

CHICMAX

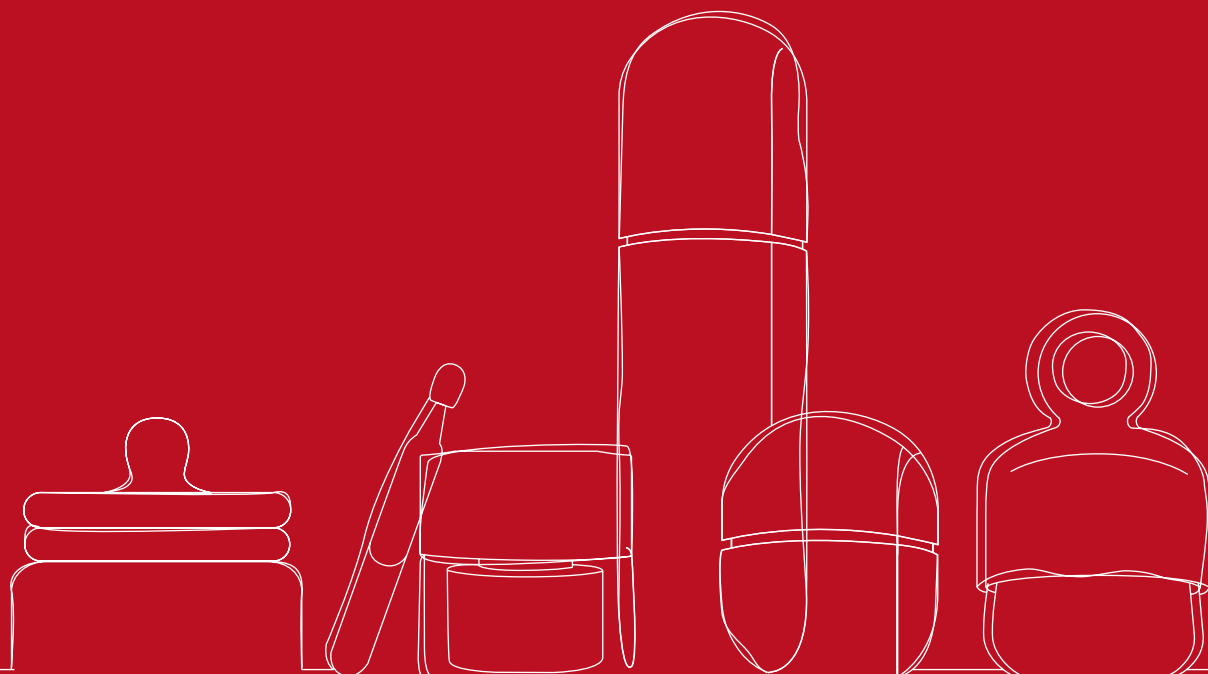
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2023 年度報告

Annual Report

上海上美化妝品股份有限公司
Shanghai Chicmax Cosmetic Co., Ltd.

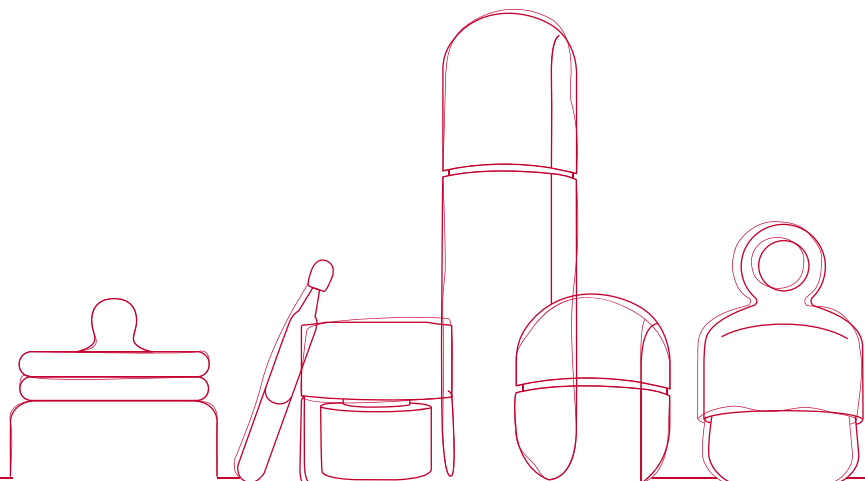
(A joint stock company incorporated in the People's Republic of China with limited liability)
(於中華人民共和國註冊成立的股份有限公司)

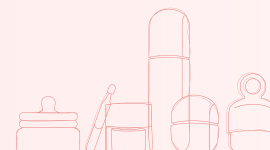


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BOARD OF DIRECTORS

Executive Directors

Mr. Lyu Yixiong (呂義雄先生)
(Chairman of the Board and Chief Executive Officer)

Ms. Luo Yan (羅燕女士)

Mr. Feng Yifeng (馮一峰先生)

Ms. Song Yang (宋洋女士)

Non-executive Directors

Ms. Li Hanqiong (李寒窮女士)

Mr. Sun Hao (孫昊先生)

Independent Non-executive Directors

Mr. Leung Ho Sun Wilson (梁浩新先生)

Ms. Luo Yan (羅妍女士)

Mr. Liu Yi (劉毅先生)

SUPERVISORS

Mr. Li Tao (李濤先生) (Chairman)

Ms. Shi Tenghua (施滕花女士)

Ms. Cao Ying (曹瑛女士)

JOINT COMPANY SECRETARIES

Mr. Lian Ming (廉明先生)

Mr. Li Kin Wai (李健威先生) (ACG, HKACG)

AUDIT COMMITTEE

Mr. Leung Ho Sun Wilson (梁浩新先生) (Chairman)

Ms. Luo Yan (羅妍女士)

Mr. Liu Yi (劉毅先生)

REMUNERATION AND APPRAISAL COMMITTEE

Ms. Luo Yan (羅妍女士) (Chairman)

Mr. Lyu Yixiong (呂義雄先生)

Mr. Liu Yi (劉毅先生)

董事會

執行董事

呂義雄先生
(董事長兼首席執行官)

羅燕女士

馮一峰先生

宋洋女士

非執行董事

李寒窮女士

孫昊先生

獨立非執行董事

梁浩新先生

羅妍女士

劉毅先生

監事

李濤先生 (主席)

施滕花女士

曹瑛女士

聯席公司秘書

廉明先生

李健威先生 (ACG, HKACG)

審計委員會

梁浩新先生 (主席)

羅妍女士

劉毅先生

薪酬與考核委員會

羅妍女士 (主席)

呂義雄先生

劉毅先生



NOMINATION COMMITTEE

Mr. Lyu Yixiong (呂義雄先生) (*Chairman*)
Ms. Luo Yan (羅妍女士)
Mr. Liu Yi (劉毅先生)

AUTHORISED REPRESENTATIVES

Mr. Feng Yifeng (馮一峰先生)
Mr. Li Kin Wai (李健威先生) (*ACG, HKACG*)

AUDITORS

Ernst & Young
(*Certified Public Accountants and
Registered Public Interest Entity Auditor*)
27/F, One Taikoo Place
979 King's Road
Quarry Bay
Hong Kong

LEGAL ADVISORS

as to Hong Kong laws

Eric Chow & Co. in Association
with Commerce & Finance Law Offices
3401, Alexandra House
18 Chater Road
Central
Hong Kong

as to PRC laws

Commerce & Finance Law Offices
10/F, Tower 1
Jing An Kerry Centre
1515 West Nanjing Road
Shanghai
PRC

提名委員會

呂義雄先生 (主席)
羅妍女士
劉毅先生

授權代表

馮一峰先生
李健威先生 (*ACG, HKACG*)

核數師

安永會計師事務所
(*執業會計師及
註冊公眾利益實體核數師*)
香港
鰂魚涌
英皇道979號
太古坊一座27樓

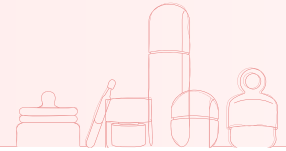
法律顧問

有關香港法律

周俊軒律師事務所
與北京市通商律師事務所聯營
香港
中環
遮打道18號
歷山大廈3401室

有關中國法律

北京市通商律師事務所
中國
上海
南京西路1515號
靜安嘉里中心
1座10樓



COMPLIANCE ADVISER

Maxa Capital Limited
Unit 2602, 26/F, Golden Centre
188 Des Voeux Road Central
Sheung Wan
Hong Kong

REGISTERED OFFICE

Room 701
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Nanxiang Town
Jiading District, Shanghai
PRC

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

25 Floor, Building B
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Putuo District, Shanghai
PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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348 Kwun Tong Road
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合規顧問

邁時資本有限公司
香港
上環
德輔道中188號
金龍中心26樓2602室

註冊辦事處

中國
上海市嘉定區
南翔鎮
銀翔路515號
701室

中國總部及主要營業地點

中國
上海市普陀區
中山北路3300號
B座25樓

香港主要營業地點

香港
九龍
觀塘道348號
宏利廣場5樓



PRINCIPAL BANKERS

Shanghai Pudong Development Bank Co., Ltd.
(Fengxian Sub-Branch)
No. 7557 Nanfeng Road
Fengxian District
Shanghai, PRC

China Merchants Bank Co., Ltd.
(Shanghai Century Avenue Sub-Branch)
No. 1589 Century Avenue
Pudong New District
Shanghai, PRC

HONG KONG H SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

2145

COMPANY'S WEBSITE

www.chicmaxgroup.com

主要往來銀行

上海浦東發展銀行股份有限公司
(奉賢支行)
中國上海
奉賢區
南奉公路7557號

招商銀行股份有限公司
(上海世紀大道支行)
中國上海
浦東新區
世紀大道1589號

香港H股股份過戶登記處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

股份代號

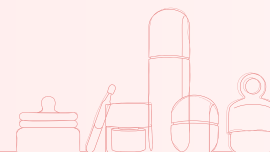
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本公司網站

www.chicmaxgroup.com

Chairman's Statement

主席報告



I am pleased to present our annual report for the year ended 31 December 2023.

FINANCIAL HIGHLIGHTS

Our revenue increased to RMB4,190.7 million in the full year of 2023 from RMB2,675.3 million in the full year of 2022. Our gross profit increased to RMB3,019.5 million in the full year of 2023 from RMB1,699.6 million in the full year of 2022. Our profit for the full year of 2023 was RMB461.7 million whereas our profit for the full year of 2022 was RMB137.1 million.

Final Dividend of RMB0.75 per share was proposed by the Board for the year ended 31 December 2023. The final dividend for the year ended 31 December 2022 of RMB0.25 per share was approved by the shareholders at shareholder's meeting general meeting held on 15 June 2023. The interim dividends for the six months ended 30 June 2023 of RMB0.2 per share was approved by the shareholders at shareholder's general meeting held on 16 October 2023.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND OUTLOOK

Business Review

We are a multi-brand cosmetics company, focusing on research and development, manufacturing and sales of skincare and maternity and childcare products. We focus on the implementation of multi-brand strategy and have remained dedicated to it since our establishment. With an operational history of more than 20 years, today we are one of the front runners in China's cosmetics industry, possessing comprehensive multi-brand development and operational capability and expertise, and we have successfully built a variety of popular cosmetic brands. Our decisive strategy originally to embark on and persist with a multi-brand strategy gives us an advantage to timely grasp market opportunities and sets us apart from our peers.

Brands and Products

We have successfully launched a couple of cosmetics brands in the PRC to cater to various groups of consumers with different needs. Our results mainly come from three major brands, namely *KANS*, *One Leaf* and *Baby Elephant*, whereas other brands such as *newpage* and *ARMYIO* have gradually become the second curve for the Company's business growth.

本人欣然提呈我們截至2023年12月31日止年度的年度報告。

財務摘要

我們的收入由2022年全年的人民幣2,675.3百萬元增加至2023年全年的人民幣4,190.7百萬元。我們的毛利由2022年全年的人民幣1,699.6百萬元增加至2023年全年的人民幣3,019.5百萬元。我們2023年全年利潤為人民幣461.7百萬元，而2022年全年利潤為人民幣137.1百萬元。

董事會建議派付截至2023年12月31日止年度的末期股息每股人民幣0.75元。截至2022年12月31日止年度的末期股息每股人民幣0.25元已獲股東於2023年6月15日舉行的股東大會上批准。截至2023年6月30日止六個月的中期股息每股人民幣0.2元已獲股東於2023年10月16日舉行的股東大會上批准。

管理層討論與分析

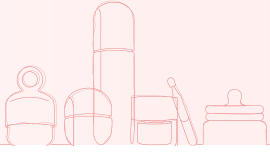
業務回顧及展望

業務回顧

我們是一家多品牌化妝品公司，專注於護膚品及母嬰護理產品的研發、生產及銷售。我們專注實行多品牌戰略，自成立以來，我們一直奉行該戰略。憑藉逾20年的運營歷史，如今我們為中國化妝品行業內擁有全面的多品牌發展、運營能力和專業知識的領跑者之一，成功打造了多個受歡迎化妝品品牌。我們最初果斷地採取並堅持多品牌戰略，給予我們及時把握市場先機的優勢，讓我們從同業中脫穎而出。

品牌及產品

我們已成功在中國推出多個化妝品品牌以滿足不同消費群體的多樣需求。三大主力品牌韓束、一葉子、紅色小象構成了公司的主要業績；*newpage*一頁、安敏優等其他品牌逐漸成長為公司業績的第二增長曲線。



KANS

Launched in 2003, *KANS*, being positioned as a “scientific anti-aging” skincare brand, focuses on addressing the evolving anti-aging needs of Asian females of various age groups, with a broad target customer base, and is positioned to be a go-to brand in the anti-aging skincare market. For more than 20 years, *KANS* has been deeply engaging in anti-aging research, and continues to launch better products and aims to empower youth with confidence.

We achieved substantial growth in sales of the *KANS* brand through a series of plans such as focusing on the *KANS* brand, the *KANS Red*, the *KANS Red* gift boxes and the *Douyin* channels. Our layout in *Douyin* has been a huge success. For the twelve months ended 31 December 2023, the gross merchandise volume (the “GMV”) of *KANS* through *Douyin* platform reached approximately RMB3,340 million, representing a year-on-year growth of approximately 374.4% as compared to that for the same period in 2022.

In 2023, we comprehensively upgraded the *KANS* brand, and improved upgrading the brand's visual system to make it more youthful, thereby enhancing the recollection and presence of its image as a quality China-made product.

韓束

韓束於2003年推出，定位為「科學抗衰」護膚品牌，專注滿足各年齡段亞洲女性不斷變化的抗衰需求，擁有廣泛的目標客戶群，是定位抗衰護膚品市場的首選品牌。20年多來，韓束持續深耕抗衰領域研究，不斷推出更好的產品，致力於為年輕提供一份底氣。

我們通過聚焦韓束品牌、聚焦韓束紅、聚焦韓束紅禮盒、聚焦抖音渠道等一系列規劃實現韓束品牌銷售大幅增長。我們於抖音的佈局取得了巨大的成功；截至2023年12月31日止十二個月，韓束通過抖音平台的總成交額（「GMV」）約達人民幣3,340百萬元，較2022年同期同比增長約374.4%。

於2023年，我們就韓束品牌進行了全面升級，推進品牌視覺系統的年輕化升級，增強了品質國貨形象的記憶力和影響力。





KANS intensively collaborated with experts with tens of millions of fans to create a number of short plays, with the number of views of a number of short plays exceeding one billion. Leveraging social media platforms, we launched special projects on the occasion of the 20th anniversary of the KANS brand as well as on International Women's Day, Mother's Day, Double Seventh Day, Christmas and other holidays to promote our brands and products so as to attract consumers. In addition, the Copper Peptide Firming & Repairing Serum and Copper Peptide Firming Essence Cream under KANS were promoted and advertised widely to more than one hundred million viewers through the video shows, including the "Great Chinese Ingredients Season 3* (了不起的中國成分III)" and "All Girls Streamer* (所有女生的主播)".

In 2023, KANS established its first Scientific Anti-Aging* (科學抗衰) brand experience centre at Shanghai Hongqiao Airport to attract consumers and enhance consumers experience.

In 2023, KANS proposed and China Food and Drug Corporation Quality and Safety Promotion Association formulated and released the group standard of first Group Standard for Cosmetic Raw Materials – Synthetic Peptides* (化妝品用原料合成多肽團體標準) in the PRC (the "Group Standard"). The Group Standard provides clear direction and guidance for domestic cosmetics companies from several perspective such as research and development on peptide raw materials, cosmetics production and efficacy evaluation, etc., and to further standardize the development of Synthetic Peptides in China.

韓束與千萬粉絲達人深度共創多部短劇，多部短劇播放量破10億；我們利用社交媒體平台，在韓束品牌二十週年之際，以及三八國際婦女節、母親節、七夕節、聖誕節等節日推出特別企劃案，宣傳我們的品牌及產品以吸引消費者。此外，通過《了不起的中國成分III》及《所有女生的主播》等視頻節目，「韓束藍銅肽緊致修護雙效精華」、「韓束藍銅肽緊致精華霜」得以廣泛宣傳，實現億級曝光。

於2023年，韓束首家「科學抗衰」品牌體驗中心落地上海虹橋機場，以吸引顧客和提升消費者體驗。

於2023年，由韓束提出、中國食品藥品企業質量安全促進會制定並發佈中國首部化妝品用原料合成多肽行業團體標準—《化妝品用原料合成多肽》（「團體標準」）。團體標準從多肽原料研發、化妝品生產、功效評估等多個角度為國內化妝品企業提供了明確的方向及指導，進一步規範了中國合成多肽的發展。



A major hit product of KANS was the Polypeptide Collagen Softening Set (紅蠻腰禮盒), ranking first in a number of *Douyin* rankings. The KANS brand achieved outstanding results in the *Douyin* e-commerce rankings, securing the top in the annual cosmetics brands ranking and in the popular/domestic skincare brands ranking in 2023, according to the official information of *Douyin*. In addition to the series of Polypeptide Collagen Softening (紅蠻腰系列), we successively released new series of Neige Blanc Skin-Whitening (白蠻腰系列) with whitening effects to improve dullness and increase brighten skin, and new series of Soothing Firming (藍蠻腰系列) with soothing and firming effects to improve sensitive skin.

In 2023, KANS won the “Annual Super Brand in Beauty Industry* (年度美妝行業超級品牌)” issued in Ocean Engine Beauty Industry Annual Gala (巨量引擎美妝行業年度盛典) and the series of Polypeptide Collagen Softening won the “Annual Celebrity Skin Care Gift Box in Beauty Industry* (年度美妝行業明星護膚禮盒)” awards. In addition, KANS was listed as the “2023 Super Growth Brand* (2023超級增長品牌名單)” and the “Cream/lotion Category of 2023 Excellent Domestic Cosmetics Brands (cream/lotion products)* (2023國貨化妝品品類(面霜乳液)優秀品牌面霜/乳液品類榜單)” issued by Global Cosmetics Fair (化妝品報年會). In addition, in the 2023 New Domestic Brand Development Conference held by Xinhuanet and Boao Forum For Entrepreneurs, KANS won the “Outstanding Case of New Domestic Brand Innovation for the year of 2023* (2023年度新國貨品牌創新優秀案例)”.

We strive to consolidate the market position of KANS as a leading Chinese domestic scientific anti-aging brand to seize the market potential of anti-aging skincare products in the PRC. We are devoted to develop more advanced technologies, in order to meet the increasing needs of the consumers of KANS.

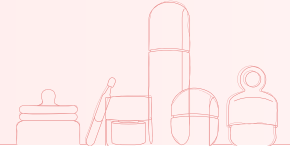
The revenue generated from KANS in 2023 was RMB3,090.4 million, representing an increase of 143.8% as compared to 2022 and accounting for 73.7% of our total revenue for the year.

韓束的主力爆品為紅蠻腰禮盒，其在抖音多個排行榜位列第一。根據抖音官方的資料，韓束品牌在抖音電商排行榜中取得美妝品牌年度總榜排名第一、2023年大眾／國貨護膚品牌榜單排名第一的亮眼成績。除「紅蠻腰系列」以外，我們陸續推出全新的「白蠻腰系列」，具有美白功效，可改善暗沉、提亮膚色；以及全新的「藍蠻腰系列」，具有舒緩緊緻功效，可改善敏感肌。

於2023年，韓束榮獲巨量引擎美妝行業年度盛典頒發的「年度美妝行業超級品牌」及紅蠻腰系列榮獲「年度美妝行業明星護膚禮盒」獎項。此外，韓束榮登化妝品報年會頒發的「2023超級增長品牌」名單和「2023國貨化妝品品類(面霜乳液)優秀品牌面霜／乳液品類」榜單。此外，在新華網和中國企業家博鰲論壇舉辦的2023新國貨品牌發展大會上，韓束榮獲「2023年度新國貨品牌創新優秀案例」。

我們致力鞏固韓束作為國內領先科學抗衰品牌的市場地位，抓住中國抗衰護膚產品的市場潛力。我們致力於研發更尖端技術，以更好滿足韓束消費者不斷提高的需求。

韓束於2023年產生的收入為人民幣3,090.4百萬元，較2022年增加143.8%，佔我們年內總收入的73.7%。



One Leaf

One Leaf was launched in 2014. Targeting younger women aged from 18 to 35, One Leaf blends ingredients from nature using advanced techniques, creating effective and natural skincare products.

In 2023, One Leaf released its "White Paper on Clean Beauty Industry*" (純淨美容行業白皮書) in collaboration with Tmall Beauty, TMIC Tmall Innovation Center (TMIC天貓新品創新中心) and Kantar, the first paper issued in the PRC regarding the development of Chinese style beauty and comprehensive insight including market trend and consumer preferences in the domestic beauty market from an industry perspective.

一葉子

一葉子於2014年推出，主要針對18至35歲的較年輕女性。一葉子採用先進技術融合天然成份，創製有效天然的護膚品。

於2023年，一葉子聯合天貓美妝、TMIC天貓新品創新中心及凱度，發佈國內首份《純淨美容行業白皮書》，從行業維度，對國內純淨美容市場的市場趨勢及消費者偏好等進行深刻洞察，宣導中國式純淨美容發展。



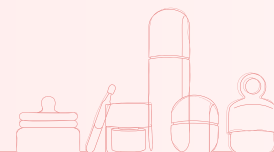


In 2023, *One Leaf* won numerous awards, including: the “2022 – ESG Brand of YOUNG 100 Influential Brands* (YOUNG100年度影響力品牌2022-ESG品牌)” issued by YOUNG 100 and the “Sustainable Practitioner* (可持續踐行獎)” award issued by Jumeili (聚美麗), in the 2023 New Domestic Brand Development Conference held by Xinhuanet and Boao Forum For Entrepreneurs, *One Leaf* won the “Outstanding Case of New Domestic Brand Innovation in 2023* (2023年度新國貨品牌創新優秀案例)”, and listed as the “2023 Excellent Cases of ESG Environmental Protection in the Flavors, Fragrances and Cosmetics Industry* (2023年度香料香精化妝品行業ESG環境保護優秀案例)” by China Association of Fragrance Flavour and Cosmetic Industries (中國香料香精化妝品工業協會). In addition, *One Leaf*'s Repairing Moisturizing Face Mask has also won the “InnoCosme Formulation Award* (InnoCosme 2023美耀配方獎)” an authoritative beauty industry research and development award issued by InnoCosme.

The revenue generated from *One Leaf* in 2023 was RMB356.5 million, representing a decrease of 32.7% as compared to 2022, accounting for 8.5% of the total revenue for the year.

2023年，一葉子屢獲殊榮，包括：榮獲YOUNG 100頒發的「YOUNG100年度影響力品牌2022-ESG品牌」及聚美麗頒發的「可持續踐行獎」，在新華網和中國企業家博鰲論壇舉辦的2023新國貨品牌發展大會上，一葉子榮獲「2023年度新國貨品牌創新優秀案例」，以及被中國香料香精化妝品工業協會評選為「2023年度香料香精化妝品行業ESG環境保護優秀案例」。此外，一葉子修護修色補水面膜獲得InnoCosme頒發的權威美容行業研發獎「InnoCosme 2023美耀配方獎」。

一葉子於2023年產生的收入為人民幣356.5百萬元，較2022年減少32.7%，佔年內總收入的8.5%。



Baby Elephant

We launched *Baby Elephant* in 2015. With “**simple ingredients, safe and effective**” as its core, it is positioned as a professional maternity and childcare brand for Chinese babies and children to accompany each baby during its happy and healthy growth.

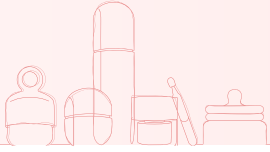
In 2023, we embarked on a new exploration and transformation of *Baby Elephant*, with focus on the market of middle and senior school-age children as the core strategy. Focusing on this strategy, at the brand level, the visual system underwent a brand-new upgrade and a brand Logo with an independent baby elephant image was launched, presenting a brand red that symbolizes sincerity, bravery and enthusiasm, implying that *Baby Elephant* has grown up. At the product level, more new products were rolled out to meet the needs of the school-age children market. *Baby Elephant* launched brand new “Primary School Series” products, including primary school cream, primary school lotion and primary school cleansing foam, with the aim of providing a one-stop solution to cater to the personalized skin care needs of primary school students. In addition, at the end of 2023, *Baby Elephant* launched the “Universe Fun” kids’ makeup gift box, which was well received by the market.

紅色小象

我們於2015年推出紅色小象，以「至簡成分、安心有效」為核心，將其定位為適合中國嬰童肌膚以陪伴每個寶寶健康快樂成長的專業母嬰護理品牌。

2023年，我們對紅色小象開啟全新的探索及轉型，核心戰略為聚焦中大童學齡市場。圍繞該戰略，在品牌層面，視覺體系進行了全新升級，推出獨立的小象形象的品牌Logo，呈現象徵真誠、勇敢、熱烈的品牌紅，寓意紅色小象長大了。在產品層面，針對學齡市場需求推出更多新品，紅色小象推出全新的「小學系列」產品，包括小學霜、小學乳及小學潔面泡，旨在提供一站式解決方案，以滿足小學生的個性化護膚需求。此外，紅色小象於2023年底推出「宇宙奇趣」兒童彩妝禮盒，廣受市場歡迎。





In 2023, we have established the *Baby Elephant* Special Fund (紅色小象專項基金), which created a heart-warming brand image and contributed to winning of the “2023 Tmall Baby Awards – Maternal and Child Charity Leader award* (2023年天貓金嬰獎 – 母嬰公益領路人獎項)”.

In 2023, 90 Ultra Protection (Ultra Protection Cream) (90 安心霜(舒安特護霜)) of *Baby Elephant* was awarded with the “2023 MEIYI Awards – Annual favourite TOP list award for pregnancy, infant, and child skincare products* (2023美伊大賞年度摯愛TOP榜 – 孕嬰童護膚大獎)” and “Fashion.sohu.com 2022/2023 Trust in your Beauty – Annual Trustworthy Infant Care* (搜狐時尚2022-2023年度值得信賴化妝品榜單 – 年度值得信賴嬰兒護理)”, Kids Cleansing Foam (兒童雲感柔潤潔面泡泡) won the “New Cosme Awards – Super Single Product* (2022-2023年度新妝大賞 – 超級大單品)”. In addition, *Baby Elephant* was also the silver winner for the “2023 Muse Design Awards* (2023年繆斯設計獎銀獎)”, and listed as the “2023 Excellent Brands in Domestic Cosmetics Category* (2023國貨化妝品品類優秀品牌榜單)” issued by Global Cosmetics Fair (化妝品報年會).

We seek to maintain the leading position of *Baby Elephant* in the maternity and childcare segment in China. We intend to continue to offer skincare products suitable for the skin type of Chinese babies and children to adapt to the rising demand for high-quality maternity and childcare products. We aim to conduct R&D activities for additives-free, safe, organic, and simple products. We will devote resources to the standardization and advancement of the maternity and childcare industry.

The revenue generated from *Baby Elephant* in 2023 was RMB375.7 million, representing a decrease of 42.6% as compared to 2022, accounting for 9.0% of the total revenue for the year.

In 2023, we primarily generated revenue from these three brands with the amount of RMB3,822.6 million, representing an increase of 55.9% as compared to 2022, which in aggregate contributed 91.2% of our total revenue.

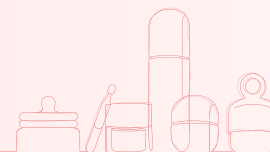
於2023年，我們還成立了紅色小象專項基金，塑造暖心的品牌形象，並獲得了「2023年天貓金嬰獎 – 母嬰公益領路人」獎項。

於2023年，紅色小象90安心霜(舒安特護霜)榮獲「2023美伊大賞年度摯愛TOP榜 – 孕嬰童護膚大獎」及「搜狐時尚2022-2023年度值得信賴化妝品榜單 – 年度值得信賴嬰幼兒護理」，兒童雲感柔潤潔面泡泡榮獲「2022-2023年度「新妝大賞」 – 超級大單品」。此外，紅色小象還獲得「2023年繆斯設計獎銀獎」，並榮登化妝品報年會「2023國貨化妝品品類優秀品牌」榜單。

我們尋求保持紅色小象品牌在中國母嬰護理板塊的領先地位。我們擬繼續打造適合中國嬰童肌膚類型的護膚產品，應對高質量母嬰護理產品日益增長的需求。我們旨在開展無添加、安全、有機及簡約產品的研發活動。我們將致力投入資源推動母嬰護理行業的規範化要求與發展。

紅色小象於2023年產生的收入為人民幣375.7百萬元，較2022年減少42.6%，佔年內總收入的9.0%。

於2023年，我們的收入主要來自該三個品牌，金額為人民幣3,822.6百萬元，較2022年增加55.9%，合共貢獻我們總收入的91.2%。



newpage

newpage was launched in May 2022. It is positioned as a functional skincare brand focusing on sensitive skins of babies and children. It was co-founded by Ms. Zhang Ziyi (章子怡), a famous actress, Mr. Cui Yutao (崔玉濤), a puericulturist and Dr. Hiroshi Huang Oh (黃虎), the current global chief scientist of the Group. This brand was established based on the concept of “medical and research co-creation*” (醫研共創) and aimed to build a comprehensive system taking into account customer experience, pediatric expertise, and scientific research. *newpage* has laid out three main directions: skincare, bathing, and cleansing.

For online channels, *newpage* products have been distributed on *Tmall*, *JD*, and *Douyin*. *newpage*'s Baby Balancing Cream and Baby Moisturizing Body Lotion ranked no.1 on several *Douyin* rankings in 2023. *newpage* has offline presence in Watsons, maternal and child stores and postpartum care centres.

In 2023, *newpage* established its first brand offline experience centre in Mr. Cui Yutao's Clinic in Beijing Taiyang Palace, which is the first domestic brand to launch an experience centre in a clinic, aiming to provide consumers with professional and scientific products and service.

Further, in 2023, we introduced the Baby Soothing Essence, that contains natural organic Bisabolol, natural Dipotassium Glycyrrhizinate, and the strong barrier exclusive ingredient Omega-Pro which can strengthen skin barrier and improve fragile and sensitive skin.

In 2023, *newpage* won the “Double 11 Emerging Brand Award* (雙11新銳品牌獎)” issued by *Tmall*, which is the only brand in the maternal and infant care industry to be listed.

The revenue generated from *newpage* in 2023 was RMB152.5 million, representing an increase of 498.0% as compared to 2022, accounting for 3.6% of the total revenue for the year.

newpage 一頁

newpage 一頁品牌於2022年5月推出，是專注於敏感肌寶寶的嬰童功效型護膚品牌，由知名演員章子怡女士、育兒專家崔玉濤先生及本集團現任全球首席科學家黃虎博士聯合創立，定位於「醫研共創」，形成用戶+兒科經驗+科研的閉環。產品方面，*newpage* 一頁已佈局護膚、洗沐、清潔三大方向。

線上，*newpage* 一頁產品已進入天貓、京東、抖音等多個平台。2023年，*newpage* 一頁的嬰童安心霜、嬰童高保濕身體乳等產品在抖音多個排行榜中位列第一。線下，*newpage* 一頁佈局屈臣氏、母嬰線下專賣店、月子中心等多個渠道。

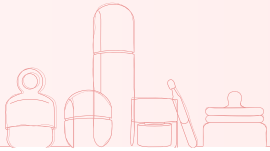
於2023年，*newpage* 一頁首家品牌線下體驗店落地崔玉濤先生於北京太陽宮的診所，是國內首家在診所內開設體驗店的嬰童護膚品牌，旨在向消費者提供專業科學的產品及服務。

此外，於2023年，新推出嬰童舒緩特護精華，含有天然有機紅沒藥醇、天然甘草酸二鉀及強韌屏障獨家成分Omega-Pro，使其有強韌肌膚屏障，改善脆弱易敏感肌膚等功效。

於2023年，*newpage* 一頁榮獲天貓「雙11新銳品牌獎」，為母嬰洗護行業唯一上榜品牌。

newpage 一頁於2023年產生的收入為人民幣152.5百萬元，較2022年增加498.0%，佔年內總收入的3.6%。





Other Brands

To address the increased demands for high-quality functional products from consumers, we launched brands such as *ARMIYO*, *asnami*, *KYOCA* and *2032*, focusing on sensitive skincare, middle to high-end maternity skincare and washing care products. In addition, we are preparing to launch brand *632*, a middle to high-end washing care brand, and brand *TAZU*, a high-end anti-aging skincare brand developed in cooperation with scientist, Kosaku Yamada.

In 2023, our products were mainly focused on the mass market. We currently manufacture and offer skin care products, maternity and childcare products and toiletries products, with some other categories as a supplement:

其他品牌

為應對消費者對優質功能產品不斷增加的需求，我們佈局敏感肌、中高端母嬰護理及洗護等品類，推出了安敏優、安彌兒、極方及2032等多個品牌。此外，我們正在籌備推出中高端洗護品牌632、與科學家山田耕作合作研發的高端抗衰護膚品牌TAZU。

於2023年，我們的產品主要面向大眾市場。我們目前生產供應護膚品、母嬰護理產品、洗護用品，以及一些其他類別作為補充：

	skin care 护肤	maternity and childcare 母嬰護理	toiletries 洗護
luxury 高端	TAZU ▲		
mid-to-high 中高端	安敏优 ARMIYO	asnami NEW PA 一页	KYOCA 2032 AVENUE ▲
mass 大众	KANS 韩束 ONE LEAF 一叶子	Baby Elephant 红色小象	韩束洗护 一叶子洗护

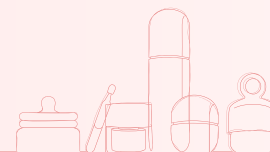
▲ 待推出品牌 ◆ 参股品牌

Research and Development

We started our independent R&D activities in 2003 and have insisted on product self-development. Our dual R&D centers are dedicated to building power platforms for advanced fundamental research and product development work. Staying close to consumers' needs, we focus on product development and new technology applications in response to the changing market. We strive to attract and cultivate talents and have formed a strong team with rich R&D experience. We maintained high and effective R&D investment persistently. In 2023 and 2022, we incurred R&D expenses of RMB125.8 million and RMB110.3 million, respectively, accounting for 3.0% and 4.1% of our revenue, respectively.

研發

我們於2003年開始自主研發活動，一直堅持產品自主研發。我們的雙科研中心致力打造先進的基礎研究及產品開發工作的強大平台，同時貼近消費者需求，進行產品開發及新技術的應用以應對不斷變化的市場。我們致力吸引和培養人才，成立一支擁有豐富研發經驗的強大團隊。我們一直維持高額及有效的研發投資。於2023年及2022年，我們分別產生研發開支人民幣125.8百萬元及人民幣110.3百萬元，分別佔該年度我們收入的3.0%及4.1%。



In 2023, we worked with relevant industry departments and associations to formulate and release multiple industry group standards, including China's first industry group standard for synthetic peptides, a raw material used in cosmetics – Synthetic Peptide as Raw Material in Cosmetics* (化妝品用原料合成多肽), General Principles for Pure Cosmetics* (純淨化妝品通則), Group Standard for Cosmetics with Raw Material – Olea Europaea Leaf Extract* (化妝品以原料-油橄欖葉萃取物團體標準), Quality Requirements and Efficacy Evaluation Methods of Recombinant Collagen Raw Materials* (重組膠原蛋白原料質量要求及功效評價方法) and Evaluation of the Efficacy of Cosmetic Products with Skin Microecological Adjustment* (皮膚微生態調節型化妝品功效評價), reflecting our R&D strength. *One Leaf* proposed and Shanghai Daily Chemical Industry Association formulated and released the group standard of General Principles of Clean Cosmetics* (純淨化妝品通則), which has clarified the definition of clean cosmetics and quantified the standards for clean beauty in terms of materials used, formula design and product safety, and the group standard of Cosmetic Ingredients – Olea Europaea (Olive) Leaf Extract* (化妝品用原料 – 油橄欖葉提取物團體標準)" which is the first group standard in relation to the live leaf extract in the PRC making the application of olive leaf extract standardized and accelerating development of the industries of olive leaf extract.

Ingredients

In 2023, we introduced a new cyclic peptide and upgrade the ordinary linear peptide to a three-dimensional cyclic peptide, which has the advantages of stronger absorption, longer effective time, stronger physiological activity, etc.

Patents

In 2023, we newly applied for 58 patents, including 35 invention patents. We have been granted 18 patents, 3 of which are invention patents.

於2023年，我們聯合行業相關部門、協會，制定並發佈多個行業團體標準，包括中國首部化妝品用原料合成多肽行業團體標準—《化妝品用原料合成多肽》、《純淨化妝品通則》、《化妝品用原料—油橄欖葉提取物團體標準》、《重組膠原蛋白原料質量要求及功效評價方法》，以及《皮膚微生態調節型化妝品功效評價》等，體現了我們的研發實力。由一葉子提出、上海日用化學品行業協會組織制定並發佈團體標準《純淨化妝品通則》，明確了純淨化妝品的定義，並從產品選材、配方設計及產品安全評估等維度，量化了純淨美容的標準，並制定及發佈《化妝品用原料—油橄欖葉提取物團體標準》團體標準，為國內首份油橄欖葉提取物相關的團體標準，規範了橄欖葉提取物的應用，加快了橄欖葉提取物行業的發展。

成分

於2023年，我們推出全新環肽，將普通線性肽升級為立體空間環肽，具有更強吸收性、更長作用時間、更強生理活性等優勢。

專利

於2023年，我們新申請58項專利，其中發明專利申請35項；新獲授權18項專利，其中發明專利3項。



Awards

Our self-developed core ingredient, *Tiracle Pro* was awarded with the InnoCosme Ingredient Awards and is currently utilised in various products, including the series of Copper Peptide Firming Essence. In 2023, the Group's fundamental research result "Artemisia Annu Oil AN+* (青蒿油AN+)" won the "Ringier Technology Innovation Award (Award categories: Functional Ingredients)* (榮格技術創新獎(功效性配料類別))" and the "Amazing Chinese Ingredients "Top 10 Chinese Innovative Ingredients" Award* (了不起的中國成分(中國創新原料Top 10)獎)" issued by Chunlei Agency (春雷社), a cosmetic news media in the PRC. In addition, in 2023, the Group has won the "Annual Beauty Product Innovation Achiever Award* (年度美容產品創新成就者獎)" issued by 2023 WWD HONORS, the "National Business Science and Technology Innovation Enterprise Award* (全國商業科技創新型企業獎)" issued by the China Cosmetics Technology Conference.

Employees and Remuneration Policy

As at 31 December 2023, we had 1,883 full-time employees, amongst which 1,796 full-time employees were based in the PRC and 87 full-time employees were based in overseas. The total remuneration cost for the year of 2023 was RMB494.6 million, as compared to RMB473.6 million for the year of 2022, maintaining a reasonable increase in remuneration to ensure the Group's strong competitive advantage in the human resources market.

We recruit our employees through on-campus recruitment, job fairs, recruitment agencies and internal and external referrals. Committed to providing fair and equal opportunities in all our employment practices, we have adopted policies and procedures including candidate competency analysis models designed by third parties to ensure a fair selection and hiring process. As part of our retention strategy, we offer our employees competitive salaries, additional insurance packages and merit-based incentive schemes which are generally based on performance of the individual employees and the overall performance of our business.

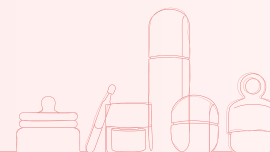
獎項

自主核心成分 *Tiracle Pro* 獲得「InnoCosme美耀原料獎」，目前應用在藍銅肽系列等多個產品中。於2023年，本集團的基礎研究成果「青蒿油AN+」榮獲「榮格技術創新獎(功效性配料類別)」及國內化妝品新聞媒體春雷社頒發的「了不起的中國成分(中國創新原料Top10)獎」。此外，於2023年，本集團榮獲2023 WWD HONORS頒發的「年度美容產品創新成就者獎」、中國化妝品科技大會頒發的「全國商業科技創新型企業獎」。

僱員及薪酬政策

於2023年12月31日，我們有1,883名全職僱員，其中1,796名全職僱員居於中國，而87名全職僱員居於海外。2023年的總薪酬成本為人民幣494.6百萬元，而2022年為人民幣473.6百萬元，維持合理的薪酬增長以確保本集團於人力資源市場具有強大的競爭優勢。

我們通過校園招聘、招聘會、招聘機構以及內部及外部推薦招聘僱員。我們致力於在我們所有的僱用實踐中提供公平及平等的機會，並已採納政策及程序(包括由第三方設計的候選人能力分析模型)，以確保公平的選拔及僱用程序。作為挽留策略的一部分，我們向僱員提供具競爭力的薪金、其他保險待遇及與績效掛鈎的激勵計劃，這通常按個別僱員的表現及我們業務的整體業績而定。



We provide new hire training to new joiners on our culture, business and industry improving their understanding of the Company and their abilities to perform their duties. We also regularly provide tailor-made in-house training sessions to our employees that aim to improve their technical skills or arrange for our employees to attend training sessions provided by third parties. In addition, we provide management skills training opportunities to certain employees to help them transition into a management role.

Capital Expenditures

The Group's capital expenditure of RMB88.4 million in 2023 was mainly related to the new items of property, plant and equipment amounting to RMB87.8 million, and other intangible assets amounting to RMB0.6 million.

Right-of-use Assets and Lease Liability

Hong Kong Financial Reporting Standards No. 16 – Lease (HKFRS 16) came into effect on 1 January 2019. At the commencement date, the Group should recognise a right-of-use asset and a lease liability. The related right-of-use assets and lease liabilities are located in the PRC and overseas. As of 31 December 2023, the Group's right-of-use assets were RMB131.2 million (RMB144.5 million as of 31 December 2022) and its lease liabilities were RMB65.6 million (RMB77.8 million as of 31 December 2022). In 2023, depreciation charges of right-of-use assets amounted to RMB29.3 million and interest charges of lease liabilities amounted to RMB4.0 million.

OUTLOOK

We are committed to our “six-six” strategy to promote overall business growth through six main competitive aspects and the planning of six major sectors in order to support sustainable development of the Group.

我們為新入職僱員提供有關我們文化、業務及行業的入職培訓，從而增進彼等對本公司的了解及提升彼等履行職責的能力。我們亦定期為僱員提供量身定制的內部培訓課程，旨在提高彼等的技術技能，或安排僱員參加第三方提供的培訓課程。此外，我們為部分僱員提供管理技能培訓機會，以幫助彼等轉變為管理角色。

資本開支

本集團於2023年的資本開支為人民幣88.4百萬元，主要與新物業、廠房及設備項目人民幣87.8百萬元及其他無形資產人民幣0.6百萬元有關。

使用權資產及租賃負債

香港財務報告準則第16號 – 租賃（香港財務報告準則第16號）於2019年1月1日生效。在開始日期，本集團需確認使用權資產及租賃負債。相關的使用權資產及租賃負債位於中國及海外。於2023年12月31日，本集團的使用權資產為人民幣131.2百萬元（於2022年12月31日為人民幣144.5百萬元）及其租賃負債為人民幣65.6百萬元（於2022年12月31日為人民幣77.8百萬元）。於2023年，使用權資產折舊開支為人民幣29.3百萬元，而租賃負債的利息開支為人民幣4.0百萬元。

展望

我們致力於推行「六六」戰略，通過六大競爭面、六大板塊規劃推動整體業務增長，以支撐本集團的可持續發展。



Six main competitive aspects:

1. *Maintain organization-driven leadership and support sustainable development of the Group with talents*

We believe that talents with excellent management or technical skills are our valuable assets as well as the impetus of providing customers with products of continuous innovation and high quality, and is the necessary condition for the achievement of a multi-brand cosmetics group. Implementing our corporate values of “Diversity, Optimism, Innovation and Legacy”, we plan to continuously improve our corporate structure and corporate culture to attract talents.

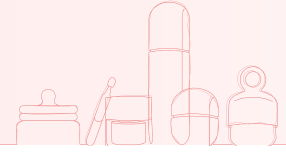
We will continue to focus on improving our recruitment and training system to recruit talents with an international perspective, such as graduates from prestigious schools such as the world's first-class universities and disciplines and the QS200. By establishing joint training projects in cooperation with universities, we can more effectively identify suitable talents. In order to remain competitive in the recruitment market, we strive to provide industry-leading salary and welfare systems and open up promotion channels, forming a scientific talent selection and incentive mechanism. In addition, we will implement job rotation and duty rotation for our employees to promote the all-rounder employee model, and prevent solidification of hierarchy. By leveraging a flat and effective management system, we encourage employees at the primary level to give play to their creativity, and maintain the enthusiasm and stability of management and technical staff. We aim to build up corporate culture and team atmosphere among employees to enhance their sense of belonging, and a talent training system for our employees to achieve their personal growth and to support the operation and development of multiple brands of the Group.

六大競爭面：

1. *保持組織驅動領先，以人才支撐集團可持續發展*

我們認為，具備優秀的管理或技術技能的人才才是我們的寶貴資產，是為客戶提供持續創新優質產品的源動力，是成就一個多品牌化妝品集團的必備條件。貫徹「多元、樂觀、創新及傳承」的企業價值觀，我們計劃不斷完善企業架構及企業文化，吸引人才。

我們將繼續聚焦於完善我們的招聘及培訓體系，招聘有國際視野的人才，如雙一流及QS200等名校畢業生。透過與高校合作成立聯合培養項目，更有效地物色合適人才。為在招聘市場保持競爭力，我們力求提供行業領先的薪酬福利制度，打通晉升通道，形成科學的人才選拔及激勵機制。此外，我們將對僱員實行輪崗輪值，以推行全能型僱員模式，防止職級固化。透過運用扁平、有效的管理體系，我們鼓勵基層員工發揮創造力，保持管理和技術人員的積極性和穩定性。我們的目標是在僱員中建立企業文化及團隊氛圍，增強員工的歸屬感，並為僱員提供人才培訓體系，實現個人成長，支撐本集團多個品牌的運營及發展。



2. *Maintain R&D leadership, continue to invest in R&D to drive product innovations and make popular products enjoyed by our consumers*

Leveraging our advanced R&D and production capabilities in the PRC and overseas, we will increase investments in fundamental research projects on trendy core ingredients in the skincare area such as anti-aging technology and skin barrier repairing technology, including development on new raw materials, new technologies, and new formulas; and applied science projects including application of the raw materials and formulas, and improving the overall skin feel of consumers. We have now established an independent scientific research system of Chicmax, with the aim of breaking down international scientific research barriers. We will continue to conduct pilot projects for new brands and new products to improve consumer experience and meet diverse consumer demands, and ultimately create more growth opportunities.

3. *Artificial intelligence (AI) leadership and introduce AI empowered management tools to improve the Group's management and operation efficiency*

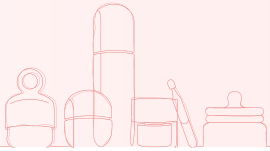
We plan to introduce leading AI empowered tools which will be used to intelligently process large amounts of data and information to conduct intelligent data analysis and prediction, providing data and insights to support decision-making, further optimizing the allocation and utilization of resources, and thus improving the Group's management and operation efficiency, innovation capabilities and competitiveness.

2. *保持研發領先，持續投入研發，推動產品創新，做出消費者喜愛的產品*

利用我們在中國及海外的先進研發及生產能力，我們將增加對護膚領域熱點核心成分的基礎研究項目的投資例如抗衰老技術、皮膚屏障修復技術，包括開發新原材料、新技術及新配方；以及對應用科學項目的投資，包括原料及配方的應用，改善消費者的整體膚感。我們目前已構建了上美自主科研體系，目標打破國際科學壁壘。我們將繼續開展新品牌、新產品的試點項目，改善消費者體驗，滿足消費者多樣化需求，最終創造更多增長機遇。

3. *人工智能 (AI) 領先，引入 AI 管理工具，提高本集團管理及運營效率*

我們計劃引入領先的 AI 工具用於智能化處理大量的數據和信息，進行智能數據分析及預測，為決策提供數據支持，進一步優化資源分配和利用，提高本集團管理及運營效率、創新能力和競爭力。



4. *Maintain marketing leadership and continue to enhance and expand products marketing networks to penetrate users and build a consumer-centric mindset*

We will make full use of our advantageous resources and adopt stronger and more effective competitive strategies and marketing tools to increase the breadth and depth of our sales channels and in particular, to further deepen the marketing and promotion of our online e-commerce platforms and the offline omnichannel strategy. In addition to continuing to maintain and enhance KANS's leading position in the *Douyin* channel and driving more of the Group's brands to achieve breakthroughs in *Douyin*, we aim to achieve better development on platforms such as *Tmall/Taobao*, *JD* and *Kuaishou*.

5. *Maintain intelligent production leadership and accelerate the Group's intelligent production to enhance the production efficiency and standardized product quality*

We will continue to design and establish the direction and plan of the Group's intelligent transformation in conjunction with our practical production and operation, comprehensively applying the artificial intelligence and other technologies to build and refine intelligent production lines to increase the production efficiency and improve standardized product quality of the Group.

6. *Promote the Group's strategies from "personalization" development to "generality" development and drive development with platforms to further expand our business*

We aim to achieve development of our business by diversified cooperation with our talents and business partners. We are committed to gathering talents and providing them with a broad platform to assist them in achieving their development. We will continue to strengthen cooperation with multiple partners to build a brand incubation platform and to continuously cultivate breakthroughs in various aspects of our business.

4. 保持營銷領先，繼續加強和擴大產品營銷網絡，普及用戶並建立消費者心智

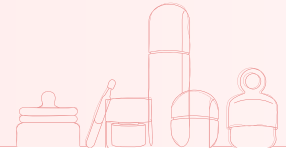
我們將充分利用優勢資源，採取更強有力和更有效的競爭策略和營銷手段，增加各銷售渠道的廣度和深度，尤其是進一步深化線上各電商平台以及線下全渠道的營銷推廣，除繼續保持韓束在抖音渠道的領先地位擴大領先優勢、帶動本集團更多的品牌在抖音實現突破之外，要在天貓／淘寶、京東、快手等平台取得更好的發展。

5. 保持智能化生產領先，加快本集團智能化生產，提升生產效率和標準化產品質量

我們將繼續結合實際生產和運營，設計和確立本集團智能化改造的方向和規劃，綜合應用人工智能和其他技術，建設和完善智能化生產線，提高本集團的生產效率和提升標準化產品質量。

6. 推動本集團戰略從「個性化」發展到「共性化」發展，以平台推動發展，進一步拓展業務

我們的目標是通過與人才和商業夥伴的多元化合作，實現我們的業務發展。我們致力於聚集人才，為他們提供廣闊的平台，幫助他們實現發展。我們將繼續加強與多方合作夥伴的合作，打造品牌孵化平台，不斷實現業務的突破。



Planning of six major sectors:

Based on our existing multi-brand matrix, we will have a broader strategic layout in the next decade in building six major sectors of mass skin care, washing and personal care, maternal and baby products, skin medical beauty, makeup, high-end skin care and instrument, hence expanding our business boundaries in the cosmetics industry.

Looking forward, we are committed to conveying Chinese branding power to the world and promoting the brand image of Chinese domestic cosmetics products. Through developing our international R&D capabilities, business presence and brand awareness, we aim to become a world-class cosmetics group.

Best regards,

Lyu Yixiong

Chairman of the Board, Executive Director and Chief Executive Officer
上海上美化妝品股份有限公司

Shanghai Chicmax Cosmetic Co., Ltd.

Shanghai, the PRC

21 March 2024

六大板塊規劃：

我們在現有多品牌矩陣搭建基礎上，未來十年將有更廣泛的戰略佈局，搭建大眾護膚、洗護個護、母嬰用品、皮膚醫療美容、彩妝、高端護膚和儀器的六大板塊，拓展我們在化妝品行業的業務邊界。

展望未來，我們承諾向世界傳遞中國品牌力，提升國貨化妝品的品牌形象。我們的目標是通過發展我們的研發能力、業務版圖及品牌知名度，成為世界一流的化妝品集團。

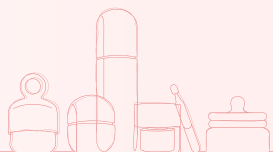
此致

呂義雄

董事長、執行董事兼首席執行官
上海上美化妝品股份有限公司

中國，上海

2024年3月21日



Financial Summary

財務概要

Our revenue increased to RMB4,190.7 million in the full year of 2023 from RMB2,675.3 million in the full year of 2022. Our gross profit increased to RMB3,019.5 million in the full year of 2023 from RMB1,699.6 million in the full year of 2022. Our profit for the full year of 2023 was RMB461.7 million whereas our profit for the full year of 2022 was RMB137.1 million.

Final Dividend of RMB0.75 per share was proposed by the Board for the year ended 31 December 2023. The final dividend for the year ended 31 December 2022 of RMB0.25 per share was approved by the shareholders at shareholder's meeting general meeting held on 15 June 2023. The interim dividends for the six months ended 30 June 2023 of RMB0.2 per share was approved by the shareholders at shareholder's general meeting held on 16 October 2023.

我們的收入由2022年全年的人民幣2,675.3百萬元增加至2023年全年的人民幣4,190.7百萬元。我們的毛利由2022年全年的人民幣1,699.6百萬元增加至2023年全年的人民幣3,019.5百萬元。我們2023年全年利潤為人民幣461.7百萬元，而2022年全年利潤為人民幣137.1百萬元。

董事會建議派付截至2023年12月31日止年度的末期股息每股人民幣0.75元。截至2022年12月31日止年度的末期股息每股人民幣0.25元已獲股東於2023年6月15日舉行的股東大會上批准。截至2023年6月30日止六個月的中期股息每股人民幣0.2元已獲股東於2023年10月16日舉行的股東大會上批准。

		FY2019	FY2020	FY2021	FY2022	FY2023
		2019年	2020年	2021年	2022年	2023年
		財政年度	財政年度	財政年度	財政年度	財政年度
(Except per share data)	(每股數據除外)	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Revenue	收入	2,874,321	3,381,633	3,618,882	2,675,331	4,190,727
Cost of sales	銷售成本	1,124,948	1,195,042	1,258,243	975,699	1,171,275
Gross profit	毛利	1,749,373	2,186,591	2,360,639	1,699,632	3,019,452
Profit before tax	稅前利潤	52,921	279,626	408,124	154,232	559,213
Profit for the year	本年度溢利	59,398	203,182	338,771	137,080	461,663
Dividends	股利	-	-	200,000	99,489	298,468 ⁽¹⁾
						79,592 ⁽²⁾
Earning Per Share (EPS)	每股盈利	0.17	0.57	0.94	0.41	1.16
Dividend Per Share (DPS)	每股股利	-	-	0.56	0.25	0.75 ⁽¹⁾
						0.20 ⁽²⁾
Total assets	總資產	2,323,838	2,224,288	2,274,563	3,145,667	3,128,827
Total liabilities	總負債	2,517,505	1,639,898	1,319,525	1,439,022	1,099,600
Net asset value	資產淨值	(193,667)	584,390	955,038	1,706,645	2,029,227
Return on Equity (ROE)	權益回報率	NA	34.8%	44.0%	10.3%	24.7%
		不適用				
Return on Total Assets (ROA)	總資產回報率	2.6%	8.9%	15.1%	5.1%	14.7%

Notes:

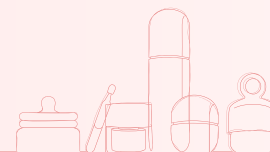
- (1) Final dividend for the year ended 31 December 2023
- (2) Interim dividend for the six months ended 30 June 2023

附註：

- (1) 截至2023年12月31日止年度的末期股息
- (2) 截至2023年6月30日止六個月的中期股息

Management Discussion and Analysis

管理層討論及分析



FINANCIAL REVIEW

Revenue

We generated revenue primarily from the manufacture and sale of cosmetic products. Revenue of the Group in 2023 increased by 56.6% to RMB4,190.7 million compared to RMB2,675.3 million in 2022 owing to the increased revenue generated from KANS, one of the Group's major brands.

Revenue by brands

財務回顧

收入

我們的收入主要來自化妝品生產及銷售。由於本集團主要品牌之一韓束產生的收入增加，本集團的收入由2022年的人民幣2,675.3百萬元增加56.6%至2023年的人民幣4,190.7百萬元。

按品牌劃分的收入

		Year ended 31 December 截至12月31日止年度			
		2023 2023年	% of Revenue Amount 收入佔比(%)	2022 2022年	% of Revenue Amount 收入佔比(%)
		(RMB in millions, except percentages) (人民幣百萬元，百分比除外)			
KANS	韓束	3,090.4	73.7	1,267.4	47.4
One Leaf	一葉子	356.5	8.5	529.9	19.8
Baby Elephant	紅色小象	375.7	9.0	655.1	24.5
Others Brands ^(Note)	其他品牌 ^(附註)	368.1	8.8	222.9	8.3
Total	總計	4,190.7	100.0	2,675.3	100.0

Note: Other brands primarily consist of newpage, ARMIYO, asnami, KYOCA etc.

附註：其他品牌主要包括newpage一頁、安敏優、安彌兒、極方等。

The Group's revenue attributable to KANS increased by 143.8% from RMB1,267.4 million in 2022 to RMB3,090.4 million in 2023, primarily due to the overall upgrading of the KANS brand, and the increased revenue from our self-operated sale of the series of Polypeptide Collagen Softening on e-commerce platforms such as Douyin.

韓束應佔本集團的收入由2022年的人民幣1,267.4百萬元增加143.8%至2023年的人民幣3,090.4百萬元，主要是由於韓束品牌的整體升級，以及紅蠻腰系列在抖音等電商平台上自營收入增加。

The Group's revenue attributable to One Leaf decreased by 32.7% from RMB529.9 million in 2022 to RMB356.5 million in 2023, primarily because we are in the process of transforming, upgrading and adjusting One Leaf.

一葉子應佔本集團的收入由2022年的人民幣529.9百萬元減少32.7%至2023年的人民幣356.5百萬元，主要是由於我們現正將一葉子轉型升級調整所致。

Management Discussion and Analysis

管理層討論及分析



The Group's revenue attributable to *Baby Elephant* decreased by 42.6% from RMB655.1 million in 2022 to RMB375.7 million in 2023, primarily due to the intense competitive environment of the market.

紅色小象應佔本集團的收入由2022年的人民幣655.1百萬元減少42.6%至2023年的人民幣375.7百萬元，主要是由於市場競爭環境激烈。

Revenue by sales channels

按銷售渠道劃分的收入

		Year ended 31 December 截至12月31日止年度			
		2023 2023年	% of Revenue Amount 金額	2022 2022年	% of Revenue Amount 金額
		(RMB in millions, except percentages) (人民幣百萬元，百分比除外)			
Online Channels	線上渠道	3,586.9	85.6	2,004.8	74.9
Online direct sales	線上自營	2,909.0	69.4	1,059.9	39.6
Sales to Online Retailers	線上零售商	364.8	8.7	474.8	17.7
Sales to Online Distributors	線上分銷商	313.1	7.5	470.1	17.6
Offline Channels	線下渠道	539.6	12.9	614.9	23.0
Sales to Offline Retailers	線下零售商	387.4	9.2	330.7	12.4
Sales to Offline Distributors	線下分銷商	152.2	3.6	284.2	10.6
Others	其他	64.2	1.5	55.6	2.1
Total	總計	4,190.7	100.0	2,675.3	100.0

The Group's revenue attributable to online direct sales increased by 174.5% from RMB1,059.9 million in 2022 to RMB2,909.0 million in 2023 primarily due to the increase in revenue generated from e-commerce platforms such as *Douyin*.

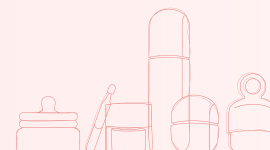
線上自營銷售應佔本集團的收入由2022年的人民幣1,059.9百萬元增加174.5%至2023年的人民幣2,909.0百萬元，主要是由於抖音等電商平台帶來的收入增加。

The Group's revenue attributable to sales to online retailers decreased by 23.2% from RMB474.8 million in 2022 to RMB364.8 million in 2023, primarily due to the decrease in revenue generated by *One Leaf* and *Baby Elephant* from online retailers such as *JD*, *Tmall Supermarket*.

線上零售商銷售應佔本集團的收入由2022年的人民幣474.8百萬元減少23.2%至2023年的人民幣364.8百萬元，主要是由於一葉子、紅色小象在京東、天貓超市等線上零售商帶來的收入減少。

Management Discussion and Analysis

管理層討論及分析



The Group's revenue attributable to sales to online distributors decreased by 33.4% from RMB470.1 million in 2022 to RMB313.1 million in 2023, primarily due to adjustments of our online sales strategies to enhance our online direct sales channel.

線上分銷商銷售應佔本集團的收入由2022年的人民幣470.1百萬元減少33.4%至2023年的人民幣313.1百萬元，主要是由於我們調整線上銷售策略以加強我們的線上自營銷售渠道。

The Group's revenue attributable to sales to offline retailers increased by 17.1% from RMB330.7 million in 2022 to RMB387.4 million in 2023, primarily due to the offline retailers' gradual recovery from the impact of economic environment.

線下零售商銷售應佔本集團的收入由2022年的人民幣330.7百萬元增加17.1%至2023年的人民幣387.4百萬元，主要是由於線下零售商自經濟環境的影響中逐步恢復。

The Group's revenue attributable to sales to offline distributors decreased by 46.4% from RMB284.2 million in 2022 to RMB152.2 million in 2023, primarily due to changes in consumer habits and purchase channels.

線下分銷商銷售應佔本集團的收入由2022年的人民幣284.2百萬元減少46.4%至2023年的人民幣152.2百萬元，主要是由於消費者習慣和購買渠道變化所致。

Revenue by categories

按類別劃分的收入

		Year ended 31 December 截至12月31日止年度			
		2023 2023年	% of Revenue Amount 收入佔比 金額 (%)	2022 2022年	% of Revenue Amount 收入佔比 金額 (%)
(RMB in millions, except percentages) (人民幣百萬元，百分比除外)					
Skin Care	護膚	3,601.6	86.0	1,944.8	72.7
Maternity and childcare	母嬰護理	542.6	12.9	706.7	26.4
Others	其他	46.5	1.1	23.8	0.9
Total	總計	4,190.7	100.0	2,675.3	100.0

The Group's revenue attributable to skin care increased by 85.2% from RMB1,944.8 million in 2022 to RMB3,601.6 million in 2023, primarily due to the increase in revenue generated from *KANS*.

護膚應佔本集團的收入由2022年的人民幣1,944.8百萬元增加85.2%至2023年的人民幣3,601.6百萬元，主要是由於韓束產生的收入增加所致。

The Group's revenue attributable to maternity and childcare decreased by 23.2% from RMB706.7 million in 2022 to RMB542.6 million in 2023, primarily due to the decrease in revenue generated from *Baby Elephant*.

母嬰護理應佔本集團的收入由2022年的人民幣706.7百萬元減少23.2%至2023年的人民幣542.6百萬元，主要是由於紅色小象產生的收入減少所致。



Gross Profit and Gross Profit Margin

The Group's gross profit increased by 77.7% from RMB1,699.6 million in 2022 to RMB3,019.5 million in 2023. Our gross profit margins were 72.1% and 63.5% in 2023 and 2022, respectively, primarily due to the increase of gross profit margin under KANS.

Other Income and Gains

The Group's other income and gains increased by 27.4% from RMB122.8 million in 2022 to RMB156.5 million in 2023, primarily due to the increase of foreign exchange gain and gains from the changes in fair values of financial assets.

Selling and Distribution Expenses

The Group's selling and distribution expenses as a percentage of the Group's revenue increased to 53.5% in 2023 compared with 47.0% in 2022. The selling and distribution expenses increased by RMB982.6 million to RMB2,240.3 million in 2023 from RMB1,257.7 million in 2022. The marketing and promotion expenses increased by RMB897.5 million to RMB1,745.9 million in 2023 from RMB848.4 million in 2022, primarily due to increased brand exposure, seizure of new channel opportunities, increased brand promotion and channel construction investments. Employee benefits expenses in relation to distribution work increased by RMB31.8 million to RMB316.4 million in 2023 from RMB284.6 million in 2022. Other key expenses included transportation expenses of RMB148.5 million, travelling and entertainment expenses of RMB20.2 million and others of RMB9.3 million in 2023.

Administrative Expenses

The Group's administrative expenses decreased by 6.2% to RMB209.6 million in 2023 as compared to RMB223.4 million in 2022. Administrative expenses mainly comprised employee benefits expenses (including directors' emoluments) of RMB89.8 million, profession and consulting fees of RMB16.0 million, depreciation and amortisation charges of RMB41.8 million and office, utility expense of RMB46.4 million and others of RMB15.6 million in 2023.

Research and Development Costs

The Group's R&D costs increased by 14.1% from RMB110.3 million in 2022 to RMB125.8 million in 2023, primarily due to the increase in R&D activities.

毛利及毛利率

本集團的毛利由2022年的人民幣1,699.6百萬元增加77.7%至2023年的人民幣3,019.5百萬元。我們於2023年及2022年的毛利率分別為72.1%及63.5%，主要由於韓束的毛利率上升。

其他收入及收益

本集團的其他收入及收益由2022年的人民幣122.8百萬元增加27.4%至2023年的人民幣156.5百萬元，主要是由於外匯收益及金融資產公允價值變動收益增加。

銷售及分銷開支

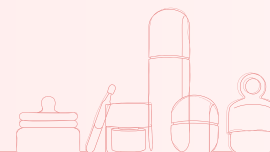
本集團的銷售及分銷開支佔本集團收入的百分比由2022年的47.0%提高至2023年的53.5%。銷售及分銷開支由2022年的人民幣1,257.7百萬元增加人民幣982.6百萬元至2023年的人民幣2,240.3百萬元。營銷及推廣開支由2022年的人民幣848.4百萬元增加人民幣897.5百萬元至2023年的人民幣1,745.9百萬元，主要是由於為提高品牌曝光度、把握新渠道機會，加大品牌宣傳力度及渠道建設投入所致。與分銷工作有關的僱員福利開支由2022年的人民幣284.6百萬元增加人民幣31.8百萬元至2023年的人民幣316.4百萬元。2023年的其他主要開支包括運輸開支人民幣148.5百萬元、差旅及招待開支人民幣20.2百萬元及其他開支人民幣9.3百萬元。

行政開支

本集團的行政開支由2022年的人民幣223.4百萬元減少6.2%至2023年的人民幣209.6百萬元。2023年的行政開支主要包括僱員福利開支（包括董事酬金）人民幣89.8百萬元、專業及諮詢費人民幣16.0百萬元、折舊及攤銷開支人民幣41.8百萬元、辦公及能耗開支人民幣46.4百萬元及其他開支人民幣15.6百萬元。

研發成本

本集團的研發成本由2022年的人民幣110.3百萬元增加14.1%至2023年的人民幣125.8百萬元，主要是由於研發活動增加。



Impairment Losses on Financial Assets, net

The Group's impairment losses on financial assets, net changed from RMB12.1 million loss in 2022 to the reversal of RMB15.3 million in 2023, primarily due to the decrease in provision for bad debts in respect of trade receivables.

Other Expenses

The Group's other expenses decreased by 21.0% from RMB43.0 million in 2022 to RMB34.0 million in 2023, primarily due to decreases of inventory impairment and scrap and no foreign exchange loss in 2023.

Finance Costs

The Group's finance costs decreased by 21.0% from RMB20.5 million in 2022 to RMB16.2 million in 2023, primarily due to the decrease of bank and other borrowings and the decrease in average interest rate on borrowings.

Income Tax Expense

Income tax expense costs increased to RMB97.6 million in 2023 from RMB17.2 million in 2022. The effective tax rates of the Group in 2023 and in 2022 were 17.4% and 11.1% respectively.

Profit for the Year

In summary, our profit for the year was RMB461.7 million and RMB137.1 million in 2023 and 2022, respectively.

Liquidity and Capital Resources

Cash generated from operating activities of the Group in 2023 was approximately RMB746.2 million, compared with RMB36.6 million which were generated in 2022. As of 31 December 2023, the Group had cash and cash equivalents of approximately RMB697.7 million and external bank borrowings of approximately RMB100.0 million; whereas as at 31 December 2022, the Group had cash and cash equivalents of approximately RMB1,147.7 million and external bank borrowings of approximately RMB650.4 million.

金融資產減值虧損淨額

本集團的金融資產減值虧損淨額由2022年的虧損人民幣12.1百萬元轉為2023年的撥回人民幣15.3百萬元，主要是由於應收賬款壞賬準備減少所致。

其他開支

本集團的其他開支由2022年的人民幣43.0百萬元減少21.0%至2023年的人民幣34.0百萬元，主要是由於2023年存貨減值虧損及廢料減少及並無任何外匯虧損。

財務成本

本集團的財務成本由2022年的人民幣20.5百萬元減少21.0%至2023年的人民幣16.2百萬元，主要由於銀行及其他借款減少及借款平均利率下降。

所得稅開支

所得稅開支成本由2022年的人民幣17.2百萬元增加至2023年的人民幣97.6百萬元。本集團於2023年及2022年的實際稅率分別為17.4%及11.1%。

年內利潤

綜上所述，我們於2023年及2022年的年內利潤分別為人民幣461.7百萬元及人民幣137.1百萬元。

流動資金及資本資源

於2023年，經營活動所得現金約為人民幣746.2百萬元，而2022年經營活動所得現金為人民幣36.6百萬元。截至2023年12月31日，本集團有現金及現金等價物約人民幣697.7百萬元及外部銀行借款約人民幣100.0百萬元，而於2022年12月31日，本集團有現金及現金等價物約人民幣1,147.7百萬元及外部銀行借款約人民幣650.4百萬元。



In terms of gearing, the Group's debt to asset ratios (defined as total liabilities divided by total assets) in 2023 and in 2022 were 35.1% and 45.7%, respectively. The current ratios of the Group (defined as current assets divided by current liabilities) as at 31 December 2023 and 31 December 2022 were 2.0 times and 1.7 times respectively. The Group's gearing ratios (defined as total interest-bearing bank and other borrowings and lease liabilities divided by total equity) in 2023 and in 2022 were 8.2% and 42.7%, respectively. As at 31 December 2023, the Group had no material contingent liabilities, other than those disclosed in its consolidated financial statements and the notes thereto. With the cash and bank balances in hand, the Group's liquidity position remains strong to meet its working capital requirements.

As at 31 December 2023, the Group's interest-bearing bank and other borrowings were RMB100.0 million, which comprised of bank loans (current) of RMB100.0 million at effective interest rates of 2.50% to 3.55% per annum, of which RMB40.0 million is secured. The Group's interest-bearing bank and other borrowings decreased by 84.6% to RMB100.0 million as at 31 December 2023 from RMB650.4 million as at 31 December 2022, primarily due to the Group's abundant working capital and proactive reduction in the interest-bearing bank borrowings.

Pledge of Assets

As at 31 December 2023, the Group's secured short-term and long-term bank borrowings were secured by (i) buildings and right-of-use assets related to leasehold land, with carrying amounts of nil (RMB327.4 million as at 31 December 2022); and (ii) investment properties with a net carrying amounts values of approximately RMB8.1 million (RMB9.3 million as at 31 December 2022).

As at 31 December 2023, the amount of the Group's letter of credit guarantee deposits and bank guarantee deposits was nil (RMB11.5 million as at 31 December 2022).

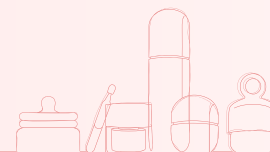
資產負債方面，於2023年及2022年，本集團的資產負債率（界定為負債總額除以資產總額）分別為35.1%及45.7%。於2023年12月31日及2022年12月31日，本集團的流動比率（界定為流動資產除以流動負債）分別為2.0倍及1.7倍。於2023年及2022年，本集團的淨資產負債率（界定為有息銀行及其他借款以及租賃負債總額除以權益總額）分別為8.2%及42.7%。於2023年12月31日，除於綜合財務報表及有關附註披露者外，本集團並無重大或然負債。憑藉所持有的現金及銀行存款，本集團的流動資金狀況維持穩健，足以滿足其營運資金需求。

於2023年12月31日，本集團的有息銀行及其他借款為人民幣100.0百萬元，包括按實際年利率2.50%至3.55%計息的銀行貸款（即期）人民幣100.0百萬元（其中有抵押貸款人民幣40.0百萬元）。本集團的有息銀行及其他借款由2022年12月31日的人民幣650.4百萬元減少84.6%至2023年12月31日的人民幣100.0百萬元，主要由於本集團營運資金充裕，主動減少了計息銀行借款。

資產抵押

於2023年12月31日，本集團的有抵押短期及長期銀行借款以(i)賬面值為零的樓宇以及與租賃土地有關之使用權資產（於2022年12月31日為人民幣327.4百萬元）；及(ii)賬面淨值約人民幣8.1百萬元的投資物業（於2022年12月31日為人民幣9.3百萬元）作抵押。

於2023年12月31日，本集團的信用證保證金及銀行保證金金額為零（於2022年12月31日為人民幣11.5百萬元）。



Significant Investments, Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Ventures

Hongyi Zhiyuan Equity Investment Management (Shenzhen) Co., Ltd. (“**Hongyi Zhiyuan**”), the Company and Huzhou Wuxing Jingkai Bogu Equity Investment Co., Ltd. (“**Jingkai Bogu**”) entered into the Partnership Agreement in relation to the formation of the Partnership Fund (the “**Partnership Fund**”) on 26 October 2023. The name of Partnership Fund is Huzhou Hongshang 2023 Equity Investment Partnership (Limited Partnership) (湖州弘尚貳零貳叁股權投資合夥企業(有限合夥)). The total capital commitments subscribed by all Partners to the Partnership Fund are RMB276,380,600. The capital commitments subscribed by Hongyi Zhiyuan, the Company and Jingkai Bogu are RMB3,482,420, RMB189,984,000 and RMB82,914,180 respectively. Hongyi Zhiyuan is the general partner and executive partner of the Partnership Fund while the Company and Jingkai Bogu are limited partners. The main purpose of the formation of the Partnership Fund is, to the extent permitted by applicable laws and regulations and its scope of business, to invest in companies in the beauty care related industry chain and to realise profits from such investments. The reason for the Company participating in the Partnership Fund is to focus on investing in upstream and downstream enterprises in the beauty industry chain, seizing industry development opportunities, promoting the Company’s strategic development, enhancing the Company’s overall competitiveness and thereby generating higher return to the Shareholders. For further details, please refer to the announcement of the Company dated 26 October 2023.

Save as disclosed herein, the Group did not have any significant investments, material acquisitions and disposals of subsidiaries, associates and joint ventures during the Reporting Period.

Treasury Policies and Exposure to Fluctuations in Exchange Rates

The Group’s operations are mainly carried out in the PRC, with most transactions settled in Renminbi, and the reporting currency of the Group is Renminbi. The Group’s subsidiaries in Hong Kong and overseas use local currencies as their functional currencies, including Japanese yen, Hong Kong dollar and US dollar. The Group has a partial amount of cash and bank deposits denominated in Japanese yen, Hong Kong dollar and US dollar. The Group continues to adopt a conservative approach in its foreign exchange exposure management. In 2023, the Group did not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group reviews its foreign exchange risks periodically and uses derivative financial instruments to hedge against such risks when necessary.

重大投資、重大收購及出售附屬公司、聯營公司及合營企業

於2023年10月26日，弘毅致遠股權投資管理(深圳)有限公司(「弘毅致遠」)、本公司及湖州吳興經開博穀股權投資有限公司(「經開博穀」)就成立合夥基金(「合夥基金」)訂立合夥協議。合夥基金的名稱為湖州弘尚貳零貳叁股權投資合夥企業(有限合夥)。合夥基金的全部合夥人認繳出資總額為人民幣276,380,600元。弘毅致遠、本公司及經開博穀分別認繳出資人民幣3,482,420元、人民幣189,984,000元及人民幣82,914,180元。弘毅致遠作為合夥基金的普通合夥人及執行事務合夥人，而本公司及經開博穀作為有限合夥人。成立合夥基金的主要目的是在適用法律法規以及其經營範圍允許的範圍內，投資於美容護理相關產業鏈中的公司，並從相關投資中獲取利潤。本公司參與合夥基金的理由是專注於投資美容產業鏈的上下遊企業、把握行業發展機遇、推動本公司的戰略發展、提高本公司的整體競爭力，從而為股東帶來更高的回報。有關進一步詳情，請參閱本公司日期為2023年10月26日的公告。

除本年報所披露外，於報告期內，本集團並無任何重大投資、重大收購及出售附屬公司、聯營公司及合營企業。

理財政策及所承受匯率波動風險

本集團主要在中國境內經營，大部分交易以人民幣結算，本集團的報告貨幣為人民幣。本集團在中國香港及海外子公司分別以當地貨幣作為功能性貨幣，涉及日元、港元和美元。本集團有部分現金及銀行存款以日元、港元和美元計值。本集團繼續就外匯風險管理採取審慎政策。於2023年，本集團並無就外幣交易、資產及負債制定外幣對沖政策。本集團定期檢討其所承受的外匯風險，並於有需要時使用衍生金融工具對沖有關風險。

Biographical Details of Directors, Supervisors and Senior Management

董事、監事及高級管理層之履歷詳情



EXECUTIVE DIRECTORS

執行董事

Mr. Lyu Yixiong (呂義雄), aged 45, is our executive Director and chairman of the Board. Since our Company (previously known as Shanghai Kaka Cosmetic Co., Ltd. (上海卡卡化妝品有限公司)) was founded in June 2004, Mr. Lyu has been its chief executive officer, responsible for overall management of the Group. Mr. Lyu is also one of the Controlling Shareholders of the Group. Mr. Lyu holds positions in various subsidiaries of our Group, including:

呂義雄先生，45歲，執行董事、董事長。呂先生自本公司(前稱上海卡卡化妝品有限公司)於2004年6月成立以來一直擔任其首席執行官，負責本集團的整體管理。呂先生亦為本集團其中一名控股股東。呂先生在本集團多家附屬公司擔任以下職位，包括：

Name of subsidiary 附屬公司名稱	Position held 擔任職位	Period of Appointment 委任期間
Shanghai Leading Investment Co., Ltd. 上海潮尚投資有限公司	Legal representative and Executive director 法定代表人兼執行董事	April 2016 – Present 2016年4月至今
Nippon Shuichi Cosmetics Co., Ltd. 日本秀一化妝品株式會社	Representative director 代表取締役	January 2019 – Present 2019年1月至今
Shanghai KPC Biotechnology Co., Ltd. 上海昆蔡生物科技有限公司	Legal representative and Chairman of the board 法定代表人兼董事長	August 2020 – Present 2020年8月至今

Mr. Lyu completed the executive management education courses at Cheung Kong Graduate School of Business (長江商學院) in the PRC in November 2018.

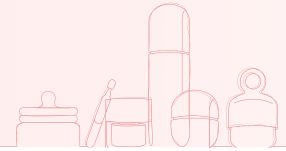
呂先生於2018年11月修畢中國長江商學院的行政管理教育課程。

Ms. Luo Yan (羅燕), aged 36, is our executive Director. Ms. Luo joined our Group in March 2012, and was once the Chief Operating Officer of the Group and is currently the vice president of the Group, responsible for the overall management and marketing of *KANS*, *One Leaf* and *Baby Elephant*.

羅燕女士，36歲，執行董事。羅女士於2012年3月加入本集團，曾任本集團首席運營官，現任本集團副總裁，負責韓束、一葉子及紅色小象三個品牌整體管理及營銷。

Biographical Details of Directors, Supervisors and Senior Management

董事、監事及高級管理層之履歷詳情



In addition, Ms. Luo currently holds directorship in various subsidiaries of the Group, primarily including serving as the executive director of Shanghai Zhongyi Daily Chemical Co., Ltd. (上海中翊日化有限公司) since December 2018, the director of Nippon Shuichi Cosmetics Co., Ltd. (日本秀一化妝品株式會社) since January 2019, the executive director of Shanghai Kans Cosmetic Sales Service Co., Ltd. (上海韓束化妝品銷售服務有限公司) since January 2019, the executive director of Shanghai One Leaf Cosmetic Co., Ltd. (上海一葉子化妝品有限公司) since February 2019, the executive director of Shanghai Baby Elephant Cosmetic Co., Ltd. (上海紅色小象化妝品有限公司) since March 2019, the executive director of Shanghai Baby Elephant Cosmetic Sales Service Co., Ltd. (上海紅色小象化妝品銷售服務有限公司) since July 2019, the executive director of Shanghai Shumei Cosmetic Co., Ltd. (上海束美化妝品有限公司) since January 2021, and the executive director of Shanghai Kans Biotechnology Co., Ltd. (上海韓束生物科技有限公司) since March 2021.

Ms. Luo obtained a college degree in international trade and economics from Shanghai Lixin University of Accounting and Finance (上海立信會計金融學院) in the PRC in June 2020.

Mr. Feng Yifeng (馮一峰), aged 44, is our executive Director. Mr. Feng was a senior audit manager of PricewaterhouseCoopers Zhong Tian LLP (普華永道中天會計師事務所), the chairman of the supervisory board of China National Accord Medicines Corporation (國藥集團一致藥業股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 000028)), the head of finance and asset management of Sinopharm Group Co., Ltd. (國藥控股股份有限公司) (a company listed on the Hong Kong Stock Exchange (stock code: 1099)), and the independent director of Yaojin (Shanghai) Private Equity Fund Management Co., Ltd. (曜金(上海)私募基金管理有限公司 (with the former name of Sinopharma-CICC (Shanghai) Private Equity Investment management Co., Ltd. (國藥中金(上海)私募股權投資管理有限公司)). Mr. Feng joined our Group in July 2016, and is currently the vice president and the chief financial officer of the Group, responsible for financial matters.

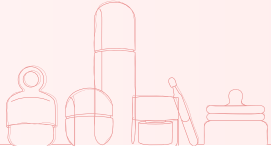
In addition, Mr. Feng had held or currently holds directorship in various subsidiaries of the Group. Mainly, Mr. Feng served as the director of Shanghai Yuzi Technology Co., Ltd. (上海魚子科技有限公司) from July 2020 to December 2023; had been serving as the director of Shanghai KPC Biotechnology Co., Ltd. (上海昆藥生物科技有限公司) since August 2020; and had been serving as the chairman of Shanghai Yiye Biotechnology Co., Ltd. (上海怡頁生物科技有限公司) since January 2022.

此外，羅女士現時在本集團多家附屬公司擔任董事職務，主要包括自2018年12月起擔任上海中翊日化有限公司的執行董事；自2019年1月起擔任日本秀一化妝品株式會社的執行董事；自2019年1月起擔任上海韓束化妝品銷售服務有限公司的執行董事；自2019年2月起擔任上海一葉子化妝品有限公司的執行董事；自2019年3月起擔任上海紅色小象化妝品有限公司的執行董事；自2019年7月起擔任上海紅色小象化妝品銷售服務有限公司的執行董事；自2021年1月起擔任上海束美化妝品有限公司的執行董事；以及自2021年3月起擔任上海韓束生物科技有限公司的執行董事。

羅女士於2020年6月取得上海立信會計金融學院國際貿易與經濟專科學歷。

馮一峰先生，44歲，執行董事。馮先生曾任普華永道中天會計師事務所高級審計經理，國藥集團一致藥業股份有限公司（一家在上海證券交易所上市的公司（股票代碼：000028））監事會主席，國藥控股股份有限公司（一家在香港聯交所上市的公司（股票代碼：1099））財務及資產管理部部长以及曜金（上海）私募基金管理有限公司（曾用名：國藥中金（上海）私募股權投資管理有限公司）的獨立董事。馮先生於2016年7月加入本集團，現任本集團副總裁兼首席財務官，負責財務相關工作。

此外，馮先生曾經或目前在本集團多家附屬公司擔任董事職務。主要包括，馮先生自2020年7月至2023年12月擔任上海魚子科技有限公司的董事；自2020年8月起擔任上海昆藥生物科技有限公司的董事；以及自2022年1月起擔任上海怡頁生物科技有限公司的董事長。



Biographical Details of Directors, Supervisors and Senior Management

董事、監事及高級管理層之履歷詳情

Mr. Feng obtained a bachelor's degree in management from Shanghai University of Finance and Economics (上海財經大學) in the PRC in July 2001 and a Master of Business Administration from China Europe International Business School (中歐國際工商學院) in the PRC in October 2015. Mr. Feng was accredited as a certified public accountant (non-practicing) by the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) and as a chartered certified accountant by the Association of Chartered Certified Accountants.

Ms. Song Yang (宋洋), aged 34, is our executive Director. Ms. Song joined our Group in December 2013, and was once the director of projects, the general manager of our global new product innovation center and the general manager of One Leaf brand division of our Group, and is currently the vice president of our Group, responsible for research and development, and product innovation of the Group.

Ms. Song obtained a bachelor's degree in literature from Xianda College of Economics and Humanities, Shanghai International Studies University (上海外國語大學賢達經濟人文學院) in the PRC in July 2012.

NON-EXECUTIVE DIRECTORS

Ms. Li Hanqiong (李寒窮), aged 46, is our non-executive Director. Ms. Li served as a vice president at Youngor (Hong Kong) Industrial Company Limited (雅戈爾(香港)實業有限公司), and the chief executive officer of Youngor Garment Holdings Co., Ltd. (雅戈爾服裝控股有限公司). Ms. Li is currently the chairman of the board and chief executive officer of Youngor Investment Co., Ltd. (雅戈爾投資有限公司), the chairman of the board of Youngor Fashion (Shanghai) Technology Co., Ltd. (雅戈爾時尚(上海)科技有限公司), the chairman of the board of Youngor Garment Holdings Co., Ltd. (雅戈爾服裝控股有限公司), and the vice chairman of the board and chief executive officer of Youngor Fashion Co., Ltd. (雅戈爾時尚股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 600177)).

馮先生於2001年7月取得中國上海財經大學的管理學學士學位，並於2015年10月取得中國中歐國際工商學院的工商管理碩士學位。馮先生獲中國註冊會計師協會認可為註冊會計師(非執業)及獲英國特許公認會計師公會認可為特許公認會計師。

宋洋女士，34歲，執行董事。宋女士於2013年12月加入本集團，曾任本集團項目總監、全球新品創新中心總經理、一葉子品牌事業部總經理，現任本集團副總裁，負責本集團研發及產品創新工作。

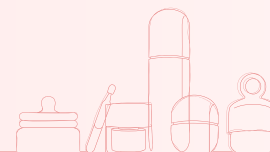
宋女士於2012年7月取得中國上海外國語大學賢達經濟人文學院的文學學士學位。

非執行董事

李寒窮女士，46歲，非執行董事。李女士曾任雅戈爾(香港)實業有限公司的副總裁，雅戈爾服裝控股有限公司首席執行官。現任雅戈爾投資有限公司的董事長兼首席執行官，雅戈爾時尚(上海)科技有限公司董事長，雅戈爾服裝控股有限公司董事長，雅戈爾時尚股份有限公司(一家在上海證券交易所上市的公司(股票代碼：600177))副董事長兼首席執行官。

Biographical Details of Directors, Supervisors and Senior Management

董事、監事及高級管理層之履歷詳情



Ms. Li obtained a bachelor's degree in business administration from California State University in the US in December 2000 and an Executive Master of Business Administration from China Europe International Business School (中歐國際工商學院) in the PRC in September 2010.

Mr. Sun Hao (孫昊), aged 33, is our non-executive Director. Mr. Sun worked in Audit Department of Deloitte Touche Tohmatsu (Hong Kong office) and Advisory Practice of PricewaterhouseCoopers Limited in its Hong Kong office. Mr. Sun has been the director of Shanghai Premium Bright Global Capital Co. Ltd. (上海銘耀股權投資管理有限公司) since May 2017, primarily focusing on investments in consumer and retail sector.

Mr. Sun obtained a bachelor's degree in Business Economics from City University of Hong Kong in May 2013.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Leung Ho Sun Wilson (梁浩新), aged 43, is our independent non-executive Director. Mr. Leung worked at Credit Suisse Group (瑞士信貸銀行) and Ernst & Young (安永會計事務所), and served as a director of Madison Pacific Trust Limited (麥迪遜太平洋信託有限公司) from December 2018 to January 2024.

Mr. Leung obtained a bachelor's degree in Business Administration (Accounting and Finance) from the University of Hong Kong in December 2002. Mr. Leung is also a member of the Hong Kong Institute of Certified Public Accountants.

Ms. Luo Yan (羅妍), aged 40, is our independent non-executive Director. Ms. Luo served as an associate professor at the School of Management at Fudan University (復旦大學), and is currently a professor at the School of Management at Fudan University. Ms. Luo has also been serving as an independent non-executive director of Shanghai CEO Environmental Protection Technology Co., Ltd. (上海復潔環保科技有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 688335)) since July 2021; an independent non-executive director of 3 Peak Incorporated (思瑞浦微電子科技(蘇州)股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 688536)) since December 2019; and an independent non-executive director of Soochow Securities Co., Ltd. (東吳證券股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 601555)) since December 2023.

李女士於2000年12月取得美國加州州立大學工商管理學士學位，並於2010年9月取得中國中歐國際工商學院高級管理人員工商管理碩士學位。

孫昊先生，33歲，非執行董事。孫先生曾就職於德勤•關黃陳方會計師行(香港辦事處)審計部、羅兵咸永道會計師事務所香港辦事處的諮詢業務部。自2017年5月加入上海銘耀股權投資管理有限公司至今任執行董事，主要專注於消費及零售分部投資。

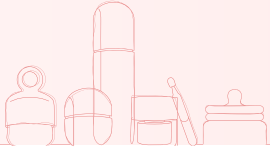
孫先生於2013年5月取得香港城市大學商業經濟學學士學位。

獨立非執行董事

梁浩新先生，43歲，獨立非執行董事。梁先生曾就職於瑞士信貸銀行及安永會計師事務所，自2018年12月至2024年1月擔任麥迪遜太平洋信託有限公司的董事。

梁先生於2002年12月取得香港大學工商管理(會計及金融)學士學位。梁先生亦為香港會計師公會會員。

羅妍女士，40歲，獨立非執行董事。羅女士曾任復旦大學管理學院副教授，現任復旦大學管理學院教授。羅女士自2021年7月起擔任上海復潔環保科技股份有限公司(一家在上海證券交易所上市的公司(股票代碼：688335))的獨立非執行董事；自2019年12月起擔任思瑞浦微電子科技(蘇州)股份有限公司(一家在上海證券交易所上市的公司(股票代碼：688536))獨立非執行董事；並自2023年12月起擔任東吳證券股份有限公司(一家在上海證券交易所上市的公司(股票代碼：601555))的獨立非執行董事。



Biographical Details of Directors, Supervisors and Senior Management

董事、監事及高級管理層之履歷詳情

Ms. Luo obtained a bachelor's degree in management from Shanghai University of Finance and Economics (上海財經大學) in the PRC in June 2005 and a doctorate degree in philosophy from the University of Hong Kong in November 2010. She was employed as a postdoctoral fellow at the School of Economics and Finance of the University of Hong Kong from November 2010 to February 2013.

Mr. Liu Yi (劉毅), aged 37, is our independent non-executive Director. In addition to his position in our Group, Mr. Liu has been a senior partner of Everbright Law Firm (上海市光大律師事務所) since July 2009, and a member of the Financial Instrument Business Specialized Committee of the Shanghai Lawyers Association (上海律師協會金融工具業務研究委員會).

Mr. Liu has been a researcher at the Land and Housing Policy Law Institute of East China University of Political Science and Law (華東政法大學土地與住宅政策法律研究所) since January 2010. He participated in the translation of Contemporary National Property Management Laws 《當代主要國家物業管理法》 in 2014.

Mr. Liu obtained a bachelor's degree in law from Anhui University (安徽大學) in the PRC in July 2006 and a master's degree in law from East China University of Political Science and Law (華東政法大學) in the PRC in June 2009. Mr. Liu was admitted to practice law in the PRC in March 2008.

SUPERVISORS

Mr. Li Tao (李濤), aged 48, is a Supervisor and the chairman of the Supervisory Committee. Mr. Li served as an audit manager of PricewaterhouseCoopers Zhong Tian LLP (普華永道中天會計師事務所) and the director of audit of Oppl Lighting Co., Ltd. (歐普照明股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 603515)). Mr. Li joined our Group in November 2016, and is currently the audit director of our Group, responsible for the internal audit matters. Mr. Li has also been serving as the supervisor of various subsidiaries of the Group, primarily including Shanghai Shumei Cosmetic Co., Ltd. (上海束美化妝品有限公司) since January 2021, Shanghai Kans Biotechnology Co., Ltd. (上海韓束生物科技有限公司) since March 2021, Shanghai Leading Investment Co., Ltd. (上海潮尚投資有限公司) since April 2021, and Shanghai Zhongyi Daily Chemical Co., Ltd. (上海中翊日化有限公司), Shanghai One Leaf Cosmetic Co., Ltd. (上海一葉子化妝品有限公司), Shanghai Baby Elephant Cosmetic Co., Ltd. (上海紅色小象化妝品有限公司), and Shanghai Kans Cosmetic Sales Service Co., Ltd. (上海韓束化妝品銷售服務有限公司) since May 2021.

羅女士於2005年6月取得中國上海財經大學管理學學士學位，於2010年11月取得香港大學哲學博士學位。彼於2010年11月至2013年2月獲香港大學經濟金融學院聘任為博士後研究人員。

劉毅先生，37歲，獨立非執行董事。除擔任本集團職位外，劉先生自2009年7月起一直擔任上海市光大律師事務所的高級合夥人，亦擔任上海律師協會金融工具業務研究委員會委員。

劉先生自2010年1月起擔任華東政法大學土地與住宅政策法律研究所研究員。彼於2014年參與翻譯《當代主要國家物業管理法》。

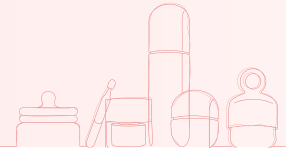
劉先生於2006年7月取得中國安徽大學法學學士學位，並於2009年6月取得中國華東政法大學法學碩士學位。劉先生於2008年3月在中國取得法律執業資格。

監事

李濤先生，48歲，監事、監事會主席。李先生曾任普華永道中天會計師事務所審計經理、歐普照明股份有限公司（一家在上海證券交易所上市的公司（股票代碼：603515））的審計總監。李先生於2016年11月加入本集團，現任本集團審計總監，負責內部審計工作。李先生亦一直擔任本集團多間附屬公司的監事，主要包括自2021年1月起擔任上海束美化妝品有限公司的監事；自2021年3月起擔任上海韓束生物科技有限公司的監事；自2021年4月起擔任上海潮尚投資有限公司的監事，以及自2021年5月起擔任上海中翊日化有限公司、上海一葉子化妝品有限公司、上海紅色小象化妝品有限公司及上海韓束化妝品銷售服務有限公司的監事。

Biographical Details of Directors, Supervisors and Senior Management

董事、監事及高級管理層之履歷詳情



Mr. Li obtained a bachelor's degree in physics from Nanjing University (南京大學) in the PRC in July 1998. Mr. Li is a certified public accountant, as accredited by Guam Board of Accountancy in June 2016, and a certified fraud examiner (註冊反舞弊調查師), as awarded by the Association of Certified Fraud Examiner in January 2020.

Mr. Li was further employed as the expert of Enterprise Anti-Fraud Alliance (企業反舞弊聯盟) in January 2020, and recognized as a member of Shanghai Criminology Society (上海市犯罪學學會) in April 2020.

Ms. Shi Tenghua (施滕花), aged 39, is a Supervisor. Ms. Shi was a manager of the finance department of Shanghai Robam Electric Appliance Sales Co., Ltd. (上海老闆電器銷售有限公司). Ms. Shi joined our Group in September 2017, and was once the manager and the senior manager of our finance department, the deputy financial director, the general manager of the e-commerce department II (電商二部) and the deputy general manager of One Leaf brand division. Ms. Shi is currently the brand director of our Group and deputy general manager of operation department.

Ms. Shi obtained a bachelor's degree in finance from Shandong University (山東大學) in the PRC in July 2007.

Ms. Cao Ying (曹瑛), aged 45, is an employee representative Supervisor. Ms. Cao served as a lawyer with Watson & Band (上海市華誠律師事務所); as the deputy general manager of the general management center and the director of the audit and legal department at Shanghai OCJ Co., Ltd. (上海東方數智購商務有限公司) (with the former name of Shanghai OCJ Co., Ltd. (上海東方希傑商務有限公司)); and as the director of legal department and representative of securities-related matters at Shanghai Milkground Food Tech Co., Ltd. (上海妙可藍多食品科技股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 600882)). Ms. Cao joined our Group in June 2020, and is currently the director of legal department of our Group, responsible for legal related matters.

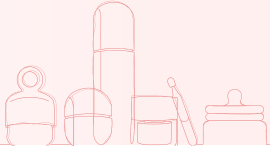
李先生於1998年7月取得中國南京大學物理學學士學位。李先生於2016年6月獲關島會計委員會認可為註冊會計師，以及於2020年1月獲美國註冊舞弊稽核審查師協會認證為註冊反舞弊調查師。

李先生於2020年1月獲進一步聘任為企業反舞弊聯盟的專家，並於2020年4月獲認可為上海市犯罪學學會會員。

施滕花女士，39歲，監事。施女士曾任上海老闆電器銷售有限公司財務經理。施女士於2017年9月加入本集團，曾任財務部經理、高級經理、財務副總監、電商二部總經理、一葉子品牌事業部副總經理。現任本集團品牌總監兼運營部副總經理。

施女士於2007年7月取得中國山東大學的金融學士學位。

曹瑛女士，45歲，職工代表監事。曹女士曾任上海市華誠律師事務所律師、上海東方數智購商務有限公司(曾用名：上海東方希傑商務有限公司)綜合管理中心的副總經理及審計法務部總監及上海妙可藍多食品科技股份有限公司(一家在上海證券交易所上市的公司(股票代碼：600882))法務部總監兼證券事務代表。曹女士於2020年6月加入本集團，現任本集團法務總監，負責法律相關工作。



Biographical Details of Directors, Supervisors and Senior Management

董事、監事及高級管理層之履歷詳情

Ms. Cao obtained a bachelor's degree in law from Shanghai University (上海大學) in the PRC in July 2000 and a master's degree in law from Fudan University (復旦大學) in the PRC in January 2014. Ms. Cao was admitted to practice law in the PRC in March 2001.

曹女士於2000年7月取得中國上海大學的法律學士學位，並於2014年1月取得中國復旦大學法律碩士學位。曹女士於2001年3月在中國取得法律執業資格。

SENIOR MANAGEMENT

高級管理層

Mr. Lyu is our executive Director, chief executive officer and the chairman of the Board. See "Executive Directors" in this section for the biographical details of Mr. Lyu.

呂先生為我們的執行董事、首席執行官兼董事長。有關呂先生的履歷詳情，請參閱本節「執行董事」。

Ms. Luo Yan (羅燕) is our executive Director and vice president. See "Executive Directors" in this section for the biographical details of Ms. Luo.

羅燕女士為我們的執行董事兼副總裁。有關羅女士的履歷詳情，請參閱本節「執行董事」。

Mr. Feng is our executive Director, vice president, and chief financial officer. See "Executive Directors" in this section for the biographical details of Mr. Feng.

馮先生為我們的執行董事、副總裁兼首席財務官。有關馮先生的履歷詳情，請參閱本節「執行董事」。

Ms. Song is our executive Director and vice president. See "Executive Directors" in this section for the biographical details of Ms. Song.

宋女士為我們的執行董事兼副總裁。有關宋女士的履歷詳情，請參閱本節「執行董事」。

Mr. Lian Ming (廉明), aged 40, is the secretary of the Board. Mr. Lian was once an employee of the Jiangsu branch of the China Petroleum and Chemical Corporation (中國石油化工股份有限公司江蘇石油分公司) (a company listed on the Shanghai Stock Exchange (stock code: 600028) and on the Hong Kong Stock Exchange (stock code: 386)), and served as the director and secretary of the board of directors of Guangdong Marubi Biotechnology Co., Ltd. (廣東丸美生物技術股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 603983)). Mr. Lian joined our Group in September 2020, and is currently the secretary of the Board of our Group.

廉明先生，40歲，董事會秘書。廉先生曾受僱於中國石油化工股份有限公司（一家在上海證券交易所（股票代碼：600028）及香港聯交所（股票代碼：386）上市的公司江蘇石油分公司，並曾任廣東丸美生物技術股份有限公司（一家在上海證券交易所上市的公司（股票代碼：603983））董事、董事會秘書。廉先生於2020年9月加入本集團，現任本集團董事會秘書。

Mr. Lian was recognized as "Guangzhou High-tier Financial Talent" by the Guangzhou Municipal Financial Regulatory Bureau in June 2020.

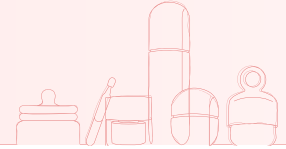
廉先生於2020年6月獲廣州市地方金融監督管理局選為「廣州高層次金融人才」。

Mr. Lian obtained a master's degree in law from Tsinghua University (清華大學) in the PRC in July 2009.

廉先生於2009年7月取得中國清華大學法律碩士學位。

Biographical Details of Directors, Supervisors and Senior Management

董事、監事及高級管理層之履歷詳情



JOINT COMPANY SECRETARIES

Mr. Lian is the secretary of the Board, and was appointed as the joint company secretary of our Group (“**Joint Company Secretaries**”) on 21 December 2021 with his appointment taking effect on the Listing Date. See “Senior Management” above for the biographical details of Mr. Lian.

Mr. Li Kin Wai (李健威), has been appointed as the Joint Company Secretary of our Group since 21 December 2021 with his appointment taking effect on the Listing Date where he is responsible for company secretarial matters of the Group.

Mr. Li Kin Wai has over 10 years of experience in the corporate secretarial and compliance services field. He is a senior manager of Corporate Services of Tricor Services Limited, a global professional service provider. He currently serves as company secretary or joint company secretary for a number of Hong Kong listed companies.

Mr. Li Kin Wai is a Chartered Secretary and a Chartered Governance Professional. He is also an associate of both The Hong Kong Chartered Governance Institute (HKCGI) and the Chartered Governance Institute (CGI) in the United Kingdom. Mr. Li obtained a bachelor’s degree and a master’s degree in corporate governance from the Open University of Hong Kong in August 2010 and November 2020, respectively.

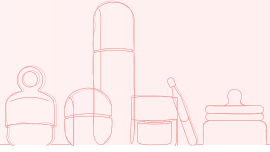
聯席公司秘書

廉先生為董事會秘書，並於2021年12月21日獲委任為本集團聯席公司秘書（「**聯席公司秘書**」），任期於上市日期起生效。有關廉先生的履歷詳情，請參閱上文「高級管理層」。

李健威先生自2021年12月21日起獲委任為本集團聯席公司秘書，任期於上市日期起生效，負責本集團的公司秘書事務。

李健威先生於公司秘書及合規服務領域擁有逾10年經驗。彼為全球專業服務供應商卓佳專業商務有限公司的企業服務高級經理。彼目前擔任多家香港上市公司的公司秘書或聯席公司秘書。

李健威先生為特許秘書及特許企業管治專業人員。彼亦為香港公司治理公會（HKCGI）及英國特許公司治理公會（CGI）的會員。李先生分別於2010年8月及2020年11月獲得香港公開大學企業管治學士學位及碩士學位。



Corporate Governance Report 企業管治報告

The board (the “Board”) hereby presents this corporate governance report (the “Corporate Governance Report”) in the Company’s annual report for the year ended 31 December 2023.

董事會（「董事會」）謹此於本公司截至2023年12月31日止年度的年報中呈列本企業管治報告（「企業管治報告」）。

CORPORATE GOVERNANCE CULTURE

企業管治文化

Built on our vision, values and culture, we are committed to developing a positive corporate governance culture that allows employees across the Group to thrive, meet their full potential, and that enables our Company to deliver long-term sustainable growth and success.

我們致力以我們的願景、價值觀及文化為本，創建正面的企業管治文化，讓本集團員工發光發亮、盡展潛能，同時讓本公司實現長期可持續發展，並獲得成功。

OUR VISION 我們的願景

Our vision is to be a world-class influential cosmetics company that makes popular products enjoyed by consumers around the world.
我們的願景是做一家世界級有影響力的化妝品公司，做讓全球消費者喜愛的產品。

OUR VALUES 我們的價值

Diversity, Optimism, Innovation, Legacy
多元、樂觀、創新、傳承。

OUR CULTURE 我們的文化

Because We Love
因為喜歡

CORPORATE GOVERNANCE PRACTICES

企業管治常規

The Board is committed to maintaining high corporate governance standards.

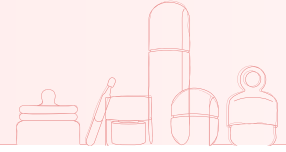
董事會致力於保持高標準的企業管治。

The Board believes that high corporate governance standards are essential in providing a framework for the Company to safeguard the interests of the shareholders of the Company (the “Shareholder(s)”), enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

董事會相信，高標準的企業管治乃為本公司提供框架以保障本公司股東（「股東」）權益、提升企業價值、制定其業務策略及政策以及提高其透明度及問責性所必需。

The Company has adopted the principles and code provisions of the Corporate Governance Code (the “CG Code”) on the The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) as the basis of the Company’s corporate governance practices.

本公司已採納香港聯合交易所有限公司（「聯交所」）企業管治守則（「企業管治守則」）的原則及守則條文作為本公司的企業管治常規基準。



For the year ended 31 December 2023, the Company has complied with all the applicable code provisions as set out in the CG Code, except for Code Provision C.2.1 described in the paragraph headed “Chairman and Chief Executive Officer”. The Board will continue to review and monitor the code of corporate governance practices of the Company with an aim to maintaining a high standard of corporate governance.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) contained in Appendix C3 to the the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) as its code of conduct regarding dealings in the securities of the Company by the directors (the “**Director(s)**”) and the supervisors of the Company (the “**Supervisors**”), and the Group’s employees who, because of his/her office or employment, are likely to possess inside information in relation to the Group or the Company’s securities. Specific enquiries have been made to all Directors and Supervisors and the Directors and Supervisors have confirmed that they have complied with the Model Code during the Reporting Period.

No incident of non-compliance of the Model Code by the employees was noted by the Company for the Reporting Period.

BOARD OF DIRECTORS

The Company is headed by an effective Board which assumes responsibility for its leadership and control and be collectively responsible for promoting the Company’s success by directing and supervising the Company’s affairs. Directors take decisions objectively in the best interests of the Company.

The Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business and regularly reviews the contribution required from a Director to perform his responsibilities to the Company and whether the Director is spending sufficient time performing them that are commensurate with their role and the Board responsibilities. The Board includes a balanced composition of executive directors and non-executive directors (including independent non-executive directors) so that there is a strong independent element on the Board, which can effectively exercise independent judgement.

截至2023年12月31日止年度，本公司已遵守企業管治守則所載的所有適用守則條文，惟「董事長及首席執行官」一段所述的守則條文第C.2.1條除外。董事會將繼續檢討及監察本公司的企業管治常規守則，以維持高標準的企業管治。

證券交易的標準守則

本公司已採納香港聯合交易所有限公司證券上市規則（「上市規則」）附錄C3所載上市發行人董事進行證券交易的標準守則（「標準守則」）作為有關董事（「董事」）及本公司監事（「監事」）以及本集團僱員（因其職務或工作而可能掌握有關本集團或本公司證券的內幕消息）進行本公司證券交易的行為守則。本公司已向全體董事及監事作出具體查詢，且董事及監事已確認彼等於報告期內一直遵守標準守則。

於報告期內，本公司並無發現僱員違反標準守則的事件。

董事會

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

本公司董事會成員於切合本公司業務所需之技能、經驗及多元觀點中取得平衡，並定期檢討董事就履行其對本公司的職責而須作出的貢獻以及董事是否付出足夠時間履行與其角色及董事會職責相稱的職責。董事會的執行董事及非執行董事（包括獨立非執行董事）組成均衡，使董事會可具備有力的獨立元素，有效作出獨立判斷。



Board Composition

The composition of the Board as at the date of this annual report is as follows:

Executive Directors

Mr. Lyu Yixiong (*Chairman of the Board and chief executive officer*)
Ms. Luo Yan (羅燕女士)
Mr. Feng Yifeng
Ms. Song Yang

Non-executive Directors

Ms. Li Hanqiong
Mr. Sun Hao

Independent Non-executive Directors

Mr. Leung Ho Sun Wilson
Ms. Luo Yan (羅妍女士)
Mr. Liu Yi

The biographical information of the Directors is set out in the section headed “Biographical Details of Directors, Supervisors and Senior Management” on pages 31 to 38 of this annual report. Save as disclosed therein, there is no other relationships (including financial, business, family or other material/relevant relationship(s)) between the Board members and the Chief Executive Officer.

Board Meetings and Directors’ Attendance Records

Regular Board meetings should be held at least four times a year involving active participation of the Directors, either in person or through electronic means of communication.

During the Reporting Period, the Board held four Board meetings.

董事會組成

於本年報日期，董事會的組成如下：

執行董事

呂義雄先生 (*董事長兼首席執行官*)
羅燕女士
馮一峰先生
宋洋女士

非執行董事

李寒窮女士
孫昊先生

獨立非執行董事

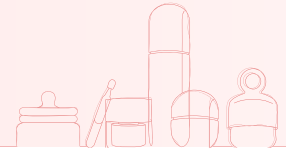
梁浩新先生
羅妍女士
劉毅先生

董事履歷資料載於本年報第31至38頁的「董事、監事及高級管理層之履歷詳情」一節。除該節所披露者外，董事會成員與首席執行官之間，概無任何其他關係（包括財務、業務、家族或其他重大／相關關係）。

董事會會議及董事出席紀錄

董事會定期會議應每年至少舉行四次，董事親身出席，或透過電子通訊方法積極參與。

於報告期內，董事會舉行四次董事會會議。



The attendance record of each Director during their respective tenure of office at the Board meeting of the Company held during the Reporting Period is set out in the table below:

各董事於各自任期內出席本公司於報告期內舉行的董事會會議的記錄載於下表：

Name of Director	董事姓名	Attendance/Number of Board Meetings 出席次數／董事會會議次數
Executive Directors		
Mr. Lyu Yixiong	呂義雄先生	4/4
Ms. Luo Yan (羅燕女士)	羅燕女士	4/4
Mr. Feng Yifeng	馮一峰先生	4/4
Ms. Song Yang	宋洋女士	4/4
Non-executive Directors		
Ms. Li Hanqiong	李寒窮女士	4/4
Mr. Sun Hao	孫昊先生	4/4
Independent Non-executive Directors		
Mr. Leung Ho Sun Wilson	梁浩新先生	4/4
Ms. Luo Yan (羅妍女士)	羅妍女士	4/4
Mr. Liu Yi	劉毅先生	4/4

General Meeting

During the Reporting Period, three general meetings were held and the attendance record of each Director is set out in the table below:

股東大會

於報告期內，已舉行三次股東大會且各董事的出席記錄載於下表：

Name of Director	董事姓名	Attendance/Number of general meeting(s) 出席次數／股東大會次數
Executive Directors		
Mr. Lyu Yixiong	呂義雄先生	3/3
Ms. Luo Yan (羅燕女士)	羅燕女士	3/3
Mr. Feng Yifeng	馮一峰先生	3/3
Ms. Song Yang	宋洋女士	3/3
Non-executive Directors		
Ms. Li Hanqiong	李寒窮女士	3/3
Mr. Sun Hao	孫昊先生	3/3
Independent Non-executive Directors		
Mr. Leung Ho Sun Wilson	梁浩新先生	3/3
Ms. Luo Yan (羅妍女士)	羅妍女士	3/3
Mr. Liu Yi	劉毅先生	3/3



Responsibilities, Accountabilities and Contributions of the Board and Management

The Board should assume responsibility for leadership and control of the Company; and is collectively responsible for directing and supervising the Company's affairs.

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

All Directors, including non-executive Directors and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them.

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

The Company has arranged appropriate insurance coverage on Directors', Supervisors' and senior management's liabilities in respect of any legal actions taken against Directors, Supervisors and senior management arising out of corporate activities.

董事會及管理層各自的職責、責任及貢獻

董事會應承擔領導及監控本公司之責任；以及集體負責指導及監管本公司之事務。

董事會直接及間接透過其委員會，帶領並提供指導予管理層，制定策略及監察其實施、監察本集團之營運及財務表現，以及確保設有良好之企業管治、內部監控及風險管理系統。

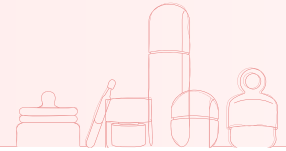
全體董事（包括非執行董事及獨立非執行董事）擁有廣泛的寶貴業務經驗、知識及專業精神，有助於董事會高效及有效運作。獨立非執行董事負責確保本公司之高標準監管報告，並在董事會中提供平衡，以就企業行動和營運提出有效之獨立判斷。

全體董事均可全面並及時取得本公司所有資料以及可應要求在適當情況下尋求獨立專業意見，以向本公司履行其職責，費用由本公司承擔。

董事須向本公司披露彼等擔任之其他職務之詳情。

董事會保留有關政策事宜、策略及預算、內部監控及風險管理、重大交易（特別是可能涉及利益衝突者）、財務資料、委任董事及本公司其他重大營運事宜之所有重要事項之決定權。有關執行董事會決策、指導及協調本公司日常營運及管理之職責轉授予管理層。

本公司已就因公司活動而產生針對董事、監事及高級管理層之任何法律行動為董事、監事及高級管理層安排適當的責任保險。



Chairman and Chief Executive Officer

Code Provision C.2.1 of the CG Code states that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Lyu Yixiong is both the chairman of the Board and the chief executive officer of the Company. Notwithstanding the deviation from Code Provision C.2.1 of the CG Code, given Mr. Lyu Yixiong's extensive knowledge and experience of the Group's business, the Board considers that vesting the roles of both chairman of the Board and chief executive officer of the Company in the same person brings the benefit of ensuring consistent leadership within the Group and enabling more effective and efficient overall strategic planning for the Group. The Board believes that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and efficiently.

The Board will nevertheless continue to review the structure from time to time and consider the appropriate move to take when appropriate.

Independent Non-executive Directors

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

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his/her independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

Board Independence Evaluation

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

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

董事長及首席執行官

企業管治守則的守則條文C.2.1列明董事長與首席執行官的角色應有區分，不應由一人同時兼任。呂義雄先生兼任本公司董事長及首席執行官。儘管與企業管治守則的守則條文C.2.1有所偏離，惟鑒於呂義雄先生對本集團業務擁有豐富知識及經驗，董事會認為，本公司董事長及首席執行官的角色由一人同時兼任有利於確保本集團內部的領導一致，並為本集團實現更有效及更有效率的整體策略規劃。董事會相信，現時安排下的權力與權限平衡不會受到損害，而此架構將使本公司能夠迅速有效地作出決策並予以執行。

儘管如此，董事會將繼續不時檢討有關架構，並考慮在適當時採取適當舉措。

獨立非執行董事

於報告期內，董事會一直遵守上市規則有關委任至少三名獨立非執行董事（佔董事會成員人數至少三分之一）而其中至少一名獨立非執行董事具備適當的專業資格或會計或相關財務管理的專長之規定。

本公司已收取各獨立非執行董事根據上市規則第3.13條所載獨立性指引就其獨立性發出的年度書面確認函。本公司認為，全體獨立非執行董事均屬獨立。

董事會獨立性評估

本公司已制定董事會獨立性評估機制（其中載列確保董事會具有強大的獨立元素的過程及程序），使董事會能夠有效地行使獨立判斷力，更好地維護股東權益。

評估旨在提升董事會效率、最大限度地發揮優勢，並確定需要改進或進一步發展的領域。評估過程亦澄清本公司須採取以維持並提升董事會表現的行動，如針對各董事的個人培訓及發展需求。



Pursuant to the Board Independence Evaluation Mechanism, the Board had conducted annual review on its independence during the Reporting Period.

Appointment and Re-election of Directors

Under the articles of association of the Company (the “Articles” or “Articles of Association”), Directors (including non-executive Directors) shall be elected or replaced at the general meeting with a term of three years. The term of office of a director shall be from the date of his appointment until the expiration of the term of office of the current board of directors. Each of the current non-executive Directors have been appointed on the following dates:

Directors 董事	Appointment Date 委任日期
Non-executive Directors 非執行董事	
Ms. Li Hanqiong 李寒窮女士	16 December 2020 2020年12月16日
Mr. Sun Hao 孫昊先生	30 September 2022 2022年9月30日
Independent Non-executive Directors 獨立非執行董事	
Mr. Leung Ho Sun Wilson 梁浩新先生	21 December 2021 2021年12月21日
Ms. Luo Yan (羅妍女士) 羅妍女士	21 December 2021 2021年12月21日
Mr. Liu Yi 劉毅先生	21 December 2021 2021年12月21日

A Director may serve consecutive terms if re-elected upon the expiry of his/her term. A Director shall continue to perform his duties in accordance with the laws, administrative regulations, department rules, Listing Rules and Articles until a duly re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his term of office, or if the resignation of directors results in the number of directors being less than the quorum. The Articles also provides that each Director appointed to fill a casual vacancy or as addition to the Board shall hold office until the first general meeting after his/her appointment. The retiring Directors shall be eligible for re-election.

Each of the executive Directors, non-executive Directors, independent non-executive Directors and Supervisors has entered into a service contract or appointment letter with the Company with a specific term.

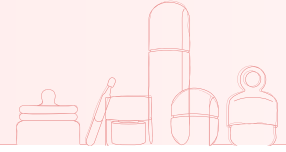
根據董事會獨立性評估機制，董事會已於報告期內對其獨立性進行年度審核。

委任及重選董事

根據本公司章程（「公司章程」），董事（包括非執行董事）由股東大會選舉產生或更換，每屆任期三年。董事任期從就任之日起計算，至本屆董事會任期屆滿時為止。現有非執行董事均已自下列日期起獲委任：

董事任期屆滿可以重選連任。若於其任期屆滿前未及時進行重選，或若董事的離任導致董事數目少於法定人數，則董事須繼續依照法律、行政法規、部門規章、上市規則及公司章程履行其職責，直至正式膺選連任的董事接任為止。公司章程亦規定，獲委任以填補臨時空缺或加入董事會的各董事將任職至其獲委任後的首次股東大會。退任董事可應選連任。

執行董事、非執行董事、獨立非執行董事及監事均已與本公司訂立指定期限的服務合同或委任函。



The service term of the first session of the Board of Directors and the first session of the Supervisory Committee have expired on 15 December 2023. The term of office of the first session of the Board of Directors and the first session of the Supervisory Committee are extended to the date on which the new session of the Board of Directors and the Supervisory Committee are approved at the forthcoming AGM and the new session of the Board of Directors and the Supervisory Committee formally assumes their duties. On 21 March 2024, the Nomination Committee nominated part of members of the first session of the Board of Directors of the Company (namely, Mr. Lyu Yixiong, Ms. Luo Yan (羅燕), Mr. Feng Yifeng and Ms. Song Yang, who are the Executive Directors, Ms. Li Hanqiong and Mr. Sun Hao, who are the Non-executive Directors, and Mr. Leung Ho Sun Wilson and Ms. Luo Yan (羅妍), who are the Independent Non-executive Directors) to the Board for it to recommend to the Shareholders for re-election at the forthcoming AGM. Mr. Li Yang (李洋) has also been nominated as an Independent Non-executive Director to recommend to the Shareholders for election at the forthcoming AGM. The nominations were made in accordance with the Company's terms of reference of the Nomination Committee and the Board Diversity Policy.

Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Every newly appointed Director has received a formal and comprehensive induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements. Such induction shall be supplemented by visits to the Company and meetings with senior management of the Company.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for Directors would be arranged and reading material on relevant topics would be provided to Directors where appropriate.

All Directors are encouraged to attend relevant training courses at the Company's expenses.

本公司第一屆董事會及第一屆監事會的服務年期已於2023年12月15日屆滿。本公司第一屆董事會及第一屆監事會的任期順延至即將舉行的股東週年大會上批准組成新一屆董事會、監事會並正式履職之日止。於2024年3月21日，提名委員會向董事會提名本公司第一屆董事會部分成員（即執行董事呂義雄先生、羅燕女士、馮一峰先生及宋洋女士；非執行董事李寒窮女士及孫昊先生；以及獨立非執行董事梁浩新先生及羅妍女士），以向股東推薦於即將舉行的股東週年大會上重選。另外，亦提名李洋先生為獨立非執行董事，以向股東推薦於即將舉行的股東週年大會上選舉。提名乃根據本公司提名委員會的職權範圍及董事會成員多元化政策而作出。

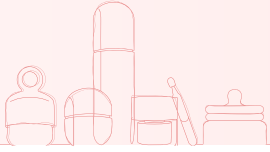
董事之持續專業發展

董事須掌握監管發展及動向以有效履行彼等的職責，從而確保彼等在具備全面資訊及切合所需情況下對董事會作出貢獻。

每名新委任董事於首次獲委任時已接受正式及全面的培訓，以確保其適當掌握本公司業務及營運，並完全知悉其根據上市規則及相關法律規定須承擔的董事職責及義務。此等培訓將以參觀本公司並與本公司的高級管理層會面輔助進行。

董事應持續參與適當的專業發展以建立及更新自身的知識及技能。本公司將在適當情況下為董事安排內部簡介會及向董事發出相關主題的閱讀材料。

本公司鼓勵所有董事出席相關培訓課程，費用由本公司承擔。



During the Reporting Period, the Company organized all Directors to continuously learn regulatory information related to Directors' duties and responsibilities. In addition, relevant reading materials covering Directors' duties and responsibilities have been provided to the Directors for their reference and studying.

於報告期內，本公司組織全體董事持續學習與董事職責與責任等相關的監管資訊。此外，本公司向董事提供涵蓋董事職責與責任的相關閱讀材料以供彼等參考及學習。

During the Reporting Period, the training records of the Directors are summarized as follows:

於報告期內，董事接受的培訓記錄概述如下：

Directors	董事	Type of Training ^{Note}	培訓類型 ^{附註}
Executive Directors		執行董事	
Mr. Lyu Yixiong	呂義雄先生		A, B
Ms. Luo Yan (羅燕女士)	羅燕女士		A, B
Mr. Feng Yifeng	馮一峰先生		A, B
Ms. Song Yang	宋洋女士		A, B
Non-executive Directors		非執行董事	
Ms. Li Hanqiong	李寒窮女士		A, B, C, D, E
Mr. Sun Hao	孫昊先生		A, B
Independent Non-executive Directors		獨立非執行董事	
Mr. Leung Ho Sun Wilson	梁浩新先生		A, B, C
Ms. Luo Yan (羅妍女士)	羅妍女士		A, B
Mr. Liu Yi	劉毅先生		A, B, C

Note:

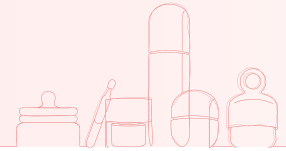
附註：

Types of Training

培訓類型

- A. Reading articles and journals on the latest listing rules and regulations, the duties, responsibilities and businesses of directors, and industry developments, etc.
- B. Obtaining learning resources related to new listing rules and regulations, the duties, responsibilities and businesses of directors, and industry developments, etc. through the Internet
- C. Attending seminars/conferences/forums/study workshops
- D. Giving a speech at seminars/conferences/forums/study workshops
- E. Attending internal training on ongoing compliance responsibilities, corporate governance and other relevant topics

- A. 閱讀有關最新之上市規則和條例，董事職責和業務及行業發展等的文章及期刊
- B. 透過網絡獲取與新上市規則和條例，董事職責和業務及行業發展等相關學習資源
- C. 參加研討會／會議／論壇／學習坊
- D. 於研討會／會議／論壇／學習坊發表演講
- E. 參加有關持續合規責任，公司治理和其他相關主題的內部培訓



BOARD COMMITTEES

The Board has established three committees, namely, the Audit Committee, Remuneration and Appraisal Committee and Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference of the Audit Committee, Remuneration and Appraisal Committee and Nomination Committee are published on the Company's website and the Stock Exchange's website and are available to Shareholders upon request.

Audit Committee

The Audit Committee consists of three members, namely Mr. Leung Ho Sun Wilson, Ms. Luo Yan (羅妍女士) and Mr. Liu Yi. All Audit Committee members are independent non-executive Directors. Mr. Leung Ho Sun Wilson is the chairman of the Audit Committee.

The terms of reference of the Audit Committee are of no less exacting terms than those set out in the Corporate Governance Code and the PRC laws. The primary responsibilities of the Audit Committee are (a) to make recommendations to the Board on the appointment, replacement and removal of the external auditor, to consider and approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal; (b) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee shall discuss with the external auditors the nature and scope of the audit and reporting obligations before the audit commences; (c) to develop and implement policy on engaging an external auditor to provide non-audit services; (d) to monitor internal audit system of the Company and ensure the implementation of such systems; (e) to facilitate communications between the internal audit department and external auditors; (f) to review the financial information and relevant disclosures of the Company; and (g) to monitor the Company in respect of financial reporting system, risk management and internal controls system. The Audit Committee shall report to the Board on its work.

During the Reporting Period, the Audit Committee has reviewed the annual results for the year ended 31 December 2023 and the interim results for the six months ended 30 June 2023, and reviewed the internal systems including financial reporting system, risk management, internal control systems and Anti-Corruption, Whistle-blowing and Rewarding System. The Audit Committee evaluated the reasonableness of the continuing connected transactions. The Audit Committee also assessed its own performance, its working rules and the composition of its members, and confirmed that the Company had complied with applicable laws and regulatory requirements such as the Corporate Governance Code and the Listing Rules.

During the Reporting Period, the Audit Committee met with the external auditors twice to discuss audit issues.

董事委員會

董事會已成立三個委員會，即審計委員會、薪酬與考核委員會及提名委員會，以監管本公司事務的特定方面。本公司所有董事委員會均已制訂具體的書面職權範圍，列明其權利及職責。審計委員會、薪酬與考核委員會及提名委員會的職權範圍刊登於本公司網站及聯交所網站，並可應要求時供股東查閱。

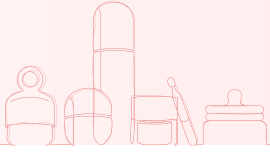
審計委員會

審計委員會由三名成員組成，即梁浩新先生、羅妍女士及劉毅先生。所有審計委員會成員均為獨立非執行董事。梁浩新先生為審計委員會主席。

審計委員會的職權範圍不遜於企業管治守則及中國法律所載條款。審計委員會的主要職責為檢討本公司財務狀況、審閱本公司的財務資料、就財務信息的真實性、完整性及準確性作出判斷、檢查內部監控制度的執行及效果。審計委員會的主要職責為(a)就外聘核數師的委任、撤換及罷免向董事會提供建議、審議及批准外聘核數師的薪酬及聘用條款，以及處理任何有關外聘核數師辭任或解僱問題；(b)按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效。審計委員會應於核數工作開始前，先與外聘核數師討論核數工作的性質及範疇以及有關申報責任；(c)就聘用外聘核數師提供非核數服務制定及執行政策；(d)監察本公司的內部審計制度並確保執行有關制度；(e)促進內部審計部門與外聘核數師之間的溝通；(f)審閱本公司的財務資料及相關披露事項；及(g)監察本公司的財務申報制度、風險管理及內部監控制度。審計委員會應向董事會匯報其工作。

報告期內，審計委員會已審閱截至二零二三年十二月三十一日止年度的年度業績和截至二零二三年六月三十日止六個月的中期業績，並已審閱財務匯報制度、風險管理、內部監控系統、反舞弊舉報獎勵制度等內部制度。審計委員會就持續關連交易的合理性進行了評估。審計委員會亦評估了其自身表現、工作細則及成員的組成，及確認本公司已遵守《企業管治守則》、《上市規則》等適用法律及監管規定。

於報告期內，審計委員會與外聘核數師進行兩次會議以商討審計事項。



During the Reporting Period, two Audit Committee meetings were held and the attendance records of the Audit Committee member is set out in the table below:

於報告期內，已舉行兩次審計委員會會議且審計委員會成員的出席記錄載於下表：

Name of Director	董事姓名	Attendance/Number of meeting(s) 出席次數／會議次數
Mr. Leung Ho Sun Wilson (<i>Chairman</i>)	梁浩新先生 (<i>主席</i>)	2/2
Ms. Luo Yan (羅妍女士)	羅妍女士	2/2
Mr. Liu Yi	劉毅先生	2/2

Remuneration and Appraisal Committee

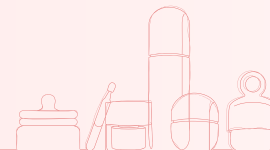
The Remuneration and Appraisal Committee consists of three members, namely Mr. Lyu Yixiong (executive Director), Ms. Luo Yan (羅妍女士) (independent non-executive Director) and Mr. Liu Yi (independent non-executive Director). Ms. Luo Yan is the chairperson of the Remuneration and Appraisal Committee.

薪酬與考核委員會

薪酬與考核委員會由三名董事組成，即呂義雄先生（執行董事）、羅妍女士（獨立非執行董事）及劉毅先生（獨立非執行董事）。羅妍女士為薪酬與考核委員會主席。

The terms of reference of the Remuneration and Appraisal Committee are of no less exacting terms than those set out in the Corporate Governance Code and the PRC laws. The primary functions of the Remuneration and Appraisal Committee include (a) to make recommendations to the Board on our Company's remuneration policy and structure for all Directors, Supervisors and senior management, and on the establishment of a formal and transparent procedure for developing the remuneration policy; (b) to review and approve the remuneration proposals of senior management with reference to the Board's corporate goals and objectives; (c) to make recommendations to the Board on the remuneration packages of the executive Director and senior management or to determine, with delegated responsibility, the remuneration packages of the executive Director and senior management. The remuneration packages shall include benefits in kind, pension rights and compensation payments (including compensation for loss or termination of their office or appointment); (d) to make recommendations to the Board on the remuneration of non-executive Directors; (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in our Group; (f) to review and approve the compensation payable to the executive Director and senior management for their loss or termination of office or appointment to ensure that such compensation is consistent with the contractual terms and is otherwise fair and not excessive; (g) to review and approve the compensation arrangements relating to dismissal or removal of the Directors for misconduct to ensure that such compensation is consistent with the contractual terms and is otherwise fair and not excessive; and (h) to ensure that no Director or any of his associates is involved in deciding his own remuneration.

薪酬與考核委員會的職權範圍不遜於企業管治守則及中國法律所載條款。薪酬與考核委員會的主要職能包括：(a)就本公司全體董事、監事及高級管理層的薪酬政策及架構以及就設立正規而具透明度的程序制定薪酬政策，向董事會提出建議；(b)參考董事會所訂的企業方針及目標而檢討及批准高級管理層的薪酬建議；(c)就執行董事及高級管理層的薪酬待遇向董事會提出建議，或按指定責任，釐定執行董事及高級管理層的薪酬待遇。薪酬待遇應包括實物福利、退休金權利及賠償金額（包括喪失或終止職務或任命的賠償）；(d)就非執行董事的薪酬向董事會提出建議；(e)考慮同類公司支付的薪酬、須付出的時間及職責以及本集團內其他職位的僱用條件；(f)檢討及批准向執行董事及高級管理層就其喪失或終止職務或任命而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，有關賠償亦須公平合理，不致過多；(g)檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等賠償與合約條款一致；若未能與合約條款一致，有關賠償亦須公平合理，不致過多；及(h)確保任何董事或其任何聯繫人不得參與釐定其本身的薪酬。



The following is a summary of work performed by the Remuneration and Appraisal Committee during the Reporting Period: (a) reviewed and made recommendations to the Board on the remuneration package of the Directors and senior management; (b) reviewed and made recommendations to the Board on the Company's policy and structure for the remuneration of the Directors and senior management; and (c) reviewed the performance of duties of Directors and senior management of the Company.

The remuneration of the Directors, Supervisors and senior management of the Company, whose biographical details are included in section headed "Biographical Details of Directors, Supervisors and Senior Management" of this annual report, for the year ended 31 December 2023 falls within the following bands:

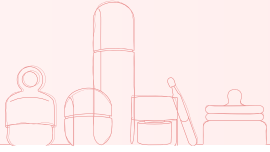
Remuneration (RMB)	薪酬(人民幣元)	Number of Individuals 人數
0-500,000	0至500,000	5
500,001-1,000,000	500,001至1,000,000	2
1,000,001-2,000,000	1,000,001至2,000,000	4
over 2,000,000	2,000,000以上	2

The Company's remuneration policy is to ensure that the remuneration offered to the Directors, Supervisors and senior management, is based on skill, knowledge, responsibilities and involvement in the Company's affairs. The remuneration and compensation packages of the Directors, Supervisors and senior management are also determined with reference to account salaries paid by comparable companies, time commitment and responsibilities of the Directors and Supervisors and the performance of the Group. The remuneration for the Directors and Supervisors comprises fees, salaries, allowances, benefits in kind, performance-related bonuses, equity-settled share-based compensation expense and pension scheme contributions. Non-executive Directors and Independent Non-executive Directors shall not receive options and awards to be granted under the Company's share option scheme and share award scheme. Individual Directors and senior management have not been involved in deciding their own remuneration.

以下為薪酬與考核委員會於報告期內的工作概要：(a)檢討董事及高級管理層的薪酬待遇並向董事會作出建議；(b)檢討本公司董事及高級管理層的薪酬政策及架構並向董事會作出建議；及(c)檢討本公司董事及高級管理層履行職責的情況。

截至2023年12月31日止年度，本公司董事、監事及高級管理層的薪酬於以下範圍內，其履歷詳情載於本年度報告「董事、監事及高級管理層之履歷詳情」一節：

本公司的薪酬政策確保董事、監事及高級管理層的薪酬乃根據技能、知識、對本公司事務的責任及投入程度而釐定。董事、監事及高級管理層的薪酬及薪酬待遇亦經參考可資比較公司支付的薪金、董事及監事所付出的時間及承擔的責任以及本集團的表現而釐定。董事及監事的薪酬包括袍金、薪金、津貼、實物福利、表現相關花紅、以權益結算股份為基礎的薪酬開支及退休金計劃供款。非執行董事及獨立非執行董事將不會根據本公司的購股權計劃及股份獎勵計劃獲授予購股權及獎勵。個別董事及高級管理層不可參與釐定彼等本身的薪酬。



During the Reporting Period, one Remuneration and Appraisal Committee meeting was held and the attendance records of the Remuneration and Appraisal Committee member is set out in the table below:

於報告期內，已舉行一次薪酬與考核委員會會議且薪酬與考核委員會成員的出席記錄載於下表：

Name of Director	董事姓名	Attendance/Number of meeting(s) 出席次數／會議次數
Ms. Luo Yan (羅妍女士) (Chairperson)	羅妍女士(主席)	1/1
Mr. Lyu Yixiong	呂義雄先生	1/1
Mr. Liu Yi	劉毅先生	1/1

Nomination Committee

The Nomination Committee consists of three members, namely Mr. Lyu Yixiong (executive Director), Ms. Luo Yan (羅妍女士) (independent non-executive Director) and Mr. Liu Yi (independent non-executive Director). Mr. Lyu Yixiong is the chairman of the Nomination Committee.

提名委員會

提名委員會由三名成員組成，即呂義雄先生（執行董事）、羅妍女士（獨立非執行董事）及劉毅先生（獨立非執行董事）。呂義雄先生為提名委員會主席。

The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the Corporate Governance Code and the PRC laws. The principal duties of the Nomination Committee include (a) to review the structure, size and composition of the Board (including the skills, knowledge and experience) at least annually and make recommendations on any proposed changes to the Board to complement our Company's corporate strategy; (b) to identify individuals suitably qualified to become board members and select and make recommendations to the Board on the selection of individuals nominated for directorships; (c) to assess the independence of the independent non-executive Directors; and (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors (in particular the chairman of the Board and the chief executive officer).

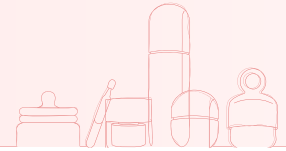
提名委員會的職權範圍不遜於企業管治守則及中國法律所載條款。提名委員會的主要職責包括 (a) 至少每年檢討董事會的架構、人數及組成（包括技能、知識及經驗方面），並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；(b) 物色具備合適資格可擔任董事會成員的個人，並挑選獲提名人士出任董事及就此向董事會提出建議；(c) 評核獨立非執行董事的獨立性；及 (d) 就董事任命或重新任命以及董事（尤其是董事長及首席執行官）繼任計劃向董事會提出建議。

In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity as set out in the Company's Board Diversity Policy. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

於評估董事會組成時，提名委員會將考慮本公司董事會多元化政策所載的多個方面及與董事會多元化有關的多種因素。提名委員會將會在必要的情況下討論及協定為達致董事會成員的多元化而制訂的可計量目標，並就此向董事會提供推薦意見以供採納。

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's relevant criteria as set out in the Board Diversity Policy that are necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board.

於物色及挑選合適的董事候選人時，提名委員會將會考慮董事會多元化政策所載為配合企業策略及達致董事會多元化所必要的相關候選標準（如適用），其後方會向董事會作出推薦意見。



During the Reporting Period, the Nomination Committee reviewed Board Diversity Policy and the standardized procedures for nominating Shareholders as the candidates for Directors, and reviewed the structure, size and composition (including the skills, knowledge and experience) of the Board annually. The Nomination Committee also accessed the independence of the Independent Non-executive Directors, and confirmed the time that the Non-executive Directors and Independent Non-executive Directors devoted to fulfilling their duties was sufficient.

During the Reporting Period, one Nomination Committee meeting was held and the attendance records of the Nomination Committee member is set out in the table below:

Name of Director	董事姓名	Attendance/Number of meeting(s) 出席次數／會議次數
Mr. Lyu Yixiong (<i>Chairman</i>)	呂義雄先生 (主席)	1/1
Ms. Luo Yan (羅妍女士)	羅妍女士	1/1
Mr. Liu Yi	劉毅先生	1/1

報告期內，提名委員會審閱了董事會多元化政策及股東提名人選參選董事的程序規範，並已對董事會的架構、人數及組成（包括技能、知識及經驗方面）進行了年度審閱。提名委員會亦評估了獨立非執行董事的獨立性，及確認非執行董事及獨立非執行董履行其職責而投入的時間充足。

於報告期內，已舉行一次提名委員會會議且提名委員會成員的出席記錄載於下表：

SUPERVISORY COMMITTEE

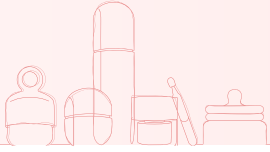
The Supervisory Committee is a supervisory body of the Company which is responsible for the supervision of the Board and its members and senior management so as to prevent them from the misuse of authority and infringement upon lawful rights of the Shareholders, the Company and the Company's employees. The number of members and the composition of the Supervisory Committee are in line with the provisions and requirements of the laws, regulations and the Articles. The Supervisory Committee is comprised of three Supervisors, of whom one was an employee representative democratically elected by the employees of the Company.

The biographical information of the Supervisors is set out in the section headed "Biographical Details of Directors, Supervisors and Senior Management" on pages 31 to 38 of this annual report.

監事會

監事會為本公司的監督機構，負責對董事會及其成員以及高級管理層進行監督，防止其濫用職權，侵犯股東、本公司及本公司僱員的合法權利。監事會的成員人數及組成符合法律、法規及公司章程的規定及要求。監事會由三名監事組成，其中一名為職工代表，由本公司職工民主推選產生。

監事之履歷詳情載於本年報第31至38頁「董事、監事及高級管理層之履歷詳情」一節。



BOARD DIVERSITY POLICY

The Company has adopted a Board Diversity Policy in order to enhance the effectiveness of the Board and to maintain a high standard of corporate governance.

Pursuant to the Board Diversity Policy, the Company seeks to achieve diversity of the Board through the consideration of a wide range of factors, including but not limited to gender, age, cultural and educational background, industry experience, technical capabilities, professional qualifications and skills, knowledge and length of service. The ultimate decision will be based on merit of the selected candidates and contribution that they will bring to the Board.

The Board has a balanced mixed of knowledge and skills, including overall management and strategic development, finance, accounting and risk management in addition to industry experience in cosmetics. The Directors obtained degrees in various majors including business administration, finance, accounting, economics and laws. The Company have three Independent Non-executive Directors with different industry background, representing one-third of the members of the Board.

For the purpose of implementation of the Board Diversity Policy, the Board has set the following measurable objectives to implement the Board Diversity Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives:

- (A) at least one of the members of the Board shall be female;
- (B) at least one-third of the members of the Board shall be independent non-executive Directors;
- (C) at least one of the members of the Board shall have obtained accounting or other professional qualifications/knowledge of environmental protection issues.

董事會多元化政策

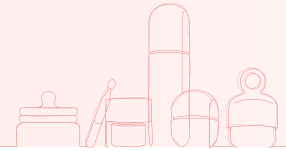
為提高董事會效率並維持企業管治的高標準，本公司已採納董事會多元化政策。

根據董事會多元化政策，本公司通過考慮多種因素，包括但不限於性別、年齡、文化及教育背景、行業經驗、技術能力、專業資格及技能、知識及服務年限，以尋求實現董事會多元化。最終決定將根據獲選候選人的長處及對董事會的貢獻作出。

董事會的知識和技能組合均衡，除化妝品行業的經驗外，還包括整體管理及戰略發展、財務、會計以及風險管理。董事已獲得包括工商管理、金融、會計、經濟學及法學在內的多個專業的學位。本公司擁有三名具有不同行業背景的獨立非執行董事，佔董事會成員的三分之一。

為實施董事會多元化政策，董事會設定以下可計量的目標，以實施董事會多元化政策，並不時檢討該等目標，以確保其適當性及確認實現該等目標的進度：

- (A) 至少一名董事會成員須為女性；
- (B) 至少三分之一的董事會成員須為獨立非執行董事；
- (C) 至少一名董事會成員須獲得會計或其他專業資格／環境保護事宜的知識。



An analysis of the Board's current composition based on the measurable objectives is set out below:

董事會的現行組成乃按可計量目標為基準，分析如下：

Gender

性別

Male:

男性：

Female:

女性：

5 Directors

5名董事

4 Directors

4名董事

Designation

職位

Executive Directors:

執行董事：

Non-executive Directors:

非執行董事：

Independent Non-executive Directors:

獨立非執行董事：

4 Directors

4名董事

2 Directors

2名董事

3 Directors

3名董事

Business Experience

業務經驗

Accounting & Finance:

會計與財務：

Legal:

法律：

Experience Related to the Company's Business:

與本公司業務有關的經驗：

2 Directors

2名董事

1 Director

1名董事

6 Directors

6名董事

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

提名委員會及董事會認為，現時的董事會組成已達致董事會多元化政策所載的目標。

The Nomination Committee will review the Board Diversity Policy annually to ensure its effectiveness.

提名委員會將每年審查董事會多元化政策，以確保其有效性。

Gender Diversity

The Company values gender diversity across all levels of the Group. The Company has taken, and will continue to take, steps to promote gender diversity at all levels of the Company, including but not limited to the Board and the senior management levels.

性別多元化

本公司重視本集團各個層面的性別多元化。本公司已經採取並將繼續採取措施以推進本公司各個層面的性別多元化，包括但不限於董事會及高級管理層面。



The following table sets out the gender ratio in the workforce of the Group as at 31 December 2023:

下表載列截至2023年12月31日，本集團員工的性別比例：

		Female 女性	Male 男性
Overall workforce	全體員工	1,341	542

The Board had targeted to achieve and had achieved at least 1 female Director, and considers that the above current gender diversity is satisfactory.

董事會的目標為實現並已實現至少一名的女性董事，並認為上述目前的性別多元化令人滿意。

The Company will continue to work to enhance gender diversity of the Board. The Board will use its best endeavors to appoint female Directors to the Board and the Nomination Committee will use its best endeavors to identify and recommend suitable female candidates to the Board for its consideration of appointment of Directors. The Company will also continue to ensure that there is gender diversity when recruiting staff from mid to senior level, such that it will have a pipeline of female management and potential successors to our Board in due time to ensure gender diversity of the Board. The Group will continue to emphasise training of female talents and provide long-term development opportunities for the female staff.

本公司將繼續努力加強董事會的性別多元化。董事會將盡最大努力委任女性董事加入董事會，且提名委員會將竭盡所能識別並向董事會推薦合適的女性候選人，供其考慮任命為董事。本公司亦將繼續確保在招聘中高層員工時保持性別多元化，由此其將在適當時候擁有女性管理層及董事會的潛在繼任者，以確保董事會的性別多元化。本集團將繼續重視女性人才的培養，並為女性員工提供長期發展機會。

Director Nomination Policy

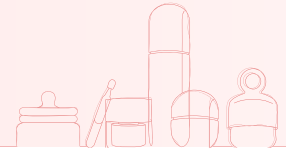
The Board has delegated its responsibilities and authority for selection and appointment of Directors to the Nomination Committee of the Company.

董事提名政策

董事會已將其甄選及委任董事的責任及權力授予本公司提名委員會。

The Company has adopted a Director Nomination Policy, as contained in the terms of reference of the Nomination Committee, which sets out the selection criteria and nomination process and the Board succession planning considerations in relation to nomination and appointment of Directors of the Company and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

本公司已採納董事提名政策（載於提名委員會的職權範圍內），當中載列有關提名及委任本公司董事的甄選條件及提名程序以及董事會繼任計劃所予考慮的因素，旨在確保董事會成員具備切合本公司所需的技巧、經驗及多元化觀點以及董事會的持續性及董事會層面的適當領導角色。



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

- (i) the Nomination Committee shall actively communicate with the relevant departments of the Company to assess the Company's demand for new directors and senior management, and produce materials in writing;
- (ii) the Nomination Committee may extensively seek for candidates for directors and senior management within the Company, its holding (shareholding) enterprises as well as the job market;
- (iii) the Nomination Committee shall collect and learn the information of the occupation, education background, job title, detailed working experience and all the part-time jobs of the initially proposed candidates, and produce materials in writing;
- (iv) to seek for the nominee's written consent to the nomination, otherwise, he/she shall not be considered as a candidate for directors and senior management;
- (v) to convene Nomination Committee meetings to review the qualifications of the initially proposed candidates according to the job requirements of directors and senior management;
- (vi) to submit proposals and the relevant materials to the Board in respect of candidates of directors and senior management within a reasonable period of time prior to the election of new directors and senior management; and
- (vii) to carry out other follow-up work according to the decision and feedback of the Board.

The Nomination Committee shall submit its decisions, recommendations and/or proposals to the Board for consideration and decision. Among which, the nomination of director candidates must be submitted to the general meeting of shareholders for review and approval after being reviewed by the Board and before implementation.

The criteria for assessing the suitability and the potential contribution to the Board of a proposed candidate as set out in the Board Diversity Policy, including but not limited to the following, are gender, age, cultural and educational background, industry experience, technical capabilities, professional qualifications and skills, knowledge and length of service.

董事提名政策所載委任新董事的提名程序載列如下：

- (i) 提名委員會應積極與本公司有關部門進行交流，研究本公司對新董事及高級管理層的需求情況並形成書面材料；
- (ii) 提名委員會可在本公司、其控股（參股）企業內部以及人才市場等廣泛搜尋董事及高級管理層人選；
- (iii) 提名委員會應搜集及了解初選人的職業、學歷、職稱、詳細的工作經歷、全部兼職等情況並形成書面材料；
- (iv) 徵求被提名人對提名的書面同意，否則不能將其作為董事及高級管理層人選；
- (v) 召集提名委員會會議，根據董事及高級管理層的任職條件，對初選人員進行資格審查；
- (vi) 在選舉新的董事和聘任新的高級管理層前合理時間內，向董事會提出董事候選人和新聘高級管理層人選的建議和相關材料；及
- (vii) 根據董事會決定和反饋意見進行其他後續工作。

提名委員會的決定、推薦意見及／或建議須提交董事會審議決定。其中，董事候選人的提名經董事會審議後，須提交股東大會審議通過後方可實施。

董事提名政策載列有關評估建議候選人合適性及對董事會可能作出的貢獻時所考慮的條件，包括但不限於以下各項：性別、年齡、文化及教育背景、行業經驗、技術能力、專業資格及技能、知識以及服務年期。



During the Reporting Period, there was no change in the composition of the Board.

The Nomination Committee will review the Director Nomination Policy, as appropriate, to ensure its effectiveness.

Corporate Governance Functions

In accordance with Code Provision A.2.1 of the CG Code, the Board is responsible for performing the corporate governance duties including:

- to develop and review the Company's policies and practices on corporate governance;
- to review and monitor the training and continuous professional development of Directors and senior management;
- to review and monitor the Company'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 employees and Directors; and
- to review the Company's compliance with Appendix C1 to the Listing Rules (CG Code) and disclosure in the Corporate Governance Report.

During the Reporting Period, the Board has performed the above duties.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board has established a risk management and internal control system in accordance with the requirements of paragraph D.2 under Section II of the CG Code, which is responsible for independently reviewing the adequacy and effectiveness of the risk management and internal control system of the Company, and continuously monitoring and reviewing the effectiveness of its operation once a year. The system aims to manage rather than eliminate the risk of failure to achieve business objectives, promote effective and efficient operations, reasonably ensure the reliability of financial reports and comply with applicable laws and regulations and protect the assets of the Group. The Board can only give reasonable but not absolute assurance that there will be no material misrepresentation or loss.

於報告期內，董事會組成並無變動。

提名委員會將適時審閱董事提名政策，以確保其行之有效。

企業管治職能

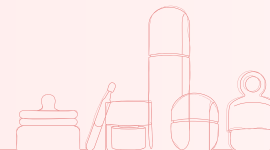
根據企業管治守則的守則條文第A.2.1條，董事會負責履行以下企業管治職責：

- 制定及檢討本公司的企業管治政策及常規；
- 檢討及監察董事及高級管理層的培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- 制定、檢討及監察適用於僱員及董事的操守準則及合規手冊（如有）；及
- 檢討本公司遵守上市規則附錄C1（企業管治守則）的情況及在企業管治報告內的披露。

於報告期內，董事會已履行上述職責。

風險管理和內部監控

董事會已按照企業管治守則第二部分第D.2段的要求建立了風險管理及內部監控系統，負責對本公司的風險管理及內部監控系統的充分性和有效性進行獨立審核，持續監督並每年至少檢討一次其運行的有效性。該系統旨在管理而非消除未能達成業務目標的風險，促進有效及高效運營，合理保證財務報告可靠性及遵守適用法律及法規以及保障本集團資產。董事會僅可就不會有重大的失實陳述或損失作出合理而非絕對的保證。



Characteristics of the Risk Management and Internal Control Organization System

In accordance with the requirements of code provision D.2.2 under Section II of the CG Code, the Group has established a sound risk management and internal control organization system which includes the Board, the Audit Committee, the Supervisory Committee, the management of the Group, the office of the Board, the internal audit department, the legal department and other departments to ensure that the Group has sufficient resources, qualified and experienced staffs, training courses and related budget for risk management and internal audit. The various departments of the Group are the first line of defense for risk management and internal control; the office of the Board and the management of the Group are the second line of defense; while the internal audit department, the legal department, the Audit Committee and the Supervisory Committee are the third line of defense. The Board bears the ultimate responsibility for the establishment and improvement of the Group's risk management and internal control system as well as the effective implementation of the risk management work, and serves as the highest decision maker for the Group's risk management and internal control.

Implementation of Risk Management and Internal Control

The Group reviews the effectiveness of the risk management and internal control systems every year and assesses all important monitoring aspects including supervision on financial, operation and compliance affairs, etc. based on the elements of internal control such as the internal environment, risk assessment, control activities, information and communication as well as internal supervision, and optimizes and updates the risk control mechanism. After risk assessment, the Company's major risks during the Reporting Period mainly involve business risks, financial risks, compliance risks, inside information and internal control risks. According to our actual situation, we have formulated practical and feasible response plans to effectively manage risks:

Business risks: The business risks the Group mainly faces in respect of its operations in the PRC include macro-economic risks, competition risks, supply chain risks, reputation risks and sustainability risks. The Board regularly reviews and identifies potential risks of the Group, and adjusts strategies and policies in a timely manner, to ensure that the business risks are controlled and managed.

風險管理和內部監控組織體系特點

根據企業管治守則第二部分第D.2.2條的要求，為確保本集團在風險管理和內部審核方面具備足夠的資源、員工資歷及經驗、足夠的培訓課程和有關預算，本集團建立了完善的風險管理和內部監控組織體系，包括董事會、審計委員會、監事會、本集團管理層、董事會辦公室、內部審計部門、法務部以及其他各部門。本集團各部門為風險管理和內部監控第一道防綫；本集團董事會辦公室和管理層為第二道防綫；內部審計部門、法務部、審計委員會及監事會為第三道防綫。董事會對本集團風險管理及內部監控體系的建立健全和風險管理工作的有效實施承擔最終責任，並作為本集團風險管理和內部監控的最高決策機構。

風險管理和內部監控工作開展

本集團每年對風險管理及內部監控系統的有效性進行檢討，根據內部環境、風險評估、控制活動、信息與溝通及內部監督等內部監控元素，對所有重要的監控方面，包括財務監控、運作監控及合規監控等進行評估。經過風險評估，本公司於報告期間的重大風險主要涉及業務風險、財務風險、合規風險、內幕消息及內部監控風險。我們根據企業實際情況制定了切實可行的應對方案對風險進行有效管理：

業務風險：本集團在中國經營業務，面臨的業務風險包括宏觀經濟風險、競爭風險、供應鏈風險、聲譽風險及可持續發展風險。董事會定期檢討並識別出本集團的潛在風險，及時調整策略和政策，確保業務風險已受控制及管理。



Financial risks: The Group has adopted financial risk management policies to control the Group's financial risk exposure, such as taxation risks and financial reporting risks. Also, the Board monitors the financial results and key operating statistics with the assistance of the Group's internal finance department on a regular basis.

Compliance risks: The Group has adopted internal procedures to monitor the Group's compliance risks to ensure that the Group has complied with the laws and regulations of the regions where the Group conducts business. In addition, the Group engages professional advisers from time to time to keep the Group updated with the latest development in the regulatory environments.

Formation of a Long-term Mechanism for Risk Management and Internal Control

We continue to improve risk management policies and procedures, specify the risk management structure and responsibilities. We identify major risks that hinder the achievement of objectives and control them within acceptable levels to ensure the achievement of business objectives, the improvement of operational efficiency, the reliability of financial reports and compliance with national regulations and other compliance requirements. We evaluate and check the effectiveness of our risk management and internal control systems through channels such as the management, business units in the risk management system, audit and inspection teams of the Group, external auditors, and external legal advisor to improve risk response measures. Meanwhile, in order to ensure the effective operation of the risk management system, the Audit Committee reviews and supervises the risk management work.

Our management focuses on business risks, financial risks and compliance risks. Through agile audits, it achieves more comprehensive and accurate risk control, identifies potential risks more quickly, and promotes the improvement in management and system processes to support the achievement of the mid- to long-term vision and strategic goals of the Company. The Group's management procedures for financial reporting and information disclosure, etc. are in strict compliance with the requirements of the Listing Rules. Office of the Board conducts information reporting, reviewing and disclosure in strict accordance with the Information Disclosure Management formulated by the Company. Prior to disclosing relevant information to the public, the Group will ensure that such information is kept confidential properly and will perform the obligation to inform and supervise the insiders of inside information as required.

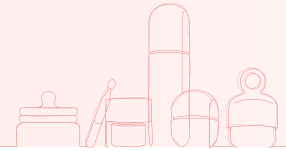
財務風險：本集團已採納財務風險管理政策，以控制本集團的財務風險，例如稅務風險及財務報告風險。而且，董事會在本集團內財務部門協助下，定期監督財務業績及主要營運數據。

合規風險：本集團已採納內部程序，監管本集團的合規風險，以確保本集團已遵守本集團業務經營所在地區的法律及法規。此外，本集團不時委聘專業顧問以保持本集團知悉規管環境的最新發展。

風險管理和內部監控長效機制形成

我們不斷完善風險管理政策及程序，明確風險管理的架構及職責權限。我們識別阻礙目標實現的重大風險，並將其控制在可接受水平內，保障業務目標的達成、運作效率的提升，確保財務報告可靠性及國家法規等合規要求的遵循。我們通過管理層、風險管理系統中各業務單元、本集團審計稽查團隊、外聘核數師及外聘法律顧問等渠道來評估與檢核我們風險管理及內部控制系統的有效性，完善風險應對措施。同時為保障風險管理系統的運作行之有效，審計委員會會對風險管理工作進行審核及監督。

我們的管理層專注於業務風險、金融風險及合規風險。通過敏捷審核，實現更全面、精準的風險控制，更快地發現風險隱患，督促管理、制度流程改善，以支持本公司中長期的願景及戰略目標的實現。本集團財務報告、信息披露等管理流程嚴格遵守上市規則的規定。董事會辦公室嚴格按照本公司制定的《信息披露管理制度》進行信息申報、審定及披露。本集團在向公眾披露有關消息前，將確保該消息適當保密，並按規定進行內幕信息知情人的義務告知及監督。



The Board reviewed the risk management and internal control during the Reporting Period and concluded that there had been no deficiency in material risk control nor any weakness in material risk control based on the outcome of the risk management and internal control work implemented by the Group. The Board was of the view that the risk management and internal control system of the Group is effective and sufficient.

Whistleblowing Policy

The Company has in place the Whistleblowing Policy for employees of the Company and those who deal with the Company to raise concerns, in confidence and anonymity, with the Audit Committee about possible improprieties in any matters related to the Company.

Anti-Corruption Policy

The Company has also in place the Anti-Corruption Policy to safeguard against corruption and bribery within the Company. The Company has an internal reporting channel that is open and available for employees of the Company to report any suspected corruption and bribery. Employees can also make anonymous reports according to the procedures as set out in the Whistleblowing Policy.

Disclosure of Inside Information Policy

The Company has developed its disclosure policy which provides a general guide to the Company's Directors, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries. Control procedures have been implemented to ensure that unauthorized access and use of inside information are strictly prohibited.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements with the support of the accounting and finance team.

The Directors have prepared the financial statements in accordance with the International Financial Reporting Standards issued by the International Accounting Standards Board. Appropriate accounting policies have also been used and applied consistently except the adoption of revised standards, amendments to standards and interpretation.

董事會已對報告期內風險管理及內部控制工作進行檢討並認為，本集團的風險管理及內部控制工作開展的結果表明，不存在重大風險控制失誤的情形，亦未發現重大風險控制弱項。董事會認為本集團的風險管理及內部控制系統是有效及足夠的。

舉報政策

本公司已制定舉報政策，讓本公司僱員及其他與本集團有往來者可以保密及不具名方式向審計委員會提出其對任何可能關於本公司的不當事宜的關注。

反腐政策

本公司亦已制定反腐政策，以杜絕本公司內部的任何腐敗行為。本公司對其僱員開放內部舉報通道，供其舉報任何疑似腐敗行為。同時，僱員也可根據舉報政策所載程序匿名舉報。

內幕消息披露政策

本公司已制定其披露政策，為本公司董事、高級管理層及相關僱員提供有關處理機密資料、監察消息披露及回應查詢的一般指引。本公司已實施監控程序，以確保嚴格禁止未經授權獲取及使用內幕消息。

董事有關財務報表之責任

董事知悉彼等須在會計及財務團隊的支持下負責編製財務報表。

董事已根據國際會計師公會頒佈的國際財務報告準則編製財務報表，並一直貫徹使用及應用合適的會計政策（經修訂準則的採納、準則及註釋的修改除外）。



The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. The financial statements of the Company are prepared on a going concern basis, the Directors are of the view that they give a true and fair view of the financial position, performance and cash flow of the Group for the year ended 31 December 2023, and the disclosure of other financial information and report therein complies with relevant legal requirements.

The statement of the external auditors of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report of this annual report.

AUDITORS' REMUNERATION

The remuneration paid and payable to the external auditors of the Company in respect of audit services and non-audit services for the year ended 31 December 2023 is set out below:

Service Category 服務類別		Fees Paid/Payable 已付／應付費用 (RMB'000) (人民幣千元)
Audit Services	核數服務	3,640.0
Non-audit Services	非核數服務	nil 零
Total	總計	3,640.0

JOINT COMPANY SECRETARIES

The Company has appointed Mr. Lian Ming, a full-time employee of the Company, and Mr. Li Kin Wai, a senior manager of corporate services of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services, as the Company's joint company secretaries.

All Directors have access to the advice and services of the joint company secretaries on corporate governance and board practices and matters. Mr. Lian, who is also the secretary to the Board, has been designated as the primary contact person at the Company which would work and communicate with Mr. Li on the Company's corporate governance and secretarial and administrative matters.

董事並不知悉任何有關可能對本公司按持續基準繼續經營的能力構成重大疑問的事件或情況的任何重大不明朗因素。本公司財務報表乃按持續經營準則編製，董事認為其真實及公平地反映了本集團截至2023年12月31日止年度的財務狀況、表現及現金流量，並符合相關的法定要求須予作出的其他財務資料披露及報告。

本公司外聘核數師有關彼等就財務報表之申報責任的聲明載於本年報獨立核數師報告內。

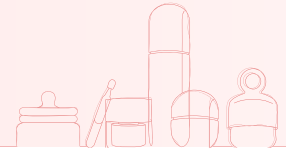
核數師薪酬

截至2023年12月31日止年度，就核數服務及非核數服務已付及應付本公司外聘核數師之薪酬載列如下：

聯席公司秘書

本公司已委任廉明先生（本公司全職僱員）及李健威先生（卓佳專業商務有限公司（一家專注於綜合商務、企業及投資者服務的全球專業服務提供商）的企業服務高級經理）作為本公司的聯席公司秘書。

所有董事已就企業管治及董事會慣例及事宜取得聯席公司秘書之意見及協助。廉先生（亦為董事會秘書）已獲指定為本公司的主要聯繫人，彼將就本公司的企業管治及秘書及行政事宜與李先生進行合作及溝通。



For the year ended 31 December 2023, Mr. Lian and Mr. Li have undertaken not less than 15 hours of relevant professional training respectively in compliance with Rule 3.29 of the Listing Rules. The biographies of Mr. Lian and Mr. Li are set out in the “Biographical Details of Directors, Supervisors and Senior Management” section of this annual report.

SHAREHOLDERS’ RIGHTS

Convening an Extraordinary General Meeting

Pursuant to Article 47 of the Articles, Shareholders severally or jointly holding ten percent (10%) or more of shares of the Company have the right to request the Board of Directors to convene an extraordinary general meeting and such request shall be made in writing to the Board of Directors. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, reply in writing as to whether the Board of Directors agrees or disagrees on the convening of the extraordinary general meeting within ten (10) days upon the receipt of the requisition.

If the Board of Directors agrees to convene an extraordinary general meeting, a convening notice shall be issued within five (5) days after the resolution of the Board of Directors. Any modification to the original requisition(s) shall be approved by the relevant shareholders.

If the Board of Directors disagrees to convene the extraordinary general meeting, or fails to issue a reply within ten (10) days upon receipt of the requisition(s), shareholders severally or jointly holding ten percent (10%) or more of the shares of the Company are entitled to propose to the Supervisory Committee to convene an extraordinary general meeting, and shall make such requests in writing to the Supervisory Committee.

If the Supervisory Committee agrees to convene the extraordinary general meeting, a convening notice will be issued within five (5) days upon the receipt of the request, and any modification to the original requisition(s) shall be approved by relevant shareholders.

In the event that the Supervisory Committee fails to issue the convening notice within the prescribed period, the Supervisory Committee will be deemed as not to convene or preside the general meeting. Shareholders severally or jointly holding ten percent (10%) or more of the shares of the Company for consecutive ninety (90) days may convene the general meeting and preside over on their own.

截至2023年12月31日止年度，廉先生及李先生已根據上市規則第3.29條分別進行不少於15個小時的相關專業培訓。廉先生及李先生的履歷載於本年報「董事、監事及高級管理層之履歷詳情」一節。

股東權利

召集臨時股東大會

根據公司章程第47條，單獨或合計持有本公司股份百分之十(10%)或以上的股東有權向董事會請求召開臨時股東大會，並應當以書面形式向董事會提出。董事會應當根據法律、行政法規及公司章程的規定，在收到請求後十(10)日內提出同意或不同意召開臨時股東大會的書面反饋意見。

董事會同意召開臨時股東大會的，應當在董事會決議案後的五(5)日內發出召開大會的通知，通知中對原請求的變更，應當徵得相關股東的同意。

董事會不同意召開臨時股東大會，或者在收到請求後十(10)日內未作出反饋的，單獨或合計持有本公司股份百分之十(10%)或以上的股東有權向監事會提議召開臨時股東大會，並應當以書面形式向監事會提出請求。

監事會同意召開臨時股東大會的，應在收到請求後五(5)日內發出召開大會的通知，通知中對原請求的變更，應當徵得相關股東的同意。

監事會未在規定期限內發出召開通知的，視為監事會不召集或主持股東大會，連續九十(90)日以上單獨或合計持有本公司股份百分之十(10%)或以上的股東可以自行召集及主持股東大會。



Putting Forward Proposals at General Meetings

Pursuant to the Article 52 of the Articles, Shareholders individually or collectively holding three percent (3%) or more of the total voting shares of the Company shall be entitled to propose new resolutions to the Company in writing which should be submitted to the convener ten (10) days prior to the convening of the general meeting. The convener of the general meeting shall issue a supplemental notice of general meeting to other shareholders within two (2) days of the receipt of such proposal to announce the contents of the provisional proposal and incorporate such newly proposed matters falling within the scope of duties of the general meeting into the agenda of such meeting for consideration at the general meeting.

Putting Forward Enquiries to the Board

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

Contact Details

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

Address: 25 Floor, Building B, No. 3300 Zhongshan North Road,
Putuo District, Shanghai, The People's Republic of China
(For the attention of the Board of Directors/Company
Secretary)

Telephone: (8621)52035333

Email: ir@kans.cn

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

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS/ INVESTOR RELATIONS

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

於股東大會上提呈提議

根據公司章程第52條，單獨或者合計持有公司有表決權的股份總數百分之三(3%)以上股份的股東，有權在股東大會召開十(10)日前以書面形式向公司提出新的提案並提交召集人，股東大會召集人應在收到提案後兩(2)日內發出股東大會補充通知，公告臨時提案的內容，通知其他股東，並將提案中屬於股東大會職責範圍內的事項，列入該次會議的議程提交股東大會審議。

向董事會作出查詢

就向董事會作出任何查詢而言，股東可向本公司發送書面查詢。本公司通常不會處理口頭或匿名查詢。

聯絡詳情

股東可透過以下方式發送彼等之上述查詢或要求：

地址：中華人民共和國上海市普陀區中山北路
3300號B座25樓（註明收件人為董事會／
公司秘書）

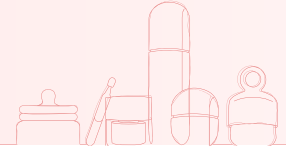
電話：(8621)52035333

電子郵件：ir@kans.cn

為免生疑問，股東必須遞交及發送正式簽署之書面要求、通知或聲明或查詢（視乎情況而定）之正本至上述地址，並提供彼等全名、聯絡詳情及身份，以令其生效。股東資料可根據法律規定予以披露。

與股東及投資者溝通／投資者關係

本公司認為，與股東有效溝通對加強投資者關係及讓投資者了解本集團業務表現及策略至關重要。本公司致力保持與股東之間的持續對話，尤其是透過股東週年大會及其他股東大會進行。於股東週年大會上，董事（或其委派代表（如適用））可與股東會面並解答其查詢。



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

Shareholders Communication Policy

The Company has in place a Shareholders Communication Policy. The policy aims at promoting effective communication with Shareholders and other stakeholders, encouraging Shareholders to engage actively with the Company and enabling Shareholders to exercise their rights as Shareholders effectively.

The Board has considered and reviewed the Shareholders Communication Policy and considers it to be effective.

The Company has established a number of channels for maintaining an on-going dialogue with its Shareholders as follows:

(a) Corporate Communication

“Corporate Communication” as defined under the Listing Rules refers to any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to the following documents of the Company: (a) the Directors’ report, annual accounts together with a copy of the auditor’s report and, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form. The Corporate Communication of the Company will be published on the Stock Exchange’s website (www.hkex.com.hk) in a timely manner as required by the Listing Rules. Corporate Communication will be provided to Shareholders and non-registered holders of the Company’s securities in both English and Chinese versions or where permitted, in a single language, in a timely manner as required by the Listing Rules. Shareholders and non-registered holders of the Company’s securities shall have the right to choose the language (either English or Chinese) or means of receipt of the Corporate Communication (in printed form or through electronic means).

為保障股東權益及權利，本公司將於股東大會上就每項基本上獨立之事項（包括選舉個別董事）提呈獨立決議案。所有於股東大會上提呈的決議案將根據上市規則以投票表決方式進行及投票結果將於各股東大會結束後於本公司及聯交所網站刊登。

股東通訊政策

本公司已制定股東通訊政策。該政策旨在促進股東與其他利益相關者之間的有效溝通，鼓勵股東積極與本公司建立密切關係及促使股東有效地行使其作為股東的權利。

董事會已考慮及審閱股東通訊政策並認為其有效。

本公司已建立以下多個途徑以持續與股東進行溝通：

(a) 公司通訊

上市規則所界定的「公司通訊」指本公司發出或將予發出以供其任何證券的持有人參照或採取行動的任何文件，包括但不限於本公司的以下文件：(a)董事會報告、年度賬目連同核數師報告及（如適用）財務摘要報告；(b)中期報告及（如適用）中期摘要報告；(c)會議通知；(d)上市文件；(e)通函；及(f)代表委任表格。本公司的公司通訊將按照上市規則規定及時地於聯交所網站（www.hkex.com.hk）發佈。公司通訊將以中、英文版本或（倘許可）單一語言按上市規則規定及時地向股東及非登記的本公司證券持有人提供。股東及非登記的本公司證券持有人應有權選擇收取公司通訊之語言版本（英文或中文）或收取方式（印刷本或透過電子形式）。



(b) Announcements and Other Documents pursuant to the Listing Rules

The Company shall publish announcements (on inside information, corporate actions and transactions etc.) and other documents (e.g. Articles of Association) on the Stock Exchange's website in a timely manner in accordance with the Listing Rules.

(c) Corporate Website

Any information or documents of the Company posted on the Stock Exchange's website will also be published on the Company's website (www.chicmaxgroup.com). Other corporate information about the Company's corporate governance will also be available on the Company's website.

(d) Shareholders' Meetings

The annual general meeting and other general meetings of the Company are primary forum for communication between the Company and its Shareholders. The Company shall provide Shareholders with relevant information on the resolutions(s) proposed at a general meeting in a timely manner in accordance with the Listing Rules. The information provided shall be reasonably necessary to enable Shareholders to make an informed decision on the proposed resolution(s). Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at the meetings for and on their behalf if they are unable to attend the meetings. Where appropriate or required, the Chairman of the Board and other Board members, the chairmen of board committees or their delegates, and the external auditors should attend general meetings of the Company to answer Shareholders' questions (if any).

(b) 根據上市規則的公告及其他文件

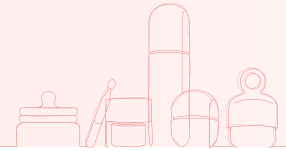
本公司將根據上市規則及時地於聯交所網站登載公告(關於內幕消息、企業行動及交易等事宜)及其他文件(例如公司章程)。

(c) 公司網站

任何登載於聯交所網站的本公司資料或文件亦將登載於本公司網站(www.chicmaxgroup.com)。有關本公司企業管治的其他企業資料亦將登載於本公司網站。

(d) 股東大會

本公司的股東週年大會及其他股東大會乃本公司與股東溝通的首要平台。本公司將按照上市規則及時地向股東提供在股東大會上提呈的決議案相關資料。所提供的資料應是合理所需，以使股東能夠就提呈決議案作出知情的決定。本公司鼓勵股東參與股東大會或在彼等未能出席大會時委任代表代其出席大會並於會上投票。在合適或有需要的情況下，董事長及其他董事會成員、董事會專門委員會的主席或其代表以及外聘核數師應出席本公司股東大會，並在會上回答股東提問(如有)。



(e) Shareholders' Enquiries

Enquiries about Shareholdings

Shareholders should direct their enquiries about their shareholdings to the Company's H share registrar, Tricor Investor Services Limited, via its online holding enquiry service at www.tricoris.com, or send email to is-enquiries@hk.tricorglobal.com or call its hotline at (852) 2980 1333, or go in person to its public counter at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

Enquiries about Corporate Governance or Other Matters to be put to the Board and the Company

The Company will not normally deal with verbal or anonymous enquiries. Shareholders may send any enquiries to the Board by email: ir@kans.cn or by post to 25 Floor, Building B, No. 3300 Zhongshan North Road, Putuo District, Shanghai, The People's Republic of China.

(f) Other Investor Relations Communication Platforms

Investor/analysts briefings, roadshows (both domestic and international), media interviews, marketing activities for investors and specialist industry forums etc. will be launched on a regular basis.

Amendments to Constitutional Documents

The Articles of Association was approved for amendment by the shareholders of the Company at the 2023 first extraordinary general meeting of the Company held on 16 October 2023 and an up to date version of the Articles of Association is also available on the Company's website and the Stock Exchange's website.

Dividend Policy

In relation to the dividend policy of the Company, please refer to "Report of the Board of Directors" in this annual report for details.

(e) 股東查詢

關於持股事項的查詢

股東應透過以下方式向本公司的H股證券登記處卓佳證券登記有限公司作出有關持股事項的查詢：www.tricoris.com的在綫持股查詢服務，或發電郵至is-enquiries@hk.tricorglobal.com，或致電熱線(852) 2980 1333，或親身往其公眾櫃檯（地址為香港夏愨道16號遠東金融中心17樓）。

向董事會及本公司提出關於企業管治或其他事項的查詢

本公司一般不會處理口頭或匿名查詢。股東可透過以下方式將書面查詢發送至董事會：電郵：ir@kans.cn，或郵寄：中華人民共和國上海市普陀區中山北路3300號B座25樓。

(f) 其他投資者關係通訊平台

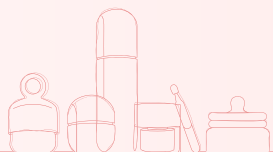
本公司會定期舉辦投資者／分析員簡介大會、本地及全球路演、傳媒訪問、投資者推廣活動及專題論壇等。

組織章程文件之修訂

本公司章程已獲本公司股東於2023年10月16日舉行的本公司2023年第一次臨時股東大會上批准修訂，而本公司章程之最新版本亦可於本公司網站及聯交所網站查閱。

股息政策

有關本公司股息政策的詳情，請參閱本年報「董事會報告」。



Report of the Board of Directors

董事會報告

The Board is pleased to present the annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2023 (the “**Consolidated Financial Statements**”).

CORPORATE INFORMATION

The Company was incorporated in the PRC with limited liability on 11 June 2004 and restructured to a joint-stock company with limited liability on 24 December 2020. The Company was listed on the Main Board of the Stock Exchange on 22 December 2022.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Group is a multi-brand cosmetics company and primarily engaged in research and development, manufacturing and sales of skincare and maternity and childcare products in the PRC.

The activities and particulars of the Company’s principal subsidiaries are shown under note 1 to the Financial Statements.

A fair review of the Group’s business during the year ended 31 December 2023, including an analysis of which using financial key performance indicators and the outlook of the Group’s business are provided in the sections headed “Chairman’s Statement” and “Management Discussion and Analysis” of this annual report, which forms part of this “Report of the Board of Directors”.

董事會欣然提呈本集團截至2023年12月31日止年度的年報及經審核綜合財務報表（「綜合財務報表」）。

公司資料

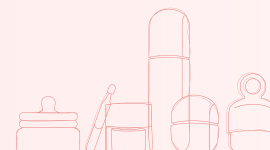
本公司於2004年6月11日在中國註冊成立並於2020年12月24日改制為股份有限公司。本公司於2022年12月22日在聯交所主板上市。

主要業務及業務回顧

本集團為一家多品牌化妝品公司，主要在中國從事護膚品及母嬰護理產品的研發、生產及銷售。

本公司主要附屬公司的活動及詳情列示於財務報表附註1。

本集團於截至2023年12月31日止年度對業務所作的中肯審核（包括運用財務表現關鍵指標所作的分析及本集團業務的前景）載於本年報「主席報告」及「管理層討論及分析」等節，其構成本「董事會報告」的一部分。



USE OF PROCEEDS FROM THE GLOBAL OFFERING

The shares of the Company (the “Share(s)”) were listed on the Main Board of the Stock Exchange on the Listing Date with net proceeds received by the Company from the Global Offering in the amount of approximately HK\$859.7 million⁽¹⁾ after deducting underwriting commissions and all related expenses. The following table sets forth the Company’s use of the proceeds from the Listing and the planned timetable as at 31 December 2023.

全球發售所得款項用途

本公司股份（「股份」）於上市日期在聯交所主板上市，而本公司自全球發售收取之所得款項淨額為約859.7百萬港元⁽¹⁾（經扣除包銷佣金及所有相關開支）。下表載明於2023年12月31日，本公司對於上市所得款項用途的使用情況及計劃時間表。

		Approximate percentage of the total net proceeds	Net proceeds from the Global Offering	Remaining net proceeds as at 31 December 2022	Utilised amount during the reporting period	Remaining net proceeds as of 31 December 2023	Expected time to utilize the remaining net proceeds in full
		佔所得款項總淨額的概約百分比	全球發售所得款項淨額	於2022年12月31日剩餘所得款項淨額	於報告期內已使用金額	截至2023年12月31日剩餘所得款項淨額	悉數使用剩餘所得款項淨額的預期時間
			(HKD' million) (百萬港元)	(HKD' million) (百萬港元)	(HKD' million) (百萬港元)	(HKD' million) (百萬港元)	
Branding activities to continue to enhance the brand image and raise brand awareness of our existing brands, as well as to establish the brand images of our new brands	品牌建設活動，以持續提升品牌形象並提高我們現有品牌的品牌認知度，以及為我們的新品牌建立品牌形象	32.0%	275.5	275.5	71.4	204.1	By 31 December 2026 截至2026年12月31日之前
Enhancing our R&D capabilities by strengthening our fundamental research and product development, to maintain the continuous innovation of our brands	提升我們的研發能力，通過加強基礎研究和產品開發，保持品牌的持續創新	12.2%	104.9	104.9	28.1	76.8	By 31 December 2026 截至2026年12月31日之前
Strengthen our production and supply chain capabilities, mainly involving the renovation of our production facilities, upgrading our automation equipment, and the expansion of production capacities in the Fengxian Plant	加強我們的生產及供應鏈能力，主要通過我們奉賢工廠生產設施的改造、自動化設備升級及產能擴張	19.8%	170.6	170.6	12.2	158.4	By 31 December 2024 截至2024年12月31日之前



		Approximate percentage of the total net proceeds 佔所得款項總淨額的概約百分比	Net proceeds from the Global Offering 全球發售所得款項淨額 (HKD' million) (百萬港元)	Remaining net proceeds as at 31 December 2022 於2022年12月31日剩餘所得款項淨額 (HKD' million) (百萬港元)	Utilised amount during the reporting period 於報告期內已使用金額 (HKD' million) (百萬港元)	Remaining net proceeds as of 31 December 2023 截至2023年12月31日剩餘所得款項淨額 (HKD' million) (百萬港元)	Expected time to utilize the remaining net proceeds in full 悉數使用剩餘所得款項淨額的預期時間
Increasing the breadth and depth of our sales networks to enhance the penetration of our products	增加我們銷售網絡的廣度和深度，加強我們產品的滲透率	18.0%	154.5	154.5	154.5	0.0	Fully Utilized 已悉數使用
Enhancing our digitization and information infrastructure	改善我們的數字化及信息基礎設施	8.0%	69.2	69.2	5.9	63.3	By 31 December 2024 截至2024年12月31日之前
Working capital and other general corporate purposes	營運資金及其他一般企業用途	9.9%	85.1	85.1	85.1	0.0	Fully Utilized 已悉數使用
Total⁽²⁾	總計⁽²⁾	100%	859.7	859.7	357.2	502.5	

Notes:

- (1) The total proceeds of approximately HK\$859.7 million include approximately HK\$835.1 million from the Global Offering in December 2022 and approximately HK\$24.6 million from the partial exercise of the Over-allotment Option in January 2023 as disclosed in the announcement of the Company dated 16 January 2023.
- (2) Any discrepancies in the above table between the total shown and the sum of the amounts listed are due to rounding.

附註：

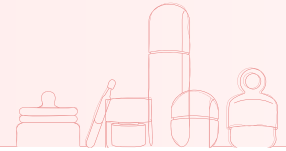
- (1) 所得款項總額約859.7百萬港元包括來自2022年12月全球發售的約835.1百萬港元及來自2023年1月部分行使超額配股權的約24.6百萬港元（誠如本公司日期為2023年1月16日的公告所披露）。
- (2) 倘上表總計數字和所列各項數字之和出現任何差異，皆因四捨五入所致。

The net proceeds have been and will be utilized in accordance with the purposes set out in the Prospectus.

所得款項淨額已經並將根據招股章程所載用途使用。

The expected timeline is based on the best estimation of future market conditions and business operations made by the Company currently, and will be subject to change based on future development of market conditions and actual business needs.

預期的時間表是基於本公司當前對未來市場狀況和業務經營情況作出的最佳估計，並將根據未來市場狀況的發展和實際業務需要進行調整。



RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2023 and the state of affairs of the Group as at 31 December 2023 are set out in the Consolidated Financial Statements on pages 117 to 124.

The Board recommends the payment of final dividends of RMB298.5 million (equals to RMB0.75 per share) for the year ended 31 December 2023 (2022: RMB0.25 per share).

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's financial condition, results of operations, and business prospects may be affected by a number of risks and uncertainties directly or indirectly pertaining to the Group's businesses. The following are the key risks and uncertainties identified by the Group. There may be other risks and uncertainties in addition to those shown below which are not known to the Group or which may not be material now but could turn out to be material in the future.

Business risks

- The domestic and foreign economic which in turn significantly impacted the Group's product manufacturing and led to the decrease in demand in the consumer market.
- Our business and future growth prospects rely on consumer demand for our products. Any shift in consumer demand, or any unexpected situation with a negative impact on consumer demand, may materially and adversely affect our business and results of operations.
- Our business depends on market recognition of our brands. Any damage to our reputation or brands may materially and adversely affect our business, financial condition and results of operations.
- Any quality issues related to our products or the cosmetics industry could result in a loss of customers and sales and, if related to our products, may subject us to product liability claims.

業績及分配

本集團截至2023年12月31日止年度的業績及本集團於2023年12月31日的事務狀況載於第117至124頁的綜合財務報表。

董事會建議派付截至2023年12月31日止年度的末期股息人民幣298.5百萬元(相當於每股人民幣0.75元)(2022年：每股人民幣0.25元)。

主要風險及不確定因素

本集團的財務狀況、經營業績及業務前景可能受到與本集團業務直接或間接相關的多種風險及不明朗因素的影響。以下為本集團知悉的主要風險及不確定因素。除下文所列者外，或會存在本集團並未知悉或目前可能不重要但日後可能變得重要的其他風險及不確定因素。

業務風險

- 國內外經濟等多重因素對本公司產品生產產生重大影響並導致消費市場需求下降。
- 我們的業務及未來增長前景取決於消費者對我們產品的需求。消費者需求的任何變化，或對消費者需求造成負面影響的任何意外情況，均可能會對我們的業務及經營業績造成重大不利影響。
- 我們的業務取決於我們品牌的市場認知度。我們聲譽或品牌的任何損害均可能會對我們的業務、財務狀況及經營業績造成重大不利影響。
- 與我們的產品或化妝品行業相關的任何質量問題均可能導致客戶及銷售損失，而倘有關問題牽涉我們的產品，我們可能會面臨產品責任索賠。



Operational risks

- Our sales and marketing strategies may not be able to adapt to market changes, which could harm our business, financial condition and results of operations.
- Our marketing activities may not be cost-effective in attracting consumers, which may in turn adversely affect our results of operations.
- Changes in supply, quality and costs of raw materials, transportation and other necessary supplies or services may impact our business, financial condition and results of operations.
- Any failure to obtain, maintain or renew any of the requisite licenses, permits, registrations and filings required for our business could adversely affect our operations.

Brand and products research and development risks

- Our efforts in developing, launching and promoting new brands and products, and diversifying our brand and product portfolio, may not be successful.
- Our efforts in developing and investing in research and development may not generate expected outcomes.

Production Risks

- We may face inadequate production capacity issue, which could hinder our capabilities to satisfy customers' demand and growth prospects.
- We may experience disruptions and delays in our production, which may materially and adversely affect our results of operations and financial condition.

Compliance and legal risks

- Failure to comply with applicable advertising laws and regulations when promoting our products may subject us to potential risks and penalties.
- Any failure or perceived failure to comply with data privacy and security laws, or other concerns about our practices or policies with respect the collection, use, storage, retention, transfer, disclosure, and other processing of data, could damage our reputation and deter current and potential users from using our services.

營運風險

- 我們的銷售和營銷策略可能無法適應市場變化，這可能會損害我們的業務、財務狀況及經營業績。
- 我們的營銷活動在吸引客戶方面未必具成本效益，因而或會對我們的經營業績造成不利影響。
- 原材料供應、質量及成本、運輸及其他必要供應或服務的變化可能會影響我們的業務、財務狀況及經營業績。
- 未能取得、保留或重續我們業務所需的任何必要牌照、許可證、登記及備案可能會對我們的營運造成不利影響。

品牌及產品研發風險

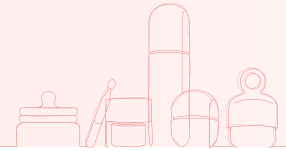
- 我們未必能成功研發、推出及推廣新品牌及產品，以及將品牌及產品組合多元化。
- 我們在研發方面的開發與投資工作未必會產生預期成果。

生產風險

- 我們可能面臨產能不足的問題，或會阻礙我們滿足客戶需求的能力及增長前景。
- 我們的生產或會出現中斷及延遲，或會對我們的經營業績及財務狀況造成重大不利影響。

合規及法律風險

- 宣傳產品時未能遵守適用廣告法律及法規可能令我們招致潛在風險及處罰。
- 凡未能或被認為未能遵守數據私隱及安全法，或對我們在收集、使用、存儲、保留、傳送、披露及其他數據處理方面的做法或政策的其他擔憂，均可能會損害我們的聲譽且阻止現有及潛在用戶使用我們的服務。



- We may not be able to adequately protect our intellectual property rights, which could harm the value of our brands and adversely affect our business.
- Laws and regulations related to e-commerce activities in China may impose additional requirements and obligations on our online operations.
- We may be subject to intellectual property infringement claims, which may be expensive to defend and may disrupt our business and operations.

Manpower and Retention Risks

- The Group may face the risk of not being able to attract and retain key personnel and talents with appropriate and required skills, experience and competence which would meet the business objectives of the Group.
- We may not be able to retain or promptly recruit senior management members or other key personnel required for our operations.
- We may be unable to attract and retain the research and development personnel required for our operations.

Financial Risks

- The Group also faces financial risks including foreign currency risk, credit risk, maximum exposure and year-end staging and liquidity risk. Details of these financial risks are set out in note 36 to the Consolidated Financial Statements of the Group.

SHARE CAPITAL

Details of movements in share capital of the Company during the year ended 31 December 2023 are set out in note 29 to the Financial Statements.

RESERVES AND DISTRIBUTABLE RESERVES

Details of movements in the reserves of the Group are set out in the consolidated statement of changes in equity of this annual report. As at 31 December 2023, the Company's reserves available for distribution amounted to RMB415.5 million (as at 31 December 2022: RMB284.2 million).

- 我們未必能夠充分保障我們的知識產權，這可能會損害我們的品牌價值並對我們的業務造成不利影響。
- 中國有關電子商務活動的法律及法規可能會對我們的線上業務施加額外規定及責任。
- 我們可能會面臨知識產權侵權索賠，維權費用可能高昂並可能干擾我們的業務及營運。

人力供應及留聘人才的風險

- 本集團可能面臨無法吸引及挽留具備適當及所需技能、經驗及才能的主要人員及人才的風險，此等主要人員及人才均是達致本集團業務目標所需之因素。
- 我們未必能夠挽留或及時招聘我們營運所需的高級管理人員或其他主要人員。
- 我們可能無法吸引並挽留我們營運所需的研發人員。

金融風險

- 本集團亦面臨外幣風險、信貸風險、最高風險敞口及年終階段及流動資金風險等金融風險。該等金融風險的詳情載於本集團綜合財務報表附註36。

股本

本公司於截至2023年12月31日止年度之股本變動詳情載於財務報表附註29。

儲備及可分派儲備

本集團的儲備變動詳情載於本年報綜合權益變動表。於2023年12月31日，本公司的可分派儲備為人民幣415.5百萬元（於2022年12月31日：人民幣284.2百萬元）。



MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2023, the Group's aggregate revenue from the five largest customers accounted for less than 30% of the Group's total revenue.

During the year ended 31 December 2023, purchases from the Group's largest supplier and the five largest suppliers in aggregate accounted for 8.89% and 35.23% respectively of the Group's total purchase.

During the year ended 31 December 2023, none of the Directors, any of their close associates or any Shareholder (which to the knowledge of the Directors owns more than 5% of the number of the issued Shares of the Company) was interested in the top five suppliers of the Group.

FINAL DIVIDEND

The Board has resolved to recommend the payment of final dividends of RMB0.75 per share for the year ended 31 December 2023 (2022: RMB0.25 per share). The payment of final dividends above is still subject to the approval from Shareholders at the forthcoming annual general meeting of the Company (the "AGM"), and will be made on or around Friday, 28 June 2024. There is no arrangement that a Shareholder has waived or agreed to waive any dividend.

DIVIDEND POLICY

The Company has adopted a Dividend Policy on payment of dividends. The Company do not have any pre-determined dividend payout ratio. Depending on the financial conditions of the Company and the Group and the conditions and factors as set out in the Dividend Policy, dividends may be proposed and/or declared by the Board during a financial year and any final dividend for a financial year will be subject to the Shareholders' approval.

SUBSIDIARIES OF THE COMPANY

The details of the subsidiaries of the Company are set out in note 1 to the Financial Statements on pages 125 to 128 of this annual report.

主要客戶及供應商

截至2023年12月31日止年度，本集團來自五大客戶的收益總額佔本集團總收益的30%以下。

截至2023年12月31日止年度，本集團向最大供應商及五大供應商作出的採購額合共分別佔本集團採購總額的8.89%及35.23%。

截至2023年12月31日止年度，概無董事、彼等之任何緊密聯繫人或任何股東（就董事所知，擁有本公司已發行股份數目5%以上的股東）於本集團五大供應商中擁有任何權益。

末期股息

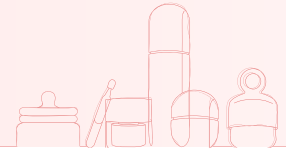
董事會已議決建議派付截至2023年12月31日止年度的末期股息每股人民幣0.75元（2022年：每股人民幣0.25元）。上述末期股息的派付仍須待股東於本公司即將舉行的股東週年大會（「股東週年大會」）上批准後方可作實，並將於2024年6月28日（星期五）或前後派付。概無股東已放棄或同意放棄任何股息的安排。

股息政策

本公司已採納有關股息支付的股息政策。本公司並無任何預先釐定的派息率。視乎本公司及本集團的財務狀況及股息政策所載的條件及因素，董事會可在財政年度內建議及／或宣派股息及財政年度的任何末期股息須經股東批准。

本公司的附屬公司

本公司附屬公司的詳情載於本年報第125至128頁財務報表附註1。



PROPERTY, PLANT AND EQUIPMENT

During the year ended 31 December 2023, the Group's total capital expenditure amounted to approximately RMB87.8 million (2022: RMB54.3 million) which is primarily attributable to the new items of property, plant and equipment. The details of the property, plant and equipment of the Group and their movements during the year ended 31 December 2023 are set out in note 14 to the Consolidated Financial Statements.

BORROWINGS

Particulars of borrowings of the Group as at 31 December 2023 and the details of the charging on the Group's assets are set out in note 28 to the Consolidated Financial Statements.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES OR JOINT VENTURES

Save as disclosed in this annual report, during the year ended 31 December 2023, the Group did not have any significant investments, material acquisitions or disposals of subsidiaries, associates or joint ventures. As for the Group's significant investments, major acquisitions and disposals of subsidiaries, associates and joint ventures during the reporting period, please refer to "Management Discussion and Analysis—Significant Investments, Material Acquisitions and Disposal of Subsidiaries, Associates and Joint Ventures" in this annual report.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and the risk of non-compliance with such requirements could lead to the termination of operating licences. The Group has been allocating system and staff resources to ensure ongoing compliance with rules and regulations and to maintain cordial working relationships with regulators effectively through effective communications. During the year ended 31 December 2023, to the best knowledge of the Directors, there was no material breach of or non-compliance with applicable laws and regulations, that have a significant impact on the business and operations of the Group, by the Group.

物業、廠房及設備

截至2023年12月31日止年度，本集團資本開支總額約為人民幣87.8百萬元（2022年：人民幣54.3百萬元），乃主要由於新物業、廠房及設備項目所致。截至2023年12月31日止年度，本集團的物業、廠房及設備以及其變動之詳情載於綜合財務報表附註14。

借款

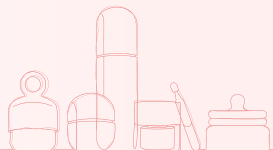
本集團於2023年12月31日的借款詳情及本集團的資產抵押詳情載於綜合財務報表附註28。

重大投資、重大收購及出售附屬公司、聯營公司及合營企業

除本年度報告披露以外，截至2023年12月31日止年度，本集團並無任何重大投資、重大收購或出售附屬公司、聯營公司或合營企業。關於本集團報告期內的重重大投資、重大收購及出售附屬公司、聯營公司及合營企業，請參見本年報「管理層討論及分析—重大投資、重大收購及出售附屬公司、聯營公司及合營企業」。

遵守相關法律及法規

本集團認同遵守監管要求的重要性，而不遵守此等要求的風險可導致終止經營牌照。本集團已調配好系統及人力資源，以確保持續遵守規則及規例，並通過有效溝通有效地維持與監管機構的良好關係。截至2023年12月31日止年度，就董事所深知，本集團並無重大違反或不遵守適用法律及法規，以致對本集團的業務及營運產生重大影響。



FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in the Prospectus and in the section headed “Use of Proceeds from the Global Offering” in this annual report, the Group did not have plan for material investments and capital assets.

SERVICE CONTRACT AND LETTER OF APPOINTMENT OF THE DIRECTORS AND SUPERVISORS

The Directors and Supervisors during the year ended 31 December 2023 and up to the date of this annual report were as follows:

Executive Directors

Mr. Lyu Yixiong (呂義雄先生)
(Chairman of the Board and Chief Executive Officer)
Ms. Luo Yan (羅燕女士)
Mr. Feng Yifeng (馮一峰先生)
Ms. Song Yang (宋洋女士)

Non-executive Directors

Ms. Li Hanqiong (李寒窮女士)
Mr. Sun Hao (孫昊先生)

Independent Non-executive Directors

Mr. Leung Ho Sun Wilson (梁浩新先生)
Ms. Luo Yan (羅妍女士)
Mr. Liu Yi (劉毅先生)

Supervisors

Mr. Li Tao (李濤先生)
Ms. Shi Tenghua (施滕花女士)
Ms. Cao Ying (曹瑛女士)

The biographical details of the Directors, Supervisors and the senior management of the Group are disclosed in the section headed “Biographical Details of Directors, Supervisors and Senior Management” on pages 31 to 38 of this annual report.

重大投資及資本資產的未來計劃

除招股章程及本年報「全球發售所得款項用途」一節所披露者外，本集團並無重大投資及資本資產的計劃。

董事及監事的服務合同及委任函

截至2023年12月31日止年度及直至本年報日期的董事及監事如下：

執行董事

呂義雄先生
(董事長兼首席執行官)
羅燕女士
馮一峰先生
宋洋女士

非執行董事

李寒窮女士
孫昊先生

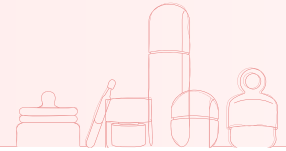
獨立非執行董事

梁浩新先生
羅妍女士
劉毅先生

監事

李濤先生
施滕花女士
曹瑛女士

本集團董事、監事及高級管理層的履歷詳情於本年報第31至38頁「董事、監事及高級管理層之履歷詳情」一節披露。



Pursuant to Articles 94 and 134 of the Articles of Association, the term for Directors and Supervisors shall be three years. Each of the Directors and Supervisors has entered into a service contract or a letter of appointment with the Company for a term of three years.

There are no service contracts or letters of appointment between the Company or its subsidiaries and any of the Directors or Supervisors which is not determinable by the Company within one year without payment of compensation apart from statutory compensation.

The Company has received annual confirmation of independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules and all of them are considered to be independent.

CHANGE IN DIRECTORS' AND SUPERVISORS' INFORMATION

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

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year or subsisted at the end of the year ended 31 December 2023.

EMOLUMENT POLICY

The emoluments of the Directors and senior management of the Group are determined by the Board with reference to the respective responsibilities and duties, experience, individual performance, and time devoted to the Group and may be adjusted upon the recommendation of the Remuneration and Appraisal Committee. The Remuneration and Appraisal Committee was set up for reviewing the Company's emolument policy and structure of all remuneration of the Directors and senior management of the Company. Please refer to the paragraph headed "Share Incentive Scheme" in this section for details of long-term incentive schemes of the Group.

根據公司章程第94條及第134條，董事及監事的任期每屆為三年。各董事及監事已與本公司訂立為期三年的服務合同或委任函。

本公司或其附屬公司與任何董事或監事概無訂立本公司須作出除法定賠償以外的賠償方可於一年內終止合同的服務合同或委任函。

本公司已收到各獨立非執行董事根據上市規則第3.13條發出的獨立性年度確認，並認為所有獨立非執行董事均為獨立。

董事及監事資料變更

除本年報所披露者外，概無根據上市規則第13.51B(1)條須予披露的其他資料。

管理合同

於年內概無訂立或存在或於截至2023年12月31日止年度完結時存續與本集團整體或任何重大部分業務的管理及行政事務有關的合同。

薪酬政策

董事及本集團高級管理層的薪酬乃由董事會參照其各自的責任、職責、經驗、個人表現及投入本集團的時間釐定，並可按照薪酬與考核委員會的建議進行調整。薪酬與考核委員會的設立是為了審議本公司的薪酬政策以及本公司董事及高級管理層的所有薪酬結構。有關本集團長期激勵計劃的詳情，請參閱本節「股份激勵計劃」一段。



REMUNERATION OF DIRECTORS, SUPERVISORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

董事、監事及五名最高薪酬人士的薪酬

Details of the emoluments of the Directors and five highest paid individuals of the Group are set out in notes 9 and 10 to the Financial Statements on pages 184 to 188 of this annual report.

董事及本集團五名最高薪酬人士的薪酬詳情載於本年報第184至188頁財務報表附註9及10。

The following table sets forth the emoluments of the Supervisors for the year ended 31 December 2023.

下表載列監事於截至2023年12月31日止年度的薪酬。

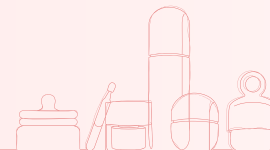
Year ended 31 December 2023

截至2023年12月31日止年度

		Salaries, allowances and benefits in kind 薪金、津貼 及實物福利 RMB'000 人民幣千元	Pension scheme contributions 退休金 計劃供款 RMB'000 人民幣千元	Performance – related bonuses 表現 相關花紅 RMB'000 人民幣千元	Share-based payment 以股份為 基礎的付款 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Supervisors:	監事：					
Mr. Li Tao	李濤先生	423	217	46	130	816
Ms. Shi Tenghua	施滕花女士	447	217	144	1,300	2,108
Ms. Cao Ying	曹瑛女士	526	217	70	390	1,203
		1,396	651	260	1,820	4,127

For the year ended 31 December 2023, no emoluments were paid by the Group to any Director, any Supervisor or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the Directors or the Supervisors has waived any emoluments for the year ended 31 December 2023.

截至2023年12月31日止年度，本集團概無向任何董事、任何監事或任何五名最高薪酬人士支付作為促使加入或加入本集團時的酬金或離職補償的薪酬。截至2023年12月31日止年度概無董事或監事放棄任何薪酬。



DIRECTORS' AND SUPERVISORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

During the Reporting Period, none of the Directors, Supervisors or his or her connected entity had a material interest, whether directly or indirectly in any transactions, arrangements and contracts of significance in relation to the Company to which the Company or any of its subsidiaries was a party.

NON-COMPETITION UNDERTAKING BY CONTROLLING SHAREHOLDERS

No non-competition agreements or arrangement has been provided by any of the Controlling Shareholders at any time during the Reporting Period or as at 31 December 2023.

PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance in respect of legal actions arising out of corporate activities against the Directors, Supervisors and senior management of the Company. The permitted indemnity provision is in force for the benefit of the Directors as required by the provisions of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

董事及監事於重大交易、安排或合約中的權益

報告期內，概無董事、監事或與其有關連的實體於本公司或其附屬公司所訂立且對本公司而言屬重大之任何交易、安排或合約中直接或間接擁有重大權益。

控股股東的不競爭承諾

於報告期間或於2023年12月31日，並無任何控股股東提供任何不競爭協議或安排。

獲准許彌償條款

本公司就本公司董事、監事和高級管理層可能就因企業活動產生之法律訴訟已作適當之投保安排。基於董事利益的獲准許彌償條文根據公司條例（香港法例第622章）的規定生效。



CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 December 2023, the Group had the following connected transactions and continuing connected transactions, details of which are disclosed in compliance with the requirements of Chapter 14A of the Listing Rules.

The Company entered into the following continuing connected transaction with the connected persons as defined in the Listing Rules, and transactions have been conducted in accordance with the agreed terms.

1. Products Purchasing Framework Agreement

- Parties (1) Suzhou Xiongze (for itself and on behalf of its subsidiaries); and
訂約方 蘇州雄澤(為其本身及代表其附屬公司); 及
- (2) the Group
本集團

Principal terms

On 24 November 2022, the Group has entered into a framework agreement with Suzhou Xiongze Packaging Co., Ltd. (蘇州雄澤包裝有限公司) (“Suzhou Xiongze”) (the “Products Purchasing Framework Agreement”), pursuant to which the Group agreed to purchase packaging and ancillary materials as well as printing materials from Suzhou Xiongze. The initial term of the Products Purchasing Framework Agreement shall commence on the Listing Date until 31 December 2024.

關連交易及持續關連交易

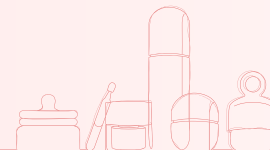
於截至2023年12月31日止年度，本集團進行以下關連交易及持續關連交易，若干詳情的披露符合上市規則第14A章的規定。

本公司已與關連人士(定義見上市規則)訂立以下持續關連交易，且交易已按協定條款進行。

1. 產品採購框架協議

主要條款

於2022年11月24日，本集團與蘇州雄澤包裝有限公司(「蘇州雄澤」)訂立一份框架協議(「產品採購框架協議」)，據此本集團同意從蘇州雄澤採購包裝及輔助材料以及印刷材料。產品採購框架協議的初步期限自上市日期開始至2024年12月31日結束。



Reasons for the transaction

During the three years ended 31 December 2019, 2020 and 2021 and the six months ended 30 June 2022, we have been purchasing packaging and ancillary materials as well as printing materials from Suzhou Xiongze to satisfy our business needs in our ordinary and usual course of business. Owing to the supplier relationship, Suzhou Xiongze has acquired a comprehensive understanding of our business and operational requirements and has established a foundation for mutual trust. Taking into account our previous procurement experience with Suzhou Xiongze, we believe that Suzhou Xiongze is capable of fulfilling our demands efficiently and reliably with a stable supply of products and materials.

Amount

The total procurement amount paid by the Group to Suzhou Xiongze for the year ended 31 December 2023 was approximately RMB74.3 million, exceeding the annual cap for 2023 (i.e. RMB50.2 million). In the fourth quarter of 2023, the Group expanded its business. In order to meet the Group's business needs, the packaging and ancillary materials as well as printing materials we purchased from Suzhou Xiongze increased, as a result, the amount exceeded the annual cap for 2023.

Annual caps

In view of the fact that the annual cap for 2023 has been exceeded, and taking into account the Group's business needs in 2024 and the expected increase in the production of cosmetic gift sets, we issued an announcement on 2 February 2024 to revise the annual cap for the year ending on 31 December 2024 under the Products Purchasing Framework Agreement. For details, please see the Company's announcement on 2 February 2024.

交易理由

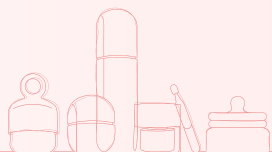
於截至2019年、2020年及2021年12月31日止三個年度以及截至2022年6月30日止六個月，我們一直從蘇州雄澤採購包裝及輔助材料以及印刷材料以滿足我們日常業務過程中的業務需要。得益於供應商的關係，蘇州雄澤全面了解我們的業務及經營需求，與我們已建立互信基礎。經考慮我們與蘇州雄澤的過往採購經驗，我們認為蘇州雄澤能夠穩定供應產品及材料，可有效可靠地滿足我們的需要。

金額

截至2023年12月31日止年度，本集團向蘇州雄澤支付的總採購金額約為人民幣74.3百萬元，超過2023年年度上限（即人民幣50.2百萬元）。2023年第四季度本集團業務擴張，為滿足本集團的業務需要，從蘇州雄澤採購的包裝及輔助材料以及印刷材料增加，導致超過2023年年度上限。

年度上限

鑒於已超過2023年年度上限，並考慮到2024年本集團的業務需要及預期化妝品禮盒套裝的產量增加，我們於2024年2月2日發佈公告修訂產品採購框架協議項下截至2024年12月31日止年度的年度上限。具體內容請見本公司於2024年2月2日發佈的公告。



The following table shows (i) the actual transaction amount for the three years ended on 31 December 2021, 2022 and 2023; (ii) the original annual cap under the Products Purchasing Framework Agreement for the year ending on 31 December 2024; and (iii) the revised annual cap:

下表為(i)截至2021年、2022年及2023年12月31日止三個年度的實際交易金額；(ii)產品採購框架協議項下截至2024年12月31日止年度的原年度上限；及(iii)經修訂年度上限：

Actual transaction amount for the year ended 31 December 截至12月31日止年度的實際交易金額			Original annual cap for the year ending 31 December 2024 截至2024年 12月31日止年度 的原年度上限	Revised Annual Cap for the year ending 31 December 2024 截至2024年 12月31日止年度 的經修訂年度上限
2021	2022	2023		
2021年	2022年	2023年		
RMB' million 人民幣百萬元	RMB' million 人民幣百萬元	RMB' million 人民幣百萬元	RMB' million 人民幣百萬元	RMB' million 人民幣百萬元
44.6	28.2	74.3	55.2	110.0

Basis of caps

The proposed annual caps for procurement amount are determined after taking into account: (i) our historical procurement amount from Suzhou Xiongze for the year ended 31 December 2021; (ii) our expected growth in revenue; and (iii) our expected procurement from Suzhou Xiongze remaining at a relatively stable rate.

Listing Rules implications

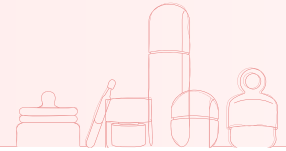
Suzhou Xiongze is a company wholly owned by the husband (the "Relative") of Ms. Lyu Lichun (呂麗純), a sibling of Mr. Lyu Yixiong as of the Listing Date. Having consulted with the Stock Exchange pursuant to Rule 14A.21 taking into account the Relative's association with Mr. Lyu, the transaction between Suzhou Xiongze and the Group should be subject to the connected transaction requirements.

上限基準

採購金額的建議年度上限乃經計及以下各項後釐定：(i)截至2021年12月31日止年度我們向蘇州雄澤作出的歷史採購金額；(ii)我們收入的預期增長；及(iii)我們預期向蘇州雄澤作出的採購保持在相對穩定水平。

上市規則涵義

蘇州雄澤是一家由呂義雄先生的胞姊妹呂麗純女士的丈夫(「該親屬」)全資擁有的公司。根據上市規則第14A.21條向聯交所諮詢後，經計及該親屬與呂先生的關係，蘇州雄澤與本集團之間的交易須符合關連交易規定。



As the highest applicable percentage ratio of the transactions under the Products Purchasing Framework Agreement for each of the three years ended/ending 31 December 2022, 2023 and 2024 calculated for the purpose of Chapter 14A of the Listing Rules is expected to be more than 0.1% but less than 5% on an annual basis, the transactions contemplated under the Products Purchasing Framework Agreement are subject to the reporting, announcement and annual review requirements but will be exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

Annual Review by the Independent Non-executive Directors

The independent non-executive Directors have reviewed the continuing connected transactions set out in note 35 to the Financial Statements in this annual report, and are of the view that the transactions have been entered into under the following circumstances:

- (1) in the ordinary and usual course of business of the Group;
- (2) on normal commercial terms or on terms no less favorable to the Group than terms offered to/by independent third parties; and
- (3) in accordance with the relevant agreements governing those transactions on terms that are fair and reasonable and in the interest of the Shareholders of the Company as a whole.

For related party transactions disclosed in note 35 to the Financial Statements which constituted connected transactions or continuing connected transactions under the Listing Rules, the Company has complied with all the relevant requirements under Chapter 14A of the Listing Rules.

由於截至2022年、2023年及2024年12月31日止三個年度各年，產品採購框架協議項下交易就上市規則第十四A章按年計算的最高適用百分比率預計將超過0.1%但低於5%，產品採購框架協議項下擬進行的交易將根據上市規則第十四A章須遵守申報、公告及年度審閱規定，但將獲豁免遵守獨立股東批准規定。

獨立非執行董事進行的年度審閱

獨立非執行董事已審閱載於本年報之財務報表附註35之持續關連交易，並確認該等交易乃於下列情況訂立：

- (1) 屬本集團一般及日常業務；
- (2) 按一般商業條款或以對本集團而言該等交易的條款不遜於獨立第三方可取得或提供的條款；及
- (3) 根據管轄該等交易之相關協議，按屬公平合理並符合本公司股東整體利益的條款。

有關於財務報表附註35披露的與關聯方交易中構成上市規則下的關連交易或持續關連交易，本公司已就此遵照上市規則第14A章下的一切相關規定。



Confirmation from the Company's Independent Auditors

Ernst & Young, the Company's independent auditors, were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 *Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* and with reference to Practice Note 740 *Auditors' Letter on Continuing Connected Transactions under the Hong Kong Listing Rules* issued by the Hong Kong Institute of Certified Public Accountants.

In respect of the continuing connected transactions disclosed (the "**Disclosed Continuing Connected Transactions**"), the Company's auditors confirmed that, with respect to those entered into during the financial year ended 31 December 2023 or before:

- a. nothing has come to its attention that causes it to believe that the Disclosed Continuing Connected Transactions have not been approved by the Board;
- b. nothing has come to its attention that causes it to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- c. the actual transaction amount of the continuing connected transactions for the year ended 31 December 2023 reached approximately RMB74.3 million, which exceeded the annual cap for 2023 disclosed in the prospectus dated 12 December 2022. Further details are set out in the Company's announcement dated 2 February 2024.

In order to avoid any recurrence of similar events in the future and to ensure the applicable Listing Rules requirements will be complied with going forward, the Company has taken steps to further strengthen its internal monitoring procedures regarding connected transactions, details of which are set out in the Company's announcement dated 2 February 2024.

CONVERTIBLE SECURITIES, SHARE OPTIONS, WARRANTS OR SIMILAR RIGHTS

During the year ended 31 December 2023, the Company did not issue any convertible securities, share options, warrants or similar rights.

本公司獨立核數師的確認

安永會計師事務所，本公司之獨立核數師，已獲聘按照香港監證業務準則3000號「歷史財務資料審計或審閱以外的監證業務」及參考由香港會計師公會頒佈的實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」就本集團的持續關連交易出具報告。

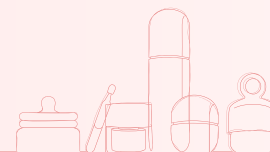
就已披露於截至2023年12月31日止財政年度或之前進行的持續關連交易（「已披露持續關連交易」）而言，本公司核數師確認：

- a. 其概無發現任何事宜，以致令其認為已披露持續關連交易未獲董事會批准；
- b. 其概無發現任何事宜，以致令其認為該等交易在所有重大方面未按照規管該等交易的有關協議的條款訂立；及
- c. 持續關連交易截至2023年12月31日止年度的實際交易金額約為人民幣74.3百萬元，超過日期為2022年12月12日的招股章程所披露的2023年年度上限。進一步詳情載於本公司日期為2024年2月2日的公告。

為避免日後再次發生類似事件及確保未來遵守適用上市規則規定，本公司已採取措施，進一步加強其有關關連交易的內部監控程序，其詳情載於本公司日期為2024年2月2日的公告。

可換股證券、購股權、認股權證或類似權利

於截至2023年12月31日止年度，本公司未發行任何可換股證券、購股權、認股權證或類似權利。



DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

董事、監事及最高行政人員於本公司及其相聯法團的股份、相關股份及債權證中的權益或淡倉

As at 31 December 2023, the interests and short positions of the Directors, the Supervisors and the chief executive of the Company in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is keen to taken or deemed to have under such provisions of the SFO), or as recorded in the registered maintained by the Company under Section 352 of the SFO, or as notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

於2023年12月31日，本公司董事、監事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例XV部）的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例有關條文被當作或視作擁有的權益或淡倉），或根據證券及期貨條例第352條須記入該條所述登記冊的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉如下：

Name	Description of Shares ⁽³⁾	Nature of Interest	Number of Shares held/ interested 所持／ 擁有權益的 股份數目	Approximate percentage of shareholding in the Unlisted Shares/ H Shares (as appropriate) ⁽²⁾ 佔非上市股份／ H股的概約股權 百分比(如適用) ⁽²⁾	Approximate percentage in the Company ⁽²⁾ 於本公司的 概約百分比 ⁽²⁾
姓名	股份描述 ⁽³⁾	權益性質			
Mr. Lyu Yixiong 呂義雄先生	Unlisted Shares 非上市股份	Beneficial interest 實益權益	46,640,000(L)	23.25%	11.72%
	H shares H股		100,800,000(L)	51.08%	25.33%
	Unlisted Shares 非上市股份	Interest in controlled corporation ⁽⁴⁾ 於受控制法團權益 ⁽⁴⁾	145,112,560(L)	72.33%	36.46%
	H shares H股		36,000,000(L)	18.24%	9.05%

Notes:

- (1) (L) denotes long position.
- (2) The calculation is based on a total of 397,957,000 Shares in issue as at 31 December 2023, which consists of 200,614,140 Unlisted Shares and 197,343,760 H Shares.
- (3) For the avoidance of doubt, both Unlisted Shares and H Shares are ordinary Shares in the share capital of the Company, and are considered as one class of Shares.

附註：

- (1) (L)指好倉。
- (2) 基於2023年12月31日已發行股份總數397,957,000股股份（包括200,614,140股非上市股份及197,343,760股H股）計算。
- (3) 為免生疑問，非上市股份和H股均為本公司股本中的普通股，且被視為一類股份。



(4) As at 31 December 2023, Mr. Lyu Yixiong holds 93.33% equity interest in Shanghai Hongyin Investment Co., Ltd. (上海紅印投資有限公司) (“**Hongyin Investment**”), 84.15% equity interest in Shanghai Nanyin Investment Co., Ltd. (上海南印投資有限公司) (“**Nanyin Investment**”), and the entire equity interest in Shanghai Kans Enterprise Management Co., Ltd. (上海韓束企業管理有限公司) (“**Shanghai Kans**”) and Shanghai Shengyan Business Management Centre (上海盛顏商務管理中心) (“**Shanghai Shengyan**”). Therefore, Mr. Lyu Yixiong is deemed to be interested in the shares held by Hongyin Investment, Nanyin Investment, Shanghai Kans and Shanghai Shengyan.

Save as disclosed above, as at 31 December 2023, to the knowledge of the Board, none of the Directors, the Supervisors or chief executive of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors, the Supervisors and chief executive of the Company were taken or deemed to have under such provisions of the SFO); (ii) recorded in the register kept by the Company pursuant to Section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code.

SHARE INCENTIVE SCHEME

Employee Share Ownership Plan

We have established an employee share ownership plan (“**ESOP**”) since 2016 to attract and retain the talents, to provide incentives that align the interests of shareholders, the Company and employees, and to facilitate the long-term development of the Company. The terms of the ESOP are not subject to the provisions of Chapter 17 of the Listing Rules. The following is a summary of the principal terms of the ESOP.

As at 31 December 2023, all the Shares underlying the ESOP have been issued and granted, and to the extent that there is any change to the grants under the ESOP after the Listing, the Company will comply with the applicable Listing Rules (including the requirements under Chapter 14A of the Listing Rules applicable to grants to connected persons, if any).

(4) 於2023年12月31日，呂義雄先生持有上海紅印投資有限公司（「紅印投資」）93.33%股權、上海南印投資有限公司（「南印投資」）84.15%股權，以及上海韓束企業管理有限公司（「上海韓束」）及上海盛顏商務管理中心（「上海盛顏」）全部股權。因此，呂義雄先生被視為於紅印投資、南印投資、上海韓束及上海盛顏持有的股份中擁有權益。

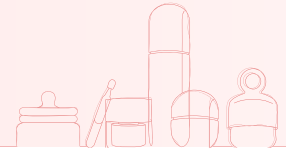
除上文所披露者外，據董事會所知，截至2023年12月31日，概無本公司董事、監事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例XV部）的股份、相關股份及債權證中擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括本公司董事、監事及最高行政人員根據證券及期貨條例有關條文被當作或視作擁有的權益或淡倉）；(ii)根據證券及期貨條例第352條須記入本公司存置的登記冊的權益或淡倉；或(iii)根據標準守則須知會本公司及聯交所的權益或淡倉。

股份激勵計劃

僱員持股計劃

我們自2016年起成立了一項僱員持股計劃（「**僱員持股計劃**」），以吸引及挽留人才，提供激勵以將股東、本公司及僱員利益掛鉤，並推動本公司長遠發展。僱員持股計劃條款不受上市規則第十七章的規定所限。以下是僱員持股計劃主要條款的概要。

截至2023年12月31日，僱員持股計劃的所有相關股份均已發行及授出，倘僱員持股計劃項下的授出於上市後有任何變動，本公司將遵守適用上市規則（包括上市規則第十四A章中適用於授予關連人士的規定（如有））。



ESOP Platforms

There are three employee share ownership platforms (the “**ESOP Platforms**”) for the ESOP, namely (i) Hongyin Investment, (ii) Nanyin Investment and (iii) Shanghai Chengyin.

As at 31 December 2023, Hongyin Investment and Nanyin Investment holds 27.14% and 15.30% equity interest in the Company, respectively, and Shanghai Chengyin holds 5.00% equity interest in Nanyin Investment.

Participants of the ESOP (the “**ESOP Participants**”) and each an “**ESOP Participant**”) shall indirectly hold equity interest in the Company through holding shares of Hongyin Investment, Nanyin Investment or Shanghai Chengyin transferred by Mr. Lyu Yixiong pursuant to the ESOP.

Set out below is the shareholding structure of the ESOP platforms as at 31 December 2023:

- **Hongyin Investment:** Hongyin Investment is a limited liability company incorporated under the laws of the PRC on 11 February 2015 and is an incentive platform for employees of our Group who hold shares in Hongyin Investment. Hongyin Investment is held by (i) Mr. Lyu Yixiong, our executive Director, as to 93.33%, (ii) Ms. Luo Yan (羅燕), our executive Director, as to 1.67%. The remaining 2.00% and 3.00% equity interests in Hongyin Investment are held by three employees of the Group and three former employees of the Group, respectively.
- **Nanyin Investment:** Nanyin Investment is a limited liability company incorporated in the PRC on 11 February 2015 and is an incentive platform for employees of our Group who hold shares in Nanyin Investment. Nanyin Investment is held by (i) Mr. Lyu Yixiong, our executive Director, as to 84.15%, (ii) Mr. Feng Yifeng (馮一峰), our executive Director, as to 1.77%, (iii) Ms. Song Yang (宋洋), our executive Director, as to 1.77%, (iv) Mr. Li Tao (李濤), Ms. Shi Tenghua (施滕花), Ms. Cao Ying (曹瑛), our Supervisors, as to 0.06%, 0.59% and 0.18%, respectively, and (v) Shanghai Chengyin, another incentive platform, as to 5.00%. The remaining 3.58%, 1.89% and 1.00% equity interests in Nanyin Investment are held by 15 employees of the Group, 2 former employees of the Group, and Ms. Lyu Lichun (呂麗純), a sibling of Mr. Lyu Yixiong, respectively.

僱員持股計劃平台

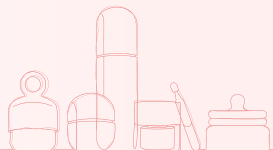
僱員持股計劃共有三大僱員持股平台（「**僱員持股計劃平台**」），即(i)紅印投資、(ii)南印投資及(iii)上海誠印。

截至2023年12月31日，紅印投資及南印投資分別持有本公司的27.14%及15.30%股權，上海誠印則持有南印投資的5.00%股權。

根據僱員持股計劃，僱員持股計劃的參與者（「**僱員持股計劃參與者**」）須通過持有由呂義雄先生轉讓的紅印投資、南印投資或上海誠印股份，間接持有本公司股權。

截至2023年12月31日僱員持股計劃平台的股權架構載列如下：

- **紅印投資：**紅印投資是一家於2015年2月11日根據中國法律註冊成立的有限責任公司，亦是為持有紅印投資股份的本集團僱員而設的激勵平台。紅印投資由(i)我們的執行董事呂義雄先生持有93.33%；及(ii)我們的執行董事羅燕女士持有1.67%。紅印投資的餘下2.00%及3.00%股權分別由本集團三名僱員及本集團三名前僱員持有。
- **南印投資：**南印投資是一家於2015年2月11日在中國註冊成立的有限責任公司，亦是為持有南印投資股份的本集團僱員而設的激勵平台。南印投資由(i)我們的執行董事呂義雄先生持有84.15%；(ii)我們的執行董事馮一峰先生持有1.77%；(iii)我們的執行董事宋洋女士持有1.77%；(iv)我們的監事李濤先生、施滕花女士及曹瑛女士分別持有0.06%、0.59%及0.18%；及(v)另一激勵平台上海誠印持有5.00%。南印投資的餘下3.58%、1.89%及1.00%股權分別由本集團15名僱員、本集團2名前僱員及呂義雄先生的胞姊妹呂麗純女士持有。



- **Shanghai Chengyin:** Shanghai Chengyin is a limited liability company incorporated in the PRC on 8 February 2021 and is an incentive platform for employees of our Group who hold shares in Shanghai Chengyin. Shanghai Chengyin is held by Mr. Lyu Yixiong, our executive Director, as to 81.07%, and the remaining 18.93% equity interests in Shanghai Chengyin is held by 16 employees of the Group.

The specific terms and conditions of the ESOP for each ESOP Participant is subject to the agreement entered into between (i) the relevant ESOP Platforms, (ii) Mr. Lyu Yixiong and (iii) the relevant ESOP Participants.

Shares and Share Price Granted under the ESOP

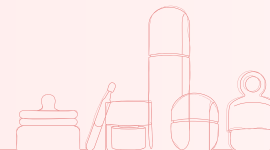
On 20 July 2016, respective agreements were entered into between Hongyin Investment, Mr. Lyu Yixiong and the relevant ESOP Participants, pursuant to which the relevant equity interest in Hongyin Investment was transferred to eligible grantees in their capacity as employees of the Group. The price per share granted to each ESOP Participant under the ESOP is RMB1.00 and each ESOP Participant shall pay the relevant price to Mr. Lyu Yixiong on the date of transfer. The price per share was determined based on the registered share capital per share of relevant ESOP Platforms. Depending on the clauses of each agreement, some of the ESOP Participants are not allowed to transfer or in any way dispose of the shares for a period of four (4) or five (5) years commencing on the date when the registration of the transfer of equity interest is completed. Between March 2021 and July 2022, respective agreements were entered into between Nanyin Investment or Shanghai Chengyin (as the case may be), Mr. Lyu Yixiong and the relevant ESOP Participants, pursuant to which the relevant equity interest in Nanyin Investment or Shanghai Chengyin was transferred to eligible grantees in their capacity as employees of the Group. The price per share granted to each ESOP Participant under the ESOP is RMB1.00 and each ESOP Participant shall pay the relevant price to Mr. Lyu Yixiong on the date of transfer of the equity interest. The price per share was determined based on the registered share capital per share of relevant ESOP Platforms. Depending on the clauses of each agreement, some of the ESOP Participants are not allowed to transfer or in any way dispose of the shares for a period of four (4) years commencing on 1 January 2021 or for a period of two and a half (2.5) years or four (4) years commencing on 1 July 2022, respectively. Under the ESOP, there is no maximum entitlement limitation for the ESOP Participants. All underlying shares under the ESOP have been issued to ESOP Participants and there is no provision under the ESOP and relevant agreements in respect of the remaining life of the ESOP.

- **上海誠印:** 上海誠印是一家於2021年2月8日在中國註冊成立的有限責任公司，亦是為持有上海誠印股份的本集團僱員而設的激勵平台。上海誠印由我們的執行董事呂義雄先生持有81.07%，而上海誠印的餘下18.93%股權則由本集團16名僱員持有。

僱員持股計劃就每名僱員持股計劃參與者的特定條款及條件須受(i)相關僱員持股計劃平台、(ii)呂義雄先生及(iii)相關僱員持股計劃參與者之間所訂立的協議規限。

僱員持股計劃項下所授出股份及股份價格

於2016年7月20日，紅印投資、呂義雄先生及相關僱員持股計劃參與者分別訂立協議，據此，於紅印投資的相關股權轉讓予合資格受讓人（由於其為本集團僱員的身份而獲得授予）。僱員持股計劃項下向每名僱員持股計劃參與者所授出股份的每股價格為人民幣1.00元，而每名僱員持股計劃參與者須於轉讓當日向呂義雄先生支付相關價格。每股股份的價格乃根據相關僱員持股計劃平台每股股份的註冊股本釐定。視乎各份協議的條款而定，自轉讓股權登記完成當日起計為期四(4)或五(5)年，部分僱員持股計劃參與者不得轉讓或以任何方式處置股份。於2021年3月至2022年7月期間，南印投資或上海誠印（視情況而定）、呂義雄先生及相關僱員持股計劃參與者分別訂立協議，據此，於南印投資或上海誠印的相關股權轉讓予合資格受讓人（由於其為本集團僱員的身份而獲得授予）。僱員持股計劃項下向每名僱員持股計劃參與者所授出股份的每股價格為人民幣1.00元，而每名僱員持股計劃參與者須於轉讓股權當日向呂義雄先生支付相關價格。每股股份的價格乃根據相關僱員持股計劃平台每股股份的註冊股本釐定。視乎各份協議的條款而定，自2021年1月1日起計為期四(4)年或分別自2022年7月1日起計為期兩年半(2.5年)或四(4)年，部分僱員持股計劃參與者不得轉讓或以任何方式處置股份。根據僱員持股計劃，僱員持股計劃參與者並無最高權利限制。僱員持股計劃項下的所有相關股份已發行予僱員持股計劃參與者，且僱員持股計劃及相關協議並無就僱員持股計劃剩餘期限作出規定。



Repurchase of Shares Granted

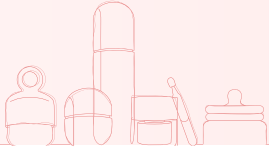
Under the following circumstances, Mr. Lyu Yixiong has the right to purchase the shares transferred under the ESOP at the grant price of RMB1.00 per share:

- (i) the termination of the ESOP Participant's employment relationship with the Company or any of its subsidiaries for any reasons during the share transfer restriction period (if any) as specified in the agreements entered into between the relevant ESOP Platforms, Mr. Lyu Yixiong and the relevant ESOP Participants;
- (ii) the transfer, disposal, or pledge of the shares by the ESOP Participant during the share transfer restriction period (if any) as specified in the agreements entered into between the relevant ESOP Platforms, Mr. Lyu Yixiong and the relevant ESOP Participants without the approval of the relevant ESOP Platforms; or
- (iii) any violation of law, breach of professional ethics, confidential information leakage, corruption or other malpractices of the ESOP Participant.

購回所授出股份

在下列情況下，呂義雄先生有權按每股股份人民幣1.00元的授出價購買僱員持股計劃項下所轉讓的股份：

- (i) 僱員持股計劃參與者基於任何理由，於相關僱員持股計劃平台、呂義雄先生及相關僱員持股計劃參與者訂立的協議訂明的股份轉讓鎖定期間（如有）與本公司或其任何附屬公司終止僱傭關係；
- (ii) 未經相關僱員持股計劃平台批准，僱員持股計劃參與者於相關僱員持股計劃平台、呂義雄先生及相關僱員持股計劃參與者訂立的協議訂明的股份轉讓鎖定期間（如有）轉讓、處置或質押股份；或
- (iii) 僱員持股計劃參與者出現任何違法、違反專業操守、洩漏機密資料、貪污或其他不良行為。



Movements of Awards under the ESOP

僱員持股計劃項下獎勵的變動

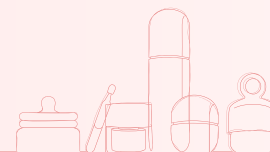
Category of grantees	受讓人類別	Unvested awards at the Listing Date	Unvested awards at of 31 December 2023	Granted during the Reporting Period	Vested during the Reporting Period	Cancelled during the Reporting Period	Lapsed during the Reporting Period
		於上市日期	於2023年12月31日	於報告期間已授出	於報告期間已歸屬	於報告期間已註銷	於報告期間已失效
Directors:	董事：						
Lyu Yixiong	呂義雄	0	0	0	0	0	0
Luo Yan (羅燕)	羅燕	0	0	0	0	0	0
Feng Yifeng	馮一峰	0	0	0	0	0	0
Song Yang	宋洋	0	0	0	0	0	0
Li Hanqiong	李寒窮	0	0	0	0	0	0
Sun Hao	孫昊	0	0	0	0	0	0
Leung Ho Sun Wilson	梁浩新	0	0	0	0	0	0
Luo Yan (羅妍)	羅妍	0	0	0	0	0	0
Liu Yi	劉毅	0	0	0	0	0	0
Five highest paid individuals	五名最高薪酬人士	0	0	0	0	0	0
Other grantees	其他受讓人	0	0	0	0	0	0

The RSU Scheme

The shareholders of the Company approved the adoption of the RSU Scheme at the Second 2023 EGM held on 14 December 2023 (the “Adoption Date”) for the purpose of attracting new talents and retaining employees whose contributions are important to the long-term growth and success of the Group, recognising and rewarding Employee Participants for their contributions to the Group, providing Employee Participants with the opportunity to acquire proprietary interests in the Company and encouraging Employee Participants to further contribute to the Company and work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole.

限制性股票單位激勵計劃

本公司股東於2023年12月14日舉行的2023年第二次臨時股東大會上批准採納本公司的限制性股票單位激勵計劃(「採納日期」)，旨在吸引新人才及挽留對本集團的長期發展及成功有重要貢獻的僱員，表彰及獎勵僱員參與者對本集團的貢獻，為僱員參與者提供獲得本公司自有權益的機會，並鼓勵僱員參與者進一步為本公司作出貢獻，努力提升本公司及其股份的價值，造福本公司及其股東的整體利益。



Employee Participants

Employee Participants who may participate in the RSU Scheme include any director (executive Directors or non-executive Directors but does not include independent non-executive Directors), member of the management team, senior management and current employee of the Company or any of its subsidiaries (including any persons who are granted Share Awards under the RSU Scheme as an inducement to enter into employment contracts with these companies). The above is subject to the Board's consideration, in its sole discretion, that the Employee Participants have contributed or will contribute to the Group.

Maximum Number of RSUs

The total number of Shares which may be issued in respect of all options and awards involving issue of new Shares that may be granted under the RSU Scheme and any other share scheme(s) adopted by the Company must not in aggregate exceed 10% of the total number of Shares in issue as at the Adoption Date, being 39,795,790 Shares (the "**Scheme Mandate Limit**", representing 10% of the total number of Shares of the Company in issue as at the date of this annual report), unless otherwise permitted by the Listing Rules or the Company obtains the approval of its Shareholders to refresh the Scheme Mandate Limit.

Based on the Company's estimates, the total number of new Shares to be issued under the RSU Scheme by 31 December 2027 is expected to be approximately 1% of the total number of Shares issued as at the Adoption Date (and not more than 2%). The actual grant of the RSU and the issuance of the underlying shares may vary and will be reviewed by the Company's Remuneration and Appraisal Committee in accordance with its terms of reference in due course.

僱員參與者

可參與限制性股票單位激勵計劃的僱員參與者包括本公司及其任何附屬公司(包括根據限制性股票單位激勵計劃獲授股份獎勵作為與該等公司訂立僱傭合約的獎勵的任何人士)的任何董事(執行董事或非執行董事,但不包括獨立非執行董事)、管理層團隊成員、高級管理層及現任僱員。上述事項由董事會考慮僱員參與者已對或將會對本集團作出貢獻全權酌情決定。

限制性股票單位的最高數目

就涉及根據限制性股票單位激勵計劃及本公司採納的任何其他股份計劃可能授出的新股份發行的所有購股權及獎勵而可能發行的股份總數,合共不得超過於採納日期已發行股份總數的10%,即39,795,790股股份(「計劃授權上限」),佔於本公司截至本年度報告日期已發行股份總數的10%),除非上市規則另行允許或本公司取得股東批准更新計劃授權上限。

根據本公司的估計,於2027年12月31日前,根據限制性股票單位激勵計劃將予發行的新股份總數預計約為於採納日期已發行股份總數的1%(且不超過2%)。限制性股票單位的實際授出以及相關股份的發行或會有所變動,並將由本公司薪酬與考核委員會於適當時候根據其職權範圍進行審閱。



Maximum Entitlement to Each Employee Participant

According to the RSU Scheme, there are no restrictions on the maximum entitlement of Share Awards to be granted to an Employee Participant (save for any requirements under the Listing Rules).

Where any grant of options or Share Awards to an Employee Participant except for a Director (other than an independent non-executive Director) or chief executive of the Company (or any of their associates), would result in the Shares issued and to be issued in respect of all options and share awards granted to such person (excluding any options and Share Awards lapsed in accordance with the terms of the RSU Scheme) in the 12-month period up to and including the date of such grant representing in aggregate over 1% of the total number of Shares in issue (the 1% individual limit), such grant must be separately approved by Shareholders in general meeting with such Employee Participant and his/her close associates (or associates if the participant is a connected person) abstaining from voting.

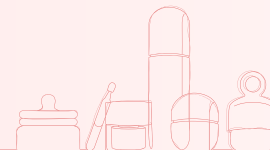
Where any grant of Share Awards (excluding grant of options) to a Director (other than an independent non-executive Director) or chief executive of the Company (or any of their associates) would result in the number of Shares issued and to be issued in respect of all awards involving issue of new Shares already granted under the RSU Scheme and any other share scheme(s) of the Company (excluding any awards lapsed in accordance with the terms of the RSU Scheme or any other share scheme(s) of the Company) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% (or such other higher percentage as may from time to time be specified by the Stock Exchange) of the total number of Shares in issue as at the Date of Grant, such further grant of Share Awards shall be subject to prior approval by the Shareholders (voting by way of poll) in general meeting.

各僱員參與者的配額上限

根據限制性股票單位激勵計劃，授予僱員參與者的股份獎勵最高數目並無限制（上市規則項下的任何規定除外）。

倘向僱員參與者（董事（獨立非執行董事除外）或本公司最高行政人員（或彼等的任何聯繫人）除外）授出任何購股權或股份獎勵將導致於截至有關授予日期（包括該日）止12個月期間向有關人士授出的所有購股權及股份獎勵（不包括根據限制性股票單位激勵計劃條款失效的任何購股權及股份獎勵）所涉及的已發行及將予發行股份合共超過已發行股份總數的1%（1%個人上限），則有關授出須經股東於股東大會上另行批准，而有關僱員參與者及其緊密聯繫人（或倘參與者為關連人士，則為聯繫人）須放棄投票。

倘向本公司董事（獨立非執行董事除外）或最高行政人員（或其任何聯繫人）授予任何股份獎勵（不包括授予購股權）將導致於截至有關授予日期（包括該日）止12個月期間向有關人士授出的根據限制性股票單位激勵計劃及本公司的任何其他股份計劃授予的所有涉及發行新股的獎勵（不包括根據限制性股票單位激勵計劃或本公司任何其他股份計劃的條款失效的任何獎勵）所涉及的已發行及將予發行的股份數量超過於授予日期已發行股份總數的0.1%（或其他在聯交所不時指定的較高百分比），此進一步授出股份獎勵則須經股東於股東大會上以投票方式事先批准。



Where any grant of options or Share Awards to a substantial shareholder of the Company (or any of their respective associates) would result in the number of Shares issued and to be issued in respect of all options and awards involving issue of new Shares already granted under the RSU Scheme and any other share scheme(s) of the Company (excluding any awards lapsed in accordance with the terms of the Scheme or any other share scheme(s) of the Company) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% (or such other higher percentage as may from time to time be specified by the Stock Exchange) of the total number of Shares in issue as at the Date of Grant, such further grant of Share Awards shall be subject to prior approval by the Shareholders (voting by way of poll) in general meeting.

Duration

Unless early termination of the RSU Scheme pursuant to the RSU Scheme Rules, the RSU Scheme shall be valid and effective for the Award Period (i.e. the period from the date of approval of the RSU Scheme by the Shareholders to the Business Day immediately before the expiry of the tenth (10th) anniversary of the date of approval of the RSU Scheme by the Shareholders) (after which no further RSUs will be granted or accepted), and thereafter for so long as there are any non-vested RSUs granted and accepted hereunder prior to the expiration of the RSU Scheme, in order to give effect to the vesting of such RSU or otherwise as may be required in accordance with the provisions of the RSU Scheme Rules.

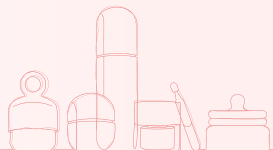
As at the date of this report, the remaining life of the RSU Scheme is approximately nine years and eight months.

倘向本公司主要股東(或彼等各自的任何聯繫人)授予任何購股權或股份獎勵將導致於截至有關授予日期(包括該日)止12個月期間向有關人士授出的根據限制性股票單位激勵計劃及本公司的任何其他股份計劃授予的所有涉及發行新股的購股權或獎勵(不包括根據計劃或本公司任何其他股份計劃的條款失效的任何獎勵)所涉及的已發行及將予發行的股份數量超過於授予日期已發行股份總數的0.1%(或其他在聯交所不時指定的較高百分比),此進一步授予股份獎勵須經股東在股東大會上以投票方式事先批准。

期限

除非根據限制性股票單位激勵計劃規則提前終止限制性股票單位激勵計劃,否則限制性股票單位激勵計劃應在獎勵期限內(即股東批准限制性股票單位激勵計劃日期起計至緊接股東批准限制性股票單位激勵計劃日期十(10)週年屆滿前的營業日止期間)有效及生效(之後將不再授予或接受限制性股票單位),惟其後為使該限制性股票單位的歸屬生效,或為滿足限制性股票單位激勵計劃規則條文的的要求,只要在限制性股票單位激勵計劃屆滿前有任何根據計劃授予及接受的未歸屬限制性股票單位,則限制性股票單位激勵計劃依然有效及生效。

於本報告日期,限制性股票單位激勵計劃的剩餘年期約為九年零八個月。



Vesting period

Save for the circumstances described below, the vesting period in respect of any Share Award granted shall be no less than 12 months from (and including) the Date of Grant. Share Awards granted to an Employee Participant may be subject to a shorter vesting period in the following circumstances at the sole discretion of the Remuneration and Appraisal Committee: (i) grants of “make-whole” Share Awards to new joiners to replace the share awards or options forfeited when leaving their previous employers; (ii) grants that are made in batches during a year for administrative or compliance reasons, which include Share Awards that should have been granted earlier if not for such administrative or compliance reasons but end up having to wait for a subsequent batch. In such case, the vesting period may be shorter to reflect the time from which the Share Award would have been granted; (iii) grants with a mixed or accelerated vesting schedule such as where the Share Awards may vest evenly over a period of 12 months, or where the Share Awards may vest by several batches with the first batch vesting within 12 months of the Date of Grant and the last batch vesting 12 months after the Date of Grant; (iv) grants with performance-based vesting conditions provided in the Scheme or as specified in the Offer documentation in lieu of time-based vesting criteria; and (v) grants with a total vesting and holding period of more than 12 months.

Purchase price of RSUs

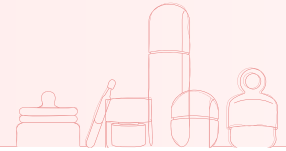
A Grantee to whom a RSU shall be granted under the RSU Scheme is required to pay RMB1.00 (per RSU) for any grant or purchase price to the Company to purchase each RSU underlying a Share Award granted, unless otherwise determined by the Board at its sole discretion or as required by applicable law. The purchase price of RMB1.00 is determined with reference to the nominal value of the Shares. Considering that the Employee Participants have contributed or will contribute to the Group, the Board is of the view that the nominal consideration of RMB1.00 (instead of any lower or higher amount) to be paid by each Employee Participant for purchasing each RSU is fair and reasonable and in the interests of the Company and the Shareholders as a whole. The Board considers that such arrangement aligns with the purpose of the RSU Scheme where the Share Awards are intended to be granted to the Employee Participants to reward their contributions to the Group.

歸屬期

除下文所述情況外，所授出的任何股份獎勵的歸屬期應為自授予日期（包括該日）起計不少於12個月。在以下情況下，薪酬與考核委員會可全權酌情決定授予僱員參與者的股份獎勵較短的歸屬期：(i)向新入職者授出「補償性」股份獎勵，以取代彼等離開前僱主時被沒收的股份獎勵或購股權；(ii)因行政或合規理由而在一年內分批授出，包括如非因該等行政或合規理由本應較早授出但最終需等待後續批次的股份獎勵。在此情況下，歸屬期可能會縮短以反映股份獎勵本應授出的時間；(iii)附帶混合或加速歸屬期安排授出股份獎勵，如有關股份獎勵可在12個月內均勻地漸次歸屬；或有關股份獎勵可分批歸屬，自授予日期起12個月內進行首批歸屬，自授予日期12個月後進行最後一批歸屬；(iv)按限制性股票單位激勵計劃或要約文件規定的以表現為基準的歸屬條件（而非與時間掛鈎的歸屬準則）授出股份獎勵；及(v)授出股份獎勵的總歸屬及持有期超過12個月。

限制性股票單位購買價

根據限制性股票單位激勵計劃獲授限制性股票單位的承授人須就任何授出或購買價向本公司支付人民幣1.00元（每限制性股票單位），以購買已授出的股份獎勵相關的各受限制股份單位，除非董事會全權另行釐定或根據適用法律規定。購買價人民幣1.00元乃參考股份面值釐定。考慮到僱員參與者已經或將會對本集團作出貢獻，董事會認為每名僱員參與者就購買各限制性股票單位將支付的名義代價人民幣1.00元（而非任何較低或較高金額）屬公平、合理且符合本公司及股東的整體利益。董事會認為該安排與限制性股票單位激勵計劃的目的之一致，即擬向僱員參與者授出股份獎勵以獎勵彼等對本集團的貢獻。



Performance targets and clawback mechanism

Vesting of Share Award shall be subject to the performance targets, if any, to be satisfied by the Grantees as determined by the Remuneration and Appraisal Committee from time to time. The Remuneration and Appraisal Committee shall have the authority, after the grant of any Share Award which is performance-linked, to make fair and reasonable adjustments to the prescribed performance targets during the vesting period if there is a change in circumstances, provided that any such adjustments shall be less onerous than the prescribed performance targets and are considered fair and reasonable by the Remuneration and Appraisal Committee. The performance targets may include the attainment of program milestones and market capitalisation milestones by the Group, which may vary among the Grantees. The Remuneration and Appraisal Committee will conduct assessment from time to time by comparing the performance with the pre-set targets to determine whether such targets and the extents to which have been met. If, after the assessment, the Remuneration and Appraisal Committee determines that any prescribed performance targets have not been met, the unvested Share Award shall lapse automatically. For the avoidance of doubt, the performance targets are not applicable to independent non-executive directors of the Company.

The RSU Scheme was considered and passed at the Second 2023 EGM of the Company. The Date of Grant of the RSU Scheme shall be further determined by the Board. For details of the RSU Scheme of the Company, please refer to the notice dated 23 November 2023 and the circular and the announcement dated 24 November 2023 issued by the Company.

As at 31 December 2023, no RSUs had been granted or agreed to be granted, exercised, cancelled or lapsed under the RSU Scheme.

業績目標及回撥機制

股份獎勵的歸屬須受限於薪酬與考核委員會不時釐定的承授人將實現的業績目標(如有)。在授予任何與業績掛鈎的股份獎勵後，如果情況發生變化，薪酬與考核委員會應有權在歸屬期內對規定的業績目標進行公平合理的調整，惟任何此類調整應低於規定的業績目標且被薪酬與考核委員會視為公平合理。業績目標可能包括本集團達成計劃里程碑及市值里程碑，這可能在承授人之間各有不同。薪酬與考核委員會將不時進行評估，將業績與預先設定的目標進行比較，以確定是否達成該等目標及達成的程度。倘薪酬與考核委員會於評估後釐定未實現任何規定的業績目標，則未歸屬股份獎勵將自動失效。為免生疑問，該等業績目標並不適用於本公司獨立非執行董事。

本限制性股票單位激勵計劃於本公司2023年第二次臨時股東大會審議及通過。限制性股票單位激勵計劃的授予日期將由董事會進一步釐定。有關本公司限制性股票單位激勵計劃的詳情，具體請參見本公司發佈的日期為2023年11月23日的通告以及日期為2023年11月24日的通函以及公告。

於2023年12月31日，並無根據限制性股票單位激勵計劃授出或同意授出、行使、註銷或失效的限制性股票單位。



SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITION IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2023, so far is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons/entities had an interest or short positions in the Shares and underlying Shares which would fall to be disclosed to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO, or are directly and indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company (the interests in Shares and/or short positions, if any, disclosed herein are in addition to those disclosed in respect of the Directors, Supervisors and chief executive of the Company):

主要股東於本公司股份及相關股份中的權益及／或淡倉

於2023年12月31日，就董事所知或經作出合理查詢後可確定，以下人士／實體於股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司及聯交所披露的權益或淡倉，或直接或間接擁有於本公司股東大會上在任何情況下有權投票的任何類別股本中面值5%或以上的權益（本段所披露的股份權益及／或淡倉（如有）是對就本公司董事、監事及最高行政人員所披露者的增補）：

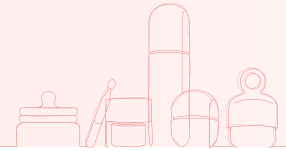
Name of Substantial Shareholder	Description of Shares ⁽³⁾	Nature of Interest	Number of Shares ⁽¹⁾	Approximate percentage of shareholding in the Unlisted Shares/ H Shares (as appropriate) ⁽²⁾ 佔非上市股份／H股的概約股權百分比(如適用) ⁽²⁾	Approximate percentage in the Company ⁽²⁾ 於本公司的概約百分比 ⁽²⁾
主要股東名稱	股份描述 ⁽³⁾	權益性質	股份數目 ⁽¹⁾		
Hongyin Investment 紅印投資	Unlisted Shares 非上市股份	Beneficial interest 實益權益	90,000,000(L)	44.86%	22.62%
	H shares H股		18,000,000(L)	9.12%	4.52%
Nanyin Investment 南印投資	Unlisted Shares 非上市股份	Beneficial interest 實益權益	42,880,000(L)	21.37%	10.78%
	H shares H股		18,000,000(L)	9.12%	4.52%

Notes:

- (1) (L) denotes long position.
- (2) The calculation is based on a total of 397,957,900 Shares in issue as at 31 December 2023, which consists of 200,614,140 Unlisted Shares and 197,343,760 H Shares.
- (3) For the avoidance of doubt, both Unlisted Shares and H Shares are ordinary Shares in the share capital of the Company, and are considered as one class of Shares.

附註：

- (1) (L)指好倉。
- (2) 基於2023年12月31日已發行股份總數397,957,900股股份（包括200,614,140股非上市股份及197,343,760股H股）計算。
- (3) 為免生疑問，非上市股份和H股均為本公司股本中的普通股，且被視為一類股份。



Save as disclosed above, as at 31 December 2023, the Directors were not aware of any other persons/entities (other than the Directors, Supervisors and chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

COMPETITION AND CONFLICT OF INTERESTS

During the Reporting Period, save as disclosed in the Prospectus, none of the Directors or Controlling Shareholders or any of their respective associates has any interests in any business that competes or may compete, directly or indirectly, with the business of the Group or has any other conflict of interests with the Group.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

Save as disclosed in this annual report, the Company does not have any other disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

CONTRACT OF SIGNIFICANCE WITH CONTROLLING SHAREHOLDERS

No contract of significance (including contract of significance for the provision of services) was entered into between the Company or its subsidiaries and the Controlling Shareholders or any of its subsidiaries during the year ended 31 December 2023.

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

During the year ended 31 December 2023, there was no purchase, sale or redemption of any listed securities of the Company by the Company or any of its subsidiaries.

除上文所披露者外，於2023年12月31日，董事並不知悉有任何其他人士／實體（本公司董事、監事及最高行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司披露的權益或淡倉或根據證券及期貨條例第336條須記入本公司存置的登記冊的權益或淡倉。

競爭及利益衝突

於報告期內，除招股章程所披露者外，概無董事或控股股東或彼等各自的任何聯繫人在與或可能與本集團業務直接或間接競爭的何業務中擁有任何權益或與本集團有任何其他利益衝突。

上市規則規定的持續披露責任

除本年報所披露者外，本公司概無根據上市規則第13.20、13.21及13.22條規定的任何其他披露責任。

與控股股東的重大合約

本公司或其附屬公司與控股股東或其任何附屬公司並無於截至2023年12月31日止年度內訂立任何重大合約（包括提供服務的重大合約）。

購買、出售或贖回本公司的上市證券

於截至2023年12月31日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。



TAX RELIEF

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

PRE-EMPTIVE RIGHTS

There is no provision for the pre-emptive rights under the Articles of Association or the PRC laws, which would oblige the Company to offer new shares on a pro-rata basis to its existing Shareholders.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules at all time as of the date of this report.

CORPORATE GOVERNANCE

The Company is committed to ensuring high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. The Company has adopted the principles and code provisions of the Corporate Governance Code on the Stock Exchange as the basis of the Company's corporate governance practices.

The Board is of the view that during the Reporting Period, the Company has complied with all the applicable code provisions as set out in the Corporate Governance Code, except for Code Provision C.2.1 described in the Corporate Governance Report.

Details of the Group's corporate governance practices can be found in the Corporate Governance Report contained on pages 39 to 66 of this annual report.

稅項減免

本公司並不知悉有任何因股東持有本公司股份而使其獲得之稅項減免。

優先購買權

公司章程或中國法律概無有關優先購買權的條文，規定本公司有責任按比例向其現有股東提呈發售新股份。

足夠公眾持股量

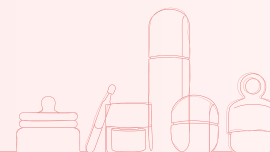
根據本公司所獲得的公開資料及就董事所知，本公司於截至本報告日期的所有時間，一直維持上市規則規定的公眾持股量。

企業管治

董事會致力於確保高標準的企業管治，以保障股東權益，同時提升企業價值及提高問責性。本公司已採納聯交所的原則及企業管治守則的守則條文作為本公司的企業管治常規基準。

董事會認為，於報告期間，本公司已遵守企業管治守則所載的所有適用守則條文，惟企業管治守則所述的守則條文第C.2.1條除外。

有關本集團的企業管治慣例的詳情，可參閱本年報第39至66頁的企業管治報告。



COMPLIANCE WITH THE MODEL CODE

The Company has adopted the Model Code set out in Appendix C3 to the Listing Rules as the code of conduct regarding securities transactions by the Directors and Supervisors.

The Board is pleased to confirm that, after making specific enquiries with all Directors and Supervisors, all Directors and Supervisors have fully complied with the standards required according to the Model Code set out in Appendix C3 to the Listing Rules during the year ended 31 December 2023.

ENVIRONMENTAL, SOCIAL AND CORPORATE RESPONSIBILITY

As a responsible corporation, the Group is committed to maintaining the highest environmental and social standards to ensure sustainable development of its business. In 2023, the Group has won the “Social Responsibility Pioneer Award (社會責任先鋒大獎)” granted by the Organizing Committee of the 12th Public Welfare Festival (第十二屆公益節); the “2023 Virtuous Enterprise Award (2023年度臻善企業大獎)” issued by Jiemian News (界面新聞), a news media in the PRC; the “EDGE AWARDS Global Innovation Selection-ESG Innovative Enterprise of the Year (EDGE AWARDS全球創新評選-年度ESG創新企業)” issued by TMTPost (鈦媒體), a TMT media in the PRC; the “8th Zhitong Finance Best ESG Company Award (第八屆智通財經最佳ESG公司獎)” issued by Zhitong Finance (智通財經), a finance media in the PRC; and the “ESG Pioneer Award (ESG先鋒獎)” issued by CailianShe (財聯社), a finance media in the PRC, which reflected our strong sense of social responsibility. The Group has not noted any material non-compliance with all relevant laws and regulations in relation to its business including health and safety, workplace conditions, employment, anti-corruption and the environment. The Group understands that a better future depends on everyone’s participation and contribution. The Group has encouraged employees, customers, suppliers and other stakeholders to participate in environmental and social activities which benefit the community as a whole. Further, the Group has adopted policies, charters and code of conducts to govern the environmental, social and governance (ESG) aspects of our day-to-day operations, ranging from reducing energy and water consumption caused by our operations, health and work safety, and social contribution to environmental protection and corporate governance. The Group endeavours to maintain the relationships with its employees, suppliers and customers to ensure sustainable development. For further details of the Group’s ESG policies and performance, compliance with relevant laws and regulations and relationship with its employees, suppliers and customers, please refer to our standalone Environmental, Social and Governance Report.

遵守標準守則

本公司已採納上市規則附錄C3所載標準守則，作為董事及監事進行證券交易之操守準則。

對全體董事及監事作出特定查詢後，董事會欣然確認所有董事及監事已於截至2023年12月31日止年度完全遵守上市規則附錄C3所載的標準守則之所需標準。

環境、社會及企業責任

作為一家負責任的企業，本集團致力於保持最高的環境及社會標準，以確保其業務可持續發展。於2023年，本集團榮獲第十二屆公益節組委會頒發的「社會責任先鋒大獎」；中國新聞媒體介面新聞頒發的「2023年度臻善企業大獎」；中國TMT媒體鈦媒體頒發的「EDGE AWARDS全球創新評選-年度ESG創新企業」；中國財經媒體智通財經頒發的「第八屆智通財經最佳ESG公司獎」；及中國財經媒體財聯社頒發的「ESG先鋒獎」，體現了我們強烈的社會責任感。本集團並不知悉其業務（包括健康及安全、工作場所狀況、僱傭、反腐及環境）對於所有相關法律及法規有任何嚴重不遵守情況。本集團明白更好的未來取決於每個人的參與及貢獻。本集團已鼓勵僱員、客戶、供應商及其他利益相關方參與環境及社會活動，使社區整體受益。此外，本集團已採納政策、憲章及行為守則，以管理日常運營中的環境、社會和管治(ESG)方面，包括減少我們運營所產生的能源和水消耗、健康與工作安全、社會貢獻以及環境保護和企業治理等方面。本集團致力維繫與其僱員、供應商及客戶的關係，以確保可持續發展。有關本集團的ESG政策及表現、遵守相關法律及規例的情況以及與其僱員、供應商和客戶關係的進一步詳情，請參閱我們獨立的環境、社會和管治報告。



The Company's Environmental, Social and Governance Report is published in electronic form only at the same time on the websites of the Company at www.chicmaxgroup.com under the section "Investor Relations" and the Stock Exchange at www.hkexnews.hk. If you wish to receive a printed copy of the Environmental, Social and Governance Report, you may submit your request to the Hong Kong H Share Registrar by post at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

KEY RELATIONSHIP WITH STAKEHOLDERS

The Group recognizes that various stakeholders including employees, customers, suppliers and other other stakeholders are key to the Group's success. The Group strives to achieve corporate sustainability through engaging, collaborating, and cultivating strong relationship with them.

The Group believes that it is vital to attract, recruit and retain quality employees. To maintain the quality, knowledge and skill levels of the Group's workforce, the Group provides employees with periodic training, including introductory training for new employees, technical training, professional and management training and health and safety training. The Group believes that it maintains a good relationship with its employees and the Group did not experience any significant labor disputes or any difficulty in recruiting staff for its operations.

We strive to establish long-term, reliable and mutually beneficial cooperative relationship with our suppliers. We make all-out efforts to ensure that all suppliers deliver high-quality raw materials and that they are on the same page with us in terms of providing high-quality products to customers. We select suppliers in a prudent manner and assess their performance based on factors, including but not limited to quality, cost, delivery and services, in order to make sure that their quality standards are in line with the Group's requirements. Meanwhile, we also encourage suppliers to improve environmental, social and governance performance with us with a goal to grow and develop together.

A customer complaint handling mechanism is in place to receive, analyse and study complaints and make recommendations on remedies with the aim of improving service quality. The Group is in good relationship with its employees, suppliers and customers and conducts a fair and strict appraisal of its suppliers on an annual basis. For details of an account of the Company's key relationships with its employees, customers, suppliers and others that have a significant impact on the Company is set out in the separate Environmental, Social and Governance Report.

本公司的環境、社會及管治報告僅以電子形式發表，同時刊登在本公司網站www.chicmaxgroup.com的「投資者關係」部分和聯交所網站www.hkexnews.hk。倘閣下擬收取環境、社會及管治報告的印刷本，閣下可向香港H股證券登記處（郵寄至香港夏慤道16號遠東金融中心17樓）提出有關要求。

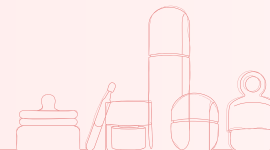
與利益相關者的主要關係

本集團認可不同的利益相關者（包括僱員、客戶、供應商及其他利益相關者）為本集團取得成功的關鍵。本集團努力與彼等保持聯繫、合作及建立穩固關係，以實現企業可持續發展。

本集團相信，吸引、招募及挽留優質僱員至關重要。為維持本集團員工的質素、知識及技能水平，本集團向僱員提供定期培訓，包括新僱員入職培訓、技術培訓、專業及管理培訓以及健康及安全培訓。本集團相信，其與僱員維持良好關係，且並無發生任何重大勞資糾紛，亦無於其業務營運招聘員工時遇到任何困難。

我們致力於與供應商建立長久、信任的、互惠共贏的合作關係，努力確保所有供應商交付高品質原材料，及與我們一樣致力於提供高品質產品予客戶。我們審慎選擇供應商，並依據（包括但不限於）品質、成本、交付及服務等因素對供應商的表現進行評估，確保所提供的品質標準符合本集團要求。同時，我們亦會鼓勵供應商與我們共同提升環境、社會及管治方面的表現，達到與供應商共同成長與發展的目標。

本集團已制定客戶投訴處理機制，收集、分析及研究投訴事件及提出改善意見，以不斷提高服務質量。本集團與其僱員、供應商及客戶關係良好，且每年會對供應商進行公平及嚴格審核。有關本公司與其僱員、客戶、供應商及其他對本公司影響重大的人士的主要關係的詳情載於單獨的環境、社會及管治報告。



EQUITY-LINKED AGREEMENTS

Save as disclosed in this annual report, the Company has not entered into any equity-linked agreement during the year ended 31 December 2023.

MATERIAL LEGAL PROCEEDINGS

The Group was not involved in any material legal proceeding during the year ended 31 December 2023.

LOAN AND GUARANTEE

Save as disclosed in this annual report, during the year ended 31 December 2023, the Group had not made any loan or provided any guarantee for loan, directly or indirectly, to the Directors, Supervisors, senior management of the Company, the Controlling Shareholders or their respective connected persons.

CONFIRMATION OF INDEPENDENCE OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company confirmed that it had received the annual confirmation of independence from each of the independent non-executive Directors in compliance with Rule 3.13 of the Listing Rules. The Company is of the view that the independent non-executive Directors remain independent during the year ended 31 December 2023 in accordance with the relevant requirements of Rule 3.13 of the Listing Rules.

ANNUAL GENERAL MEETING

The AGM will be held on 30 May 2024. Shareholders should refer to details regarding the AGM in the circular of the Company dated 25 April 2024 and the notice of meeting and form of proxy accompanying thereto.

股權掛鈎協議

除本年報所披露者外，本公司於截至2023年12月31日止年度並無訂立任何股權掛鈎協議。

重大法律訴訟

截至2023年12月31日止年度，本集團概無涉及任何重大法律訴訟。

貸款及擔保

除本年報所披露者外，截至2023年12月31日止年度，本集團概無向董事、監事、本公司高級管理層、控股股東或彼等各自的關連人士提供任何貸款或就其貸款直接或間接作出任何擔保。

獨立非執行董事之獨立性確認

本公司確認已接獲各獨立非執行董事按照上市規則第3.13條就其獨立性而提交的年度確認函，認為現任獨立非執行董事於截至2023年12月31日止年度均符合上市規則第3.13條所列載之相關要求，仍然具有獨立性。

股東週年大會

股東週年大會將於2024年5月30日舉行。股東應參閱本公司日期為2024年4月25日的通函及其隨附的會議通知及代表委任表格中有關股東週年大會的詳情。



CLOSURE OF THE REGISTER OF MEMBERS

To determine the eligibility of the Shareholders to attend and vote at the AGM to be held on 30 May 2024, the register of members will be closed from Monday, 27 May 2024 to Thursday, 30 May 2024, both days inclusive, during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration before 4:30 p.m. on Friday, 24 May 2024.

On the assumption that the resolution for declaring the final dividend is duly passed at the AGM, the register of members will be closed from Wednesday, 5 June 2024 to Friday, 7 June 2024, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for entitlement to the final dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares) before 4:30 p.m. on Tuesday, 4 June 2024.

AUDITORS

There has been no change in auditors since the Listing Date. A resolution to re-appoint the retiring auditors, Ernst & Young, is to be proposed at the forthcoming AGM.

DONATION

Approximately RMB2.5 million of charitable or other donations were made by the Group during the year ended 31 December 2023. For further details, please refer to the Environmental, Social and Governance Report.

暫停辦理股份過戶登記手續

為釐定股東出席將於2024年5月30日舉行的股東週年大會及於會上投票的資格，本公司將於2024年5月27日（星期一）至2024年5月30日（星期四）（包括首尾兩天）暫停辦理股份過戶登記手續，期間將不會辦理本公司股份過戶登記手續。為確保有權出席股東週年大會及於會上投票，所有過戶表格連同有關股票須於2024年5月24日（星期五）下午四時三十分前送達本公司於香港的H股證券登記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），以辦理相關過戶手續。

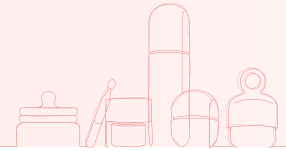
假設末期股息宣派決議在股東週年大會上獲正式通過，股份過戶登記處將於2024年6月5日（星期三）至2024年6月7日（星期五）（包括首尾兩天）暫停辦理股份過戶登記手續，期間將不會辦理本公司股份過戶登記手續。為符合領取末期股息的資格，所有過戶表格連同相關股票須於2024年6月4日（星期二）下午四時三十分前送達本公司H股證券登記處卓佳證券登記有限公司（地址為香港夏慤道16號遠東金融中心17樓）（就H股持有人而言）。

核數師

自上市日期起，核數師並無變動。本公司將於應屆股東週年大會上提呈有關續聘退任核數師安永會計師事務所之決議案。

捐贈

截至2023年12月31日止年度，本集團作出約人民幣2.5百萬元的慈善性質或其他的捐贈。有關進一步詳情，請參閱環境、社會及管治報告。



EVENTS AFTER THE REPORTING PERIOD

On 23 February 2024, the Board announced that the Company has recently received notifications from certain minority shareholders in respect of the conversion of an aggregate of 8,861,580 unlisted shares of the Company (the “**Unlisted Shares**”) into H shares (the “**H Shares**”), representing approximately 2.23% of the total share capital of the Company. The Company has submitted an application (the “**Application**”) to the CSRC on 23 February 2024 in respect of the conversion of the Unlisted Shares into H Shares. Upon obtaining all the relevant approvals (including the approvals from the CSRC and the Stock Exchange) and having complied with all the applicable laws, regulations and rules, such Unlisted Shares will be converted into H Shares, and the Company will apply for the listing of and permission to deal in such H Shares on the Main Board of the Stock Exchange (the “**Conversion and Listing**”). As at the date of this report, the Company has not received approval from the CSRC in respect of the Application and the details of implementation plan of the Conversion and Listing have not been finalised. For details, please refer to the announcement dated 23 February 2024 of the Company.

Best regards,

Lyu Yixiong

Chairman of the Board, Executive Director and Chief Executive Officer
上海上美化妝品股份有限公司

Shanghai Chicmax Cosmetic Co., Ltd.

Shanghai, the PRC
21 March 2024

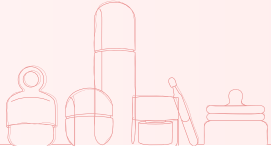
報告期後事項

於2024年2月23日，董事會宣佈，本公司近期接獲若干少數股東就本公司合共8,861,580股未上市股份（約佔本公司總股本的2.23%）（「未上市股份」）轉為H股（「H股」）的通知。本公司已於2024年2月23日向中國證監會提交備案申請（「申請」），以將未上市股份轉為H股。在取得所有相關批准（包括中國證監會及聯交所批准）及符合所有適用法律、法規及規章後，該等未上市股份將被轉為H股，本公司將就該等H股向聯交所申請於主板上市及買賣（「轉換及上市」）。於本報告日期，本公司尚未獲得中國證監會批准申請，且轉換及上市的實施計劃詳情尚未落實。有關詳情，請參閱本公司日期為2024年2月23日的公告。

此致

上海上美化妝品股份有限公司
董事長、執行董事兼首席執行官
呂義雄

中國上海
2024年3月21日



Report of the Supervisory Committee

監事會報告

The supervisory committee of Shanghai Chicmax Cosmetic Co., Ltd. (the “Supervisory Committee”) exercises its duties independently, with a dedicated and diligent attitude, in accordance with the Company Law of the PRC, the Articles of Association, the Rules of Procedures of the Supervisory Committee and relevant laws and regulations. From the perspective of safeguarding the interests of the Company and the rights and interests of shareholders, the Supervisory Committee performs its supervisory duties earnestly to promote the further improvement of the corporate governance structure of the Company.

1. CONSIDERATION BY THE SUPERVISORY COMMITTEE IN 2023

On 30 March 2023, the Company held the sixth meeting of the First Session of the Supervisory Committee, at which the “Proposal on the Work Report of the Supervisory Committee in 2022”, “Proposal on the Audited Combined Financial Statements, Results Announcement and Annual Report of the Group for the Year Ended 31 December 2022”, “Proposal on the 2022 Environmental, Social and Governance Report”, “Proposal on 2022 Final Financial Report and 2023 Financial Budget Report”, “Proposal on Supervisors Remuneration”, “Proposal on the Annual Profit Distribution in 2022” and “Proposal on the Re-appointment of Accounting Firm” were considered and approved.

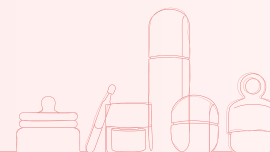
On 30 August 2023, the Company held the seventh meeting of the First Session of the Supervisory Committee, at which the “Proposal on the Unaudited Combined Financial Statements, Results Announcement and Interim Report of the Group for the Six Months Ended 30 June 2023”, “Proposal on the Amendments to the Rules of Procedures of the Supervisory Committee of Shanghai Chicmax Cosmetic Co., Ltd.” and “Proposal on Interim Profit Distribution in 2023” were considered and approved.

上海上美化妝品股份有限公司監事會（「監事會」）根據《中華人民共和國公司法》、公司章程、《監事會議事規則》和有關法律、法規的要求，本着恪盡職守、勤勉盡責的工作態度，依法獨立行使職權，從切實維護公司利益和股東權益出發，認真履行監督職責，促進公司進一步完善法人治理結構。

1. 2023年度監事會審議情況

2023年3月30日，公司召開了第一屆監事會第六次會議，會議審議通過了《關於2022年度監事會工作報告的議案》、《關於本集團截至2022年12月31日止年度之經審核合併財務報表、業績公告及年報的議案》、《關於2022年度環境、社會及管治報告的議案》、《關於2022年度財務決算報告及2023年度財務預算報告的議案》、《關於監事薪酬的議案》、《關於2022年度利潤分配的議案》、《關於續聘會計師事務所的議案》。

2023年8月30日，公司召開了第一屆監事會第七次會議，會議審議通過了《關於本集團截至2023年6月30日止六個月之未經審核合併財務報表、業績公告及中期報告的議案》、《關於修改〈上海上美化妝品股份有限公司監事會議事規則〉的議案》、《關於2023年中期利潤分配的議案》。



2. LEGAL COMPLIANCE OF THE COMPANY IN 2023

The Supervisory Committee of the Company performed its duties and responsibilities, attended the Board meetings and general meetings of the Company, and supervised the regulated operation, production and operation, financial position and the performance of duties by the Directors and senior management of the Company, in accordance with the laws and regulations such as the Company Law of the PRC and the corporate systems such as the Articles of Association and the Rules of Procedures of the Supervisory Committee in 2023.

The Supervisory Committee is of the view that the Board of the Company is well operated, makes reasonable decisions and follows lawful procedures, and earnestly implements the resolutions of the general meeting, and there is no violation of laws, regulations or the Articles of Association or act against the interests of the Company and its shareholders by the Directors and senior management of the Company in the performance of their duties for the Company. The Company's financial operation is regular with complete systems. The Company has established a relatively sound internal control system in compliance with the relevant laws and regulations and the Articles of Association, and there is no any illegal or non-compliant act.

3. WORK PLAN OF SUPERVISORY COMMITTEE FOR 2024

In 2024, the Supervisory Committee will continue to exercise due diligence in accordance with the relevant laws and regulations and the work plan is as follows:

- (1) The Supervisory Committee will continue to strengthen its supervisory functions and perform its duties earnestly, hold regular meetings of the Supervisory Committee and attend the Board meetings and general meetings of the Company in accordance with the law, supervise the legality of various decision-making procedures, supervise the Board and senior management in accordance with the law, promote the further improvement of the corporate governance structure of the Company, prevent acts against the interests of the Company, protect the legitimate interests of the Company and all shareholders, and strive to improve the standard of corporate governance and regular operation.

2. 2023年度公司依法運作情況

公司監事會2023年度按照《中華人民共和國公司法》等法律法規及公司章程、《監事會議事規則》等公司制度的要求，依法履行職權，列席、出席了公司董事會和股東大會，並對公司規範運作情況、生產經營情況、財務情況、董事和高級管理人員履職情況進行了監督。

監事會認為：公司董事會運作規範、決策合理、程序合法，認真執行股東大會的各項決議；公司董事、高級管理人員執行公司職務時不存在違反法律、法規、《公司章程》或損害公司和股東利益的行為。公司財務運作規範、制度健全，建立了較為完善的內部控制體系，符合相關法律法規和公司章程的規定，未發生違法違規行為。

3. 監事會2024年度工作計劃

2024年，監事會將繼續按照相關法律、法規要求，勤勉盡責，工作計劃如下：

- 1、監事會將繼續加強監督職能，認真履行職責，依法定期組織召開監事會會議，依法出席、列席公司董事會和股東大會，並監督各項決策程序的合法性，依法對董事會及高級管理人員進行監督，促進公司進一步完善法人治理結構，防止損害公司利益的行為發生，切實維護公司和全體股東的合法權益，致力於提升公司治理和規範運作水平。



- (2) The Supervisory Committee will continue to focus on the risk management of the Company, monitor the legal compliance of the Company, and actively supervise the construction and effective operation of the internal management control system to effectively reduce operational risks and improve operational efficiency.
 - (3) The Supervisory Committee will examine the financial position of the Company and focus on significant financial matters, such as the preparation and disclosure of financial reports and the application of accounting standards, to continuously deepen its supervision on the Company's financial operation.
 - (4) The Supervisory Committee will further enhance the ability of the Supervisory Committee to perform its duties and strengthen its knowledge of various laws and regulations, corporate governance, financial and internal control management to better protect the interests of the Company and all Shareholders.
- 2、持續關注公司風險管理，監督公司依法運作的情況，積極督促內部管理控制體系的建設與有效運行，有效降低經營風險、提高經營效率。
 - 3、檢查公司財務情況，把財務報告編製和披露、會計準則運用等重大財務事項作為監督着力點，不斷深化對公司的財務運作情況的監督。
 - 4、進一步提高監事會履職能力，加強各項法律法規、公司治理、財務及內控管理相關知識的學習，更好的維護公司及全體股東的利益。

Best regards,
Li Tao
Chairman of the Supervisory Committee
上海上美化妝品股份有限公司
Shanghai Chicmax Cosmetic Co., Ltd.

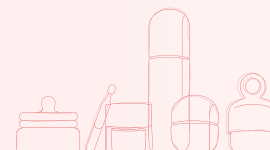
Shanghai, the PRC
21 March 2024

此致
上海上美化妝品股份有限公司
監事會主席
李濤

中國上海
2024年3月21日

Independent auditor's report

獨立核數師報告



Ernst & Young
27/F, One Taikoo Place
979 King's Road
Quarry Bay, Hong Kong

安永會計師事務所
香港鰂魚涌英皇道 979 號
太古坊一座 27 樓

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Independent auditor's report

To the shareholders of Shanghai Chicmax Cosmetic Co., Ltd.

(Incorporated in the People's Republic of China with limited liability)

Opinion

We have audited the consolidated financial statements of Shanghai Chicmax Cosmetic Co., Ltd. (the "Company") and its subsidiaries (the "Group") set out on pages 117 to 240, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

獨立核數師報告

致上海上美化妝品股份有限公司股東

(於中華人民共和國註冊成立的股份有限公司)

意見

我們已就第 117 至 240 頁所載上海上美化妝品股份有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表作出審核，該等綜合財務報表包括於 2023 年 12 月 31 日的綜合財務狀況表及截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括重大會計政策概要)。

我們認為，該等綜合財務報表已根據國際會計準則理事會(「國際會計準則理事會」)頒佈的國際財務報告準則(「國際財務報告準則」)真實而公允地反映了於 2023 年 12 月 31 日貴集團的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例的披露規定妥為編製。



Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) 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.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

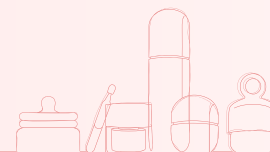
意見基準

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

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在審計整體綜合財務報表並出具意見時處理，我們不對這些事項提供單獨的意見。我們對下述每一事項在審計中是如何應對的描述也以此為背景。

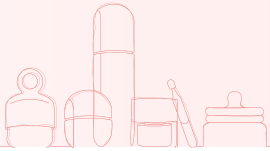
我們已履行本報告「核數師就審計綜合財務報表承擔的責任」部分闡述的責任，包括與這些關鍵審計事項相關的責任。相應地，我們的審計工作包括執行為應對評估的綜合財務報表重大錯誤陳述風險而設計的審計程序。我們執行審計程序的結果，包括應對下述關鍵審計事項所執行的程序，為綜合財務報表整體發表審計意見提供了基礎。



Key audit matters (Continued)

關鍵審計事項 (續)

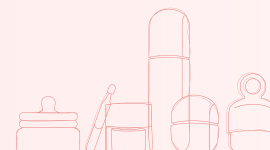
Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項
<p>Loss allowance for expected credit losses on trade receivables 貿易應收款項預期信貸虧損撥備</p> <p>As at 31 December 2023, the carrying amount of trade receivables amounted to RMB317,448,000 and the corresponding loss allowance for trade receivables for the year then ended amounted to RMB12,005,000, which were material to the consolidated financial statements.</p> <p>於2023年12月31日，貿易應收款項賬面值為人民幣317,448,000元及截至該日止年度的貿易應收款項相應的虧損撥備為人民幣12,005,000元，該等數額對貴集團的綜合財務報表而言屬重大。</p> <p>Under IFRS 9, the loss allowance for trade receivables is based on expected credit loss (“ECL”) approach.</p> <p>貿易應收款項虧損撥備是根據國際財務報告準則第9號所規定的預期信貸虧損（「預期信貸虧損」）法計提。</p> <p>In developing the loss allowance, the ECL rates of trade receivables assessed individually are determined based on corresponding external default data of the customers, their repayment and default histories and on-going business relationship with them by the management. For trade receivables assessed collectively, the ECL rates are determined based on historical credit losses experienced. The loss rates are then adjusted to reflect current and forward-looking information such as macroeconomic factors affecting the ability of the customers to settle the receivables.</p> <p>於釐定虧損撥備時，個別評估的貿易應收款項預期信貸虧損率乃由管理層按客戶的相應外部違約數據、彼等的還款及違約歷史以及與彼等的持續業務關係而釐定。就綜合評估的貿易應收款項而言，預期信貸虧損率乃按過往的信貸虧損而釐定。損失率其後會作出調整，以反映當前及前瞻性資料，如影響客戶結付應收款項能力的宏觀經濟因素。</p>	<p>Our procedures in relation to assessment of ECLs of trade and bills receivables included:</p> <p>我們就評估貿易應收款項及應收票據的預期信貸虧損進行的程序包括：</p> <ul style="list-style-type: none"> - Discussed with the management about the credit policy of the Group and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors involved in the loss allowance estimation such as subjectivity; 與管理層討論貴集團的信貸政策，並通過考慮估計的不確定性程度及虧損撥備估計中涉及的其他內在風險因素（例如主觀性）的水平，評估重大錯誤陳述的內在風險； - Understood and evaluated management’s internal controls and assessment processes of estimating ECL allowance for trade receivables; 了解及評估管理層對估計貿易應收款項的預期信貸虧損撥備的內部控制及評估過程； - Evaluated the basis the management used to determine different credit risk portfolios; 評估管理層用於確定不同信貸風險組合的基準；



Key audit matters (Continued)

關鍵審計事項 (續)

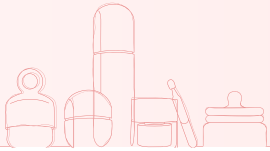
Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項
<p>Loss allowance for expected credit losses on trade receivables (Continued) 貿易應收款項預期信貸虧損撥備 (續)</p>	
<p>The estimation of relevant ECL involves significant judgement and subjective assumptions of the management of the Group such as the assessment of the correlation among historical observed default rates and forecast economic conditions. As a result, we identified the assessment of provision of trade receivables of the Group as a key audit matter.</p> <p>相關的預期信貸虧損的估算涉及貴集團管理層的重大判斷及主觀假設 (例如對過往觀察所得違約率及預測經濟狀況之間關連性進行的評估)。因此，我們將貴集團的貿易應收款項撥備的評估確定為關鍵審計事項。</p> <p>Details are set out in note 2.4, note 3 and note 22 to the consolidated financial statements for related disclosures. 相關披露的詳情載於綜合財務報表附註2.4、附註3及附註22。</p>	<ul style="list-style-type: none"> - Analysed and tested the trade receivables ageing profiles adopted in the collective assessment; 分析及測試集體評估所採用的貿易應收款項賬齡概況； - Evaluated management's judgements involved in the determination of loss allowance of trade receivables, including the historical experience and forward-looking adjustments; 評估管理層於確定貿易應收款項虧損撥備時涉及的判斷，包括歷史經驗及前瞻性的調整； - Assessed the related parameters used by the Group in ECL estimation by comparing with the underlying historical and external data; 通過與相關的歷史及外部數據進行比較，評估貴集團於估計預期信貸虧損時使用的相關參數； - Evaluated the outcome of prior year's ECL allowance by testing, on a sample basis, the subsequent settlement of trade receivables by checking to relevant bank receipt records; 通過抽查相關的銀行收據記錄，測試貿易應收款項的後續結算情況，評估上一年度的預期信貸虧損撥備的結果； - Reviewed the related disclosures in the notes to the consolidated financial statements. 審查綜合財務報表附註中的相關披露。



Key audit matters (Continued)

關鍵審計事項 (續)

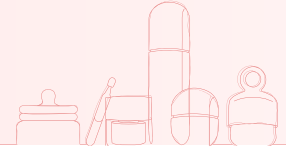
Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項
<p>Provision for impairment of inventories 存貨減值撥備</p> <p>As at 31 December 2023, the carrying amount of inventories amounted to RMB510,757,000 and the corresponding provision for inventories for the year then ended amounted to RMB47,468,000, which were material to the consolidated financial statements.</p> <p>於2023年12月31日，存貨賬面值為人民幣510,757,000元及截至該日止年度的存貨相應撥備為人民幣47,468,000元，該等數額對綜合財務報表而言屬重大。</p> <p>Significant judgement is required in assessing the appropriate level of the provision for slow moving and/or obsolete inventory. Such judgements include management's expectations of forecast inventory demand, product expiry dates and plans to dispose of inventories that are close to expiry. As a result, we identified the provisioning for slow moving and obsolete inventories as a key audit matter.</p> <p>於評估週轉緩慢及／或陳舊存貨撥備的適當水平時，須作出重大判斷。有關判斷包括管理層對預測存貨需求的預期、產品到期日及處置接近到期的存貨的計劃。因此，我們將週轉緩慢及陳舊存貨撥備確定為關鍵審計事項。</p> <p>Details are set out in note 2.4, note 3 and note 21 to the consolidated financial statements for related disclosures. 相關披露的詳情載於綜合財務報表附註2.4、附註3及附註21。</p>	<p>Our procedures in relation to assessment of provision of inventories included:</p> <p>我們就評估存貨撥備進行的程序包括：</p> <ul style="list-style-type: none"> - Understood and evaluated management's internal controls and assessment processes of provision for inventories; 了解及評估管理層的內部控制及存貨撥備的評估過程； - Obtained the calculation of the provision for inventories prepared by the management of the Group, evaluated the ageing information of inventories used in the calculation by checking relevant supporting documents; 獲取貴集團管理層編製的存貨撥備計算表，通過檢查相關證明文件評估計算中使用的存貨賬齡信息； - Compared the estimated selling prices of inventories in the calculation to their recent or subsequent selling price, on a sample basis, by checking invoices; 通過檢查發票，將計算表中的存貨估計售價與近期或後續售價進行抽樣比較； - Assessed the provision amount by recalculating the net realizable value on a sample basis independently, and comparing it with the cost of inventories of the Group; 通過獨立抽樣重新計算可變現淨值，並與貴集團的存貨成本相比較，評估撥備金額； - Reviewed the related disclosures in the notes to the consolidated financial statements. 審查綜合財務報表附註中的相關披露。



Key audit matters (Continued)

關鍵審計事項 (續)

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項
<p>Recognition of deferred tax assets 遞延所得稅資產的確認</p> <p>As at 31 December 2023, the balance of deferred tax assets amounted to RMB122,766,000, which were material to the consolidated financial statements. 於2023年12月31日，遞延所得稅資產餘額為人民幣122,766,000元，該數額對綜合財務報表而言屬重大。</p> <p>The deferred tax assets are recognized to the extent that it is probable that taxable profits would be available against which the deductible temporary differences and tax losses can be utilized. The process of estimating the amount and timing of future taxable profits is complex and involves estimates and judgements that would be affected by future operations, tax regulations, market or economic conditions. As a result, we identified the recognition of deferred tax assets as a key audit matter. 遞延稅項資產的確認以將有應課稅利潤可用以抵銷可扣減暫時性差額及稅項虧損為限。估計未來應課稅利潤的數額和時間的過程是複雜的，涉及到會受到未來經營、稅收法規、市場或經濟狀況所影響的估計和判斷。因此，我們將遞延稅款資產的確認確定為關鍵審計事項。</p> <p>Details are set out in note 2.4, note 3 and note 20 to the consolidated financial statements for related disclosures. 相關披露的詳情載於綜合財務報表附註2.4、附註3及附註20。</p>	<p>Our procedures in relation to assessment the recognition of deferred tax assets included: 我們就評估遞延所得稅資產的確認進行的程序包括：</p> <ul style="list-style-type: none"> - Understood and evaluated management's internal controls and assessment processes of recognition of deferred tax assets; 了解及評估管理層的內部控制及確認遞延稅項資產的評估程序； - Discussed with the management about the business plans of the Group approved by those charged with governance; 與管理層討論由管理負責人批准的貴集團業務計劃； - Obtained the future profit forecasts prepared by the management, evaluated the appropriateness of the parameters used in the forecasts by comparing with the historical information of the Group and the industry; 獲得管理層編製的未來利潤預測，通過與貴集團及行業的歷史信息進行比較，評估預測中使用的參數是否恰當；



Key audit matters (Continued)

關鍵審計事項 (續)

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項
Recognition of deferred tax assets (Continued) 遞延所得稅資產的確認 (續)	
	<ul style="list-style-type: none"><li data-bbox="810 616 1430 713">– Performed sensitivity analysis of the parameters used in the forecasts; 對預測中使用的參數進行敏感性分析；<li data-bbox="810 763 1430 940">– Obtained the calculation of the deferred tax assets prepared by the management, recalculated the deferred tax assets and compared the results; 獲取管理層編製的遞延所得稅資產計算表，重新計算遞延所得稅資產並比較結果；<li data-bbox="810 989 1430 1086">– Reviewed the related disclosures in the notes to the consolidated financial statements. 審查綜合財務報表附註中的相關披露。



Other information included in the Annual Report

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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

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

Responsibilities of the directors for the consolidated financial statements

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

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

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

包含在年度報告中的其他資訊

貴公司董事須對其他資訊負責。其他資訊包括年報所載資訊，惟綜合財務報表及我們的核數師報告除外。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不就此發表任何形式的鑒證結論。

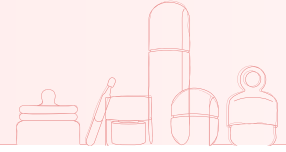
就我們對綜合財務報表的審計而言，我們的責任是閱讀其他資訊，並在此過程中考慮其他資訊是否與綜合財務報表或我們在審計中獲得的信息存在重大不一致或可能存在重大錯誤陳述。倘基於我們已執行的工作，我們認為其他資訊存在重大錯誤陳述，則我們須報告該事實。就此而言，我們並無任何報告。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則理事會頒佈的國際財務報告準則及香港公司條例的披露規定擬備真實而公允的綜合財務報表，及須對董事認為對編製綜合財務報表以使其不存在由於欺詐或錯誤而導致的重大錯誤陳述而言屬必要的有關內部控制負責。

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

審計委員會協助貴公司董事履行職責，監督貴集團的財務報告過程。



Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

核數師就審計綜合財務報表承擔的責任

我們的目標是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保證，並出具包括我們意見的核數師報告。我們按香港公司條例第405條之規定僅對全體成員作出報告，除此以外，本報告並無其他用途。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期錯誤陳述單獨或匯總起來可能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，則有關的錯誤陳述可被視作重大。

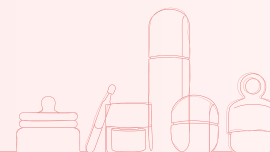
在根據香港審計準則進行審計的過程中，我們運用專業判斷，保持專業懷疑態度。我們亦：

- 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，設計及進行審計程序以應對這些風險，以及獲取充足及適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。



Auditor's responsibilities for the audit of the consolidated financial statements (Continued)

- 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.
 - 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.
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- ## 核數師就審計綜合財務報表承擔的責任 (續)
- 評價董事所採用會計政策是否恰當及作出會計估計及相關披露的合理性。
 - 就董事採用持續經營會計基準是否恰當作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關披露不足，則修訂我們的意見。我們的結論是基於直至核數師報告日期所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
 - 評價綜合財務報表的整體呈報方式、架構和內容，包括披露資料，以及綜合財務報表是否已公允呈報相關交易及事項。
 - 就貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責指導、監督及執行貴集團的審計工作。我們為審計意見承擔全部責任。



Auditor's responsibilities for the audit of the consolidated financial statements (Continued)

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.

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

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

Ernst & Young
Certified Public Accountants
Hong Kong
21 March 2024

核數師就審計綜合財務報表承擔的責任(續)

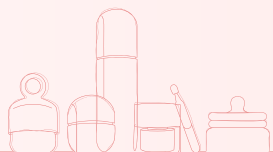
我們與審計委員會溝通了計劃的審計範圍、審計時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審計委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，採取行動消除威脅或應用相關的防範措施。

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

出具本獨立核數師報告的審計項目合夥人是孫龍偉。

安永會計師事務所
執業會計師
香港
2024年3月21日



Consolidated Statement of Profit or Loss

綜合損益表

Year ended 31 December 2023
截至2023年12月31日止年度

			2023	2022
			2023年	2022年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Revenue	收入	5	4,190,727	2,675,331
Cost of sales	銷售成本		(1,171,275)	(975,699)
Gross profit	毛利		3,019,452	1,699,632
Other income and gains	其他收入及收益	6	156,496	122,768
Selling and distribution expenses	銷售及分銷開支		(2,240,332)	(1,257,691)
Administrative expenses	行政開支		(209,609)	(223,388)
Research and development costs	研發成本		(125,814)	(110,283)
Impairment losses on financial assets, net	金融資產減值虧損淨額	7	15,252	(12,054)
Other expenses	其他開支	6	(34,000)	(43,049)
Finance costs	財務成本	8	(16,227)	(20,474)
Share of profits and losses of:	應佔以下各方的利潤及虧損：			
Joint venture	合營企業		(4,652)	-
Associates	聯營公司		(1,353)	(1,229)
PROFIT BEFORE TAX	除稅前利潤	7	559,213	154,232
Income tax expense	所得稅開支	11	(97,550)	(17,152)
PROFIT FOR THE YEAR	年內利潤		461,663	137,080
Attributable to:	以下各方應佔：			
Owners of the parent	母公司擁有人		461,104	147,104
Non-controlling interests	非控股權益		559	(10,024)
			461,663	137,080
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通權益持有人應佔每股盈利			
Basic and diluted	基本及攤薄			
– For profit for the year	– 年內利潤	13	RMB1.16 人民幣1.16元	RMB0.41 人民幣0.41元

Consolidated Statement of Comprehensive Income

綜合全面收益表

Year ended 31 December 2023
截至2023年12月31日止年度



		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Profit for the year	年內利潤	461,663	137,080
Other comprehensive income	其他全面收入		
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:	於其後期間可能重新分類至損益的其他全面虧損：		
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	(4,138)	(955)
Net other comprehensive loss that may be reclassified to profit or loss in subsequent periods	於其後期間可能重新分類至損益的其他全面虧損淨額	(4,138)	(955)
Total comprehensive income for the year	年內全面收入總額	457,525	136,125
Attributable to:	以下各方應佔：		
Owners of the parent	母公司擁有人	456,966	146,149
Non-controlling interests	非控股權益	559	(10,024)
		457,525	136,125



Consolidated Statement of Financial Position

綜合財務狀況表

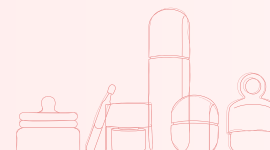
31 December 2023
2023年12月31日

			2023	2022
			2023年	2022年
	Notes	RMB'000	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元	人民幣千元
NON-CURRENT ASSETS				
Property, plant and equipment	14	594,412	601,251	
Investment properties	15	8,065	9,286	
Prepayments, other receivables and other assets				
	23	18,950	16,748	
Right-of-use assets	16	131,171	144,494	
Other intangible assets	17	16,860	19,424	
Investment in a joint venture	18	2,698	–	
Investments in associates	19	64,184	1,797	
Financial assets at fair value through profit or loss	24	101,230	–	
Deferred tax assets	20	112,941	100,501	
Total non-current assets		1,050,511	893,501	
CURRENT ASSETS				
Inventories	21	510,757	518,113	
Trade and bills receivables	22	321,246	373,985	
Prepayments, other receivables and other assets				
	23	331,812	200,860	
Financial assets at fair value through profit or loss	24	216,812	–	
Pledged deposits	25	–	11,500	
Cash and cash equivalents	25	697,689	1,147,708	
Total current assets		2,078,316	2,252,166	
CURRENT LIABILITIES				
Trade payables	26	518,613	424,150	
Other payables and accruals	27	266,824	235,722	
Interest-bearing bank and other borrowings	28	100,008	590,278	
Lease liabilities	16	29,763	26,890	
Tax payable		136,198	36,690	
Total current liabilities		1,051,406	1,313,730	
NET CURRENT ASSETS		1,026,910	938,436	
TOTAL ASSETS LESS CURRENT LIABILITIES		2,077,421	1,831,937	

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2023
2023年12月31日



			2023	2022
			2023年	2022年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
NON-CURRENT LIABILITIES	非流動負債			
Lease liabilities	租賃負債	16	35,803	50,939
Interest-bearing bank and other borrowings	計息銀行及其他借款	28	-	60,089
Other payables	其他應付款項	27	12,391	14,264
Total non-current liabilities	非流動負債總額		48,194	125,292
Net assets	資產淨值		2,029,227	1,706,645
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share capital	股本	29	397,958	396,958
Reserves	儲備	31	1,611,078	1,308,128
			2,009,036	1,705,086
Non-controlling interests	非控股權益		20,191	1,559
Total equity	權益總額		2,029,227	1,706,645

Lyu Yixiong 呂義雄
Director 董事

Feng Yifeng 馮一峰
Director 董事



Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2023
截至2023年12月31日止年度

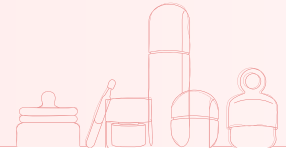
		Attributable to owners of the parent 母公司擁有人應佔									
		Share capital	Share premium*	Share-based payment reserve*	Capital reserve*	Statutory reserve funds*	Exchange fluctuation reserve*	Retained profits*	Non-controlling interests	Total equity	
		股本	股份溢價*	以股份為基礎的付款儲備*	資本儲備*	法定儲備基金*	外匯波動儲備*	保留利潤*	總計	非控股權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(note 29)	(note 29)		(note 31)	(note 31)	(note 31)				
		(附註29)	(附註29)		(附註31)	(附註31)	(附註31)				
At 1 January 2023	於2023年1月1日	396,958	772,886	194,083	119,679	40,207	(7,707)	188,980	1,705,086	1,559	1,706,645
Profit for the year	年內利潤	-	-	-	-	-	-	461,104	461,104	559	461,663
Other comprehensive income for the year:	年內其他全面收入：										
Exchange differences related to foreign operations	與海外業務有關的匯兌差額	-	-	-	-	-	(4,138)	-	(4,138)	-	(4,138)
Total comprehensive income/(loss) for the year	年內全面收入/(虧損)總額	-	-	-	-	-	(4,138)	461,104	456,966	559	457,525
Contribution from non-controlling shareholders	非控股股東出資	-	-	-	-	-	-	-	-	18,780	18,780
Acquisition of non-controlling interests	收購非控股權益	-	-	-	707	-	-	-	707	(707)	-
Final 2022 dividend declared	宣派的2022年末期股息	-	-	-	-	-	-	(99,489)	(99,489)	-	(99,489)
Interim 2023 dividend	2023年中期股息	-	-	-	-	-	-	(79,592)	(79,592)	-	(79,592)
Issuance of ordinary shares relating to initial public offering (note 29)	發行與首次公開發售有關的普通股(附註29)	1,000	20,777	-	-	-	-	-	21,777	-	21,777
Share issue expenses	股份發行開支	-	(1,394)	-	-	-	-	-	(1,394)	-	(1,394)
Equity-settled share-based compensation	以權益結算股份為基礎的薪酬	-	-	4,975	-	-	-	-	4,975	-	4,975
Transfer from retained profits	自保留利潤轉撥	-	-	-	-	34,488	-	(34,488)	-	-	-
At 31 December 2023	於2023年12月31日	397,958	792,269	199,058	120,386	74,695	(11,845)	436,515	2,009,036	20,191	2,029,227

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2023

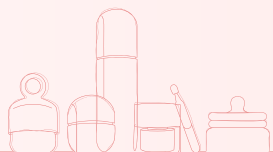
截至2023年12月31日止年度



		Attributable to owners of the parent 母公司擁有人應佔									
		Share capital	Share premium*	Share-based payment reserve*	Capital reserve*	Statutory reserve funds*	Exchange fluctuation reserve*	Retained profits*	Total	Non-controlling interests	Total equity
		股本	股份溢價*	以股份為基礎的付款儲備*	資本儲備*	法定儲備基金*	外匯波動儲備*	保留利潤*	總計	非控股權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(note 29)	(note 29)		(note 31)	(note 31)	(note 31)				
		(附註29)	(附註29)		(附註31)	(附註31)	(附註31)				
At 1 January 2022	於2022年1月1日	360,000	-	194,969	119,679	30,556	(6,752)	251,527	949,979	5,059	955,038
Profit/(loss) for the year	年內利潤/(虧損)	-	-	-	-	-	-	147,104	147,104	(10,024)	137,080
Other comprehensive income for the year:	年內其他全面收入：										
Exchange differences related to foreign operations	與海外業務有關的匯兌差額	-	-	-	-	-	(955)	-	(955)	-	(955)
Total comprehensive income/(loss) for the year	年內全面收入/(虧損)總額	-	-	-	-	-	(955)	147,104	146,149	(10,024)	136,125
Contribution from non-controlling shareholders	非控股股東出資	-	-	-	-	-	-	-	-	7,860	7,860
Acquisition of non-controlling interests	收購非控股權益	-	-	-	-	-	-	-	-	(1,336)	(1,336)
Dividends declared	已宣派股息	-	-	-	-	-	-	(200,000)	(200,000)	-	(200,000)
Issuance of ordinary shares relating to initial public offering (note 29)	發行與首次公開發售有關的普通股(附註29)	36,958	809,450	-	-	-	-	-	846,408	-	846,408
Share issue expenses	股份發行開支	-	(36,564)	-	-	-	-	-	(36,564)	-	(36,564)
Equity-settled share-based compensation	以權益結算股份為基礎的薪酬	-	-	(886)	-	-	-	-	(886)	-	(886)
Transfer from retained profits	自保留利潤轉撥	-	-	-	-	9,651	-	(9,651)	-	-	-
At 31 December 2022	於2022年12月31日	396,958	772,886	194,083	119,679	40,207	(7,707)	188,980	1,705,086	1,559	1,706,645

* These reserve accounts comprise the consolidated reserves of RMB1,611,078,000 (2022:RMB1,308,128,000) in the consolidated statement of financial position.

* 該等儲備賬戶包括綜合財務狀況表中的綜合儲備，為人民幣1,611,078,000元(2022年：人民幣1,308,128,000元)。



Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2023
截至2023年12月31日止年度

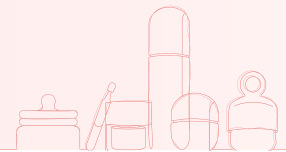
		2023	2022
		2023年	2022年
	Notes	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動所得現金流		
Profit before tax	除稅前利潤	559,213	154,232
Adjustments for:	就以下各項作出調整：		
Finance costs	財務成本	8	20,474
Inventory impairment and scrap	存貨減值及報廢	7	26,708
(Reversal of provision)/impairment of trade and other receivables	貿易及其他應收款項 (撥備撥回)/減值	7	(15,252)
Share of profits and losses of a joint venture and associates	應佔合營企業及聯營公司 利潤及虧損		6,005
Interest income	利息收入	6	(9,365)
Depreciation of investment properties	投資物業折舊		1,221
Depreciation of property, plant and equipment	物業、廠房及設備折舊	7	67,367
Depreciation of right-of-use assets	使用權資產折舊	7	29,275
Amortisation of intangible assets	無形資產攤銷	7	2,737
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目 的虧損	7	60
Loss on disposal of items of right-of-use assets	出售使用權資產項目的虧損		-
Fair value gain on financial assets at fair value through profit or loss	按公平值計入損益的金融 資產公平值收益	7	(16,121)
Equity-settled share-based compensation expense	以權益結算股份為基礎的 薪酬開支	7	4,975
		673,050	314,746
(Increase)/decrease in inventories	存貨(增加)/減少	(19,352)	69,542
Decrease/(increase) in trade and bills receivables	貿易應收款項及應收票據 減少/(增加)	70,437	(12,244)
Increase in prepayments, other receivables and other assets	預付款項、其他應收款項及 其他資產增加	(138,322)	(3,366)
Decrease/(increase) in pledged deposits	質押存款減少/(增加)	11,500	(11,500)
Increase/(decrease) in trade payables	貿易應付款項增加/ (減少)	94,463	(140,462)
Increase/(decrease) in other payables and accruals	其他應付款項及應計費用 增加/(減少)	50,158	(160,306)
Cash generated from operations	經營所得現金	741,934	56,410
Interest received	已收利息	9,365	814
Income tax paid	已付所得稅	(5,135)	(20,663)
Net cash flows generated from operating activities	經營活動所得現金流淨額	746,164	36,561

Consolidated Statement of Cash Flows

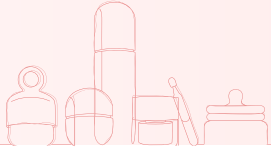
綜合現金流量表

Year ended 31 December 2023

截至2023年12月31日止年度



		2023 2023年	2022 2022年
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
CASH FLOWS USED IN INVESTING ACTIVITIES	投資活動所用現金流		
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(87,834)	(54,328)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項	3,568	4,836
Additions to other intangible assets	添置其他無形資產	(640)	(5,741)
Proceeds from disposal of items of other intangible assets	出售其他無形資產項目所得款項	431	549
Proceeds from disposal of associates	出售聯營公司所得款項	460	-
Purchase of shareholdings in a joint venture and associates	購買合營企業及聯營公司股權	(71,550)	(1,380)
Purchase of financial assets at fair value through profit or loss	購買按公平值計入損益的金融資產	(301,921)	(58,000)
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值計入損益的金融資產所得款項	-	58,079
Intention money paid for financial assets at fair value through profit or loss	就按公平值計入損益的金融資產支付的意向金	-	(10,799)
Net cash flows used in investing activities	投資活動所用現金流淨額	(457,486)	(66,784)
CASH FLOWS (USED IN)/FROM FINANCING ACTIVITIES	融資活動(所用)/所得現金流		
Proceeds from bank loans	銀行貸款所得款項	354,220	615,598
Repayment of bank loans	償還銀行貸款	(904,579)	(155,290)
Capital contribution from minority shareholders	少數股東出資	18,780	7,860
Proceeds from issuance of shares	發行股份所得款項	21,777	846,408
Share issue expenses	股份發行開支	(4,185)	(36,564)
Advances of offering expenses of over-allotment	超額配股發行開支墊款	-	(1,394)
Purchases of non-controlling interests	購買非控股權益	-	(1,336)
Disposal of non-controlling interests	出售非控股權益	300	-
Principal portion of lease payments	租賃付款本金部分	(28,215)	(26,747)
Dividend paid	已付股息	(179,081)	(200,000)
Interest paid	已付利息	(16,227)	(20,474)
Net cash flows (used in)/generated from financing activities	融資活動(所用)/所得現金流淨額	(737,210)	1,028,061
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物(減少)/增加淨額	(448,532)	997,838
Cash and cash equivalents at beginning of year	年初現金及現金等價物	1,147,708	145,208
Effect of foreign exchange rate changes, net	匯率變動的影響淨額	(1,487)	4,662
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末現金及現金等價物	697,689	1,147,708
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析		
Cash and cash equivalents as stated in the consolidated statement of financial position and statement of cash flows	綜合財務狀況表及現金流量表所列現金及現金等價物	697,689	1,147,708



Notes to Financial Statements

財務報表附註

31 December 2023
2023年12月31日

1. Corporate Information

Shanghai Chicmax Cosmetic Co., Ltd. (the “Company”) is a limited company incorporated in the People’s Republic of China on 11 June 2004. The registered office is located at Room 701, No.515 Yinxiang Road, Nanxiang Town, Jiading District, Shanghai, Chinese Mainland. The Company was restructured from a limited company to a joint-stock company on 24 December 2020. The Company was listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 22 December 2022.

In the opinion of the directors, the controlling shareholder is Mr. Lyu Yixiong.

During the year, Shanghai Chicmax Cosmetic Co., Ltd. and its subsidiaries (the “Group”) were principally involved in the following activities: research and development, production and sales of cosmetics.

Information about subsidiaries

Particulars of the Company’s principal subsidiaries are as follows:

Company name 公司名稱	Place and date of incorporation/ registration and place of operations 註冊成立／註冊地點及 日期以及營業地點	Nominal value of issued ordinary/registered share capital 已發行普通／ 註冊股本的面值	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Shanghai Shumei Cosmetic Co., Ltd. (“上海束美化妝品有限公司”) ** 上海束美化妝品有限公司**	PRC/Chinese Mainland 08 September 2009 中國／中國內地 2009年9月8日	RMB10,000,000 人民幣10,000,000元	100%	-	Sales of cosmetics 化妝品銷售
Shanghai Zhongyi Daily Chemical Co., Ltd. (“上海中翊日化有限公司”) ** 上海中翊日化有限公司**	PRC/Chinese Mainland 05 August 2010 中國／中國內地 2010年8月5日	RMB260,000,000 人民幣260,000,000元	100%	-	Production of cosmetics 化妝品生產

1. 公司資料

上海上美化妝品股份有限公司(「本公司」)為一家於2004年6月11日在中華人民共和國註冊成立的有限責任公司。註冊辦事處位於中國內地上海市嘉定區南翔鎮銀翔路515號701室。本公司於2020年12月24日由有限公司改制為股份制公司。本公司於2022年12月22日在香港聯合交易所有限公司(「聯交所」)主板上市。

董事認為，控股股東為呂義雄先生。

於年內，上海上美化妝品股份有限公司及其附屬公司(「本集團」)主要從事以下業務：化妝品的研發、生產及銷售。

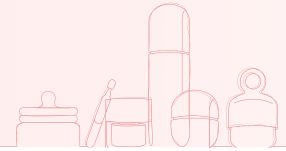
有關附屬公司的資料

本公司主要附屬公司的詳情如下：

Notes to Financial Statements

財務報表附註

31 December 2023
2023年12月31日



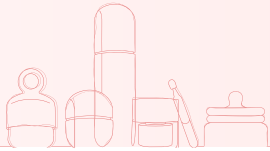
1. Corporate Information (Continued)

1. 公司資料 (續)

Information about subsidiaries (Continued)

有關附屬公司的資料 (續)

Company name 公司名稱	Place and date of incorporation/ registration and place of operations 註冊成立／註冊地點及 日期以及營業地點	Nominal value of issued ordinary/registered share capital 已發行普通／ 註冊股本的面值	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Suzhou Industrial Park Lizi Cosmetic Co., Ltd. ("蘇州工業園區黎姿化妝品有限公司") ** 蘇州工業園區黎姿化妝品有限公司**	PRC/Chinese Mainland 23 April 2004 中國／中國內地 2004年4月23日	RMB42,000,000 人民幣42,000,000元	100%	-	Lease of properties 物業租賃
Shanghai Baby Elephant Cosmetic Co., Ltd. ("上海紅色小象化妝品有限公司") ** 上海紅色小象化妝品有限公司**	PRC/Chinese Mainland 28 December 2015 中國／中國內地 2015年12月28日	RMB10,000,000 人民幣10,000,000元	100%	-	Sales of cosmetics 化妝品銷售
Shanghai Kans Cosmetic Sales Service Co., Ltd. ("上海韓束化妝品銷售服務有限公司") ** 上海韓束化妝品銷售服務有限公司**	PRC/Chinese Mainland 29 June 2016 中國／中國內地 2016年6月29日	RMB5,000,000 人民幣5,000,000元	-	100%	Sales of cosmetics 化妝品銷售
Nippon Hondo Co., Ltd. ("日本紅道株式會社") 日本紅道株式會社	Japan 30 July 2015 日本 2015年7月30日	JPY62,000,000 62,000,000日圓	-	100%	Sales of cosmetics 化妝品銷售
Nippon Shuichi Cosmetics Co., Ltd. ("日本秀一壹化妝品株式會社") 日本秀一壹化妝品株式會社	Japan 04 July 2017 日本 2017年7月4日	JPY80,600,000 80,600,000日圓	-	100%	Production of cosmetics 化妝品生產
Shanghai Hongdao Cosmetic Co., Ltd. ("上海紅道化妝品有限公司") ** 上海紅道化妝品有限公司**	PRC/Chinese Mainland 02 February 2018 中國／中國內地 2018年2月2日	RMB5,000,000 人民幣5,000,000元	100%	-	Sales of cosmetics 化妝品銷售



1. Corporate Information (Continued)

1. 公司資料(續)

Information about subsidiaries (Continued)

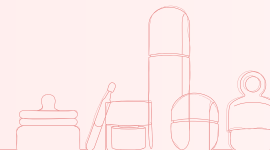
有關附屬公司的資料(續)

Company name 公司名稱	Place and date of incorporation/ registration and place of operations 註冊成立/註冊地點及 日期以及營業地點	Nominal value of issued ordinary/registered share capital 已發行普通/ 註冊股本的面值	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Shanghai One Leaf Cosmetic Co., Ltd. ("上海一葉子化妝品有限公司")** 上海一葉子化妝品有限公司**	PRC/Chinese Mainland 09 September 2014 中國/中國內地 2014年9月9日	RMB10,000,000 人民幣10,000,000元	100%	-	Sales of cosmetics 化妝品銷售
Shanghai HiFace Cosmetic Co., Ltd. ("上海赫妃拉化妝品有限公司")** 上海赫妃拉化妝品有限公司**	PRC/Chinese Mainland 28 December 2017 中國/中國內地 2017年12月28日	RMB5,000,000 人民幣5,000,000元	-	100%	Sales of cosmetics 化妝品銷售
Shanghai Baby Elephant Cosmetic Sales Service Co., Ltd. ("上海紅色小象化妝品銷售服務有限公司")** 上海紅色小象化妝品銷售服務有限公司**	PRC/Chinese Mainland 12 June 2018 中國/中國內地 2018年6月12日	RMB10,000,000 人民幣10,000,000元	-	100%	Sales of cosmetics 化妝品銷售
Shanghai Asnami Cosmetics Co., Ltd. ("上海安彌兒化妝品有限公司")** 上海安彌兒化妝品有限公司**	PRC/Chinese Mainland 15 May 2019 中國/中國內地 2019年5月15日	RMB10,000,000 人民幣10,000,000元	-	100%	Sales of cosmetics 化妝品銷售
Shanghai KPC Biotechnology Co., Ltd. ("上海昆藥生物科技有限公司")** 上海昆藥生物科技有限公司**	PRC/Chinese Mainland 11 August 2020 中國/中國內地 2020年8月11日	RMB54,444,444 人民幣54,444,444元	51%	9.61%	Sales of cosmetics 化妝品銷售

Notes to Financial Statements

財務報表附註

31 December 2023
2023年12月31日



1. Corporate Information (Continued)

1. 公司資料 (續)

Information about subsidiaries (Continued)

有關附屬公司的資料 (續)

Company name 公司名稱	Place and date of incorporation/ registration and place of operations 註冊成立／註冊地點及 日期以及營業地點	Nominal value of issued ordinary/registered share capital 已發行普通／ 註冊股本的面值	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Shanghai Jinmao Biotechnology Co., Ltd. ("上海金瑁生物科技有限公司") ** 上海金瑁生物科技有限公司**	PRC/Chinese Mainland 4 November 2020 中國／中國內地 2020年11月4日	RMB1,000,000 人民幣1,000,000元	100%	-	Sales of cosmetics 化妝品銷售
Shanghai Qingdao Enterprise Management Co., Ltd. ("上海青道企業管理有限公司") ** 上海青道企業管理有限公司**	PRC/Chinese Mainland 30 April 2021 中國／中國內地 2021年4月30日	RMB80,000,000 人民幣80,000,000元	100%	-	Enterprise management 企業管理
Shanghai Yiye Biotechnology Co., Ltd. ("上海怡頁生物科技有限公司") ** 上海怡頁生物科技有限公司**	PRC/Chinese Mainland 4 August 2020 中國／中國內地 2020年8月4日	RMB10,000,000 人民幣10,000,000元	-	56%	Sales of cosmetics 化妝品銷售

* The English names of the companies registered in the People's Republic of China (the "PRC") represent the best efforts of management of the Company in directly translating the Chinese names of these companies as no English names have been registered.

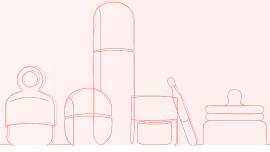
The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group.

** These companies are registered as limited liability companies under PRC law.

* 於中華人民共和國(「中國」)註冊的公司並無註冊英文名稱，其英文名稱乃由本公司管理層盡最大努力直接按照中文名稱翻譯所得。

上表所列乃董事認為主要影響年內業績或構成本集團大部分資產淨值的本公司附屬公司。

** 該等附屬公司根據中國法律註冊為有限公司。



2. Accounting Policies

2.1 Basis of Preparation

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

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2023. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

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

2. 會計政策

2.1 編製基準

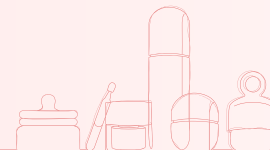
該等財務報表已按照國際會計準則理事會（「國際會計準則理事會」）頒佈之國際財務報告準則（「國際財務報告準則」）（包括所有國際財務報告準則、國際會計準則（「國際會計準則」）及詮釋）及香港公司條例的披露規定編製。該等財務報表採用歷史成本慣例編製，惟已按公平值計量的按公平值計入損益的金融資產除外。該等財務報表乃以人民幣（「人民幣」）呈列，除非另有說明，否則所有金額均四捨五入至最接近的千位整數。

綜合基準

綜合財務報表包括本公司及其附屬公司（統稱「本集團」）截至2023年12月31日止年度的財務報表。附屬公司為本公司直接或間接控制的實體（包括結構性實體）。當本集團對參與投資對象業務的浮動回報承擔風險或享有權利以及能透過對投資對象的權力（即本集團獲賦予現有以主導投資對象相關活動的既存權利）影響該等回報時，即取得控制權。

一般情況下，有一個推定，即多數投票權形成控制權。倘本公司直接或間接擁有投資對象少於過半數的投票權或類似權利，則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況，包括：

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



2. Accounting Policies (Continued)

2.1 Basis of Preparation (Continued)

Basis of consolidation (Continued)

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the exchange fluctuation reserve cumulative; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2. 會計政策 (續)

2.1 編製基準 (續)

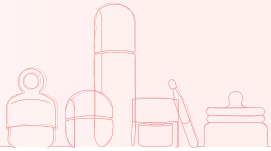
綜合基準 (續)

附屬公司的財務報表乃採用貫徹一致的會計政策就與本公司相同的報告期間而編製。附屬公司的業績由本集團取得控制權當日起綜合入賬，並繼續綜合入賬至該控制權終止當日。

損益及其他全面收入的各組成部分歸屬於本集團母公司擁有人及非控股權益，即使此舉引致非控股權益出現虧絀結餘。所有集團內公司間資產及負債、權益、收入、開支以及與本集團成員公司之間交易有關的現金流量均於綜合入賬時悉數抵銷。

倘事實及情況反映上述三項控制權因素中一項或多項有變，則本集團會重估是否仍然控制投資對象。附屬公司擁有權權益的變動（並無失去控制權）入賬為權益交易。

倘本集團失去對一間附屬公司的控制權，則其終止確認相關資產（包括商譽）、負債、任何非控股權益及累計匯兌變動儲備；及於損益中確認任何保留投資的公平值及任何因而產生的盈餘或虧絀。先前於其他全面收入內確認的本集團應佔部分按假設本集團直接出售相關資產或負債所須採用的相同基準，視乎情況重新分類至損益或保留盈利。



2. Accounting Policies (Continued)

2.2 Changes in Accounting Policies and Disclosures

The Group has adopted the following new and revised IFRSs for the first time for the current year's financial statements.

IFRS 17	<i>Insurance Contracts</i>
Amendments to IAS 1 and IFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i>
Amendments to IAS 8	<i>Definition of Accounting Estimates</i>
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>
Amendments to IAS 12	<i>International Tax Reform – Pillar Two Model Rules</i>

The nature and the impact of the new and revised IFRSs that are applicable to the Group are described below:

- a) Amendments to IAS 1 require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to IFRS Practice Statement 2 *Making Materiality Judgements* provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. The Group has disclosed the material accounting policy information in note 2 to the financial statements. The amendments did not have any impact on the measurement, recognition or presentation of any items in the Group's financial statements.

2. 會計政策 (續)

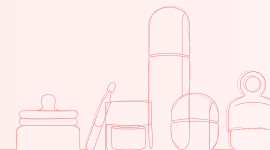
2.2 會計政策及披露的變動

本集團已於本年度財務報表首次採納以下新訂及經修訂國際財務報告準則。

國際財務報告準則第17號	保險合約
國際會計準則第1號及國際財務報告準則實務聲明第2號 (修訂本)	會計政策披露
國際會計準則第8號 (修訂本)	會計估計定義
國際會計準則第12號 (修訂本)	單一交易產生的資產及負債相關遞延稅項
國際會計準則第12號 (修訂本)	國際稅收改革 – 支柱二立法模版

該等適用於本集團的新訂及經修訂國際財務報告準則的性質及影響如下：

- a) 國際會計準則第1號 (修訂本) 要求實體披露其主要會計政策資料，而非重大會計政策。倘連同實體財務報表內其他資料一併考慮，會計政策資料可以合理預期會影響通用財務報表的主要使用者根據該等財務報表所作出的決定，則該會計政策資料屬重大。國際財務報告準則實務聲明第2號 (修訂本) 作出重大判斷就如何對會計政策披露應用重大性概念提供非強制性指引。本集團已經於財務報表附註2披露主要會計政策資料。該修訂本不會對本集團財務報表內任何項目的計量、確認或呈列產生無影響。



2. Accounting Policies (Continued)

2.2 Changes in Accounting Policies and Disclosures (Continued)

- b) Amendments to IAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. Since the Group's approach and policy align with the amendments, the amendments had no impact on the Group's financial statements.
- c) Amendments to IAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* narrow the scope of the initial recognition exception in IAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions. The Group has applied the amendments on temporary differences related to leases as at 1 January 2022, with any cumulative effect recognised as an adjustment to the balance of retained profits or other component of equity as appropriate at that date. In addition, the Group has applied the amendments prospectively to transactions other than leases that occurred on or after 1 January 2022, if any.

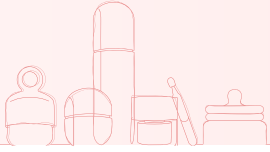
The adoption of amendments to IAS 12 did not have any material impact on the basic and diluted earnings per share attributable to ordinary equity holders of the parent, other comprehensive income and the consolidated statements of cash flows for the years ended 31 December 2023 and 2022.

2. 會計政策 (續)

2.2 會計政策及披露的變動 (續)

- b) 國際會計準則第8號(修訂本)旨在澄清會計估計變動與會計政策變動之間的區別。會計估計界定為財務報表內受計量不確定性所規限的貨幣金額。該等修訂亦闡釋實體如何使用計量技術及輸入數據編製會計估計。由於本集團的方法及政策與該等修訂一致，該等修訂不會對本集團的財務報表產生影響。
- c) 國際會計準則第12號(修訂本)單一交易產生的資產及負債相關遞延稅項收窄國際會計準則第12號中的初始確認豁免的範圍，使其不再適用於產生相同應課稅及可扣稅暫時性差異的交易，如租賃及退役責任等。因此，實體需就該等交易產生的暫時性差異確認遞延稅項資產(前提是存在充足的應課稅利潤)及遞延稅項負債。本集團已對於2022年1月1日與租賃有關的暫時性差異使用該等修訂，任何累計影響確認為該日的保留利潤或其他權益組成部分(如適用)的結餘調整。此外，本集團已對2022年1月1日或之後發生的交易(租賃除外)(如有)追溯應用該等修訂。

採納國際會計準則第12號(修訂本)不會對截至2023年及2022年12月31日止年度母公司普通股權持有人應佔的每股基本及盈利、其他綜合收益以及綜合現金流量表產生任何重大影響。



2. Accounting Policies (Continued)

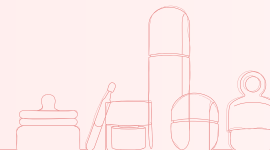
2.2 Changes in Accounting Policies and Disclosures (Continued)

- d) Amendments to IAS 12 *International Tax Reform – Pillar Two Model Rules* introduce a mandatory temporary exception from the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules published by the Organisation for Economic Co-operation and Development. The amendments also introduce disclosure requirements for the affected entities to help users of the financial statements better understand the entities' exposure to Pillar Two income taxes, including the disclosure of current tax related to Pillar Two income taxes separately in the periods when Pillar Two legislation is effective and the disclosure of known or reasonably estimable information of their exposure to Pillar Two income taxes in periods in which the legislation is enacted or substantively enacted but not yet in effect. The Group has applied the amendments retrospectively. Since the Group did not fall within the scope of the Pillar Two model rules, the amendments did not have any impact to the Group.

2. 會計政策 (續)

2.2 會計政策及披露的變動 (續)

- d) 國際會計準則第12號(修訂本) *國際稅收改革 – 支柱二立法模版* 從實施經濟合作與發展組織發佈的支柱二立法模版產生的遞延稅項的確認以及披露引入強制性暫時豁免。該等修訂還引入受影響實體的披露規定，以幫助財務報表的用戶更好地了解實體面臨的支柱二所得稅的影響，包括在支柱二立法生效期間單獨披露與支柱二所得稅有關的即期稅項，及在立法已頒佈或實質上已頒佈但尚未生效期間披露已知或合理可估計的面臨支柱二所得稅的影響的資料。本集團已追溯應用該等修訂。由於本集團不屬於支柱二立法模版的範圍，故該等修訂對本集團並無任何影響。



2. Accounting Policies (Continued)

2.3 Issued but not Yet Effective IFRSs

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

Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
Amendments to IFRS 16	<i>Lease Liability in a Sale and Leaseback</i> ¹
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current (the "2020 Amendments")</i> ^{1,4}
Amendments to IAS 1	<i>Non-current Liabilities with Covenants (the "2022 Amendments")</i> ^{1,4}
Amendments to IAS 7 and IFRS 7	<i>Supplier Finance Arrangements</i> ¹
Amendments to IAS 21	<i>Lack of Exchangeability</i> ²

¹ Effective for annual periods beginning on or after 1 January 2024

² Effective for annual periods beginning on or after 1 January 2025

³ No mandatory effective date yet determined but available for adoption

⁴ As a consequence of the 2020 Amendments and 2022 Amendments, Presentation of Financial Statements Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause was revised to align the corresponding wording with no change in conclusion.

2. 會計政策 (續)

2.3 已頒佈但尚未生效的國際財務報告準則

本集團於該等財務報表尚未應用以下已頒佈但尚未生效的經修訂國際財務報告準則。如適用，本集團有意在該等修訂生效時應用該等經修訂國際財務報告準則。

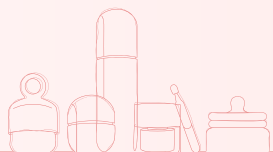
國際財務報告準則第10號及國際會計準則第28號 (修訂本)	投資者與其聯營公司或合營企業之間的資產出售或注資 ³
國際財務報告準則第16號 (修訂本)	售後租回的租賃負債 ¹
國際會計準則第1號 (修訂本)	負債分類為流動或非流動 (「2020年修訂本」) ^{1,4}
國際會計準則第1號 (修訂本)	附帶契諾的非流動負債 (「2022年修訂本」) ^{1,4}
國際會計準則第7號及國際財務報告準則第7號 (修訂本)	供應方融資安排 ¹
國際會計準則第21號 (修訂本)	缺乏互換性 ²

¹ 於2024年1月1日或之後開始的年度期間生效

² 於2025年1月1日或之後開始的年度期間生效

³ 尚未釐定強制生效日期，惟可供採納

⁴ 鑒於2020年修訂本及2022年修訂本，財務報表的呈報－借款人對載有按要求償還條款的定期貸款的分類已進行修訂，以使相應措詞保持一致而結論不變。



2. Accounting Policies (Continued)

2.3 Issued but not Yet Effective IFRSs (Continued)

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

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

Amendments to IFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of IFRS 16 (i.e., 1 January 2019). Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

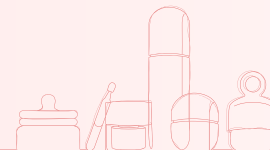
2. 會計政策 (續)

2.3 已頒佈但尚未生效的國際財務報告準則 (續)

有關該等預期將適用於本集團的國際財務報告準則的進一步資料如下所述。

國際財務報告準則第10號及國際會計準則第28號(修訂本)解決了國際財務報告準則第10號與國際會計準則第28號在處理投資者及其聯營公司或合營企業之間的資產出售或投入的要求之間的不一致之處。當資產出售或投入構成一項業務時，該等修訂要求全面確認下游交易產生的損益。對於涉及不構成業務資產的交易，交易產生的損益僅以無關聯投資者於該聯營公司或合營企業的權益為限在投資者的損益中確認。該等修訂須按前瞻基準應用。國際會計準則理事會取消國際財務報告準則第10號及國際會計準則第28號(修訂本)的過往強制生效日期，而該等修訂現時可供採納。

國際財務報告準則第16號(修訂本)訂明賣方－承租人於計量售後回租交易中產生的租賃負債時所採用的規定，以確保賣方－承租人不會確認與其保留的使用權有關的任何損益。該等修訂本自2024年1月1日或之後開始的年度期間生效，並將追溯應用於國際財務報告準則第16號首次應用日期(即2019年1月1日)之後簽訂的售後回租交易。允許提早應用。該等修訂本預期不會對本集團的財務報表造成任何重大影響。



2. Accounting Policies (Continued)

2.3 Issued but not Yet Effective IFRSs (Continued)

The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments shall be applied retrospectively with early application permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

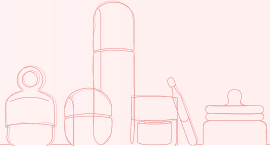
Amendments to IAS 7 and IFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. Earlier application of the amendments is permitted. The amendments provide certain transition reliefs regarding comparative information, quantitative information as at the beginning of the annual reporting period and interim disclosures. The amendments are not expected to have any significant impact on the Group's financial statements.

2. 會計政策 (續)

2.3 已頒佈但尚未生效的國際財務報告準則 (續)

2020年修訂本澄清將負債分類為流動或非流動的規定，包括遞延結算的權利及遞延權利必須在報告期末存在。負債的分類不受實體行使其延期結算權利的可能性的影響。該等修訂亦澄清，負債可以其本身的權益工具結算，且僅當可轉換負債的轉換選擇權本身作為權益工具入賬時，負債的條款才不會影響其分類。2022年修訂本進一步澄清，在貸款安排所產生的負債契諾中，只有實體必須於報告日期或之前遵守的契諾會影響該負債的流動或非流動分類。實體須於報告期後12個月內遵守未來契諾的情況下，就非流動負債作出額外披露。該等修訂本須追溯應用，並允許提早應用。提早應用2020年修訂本的實體須同時應用2022年修訂本，反之亦然。本集團目前正在評估該等修訂本的影響以及現有貸款協議是否需要修訂。根據初步評估，該等修訂本預期不會對本集團的財務報表產生任何重大影響。

國際會計準則第7號及國際財務報告準則第7號(修訂本)澄清供應商融資安排的特徵，並要求對該等安排作出額外披露。該等修訂本的披露規定旨在協助財務報表使用者了解供應商融資安排對實體負債、現金流量及流動資金風險敞口的影響。允許提早應用該等修訂本。該等修訂本就於年度報告期初及中期披露的比較資料、定量資料提供若干過渡寬免。該等修訂本預期不會對本集團的財務報表產生任何重大影響。



2. Accounting Policies (Continued)

2.3 Issued but not Yet Effective IFRSs (Continued)

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

2.4 Material Accounting Policies

Investments in associates and joint ventures

An associate is an entity in which the Group has a long-term interest of generally not less than 20% of the equity voting rights and over which it has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

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

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

2. 會計政策 (續)

2.3 已頒佈但尚未生效的國際財務報告準則 (續)

香港會計準則第21號(修訂本)訂明，當缺乏可兌換性時，實體應如何評估一種貨幣是否可兌換為另一種貨幣，以及如何估計其於計量日的即期匯率。該等修訂本要求披露資料，以使財務報表使用者了解不可兌換貨幣的影響。允許提早應用。應用該等修訂時，實體不得重述比較資料。首次應用該等修訂本的任何累計影響應於首次應用日期確認為對保留利潤的期初結餘或於權益的獨立部分累計的匯兌差額的累計金額(如適用)的調整。該等修訂本預期不會對本集團的財務報表產生任何重大影響。

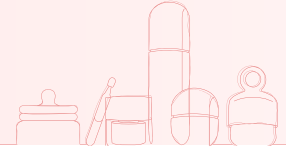
2.4 主要會計政策

於聯營公司及合營企業的投資

聯營公司指本集團長期持有一般不少於20%股本投票權並對其有重大影響力的實體。重大影響力指參與投資對象的財務及經營政策的權力，而並非控制或共同控制該等政策。

合營企業為一項合營安排，據此，擁有安排共同控制權的人士均有權享有合營企業的資產淨值。共同控制為合約協定應佔安排控制權，其僅在相關活動決策必須獲應佔控制權的人士一致同意方存在。

本集團於聯營公司及合營企業的投資以本集團應佔資產淨值減任何減值虧損，按權益會計法於綜合財務狀況表列賬。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Investments in associates and joint ventures (Continued)

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investment in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

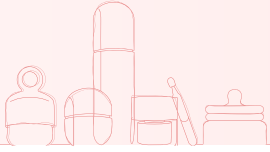
2. 會計政策 (續)

2.4 主要會計政策 (續)

於聯營公司及合營企業的投資 (續)

本集團分佔聯營公司及合營企業收購後業績及其他全面收入分別計入綜合損益表及綜合其他全面收入表。此外，倘已於聯營公司或合營企業權益中直接確認變動，則本集團將於綜合權益變動表中確認其應佔的任何變動（倘適用）。本集團與其聯營公司或合營企業之間的交易產生的未變現收益及虧損將予對銷，惟以本集團於聯營公司或合營企業的投資為限，除非未變現虧損提供證據顯示已轉讓資產出現減值。收購聯營公司或合營企業所產生的商譽計入本集團於聯營公司或合營企業投資的部分。

倘於聯營公司的投資成文於合營企業的投資或出現相反情況，則不會重新計量保留權益。相反，投資將繼續根據權益法入賬。在所有其他情況下，一旦本集團喪失對聯營公司的重大影響力或對合營企業的共同控制權，則本集團按任何保留投資的公平值對其進行計量及確認。於喪失重大影響力或共同控制權後聯營公司或合營企業之賬面值與保留投資及出售所得款項之公平值之間的任何差額，將於損益中確認。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

2. 會計政策 (續)

2.4 主要會計政策 (續)

業務合併及商譽

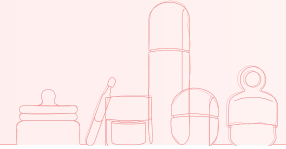
業務合併乃以購買法入賬。轉讓之代價乃以收購日期的公平值計量，該公平值為本集團轉讓的資產於收購日期的公平值、本集團自被收購方的前度擁有人承擔的負債，及本集團發行以換取被收購方控制權的股本權益的總和。於各業務合併中，本集團選擇是否以公平值或被收購方可識別資產淨值的應佔比例，計量於被收購方的非控股權益。非控股權益的一切其他成份乃按公平值計量。收購相關成本於產生時列為開支。

倘所獲得的一組活動及資產包括一項投入及一個實質性過程，兩者共同顯著促進創造產出的能力，則本集團釐定其已收購一項業務。

當本集團收購一項業務時，會根據合約條款、於收購日期的經濟環境及相關條件，評估將承接的金融資產及負債，以作出適合的分類及標示，其中包括將被收購方主合約中的嵌入式衍生工具進行分離。

倘業務合併分階段實現，先前持有的股權應按收購日期的公平值重新計量，而產生的任何收益或虧損於損益內確認。

由收購方將予轉讓的任何或然代價將於收購日期按公平值確認。分類為資產或負債的或然代價按公平值計量，而公平值變動會於損益內確認。分類為權益的或然代價並無重新計量，而後結算於權益內入賬。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Business combinations and goodwill (Continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

2. 會計政策 (續)

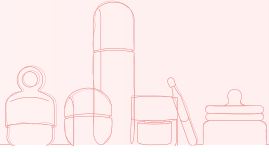
2.4 主要會計政策 (續)

業務合併及商譽 (續)

商譽初步按成本計量，即已轉讓代價、就非控股權益確認的金額及本集團先前持有的被收購方股權的任何公平值總額，超逾與所收購可識別資產淨值及所承擔負債的差額。如該代價及其他項目總額低於所收購資產淨值的公平值，於再評估後其差額將於損益內確認為議價收購收益。

於初步確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，若有事件發生或情況改變顯示賬面值有可能減值，則會更頻密地進行測試。本集團於12月31日進行商譽之年度減值測試。對於減值測試，自收購日期起在業務合併中獲得的商譽會分攤至預期從合併的協同效應中受益的本集團各現金產生單位或現金產生單位組別，而不管是否本集團的其他資產或負債被分攤至該等單位或單位組別。

減值乃通過評估與商譽有關的現金產生單位（現金產生單位組別）的可收回金額釐定。倘現金產生單位（現金產生單位組別）的可收回金額低於賬面值，則減值虧損予以確認。已就商譽確認的減值虧損不會於其後期間撥回。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Business combinations and goodwill (Continued)

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures its debt investments at fair value through other comprehensive income at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2. 會計政策 (續)

2.4 主要會計政策 (續)

業務合併及商譽 (續)

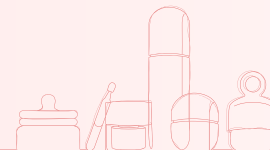
倘商譽被分配至某個現金產生單位 (或現金產生單位組別) 並為被出售單位內的業務組成部分，則在釐定出售收益或虧損時，與所出售業務相關的商譽包含在該業務的賬面值內。於此等情況下出售的商譽根據所出售業務的相關價值及現金產生單位的保留部分計量。

公平值計量

本集團於各報告期間末透過其他全面收入按公平值計量其債務投資。公平值乃市場參與者之間於計量日進行的有序交易中出售資產所收取或轉讓負債所支付的價格。公平值乃假設出售資產或轉讓負債的交易於該資產或負債的主要市場 (倘無主要市場，則為對該資產或負債最有利的市場) 進行而計量。本集團必須可於該主要市場或最有利市場進行交易。資產或負債的公平值乃採用市場參與者為資產或負債定價時所用的假設計量，並假設市場參與者按本身最佳經濟利益行事。

非金融資產的公平值計量，須衡量市場參與者最大程度及最佳使用該資產得到經濟利益的能力，或將該資產售予另一可最大程度及最佳使用該資產的市場參與者而獲得經濟利益的能力。

本集團採用在有關情況下屬適當的估值技術，且有充足數據可計量公平值、盡量使用相關可觀察輸入數據同時盡量避免使用不可觀察輸入數據。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Fair value measurement (Continued)

All assets and liabilities for which fair value is measured or disclosed in the financial information are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial information on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of the reporting period.

2. 會計政策 (續)

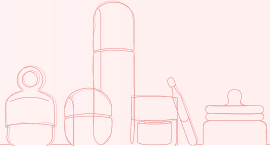
2.4 主要會計政策 (續)

公平值計量 (續)

所有於財務資料中計量或披露公平值的資產及負債，按對公平值計量整體重要的最低水平參數分類為下述的公平值層級：

- 第一級 – 基於相同資產或負債於活躍市場的報價 (未經調整)
- 第二級 – 基於其最低水平參數對公平值計量有重要性且可以直接或間接觀察的估值技術
- 第三級 – 基於其最低水平參數對公平值計量有重要性且不可以觀察的估值技術

對於財務資料內按經常性基準確認的資產及負債，本集團於報告期間末重新衡量分類 (以對公平值計量整體重要的最低水平參數為準)，以釐定公平值層級之間有否轉移。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for a non-financial asset is required (other than inventories, contract assets, deferred tax assets, investment properties and non-current assets/a disposal group classified as held for sale), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

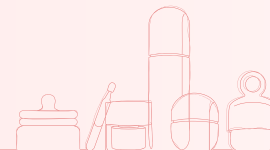
2. 會計政策 (續)

2.4 主要會計政策 (續)

非金融資產減值

除存貨、合約資產、遞延稅項資產、投資物業及非流動資產／分類為持作出售的出售組別外，倘非金融資產出現任何減值跡象或須每年測試減值，則估計資產的可收回金額。資產的可收回金額為按資產或現金產生單位的使用價值及公平值減出售成本兩者中的較高者，而個別資產須分開計算，惟倘資產並不產生明顯獨立於其他資產或資產組別的現金流入，則就資產所屬現金產生單位計算可收回金額。在對現金產生單位進行減值測試時，公司資產的一部分賬面值會分配至個別現金產生單位，前提是該部分可按合理及一致的基準分配，否則分配至最小現金產生單位組別。

僅在資產賬面值超出其可收回金額的情況下，方會確認減值虧損。評估使用價值時，估計未來現金流量按可反映貨幣時間價值及資產特定風險的現時市場評估的稅前貼現率折算至現值。減值虧損於其產生期間自損益內與減值資產功能一致的開支類別扣除。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Impairment of non-financial assets (Continued)

An assessment is made at the end of the reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

2. 會計政策 (續)

2.4 主要會計政策 (續)

非金融資產減值 (續)

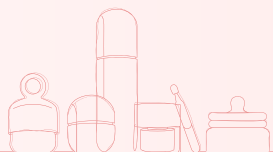
於報告期末，將評估有否跡象顯示先前確認的減值虧損可能不再存在或可能減少。倘出現有關跡象，則估計可收回金額。先前就商譽以外資產確認的減值虧損，僅在用以釐定該資產可收回金額的估計出現變動時方會撥回，然而，有關數額不得高於倘於過往年度並無就資產確認減值虧損而應釐定的賬面值（扣除任何折舊／攤銷）。該等減值虧損的撥回於其產生期間計入損益。

關聯方

倘屬以下情況，則有關人士將被視為與本集團有關聯：

- (a) 該人士為個人或該個人的近親，且該個人：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司主要管理層成員；

或



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Related parties (Continued)

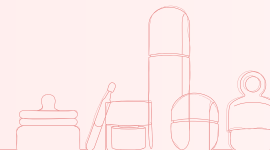
- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group; and the sponsoring employers of the post-employment benefit plan;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2. 會計政策 (續)

2.4 主要會計政策 (續)

關聯方 (續)

- (b) 該人士為符合下列任何條件的實體：
- (i) 該實體與本集團隸屬同一集團；
 - (ii) 一家實體為另一實體（或其母公司、附屬公司或同系附屬公司）的聯營公司或合營企業；
 - (iii) 該實體與本集團均為同一第三方的合營企業；
 - (iv) 一家實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
 - (v) 實體為以本集團或本集團相關實體的僱員的利益設立的離職後福利計劃；及離職後福利計劃的資助僱主；
 - (vi) 該實體受(a)項所界定的人士所控制或共同控制；
 - (vii) (a)(i)項所界定人士對該實體有重大影響力或為該實體（或該實體的母公司）的主要管理層成員；及
 - (viii) 該實體或實體作為集團任何成員公司其中一部分向本集團或本集團的母公司提供主要管理層成員服務。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Property, plant and equipment and depreciation

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

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Category	類別	Annual rates 年率
Buildings	樓宇	4.75%
Plant and machinery	廠房及機器	9.50% – 47.50%
Motor vehicles	汽車	23.75% – 47.50%
Furniture, fixtures and equipment	傢私、裝置及設備	19.00% – 47.50%
Leasehold improvements	租賃物業裝修	19.00% – 47.50%

2. 會計政策 (續)

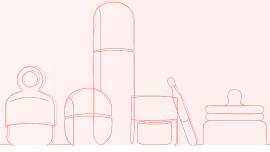
2.4 主要會計政策 (續)

物業、廠房及設備以及折舊

物業、廠房及設備 (在建工程除外) 乃按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目的成本包括購買價及使資產達到擬定用途運作狀態及地點的任何直接應佔成本。

物業、廠房及設備項目投入運作後產生的維修及保養等開支，通常於產生期間自損益扣除。於符合確認標準的情況下，大型檢查的開支作為重置成本計入資產的賬面值進行資本化處理。倘物業、廠房及設備的主要部分具有不同的使用年限，則本集團將其各自確認為單獨資產，並設定特定的可使用年限並相應計提折舊。

折舊乃按直線基準將各項物業、廠房及設備項目的成本於其估計可使用年期內撇銷至其剩餘價值而計算。就此目的所使用的主要年率如下：



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Property, plant and equipment and depreciation (Continued)

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Investment properties

Investment properties are interests in land and buildings (including right-of-use assets) held to earn rental income and/or for capital appreciation. Such properties are measured initially at cost, including transaction costs.

The Group measures its investment properties at cost, including related transaction costs. Depreciation is calculated using the straight-line method to allocate their cost over their estimated useful lives in 20 years.

2. 會計政策 (續)

2.4 主要會計政策 (續)

物業、廠房及設備以及折舊 (續)

倘物業、廠房及設備項目各部分的可使用年期有所不同，則此項目各部分成本將按合理基準分配，而每部分將作個別折舊。對剩餘價值、可使用年期及折舊方法至少於各財政年度末進行重新評估並作出調整（倘適用）。

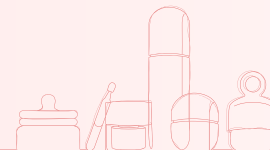
初始確認的物業、廠房及設備項目（包括任何重大部分）於出售後或預期使用或出售該等物業、廠房及設備項目不會產生未來經濟利益時終止確認。於資產終止確認年度在損益中確認的任何出售或報廢盈虧，乃為有關資產的出售所得款項淨額與賬面值的差額。

在建工程按成本扣除任何減值虧損列賬，而不計提折舊。其於竣工及可作使用時重新分類為適當類別的物業、廠房及設備。

投資物業

投資物業指為賺取租金收入及／或資本增值而持有的土地及樓宇權益（包括使用權資產）。該等物業最初按成本（包括交易成本）計算。

本集團以成本（包括相關交易成本）計量其投資物業。折舊按估計可使用年期20年以直線法分攤至其成本計算。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Investment properties (Continued)

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

Transfers among investment property, owner-occupied property and inventories do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purposes.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of other intangible assets are assessed to be either finite or indefinite. Other intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

2. 會計政策 (續)

2.4 主要會計政策 (續)

投資物業 (續)

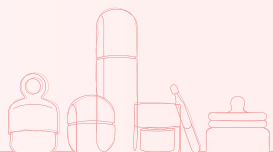
出售投資物業後或當永久棄用投資物業且預期其出售再無未來經濟利益時終止確認該投資物業。

投資物業報廢或出售的任何損益會在報廢或出售年度的損益表中確認。

投資物業、業主自用物業及存貨之間的轉撥不會改變被轉撥物業的賬面值，亦不會改變有關物業用於計量或披露目的的成本。

無形資產 (商譽除外)

單獨購買的無形資產於初始確認時按成本計量。業務合併中收購的無形資產的成本為於收購日期的公平值。其他無形資產的可使用年期評估為有限或無限。具有有限可使用年期的其他無形資產隨後在可使用的經濟年期內作攤銷，並在有跡象顯示無形資產可能減值時進行減值評估。具有有限可使用年期的無形資產的攤銷期和攤銷法至少於各財政年度末進行審閱。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Intangible assets (other than goodwill) (Continued)

Intangible assets are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives. The principal estimated useful lives of intangible assets are as follows:

Categories	類別	Estimated useful lives 估計可使用年期
Software	軟件	3-10 years, considering the software technology updates in the market and the development stage of the Group 3至10年(考慮到市場上軟件技術更新及本集團的發展階段)
Others, mainly include vehicle license plate	其他(主要包括車牌)	2-10 years, vehicle license plate is amortised on a straight-line basis over the useful life of 10 years, based on the Group's minimal planned years of usage. 2至10年(根據本集團的最低計劃使用年限, 車牌在10年的可使用年期內按直線法攤銷)。

Research and development costs

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

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

2. 會計政策(續)

2.4 主要會計政策(續)

無形資產(商譽除外)(續)

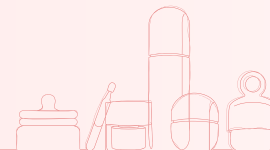
無形資產按成本減任何減值虧損列賬, 並於其估計可使用年期內按直線法攤銷。無形資產的主要估計可使用年期如下:

Categories	類別	Estimated useful lives 估計可使用年期
Software	軟件	3-10 years, considering the software technology updates in the market and the development stage of the Group 3至10年(考慮到市場上軟件技術更新及本集團的發展階段)
Others, mainly include vehicle license plate	其他(主要包括車牌)	2-10 years, vehicle license plate is amortised on a straight-line basis over the useful life of 10 years, based on the Group's minimal planned years of usage. 2至10年(根據本集團的最低計劃使用年限, 車牌在10年的可使用年期內按直線法攤銷)。

研發成本

所有研究成本於產生時在損益表扣除。

新產品開發計劃產生的開支僅於本集團能證明於技術上能夠完成無形資產供使用或出售、有意完成及有能力使用或出售該資產、該資產將帶來的未來經濟利益、具有完成計劃所需的資源且能夠可靠地計量開發期間的開支時, 方會撥充資本並以遞延方式入賬。未能符合該等條件的產品開發開支概於發生時支銷。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Leases

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

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Category	類別	Estimated useful lives 估計可使用年期
Land use right	土地使用權	50 years 50年

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

2. 會計政策 (續)

2.4 主要會計政策 (續)

租賃

本集團於合約開始時評估合約是否為或包含租賃。倘合約授予權利以代價為交換在某一時期內控制使用已識別資產，則該合約屬於租賃或包含租賃。

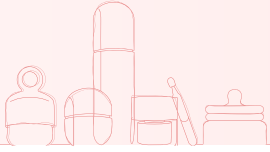
本集團作為承租人

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

(a) 使用權資產

本集團於租賃開始日期（即相關資產可供使用當日）確認使用權資產。使用權資產按成本減任何累計折舊及減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債款額、初步已產生直接成本及於開始日期或之前作出的租賃付款減任何已收取租賃優惠。使用權資產於其租期及估計可使用年期（以較短者為準）按直線法折舊如下：

倘租賃資產的擁有權於租期完結前轉讓予本集團，或成本反映購買權獲行使，則使用資產的估計可使用年期計算折舊。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Leases (Continued)

Group as a lessee (Continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

2. 會計政策 (續)

2.4 主要會計政策 (續)

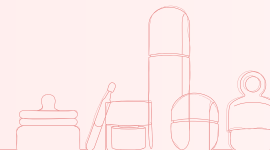
租賃 (續)

本集團作為承租人 (續)

(b) 租賃負債

租賃負債於租賃開始日期按於租期內作出的租賃付款現值確認。租賃付款包括固定付款(包括實質固定付款)減任何應收租賃優惠、取決於某一指數或比率的可變租賃付款及預期根據剩餘價值擔保將支付的金額。租賃付款亦包括本集團合理確定行使購買選擇權的行使價，並倘租期反映了本集團行使終止租賃選擇權，則須就終止租賃支付罰款。並非取決於某一指數或比率的可變租賃付款於觸發付款的事件或狀況出現期間確認為開支。

於計算租賃付款的現值時，因租賃中所隱含的利率不易釐定，本集團應用租賃開始日期的增量借款利率。於開始日期後，租賃負債金額的增加反映利息的增加，並因支付租賃款項而減少。此外，倘出現修改、租期變動、租賃付款變動(如因指數或利率變動而引致未來租賃付款變動)或購買相關資產選擇權的評估變動，租賃負債的賬面值將重新計量。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Leases (Continued)

Group as a lessee (Continued)

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

2. 會計政策 (續)

2.4 主要會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

(c) 短期租賃及低價值資產租賃

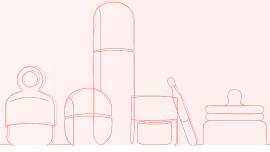
本集團將短期租賃確認豁免應用於其機器及設備的短期租賃 (即自租賃開始日期起計租期為十二個月或以下, 並且不包含購買選擇權的租賃)。其亦應用辦公室設備及平板電腦等被視為低價值資產租賃的低價值資產租賃確認豁免。

短期租賃及低價值資產租賃的租賃付款在租期內按直線法確認為開支。

本集團作為出租人

當本集團作為出租人時, 其於租賃開始時 (或發生租賃變更時) 將其各項租賃分類為經營租賃或融資租賃。

本集團未轉讓與相關資產所有權附帶的絕大部分風險及回報的租賃, 均分類為經營租賃。當合約包含租賃及非租賃組成部分時, 本集團按相對獨立的銷售價格將合約中的代價分配至各個組成部分。由於經營性質, 租金收入於租期內按直線法入賬, 並計入損益表的收入。磋商及安排經營租賃產生的初步直接成本乃加於租賃資產的賬面值上, 並於租期內按租賃收入相同基準確認。或然租金於賺取期間確認為收入。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Leases (Continued)

Group as a lessor (Continued)

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

2. 會計政策 (續)

2.4 主要會計政策 (續)

租賃 (續)

本集團作為出租人 (續)

將相關資產擁有權附帶的絕大部分風險及回報轉讓予承租人的租賃，入賬列作融資租賃。

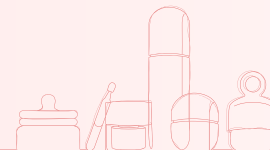
投資及其他金融資產

初步確認及計量

金融資產於初步確認時乃分類為其後按攤銷成本計量、按公平值計入其他全面收入及按公平值計入損益。

金融資產於初步確認時的分類視乎金融資產合約現金流量的特徵及本集團管理該等資產的業務模式而定。除並無重大融資部分或本集團並未就此應用不調整重大融資部分影響實際權宜之計的貿易應收款項外，本集團初步按其公平值加倘並非按公平值計入損益的金融資產，交易成本計量金融資產。根據下文「收入確認」所載政策，並無重大融資部分或本集團並未就此應用實際權宜之計的貿易應收款項乃按國際財務報告準則第15號釐定的交易價格計量。

為使金融資產按攤銷成本或按公平值計入其他全面收入分類及計量，需產生僅為支付本金及未償還本金利息（「僅為支付本金及未償還本金利息」）的現金流量。現金流量並非僅為支付本金及未償還本金利息的金融資產按公平值計入損益進行分類及計量，不論業務模式。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Investments and other financial assets (Continued)

Initial recognition and measurement (Continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

2. 會計政策 (續)

2.4 主要會計政策 (續)

投資及其他金融資產 (續)

初步確認及計量 (續)

本集團管理金融資產的業務模式指為產生現金流量管理金融資產的方式。業務模式釐定現金流量是否將會因來自收取合約現金流量或出售金融資產或以上兩者而產生。按攤銷成本進行分類及計量的金融資產於旨在持有金融資產以收取合約現金流量的業務模式內持有，而按公平值計入其他全面收入進行分類及計量的金融資產則於旨在同時持作收取合約現金流量及銷售的業務模式內持有。並非於上述業務模式內持有的金融資產按公平值計入損益進行分類及計量。

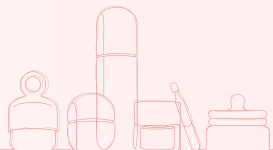
買賣資產金融資產（須於市場規定或慣例一般規定的期間內交付交易）均於交易日（即本集團承諾購買或出售該資產之日期）確認。

其後計量

金融資產按其分類的其後計量如下：

按攤銷成本列賬的金融資產（債務工具）

按攤銷成本計量的金融資產其後採用實際利率法計量，並可予減值。收益及虧損於資產終止確認、修改或減值時於損益中確認。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Investments and other financial assets (Continued)

Subsequent measurement (Continued)

Financial assets at fair value through other comprehensive income (debt instruments)

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on the equity investments are also recognised as other income in the statement of profit or loss when the right of payment has been established.

2. 會計政策 (續)

2.4 主要會計政策 (續)

投資及其他金融資產 (續)

其後計量 (續)

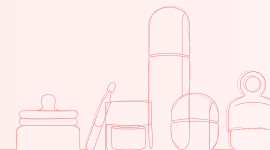
按公平值計入其他全面收入的金融資產 (債務工具)

按公平值計入其他全面收入的債務投資、利息收入、外匯重估及減值虧損或撥回於損益表確認，並以按攤銷成本計量的金融資產的同一方式計算。公平值變動餘額於其他全面收入確認。於終止確認後，於其他全面收入確認的累計公平值變動重新列入損益表。

按公平值計入損益的金融資產

按公平值計入損益的金融資產按公平值於財務狀況表列賬，而公平值變動淨額於損益表中確認。

此類別包括本集團並無不可撤銷地選擇分類至按公平值計入其他全面收入的衍生工具及股權投資。倘已確立付款權，則股權投資股息亦會於損益表中確認為其他收入。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Investments and other financial assets (Continued)

Subsequent measurement (Continued)

Financial assets at fair value through profit or loss (Continued)

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

2. 會計政策 (續)

2.4 主要會計政策 (續)

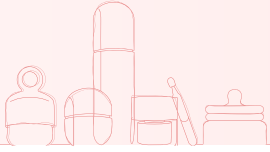
投資及其他金融資產 (續)

其後計量 (續)

按公平值計入損益的金融資產 (續)

當嵌入混合合約 (包含金融負債或非金融主體) 的衍生工具具備與主體不緊密相關的經濟特徵及風險; 具備與嵌入式衍生工具相同條款的單獨工具符合衍生工具的定義; 且混合合約並非按公平值計入損益計量, 則該衍生工具與主體分開並作為單獨衍生工具列賬。嵌入式衍生工具按公平值計量, 且其變動於損益表確認。僅當合約條款出現變動, 大幅改變其他情況下所需現金流量時, 或當原分類至按公平值計入損益的金融資產獲重新分類時, 方進行重新評估。

嵌入混合合約 (包含金融資產主體) 的衍生工具不得單獨列賬。金融資產主體連同嵌入式衍生工具須整體分類為按公平值計入損益的金融資產。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2. 會計政策(續)

2.4 主要會計政策(續)

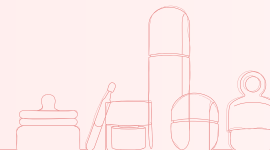
終止確認金融資產

金融資產(或如適用,一項金融資產的一部分或一組同類金融資產的一部分)主要在下列情況下將被終止確認(即從本集團的綜合財務狀況表移除):

- 收取該項資產所得現金流量的權利經已屆滿;或
- 本集團已轉讓其收取該項資產所得現金流量的權利,或已根據一項「轉付」安排承擔責任,在無重大延誤之情況下,將所收到的現金流量全數付予第三方;及(a)本集團已轉讓該項資產的絕大部分風險及回報;或(b)本集團並無轉讓或保留該項資產絕大部分風險及回報,但已轉讓該項資產的控制權。

本集團凡轉讓其收取該項資產所得現金流量的權利或已訂立轉付安排時,其評估是否已保留該資產擁有權的風險及回報以及有關程度。倘並無轉讓亦無保留該項資產的絕大部分風險及回報,及並無轉讓該項資產的控制權,則本集團將按其持續涉及該項資產的程度持續確認已轉讓資產。在此情況下,本集團亦確認相關負債。已轉讓資產及相關負債乃按可反映本集團已保留的權利及義務作計量。

持續參與的形式乃就已轉讓資產作出保證,並以該項資產的原賬面值及本集團或須償還的代價數額上限(以較低者為準)計算。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

2. 會計政策 (續)

2.4 主要會計政策 (續)

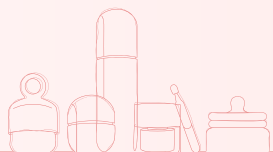
金融資產減值

本集團就並非按公平值計入損益持有的所有債務工具確認預期信貸虧損撥備。預期信貸虧損乃基於根據合約應付的合約現金流量與本集團預期收取的所有現金流量之間的差額，按原有實際利率相近的差額貼現。預期現金流量將包括同為合約條款組成部分的自銷售所持有抵押品所得的現金流量或其他提升信貸物品。

一般方式

預期信貸虧損於兩個階段獲確認。就自初步確認起信貸風險並無顯著增加的信貸風險而言，預期信貸虧損提供予因未來十二個月內可能發生的違約事件而導致的信貸虧損（十二個月預期信貸虧損）。就自初步確認起經已顯著增加的信貸風險而言，不論何時發生違約事件，於餘下風險年期內的信貸虧損均須計提虧損撥備（全期預期信貸虧損）。

於各報告日期，本集團評估自初步確認後金融工具的信貸風險是否有大幅增加。當作出評估時，本集團比較於報告日期金融工具發生違約風險與於初步確認日期金融工具發生違約風險，並考慮於沒有過度成本或努力的情況下可得的合理及可支持數據，包括過往及前瞻性資料。倘合約付款逾期超過30日以上，則本集團認為信貸風險大幅增加。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has not increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2. 會計政策 (續)

2.4 主要會計政策 (續)

金融資產減值 (續)

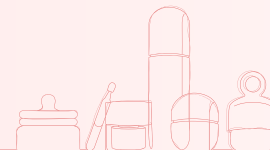
一般方式 (續)

本集團會在合約付款逾期90日時考慮金融資產違約。然而，在若干情況下，倘內部或外部資料反映，在沒有計及本集團任何現有信貸提升措施前，本集團不大可能悉數收到未償還合約款項，則本集團亦可認為金融資產將會違約。

金融資產於無合理預期可收回合約現金流量時撇銷。

按公平值計入其他全面收入的債務投資及按攤銷成本列賬的金融資產，均須採用一般方式下的減值，並按計量預期信貸虧損的各階段分類，惟貿易應收款項除外，彼等適用於下文所述的簡化方式。

- 第一階段 – 信貸風險自初次確認以來沒有顯著增加的金融工具，其減值撥備按相當於12個月預期信貸虧損的金額計算
- 第二階段 – 自初次確認以來信貸風險並無顯著增加但並非發生信貸減值的金融資產的金融工具，其虧損撥備按全期預期信貸虧損的金額計算
- 第三階段 – 在報告日期已發生信貸減值的金融資產（但並非購入或原生的信貸減值的金融資產），其虧損撥備按全期預期信貸虧損的金額計算



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Impairment of financial assets (Continued)

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade payables, other payables, interest-bearing bank and other borrowings and other liabilities.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

2. 會計政策 (續)

2.4 主要會計政策 (續)

金融資產減值 (續)

簡化方式

不包含重大融資成份的貿易應收款項，或當本集團對該筆貿易應收款項已採用未經調整重大融資成份影響的權宜之計時，本集團採納簡化方式計算預期信貸虧損。根據簡化方式，本集團不會追蹤信貸風險的變動，而是根據每個報告日期的全期預期信貸虧損確認虧損撥備。本集團已根據其過往信貸虧損經驗建立撥備矩陣，並根據債權人及經濟環境的前瞻性因素作出調整。

金融負債

初步確認與計量

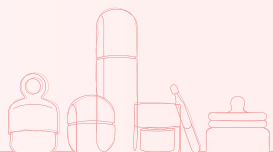
金融負債於首次確認時可分類為貸款及借款或應付款項 (視情況而定)。

所有金融負債初步按公平值確認及倘為貸款、借款及應付款項，則應扣除直接應佔交易成本。

本集團的金融負債包括貿易應付款項、其他應付款項、計息銀行及其他借款以及其他負債。

其後計量

金融負債按其分類的其後計量如下：



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Financial liabilities (Continued)

Subsequent measurement (Continued)

Financial liabilities at amortised cost (trade and other payables, and borrowings)

After initial recognition, trade and other payables, and interest-bearing borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

2. 會計政策 (續)

2.4 主要會計政策 (續)

金融負債 (續)

其後計量 (續)

按攤銷成本計量的金融負債 (貿易及其他應付款項以及借款)

初始確認後，貿易及其他應付款項以及計息借款其後採用實際利率法按攤銷成本計量，如貼現影響並不重大，則按成本列賬。收益及虧損於終止確認負債時於損益確認，亦採用實際利率通過攤銷確認。

計算攤銷成本時已計及任何收購折讓或溢價和實際利率所包含的費用或成本。實際利率攤銷計入損益的財務成本。

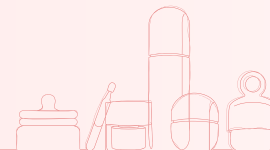
終止確認金融負債

當金融負債的責任已履行、取消或屆滿時，金融負債會被終止確認。

當現時金融負債被另一項由同一貸款人借出，而條款有重大不同的金融負債所取代，或當現時負債的條款被重大修訂，該取代或修訂被視為對原有負債的終止確認及對新負債的確認，而各自賬面值的差額於損益確認。

抵銷金融工具

倘有現行可予執行的法律權利以抵銷確認金額及有意按淨額基準償付，或變現資產與清還負債同時進行，則抵銷金融資產及金融負債及於綜合財務狀況表內呈報淨額。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a weighted average cost basis, and in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

2. 會計政策 (續)

2.4 主要會計政策 (續)

存貨

存貨按成本與可變現淨值兩者中的較低者列賬。成本按加權平均成本基準釐定，而就在製品及製成品而言，成本包括直接材料、直接勞工及適當比例的間接成本。可變現淨值按估計售價減完成及出售將產生的任何估計成本計算。

現金及現金等價物

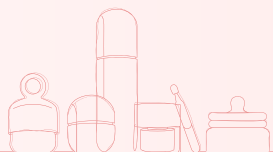
財務狀況表內的現金及現金等價物包括手頭及銀行現金以及到期日一般在三個月內的短期高流動性存款，該等存款可隨時兌換已知款額的現金及承受的價值變動風險甚微，且持作滿足短期現金承擔。

就綜合現金流量表而言，現金及現金等價物包括手頭及銀行現金以及上文界定的短期存款，但不包括須應要求償還及構成本集團現金管理的一部分的銀行透支。

撥備

撥備乃於本集團因以往的事件導致現行的責任（不論法定或推定）產生，並將有可能需要於日後作出資源流出以履行責任時確認，惟須能可靠地估計有關責任的金額。

倘折現的影響重大，確認為撥備的金額則為預期須用作履行責任的日後開支於報告期末的現值。折現的現值因時間流逝而產生的升幅，乃於損益中列作財務成本。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2. 會計政策 (續)

2.4 主要會計政策 (續)

所得稅

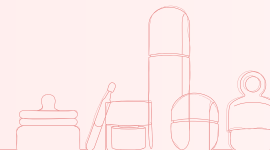
所得稅包括即期及遞延稅項。與於損益外確認的項目有關的所得稅於損益外確認，即於其他全面收益確認或直接於權益確認。

當期及過往期間即期稅項資產及負債以報告期末已執行或實質上已執行的稅率（及稅法）為基礎，考慮到本集團經營所在國家的現行詮釋及常規，以預期可向稅務機關收回或支付予稅務機關的款項計量。

遞延稅項按負債法就資產與負債的稅基與其就財務報告而言的賬面值兩者於報告期末的所有暫時性差額作出撥備。

本集團會就所有應課稅暫時性差額確認遞延稅項負債，惟以下情況則另當別論：

- 遞延稅項負債因初步確認於交易（業務合併除外）中的商譽或一項資產或負債而產生，且於交易時並不影響會計溢利或應課稅損益，且不會產生相等的應課稅及可抵扣暫時性差額；及
- 就於附屬公司及聯營公司的投資的相關應課稅暫時性差額而言，倘可控制撥回暫時性差額的時限，且暫時性差額不大可能於可見將來撥回。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Income tax (Continued)

Deferred tax assets are recognised for all deductible temporary differences, and the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of the reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

2. 會計政策 (續)

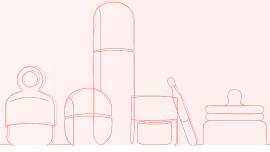
2.4 主要會計政策 (續)

所得稅 (續)

本集團會就所有可扣減暫時性差額、未動用稅項抵免及未動用稅項虧損結轉確認遞延稅項資產。確認遞延稅項資產的前提為很可能有應課稅溢利可用作抵銷可扣減暫時性差額以及未動用稅項抵免及未動用稅項虧損結轉，惟以下情況則另當別論：

- 有關可扣減暫時性差額的遞延稅項資產因於交易（業務合併除外）中初步確認一項資產或負債而產生，且於交易時並不影響會計溢利或應課稅損益，且不會產生相等的應課稅及可抵扣暫時性差額；及
- 就與於附屬公司及聯營公司的投資有關的可扣減暫時性差額而言，倘很可能於可見將來撥回暫時性差額，且有應課稅溢利可用作抵銷暫時性差額，方會確認遞延稅項資產。

本集團遞延稅項資產的賬面值會於報告期末檢討，並於不可能有足夠應課稅溢利以動用全部或部分遞延稅項資產時予以調減。本集團會於報告期末重新評估未確認的遞延稅項資產，並在很可能有足夠應課稅溢利可用作收回全部或部分遞延稅項資產時確認有關遞延稅項資產。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Income tax (Continued)

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right exists to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to profit or loss by way of a reduced depreciation charge.

2. 會計政策 (續)

2.4 主要會計政策 (續)

所得稅 (續)

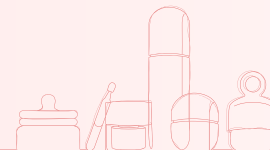
遞延稅項資產及負債以報告期末已執行或實質上已執行的稅率（及稅法）為基礎，按預期在變現資產或清償負債期間應用的稅率計量。

當及僅當本集團有可合法執行權利可將即期稅項資產與即期稅項負債抵銷，且遞延稅項資產與遞延稅項負債與同一稅務機關對同一應稅實體或於各未來期間預期有大額遞延稅項負債或資產需要清償或收回時，擬按淨額基準清償即期稅項負債及資產或同時變現資產及清償負債的不同應稅實體徵收之所得稅相關，則遞延稅項資產與遞延稅項負債可予抵銷。

政府補助

政府補助在合理確定將會收取補助及將會符合所有附帶條件時會按其公平值確認。當補助與開支項目有關時，其有系統地於擬補償的成本支銷所對應的期間確認為收入。

倘補助與一項資產有關，公平值將計入遞延收入賬，並於有關資產的預期可使用年期內，以等額年金調撥至損益或從資產賬面值中扣減並以經扣減折舊開支調撥至損益。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

2. 會計政策 (續)

2.4 主要會計政策 (續)

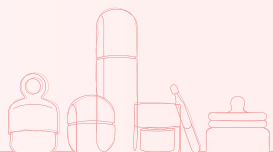
收入確認

客戶合約收入

客戶合約收入於貨品或服務的控制權轉移至客戶時確認，其金額反映本集團預期就交換該等貨品或服務而有權獲得的代價。

當合約中的代價包含可變金額時，代價金額按本集團向客戶轉讓貨品或服務而有權獲得的代價估計。可變代價於合約開始時估計並受到約束，直至與可變代價相關的不確定因素其後得到解決時，確認的累計收入金額極有可能不會發生重大收入撥回。

當合約包括向客戶轉讓貨品或服務為客戶帶來超過一年重大融資利益的融資組成部分時，收入乃按應收款項金額的現值計量，並採用將於自合約開始起本集團與客戶間的個別融資交易中反映的貼現率貼現。當合約包括為本集團帶來超過一年重大融資利益的融資組成部分時，根據合約確認的收入包括根據實際利率法在合約負債上累積的利息開支。對於客戶付款及轉讓承諾的貨品或服務之間的期限為一年或更短的合約，交易價格不因重大融資組成部分的影響而調整，採用國際財務報告準則第15號中的實用權宜之計。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

(a) Sale of goods

Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods or upon the confirmation by the customer.

Rights of return

For contracts which provide a customer with a right to return the goods within a specified period, the expected value method is used to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in IFRS 15 on constraining estimates of variable consideration are applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, a refund liability is recognised. A right-of-return asset (and the corresponding adjustment to cost of sales) is also recognised for the right to recover products from a customer.

(b) Transportation services

The Group provides transportation services between its warehouses and its customers. The Group recognises transportation services revenue over time as customers receive the benefit of the services as the goods are transported from one location to another. As such, transportation service revenue is recognised proportionally as goods move from one location to another and the related costs are recognised as incurred. The Group uses an output method of progress based on time-in-transit as it best depicts the transfer of control to the customer.

2. 會計政策 (續)

2.4 主要會計政策 (續)

收入確認 (續)

客戶合約收入 (續)

(a) 貨品銷售

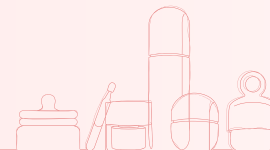
來自貨品銷售的收入於資產控制權轉移至客戶時(一般情況下於交付貨品時或客戶確認時)確認。

退貨權

就向客戶提供在指定期限內退回貨品權利的合約而言，使用預期價值法估計不會退回的貨品，原因為該方法最能預測本集團將有權收取的可變代價金額。國際財務報告準則第15號對限制可變代價估計的規定適用於釐定可包含在交易價格中的可變代價金額。就預期將予退回的貨品而言，則亦確認退款負債(而並非收入)。就向客戶回收產品的權利而言，則確認退貨權資產(並對銷售成本作出相應調整)。

(b) 運輸服務

本集團提供倉庫至客戶之間的運輸服務。由於客戶在貨物由一個地點運輸至另一地點時獲得服務收入，本集團於一段時間內確認運輸服務收入。因此，運輸服務收入乃於貨物從一個地點轉移至另一地點時按比例確認，而相關成本於產生時確認。本集團採用基於運輸時間進度的輸出法，乃由於其與控制權轉移至客戶最為相符。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Revenue recognition (Continued)

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive the payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract. (i.e., transfers control of the related goods or services to the customer).

Right-of-return assets

A right-of-return asset is recognised for the right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the goods to be returned, less any expected costs to recover the goods and any potential decreases in the value of the returned goods. The Group updates the measurement of the asset for any revisions to the expected level of returns and any additional decreases in the value of the returned goods.

2. 會計政策 (續)

2.4 主要會計政策 (續)

收入確認 (續)

其他收入

利息收入利用實際利率法以應計基準確認，所用利率為於金融工具的預期年期或更短期間（如適用）內將估計未來現金收款準確折現至金融資產賬面淨值的利率。

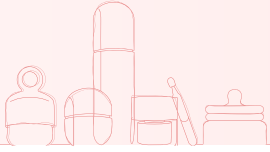
當股東收取派息的權利已確立、與股息相關的經濟利益有可能流入本集團及股息金額能可靠地計量時，本集團會確認股息收入。

合約負債

合約負債於本集團轉移相關貨品或服務前向客戶收取付款或付款到期時（以較早者為準）確認。合約負債於本集團履行合約時（即向客戶轉移相關貨品或服務的控制權）確認為收入。

收益權資產

本集團就收回客戶預期將予退回之貨物的權利為收益權資產。該資產按將予退回貨物的先前賬面值減任何收回貨物的預期成本及退回貨物價值的任何潛在減損計量。本集團更新為對預期退回水平進行任何修訂而記錄的資產計量以及任何退回貨物價值的任何額外減損。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Refund liabilities

A refund liability is recognised for the obligation to refund some or all of the consideration received (or receivable) from a customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

Share-based payments

The Company operates certain incentive shares schemes. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments (“equity-settled transactions”).

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 30 to the financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of the reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group’s best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

2. 會計政策 (續)

2.4 主要會計政策 (續)

退款負債

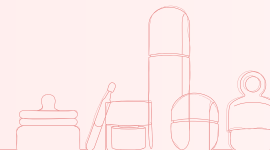
本集團就退回部分或所有來自客戶的已收代價 (或應收款項) 之責任確認退款負債及按本集團最終預期其將必須退回客戶的金額計量。本集團於各報告期末更新其估計退款負債 (及交易價的相應變動)。

以股份為基礎的付款

本公司設有若干激勵股份計劃。本集團僱員 (包括董事) 按以股份為基礎的付款形式收取酬金，而僱員則提供服務以交換權益工具 (「權益結算交易」)。

與僱員進行的權益結算交易的成本乃參考購股權授出之日的公平值計算。公平值由外部估值師利用二項模式釐定，其進一步詳情載於財務報表附註 30。

權益結算交易的成本在表現及／或服務條件獲達成期間，連同權益的相應升幅一併於僱員福利開支確認。就權益結算交易於報告期末至歸屬日期間確認的累計開支，反映過去歸屬期以及本集團就最終歸屬的權益工具的數目的最佳估計。期內在損益扣除或計入損益之金額，指於該段期初及期終所確認的累計開支變動。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Share-based payments (Continued)

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

2. 會計政策 (續)

2.4 主要會計政策 (續)

以股份為基礎的付款 (續)

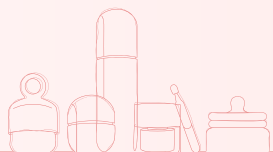
釐定獎勵獲授當日的公平值時，並不計及服務及非市場績效條件，惟會評估符合條件的可能性，作為本集團對最終將會賦予權益工具數目最佳估計的一部分。市場績效條件反映於獎勵獲授當日的公平值。獎勵的任何其他附帶條件（但不帶有服務要求）視作非歸屬條件。非歸屬條件反映於獎勵的公平值，除非同時具服務及／或績效條件，否則獎勵即時支銷。

對於最終因非市場表現及／或並無達成服務條件而並無歸屬的獎勵，不會確認任何開支。倘獎勵包括市場或非歸屬條件，則該等交易不論市場或非歸屬條件是否獲達成，仍被視為歸屬，但必須符合所有其他表現及／或服務條件。

倘若以權益結算的獎勵的條款有所修訂，且已符合獎勵的原定條款，所確認開支最少須達到猶如條款並無任何修訂的水平。此外，倘若按修訂日期計量，任何修訂導致以股份為基礎的付款的總公平值有所增加，或對僱員有利，則應就該等修訂確認開支。

如以權益結算的獎勵被註銷，則被視為在註銷當日已歸屬，而尚未就該獎勵確認的任何開支須即時予以確認。

尚未行使購股權的攤薄影響，於計算每股盈利時，被反映為額外股份攤薄。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

Foreign currencies

The financial information is presented in RMB, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

2. 會計政策 (續)

2.4 主要會計政策 (續)

借款成本

為購買、建造或生產合資格的資產，即需要長時間始能達致其擬定用途或出售的資產，其直接應計的借款成本均撥充資本作為此等資產成本值的一部分。當此等資產大體上已完成可作其預計用途或出售時，即停止將該等借款成本撥充資本。所有其他借款成本會於發生當期支銷。借款成本包括實體就借入資金所產生的利息及其他成本。

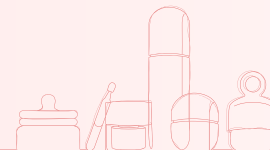
股息

末期股息經股東於股東大會批准後確認為負債。

外幣

財務資料以本公司功能貨幣人民幣呈列。本集團內的實體各自決定其功能貨幣，各實體財務報表項目均以所定功能貨幣計量。本集團內實體的外幣交易初步按交易日有關功能貨幣的當時匯率換算入賬。

以外幣計值的貨幣資產及負債，按有關功能貨幣於報告期末的匯率換算。結算或換算貨幣項目的差額於損益表確認。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Foreign currencies (Continued)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries and associates are currencies other than the RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the exchange rates that approximate to those prevailing at the dates of the transactions.

2. 會計政策 (續)

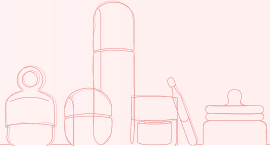
2.4 主要會計政策 (續)

外幣 (續)

按歷史成本列賬以外幣計量的非貨幣項目，採用初步交易日的匯率換算。按公平值列賬以外幣計量的非貨幣項目，採用計量公平值之日的匯率換算。換算按公平值計量的非貨幣項目的盈虧與該項目的公平值變更的盈虧確認（即公平值盈虧於其他全面收入確認或損益亦分別於其他全面收入或損益確認的項目的換算差額）一併處理。

為了釐定終止確認涉及預付代價的非貨幣資產或非貨幣負債的相關資產、開支或收入於初始確認時的匯率，初始交易日期為本集團初始確認因預付代價而產生的非貨幣資產或負債之日期。倘有多筆預先付款或收款，則本集團確定每筆預付代價付款或收款的交易日期。

若干海外附屬公司及聯營公司的功能貨幣為人民幣以外的貨幣。於報告期末，有關實體的資產及負債按報告期末當日匯率換算為人民幣，其損益表則按與交易日期當時匯率相若之匯率換算為人民幣。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Foreign currencies (Continued)

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve, except to the extent that the differences are attributable to non-controlling interests. On disposal of a foreign operation, the cumulative amount in the reserve relating to that particular foreign operation is recognised in the statement of profit or loss.

Employee benefits

Social pension plans

The Group has the social pension plans for its employees arranged by local government labour and security authorities. The Group is required to contribute certain percentages of its payroll costs on a monthly basis to the social pension plans. The contributions are charged to profit or loss as they become payable in accordance with the rules of the social pension plans. Under the plans, the Group has no further obligations beyond the contributions made.

The Group's contributions to the above social pension plans for its employees are fully and immediately vested at the time of contribution, and may not be offset by the contributions confiscated before being fully vested due to termination of the plan with the employees. During the years ended 31 December 2023 and 2022, there were no contributions forfeited by the Group on behalf of its employees who leave the plan prior to vesting fully in such contribution, nor had there been any utilisation of such forfeited contributions to reduce future contributions. At 31 December 2023 and 2022, no forfeited contributions were available for utilisation by the Group's entities to reduce the existing level of contributions.

2. 會計政策 (續)

2.4 主要會計政策 (續)

外幣 (續)

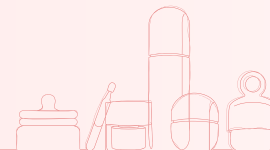
所產生匯兌差額於其他全面收入確認並累積計入匯兌變動儲備，惟歸屬於非控股權益的差額除外。出售海外業務時，該特定海外業務相關儲備的累計數額在損益表確認。

僱員福利

社會退休金計劃

本集團就其僱員參加由當地政府勞動和社會保障部門實施的社會退休金計劃。本集團每月須按其工資成本之若干百分比向該等社會退休金計劃作出供款。根據社會退休金計劃的規則，供款於應付時自損益扣除。根據該等計劃，本集團除作出供款以外並無額外責任。

本集團為其僱員向上述社會退休金計劃作出的供款於作出供款時悉數並實時歸屬，且不得以僱員供款悉數歸屬前退出計劃而沒收的供款抵銷。截至2023年及2022年12月31日止年度，本集團並無代表於有關供款全面歸屬前退出計劃的僱員沒收任何供款，亦無動用有關沒收供款降低未來供款。截至2023年及2022年12月31日，本集團實體並無沒收供款可用於降低現有供款水平。



2. Accounting Policies (Continued)

2.4 Material Accounting Policies (Continued)

Employee benefits (Continued)

Housing fund and other social insurances

The Group has participated in defined social security contribution schemes for its employees pursuant to the relevant laws and regulations of the PRC. These include housing fund, basic medical insurance, unemployment insurance, injury insurance and maternity insurance. The Group makes monthly contributions to the housing fund and other social insurances. The contributions are charged to profit or loss on an accrual basis. The Group has no further obligations beyond the contributions made.

3. Significant Accounting Judgements and Estimates

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Estimation uncertainty

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

Variable consideration for returns and rebates

The Group estimates variable consideration to be included in the transaction price for the sale of products with rights of return and rebates.

2. 會計政策 (續)

2.4 主要會計政策 (續)

僱員福利 (續)

住房公積金及其他社會保險

本集團已根據中國有關法律法規為其僱員參與界定社會保障供款計劃，包括住房公積金、基本醫療保險、失業保險、工傷保險和生育保險。本集團每月就住房公積金及其他社會保險作出供款。該等供款按照應計基準自損益扣除。本集團除作出供款外並無其他責任。

3. 重大會計判斷及估計

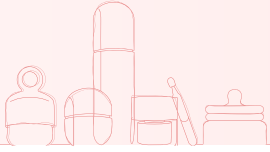
本集團財務報表的編製需要管理層作出判斷、估計及假設，這會影響收入、開支、資產及負債的列報數額及其隨附披露以及或然負債的披露。該等假設及估計的不確定性或會導致日後須就受影響的資產或負債賬面值作出重大調整。

估計不確定性

對導致下個財政年度內資產及負債賬面值作出重大調整構成重大風險的有關未來的主要假設以及於報告期末時估計不確定因素的其他主要來源載述於下。

退貨及回扣的可變代價

本集團就出售附帶退貨權利及回扣的產品計入交易價的可變代價作出估計。



3. Significant Accounting Judgements and Estimates (Continued)

Estimation uncertainty (Continued)

Variable consideration for returns and rebates (Continued)

The Group has developed a statistical model for forecasting sales returns and rebates. The model used the historical return data of each product to come up with expected return percentages. These percentages are applied to determine the expected value of the variable consideration. Any significant changes in experience as compared to historical return pattern will impact the expected return percentages estimated by the Group.

The Group's expected rebates are analysed on a per customer basis for contracts that are subject to some thresholds. Determining whether a customer will likely be entitled to a rebate depends on the customer's historical rebate entitlement, sell out and payment collection to date.

The Group updates its assessment of expected returns and rebates quarterly and the refund liabilities are adjusted accordingly. Estimates of expected returns and rebates are sensitive to changes in circumstances and the Group's past experience regarding returns and rebate entitlements may not be representative of customers' actual returns and rebate entitlements in the future. As at 31 December 2023, the amounts recognised as refund liabilities were RMB1,006,000 (31 December 2022: RMB1,716,000), and the amounts recognised as rebates were RMB13,146,000 (31 December 2022: RMB14,400,000).

3. 重大會計判斷及估計 (續)

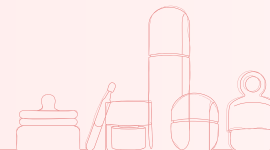
估計不確定性 (續)

退貨及回扣的可變代價 (續)

本集團為預測銷售退貨及回扣已制訂統計模式。該模式利用每項產品過往的退貨數據得出預期退貨百分比，再應用有關百分比釐定可變代價的預期價值。經驗與過往退貨模式之間如有重大變動，均將對本集團估計的預期退貨百分比構成影響。

本集團按每位客戶，就存在若干限額的合約分析預期回扣。於確定客戶是否可以享有回扣時，會視客戶過往回扣權利及至今累計售出及付款收取情況而定。

本集團每季度更新一次有關預期退貨及回扣的評估，並據此調整退款負債。預期退貨及回扣的估計數字對環境變化相當敏感，本集團過去有關退貨及回扣權利的經驗或不能代表客戶未來的實際退貨及回扣權利。於2023年12月31日，確認為退款負債的金額為人民幣1,006,000元(2022年12月31日：人民幣1,716,000元)，及確認為回扣的金額為人民幣13,146,000元(2022年12月31日：人民幣14,400,000元)。



3. Significant Accounting Judgements and Estimates (Continued)

Estimation uncertainty (Continued)

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Provision for expected credit losses on trade and bills receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

3. 重大會計判斷及估計 (續)

估計不確定性 (續)

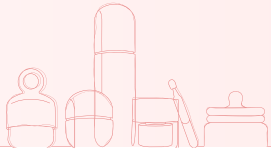
非金融資產 (商譽除外) 減值

本集團於各報告期末評估所有非金融資產 (包括使用權資產) 有否任何減值跡象。無限使用年期的無形資產每年均會及於有減值跡象出現的其他時間進行減值測試。其他非金融資產在有跡象顯示賬面值可能無法收回時進行減值測試。倘資產或現金產生單位的賬面值超過其可收回金額 (即公平值減出售成本與使用價值的較高者)，則視為已減值。公平值減出售成本按自同類資產公平交易中具約束力的銷售交易的可得數據或可觀察市價減出售資產的增量成本計算。倘採用使用價值計算，則管理層須估計資產或現金產生單位的預期未來現金流量，並選取合適的貼現率以計算該等現金流量的現值。

貿易應收款項及應收票據的預期信貸虧損撥備

本集團使用撥備矩陣計算貿易應收款項的預期信貸虧損。撥備率乃基於具有類似虧損模式 (即按地理區域、產品類型、客戶類型及評級劃分) 的不同客戶分部組合逾期日數釐定。

撥備矩陣最初基於本集團過往觀察所得違約率而釐定。本集團將校準矩陣，藉以按前瞻性資料調整過往信貸虧損經驗。舉例而言，倘預測經濟環境 (即國內生產總值) 預期將於未來一年惡化，導致製造業違約事件增加，則會調整過往違約率。於各報告日期，過往觀察所得違約率將予更新，並會分析前瞻性估計變動。



3. Significant Accounting Judgements and Estimates (Continued)

Estimation uncertainty (Continued)

Provision for expected credit losses on trade and bills receivables (Continued)

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 22.

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an 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 it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Further details are included in note 20 to the financial statements.

3. 重大會計判斷及估計 (續)

估計不確定性 (續)

貿易應收款項及應收票據的預期信貸虧損撥備 (續)

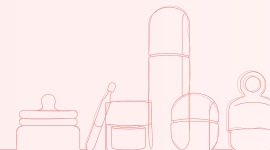
對過往觀察所得違約率、預測經濟狀況及預期信貸虧損之間關連性進行的評估屬重大估計。預期信貸虧損金額對環境變化及預測經濟狀況相當敏感。本集團過往信貸虧損經驗及預測經濟狀況亦未必能代表客戶日後的實際違約情況。有關本集團貿易應收款項的預期信貸虧損的資料於附註22披露。

租賃 – 估算增量借款利率

本集團無法輕易釐定租賃內所隱含的利率，因此，使用增量借款利率（「增量借款利率」）計量租賃負債。增量借款利率為本集團於類似經濟環境中為取得與使用權資產價值相近之資產，而以類似抵押品與類似期間借入所需資金應支付之利率。因此，增量借款利率反映了本集團「應支付」的利率，當無可觀察的利率時（如就並無訂立融資交易之附屬公司而言）或當其需要作出調整以反映租賃的條款及條件時（如租賃並非以附屬公司功能貨幣計值），則須作出利率估計。當可觀察輸入數據可用時，本集團使用可觀察輸入數據（如市場利率）估算增量借款利率並須作出若干實體特定的估計（如附屬公司的獨立信貸評級）。

遞延稅項資產

倘可能具有應課稅溢利抵銷虧損，則會就未動用稅項虧損確認遞延稅項資產。管理層在釐定可予以確認的遞延稅項資產金額時，須根據未來應課稅溢利可能出現的時間及水平連同未來稅務計劃策略作出重大判斷。進一步詳情載於財務報表附註20。



3. Significant Accounting Judgements and Estimates (Continued)

Estimation uncertainty (Continued)

Provision for slow-moving inventories and net realisable value of inventories

Management reviews the ageing analysis of inventories of the Group at the end of each reporting period, and makes a provision for slow-moving inventory items. Management estimates the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions. A write-down of inventories to net realisable value is made based on the estimated net realisable value of inventories. The assessment of the write-down amount requires management's estimates and judgement. Where the actual outcome or expectation in the future is different from the original estimate, such differences will impact the carrying value of inventories and the write-down/write-back of inventories in the period in which such estimate has been changed.

4. Operating Segment Information

For management purposes, the Group is organised into one single business unit that includes primarily the manufacture and sale of cosmetic products.

The information reported to the directors of the Company, who are the chief operating decision makers, for the purpose of resource allocation and assessment of performance, does not contain discrete operating segment financial information and the directors reviewed the financial results of the Group as a whole. Therefore, no further information about the operating segment is presented.

3. 重大會計判斷及估計(續)

估計不確定性(續)

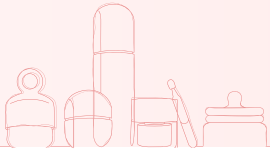
滯銷存貨撥備及存貨的可變現淨值

管理層於各報告期末審閱本集團存貨的賬齡分析，並就滯銷存貨項目計提撥備。管理層主要依據最近期的發票價格及現行市況，估計該等存貨的可變現淨值。管理層將存貨撇減至可變現淨值乃按存貨的估計可變現淨值作出。對撇減金額的評估需要管理層作出估計及判斷。倘實際結果或未來預計結果有別於原先估計，則該等差額將影響改變有關估計期間的存貨賬面值及存貨的撇減／撥回。

4. 經營分部資料

為達致管理目的，本集團組織為一項單一業務單位，主要包括化妝品生產及銷售。

為資源分配及績效評估目的向本公司董事（主要經營決策者）報告的資料並不包含獨立經營分部的財務資料，且董事已將本集團的財務業績作為一個整體進行審閱。因此，並無呈列有關經營分部的進一步資料。



4. Operating Segment Information (Continued)

4. 經營分部資料(續)

Geographical information

地區資料

(a) Revenue from external customers

(a) 來自外部客戶的收入

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Chinese Mainland	中國內地	4,171,263	2,656,680
Other countries/regions	其他國家／地區	19,464	18,651
Total revenue	總收入	4,190,727	2,675,331

The revenue information above is based on the locations of the customers.

上列收入資料乃基於客戶所在地。

(b) Non-current assets

(b) 非流動資產

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Chinese Mainland	中國內地	879,204	726,882
Other countries/regions	其他國家／地區	58,366	66,118
Total non-current assets	非流動資產總值	937,570	793,000

The non-current assets information above is based on the locations of the assets and excludes deferred tax assets.

上述非流動資產資料乃基於資產所在地，不包括遞延稅項資產。

Information about major customers

The Group has a large number of customers and no revenue from a single customer is accounted for 10.00% or more of the Group's revenue during the year ended 31 December 2023 (2022: one, 11.9%).

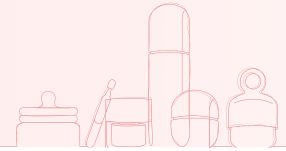
有關主要客戶的資料

本集團擁有大量客戶，及於截至2023年12月31日止年度概無來自單一客戶的收入佔本集團10.00%或以上的收入(2022年：一個客戶，佔11.9%)。

Notes to Financial Statements

財務報表附註

31 December 2023
2023年12月31日



5. Revenue

An analysis of the Group's revenue is as follows:

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue from contracts with customers	客戶合約收入		
Sales of goods	銷售貨品	4,182,239	2,666,649
Transportation services	運輸服務	8,488	8,682
Total revenue	總收入	4,190,727	2,675,331

5. 收入

本集團的收入分析如下：

(a) Disaggregated revenue information

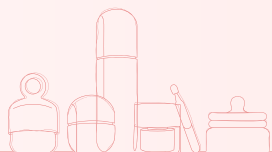
		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Types of goods or services	貨品或服務類型		
Sales of goods	銷售貨品	4,182,239	2,666,649
Transportation services	運輸服務	8,488	8,682
Total revenue from contracts with customers	客戶合約總收入	4,190,727	2,675,331

(a) 分拆收入資料

Timing of revenue recognition

收入確認時間

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Goods transferred at a point in time	於某個時間點轉讓的貨品	4,182,239	2,666,649
Services transferred over time	隨時間推移轉讓的服務	8,488	8,682
Total revenue from contracts with customers	客戶合約總收入	4,190,727	2,675,331



5. Revenue (Continued)

(a) Disaggregated revenue information (Continued)

Timing of revenue recognition (Continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the current reporting period:

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue recognised that was included in contract liabilities at the beginning of the year:	計入年初合約負債的已確認收入：		
Sale of goods	銷售貨品	41,416	81,120

(b) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of goods

The performance obligation is satisfied upon receipt of the goods by customers or delivery of goods, and the payment period is generally uncertain, except for certain major customers where payment is due within 60 to 90 days from receipt.

Transportation services

The performance obligation is satisfied over time as services are rendered. Transportation services are for periods of within one month, and are billed based on the time incurred.

As at the end of the reporting period, the amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) are immaterial and all the amounts are expected to be recognised as revenue within one year.

5. 收入 (續)

(a) 分拆收入資料 (續)

收入確認時間 (續)

下表載列於本報告期確認的計入本報告期初合約負債的收入之金額：

(b) 履約責任

有關本集團履約責任的資料概述如下：

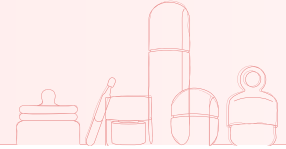
銷售貨品

履約責任於客戶簽收貨物或交付貨物時即告完成，付款期限一般不確定，惟就若干主要客戶而言，付款於簽收後60至90天內到期。

運輸服務

履約責任隨著服務的提供而隨時間推移履行。運輸服務以一個月為期限，按產生時間計費。

於報告期末，分配至餘下履約責任（未履行或部分未履行）的交易價格金額並不重大，且所有金額預期將於一年內確認為收入。



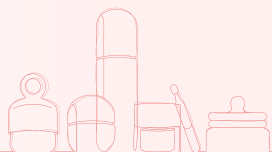
6. Other Income and Gains and Other Expenses

6. 其他收入及收益及其他開支

		Notes	2023	2022
		附註	2023年	2022年
			RMB'000	RMB'000
			人民幣千元	人民幣千元
Other income	其他收入			
Government grants	政府補助	(a)(b)	96,073	87,551
Bank interest income	銀行利息收入		9,365	814
Others	其他		14,178	11,498
Total other income	其他收入總額		119,616	99,863
Gains	收益			
Gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益		60	44
Foreign exchange gain	外匯收益		12,800	-
Fair value gains on financial assets at fair value through profit or loss, net	按公平值計入損益的金融資產公平值收益淨額		16,121	79
Others	其他		7,899	22,782
Total gains	收益總額		36,880	22,905
Total other income and gains	其他收入及收益總額		156,496	122,768
Other expenses	其他開支			
Inventory impairment and scrap	存貨減值及報廢		26,708	33,546
Foreign exchange loss	外匯虧損		-	4,552
Others	其他		7,292	4,951
Total other expenses	其他開支總額		34,000	43,049

(a) The government grants mainly represent incentives received or receivable from the local government in connection with certain financial support to local business enterprises for the purpose of encouraging business development. There are no unfulfilled conditions or contingencies relating to these grants.

(a) 政府補助主要指已收或應收地方政府有關向地方企業提供以鼓勵業務發展的若干財務支持的優惠。概無有關該等補助的未達成條件或或然事項。



6. Other Income and Gains and Other Expenses (Continued)

- (b) The Group has received certain government grants related to the investments in long-term assets in production bases. The grants related to assets were recognised in the statement of profit or loss over the useful lives of relevant assets. There are no unfulfilled conditions or contingencies relating to these grants.

7. Profit before Tax

The Group's profit before tax is arrived at after charging/(crediting):

6. 其他收入及收益及其他開支 (續)

- (b) 本集團已收取若干與生產基地長期資產投資相關的政府補助。與資產相關的補助於相關資產的可使用年期內在損益表中確認。概無有關該等補助的未達成條件或或然事項。

7. 除稅前利潤

本集團的除稅前利潤乃經扣除/(計入)以下各項後達致：

		2023	2022
		2023年	2022年
	Notes	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元
Cost of inventories sold*	已售存貨成本*	1,171,275	975,699
Depreciation of property, plant and equipment	物業、廠房及設備折舊	14 67,367	63,272
Depreciation of right-of-use assets	使用權資產折舊	16 29,275	25,994
Amortisation of intangible assets	無形資產攤銷	17 2,737	3,669
Wages and salaries	工資及薪金	389,636	334,713
Pension scheme contributions, social welfare and other welfare	退休金計劃供款、社會福利及其他福利	94,268	112,991
Share-based compensation expense	以股份為基礎的酬金開支	4,975	(886)
Foreign exchange differences	外匯差額	6 (12,800)	4,552
Marketing and promotion expenses	營銷及推廣開支	1,745,880	848,428
Inventory impairment and scrap	存貨減值及報廢	6 26,708	33,546
Interest expense	利息開支	8 16,227	20,474
(Reversal of provision)/impairment losses on financial assets, net	金融資產(撥備撥回)/減值虧損淨額	(15,252)	12,054
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目的虧損	60	44
Listing expenses	上市開支	-	33,747
Auditors' remuneration	核數師薪酬	3,640	2,600
Fair value gains on financial assets at fair value through profit or loss, net	按公平值計入損益的金融資產公平值收益淨額	(16,121)	(79)

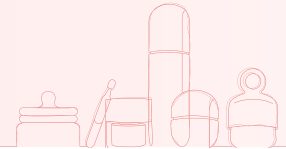
* Cost of inventories sold include expenses relating to depreciation of property, plant and equipment, depreciation of right-of-use assets and employee benefit expense, which are also included in the respective total amounts disclosed separately above for each of these types of expenses.

* 已售存貨成本包括與物業、廠房及設備折舊、使用權資產折舊及僱員福利開支有關的費用。這些費用也計入就上述各種該等開支單獨披露的有關總額中。

Notes to Financial Statements

財務報表附註

31 December 2023
2023年12月31日



8. Finance Costs

An analysis of finance costs is as follows:

			2023	2022
			2023年	2022年
		Note	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Interest on bank and other borrowings	銀行及其他借款利息		12,201	15,264
Interest on lease liabilities	租賃負債利息	16	4,026	5,210
Total	總計		16,227	20,474

8. 財務成本

財務成本分析如下：

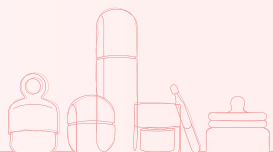
9. Directors' and Chief Executive's Remuneration

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

9. 董事及最高行政人員薪酬

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條以及公司(披露董事利益資料)規例第2部披露年內董事及最高行政人員薪酬如下：

			2023	2022
			2023年	2022年
			RMB'000	RMB'000
			人民幣千元	人民幣千元
Fees	袍金		450	450
Other emoluments:	其他酬金：			
Salaries, allowances and benefits in kind	薪金、津貼及實物福利		2,878	2,924
Pension scheme contributions	退休金計劃供款		868	808
Performance-related bonuses	表現相關花紅		629	629
Subtotal	小計		4,375	4,361
Total fees and other emoluments	袍金及其他酬金總額		4,825	4,811



9. Directors' and Chief Executive's Remuneration (Continued)

9. 董事及最高行政人員薪酬 (續)

(a) Independent non-executive directors

(a) 獨立非執行董事

Year ended 31 December 2023

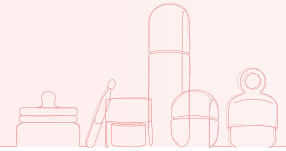
截至2023年12月31日止年度

		Salaries, allowances and benefits				Pension scheme contributions	Performance - related bonuses	Total
		Fees	in kind					
		薪金、津貼及袍金	實物福利	退休金計劃供款	花紅	總計		
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Independent non-executive directors:	獨立非執行董事：							
Mr. Liu Yi	劉毅先生	150	-	-	-	150		
Ms. Luo Yan (羅妍)	羅妍女士	150	-	-	-	150		
Mr. Leung Ho Sun	梁浩新先生	150	-	-	-	150		
Total	總計	450	-	-	-	450		

Year ended 31 December 2022

截至2022年12月31日止年度

		Salaries, allowances and benefits				Pension scheme contributions	Performance - related bonuses	Total
		Fees	in kind					
		薪金、津貼及袍金	實物福利	退休金計劃供款	花紅	總計		
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Independent non-executive directors:	獨立非執行董事：							
Mr. Liu Yi	劉毅先生	150	-	-	-	150		
Ms. Luo Yan (羅妍)	羅妍女士	150	-	-	-	150		
Mr. Leung Ho Sun	梁浩新先生	150	-	-	-	150		
Total	總計	450	-	-	-	450		



9. Directors' and Chief Executive's Remuneration (Continued)

(b) Executive directors, non-executive directors and the chief executive

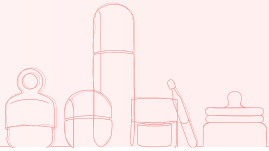
9. 董事及最高行政人員薪酬 (續)

(b) 執行董事、非執行董事及最高行政人員

Year ended 31 December 2023

截至2023年12月31日止年度

		Salaries, allowances and benefits in kind 薪金、津貼及 實物福利	Pension scheme contributions 退休金 計劃供款	Performance - related bonuses 表現相關 花紅	Total 總計
Note 附註	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
Chief executive and executive director: 最高行政人員兼 執行董事：					
Mr. Lyu Yixiong 呂義雄先生		459	217	-	676
Executive directors: 執行董事：					
Ms. Luo Yan (羅燕) 羅燕女士		1,084	217	42	1,343
Ms. Song Yang 宋洋女士		593	217	232	1,042
Mr. Feng Yifeng 馮一峰先生		742	217	355	1,314
Subtotal 小計		2,419	651	629	3,699
Non-executive directors: 非執行董事：					
Ms. Li Hanqiong 李寒窮女士		-	-	-	-
Mr. Sun Hao 孫昊先生	(i)	-	-	-	-
Subtotal 小計		-	-	-	-
Total 總計		2,878	868	629	4,375



9. Directors' and Chief Executive's Remuneration (Continued)

(b) Executive directors, non-executive directors and the chief executive (Continued)

9. 董事及最高行政人員薪酬 (續)

(b) 執行董事、非執行董事及最高行政人員 (續)

Year ended 31 December 2022

截至2022年12月31日止年度

		Salaries, allowances and benefits in kind 薪金、津貼及 實物福利	Pension scheme contributions 退休金 計劃供款	Performance - related bonuses 表現相關 花紅	Total
Notes	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
附註	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
Chief executive and executive director: 最高行政人員兼 執行董事：					
Mr. Lyu Yixiong 呂義雄先生		507	202	-	709
Executive directors: 執行董事：					
Ms. Luo Yan (羅燕) 羅燕女士		1,041	202	42	1,285
Ms. Song Yang 宋洋女士		666	202	232	1,100
Mr. Feng Yifeng 馮一峰先生		710	202	355	1,267
Subtotal 小計		2,417	606	629	3,652
Non-executive directors: 非執行董事：					
Mr. Jin Ming 金銘先生 (ii)		-	-	-	-
Ms. Li Hanqiong 李寒窮女士		-	-	-	-
Mr. Sun Hao 孫昊先生 (i)		-	-	-	-
Subtotal 小計		-	-	-	-
Total 總計		2,924	808	629	4,361

The non-executive directors waived or agreed to waive any remuneration during the year.

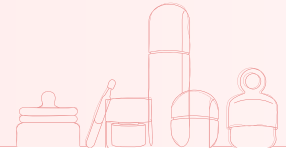
非執行董事已於年內放棄或同意放棄任何薪酬。

Notes:

附註：

- (i) Mr. Sun Hao was appointed on 30 September 2022.
- (ii) Mr. Jin Ming was appointed on 7 December 2016 and resigned on 10 September 2022 due to personal reason.

- (i) 孫昊先生於2022年9月30日獲委任。
- (ii) 金銘先生於2016年12月7日獲委任及於2022年9月10日因個人理由辭任。



10. Five Highest Paid Employees

The five highest paid employees during the year included nil directors (2022: nil), respectively, details of whose remuneration are set out in note 9 above. Details of the remuneration for the year of the remaining five (2022: five) highest paid employees who are not the directors of the Company are as follows:

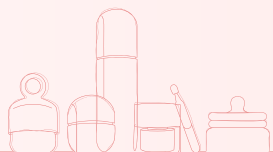
		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	4,093	4,365
Pension scheme contributions	退休金計劃供款	966	877
Performance-related bonuses	表現相關花紅	264	329
Share-based payment	以股份為基礎的付款	4,695	3,220
Total	總計	10,018	8,791

The number of non-director highest paid employees whose remuneration fell within the following bands is as follows:

		Number of the employees	
		僱員人數	
		2023	2022
		2023年	2022年
Nil to HK\$1,000,000	零至1,000,000港元	-	-
HK\$1,000,000 to HK\$1,500,001	1,000,000港元至1,500,001港元	-	-
HK\$1,500,001 to HK\$2,000,001	1,500,001港元至2,000,001港元	2	2
HK\$2,000,001 to HK\$2,500,001	2,000,001港元至2,500,001港元	2	3
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	1	-
Total	總計	5	5

本年度五名最高薪酬僱員分別包括零名(2022年:零)董事,相關董事薪酬詳情載於上文附註9。本年度其餘五名(2022年:五名)非本公司董事的最高薪酬僱員的薪酬詳情如下:

薪酬處於以下範圍內的非董事最高薪酬僱員人數如下:



11. Income Tax Expense

11. 所得稅開支

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current – PRC	即期 – 中國	109,824	11,431
Current – other jurisdictions	即期 – 其他司法權區	166	3,145
Deferred tax	遞延稅項	(12,440)	2,576
Total tax charge for the year	年內稅項開支總額	97,550	17,152

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

本集團須就本集團成員公司所在及經營的司法權區產生或源自該等地區的利潤按實體基準繳付所得稅。

PRC Corporate Income Tax

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the EIT rate of the PRC subsidiaries is 25% unless those are subject to tax exemption set out below.

中國企業所得稅

根據《中華人民共和國企業所得稅法》(「企業所得稅法」)及《企業所得稅法實施條例》，中國附屬公司的企業所得稅稅率為25%，惟獲得下文所載稅項豁免者除外。

Shanghai Zhongyi Daily Chemical Co., Ltd. was accredited as an “Advanced Technology Enterprise” from 2021 to 2023, and therefore Shanghai Zhongyi Daily Chemical Co., Ltd. was entitled to a preferential EIT rate of 15% for the year. This qualification is subject to review by the relevant tax authority in the PRC for every three years.

上海中翊日化有限公司於2021年至2023年被認定為「高新技術企業」，因此本年度上海中翊日化有限公司可按優惠企業所得稅稅率15%納稅。該資質每三年須經中國相關稅務部門審核。

Certain of the Group’s PRC subsidiaries are qualified as small and micro enterprises and are entitled to a preferential corporate income tax rate of 20% during the year.

本集團若干中國附屬公司符合小微企業的資格，於年內按優惠企業所得稅稅率20%納稅。

Hong Kong profits tax

The statutory rate of Hong Kong profits tax was 16.5% for the year on the estimated assessable profits arising in Hong Kong.

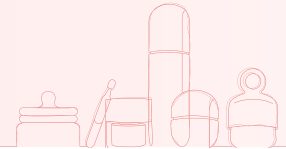
香港利得稅

於年內，於香港產生的估計應課稅利潤的香港利得稅法定稅率為16.5%。

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11. Income Tax Expense (Continued)

Income Tax of Other Jurisdictions

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

A reconciliation of the tax expense applicable to profit before tax at the statutory rate applicable in Chinese Mainland to the tax expense at the effective tax rates is as follows:

11. 所得稅開支(續)

其他司法權區所得稅

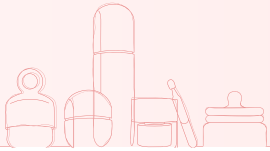
源自其他司法權區的稅項乃按相關司法權區的適用稅率計算。

適用於按中國內地的適用法定稅率計算除稅前利潤的稅項開支與按實際稅率計算的稅項開支的對賬如下：

		2023	2022
		2023年	2022年
	Note	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元
Profit before income tax	除所得稅前利潤	559,213	154,232
Tax at the PRC corporate income tax rate of 25%	按25%的中國企業所得稅稅率計算的稅項	139,803	38,558
Effect of different tax rates of some subsidiaries	部分附屬公司不同稅率的影響	(37,743)	(8,216)
Expenses not deductible for tax	不可扣稅開支	4,381	3,540
Tax losses utilised from previous periods	動用過往期間的稅項虧損	(220)	(3,731)
Tax losses not recognised	未確認稅項虧損	3,234	459
Profits and losses attributable to joint venture and associates	合營企業及聯營公司應佔利潤及虧損	1,501	307
Additional deductible allowance for research and development expenses	研發開支的額外可扣減撥備	(13,406)	(13,765)
	(i)		
Total tax charge for the year	年內稅項開支總額	97,550	17,152

(i) Qualified advanced technology enterprise can enjoy super deduction for eligible research and development expenses for EIT purpose. During the year ended 31 December 2023 and 2022, the applicable super deduction rates were 200% and 200% respectively.

(i) 就企業所得稅目的而言，符合資格的先進技術企業可享受合資格研發費用加計扣除。截至2023年及2022年12月31日止年度，適用的加計扣除率分別為200%及200%。



12. Dividends

12. 股息

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Proposed final – RMB0.75 (2022: approximately RMB0.25) per ordinary share	擬派末期每股普通股 人民幣0.75元(2022年： 約人民幣0.25元)	298,468	99,489

At the shareholders' general meeting held on 15 June 2023, the Company declared a cash dividend of approximately RMB99 million to all shareholders for the year ended 31 December 2022.

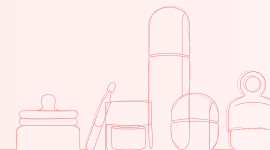
At the shareholders' general meeting held on 16 October 2023, the Company declared an interim dividend of RMB0.20 per ordinary share, amounting to a total of approximately RMB80 million. The dividend has been paid before 31 December 2023.

The proposed final dividend for the year ended 31 December 2023 is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

於2023年6月15日舉行的股東大會上，本公司向全體股東宣派截至2022年12月31日止年度的現金股息約人民幣99百萬元。

於2023年10月16日舉行的股東大會上，本公司宣派中期股息每股普通股人民幣0.20元，合共約為人民幣80百萬元。股息已於2023年12月31日前支付。

截至2023年12月31日止年度的擬派末期股息須待本公司股東於應屆股東週年大會上批准。



13. Earnings Per Share Attributable to Ordinary Equity Holders of the Parent

The calculation of the basic earnings per share amount is based on the profit attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 397,911,329 (2022: 361,012,547) in issue during the year.

The Group had no potentially dilutive shares in issue during the years ended 31 December 2023 and 2022.

The calculation of basic earnings per share is based on:

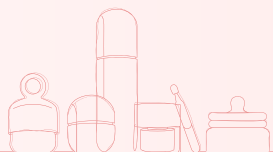
13. 母公司普通權益持有人應佔每股盈利

每股基本盈利金額乃按母公司普通權益持有人應佔利潤及於年內已發行普通股加權平均數397,911,329股(2022年: 361,012,547股)計算得出。

本集團於截至2023年及2022年12月31日止年度並無任何已發行潛在攤薄股份。

每股基本盈利乃根據以下數據計算：

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Earnings	盈利		
Profit attributable to ordinary equity holders of the parent, used in the basic earnings per share calculation	用於計算每股基本盈利的 母公司普通權益持有人 應佔利潤	461,104	147,104
		Number of shares	
		股份數目	
		2023	2022
		2023年	2022年
Shares	股份		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	用於計算每股基本盈利的 年內已發行普通股加權 平均數	397,911,329	361,012,547
Basic and diluted earnings per share (RMB)	每股基本及攤薄盈利 (人民幣元)	1.16	0.41



14. Property, Plant and Equipment

14. 物業、廠房及設備

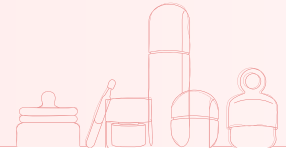
		Buildings	Plant and machinery	Motor vehicles	Furniture, fixtures and equipment	Leasehold improvements	Construction in progress	Total
		樓宇	廠房及機器	汽車	傢具、固定裝置及設備	租賃物業裝修	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
31 December 2023	2023年12月31日							
At 1 January 2023:	於2023年1月1日：							
Cost	成本	501,946	211,864	24,489	30,773	49,316	10,730	829,118
Accumulated depreciation and impairment	累計折舊及減值	(76,709)	(81,769)	(10,198)	(22,006)	(37,185)	-	(227,867)
Net carrying amount	賬面淨值	425,237	130,095	14,291	8,767	12,131	10,730	601,251
At 1 January 2023, net of accumulated depreciation and impairment	於2023年1月1日，扣除累計折舊及減值	425,237	130,095	14,291	8,767	12,131	10,730	601,251
Additions	添置	25,201	3,483	16,771	5,818	5,163	10,371	66,807
Disposals	出售	-	(211)	(3,234)	(183)	-	-	(3,628)
Depreciation provided during the year	年內計提折舊	(25,016)	(22,469)	(5,828)	(4,069)	(9,985)	-	(67,367)
Transfers	轉撥	1,798	10,932	-	725	6,251	(19,706)	-
Exchange realignment	匯兌調整	(1,145)	(787)	(11)	(77)	-	(631)	(2,651)
At 31 December 2023, net of accumulated depreciation and impairment	於2023年12月31日，扣除累計折舊及減值	426,075	121,043	21,989	10,981	13,560	764	594,412
At 31 December 2023:	於2023年12月31日：							
Cost	成本	527,800	225,281	38,015	37,056	60,730	764	889,646
Accumulated depreciation and impairment	累計折舊及減值	(101,725)	(104,238)	(16,026)	(26,075)	(47,170)	-	(295,234)
Net carrying amount	賬面淨值	426,075	121,043	21,989	10,981	13,560	764	594,412

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財務報表附註

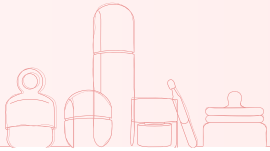
31 December 2023

2023年12月31日



14. Property, Plant and Equipment (Continued) 14. 物業、廠房及設備 (續)

		Buildings	Plant and machinery	Motor vehicles	Furniture, fixtures and equipment	Leasehold improvements	Construction in progress	Total
		樓宇	廠房及機器	汽車	傢具、固定裝置及設備	租賃物業裝修	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
31 December 2022	2022年12月31日							
At 1 January 2022	於2022年1月1日							
Cost	成本	502,917	194,505	32,955	33,891	28,097	891	793,256
Accumulated depreciation and impairment	累計折舊及減值	(53,095)	(59,669)	(9,048)	(23,821)	(11,195)	-	(156,828)
Net carrying amount	賬面淨值	449,822	134,836	23,907	10,070	16,902	891	636,428
At 1 January 2022, net of accumulated depreciation and impairment	於2022年1月1日，扣除累計折舊及減值	449,822	134,836	23,907	10,070	16,902	891	636,428
Additions	添置	1,312	10,973	367	2,978	3,239	19,723	38,592
Disposals	出售	(400)	(682)	(3,250)	(340)	-	(208)	(4,880)
Depreciation provided during the year	年內計提折舊	(23,807)	(23,174)	(4,462)	(3,819)	(8,010)	-	(63,272)
Transfers	轉撥	-	9,676	-	-	-	(9,676)	-
Exchange realignment	匯兌調整	(1,690)	(1,534)	(2,271)	(122)	-	-	(5,617)
At 31 December 2022, net of accumulated depreciation and impairment	於2022年12月31日，扣除累計折舊及減值	425,237	130,095	14,291	8,767	12,131	10,730	601,251
At 31 December 2022:	於2022年12月31日：							
Cost	成本	501,946	211,864	24,489	30,773	49,316	10,730	829,118
Accumulated depreciation and impairment	累計折舊及減值	(76,709)	(81,769)	(10,198)	(22,006)	(37,185)	-	(227,867)
Net carrying amount	賬面淨值	425,237	130,095	14,291	8,767	12,131	10,730	601,251



15. Investment Properties

Industrial properties

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
As at 1 January	於1月1日	9,286	10,523
Depreciation charge	折舊費用	(1,221)	(1,237)
As at 31 December	於12月31日	8,065	9,286

The Group's investment properties are measured using a cost model and depreciated to write off their costs net of estimated residual values over their estimated useful lives on a straight-line basis.

The Group's investment properties are located on the land in the PRC with a land use right period from 2009 to 2054.

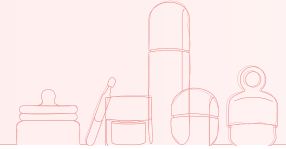
Fair values of the investment properties as at the end of the year are as follows:

本集團的投資物業採用成本模式計量，並按直線法在其估計可使用年內撇銷其成本（扣除估計殘值）進行折舊。

本集團的投資物業位於中國土地之上，土地使用權期限為2009年至2054年。

於本年度末投資物業的公平值如下：

		As at 31 December 2023	As at 31 December 2022
		於2023年 12月31日	於2022年 12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Investment properties in the PRC	於中國的投資物業	123,200	118,850



15. Investment Properties (Continued)

Industrial properties (Continued)

The fair value of the Group's investment properties as at 31 December 2023 and 2022 are determined by the valuations conducted by Avista Valuation Advisory Ltd, an independent valuer. Under the valuation models, an income-based approach has been adopted for industrial properties.

The income approach is based on the rental income of the properties derived from the existing leases and/or achievable in the existing market with due allowance for the reversionary income potential of the leases, which have been then capitalized to determine the market value at an appropriate capitalization rate.

The fair value estimations for the owner-occupied properties were at Level 3 of the fair value hierarchy.

The fair value measurement is based on the above properties' highest and best use, which does not differ from their actual use.

During the year ended 31 December 2023, there were no transfers into or out of Level 3 or any other level.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 16.

At 31 December 2023, the investment properties with net carrying amounts of approximately RMB8,065,000 (2022: RMB9,286,000) were pledged to secure general banking facilities granted to the Group (note 28).

15. 投資物業(續)

工業物業(續)

本集團投資物業於2023年及2022年12月31日的公平值由獨立估值師艾華迪評估諮詢有限公司進行的估值釐定。根據估值模式，工業物業採用收入法進行估值。

收入法乃基於現有租賃所得及／或於現有市場上可實現的物業租金收入，並已就該等租賃的復歸收入潛力作出適當撥備，而有關租賃其後已按適當的資本化比率撥充資本以釐定市值。

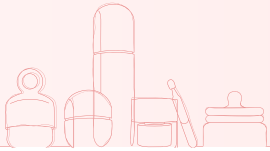
業主自用物業的公平值估計為公平值層級第三級。

公平值計量乃基於上述物業的最高及最佳用途作出，有關用途與彼等的實際用途並無不同。

於截至2023年12月31日止年度，概無轉入或轉出第三級或任何其他層級。

投資物業根據經營租賃出租予第三方，其進一步概要詳情載於附註16。

於2023年12月31日，賬面淨值約為人民幣8,065,000元（2022年：人民幣9,286,000元）的投資物業已作抵押，以擔保本集團獲授的一般銀行融資（附註28）。



16. Leases

The Group as a lessee

The Group as a lessee has lease contracts for items of office premises, plant and machinery and other equipment used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 50 years, and no ongoing payments will be made under the terms of these land leases. Leases of office premises and plant generally have lease terms between 2 and 10 years, while machinery equipment generally has lease terms of 5 years.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

16. 租賃

本集團作為承租人

本集團作為承租人就其運營所使用的辦公處所、廠房及機器及其他設備項目訂有租賃合同。本集團已提前作出一次性付款以向業主收購租賃土地，租期為50年，而根據該等土地租賃的條款，將不會繼續支付任何款項。辦公處所及廠房的租期一般為2至10年，而機器設備的租期一般為5年。

(a) 使用權資產

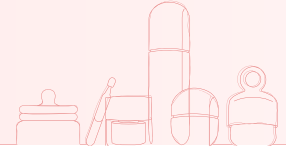
本集團使用權資產的賬面值及於年內的變動情況如下：

		Leasehold land 租賃土地 RMB'000 人民幣千元	Office premises and plant 辦公處所及廠房 RMB'000 人民幣千元	Equipment 設備 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
31 December 2023	2023年12月31日				
As at 1 January 2023	於2023年1月1日	70,868	71,100	2,526	144,494
Additions	添置	-	15,952	-	15,952
Depreciation charge	折舊費用	(1,615)	(26,670)	(990)	(29,275)
As at 31 December 2023	於2023年12月31日	69,253	60,382	1,536	131,171

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16. Leases (Continued)

(a) Right-of-use assets (Continued)

		Leasehold	Office	Equipment	Total
		land	premises		
		租賃土地	辦公處所及廠房	設備	總計
		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
31 December 2022	2022年12月31日				
As at 1 January 2022	於2022年1月1日	72,483	85,663	3,516	161,662
Additions	添置	-	13,548	-	13,548
Revision of a lease term arising from a change in the non-cancellable period of a lease	因租賃不可撤銷期間變更導致的租期修訂	-	(4,722)	-	(4,722)
Depreciation charge	折舊費用	(1,615)	(23,389)	(990)	(25,994)
As at 31 December 2022	於2022年12月31日	70,868	71,100	2,526	144,494

(b) Lease liabilities

The carrying amounts of lease liabilities and the movements during the year are as follows:

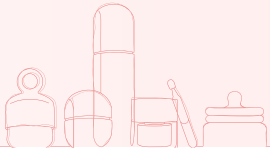
(b) 租賃負債

租賃負債的賬面值及於年內的變動情況如下：

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Carrying amount at beginning of year	於年初賬面值	77,829	94,976
New leases	新租賃	15,952	13,548
Accretion of interest recognised during the year	年內確認的利息增幅	4,026	5,210
Revision of a lease term arising from a change in the non-cancellable period of a lease	因租賃不可撤銷期間變更導致的租期修訂	-	(3,948)
Payments	付款	(32,241)	(31,957)
Carrying amount at end of year	於年末賬面值	65,566	77,829
Current portion	即期部分	29,763	26,890
Non-current portion	非即期部分	35,803	50,939

The maturity analysis of lease liabilities is disclosed in note 32 to the financial statements.

租賃負債的到期日分析於財務報表附註32披露。



16. Leases (Continued)

(c) The amounts recognised in profit or loss in relation to leases are as follows:

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest on lease liabilities	租賃負債利息	4,026	5,210
Depreciation charge of right-of-use assets	使用權資產折舊費用	29,275	25,994
Expense relating to short-term leases and leases of low-value assets leases	與短期租賃及低價值資產租賃相關的開支	1,308	1,727
Total amount recognised in profit or loss	於損益確認的總金額	34,609	32,931

The Group as a lessor

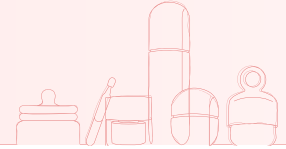
The Group leases its investment properties (note 15) consisting of one industrial property located on the land in the PRC under operating lease arrangements since 2021. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was RMB7,338,000 (2022: RMB7,338,000).

16. 租賃 (續)

(c) 於損益確認的租賃相關款項如下：

本集團作為出租人

自2021年起，本集團根據經營租賃安排租賃其投資物業（附註15），其中包括一項位於中國土地之上的工業物業。租賃條款一般要求租戶支付保證金，並根據當時的市況定期調整租金。本集團於年內已確認的租金收入為人民幣7,338,000元（2022年：人民幣7,338,000元）。



16. Leases (Continued)

(c) The amounts recognised in profit or loss in relation to leases are as follows: (Continued)

The Group as a lessor (Continued)

At 31 December 2023, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

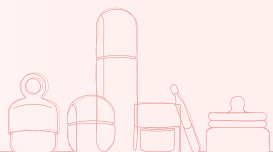
16. 租賃 (續)

(c) 於損益確認的租賃相關款項如下：(續)

本集團作為出租人 (續)

於2023年12月31日，本集團根據與租戶的不可撤銷經營租賃在未來期間應收的未貼現租賃付款如下：

		As at 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	As at 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
Within one year	一年內	7,615	7,615
After one year but within two years	一年後但兩年內	7,881	7,768
After two years but within three years	兩年後但三年內	7,537	7,537
After three years but within four years	三年後但四年內	8,275	8,157
After four years but within five years	四年後但五年內	8,396	8,396
After five years	五年後	22,321	28,187
		62,025	67,660



17. Other Intangible Assets

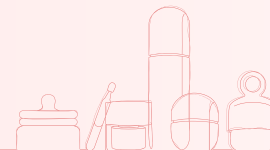
17. 其他無形資產

		Software 軟件	Others 其他	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
31 December 2023	2023年12月31日			
Cost at 1 January 2023, net of accumulated amortisation	於2022年1月1日的成本， 扣除累計攤銷	17,236	2,188	19,424
Additions	添置	187	417	604
Disposals	出售	(2)	(429)	(431)
Amortisation provided during the year	年內計提攤銷	(2,732)	(5)	(2,737)
At 31 December 2023	於2023年12月31日	14,689	2,171	16,860
		Software 軟件	Others 其他	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
31 December 2022	2022年12月31日			
Cost at 1 January 2022, net of accumulated amortisation	於2022年1月1日的成本， 扣除累計攤銷	13,901	4,325	18,226
Additions	添置	4,484	932	5,416
Disposals	出售	(2)	(547)	(549)
Amortisation provided during the year	年內計提攤銷	(2,534)	(1,135)	(3,669)
Reclassification	重新分類	1,387	(1,387)	-
At 31 December 2022	於2022年12月31日	17,236	2,188	19,424

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18. Investment in a Joint Venture

18. 於合營企業的投資

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Share of net assets	應佔資產淨值	2,698	-

The following table illustrates the aggregate financial information of the Group's joint venture that are not individually material:

下表說明個別並非屬重大的本集團合營企業的合計財務資料：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Share of the joint venture's loss for the year	應佔合營企業年內虧損	(4,652)	-
Aggregate carrying amount of the Group's investment in the joint venture	本集團於合營企業的投資的合共賬面值	2,698	-

19. Investments in Associates

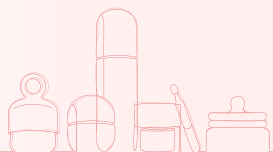
19. 於聯營公司的投資

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Share of net assets	應佔資產淨值	64,184	1,797

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

下表說明個別並非屬重大的本集團聯營公司的合計財務資料：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Share of the associates' loss for the year	應佔聯營公司年內虧損	(1,353)	(1,229)
Aggregate carrying amount of the Group's investments in the associates	本集團於聯營公司的投資的合共賬面值	64,184	1,797



20. Deferred Tax

The movements in deferred tax assets during the year are as follows:

20. 遞延稅項

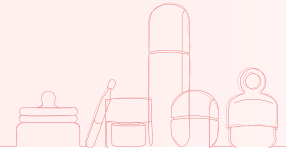
本年度的遞延稅項資產變動如下：

		Year ended 31 December 2023 截至2023年12月31日止年度						
		Impairment loss on financial assets	Losses available for offsetting against future taxable profits 可供抵銷未來 應課稅利潤 的虧損	Impairment loss on inventories	Accrued expense	Unrealised profits	Others	Total
		金融資產 減值虧損 RMB'000 人民幣千元	應課稅利潤 的虧損 RMB'000 人民幣千元	存貨減值 虧損 RMB'000 人民幣千元	應計開支 RMB'000 人民幣千元	未變現利潤 RMB'000 人民幣千元	其他 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2023	於2023年1月1日	10,205	34,629	6,507	3,400	33,317	21,435	109,493
Deferred tax (charged)/ credited to profit or loss during the year	年內(扣除自)/計入損益的 遞延稅項	(6,355)	(551)	1,804	(386)	2,217	16,544	13,273
Gross deferred tax assets at 31 December 2023	於2023年12月31日的 遞延稅項資產總值	3,850	34,078	8,311	3,014	35,534	37,979	122,766
		Year ended 31 December 2022 截至2022年12月31日止年度						
		Impairment loss on financial assets	Losses available for offsetting against future taxable profits 可供抵銷未來 應課稅利潤 的虧損	Impairment loss on inventories	Accrued expense	Unrealised profits	Others	Total
		金融資產 減值虧損 RMB'000 人民幣千元	應課稅利潤 的虧損 RMB'000 人民幣千元	存貨減值 虧損 RMB'000 人民幣千元	應計開支 RMB'000 人民幣千元	未變現利潤 RMB'000 人民幣千元	其他 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	7,486	26,499	7,654	6,570	34,614	29,154	111,977
Deferred tax credited/ (charged) to profit or loss during the year	年內計入/(扣除自)損益的 遞延稅項	2,719	8,130	(1,147)	(3,170)	(1,297)	(7,719)	(2,484)
Gross deferred tax assets at 31 December 2022	於2022年12月31日的 遞延稅項資產總值	10,205	34,629	6,507	3,400	33,317	21,435	109,493

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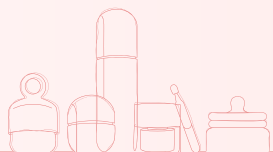
20. Deferred Tax (Continued)

The movements in deferred tax liabilities during the year are as follows:

20. 遞延稅項 (續)

本年度的遞延稅項負債變動如下：

		Year ended 31 December 2023 截至2023年12月31日止年度		
		Accelerated tax depreciation 加速稅項折舊 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2023	於2023年1月1日	8,849	143	8,992
Deferred tax charged to profit or loss during the year	年內扣除自損益的遞延稅項	805	28	833
Deferred tax liabilities at 31 December 2023	於2023年12月31日的遞延稅項負債	9,654	171	9,825
		Year ended 31 December 2022 截至2022年12月31日止年度		
		Accelerated tax depreciation 加速稅項折舊 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	8,897	2	8,899
Deferred tax (credited)/ charged to profit or loss during the year	年內(計入)/扣除自損益的遞延稅項	(48)	141	93
Deferred tax liabilities at 31 December 2022	於2022年12月31日的遞延稅項負債	8,849	143	8,992



20. Deferred Tax (Continued)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statements of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表確認的遞延稅項資產淨值	112,941	100,501

As at 31 December 2023, deferred tax assets have not been recognised in respect of tax losses of RMB56,000 (2022: RMB110,000) and deductible temporary differences of RMB42,000 (2022: RMB98,000) arising in Chinese Mainland, which will expire in one to five years for offsetting against future taxable profits.

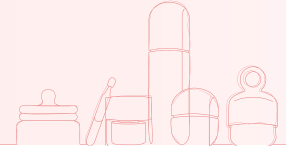
As at 31 December 2023, deferred tax assets have not been recognised in respect of tax losses of RMB22,682,000 (2022: RMB21,365,000) and deductible temporary differences of RMB457,000 (2022: RMB437,000) arising in other jurisdictions, that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

20. 遞延稅項 (續)

就呈列而言，若干遞延稅項資產及負債已於財務狀況表內對銷。本集團作財務報告用途的遞延稅項結餘分析如下：

於2023年12月31日，並無就於中國內地產生的稅項虧損人民幣56,000元（2022年：人民幣110,000元）以及可扣減暫時性差額人民幣42,000元（2022年：人民幣98,000元）確認遞延稅項資產，該等款項將於一至五年內到期用於抵銷未來應課稅利潤。

於2023年12月31日，並無就於其他司法權區產生的稅項虧損人民幣22,682,000元（2022年：人民幣21,365,000元）以及可扣減暫時性差額人民幣457,000元（2022年：人民幣437,000元）確認遞延稅項資產，該等款項可用於抵銷產生虧損公司的未來應課稅利潤。



21. Inventories

21. 存貨

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Raw materials	原材料	116,030	99,564
Work in progress	在製品	16,664	20,069
Finished goods	製成品	378,063	398,480
Total	總計	510,757	518,113

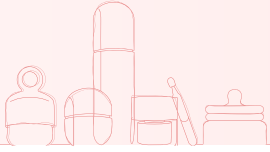
22. Trade and Bills Receivables

22. 貿易應收款項及應收票據

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade receivables	貿易應收款項	329,453	400,942
Bills receivable	應收票據	3,798	7,240
Impairment	減值	(12,005)	(34,197)
Trade and bills receivables, net	貿易應收款項及應收票據淨額	321,246	373,985

The Group's trading terms with its customers are mainly payment in advance, except for certain major customers, where is normally on credit. The credit period is generally due within 45 to 90 days. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing. Bills receivable are non-interest-bearing and have a maturity period ranging from 1 to 180 days for the financial years ended 31 December 2022 and 31 December 2023.

本集團與其客戶的貿易條款主要以預先付款為主，惟若干主要客戶除外，其一般採取除銷方式。信用期一般於45至90日內到期。本集團致力嚴格控制其尚未收取的應收款項並設有信貸控制部門減低信用風險。逾期結餘由高級管理層定期審閱。本集團對其貿易應收款項結餘並無持有任何抵押品或其他信貸增強措施。貿易應收款項不計利息。於截至2022年12月31日及2023年12月31日止財政年度，應收票據不計息，且到期期限介乎1至180日。



22. Trade and Bills Receivables (Continued)

The net value of the Group's trade and bills receivables due from the Group's related parties is further detailed in note 35 to the financial statements, which are repayable on credit terms similar to those offered to the major customers of the Group.

As at 31 December 2023 and 2022, the bills receivable with right of recourse of the Group were RMB3,798,000 and RMB7,240,000, respectively, were paid to certain of its suppliers in order to settle the trade payables due to some suppliers. In the opinion of the directors, the Group has retained the substantial risks and rewards, which include default risks relating to such endorsed bills, and accordingly, it continued to recognise the full carrying amounts of the endorsed bills and the associated trade payables settled. The expected credit losses rate for bills receivable is assessed to be immaterial, and thus the loss allowance is immaterial.

An ageing analysis of the Group's trade receivables and bills receivable as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

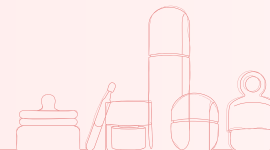
22. 貿易應收款項及應收票據 (續)

本集團應收其關聯方的貿易應收款項及應收票據淨值於財務報表附註35進一步詳述，須按與向本集團主要客戶提供者相若的信用條款償還。

於2023年及2022年12月31日，本集團支付予其若干供應商的具追索權應收票據分別為人民幣3,798,000元及人民幣7,240,000元，以結清應付部分供應商的貿易應付款項。董事認為，本集團保留大部分風險及回報（包括與該等背書票據有關的違約風險），因此其繼續確認背書票據的全部賬面值及已結算相關貿易應付款項。應收票據的預期信貸虧損率被評估為不重大，因此虧損撥備並不重大。

於報告期末，本集團根據發票日期及扣除虧損撥備後的貿易應收款項及應收票據賬齡分析如下：

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 1 year	1年內	309,517	342,581
Over 1 year	1年以上	11,729	31,404
Total	總計	321,246	373,985



22. Trade and Bills Receivables (Continued)

The movements in the loss allowance for impairment of trade receivables are as follows:

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At beginning of year	於年初	34,197	26,421
Impairment losses, net	減值虧損淨額	(17,698)	13,133
Amount written off as uncollectible	撇銷為不可收回的金額	(4,494)	(5,357)
At end of year	於年末	12,005	34,197

The decrease in the loss allowance in 2023 was due to the decreasing amount of long ageing trade receivables.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on ageing on invoice for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

The Group writes off trade receivables when there is information indicating that the counterparty is in severe financial difficulties and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, whichever occurs sooner, also taking into account legal advice where appropriate.

22. 貿易應收款項及應收票據 (續)

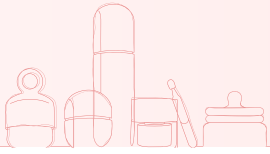
貿易應收款項的減值虧損撥備變動如下：

	2023	2022
	2023年	2022年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
At beginning of year	34,197	26,421
Impairment losses, net	(17,698)	13,133
Amount written off as uncollectible	(4,494)	(5,357)
At end of year	12,005	34,197

2023年的虧損撥備減少是由於賬齡較長的貿易應收款項減少所致。

於各報告日期採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃根據具有類似虧損模式的多個客戶分部組別的發票按賬齡釐定。該計算反映概率加權結果、貨幣時值及於報告日期可得有關過往事項、當前狀況及未來經濟條件預測的合理及可靠資料。

本集團於有資料顯示對手方處於嚴重財務困難及未來並無合理預期可收回（例如對手方已進行清算或已進入破產程序，以較早者為準）時撇銷貿易應收款項，亦會考慮法律意見（如適用）。



22. Trade and Bills Receivables (Continued)

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2023

		Less than				Total 總計
		1 year	1 to 2 years	2 to 3 years	Over 3 years	
		1年以內	1至2年	2至3年	3年以上	
Expected credit loss rate	預期信貸虧損率	1%	16%	66%	100%	4%
Gross carrying amount	賬面總額					
(RMB'000)	(人民幣千元)	308,852	11,917	4,908	3,776	329,453
Expected credit losses	預期信貸虧損					
(RMB'000)	(人民幣千元)	3,132	1,866	3,231	3,776	12,005

As at 31 December 2022

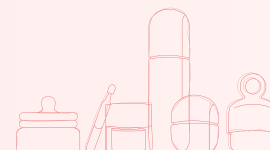
		Less than				Total 總計
		1 year	1 to 2 years	2 to 3 years	Over 3 years	
		1年以內	1至2年	2至3年	3年以上	
Expected credit loss rate	預期信貸虧損率	4%	30%	100%	100%	9%
Gross carrying amount	賬面總額					
(RMB'000)	(人民幣千元)	347,782	44,736	3,986	4,438	400,942
Expected credit losses	預期信貸虧損					
(RMB'000)	(人民幣千元)	12,442	13,331	3,986	4,438	34,197

22. 貿易應收款項及應收票據 (續)

下表載列本集團使用撥備矩陣計算所得貿易應收款項的信用風險資料：

於2023年12月31日

於2022年12月31日



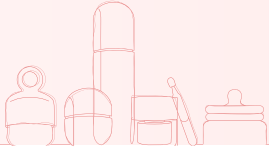
23. Prepayments, Other Receivables and Other Assets

23. 預付款項、其他應收款項及其他資產

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Deductible input VAT	可扣減進賬增值稅	71,066	55,741
Corporate income tax recoverable	可收回企業所得稅	2,437	7,784
Right-of-return assets	收益權資產	558	436
Deposits and other receivables	按金及其他應收款項	66,251	23,875
Other financial assets included in prepayments and other receivables	計入預付款項及其他應收款項的其他金融資產	21,176	13,016
Prepayments	預付款項	129,041	75,060
Others	其他	44,121	26,833
Impairment allowance	減值撥備	(2,838)	(1,885)
Current portion	即期部分	331,812	200,860
Rental deposits	租賃按金	10,213	8,606
Prepayments	預付款項	8,737	8,142
Non-current portion	非即期部分	18,950	16,748
Total	總計	350,762	217,608

As at the end of the reporting period, other receivables of the Group are considered to be of low credit risk and thus the Group has assessed that the ECL for other receivables is immaterial under the 12-month expected credit loss method.

於報告期末，本集團的其他應收款項被認為具有較低的信用風險，因此本集團已評估其他應收款項的預期信貸虧損在12個月預期信貸虧損法下並不重大。



24. Financial Assets at Fair Value Through Profit or Loss

24. 按公平值計入損益的金融資產

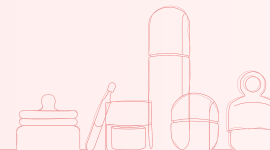
		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Wealth management products	理財產品	318,042	-
Current portion	即期部分	216,812	-
Non-current portion	非即期部分	101,230	-

The above unlisted investments were wealth management products issued by licensed financial institutions. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest. The underlying investments of the current portion financial assets were primarily short-term treasury bonds and principal protected securities, which were very liquid with a relatively short-term maturity and the expected returns are based on actual performance. The underlying investments of the non-current portion were fixed income securities, which have maturity of 2 years and the expected return are based on the actual performance.

The Group has redeemed the above current portion wealth management products, amounting to a total of approximately RMB200,545,000 subsequently in 2024.

上述非上市投資為持牌金融機構發行的理財產品，因其合約現金流量並非僅為支付本金及利息，而被強制分類為按公平值計入損益的金融資產。金融資產即期部分的相關投資主要為短期國債及保本證券，屆滿期限較短，產品流通性強，且預期回報根據實際業績而定。非即期部分的相關投資為固定收益證券，屆滿期限為2年，且預期回報根據實際業績而定。

本集團隨後於2024年贖回上述理財產品即期部分，合計約人民幣200,545,000元。



25. Cash and Cash Equivalents and Pledged Deposits

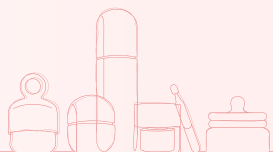
25. 現金及現金等價物以及質押存款

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash and cash equivalents	現金及現金等價物	697,689	1,147,708
Pledged deposits	質押存款	-	11,500
Total	總計	697,689	1,159,208

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash and cash equivalents and restricted cash denominated in	以下列貨幣計值的現金及現金等價物以及受限制現金		
- RMB	- 人民幣	677,001	330,739
- JPY	- 日元	5,890	14,311
- USD	- 美元	2,795	3,050
- HK\$	- 港幣	12,003	811,108
Total	總計	697,689	1,159,208

As at 31 December 2023, the cash and bank balances of the Group denominated in JPY, USD and HK\$ amounted to RMB5,890,000 (2022: RMB14,311,000), RMB2,795,000 (2022: RMB3,050,000) and RMB12,003,000 (2022: RMB811,108,000), respectively. The RMB is not freely convertible into other currencies, however, under Chinese Mainland's Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

於2023年12月31日，本集團以日圓計值的現金及銀行結餘為人民幣5,890,000元（2022年：人民幣14,311,000元），以美元計值的金額為人民幣2,795,000元（2022年：人民幣3,050,000元），以港幣計值的金額為人民幣12,003,000元（2022年：人民幣811,108,000元）。人民幣不可自由兌換為其他貨幣，然而，根據中國內地的《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准透過授權銀行將人民幣兌換為其他貨幣以進行外匯業務。



25. Cash and Cash Equivalents and Pledged Deposits (Continued)

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group and earn interest at the respective short-term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

26. Trade Payables

An ageing analysis of trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within 1 year	1年內	517,731	423,400
Over 1 year	1年以上	882	750
Total	總計	518,613	424,150

The amount of the Group's trade payables due to the Group's related parties is disclosed in note 35, which represents credit terms similar to those offered by the Group's related parties to their major customers.

The trade payables are non-interest-bearing and are normally settled within 6 months.

25. 現金及現金等價物以及質押存款(續)

存於銀行的現金基於每日銀行存款利率按浮動利率賺取利息。短期定期存款的存款期介乎一日至三個月不等，視乎本集團的即時現金需求而定，並按個別短期定期存款利率賺取利息。銀行結餘存放於近期並無拖欠記錄且信譽良好的銀行。

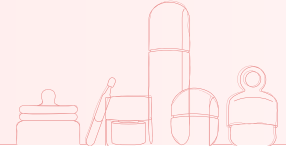
26. 貿易應付款項

於報告期末的貿易應付款項基於發票日期的賬齡分析如下：

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within 1 year	517,731	423,400
Over 1 year	882	750
Total	518,613	424,150

本集團應付本集團關聯方貿易應付款項的數額於附註35(其信用期與本集團關聯方向其主要客戶提供者相若)披露。

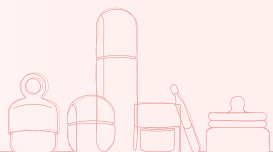
貿易應付款項不計息，一般於6個月內結算。



27. Other Payables, Accruals and Other Current Liabilities

27. 其他應付款項、應計費用及其他流動負債

			2023	2022
			2023年	2022年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Current	即期			
Contract liabilities	合約負債	(i)	38,824	41,416
VAT and other tax payables	增值稅及其他應付稅項		41,098	18,195
Staff payroll and welfare payables	應付員工工資及福利		48,735	36,977
Accrued operating expenses	應計運營開支		104,707	73,198
Payables for purchase of property, plant and equipment	購買物業、廠房及設備應付款項		5,259	13,582
Deposits	按金	(ii)	23,051	29,804
Listing expenses payable	應付上市開支		–	18,787
Others	其他		5,150	3,763
Total current portion	即期部分總計		266,824	235,722
Non-current	非即期			
Deferred government grants	遞延政府補助		12,391	14,264
Total	總計		279,215	249,986



27. Other Payables, Accruals and Other Current Liabilities (Continued)

(i) Details of contract liabilities are as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Advance payments from customers	客戶預付款項	25,678	27,016
Sales rebates	銷售回佣	13,146	14,400
Total contract liabilities	合約負債總額	38,824	41,416

The Group's contract liabilities include advance payments from customers and sales rebates. The decreases in contract liabilities was mainly due to the decreases in short-term advances received from customers in relation to the revenue generated from sales to online and offline distributors.

(ii) Deposits mainly represent deposits from customers at the end of each year.

Except for the aforementioned deposits, other payables are unsecured, interest-free and repayable on demand.

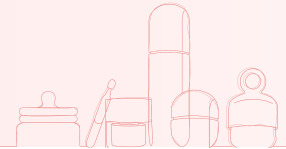
27. 其他應付款項、應計費用及其他流動負債(續)

(i) 合約負債的詳情如下：

本集團的合約負債包括客戶預付款項及銷售回佣。合約負債減少乃主要由於自客戶收取的與向線上分銷商及線下分銷商銷售產生的收入有關的短期預收賬款減少所致。

(ii) 按金主要指於各年度末的客戶按金。

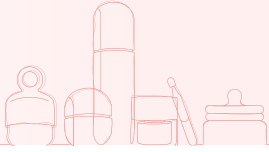
除上述按金外，其他應付款項均無抵押、免息及須按要求償還。



28. Interest-Bearing Bank and Other Borrowings 28. 計息銀行及其他借款

		2023 2023年			2022 2022年		
		Effective interest rate (%) 實際利率(%)	Maturity 到期	RMB'000 人民幣千元	Effective interest rate (%) 實際利率(%)	Maturity 到期	RMB'000 人民幣千元
Current	即期						
Bank loans – secured	銀行貸款 – 有擔保	2.50-3.55	2024 2024年	100,008	2.10-5.20	2023 2023年	420,278
Bank loans – unsecured	銀行貸款 – 無擔保			-	2.55-3.65	2023 2023年	100,000
Current portion of long term bank loans – secured	長期銀行貸款的即期部分 – 有擔保			-	4.75-5.39	2023 2023年	70,000
Total – current	總計 – 即期			100,008			590,278
Non-current	非即期						
Bank loans – secured	銀行貸款 – 有擔保			-	4.75	2024 2024年	60,089
Total – non-current	總計 – 非即期			-			60,089

		2023 2023年		2022 2022年	
		RMB'000 人民幣千元		RMB'000 人民幣千元	
Analysed into:	分析如下：				
Bank loans repayable:	應償還銀行貸款：				
Within one year or on demand	1年內或於要求時	100,008	590,278		
In the second year	於第2年	-	60,089		
In the third to fifth years, inclusive	於第3年至第5年 （包括首尾兩年）	-	-		
Total	總計	100,008	650,367		



28. Interest-Bearing Bank and Other Borrowings (Continued)

Notes:

As at 31 December 2023, certain of the Group's bank loans amounting to

- (i) RMB40,000,000 were secured by mortgages over the Group's investment properties with net carrying values of approximately RMB8,065,000 with interest rates of 3.40% (note 15).
- (ii) RMB60,000,000 were guaranteed by the Group with interest rates of 2.5%-3.55%.

As at 31 December 2022, certain of the Group's bank loans amounting to

- (i) RMB219,752,000 were guaranteed by the Group, and secured by mortgages over the Group's buildings and right-of-use assets with net carrying values of approximately RMB256,515,000 and RMB70,868,000, respectively, with interest rates between 3.4% and 5.39%.
- (ii) RMB80,000,000 were secured by mortgages over the Group's investment properties with net carrying values of approximately RMB9,286,000 with interest rates of 3.45%-4.20% (note 15).
- (iii) RMB250,500,000 were guaranteed by the Group with interest rates of 2.1%-5.20%.

附註：

於2023年12月31日，本集團的若干銀行貸款如下

- (i) 人民幣40,000,000元以對本集團賬面淨值約人民幣8,065,000元的投資物業按揭作抵押，利率為3.40%（附註15）。
- (ii) 人民幣60,000,000元由本集團擔保，利率介乎2.5%至3.55%。

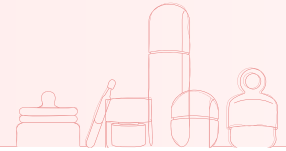
於2022年12月31日，本集團的若干銀行貸款如下

- (i) 人民幣219,752,000元由本集團擔保，並以對本集團賬面淨值分別約為人民幣256,515,000元及人民幣70,868,000元的樓宇以及使用權資產按揭作抵押，利率介乎3.4%至5.39%之間。
- (ii) 人民幣80,000,000元以對本集團賬面淨值約人民幣9,286,000元的投資物業按揭作抵押，利率介乎3.45%至4.20%（附註15）。
- (iii) 人民幣250,500,000元由本集團擔保，利率介乎2.1%至5.20%。

Notes to Financial Statements

財務報表附註

31 December 2023
2023年12月31日



29. Share Capital

Shares

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Issued and fully paid:	已發行及繳足：		
397,957,900 ordinary shares of RMB1.00 each (2022: 396,958,000)	397,957,900股 (2022年：396,958,000股) 每股人民幣1.00元的普通股	397,958	396,958

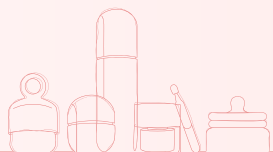
A summary of movements in the Company's share capital is as follows:

本公司股本變動概述如下：

		Number of shares in issue	Share capital
		已發行股份數目	股本
			RMB'000
			人民幣千元
At 31 December 2022 and 1 January 2023	2022年12月31日及2023年1月1日	396,958,000	396,958
Issuance of ordinary shares relating to initial public offering*	發行與首次公開發售有關的普通股*	999,900	1,000
At 31 December 2023	於2023年12月31日	397,957,900	397,958

* On 13 January 2023, the Company partial exercised the over-allotment option in respect of an aggregate of 999,900 H Shares, at the Offer Price of HK\$25.20 per H Share. Upon the completion of partial exercise of the over-allotment option, the registered share capital and total number of the shares issued of the Company were changed to RMB397,957,900 and 397,957,900 shares, respectively.

* 於2023年1月13日，本公司按每股H股25.20港元的發售價，部分行使了有關共999,900股H股的超額配股權。於超額配股權獲部分行使完成後，本公司的註冊股本及已發行股份總數分別為人民幣397,957,900元及397,957,900股。



30. Share Incentive Schemes

Mr. Lyu Yixiong has implemented 5 share incentive schemes (hereinafter referred to as “plan I” to “plan V”) through the shareholding platform controlled by the controlling shareholder of the Group, to encourage and reward people who contribute to the operation of the Group. Eligible persons include directors and other employees of the Group.

In March 2021, 3 employees (including directors) of the Group entered into an agreement (plan V) with Mr. Lyu Yixiong. Under this agreement, Mr. Lyu Yixiong granted these 3 employees 1,080,000 shares of the Company with no vesting period.

In March 2021, 43 employees of the Group entered into an agreement (plan V) with Mr. Lyu Yixiong. Under this agreement, Mr. Lyu Yixiong granted these 43 employees 4,176,000 shares of the Company with vesting periods dated from 1 January 2021 to 31 December 2024.

In March 2021, 4 employees entered into an agreement (plan V) with Mr. Lyu Yixiong which is deemed as modification to the terms and conditions of plan III.

In August 2021, 1 employee of the Group entered into an agreement (plan V) with Mr. Lyu Yixiong. Under this agreement, Mr. Lyu Yixiong granted this employee 72,000 shares of the Company with vesting periods dated from 1 January 2021 to 31 December 2024.

In August 2021, 3 employees (including directors) of the Group entered into an agreement (plan V) with Mr. Lyu Yixiong. Under this agreement, Mr. Lyu Yixiong granted these 3 employees 108,000 shares of the Company with vesting periods dated from 1 January 2021 to 31 December 2024.

In July 2022, 4 employees of the Group entered into an agreement (plan V) with Mr. Lyu Yixiong. Under this agreement, Mr. Lyu Yixiong granted these 4 employees 198,000 shares of the Company with vesting periods dated from 1 July 2022 to 30 June 2026.

30. 股份激勵計劃

呂義雄先生透過本集團控股股東控制的持股平台已實施5期股份激勵計劃（以下簡稱「計劃I」至「計劃V」），以鼓勵及嘉獎為本集團營運作出貢獻的人士。合資格人士包括本集團董事及其他僱員。

於2021年3月，本集團3名僱員（包括董事）與呂義雄先生訂立協議（計劃V）。根據該協議，呂義雄先生授予該3名僱員1,080,000股無歸屬期的本公司股份。

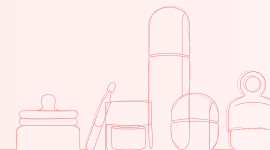
於2021年3月，本集團43名僱員與呂義雄先生訂立協議（計劃V）。根據該協議，呂義雄先生授予該43名僱員4,176,000股本公司股份，歸屬期為2021年1月1日至2024年12月31日。

於2021年3月，4名僱員與呂義雄先生訂立協議（計劃V），視為對計劃III條款及條件的修訂。

於2021年8月，本集團1名僱員與呂義雄先生訂立協議（計劃V）。根據該協議，呂義雄先生授予該名僱員72,000股本公司股份，歸屬期為2021年1月1日至2024年12月31日。

於2021年8月，本集團3名僱員（包括董事）與呂義雄先生訂立協議（計劃V）。根據該協議，呂義雄先生授予該3名僱員108,000股本公司股份，歸屬期為2021年1月1日至2024年12月31日。

於2022年7月，本集團4名僱員與呂義雄先生訂立協議（計劃V）。根據該協議，呂義雄先生授予該4名僱員198,000股本公司股份，歸屬期為2022年7月1日至2026年6月30日。



30. Share Incentive Schemes (Continued)

In July 2022, 1 employee of the Group entered into an agreement (plan V) with Mr. Lyu Yixiong. Under this agreement, Mr. Lyu Yixiong granted this employee 108,000 shares of the Company with vesting periods dated from 1 July 2022 to 31 December 2024.

Shares confer rights on the holders to dividends and to vote at shareholders' meetings.

The following share incentive is outstanding under the "plan I" to "plan V" during the year:

30. 股份激勵計劃(續)

於2022年7月，本集團1名僱員與呂義雄先生訂立協議(計劃V)。根據該協議，呂義雄先生授予該名僱員108,000股本公司股份，歸屬期為2022年7月1日至2024年12月31日。

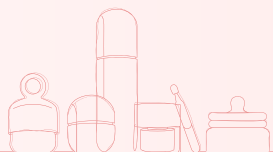
股份賦予持有人收取股息及於股東大會上投票的權利。

於年內，「計劃I」至「計劃V」項下尚未行使的股份激勵如下：

		2023 2023年		2022 2022年	
		Weighted average subscription price RMB per share 加權 平均認購價 每股人民幣元	Number of shares 股份數目	Weighted average subscription price RMB per share 加權 平均認購價 每股人民幣元	Number of shares 股份數目
At 1 January	於1月1日	1	12,477,600	1	14,475,600
Granted during the year	於年內授出	-	-	1	306,000
Forfeited during the year	於年內沒收	1	(288,000)	1	(2,304,000)
At 31 December	於12月31日	1	12,189,600	1	12,477,600

The fair values of the share incentive schemes granted during the year was nil (2022: RMB6,902,000), of which the Group recognised a share-based compensation expenses of RMB4,975,000 (2022: RMB837,000) during the year ended 31 December 2023.

年內授出的股份激勵計劃的公平值為零(2022年：人民幣6,902,000元)，其中本集團於截至2023年12月31日止年度確認以股份為基礎的薪酬開支人民幣4,975,000元(2022年：人民幣837,000元)。



31. Reserves

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

Share-based payment reserve

The share-based payment reserve represents reserve arisen from share incentive schemes. Details of the movements in the share-based payment reserve are set out in the consolidated statement of changes in equity.

Share premium

The increase in the Group's share premium for the year was a result of listing the Company's shares on the Hong Kong Stock Exchange as described in note 29 to the financial statement.

Statutory reserve

In accordance with the Company Law of the People's Republic of China, each company in the PRC is required to allocate 10% of the statutory after tax profits to the statutory reserve until the cumulative total of the reserve reaches 50% of the company's registered capital. Subject to approval from the relevant PRC authorities, the statutory reserve may be used to offset any accumulated losses or increase the registered capital of the company. The statutory reserve is not available for dividend distribution to shareholders of the PRC subsidiaries.

Capital reserve

The capital reserve of the Group represents the contribution from the ultimate holding company and shareholders, business combinations under the common control and the excess of the consideration over the carrying amount of the non-controlling interests acquired. Details of the movements in capital reserve are set out in the consolidated statement of changes in equity.

Exchange fluctuation reserve

The exchange fluctuation reserve represents exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from the Group's presentation currency.

31. 儲備

本集團於本年度及過往年度的儲備金額及其變動於綜合權益變動表中呈列。

以股份為基礎的付款儲備

以股份為基礎的付款儲備指股份激勵計劃產生的儲備。以股份為基礎的付款儲備的變動詳情載於綜合權益變動表。

股份溢價

於年內，本集團的股份溢價增加乃由於財務報表附註29所述本公司股份於香港聯交所上市所致。

法定儲備

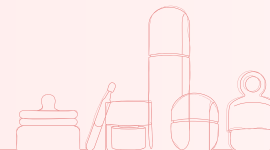
根據《中華人民共和國公司法》，中國境內各公司須提取法定稅後利潤的10%列入法定公積金，直至公積金累計總額達到公司註冊資本的50%。經中國有關政府部門批准後，法定儲備可用於抵銷任何累計虧損或增加公司的註冊資本。法定儲備不可用於向中國附屬公司股東分派股息。

資本儲備

本集團的資本儲備指最終控股公司及股東的出資、受共同控制的業務合併以及代價超逾所收購非控股權益賬面值的差額。資本儲備變動的詳情載於綜合權益變動表。

匯兌波動儲備

匯兌波動儲備指換算功能貨幣與本集團呈列貨幣不同的海外業務的財務報表所產生的匯兌差額。



32. Notes to the Consolidated Statement of Cash Flows

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets of RMB15,952,000 (2022: RMB13,548,000), and lease liabilities of RMB15,952,000 (2022: RMB13,548,000), respectively, in respect of lease arrangements for office premises and plant.

(b) Changes in liabilities arising from financing activities

2023

32. 綜合現金流量表附註

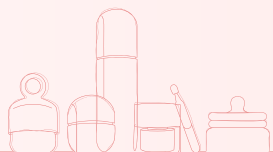
(a) 主要非現金交易

年內，本集團與辦公場所及廠房租賃安排有關的使用權資產的非現金添置為人民幣15,952,000元（2022年：人民幣13,548,000元），租賃負債為人民幣15,952,000元（2022年：人民幣13,548,000元）。

(b) 融資活動產生的負債變動

2023年

		Interest-bearing bank and other borrowings	Lease liabilities
		計息銀行及 其他借款	租賃負債
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At 1 January 2023	於2023年1月1日	650,367	77,829
Changes from financing cash flows	融資現金流量變動	(550,359)	(28,215)
Interest expense	利息開支	-	4,026
Interest paid classified as operating cash flows	分類為經營現金流量的 已付利息	-	(4,026)
New leases	新租賃	-	15,952
At 31 December 2023	於2023年12月31日	100,008	65,566



32. Notes to the Consolidated Statement of Cash Flows (Continued)

32. 綜合現金流量表附註 (續)

(b) Changes in liabilities arising from financing activities (Continued)

(b) 融資活動產生的負債變動 (續)

2022

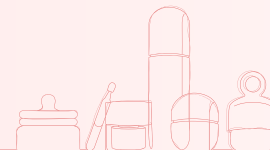
2022年

		Interest-bearing bank and other borrowings 計息銀行及 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 2022	於2022年1月1日	190,059	94,976
Changes from financing cash flows	融資現金流量變動	460,308	(26,747)
Interest expense	利息開支	-	5,210
Interest paid classified as operating cash flows	分類為經營現金流量的已付利息	-	(5,210)
New leases	新租賃	-	13,548
Non-cash movement	非現金變動	-	(3,948)
At 31 December 2022	於2022年12月31日	650,367	77,829

Notes to Financial Statements

財務報表附註

31 December 2023
2023年12月31日



33. Pledge of Assets

Details of the Group's interest-bearing bank loans and other borrowings, which are secured by the assets of the Group, are included in note 28 to the financial statements.

34. Commitments

The Group had the following contractual commitments at the end of the year:

33. 資產抵押

本集團以本集團資產作抵押的計息銀行貸款及其他借款的詳情載於財務報表附註28。

34. 承諾

於年末，本集團有以下資本承諾：

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Contracted, but not provided for:		
Property, plant and equipment	19,415	10,724
Capital contributions to an associate	189,984	-
	209,399	10,724

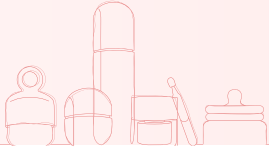
35. Related Party Transactions

(a) Name and relationship:

Name of related party 關聯方姓名／名稱	Relationship with the Group 與本集團的關係
Mr. Lyu Yixiong (“呂義雄”) 呂義雄先生	The controlling shareholder 控股股東
Shanghai Misu Cosmetics Co., Ltd. (“上海蜜黛化妝品有限公司”) 上海蜜黛化妝品有限公司	Associate 聯營公司
Shanghai Ximei Commercial Co., Ltd. (“上海喜美商業有限公司”) 上海喜美商業有限公司	Associate 聯營公司
Weifang Hongmei Economic and Trade Co., Ltd. (“濰坊虹美經貿有限公司”) 濰坊虹美經貿有限公司	Associate 聯營公司
Shanghai Shangxin Cosmetics Co., Ltd. (“上海上新化妝品有限公司”) 上海上新化妝品有限公司	Joint venture 合營企業
Suzhou Xiongze Packaging Co., Ltd. (“蘇州雄澤包裝有限公司”) 蘇州雄澤包裝有限公司	Entity controlled by close relatives of Mr. Lyu Yixiong 受呂義雄先生的近親控制的實體

35. 關聯方交易

(a) 姓名／名稱及關係：



35. Related Party Transactions (Continued)

35. 關聯方交易 (續)

(b) Related party transactions:

The Group had the following transactions with related parties during the current year:

(b) 關聯方交易：

本集團於本年度與關聯方進行下列交易：

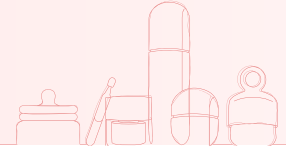
			2023	2022
			2023年	2022年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Associates:	聯營公司：			
Sales of products	銷售產品	(i)	6,712	8,426
A joint venture:	合營企業：			
Sales of products	銷售產品	(i)	10,190	–
Entities controlled by close relatives of Mr. Lyu Yixiong:	受呂義雄先生的近親控制的實體：			
Purchases of products	購買產品	(ii),(iii)	74,316	28,156

Notes:

- (i) The sales of products to the related parties were made according to the prices and terms offered by the related parties with reference to the market price.
- (ii) The purchases of products from the related parties were made according to the prices and terms offered by the related parties with reference to the market price.
- (iii) This related party transaction constitutes continuing connected transactions as defined in Chapter 14A of the Listing Rules.

附註：

- (i) 向關聯方銷售產品乃參考市價根據關聯方提供的價格及條款作出。
- (ii) 向關聯方購買產品乃參考市價根據關聯方提供的價格及條款作出。
- (iii) 該關聯方交易構成上市規則第十四A章所界定的持續關連交易。



35. Related Party Transactions (Continued) 35. 關聯方交易 (續)

(c) Outstanding balances with related parties

(c) 與關聯方的尚未償還結餘

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade:	貿易：		
Associates:	聯營公司：		
Trade receivables	貿易應收款項	7,033	8,369
A joint venture:	合營企業：		
Trade receivables	貿易應收款項	11,204	-
Entities controlled by close relatives of Mr. Lyu Yixiong:	受呂義雄先生的近親控制的實體：		
Trade payables	貿易應付款項	31,362	15,628

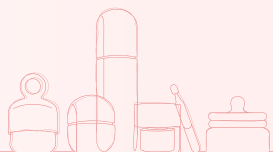
(d) Compensation of key management personnel of the Group

(d) 本集團主要管理層成員的薪酬

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Short term employee benefits	短期僱員福利	7,997	4,549

Further details of directors' emoluments are included in note 9 to the financial statements.

有關董事酬金的進一步詳情載於財務報表附註9。



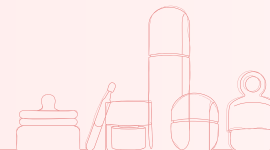
36. Financial Instruments by Category

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

36. 按類別劃分的金融工具

於報告期末，各類金融工具的賬面值如下：

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Financial assets	金融資產		
<i>Financial assets at amortised cost:</i>	<i>按攤銷成本列賬的金融資產：</i>		
Trade receivables	貿易應收款項	317,448	366,745
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	84,589	35,006
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	318,042	-
Pledged deposits	質押存款	-	11,500
Cash and cash equivalents	現金及現金等價物	697,689	1,147,708
Total	總計	1,417,768	1,560,959
<i>Financial assets at fair value through other comprehensive income:</i>	<i>按公平值計入其他全面收入的金融資產：</i>		
<i>Debt investments:</i>	<i>債務投資：</i>		
Bills receivable	應收票據	3,798	7,240



36. Financial Instruments by Category (Continued)

36. 按類別劃分的金融工具 (續)

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Financial liabilities	金融負債		
<i>Financial liabilities at amortised cost:</i>	<i>按攤銷成本列賬的金融負債：</i>		
Trade payables	貿易應付款項	518,613	424,150
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	137,161	137,418
Interest-bearing bank and other borrowings	計息銀行及其他借款	100,008	650,367
Total	總計	755,782	1,211,935

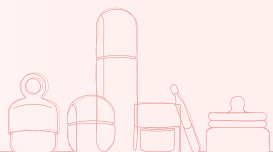
37. Fair Value and Fair Value Hierarchy of Financial Instruments

37. 公平值及金融工具公平值層級

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

本集團金融工具(賬面值與公平值合理相若的金融工具除外)的賬面值及公平值如下：

		Carrying amounts		Fair values	
		賬面值		公平值	
		2023	2022	2023	2022
		2023年	2022年	2023年	2022年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Financial assets	金融資產				
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	318,042	-	318,042	-
Debt investments at fair value through other comprehensive income	按公平值計入其他全面收入的債務投資	3,798	7,240	3,798	7,240



37. Fair Value and Fair Value Hierarchy of Financial Instruments (Continued)

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

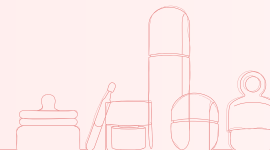
37. 公平值及金融工具公平值層級 (續)

下表說明本集團金融工具的公平值計量層級：

按公平值計量的資產：

		Fair value measurement using 用於公平值計量的參數			
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
		活躍市場報價 (第一級)	重大可觀察 輸入數據 (第二級)	重大不可觀察 輸入數據 (第三級)	總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
As at 31 December 2023	於2023年12月31日				
Financial assets at fair value through profit or loss	按公平值計入損益的 金融資產	-	318,042	-	318,042
Debt investments at fair value through other comprehensive income	按公平值計入其他全面 收入的債務投資				
Bills receivable	應收票據	-	3,798	-	3,798

		Fair value measurement using 用於公平值計量的參數			
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
		活躍市場報價 (第一級)	重大可觀察 輸入數據 (第二級)	重大不可觀察 輸入數據 (第三級)	總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
As at 31 December 2022	於2022年12月31日				
Debt investments at fair value through other comprehensive income	按公平值計入其他全面 收入的債務投資				
Bills receivable	應收票據	-	7,240	-	7,240



37. Fair Value and Fair Value Hierarchy of Financial Instruments (Continued)

Below is a summary of the valuation techniques used and the key inputs to the valuation of financial instruments:

	Valuation technique 估值方法	Significant observable input 重大可觀察輸入數據
Financial assets at fair value through profit or loss 按公平值計入損益的金融資產	Trading price method 交易價格法	Recent observed price 最近期觀察價格

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

Management has assessed that the fair values of cash and cash equivalents, bills receivable, trade receivables, trade payables, financial assets included in prepayments, other receivables and other assets, current bank loans, financial liabilities included in other payables and accruals and lease liabilities approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of interest-bearing bank and other borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group's own non-performance risk for interest-bearing bank and other borrowings as at the end of the reporting period were assessed to be insignificant.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The corporate finance team reports directly to the chief financial officer and the board of directors. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer and also are discussed with the audit committee.

37. 公平值及金融工具公平值層級(續)

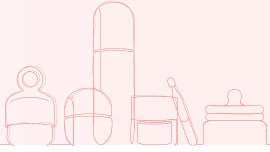
金融工具所用估值方法及估值主要輸入數據概述如下：

於年內，金融資產及金融負債的第一級與第二級之間的公平值計量並無轉移且第三級並無轉入或轉出。

管理層已評估現金及現金等價物、應收票據、貿易應收款項、貿易應付款項、計入預付款項、其他應收款項及其他資產的金融資產、即期銀行貸款、計入其他應付款項及應計費用的金融負債以及租賃負債的公平值與賬面值相若，主要由於該等工具的剩餘期限不長。

計息銀行及其他借款的公平值乃使用具有類似條款、信貸風險及剩餘期限的工具的現時可用利率貼現預期未來現金流量計算。於報告期末，本集團自身的計息銀行及其他借款的不履約風險導致的公平值變動被評估為不重大。

本集團的財務部由財務經理領導，負責制定金融工具公平值計量的政策和程序。公司財務團隊直接向財務總監和董事會報告。於各報告日期，財務部分析金融工具價值變動，並確定估值適用的主要輸入值。估值須經財務總監審核並批准，亦會與審計委員會討論。



38. Financial Risk Management Objectives and Policies

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The Group's principal financial instruments comprise cash and cash equivalents, lease liabilities, and interest-bearing bank and other borrowings. The main purpose of these financial instruments is to support the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables which arise directly from its operations.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing these risks and they are summarised below.

Foreign currency risk

The Group's major businesses are in Chinese Mainland and the majority of the transactions are conducted in RMB. Most of the Group's assets and liabilities are denominated in RMB. The Group does not have material foreign currency risk during the year.

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

Maximum exposure and year-end staging

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December.

38. 金融風險管理目標及政策

金融資產及負債的公平值按自願雙方於當前交易(強制或清算出售除外)中交換有關工具的金額入賬。

本集團的主要金融工具包括現金及現金等價物、租賃負債及計息銀行及其他借款。該等金融工具的主要目的是為支持本集團的營運。本集團有多項其他金融資產及負債，如其營運中直接產生的貿易應收款項及貿易應付款項。

本集團金融工具產生的主要風險為外幣風險、信貸風險及流動資金風險。董事會審閱及批准管理該等風險的政策，詳情概述如下。

外幣風險

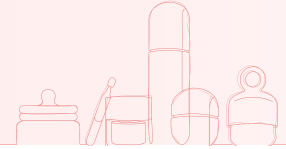
本集團主要業務位於中國內地及大部分交易以人民幣進行。本集團大部分資產及負債以人民幣計值。於年內，本集團並無重大外幣風險。

信貸風險

本集團僅與獲認可且信譽良好的第三方進行交易。本集團秉持的政策是，所有希望以信貸方式進行交易的客戶須接受信貸審核程序。此外，持續對應收款項結餘進行監控，而本集團承受的壞賬風險並不重大。

最大承擔及年末階段

下表顯示於12月31日基於本集團信貸政策的信貸質素及承擔的最大信貸風險(其主要基於逾期資料所作出，除非其他資料無須過多成本或努力可獲取)及年末的階段分類。



38. Financial Risk Management Objectives and Policies (Continued)

Maximum exposure and year-end staging (Continued)

The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2023

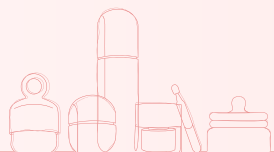
		12-month ECLs		Lifetime ECLs		Total
		十二個月預期 信貸虧損	十二個月預期 信貸虧損	全期預期信貸虧損	全期預期信貸虧損	
		Stage 1	Stage 2	Stage 3	Simplified approach	
		第一階段	第二階段	第三階段	簡化法	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Bills receivable	應收票據	3,798	-	-	-	3,798
Trade receivables*	貿易應收款項*	-	-	-	329,453	329,453
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產					
- Normal**	- 正常**	87,427	-	-	-	87,427
Cash and cash equivalents	現金及現金等價物					
- Not yet past due	- 尚未逾期	697,689	-	-	-	697,689
Total	總計	788,914	-	-	329,453	1,118,367

38. 金融風險管理目標及政策 (續)

最大承擔及年末階段 (續)

所呈列金額為金融資產的總賬面值。

於2023年12月31日



38. Financial Risk Management Objectives and Policies (Continued)

Maximum exposure and year-end staging (Continued)

As at 31 December 2022

		12-month ECLs 十二個月預期 信貸虧損	Lifetime ECLs 全期預期信貸虧損			Total 總計
		Stage 1 第一階段 RMB'000 人民幣千元	Stage 2 第二階段 RMB'000 人民幣千元	Stage 3 第三階段 RMB'000 人民幣千元	Simplified approach 簡化法 RMB'000 人民幣千元	RMB'000 人民幣千元
Bills receivable	應收票據	7,240	-	-	-	7,240
Trade receivables*	貿易應收款項*	-	-	-	400,942	400,942
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項 及其他資產的金融資產					
- Normal**	- 正常**	36,891	-	-	-	36,891
Pledged deposits	質押存款					
- Not yet past due	- 尚未逾期	11,500	-	-	-	11,500
Cash and cash equivalents	現金及現金等價物					
- Not yet past due	- 尚未逾期	1,147,708	-	-	-	1,147,708
Total	總計	1,203,339	-	-	400,942	1,604,281

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 22 to the financial statements.

** The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

At the end of the reporting period, the Group had certain concentrations of credit risk as 26% (2022: 18%) and 69% (2022: 80%) of the Group's trade receivables were due from the Group's largest customer and five largest customers, respectively. The Group does not hold any collateral or other credit enhancement for the balance of trade receivable.

38. 金融風險管理目標及政策 (續)

最大承擔及年末階段 (續)

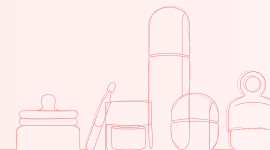
於2022年12月31日

		12-month ECLs 十二個月預期 信貸虧損	Lifetime ECLs 全期預期信貸虧損			Total 總計
		Stage 1 第一階段 RMB'000 人民幣千元	Stage 2 第二階段 RMB'000 人民幣千元	Stage 3 第三階段 RMB'000 人民幣千元	Simplified approach 簡化法 RMB'000 人民幣千元	RMB'000 人民幣千元
Bills receivable	應收票據	7,240	-	-	-	7,240
Trade receivables*	貿易應收款項*	-	-	-	400,942	400,942
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項 及其他資產的金融資產					
- Normal**	- 正常**	36,891	-	-	-	36,891
Pledged deposits	質押存款					
- Not yet past due	- 尚未逾期	11,500	-	-	-	11,500
Cash and cash equivalents	現金及現金等價物					
- Not yet past due	- 尚未逾期	1,147,708	-	-	-	1,147,708
Total	總計	1,203,339	-	-	400,942	1,604,281

* 就貿易應收款項而言，本集團就減值應用簡化法，基於撥備矩陣的資料於財務報表附註22披露。

** 計入預付款項、其他應收款項及其他資產的金融資產的信貸質素於未逾期時被視為「正常」及並無資料顯示金融資產的信貸風險自初步確認以來已大幅增加。否則，金融資產的信貸質素被視為「可疑」。

於報告期末，由於本集團26% (2022年：18%) 及69% (2022年：80%) 的貿易應收款項分別屬應收本集團的最大客戶及五大客戶款項，故本集團存在一定程度的信貸風險集中。本集團並無就貿易應收款項結餘持有任何抵押物或採取其他信貸增強措施。



38. Financial Risk Management Objectives and Policies (Continued)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and projected cash flows from operations.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

As at 31 December 2023

		Within 1 year 1年內 RMB'000 人民幣千元	1 to 5 years 1至5年 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Trade payables	貿易應付款項	518,613	-	518,613
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	137,161	-	137,161
Interest-bearing bank and other borrowings	計息銀行及其他借款	100,675	-	100,675
Lease liabilities	租賃負債	33,637	36,867	70,504
Total	總計	790,086	36,867	826,953

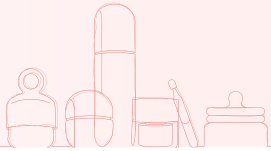
38. 金融風險管理目標及政策 (續)

流動資金風險

本集團採用經常性流動資金計劃工具，監察其資金短缺的風險。此工具會考慮其金融工具到期日及來自經營業務的預期現金流量。

基於合約未貼現付款，本集團金融負債於報告期末的到期情況如下：

於2023年12月31日



38. Financial Risk Management Objectives and Policies (Continued)

Liquidity risk (Continued)

As at 31 December 2022

		Within 1 year 1年內 RMB'000 人民幣千元	1 to 5 years 1至5年 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Trade payables	貿易應付款項	424,150	–	424,150
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	137,418	–	137,418
Interest-bearing bank and other borrowings	計息銀行及其他借款	600,465	62,149	662,614
Lease liabilities	租賃負債	30,585	52,997	83,582
Total	總計	1,192,618	115,146	1,307,764

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No change was made in the objectives, policies or processes for managing capital during the years ended 31 December 2023 and 31 December 2022.

The Group monitors capital using a gearing ratio, which is total debt divided by the total assets. Total debt includes current liabilities and non-current liabilities. Total assets include current assets and non-current assets.

38. 金融風險管理目標及政策 (續)

流動資金風險 (續)

於2022年12月31日

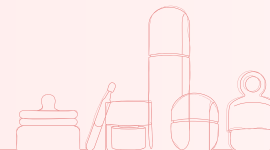
		Within 1 year 1年內 RMB'000 人民幣千元	1 to 5 years 1至5年 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Trade payables	貿易應付款項	424,150	–	424,150
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	137,418	–	137,418
Interest-bearing bank and other borrowings	計息銀行及其他借款	600,465	62,149	662,614
Lease liabilities	租賃負債	30,585	52,997	83,582
Total	總計	1,192,618	115,146	1,307,764

資金管理

本集團資金管理的主要目的乃保障本集團有能力持續經營及維持穩健資本比率以支持其業務及使股東價值最大化。

本集團管理其資本結構並根據經濟狀況的變化及相關資產的風險特徵對其作出調整。為保持或調整資本結構，本集團可調整向股東派付的股息，向股東歸還資本或發行新股。本集團不受任何外界施加的資金規定所限。截至2023年12月31日及2022年12月31日止年度，資本管理目標、政策或流程概無任何變動。

本集團採用資產負債比率（即總債務除以總資產）監察資本。總債務包括流動負債及非流動負債。總資產包括流動資產及非流動資產。



38. Financial Risk Management Objectives and Policies (Continued)

Capital management (Continued)

The gearing ratios as at the end of the reporting period are as follows:

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Total debt*	總債務*	165,574	728,196
Total equity	權益總額	2,029,227	1,706,645
Gearing ratio	資產負債比率	8.20%	42.70%

* The Group's total debt were defined as total interest-bearing bank and other borrowings and lease liabilities.

38. 金融風險管理目標及政策 (續)

資金管理 (續)

報告期末的資產負債比率如下：

	2023	2022
	2023年	2022年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Total debt*	165,574	728,196
Total equity	2,029,227	1,706,645
Gearing ratio	8.20%	42.70%

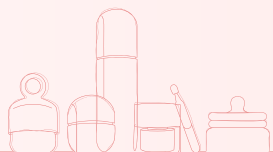
* 本集團的總債務界定為計息銀行及其他借款以及租賃負債總額。

39. Events after the Reporting Period

There is no material subsequent event undertaken by the Group after 31 December 2023.

39. 報告期後事項

本集團於2023年12月31日後並無進行重大其後事項。



40. Statement of Financial Position of the Company

40. 本公司財務狀況表

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

本公司於報告期末的財務狀況表資料如下：

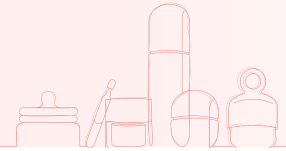
		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	13,667	14,384
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	5,081	6,899
Right-of-use assets	使用權資產	29,207	22,764
Other intangible assets	其他無形資產	14,730	17,105
Investments in subsidiaries	於附屬公司的投資	572,702	527,016
Investment in a joint venture	於合營企業的投資	2,698	-
Investment in an associate	於聯營公司的投資	39,200	-
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	101,230	-
Deferred tax assets	遞延稅項資產	18,498	29,505
Total non-current assets	非流動資產總值	797,013	617,673
CURRENT ASSETS	流動資產		
Inventories	存貨	3,467	5,412
Trade and bills receivables	貿易應收款項及應收票據	721,745	723,003
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	378,701	70,195
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	216,812	-
Pledged deposits	質押存款	-	11,500
Cash and cash equivalents	現金及現金等價物	219,983	953,258
Total current assets	流動資產總值	1,540,708	1,763,368

Notes to Financial Statements

財務報表附註

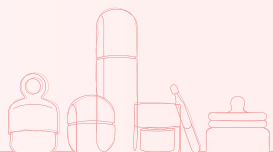
31 December 2023

2023年12月31日



40. Statement of Financial Position of the Company (Continued) 40. 本公司財務狀況表 (續)

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
CURRENT LIABILITIES	流動負債		
Trade payables	貿易應付款項	221,496	33,080
Other payables and accruals	其他應付款項及應計費用	28,573	156,294
Interest-bearing bank and other borrowings	計息銀行及其他借款	40,008	350,615
Lease liabilities	租賃負債	12,799	7,853
Tax payable	應付稅項	30,560	16,996
Total current liabilities	流動負債總額	333,436	564,838
NET CURRENT ASSETS	流動資產淨值	1,207,272	1,198,530
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	2,004,285	1,816,203
NON-CURRENT LIABILITIES	非流動負債		
Lease liabilities	租賃負債	18,861	17,286
Total non-current liabilities	非流動負債總額	18,861	17,286
NET ASSETS	資產淨值	1,985,424	1,798,917
EQUITY	權益		
Share capital	股本	397,958	396,958
Reserves	儲備	1,587,466	1,401,959
Total equity	權益總額	1,985,424	1,798,917



40. Statement of Financial Position of the Company (Continued)

40. 本公司財務狀況表 (續)

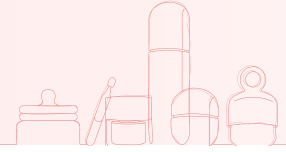
Note:

附註：

A summary of the Company's reserves is as follows:

本公司儲備概要如下：

		Share capital	Share premium	Share-based payment reserve 以股份為基礎的 付款儲備	Capital reserve	Statutory reserve funds	Retained profits	Total
		股本	股份溢價	付款儲備	資本儲備	法定儲備基金	保留利潤	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2022	於2022年1月1日	360,000	-	194,969	110,602	30,556	397,326	1,093,453
Dividend declared	已宣派股息	-	-	-	-	-	(200,000)	(200,000)
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	-	96,506	96,506
Issuance of ordinary shares relating to initial public offering	發行與首次公開發售有關的普通股	36,958	809,450	-	-	-	-	846,408
Share issue expenses	股份發行開支	-	(36,564)	-	-	-	-	(36,564)
Equity-settled share-based compensation	以權益結算股份為基礎的薪酬	-	-	(886)	-	-	-	(886)
Transfer from retained profits	自保留利潤轉撥	-	-	-	-	9,651	(9,651)	-
At 31 December 2022 and 1 January 2023	於2022年12月31日及2023年1月1日	396,958	772,886	194,083	110,602	40,207	284,181	1,798,917
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	-	340,230	340,230
Final 2022 dividend declared	宣派的2022年末期股息	-	-	-	-	-	(99,489)	(99,489)
Interim 2023 dividend	2023年中期股息	-	-	-	-	-	(79,592)	(79,592)
Issuance of ordinary shares relating to initial public offering	發行與首次公開發售有關的普通股	1,000	20,777	-	-	-	-	21,777
Share issue expenses	股份發行開支	-	(1,394)	-	-	-	-	(1,394)
Equity-settled share-based compensation	以權益結算股份為基礎的薪酬	-	-	4,975	-	-	-	4,975
Transfer from retained profits	自保留利潤轉撥	-	-	-	-	34,488	(34,488)	-
At 31 December 2023	於2023年12月31日	397,958	792,269	199,058	110,602	74,695	410,842	1,985,424



41. Approval of the Financial Statements

The financial statements were approved and authorised for issue by the board of directors on 21 March 2024.

41. 批准財務報表

財務報表已於2024年3月21日獲董事會批准及授權刊發。

CHICMAX

上海上美化妝品股份有限公司

Shanghai Chicmax Cosmetic Co., Ltd.