			
		40		
Bank borrowings raised	籌措銀行借款		163,460	62,500
Repayment of sales and leaseback transactions	償還售後回租交易款項		(47,286)	(95,707)
Proceeds received for issue of shares	發行股票所得款項		40,000	–
Interest portion of the lease liabilities paid	已付租賃負債利息部分		(2,074)	(1,400)
Repayment of principal portion of the lease liabilities	償還租賃負債本金部分		(7,291)	(7,645)
Interest paid for bank and other borrowings	銀行及其他借款的已付利息		(9,417)	(12,447)
Interest paid for discounted bills	貼現票據的已付利息		–	(4)
Dividend paid to the Company's shareholders	分派股息予本公司股東		–	(8,977)
Dividend paid to non-controlling interests	分派股息予非控股權益		–	(415)
Repayments of bank and other borrowings	償還銀行及其他借款		(66,182)	(62,834)
Net cash generated from/ (used in) financing activities	融資活動所得／(所用) 現金淨額		71,210	(126,929)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物 (減少)／增加淨額		(98,025)	45,702
Cash and cash equivalents at 1 January	於一月一日的現金及現金等價物		112,121	66,085
Effect of foreign exchange rate changes	外匯匯率變動的影響		249	334
Cash and cash equivalents at 31 December	於十二月三十一日的現金及現金等價物		14,345	112,121
Analysis of cash and cash equivalents	現金及現金等價物分析			
Cash and bank balances	銀行及手頭現金		12,958	108,260
Restricted bank deposits	有限制銀行存款	23	1,387	3,861
			14,345	112,121

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

1. GENERAL INFORMATION

Ziyuanyuan Holdings Group Limited (the “**Company**”) is a public limited company incorporated in the Cayman Islands and its shares are listed on GEM of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Company’s immediate and ultimate holding company is Hero Global. The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section of the annual report.

The Company is an investment holding company. The principal activities of the Company and its subsidiaries (collectively referred to as the “**Group**”) are provision of medical equipment finance lease services, maternal and child postpartum care industry services and trading of medical equipment and consumables business in the PRC. Details of the Company’s subsidiaries are set out in Note 39.

The financial statements for the year ended 31 December 2024 were approved for issue by the board of directors of the Company on 31 March 2025.

1. 一般資料

紫元元控股集團有限公司（「**本公司**」）乃在開曼群島註冊成立的公眾有限公司，其股份於香港聯合交易所有限公司（「**聯交所**」）GEM上市。本公司的直接及最終控股公司為Hero Global。本公司註冊辦事處及主要營業地點的地址披露於年報內公司資料一節。

本公司為一家投資控股公司。本公司及其附屬公司（統稱「**本集團**」）的主要業務為在中國提供從事提供醫療器械設備融資租賃服務、母嬰月子產業服務及醫療器械及耗材貿易業務。本公司附屬公司的詳情載於附註39。

截至二零二四年十二月三十一日止年度的財務報表已於二零二五年三月三十一日獲本公司董事會批准發行。獲本公司董事會批准發行。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

2. ADOPTION OF NEW/REVISED HKFRS ACCOUNTING STANDARDS (“HKFRSs”)

2.1 Adoption of revised HKFRS Accounting Standards

The HKICPA has issued a number of new or amendments to HKFRSs that are first effective for the current accounting period of the Group:

- Amendments to HKAS 1, Classification of Liabilities as Current or Non-current (the “**2020 Amendments**”)
- Amendments to HKAS 1, Non-current Liabilities with Covenants (the “**2022 Amendments**”)
- Amendments to HKAS 7 and HKFRS 7, Supplier Finance Arrangements
- Amendments to HKFRS 16, Lease Liability in a Sale and Leaseback

Other than the 2020 Amendments and 2022 Amendments, the new or amendments to HKFRSs did not have any significant impact on the Group’s results and financial position for the current or prior period. The Group has not early applied any new or amendments to HKFRSs that is not yet effective for the current accounting period. The Group has revisited its accounting policy information disclosure and removed some immaterial accounting information disclosure.

2. 採納新訂／經修訂香港財務報告準則會計準則（「香港財務報告準則」）

2.1 採納經修訂香港財務報告準則會計準則

香港會計師公會已頒佈若干於本集團當前會計期間首次生效的新訂或經修訂香港財務報告準則：

- 香港會計準則第1號的修訂，將負債分類為流動或非流動（「**二零二零年修訂**」）
- 香港會計準則第1號的修訂，附帶契諾的非流動負債（「**二零二二年修訂**」）
- 香港會計準則第7號及香港財務報告準則第7號的修訂，供應商融資安排
- 香港財務報告準則第16號的修訂，售後回租的租賃負債

除二零二零年修訂及二零二二年修訂外，該等新訂或經修訂香港財務報告準則對本集團於本期間或過往期間的業績及財務狀況並無重大影響。本集團並無提早應用任何於本會計期間尚未生效的新訂或經修訂香港財務報告準則。本集團重新審視了會計政策資料披露後，刪除了部分非重大會計資料披露。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

2. ADOPTION OF NEW/REVISED HKFRS ACCOUNTING STANDARDS (“HKFRSs”)

(continued)

2.1 Adoption of revised HKFRS Accounting Standards (continued)

Amendments to HKAS 1, the 2020 Amendments and 2022 Amendments

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 noncurrent 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.

2. 採納新訂／經修訂香港財務報告準則會計準則（「香港財務報告準則」）(續)

2.1 採納經修訂香港財務報告準則會計準則 (續)

香港會計準則第1號的修訂，二零二零年修訂及二零二二年修訂

二零二零年修訂明確規範負債劃分為流動或非流動之準則，包括「延期結算之權利」定義及該權利須於報告期末確實存在。負債之分類不因企業行使延期權利之可能性而受影響。該等修訂亦闡明，負債得以其自身權益工具結算，且僅當可轉換負債中之轉換權本身按權益工具入帳時，負債條款方不影響其分類。二零二二年修訂進一步釐清，就貸款安排產生之負債條款而言，僅企業須於報告日或之前遵守之條款方會影響該負債之流動性分類，並要求就報告期後12個月內須遵守未來條款之非流動負債作出額外披露。

本集團已於二零二三年一月一日及二零二四年一月一日重新評估其負債條款，結論為於首次應用該等修訂後，負債之流動與非流動分類維持不變。

據此，該等修訂對本集團之財務狀況或業績並無任何影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

2. ADOPTION OF NEW/REVISED HKFRS ACCOUNTING STANDARDS (“HKFRSs”)

(continued)

2.2 New or amendments to HKFRSs that have been issued but are not yet effective

The following new or amendments to HKFRSs, potentially relevant to the Group’s financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group’s current intention is to apply these changes on the date they become effective.

Amendments to HKAS 21	Lack of Exchangeability ¹
Amendments to HKFRS 9 and HKFRS 7	Amendment to the Classification and Measurement of Financial Instruments ²
HKFRS 18	Presentation and Disclosure in Financial Statements ³
HKFRS 19	Subsidiaries without Public Accountability ³
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature – dependent Electricity 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 periods beginning on or after 1 January 2027

2. 採納新訂／經修訂香港財務報告準則會計準則（「香港財務報告準則」）（續）

2.2 已頒佈但尚未生效之新訂或經修訂香港財務報告準則

以下可能與本集團財務報表有關之新訂或經修訂香港財務報告準則經已頒佈但尚未生效且並無獲本集團提早採納。本集團目前有意於該等變動生效當日應用該等變動。

香港會計準則第21號的修訂	不可兌換性 ¹
香港財務報告準則第9號及第7號的修訂	財務工具的分類及計量之修訂 ²
香港財務報告準則第18號	財務報表的呈報及披露 ³
香港財務報告準則第19號	無須公眾問責的附屬公司 ³
香港財務報告準則第9號及第7號的修訂	參照自然依存電力之合約 ²

¹ 自二零二五年一月一日或之後的年度期間生效

² 自二零二六年一月一日或之後的年度期間生效

³ 自二零二七年一月一日或之後的年度期間生效

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

2. ADOPTION OF NEW/REVISED HKFRS ACCOUNTING STANDARDS (“HKFRSs”)

(continued)

2.2 New or amendments to HKFRSs that have been issued but are not yet effective (continued)

Other than HKFRS 18, which could impact the presentation and disclosure of the Group’s financial statements, the directors of the Company anticipate that the application of these new and revised standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

HKFRS 18 - Presentation and Disclosure in Financial Statements

HKFRS 18 will replace HKAS 1 Presentation of Financial Statements. HKFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals.

Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.

It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified ‘roles’ of the primary financial statements and the notes.

In addition, narrow-scope amendments have been made to HKAS 7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from ‘profit or loss’ to ‘operating profit or loss’ and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

2. 採納新訂／經修訂香港財務報告準則會計準則（「香港財務報告準則」）(續)

2.2 已頒佈但尚未生效之新訂或經修訂香港財務報告準則 (續)

除可能影響本集團財務報表呈報及披露之香港財務報告準則第18號外，本公司董事預計其他新增或修訂準則的應用不會對本集團當前或未來報告期及可預見交易產生重大影響。

香港財務報告準則第18號－財務報表的呈報與披露

香港財務報告準則第18號將取代香港會計準則第1號－財務報表的呈報。香港財務報告準則第18號引入了新的要求，用於在損益表內進行呈報，包括指定的總計數和小計數。

此外，實體須將損益表內的所有收入和費用分類為五個類別之一：經營活動、投資活動、融資活動、所得稅以及終止經營業務，其中前三個類別為新增內容。

它還要求披露新定義的管理層定義的業績指標、收入和費用的小計數，並包括基於主要財務報表及附註所確定的「角色」，對財務信息進行匯總及細分的新要求。

此外，香港會計準則第7號－現金流量表也進行了窄範圍的修訂，包括將間接法下確定經營活動現金流量的起點從「利潤或虧損」改為「經營利潤或虧損」，並取消了對分紅及利息現金流量分類的選擇性。此外，還有對其他若干準則的後續修訂。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

2. ADOPTION OF NEW/REVISED HKFRS ACCOUNTING STANDARDS (“HKFRSs”)

(continued)

2.2 New or amendments to HKFRSs that have been issued but are not yet effective (continued)

HKFRS 18 - Presentation and Disclosure in Financial Statements (continued)

HKFRS 18, and the amendments to the other standards, is effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. HKFRS 18 will apply retrospectively.

The directors of the Company anticipate that the application of HKFRS 18 has no impact on the Group's financial position and performance in foreseeable future, but has impact on presentation of the consolidated statement of comprehensive income.

3. MATERIAL ACCOUNTING POLICIES

3.1 Basis of preparation

The financial statements on pages 109 to 227 have been prepared in accordance with HKFRSs which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKAS”) and Interpretations (hereinafter collectively referred to as the “HKFRS Accounting Standards”) issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements include the applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

The material accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented. The adoption of new or amendments to HKFRSs and the impacts on the Group's financial statements, if any, are disclosed in Note 2.

2. 採納新訂／經修訂香港財務報告準則會計準則（「香港財務報告準則」）（續）

2.2 已頒佈但尚未生效之新訂或經修訂香港財務報告準則（續）

香港財務報告準則第18號－財務報表的呈報與披露（續）

香港財務報告準則第18號以及對其他準則的修訂，適用於自二零二七年一月一日或之後開始的報告期間，但允許提前應用，並必須予以披露。香港財務報告準則第18號將追溯適用。

本公司董事會預期，應用香港財務報告準則第18號對本集團在可預見未來的財務狀況及經營業績並無影響，但會對綜合全面收益表的呈報產生影響。

3. 重大會計政策

3.1 綜合基準

第109至227頁之財務報表乃根據香港會計師公會所頒佈香港財務報告準則（包括所有適用之個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）（以下統稱「香港財務報告準則會計準則」）以及香港公司條例之披露規定編製。財務報表亦包括聯交所證券上市規則之適用披露規定。此外，綜合財務報表載有香港聯合交易所有限公司GEM證券上市規則規定的適用披露。

編製該等財務報表所採用之重大會計政策概述如下。有關政策於所有年度貫徹採用。採納新訂或經修訂香港財務報告準則以及對本集團財務報表之影響（如有）於附註2披露。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

3. MATERIAL ACCOUNTING POLICIES

(continued)

3.1 Basis of preparation (continued)

The financial statements have been prepared under historical cost convention, except for investment properties, which is stated at fair value. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in the preparation of the financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

3.2 Basis of consolidation

The consolidated financial statements incorporates the financial statements of the Company and entities controlled by the Company (its subsidiaries) comprising the Group for the reporting period. Control is achieved where the Company:

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

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

3. 重大會計政策 (續)

3.1 綜合基準 (續)

財務報表乃按照歷史成本慣例編製，惟投資物業及若干財務工具按公平價值計量。計量基準於下文之會計政策詳述。

務請注意，編製財務報表時已使用會計估計及假設。儘管該等估計乃基於管理層對現時事件及行動所掌握之一切資料而按最佳判斷作出，實際結果最終或會有別於該等估計。涉及高度判斷或極為複雜之範疇，假設及估計對財務報表為重要之範疇，乃於附註4披露。

3.2 綜合基準

綜合財務報表包括本公司及本公司控制的實體（其附屬公司）於報告期內的財務報表。控制權已實現，倘若本公司：

- 擁有對投資對象的權力；
- 擁有來自投資對象可變回報的風險或權利；及
- 擁有利用其權力影響該等可變回報的能力。

倘若事實和情況表明上述控制權三要素中的一個或多個要素發生了變化，本集團將重新評估是否控制了投資對象。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

3. MATERIAL ACCOUNTING POLICIES

(continued)

3.2 Basis of consolidation (continued)

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

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

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs).

3. 重大會計政策 (續)

3.2 綜合基準 (續)

附屬公司的合併於本集團獲得對附屬公司的控制權時開始，並於本集團失去對附屬公司的控制權時終止。

損益及其他全面收益的每一部分撥歸本公司所有者及非控股權益，即使此舉會導致該等非控股權益出現赤字結餘。

當集團喪失對一家附屬公司控制權時，該附屬公司的資產、負債以及非控制性權益(如有)將會被取消確認。會在損益表中確認一項收益或損失，其計算方法為(i)收到的對價的公允價值與任何保留權益的公允價值之總和，與(ii)該附屬公司中歸屬於公司所有者的資產(包括商譽)及負債的賬面價值之間的差額。此前與該附屬公司相關且在其他綜合收益中確認的所有金額，將視同集團直接處置了該附屬公司的相關資產或負債(即根據適用的香港財務報告準則重新分類至損益表，或轉至其他類別的權益)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

3. MATERIAL ACCOUNTING POLICIES

(continued)

3.3 Property, plant and equipment

Property, plant and equipment are stated at acquisition cost less accumulated depreciation and any impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives as follows:

Furniture and office equipment	5 years
Leasehold improvements	Over the lease terms
Motor vehicle	5 years

The assets' depreciation methods and estimated useful lives are reviewed, and adjusted if appropriate, at each reporting date.

3.4 Investment properties

Investment property is measured at cost on initial recognition and subsequently at fair value with any change therein recognised in profit or loss.

When the Group assessed that it is significantly exposed to the operation of the business in the property through a linkage between the rentals charged to the business operator and the performance of the business, the property does not qualify as investment property.

3.5 Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests in the acquiree and the acquisition-date fair value of the acquirer's previously held equity interest in the acquiree over the fair value of identifiable assets and liabilities acquired.

3. 重大會計政策 (續)

3.3 物業、廠房及設備

物業、廠房及設備按購置成本減累計折舊及任何減值虧損列賬。一項資產之成本包括其購買價以及將資產達致合適營運狀況及地點以作擬定用途之任何直接應佔成本。

物業、廠房及設備之折舊以直線法根據下列估計可使用年期計算：

傢具及辦公室設備	5年
租賃物業裝修	按相關租賃期條款
汽車	5年

資產之折舊方法及估計可使用年期於每個報告日檢討並於適當時作出調整。

3.4 投資物業

投資物業在初始確認時按成本計量，隨後按公平值計量，其任何變化於損益內確認。

當本集團透過租金與業務表現掛鉤來評估其在該物業的業務運營中面臨重大風險時，該物業不符合投資物業之定義。

3.5 商譽

商譽初步按成本確認，成本即所轉移代價、就被收購方之非控股權益確認之金額以及收購方先前於被收購方持有之股本權益之收購日期公平價值的總額超出所收購可識別資產及負債之公平價值之部份。

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3. MATERIAL ACCOUNTING POLICIES

(continued)

3.5 Goodwill (continued)

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units (“CGU”) that are expected to benefit from the synergies of the acquisition. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. A CGU to which goodwill has been allocated is tested for impairment annually, by comparing its carrying amount with its recoverable amount (see Note 3.10), and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the CGU to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the CGU is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit on pro-rata basis over the carrying amount to each asset in the unit. However, the loss allocated to each asset will not reduce the individual asset’s carrying amount to below its fair value less cost of disposal (if measurable) or its value-in-use (if determinable), whichever is the higher. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

On disposal of the relevant CGU or any of the CGU within the group of CGUs, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the CGU (or a CGU within a group of CGUs), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the CGU) disposed of and the portion of the CGU (or the group of CGUs) retained.

3. 重大會計政策 (續)

3.5 商譽 (續)

商譽乃按成本減去減值虧損計量。就減值測試而言，收購產生之商譽分配予預期會受惠於收購協同效益之各相關現金產生單位（「現金產生單位」）。現金產生單位是其產生的現金流入基本上獨立於其他資產或資產組別的現金流入的最小可識別資產組合。獲分配商譽之現金產生單位會每年透過將其賬面值與其可收回金額（見附註3.10）作比較而進行減值測試及於有跡象顯示該單位可能出現減值時進行減值測試。

就於財政年度內進行收購所產生之商譽而言，獲分配商譽之現金產生單位會於該財政年度結束前進行減值測試。當現金產生單位之可收回金額少於該單位賬面值時，減值虧損會首先分配至撇減該單位獲分配之任何商譽之賬面值，繼而基於該單位內各資產之賬面值按比例分配至該單位之其他資產。然而，分配至各項資產之虧損將不會令到獨立資產之賬面值減至低於其公平價值減出售成本（如可計量）或其使用價值（如可釐定）（以較高者為準）。商譽之任何減值虧損於損益確認，而不會於往後期間撥回。

在處置相關的現金產生單位或現金產生單位組合內的任何現金產生單位時，應計入的商譽金額會包括在確定處置損益的計算中。當集團處置現金產生單位內的業務（或處置現金產生單位組合內的現金產生單位）時，處置的商譽金額是根據處置的業務（或現金產生單位）與保留的現金產生單位部分（或現金產生單位組合）的相對價值來計量的。

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3. MATERIAL ACCOUNTING POLICIES

(continued)

3.6 Financial instruments

(i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item measured at amortised cost, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group classifies its debt instruments mainly in financial assets at amortised cost. They are assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. These are subsequently measured using effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

3. 重大會計政策 (續)

3.6 金融工具

(i) 金融資產

金融資產(並無重大融資部分的貿易應收賬款除外)初步按公平值加上(就按以攤銷成本計量的項目而言)其收購或發行直接應佔交易成本計量。並無重大融資部分的貿易應收賬款初步按交易價格計量。

所有以正常途徑買賣的金融資產乃於交易日(即本集團承諾收購或出售資產的日期)確認。

債務工具

債務工具的後續計量取決於本集團管理資產的業務模式及該等資產的現金流量特徵。本集團將債務工具主要分類為以攤銷成本計量的金融資產。它們是為持作收回合約現金流量之資產，倘該等資產現金流量僅為支付本金及利息時，則按攤銷成本計量。按攤銷成本計量的金融資產後續按實際利率法計量。利息收入、匯兌收益及虧損及減值於損益內確認。終止確認之任何收益於損益內確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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3. MATERIAL ACCOUNTING POLICIES

(continued)

3.6 Financial instruments (continued)

(ii) Impairment loss on financial assets

The Group has elected to measure loss allowances for trade and finance lease receivables using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. To measure the ECLs, trade and finance lease receivables have been grouped based on shared credit risk characteristics or are assessed individually for credit-impaired balances.

For other debt financial assets, ECLs are based on lifetime ECLs except when there has not been a significant increase in credit risk since initial recognition, in which case the allowance will be based on the 12-month ECLs.

Significant increase in credit risk

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

3. 重大會計政策 (續)

3.6 金融工具 (續)

(ii) 金融資產的減值虧損

本集團已選擇採用香港財務報告準則第9號簡化法計量交易產生的貿易及融資租賃應收款項的損失撥備，並根據全期預期信用損失計算預期信用損失。為計量預期信用損失，貿易及融資租賃應收款已根據共享信用風險特徵分組或單獨評估信貸減值的餘額。

就其他金融資產而言，預期信用損失以全期預期信用損失而釐定。然而，自發生以來信貸風險顯著增加時，撥備將以12個月預期信用損失為基準。

信用風險顯著增加

於評估自初始確認後信用風險是否顯著增加時，本集團將於報告日期金融工具及貿易及融資租賃應收款項的違約風險與初始確認日期金融工具或貿易及融資租賃應收款項發生的違約風險進行比較。在進行該評估時，本集團會考慮合理且可支持的定量及定性資料，包括毋需付出不必要的成本或努力而可得的歷史經驗及前瞻性資料。

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3. MATERIAL ACCOUNTING POLICIES

(continued)

3.6 Financial instruments (continued)

(ii) Impairment loss on financial assets (continued)

Significant increase in credit risk (continued)

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

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

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 90 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

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

3. 重大會計政策 (續)

3.6 金融工具 (續)

(ii) 金融資產的減值虧損 (續)

信用風險顯著增加 (續)

在評估信用風險是否顯著增加時，尤其會考慮以下資料：

- 金融工具的外部（如有）或內部信貸評級的實際或預期顯著惡化；
- 預計會導致債務人償還債務能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；
- 債務人經營業績的實際或預期顯著惡化；
- 導致債務人償還債務能力大幅下降的債務人監管、經濟或技術環境的實際或預期的重大不利變化。

不論上述評估的結果如何，本集團認為，當合約付款逾期超過90日，則自初始確認以來信用風險已顯著增加，除非本集團有合理且可支持的資料證明。

本集團定期監察用以確定信用風險曾否顯著增加的標準的成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前確定信用風險顯著增加。

NOTES TO THE FINANCIAL STATEMENTS

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3. MATERIAL ACCOUNTING POLICIES

(continued)

3.6 Financial instruments (continued)

(ii) Impairment loss on financial assets (continued)

Definition of default

For internal credit risk management, the Group classifies credit risk on trade and finance lease receivables into 4 grades (low risk, fair risk, loss and write-off) as disclosed in note 41. The internal credit risk ratings are based on qualitative (such as lessee's operating conditions, financial positions, etc.) and quantitative factors (mainly includes past due information of the trade and finance lease receivables).

The Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset or trade and finance lease receivable is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3. 重大會計政策 (續)

3.6 金融工具 (續)

(ii) 金融資產的減值虧損 (續)

違約之定義

就內部信用風險管理而言，本集團將如附註41的貿易及融資租賃應收款項之信用風險分類為4個等級（低風險、一般風險、損失及撇銷）。內部信用風險評級乃根據定性（例如承租人之經營狀況、財務狀況等）及定量（主要包括貿易及融資租賃應收款項之逾期資料）因素而定。

本集團認為違約事件於內部所得資料或自外界來源取得之資料顯示債務人向債權人（包括本集團）悉數（不計及本集團持有之任何抵押品）償債之可能性不大時發生。

不論上文所述，當金融資產或貿易及融資租賃應收款項逾期超過90日時，則本集團認為違約已發生，除非本集團有合理且可支持的資料證明更滯後之違約準則更為適當。

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3. MATERIAL ACCOUNTING POLICIES

(continued)

3.6 Financial instruments (continued)

(ii) Impairment loss on financial assets (continued)

Credit-impaired financial assets/trade and finance lease receivables

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

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

3. 重大會計政策 (續)

3.6 金融工具 (續)

(ii) 金融資產的減值虧損 (續)

信用減值之金融資產／貿易及融資租賃應收款項

當發生一項或多項對金融資產／貿易及融資租賃應收款項之估計未來現金流量有不利影響事件時，則金融資產或貿易及融資租賃應收款項出現信用減值。金融資產／貿易及融資租賃應收款項出現信用減值之證據包括有關以下事件之可觀察數據：

- (a) 發行人或借款人陷入重大財務困難；
- (b) 違反合約，例如逾期事件；
- (c) 借款人之貸款人因有關借款人出現財務困難之經濟或合約理由而給予借款人在一般情況下放款人不予考慮之優惠條件；
- (d) 借款人有可能破產或進行其他財務重組；或
- (e) 高折扣金融資產之購買及發起反映已產生信用損失。

NOTES TO THE FINANCIAL STATEMENTS

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3. MATERIAL ACCOUNTING POLICIES

(continued)

3.6 Financial instruments (continued)

(ii) Impairment loss on financial assets (continued)

Write-off policy

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

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default ("PD"), loss given default ("LGD") (i.e. the magnitude of the loss if there is a default) and the exposure at default ("EAD"). The assessment of the PD and LGD is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. For a trade and finance lease receivables, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the finance lease receivables in accordance with HKFRS 16.

3. 重大會計政策 (續)

3.6 金融工具 (續)

(ii) 金融資產的減值虧損 (續)

撇銷政策

倘有資料顯示對手方陷入嚴重財務困難且無實際收回可能，例如交易對手方已被清盤或已進入破產程序，本集團會撇銷金融資產或貿易及融資租賃應收款項。在考慮法律意見（如適當）後，已撇銷金融資產或貿易及融資租賃應收款項仍可根據本集團之收回程序實施強制執行。撇銷構成取消確認事件。任何其後收回均於損益內確認。

預期信用損失的計量及確認

預期信用損失的計量為違約概率（「違約概率」）、違約虧損（「違約虧損」）（即違約時虧損大小）及違約時風險敞口（「違約時風險敞口」）的函數。違約概率及違約虧損的評估乃基於歷史數據按前瞻性資料作調整。預期信用損失的估計反映以發生相關違約風險的金額作為加權數值而確定的無偏概率加權金額。

一般而言，預期信用損失為根據合約應付本集團至所有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（按初始確認時釐定的有效利率貼現）。就貿易及融資租賃應收款而言，釐定預期信用損失所用的現金流量與根據香港財務報告準則第16號租賃計量融資租賃應收款所用的現金流量一致。

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3. MATERIAL ACCOUNTING POLICIES

(continued)

3.6 Financial instruments (continued)

(ii) Impairment loss on financial assets (continued) Measurement and recognition of ECL (continued)

Where ECL is measured on a collective basis to cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's trade receivables, other receivables and finance lease receivables are each assessed as a separate group.);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

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

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

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

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

3. 重大會計政策 (續)

3.6 金融工具 (續)

(ii) 金融資產的減值虧損 (續) 預期信用損失的計量及確 認 (續)

倘預期信用損失按集體基準計量或迎合個別工具水平證據未必存在的情況，則金融工具按以下基準歸類：

- 金融工具性質 (即本集團貿易應收款項、其他應收款項及融資租賃應收款項各自被評為獨立組別)；
- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級 (如有)。

歸類工作由管理層定期檢討，以確保各組別成份繼續分擔類似信用風險特性。

利息收入乃根據金融資產的賬面總額計算，除非金融資產發生信用減值，在此情況下，利息收入根據金融資產的攤銷成本計算。

歸類工作由管理層定期檢討，以確保各組別成份繼續分擔類似信用風險特性。

利息收入乃根據金融資產的賬面總額計算，除非金融資產發生信用減值，在此情況下，利息收入根據金融資產的攤銷成本計算。

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3. MATERIAL ACCOUNTING POLICIES

(continued)

3.6 Financial instruments (continued)

(iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including other payables, deposits from finance lease customers, lease liabilities and bank and other borrowings are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through amortisation process.

(iv) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

A financial guarantee contract issued by the Group and not designated as at FVTPL is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the loss allowance being ECL provision in accordance with HKFRS 9; and (ii) the amount initially recognised less, when appropriate, cumulative amount of income recognised in accordance with HKFRS 15.

3. 重大會計政策 (續)

3.6 金融工具 (續)

(iii) 金融負債

本集團根據負債產生目的對金融負債進行分類。按攤銷成本計量的金融負債初步按公平值扣除直接應佔成本後計量。

按攤銷成本列賬的金融負債

按攤銷成本列賬的金融負債（包括貿易及票據應付款項、其他應付款項、融資租賃客戶按金以及銀行及其他借款）隨後使用實際利率法按攤銷成本計量。有關利息開支於損益中確認。

收益或虧損於終止確認負債時透過攤銷於損益中確認。

(iv) 財務擔保合約

財務擔保合約規定發行人向持有人支付指定金額，以補償持有人由於指定債務人未能根據債務工具原訂或經修訂條款於到期時付款而蒙受的損失。

由本集團發出的並非指定為按公平值計入損益的財務擔保合約，初步按公平值減發行財務擔保合約直接產生的交易成本予以確認。初步確認後，本集團按以下較高者計量財務擔保合約：(i)虧損撥備金額，即根據香港財務報告準則第9號計量之預期信用損失；及(ii)初步確認金額減(如適用)根據香港財務報告準則第15號之原則確認之累計攤銷。

NOTES TO THE FINANCIAL STATEMENTS

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3. MATERIAL ACCOUNTING POLICIES

(continued)

3.6 Financial instruments (continued)

(iv) Financial guarantee contracts (continued)

The Group monitors the risk that the specified debtor will default on the contract and recognises a provision when ECLs on the financial guarantees are determined to be higher than the carrying amount of the guarantees. To determine ECLs, the Group considers changes in the risk of default of the specified debtor since the issuance of the guarantee. A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured. As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

(v) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expired.

3. 重大會計政策 (續)

3.6 金融工具 (續)

(iv) 財務擔保合約 (續)

本集團監察指定債務人違反合約的風險，並於財務擔保的預期信用損失確定高於擔保的賬面值時確認撥備。為確定預期信用損失，本集團考慮自擔保發行以來指定債務人的違約風險的變化。12個月預期信用損失將被計量，除非指定債務人的違約風險自擔保發行以來顯著增加，在這種情況下，全期預期信用損失將被計量。由於本集團僅於指定債務人根據被擔保工具的條款違約的情況下才需要付款，因此預期信用損失是根據支付給持有人的信用損失補償款減去本集團預計從擔保持有人、指定債務人或任何其他方收到的任何金額而估算的。其後，使用當前針對現金流特定風險調整的無風險利率對該金額進行貼現。

(v) 終止確認

本集團在與金融資產有關的未來現金流量合約權利屆滿，或金融資產已轉讓，且該轉讓根據香港財務報告準則第9號符合終止確認標準時，終止確認金融資產。

金融負債於有關合約所訂明責任解除、註銷或屆滿時終止確認。

NOTES TO THE FINANCIAL STATEMENTS

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3. MATERIAL ACCOUNTING POLICIES

(continued)

3.7 Leases

The Group as a lessee

All leases are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term of 12 months or less. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

Right-of-use asset

The right-of-use asset should be recognised at cost and would comprise:

- (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability);
- (ii) any lease payments made at or before the commencement date, less any lease incentives received;
- (iii) any initial direct costs incurred by the lessee; and
- (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

3. 重大會計政策 (續)

3.7 租賃

本集團作為承租人

所有租賃（不論為經營租賃或融資租賃）須於財務狀況表資本化為使用權資產及租賃負債，惟實體可作出會計政策選擇，選擇不將(i)屬短期租賃的租賃及／或(ii)相關資產為低價值的租賃進行資本化。本集團已選擇不就低價值資產以及於開始日期租賃期為12個月或少於12個月的租賃確認使用權資產及租賃負債。與該等租賃相關的租賃付款已於租賃期內按直線法支銷。

使用權資產

使用權資產使用權資產應按成本確認並將包括：

- (i) 初步計量租賃負債的金額（見下文有關租賃負債入賬的會計政策）；
- (ii) 於開始日期或之前作出的任何租賃付款減已收取的任何租賃獎勵；
- (iii) 承租人產生的任何初步直接成本；及
- (iv) 承租人在租賃條款及條件規定的情況下分解及移除相關資產時將產生的估計成本，除非該等成本於存貨生產中產生。

NOTES TO THE FINANCIAL STATEMENTS

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3. MATERIAL ACCOUNTING POLICIES

(continued)

3.7 Leases (continued)

The Group as a lessee (continued)

Right-of-use asset (continued)

The Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-to-use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

The Group accounts for leasehold land and buildings which is held for own use under HKAS 16 and are carried at cost. Other than the above right-of-use assets, the Group also has leased a number of properties under tenancy agreements which the Group exercises its judgement and determines that it is a separate class of asset apart from the leasehold land and buildings which is held for own use. As a result, the right-of-use asset arising from the properties under tenancy agreements are carried at depreciated cost.

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Lease liability

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using incremental borrowing rate.

3. 重大會計政策 (續)

3.7 租賃 (續)

本集團作為承租人 (續)

使用權資產 (續)

本集團應用成本模式計量使用權資產。根據成本模式，本集團按成本減任何累計折舊及任何減值虧損計量使用權資產，並就租賃負債的任何重新計量作出調整。

本集團根據香港會計準則第16號將持有供自用的租賃土地及樓宇入賬而有關項目乃按成本列賬。除上述使用權資產外，本集團亦已根據租賃協議租賃多項物業，而本集團行使判斷並釐定其為持有自用的租賃土地及樓宇以外的獨立類別資產。因此，租賃協議項下物業產生的使用權資產按折舊成本列賬。

已付可退還租賃按金根據香港財務報告準則第9號金融工具入賬，並初步按公平值計量。於初步確認時對公平值的調整被視為承租人之額外租賃付款。

租賃負債

租賃負債應按並非於租賃開始日期支付之租賃付款的現值確認。租賃付款將採用增量借款利率。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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3. MATERIAL ACCOUNTING POLICIES

(continued)

3.7 Leases (continued)

The Group as a lessee (continued)

Lease liability (continued)

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments:

- (i) fixed payments less any lease incentives receivables;
- (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date;
- (iii) amounts expected to be payable by the lessee under residual value guarantees;
- (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by:

- (i) increasing the carrying amount to reflect interest on the lease liability;
- (ii) reducing the carrying amount to reflect the lease payments made; and
- (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, or to reflect revised in-substance fixed lease payments.

3. 重大會計政策 (續)

3.7 租賃 (續)

本集團作為承租人 (續)

租賃負債 (續)

下列並非於租賃開始日期支付的租賃期內就使用相關資產權利支付的款項被視為租賃付款：

- (i) 固定付款減任何應收租賃獎勵；
- (ii) 初步按開始日期之指數或利率計量的浮動租賃付款（取決於指數或利率）；
- (iii) 承租人根據剩餘價值擔保預期將支付的款項；
- (iv) 倘承租人合理確定行使購買選擇權，該選擇權的行使價；及
- (v) 倘租賃期反映承租人行使選擇權終止租賃，終止租賃的罰款付款。

於開始日期後，承租人將透過下列方式計量租賃負債：

- (i) 增加賬面值以反映租賃負債的利息；
- (ii) 減少賬面值以反映作出的租賃付款；及
- (iii) 重新計量賬面值以反映任何重估或租賃修改，或反映實質固定租賃付款變動。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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3. MATERIAL ACCOUNTING POLICIES

(continued)

3.7 Leases (continued)

The Group as a lessor of printing, medical and logistics equipment

Leases are classified as finance leases whenever the Group as the lessor transfers substantially all the risks and rewards incidental to ownership of the underlying asset of the lease to the lessee, example situations are that: (i) the lease transfers ownership of the underlying asset to the lessee by the end of the lease term; (ii) the lessee has the option to purchase the underlying asset at a price that is expected to be sufficiently lower than the fair value at the date the option becomes exercisable for it to be reasonably certain, at the inception date, that the option will be exercised; (iii) the lease term is for the major part of the economic life of the underlying asset even if title is not transferred; (iv) at the inception date, the present value of the lease payments amounts to at least substantially all of the fair value of the underlying asset; and (v) the underlying asset is of such a specialised nature that only the lessee can use it without major modifications. All other leases are classified as operating leases.

Lease classification is made at the inception date and is reassessed only if there is a lease modification. Changes in estimates or changes in circumstances do not give rise to a new classification of a lease for accounting purposes.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight-line basis over the lease term.

3. 重大會計政策 (續)

3.7 租賃 (續)

本集團作為印刷、醫療和物流設備之出租人

當本集團作為出租人將租賃標的資產所有權上幾乎所有的風險和回報轉移給承租人時，租賃歸類為融資租賃，例如：(i)租賃期結束時，租賃將相關資產的所有權轉移給承租人；(ii)承租人可選擇購買相關資產，其價格將預期充分低於該選擇權可行使之日的公平價值，以至於在起始日期時可以合理地確定該選擇權將被行使；(iii)即使相關資產沒有被轉移所有權，租賃期為其經濟壽命的主要部分；(iv)於起始日期，租賃付款的現值至少相當於相關資產公平價值的大部分；及(v)由於相關資產性質特殊，只有承租人可以在不做重大改動的情況下使用。所有其他租賃均被歸類為經營租賃。

租賃分類是在租賃開始之日進行的，並且僅在租賃修訂發生時才進行重新評估。估算的變化或情況的變化不會導致為會計目的對租賃進行新的分類。

經營租賃之租金收入乃按有關租賃協議之租期以直線法於損益中確認。協商及安排所產生之初步直接成本乃加至租賃資產之賬面值並於租期以直線法支銷。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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3. MATERIAL ACCOUNTING POLICIES

(continued)

3.7 Leases (continued)

The Group as a lessor of printing, medical and logistics equipment (continued)

Amounts due from lessees under finance leases are recognised as lease receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Sale and leaseback transactions

The Group applies the requirements of HKFRS 15 to assess whether sale and leaseback transaction constitutes a sale by the Group.

For a transfer of asset that does not satisfy the requirements of HKFRS 15 to be accounted for as a sale of asset, the Group as a buyer-lessor does not recognise the transferred asset and recognises loan receivables equal to the transfer proceeds within the scope of HKFRS 9; while the Group as a seller-lessee continues to recognise the assets and accounts for the transfer proceeds as borrowings from the finance lease company within the scope of HKFRS 9.

3.8 Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in first out method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

3. 重大會計政策 (續)

3.7 租賃 (續)

本集團作為印刷、醫療和物流設備之出租人 (續)

根據融資租賃應收承租人的款項按本集團於該等租賃的投資淨額列作應收款項。融資租賃收入分配至會計期間，以反映本集團就該等租賃尚餘投資淨額的固定回報率。

售後回租交易

本集團採用香港財務報告準則第15號的規定去評估售後租回交易是否構成本集團的銷售。

就不符合香港財務報告準則第15號規定入賬為出售資產的資產轉移而言，本集團（作為買家－出租人）並不確認已轉移資產及確認按香港財務報告準則第9號範圍內確認轉移收益相等於應收貨款；而本集團作為賣家－承租人繼續按香港財務報告準則第9號範圍內將資產及轉讓所得款項確認為向融資租賃公司借款。

3.8 存貨

存貨最初以成本確認，其後以成本及可變現淨額之較低者入賬。成本包括所有採購成本、轉換成本及將存貨運至目前地點及使其達到現時狀況所產生的其他相關成本。成本乃按先進先出方法釐定。可變現淨值指日常業務過程中之估計售價減估計銷售所需成本。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2024
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3. MATERIAL ACCOUNTING POLICIES

(continued)

3.9 Revenue recognition

- (i) Finance lease income consists of finance lease income and is recognised over the period of lease (see accounting policy in respect of leases in Note 3.7) in accordance with HKFRS 16. Interest income is calculated with reference to the gross carrying amount of finance lease receivables, except for those which have subsequently become credit-impaired, for which interest income is calculated with reference to their amortised cost from the next reporting period. The customers are required to pay in advance.
- (ii) Revenue from trading of medical equipment and consumables 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, excluding those amounts collected on behalf of third parties. Consideration of the revenue from contracts with customers is the amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for transferring goods to its customers.

Control of the goods is transferred at a point in time. Customers obtain control of the medical equipment and consumables when the goods are delivered to and have been accepted. Revenue is thus recognised upon when the customers accepted the medical equipment and consumables.

3. 重大會計政策 (續)

3.9 收益確認

- (i) 融資租賃服務收入包括融資租賃收入，並於整個租期內及根據香港財務報告準則第16號確認（見附註3.7有關租賃之會計政策）。利息收入透過參照融資租賃應收款項之賬面總值計算，惟其後已出現信用減值則除外。利息收入透過參照下一報告期之攤銷成本計算。客戶需預付款項。
- (ii) 收益於醫療器械設備及耗材貿易之商品的控制權轉移給客戶時確認，該金額反映目標集團就交換該等商品預計有權獲得的代價，其並不包括代第三方收取的款項。與客戶簽訂的合同收入之代價是描述本集團預期在向其客戶轉讓商品時有權獲得的代價的金額。

貨物的控制權在某個時間點轉移。貨品交付及被接受時，客戶即獲得對醫療器械設備及耗材之控制權。因此，收益於客戶接受醫療器械設備及耗材時確認。

NOTES TO THE FINANCIAL STATEMENTS

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For the year ended 31 December 2024
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3. MATERIAL ACCOUNTING POLICIES

(continued)

3.9 Revenue recognition (continued)

(ii) (continued)

The Group has performed due diligence prior to issuing related financial guarantee contracts (the “FGCs”) (see Note 3.6(iv)) to a bank for banking facilities granted to certain customers. The FGCs represent a separate performance obligation but are not recognised separately at their initiation as the management has assessed that the initial fair value of the guarantees is considered as minimal and immaterial. Subsequent measurement of FGCs follows the accounting policy summarised in note 3.6(iv).

The Group allows a credit period of 0-365 days to its customers.

(iii) For provision of postpartum care service, revenue is recognised over time as the postpartum care, healthcare and other services are provided. Deposits will be made upon the confirmation of the orders and most of the remaining balance will be paid upon the commencement of the service.

(iv) For provision of IT services, revenue is recognised at a point in time when the Group satisfies its performance obligations by rendering services and the Group allows a credit period of 30 days to its customers.

A contract liability represents the Group’s obligation to transfer goods/services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

3. 重大會計政策 (續)

3.9 收益確認 (續)

(ii) (續)

本集團在向一家銀行就向某些客戶授予的銀行融資簽發相關財務擔保合約(「財務擔保合約」)(見附註3.6(iv))之前,已進行了盡職調查。財務擔保合約是一項單獨的履約義務,但未單獨確認,因為管理層評估認為擔保的初始公平價值被視為很小且不重大。

本集團就貿易應收款項給予客戶0-365天信用期。

(iii) 就提供月子服務而言,收入於提供月子、保健及其他服務時隨時間確認。按金將於確認訂單後支付,而大部分餘額將於服務開始時支付。

(iv) 就提供資訊科技服務而言,收益在本集團通過提供服務履行其履約義務時確認,本集團給予客戶30日的信用期。

合約負債指目標集團因已向客戶收取代價(或已到期收取代價),而須向客戶轉讓貨品/服務的責任。

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3. MATERIAL ACCOUNTING POLICIES

(continued)

3.10 Impairment of assets (other than financial assets)

At the end of each reporting period, the Group reviews the carrying amounts of property, plant and equipment, intangible assets other than goodwill, right-of-use assets and interests in subsidiaries to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased.

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value-in-use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the impairment loss is treated as a revaluation decrease under that HKFRS.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the reversal of the impairment loss is treated as a revaluation increase under that HKFRS.

Value-in-use is based on the estimated future cash flows expected to be derived from the asset or CGU (see Note 3.5), discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

3. 重大會計政策 (續)

3.10 資產(財務資產除外)之減值

於各報告期末，本集團審視物業、廠房及設備、無形資產(商譽除外)、使用權資產以及於附屬公司之權益的賬面值，以確定是否有跡象顯示該等資產已錄得減值虧損或以往確認之減值虧損已不復存在或可能已經減少。

倘若資產之可收回金額(即公平價值減出售成本與使用價值兩者中之較高者)估計低於其賬面值，則資產之賬面值調減至其可收回金額。減值虧損即時支銷，除非相關資產根據另一項香港財務報告準則按重估金額列賬，其時減值虧損將根據該項香港財務報告準則視作重估減值處理。

倘若減值虧損在其後撥回，該資產之賬面值乃上調至其可收回金額之經修訂估計，惟以增加後之賬面值不超過倘若於以往年度並無就該資產確認減值虧損時原已釐定之賬面值為限。減值虧損之撥回即時確認為收入，除非相關資產根據另一項香港財務報告準則按重估金額列賬，其時減值虧損之撥回將根據該項香港財務報告準則視作重估增值處理。

使用價值是基於預期從該資產或現金產生單位(見附註3.5)產生之估計未來現金流量，採用反映時間價值及該資產或現金產生單位特有風險之當前市場評價之稅前貼現率而貼現至現值。

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3. MATERIAL ACCOUNTING POLICIES

(continued)

3.11 Employee benefits

(i) Retirement benefit schemes

Payments to defined contribution retirement benefit plans and the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

Employees in the PRC are members of a state-managed employee pension scheme operated by the relevant municipal government in the PRC which undertakes to assume the retirement benefit obligations of all existing and future retired employees. The Group's obligation is to make the required contributions under the scheme. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expenses when they are due.

(ii) Short-term employee benefits

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

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

3. 重大會計政策 (續)

3.11 僱員福利

(i) 退休福利成本

向界定退休福利供款計劃及強制性公積金計劃支付之供款於僱員提供服務後並符合領取有關供款資格時列為開支。

中國僱員為中國相關市政府營運之國家管理僱員退休金計劃，其承諾承擔所有現有及將來退休僱員之退休福利責任。本集團之義務為根據計劃作出規定供款。本集團作出供款後，即無進一步付款責任。本集團已於到期時將有關供款確認為僱員福利開支。

(ii) 短期僱員福利

短期僱員福利為在員工提供服務時預期支付的福利的未貼現金額。所有短期僱員福利均被確認為開支，除非另有香港財務報告準則要求或允許在資產成本中納入福利。

經扣除任何已付金額後，僱員應得的福利（例如工資及薪金、年假及病假）確認為負債。

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3. MATERIAL ACCOUNTING POLICIES

(continued)

3.12 Income taxes

Income tax for the year comprises current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of the reporting period. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income tax.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for taxable temporary differences arising on investments in subsidiaries and associates where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised, provided that the deductible temporary differences are not arises from initial recognition of assets and liabilities in a transaction other than in a business combination that affects neither taxable profit nor the accounting profit. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period, and reflects any uncertainty related to income taxes.

3. 重大會計政策 (續)

3.12 所得稅

本年度的所得稅包括即期稅項及遞延稅項。

即期稅項乃日常業務所得損益（已就毋須繳納所得稅或不獲寬減所得稅的項目作出調整），按於報告期末已頒佈或實質上已頒佈的稅率計算。即期應付或應收稅項是對預期應付或應收稅項金額的最佳估計，其反映了與所得稅相關的任何不確定性。

遞延稅項乃因就財務報告而言資產及負債之賬面值與就稅務而言之相關金額之暫時差額而確認。除就所有應課稅暫時差額之遞延稅項負債均會確認。於交易中非因初步確認為資產及負債產生之可扣除暫時差額，業務合併中不影響會計及應課稅溢利除外，遞延稅項負債乃就與於附屬公司投資產生之應課稅暫時差額而確認，惟本集團可控制暫時差額之撥回及暫時差額可能不會於可見將來撥回時除外。遞延稅項負債就所有暫時差異進行確認。倘可動用可扣稅之暫時差額抵銷應課稅溢利時，遞延稅項資產方會確認。遞延稅項乃按預期於有關資產變現或負債結算賬面值適用之稅率，根據報告期末已頒佈或實際已頒佈之稅率計算，並反映與所得稅有關的任何不確定性。

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3. MATERIAL ACCOUNTING POLICIES

(continued)

3.12 Income taxes (continued)

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

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if, the entity has a legally enforceable right to set off current tax assets against current tax liabilities and deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either:

- (i) the same taxable entity; or
- (ii) 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.

3. 重大會計政策 (續)

3.12 所得稅 (續)

在每個報告期末檢討遞延稅項資產之賬面值。如果不再可能取得足夠之應課稅盈利以運用有關之稅務利益允許收回全部或部分資產，便會調低賬面值。

所得稅乃於損益中確認，惟倘所得稅與於其他全面收益確認的項目有關，在此情況下，稅項亦於其他全面收益確認，或倘所得稅與直接於權益確認的項目有關，在此情況下，稅項亦直接於權益確認。

本集團僅會於以淨額呈列遞延稅項資產及遞延稅項負債，當且僅當本集團有合法可強制執行權利以即期稅項資產抵銷即期稅項負債及遞延稅項資產及遞延稅項負債與同一稅務機關就以下其中一項徵收的所得稅有關：

- (i) 同一應課稅實體；或
- (ii) 計劃於各段未來期間（而預期在相關期間內將結清或收回大額的遞延稅項負債或資產）以淨額基準結算即期稅項負債及資產或同時變現資產及結清負債的不同應課稅實體。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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3. MATERIAL ACCOUNTING POLICIES

(continued)

3.13 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major product and service lines.

The Group has identified the following reportable segments: (1) finance lease; (2) postpartum care services; and (3) trading of medical equipment and consumables.

The measurement policies the Group uses for reporting segment profit under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that:

- finance costs
- income tax expense

are not included in arriving at the operating profit of the operating segment.

Segment assets and liabilities exclude corporate assets and liabilities which are not directly attributable to the business activities of any operating segment are not allocated to a segment, which primarily applied to deferred tax assets/liabilities and the Group's headquarter.

The "others" segment comprises, principally, the provision of IT services in the PRC.

3. 重大會計政策 (續)

3.13 分部報告

本集團定期向董事報告內部財務資料，以供彼等就本集團業務組成部份的資源分配作決定，以及供彼等檢討該等組成部份的表現，而本集團則根據該等資料劃分營運分部及編製分部資料。向執行董事報告之內部財務資料的業務組成部份，乃依照本集團之主要產品及服務類別而釐定。

本集團已識別以下可呈報分部：
(1)融資租賃；(2)月子服務；及(3)醫療器械設備及耗材貿易業務。

本集團根據香港財務報告準則第8號就報告分部溢利所採用的計量政策，與根據香港財務報告準則於財務報表所採用的相同，惟以下所述者：

- 財務費用
- 所得稅開支

於計算營運分部的經營溢利時並不包括在內。

分部資產及分部負債不包括並非任何營運分部直接應佔之業務活動的企業資產及負債及並不會分配至分部，主要適用於遞延稅項資產／負債及本集團之總部。

「其他」分部主要包括在中國提供資訊科技服務。

NOTES TO THE FINANCIAL STATEMENTS

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3. MATERIAL ACCOUNTING POLICIES

(continued)

3.14 Government grants

Government grants are recognised when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as revenue in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

3.15 Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of past event, which it is probable will result in an outflow of economic benefits that can be reliably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

3. 重大會計政策 (續)

3.14 政府補助

政府補助將於收到合理保證及本集團將符合附帶條件時確認。補償本集團所產生開支的撥款，於產生開支的相同期間按系統基準在損益表內確認為收益。

3.15 撥備及或然負債

當本集團因過往事件須負上法律或推定責任而可能導致流出經濟利益，且該經濟利益能夠合理估計時，會就未能確定時間或金額的負債確認撥備。

當將不可能需要經濟利益流出或不能可靠地估計金額時，責任會作為或然負債予以披露，除非經濟利益流出的可能性不大。可能責任的存在將僅由發生或不發生一件或以上未來事件確認，其亦作為或然負債予以披露，除非經濟利益流出的可能性不大。

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4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

(a) Critical judgments in applying accounting policies *Principal versus agent consideration*

In assessing whether the Group is acting as a principal or an agent in a transaction, the management assesses if the Group obtained control of goods before they are transferred to customers. The Group is a principal if it controls the promised goods before transferring it to the customer and revenue is recognised on a gross basis. Otherwise, the Group is an agent and revenue is recognised on a net basis.

4. 重大會計判斷及估計不確定性的主要來源

於應用本集團之會計政策（載述於附註3）時，本公司董事須作出有關無法自其他資料來源取得之資產及負債賬面值之判斷、估計及假設。估計及有關假設乃根據過往經驗及被認為屬相關之其他因素作出。實際結果可能有別於該等估計。

估計及相關假設乃按持續基準進行檢討。會計估計之修訂會於修訂估計之年度內確認（倘修訂僅影響該年度）或於修訂年度及未來年度確認（倘修訂影響當前及未來期間）。

(a) 應用會計政策時的重大判斷 *主理人與代理人的考慮*

在評估本集團在交易中是作為主理人還是代理人時，管理層評估本集團是否在商品轉讓給客戶之前取得了對商品的控制權。如果本集團在將承諾的商品轉讓給客戶之前控制該商品，則本集團為主理人，並按總額確認收入。否則，本集團為代理人，收入按淨額確認。

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

(a) Critical judgments in applying accounting policies (continued)

Recognition of deferred taxation

As at 31 December 2024, deferred tax assets of RMB11,090,000 (2023: RMB9,520,000), in relation to the temporary difference arising from finance lease income and ECL provision were recognised in the Group's consolidated statement of financial position. The realisability of the deferred tax assets mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal takes place. Details of the deferred tax are disclosed in Note 19.

(b) The key sources of estimation uncertainty

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

Impairment of trade and finance lease receivables

The measurement of impairment of trade and finance lease receivables requires judgement in evaluating the ECL. The Group uses a provision matrix to measure ECL for the trade and finance lease receivables, except for the trade and finance lease receivables which is credit-impaired, which is assessed for ECL individually. As part of the measurement process, the assessment of PD and LGD is based on a number of historical data adjusted by forward-looking information that is reasonable and supportable available without undue costs or effort.

4. 重大會計判斷及估計不確定性的主要來源 (續)

(a) 應用會計政策時的重大判斷 (續)

確認遞延稅項

於二零二四年十二月三十一日，遞延稅項資產人民幣11,090,000元（二零二三年：人民幣9,520,000元）（有關融資租賃收入及預期信用損失撥備產生之暫時性差額）於本集團之綜合財務狀況表內確認。遞延稅項資產之可變現程度主要視乎未來會否產生足夠未來溢利或應課稅暫時性差額。倘所產生之實際未來溢利少於預期，則可能產生遞延稅項資產之重大撥回，其將於有關撥回發生之期間於損益內確認。有關遞延稅項之詳情披露於附註19。

(b) 不確定因素之主要來源及估計

以下為於報告期末有關未來之主要假設以及估計不確定因素之其他主要來源，其可能帶來重大風險，導致須對下一個財政年度內之資產及負債賬面值作出重大調整。

貿易及融資租賃應收款項之減值

貿易及融資租賃應收款項減值計量須於評估預期信用損失時作出判斷。本集團使用提列矩陣計算貿易及融資租賃應收款項之預期信用損失，除出現信用減值之貿易及融資租賃應收款項會當中計及個別情況外。作為測量過程的一部分，違約概率及違約虧損乃根據毋需付出不必要的成本或努力而可得的合理且可支持的前瞻性資料調整之歷史數據而評估。

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

(b) The key sources of estimation uncertainty (continued)

Impairment of trade and finance lease receivables (continued)

In particular, the parameters of the ECL models for the provision matrix that require the use of judgements and estimates mainly include (i) internal credit rating which assign PD to grades of the trade and finance lease receivables; (ii) determination of associations between macroeconomic scenarios and economic inputs, such as nonfarm payroll and purchasing managers' index and the effect on PD, LGD and EAD; (iii) selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the ECL models; (iv) the estimation of the amount and timing of future cash flows, and fair value of the pledged underlying assets.

In addition, trade and finance lease receivables which are credit-impaired are assessed for ECL individually based on expectation of cash flows that take into account the individual circumstances, including fair value of the pledged underlying assets based on available market information and credit risks characteristics of the particular individual lessees.

The provision of ECL is sensitive to changes in estimates of expected cash flows to be received. The information about the ECL and the Group's trade and finance lease receivables are disclosed in Notes 9, 21, 20 and 41.

4. 重大會計判斷及估計不確定性的主要來源 (續)

(b) 不確定因素之主要來源及估計 (續)

貿易及融資租賃應收款項之減值 (續)

尤其，被要求使用判斷及估計之提列矩陣之預期信用損失模型參數主要包括(i)內部信貸評級，其將違約概率分配至貿易及融資租賃應收款項等級；(ii)確定宏觀經濟情況與經濟輸入數據（例如非農業工資及採購經理人指數及抵押品價值）之間之關聯，以及對違約概率、違約虧損及違約時風險敞口的影響；(iii)選擇前瞻性宏觀經濟情況及其概率權重，以得出輸入預期信用損失模型之經濟輸入數據；及(iv)估計未來現金流量之金額及時間，及已抵押相關資產之抵押品公平值。

此外，出現信用減值之貿易及融資租賃應收款項會根據現金流量預期進行個別預期信用損失評估，當中計及個別情況，包括根據可得市場資料得出之已抵押相關資產之抵押品公平值以及特定個別承租人之信用風險特徵。計提預期信用損失受將收取預期現金流量估計之變動影響。

有關預期信用損失及本集團貿易及融資租賃應收款項之資料披露於附註9、21、20及41。

NOTES TO THE FINANCIAL STATEMENTS

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

(b) The key sources of estimation uncertainty (continued)

Impairment of goodwill, other intangible assets, property, plant and equipment and right-of-use assets

Goodwill, other intangible assets, property, plant and equipment and right-of-use assets are tested for impairment when indicators exist. Further, irrespective of whether there is any indication of impairment, goodwill are required to be tested annually for impairment. For the purpose of impairment testing, goodwill has been allocated to the cash generating units ("CGUs") operating in the provision of postpartum care services. The recoverable amounts of the CGUs have been determined based on value-in-use or fair value less cost of disposal, whichever is higher. The value-in-use calculation derived from the most recent budget plan approved by the management requires the management to estimate the future cash flows expected to arise from the CGUs and a suitable discount rate and future revenue growth rate to calculate the present value of those cash flows for the year ended 31 December 2024. The fair value less costs of disposal calculation is based on the available data of similar assets or observable market prices less incremental costs for disposing of the asset.

Further information on the impairment assessment on the CGUs are provided in Note 18.

4. 重大會計判斷及估計不確定性的主要來源 (續)

(b) 不確定因素之主要來源及估計 (續)

商譽、其他無形資產及物業、廠房及設備及使用權資產之減值

當商譽、其他無形資產、物業、廠房及設備及使用權資產有減值跡象顯示出現而進行減值測試。此外，無論是否有減值跡象，商譽均須每年進行減值測試。就減值測試而言，商譽已分配至提供月子服務的現金產生單位（「現金產生單位」）。現金產生單位的可收回金額乃根據使用價值或公平價值減出售成本（以較高者為準）釐定。截至二零二四年十二月三十一日止年度，根據管理層批准的最新預算計劃計算的使用價值要求管理層估計預期從現金產生單位產生的未來現金流量以及合適的折現率和未來收入增長率來計算這些現金產生單位的現值現金流。公平價值減去處置成本的計算是根據可觀察的市場價格減去資產處置的增加成本。

有關對現金產生單位的減值評估的進一步資料，請詳閱附註18。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

(b) The key sources of estimation uncertainty (continued)

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

Fair value of investment properties

Investment properties are stated at fair value based on the valuation performed by independent professional valuer. In determining the fair value, the valuer has based on a method of valuation which involves certain estimates of market condition. In relying on the valuation report, the directors of the Company have exercised their judgement and are satisfied that the assumptions used in the valuation are reflective of the current market conditions. Changes to these assumptions would result in changes in the fair value of the Group’s investment properties and the corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss and other comprehensive income.

4. 重大會計判斷及估計不確定性的主要來源 (續)

(b) 不確定因素之主要來源及估計 (續)

租賃－估計增量借款利率

本集團不能輕易釐定租賃中隱含的利率，因此，它使用其增量借款利率（「增量借款利率」）來衡量租賃負債。增量借款利率是指在類似的經濟環境下，本集團在類似的期限和類似的擔保下，為獲得與使用權資產類似價值的資產所必須支付的利率。因此，國際收支平衡反映了本集團「必須支付的」，當沒有可觀察到的利率時（如不進行融資交易的附屬公司）或需要調整以反映租賃的條款和條件時（例如，當租賃不是以附屬公司的功能貨幣進行時），需要進行估計。本集團在可獲得的情況下使用可觀察的輸入值（如市場利率）來估計增量借款利率，並被要求做出某些特定實體的估計。

投資物業的公平價值

投資物業是根據獨立的專業估值師進行的估價，以公平價值列報。在釐定公平價值時，估值師基於一種涉及對市場狀況的某些估計的估值方法。在依賴估值報告時，本公司董事已作出判斷，並確信估值中使用的假設反映了當前的市場狀況。這些假設的變化將導致本集團投資物業的公平價值的變化，以及在綜合損益和其他全面收益表中報告的收益或損失金額的相應調整。

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

(b) The key sources of estimation uncertainty (continued)

Recognition of a deferred tax liability for withholding taxes

The new Corporate Income Tax Law of the PRC, which became effective on 1 January 2008, states that the distribution of dividends by a foreign invested enterprise established in Mainland China to its foreign investors, from its earnings in 2008 and thereafter, shall be subject to withholding corporate income tax at a rate of 5% or 10%. The Group carefully evaluates the necessity of dividend distribution of its PRC subsidiaries out of profits earned after 1 January 2008 based on senior management's judgement. Further details are given in note 19 to the financial statements.

4. 重大會計判斷及估計不確定性的主要來源 (續)

(b) 不確定因素之主要來源及估計 (續)

預扣稅款之遞延稅款負債之確認

二零零八年一月一日生效的中國新企業所得稅法規定，在中國大陸設立的外商投資企業從其二零零八年及以後的盈利中向其外國投資者分派股息，應按5%或10%的稅率預扣企業所得稅。本集團根據高級管理層的判斷，仔細評估其中國附屬公司從二零零八年一月一日以後的利潤中分派股息的必要性。更多詳情請見財務報表附註19。

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財務報表附註

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5. REVENUE

Revenue for the year represents finance lease income, interest income on loan receivables and receivables arising from finance leasing activities, income from postpartum care services and income from trading of medical equipment and consumables in the PRC. The amounts of each significant category of revenue recognised in revenue during the year are as follows:

5. 收益

年內收益指來自於中國之融資租賃收入、應收貸款及融資租賃活動所產生的應收款項之利息收入、月子服務收入、及醫療器械設備及耗材貿易收入。本年度在收益中確認的每個重大收入類別的金額如下：

		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
Revenue from contracts with customers	來自客戶合同的收入		
Income from postpartum care services	月子服務收入	24,209	28,438
Income from trading of medical equipment and consumables	醫療器械設備及耗材貿易收入	493,197	416,998
Income from IT services	資訊科技服務收入	25,377	26,619
		542,783	472,055
Revenue from other sources	來自其他來源的收入		
Finance lease income	融資租賃收入	9,173	25,077
Operating lease income	經營租賃收入	311	816
Interest income from loan receivables	應收貸款利息收入	—	7
		9,484	25,900
		552,267	497,955
		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
Timing of revenue recognition within the scope HKFRS 15	香港財務報告準則第15號範圍內		
At a point in time	收入的確認時機於某一時間點	518,574	443,617
Transferred over time	於某一時間段內轉移	24,209	28,438
		542,783	472,055

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財務報表附註

For the year ended 31 December 2024
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6. SEGMENT INFORMATION

For the year ended, and as at, 31 December 2024, information regarding the Group's reportable segments provided to the Group's most senior management (i.e. the executive directors, being the chief operating decision maker) is set out below:

2024

		Finance leasing service 融資租賃 RMB'000 人民幣千元	Trading business 貿易業務 RMB'000 人民幣千元	Postpartum care service 月子服務 RMB'000 人民幣千元	Other 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Reportable segment revenue (external customers)	可呈報分部收益 (外部客戶)	9,173	493,197	24,209	25,688	552,267
Reportable segment (loss)/profit	可呈報分部 (虧損) / 溢利	(38,805)	31,416	(28,603)	(1,020)	(37,012)
Change in fair value of investment properties	投資物業之公平價值變動					800
Other corporate expenses	其他公司開支					(5,215)
Finance costs	融資成本					(11,491)
Loss before income tax	除所得稅前虧損					(52,918)
Impairment losses of receivables (net)	應收款項減值虧損淨值	(35,592)	(8,092)	–	(105)	(43,789)
Impairment losses on goodwill	商譽減值虧損	–	–	(16,952)	–	(16,952)
Impairment loss on intangible assets	無形資產減值虧損	–	–	(8,500)	–	(8,500)
Reversal of financial guarantee	財務擔保撥回	–	49	–	–	49
Interest income	利息收入	7	54	97	2	160
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(2,995)	(26)	(1,958)	(239)	(5,218)
Depreciation of right-of-use assets	使用權資產折舊	(860)	(114)	(6,749)	–	(7,723)

6. 分部資料

截至二零二四年十二月三十一日止年度及於二零二四年十二月三十一日，提供給本集團最高管理層（即執行董事，作為主要經營決策者）的有關本集團可呈報分部的信息如下：

二零二四年

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截至二零二四年十二月三十一日止年度

6. SEGMENT INFORMATION (continued)

6. 分部資料 (續)

		Finance leasing service 融資租賃 RMB'000 人民幣千元	Trading business 貿易業務 RMB'000 人民幣千元	Postpartum care service 月子服務 RMB'000 人民幣千元	Other 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Reportable segment assets	可呈報分部資產	112,506	395,789	48,756	20,889	577,940
Property, plant and equipment	物業、廠房及設備					321
Investment properties	投資物業					25,200
Bank balances and cash	銀行結餘及現金					48
Group assets	集團資產					603,509
Reportable segment liabilities	可呈報分部負債	47,908	159,177	60,339	9,546	276,970
Other payables and accrued charges	其他應付款項及應計費用					252
Provision for taxation	應付稅項					18,274
Bank and other borrowings	銀行及其他借款					4,561
Deferred tax liabilities	遞延稅項負債					1,365
Group liabilities	集團負債					301,422

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6. SEGMENT INFORMATION (continued)

2023

		Finance leasing service 融資租賃 RMB'000 人民幣千元	Trading business 貿易業務 RMB'000 人民幣千元	Postpartum care service 月子服務 RMB'000 人民幣千元	Other 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Reportable segment revenue (external customers)	可呈報分部收益 (外部客戶)	25,084	416,998	28,438	27,435	497,955
Reportable segment profit/(loss)	可呈報分部溢利/(虧損)	5,834	34,194	(5,851)	4,532	38,709
Change in fair value of investment properties	其他金融資產的公平價值收益					(600)
Other corporate income	其他公司收入					21
Other corporate expenses	其他公司開支					(6,257)
Finance costs	融資成本					(13,872)
Profit before income tax	除所得稅前溢利					18,001
Impairment losses of receivables (net)	應收款項減值虧損淨值	(712)	(3,904)	–	–	(4,616)
Impairment loss of goodwill	商譽減值虧損	–	–	(1,186)	–	(1,186)
Provision for financial guarantee	授出財務擔保	–	(1,346)	–	–	(1,346)
Interest income	利息收入	23	109	8	1	141
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(3,032)	(10)	(886)	(103)	(4,031)
Depreciation of right-of-use assets	使用權資產折舊	(774)	(47)	(6,721)	(97)	(7,639)

6. 分部資料 (續)

二零二三年

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6. SEGMENT INFORMATION (continued)

6. 分部資料 (續)

		Finance leasing service 融資租賃 RMB'000 人民幣千元	Trading business 貿易業務 RMB'000 人民幣千元	Postpartum care service 月子服務 RMB'000 人民幣千元	Other 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Reportable segment assets	可呈報分部資產	146,737	349,699	71,399	11,434	579,269
Property, plant and equipment	物業、廠房及設備					464
Investment properties	投資物業					24,400
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項					1,262
Deferred tax assets	遞延稅項資產					9,520
Bank balances and cash	銀行結餘及現金					67
Right-of-use assets	使用權資產					181
Group assets	集團資產					615,163
Reportable segment liabilities	可呈報分部負債	104,042	129,524	44,514	1,004	279,084
Other payables and accrued charges	其他應付款項及應計費用					1,366
Provision for taxation	應付稅項租賃負債					15,971
Deferred tax liabilities	遞延稅項負債					3,453
Group liabilities	集團負債					299,874

For the years ended 31 December 2024 and 2023, the Company is an investment holding company and the principal place of the Group's operation is in the PRC. All the Group's revenue and major non-current assets are attributable to and located in the PRC.

截至二零二四年及二零二三年十二月三十一日止年度本公司為投資控股公司，而本集團主要營業地點在中國。本集團之所有收益及主要非流動資產均來自及位於中國。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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截至二零二四年十二月三十一日止年度

6. SEGMENT INFORMATION (continued)

The Group's customer base is diversified and includes only the following customers with whom transactions have exceeded 10% of the Group's revenues. Revenue derived from these customers are as follows:

		Revenue from external customers 來自外部客戶之收入	
		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
Customer A #	客戶甲#	92,168	n/a
Customer B #	客戶乙#	73,882	n/a

Attributable to segment of trading business

n/a Transactions did not exceed 10% of the Group's revenue

6. 分部資料 (續)

本集團的客戶群體多樣，僅包括與以下客戶的交易已超過本集團收益的10%。該客戶產生的收益如下：

		Revenue from external customers 來自外部客戶之收入	
		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
Customer A #	客戶甲#	92,168	n/a
Customer B #	客戶乙#	73,882	n/a

屬於貿易業務分部

不適用 交易額不超過本集團收益的10%

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7. OTHER GAINS AND LOSSES, NET

7. 其他收益及虧損淨額

		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
Fair value gain/(loss) on investment properties	投資物業之公平價值變動	800	(600)
Government subsidies (note i)	政府補貼 (附註i)	508	707
Exchange gain, net	匯兌收益淨額	247	334
Loss on disposal of a subsidiary (Note 36)	出售附屬公司虧損 (附註36)	(1,813)	–
Loss on liquidation of a subsidiary	清算附屬公司虧損	(367)	–
Impairment losses on goodwill (Note 18)	商譽減值虧損 (附註18)	(16,952)	(1,186)
Impairment loss on intangible assets	無形資產虧損	(8,500)	–
Gain on lease termination	租賃終止收益	17	397
Rental income	租金收入	1,510	311
Others	其他	2,437	(443)
		(22,113)	(480)

Note:

- (i) All the grants were approved during the year of recognition with no unfulfilled conditions/contingencies.

附註：

- (i) 所有補助均於其確認之年度內獲批及領取，且並無未履行之條件／或有事項。

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8. FINANCE COSTS

8. 融資成本

		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
Imputed interest on interest-free deposits from finance lease customers	融資租賃客戶免息按金的 估算利息	–	21
Interest on bank and other borrowings	銀行及其他借款利息	9,417	12,447
Interest on discounted bills	貼現票據利息	–	4
Interest on lease liabilities	租賃負債利息	2,074	1,400
Total interest expense on financial liabilities not measured at fair value through profit or loss	非以公平價值計入損益的 金融負債的利息支出總額	11,491	13,872

9. IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS ("ECL") MODEL, NET OF REVERSAL

9. 預期信用損失（「預期信用損失」）模式項下之減值虧損（扣除撥回）

		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
Impairment losses/(reversal of impairment losses) recognised on:	減值虧損／（減值虧損撥回）確認：		
– Trade receivables	– 貿易應收款項	8,197	3,904
– Finance lease receivables	– 融資租賃應收款項	35,592	713
– Loan receivables	– 應收貸款	–	(1)
– Financial guarantee	– 財務擔保	(49)	1,346
		43,740	5,962

Details of impairment assessment are set out in Note 41(a).

減值評估詳情載於附註41(a)。

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10. (LOSS)/PROFIT BEFORE INCOME TAX

(Loss)/profit before income tax is arrived at after charging/
(crediting):

10. 除所得稅前(虧損)/溢利

除所得稅前(虧損)/溢利已扣除/(計入):

		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
Directors' emoluments (Note 11)	董事薪酬 (附註11)	2,945	4,581
Other staff costs:	其他員工成本:		
– Salaries, allowances and other staff benefits	– 薪金、津貼及其他員工福利	20,519	32,273
– Staffs' retirement benefit scheme contributions	– 員工退休福利計劃供款	3,236	4,708
Total staff costs	員工成本總額	26,700	41,562
Less: staff costs recognised as research and development costs in other operating expenses	減: 於其他經營開支確認為研發成本的員工成本	(1,802)	(2,847)
Staff costs recognised in profit or loss	於損益確認之員工成本	24,898	38,715
Amortisation of intangible assets	無形資產攤銷	2,892	2,434
Auditor's remuneration	核數師薪金		
– Audit service	– 審核服務	1,323	1,244
Cost of inventories sold	銷售存貨成本	444,382	359,274
Depreciation of property, plant and equipment	物業、廠房及設備折舊	5,218	4,071
Depreciation of right-of-use assets	使用權資產折舊	7,723	7,789
Property, plant and equipment written off	物業、廠房及設備撇銷	2	14
Research and development costs recognised as an expense (included in other operating expenses)	確認為開支的研發成本 (計入其他營運開支)	1,977	3,091
Postpartum care services costs recognised as an expense (included in other operating expenses)	確認為開支的月子服務成本 (計入其他營運開支)	8,592	8,081
Short-term lease expense	短期租賃費用	708	1,061

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11. DIRECTORS' REMUNERATION AND TOP FIVE HIGHEST PAID EMPLOYEES

(a) Directors' emoluments

The aggregate amounts of the emoluments paid or payable to the directors and the chief executive are as follows:

		Note 附註	Fee 袍金 RMB'000 人民幣千元	Salaries and allowances 薪金及津貼 RMB'000 人民幣千元	Retirement benefit scheme contributions 退休福利 計劃供款 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
2024	二零二四年					
Executive directors	執行董事					
Mr. Zhang Junshen	張俊深先生		484	452	63	999
Mr. Tian Zhiwei	田志威先生	(i)	500	–	–	500
Mr. Wong Kwok San	黃國新先生	(ii)	639	–	8	647
Non-executive directors	非執行董事					
Mr. Lyu Di	呂迪先生		–	401	63	464
Mr. Li Xinpei	李新培女士	(iii)	–	7	1	8
Independent non-executive directors	獨立非執行董事					
Mr. Chan Chi Fung Leo	陳志峰先生		110	–	–	110
Mr. Chow Siu Hang	周兆恒先生		109	–	–	109
Mr. Deng Bin	鄧斌博士		108	–	–	108
			1,950	860	135	2,945
2023	二零二三年					
Executive directors	執行董事					
Mr. Zhang Junshen	張俊深先生		1,844	497	89	2,430
Mr. Wong Kwok San	黃國新先生		–	1,336	16	1,352
Non-executive director	非執行董事					
Mr. Lyu Di	呂迪先生		–	389	89	478
Independent non-executive directors	獨立非執行董事					
Mr. Chan Chi Fung Leo	陳志峰先生		107	–	–	107
Mr. Chow Siu Hang	周兆恒先生		107	–	–	107
Mr. Deng Bin	鄧斌博士		107	–	–	107
			2,165	2,222	194	4,581

11. 董事酬金及五名最高薪僱員

(a) 董事酬金

已付或應付董事及行政總裁的薪酬總額如下：

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11. DIRECTORS' REMUNERATION AND TOP FIVE HIGHEST PAID EMPLOYEES (continued)

(a) Directors' emoluments (continued)

Notes:

- (i) Appointed as an executive director on 19 June 2024.
- (ii) Resigned from an executive director on 19 June 2024.
- (iii) Appointed as a non-executive director on 24 December 2024.

Saved as above, during each of the two years ended 31 December 2024 and 2023, none of the directors waived or agreed to waive any remuneration and there were no emoluments paid by the Group to the directors as an inducement to join, or upon joining the Group, or as compensation for loss of office.

11. 董事酬金及五名最高薪僱員 (續)

(a) 董事酬金 (續)

附註：

- (i) 於二零二四年六月十九日獲委任為執行董事。
- (ii) 於二零二四年六月十九日辭任執行董事。
- (iii) 於二零二四年十二月二十四日獲委任為非執行董事。

除載於上述外，於截至二零二四年及二零二三年十二月三十一日止兩個年度各年，並無董事放棄或同意放棄任何酬金，而本集團亦並無支付酬金予董事，作為吸引彼等加入本集團或於加入本集團時之報酬又或作為離職補償。

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11. DIRECTORS' REMUNERATION AND TOP FIVE HIGHEST PAID EMPLOYEES (continued)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included four (2023: two) director whose emolument is reflected in the analysis presented above. Emoluments payable to the remaining one (2023: three) individuals during the year are as follows:

Salaries, allowances and other benefits	薪金、津貼及其他福利
Retirement benefit scheme contributions	退休福利計劃供款

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
-----------------------------------	-----------------------------------

604	1,656
86	275
690	1,931

Their emoluments fell within the following bands:

Emolument bands	薪酬範圍
Nil to HK\$1,000,000	零至1,000,000港元

During each of the two years ended 31 December 2024 and 2023, no emoluments were paid by the Group to any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

11. 董事酬金及五名最高薪僱員 (續)

(b) 五名最高薪酬人士

本集團酬金最高的五名個人分別包括本公司的4名董事(二零二三年: 2名), 彼等的酬金於上文呈列的分析中有所反映。應付予餘下1名個人(二零二三年: 3名)的酬金如下:

薪酬介乎以下範圍:

Number of individuals 人數	
2024 二零二四年	2023 二零二三年

1	3
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於截至二零二四年及二零二三年十二月三十一日止兩個年度各年, 本集團概無向本公司任何董事或行政總裁或本集團之五名最高薪僱員支付酬金以作為加入本集團或加入本集團後之獎金或離職補償。

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12. INCOME TAX (CREDIT)/EXPENSES

12. 所得稅(計入)/開支

		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
The charge comprises:	支出包括：		
Current tax	即期稅項		
– PRC Enterprise Income Tax	– 中國企業所得稅	2,916	6,255
– Over-provision in prior year	– 以前年度超額撥備	–	(492)
– PRC withholding tax	– 中國預扣稅款	–	745
		2,916	6,508
Deferred tax (Note 19)	遞延稅項(附註19)	(3,658)	(2,371)
		(742)	4,137

No provision for taxation in Hong Kong has been made as the Group's income neither arises in, nor is derived from, Hong Kong.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years, except for one subsidiary of the Group which is recognised as high technology enterprise is entitled to enjoy a preferential EIT rate of 15% (2023: 15%).

According to the EIT Law and the Implementation of the EIT Law of the PRC, certain PRC subsidiaries of the Group qualified as small low-profit enterprises with annual taxable income not more than RMB1,000,000, and the portion that exceeds RMB1,000,000 but does not exceed RMB3,000,000 (inclusive) are entitled to enterprise income tax calculated at 25% of its taxable income at a tax rate of 20%.

概無就香港稅項作出撥備，原因為本集團之收入並非於香港產生或來自香港。

除本集團一家被認定為高新技術企業之附屬公司有權享有優惠企業所得稅率15%（二零二三年：15%）外，根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，中國附屬公司於兩個年度之稅率均為25%。

根據中國企業所得稅法及企業所得稅法實施條例，符合小型微利企業條件的若干本集團中國附屬公司不超過人民幣1,000,000元及超過人民幣1,000,000元但不足人民幣3,000,000元（含人民幣3,000,000元）部分的應課稅收入，減按25%計入應納稅所得額，按20%的稅率繳納企業所得稅。

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For the year ended 31 December 2024
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12. INCOME TAX (CREDIT)/EXPENSES (continued)

The tax charge for the year can be reconciled to the (loss)/profit before income tax per the consolidated statement of profit or loss and other comprehensive income as follows:

12. 所得稅 (計入) / 開支 (續)

年內稅項開支可與綜合損益及其他全面收益表內之除所得稅前 (虧損) / 溢利對賬如下：

		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 income tax	除所得稅前 (虧損) / 溢利	(52,918)	18,001
Tax at the domestic enterprise income tax rate in the PRC of 25%	中國國內企業所得稅稅率為25%的稅項	(13,230)	4,500
Tax effect of non-deductible expenses	不可扣減的開支之稅務影響	3,802	150
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(1,326)	(428)
Utilisation of previously unrecognised tax losses	動用先前未確認之稅項虧損	(576)	(1,582)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	2,396	2,668
Withholding tax on distributable earnings of the PRC subsidiaries	中國附屬公司可分配收益預扣稅稅項	—	(588)
Tax effect of PRC preferential tax treatment	中國稅收優惠政策之稅務影響	(707)	—
Over-provision in prior year	以前年度超額撥備	—	(492)
Tax effect of temporary difference not recognised	暫時差額不予確認之稅務影響	8,899	(91)
Income tax (credit)/expense	所得稅 (計入) / 開支	(742)	4,137

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13. DIVIDENDS

13. 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
Final dividend paid in respect of prior year 分派以前年度之末期股息 of HK nil (2023: HK2.5 cents) 每股零港仙 per share (二零二三年：2.5港仙)	-	8,977

14. (LOSS)/EARNINGS PER SHARE

The calculation of basic (loss)/earnings per share is based on the loss attributable to owners of the Company of RMB52,970,000 (2023: profit attributable to owners of the Company of RMB14,563,000) and on the weighted average number of ordinary shares in issue during the year of 429,096,000 (2023: 400,000,000).

Diluted earnings per share is the same as basic earnings per share as there was no dilutive potential ordinary share in issue during both years.

14. 每股(虧損)/盈利

每股基本(虧損)/盈利乃根據公司擁有人應佔虧損人民幣52,970,000元(二零二三年：本公司擁有人應佔溢利人民幣14,563,000元)及年內已發行普通股之加權平均數429,096,000股(二零二三年：400,000,000股)計算。

由於兩個年度內並無已發行潛在攤薄普通股，故每股攤薄盈利與每股基本盈利相同。

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15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Furniture and office equipment 傢具及辦公室設備 RMB'000 人民幣千元	Leasehold improvements 租賃物業裝修 RMB'000 人民幣千元	Motor vehicle 汽車 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost	成本				
At 1 January 2023	於二零二三年一月一日	3,418	17,207	714	21,339
Additions	增加	231	1,300	-	1,531
Written off	撇銷	(47)	-	-	(47)
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	3,602	18,507	714	22,823
Additions	增加	137	303	-	440
Acquisition of a subsidiary (note 35)	收購一家附屬公司(附註35)	285	14,758	-	15,043
Disposal of a subsidiary (note 36)	出售一家附屬公司(附註36)	(27)	-	-	(27)
Written off	撇銷	(39)	(24)	-	(63)
At 31 December 2024	於二零二四年十二月三十一日	3,958	33,544	714	38,216
Accumulated depreciation and impairment	累計折舊及減值				
At 1 January 2023	於二零二三年一月一日	2,061	9,385	107	11,553
Depreciation	折舊	459	3,469	143	4,071
Written off	撇銷	(33)	-	-	(33)
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	2,487	12,854	250	15,591
Depreciation	折舊	490	4,585	143	5,218
Eliminated on disposal of a subsidiary (note 36)	出售一家附屬公司之抵消額(附註36)	(18)	-	-	(18)
Written off	撇銷	(37)	(24)	-	(61)
At 31 December 2024	於二零二四年十二月三十一日	2,922	17,415	393	20,730
Net book value	賬面淨值				
At 31 December 2024	於二零二四年十二月三十一日	1,036	16,129	321	17,486
At 31 December 2023	於二零二三年十二月三十一日	1,115	5,653	464	7,232

As at 31 December 2024, certain of Group's leasehold improvements of approximately RMB13,344,000 and right-of-use assets of approximately RMB19,133,000 (note 16) acquired through the business acquisition of Meikangmao (note 35) during the year has been provided to a lessee to operate for a term of 5 years (cancellable by both parties with an insignificant penalty during the term) with a fixed rental income and a significant contingent rent by reference to the underlying postpartum care service business operated by the lessee.

截至二零二四年十二月三十一日，本集團本年度因收購美康茂業務(附註35)而取得之部分租賃物業裝修約人民幣13,344,000元及使用權資產約人民幣19,133,000元(附註16)，已出租予一承租人營運，租期為五年(契約存續期間締約任一方均可隨時終止，惟須負擔象徵性違約金)，租金包含固定收入及按承租人所經營之月子服務業務表現釐定之重大或有租金。

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16. RIGHT-OF-USE ASSETS

16. 使用權資產

		Leasehold land and buildings 租賃土地及樓宇	
		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
At 1 January	於一月一日	9,876	16,196
Acquisition of a subsidiary (note 35)	收購一家附屬公司 (附註35)	21,306	—
Lease commencement	租賃開始	—	229
Lease modification	租賃修訂	3,352	10,623
Lease termination	租賃終止	(518)	(9,383)
Depreciation	折舊	(7,723)	(7,789)
At 31 December	於十二月三十一日	26,293	9,876

For both years, the Group leases various offices for its operations. Lease contracts are entered into for fixed term of 2 to 10 years (2023: 2 to 6 years). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

於兩個年度，本集團因其業務而租賃多個辦公室。租賃合同簽訂的固定期限為2至10年（二零二三年：2至6年）。租賃年限經個人情況磋商及其中包括各種不同的條款及條件。於釐定租賃年限及評估不可撤銷期間之年限，本集團採用合同之定義及釐定可執行合同之期間。

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17. INVESTMENT PROPERTIES

At 1 January	於一月一日
Change in fair value	公平價值之變動
At 31 December	於十二月三十一日

All of the Group's properties held to earn rentals or for capital appreciation purposes are classified and accounted for as investment properties and are measured using the fair value model.

As at 31 December 2024 and 2023, the fair values of the investment properties of the Group in the PRC were assessed by APAC Appraisal and Consulting Limited, independent qualified professional valuer, member of the Hong Kong Institute of Surveyors and has appropriate qualifications and recent experience in the valuation of similar properties in the relevant locations.

As at 31 December 2024 and 2023, the fair value of the investment properties are determined by applying the direct comparison method by reference to the comparable sales evidences as available on the relevant market and adjusted to reflect the conditions of the subject properties.

17. 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
24,400	25,000
800	(600)
25,200	24,400

本集團所有為賺取租金或資本增值而持有的物業均被分類為投資物業並入賬，並使用公平價值模式進行計量。

於二零二四年及二零二三年十二月三十一日，本集團在中國的投資物業的公平價值由亞太估值及顧問有限公司評估，該公司為獨立專業合資格的評估師，是香港測量師學會的成員，在相關地點的類似物業的評估方面具有適當的資格和近期經驗。

於二零二四年及二零二三年十二月三十一日，投資物業的公平價值是通過應用直接比較法，參考相關市場上的可比銷售證據，調整以反映標的物業的狀況。

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17. INVESTMENT PROPERTIES (continued)

The fair value of investment properties is a level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balance is provided below:

	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
At 1 January (Level 3 recurring fair value) 於一月一日 (第三層次經常性公平值)	24,400	25,000
Change in fair value 公平價值之變動	800	(600)
At 31 December (level 3 recurring fair value) 於十二月三十一日 (第三層次經常性公平值)	25,200	24,400

The following table shows the significant unobservable inputs used in the valuation model:

下表展示了於估值模型中使用重大不可觀察輸入數據：

Properties	Fair value hierarchy	Valuation technique(s)	Significant unobservable inputs	Relationship of unobservable inputs to fair value	Range of unobservable inputs (per square meter) 不可觀察輸入數據之範圍 (每平方米)
物業	公平值架構	估值技術	重大不可觀察輸入數據	不可觀察輸入數據與公平值之關係	
Commercial buildings, the PRC	Level 3	Direct comparison	Unit sale rate of same property in the relevant market after taking into account of level and renovation.	An increase in the unit sale rate used would result in an increase in the fair value measurement of the properties by the same percentage increase, and vice versa.	RMB84,200 to RMB84,600 (2023: RMB81,400 to RMB81,800)
於中國之商業建築	第三層次	直接比較法	在考慮到等級和裝修等因素後，相關市場上相同的房產的單位銷售率	所使用的單位銷售率的增加將導致物業的公平價值計量以同樣的百分比增加，反之亦然	人民幣84,200元至人民幣84,600元 (二零二三年：人民幣81,400元至人民幣81,800元)

The fair value measurement is based on the above properties' highest and best use, which does not differ from their actual use.

公平價值的衡量是基於上述物業的最高和最佳用途，這與它們的實際用途沒有差別。

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18. INTANGIBLE ASSETS

18. 無形資產

		Goodwill 商譽 RMB'000 人民幣千元	Trademark 商標 RMB'000 人民幣千元	Computer software 電腦軟件 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost	成本				
At 1 January 2023	於二零二三年一月一日	15,751	10,400	11,399	37,550
Addition	增加	–	–	3,071	3,071
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	15,751	10,400	14,470	40,621
Acquisition of a subsidiary (note 35)	收購一家附屬公司 (附註35)	8,532	–	–	8,532
Disposal of a subsidiary (note 36)	出售一家附屬公司 (附註36)	(2,318)	(1,900)	–	(4,218)
At 31 December 2024	於二零二四年十二月三十一日	21,965	8,500	14,470	44,935
Accumulated amortisation and impairment	累計攤銷及減值				
At 1 January 2023	於二零二三年一月一日	656	–	2,230	2,886
Amortisation	攤銷	–	–	2,434	2,434
Impairment	減值	1,186	–	–	1,186
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	1,842	–	4,664	6,506
Amortisation	攤銷	–	–	2,892	2,892
Disposal of a subsidiary (note 36)	出售一家附屬公司 (附註36)	(656)	–	–	(656)
Impairment	減值	16,952	8,500	–	25,452
At 31 December 2024	於二零二四年十二月三十一日	18,138	8,500	7,556	34,194
Net carrying amount	賬面淨值				
At 31 December 2024	於二零二四年十二月三十一日	3,827	–	6,914	10,741
At 31 December 2023	於二零二三年十二月三十一日	13,909	10,400	9,806	34,115

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18. INTANGIBLE ASSETS (continued)

The net carrying amount of goodwill as at 31 December 2024 and 2023 is allocated to the CGUs as follows:

		Goodwill carrying amount 商譽賬面值	
		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
Postpartum Care Services:	月子服務:		
Dunnan CGU in Guangzhou	廣州敦南之現金產生單位	–	9,885
Jiaenbei CGU in Wuhan	武漢嘉恩貝之現金產生單位	2,362	2,362
Desheng Meimei CGU in Wuhan	武漢德勝美美之現金產生單位	–	1,662
Meikangmao CGU in Wuhan	武漢美康茂之現金產生單位	1,465	–
		3,827	13,909

The Group is required to test, on an annual basis, whether goodwill has suffered any impairment.

Jiaenbei CGU of Postpartum Care Services

The recoverable amount of Wuhan Jiaenbei Health Management Co. Ltd. ("Jiaenbei") CGU is determined based on value in use calculations. The use of this method requires the estimation of future cash flows and the determination of a discount rate in order to calculate the present value of the cash flows.

The value in use calculation is based on cash flow projections from formally approved budgets covering a five-year period. The key assumptions used by management for value-in-use calculations were as follows:

- (i) the forecast revenue growth rates which are based on past experience adjusted for occupancy rate and the revenue contribution of the postpartum care centre, ranging from 3% to 5%;
- (ii) discount rate, which is 16% (2023: 15%), it is pre-tax and reflect specific risks relating to the relevant CGUs; and
- (iii) cash flows beyond the 5-year period are extrapolated using the estimated growth rates of 2% (2023: 2%). The growth rate does not exceed the long-term average growth rate for the postpartum care service business in which the CGU operates.

18. 無形資產 (續)

於二零二四年及二零二三年十二月三十一日的商譽賬面淨值分配至現金產生單位如下：

		Goodwill carrying amount 商譽賬面值	
		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
Postpartum Care Services:	月子服務:		
Dunnan CGU in Guangzhou	廣州敦南之現金產生單位	–	9,885
Jiaenbei CGU in Wuhan	武漢嘉恩貝之現金產生單位	2,362	2,362
Desheng Meimei CGU in Wuhan	武漢德勝美美之現金產生單位	–	1,662
Meikangmao CGU in Wuhan	武漢美康茂之現金產生單位	1,465	–
		3,827	13,909

本集團須每年測試商譽是否出現減值。

嘉恩貝月子服務之現金產生單位

武漢嘉恩貝健康管理有限公司(「嘉恩貝」)現金產生單位之可收回金額乃根據使用價值計算法而釐定。使用此方法需要估計未來現金流量並確定折現率以計算現金流量的現值。

使用價值計算法乃根據管理層所批准而涵蓋五年期之財政預算的稅前現金流量預算得出。管理層採用之關鍵假設如下：

- (i) 按過往經驗並參照月子中心入住率及收益貢獻調整之預測收入增長率(介乎3%至5%)；
- (ii) 反映相關現金產生單位特定風險之稅前折現率16%(二零二三年：15%)；及
- (iii) 五年期後之現金流量乃使用估計增長率2%(二零二三年：2%)來推算。該增長率並不超過現金產生單位經營所在的月子服務行業之長期平均增長率。

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18. INTANGIBLE ASSETS (continued)

Jiaenbei CGU of Postpartum Care Services (continued)

Apart from the considerations described above in determining the recoverable amount of the CGU, management is not aware of any other probable changes that would necessitate changes in the key assumptions. Management determines that the recoverable amount of Jiaenbei CGU containing goodwill does not suffer any impairment.

Dunnan CGU of Postpartum Care Services

The recoverable amount of Guangzhou Sheng Cheng Dunnan Enterprise Management Co., Limited (“**Dunnan**”) CGU is determined based on the higher of value in use and fair value less cost of disposal of the CGU to which the relevant assets belong.

For the year ended 31 December 2024, for the business of Dunnan and its subsidiaries, namely Guangzhou Sheng Ya Family Services Co., Ltd. and Guangzhou Sheng Xin Family Services Co., Ltd. (“**Dunnan Group**”), the management has decided to close down all the postpartum care centres of Dunnan CGU. This had an adverse impact on the estimated value-in-use of the CGU and the result in nil recoverable amount of the Dunnan CGU as at 31 December 2024. The goodwill of RMB9,885,000, trademark of RMB8,500,000, have been fully impaired and was recognised in “Other gains and losses, net” (note 7). The carrying amount of the CGU has been reduced to its nil recoverable amount. The use of this method requires the estimation of future cash flows and the determination of a discount rate in order to calculate the present value of the cash flows.

As at 31 December 2024, the recoverable amount has been determined by an independent professional valuer, APAC Appraisal and Consulting Limited (“**APAC**”), under the value in use calculation based on cash flow projections from formally approved budgets prepared by the management assumption of up to the closure of all the postpartum care centres of Dunnan CGU.

The key assumptions used by management for value-in-use calculations were as follows:

- (i) the postpartum care centres of Dunnan Group has been closed down by end of February 2025, and
- (ii) discount rate, which is 15% (2023: 15%), it is pre-tax and reflect specific risks relating to the relevant CGUs.

18. 無形資產 (續)

嘉恩貝月子服務之現金產生單位 (續)

除上述用以釐定現金產生單位之使用價值之考量外，管理層現時並不知悉任何其他足以使其主要假設須作出變更之可能變動。管理層認為該等現金產生單位之可收回金額並無蒙受任何減值。

敦南月子服務之現金產生單位

廣州盛成敦南企業管理有限公司（「敦南」）現金產生單位的可收回金額乃根據相關資產所屬的現金產生單位的使用價值與公平價值減出售成本的較高者而釐定。

截至二零二四年十二月三十一日止年度，就敦南及其附屬公司（即廣州盛雅家庭服務有限公司及廣州盛馨家庭服務有限公司，合稱「敦南集團」）業務而言，管理層已決定關閉敦南現金產生單位旗下所有月子中心。此舉對該現金產生單位的使用價值估算產生不利影響，於二零二四年十二月三十一日，敦南現金產生單位的可收回金額歸零。商譽人民幣9,885,000元及商標人民幣8,500,000元已全數計提減值，並於其他收益及虧損淨額確認（附註7）。現金產生單位的賬面值已調減至零可收回金額。採用該方法需預估未來現金流，並確定折現率以計算現金流現值。

截至二零二四年十二月三十一日，可收回金額已由獨立專業估值機構亞太估值及顧問有限公司（「亞太估值」）釐定，根據使用價值計算基於管理層假設敦南現金產生單位旗下所有月子中心終止營運前所編製、並經正式核准的現金流預測。

管理層採用之關鍵假設如下：

- (i) 敦南集團月子中心將於二零二五年二月底前全面停業；及
- (ii) 反映相關現金產生單位特定風險之稅前折現率為15%（二零二三年：15%）。

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18. INTANGIBLE ASSETS (continued)

Desheng Meimei CGU of Postpartum Care Services

The Group has acquired 51% of the equity interest (the “**Equity Interest**”) of Wuhan Desheng Meimei Health Management Co., Ltd. (“**Desheng Meimei**”) from an independent third party (the “**Seller**”) in pursuant to the equity transfer agreement (the “**Agreement**”) during the financial year ended 31 December 2020. The Agreement contains a right of the Group to sell the Equity Interest of Desheng Meimei back to the Seller upon the occurrence of certain conditions.

During the financial year ended 31 December 2023, the directors of the Company has exercised the right to sell the Equity Interest back to Seller. However, the Seller failed to fulfil the obligation of share buy back in accordance with the Agreement. In August 2023, the Group has filed a lawsuit against the Seller due to the above mentioned dispute.

In December 2023, the Group received the Civil Judgment served by the Shenzhen Nanshan District People’s Court and the Seller is ordered by the Court to buy back the Equity Interest of Desheng Meimei. The Seller has filed an appeal petition subsequently.

In June 2024, the Group and the Seller reached a mediation agreement that the Seller would repurchase the 51% equity interest of Desheng Meimei held by the Group with consideration of RMB1,300,000, which has been completed in July 2024. Desheng Meimei has ceased to be a subsidiary of the Group since then (note 36).

Meikangmao CGU of Postpartum Care Services

In accordance with HKFRS 3 “Business Combination”, the Group recognised acquired subsidiary’s assets and liabilities at the acquisition date. The fair values of goodwill of RMB8,532,000 for Wuhan Meikangmao Health Management Co., Ltd. (“**Meikangmao**”) on the acquisition date was determined based on valuation performed by APAC, the independent professional valuer. This acquisition is accounted as a business combination.

18. 無形資產 (續)

德勝美美月子服務之現金產生單位

於截至二零二零年十二月三十一日止財政年度，本集團根據《股權轉讓協議》（「協議」）向獨立第三方（「賣方」）收購武漢德勝美美健康管理有限公司（「德勝美美」）51%股權權益（「股權權益」）。協議載有條款，賦予本集團於特定條件觸發時，可將德勝美美股權權益售回予賣方之權利。

於截至二零二三年十二月三十一日止財政年度，本公司董事會行使上述權利，要求股權權益售回予賣方。惟賣方未按協議履行股份回購義務。二零二三年八月，本集團因前述爭議向賣方提起法律訴訟。

二零二三年十二月，本集團接獲深圳市南山區人民法院發出之《民事判決書》，法院裁定賣方須回購德勝美美股權權益。賣方其後提出上訴申請。

二零二四年六月，本集團與賣方達成調解協議，約定賣方以人民幣1,300,000元回購本集團所持德勝美美51%股權權益，並已於二零二四年七月完成交割。自此，德勝美美不再為本集團之附屬公司（附註36）。

美康茂月子服務之現金產生單位

根據香港財務報告準則第3號「業務合併」，本集團於收購日按公平價值確認被收購附屬公司之資產及負債。武漢美康茂健康管理有限公司（「美康茂」）於收購日之商譽公允價值為人民幣8,532,000元，此價值乃基於獨立專業估值機構亞太估值所進行之評估釐定。此次收購被視為一項業務合併。

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18. INTANGIBLE ASSETS (continued)

Meikangmao CGU of Postpartum Care Services (continued)

The recoverable amount of the CGU as at 31 December 2024 has been determined by APAC, the independent professional valuer, under the value in use calculation based on the present value of expected future cash flows, which is higher of its fair value less cost of disposal. The value in use calculation was determined based on financial forecasts approved by management covering a 7-year period, which is the unexpired lease term of the existing lease entered into by Meikangmao CGU.

The key assumptions used by management for value-in-use calculations were as follows:

- (i) the amount of contingent rent in accordance with relevant agreement shared by the Group by reference to the underlying postpartum care service business operated by the lessee; and
- (ii) discount rate, which is 17%, it is pre-tax and reflect specific risks relating to the relevant CGU.

The carrying amount of Meikangmao CGU, including goodwill, property, plant and equipment and right of use assets attributed this CGU, was written down to its recoverable amount of RMB17,600,000. An impairment loss of RMB7,067,000 on goodwill was charged to profit or loss under "Other gains and losses, net" (note 7) during the year ended 31 December 2024.

As the carrying amount of the CGU has been reduced to its recoverable amount, any adverse change in the key assumptions used to calculate the recoverable amount would result in further impairment losses.

18. 無形資產 (續)

美康茂月子服務之現金產生單位 (續)

現金產生單位於二零二四年十二月三十一日的可收回金額已由獨立專業估值機構亞太估值根據使用價值計算法釐定，該計算法以預計未來現金流量的現值計算，該現值高於其公平價值減出售成本。使用價值的計算是根據管理層批准的涵蓋七年期的財務預測釐定的，該期限為美康茂現金產生單位所簽訂的現有租約的未到期租期。

管理層採用之使用價值計算關鍵假設包括：

- (i) 按相關協議約定、參照承租方經營之產後護理服務業務表現，本集團按比例計收之或租金金額；及
- (ii) 反映相關現金產生單位特定風險之稅前折現率17%。

美康茂現金產生單位的賬面值（包含歸屬於該單位的商譽、物業、廠房及設備及使用權資產）已減記至可收回金額人民幣17,600,000元。截至二零二四年十二月三十一日止年度，商譽減值損失人民幣7,067,000元已計入損益表之其他收益及虧損淨額（附註7）。

由於該現金產生單位之賬面值已調減至可收回金額水平，倘用於計算可收回金額之關鍵假設發生任何不利變動，將導致進一步減值虧損。

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19. DEFERRED TAXATION

The following is the analysis of the deferred tax balances for financial reporting purposes:

		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
Deferred tax assets	遞延稅項資產	11,090	9,520
Deferred tax liabilities	遞延稅項負債	(1,365)	(3,453)
		<u>9,725</u>	<u>6,067</u>

The following are the major deferred tax assets/(liabilities) recognised and movements thereon during the year:

19. 遞延稅項

以下為就財務報告而言於遞延稅項結餘之分析：

以下載列年內確認之主要遞延稅項資產／（負債）及其變動：

		Undistributed earnings of PRC subsidiaries 未分配中國附屬公司可收益 RMB'000 人民幣千元	Fair value increase on intangible assets 無形資產之公平值增加 RMB'000 人民幣千元	ECL provision 預期信用損失撥備 RMB'000 人民幣千元	Temporary difference arising from finance lease income 因融資租賃收入產生的暫時性差額 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	(1,691)	(2,350)	7,691	46	3,696
(Charged)/credited to profit or loss (Note 12)	(扣除自)／計入損益(附註12)	(157)	–	1,490	293	1,626
Reversal of withholding tax upon distribution (Note 12)	於分配時預扣稅款之撥回(附註12)	745	–	–	–	745
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	(1,103)	(2,350)	9,181	339	6,067
Credited/(charged) to profit or loss (Note 12)	計入／(扣除自) 損益(附註12)	–	2,350	1,909	(601)	3,658
At 31 December 2024	於二零二四年十二月三十一日	<u>(1,103)</u>	<u>–</u>	<u>11,090</u>	<u>(262)</u>	<u>9,725</u>

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19. DEFERRED TAXATION (continued)

Pursuant to the EIT Law and its detailed implementation rules, dividend distributed out of the profit generated thereafter, shall be subject to EIT at 5% (2023: 5%) and withheld by the PRC entities.

At the reporting date, the amount of the unutilised tax losses is as follows:

Unutilised tax losses

未動用稅務虧損

Deferred tax asset in respect of unutilised tax losses has not been recognised in the financial statements due to the unpredictability of future profit streams against which the tax losses can be utilised. The tax losses will expire in five years after the end of the reporting period.

19. 遞延稅項 (續)

根據企業所得稅法及其實施細則，由此後產生的利潤所分派的股息，應按5%（二零二三年：5%）的稅率繳納企業所得稅，並由中國實體代為繳扣。

於報告日，未動用稅務虧損之金額如下：

2024	2023
二零二四年	二零二三年
RMB'000	RMB'000
人民幣千元	人民幣千元
5,896	4,076

由於無法預測可以運用未動用稅務虧損之未來溢利來源，因此並無於財務報表就稅務虧損確認遞延稅項資產。稅務虧損將於報告期間屆滿後五年失效。

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20. FINANCE LEASE RECEIVABLES

The Group entered into finance lease arrangements as a lessor for equipment and motor vehicles. The average terms of finance leases entered into usually range from 1 to 3 years. All interest rates inherent in the leases are fixed at the contract date over the lease terms.

All of the lease contracts are with guaranteed residual values. There was no unguaranteed residual value of leased assets and no contingent rent arrangement that needed to be recognised in both periods.

20. 融資租賃應收款項

作為設備及汽車的出租人，本集團訂立了融資租賃安排。融資租賃訂立的平均年期通常為1至3年。所有固有利率自合同簽訂之日於租賃期內固定不變。

所有租賃合同均具有擔保剩餘價值。於兩個期間內並無未擔保剩餘價值，亦無需要被確認之或然租金安排需要。

		Minimum lease payments 最低租賃款項		Present value of minimum lease payments 最低租賃款項現值	
		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	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
Finance lease receivables comprises:	融資租賃應收款項包括：				
Within one year	一年內	72,758	95,682	71,747	92,567
In the second year	第二年	37,056	20,376	35,296	19,133
Over two years	超過兩年	46,853	22,846	42,660	19,769
		156,667	138,904	149,703	131,469
Less: Unearned finance income	減：未實現融資收入	(6,964)	(7,435)	–	–
Present value of minimum lease payments	最低租賃款項現值減：	149,703	131,469	149,703	131,469
Less: lifetime ECL allowance	全期預期信用損失撥備			(60,062)	(24,470)
				89,641	106,999
Represented by:	就呈報目的分析為：				
Current assets	流動資產			22,260	68,024
Non-current assets	非流動資產			67,381	38,975
				89,641	106,999

As at 31 December 2024, the interest rates implicit in the above finance leases range mainly from 1.7% to 17.5% (2023: 1.7% to 17.5%) per annum.

於二零二四年十二月三十一日，上述融資租賃的隱含年利率介乎1.7%至17.5%（二零二三年：1.7%至17.5%）。

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20. FINANCE LEASE RECEIVABLES (continued)

Finance lease receivable is mainly secured by the leased assets which are used in printing industry, medical industry and logistics industry and customers' deposits where applicable. Customers' deposits are collected and calculated based on a certain percentage of the entire value of the lease contract. Certain deposits are returned to the customers in full by end of lease period according to the terms of the lease contract. When the lease contract expires and all liabilities and obligations under the lease contract have been fulfilled, the Group must return the full lease deposits to the lessee. The balance of the customers' deposits can also be applied and used to settle any outstanding lease payments for the corresponding lease contract.

As at 31 December 2024 and 2023, the finance lease receivables are effectively secured by the underlying assets, as the rights to the leased assets would be reverted to the Group in the event of default payment.

Estimates of fair value of collaterals are made during the credit approval process. These estimates of valuations are made at the inception of finance lease, and generally not updated except when the receivable is individually impaired. When a finance lease receivable is identified as impaired, the corresponding fair value of collateral of that receivable is updated by reference to market value such as recent transaction price of the assets.

As at 31 December 2024, finance lease receivables with gross carrying amount of RMB86,196,000 (2023: RMB39,808,000) were pledged to secure the Group's bank borrowings (Note 29(ii)) and RMB6,753,000 (2023: RMB32,293,000) were pledged to secure the Group's other borrowings from a finance lease company (Note 29(iv)).

20. 融資租賃應收款項 (續)

融資租賃應收款項主要由用於印刷業、醫療業及物流業的租賃資產及客戶按金(倘適用)作抵押。客戶按金乃按租賃合約總價值的若干百分比收取及計算。部分按金根據租賃合約條款於租期結束後全數返還予客戶。當租賃合約到期且租賃合約項下所有責任及義務已獲履行時，本集團必須向承租人退回全部租賃按金。客戶按金餘額亦可以應用於及用於清付任何相應租賃合約的未償還租賃付款。

於二零二四年及二零二三年十二月三十一日，融資租賃應收賬款由相關資產提供有效擔保，因為如果發生違約付款，租賃資產的權利將歸還給本集團。

抵押物的公平價值在信貸審批過程中進行估算。這些估值在融資租賃起始日期做出，除非應收賬款出現個別減值，否則一般不會更新。當融資租賃應收賬款被確定為減值時，該應收賬款抵押物的相應公平價值將參考市場價值(如資產的近期交易價格)進行更新。

於二零二四年十二月三十一日，賬面總額人民幣86,196,000元(二零二三年：人民幣39,808,000元)之融資租賃應收款項已質押以取得本集團的銀行借款(附註29(ii))及人民幣6,753,000元(二零二三年：人民幣32,293,000元)之融資租賃應收款項已質押，從一家融資租賃公司獲得本集團的其他借款(附註29(iv))。

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20. FINANCE LEASE RECEIVABLES (continued)

The following is an ageing analysis based on due dates of the finance lease receivables instalments which are past due (instalments which are not yet due at the end of the reporting period are excluded):

Past due by:	已逾期：
1-30 days	1至30日
31-90 days	31至90日
More than 90 days	超過90日

Details of impairment assessment of finance lease receivable are set out in Note 41(a).

20. 融資租賃應收款項 (續)

以下為根據已逾期的融資租賃分期的到期日的賬齡分析 (不包括於報告期末尚未到期的分期付款)：

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
840	1,377
1,603	2,061
8,253	10,706
10,696	14,144

融資租賃應收款項之減值評估詳情載於附註41(a)。

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21. TRADE RECEIVABLES

Trade receivables	貿易應收款項
Less: Provision for impairment loss	減：減值虧損撥備

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
314,698	206,411
(17,621)	(9,424)
297,077	196,987

The Group allows a credit period of 0-365 days to its customers for its trade receivables.

The following is an ageing analysis of trade receivables presented based on invoice dates at the end of each reporting period:

1-30 days	1至30天
31-60 days	31至60天
61-90 days	61至90天
91-180 days	91至180天
181-365 days	181至365天
Over 365 days	超過365天

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
250,481	162,587
282	23,938
25	4,510
10,300	5,497
19,666	455
16,323	—
297,077	196,987

As at 31 December 2024, trade receivables with gross carrying amount of RMB19,200,000 were pledged to secure the Group's bank borrowings (Note 29(ii)).

Further details on the Group's credit policy and credit risk arising from trade receivables are set out in Note 41(a).

21. 貿易應收款項

本集團就貿易應收款項給予客戶0-365天信用期。

於各報告期末按發票日期劃分的貿易應收款項賬齡分析呈列如下：

於二零二四年十二月三十一日，賬面總額人民幣19,200,000元之貿易應收款項已質押以取得本集團的銀行借款(附註29(ii))。

有關本集團信貸政策及貿易應收款項所引致的信貸風險的進一步詳情載於附註41(a)。

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22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

22. 預付款項、按金及其他應收款項

			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		
Prepayments to suppliers	預付供應商款項	(i)	89,597	57,046
Security deposits	保證金	(ii)	20	6,934
Refundable rental deposits	可退還租賃按金	(iii)	2,701	1,952
Refundable deposits	可退還按金		1,000	—
Other receivables	其他應收款項		3,290	4,121
			96,608	70,053

Notes:

附註：

(i) Prepayments are mainly advance payments to suppliers.

(i) 預付款項主要為預付供應商款項。

			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
(ii) Represented by:	(ii) 就呈報目的分析為：			
– Current portion	— 流動部分		20	3,102
– Non-current portion	— 非流動部分		—	3,832
(iii) Represented by:	(iii) 就呈報目的分析為：			
– Current portion	— 流動部分		1,053	810
– Non-current portion	— 非流動部分		1,648	1,142

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23. RESTRICTED BANK DEPOSITS/BANK BALANCES AND CASH

23. 有限制銀行存款／銀行結餘及現金

		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
Bank balances and cash	銀行結餘及現金	12,958	108,260
Restricted bank deposits	有限制銀行存款		
Guaranteed deposits (note i)	保證金 (附註i)	9,000	12,000
Bank deposits with restrictions on use (note ii)	限制用途的銀行存款 (附註ii)	1,387	3,861
Other restricted bank deposits (note iii)	其他有限制的銀行存款 (附註iii)	2,495	—
		12,882	15,861

The bank balances and the restricted bank deposits of the Group carry interest at market rates ranged from 0.01% to 1.65% (2023: 0.01% to 1.30%) per annum.

本集團之銀行結餘及有限制銀行存款按市場利率計息為每年0.01%至1.65% (二零二三年：0.01%至1.30%)。

Notes:

附註：

- (i) As at 31 December 2024, the restricted bank deposits of RMB9,000,000 (2023: RMB12,000,000) are deposits in one (2023: one) bank as guaranteed deposits for borrowings and the trading customers, respectively (Notes 28).
- (ii) Pursuant to the sale and leaseback agreements as mentioned in Note 29(iv), the Group agreed to open a supervision account at a bank recognised by the Buyer-lessor to carry out supervision on the use of lease funds and rental repayment. As stipulated in the supervision agreement, it is available to be used by the Group to meet its short-term working capital needs and cash flows for finance lease business. Therefore, bank deposits of approximately RMB1,387,000 (2023: RMB3,861,000) in the supervision account is included in the cash and cash equivalents for the purpose of the consolidated statements of cash flows for the year ended 31 December 2024.

- (i) 於二零二四年十二月三十一日，人民幣9,000,000元 (二零二三年：人民幣12,000,000元) 的有限制銀行存款為存放於一家 (二零二三年：一家) 銀行的存款，分別作為借款及為貿易客戶的保證金 (附註28)。
- (ii) 根據附註29(iv)所述的售後回租協議，本集團同意在買家一出租人雙方認可的銀行開立監管賬戶，對租賃資金的使用和租金償還情況進行監管。本公司董事認為，本集團可將其用於滿足融資租賃業務的短期營運資金需求及現金流量。因此，就截至二零二四年十二月三十一日止年度的現金流量表而言，監管賬戶中計入現金與現金等價物的銀行存款為約人民幣1,387,000元 (二零二三年：人民幣3,861,000元)。

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23. RESTRICTED BANK DEPOSITS/BANK BALANCES AND CASH (continued)

Notes: (continued)

- (iii) As at 31 December 2024, other restricted bank deposits of RMB2,495,000 (2023: Nil) represented bank balances frozen by court order.

Subsequent to the year ended, the frozen bank balances have been released in accordance with the mediation letter issued by the court in January 2025.

Further details are set out in note 34.

The bank balances that are denominated in currencies other than RMB are set out below:

Hong Kong dollar ("HK\$")	港元(「港元」)
United States dollar ("US\$")	美元(「美元」)

23. 有限制銀行存款／銀行結餘及現金 (續)

附註：(續)

- (iii) 截至二零二四年十二月三十一日，其他受限制銀行存款為人民幣2,495,000元(二零二三年：零)，此為按法院命令凍結之銀行結餘。

於年度結束後，相關凍結銀行結餘已根據法院於二零二五年一月發出之調解書予以解除。

詳情載於附註34。

以人民幣以外之貨幣計值之銀行結餘載列如下：

		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
Hong Kong dollar ("HK\$")	港元(「港元」)	67	916
United States dollar ("US\$")	美元(「美元」)	5	5
		72	921

The Group performed impairment assessment on restricted bank deposits/bank balances, details of which are set out in Note 41(a).

As at 31 December 2024, included in cash and bank balances of the Group was RMB12,886,000 (2023: RMB107,339,000) of bank balances denominated in RMB placed with the banks in the PRC. RMB is not a freely convertible currency. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through the banks that are authorised to conduct foreign exchange business.

本集團對有限制銀行存款及銀行結餘進行減值評估，其詳情載於附註41(a)。

於二零二四年十二月三十一日，本集團之現金及銀行結餘包括以人民幣列值而存放於中國之銀行之銀行結餘人民幣12,886,000元(二零二三年：人民幣107,339,000元)。人民幣並非可自由兌換之貨幣。根據中國外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准透過獲認可進行外匯業務之銀行將人民幣兌換為其他貨幣。

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24. PLEDGED BANK DEPOSITS

Pledged bank deposits represented bank deposits placed as guaranteed deposits for issuing bills payable (Note 25(ii)).

The effective interest rate of pledged bank deposits was 1.30% per annum as at 31 December 2023. All pledged bank deposits were denominated in RMB and kept with a bank in the PRC.

The bills payable has been settled during the year.

25. TRADES AND BILLS PAYABLES

Trade payables (note i)	貿易應付款項 (附註i)
Bills payable (note ii)	票據應付款項 (附註ii)

2024	2023
二零二四年	二零二三年
RMB'000	RMB'000
人民幣千元	人民幣千元

22,409	59,611
—	500
22,409	60,111

The trade payables are normally repayable within one year.

- (i) An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

Up to 3 months	3個月以內
3 to 6 months	3至6個月
6 to 12 months	6至12個月
Over 12 months	超過12個月

The credit period granted by the Group's suppliers ranges from 0 to 120 days.

- (ii) Bills payable was secured by pledged bank deposits (Note 24) of the Group and has been settled during the year.

24. 質押銀行存款

質押銀行存款指作為發行票據應付款項的保證金而存放的銀行存款 (附註 25(ii))。

於二零二三年十二月三十一日，已質押銀行存款的實際年利率為1.30%。所有已質押銀行存款均以人民幣計值並存放於中國之銀行。

應付票據已於本年度內全數結清。

25. 貿易及票據應付款項

貿易應付款項通常須於一年內償還。

- (i) 於報告期末，以發票日期計算的貿易應付款項賬齡分析如下：

2024	2023
二零二四年	二零二三年
RMB'000	RMB'000
人民幣千元	人民幣千元

21,496	59,480
314	131
399	—
200	—
22,409	59,611

本集團供應商所授予的信貸期介乎0至120日。

- (ii) 票據應付款項以本集團質押銀行存款 (附註24) 作為抵押，已於年內結清。

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26. OTHER PAYABLES AND ACCRUED CHARGES

26. 其他應付款項及應計費用

		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
Advance receipts from prospective customers	來自潛在客戶之預收款項	2,569	2,617
Contract liabilities (Note i)	合約負債 (附註i)	8,126	11,791
Other accrued charges	其他應計費用	6,717	6,070
Other tax payables	其他應付稅項	15,346	10,321
Other payables (Note ii)	其他應付款項 (附註ii)	13,735	43,434
		46,493	74,233

Note:

- (i) The contract liabilities mainly relate to advance considerations received from customers and arose from the provision of postpartum care services. The Group takes certain deposits from customers on acceptance of the order, with the remainder of the consideration payable at the commencement of the service period. The deposits remains as contract liabilities until such time as the services are provided.

Movements in contract liabilities are as follows:

附註：

- (i) 合約負債主要來自提供月子服務而產生。本集團於接納訂單時自客戶收取若干按金，而餘下應付代價於服務期完成時支付。這些押金仍將列作為合約負債直至服務提供。

合約負債變動如下：

		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
Balance as at 1 January	於一月一日之餘額	11,791	11,131
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	年初計入合約負債並於本年度之收益確認導致合約負債減少	(11,791)	(11,131)
Increase in contract liabilities as a result of receiving deposits during the year in respect of services not yet rendered	於年內收取訂金但尚未提供服務而導致合約負債增加	8,126	11,791
Balance as at 31 December	於十二月三十一日之餘額	8,126	11,791

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26. OTHER PAYABLES AND ACCRUED CHARGES (continued)

Note: (continued)

(i) (continued)

The Group applies the practical expedient in HKFRS 15 and does not disclose information about its remaining performance obligation if the performance obligation is part of a contract that has an original expected duration of one year or less.

(ii) As at 31 December 2023, other payables mainly relate to the refundable deposits amounted to RMB40,000,000 received from potential subscribers in relation to the placing of 30,000,000 new ordinary shares. These new ordinary shares have been issued during the year ended 31 December 2024 (note 30).

26. 其他應付款項及應計費用 (續)

附註：(續)

(i) (續)

本集團採用香港財務報告準則第15號的可行權宜方法，如果履約責任是原始預定期限為一年或更短的合約的一部分，則不會披露有關其剩餘履約責任的信息。

(ii) 於二零二三年十二月三十一日，其他應付款項主要來自於潛在認購人處收取的可退還按金人民幣40,000,000元，該款項與配售30,000,000股新普通股有關。該等新普通股已於截至二零二四年十二月三十一日止年度內發行(附註30)。

27. LEASE LIABILITIES

27. 租賃負債

		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
Balance as at 1 January	於一月一日之餘額	10,854	17,427
Lease commencement	租賃開始	–	229
Acquisition of a subsidiary (note 35)	收購一家附屬公司(附註 35)	21,306	–
Interest expense	利息開支	2,074	1,400
Lease payments	租賃付款	(9,365)	(9,045)
Lease modification	租賃修訂	3,352	10,623
Lease termination	租賃終止	(535)	(9,780)
Balance as at 31 December	於十二月三十一日之餘額	27,686	10,854
Represented by:	就呈報目的分析為：		
Current liabilities	流動負債	5,735	6,118
Non-current liabilities	非流動負債	21,951	4,736
		27,686	10,854

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27. LEASE LIABILITIES (continued)

Future lease payments are due as follows:

27. 租賃負債 (續)

未來租賃付款之到期情況如下：

		Future lease payments 未來租賃付款 RMB'000 人民幣千元	Interest 利息 RMB'000 人民幣千元	Present value 現值 RMB'000 人民幣千元
As at 31 December 2024	於二零二四年 十二月三十一日			
Due within one year	一年內到期	8,386	2,651	5,735
Due in the second to fifth years	二到五年內到期	21,220	6,800	14,420
Due over five years	五年後到期	8,505	974	7,531
		38,111	10,425	27,686
As at 31 December 2023	於二零二三年 十二月三十一日			
Due within one year	一年內到期	6,475	357	6,118
Due in the second to fifth years	二到五年內到期	4,941	205	4,736
		11,416	562	10,854

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28. FINANCIAL GUARANTEE

Financial guarantee issued 財務擔保授出

As at 31 December 2024, the Group had given financial guarantee to a bank for banking facilities granted to certain customers of the Group with maximum amount of approximately RMB125,842,000 (2023: RMB149,730,000). During the year ended 31 December 2024, an ECL allowance of RMB2,402,000 (2023: RMB2,451,000) was provided.

The financial guarantees were guaranteed by restricted bank deposits of RMB9,000,000 as at 31 December 2024 (2023: RMB12,000,000) (Note 23).

28. 財務擔保

2024	2023
二零二四年	二零二三年
RMB'000	RMB'000
人民幣千元	人民幣千元

2,402	2,451
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於二零二四年十二月三十一日，本集團已就授予本集團若干客戶的銀行融資向一家銀行提供最高金額約人民幣125,842,000元（二零二三年：人民幣149,730,000元）的財務擔保。截至二零二四年十二月三十一日止年度，計提預期信用損失人民幣2,402,000元（二零二三年：人民幣2,451,000元）。

於二零二四年十二月三十一日，財務擔保以人民幣9,000,000元（二零二三年：人民幣12,000,000元）受限制銀行存款作擔保（附註23）。

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29. BANK AND OTHER BORROWINGS

29. 銀行及其他借款

		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
Bank borrowings due for repayment within one year	一年內到期償還之銀行借款		
– Unsecured and guaranteed (Note i)	—無抵押及有擔保 (附註i)	40,200	23,789
– Secured and guaranteed (Note ii)	—有抵押及有擔保 (附註ii)	59,400	30,000
		99,600	53,789
Bank borrowings due for repayment more than one year	超過一年到期償還之銀行借款		
– Secured and guaranteed (Note ii)	—有抵押及有擔保 (附註ii)	74,506	27,600
Total bank borrowings	總銀行借款	174,106	81,389
Other borrowings due for repayment within one year	一年內到期償還之其他借款		
– Unsecured and guaranteed (Note iii)	—無抵押及有擔保 (附註iii)	4,561	–
Other borrowings from a finance lease company (Note iv)	從一家融資租賃公司之其他借款 (附註iv)		
– Due for repayment within one year	—一年內到期償還	4,126	47,258
– Due for repayment more than one year	—超過一年到期償還	–	4,154
		4,126	51,412
Total other borrowings	總其他借款	8,687	51,412
Total borrowings	總借款	182,793	132,801

Notes:

附註：

- (i) As at 31 December 2024, the Group's bank borrowing of RMB5,000,000 was guaranteed by Mr. Zhang Junshen and Ms. Tang Yiping, spouse of Mr. Zhang Junshen.

- (i) 於二零二四年十二月三十一日，本集團的銀行借款人民幣5,000,000元由張俊深先生、張俊深先生之配偶湯怡萍女士提供擔保。

As at 31 December 2024, the Group's bank borrowing of RMB4,500,000 was guaranteed by Mr. Zhang Junshen, Ms. Tang Yiping, Mr. Zhang Shengjie, father of Mr. Zhang Junshen and a financing guarantee company in Shenzhen.

於二零二四年十二月三十一日，本集團的銀行借款人民幣4,500,000元由張俊深先生、湯怡萍女士、張俊深先生之父張勝階先生及深圳市一間融資擔保公司提供擔保。

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

29. BANK AND OTHER BORROWINGS

(continued)

Notes: (continued)

(i) (continued)

As at 31 December 2024, the Group's bank borrowing of RMB30,000,000 was guaranteed by Mr. Zhang Junshen, Ms. Tang Yiping, Mr. Zhang Shengjie, Ziyuanyuan Holdings Group Limited, Ziyuanyuan (Shenzhen) International Finance Leasing Company Limited ("ZYY Finance Leasing"), Shenzhen Meijiaer Health Management Co., Ltd. ("Shenzhen Meijiaer") and Shenzhen Ruiheng Medical Supply Chain Co., Ltd., ("Shenzhen Ruiheng"), three subsidiaries of the Group, and Shenzhen Ziyuanyuan Investment Holdings Limited ("Ziyuanyuan Investment") and Shenzhen Lingnan Real Estate Development Limited, companies which are controlled by Mr. Zhang Junshen.

As at 31 December 2024, the Group's bank borrowing of RMB700,000 was guaranteed by Mr. Zhang Junshen, Ms. Tang Yiping, Mr. Zhang Shengjie and a third-party of the Group.

As at 31 December 2023, the Group's bank borrowing of RMB13,400,000 was guaranteed by Mr. Zhang Junshen, Ms. Tang Yiping and a third-party of the Group.

As at 31 December 2023, the Group's bank borrowings of RMB1,389,000 was guaranteed by Mr. Zhang Junshen, Ms. Tang Yiping, and three third parties of the Company.

As at 31 December 2023, the Group's bank borrowings of RMB8,300,000 was guaranteed by Mr. Zhang Junshen, Ms. Tang Yiping, ZYY Finance Leasing and Shenzhen Meijiaer, and a third-party of the Company.

As at 31 December 2023, the Group's bank borrowing of RMB700,000 was guaranteed by Mr. Zhang Junshen, Ms. Tang Yiping, Shenzhen Ruiheng and a third-party of the Company.

29. 銀行及其他借款 (續)

附註：(續)

(i) (續)

於二零二四年十二月三十一日，本集團的銀行借款人民幣30,000,000元由張俊深先生、湯怡萍女士、張勝階先生、紫元元控股集團有限公司、三家本公司的附屬公司紫元元（深圳）國際融資租賃有限公司（「紫元元融資租賃」）、深圳市美佳爾健康管理有限公司（「深圳美佳爾」）及深圳市瑞恒醫療供應鏈有限公司（「深圳瑞恒」）、及兩家由張俊深先生控制之企業深圳紫元元投資控股有限公司（「紫元元投資」）及深圳市嶺南房地產開發有限公司提供擔保。

於二零二四年十二月三十一日，本集團的銀行借款人民幣700,000元由張俊深先生、湯怡萍女士、張勝階先生及一家第三方公司提供擔保。

於二零二三年十二月三十一日，本集團的銀行借款人民幣13,400,000元由張俊深先生、湯怡萍女士及一家第三方公司提供擔保。

於二零二三年十二月三十一日，本集團的銀行借款人民幣1,389,000元由張俊深先生、湯怡萍女士及三家第三方公司提供擔保。

於二零二三年十二月三十一日，本集團的銀行借款人民幣8,300,000元由張俊深先生、湯怡萍女士、紫元元融資租賃及深圳美佳爾及一家第三方公司提供擔保。

於二零二三年十二月三十一日，本集團的銀行借款人民幣700,000元由俊深先生、湯怡萍女士、深圳瑞恒及一家第三方公司提供擔保。

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29. BANK AND OTHER BORROWINGS

(continued)

Notes: (continued)

- (ii) As at 31 December 2024, the Group's bank borrowing of RMB27,600,000 (2023: RMB27,600,000) was guaranteed by Mr. Zhang Junshen, Ms. Tang Yiping, Mr. Zhang Shengjie, ZYY Finance Leasing and Shenzhen Ruiheng, two subsidiaries of the Company, and Ziyuanyuan Investment. The bank borrowing is secured by the entire equity interests in Dunnan held by the Group.

As at 31 December 2024, the Group's bank borrowing of RMB30,000,000 (2023: RMB30,000,000) was guaranteed by Mr. Zhang Junshen, Ms. Tang Yiping, Mr. Zhang Shengjie, Shenzhen Meijiaer and Shenzhen Ruiheng, two subsidiaries of the Company, and Ziyuanyuan Investment and its three subsidiaries, and a third-party of the Company. It was secured by charges over certain finance lease receivables and loan receivables of ZYY Finance Leasing as disclosed in Note 20 and two properties owned by Mr. Zhang Junshen and a property owned by a subsidiary of Ziyuanyuan Investment.

As at 31 December 2023, the Group's bank borrowing of RMB30,000,000 was guaranteed by Mr. Zhang Junshen, Ms. Tang Yiping, Mr. Zhang Shengjie, Shenzhen Meijiaer and Shenzhen Ruiheng, two subsidiaries of the Company, and Shenzhen Ziyuanyuan Investment Holdings Limited, and a third-party of the Group. It was secured by charges over certain finance lease receivables and loan receivables of ZYY Finance Leasing as disclosed in Note 20.

29. 銀行及其他借款 (續)

附註：(續)

- (ii) 於二零二四年十二月三十一日，本集團的銀行借款人民幣27,600,000元（二零二三年：人民幣27,600,000元）由張俊深先生、湯怡萍女士、張勝階先生、兩家本公司的附屬公司紫元元融資租賃及深圳瑞恒及深圳市紫元元投資集團有限公司提供擔保。銀行借款以本公司持有的敦南全部股權作抵押。

於二零二四年十二月三十一日，本集團的銀行借款人民幣30,000,000元（二零二三年：人民幣30,000,000元）由張俊深先生、湯怡萍女士、張勝階先生、兩家本公司的附屬公司深圳美佳爾及深圳瑞恒、深圳市紫元元投資集團有限公司及其三家附屬公司及一家第三方公司提供擔保。如附註20所披露，其以紫元元融資租賃的若干融資租賃應收款項及應收貸款之質押、以及張俊深先生擁有之兩處物業，與紫元元投資一間附屬公司擁有之一處物業作抵押。

於二零二三年十二月三十一日，本集團的銀行借款人民幣30,000,000元由張俊深先生、湯怡萍女士、張勝階先生、兩家本公司的附屬公司深圳市美佳爾及深圳瑞恒、深圳市紫元元投資集團有限公司及一家第三方公司提供擔保。如附註20所披露，其以紫元元融資租賃的若干融資租賃應收款項及應收貸款之質押作抵押。

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29. BANK AND OTHER BORROWINGS

(continued)

Notes: (continued)

(ii) (continued)

As at 31 December 2024, the Group's bank borrowing of RMB9,700,000 was guaranteed by Mr. Zhang Junshen, Ms. Tang Yiping, Mr. Zhang Shengjie, Ziyuanyuan Holdings Group Limited, ZYY Finance Leasing, Shenzhen Meijiaer and Shenzhen Ruiheng, and Shenzhen Ziyuanyuan Investment Holdings Limited, and a third-party of the Group. It was secured by charges over certain trade receivables of Shenzhen Ruiheng as disclosed in Note 21.

As at 31 December 2024, the Group's bank borrowing of RMB5,000,000 was guaranteed by Mr. Zhang Junshen, Ms. Tang Yiping, Mr. Zhang Shengjie, ZYY Finance Leasing, Shenzhen Meijiaer and Shenzhen Ruiheng, and Ziyuanyuan Investment, and a third-party of the Company. It was secured by charges over certain patent of Ziyuanyuan (Shenzhen) Technology Company Limited ("ZYY Technology").

As at 31 December 2024, the Group's bank borrowing of RMB46,906,000 was guaranteed by Mr. Zhang Junshen, Ms. Tang Yiping, Mr. Zhang Junwei and Ms. Su Huangli, spouse of Mr. Zhang Junwei. The bank borrowing is secured by a property owned by Mr. Zhang Junwei.

As at 31 December 2024, the Group's bank borrowing of RMB14,700,000 was guaranteed by Mr. Zhang Junshen, Ms. Tang Yiping, ZYY Finance Leasing, Shenzhen Meijiaer and a subsidiary of Ziyuanyuan Investment. The bank borrowing is secured by two properties owned by a third-party and the entire equity interests in a company held by Mr. Zhang Shengjie.

Effective interest rate of bank borrowings ranged between 3.35% and 7.50% (2023: between 3.65% and 7.50%) per annum for the year.

29. 銀行及其他借款 (續)

附註：(續)

(ii) (續)

於二零二四年十二月三十一日，本集團的銀行借款人民幣9,700,000元由張俊深先生、湯怡萍女士、張勝階先生、紫元元控股集團有限公司、紫元元融資租賃、深圳美佳爾及深圳瑞恒、深圳市紫元元投資集團有限公司及一家第三方公司提供擔保。如附註21所披露，其以深圳瑞恒的若干貿易應收款項之質押作抵押。

於二零二四年十二月三十一日，本集團的銀行借款人民幣5,000,000元由張俊深先生、湯怡萍女士、張勝階先生、紫元元融資租賃、深圳美佳爾、深圳瑞恒、以及深圳紫元元投資、及一家第三方公司提供擔保。該借款以紫元元(深圳)科技有限公司(「紫元元科技」)之某項專利設定押記作為擔保。

於二零二四年十二月三十一日，本集團的銀行借款人民幣46,906,000元由張俊深先生、湯怡萍女士、張俊偉先生及張俊偉先生之配偶蘇煌麗女士提供擔保。銀行借款以張俊偉先生擁有之一處物業作為抵押。

於二零二四年十二月三十一日，本集團的銀行借款人民幣14,700,000元由張俊深先生、湯怡萍女士、紫元元融資租賃、深圳美佳爾及紫元元投資的一家附屬公司提供擔保。銀行借款由一家獨立第三方擁有之兩處物業及張勝階先生所持一間公司之全部股權權益作為抵押。

於本年度內，銀行借款之實際利率介乎每年3.35%至7.50% (二零二三年：3.65%至7.50%)。

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29. BANK AND OTHER BORROWINGS

(continued)

Notes: (continued)

- (iii) As at 31 December 2024, the Group's other borrowing of RMB4,561,000 was guaranteed by Mr. Zhang Junshen. It carried interests of 24% per annum.
- (iv) During the year ended 31 December 2022, the Group and a finance lease company (the "**Buyer-lessor**") entered into sale and leaseback agreements, pursuant to which the Group agreed to transfer the leased assets (the "**Leased Assets**") and/or change the registration to the name of the Buyer-lessor with transfer considerations totalling of approximately RMB147,119,000 (the "**Considerations**"), and the Buyer-lessor agreed to lease the Leased Assets to the Group with a lease period of 5 to 30 months. Upon expiration of the lease period, the Group may purchase back the Leased Assets from the Buyer-lessor at a nominal consideration.

The Group determined the transfers to the Buyer-lessor were not sales under HKFRS 15, thus the Group continues to recognise the underlying assets, and recognises financial liabilities for the considerations. As at 31 December 2024, the outstanding balance was RMB4,126,000 (2023: RMB51,412,000). No gain or loss were recognised from the sale and leaseback transactions for the year ended 31 December 2024 (2023: Nil). The obligations arising from sale and leaseback transactions were secured by finance lease receivables as mentioned in Note 20 and guaranteed by the Company. The Considerations were placed in a supervision account with restricted use as disclosed in Note 23.

The borrowings from a finance lease company carried interests of 6.10% and 6.83% (2023: 6.60% and 7.18%) per annum.

29. 銀行及其他借款 (續)

附註：(續)

- (iii) 於二零二四年十二月三十一日，本集團其他借款人民幣4,561,000元由張俊深先生擔保。其年利率為24%。
- (iv) 於截至二零二二年十二月三十一日止年度，本集團與一家融資租賃公司（「買方一出租人」）訂立售後回租協議，根據該協議，本集團同意轉讓租賃資產（「租賃資產」）及或以轉讓對價總額為約人民幣147,119,000元（「對價」）變更登記為買方一出租人之名稱，且買方一出租人同意將租賃資產出租給本集團，租賃期為5至30個月。租賃期屆滿後，本集團可按名義對價向買方一出租人購回租賃資產。

根據香港財務報告第15號，本集團確認轉讓給買方一出租人的交易不是銷售，因此本集團繼續確認相關資產，並以對價確認金融負債。於二零二四年十二月三十一日，未償還結餘為人民幣4,126,000元（二零二三年：人民幣51,412,000元）。於截至二零二四年十二月三十一日止年度的售後回租交易無收益或虧損被確認（二零二三年：無）。售後回租交易產生的義務以附註20所述之融資租賃應收款項作抵押，並由本公司提供擔保。如附註23所披露，該等對價被存於使用受限的監管賬號中。

向一家融資租賃公司借款之年利率為6.10%及6.83%（二零二三年：6.60%及7.18%）。

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30. SHARE CAPITAL

30. 股本

		Number of shares 股份數目 '000 千股	Amount 股本 HK\$'000 千港元
Ordinary shares of HK\$0.1 each	每股面值0.1港元的普通股		
Authorised:	法定：		
At 1 January 2023, 31 December 2023, 1 January 2024 and 31 December 2024	於二零二三年一月一日、 二零二三年十二月三十一日、 二零二四年一月一日及 二零二四年十二月三十一日	1,000,000	100,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2023, 31 December 2023 and 1 January 2024	於二零二三年一月一日、 二零二三年十二月三十一日及 二零二四年一月一日	400,000	40,000
Issue of new shares	發行新股	30,000	3,000
At 31 December 2024	於二零二四年十二月三十一日	430,000	43,000
		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
Share capital shown in the consolidated statement of financial position	綜合財務狀況表所示	36,559	33,839

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

31. RESERVES

Group

Movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 112.

Company

Movements of the Company's reserves are as follows:

31. 儲備

本集團

本集團儲備於本年度之變動載於第112頁之綜合權益變動表。

本公司

本公司儲備之變動如下：

		Share premium 股份溢價 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2023	於二零二三年一月一日	56,743	(10,286)	46,457
Profit for the year	年內溢利	–	1,092	1,092
2022 final dividend paid	分派二零二二年末期股息	(8,977)	–	(8,977)
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及 於二零二四年一月一日	47,766	(9,194)	38,572
Profit for the year	年內溢利	–	1,199	1,199
Issue of new shares	發行新股	37,280	–	37,280
At 31 December 2024	於二零二四年十二月三十一日	85,046	(7,995)	77,051

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32. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION

32. 母公司財務狀況表

		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
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Interests in subsidiaries	於附屬公司之權益		120,337	120,337
Current assets	流動資產			
Amounts due from subsidiaries	應收附屬公司款項		8,842	5,504
Bank balances and cash	銀行結餘及現金		17	24
			8,859	5,528
Current liabilities	流動負債			
Other payables and accrued charges	其他應付款項及應計費用		2,943	4,095
Amounts due to subsidiaries	應付附屬公司款項		8,082	49,359
Other borrowings	其他借款		4,561	–
			15,586	53,454
Net current liabilities	流動負債淨額		(6,727)	(47,926)
Net assets	資產淨值		113,610	72,411
EQUITY	權益			
Share capital	股本	30	36,559	33,839
Reserves	儲備	31	77,051	38,572
Total equity	權益總額		113,610	72,411

On behalf of the Board

謹代表董事會

Mr. Zhang Junshen
張俊深先生
Director
董事

Mr. Tian Zhiwei
田志威先生
Director
董事

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

33. CAPITAL COMMITMENTS

33. 資本承擔

		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
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of acquisition of associate	已訂約但未在綜合財務報表中列示的收購聯營公司的資本支出	2,000	—
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of acquisition of a subsidiary	已訂約但未在綜合財務報表中列示的收購附屬公司的資本支出	—	13,500
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of computer software	已訂約但未在綜合財務報表中列示的購買電腦軟件的資本支出	—	5,310
		<u>2,000</u>	<u>18,810</u>

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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34. LITIGATION

During the year ended 31 December 2024, the Group involved in a litigation regarding a dispute with a supplier about unfulfilled obligations in accordance with relevant purchase contracts. The plaintiff claimed that the Group did not purchase the agreed quantities of products as stipulated in these purchase contracts. The court has reached a judgement on November 2024 to freeze certain PRC bank accounts of two PRC subsidiaries of the Company with aggregated amount of approximately RMB2,495,000 for one year. Such balances have been classified as restricted bank balances accordingly.

Prior to the year ended 31 December 2024, the Group and the plaintiff have entered into a mediation agreement and the Group has indicated that the remaining obligations of RMB10,965,000 in accordance with the purchase contracts would be fulfilled. The directors of the Company have assessed the impact of such mediation agreement, considering present obligation of the Group has been established, a payable of RMB10,965,000 have been recognised for the consolidated financial statements of the Group for the year ended 31 December 2024.

Subsequent to the year ended 31 December 2024, the relevant bank accounts of the Group have been unfrozen by the plaintiff as pursuant to the mediation letter issued by the court.

34. 訴訟

截至二零二四年十二月三十一日止年度，本集團涉及一宗與供應商就採購合同未履行義務之法律訴訟。原告方主張本集團未按相關採購合同約定購入協議數量之產品。法院已於二零二四年十一月作出裁定，凍結本公司兩間中國附屬公司於中國境內之銀行帳戶，凍結總額約人民幣2,495,000元，為期一年。該等結餘已相應列為受限制銀行結餘。

截至二零二四年十二月三十一日止年度結束前，本集團與原告方已達成調解協議，且本集團表明將履行採購合同項下之剩餘人民幣10,965,000元之義務。本公司董事經評估該調解協議之影響後，鑑於本集團已存在現時義務，於截至二零二四年十二月三十一日止年度之綜合財務報表中，已確認應付人民幣10,965,000元。

於二零二四年十二月三十一日之年度結束後，本集團相關銀行帳戶已按法院發出之調解書，由原告方予以解凍。

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財務報表附註

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35. BUSINESS ACQUISITION DURING THE YEAR

On 29 December 2022, the Group entered into an equity transfer agreement with an independent third party to acquire the entire equity interest of Meikangmao, a limited liability company incorporated in the PRC with consideration of RMB40,000,000. Meikangmao is engaged in provision of postpartum care service in the PRC. The acquisition has been completed in April 2024.

The fair value of identifiable assets and liabilities of Meikangmao as at the date of acquisition and goodwill arising from the acquisition were as follows:

35. 年度內之業務收購

於二零二二年十二月二十九日，本集團與獨立第三方訂立以對價人民幣40,000,000元購買美康茂（一家於中國設立的有限責任公司）全部股權之股權轉讓協議。美康茂在中國提供月子服務。該收購已於二零二四年四月完成。

截至收購日，美康茂可識別資產及負債之公平價值，以及因收購產生之商譽列示如下：

		RMB'000 人民幣千元
Right-of-use assets	使用權資產	21,306
Property, plant and equipment	物業、廠房及設備	15,043
Prepayments and other receivables	預付款項及其他應收款項	2,665
Cash and bank balances	現金及銀行結餘	20,774
Other payables	其他應付款項	(6,367)
Contract liabilities	合約負債	(647)
Lease liabilities	租賃負債	(21,306)
Fair value of net assets acquired	收購取得之淨資產公允價值	31,468
Consideration:	代價：	
– Cash paid	– 已付現金	40,000
Goodwill	商譽	8,532
Net cash inflow arising on acquisition:	收購產生之現金流入淨額：	
Cash consideration	現金代價	40,000
Less: Amount prepaid and previously included in “Prepayments for acquisition of a subsidiary”	減：已預付並計入「收購附屬公司之預付款項」之金額	(26,500)
Less: Cash and cash equivalents acquired	減：收購取得之現金及現金等價物	(20,774)
		(7,274)

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財務報表附註

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35. BUSINESS ACQUISITION DURING THE YEAR *(continued)*

Goodwill of RMB8,532,000, which is not tax deductible, comprises the acquired workforce and the significant future prospect and the business value of Meikangmao. Since the acquisition date, Meikangmao has contributed revenue of RMB1,611,000 and incurred net loss of RMB4,468,000 to the Group.

If the acquisition had occurred on 1 January 2024, the Group's revenue and loss after income tax would have been RMB552,695,000 and RMB53,910,000 respectively for the year ended 31 December 2024. This pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2024, nor is it intended to be a projection of future performance.

36. DISPOSAL OF A SUBSIDIARY

On 22 July 2024, the Group has completed the disposal of Wuhan Desheng Meimei Health Management Co. Ltd. ("Desheng Meimei"), 51% equity interest held by the Group to an independent third party for consideration of RMB1,300,000 (note 18). The consideration was received in full during the financial year ended 31 December 2024.

35. 年度內之業務收購 (續)

商譽為人民幣8,532,000元(不可作稅務抵扣)，包含所收購之人力資源、美康茂重大未來發展前景及其業務價值。自收購日起至報告期末，美康茂為本集團貢獻收入人民幣1,611,000元，惟同期錄得淨虧損人民幣4,468,000元。

倘該收購於二零二四年一月一日完成，則截至二零二四年十二月三十一日止年度，本集團之收入及稅後虧損將分別為人民幣552,695,000元及人民幣53,910,000元。此備考資料僅作說明用途，既不反映假設收購於二零二四年一月一日完成後本集團實際可能達成之營運成果，亦非對未來表現之預測。

36. 出售一家附屬公司

於二零二四年七月二十二日，本集團已完成向獨立第三方出售武漢德勝美美健康管理有限公司(「德勝美美」)之51%股權權益(即本集團所持全部權益)，代價為人民幣1,300,000元(附註18)。該代價已於截至二零二四年十二月三十一日止財政年度內全數收取。

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截至二零二四年十二月三十一日止年度

36. DISPOSAL OF A SUBSIDIARY (continued)

The carrying amounts of the assets and liabilities of Desheng Meimei on the date of disposal were as follows:

36. 出售一家附屬公司 (續)

德勝美美於出售日之資產及負債賬面值如下：

		2024 二零二四年 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	9
Intangible assets	使用權資產	1,900
Goodwill	商譽	1,662
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	1,274
Bank balances and cash	銀行結餘及現金	2
Other payables and accrued charges	其他應付款項及應計費用	(94)
Contract Liabilities	合約負債	(22)
Deferred tax liabilities	遞延稅項負債	(225)
		4,506
Non-controlling interest	非控股權益	(1,393)
		3,113
Less: Proceeds from disposal	減：出售所得款項	(1,300)
Loss on disposal	出售之虧損	1,813
Net cash inflow arising on disposal:	出售產生之淨現金流入：	
Cash consideration received	收取之現金代價	1,300
Less: Cash and cash equivalents disposed of	減：出售之現金及現金等價物	(2)
		1,298

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

37. NON-CONTROLLING INTERESTS

Material non-controlling interests

- (a) Jiaenbei, a 51% effectively owned subsidiary of the Company, has material non-controlling interests. Summarised financial information in relation to non-controlling interests of Jiaenbei, before intra-group eliminations, is presented below:

		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
For the year ended 31 December	於十二月三十一日止年度		
Revenue	收益	5,373	4,499
Profit for the year	年內溢利	996	346
Total comprehensive income	全面收入總額	996	346
Profit allocated to non-controlling interests	分配至非控股權益之溢利	491	170
Dividends paid to non-controlling interests	已付非控股權益之股息	-	-
Cash generated from operating activities	經營活動所得現金	810	1,555
Cash used in investing activities	投資活動所用現金	(70)	(1)
Cash used in financing activities	融資活動所用現金	(1,005)	(1,021)
Net cash (outflows)/inflows	現金淨額 (流出) / 流入	(265)	533
At 31 December	於十二月三十一日		
Current assets	流動資產	4,435	3,760
Non-current assets	非流動資產	352	1,257
Current liabilities	流動負債	(694)	(1,920)
Non-current liabilities	非流動負債	-	-
Net assets	淨資產	4,093	3,097
Accumulated non-controlling interests	累計非控股權益	2,016	1,525

37. 非控股權益

重大非控股股本權益

- (a) 嘉恩貝，本公司實際擁有51%權益之附屬公司，擁有重大非控股權益。於集團內部沖銷前，與嘉恩貝非控股權益有關之財務信息摘要如下：

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截至二零二四年十二月三十一日止年度

37. NON-CONTROLLING INTERESTS (continued)

Material non-controlling interests (continued)

- (b) Dunnan Group, has material non-controlling interests. Summarised financial information in relation to non-controlling interests of Dunnan Group, before intra-group eliminations, is presented below:

2024

Percentage of equity interests held by non-controlling interests 重大非控股股本權益所持股權之百分比

For the year ended
31 December 2024

Revenue 收益
Profit for the year 於年內之溢利
Total comprehensive income 全面收入總額
Profit allocated to non-controlling interests 分配至非控股權益之溢利

Dividends paid to non-controlling interests 已付非控股權益之股息

Cash generated from operating activities 經營活動所得現金

Cash used in investing activities 投資活動所用現金
Cash used in financing activities 融資活動所用現金

Net cash outflows 現金淨額流出

At 31 December 2024

Current assets 流動資產
Non-current assets 非流動資產
Current liabilities 流動負債
Non-current liabilities 非流動負債

Net assets 淨資產

Accumulated non-controlling interests 累計非控股權益

37. 非控股權益 (續)

重大非控股股本權益 (續)

- (b) 敦南集團，擁有重大非控股權益。於集團內部沖銷前，與敦南集團非控股權益有關之財務信息摘要如下：

二零二四年

Guangzhou Sheng Ya Family Services Co., Ltd. 廣州盛雅家庭服務有限公司
Guangzhou Sheng Xin Family Services Co., Ltd. 廣州盛馨家庭服務有限公司

15%

20%

RMB'000

RMB'000

10,700

8,223

44

44

7

27

-

-

912

(102)

(2,141)

(1,331)

4,794

3,478

(4,511)

(1,657)

2,104

316

8,223

132

132

27

-

-

1,005

(130)

(1,883)

(1,008)

3,698

1,608

(3,716)

-

1,590

318

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37. NON-CONTROLLING INTERESTS (continued)

Material non-controlling interests (continued)

(b) (continued)

2023

37. 非控股權益

重大非控股股本權益 (續)

(b) (續)

二零二三年

		Guangzhou Sheng Ya Family Services Co., Ltd. 廣州盛雅家庭 服務有限公司	Guangzhou Sheng Xin Family Services Co., Ltd. 廣州盛馨家庭 服務有限公司
Percentage of equity interests held by non-controlling interests	重大非控股股本權益所持股權之百分比	15%	20%
		RMB'000	RMB'000
For the year ended 31 December 2023	截至二零二三年十二月三十一日止年度		
Revenue	收益	10,750	8,552
Loss for the year	於年內之虧損	(483)	(280)
Total comprehensive income	全面收入總額	(483)	(280)
Loss allocated to non-controlling interests	分配至非控股權益之虧損	(72)	(56)
Dividends paid to non-controlling interests	已付非控股權益之股息	166	249
Cash generated from operating activities	經營活動所得現金	2,956	1,976
Cash used in investing activities	投資活動所用現金	(173)	(121)
Cash used in financing activities	融資活動所用現金	(3,619)	(3,171)
Net cash outflows	現金淨額流出	(836)	(1,316)
At 31 December 2023	於二零二三年十二月三十一日		
Current assets	流動資產	4,478	2,484
Non-current assets	非流動資產	5,857	3,796
Current liabilities	流動負債	(5,021)	(3,409)
Non-current liabilities	非流動負債	(3,254)	(1,413)
Net assets	淨資產	2,060	1,458
Accumulated non-controlling interests	累計非控股權益	310	291

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

38. RELATED PARTY TRANSACTIONS AND BALANCES

Transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. In addition to those balances and transactions disclosed elsewhere, details of other significant transactions between the Group and other related parties during the year are disclosed as follows:

Compensation of key management personnel

The key management personnel of the Group are the directors and senior management. Remuneration of the key management personnel is determined by the remuneration committee having regard to the performance of individuals and market trends. The remuneration of key management personnel during the year is as follows.

		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
Salaries, allowances and other benefits	薪金、津貼及其他福利	4,940	6,703
Retirement benefit scheme contributions	退休福利計劃供款	436	625
		5,376	7,328

Emoluments paid or payable to members of senior management were within the following bands:

		Number of individuals 人數	
		2024 二零二四年	2023 二零二三年
Emolument bands	薪酬範圍:		
Nil – HK\$1,000,000	零至1,000,000港元	11	9
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至1,500,000港元	1	–
HK\$1,500,001 – HK\$2,000,000	1,500,001港元至2,000,000港元	–	1
HK\$2,000,001 – HK\$2,500,000	2,000,001港元至2,500,000港元	–	1

38. 關連人士交易及結餘

本公司與屬本公司關連人士之附屬公司之交易已於綜合賬目時對銷而並無於本附註內披露。除其他部份披露之結餘及交易外，本集團與其他關連人士於年內進行之其他重大交易詳情披露如下：

主要管理層人員薪金

本集團主要管理人員為董事及高級管理層。主要管理人員之酬金乃由薪酬委員會經考慮個別人士之表現及市場趨勢後釐定。年內主要管理層人員的薪金如下：

已付或應付給高級管理人員的酬金在以下範圍內：

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39. PARTICULARS OF SUBSIDIARIES

39. 主要附屬公司詳情

Name of company	Date of incorporation/ establishment	Place/Country of incorporation/establishment and kind of legal entity 註冊成立/ 成立之地點/國家 及法定實體類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Percentage of issued capital held by the Company ^a 本公司 所持發行股本 之百分比 ^a	Principal activities and place of operations 主要業務及經營地點
Honor Global Holdings Limited	28 October 2016	British Virgin Islands ("BVI"), limited liability company	US\$50,000	100%	Investment holding,
榮耀全球控股有限公司	二零一六年十月二十八日	英屬處女群島，有限責任公司	50,000美元	(2023: 100%)	Hong Kong 投資控股，香港
Infinite Success Enterprises Limited	2 July 2019	BVI, limited liability company	US\$1	100%	Investment holding,
	二零一九年七月二日	英屬處女群島，有限責任公司	1美元	(2023: 100%)	Hong Kong 投資控股，香港
Action Star Investments Limited	18 May 2020	BVI, limited liability company	US\$50,000	100%	Investment holding,
	二零二零年五月十八日	英屬處女群島，有限責任公司	50,000美元	(2023: 100%)	Hong Kong 投資控股，香港
HK Lixin	6 March 2013	Hong Kong, limited liability company	HK\$50,000,000	100%	Investment holding,
香港立信	二零一三年三月六日	香港，有限責任公司	50,000,000港元	(2023: 100%)	Hong Kong 投資控股，香港
ZYY Finance Leasing	28 May 2014	PRC, limited liability company	US\$50,000,000	100%	Provision of finance
紫元元融資租賃	二零一四年五月二十八日	中國，有限責任公司	50,000,000美元	(2023: 100%)	leasing services, PRC 提供融資租賃服務， 中國
Ziyuanyuan (Shenzhen) Technology Limited	6 September 2015	PRC, limited liability company	RMB30,000,000	100%	Provision of
紫元元(深圳)科技有限公司	二零一五年九月六日	中國，有限責任公司	人民幣 30,000,000元	(2023: 100%)	technological services, PRC 提供技術服務，中國
Shenzhen Ruiheng	16 August 2019	PRC, limited liability company	US\$2,898,800	100%	Equipment trading, PRC
深圳瑞恒	二零一九年八月十六日	中國，有限責任公司	2,898,800美元	(2023: 100%)	設備貿易，中國
Shenzhen Meijiaer	8 June 2020	PRC, limited liability company	RMB50,000,000	100%	Investment holding, PRC
深圳美佳爾	二零二零年六月八日	中國，有限責任公司	人民幣 50,000,000元	(2023: 100%)	投資控股，中國
Jiaenbei	22 October 2020	PRC, limited liability company	RMB1,000,000	51%	Provision of postpartum
嘉恩貝	二零二零年十月二十二日	中國，有限責任公司	人民幣1,000,000元	(2023: 51%)	care services, PRC 提供月子服務，中國

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39. PARTICULARS OF SUBSIDIARIES (continued)

39. 主要附屬公司詳情 (續)

Name of company	Date of incorporation/ establishment	Place/Country of incorporation/establishment and kind of legal entity 註冊成立/ 成立之地點/國家 及法定實體類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Percentage of issued capital held by the Company [^] 本公司 所持發行股本 之百分比 [^]	Principal activities and place of operations 主要業務及經營地點
Dunnan	27 December 2016	PRC, limited liability company	RMB10,000,000	100% (2023: 100%)	Provision of postpartum care services, PRC
敦南	二零一六年十二月二十七日	中國，有限責任公司	人民幣 10,000,000元		提供月子服務，中國
Guangzhou Sheng Ya Family Services Co., Ltd.	1 August 2016	PRC, limited liability company	RMB2,000,000	85% (2023: 85%)	Provision of postpartum care services, PRC
廣州市盛雅家庭服務有限公司	二零一六年八月一日	中國，有限責任公司	人民幣 2,000,000元		提供月子服務，中國
Guangzhou Sheng Xin Family Services Co., Ltd.	25 September 2017	PRC, limited liability company	RMB2,000,000	80% (2023: 80%)	Provision of postpartum care services, PRC
廣州市盛馨家庭服務有限公司	二零一七年九月二十五日	中國，有限責任公司	人民幣 2,000,000元		提供月子服務，中國
Meikangmao	7 April 2022	PRC, limited liability company	RMB40,000,000	100% (2023: nil)	Provision of postpartum care services, PRC
美康茂	二零二二年四月七日	中國，有限責任公司	人民幣 40,000,000元		提供月子服務，中國

[^] Except Honor Global Holdings Limited, Infinite Success Enterprises Limited and Action Star Investments Limited, all subsidiaries are indirectly held by the Company.

[^] 除榮耀全球控股有限公司、Infinite Success Enterprises Limited及Action Star Investments Limited外，所有附屬公司均由本公司間接持有。

The directors are of the opinion that a complete list of the particulars of all subsidiaries would be of excessive length and therefore the above list contains only the particulars of the subsidiaries which materially affect the results or assets of the Group.

董事認為，完整列示所有附屬公司之詳情將過於冗長，故上述清單僅包含對本集團業績或資產構成重大影響之附屬公司資料。

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40. NOTES SUPPORTING STATEMENT OF CASH FLOWS

Reconciliation of liabilities arising from financial activities:

For the year ended 31 December 2024

40. 支持現金流量報表之附註

融資活動產生之負債之對賬：

截至二零二四年十二月三十一日止年度

		Bank and other borrowings 銀行及 其他借款 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元
At 1 January 2024	於二零二四年一月一日	132,801	10,854
Changes from cash flows:	現金流量變動：		
New bank borrowings	新增銀行借款	163,460	—
Repayment of bank borrowings	償還銀行借款	(66,182)	—
Repayment to a finance lease company	償還售後回租交易款項	(47,286)	—
Interest paid	已付利息	(9,417)	—
Capital element of lease liabilities paid	租賃負債之本金部分償還	—	(7,291)
Interest element of lease liabilities paid	租賃負債之利息部分償還	—	(2,074)
Total changes from financing cash flows	總融資現金流量變動	40,575	(9,365)
Other changes:	其他變動：		
Acquisition of a subsidiary	收購附屬公司	—	21,306
Interest expenses	利息開支	9,417	2,074
Lease modification	租賃修訂	—	3,352
Lease termination	租賃終止	—	(535)
Total other changes	總其他變動	9,417	26,197
At 31 December 2024	於二零二四年十二月三十一日	182,793	27,686

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40. NOTES SUPPORTING STATEMENT OF CASH FLOWS (continued)

For the year ended 31 December 2023

40. 支持現金流量報表之附註 (續)

截至二零二三年十二月三十一日止年度

		Bank and other borrowings 銀行及 其他借款 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元
At 1 January 2023	於二零二三年一月一日	228,842	17,427
Changes from cash flows:	現金流量變動		
New bank borrowings	新增銀行借款	62,500	–
Repayment of bank borrowings	償還銀行借款	(62,834)	–
Repayment to a finance lease company	償還售後回租交易款項	(95,707)	–
Interest paid	已付利息	(12,447)	–
Capital element of lease liabilities paid	租賃負債之本金部分償還	–	(7,645)
Interest element of lease liabilities paid	租賃負債之利息部分償還	–	(1,400)
Total changes from financing cash flows	總融資現金流量變動	(108,488)	(9,045)
Other changes:	其他變動：		
Lease commencement	租賃開始	–	229
Interest expenses	利息開支	12,447	1,400
Lease modification	租賃修訂	–	10,623
Lease termination	租賃終止	–	(9,780)
Total other changes	總其他變動	12,447	2,472
At 31 December 2023	於二零二三年十二月三十一日	132,801	10,854

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41. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial instrument risks: market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance by closely monitoring the individual exposure.

The Group does not have written risk management policies and guidelines. However, the directors meet periodically to analyse and formulate strategies to manage the Group's exposure to a variety of risks which resulted from its operating and investing activities. Generally, the Group employs conservative strategies regarding its risk management to ensure appropriate measures are implemented on a timely and effective manner. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out as follows:

(a) Credit risk

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to restricted bank deposits, pledged bank deposits, bank balances, other receivables, deposits, trade receivables, loan receivables, finance lease receivable and financial guarantee contracts.

The Group performed impairment assessment for financial assets and trade and finance lease receivables under ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment, if applicable, are summarised as below.

41. 風險管理

本集團因本身之活動而面對不同的財務工具風險：市場風險（包括外匯風險及利率風險）、信貸風險及流動資金風險。本集團之整體風險管理計劃集中於應對金融市場的不確定因素以及通過密切監察各類別的風險而致力減輕本集團財務表現可能受到的潛在不利影響。

本集團並無書面風險管理政策及指引。然而，董事定期舉行會議，以分析及制定策略來管理本集團源自本集團之經營及投資業務的各種風險。一般而言，本集團會採取保守的風險管理策略，確保適時有效地實行適當措施。與該等財務工具有關之風險及減低該等風險之政策載列如下：

(a) 信用風險

信用風險即交易對手方違反其合約義務而給本集團造成財務損失的風險。本集團之信用風險主要歸因於有限制銀行存款、質押銀行存款、銀行結餘、其他應收款項、可退還租賃按金、貿易應收款項、應收貸款、融資租賃應收款項及財務擔保合約。

本集團根據模式對金融資產及貿易及融資租賃應收款項進行減值評估。有關本集團信用風險管理，最大信用風險敞口及有關減值評估的信息（如適用）總結如下。

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41. FINANCIAL RISK MANAGEMENT (continued)

(a) Credit risk (continued)

Restricted bank deposits/pledged bank deposits/ bank balances

The credit risk on restricted bank deposits, pledged bank deposits and bank balances is limited because the majority of the counterparties are banks with high credit-ratings assigned by international credit-rating agencies, and the probability of default of the counterparty banks is insignificant, and accordingly, no allowance for credit losses is provided as the amount of ECL is immaterial.

Other receivables/deposits

For other receivables and deposits, the directors of the Company make periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportable forward-looking information available without undue cost or effort at reporting date. The directors of the Company believe that there is no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12-month ECL. For the years ended 31 December 2024 and 2023, the Group assessed the ECL for other receivables and deposits were insignificant and thus no loss allowance was recognised.

Trade and finance lease receivables

In order to minimise the credit risk in relation to trade and finance lease receivables, credit limits and credit terms granted to customers are approved by delegated officers and follow-up action is taken to recover overdue debts. In this regard, the directors of the Company consider that the credit risk of the Group is significantly reduced. Except for the trade and finance lease receivables is credit-impaired, which are assessed for impairment individually, the remaining trade and finance lease receivables is grouped under a provision matrix based on industry types, the historical past due information and customers/lessees' creditworthiness.

41. 風險管理 (續)

(a) 信用風險 (續)

有限制銀行存款／質押銀行存款 ／銀行結餘

有限制銀行存款、質押銀行存款及銀行結餘之信用風險有限，原因為對方大多數為獲國際信貸評級機構評定為具高信貸等級之銀行及交易對手的銀行違約概率不顯著，預期信用損失並不重大，因此信貸虧損不計提撥備。

其他應收款項／按金

對於其他應收款項和按金，本公司董事會根據歷史結算記錄、過往經驗及無需付出不必要成本或精力而可得的合理且可支持之定量和定性前瞻性資料，定期在報告日就個別其他應收款項和按金的可收回性進行評估。本集團根據12個月據預期信用損失作減值撥備，本公司董事認為這些金額的信貸風險自初步確認起沒有顯著增加。截至二零二四年及二零二三年十二月三十一日止年度，本集團評估其他應收款項和按金的預期信貸損失不顯著，因而沒有確認撥備。

貿易及融資租賃應收款項

為盡量減低與貿易及融資租賃應收款項有關的信貸風險，給予客戶的信貸限額及信貸條款由獲委派人員批核，並採取跟進行動收回逾期債務。就此而言，本公司董事認為本集團的信貸風險已大幅降低。除貿易及融資租賃應收款項已信用減值者，會單獨評估減值，剩餘的貿易及融資租賃應收款項按提列矩陣分類，根據行業類別、過往逾期資料及客戶／承租人信譽，作出減值評估。

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41. FINANCIAL RISK MANAGEMENT (continued)

(a) Credit risk (continued)

Trade and finance lease receivables (continued)

The Group employs a range of policies and practices to mitigate credit risk of leasing business. The most typical one is the taking of collateral, which is the leased asset and claim deposits made by the lessees and guarantees by third parties. The Group provides guidelines on acceptable types of collateral, which mainly includes printing, medical equipment and logistics equipment.

As at 31 December 2024, the Group's concentration of credit risk on trade and finance lease receivables included five major counterparties accounting for 47.3% and 56.2%, respectively (2023: 63.2% and 36.7%, respectively), of the aggregate outstanding balances at the respective year end date.

The Group has closely monitored the recoverability of trade and finance lease receivables from all counterparties, ensured adequate collateral is received from these counterparties and taken effective measures to ensure timely collection of outstanding balances.

The Group is exposed to the concentration of geographical risk on revenue which is generated mostly from customers located in the PRC during the reporting period. The directors of the Company have closely monitored the business performance of these customers in the PRC and will consider diversifying its customer base as appropriate.

41. 風險管理 (續)

(a) 信用風險 (續)

貿易及融資租賃應收款項 (續)

本集團採取了一系列政策和措施來降低租賃業務的信用風險，其中最典型的是由第三方提供抵押物、保證金和擔保。本集團提供關於可接受的抵押物類型的指引，主要包括印刷、醫療設備和物流設備。

於二零二四年十二月三十一日，本集團貿易及融資租賃應收款項面臨的集中信貸風險包括五大主要對手方，分別佔各年結日的未償還結餘總額的47.3%及56.2%（二零二三年：分別為63.2%及36.7%）。

本集團管理層已密切監察所有交易對手方貿易及融資租賃應收款項的可收回性，確保自該等對手方獲得足夠抵押品，並已採取有效措施以確保及時收回未償還結餘。

於報告期內，本集團收益面臨的集中地理風險大部分來自位於中國的客戶。本公司董事已密切監控該等中國客戶的業務表現，並考慮分散其客戶群（如適當）。

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41. FINANCIAL RISK MANAGEMENT (continued)

(a) Credit risk (continued)

Trade and finance lease receivables (continued)

The ECL assessment of trade and financial lease receivables were determined by the Group, with the assistance of an independent external valuer appointed by the management, APAC.

For trade and finance lease receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Except for customers who are credit-impaired, the Group determines the ECL on these items by using a provision matrix, grouped by internal credit rating.

The measurement of ECL is a function of the PD, LGD and the EAD. The assessment of the PD and LGD is based on historical data adjusted by forward-looking information related to the economic inputs and the future macroeconomic conditions such as nonfarm payroll and purchasing managers' index.

The Group calculated PD by applying linear regression by inputting credit default swap, purchasing managers' index and certain other index with adjustment factors such as industry and region. The LGD were based on historical observed default rates over the expected life and by referencing the external database on regional recovery by creditors.

41. 風險管理 (續)

(a) 信用風險 (續)

貿易及融資租賃應收款項 (續)

貿易及融資租賃應收款的預期信用損失評估由本集團以及在管理層委任的獨立專業估值機構亞太估值的協助下釐定。

就貿易及融資租賃應收款項而言，本集團已應用香港財務報告準則第9號之簡易方法按全期預期信用損失計量損失撥備。除已出現信用減值之客戶外，本集團使用提列矩陣釐定該等項目之預期信用損失，並按內部信貸評級分組。

預期信用損失的計量為違約概率、違約虧損及違約時風險敞口的函數。違約概率及違約虧損乃根據經有關經濟輸入數據及未來宏觀經濟環境（例如非農業工資及採購經理人指數）之前瞻性資料調整之歷史數據而評估。

本集團乃通過輸入信用違約掉期、採購經理指數及若干其他指數（對行業、區域等因素進行調整）採用線性回歸計算違約概率。違約虧損乃根據歷史觀察到的預期年期違約率以及債權人參考區域恢復的外部數據庫得出。

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41. FINANCIAL RISK MANAGEMENT (continued)

(a) Credit risk (continued)

Trade and finance lease receivables (continued)

As at 31 December 2024, the Group provided RMB17,621,000 (2023: RMB9,424,000) impairment allowance for trade receivables and RMB1,865,000 (2023: RMB2,957,000) impairment allowance for finance lease receivables, based on the provision matrix. Impairment allowance of RMB58,197,000 (2023: RMB21,513,000) was made on credit-impaired finance lease receivables.

The table below detail the credit risk exposure of the Group's trade and finance lease receivables, which are subject to ECL assessment:

Trade receivables:

The ageing analysis of trade receivables as at the end of the reporting period, based on due date and net of allowances, is as follows:

		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
Current (not past due)	即期 (未逾期)	250,381	175,921
1-30 days past due	逾期1至30日	—	—
31-90 days past due	逾期31至90日	233	—
91-365 days past due	逾期91至365日	30,140	20,954
Over 365 days past due	逾期365日以上	16,323	112
		297,077	196,987

41. 風險管理 (續)

(a) 信用風險 (續)

貿易及融資租賃應收款項 (續)

於二零二四年十二月三十一日，本集團基於提列矩陣計提貿易應收款項人民幣17,621,000元 (二零二三年：人民幣9,424,000元)減值撥備及融資租賃應收款項人民幣1,865,000元 (二零二三年：人民幣2,957,000元) 減值撥備。信用減值之融資租賃應收款項作出人民幣58,197,000元 (二零二三年：人民幣21,513,000元) 之減值撥備。

下表詳列風險本集團之金融資產及貿易及融資租賃應收款項 (須進行預期信用損失評估) 之信用風險：

貿易應收款項：

於各報告期末按到期日扣除撥備劃分的貿易應收款項賬齡分析呈列如下：

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For the year ended 31 December 2024
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41. FINANCIAL RISK MANAGEMENT (continued)

(a) Credit risk (continued)

Trade and finance lease receivables (continued)

41. 風險管理 (續)

(a) 信用風險 (續)

貿易及融資租賃應收款項 (續)

		Weighted average lifetime ECL 加權平均 全期預期 信用損失 (%) (%)	Gross carrying amount 賬面總值 (RMB'000) 人民幣千元	Loss allowance 損失撥備 (RMB'000) 人民幣千元
As at 31 December 2024	於二零二四年 十二月三十一日			
Low risk (the counterparty has a low risk of default and does not have any past due amounts)	低風險 (交易對手方之違約風險低或沒有逾期金額)	1%	254,303	3,690
Fair risk (the counterparty frequently repays after due date but usually settle in full)	一般風險 (交易對手方經常於到期日後全數償還)	21%	58,520	12,535
Loss (there is evidence indicating the asset is credit-impaired)	損失 (有證據顯示資產出現信用減值)	74%	1,875	1,396
			314,698	17,621
As at 31 December 2023	於二零二三年 十二月三十一日			
Low risk (the counterparty has a low risk of default and does not have any past due amounts)	低風險 (交易對手方之違約風險低或沒有逾期金額)	2%	178,723	2,802
Fair risk (the counterparty frequently repays after due date but usually settle in full)	一般風險 (交易對手方經常於到期日後全數償還)	22%	26,866	5,965
Loss (there is evidence indicating the asset is credit-impaired)	損失 (有證據顯示資產出現信用減值)	80%	822	657
			206,411	9,424

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

41. FINANCIAL RISK MANAGEMENT (continued)

(a) Credit risk (continued)

Trade and finance lease receivables (continued)

Finance lease receivables:

		Weighted average lifetime ECL 加權平均 全期預期 信用損失 (%) (%)	Gross carrying amount 賬面總值 (RMB'000) 人民幣千元	Loss allowance 損失撥備 (RMB'000) 人民幣千元
As at 31 December 2024	於二零二四年 十二月三十一日			
Low risk	低風險	2%	82,189	1,675
Fair risk	一般風險	20%	934	190
Loss	損失	87%	66,580	58,197
			149,703	60,062
As at 31 December 2023	於二零二三年 十二月三十一日			
Low risk	低風險	2%	93,343	1,633
Fair risk	一般風險	23%	5,677	1,324
Loss	損失	66%	32,449	21,513
			131,469	24,470

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach:

下表顯示根據簡易方法已就貿易應收款項確認之全期預期信用損失變動：

		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
Balance at 1 January	於一月一日之餘額	9,424	5,520
Impairment losses recognised	已確認減值虧損	8,197	3,904
Balance at 31 December	於十二月三十一日之餘額	17,621	9,424

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41. FINANCIAL RISK MANAGEMENT (continued)

(a) Credit risk (continued)

Trade and finance lease receivables (continued)

The following table shows the movement in lifetime ECL that has been recognised for finance lease receivables under the simplified approach:

		Lifetime ECL not credit-impaired 全期預期信用損失 (並無信用減值)		Lifetime ECL credit-impaired 全期預期信用損失 (信用減值)		Total 總計	
		2024	2023	2024	2023	2024	2023
		二零二四年	二零二三年	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	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
At 1 January	於一月一日	2,957	4,800	21,513	18,957	24,470	23,757
Changes due to finance lease receivables recognised as at 1 January:	於一月一日確認之融資租賃應收款項導致之變動：						
– Transfer to credit-impaired	– 轉撥至信用減值	(1,599)	(1,814)	1,599	1,814	–	–
– Impairment losses recognised	– 已確認減值虧損	774	1,583	35,486	1,954	36,260	3,537
– Impairment losses reversal	– 減值虧損撥回	(1,699)	(2,218)	(401)	(1,212)	(2,100)	(3,430)
Changes due to net addition of finance lease receivables	融資租賃應收款項新增淨額	1,432	606	–	–	1,432	606
At 31 December	於十二月三十一日	1,865	2,957	58,197	21,513	60,062	24,470

The movements in the gross carrying amounts of finance lease receivables were as follows:

		Lifetime ECL not credit-impaired 全期預期信用損失 (並無信用減值)		Lifetime ECL credit-impaired 全期預期信用損失 (信用減值)		Total 總計	
		2024	2023	2024	2023	2024	2023
		二零二四年	二零二三年	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	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
At 1 January	於一月一日	99,020	173,134	32,449	27,938	131,469	201,072
Changes due to finance lease receivables recognised as at 1 January:	於一月一日確認之融資租賃應收款項導致之變動：						
– Transfer to credit-impaired	– 轉撥至信用減值	(36,914)	(5,929)	36,914	5,929	–	–
– Settlement	– 結算	(45,785)	(101,665)	(2,783)	(1,418)	(48,568)	(103,083)
Changes due to net addition of finance lease receivables	融資租賃應收款項新增淨額	66,802	33,480	–	–	66,802	33,480
At 31 December	於十二月三十一日	83,123	99,020	66,580	32,449	149,703	131,469

41. 風險管理 (續)

(a) 信用風險 (續)

貿易及融資租賃應收款項 (續)

下表顯示根據簡易方法已就融資租賃應收款項確認之全期預期信用損失變動：

融資租賃應收款項的賬面總值變動如下：

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

41. FINANCIAL RISK MANAGEMENT (continued)

(a) Credit risk (continued)

Financial guarantees issued

To determine ECLs for financial guarantee issued, the Group considers changes in the risk of default of the specified debtor since the initial recognition of issuance of the guarantee. The amount of financial guarantees issued by the Group as disclosed in Note 28.

The table below detail the credit risk exposure of the Group’s exposure to financial guarantee as at 31 December 2024 and 2023, which is subject to ECL assessment:

		Weighted average lifetime ECL 加權平均 全期預期 信用損失 (%)	Exposure 風險 (RMB'000) 人民幣千元	Loss allowance 損失撥備 (RMB'000) 人民幣千元
As at 31 December 2024	於二零二四年十二月三十一日			
Financial guarantee	財務擔保	1.9%	125,842	2,402
As at 31 December 2023	於二零二三年十二月三十一日			
Financial guarantee	財務擔保	1.7%	149,708	2,451

41. 風險管理 (續)

(a) 信用風險 (續)

財務擔保授出

為確定財務擔保授出的預期信用損失，本集團考慮自擔保授出之初始確認以來指定債務人的違約風險。本集團所授出之財務擔保金額如附註28中所披露。

下表詳細說明了截至二零二四年及二零二三年十二月三十一日，本集團於財務擔保方面所面臨之信用風險，該等風險須經過預期信用損失評估：

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For the year ended 31 December 2024
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41. FINANCIAL RISK MANAGEMENT (continued)

(b) Currency risk

The Group's exposure to foreign currency risk related primarily to certain restricted bank deposits, bank balances, refundable rental deposits and lease liability that are denominated in HK\$ and US\$. The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's foreign currencies denominated monetary assets and liabilities at the end of the reporting period are as follows:

		Assets 資產		Liabilities 負債	
		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
HK\$	港元	938	912	7,506	2,733
US\$	美元	5	5	—	—

The Group's exposures to foreign currencies on financial assets and liabilities are mainly concentrated in the fluctuation of foreign exchange rates, for which the directors of the Company considered the effect is immaterial.

(c) Interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to cash flow interest rate risk in relation to restricted bank deposits, pledged bank deposits, bank balances and variable-rate bank borrowings. The Group takes on exposure to the effects of fluctuation in the prevailing market interest rates affecting the cash flow risks.

41. 風險管理 (續)

(b) 貨幣風險

本集團之外幣風險主要與以港元及美元計值之若有限制銀行存款、幹銀行結餘、可退還租賃按金及租賃負債有關。本集團目前並無外幣對沖政策。然而，管理層監察外匯風險，並將於有需要時考慮對沖重大外幣風險。

於報告期末，本集團以外幣計值之貨幣資產及負債賬面值如下：

本集團承受的金融資產及負債的外幣風險主要集中於外幣的匯率波動，本公司董事認為其影響並不重大。

(c) 利率風險

現金流量利率風險指金融工具未來現金流量因市場利率變化出現波動的風險。本集團承受與有限制銀行存款、質押銀行存款、銀行結餘及淨動利率銀行借款有關的現金流量利率風險。本集團面臨現行市場利率波動影響現金流量風險。

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For the year ended 31 December 2024
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41. FINANCIAL RISK MANAGEMENT (continued)

(c) Interest rate risk (continued)

The Group is not exposed to fair value interest rate risk in relation to fixed-rate bank and other borrowings, lease liabilities, fixed-rate loan receivables, fixed-rate finance lease receivables and deposits from finance lease customers because the Group did not measure these loans and receivables at fair value. The Group does not have a fair value interest rate risk hedging policy.

Management monitors the related interest exposure closely to ensure the interest rate risks are maintained at an acceptable level. The level of mismatch of interest rate repricing that may be undertaken is monitored closely.

The Group's exposures to interest rates on financial assets and liabilities are mainly concentrated in the fluctuation of People's Bank of China rate arising from restricted bank deposits, pledged bank deposits, bank balances and variable-rate bank borrowings for which the directors of the Company considered the effect is immaterial.

(d) Liquidity risk

Ultimate responsibility for liquidity risk management rests with the directors, and the entity has built an appropriate liquidity risk management framework for the directors' short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

41. 風險管理 (續)

(c) 利率風險 (續)

本集團面臨有關自固定利率銀行及其他借款、租賃負債、固定利率應收貸款、定息融資租賃應收款項及融資租賃客戶按金的公平值利率風險。本集團並無公平值利率風險對沖政策。

管理層密切監控相關利息風險，確利率風險維持在可接受水平，亦會密切監控可能進行的利率重訂可能引致的錯配水平。

本集團承受的金融資產及負債利率風險主要集中於有限制銀行存款、質押銀行存款、銀行結餘及銀行借款產生的中國人民銀行頒佈的利率波動，本公司董事認為其影響並不重大。

(d) 流動資金風險

流動資金風險管理之最終責任由董事承擔，董事已為實體就董事之短、中及長期資金及流動資金管理需要建立適當流動資金風險管理框架。本集團透過維持充足儲備及銀行融資，以及透過持續監察預測及實際現金流量並配合金融資產及負債之到期情況，管理流動資金風險。

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41. FINANCIAL RISK MANAGEMENT (continued)

(d) Liquidity risk (continued)

The following table details the remaining contractual maturities at each of the reporting dates of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payment computed using contractual rates or, if floating, based on current rates at the reporting date) and the earliest date the Group may be required to pay.

41. 風險管理 (續)

(d) 流動資金風險 (續)

下表詳列於每報告期本集團非衍生金融負債的剩餘合約到期日。該表根據金融資產及金融負債的未貼現現金流量及本集團可被要求償還的最早日期編製。表中包括利息及本金現金流量採用合約利率計算的利息支付或(如有浮動)基於報告期現利率計算。

		Carrying amount	Total contractual undiscounted cash flow 總合約未貼現現金流量	Within 1 year or on demand 1年內或按要 求	1 to 2 years	Over 2 years
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
As at 31 December 2024	於二零二四年十二月三十一日					
Non-derivative financial liabilities	非衍生金融負債					
Trade and bills payables	貿易及票據應付款項	22,409	22,409	22,409	-	-
Other payables	其他應付款項	16,304	16,304	16,304	-	-
Lease liabilities	租賃負債	27,686	38,111	8,386	7,172	22,553
Bank and other borrowings	銀行及其他借款	182,793	185,406	110,596	27,801	47,009
		<u>249,192</u>	<u>262,230</u>	<u>157,695</u>	<u>34,973</u>	<u>69,562</u>
Financial guarantees issued	財務擔保授出	-	125,842	125,842	-	-
As at 31 December 2023	於二零二三年十二月三十一日					
Non-derivative financial liabilities	非衍生金融負債					
Trade and bills payables	貿易及票據應付款項	60,111	60,111	60,111	-	-
Other payables	其他應付款項	46,051	46,051	46,051	-	-
Lease liabilities	租賃負債	10,854	11,416	6,475	3,220	1,721
Bank and other borrowings	銀行及其他借款	132,801	140,684	105,822	6,253	28,609
		<u>249,817</u>	<u>258,262</u>	<u>218,459</u>	<u>9,473</u>	<u>30,330</u>
Financial guarantees issued	財務擔保授出	-	149,730	149,730	-	-

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For the year ended 31 December 2024
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41. FINANCIAL RISK MANAGEMENT (continued)

(d) Liquidity risk (continued)

The amounts included above for financial guarantee issued are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee if the receivables held by the counterparty which are guaranteed suffer credit losses.

42. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners of the Company through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of bank borrowings as set out in Note 29 and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company reviews the capital structure on a regular basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with the share capital and borrowings. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through new share issues and issue of convertible bonds.

41. 風險管理 (續)

(d) 流動資金風險 (續)

上述已授出的財務擔保的金額為本集團於擔保的對手方要求賠償之情況下可能需要就全部擔保金額結清該等安排之最高金額。根據報告期末之預期，本集團認為於該安排下很可能毋須支付任何款項。然而，該估計可能會根據交易對手方就擔保提出索賠的可能性而變化，這是被擔保交易對手方持有的金融應收款項遭受信用損失的可能性的函數。

42. 資本風險管理

本集團管理其資本，以確保本集團內之實體將能夠持續經營，同時透過優化債務及權益之平衡，盡量提高本公司擁有人之回報。本集團之整體策略與上一年度維持不變。

本集團之資本架構包括銀行及其他借款（附註29）以及本公司擁有人應佔權益（由已發行股本及儲備組成）。

本公司董事定期審閱資本架構。作為此審閱之一部分，本公司董事考慮資本成本及與股本及借款有關之風險。根據本公司董事之建議，本集團將透過新股份發行及發行可換股債券平衡其整體資本架構。

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43. EVENT AFTER THE REPORTING PERIOD

on 14 February 2025, the Company entered into the convertible bond placing agreement (the “**CB Placing**”) with the placing agent, pursuant to which the Company agreed to issue and the placing agent agreed to procure, on a best endeavour basis, no less than six placees to subscribe for the convertible bonds in an aggregate principal amount of up to HK\$100,000,000 at the issue price of 100% of the principal amount of the convertible bonds.

As at the approval date of these consolidated financial statements, the completion of CB Placing has been partially completed and the convertible bonds in the principal amount of HK\$32,000,000 have been issued by the Company to the first placee.

For details of the CB Placing, please refer to the announcements of the Company published on 14 February 2025, 24 February 2025, 7 March 2025 and 26 March 2025.

43. 報告期後事項

於二零二五年二月十四日，本公司與配售代理訂立可換股債券配售協議（「**可換股債券配售**」），據此，本公司同意發行，而配售代理同意按最大努力基準，促使不少於六名承配人認購本金總額最高達100,000,000港元的可換股債券，發行價為可換股債券本金總額的100%。

於本綜合財務報表批准日期可換股債券配售已部分完成，本公司已向首位承配人發行本金額港幣32,000,000元之可換股債券。

有關可換股債券配售之詳情，請參閱本公司二零二五年二月十四日、二零二五年二月二十四日、二零二五年三月七日及二零二五年三月二十六日刊發之公告。

SUMMARY OF FINANCIAL INFORMATION

財務資料摘要

A summary of the published results and of the assets and liabilities of the Group for the years ended 31 December 2024, 2023, 2022, 2021 and 2020, extracted from the audited financial statements in the annual reports is as follows:

本集團截至二零二四年、二零二三年、二零二二年、二零二一年及二零二零年十二月三十一日止年度之已刊發業績以及資產及負債摘要（摘錄自年報內之經審核財務報表）如下：

RESULTS:

業績：

		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	收益	<u>552,267</u>	<u>497,955</u>	<u>324,598</u>	<u>119,442</u>	<u>58,512</u>
(Loss)/profit before taxation	除稅前（虧損）／溢利	<u>(52,918)</u>	<u>18,001</u>	<u>22,937</u>	<u>6,166</u>	<u>15,155</u>
Income tax credit/(expenses)	所得稅計入／（開支）	<u>742</u>	<u>(4,137)</u>	<u>(7,511)</u>	<u>277</u>	<u>(2,270)</u>
(Loss)/profit for the year	年內（虧損）／溢利	<u>(52,176)</u>	<u>13,864</u>	<u>15,426</u>	<u>6,443</u>	<u>12,885</u>

ASSETS AND LIABILITIES:

資產及負債：

		As at 31 December 於十二月三十一日				
		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	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	<u>603,509</u>	<u>615,163</u>	<u>602,277</u>	<u>532,749</u>	<u>439,611</u>
Total liabilities	負債總額	<u>(301,422)</u>	<u>(299,874)</u>	<u>(291,460)</u>	<u>(228,427)</u>	<u>(136,299)</u>
Total equity	權益總額	<u>302,087</u>	<u>315,289</u>	<u>310,817</u>	<u>304,322</u>	<u>303,312</u>

