# 2024 年度報告

# ANNUAL REPORT

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

股份代號 Stock Code：2097

# 目錄
# Contents


02 公司資料
CORPORATE INFORMATION

05 財務摘要
FINANCIAL HIGHLIGHTS

06 業務回顧及展望
BUSINESS REVIEW AND OUTLOOK

16 管理層討論與分析
MANAGEMENT DISCUSSION AND ANALYSIS

21 董事、監事及高級管理層
DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

30 董事會報告
DIRECTORS' REPORT

59 監事會報告
REPORT OF THE SUPERVISORY COMMITTEE

61 企業管治報告
CORPORATE GOVERNANCE REPORT

90 獨立核數師報告
INDEPENDENT AUDITOR'S REPORT

99 綜合損益表
CONSOLIDATED STATEMENT OF PROFIT OR LOSS

100 綜合全面收益表
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

101 綜合財務狀況表
CONSOLIDATED STATEMENT OF FINANCIAL POSITION

103 綜合權益變動表
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

105 綜合現金流量表
CONSOLIDATED STATEMENT OF CASH FLOWS

110 綜合財務報表附註
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

232 釋義
DEFINITIONS

# 公司資料
# CORPORATE INFORMATION

## 董事會 BOARD OF DIRECTORS

**執行董事** **EXECUTIVE DIRECTORS**

張紅超先生*(董事長)* Mr. Zhang Hongchao (張紅超) *(Chairman of the Board)*
張紅甫先生 Mr. Zhang Hongfu (張紅甫)
蔡衛淼女士 Ms. Cai Weimiao (蔡衛淼)
趙紅果女士 Ms. Zhao Hongguo (趙紅果)

**獨立非執行董事** **INDEPENDENT NON-EXECUTIVE DIRECTORS**

潘慧妍女士 Ms. Poon Philana Wai Yin (潘慧妍)
朱璽先生 Mr. Chu Gary Hsi (朱璽)
黃宣德先生 Mr. Huang Sidney Xuande (黃宣德)

## 審計委員會 AUDIT COMMITTEE

黃宣德先生*(主席)* Mr. Huang Sidney Xuande (黃宣德) *(Chairman)*
潘慧妍女士 Ms. Poon Philana Wai Yin (潘慧妍)
朱璽先生 Mr. Chu Gary Hsi (朱璽)

## 薪酬委員會 REMUNERATION COMMITTEE

朱璽先生*(主席)* Mr. Chu Gary Hsi (朱璽) *(Chairman)*
黃宣德先生 Mr. Huang Sidney Xuande (黃宣德)
張紅甫先生 Mr. Zhang Hongfu (張紅甫)

## 提名委員會 NOMINATION COMMITTEE

張紅超先生*(主席)* Mr. Zhang Hongchao (張紅超) *(Chairman)*
潘慧妍女士 Ms. Poon Philana Wai Yin (潘慧妍)
朱璽先生 Mr. Chu Gary Hsi (朱璽)
黃宣德先生 Mr. Huang Sidney Xuande (黃宣德)

## 監事會 SUPERVISORY COMMITTEE

崔海靜女士 Ms. Cui Haijing (崔海靜)
于敏女士 Ms. Yu Min (于敏)
孫建濤先生 Mr. Sun Jiantao (孫建濤)

# 公司資料
# CORPORATE INFORMATION

## 註冊辦事處

中國
河南省鄭州市
金水區
北三環南、文化路東
瀚海北金商業中心
16004室

## REGISTERED OFFICE

Room 16004
Hanhai Beijin Commerce Center
Beisanhuan South and Wenhua Road East
Jinshui District
Zhengzhou, Henan Province
PRC

## 中國總部及主要營業地點

中國
河南省鄭州市
金水區
北三環南、文化路東
瀚海北金商業中心
16004室

## HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

Room 16004
Hanhai Beijin Commerce Center
Beisanhuan South and Wenhua Road East
Jinshui District
Zhengzhou, Henan Province
PRC

## 香港主要營業地點

香港銅鑼灣
希慎道33號
利園一期
19樓1912室

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

## H股證券登記處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
17樓1712-1716號舖

## H SHARE REGISTRAR

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

## 核數師

安永會計師事務所
執業會計師
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

## AUDITOR

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

# 公司資料
# CORPORATE INFORMATION

## 香港法律顧問

Davis Polk & Wardwell
香港
遮打道三號A
香港會所大廈十樓

## HONG KONG LEGAL ADVISER

Davis Polk & Wardwell
10/F, The Hong Kong Club Building
3A Chater Road
Hong Kong

## 合規顧問

新百利融資有限公司
香港
皇后大道中29號
華人行20樓

## COMPLIANCE ADVISER

Somerley Capital Limited
20/F China Building
29 Queen's Road Central
Hong Kong

## 授權代表

張紅甫先生
鄧景賢女士

## AUTHORIZED REPRESENTATIVES

Mr. Zhang Hongfu (張紅甫)
Ms. Tang King Yin (鄧景賢)

## 聯席公司秘書

陳翊新先生
鄧景賢女士

## JOINT COMPANY SECRETARIES

Mr. Chen Yixin (陳翊新)
Ms. Tang King Yin (鄧景賢)

## 主要往來銀行

中國建設銀行
鄭州文化路支行
中國
河南省鄭州市
金水區
文化路76號

## PRINCIPAL BANK

China Construction Bank
Zhengzhou Wenhua Road Branch
No. 76, Wenhua Road
Jinshui District
Zhengzhou, Henan Province
PRC

## 股份代號

2097

## STOCK CODE

2097

## 公司網站

www.mxbc.com

## COMPANY'S WEBSITE

www.mxbc.com

## 財務業績摘要 FINANCIAL PERFORMANCE HIGHLIGHTS

| | | 截至12月31日止年度 Year ended December 31 | | | |
|---|---|---|---|---|---|
| | | 2021年 2021 人民幣千元 RMB'000 | 2022年 2022 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 | **2024年 2024 人民幣千元 RMB'000** |
| 收入 | Revenue | 10,350,986 | 13,575,577 | 20,302,465 | **24,828,874** |
| 毛利 | Gross profit | 3,243,862 | 3,846,837 | 5,998,967 | **8,060,207** |
| 年內利潤 | Profit for the year | 1,911,942 | 2,013,091 | 3,186,605 | **4,454,203** |
| 每股基本盈利（人民幣元） | Basic earnings per share (RMB) | 5.32 | 5.55 | 8.71 | **12.32** |

## 財務狀況摘要 FINANCIAL POSITION HIGHLIGHTS

| | | 截至12月31日 As of December 31 | | | |
|---|---|---|---|---|---|
| | | 2021年 2021 人民幣千元 RMB'000 | 2022年 2022 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 | **2024年 2024 人民幣千元 RMB'000** |
| 資產總值 | Total assets | 7,316,383 | 9,945,356 | 14,593,566 | **19,783,322** |
| 負債總額 | Total liabilities | 1,773,673 | 2,466,089 | 3,998,101 | **4,722,502** |
| 權益總額 | Total equity | 5,542,710 | 7,479,267 | 10,595,465 | **15,060,820** |
| 現金及銀行結餘 | Cash and bank balances | 2,737,692 | 2,829,284 | 6,037,524 | **7,617,853** |
| 以公允價值計量且其變動計入損益的金融資產 | Financial assets at fair value through profit or loss | 900,237 | 1,865,676 | 746,046 | **3,491,643** |
| 流動資產淨值 | Net current assets | 3,367,588 | 4,217,412 | 5,413,872 | **7,379,213** |

*附註：* 本公司於2025年3月3日於聯交所主板上市。本公司已於招股章程中公佈自2021年起的財務資料，因此上表載列自2021年起四個會計年度的財務摘要。

*Note:* The Company was listed on the Main Board of the Stock Exchange on March 3, 2025. The Company published financial information since 2021 in the Prospectus, and therefore the above table sets out the financial highlights for the four accounting years since 2021.

# 業務回顧及展望
# BUSINESS REVIEW AND OUTLOOK

## 業務回顧

我們是一家全球領先的現製飲品企業，聚焦為廣大消費者提供單價約6元人民幣（約1美元）的高質平價的現製果飲、茶飲、冰淇淋和咖啡等產品。我們旗下有現製茶飲品牌「蜜雪冰城」和現磨咖啡品牌「幸運咖」。截至2024年12月31日，我們通過加盟模式發展的門店網絡擁有超過46,000家門店，覆蓋中國及海外11個國家。

### 我們的品牌及產品

*我們的現製茶飲品牌—「蜜雪冰城」*

通過廣泛的門店網絡，「蜜雪冰城」主要向中國及海外消費者提供現製果飲、茶飲及冰淇淋。「蜜雪冰城」核心產品的價格通常為2元至8元人民幣。「蜜雪冰城」的產品矩陣既包含常青款產品，也包含季節性和區域性產品。

*我們的現磨咖啡品牌 —「幸運咖」*

基於「蜜雪冰城」的成功經驗，我們於2017年推出了現磨咖啡品牌「幸運咖」，以進一步拓展我們的產品品類。「幸運咖」使用精挑細選的優質食材和設備，為消費者現場製作高質平價的咖啡。「幸運咖」的現磨咖啡飲品包括經典款、流行款、創新款。「幸運咖」核心產品的價格通常為5元至10元人民幣。

## BUSINESS REVIEW

We are a global leading freshly-made drinks company. We are committed to providing value-for-money products to consumers, including freshly-made fruit drinks, tea drinks, ice cream and coffee, typically priced around one U.S. dollar (approximately RMB6) per item. We have two major brands – freshly-made tea drinks brand Mixue and freshly-made coffee brand Lucky Cup. Through a franchise model, we have cultivated a network of over 46,000 stores spanning China and 11 overseas countries as of December 31, 2024.

### Our Brands and Products

*Our Freshly-Made Tea Drinks Brand – Mixue*

Mixue primarily offers freshly-made fruit drinks, tea drinks and ice cream to consumers both in China and overseas through an extensive store network. Our core Mixue products typically have a price range of RMB2 to RMB8. Our Mixue product offerings include both classic drinks and seasonal and regional drinks.

*Our Freshly-Made Coffee Brand – Lucky Cup*

Building on Mixue's success, we launched our freshly-made coffee brand Lucky Cup in 2017 to further expand our product categories. At Lucky Cup, we offer value-for-money coffee made with meticulously selected ingredients and equipment. Lucky Cup primarily offers freshly-made coffee drinks, ranging from classic products to trendy, innovative ones. Our core Lucky Cup products typically have a price range of RMB5 to RMB10.

## 我們的門店網絡

我們通過超過46,000家的門店網絡服務中國內地及中國內地以外的消費者。截至2024年12月31日，我們的門店網絡已遍佈中國內地31個省份、自治區及直轄市，超過300個地級市，覆蓋所有線級城市。我們門店網絡的廣度和深度將我們與中國內地其他現製飲品品牌區別開來。截至2024年12月31日，我們在中國內地以外開設了約4,900家門店，建立了不斷擴張的門店網絡。

## Our Store Network

Our store network spans over 46,000 stores serving consumers both in and outside mainland China. As of December 31, 2024, we have established a store presence across 31 provinces, autonomous regions and municipalities, including over 300 cities of all tiers. This extensive geographic reach and deep penetration set us apart from other freshly-made drinks brands in mainland China. We have also established a growing presence in markets outside mainland China, with approximately 4,900 stores as of December 31, 2024.

下表載列截至所示日期我們在中國內地及中國內地以外門店數。

The following table sets forth the number of our stores in and outside mainland China as of the dates indicated.

| | | 截至12月31日 As of December 31, | |
|---|---|---|---|
| | | **2024年 2024** | 2023年 2023 |
| 中國內地 | Mainland China | **41,584** | 33,234 |
| 中國內地以外 | Outside mainland China | **4,895** | 4,331 |
| 總計 | Total | **46,479** | 37,565 |

下表載列截至所示日期我們在中國內地按城市線級劃分的門店數及其佔比。

The following table sets forth the number of our stores in mainland China by city tier and their percentages of the total number of stores in mainland China as of the dates indicated.

| | | 截至12月31日 As of December 31, | | | |
|---|---|---|---|---|---|
| | | **2024年 2024** | | 2023年 2023 | |
| 一線城市 | First-tier cities | **1,983** | **4.8%** | 1,513 | 4.6% |
| 新一線城市 | New first-tier cities | **8,143** | **19.6%** | 6,886 | 20.7% |
| 二線城市 | Second-tier cities | **7,600** | **18.2%** | 5,955 | 17.9% |
| 三線及以下城市 | Third-tier and below cities | **23,858** | **57.4%** | 18,880 | 56.8% |
| **中國內地門店總數** | **Total number of stores in mainland China** | **41,584** | **100.0%** | 33,234 | 100.0% |

# 業務回顧及展望
# BUSINESS REVIEW AND OUTLOOK

## 我們的加盟模式

我們主要採用加盟模式來擴張我們的門店網絡。在我們的加盟模式下，我們授權加盟商開設加盟門店並使用我們的品牌銷售現製飲品，同時向我們購買門店物料及設備用於其日常運營。作為加盟門店的擁有者，加盟商對門店的經營業績負責。我們還規定加盟商須遵循我們全面、標準化的運營流程及要求。

我們相信，與加盟商利益與共，是加盟商選擇我們的根本原因。我們通過一系列制度設計實現與加盟商的利益與共。從收入模式而言，我們不以加盟費和相關服務費為主要收入。2024年，我們2.5%的收入來自於加盟費和相關服務費。我們大規模的極致高效的供應鏈體系為加盟商提供了具有競爭力的一站式解決方案，從而提高其利潤空間，提升消費者體驗。我們與加盟商利益與共的合作，還體現在通過高度數字化的運營體系對加盟商進行標準化的管理以及持續不斷的支持與賦能，從而提升加盟商運營效率。在利益與共的理念下，我們和加盟商共同實現了行業領先的門店規模，並建立了健康、可持續的加盟模式。

## Our Franchise Model

We primarily employ a franchise model to grow our store network. Under our franchise model, we authorize our franchisees to sell freshly-made drinks through franchised stores under our brands, while purchasing store supplies and equipment from us as part of their daily operations. Franchisees are the owners of these stores and are accountable for their results of operations. We also stipulate that franchisees adhere to our comprehensive, standardized operational procedures and requirements.

We believe our interest-aligned franchise model drives our franchisees' decision to partner with us. To align interests with our franchisees, we have systematically devised a range of policies and measures. In terms of our revenue model, franchise and related service fees are not our primary sources of revenue. In 2024, 2.5% of our revenue was generated from franchise and related services. Our expansive and highly efficient supply chain provides franchisees with a competitive one-stop solution, improving their profitability and elevating consumer experience. We also demonstrate our interest-aligned cooperation with franchisees through standardized management and continuous support, empowering them with a highly digitalized operational system to boost their efficiency. Under the philosophy of aligning interests with franchisees, we have together achieved an unparalleled store scale and built a healthy and sustainable franchise model.

下表載列於所示期間我們中國內地及中國內地以外的加盟門店數量變動。

The following table sets forth the movement of the number of our franchised stores in and outside mainland China for the periods indicated.

| | | 截至12月31日 As of December 31, | |
|---|---|---|---|
| | | **2024年 2024** | 2023年 2023 |
| 年初 | At the beginning of the year | **37,516** | 28,929 |
| 年內開業 | Openings during the year | **10,555** | 9,894 |
| 年內關閉 | Closures during the year | **(1,609)** | (1,307) |
| 年末 | At the end of the year | **46,462** | 37,516 |

憑藉我們強大的品牌和產品，我們的加盟門店數量於報告期間大幅增加。我們的加盟門店數量由截至2023年12月31日的37,516家增長至截至2024年12月31日的46,462家。於2023年以及2024年，關閉的加盟門店數量分別為1,307家及1,609家。

Our strong brands and products drove a substantial rise in the number of our franchised stores during the Reporting Period. The number of our franchised stores increased from 37,516 as of December 31, 2023 to 46,462 as of December 31, 2024. The number of franchised store closures was 1,307 and 1,609 in 2023 and 2024, respectively.

隨著我們業務的增長，新加入我們的加盟商數量於報告期間大幅增加。我們的加盟商數量由截至2023年12月31日的16,784名增長至截至2024年12月31日的20,976名。

As our business grew, the number of franchisees joining us increased substantially during the Reporting Period. The number of our franchisees increased from 16,784 as of December 31, 2023 to 20,976 as of December 31, 2024.

我們戰略性經營少量直營門店，主要為獲得運營洞察並加強我們的品牌。截至2024年12月31日，我們的直營門店數量為17家，截至2023年12月31日為49家。

We strategically opened a limited number of self-operated stores primarily to gain operating insights and reinforce our brands. The number of our self-operated stores was 49 and 17 as of December 31, 2023 and 2024, respectively.

# 業務回顧及展望
# BUSINESS REVIEW AND OUTLOOK

## 我們的供應鏈

作為在中國現製飲品行業中最早設立中央工廠的企業，我們擁有大規模的高度數字化的端到端供應鏈體系，核心飲品食材為100%自產。

- ***採購。***我們通過覆蓋全球的採購網絡，整合優質資源，並採用數字化工具保證原材料的質量和穩定供應。我們採購的原材料主要包括食品類大宗商品、農產品及其他輔料等。直達產地的全球採購網絡以及龐大的採購規模，使我們能夠以低於行業平均水平的價格採購眾多核心原材料，令我們以更高性價比的產品吸引消費者和加盟商。2024年12月，我們與中國領先的乳製品公司君樂寶訂立戰略合作關係，合資建設「雪王牧場」。通過此次合作，預期可進一步保障我們優先獲得高質量的鮮牛奶，從而提高我們的供應鏈能力及產品質量。

- ***生產。***2012年，我們成為中國現製飲品行業中最早設立中央工廠的企業。目前我們在河南、海南、廣西、重慶、安徽擁有五大生產基地。通過自研自產的體系，我們提供包括糖、奶、茶、咖、果、糧、料在內的全品類一站式的飲品食材解決方案。規模化帶來的成本優勢和精益化、智能化的生產管理能力，使得行業內其他企業在核心飲品食材上很難通過模仿達到我們的高質平價水平。2024年，我們取得液體乳產品的食品生產許可證，這一里程碑為我們自主生產鮮牛乳等乳製品鋪平了道路，為擴大和提升產品結構提供了新的可能。

## Our Supply Chain

As the first company to establish centralized factories in the freshly-made drinks industry in China, we operate an expansive and highly digitalized end-to-end supply chain, with the core ingredients being 100% self-produced.

- ***Procurement.*** Our extensive global procurement network gives us access to quality raw materials, and we also utilize digital tools to ensure the quality and stability of our supplies. Our raw materials procurement primarily comprises food commodities, agricultural products and other auxiliary materials. With our global procurement network extended to the origins of raw materials, and our large procurement scale, we are able to secure many core raw materials at prices below the industry average. This enables us to attract consumers and franchisees by offering products with greater value for money. In December 2024, we entered into a strategic collaboration with Junlebao, a leading dairy company in China, to jointly establish a Snow King Dairy Farm. Through this collaboration, we expect to further secure priority access to quality raw milk, augmenting our supply chain capabilities and product quality.

- ***Production.*** In 2012, we became the first company to establish centralized factories in the freshly-made drinks industry in China. Currently, we have five production bases in Henan, Hainan, Guangxi, Chongqing and Anhui. Through our in-house R&D and production capabilities, we offer a one-stop ingredients solution covering full product categories including syrups, milk, tea, coffee, fruit, grains and condiments. These cost advantages, brought by our extensive scale and our sophisticated and intelligent production management, make it difficult for other companies within our industry to replicate and achieve the same level of quality and value for money for core ingredients. In 2024, we obtained a food production license for liquid milk products. This milestone has paved the way for in-house fresh milk production and expanded opportunities to refine our product offerings.

- ***物流。***2014年起，我們在中國現製飲品行業內最早開始自建專屬物流體系。我們自主運營的倉儲體系和專屬的配送網絡支持了廣闊的門店佈局。截至2024年12月31日，我們在中國內地的倉儲體系由27個倉庫組成，而我們在海外4個國家建立了本地化的倉儲體系。我們的配送網絡覆蓋了中國內地31個省份、自治區及直轄市，超過300個地級市。截至2024年12月31日，我們的配送網絡同時也覆蓋了4個海外國家。

- ***Logistics.*** As early as 2014, we became the first player in China's freshly-made drinks industry to build our own logistics system. Our self-operated warehouse system and dedicated delivery network support an extensive store network. As of December 31, 2024, our warehouse system in mainland China consists of 27 warehouses, and we have established a local warehouse system in four overseas countries. Our distribution network covers 31 provinces, autonomous regions and municipalities, including over 300 cities in mainland China. As of December 31, 2024, our distribution network also covers four overseas countries.

- ***研發。***我們的研發主要分為對產品口味和配方相關的應用研發，以及對食材相關的技術、生產工藝、配方及設備等進行的基礎研發。我們研發的核心優勢在於現製飲品應用研發與基礎研發緊密協同銜接。因此，我們能夠持續升級核心飲品食材，並持續不斷為消費者推出高質平價的現製飲品。我們在2024年研發的鮮牛乳奶基底即為該等能力的典型實例。為了在提升產品口感的同時滿足消費者日益增長的健康追求，我們自主研發了鮮牛乳奶基底製作工藝，用更為新鮮、健康的配方製作更具香濃口感的飲品。

- ***R&D.*** Our R&D efforts focus on application R&D for product flavors and recipes, as well as fundamental R&D for ingredient-related technologies, production techniques, recipes and equipment. Our key strength is our ability to seamlessly and synergistically integrate both application and fundamental R&D into our freshly made drinks, allowing us to continuously upgrade our core ingredients while consistently offering value for money freshly-made drinks for consumers. The fresh milk blend base we developed in 2024 is a prime example of these capabilities. To meet consumers' growing demand for health-conscious options while also elevating our drinks' flavor, we developed a proprietary production technique for a fresh milk blend base. This technique allows us to make fresher, healthier drinks while achieving a velvety texture and rich, indulgent taste.

- ***質量控制。***我們堅持完善的質量控制標準，以保證全鏈條始終如一的高質量產出。

- ***Quality control.*** We maintain and implement robust quality control standards to ensure the consistent high quality of outputs throughout our entire supply chain.

# 業務回顧及展望
# BUSINESS REVIEW AND OUTLOOK

### 我們的超級IP－「雪王」

為了實現品牌實體化，與消費者進一步建立情感連結，我們於2018年推出了「蜜雪冰城」品牌的終身代言人—「雪王」，一個手持冰淇淋權杖、憨態可掬的卡通人物。自推出以來，「雪王」便憑藉其正直、友善、熱情、進取的性格深受粉絲們喜愛。圍繞「雪王」的可愛形象，我們不斷創作和發佈各種優質、充滿趣味且多樣化的視聽內容。例如，我們朗朗上口、旋律優美的「蜜雪冰城」主題音樂短片（「你愛我，我愛你，蜜雪冰城甜蜜蜜」）便由「雪王」擔任主角。2023年8月，我們推出了動畫《雪王駕到》，為「雪王」可愛的形象和生動的故事賦予新的活力。憑藉忠實的粉絲群支持，我們於2024年12月21日推出了另一部動畫《雪王之奇幻沙州》。通過多年的內容創作和IP運營，「雪王」已經成為了中國現製飲品行業中唯一一個超級IP，這也將我們的品牌和其他品牌區別開來。

### Our Iconic IP – Snow King (雪王)

In 2018, to humanize our Mixue brand and deepen our emotional connection with consumers, we introduced Snow King, an endearing cartoon character who holds an ice cream scepter, as our Mixue lifelong brand ambassador. Since his debut, Snow King has endeared himself to fans with his upright, friendly, passionate, and determined personality. Centered around Snow King's adorable persona, we consistently create and release a variety of high-quality audio and video content that is fun and engaging. Most notably, Snow King stars in the music video of our catchy and melodious Mixue theme song, "I Love You, You Love Me, Mixue Ice Cream & Tea". In August 2023, we launched an animated TV series, "The Legend of Snow King", bringing Snow King's adorable persona and sweet stories to life. Building on a loyal following, we launched another animated TV series, "Snow King and the Sands of Mystery", on December 21, 2024. Through years of content creation and IP operations, Snow King has become the sole iconic IP in China's freshly-made drinks industry, setting our brand apart from other brands in the industry.

### 營銷

我們高質平價的價值主張以及「甜蜜與愛」的品牌文化，使得「蜜雪冰城」成為家喻戶曉的全民品牌，吸引了大量消費者和粉絲。

為了加速品牌建設，我們建立了完善的線上品牌營銷矩陣。我們通過社交媒體和創新性營銷內容，打造「雪王」IP在線聯動營銷。截至2024年12月31日，「#蜜雪冰城」話題在抖音擁有超過435億次的播放量。在線下，我們通過超過46,000家門店網絡及「雪王」巡遊和音樂節等多種活動，與廣大消費者建立聯繫。我們亦無縫整合線上線下活動，以實現有效的營銷活動。

### Marketing

Our value proposition of offering value-for-money products and our brand culture centered around sweetness and love have enabled Mixue to become a household brand with a vast consumer and fan base.

We have established a comprehensive online branding and marketing matrix to accelerate brand building. We leverage social media and creative content to promote Snow King IP-related marketing online. As of December 31, 2024, the hashtag #Mixue had garnered over 43.5 billion views on Douyin. Offline, we connect with our vast consumer base through our expansive network of over 46,000 stores and a variety of activities such as Snow King parades and music festivals. We also seamlessly integrate online-offline events for effective marketing campaigns.

### 數字化

數字化在我們的運營中發揮關鍵作用，可提升運營效率並為我們的可持續發展作出貢獻。我們的數字化基礎設施包含多個綜合數字化管理系統，為我們業務各個關鍵方面提供支持，包括在線下單、門店運營、供應鏈及企業管理等。此外，我們通過專屬的「蜜雪冰城」應用程序及微信和支付寶小程序與消費者直接互動，從而積累第一手的消費者洞察。

### Digitalization

Digitalization plays a key role in our operations, enhancing operational efficiency and contributing to our sustainable growth. Our digital infrastructure encompasses integrated digital management systems designed to support various key aspects of our business, including online ordering, store operations, supply chain and corporate management, among others. Moreover, we directly interact with our consumers through our proprietary Mixue app and our Mini Programs on Weixin and Alipay, allowing us to accumulate first-hand consumer insights.

## 業務展望

過去二十多年來，我們堅持簡單和專注，打造了強大和成功的品牌。我們將持續捕捉不斷變化的趨勢，並通過以下策略，繼續踐行可持續發展，打造全球化的百年品牌：

- ***鞏固在中國現製飲品行業的領先地位，並尋求海外拓展機會***

  我們將持續拓展在中國的門店網絡。對於「蜜雪冰城」品牌，我們會進一步開拓新的市場和深耕現有市場，從而覆蓋更廣泛的消費人群。對於「幸運咖」品牌，我們將借助集團強大的供應鏈體系及運營能力，加速在全國範圍內的門店佈局。我們主要提供平價現製飲品，我們相信我們的滲透及擴張計劃將滿足消費者對高質平價產品的共同需求。

## BUSINESS OUTLOOK

For over 20 years, we have built strong and successful brands by staying simple and focused. We will continue to capture changing trends and build sustainable global brands lasting for centuries with the following strategies:

- ***Solidifying our strong leadership in China's freshly-made drinks industry and pursuing overseas expansion opportunities***

  We will continue to grow our store network in China. For Mixue, we will further enter into new markets and expand in existing markets to cover a broader consumer base. For Lucky Cup, we plan to leverage our Group's robust supply chain and strong operational capabilities to accelerate our nationwide store expansion. Primarily offering mass-market freshly-made drinks, we believe our penetration and expansion plans will address consumers' common demands for quality products with value for money.

就海外市場而言，儘管我們於各國家或地區的具體計劃將按當地營商環境及我們的表現而調整，但我們將繼續專注於開拓東南亞市場並繼續擴大當地的加盟門店網絡。此外，我們計劃適時開拓其他市場以打造更加全球化的品牌。我們採取綜觀全局的方針，考慮人口規模、經濟增長、收入水平、當地文化、消費者偏好等因素以確定將開拓的市場。

Overseas, while our specific plans for each country or region will be adjusted based on the local operational environment and our performance, we will remain focused on cultivating the Southeast Asia market, and continue to expand our franchised store network locally. Additionally, we plan to tap into other markets in due course to build a more globalized brand. We use a holistic approach in determining the specific markets to enter, taking into account population size, economic growth, income level, local culture, consumer preferences, etc.

- ***進一步加強打造百年品牌相關基礎設施及運營體系的建設***

  首先，我們會進一步提升我們的端到端供應鏈。在國內，我們將持續提升供應鏈體系的廣度和深度，開發更多、更豐富的優質資源，打造更加敏捷高效的物流體系，持續穩健地投資建設產能，以及加大以新技術、新材料驅動的研發創新。在海外，我們會打造更加豐富、靈活、全球化的供應鏈平台，有力支持全球化戰略和海外業務發展需求。

- ***Further strengthening infrastructure and operational systems to fulfill our vision to build brands lasting for centuries***

  First, we will enhance our end-to-end supply chain. In China, we will continue to elevate the breadth and depth of our supply chain, secure more diverse premium resources, build a more agile and efficient logistics system, continue to invest steadily in production capacity expansion, and enhance R&D and innovation driven by new technologies and new materials. Internationally, we aim to establish a more versatile and dynamic global supply chain platform to effectively support our globalization strategies and overseas business expansion.

其次，我們致力於以數字化和智能化賦能各個業務環節，提升經營效率和經營質量。例如，我們將持續提升數字化營銷和消費者管理系統，從而更好地滿足市場需求。我們將持續增強現有的智能門店解決方案，包括門店選址系統、門店運營系統、門店補配貨系統等智能化系統，從而更好地賦能加盟商。我們將持續提升自動化、數字化、智能化的先進製造能力，充分運用領先的生產設備和機器人，以及先進的製造管理系統，從而更好地提升生產效率和質量。

Additionally, we are committed to advancing our digitalization and intelligization efforts across business processes, enhancing operational efficiency and quality. For example, we will continue to refine our digital marketing and consumer management system to address market demands more effectively. We will also continuously strengthen our smart store solutions, covering site selection, store operations, and store supply replenishment systems, to empower our franchisees. To improve production efficiency and quality, we will further enhance our advanced manufacturing capabilities across automation, digitalization, and intelligentization and fully utilize leading equipment, robotics and advanced production management systems.

此外，我們會持續深耕品牌IP，充分發揮「雪王」IP超越飲品、融入生活的文化屬性，進一步豐富其文化內涵、挖掘其文化潛力，成為獨樹一幟的全球文化符號。具體而言，我們將通過推出更多以多元形式呈現的優質內容（包括但不限於動畫系列、電影及特色商品）來擴大「雪王」的內容矩陣，並繼續與各大領先品牌展開IP聯名合作以擴大我們的品牌影響力。

Furthermore, we will further cultivate our brand IP. Our goal is to elevate Snow King into a distinctive global cultural symbol by extending his cultural significance beyond the realm of drinks into everyday life, enriching his cultural connotation and unlocking his cultural potential. Specifically, we will broaden Snow King's content matrix by curating additional high-quality content in diverse formats including but not limited to animated series, movies and featured merchandise, and continue to launch IP collaboration with various leading brands to expand our brand influence.

最後，我們會堅持長期可持續發展，不斷創造社會價值。我們的社會責任的工作將從科技創新、生態環境、教育事業、鄉村振興等多個方向推進。

Lastly, we are dedicated to long-term sustainability and continuously creating social value. Our social responsibility efforts will concentrate on technological innovation, ecological environment, education, and rural revitalization.

## 收入

本集團於2024年錄得收入為人民幣24,828.9百萬元，較2023年的人民幣20,302.5百萬元增加22.3%。該增加主要是由於商品和設備銷售產生的收入增加，其次是加盟和相關服務產生的收入增加。

商品和設備銷售的收入由2023年的人民幣19,896.8百萬元增加21.7%至2024年的人民幣24,208.8百萬元。加盟和相關服務的收入由2023年的人民幣405.7百萬元增加52.8%至2024年的人民幣620.1百萬元。該增長主要得益於我們的門店網絡擴張。

## 銷售成本

我們的銷售成本由2023年的人民幣14,303.5百萬元增加17.2%至2024年的人民幣16,768.7百萬元，主要是由於銷售額增加。

## 毛利

本集團的毛利由2023年的人民幣5,999.0百萬元增加34.4%至2024年的人民幣8,060.2百萬元。我們的整體毛利上升主要是由於商品和設備銷售的毛利率上升。

具體而言，商品銷售的毛利率由2023年的28.8%上升至2024年的31.6%，這主要是由於供應鏈效率提升以及若干原材料的採購成本下降。

我們的加盟和相關服務的毛利率由2023年的79.6%上升至2024年的80.4%，主要是由於我們的加盟門店網絡持續擴張，從而增強了規模經濟效益。

## REVENUE

The Group recorded a revenue of RMB24,828.9 million in 2024, representing an increase of 22.3% as compared with RMB20,302.5 million in 2023. Such increase was primarily attributed to increased revenue generated from sales of goods and equipment, and to a lesser extent, from franchise and related services.

Revenue from sales of goods and equipment increased by 21.7% from RMB19,896.8 million in 2023 to RMB24,208.8 million in 2024. Revenue from franchise and related services increased by 52.8% from RMB405.7 million in 2023 to RMB620.1 million in 2024. Such increase was primarily fueled by the expansion of our store network.

## COST OF SALES

Our cost of sales increased by 17.2% from RMB14,303.5 million in 2023 to RMB16,768.7 million in 2024, primarily driven by the increase in sales.

## GROSS PROFIT

In 2024, the gross profit of the Group was RMB8,060.2 million, representing an increase of 34.4% as compared with RMB5,999.0 million in 2023. The increase in our overall gross profit was primarily driven by the increase in the gross profit margin for sales of goods and equipment.

In particular, the gross profit margin for sales of goods increased from 28.8% in 2023 to 31.6% in 2024, primarily attributed to enhanced supply chain efficiency as well as decreased purchase cost for certain raw materials.

The gross profit margin of our franchise and related services improved from 79.6% in 2023 to 80.4% in 2024, primarily due to enhanced economies of scale as our franchised store network continued to expand.

## 其他收入及收益淨額

我們的其他收入及收益淨額由2023年的人民幣247.6百萬元減少11.3%至2024年的人民幣219.5百萬元，主要是由於政府補助減少，因為獲得該等補助的時間通常不確定，導致金額波動，部分被我們不斷增加的定期存款所帶來的利息收入增加所抵銷。

## OTHER INCOME AND GAINS, NET

Our other income and gains, net decreased by 11.3% from RMB247.6 million in 2023 to RMB219.5 million in 2024. This was primarily due to decreases in government grants as the timing of receiving such subsidies is usually uncertain, resulting in fluctuations in their amounts, partially offset by the rise in interest income in line with our increasing time deposits.

## 銷售及分銷開支

我們的銷售及分銷開支由2023年的人民幣1,318.6百萬元增加21.3%至2024年的人民幣1,599.5百萬元。銷售及分銷開支佔我們總收入的6.4%，與2023年的6.5%基本持平。

## SELLING AND DISTRIBUTION EXPENSES

Our selling and distribution expenses increased by 21.3% from RMB1,318.6 million in 2023 to RMB1,599.5 million in 2024. Sales and distribution expenses accounted for 6.4% of our total revenue, remaining relatively steady as compared with 6.5% in 2023.

## 行政開支

我們的行政開支由2023年的人民幣610.6百萬元增加23.7%至2024年的人民幣755.1百萬元。行政開支佔我們總收入的3.0%，與2023年的3.0%持平。

## ADMINISTRATIVE EXPENSES

Our administrative expenses increased by 23.7% from RMB610.6 million in 2023 to RMB755.1 million in 2024. Administrative expenses accounted for 3.0% of our total revenue, remaining steady as compared with 3.0% in 2023.

## 研發開支

我們的研發開支由2023年的人民幣85.0百萬元增加23.4%至2024年的人民幣104.9百萬元。研發開支佔我們總收入的0.4%，與2023年的0.4%持平。

## RESEARCH AND DEVELOPMENT EXPENSES

Our research and development expenses increased by 23.4% from RMB85.0 million in 2023 to RMB104.9 million in 2024. Research and development expenses accounted for 0.4% of our total revenue, remaining steady as compared with 0.4% in 2023.

## 財務成本

我們的財務成本由2023年的人民幣14.7百萬元減少56.5%至2024年的人民幣6.4百萬元，主要是由於償還銀行借款。

## FINANCE COSTS

Our finance costs decreased by 56.5% from RMB14.7 million in 2023 to RMB6.4 million in 2024, primarily due to repayment of bank borrowings.

## 所得稅開支

我們的所得稅開支由2023年的人民幣967.4百萬元增至2024年的人民幣1,356.4百萬元，主要是由於我們的稅前利潤增加。

## INCOME TAX EXPENSE

Our income tax expense increased from RMB967.4 million in 2023 to RMB1,356.4 million in 2024, primarily due to our increased profit before tax.

## 年內利潤

由於上述變動，我們的年內利潤由2023年的人民幣3,186.6百萬元增加39.8%至2024年的人民幣4,454.2百萬元。

## PROFIT FOR THE YEAR

As a result of the aforementioned changes, our profit for the year increased by 39.8% from RMB3,186.6 million in 2023 to RMB4,454.2 million in 2024.

## 流動資金和撥款來源

本集團採取審慎的流動資金管理政策。截至2024年12月31日止年度期間，我們滿足現金需求的資金主要來源於業務運營所得現金。截至2024年12月31日，本集團現金及現金等價物、定期存款及受限制現金以及以公允價值計量且其變動計入損益的金融資產為人民幣11,109.5百萬元，較截至2023年12月31日的人民幣6,783.6百萬元增加63.8%。更多詳情請參閱本集團綜合財務報表附註41。

## LIQUIDITY AND SOURCE OF FUNDING

The Group has adopted a prudent liquidity management policy. During the year ended December 31, 2024, we funded our cash requirements principally through cash generated from our operations. As of December 31, 2024, the Group's cash and cash equivalents, time deposits and restricted cash and financial assets at fair value through profit or loss amounted to RMB11,109.5 million, representing an increase of 63.8% compared to RMB6,783.6 million as of December 31, 2023. For more details, please refer to note 41 to the Group's consolidated financial statements.

## 計息銀行及其他借款

截至2024年12月31日，本集團無任何計息銀行及其他借款。

## INTEREST-BEARING BANK AND OTHER BORROWINGS

As of December 31, 2024, the Group did not have any interest-bearing bank and other borrowings.

## 重大投資

截至2024年12月31日，本集團並無按單一基準作出或持有任何重大投資（包括任何對被投企業投資價值等於或大於本集團截至2024年12月31日資產總值5%的投資）。

## SIGNIFICANT INVESTMENTS

The Group did not make or hold any significant investments on a standalone basis as of December 31, 2024 (including any investment in an investee company with a value of 5% or more of the Group's total assets as of December 31, 2024).

## 重大收購及出售

截至2024年12月31日止年度期間，本集團並未進行任何有關附屬公司的重大收購或出售，亦未合併聯屬實體或聯營公司。

## MATERIAL ACQUISITIONS AND DISPOSALS

The Group did not have any material acquisitions or disposals of subsidiaries, consolidated affiliated entities or associated companies during the year ended December 31, 2024.

## 資產抵押

截至2024年12月31日，本集團並未抵押任何資產。

## PLEDGE OF ASSETS

As of December 31, 2024, the Group did not have any pledge of assets.

## 重大投資或資本資產的未來規劃

截至2024年12月31日，本集團並無就重大投資或資本資產作出詳細的未來規劃。

## FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSET

The Group did not have detailed future plans for material investments or capital assets as of December 31, 2024.

## 槓桿比率

截至2024年12月31日，本集團的槓桿比率（即截至期末的債務總額除以資產總額，再乘以100%）為23.9%，而截至2023年12月31日為27.4%。

## GEARING RATIO

As of December 31, 2024, the Group's gearing ratio (i.e. total liability divided by total assets as of the end of the period and multiplied by 100%) was 23.9%, compared with 27.4% as of December 31, 2023.

## 外匯敞口

於報告期間，我們的絕大部分收入及開支以人民幣計值，而全球發售所得款項淨額以港元計值。就全球發售所得款項而言，人民幣與港元之間的匯率波動將影響人民幣的相對購買力。我們管理外匯風險的方式為定期審閱本集團的淨外匯敞口並盡可能通過自然對沖將有關敞口降到最低。

## FOREIGN EXCHANGE EXPOSURE

During the Reporting Period, the vast majority of our revenue and expenditures were denominated in Renminbi, while the net proceeds from the Global Offering were in Hong Kong dollars. Fluctuations in the exchange rate between the Renminbi and the Hong Kong dollar will affect the relative purchasing power in Renminbi in terms of the proceeds from our Global Offering. We manage our foreign exchange risk by performing regular reviews of our Group's net foreign exchange exposures and trying to minimize these exposures through natural hedges, wherever possible.

## 或有負債

截至2024年12月31日，本集團無重大或有負債。

## CONTINGENT LIABILITIES

The Group had no material contingent liabilities as of December 31, 2024.

## 資本承擔

截至2024年12月31日，本集團的資本承擔為人民幣398.6百萬元（截至2023年12月31日：人民幣580.0百萬元），這與我們的生產基地建設進度及竣工節奏一致。

## CAPITAL COMMITMENT

As of December 31, 2024, capital commitment of the Group was RMB398.6 million (as of December 31, 2023: RMB580.0 million), which was in line with our progress in the construction and completion of our production bases.

## 員工及薪酬

截至2024年12月31日，本集團共有7,025名員工。截至2024年12月31日止年度，員工薪酬總支出（包括股權激勵費用）為人民幣1,448.0百萬元，而截至2023年12月31日止年度為人民幣1,168.2百萬元。

我們的員工薪酬主要包括工資、獎金及社會保險金。我們參加主管地方市級及省級政府組織的多項員工社會保險計劃，包括住房、養老、醫療、工傷、生育及失業福利計劃。

我們為員工提供學習知識和培養技能的機會。我們擁有有效的培訓體系，包括入職培訓和持續的在職培訓，以提高員工的知識和技能水平。新入職員工的入職培訓涵蓋企業文化及政策、業務及日常運營流程介紹等內容。我們定期提供涵蓋日常操作到一般管理技能的在職培訓，以提升員工的整體專業能力。

## EMPLOYEES AND REMUNERATION

As of December 31, 2024, the Group had a total of 7,025 employees. The total employee remuneration expenses for the year ended December 31, 2024, including share-based compensation expenses, were RMB1,448.0 million, as compared to RMB1,168.2 million for the year ended December 31, 2023.

Our employees' remuneration mainly comprises salaries, bonuses and social security contributions. We participate in various employee social security plans that are organized by applicable local municipal and provincial governments, including housing, pension, medical, work-related injury, maternity, and unemployment benefit plans.

We provide our employees with opportunities to develop their knowledge and skills. We have an effective training system, including orientation and continuous on-the-job training, to improve the knowledge and skill levels of our workforce. Our orientation for newly joined employees covers corporate culture and policies, as well as an introduction to our business and daily operational processes. Our periodic on-the-job training encompasses subjects ranging from day-to-day operations to general management skills, consistently enhancing employees' overall professional capabilities.

## 執行董事

**張紅超先生**，48歲，我們的創始人及董事長。張紅超先生全面負責本集團的發展戰略和企業文化。

張紅超先生在現製飲品行業擁有超過28年的經驗。張紅超先生於1997年開始經營我們的業務，從一家名為「寒流刨冰」的小店起步，領導我們發展成為了一家領先的現製飲品企業。受益於其對於核心價值觀和長期發展戰略的堅持，張紅超先生領導我們達成了一系列重要的里程碑，包括創立「蜜雪冰城」品牌，推出「新鮮冰淇淋」、「冰鮮檸檬水」等一系列標誌性產品，以及打造端到端的供應鏈體系。伴隨著企業的發展，張紅超先生倡導和塑造了我們「真人真心真產品」的核心價值觀與以「真」為核心的企業文化。

張紅超先生於1998年6月畢業於河南財經政法大學（前稱河南財經學院），主修秘書專業。目前張紅超先生正於長江商學院攻讀EMBA學位。

## EXECUTIVE DIRECTORS

**Mr. Zhang Hongchao (張紅超)**, aged 48, is our founder and chairman of the Board. Mr. Zhang Hongchao is in charge of our strategies and corporate culture.

Mr. Zhang Hongchao has over 28 years of experience in the freshly-made drinks industry. Mr. Zhang Hongchao commenced operations of our business in 1997 and leads our development from a small store named Coldsnap Shaved Ice "寒流刨冰" to a leading freshly-made drinks company. Benefiting from his adherence to our core values and long-term development strategies, Mr. Zhang Hongchao led our achievement of a series of significant milestones, including the establishment of our brand name "蜜雪冰城" (Mi Xue Bing Cheng), the introduction of various signature products such as Fresh Ice Cream and Freshly-Squeezed Lemonade, as well as building our end-to-end supply chain. Along with our development, Mr. Zhang Hongchao has been promoting and shaping our core values of sincere people, genuine hearts and authentic products, as well as a corporate culture rooted in authenticity.

Mr. Zhang Hongchao graduated from Henan University of Economics and Law (formerly known as Henan Economics and Finance College) in June 1998, majoring in secretarial affairs. He is currently pursuing an executive master's degree in business administration at Cheung Kong Graduate School of Business.

**張紅甫先生**，40歲，我們的聯合創始人及首席執行官。張紅甫先生全面負責本集團的整體經營管理並領導我們的高級管理團隊。

張紅甫先生在現製飲品行業擁有超過18年的經驗。張紅甫先生於2007年加入我們，基於其親自運營門店的成功經驗，總結形成了一套標準化的運營管理體系，並通過加盟模式予以複製。在長期領導和推動我們業務發展的同時，張紅甫先生持續打造和夯實我們在品牌建設、門店運營、市場營銷、產品管理等多方面的核心能力。

目前張紅甫先生正於長江商學院攻讀DBA（工商管理博士）學位。

**蔡衛淼女士**，36歲，我們的執行董事及前端供應鏈負責人。

蔡女士是一位在本集團內成長起來的管理骨幹。蔡女士於2008年加入我們，從門店店員做起，後升任門店店長，參與了多家門店的管理和運營，積累了豐富的一線門店運營經驗。2012年，蔡女士開始負責門店物料與設備的採購工作。2021年至2023年，蔡女士擔任本集團物流負責人，在本集團供應鏈發展與完善的過程中起到了關鍵作用。2023年開始，作為我們的前端供應鏈負責人，蔡女士主要負責門店物料與設備的採購、物流、前端應用研發和上述事宜的質量控制。

**Mr. Zhang Hongfu (張紅甫)**, aged 40, is our co-founder and chief executive officer. Mr. Zhang Hongfu is in charge of our overall operations and management as well as leading our senior management team.

Mr. Zhang Hongfu has over 18 years of experience in the freshly-made drinks industry. Mr. Zhang Hongfu joined us in 2007. Leveraging his successful first-hand experience in operating stores, Mr. Zhang Hongfu formulated a standardized system for store operations and management, which we subsequently rolled out through a franchise model. Along with his long-term leadership and promotion of our business development, Mr. Zhang Hongfu continued to build and solidify our core capabilities covering brand building, store operations, marketing and product management.

Mr. Zhang Hongfu is currently pursuing a doctor's degree in business administration at Cheung Kong Graduate School of Business.

**Ms. Cai Weimiao (蔡衛淼)**, aged 36, is our executive Director and head of front-end supply chain.

Ms. Cai is a homegrown key executive of our Group. Ms. Cai joined us in 2008 as a store employee and she was subsequently promoted to a store manager, during which she accumulated extensive experience in the front lines of our stores through participation in the management and operations of several stores. In 2012, Ms. Cai started to be in charge of the procurement of store supplies and equipment. From 2021 to 2023, Ms. Cai was our head of logistics, playing a key role in the development and enhancement of our supply chain. Since 2023, Ms. Cai, as our head of front-end supply chain, is primarily responsible for the procurement of store supplies and equipment, logistics, front-end application R&D and the quality control of the above matters.

**趙紅果女士**，36歲，我們的執行董事及後端供應鏈負責人。

趙女士是一位在本集團內成長起來的管理骨幹。趙女士於2013年加入我們，從門店店員做起，後升任門店店長，積累了豐富的一線門店運營經驗，並相繼參與本集團財務、行政、採購、生產等多個部門的運營。2015年起，趙女士全面負責原材料採購、生產、後端基礎研發和上述事宜的質量控制，在本集團生產基地的規劃與建設及生產制度的建立與完善方面發揮了重要作用。

趙女士於2023年開始擔任第十四屆全國人大代表。

**Ms. Zhao Hongguo (趙紅果)**, aged 36, is our executive Director and head of back-end supply chain.

Ms. Zhao is a homegrown key executive of our Group. Ms. Zhao joined us in 2013 as a store employee and she was subsequently promoted to a store manager, during which she accumulated extensive experience in the front lines of our operations. She participated in the operations of various departments in our Group successively, including finance, administration, procurement and production. Since 2015, Ms. Zhao has been in charge of the procurement of raw materials, production, back-end fundamental R&D and the quality control of the above matters, and playing a key role in the planning and construction of our production bases and the establishment and improvement of our production policies.

In 2023, Ms. Zhao began serving as a representative of the 14th National People's Congress.

## 獨立非執行董事

**潘慧妍女士**，57歲，我們的獨立非執行董事。潘女士主要負責向董事會提供獨立意見及判斷。

潘女士擁有法律教育背景，並作為企業法務及執業律師積累了約30年的執業經驗。潘女士於2014年被《亞洲法律雜誌》評選為年度香港最佳法務律師，並於2016年被《亞洲法律雜誌》評選為年度香港最佳女性律師。潘女士及其領導的香港賽馬會法律合規團隊於2017年榮獲《歐洲貨幣法律傳媒集團》亞洲商法女性大獎之年度法務團隊大獎（50人以下團隊組別）。

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Ms. Poon Philana Wai Yin (潘慧妍)**, aged 57, is our independent non-executive Director. She is primarily responsible for providing independent opinion and judgment to the Board.

With an education background in law, Ms. Poon has around 30 years of post-qualification experience both in-house and in private practice. In 2014, she was named by Asian Legal Business as Hong Kong's In-House Lawyer of the Year. In 2016, she was named by Asian Legal Business as Hong Kong's Woman Lawyer of the Year. In 2017, Ms. Poon and her legal and compliance team in The Hong Kong Jockey Club ("HKJC") was named as In-House Team of the Year (under 50 Lawyers) in Euromoney Legal Media Group's Asian Women in Business Law Awards.

潘女士於2015年至2020年擔任香港賽馬會法律及合規事務執行總監，亦曾擔任香港賽馬會管理委員會成員以及香港賽馬會公司秘書。潘女士於1998年至2015年擔任電訊盈科集團多個職位，包括集團法律事務總監、公司秘書等。潘女士在電信、媒體及信息技術行業，以及兼併與收購、企業融資、企業管治和就上市規則及證券及期貨條例有關事項提供意見等方面擁有豐富經驗。加入電訊盈科集團之前，潘女士於1992年至1998年任職於包括路偉及貝克•麥堅時在內的多家律師行。

From 2015 to 2020, Ms. Poon was the executive director of legal and compliance of HKJC. She was a member of HKJC's board of management as well as the company secretary of HKJC. From 1998 to 2015, Ms. Poon held various senior positions within the PCCW Group including group general counsel and company secretary. She has a wealth of experience in the telecommunications, media and information technology industries, as well as in the areas of mergers and acquisitions, corporate finance, corporate governance and advising on matters relating to the Listing Rules and the Securities and Futures Ordinance. Before joining PCCW Group, Ms. Poon worked in various law firms from 1992 to 1998, including Lovells and Baker & McKenzie.

潘女士於2024年6月起擔任美圖公司(一家於香港聯交所上市的公司，股份代號：1357)的獨立非執行董事。潘女士於2018年3月至2019年9月擔任亞洲衛星控股有限公司(「亞洲衛星」，一家當時於香港聯交所上市的公司，股份代號：1135)的獨立非執行董事，隨後於亞洲衛星2019年9月私有化後至2025年3月擔任其非執行董事。潘女士於2013年9月至2018年5月擔任雲遊控股有限公司(一家於香港聯交所上市的公司，股份代號：0484)的獨立非執行董事，並於2012年至2014年擔任AZ Electronic Materials S.A.(一家於倫敦證券交易所上市的公司，股份代碼：AZEM)的獨立非執行董事。

Ms. Poon has been an independent non-executive director of Meitu, Inc. (a company listed on the Hong Kong Stock Exchange, stock code: 1357) since June 2024. Ms. Poon was an independent non-executive director of Asia Satellite Telecommunications Holdings Limited ("AsiaSat", a company then listed on the Hong Kong Stock Exchange, stock code: 1135) from March 2018 to September 2019, and then a non-executive director of AsiaSat, a position she held since its privatization in September 2019 until March 2025. She was also an independent non-executive director of Forgame Holdings Limited (a company listed on the Hong Kong Stock Exchange, stock code: 0484) from September 2013 to May 2018, and an independent non-executive director of AZ Electronic Materials S.A. (a company listed on the London Stock Exchange, stock ticker: AZEM) from 2012 to 2014.

潘女士於1992年5月取得康奈爾大學法律博士學位。潘女士亦於1989年11月取得多倫多大學商學學士學位。

Ms. Poon obtained a doctor of law degree from Cornell University in May 1992 and a bachelor's degree in commerce from the University of Toronto in November 1989.

**朱璽先生**，65歲，我們的獨立非執行董事。朱先生主要負責向董事會提供獨立意見及判斷。

朱先生先後在消費領域（尤其是食品和飲料及餐飲服務行業）及財務和投資領域擔任多個關鍵角色，積累了30多年的相關經驗。朱先生在美國通用磨坊公司（「通用磨坊」，一家於紐約證券交易所上市的公司，股份代碼：GIS）任職接近20年，領導了其大中華區業務，管理包括哈根達斯、灣仔碼頭、V.PEARL、優諾、綠巨人、妙脆角及Trix等廣泛的品牌組合。朱先生領導了多個全球品牌在中國的發展，如把哈根達斯在中國發展為擁有廣泛門店網絡的多元化、全渠道策略運營的品牌。朱先生亦同時推動包括灣仔碼頭在內的多個本土品牌的發展。憑藉在中國成功孵化、經營及管理消費品牌的豐富經驗，朱先生不但在門店運營、渠道管理、品牌建設、市場營銷等方面，而且在供應鏈管理方面（包括中央工廠的建設和發展）都具備專長及灼見。朱先生還具備兼併與收購及投資方面的深厚知識和豐富經驗。

朱先生於2017年7月加入天圖投資，現任天圖投資的管理合夥人，主管兼併與收購部門。朱先生於1998年至2017年就職於通用磨坊並擔任多個職位。朱先生作為通用磨坊在中國的首位董事總經理，開拓了其在中國的業務。朱先生於該公司的最後職位為全球高級副總裁、大中華區總裁。加入通用磨坊之前，朱先生從1993年起就職於百時美施貴寶，在中國擔任多個職位，包括財務和業務發展負責人。朱先生於該公司的最後職位為中國業務銷售總監。

**Mr. Chu Gary Hsi (朱璽)**, aged 65, is our independent non-executive Director. He is primarily responsible for providing independent opinion and judgment to the Board.

Mr. Chu has more than 30 years of experience with pivotal roles played in the consumer sector, especially in the food and beverage and catering industries, as well as in the finance and investment areas. During his almost 20 years services at General Mills, Inc. ("General Mills", a company listed on the New York Stock Exchange, symbol: GIS), Mr. Chu led General Mills' business in Greater China region managing a wide spectrum of brands including Häagen-Dazs, Wanchai Ferry, V.PEARL, Yoplait, Green Giant, Bugles and Trix. In particular, Mr. Chu led the development of global brands like Häagen-Dazs in China, where he subsequently transformed Häagen-Dazs into diversified and omni-channel operations with an extensive store network. Additionally, Mr. Chu promoted the development of local brands such as Wanchai Ferry. With such rich experience in successfully incubating, operating and managing consumer brands in China, Mr. Chu has expertise and insights not only in store operations, channel management, brand building and marketing, but also in supply chain management including the development of centralized factories. Mr. Chu also has in-depth knowledge and extensive experience in mergers and acquisitions and investments.

Mr. Chu joined Tiantu Capital in July 2017 and is currently a managing partner of Tiantu Capital where he is in charge of the mergers, acquisitions and buyout department. Mr. Chu worked in General Mills from 1998 to 2017, joining as its first managing director responsible for launching its business in China, with his last position as General Mills' global senior vice president and its president of Greater China. Before joining General Mills, Mr. Chu worked in Bristol Myers Squibb in China since 1993, having assumed various positions including head of finance and business development with his last position as senior director of sales in China.

朱先生於2010年7月取得北京大學EMBA學位。朱先生亦於1985年5月取得美國羅格斯大學金融學學士學位。朱先生於1990年6月獲得美國馬里蘭州註冊會計師資格。

Mr. Chu obtained an executive master's degree in business administration from Peking University in July 2010 and a bachelor's degree in finance from Rutgers University in the United States in May 1985. Mr. Chu was qualified as a certified public accountant in the State of Maryland in the United States in June 1990.

**黃宣德先生**，59歲，我們的獨立非執行董事。黃先生主要負責向董事會提供獨立意見及判斷。

**Mr. Huang Sidney Xuande (黃宣德)**, aged 59, is our independent non-executive Director. He is primarily responsible for providing independent opinion and judgment to the Board.

黃先生曾在金融、科技及互聯網等多個行業擔任不同職位，擁有超過25年的經驗。黃先生現任京東集團股份有限公司(一家於納斯達克交易所上市及於香港聯交所第二上市的公司，其股份代碼／代號分別為JD及9618)的高級顧問，並於2013年9月至2020年9月退休前擔任其首席財務官，包括於最後三個月擔任其繼任者的企業管理指導。

Mr. Huang has over 25 years of experience through various positions in a wide range of industries including finance, technology and internet. He is currently a senior advisor of JD.com, Inc. (a company listed on the Nasdaq, symbol: JD, and secondary listed on the Hong Kong Stock Exchange, stock code: 9618) and was its chief financial officer from September 2013 until his retirement in September 2020, including the last three months as an executive coach to his successor.

黃先生加入京東集團股份有限公司前，於2006年7月至2013年9月在文思信息技術有限公司及其後繼公司文思海輝技術有限公司擔任首席財務官。黃先生於2011年至2012年在文思信息技術有限公司擔任聯席總裁並於2008年至2010年在文思信息技術有限公司擔任首席運營官。黃先生於2004年8月至2006年3月在兩家中國科技及互聯網領域的公司擔任首席財務官。黃先生於2002年8月至2004年7月擔任紐約Citigroup Global Markets Inc.的投資銀行家。黃先生於1997年1月至2000年8月在KPMG LLP擔任審計經理等多個職位。

Prior to joining JD.com, Inc., Mr. Huang had served as the chief financial officer of VanceInfo Technologies Inc. and its successor company, Pactera Technology International Ltd., from July 2006 to September 2013. He was also the co-president of VanceInfo Technologies Inc. from 2011 to 2012, and chief operating officer of VanceInfo Technologies Inc. from 2008 to 2010. Mr. Huang served as chief financial officer at two China-based companies in the technology and internet sectors between August 2004 and March 2006. He was an investment banker at Citigroup Global Markets Inc. in New York from August 2002 to July 2004. He held various positions including audit manager at KPMG LLP from January 1997 to August 2000.

黃先生於2021年2月起擔任快手科技(一家於香港聯交所上市的公司，股份代號：1024)的獨立非執行董事、於2022年7月起擔任塗鴉智能(一家於紐約證券交易所上市及於香港聯交所雙重主要上市的公司，其股份代碼／代號分別為TUYA及2391)的獨立非執行董事及於2020年11月起擔任逸仙控股有限公司(一家於紐約證券交易所上市的公司，股份代碼：YSG)的獨立董事。黃先生於2010年11月至2020年8月擔任易車控股有限公司(一家當時於紐交所上市而於2020年11月私有化的公司)的董事。

Mr. Huang has been an independent non-executive director of Kuaishou Technology (a company listed on the Hong Kong Stock Exchange, stock code: 1024) since February 2021, an independent non-executive director of Tuya Inc. (a company listed on the New York Stock Exchange, symbol: TUYA, and dual primary listed on the Hong Kong Stock Exchange, stock code: 2391) since July 2022 and an independent director of Yatsen Holding Limited (a company listed on the New York Stock Exchange, symbol: YSG) since November 2020. Mr. Huang was a director of Bitauto Holdings Limited (a company then listed on the New York Stock Exchange and privatized in November 2020) from November 2010 to August 2020.

黃先生目前為牛津大學聖安東尼學院的基金會院士，於2021年10月至2022年9月曾為該學院專注研究地緣經濟的訪問學者。黃先生於2002年6月取得美國西北大學凱洛格管理學院工商管理碩士學位，並於1997年2月取得美國紐約市立大學巴魯克學院的會計學學士學位。黃先生於1999年10月獲得美國紐約州註冊會計師資格。

Mr. Huang is currently a Foundation Fellow at St Antony's College of the University of Oxford where he was an Academic Visitor focusing on geoeconomics from October 2021 to September 2022. He obtained a master's degree in business administration from the J.L. Kellogg School of Management at Northwestern University in the United States in June 2002 and a bachelor's degree in accounting from Bernard M. Baruch College of The City University of New York in the United States in February 1997. Mr. Huang was qualified as a certified public accountant in the State of New York in the United States in October 1999.

## 監事

## SUPERVISORS

**崔海靜女士**，38歲，我們的監事會主席。崔女士主要負責監察董事及高級管理層的履職情況。崔女士目前亦在本集團部分附屬公司中擔任監事。

**Ms. Cui Haijing (崔海靜)**, aged 38, is the chairlady of our Supervisory Committee. Ms. Cui is primarily responsible for monitoring the performance of the Directors and senior management. Ms. Cui is also serving as a supervisor in certain subsidiaries of our Group.

崔女士於2007年至2009年間先後擔任鄭州丹尼斯百貨有限公司及河南省豐和貿易有限公司的會計專員。崔女士於2009年加入本集團，先後擔任多個重要職位，目前是我們的財務中心的部門負責人之一。

Ms. Cui worked as an accounting specialist in Zhengzhou Dannisi Baihuo Co., Ltd. (鄭州丹尼斯百貨有限公司) and Henan Province Fenghe Trading Co., Ltd. (河南省豐和貿易有限公司) consecutively from 2007 to 2009. Ms. Cui joined us in 2009. Ms. Cui held various key positions and is currently one of the department managers of our finance center.

崔女士於2007年7月取得河南牧業經濟學院(前稱河南商業高等專科學校)會計電算化專業專科學位。

Ms. Cui obtained an associate degree in computerized accounting from Henan University of Animal Husbandry and Economy (formerly known as Henan Higher Commercial College) in July 2007.

**于敏女士**，36歲，我們的職工代表監事。于女士主要負責監察董事及高級管理層的履職情況。于女士目前亦在本集團部分附屬公司中擔任監事。

**Ms. Yu Min (于敏)**, aged 36, is our employee representative Supervisor. Ms. Yu is primarily responsible for monitoring the performance of the Directors and senior management.Ms. Yu is also serving as a supervisor in certain subsidiaries of our Group.

于女士於2012年至2014年擔任北京小雨國際投資有限公司薪酬與績效專員。于女士於2014年加入本集團，先後負責本集團的薪酬及績效考核、員工關係及招聘管理事宜，目前擔任我們的人力資源中心的部門負責人之一。

Ms. Yu served as a remuneration and performance specialist at Beijing Xiaoyu International Investment Co., Ltd. (北京小雨國際投資有限公司) from 2012 to 2014. Ms. Yu joined us in 2014 and has been primarily responsible for our remuneration and performance review, employment relationship and recruitment management matters. She is currently one of the department managers of our human resources center.

于女士於2012年6月取得海口經濟學院人力資源管理專科學位。

Ms. Yu obtained an associate degree in human resources management from Haikou University of Economics in June 2012.

**孫建濤先生**，38歲，我們的監事。孫先生主要負責監察董事及高級管理層的履職情況。

**Mr. Sun Jiantao (孫建濤)**, aged 38, is our Supervisor. Mr. Sun is primarily responsible for monitoring the performance of the Directors and senior management.

孫先生於2010年加入本集團，曾負責招商、人力資源等事宜。2016年至2023年，孫先生曾在本集團內擔任多個重要職位，先後負責「蜜雪冰城」在中國西南區域、東南亞地區及「幸運咖」的業務擴張。目前，孫先生擔任「蜜雪冰城」美洲大區負責人。

Mr. Sun joined us in 2010 and had been responsible for matters including business development and human resources. From 2016 to 2023, Mr. Sun held various key positions in our Group, responsible for business expansion of *Mixue* in Southwest China and Southeast Asia as well as *Lucky Cup*. Currently, Mr. Sun is our head of *Mixue* in the Americas.

## 高級管理層

有關張紅甫先生的履歷詳情，請參閱本節「－執行董事」。

有關蔡衛淼女士的履歷詳情，請參閱本節「－執行董事」。

有關趙紅果女士的履歷詳情，請參閱本節「－執行董事」。

**時朋先生**，37歲，「蜜雪冰城」全球首席運營官。

時先生是一位在本集團內成長起來的管理骨幹。時先生於2003年開始參與我們的門店運營，在長期的一線實踐中積累了豐富的門店及加盟商管理經驗。時先生於2013年至2018年負責門店及加盟商運營管理，在本集團運營管理體系標準化的過程中，發揮了積極且重大的作用。時先生於2018年至今先後擔任多個重要管理職位，目前擔任「蜜雪冰城」全球首席運營官。

時先生於2022年8月起擔任河南省連鎖經營協會副會長。

**張淵先生**，34歲，我們的首席財務官。張淵先生主要負責本集團的整體財務管理及資本運營。張淵先生同時擔任雪王公益基金會理事長。

張淵先生於2023年2月加入本集團，此前任職於BofA Securities及高瓴投資等多家金融機構。

張淵先生於2015年7月取得清華大學金融學碩士學位。張淵先生亦於2013年6月取得對外經濟貿易大學經濟學榮譽學士學位。

## SENIOR MANAGEMENT

For the biographical details of Mr. Zhang Hongfu (張紅甫), see "– Executive Directors" in this section.

For the biographical details of Ms. Cai Weimiao (蔡衛淼), see "– Executive Directors" in this section.

For the biographical details of Ms. Zhao Hongguo (趙紅果), see "– Executive Directors" in this section.

**Mr. Shi Peng (時朋)**, aged 37, is the global chief operating officer of Mixue.

Mr. Shi is a homegrown key executive of our Group. Mr. Shi joined us in 2003, when he started to obtain first-hand experience in our store operations, from which he accumulated extensive experience in management of stores and franchisees with long-term practice in the front lines. From 2013 to 2018, Mr. Shi was in charge of operations and management of stores and franchisees, and played an active and significant role in the standardization of our operations and management system. Since 2018, Mr. Shi has been holding various key management positions in our Group and is currently the global chief operating officer of *Mixue*.

Mr. Shi has been serving as the vice president of Henan Chain Store & Franchise Association since August 2022.

**Mr. Zhang Yuan (張淵)**, aged 34, is our chief financial officer. Mr. Zhang Yuan is primarily responsible for the overall financial management and capital operations of our Group. Mr. Zhang Yuan also serves as the chairman of Snow King Foundation.

Mr. Zhang Yuan joined our Group in February 2023, prior to which he worked at various financial institutions, including BofA Securities and Hillhouse Investment.

Mr. Zhang Yuan obtained a master's degree in finance from Tsinghua University in July 2015 and an honorary bachelor's degree in economics from the University of International Business and Economics in June 2013.

# 董事會報告
# DIRECTORS' REPORT

## 主要業務

我們是一家領先的現製飲品企業，聚焦為廣大消費者提供單價約6元人民幣（約1美元）的高質平價的現製果飲、茶飲、冰淇淋和咖啡等產品。我們旗下有現製茶飲品牌「蜜雪冰城」和現磨咖啡品牌「幸運咖」。

自上市日期起至本報告日期止，本集團的主要業務性質並無重大變動。有關本公司主要附屬公司的主要業務之詳情，請參閱本集團綜合財務報表附註1。

## PRINCIPAL BUSINESS

We are a leading freshly-made drinks company. We are committed to providing value-for-money products to consumers, including freshly-made fruit drinks, tea drinks, ice cream and coffee, typically priced around one U.S. dollar (approximately RMB6) per item. We have two major brands – freshly-made tea drinks brand Mixue and freshly-made coffee brand Lucky Cup.

There have been no significant changes in the nature of the Group's principal business from the Listing Date to the date of this report. For details of the principal business of the Company's principal subsidiaries, please refer to Note 1 to the Group's consolidated financial statements.

## 業績

本集團截至2024年12月31日止年度之業績載於本集團綜合財務報表。

## RESULTS

The results of the Group for the year ended December 31, 2024 are set out in the Group's consolidated financial statements.

## 股息

董事會不建議就截至2024年12月31日止年度分派末期股息。

董事會並不知悉任何股東放棄或同意放棄任何股息。

## DIVIDEND

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

The Board is not aware of any Shareholders who have waived or agreed to waive any dividend.

## 股本

截至2024年12月31日止年度的已發行股份詳情載於綜合財務報表附註31。

## SHARE CAPITAL

Details of the issued shares during the year ended December 31, 2024 are set out in Note 31 to the consolidated financial statements.

## 儲備

本集團於截至2024年12月31日止年度的儲備變動詳情載於綜合權益變動表。

## RESERVES

Details of movements in the reserves of the Group during the year ended December 31, 2024 are set out in the consolidated statement of changes in equity.

## 可分派儲備

截至2024年12月31日，按照中國公司法及公司章程計算，本公司可分派儲備總額為人民幣1,739.4百萬元。

## DISTRIBUTABLE RESERVES

As of December 31, 2024, the aggregate amount of distributable reserves of the Company, calculated in accordance with the PRC Company Law and the Articles of Association, amounted to RMB1,739.4 million.

## 財務概要

H股於2025年3月3日於聯交所上市。本集團於過去四個財政年度的業績、資產、負債及權益概要（摘錄自經審核財務資料及財務報表）載於本報告第5頁。

## FINANCIAL HIGHLIGHTS

The H Shares were listed on the Stock Exchange on March 3, 2025. A summary of the results, assets, liabilities and equity of the Group for the last four financial years, as extracted from the audited financial information and financial statements, is set out on page 5 of this report.

## 計息銀行及其他借款

截至2024年12月31日，本集團並無任何計息銀行及其他借款。

## INTEREST-BEARING BANK AND OTHER BORROWINGS

As of December 31, 2024, the Group did not have any interest-bearing bank and other borrowings.

## 物業及設備

本集團於截至2024年12月31日止年度的物業及設備變動詳情載於綜合財務報表附註14。

## PROPERTY AND EQUIPMENT

Details of the movements in property and equipment of the Group during the year ended December 31, 2024 are set out in Note 14 to the consolidated financial statements.

## 公眾持股量充足性

上市規則第8.08條規定，尋求上市的證券必須有一個公開市場，且發行人的上市證券須維持足夠的公眾持股量。這一般指無論何時，發行人已發行股本總額必須至少有25%由公眾人士持有。

本公司已向聯交所申請，而聯交所已授予豁免嚴格遵守上市規則第8.08(1)(a)條的規定，將本公司最低公眾持股量調減至以下較高者：(a)本公司已發行股本總額的10.00%，及(b)緊隨全球發售完成後公眾持有的H股百分比（按因行使超額配股權而將發行的H股而增加），惟須符合以下條件：

(i) 本公司將在招股章程中適當披露較低的公眾持股量百分比；

(ii) 本公司將公佈緊隨全球發售完成後（行使任何超額配股權前）及於行使任何超額配股權後公眾持有的H股百分比，以便公眾獲悉適用於本公司的最低公眾持股量規定；

(iii) 本公司將在上市後於後續年報中確認公眾持股量的充足性；

## SUFFICIENCY OF PUBLIC FLOAT

Rule 8.08 of the Listing Rules requires there to be an open market in the securities for which listing is sought and a sufficient public float of an issuer's listed securities to be maintained. This will normally mean that at least 25% of the issuer's total number of issued share capital must at all times be held by the public.

The Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules to reduce the minimum public float of the Company to the higher of (a) 10.00% of the total issued share capital of the Company, and (b) such percentage of H Shares to be held by the public immediately after completion of the Global Offering, as increased by the H Shares to be issued upon any exercise of the Over-allotment Option, subject to the following:

(i) the Company will make appropriate disclosure of the lower percentage of the public float in the Prospectus;

(ii) the Company will announce the percentage of H Shares held by the public immediately after the completion of the Global Offering (before any exercise of the Over-allotment Option) and upon any exercise of the Over-allotment Option such that the public will be informed of the minimum public float requirement applicable to the Company;

(iii) the Company will confirm the sufficiency of its public float in successive annual reports after the Listing;

(iv) 本公司將確保H股有公開市場，且公眾持有的H股數量及其分配將使市場可以較低的百分比正常運作；

(iv) the Company will ensure an open market in the H Shares, and the number of H Shares to be held by the public and their distribution would enable the market to operate properly with a lower percentage;

(v) 本公司將實施適當的措施及機制，以確保持續維持10.00%的H股公眾持股量（或於任何超額配股權獲行使後的較高百分比）；及

(v) the Company will implement appropriate measures and mechanisms to ensure continual maintenance of a 10.00% public float of H Shares (or such higher percentage upon the completion of any exercise of the Over-allotment Option); and

(vi) 倘公眾持股量百分比低於聯交所規定的最低百分比，董事將採取適當措施以確保遵守聯交所規定的最低公眾持股量百分比。

(vi) in the event that the public float percentage falls below the minimum percentage prescribed by the Stock Exchange, the Directors will take appropriate steps to ensure the minimum percentage of public float prescribed by the Stock Exchange is complied with.

截至本報告發佈前的最後實際可行日期，根據本公司公開可得資料及就董事所知，本公司並不知悉任何偏離上述確認內容的事宜，且本公司自上市日期起及直至最後實際可行日期間均維持聯交所要求的前述最低公眾持股量。

Based on the information that is publicly available to the Company and to the knowledge of the Directors as of the Latest Practicable Date prior to the issue of this report, the Company is not aware of any deviation from the above confirmation, and the Company has maintained the aforementioned minimum public float required by the Stock Exchange since the Listing Date and up to the Latest Practicable Date.

## 優先認購權

## PRE-EMPTIVE RIGHTS

根據公司章程或中國法律，概無要求本公司按比例向其現有股東發售新股份的優先認購權條文。

There are no provisions for pre-emptive rights under the Articles of Association or the laws of the PRC requiring the Company to offer new shares on a pro-rata basis to its existing Shareholders.

## 業務回顧

### 年度概述及表現

根據香港法例第622章公司條例附表5的規定，我們須對本集團業務進行中肯審視，包括本集團的財務表現分析及本集團業務日後可能的發展，載於本報告「業務回顧及展望」及「管理層討論與分析」各節。該等討論構成本報告的一部分。自截至2024年12月31日止年度末以來發生的對本公司造成影響的事件，載於本章節「– 報告期後事項」一段。

### 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、供應商及其他業務夥伴）為本集團取得成功的關鍵。本集團努力與彼等保持聘用、合作和穩固關係，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，且截至2024年12月31日止年度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重大困難。

## BUSINESS REVIEW

### Annual Overview and Performance

Pursuant to the requirements of the Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), we are required to carry out an impartial review of the Group's business, including an analysis of the Group's financial performance and an indication of likely future developments in the Group's business, which are set out in the sections headed "Business Review and Outlook" and "Management Discussion and Analysis" of this report. These discussions form part of this report. Events that have occurred since the end of the year ended December 31, 2024 that have had an impact on the Company are set out in the paragraph headed "– Events after the Reporting Period" in this section.

### Key Relationships with Stakeholders

The Group recognizes that its various stakeholders, including employees, customers, suppliers and other business partners, are key to its success. The Group strives to maintain employment, cooperation and solid relationships with them in order to achieve sustainable development.

The Group believes that attracting, recruiting and retaining quality employees is of paramount importance. In order to maintain the quality, knowledge and skill level of its employees, the Group provides regular training to its employees, including induction training for new hires, technical training, professional and management training, as well as health and safety training. The Group believes that it maintains good relationships with its employees and has not experienced any significant labor disputes or material difficulties in recruiting employees for its business operations during the year ended December 31, 2024.

本集團認為，與客戶（主要為加盟商，加盟商根據與我們簽訂的加盟協議經營加盟門店）維持良好關係至關重要。本集團已制定處理客戶投訴的程序，以確保迅速、及時地處理客戶投訴。本集團亦致力與供應商（主要是供應我們生產所需原材料（如食品類大宗商品、農產品及其他輔料）的供應商）發展良好關係，以確保材料的穩定供應。本集團透過與供應商持續進行積極有效的溝通，加強與供應商的業務合作關係，確保品質及交付。

The Group understands that it is essential to maintain a good relationship with its customers (primarily include the franchisees who operate franchised stores pursuant to the franchise agreements with us). The Group has established procedures to handle customer complaints to ensure that customer complaints are handled in a prompt and timely manner. The Group is also committed to developing good relationships with the suppliers (primarily include the suppliers of raw materials to support our production, such as food commodities, agricultural products and other auxiliary materials) to ensure a stable supply of materials. The Group strengthens its business cooperation relationship with suppliers through continuous active and effective communication with them to ensure quality and delivery.

本公司與僱員、客戶及供應商以及其他對本公司有重大影響的人士的主要關係詳情，載於與本報告同日刊發的本公司之環境、社會及管治報告中。

Details of the Company's key relationships with employees, customers and suppliers and other persons who have significant influence on the Company are set out in its Environmental, Social and Governance Report published on the same date as this report.

**社會責任、環保政策及表現**

**Social Responsibility, Environmental Policy and Performance**

2024年，本集團致力履行社會責任、改善僱員福利及促進發展、保護環境、回饋社會並實現可持續增長。

In 2024, the Group was committed to fulfilling its social responsibilities, improving employee welfare, promoting development, protecting the environment, giving back to the community and achieving sustainable growth.

本公司將於本報告刊發時同時於聯交所網站及本公司網站刊登一份單獨的環境、社會及管治報告。

A separate environmental, social and governance report will be published on the Stock Exchange's website and the Company's website concurrently with the publication of this report.

### 遵守相關法律及法規

我們可能會在日常業務過程中不時牽涉法律訴訟。於報告期間及直至本報告日期，本集團已遵守對本集團有重大影響的相關法律及法規，且並無任何嚴重違反該等法律及法規的行為。於報告期間及直至本報告日期，本集團及本公司的董事、監事及高級管理層概不存在被中國證券監督管理委員會進行立案調查或處以行政處罰、被採取市場禁入措施、被認定為不適當人選，被證券交易所公開譴責，被採取強制措施、移送司法機關或追究刑事責任的情形，及概無捲入將對我們的業務、財務狀況或經營業績有重大不利影響的任何其他訴訟、仲裁或行政程序。於截至2024年12月31日止年度，董事亦不知悉任何尚未了結或對本集團構成威脅的重大訴訟或索賠。

### Compliance with Relevant Laws and Regulations

We may be involved in legal proceedings from time to time in the ordinary course of business. During the Reporting Period and up to the date of this report, the Group has complied with relevant laws and regulations that have a significant impact on the Group, and did not have any material non-compliance with such laws and regulations. During the Reporting Period and up to the date of this report, neither the Group nor any of the Directors, Supervisors and senior management of the Company has been subject to investigation or administrative penalty by the China Securities and Regulatory Commission, banned from entering the market, recognized as an unsuitable person, publicly reprimanded by the stock exchange, subject to compulsory measures, referred to the judicial authorities or held criminally liable, nor has it been involved in any other litigation, arbitration or administrative proceeding that would have a material adverse impact on our business, financial condition or results of operations. During the year ended December 31, 2024, the Directors were not aware of any material litigation or claim that was pending or threatened against the Group.

### 主要風險與不確定因素

我們的營運涉及若干主要風險與不確定因素，其中一部分在我們的控制範圍之外。下文載列我們面對的重大風險與不確定因素：

- 我們的業務依賴於消費者對我們產品的需求，而這種需求本質上是不斷變化的，並可能會隨著消費者偏好和觀念以及其可支配消費能力的變化而變化。消費者對我們產品需求的不利變化將損害加盟商和我們的業務。

- 我們未來的增長取決於我們能否不斷擴張我們門店網絡的覆蓋範圍及成功管理我們龐大的門店網絡的運營績效。

- 我們所處的市場競爭激烈，如果我們未能有效競爭，則中國現製飲品市場的激烈競爭可能會對我們的市場份額及盈利能力造成重大不利影響。

### Key Risks and Uncertainties

Our operations involve a number of key risks and uncertainties, some of which are beyond our control. The material risks and uncertainties we face are set out below:

- Our business relies on consumer demand for our products, which is ever-evolving in nature and may shift upon changes in consumer preferences and perceptions, as well as consumers' discretionary spending power. Adverse changes in consumer demand for our products will harm our franchisees' and our business.

- Our future growth depends on our ability to continuously extend the footprint of our store network and successfully manage the operational performance of our expansive store network.

- We operate in a highly competitive market and intensifying competition in China's freshly-made drinks market could materially and adversely impact our market share and profitability if we fail to compete effectively.

- 近期中國現製飲品市場在競爭加劇中放緩，可能對我們的業務及經營業績造成不利影響。
- 保持強大的品牌力對於我們的成功至關重要。如果我們的品牌價值下降，我們的經營業績、財務表現和業務前景可能會受到重大不利影響。
- 我們主要採用加盟模式擴張門店網絡，在該模式下幾乎所有的門店均由加盟商經營。我們的經營業績在很大程度上取決於這些加盟門店的業績和我們留存現有加盟商及吸引新加盟商的能力。
- 我們面臨與第三方合作夥伴合作可能帶來的風險。我們與多家第三方合作夥伴合作以促進日常業務及門店經營。例如，我們與第三方線上平台合作(包括但不限於社交平台)以觸達、贏得消費者並與之互動，同時開展創新性的線上營銷及品牌活動。我們與第三方合作夥伴的合作關係可能受到干擾或中斷，從而可能對我們的經營業績及業務前景造成重大不利影響。

- A recent slowdown in China's freshly-made drinks market amid intensifying competition may adversely impact our business and results of operations.
- The continued strength of our brands is critical to our success. If our brand value diminishes, our results of operations, financial performance and business prospects may be materially and adversely affected.
- We primarily employ a franchise model to grow our store network, under which substantially all of our stores are operated by franchisees. Our results of operations depend to a large extent on the performance of these franchised stores, as well as our ability to maintain existing franchisees and attract new franchisees.
- We are subject to risks in relation to the cooperation with third-party partners. We cooperate with various third-party partners to promote our daily business and store operations. For example, we cooperate with third-party online platforms, including but not limited to social platforms, to reach, acquire and interact with consumers, and engage in innovative online marketing and branding campaigns. Our cooperative relationships with third-party partners may be disrupted or discontinued which could have a material and adverse impact on our results of operations and business prospects.

- 如果我們產品的品質及食品安全出現問題，我們的聲譽、經營業績和財務表現可能會受到重大不利影響。

- Our reputation, results of operations and financial performance may be materially and adversely affected if the quality and food safety of our products are compromised.

- 我們的經營歷史可能並不代表我們未來的經營業績、財務表現或業務前景。我們的經營業績和財務表現可能會受到政治事件、戰爭、恐怖主義、公共衛生問題、惡劣天氣、自然災害和其他災難的重大不利影響。我們、我們的董事、管理層、員工、業務合作夥伴和加盟商及其員工可能會涉及與食品安全、商業糾紛、勞工和僱傭事項或證券問題等有關的訴訟、監管調查和程序、索賠或指控，並且我們可能並不總是能夠成功對此類索賠或訴訟進行辯護。

- Our operating history may not be indicative of our results of operations, financial performance or business prospects in the future. Our results of operations and financial performance may be materially and adversely affected by political events, war, terrorism, public health issues, adverse weather conditions, natural disasters and other catastrophes. We, our Directors, management, employees, business partners, franchisees and their employees may be involved in litigations, regulatory investigations and proceedings, claims or allegations such as those related to food safety, commercial disputes, labor and employment matters or securities issues, and we may not always be successful in our defense against such claims or proceedings.

- 我們的加盟門店向我們購買門店物料及設備。如果我們無法確保這些門店物料及設備的充足、穩定和及時的供應以支持我們的加盟門店運營，或者如果我們的供應鏈出現任何中斷，我們的業務可能會受到重大不利影響。

- Our franchised stores purchase store supplies and equipment from us. If we are not able to ensure the sufficient, stable and timely supply of such store supplies and equipment to support the franchised stores' operations, or if there is any disruption to our supply chain, our business will be materially and adversely affected.

- 我們面臨與產能有關的風險。我們未來的成功和增長潛力取決於我們能否成功實施產能擴張計劃和有效管理產能。
- We face risks in relation to production capacity. Our future success and growth potential are dependent on our ability to successfully implement our production capacity expansion plans and effectively manage our production capacity.

- 如果我們無法高效且有效地管理和擴展我們的物流體系，我們的經營業績和業務前景可能會受到重大不利影響。
- If we are unable to manage and expand our logistics system efficiently and effectively, our results of operations and business prospects may be materially and adversely affected.

- 如果我們無法持續維持我們的價格定位，我們的經營業績、財務表現和業務前景可能會受到重大不利影響。
- If we are unable to constantly maintain our price positioning, our results of operations, financial performance and business prospects would be materially and adversely affected.

- 如果我們不能充分保護我們的知識產權，或者如果我們不能保持我們的IP（例如我們的超級IP「雪王」）的知名度，我們的業務可能會受到重大不利影響。
- If we are not able to adequately protect our intellectual properties, or if we are not able to maintain the popularity of our IPs, such as our iconic IP, Snow King, our business will be materially and adversely affected.

- 於現有市場開設新門店可能無法實現預期的收入及利潤增長水平，並可能對我們的業務、財務狀況及經營業績產生重大不利影響。
- Opening new stores in existing markets may not result in the expected level of growth in our revenue and profit, and our business, financial conditions and results of operations may be materially and adversely affected.

- 我們面臨部分原材料價格波動的風險，這可能對我們的經營業績和財務表現造成重大不利影響。
- We face the risk of price fluctuations in some of our raw materials, which could materially and adversely affect our results of operations and financial performance.

- 供應商及供應鏈上的其他業務合作夥伴自身或其與我們的合作出現失誤、中斷或其他問題，均可能會對我們的經營業績產生負面影響。
- Failures, interruptions and other issues of our suppliers and other business partners along our supply chain, or of our cooperation with them, may negatively impact our results of operations.

- 生產上的干擾或與生產有關的事故可能對我們的業務造成重大不利影響。
- Any interruption on our production or incidents related to our production could materially and adversely affect our business.

- 我們物流體系的運營發生任何中斷都可能對我們的業務產生重大不利影響。
- Any disruption to operations of our logistics system could materially and adversely affect our business.

- 任何研發失敗均可能損害我們的經營業績、財務表現及業務前景。
- Any failure in our R&D may harm our results of operations, financial performance and business prospects.

- 庫存管理不當可能會對我們的業務產生重大不利影響。
- Failure of inventory management may have a material and adverse effect on our business.

- 如果我們現有或潛在的加盟商無法獲得理想的門店位置或以合理的商業條款續簽現有租約，或根本不能獲得門店位置或續簽，我們的門店擴張和運營可能會受到重大不利影響。
- If our existing or potential franchisees are not able to obtain desirable store locations or secure renewal of existing leases on commercially reasonable terms or at all, our store expansion and operation may be materially and adversely affected.

- 我們面臨與海外擴張相關的風險，可能導致業務及經營業績出現波動。
- We are subject to risks related to our overseas expansion, which may result in fluctuations of our business and results of operations.

- 我們可能會因品牌推廣和營銷活動而產生大量費用。
- We may incur substantial expenses in connection with our branding and marketing activities.

- 我們可能無法成功擴大我們的會員基礎，並且我們利用會員計劃的能力可能會受到限制。
- We may not be successful in expanding our membership base and our ability to leverage our membership programs may be limited.

- 我們可能評估和探索潛在新商機，進入新市場，以及完成戰略投資或收購，但這些可能會失敗並對我們的經營業績和財務表現產生不利影響。
- We may evaluate and potentially explore new business opportunities, enter into new markets, and consummate strategic investments or acquisitions, which may turn out to be unsuccessful and adversely affect our results of operations and financial performance.

- 我們的產品銷售和業務運營會受到季節性波動的影響。
- Our product sales and business operations are subject to seasonal fluctuations.

- 我們的員工、加盟商及其員工、供應商、服務提供方、業務合作夥伴及其他第三方及／或利益相關者的非法行為、不當行為或其他負面事件，或對於前述情形可能存在的認知，都可能對我們的聲譽、經營業績、財務表現和業務前景產生重大不利影響。勞務市場變化、勞動力成本上升或任何潛在勞工問題可能對我們的經營業績、財務表現及業務前景產生重大不利影響。

- Illegal actions, misconducts or other negative incidents of our employees, franchisees and their employees, suppliers, services providers, business partners, and other third parties and/or stakeholders, or perception that these may have occurred could materially and adversely affect our reputation, results of operations, financial performance and business prospects. Changes in the labor market, rising labor costs or any potential labor issues may have a material and adverse impact on our results of operations, financial information and business prospects.

- 經濟、法規、政治和社會條件的變化可能對我們的經營業績、財務表現和業務前景產生重大不利影響。特別的，食品安全法規和相關政策的任何重大變化都可能影響我們的業務。

- Changes in economic, regulatory, political and social conditions could have a material and adverse effect on our results of operations, financial performance and business prospects. In particular, any significant changes in food safety regulations and related policies could affect our business.

- 我們和我們的門店需要各種批准、執照和許可來經營我們的業務，如果失去或未能獲得或更新任何或所有這些批准、執照和許可，可能會對我們的經營業績及業務前景產生重大不利影響。

- We and our stores require various approvals, licenses and permits to operate our business and the loss or failure to obtain or renew any or all of these approvals, licenses and permits could materially and adversely affect our results of operations and business prospects.

- 我們及我們的加盟商面臨與租賃物業相關的風險。

- We and our franchisees are subject to risks in relation to leased properties.

- 我們的成功依賴於我們的高級管理團隊和經驗豐富、能力優秀的員工的堅持不懈與共同努力。如果我們未能聘用、培訓、留用或激勵我們的員工或者優化我們的組織架構，我們的業務可能會受到重大不利影響。

- Our success depends on the continuing and collaborative efforts of our senior management team and experienced and capable personnel. If we fail to hire, train, retain or motivate our staff or to optimize our organizational structure, our business may be materially and adversely affected.

- 我們H股的交易價格可能波動，可能令股東遭受重大損失。

- The trading price of our H Shares may be volatile, which could result in substantial losses to our Shareholders.

然而，以上並非詳盡的列表。投資者對我們的H股進行任何投資前，應自行作出判斷或諮詢投資顧問的意見。

However, the above is not an exhaustive list. Investors should exercise their own judgment or consult an investment advisor before making any investment in our H Shares.

## 前景

本報告「業務回顧及展望」及「管理層討論與分析」章節概述本公司未來業務的發展情況。

## PROSPECTS

The sections headed "Business Review and Outlook" and "Management Discussion and Analysis" in this report provide an overview of the future development of the Company's business.

## 全球發售所得款項淨額用途

本公司H股已於2025年3月3日在聯交所主板上市。本公司收取全球發售所得款項淨額(包括悉數行使超額配股權)(扣除包銷佣金及相關成本和費用後)約3,799百萬港元,且截至最後實際可行日期未動用任何所得款項。本公司計劃根據招股章程所載用途使用該等所得款項淨額。擬動用全球發售所得款項淨額的詳情載列如下:

## USE OF NET PROCEEDS FROM THE GLOBAL OFFERING

The Company's H Shares were listed on the Main Board of the Stock Exchange on March 3, 2025. The Company received net proceeds (after deduction of underwriting commissions and related costs and expenses) from the Global Offering (including the full exercise of the Over-allotment Option) of approximately HK$3,799 million and has not utilized any of the proceeds as of the Latest Practicable Date. The Company intends to apply such net proceeds in accordance with the purposes as set out in the Prospectus. The details of intended use of net proceeds from the Global Offering are set out as follows:

| 項目 | Item | 佔所得款項淨額總額概約百分比<br>Approximate % of total net proceeds | 全球發售所得款項淨額[1][2]<br>Net proceeds from the Global Offering[1][2]<br>(百萬港元)<br>(HK$ million) | 悉數動用未動用所得款項的預期時間表<br>Expected timeline of full utilization of the unutilized proceeds |
|---|---|---|---|---|
| **提升我們端到端供應鏈的廣度和深度** | **Elevating the breadth and depth of our end-to-end supply chain** | 66 | 2,507 | 2028年之前 By 2028 |
| (a) 中國的產能擴張 | (a) Production capacity expansion in China | 45 | 1,709 | 2028年之前 By 2028 |
| (b) 維持並提升我們在中國的物流系統的靈活度和效率 | (b) Maintaining and improving the agility and efficiency of our logistics system in China | 9 | 342 | 2028年之前 By 2028 |
| (c) 搭建我們的國際供應鏈平台以支持海外業務的擴張 | (c) Establishing our international supply chain platform to support the expansion of our overseas business | 12 | 456 | 2028年之前 By 2028 |

| 項目 | Item | 佔所得款項淨額總額概約百分比 Approximate % of total net proceeds | 全球發售所得款項淨額[1][2] Net proceeds from the Global Offering[1][2] (百萬港元) (HK$ million) | 悉數動用未動用所得款項的預期時間表 Expected timeline of full utilization of the unutilized proceeds |
|---|---|---|---|---|
| **品牌和IP的建設和推廣** | **Brand and IP building and marketing** | 12 | 456 | 2028年之前 By 2028 |
| (a) 持續深耕我們的品牌IP | (a) Further cultivation of our brand IP | 7 | 266 | 2028年之前 By 2028 |
| (b) 我們的全渠道市場推廣 | (b) Our omni-channel marketing efforts | 5 | 190 | 2028年之前 By 2028 |
| **加強各個業務環節的數字化和智能化能力** | **Advancing our digitalization and intelligization efforts across business processes** | 12 | 456 | 2028年之前 By 2028 |
| **營運資金和其他一般企業用途** | **Working capital and other general corporate purposes** | 10 | 380 | 2028年之前 By 2028 |
| **總計** | **Total** | 100 | 3,799 | |

*附註：*

(1) 於截至2021年、2022年及2023年12月31日止財政年度以及截至2024年9月30日止九個月，約人民幣20.1百萬元的上市費用已自本公司的綜合損益及其他全面收益表扣除，因此本公司收取的實際所得款項淨額約為3,821百萬港元（已體現悉數行使超額配股權）。

(2) 動用的所得款項淨額已按人民幣0.92075元兑1港元（即招股章程中採用的參考匯率）由人民幣換算為港元。概不表示任何港元或人民幣金額已經或可以按上述匯率換算。

本公司將根據招股章程所披露的用途使用所得款項，並遵循招股章程所披露的預期實施時間表。

*Notes:*

(1) During the financial years ended December 31, 2021, 2022 and 2023, and the nine months ended September 30, 2024, the listing expenses of approximately RMB20.1 million has been charged to the consolidated statements of profit or loss and other comprehensive income of the Company, therefore the actual net proceeds received by the Company was approximately HK$3,821 million (taking into account the full exercise of Over-allotment Option).

(2) The net proceeds utilized have been converted from Renminbi to Hong Kong dollars at the rate of RMB0.92075 to HK$1, being the reference exchange rate adopted in the Prospectus. No representation is made that any amounts in Hong Kong dollars or Renminbi have been or could be converted at the above rate.

The Company will use the proceeds for the purpose as disclosed in the Prospectus and follow the expected implementation timetable as disclosed in the Prospectus.

## 報告期後事項

於2025年3月3日，本公司H股於聯交所主板上市，17,059,900股H股按每股H股202.50港元的發售價以面向香港及境外投資者的首次公開發售的方式獲發行及認購。該等發行的所得款項總額約為3,455百萬港元。

於2025年3月28日，招股章程所述的超額配股權已被悉數行使，涉及合共2,558,900股H股，佔全球發售初步可供認購H股股份總數（行使超額配股權前）的約15%。本公司按每股H股202.50港元（不包括1%經紀佣金、0.0027%證監會交易徵費、0.00565%聯交所交易費及0.00015%會財局交易徵費）發行及配發2,558,900股H股。

除上文所披露者外，本公司並不知悉自2024年12月31日起至最後實際可行日期期間的任何重大期後事項。

### 潛在分拆的狀況

如招股章程所披露，考慮到本公司海外業務的規模及快速增長，以及其與本公司在中國內地的業務在地理位置及市場側重方面的明確區分等因素，本公司擬保留於上市後三年內分拆海外業務的可能性（「**潛在分拆**」）。因此，本公司已申請豁免嚴格遵守第15項應用指引第3(b)段項下有關本集團海外業務潛在分拆的三年限制規定，且聯交所已授出有關豁免。潛在分拆仍將受第15項應用指引的其他規定所規限。

## EVENTS AFTER THE REPORTING PERIOD

On March 3, 2025, the Company's H Shares were listed on the Main Board of the Stock Exchange, where 17,059,900 H Shares were issued and subscribed at an offer price of HK$202.50 per H Share by way of initial public offering to Hong Kong and overseas investors. Gross proceeds from these issues amounted to approximately HK$3,455 million.

On March 28, 2025, the Over-allotment Option described in the Prospectus was fully exercised, in respect of an aggregate of 2,558,900 H Shares, representing approximately 15% of the total number of H Shares initially available under the Global Offering before any exercise of the Over-allotment Option. The 2,558,900 H Shares were issued and allotted by the Company at HK$202.50 per H Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027%, the Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%).

Save as disclosed above, the Company is not aware of any material subsequent events from December 31, 2024 to the Latest Practicable Date.

### Status of the Potential Spin-off

As disclosed in the Prospectus, having considered, among others, the size and rapid growth of the Company's overseas businesses and its clear delineation with the Company's business in mainland China in terms of geographical locations and market focus, the Company wishes to retain the possibility to spin off its overseas businesses within three years after the Listing (the "**Potential Spin-off**"). As such, the Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with the three-year restriction requirement under paragraph 3(b) of Practice Note 15 in relation to the Potential Spin-off of the overseas businesses of the Group. The Potential Spin-off will remain subject to other requirements of Practice Note 15.

截至最後實際可行日期，本公司並無有關潛在分拆的任何詳細計劃，包括時間表、上市地點及將予分拆的實體。本公司將繼續遵守適用規定及法規，並於潛在分拆成為可行時根據規定及法規公佈其詳情(如有)。儘管如此，潛在分拆仍具有高度不確定性，且在未來可能經歷重大變動。

As of the date of the Latest Practicable Date, the Company does not have any detailed plan in relation to the Potential Spin-off, including the timetable, the listing venue and the entity to be spun off. The Company will comply with the applicable rules and regulations, and announce the details of the Potential Spin-off, if any, in accordance with the rules and regulations, when they become available. Notwithstanding the above, the Potential Spin-off remain highly uncertain and could be subject to material changes in the future.

## 董事 DIRECTORS

於報告期間及直至本報告日期的董事如下：

The Directors during the Reporting Period and up to the date of this report were as follows:

**執行董事**

張紅超先生*(董事長)*
張紅甫先生
蔡衛淼女士
趙紅果女士

**Executive Directors**

Mr. Zhang Hongchao (張紅超) *(Chairman of the Board)*
Mr. Zhang Hongfu (張紅甫)
Ms. Cai Weimiao (蔡衛淼)
Ms. Zhao Hongguo (趙紅果)

**獨立非執行董事**

潘慧妍女士
朱璽先生
黃宣德先生

**Independent non-executive Directors**

Ms. Poon Philana Wai Yin (潘慧妍)
Mr. Chu Gary Hsi (朱璽)
Mr. Huang Sidney Xuande (黃宣德)

## 監事

於報告期間及直至本報告日期的監事如下：

崔海靜女士
于敏女士
孫建濤先生

## SUPERVISORS

The Supervisors during the Reporting Period and up to the date of this report were as follows:

Ms. Cui Haijing (崔海靜)
Ms. Yu Min (于敏)
Mr. Sun Jiantao (孫建濤)

## 董事、監事及高級管理層履歷

於本報告日期，本公司董事、監事及高級管理層的履歷詳情列載於本報告「董事、監事及高級管理層」一節。

## BIOGRAPHIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The biographical details of the Directors, Supervisors and senior management of the Company as at the date of this report are set out in the section headed "Directors, Supervisors and Senior Management" of this report.

## 董事資料變動

除本報告另有披露者外，董事、監事及首席執行官並無須根據上市規則第13.51B(1)條予以披露的其他變動資料。

## CHANGES TO DIRECTORS' INFORMATION

Save as otherwise disclosed in this report, there are no other changes in the Directors, Supervisors and Chief Executive Officer that are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

## 董事及監事服務合約

有關董事及監事服務合約的詳情，請參閱本報告所載企業管治報告項下「董事的任命和重選」一段。

本公司並無與任何董事或監事（其各自以董事或監事的身份）訂立亦不擬訂立任何僱主不可於一年內終止而毋須支付任何賠償（法定賠償除外）的服務合約。

## DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS

For details of the Directors' and Supervisors' service contracts, please refer to the paragraph headed "Appointment and Re-election of Directors" under the Corporate Governance Report contained in this report.

The Company has not entered into, and does not propose to enter into, any service contract with any of the Directors or Supervisors in their respective capacities which cannot be terminated by the employer within one year without payment of any compensation, other than statutory compensation.

## 獨立非執行董事對獨立性的確認

我們已收到各獨立非執行董事根據上市規則第3.13條對其各自獨立性的確認。本公司已妥為審查該等董事各自的獨立性確認。我們認為，全體獨立非執行董事均為獨立人士。

## CONFIRMATION OF INDEPENDENCE BY INDEPENDENT NON-EXECUTIVE DIRECTORS

We have received from each of the independent non-executive Directors a confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules. The Company has duly reviewed the confirmation of independence of each of the Directors. In our opinion, all the independent non-executive Directors are independent.

## 董事、監事及最高行政人員於股份、相關股份及債權證的權益及淡倉

本公司H股於2025年3月3日上市，故證券及期貨條例第XV部第7及8分部以及證券及期貨條例第352條並不適用於2024年1月1日至2024年12月31日期間的本公司董事、監事或最高行政人員。

就本公司所知，截至最後實際可行日期，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第XV部）的股份、相關股份及債權證中所擁有(a)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及／或淡倉（包括彼等根據證券及期貨條例的有關條文被當作或視為擁有的權益及淡倉）；或(b)根據證券及期貨條例第352條

## DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As the Company's H Shares were listed on March 3, 2025, Divisions 7 and 8 of Part XV of the SFO and Section 352 of the SFO were not applicable to the Directors, Supervisors or chief executives of the Company during the period from January 1, 2024 to December 31, 2024.

As far as the Company is aware, as of the Latest Practicable Date, the interests and/or short positions (if applicable) of our Directors, Supervisors and the chief executive of our Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations of our Company (within the meaning of Part XV of the SFO), which were required (a) to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered

須登記於該條所述登記冊的權益及／或淡倉；或(c)根據標準守則須知會本公司及聯交所的權益及／或淡倉（如適用）如下：

in the register referred to therein; or (c) to be notified to our Company and the Stock Exchange pursuant to the Model Code, were as follows:

**於本公司的權益**

**Interests in our Company**

| 姓名 | 職銜 | 身份／權益性質 | 權益股份數目[1] | 於本公司非上市股份／H股中的概約持股百分比[2](%) | 在本公司股本總額中的概約持股百分比[2](%) |
|---|---|---|---|---|---|
| Name | Title | Capacity/Nature of Interest | Number of Shares interested[1] | Approximate percentage of shareholding in Unlisted Shares/H Shares of the Company[2] (%) | Approximate percentage of shareholding in the total share capital of the Company[2] (%) |
| **非上市股份** | | | | | |
| **Unlisted Shares** | | | | | |
| 張紅超先生[3] | 董事長兼執行董事 | 實益擁有人 | | | |
| Mr. Zhang Hongchao[3] | Chairman of the Board and executive Director | Beneficial owner | 100,098,196 (L) | 43.76 | 26.37 |
| | | 受控法團的權益 | | | |
| | | Interest in controlled corporation | 971,993 (L) | 0.42 | 0.26 |
| 張紅甫先生[4] | 執行董事兼首席執行官 | 實益擁有人 | | | |
| Mr. Zhang Hongfu[4] | Executive Director and chief executive officer | Beneficial owner | 100,098,196 (L) | 43.76 | 26.37 |
| | | 受控法團的權益 | | | |
| | | Interest in controlled corporation | 971,993 (L) | 0.42 | 0.26 |
| 蔡衛淼女士 | 執行董事兼前端供應鏈負責人 | 實益擁有人 | | | |
| Ms. Cai Weimiao | Executive Director and head of frontend supply chain | Beneficial owner | 381,024 (L) | 0.17 | 0.10 |
| 孫建濤先生 | 監事 | 實益擁有人 | | | |
| Mr. Sun Jiantao | Supervisor | Beneficial owner | 1,905,121 (L) | 0.83 | 0.50 |

| 姓名<br>Name | 職銜<br>Title | 身份／權益性質<br>Capacity/Nature of Interest | 權益股份數目[1]<br>Number of Shares interested[1] | 於本公司非上市股份／H股中的概約持股百分比[2](%)<br>Approximate percentage of shareholding in Unlisted Shares/H Shares of the Company[2] (%) | 在本公司股本總額中的概約持股百分比[2](%)<br>Approximate percentage of shareholding in the total share capital of the Company[2] (%) |
|---|---|---|---|---|---|
| H股<br>H Shares | | | | | |
| 張紅超先生[3]<br>Mr. Zhang Hongchao[3] | 董事長兼執行董事<br>Chairman of the Board and executive Director | 實益擁有人<br>Beneficial owner | 53,899,028 (L) | 35.72 | 14.20 |
| | | 受控法團的權益<br>Interest in controlled corporation | 647,994 (L) | 0.43 | 0.17 |
| 張紅甫先生[4]<br>Mr. Zhang Hongfu[4] | 執行董事兼首席執行官<br>Executive Director and chief executive officer | 實益擁有人<br>Beneficial owner | 53,899,028 (L) | 35.72 | 14.20 |
| | | 受控法團的權益<br>Interest in controlled corporation | 647,994 (L) | 0.43 | 0.17 |
| 蔡衛淼女士<br>Ms. Cai Weimiao | 執行董事兼前端供應鏈負責人<br>Executive Director and head of frontend supply chain | 實益擁有人<br>Beneficial owner | 254,016 (L) | 0.17 | 0.07 |
| 孫建濤先生<br>Mr. Sun Jiantao | 監事<br>Supervisor | 實益擁有人<br>Beneficial owner | 1,270,080 (L) | 0.84 | 0.33 |

*附註：*

(1) (L)－好倉

(2) 該計算乃基於截至最後實際可行日期本公司的總數228,735,742股已發行非上市股份及150,883,058股H股。

(3) 青春無畏，我們的員工持股平台之一，為在中國成立的有限合夥企業，由其普通合夥人張紅超先生管理。因此，根據證券及期貨條例，張紅超先生被視為於青春無畏持有的971,993股非上市股份及647,994股H股中擁有權益。

(4) 始於足下，我們的員工持股平台之一，為在中國成立的有限合夥企業，由其普通合夥人張紅甫先生管理。因此，根據證券及期貨條例，張紅甫先生被視為於始於足下持有的971,993股非上市股份及647,994股H股中擁有權益。

除上文所披露者外，據董事所深知，截至最後實際可行日期，我們並不知悉本公司任何董事、監事或最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有任何(a)須根據證券及期貨條例第352條登記於該條所指登記冊的權益或淡倉；或(b)根據標準守則須知會本公司及香港聯交所的權益或淡倉。

*Notes:*

(1) (L) – long position

(2) This calculation is based on the total number of 228,735,742 issued Unlisted Shares and 150,883,058 H Shares of the Company as of the Latest Practicable Date.

(3) Qingchun Wuwei, one of our employee shareholding platforms and a limited partnership established in the PRC, is managed by its general partner, Mr. Zhang Hongchao. As such, Mr. Zhang Hongchao is deemed to be interested in the 971,993 Unlisted Shares and 647,994 H Shares held by Qingchun Wuwei under the SFO.

(4) Shiyu Zuxia, one of our employee shareholding platforms and a limited partnership established in the PRC, is managed by its general partner, Mr. Zhang Hongfu. As such, Mr. Zhang Hongfu, is deemed to be interested in the 971,993 Unlisted Shares and 647,994 H Shares held by Shiyu Zuxia under the SFO.

Save as disclosed above and to the best knowledge of our Directors, as of the Latest Practicable Date, we were not aware of any Director, Supervisor or chief executive of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which (a) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (b) were required, pursuant to the Model Code, to be notified to the Company and the Hong Kong Stock Exchange.

## 主要股東及其他人士於股份及相關股份之權益及淡倉

本公司H股於2025年3月3日上市，故證券及期貨條例第XV部第2及第3分部以及證券及期貨條例第336條並不適用於2024年1月1日至2024年12月31日的本公司主要股東。

據董事所深知，截至最後實際可行日期，我們並不知悉任何人士（本公司董事、監事或最高行政人員除外）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部須予披露的權益或淡倉，或根據證券及期貨條例第336條須登記於該條所述登記冊的權益或淡倉。

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSON'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As the Company's H Shares were listed on March 3, 2025, Divisions 2 and 3 of Part XV of the SFO and Section 336 of the SFO were not applicable to the substantial Shareholders of the Company during the period from January 1, 2024 to December 31, 2024.

To the best knowledge of our Directors, as of the Latest Practicable Date, we were not aware of any person (other than the Directors, Supervisors or the chief executive of our Company) who had an interest or short position in the Shares or underlying Shares which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred therein.

## 股權掛鈎協議

於報告期間，本公司並無訂立任何股權掛鈎協議。

## EQUITY-LINKED AGREEMENTS

During the Reporting Period, the Company did not enter into any equity-linked agreements.

## 取得股份或債權證的權利

除本報告所披露者外，於報告期間，本公司或其任何附屬公司概無訂立任何可令董事或監事通過購買本公司或任何其他法人團體的股份或債權證而獲得權益的安排，而任何董事或其配偶或18歲以下子女均無權認購本公司或任何其他法人團體的權益或債權證，亦無行使任何該等權利。

## RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this report, at no time during the Reporting Period was the Company or any of its subsidiaries a party to any arrangement that would enable the Directors or Supervisors to acquire interests by means of acquisition of Shares in or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 had any right to subscribe for interests or debentures of the Company or any other body corporate or had exercised any such right.

## 董事於競爭業務的權益

於報告期間，概無董事或彼等各自的緊密聯繫人（定義見上市規則）在與本集團的業務構成競爭或可能構成競爭（不論直接或間接）的業務中擁有任何權益（擔任本公司及／或其附屬公司的董事除外）。

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the Reporting Period, none of the Directors or their respective close associates (as defined in the Listing Rules) is interested in any business (other than being a Director of the Company and/or its subsidiaries) which competes or is likely to compete, directly or indirectly, with the businesses of the Group.

## 關聯方交易及關連交易

於報告期間，本集團關聯方交易的詳情載於本報告所載綜合財務報表附註38。截至2024年12月31日止年度，概無綜合財務報表附註38所載關聯方交易或持續關聯方交易構成上市規則項下須予披露的關連交易或須予披露的持續關連交易。就該等關連交易及持續關連交易而言，本公司已遵守上市規則不時生效的披露規定。

## RELATED-PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

Details of the Group's related-party transactions during the Reporting Period are set out in Note 38 to the consolidated financial statements contained in this report. For the year ended December 31, 2024, there was no related party transaction or continuing related party transaction set out in Note 38 to the consolidated financial statements which constitutes disclosable connected transaction or disclosable continuing connected transaction under the Listing Rules. In respect of the connected transactions and the continuing connected transactions, the Company has complied with the disclosure requirements under the Listing Rules in force from time to time.

## 董事及監事於重大交易、安排及合約中的權益

除本報告另有披露者外，於報告期間，概無董事／監事或與董事／監事有關連的實體於本公司或其任何附屬公司為訂約方的任何對本集團業務屬重大的交易、安排或合約中直接或間接擁有權益。

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

Save as otherwise disclosed in this report, during the Reporting Period, none of the Directors/Supervisors or entities connected with the Directors/Supervisors had an interest, directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party.

## 與控股股東的合約

除本報告另有披露者外，截至2024年12月31日止年度，本公司或其任何附屬公司與控股股東或其任何附屬公司之間概無訂立任何重大合約（包括就提供服務而訂立）。

## CONTRACTS WITH CONTROLLING SHAREHOLDERS

Save as otherwise disclosed in this report, no contract of significance (including for the provision of services) has been entered into among the Company or any of its subsidiaries and the Controlling Shareholders or any of their subsidiaries during the year ended December 31, 2024.

## 管理合約

於報告期間及直至本報告日期，本公司概無與除董事或本公司全職聘用人員以外的其他人員簽訂或存在關於本公司全部或任何重大業務的管理和行政合約。

## MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Reporting Period and up to the date of this report with persons other than the Directors or persons employed by the Company on a full-time basis.

## 獲准許的彌償條文

於報告期間及直至本報告日期，本公司已為其董事投購適當責任保險。

## PERMITTED INDEMNITY PROVISIONS

During the Reporting Period and up to the date of this report, the Company had appropriate liability insurance in place for its Directors.

## H股股東稅項減免資料

本公司並不知悉股東因持有本公司證券而享有任何稅項減免。倘股東不確定購買、持有、出售、買賣股份或行使任何有關其權利的稅務影響，彼等應諮詢專家意見。

## INFORMATION ON TAX RELIEF FOR H SHAREHOLDERS

The Company is not aware of any tax relief available to Shareholders for holding its securities. Shareholders should seek expert advice if they are unsure of the tax implications of purchasing, holding, selling, dealing in the Shares, or exercising any of the rights attached to them.

## 薪酬政策以及董事、監事及高級管理層薪酬

截至2024年12月31日，我們共有7,025名僱員（截至2023年12月31日：6,280名僱員）。截至2024年12月31日止年度，本集團的員工成本總額約為人民幣1,448.0百萬元，包括工資、薪金、花紅、退休金成本、其他社會保障成本及其他僱員福利。本集團緊貼業務發展需求，不斷優化激勵體系，實施具有競爭力的薪酬政策。

截至2024年12月31日止年度，我們的董事及監事以薪資、社會保障及其他員工福利、僱員退休金計劃供款、酌情花紅的薪酬形式收取薪酬。

於報告期間，本集團並無向任何董事、監事或五名最高薪酬人士支付薪酬，以作為加入本集團或加入本集團後的獎勵或作為離職補償。截至2024年12月31日止年度，並無董事或監事放棄或同意放棄任何薪酬。除本報告所披露者外，於報告期末或期內任何時間，概無有關以董事、董事的受控法團及關連實體為受益人的貸款、準貸款及其他交易。於報告期末或期內任何時間，概無本公司為訂約方且董事或監事於其中直接或間接擁有重大權益的有關本集團業務的重大交易、安排及合約。

## REMUNERATION POLICY AND REMUNERATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

As of December 31, 2024, we had a total of 7,025 employees (as of December 31, 2023: 6,280 employees). For the year ended December 31, 2024, the total staff costs of the Group amounted to approximately RMB1,448.0 million, including wages, salaries, bonuses, pension costs, other social security costs and other employee benefits. The Group has optimized its incentive system and implemented a competitive remuneration policy to cater to the business development needs.

During the year ended December 31, 2024, our Directors and Supervisors received their remuneration in the form of salaries, social security and other employee benefits, contributions to employee pension plans, and discretionary bonuses.

During the Reporting Period, no emoluments were paid by the Group to any of the Directors, Supervisors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. During the year ended December 31, 2024, no Director or Supervisor waived or agreed to waive any emoluments. Save as disclosed in this report, there were no loans, quasi-loans and other transactions in favor of the Directors, controlled corporations of the Directors and connected entities at the end of or at any time during the Reporting Period. There were no significant transactions, arrangements and contracts concerning the Group's business to which the Company was a party and in which a Director or a Supervisor had a material interest, whether directly or indirectly, at the end of or at any time during Reporting Period.

有關董事及監事於報告期間的薪酬詳情載於綜合財務報表附註9。

Details of the remuneration of the Directors and Supervisors during the Reporting Period are set out in Note 9 to the consolidated financial statements.

## 退休金計劃

本集團於中國的附屬公司的僱員須按其薪金的一定百分比向退休金計劃供款，為有關福利提供資金。本集團對該等退休金計劃之唯一責任為作出指定供款。於報告期間，本集團並無使用沒收的供款以降低現有的供款水平。本集團退休金計劃之詳情載於綜合財務報表附註2.3。

## PENSION PLANS

Employees of the Group's subsidiaries in the PRC are required to contribute a certain percentage of their salaries to a pension plan to fund the benefits. The Group's only obligation with respect to the pension plan is to make specified contributions. During the Reporting Period, the Group did not use forfeited contributions to reduce the current level of contributions. Details of the pension plan of the Group are set out in Note 2.3 to the consolidated financial statements.

## 員工持股平台

為表彰員工的貢獻並激勵他們進一步推動我們的發展，青春無畏及始於足下作為我們的員工持股平台於2020年5月在中國成立。我們的員工持股平台並不構成上市規則第十七章項下的股份計劃。截至最後實際可行日期，這兩個平台下的所有獎勵均已授出並歸屬，因此，承授人持有我們員工持股平台的合夥權益。截至最後實際可行日期，青春無畏及始於足下分別有26名及28名有限合夥人。根據相關合夥協議，普通合夥人負責青春無畏及始於足下的管理及行政。除非另有協定，否則有限合夥人不得將其合夥權益轉讓予現有合夥人以外的其他人士。

## EMPLOYEE SHAREHOLDING PLATFORMS

In recognition of the contributions of our employees and to incentivize them to further promote our development, Qingchun Wuwei and Shiyu Zuxia were established as our employee shareholding platforms in the PRC in May 2020. Our employee shareholding platforms do not constitute a share scheme under Chapter 17 of the Listing Rules. As of the Latest Practicable Date, all of the awards under the two platforms have been granted and vested, and, as a result, the grantees held the partnership interest of our employee shareholding platforms. There are 26 and 28 limited partners in Qingchun Wuwei and Shiyu Zuxia, respectively, as of the Latest Practicable Date. Pursuant to the relevant partnership agreements, the general partners are responsible for the management and administration of Qingchun Wuwei and Shiyu Zuxia. The limited partners are not allowed to transfer their partnership interests to parties other than the existing partners unless otherwise agreed.

張紅超先生自青春無畏成立以來一直為其普通合夥人，張紅甫先生自始於足下成立以來一直為其普通合夥人。截至最後實際可行日期，張紅超先生擁有青春無畏36%的權益，張紅甫先生擁有始於足下15%的權益。此外，我們的執行董事兼高級管理層成員趙紅果女士，大咖國際食品有限公司(本公司的全資附屬公司)的監事邱勇先生及雪王智慧供應鏈(四川)有限公司兼雪王智慧供應鏈(廣東)有限公司的董事晉瑞瑞女士作為青春無畏的有限合夥人分別擁有青春無畏5%、1.5%及1.5%的權益。我們的監事崔海靜女士及于敏女士作為始於足下的有限合夥人分別擁有始於足下1%及1%的權益。除上文披露外，並無關連人士為青春無畏或始於足下的有限合夥人。

Mr. Zhang Hongchao has been the general partner of Qingchun Wuwei and Mr. Zhang Hongfu has been the general partner of Shiyu Zuxia since their establishment, respectively. As of the Latest Practicable Date, Mr. Zhang Hongchao is interested in Qingchun Wuwei as to 36% and Mr. Zhang Hongfu is interested in Shiyu Zuxia as to 15%. In addition, Ms. Zhao Hongguo (趙紅果), our executive Director and a member of our senior management, Mr. Qiu Yong (邱勇), a supervisor of Daka International Food Co., Ltd. (a wholly-owned subsidiary of the Company), and Ms. Jin Ruirui (晉瑞瑞), a director of Snow King Smart Supply Chain (Sichuan) Co., Ltd. and Snow King Smart Supply Chain (Guangdong) Co., Ltd., are interested in Qingchun Wuwei as limited partners as to 5%, 1.5%, 1.5%, respectively. Ms. Cui Haijing (崔海靜) and Ms. Yu Min (于敏), our Supervisors, are interested in Shiyu Zuxia as limited partners as to 1% and 1%, respectively. Save as disclosed above, there are no connected persons who are limited partners of Qingchun Wuwei or Shiyu Zuxia.

## 主要客戶及供應商

## MAJOR CUSTOMERS AND SUPPLIERS

截至2024年12月31日止年度，本集團五大客戶的收入佔本集團總收入的比例不足1%。

For the year ended December 31, 2024, the revenue of the five largest customers of the Group accounted for less than 1% of the total revenue of the Group.

截至2024年12月31日止年度，本集團五大供應商的採購額佔本集團總採購額的比例不足15%。

For the year ended December 31, 2024, the purchase of the five largest suppliers of the Group accounted for less than 15% of the total purchases of the Group.

據董事合理所知，董事或任何彼等之緊密聯繫人或任何股東(據董事所知其擁有本公司超過5%的已發行股本(不包括庫存股份(定義見上市規則)))概無於任何五大供應商或客戶中擁有任何權益。

To the reasonable knowledge of the Directors, none of the Directors or any of their close associates or any Shareholder (which to the knowledge of the Directors owns more than 5% of the issued share capital (excluding treasury shares (as defined in the Listing Rules)) of the Company) has any interest in any of the five largest suppliers or customers.

## 購買、出售或贖回本公司上市證券

於報告期間及截至最後實際可行日期，本公司及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（包括出售庫存股份（定義見香港上市規則））。截至2024年12月31日，本公司並無持有任何庫存股份（定義見上市規則）。

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities (including sale of treasury shares (as defined under the Hong Kong Listing Rules) during the Reporting Period and up to the Latest Practicable Date. As of December 31, 2024, the Company did not hold any treasury shares (as defined under the Listing Rules).

## 慈善捐助

於報告期間，本集團對外捐贈款項及物資共人民幣14.1百萬元。

## CHARITABLE DONATIONS

During the Reporting Period, the Group donated money and supplies totaling RMB14.1 million to external parties.

## 上市規則所規定的持續披露責任

本公司並無上市規則第13.20、13.21及13.22條規定的任何其他披露責任。

## CONTINUING DISCLOSURE OBLIGATIONS UNDER THE LISTING RULES

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

## 企業管治

本公司致力於確保高標準的企業管治，並已採納企業管治守則所載的守則條文。在上市後及截至本報告日期，本公司已遵守企業管治守則所載的所有適用的守則條文。

為維持高標準的企業管治，董事會將持續審核及監察本公司對企業管治守則的遵守情況。

有關本公司所採納的企業管治常規的資料載於本報告第61至89頁的企業管治報告。

## CORPORATE GOVERNANCE

The Company is committed to the high standards of corporate governance and has adopted the code provisions set out in the CG Code. After the Listing and as of the date of this report, the Company complied with all applicable code provisions set out in the CG Code.

In order to maintain the high standards of corporate governance, the Board will review and monitor the Company's compliance with the CG Code on an ongoing basis.

Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 61 to 89 of this report.

## 核數師

本集團截至2024年12月31日止年度的綜合財務報表已由安永會計師事務所審核。

自上市日期以來，本公司核數師並無發生變化。

## AUDITOR

The consolidated financial statements of the Group for the year ended December 31, 2024 have been audited by Ernst & Young.

There has been no change in the auditor of the Company since the Listing Date.

承董事會命
蜜雪冰城股份有限公司
*執行董事兼首席執行官*
**張紅甫先生**

香港，2025年4月23日

By order of the Board
MIXUE Group
**Mr. Zhang Hongfu**
*Executive Director and Chief Executive Officer*

Hong Kong, April 23, 2025

## 監事會組成

截至2024年12月31日，監事會由三名監事組成，包括一名監事會主席、一名職工代表監事及一名監事。監事的任期為三年，任期屆滿後可連選連任。

本公司的監事會組成如下：

## COMPOSITION OF SUPERVISORY COMMITTEE

As of December 31, 2024, the Supervisory Committee consisted of three Supervisors, including one chairlady of the Supervisory Committee, one employee representative Supervisor and one Supervisor. The Supervisors serve a three-year term, and can be re-elected upon expiration of their term of office.

The composition of the Supervisory Committee of the Company is as follows:

| 姓名<br>Name | 職銜<br>Title | 獲委任日期<br>Date of appointment | 職責及責任<br>Duties and responsibilities |
|---|---|---|---|
| 崔海靜女士<br>Ms. Cui Haijing (崔海靜) | 監事會主席<br>Chairlady of the Supervisory Committee | 2023年12月18日<br>December 18, 2023 | 負責監察董事及高級管理層的履職情況<br>Responsible for monitoring the performance of the Directors and senior management |
| 于敏女士<br>Ms. Yu Min (于敏) | 職工代表監事<br>Employee representative Supervisor | 2023年12月18日<br>December 18, 2023 | 負責監察董事及高級管理層的履職情況<br>Responsible for monitoring the performance of the Directors and senior management |
| 孫建濤先生<br>Mr. Sun Jiantao (孫建濤) | 監事<br>Supervisor | 2023年12月18日<br>December 18, 2023 | 負責監察董事及高級管理層的履職情況<br>Responsible for monitoring the performance of the Directors and senior management |

# 監事會報告
# REPORT OF THE SUPERVISORY COMMITTEE

## 2024年監事會主要活動

2024年，監事會依據中國法律和本公司規章賦予的職權，從維護本公司股東和員工利益出發，恪盡職守，認真履行監督職責。監事會認為，本公司董事會運作規範、決策程序合法，認真執行股東大會的決議，忠實履行了誠信義務；本公司建立了較為完善的內部控制制度，董事、高級管理人員執行職務時不存在違反法律、法規和本公司規章或損害本公司和股東利益的行為。

2024年，監事會對本公司財務狀況、財務管理制度的執行情況進行了監督和檢查，審閱了本公司財務報告。監事會認為，本公司財務狀況良好，財務運作規範，本公司刊發的財務報告均客觀、全面、公允地反映本公司的財務狀況和經營成果。

## 2025年監事會工作計劃

2025年，監事會將繼續履行監督職責，謹遵誠信原則，對本公司及其董事、高級管理人員實施有效監督，密切關注本公司運營管理和重大舉措，忠實維護本公司和全體股東的利益。

## PRINCIPAL ACTIVITIES OF SUPERVISORY COMMITTEE IN 2024

In 2024, the Supervisory Committee performed its supervisory duties with due diligence in the interests of the Shareholders and employees of the Company, in accordance with the powers and functions conferred by the laws of the PRC and the rules and regulations of the Company. The Supervisory Committee is of the view that the Board operated in a standardized manner, made decisions according to law, faithfully executed the resolutions of the general meetings, and faithfully fulfilled its obligations of integrity. The Company has established a relatively sound internal control system, and there is no violation of laws, rules and regulations and the Company's rules and regulations by Directors and senior management in the performance of their duties, or any behavior that is detrimental to the interests of the Company and its Shareholders.

In 2024, the Supervisory Committee supervised and inspected the Company's financial standing and the implementation of the financial management system, and reviewed the Company's financial reports. The Supervisory Committee is of the opinion that the Company is in a sound financial position and standardized in financial operations, and that the financial reports published by the Company reflect the Company's financial position and operating results in an objective, all-round and fair manner.

## 2025 WORK PLAN OF SUPERVISORY COMMITTEE

In 2025, the Supervisory Committee will continue to fulfill its supervisory duties, abide by the principle of integrity, exercise effective supervision over the Company and its Directors and senior management, pay close attention to the Company's operations and management and major initiatives, and faithfully protect the interests of the Company and all Shareholders.

董事會欣然於本集團截至2024年12月31日止年度的年報內提呈企業管治報告。

The Board of Directors is pleased to present the Corporate Governance Report in the Group's annual report for the year ended December 31, 2024.

## 企業管治文化與價值觀

本公司致力確保按照高道德標準開展公司事務，堅信在實現長期目標的過程中，必須採取正直、透明和負責任行動的信念。本公司相信，從長遠來看，此舉將令股東財富最大化，且其員工、與之有業務往來之人士以及其經營所在社區均將受益。

## CORPORATE GOVERNANCE CULTURE AND VALUE

The Company is committed to ensuring that its affairs are conducted in accordance with high ethical standards. This reflects its belief that, in the achievement of its long-term objectives, it is imperative to act with probity, transparency and accountability. By so acting, the Company believes that Shareholder wealth will be maximised in the long term and that its employees, those with whom it does business and the communities in which it operates will all benefit.

# 企業管治報告
# CORPORATE GOVERNANCE REPORT

## 企業管治實務

董事會致力達致高標準的企業管治。董事會相信，高標準的企業管治對本公司架構至關重要，可保障股東權益、提升企業價值、制定業務策略和政策以及提高透明度和問責性。

本公司已採納上市規則附錄C1所載企業管治守則的原則及守則條文，作為本公司企業管治實務的基礎。

由於截至2024年12月31日，本公司股份尚未在聯交所上市，故上市規則附錄C1所載之企業管治守則於截至2024年12月31日止年度內不適用於本公司，但自上市日期起適用於本公司。

董事會認為，本公司於上市日期至本報告日期期間已遵守企業管治守則項下所有適用的守則條文。本公司會繼續檢討及監察其企業管治實務，以確保符合企業管治守則。

## CORPORATE GOVERNANCE PRACTICES

The Board is committed to achieving high corporate governance standards. The Board believes that high corporate governance standards are essential in providing a framework for the Company to safeguard the interests of the Shareholders, enhance corporate value, formulate its business strategies and policies, and improve its transparency and accountability.

The Company has adopted the principles and code provisions of the CG Code contained in Appendix C1 to the Listing Rules as the basis for the corporate governance practices of the Company.

As the Company's shares were not listed on the Stock Exchange as of December 31, 2024, the CG Code set out in Appendix C1 to the Listing Rules were not applicable to the Company during the year ended December 31, 2024 but has applied to the Company since the Listing Date.

In the opinion of the Board, the Company has complied with all applicable code provisions under the CG Code during the period from the Listing Date to the date of this report. The Company will continue to review and monitor its corporate governance practices to ensure compliance with the CG Code.

## 董事進行證券交易的標準守則

本公司已採納上市規則附錄C3所載之《上市發行人董事進行證券交易的標準守則》(「**《標準守則》**」)作為其自身董事及監事進行本公司證券交易的行為守則。

由於截至2024年12月31日本公司股份尚未在聯交所上市，故於截至2024年12月31日止年度內，董事及監事須遵守的《標準守則》中的相關規則不適用於本公司。

已向所有董事及監事進行了特定查詢，及所有董事及監事均已確認自上市日期起其已遵守《標準守則》。

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 to the Listing Rules as its own code of conduct for dealing in securities of the Company by the Directors and Supervisors.

As the Company's shares were not listed on the Stock Exchange as of December 31, 2024, the relevant rules of the Model Code, to which the Directors and Supervisors were subject, were not applicable to the Company during the year ended December 31, 2024.

Specific enquiry has been made of all the Directors and Supervisors, all the Directors and Supervisors have confirmed that they have complied with the Model Code since the Listing Date.

## 董事會

本公司由富有成效的董事會領導，其肩負領導及管控本公司之責任，並透過指導及監督本公司之事務，集體對促進本公司取得成功負責。董事以本公司最佳利益為出發點客觀地作出決定。

董事會具備符合本公司業務要求的平衡的技能、經驗及多元化觀點，並定期檢討董事為履行其對本公司的責任而須作出的貢獻，以及檢討董事是否投入足夠的時間履行與其職務相稱的職責和董事會職責。董事會由執行董事及獨立非執行董事均衡組合而成，以加強董事會獨立性，使其能有效地行使獨立判斷。

## 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 independent non-executive Directors so that there is a strong independent element on the Board, which can effectively exercise independent judgement.

**董事會組成**

董事會目前由以下董事組成：

*執行董事：*
張紅超先生*(董事長)*
張紅甫先生*(首席執行官)*
蔡衛淼女士
趙紅果女士

*獨立非執行董事：*
潘慧妍女士
朱璽先生
黃宣德先生

各董事確認，彼已於2023年12月22及23日就其作為上市發行人董事所適用的上市規則項下規定，以及向聯交所作出虛假聲明或提供虛假資料的可能後果，取得上市規則第3.09D條所指的法律意見，及彼確認了解彼作為上市發行人董事所負責任。

董事履歷詳情載於本報告「董事、監事及高級管理層」一節。張紅超先生及張紅甫先生為兄弟，而時朋先生為彼等的表兄弟。除上述披露外，本公司董事、監事或高級管理層成員之間不存在任何關係(包括財務、業務、親屬或其他重大或相關關係)。

**Board Composition**

The Board currently comprises the following Directors:

*Executive Directors:*
Mr. Zhang Hongchao *(Chairman of the Board)*
Mr. Zhang Hongfu *(Chief Executive Officer)*
Ms. Cai Weimiao
Ms. Zhao Hongguo

*Independent Non-executive Directors:*
Ms. Poon Philana Wai Yin
Mr. Chu Gary Hsi
Mr. Huang Sidney Xuande

Each of our Directors has confirmed that he/she obtained the legal advice referred to in Rule 3.09D of the Listing Rules as regards the requirements under the Listing Rules that are applicable to him/her as a director of a listed issuer and the possible consequences of making a false declaration or giving false information to the Stock Exchange on December 22 and 23, 2023, and he/she has confirmed he/she understood his/her obligations as a director of a listed issuer.

The biographical details of the Directors are set out in the section headed "Directors, Supervisors and Senior Management" in this report. Mr. Zhang Hongchao and Mr. Zhang Hongfu are brothers, and Mr. Shi Peng is their cousin. Save as disclosed above, there were no relationships (including financial, business, family or other material or relevant relationships) among the Directors, Supervisors or members of the senior management of the Company.

## 董事會會議及董事出席記錄

董事會每年至少召開四次會議，大約每季度一次，且過半數之董事應親身或透過電子通訊方式積極參與會議。所有董事會例會均應發出不少於14天的通知，以便全體董事有機會參加董事會例會，並將事項列入董事會例會議程。

就其他董事會會議而言，一般須發出合理通知。至於其他委員會會議，則須在會議前按職權範圍的規定發出通知。會議記錄由本公司的公司秘書保存，副本分發給所有董事，以供參考和記錄。

由於本公司股份於2025年3月3日在聯交所上市，企業管治守則所載於報告期內舉行的董事會會議及董事委員會會議次數相關守則條文於截至2024年12月31日止年度並不適用於本公司。自上市日期起至本報告日期期間，董事會舉行一次董事會會議，且並無舉行任何股東會。個別董事出席本公司董事會會議的情況載列如下：

## Board Meetings and Directors' Attendance Records

Board meetings should be held at least four times a year, roughly once a quarter, involving active participation, either in person or through electronic means of communication, of a majority of Directors. Notices of not less than fourteen days are given for all regular Board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for regular Board meetings.

For other Board meetings, reasonable notice has to be given generally. For other committee meetings, a notice shall be given as prescribed in the terms of reference prior to the meeting. Minutes of meetings are kept by the company secretary of the Company with copies circulated to all Directors for information and records.

As the Company's shares were listed on the Stock Exchange on March 3, 2025, the code provisions in relation to the number of board meetings and board committees meetings held during the Reporting Period set out in the CG Code were not applicable to the Company during the year ended December 31, 2024. During the period from the Listing Date and up to the date of this report, the Board convened one board meeting and did not hold any general meeting. The attendance of the individual Directors at Board meeting of the Company is set out below:

| 董事姓名 | Name of Directors | 出席次數／舉行會議次數<br>Number of attendance/<br>meeting(s) held<br>董事會會議<br>Board Meeting(s) |
|---|---|---|
| **執行董事** | **Executive Directors** | |
| 張紅超先生 | Mr. Zhang Hongchao | 1/1 |
| 張紅甫先生 | Mr. Zhang Hongfu | 1/1 |
| 蔡衛淼女士 | Ms. Cai Weimiao | 1/1 |
| 趙紅果女士 | Ms. Zhao Hongguo | 1/1 |
| **獨立非執行董事** | **Independent non-executive Directors** | |
| 潘慧妍女士 | Ms. Poon Philana Wai Yin | 1/1 |
| 朱璽先生 | Mr. Chu Gary Hsi | 1/1 |
| 黃宣德先生 | Mr. Huang Sidney Xuande | 1/1 |

**董事會及管理層的職責、責任和貢獻**

董事會應肩負領導及管控本公司之責任，集體對指導及監督本公司之事務負責。

董事會直接及透過其委員會間接領導及指導管理層，制定策略並監督其實施情況，監察本集團的營運和財務表現，並確保建立健全的內部控制和風險管理制度。

所有董事（包括獨立非執行董事）均向董事會提供豐富的寶貴業務經驗、知識及專業性，令其有效且高效運作。獨立非執行董事負責確保本公司的監管匯報達至高標準，並確保董事會保持均衡，以便對企業行動及營運作出有效的獨立判斷。

為履行對本公司的職責，所有董事均可充分、及時地獲取本公司的所有資料，及可在適當情況下應要求尋求獨立的專業建議，相關費用由本公司承擔。

董事應向本公司披露其擔任的其他職務的詳細情況。

董事會負責且擁有我們業務管理及運營的一般權力，包括釐定我們的業務策略及投資計劃、實施於股東會通過的決議案，以及行使公司章程授予的其他權力、職能及職責。董事會還負責根據公司章程以及包括上市規則在內的所有適用法律法規行使其他權力、職能和職責。董事會已將本集團日常管理及運營的權力及責任授予本集團高級管理層，管理層對本集團的營運向董事會承擔責任。

**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 internal control and risk management systems are in place.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The 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 is responsible for and in possession of the general powers for our business management and operation, including determining our business strategies and investment plans, implementing resolution(s) passed at the general meeting, and exercising other powers, functions and duties granted by the Articles of Association. The Board is also responsible for exercising other powers, functions and duties pursuant to the Articles of Association and all applicable laws and regulations, including the Listing Rules. The Board had granted the powers and duties in respect of the Group's daily management and operation to the senior management of the Group, and the management assume responsibilities for the operation of the Group to the Board.

本公司已投購適當的保險，以承保因公司活動而對董事及高級管理層採取的法律行動相關的董事及高級管理層責任。每年對保險的承保範圍進行檢討。

The Company has arranged appropriate insurance coverage on Directors' and officers' liabilities in respect of legal actions taken against Directors and senior management arising out of corporate activities. The insurance coverage would be reviewed on an annual basis.

**董事長及首席執行官**

張紅超先生及張紅甫先生分別擔任董事長及首席執行官職務。董事長負責本集團的戰略及企業文化。首席執行官負責本集團整體運營及管理，以及領導高級管理團隊。

**Chairman and Chief Executive Officer**

The positions of Chairman and Chief Executive Officer are held by Mr. Zhang Hongchao and Mr. Zhang Hongfu respectively. The Chairman in charge of the strategies and corporate culture of the Group. The Chief Executive Officer in charge of the overall operations and management as well as leading the senior management team of our Group.

**獨立非執行董事**

自上市日期起至本報告日期，董事會始終符合上市規則有關委任至少三名獨立非執行董事（佔董事會人數不少於三分之一）且其中一名獨立非執行董事須具備適當的專業資格或會計或相關財務管理專長的規定。

**Independent non-executive Directors**

From the Listing Date to the date of this report, 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 no less than one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

本公司已收到每名獨立非執行董事根據上市規則第3.13條所載的獨立性指引就其獨立性出具的年度書面確認書。本公司認為所有獨立非執行董事均具備獨立性。

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.

## 董事會獨立性評估

董事會已實施機制，確保其可獲得獨立意見及資料。該機制的實施情況及有效性已按年度進行審查。董事會認為，自上市日期起至本報告日期，該機制的運行屬恰當及有效。該機制概述如下：

### *結構*

董事會確保委任至少三名獨立非執行董事，且其至少三分之一（或上市規則可能不時規定的更高比例）的成員為獨立非執行董事，以及至少一名獨立非執行董事具備合適專業資格、會計或相關財務管理專業知識。此外，根據上市規則規定，獨立非執行董事將盡可能地獲委任為董事委員會成員，以確保董事會可獲得獨立意見。

### *對提名慣例的獨立評估*

本公司已建立選舉董事的提名政策。該政策規定了選舉及表現評估的標準及程序，向董事會提供有關提名及委任本公司董事（包括獨立非執行董事）的指引。就提名及委任獨立非執行董事而言，提名委員會嚴格遵守提名政策，並須按年評估獨立非執行董事的獨立性，確保彼等可持續行使獨立判斷。董事會認為，明確的選舉程序有利於企業管治、董事會可持續性及董事會層級的恰當領導，提高董事會效率及多元化程度，確保董事會可獲得獨立意見及資料。

## Board Independence Evaluation

The Board has implemented mechanism to ensure independent views and input are available to the Board. The implementation and effectiveness of such mechanism was reviewed on an annual basis. The Board considers that such mechanism has been implemented properly and effectively from the Listing Date to the date of this report. The mechanism is summarized as below:

### *Composition*

The Board ensures the appointment of at least three independent non-executive Directors and at least one-third of its members being independent non-executive Directors (or such higher threshold as may be required by the Listing Rules from time to time), with at least one independent non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise. Further, independent non-executive Directors will be appointed to the Board committees as required under the Listing Rules and as far as practicable to ensure independent views are available.

### *Independent Assessment in Nomination Practices*

The Company has nomination policy for election of Directors. Such policy, devising the criteria and procedures of selection and performance evaluation, provides guidance to the Board on nomination and appointment of Directors (including the independent non-executive Directors) of the Company. The Nomination Committee strictly adheres to the nomination policy with regard to the nomination and appointment of independent non-executive Directors, and is mandated to assess annually the independence of independent non-executive Directors to ensure they can continually exercise independent judgment. The Board believes that the defined selection process is good for corporate governance in serving the Board continuity and appropriate leadership at Board level, enhancing Board effectiveness and diversity, and ensuring independent views and input are available to the Board.

***董事會決策***

董事(包括獨立非執行董事)於有合理需求時可尋求獨立專業建議以協助彼等履行職責，費用由本公司承擔。倘主要股東或董事於董事會審閱其認為屬重大之事項中存在利益衝突，該事項將以董事會線下會議而非書面決議案處理。於合約、交易或安排中擁有重大利益的董事須就批准該合約、交易或安排的董事會決議案放棄投票，或不被計入法定人數。

***Board Decision Making***

The Directors (including independent non-executive Directors), upon reasonable request, may seek independent professional advice at the Company's expense, to assist the performance of their duties. If a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter would be dealt with by a physical Board meeting rather than a written resolution. A Director who has a material interest in a contract, transaction or arrangement shall not vote or be counted in the quorum on any Board resolution approving the same.

**董事的任命和重選**

根據本公司的公司章程，董事於股東會選舉產生，董事任期從就任之日起算，為期三年。董事任期屆滿後，符合資格連選連任。

**Appointment and Re-election of Directors**

Under the Articles of Association of the Company, the Directors shall be elected at Shareholders' general meetings with a term of office of three years from the date on which they assume their office. Upon the expiration of the term of office, Directors shall be eligible to offer themselves for re-election.

因此，執行董事均已簽訂單獨的服務合約，及本公司向每位獨立非執行董事發出了單獨的委任函。

Accordingly, the executive Directors had each enter into a separate service contract and the Company had issued a separate letter of appointment to each of the independent non-executive Directors.

除上述披露外，本公司未簽訂在未支付任何賠償(法定賠償除外)的情況下一年內不可終止的相關未屆滿服務合約。

Save as disclosed above, the Company did not sign any relevant unexpired service contract which is not determinable within a year without payment of any compensation, other than statutory compensation.

**董事的持續專業發展**

董事應及時了解監管發展及變化，以有效履行其職責及確保其對董事會的貢獻保持有據可依和體現關聯性。

**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.

每名新獲委任的董事在首次獲委任時均已接受正式及全面的入職培訓，以確保其對本公司的業務及營運有適當的了解，並充分知悉上市規則及相關法定規定下董事的責任及義務。

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.

董事應參加適當的持續專業發展，以發展和更新其知識和技能。於截至2024年12月31日止年度及上市前，所有董事均已透過參加培訓課程或外部研討會來持續進行專業發展，以發展和更新其對董事會貢獻的相關知識和技能。

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. During the year ended December 31, 2024 and prior to the Listing, all Directors have participated in continuous professional development by attending training course or external seminars to develop and refresh their knowledge and skills in relation to their contribution to the Board.

截至2024年12月31日止年度及直至本報告日期，董事參與的培訓概述如下：

The training received by the Directors for the year ended December 31, 2024 and up to date of this report is summarized below:

| 董事姓名 | 持續專業發展參與情況(1) | Name of Director | Participated in continuous professional development(1) |
|---|---|---|---|
| ***執行董事*** | | ***Executive Directors*** | |
| 張紅超先生 | ✓ | Mr. Zhang Hongchao | ✓ |
| 張紅甫先生 | ✓ | Mr. Zhang Hongfu | ✓ |
| 蔡衛淼女士 | ✓ | Ms. Cai Weimiao | ✓ |
| 趙紅果女士 | ✓ | Ms. Zhao Hongguo | ✓ |
| ***獨立非執行董事*** | | ***Independent Non-Executive Directors*** | |
| 潘慧妍女士 | ✓ | Ms. Poon Philana Wai Yin | ✓ |
| 朱璽先生 | ✓ | Mr. Chu Gary Hsi | ✓ |
| 黃宣德先生 | ✓ | Mr. Huang Sidney Xuande | ✓ |

*附註：*

(1) 參與本公司或其他外部方安排的培訓／研討會／培訓會或閱讀相關資料

*Note:*

(1) Attended training/seminar/conference arranged by the Company or other external parties or read relevant materials

## 董事委員會

董事會下設三個委員會，即審計委員會、薪酬委員會及提名委員會，以監督本公司事務的特定方面。本公司所有董事委員會均制定了明確的書面職權範圍，明確其權力和職責。董事委員會的職權範圍已於本公司網站及聯交所網站公佈，可應要求供股東查閱。

## BOARD COMMITTEES

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

### 審計委員會

審計委員會由三名成員組成，即黃宣德先生、潘慧妍女士及朱璽先生。黃宣德先生擔任審計委員會主席。

審計委員會職權範圍條款的嚴格程度不遜於企業管治守則所載職權範圍之條款。審計委員會的主要職責是協助董事會檢討財務資料和報告程序、風險管理和內部控制制度、內部審計職能部門的有效性、審計範圍和外部核數師的任命，以及令本公司員工能夠對本公司在財務報告、內部控制或其他事項上可能存在的不當行為提請公司關注的安排。

### Audit Committee

The Audit Committee consists of three members, namely Mr. Huang Sidney Xuande, Ms. Poon Philana Wai Yin and Mr. Chu Gary Hsi. Mr. Huang Sidney Xuande 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 CG Code. The main duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting process, risk management and internal control systems, effectiveness of the internal audit function, scope of audit and appointment of external auditors, and arrangements to enable employees of the Company to raise concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

由於本公司股份於2025年3月3日在聯交所上市，於截至2024年12月31日止年度內並無召開審計委員會會議。自上市日期起至本報告日期期間，審計委員會已舉行一次會議，以審閱及討論本集團截至2024年12月31日止年度經審核綜合財務報表及年度業績公告、風險管理和內部控制制度、外部核數師的重新任命、審計委員會的職權範圍及其他相關事宜。審計委員會委員出席會議的情況載列如下：

As the Company's shares were listed on the Stock Exchange on March 3, 2025, no meetings of the Audit Committee were held during the year ended December 31, 2024. During the period from the Listing Date and up to the date of this report, the Audit Committee held one meeting to review and discuss the audited consolidated financial statements and annual results announcement of the Group for the year ended December 31, 2024, risk management and internal control systems, re-appointment of external auditor, the terms of reference of the Audit Committee and other relevant matters. The attendance of members of the Audit Committee is set out below:

| 審計委員會委員姓名 | 出席次數／舉行會議次數 | Name of members of the Audit Committee | Number of attendance/ meeting(s) held |
|---|---|---|---|
| 黃宣德先生 | 1/1 | Mr. Huang Sidney Xuande | 1/1 |
| 潘慧妍女士 | 1/1 | Ms. Poon Philana Wai Yin | 1/1 |
| 朱璽先生 | 1/1 | Mr. Chu Gary Hsi | 1/1 |

**薪酬委員會**

薪酬委員會由三位成員組成，即朱璽先生、黃宣德先生和張紅甫先生。朱璽先生擔任薪酬委員會主席。

**Remuneration Committee**

The Remuneration Committee consists of three members, namely Mr. Chu Gary Hsi, Mr. Huang Sidney Xuande and Mr. Zhang Hongfu. Mr. Chu Gary Hsi is the chairman of the Remuneration Committee.

薪酬委員會職權範圍條款的嚴格程度不遜於企業管治守則所載職權範圍之條款。薪酬委員會的主要職能包括（其中包括）檢討個別執行董事及高級管理層的薪酬待遇，以及所有董事、監事及高級管理層的薪酬政策及架構，並就之向董事會提出建議；檢討董事的表現；考慮可比公司支付的薪酬以及董事於本集團其他成員公司的時間投入、職責及受僱條件；檢討及批准面向因不當行為、造成損失、任期或委任結束而獲解僱或免職的董事的補償安排，以確保與

The terms of reference of the Remuneration Committee are of no less exacting terms than those set out in the CG Code. The primary functions of the Remuneration Committee include, among others, reviewing and making recommendations to the Board on the remuneration packages of individual executive Directors and senior management, the remuneration policy and structure for all Directors, Supervisors and senior management; reviewing the performance of Directors; considering salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group; reviewing and approving compensation arrangements relating to dismissal or removal of directors for misconduct and for any loss or termination of office or appointment to ensure that they are consistent with contractual terms and are otherwise reasonable and

合約條款一致，且在其他方面為合理及恰當；檢討及／或批准與股份計劃有關的事宜；及建立透明的制訂該等薪酬政策及架構的程序，以確保董事或其任何聯繫人均不會參與決定其本人的薪酬。

appropriate; reviewing and/or approve matters relating to share schemes; and establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration.

由於本公司股份於2025年3月3日在聯交所上市，於截至2024年12月31日止年度內及本報告日期並無召開薪酬委員會會議。

As the Company's shares were listed on the Stock Exchange on March 3, 2025, no meetings of the Remuneration Committee were held during the year ended December 31, 2024 and as at the date of this report.

本集團董事、監事及五名最高薪酬人士的薪酬詳情載於本報告綜合財務報表附註9和10。截至2024年12月31日止年度，按組別劃分的應支付予高級管理層成員的薪酬載列如下：

Details of the emoluments of the Directors, Supervisors and five highest paid individuals of the Group are set out in Notes 9 and 10 to the Consolidated Financial Statements of this report. The remuneration payable to members of senior management by band for the year ended December 31, 2024 is set out below:

| 薪酬（港元） | 人數 | Remuneration (HK$) | Number of Individuals |
|---|---|---|---|
| 零至5,000,000港元 | 0 | Nil to HK$5,000,000 | 0 |
| 5,000,000港元以上 | 5 | Above HK$5,000,000 | 5 |

本公司的薪酬政策旨在確保向員工（包括董事及高級管理層）提供的薪酬乃基於其技能、知識、責任及對本公司事務的參與程度。執行董事的薪酬待遇亦參照本公司的表現和盈利能力、當時市狀及每位執行董事的表現或貢獻釐定。執行董事的薪酬包括基本薪金、退休金及酌情花紅。獨立非執行董事的薪酬政策旨在確保獨立非執行董事就其為本公司事務所付出的努力和所投入的時間（包括參與董事委員會）獲得充分補償。獨立非執行董事的薪酬主要包括由董事會根據其責任和職責釐定的董事袍金。

The Company's remuneration policy is to ensure that the remuneration offered to employees, including Directors and senior management, is based on skill, knowledge, responsibilities and involvement in the Company's affairs. The remuneration packages of Executive Directors are also determined with reference to the Company's performance and profitability, the prevailing market conditions and the performance or contribution of each executive Director. The remuneration for the executive Directors comprises basic salary, pensions and discretionary bonus. The remuneration policy for the independent non-executive Directors is to ensure that the independent non-executive Directors are adequately compensated for their efforts and time dedicated to the Company's affairs, including their participation in Board committees. The remuneration for the independent non-executive Directors mainly comprises Director's fee which is determined with reference to their duties and responsibilities by the Board.

## 提名委員會

提名委員會由四名成員組成，即張紅超先生、潘慧妍女士、朱璽先生及黃宣德先生。張紅超先生擔任提名委員會主席。

提名委員會職權範圍條款的嚴格程度不遜於企業管治守則所載職權範圍之條款。

提名委員會的主要職責包括檢討董事會的組成、制定及闡述董事提名及委任相關程序、就董事的委任及繼任計劃向董事會提出建議、檢討董事會多元化政策及董事提名政策，以及評估獨立非執行董事的獨立性。

在評估董事會組成時，提名委員會會考慮本公司董事會多元化政策所載之有關董事會多元化的各方面及因素。提名委員會將在必要時討論和商定可計量目標，以實現董事會多元化，並將該等目標建議提交董事會以供採納。

在物色及挑選合適的董事候選人時，提名委員會將在適當情況下，考慮董事提名政策所載之配合企業策略及實現董事會多元化而屬必要的候選人有關標準，而後再向董事會提出建議。

由於本公司股份於2025年3月3日在聯交所上市，於截至2024年12月31日止年度內及本報告日期並無召開提名委員會會議。

## Nomination Committee

The Nomination Committee consists of four members, namely Mr. Zhang Hongchao, Ms. Poon Philana Wai Yin, Mr. Chu Gary Hsi and Mr. Huang Sidney Xuande. Mr. Zhang Hongchao is the chairman of the Nomination Committee.

The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the CG Code.

The principal duties of the Nomination Committee include reviewing the Board composition, developing and formulating relevant procedures for the nomination and appointment of Directors, making recommendations to the Board on the appointment and succession planning of Directors, reviewing the Board Diversity Policy and the Director Nomination Policy and assessing the independence of independent non-executive Directors.

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.

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

As the Company's shares were listed on the Stock Exchange on March 3, 2025, no meetings of the Nomination Committee were held during the year ended December 31, 2024 and as at the date of this report.

**董事會多元化政策**

本公司已採納董事會多元化政策，並規定了實現董事會多元化的方式。本公司認識到並接受多元化董事會的裨益，並將提升董事會層面的多元化視為令本公司保持可持續發展及達成戰略目標的基本要素。

根據董事會多元化政策，對所有董事的任命均以用人唯才為原則，於選擇董事會成員候選人時，在符合適當條件的前提下，充分考慮董事會成員多元化的裨益。本公司將於選擇董事候選人時進行多個方面的考量，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務任期。是否獲任命最終取決於篩選出的候選人能為董事會創造的價值和貢獻。

提名委員會負責檢討董事會多元化政策，制訂及檢討可計量目標，以推行該政策，並確定為達致該等目標而取得的進展。

**Board Diversity Policy**

The Company has adopted the Board Diversity Policy and stipulated the means to achieve Board diversity. The Company recognises and embraces the benefits of having a diverse Board and sees enhanced diversity at the Board level as an essential element in maintaining the Company's sustainable development and achieving its strategic goals.

Pursuant to the Board Diversity Policy, all appointments to the Board are based on the principle of meritocracy, and the benefits of diversity of Board members are fully taken into consideration with appropriate conditions when considering candidates. The Company will consider a number of aspects when selecting the candidates to the Board, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision of the appointment will be based on merit and the contribution which the selected candidates will bring to the Board.

The Nomination Committee is responsible for reviewing the Board Diversity Policy, setting and reviewing measurable objectives to implement the policy and ascertain the progress made towards achieving those objectives.

根據可計量目標，目前董事會的組成分析如下：

**性別**

男：四名董事
女：三名董事

**年齡組別**

31至40歲：三名董事
41至50歲：一名董事
51至60歲：兩名董事
61至70歲：一名董事

**職務**

執行董事：四名董事
獨立非執行董事：三名董事

**業務經驗**

會計及財務：一名董事
法律：一名董事
與公司業務相關的經驗：
五名董事

截至最後實際可行日期，董事會包括三名女性董事及四名男性董事。董事會滿意董事會的性別多元化，並將繼續維持多元化董事會，未來將在維持至少一名董事會成員為女性的基礎上，在物色和培養提名人士時持續充分考慮性別因素。提名委員會將至少每年檢討董事會多元化政策及可計量目標，以確保董事會的持續運作及富有成效。

The current Board composition is analysed as follows based on the measurable objectives:

**Gender**

Male: 4 Directors
Female: 3 Directors

**Age group**

31-40: 3 Directors
41-50: 1 Director
51-60: 2 Directors
61-70: 1 Director

**Position**

Executive Directors: 4 Directors
Independent non-executive Directors: 3 Directors

**Business experience**

Accounting and finance: 1 Director
Law: 1 Director
Experience relevant to the Company's business: 5 Directors

As of the Latest Practicable Date, the Board consists of three female and four male Directors. The Board is satisfied with its gender diversity and will continue to maintain a diverse Board. In the future, gender will continue to be fully considered in the selection and development of nominees on the basis of maintaining at least one female Board member. The Nomination Committee will review at least on a yearly basis the Board Diversity Policy and measurable objectives to ensure the sustained function and effectiveness of the Board.

## 性別多元化

本公司重視本集團各個層級的性別多元化。下表載列截至2024年12月31日，本集團（包括董事會及高級管理層）的員工性別比例：

## Gender Diversity

The Company values gender diversity across all levels of the Group. The following table sets out the gender ratio in the workforce of the Group, including the Board and senior management as of December 31, 2024:

| | | 女<br>Female | 男<br>Male |
|---|---|---|---|
| **董事會** | **Board** | 42.86% (3) | 57.14% (4) |
| **高級管理層（不包括執行董事）** | **Senior Management (excluding Executive Directors)** | 0% (0) | 100% (2) |
| **員工總人數[1]** | **Overall workforce[1]** | 26.73% (1,770) | 73.27% (4,851) |

截至2024年12月31日，員工隊伍（包括高級管理層）的性別比例為約4,851名男性及1,770名女性。董事會認為，當前的性別比例反映了我們員工架構的性別平衡。展望未來，本公司將繼續監測及評估多元化政策，不時採納可量化目標，以確保其持續有效性以及本公司多元化政策及員工架構中的性別平衡。

As of December 31, 2024, the gender ratio in the workforce (including senior management) was approximately 4,851 males to 1,770 female. The Board considers that the current gender ratio reflects a gender balance in our employee structure. Going forward, the Company will continue to monitor and evaluate the diversity policy and adopt measurable objectives from time to time to ensure continued effectiveness and the Company's diversity policy and the gender balance in our employee structure.

*附註：*

(1) 由於部分海外國家及地區存在員工隱私保護規定（包括性別），此處披露的數據為本集團中國境內（含港澳台）的法人主體公司僱傭的全職員工。

*Note:*

(1) Due to the protection of employee privacy (including gender) in some overseas countries and regions, the number disclosed here represents the full-time employees employed by the Group's legal entities in China (including Hong Kong, Macao and Taiwan).

**董事提名政策**

本公司提名委員會主要負責選舉本公司董事、總經理及其他高級管理層候選人、建立選舉標準及程度以及作出建議。

本公司已採納董事提名政策，其中列明與本公司董事提名及委任有關的甄選標準及提名程序以及董事會繼任計劃考慮因素，旨在確保董事會具備適用於本公司的平衡的技能、經驗及多元化觀點，及確保董事會的連續性和董事會層面的適當領導。

董事提名政策所載之提名程序如下：

**委任新董事**

(i) 提名委員會應積極與本公司相關部門溝通，了解本公司對新董事及高級管理層的需求並製作書面材料；

(ii) 提名委員會可能在本公司、其控股公司及就業市場廣泛物色董事及高級管理層候選人；

(iii) 提名委員會應收集有關(其中包括)候選人之職業、教育背景、職務頭銜、詳細工作經驗及所有兼職工作，並製作書面材料；

(iv) 提名委員會應尋求被提名人之建議，了解彼等對自身提名的預期，且未獲被提名人同意，彼等不得被視為董事及高級管理層候選人；

**Director Nomination Policy**

The Nomination Committee of the Company is primarily responsible for selection of candidates for directors, general manager and other senior management of the Company, and setting up criteria and procedures for selection and making recommendation.

The Company has adopted a director nomination policy 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.

The nomination process set out in the director nomination policy is as follows:

**Appointment of New Director**

(i) the Nomination Committee shall communicate actively with relevant departments of the Company to understand the demand of the Company for new Directors and senior management and shall produce written materials;

(ii) the Nomination Committee may seek extensively for candidates of Directors and senior management in the Company, its holding companies and job market;

(iii) the Nomination Committee shall collect information on, among others, occupation, educational background, job titles, detailed working experience of and all part-time jobs undertaken by the candidates and produce written materials;

(iv) the Nomination Committee shall seek advice from nominees and understand their expectation on their nomination, and no nominee shall be deemed as candidates for Directors and senior management without their consent;

(v) 提名委員會應根據董事及高級管理層的要求召開會議，以審閱入圍候選人的資格；

(v) the Nomination Committee shall convene meetings to review the qualification of shortlisted candidates based on the requirements of Directors and senior management;

(vi) 提名委員會應於選舉新董事及委任新高級管理層前一至兩個月內，就董事候選人及新委任高級管理層向董事會作出建議並提交相關材料；及

(vi) the Nomination Committee shall make recommendations and submit relevant materials to the Board of Directors regarding candidates for Directors and newly-appointed senior management one to two months prior to election of new Directors and appointment of new senior management; and

(vii) 提名委員會應根據董事會決策及反饋進行其他後續工作。

(vii) the Nomination Committee shall conduct other follow-up work pursuant to the decision of and feedback from the Board of Directors.

在適當的情況下，董事會應在股東會上就擬議的董事選任向股東提出建議。

Where appropriate, the Board should make recommendation to Shareholders in respect of the proposed election of Director at the general meeting.

如董事會在股東會上提出推選或重選董事候選人的決議案，該候選人的相關資料將根據上市規則及／或適用法律法規在相關股東會通知所附的致股東通函及／或解釋性聲明中披露。

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

### 企業管治職能部門

董事會負責制訂本公司的企業管治政策，以履行企業管治守則第2部守則條文A.2.1所載的職能。

董事會檢討本公司的企業管治政策及實務、董事及高級管理層的培訓及持續專業發展、本公司有關遵守法律及監管規定的政策及實務、本公司遵守企業管治守則的情況、本公司適用於其員工及董事的行為準則，以及於報告期內在其企業管治報告所作披露。

### Corporate Governance Function

The Board is responsible for determining the corporate governance policy of the Company performing the functions set out in code provision A.2.1 of Part 2 of the CG Code.

The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of the Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the Company's compliance with the CG Code, the Company's code of conduct applicable to its employees and Directors, and disclosure in its Corporate Governance Report during the Reporting Period.

## 風險管理及內部控制

董事會確認其對風險管理及內部控制系統之責任，並負責檢討該等系統之有效性。該等系統旨在管理而非消除未能達成業務目標之風險，且僅可就重大失實陳述或損失提供合理而非絕對之保證。

董事會全權負責評估及釐定本公司為實現戰略目標而願意承擔之風險性質及程度，並建立及維持適當且有效之風險管理及內部控制機制。

審計委員會協助董事會監督風險管理及內部控制系統之設計、實施及監察。

## RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for the risk management and internal control systems and for reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

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

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

本公司制定了信息披露管理制度，通過標準化程序確保所有重大未公開信息均通過指定渠道向市場及時披露。根據該制度，本公司須在知道任何內幕消息後、或有可能造成虛假市場的情況下，在合理地切實可行的範圍內，及時向公眾披露。自上市日期起至最後實際可行日期，本公司嚴格按照上市規則等法律法規的要求進行信息披露，並無作出任何虛假陳述、誤導性陳述或重大遺漏，以確保投資者能夠公平、及時、有效地接收所披露的信息。

The Company has developed an Information Disclosure Management System to ensure that all material undisclosed information is disclosed to the market through designated channels in a timely manner through standardized procedures. Under the system, the Company is required to disclose to the public any inside information as soon as reasonably practicable after it becomes aware of it or is likely to create a false market. From the Listing Date and up to the Latest Practicable Date, the Company has disclosed information in strict compliance with the requirements of the laws and regulations including the Listing Rules without any false statements, misleading statements or material omissions, to ensure investors will be able to receive the disclosed information fairly, timely and effectively.

本集團各業務部門及職能部門已建立常態化內部監控評估機制，定期審查可能影響本集團業務之潛在風險，涵蓋關鍵營運及財務流程、監管合規與信息安全等核心領域。各部門每年執行自我評估程序，以確保持續妥善遵循監控政策。

All divisions/departments conducted internal control assessment regularly to identify risks that potentially impact the business of the Group and various aspects, including key operational and financial processes, regulatory compliance and information security. Self-evaluation has been conducted annually to confirm that control policies are properly complied with by each division/department.

管理層已就截至2024年12月31日止年度之風險管理及內部監控制度有效性，向審計委員會進行報告。

The management has reported to the Audit Committee on the effectiveness of the risk management and internal control systems for the year ended December 31, 2024.

內部審計部門負責對風險管理及內部監控制度之足夠性及有效性進行獨立審查。該部門已就會計實務相關之關鍵事項及所有重大監控措施進行審查，並向審計委員會提交審查結果及改善建議。

The Internal Audit Department is responsible for performing independent reviews of the adequacy and effectiveness of the risk management and internal control systems. The Internal Audit Department examined key issues in relation to the accounting practices and all material controls and provided its findings and recommendations for improvement to the Audit Committee.

董事會在審計委員會、管理層報告及內部審計結果的支持下，已就截至2024年12月31日止年度開展風險管理及內部監控制度（包括財務、營運及合規監控）的年度檢討，並認為該等制度有效且適當。本報告期年度檢查程序同時涵蓋財務匯報職能、內部審計職能，以及相關人員資歷、經驗與資源配置的充分性評估。

The Board, as supported by the Audit Committee as well as the management report and the internal audit findings, conducted an annual review of the risk management and internal control systems, including the financial, operational and compliance controls, for the year ended December 31, 2024, and considered that such systems are effective and adequate. The annual review also covered the financial reporting and internal audit function and staff qualifications, experiences and relevant resources.

本公司已制定舉報政策及相關機制，允許本公司僱員及與本公司有業務往來之人士以保密及匿名方式，就任何與本公司相關事務中可能存在之不當行為向審計委員會提出關注。

The Company has in place the Whistleblowing Policy and system 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.

本公司已制定反貪腐政策以防範及杜絕內部貪腐及賄賂行為，並設立開放式內部舉報渠道供僱員舉報可疑個案。僱員可透過匿名方式向內部反貪腐部門進行舉報，該部門負責調查舉報事件並採取相應措施。於截至2024年12月31日止年度內，本公司已為全體僱員舉辦反貪腐培訓及宣講，並開展反貪腐反賄賂活動以培育廉潔文化，並積極組織反貪腐培訓及審查工作，以確保相關政策之執行有效性。

The Company has also put 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 to the internal anti-corruption department, which is responsible for investigating the reported incidents and taking appropriate measures. During the year ended December 31, 2024, the Company held anti-corruption training and briefings to all employees and carried out anti-corruption and anti-bribery activities to cultivate a culture of integrity, and actively organizes anti-corruption training and inspections to ensure the effectiveness of anti-corruption and anti-bribery.

## 董事對財務報表的責任

董事確認其負責在會計和財務團隊的支持下編製財務報表。

董事已按照國際會計準則理事會發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適當的會計政策（經修訂準則的採納、準則及註釋的修訂除外）。

## 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.

董事不知悉與可能對本公司繼續以持續經營基準經營的能力產生重大懷疑的事件或情況有關的任何重大不確定性／本公司的財務報表乃按持續經營基準而編製，董事認為有關報表真實、公平地反映了本集團截至2024年12月31日止年度的財務狀況、表現和現金流量，及所披露的其他財務資料和其中所載報告符合相關法律要求。

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 December 31, 2024, and the disclosure of other financial information and report therein complies with relevant legal requirements.

本公司外部核數師關於其財務報表報告責任的聲明載於本報告的獨立核數師報告。

A statement from the external auditors of the Company about their reporting responsibilities for the financial statements is set forth in the Independent Auditor's Report in this report.

## 核數師薪酬

## AUDITOR'S REMUNERATION

截至2024年12月31日止年度，本公司就審計服務和非審計服務向外部核數師已付和應付的薪酬載列如下：

The remuneration paid and payable to the external auditor of the Company in respect of audit services and non-audit services for the year ended December 31, 2024 is set out below:

| 服務類型 | Type of services | 報酬已付／應付金額 Remuneration paid/payable 人民幣千元 RMB'000 |
|---|---|---|
| 與年度審計有關的審計服務 | Audit services relating to annual audit | 3,158 |
| 與上市有關的審計服務 | Audit services relating to listing | 14,340 |
| 非審計服務 | Non-audit services | 995 |
| 合計 | Total | 18,493 |

## 公司秘書

陳翊新先生及鄧景賢女士擔任本公司的聯席公司秘書。鄧景賢女士獲委任為本公司聯席公司秘書，自2023年12月27日起生效。鄧女士是卓佳專業商務有限公司(外部服務提供商瑞致達集團的成員公司)的高級經理。鄧女士在本公司的主要聯絡人是陳先生。

截至2024年12月31日止年度，本公司尚未在聯交所上市。本公司的聯席公司秘書將按照上市規則第3.29條的要求，每年接受不少於15小時的相關專業培訓。

所有董事均可就企業管治及董事會日常事務獲得聯席公司秘書的意見和服務。

## COMPANY SECRETARIES

Mr. Chen Yixin and Ms. Tang King Yin are the joint company secretaries of the Company. With effect from December 27, 2023, Ms. Tang King Yin has been appointed as the joint company secretary of the Company. Ms. Tang is a senior manager of Tricor Services Limited, a member of Vistra Group, an external service provider. Ms. Tang's major contact person in the Company is Mr. Chen.

The Company was not listed on the Stock Exchange for the year ended December 31, 2024. The joint company secretaries of the Company will receive no less than 15 hours of relevant professional training annually pursuant to the requirements of Rule 3.29 of the Listing Rules.

All Directors may have access to the advice and services of the joint company secretaries on corporate governance and routine Board matters.

## 股東權利

### 召開臨時股東會

根據本公司的公司章程第50條的規定，單獨或者合計持有本公司股份總數10%以上的股東有權向董事會請求召開臨時股東會及在會議議程中加入議案，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、本公司股票上市地證券監管規則和公司章程的規定，在收到書面請求後10日內提出同意或不同意召開臨時股東會的書面反饋意見。董事會同意召開臨時股東會的，應當在作出董事會決議後的5日內發出召開股東會的通知，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會，或者在收到請求後10日內未作出反饋的，單獨或者合計持有本公司

## SHAREHOLDERS' RIGHTS

### Convening an Extraordinary General Meeting

In accordance with article 50 of the Articles of Association of the Company, Shareholder(s) individually or jointly holding 10% or above shares of the Company shall have the right to request the board of directors in writing to convene an extraordinary general meeting and add proposals to the meeting agenda. The board of directors shall, in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed and the provisions of the Articles of Association, give a written reply on whether to convene the extraordinary general meeting or not within 10 days after receipt of the written proposal. If the board of directors agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within five days after the resolution of the board of directors is passed. Any change to the original request made in the notice shall be subject to the consent of the relevant Shareholders. If the board of directors does not agree to convene an extraordinary general meeting or does not reply within 10 days upon receipt of the proposal, the

10%或以上股份的股東有權向監事會提議召開臨時股東會及在會議議程中加入議案，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會的，應在收到請求5日內發出召開股東會的通知，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股東會通知的，視為監事會不召集和主持股東會，連續90日或以上單獨或者合計持有本公司10%或以上股份的股東可以自行召集和主持。

Shareholders individually or jointly holding 10% or more of the shares of the Company shall have the right to propose to the supervisory committee to convene an extraordinary general meeting and add proposals to the meeting agenda, and such proposal shall be made in writing. If the supervisory committee agrees to convene the extraordinary general meeting, it shall issue a notice of general meeting within 5 days upon receipt of the request. Any changes to the original request in the notice shall be approved by the relevant Shareholders. If the supervisory committee fails to issue the notice of the general meeting within the prescribed period, it shall be deemed that the supervisory committee will not convene and preside over the general meeting, and Shareholders individually or jointly holding 10% or more of the shares of the Company for 90 days or more consecutively may summon and preside over the meeting by themselves.

**在股東會上提出議案**

根據本公司的公司章程第55條的規定，單獨或者合計持有本公司1%或以上股份的股東，可以在股東會召開10日前提出臨時提案並書面提交召集人。臨時提案應當有明確議題和具體決議事項。召集人應當在收到提案後2日內以公告方式發出股東會補充通知，補充通知中應當包括臨時提案的內容，並將該臨時提案提交股東會審議，但臨時提案違反法律、行政法規或者公司章程的規定，或者不屬於股東會職權範圍的除外。

**Putting Forward Proposals at General Meetings**

Pursuant to article 55 of the Articles of Association of the Company, Shareholders individually or jointly holding 1% or more of the Company's shares may submit ad hoc proposals in writing to the convener 10 days before a general meeting is convened. The ad hoc proposal shall contain a clear topic for discussion and specific matters for resolution. The convener shall, within 2 days upon receipt of the proposal, issue a supplementary notice of the general meeting by way of announcement which shall contain the contents of the provisional proposal, and submit the ad hoc proposal to the general meeting for deliberation, unless the ad hoc proposal is in violation of any law, administrative regulation or the provisions of the Articles of Association or fails to fall into the scope of functions of the general meeting.

**向董事會提出查詢**

如欲向董事會提出任何查詢，股東可向本公司發出書面查詢。一般而言，本公司不會處理口頭或匿名的查詢。

**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.

**聯絡詳情**

股東可將上述查詢或要求發送至以下地址：

地址： 香港銅鑼灣希慎道33號利園一期19樓1912室
（送交聯席公司秘書）
電郵： ir@mxbc.com

為免生疑問，股東必須將正式簽署的書面請求書、通知、聲明或查詢（視情況而定）原件交存並寄送至上述地址，並提供其全名、聯絡方式和身份證明，以便使其生效。股東資料可依照法律規定進行披露。

**Contact Details**

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

Address: Room 1912, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong
(For the attention of the joint company secretaries)
Email: ir@mxbc.com

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.

## 與股東和投資者的通訊

本公司認為，與股東的有效通訊對於鞏固投資者關係及加強投資者對本集團業務表現及策略的了解至關重要。本公司努力與股東保持持續對話，特別是通過年度股東會和其他股東會。在年度股東會上，董事（或其代表（如適用））可與股東會面並回答他們提出的查詢。

為保障股東權益，股東會應就每項實質獨立的議題提出單獨決議案，包括選舉個別董事。在股東會上提出的所有決議案均將根據上市規則以投票方式表決，投票結果將於每次股東會後在本公司及聯交所網站上公佈。

## COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company is endeavours 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.

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.

## 股東通訊政策

本公司採納股東通訊政策，以確保與股東持續有效地溝通。

公眾人士可於本公司網站www.mxbc.com查閱有關本公司業務營運及發展的最新資料、財務資料、企業管治常規及其他資料。

本公司管理層定期檢討股東通訊政策的執行情況及有效性。經審閱本集團股東通訊渠道的實施情況及效果，以及其他上市公司的實踐，本公司確認該政策自上市日期起至最後實際可行日期止期間有效。

## Shareholders' Communication Policy

The Company adopts a shareholders' communication policy to guarantee continuous and effective communication with the Shareholders.

Up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access on the website of the Company at www.mxbc.com.

The Company's management regularly reviewed the implementation and effectiveness of the shareholders' communication policy. Having considered the implementation and outcome of the shareholder communication channels of the Group and the practices of other listed companies, the Company confirmed its effectiveness during the period from the Listing Date and up to the Latest Practicable Date.

## 修訂章程文件

茲提述本公司日期為2025年4月2日的公告，內容有關修訂本公司章程文件。本公司章程文件的修訂詳情載於日期為2025年4月2日的公告。本公司的公司章程的最新版本亦載於本公司的網站及聯交所網站。

## Amendments to Constitutional Documents

Reference is made to the announcement of the Company dated April 2, 2025, in relation to the amendments of the constitutional documents of the Company. Details of the amendments of the constitutional documents of the Company are set out in the announcement dated April 2, 2025. An up to date version of the Company's Articles of Association is also available on the Company's website and the Stock Exchange's website.

## 股息政策

根據公司章程，董事會經計及本公司的經營業績、財務狀況、現金需求和可用性，以及當時董事會認為相關的其他因素後，在未來宣派股息。本公司已採納派付股息的股息政策。本公司並無任何事先釐定的股息派付比率。根據本公司的財務狀況以及本公司股息政策所載條件及因素，董事會可能於某一財政年度內建議及／或宣派股息及某一財政年度的任何末期股息。任何宣派及派付股息以及股息的金額須遵守章程文件及適用的中國法律並經股東批准後方可作實。

## Dividend Policy

Pursuant to the Articles of Association, the Board may declare dividends in the future after taking into account the results of operations, financial conditions, cash requirements and availability of the Company, and other factors as it may deem relevant at such time. 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 conditions and factors as set out in the dividend policy of the Company, dividends may be proposed and/or declared by the Board during a financial year and any final dividend for a financial year. Any declaration and payment as well as the amount of dividends will be subject to the constitutional documents, applicable PRC laws and approval by the Shareholders.

# 獨立核數師報告
# INDEPENDENT AUDITOR'S REPORT

**致蜜雪冰城股份有限公司股東**
*(於中華人民共和國註冊成立的有限公司)*

**To the shareholders of MIXUE Group**
*(Incorporated in the People's Republic of China with limited liability)*

## 意見

我們已審計第99至231頁所載蜜雪冰城股份有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表,其中包括於2024年12月31日的綜合財務狀況表與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,包括重大會計政策資料。

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會計準則真實而中肯地反映貴集團於2024年12月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港公司條例的披露規定妥為擬備。

## Opinion

We have audited the consolidated financial statements of MIXUE Group (the "Company") and its subsidiaries (the "Group") set out on pages 99 to 231, which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as 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.

## 意見的基礎

我們已根據香港會計師公會(「香港會計師公會」)頒佈的香港審計準則(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表須承擔的責任」一節中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」),我們獨立於貴集團,並已履行守則中的其他道德責任。我們相信,我們所獲得的審計憑證屬充分及恰當,可為我們的意見提供基礎。

## Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") as issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), 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.

**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。該等事項在我們審計整體綜合財務報表及出具意見時進行處理，我們不會對該等事項提供單獨的意見。就下列各事項而言，我們在此背景下說明我們在審計中處理該事項的方式。

我們已履行本報告「核數師就審計綜合財務報表須承擔的責任」一節所述的責任，包括與該等事項有關的責任。因此，我們的審計包括執行程序，旨在應對我們對綜合財務報表中的重大錯誤陳述風險的評估。我們的審計程序（包括為處理下列事項而執行的程序）結果，為我們對隨附綜合財務報表所發表的審計意見提供基礎。

**Key audit matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

**關鍵審計事項**(*續*)

**Key audit matters** *(Continued)*

| **關鍵審計事項**<br>**Key audit matter** | **我們的審計如何處理關鍵審計事項**<br>**How our audit addressed the key audit matter** |
|---|---|
| *商品和設備銷售收入確認*<br>*Revenue recognition of sales of goods and equipment*<br><br>貴集團主要從事商品和設備銷售業務及提供加盟和相關服務。截至2024年12月31日止年度，貴集團確認商品和設備銷售收入人民幣24,209百萬元。<br>The Group is principally engaged in the operation of sales of goods and equipment as well as provision of franchise and related services. During the year ended 31 December 2024, the Group recognised revenue of RMB24,209 million from the sales of goods and equipment.<br><br>當貴集團履行履約義務，將所承諾商品和設備的控制權轉移給客戶時，確認商品和設備銷售收入，其金額反映貴集團預期就交換商品和設備應取得的對價。<br>Revenue from the sales of goods and equipment is recognised when the Group satisfies performance obligation by transferring the control of promised goods and equipment to customers in the amount that reflects the consideration to which the Group expects to be entitled in exchange for the goods and equipment. | 我們評估商品和設備銷售收入確認的審計程序包括：<br>Our audit procedures to assess revenue recognition of sales of goods and equipment included:<br><br>評估及測試貴集團內部控制的設計及運行的有效性，包括收入確認的IT系統。<br>Evaluating and testing the design and operating effectiveness of Group's internal controls, including IT system on the revenue recognition.<br><br>基於我們對銷售過程的了解以及對銷售合約的抽樣審查，我們審閱並評估收入確認政策。<br>Based on our understanding of the sales process and review of sales contracts on a sample basis, we reviewed and evaluated the revenue recognition policy.<br><br>我們還執行以下實質性程序：<br>We also performed the following substantive procedures:<br><br>• 核對運營系統和財務系統的數據，並分析交易收入數據的趨勢和合理性；<br>• reconciling the data between operational and financial systems, and analysing transactional revenue data for trends and reasonableness; |

**關鍵審計事項**(*續*)

我們將商品和設備銷售收入確認確定為關鍵審計事項，是因為有大量收入交易來自大量客戶(主要是加盟商客戶)。

We identified revenue recognition of sales of goods and equipment as a key audit matter because there was a huge volume of revenue transactions generated from a large number of customers, mainly franchisee customers.

與商品和設備銷售收入確認相關的會計政策披露於綜合財務報表附註2.3，而收入詳情披露於綜合財務報表附註5。

The accounting policy relating to revenue recognition of sales of goods and equipment is disclosed in note 2.3 to the consolidated financial statements and the details of revenue are disclosed in note 5 to the consolidated financial statements.

**Key audit matters** *(Continued)*

- 對加盟商的背景進行抽樣調查，並核實加盟門店是否存在；
- performing, on a sampling basis, background checks on the franchisees, and verifying the existence of the franchisees' stores;

- 通過抽樣檢查原始證明文件(例如銷售訂單、交貨單和銀行回單)執行收入截止程序及細節測試；
- performing revenue cut-off procedures as well as tests of details by checking, on a sampling basis, the original supporting documents, such as sale orders, delivery notes and bank slips;

- 按分銷渠道和產品類別對貴集團的收入進行分析；及
- performing analytical procedures on the Group's revenue by distribution channel and by product category; and

- 評估財務報表披露的充分性。
- evaluating the adequacy of the disclosures in the financial statements.

**年報所載的其他資料**

貴公司董事須對其他資料負責。其他資料包括年報所載資料，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表發表的意見並不涵蓋其他資料，我們亦不會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料，在此過程中考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況存在重大不符或似乎存在重大錯誤陳述的情況。基於我們已執行的工作，倘我們認為該等其他資料存在重大錯誤陳述，我們須報告該事實。對此，我們並無任何報告。

**Other information included in the Annual Report**

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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.

**董事就綜合財務報表須承擔的責任**

貴公司董事負責根據國際會計準則理事會頒佈的國際財務報告會計準則及香港公司條例的披露要求擬備真實而中肯的綜合財務報表，並落實其認為必需的內部控制，以確保綜合財務報表的擬備不存在重大錯誤陳述（不論是否由欺詐或錯誤導致）。

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，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作為會計基準，除非貴公司董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

**Responsibilities of the directors for the consolidated financial statements**

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS Accounting Standards as 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.

**董事就綜合財務報表須承擔的責任**(*續*)

審計委員會協助貴公司董事履行監督貴集團財務報告過程的責任。

**核數師就審計綜合財務報表須承擔的責任**

我們的目標是對綜合財務報表整體是否不存在重大錯誤陳述(不論是否由欺詐或錯誤導致)取得合理保證,並出具載有我們意見的核數師報告。我們僅向全體股東作出報告,本報告不可作其他用途。我們概不就本報告的內容對任何其他人士負責或承擔法律責任。

合理保證是高水準的保證,但不能保證按照香港審計準則進行的審計總能發現存在的重大錯誤陳述。錯誤陳述可由欺詐或錯誤引起,倘合理預期有關錯誤陳述單獨或合計可能影響綜合財務報表使用者所作出的經濟決定,則有關錯誤陳述被視作重大。

**Responsibilities of the directors for the consolidated financial statements** *(Continued)*

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

**Auditor's responsibilities for the audit of the consolidated financial statements**

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

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

**核數師就審計綜合財務報表須承擔的責任**(*續*)

作為根據香港審計準則進行審計的一部分，我們在整個審計過程中運用專業判斷及秉持專業的懷疑態度。我們亦：

- 識別和評估綜合財務報表存在重大錯誤陳述(不論是否由欺詐或錯誤導致)的風險，設計及執行審計程序以應對該等風險，以及獲取充足和適當的審計憑證，為我們的意見提供基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適合有關情況的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的恰當性及所作會計估計和相關披露的合理性。
- 對董事採用持續經營會計基準的恰當性作出結論，並根據所取得的審計憑證，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。如果我們斷定存在重大不確定性，我們必須在核數師報告中提請使用者注意綜合財務報表中的相關披露，或倘若有關披露不充分，則須修改我們的意見。我們的結論基於截至核數師報告日期止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

**Auditor's responsibilities for the audit of the consolidated financial statements** *(Continued)*

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

**核數師就審計綜合財務報表須承擔的責任*(續)***

- 評估綜合財務報表的整體呈報、結構和內容(包括披露),以及綜合財務報表是否中肯反映相關交易和事項。

- 計劃及執行集團審計,以就集團內實體或業務單位的財務資料獲取充足、適當的審計憑證,作為對集團財務報表形成意見的基礎。我們負責指導、監督及審閱為進行集團審計而執行的審計工作。我們僅就審計意見承擔責任。

我們與審計委員會就(其中包括)審計的計劃範圍及時間安排以及重大審計發現(包括我們在審計過程中發現的內部控制的任何重大缺陷)進行溝通。

我們亦向審計委員會提供聲明,說明我們已符合有關獨立性的相關道德要求,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,以及在適用情況下,為消除威脅而採取的行動或應用的防範措施。

**Auditor's responsibilities for the audit of the consolidated financial statements *(Continued)***

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

**核數師就審計綜合財務報表須承擔的責任**(*續*)

從與審計委員會溝通的事項中，我們確定對本期綜合財務報表的審計最為重要的事項，因而構成關鍵審計事項。除非法律法規不允許公開披露該等事項，或在極端罕見的情況下，我們認為披露該等事項所造成的負面後果合理預期將可能超過公眾知悉事項的利益而不應在報告中披露，否則我們會在核數師報告中說明該等事項。

出具本獨立核數師報告的審計項目合夥人為殷國煒。

**安永會計師事務所**
*執業會計師*
香港

2025年3月26日

**Auditor's responsibilities for the audit of the consolidated financial statements** *(Continued)*

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

The engagement partner on the audit resulting in this independent auditor's report is Yin Guowei.

**Ernst & Young**
*Certified Public Accountants*
Hong Kong

26 March 2025

# 綜合損益表
# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

截至2024年12月31日止年度

YEAR ENDED 31 DECEMBER 2024

| | | 附註 Notes | 截至12月31日止年度 Year ended 31 December 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
|---|---|---|---|---|
| **收入** | **REVENUE** | 5 | **24,828,874** | 20,302,465 |
| 銷售成本 | Cost of sales | 7 | **(16,768,667)** | (14,303,498) |
| **毛利** | **Gross profit** | | **8,060,207** | 5,998,967 |
| 其他收入及收益淨額 | Other income and gains, net | 6 | **219,547** | 247,632 |
| 銷售及分銷開支 | Selling and distribution expenses | | **(1,599,474)** | (1,318,588) |
| 行政開支 | Administrative expenses | | **(755,115)** | (610,622) |
| 研發開支 | Research and development expenses | | **(104,870)** | (85,000) |
| 財務成本 | Finance costs | 8 | **(6,367)** | (14,697) |
| 金融資產(減值虧損)／減值虧損撥回 | (Impairment losses)/reversal of impairment losses on financial assets | | **(329)** | 1,638 |
| 物業、廠房及設備減值 | Impairment of property, plant and equipment | | **–** | (65,524) |
| 分佔聯營公司(虧損)／盈利 | Share of (losses)/profits of an associate | | **(3,016)** | 196 |
| **税前利潤** | **PROFIT BEFORE TAX** | 7 | **5,810,583** | 4,154,002 |
| 所得税開支 | Income tax expense | 11 | **(1,356,380)** | (967,397) |
| **年內利潤** | **PROFIT FOR THE YEAR** | | **4,454,203** | 3,186,605 |
| **以下各方應佔利潤：** | **Profit attributable to:** | | | |
| 母公司擁有人 | Owners of the parent | | **4,436,504** | 3,137,341 |
| 非控股權益 | Non-controlling interests | | **17,699** | 49,264 |
| | | | **4,454,203** | 3,186,605 |
| **母公司普通股權持有人應佔每股收益** | **EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT** | | | |
| 基本(人民幣元) | Basic (RMB) | 13 | **12.32** | 8.71 |
| 攤薄(人民幣元) | Diluted (RMB) | 13 | **12.32** | 8.71 |

# 綜合全面收益表
# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

截至2024年12月31日止年度

YEAR ENDED 31 DECEMBER 2024

| | | 截至12月31日止年度<br>Year ended 31 December | |
|---|---|---|---|
| | | 2024年<br>2024<br>人民幣千元<br>RMB'000 | 2023年<br>2023<br>人民幣千元<br>RMB'000 |
| **年內利潤** | **PROFIT FOR THE YEAR** | **4,454,203** | 3,186,605 |
| **其他全面收益** | **OTHER COMPREHENSIVE INCOME** | | |
| 於後續期間可能重新分類至損益的其他全面收益： | Other comprehensive income that may be reclassified to profit or loss in subsequent periods: | | |
| 因換算海外業務而產生的匯兌差額 | Exchange differences on translation of foreign operations | **(3,237)** | 131 |
| 於後續期間將重新分類至損益的其他全面收益淨額 | Net other comprehensive income to be reclassified to profit or loss in subsequent periods | **(3,237)** | 131 |
| 於後續期間不會重新分類至損益的其他全面收益： | Other comprehensive income that will not be reclassified to profit or loss in subsequent periods: | | |
| 指定為以公允價值計量且其變動計入其他全面收益的股權投資的公允價值變動 | Changes in fair value of equity investments designated at fair value through other comprehensive income | **(870)** | (940) |
| 於後續期間將不會重新分類至損益的其他全面收益淨額 | Net other comprehensive income not to be reclassified to profit or loss in subsequent periods | **(870)** | (940) |
| 年內其他全面收益，扣除稅項 | OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX | **(4,107)** | (809) |
| **年內全面收益總額** | **TOTAL COMPREHENSIVE INCOME FOR THE YEAR** | **4,450,096** | 3,185,796 |
| **以下各方應佔：** | **Attributable to:** | | |
| 母公司擁有人 | Owners of the parent | **4,432,740** | 3,136,269 |
| 非控股權益 | Non-controlling interests | **17,356** | 49,527 |
| | | **4,450,096** | 3,185,796 |

# 綜合財務狀況表
# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

2024年12月31日
31 DECEMBER 2024

| | | | 於12月31日 As at 31 December | |
|---|---|---|---|---|
| | | 附註 Notes | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| **非流動資產** | **NON-CURRENT ASSETS** | | | |
| 物業、廠房及設備 | Property, plant and equipment | 14 | **5,317,826** | 3,390,053 |
| 使用權資產 | Right-of-use assets | 15(a) | **382,189** | 426,986 |
| 其他無形資產 | Other intangible assets | 16 | **41,964** | 25,624 |
| 於一家聯營公司的投資 | Investment in an associate | 17 | **–** | 3,016 |
| 指定為以公允價值計量且其變動計入其他全面收益的股權投資 | Equity investment designated at fair value through other comprehensive income | 18 | **6,590** | 10,460 |
| 遞延稅項資產 | Deferred tax assets | 30 | **76,005** | 111,889 |
| 定期存款及受限制現金 | Time deposits and restricted cash | 24 | **1,966,926** | 300,000 |
| 其他非流動資產 | Other non-current assets | 19 | **95,771** | 1,177,353 |
| **非流動資產總值** | **Total non-current assets** | | **7,887,271** | 5,445,381 |
| **流動資產** | **CURRENT ASSETS** | | | |
| 存貨 | Inventories | 20 | **2,215,352** | 2,231,714 |
| 貿易應收款項 | Trade receivables | 21 | **25,624** | 28,473 |
| 預付款項、其他應收款項及其他資產 | Prepayments, other receivables and other assets | 22 | **512,505** | 404,428 |
| 以公允價值計量且其變動計入損益的金融資產 | Financial assets at fair value through profit or loss | 23 | **3,491,643** | 746,046 |
| 定期存款及受限制現金 | Time deposits and restricted cash | 24 | **1,315,804** | 115,620 |
| 現金及現金等價物 | Cash and cash equivalents | 24 | **4,335,123** | 5,621,904 |
| **流動資產總值** | **Total current assets** | | **11,896,051** | 9,148,185 |
| **流動負債** | **CURRENT LIABILITIES** | | | |
| 貿易應付款項 | Trade payables | 25 | **1,767,263** | 1,316,780 |
| 其他應付款項及應計費用 | Other payables and accruals | 26 | **2,043,625** | 1,571,615 |
| 合約負債 | Contract liabilities | 27 | **359,636** | 259,271 |
| 計息銀行及其他借款 | Interest-bearing bank and other borrowings | 29 | **–** | 259,748 |
| 租賃負債 | Lease liabilities | 15(b) | **52,004** | 72,065 |
| 應付稅款 | Tax payable | | **294,310** | 254,834 |
| **流動負債總額** | **Total current liabilities** | | **4,516,838** | 3,734,313 |

# 綜合財務狀況表
# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

2024年12月31日

31 DECEMBER 2024

| | | | 於12月31日 As at 31 December | |
|---|---|---|---|---|
| | | 附註 Notes | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| **流動資產淨值** | **NET CURRENT ASSETS** | | **7,379,213** | 5,413,872 |
| **總資產減流動負債** | **TOTAL ASSETS LESS CURRENT LIABILITIES** | | **15,266,484** | 10,859,253 |
| **非流動負債** | **NON-CURRENT LIABILITIES** | | | |
| 遞延收益 | Deferred income | 28 | **134,090** | 122,407 |
| 租賃負債 | Lease liabilities | 15(b) | **40,548** | 54,360 |
| 其他應付款項及應計費用 | Other payables and accruals | 26 | **20,712** | 60,408 |
| 遞延稅項負債 | Deferred tax liabilities | 30 | **2,492** | 1,638 |
| 合約負債 | Contract liabilities | 27 | **7,822** | 24,975 |
| **非流動負債總額** | **Total non-current liabilities** | | **205,664** | 263,788 |
| **資產淨值** | **NET ASSETS** | | **15,060,820** | 10,595,465 |
| **權益** | **EQUITY** | | | |
| **母公司擁有人應佔權益** | **Equity attributable to owners of the parent** | | | |
| 股本 | Share capital | 31 | **360,000** | 360,000 |
| 儲備 | Reserves | 32 | **14,595,519** | 10,146,993 |
| | | | **14,955,519** | 10,506,993 |
| 非控股權益 | Non-controlling interests | | **105,301** | 88,472 |
| **權益總額** | **Total equity** | | **15,060,820** | 10,595,465 |

**Zhang Hongchao**
**張紅超**
*Director*
*董事*

**Zhang Hongfu**
**張紅甫**
*Director*
*董事*

# 綜合權益變動表

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至2024年12月31日止年度

YEAR ENDED 31 DECEMBER 2024

| | 母公司擁有人應佔 Attributable to owners of the parent | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | 股本 Share capital 人民幣千元 RMB'000 (附註31) (note 31) | 資本儲備* Capital reserve* 人民幣千元 RMB'000 (附註32) (note 32) | 法定儲備* Statutory reserve* 人民幣千元 RMB'000 (附註32) (note 32) | 以股權結算的股份支付儲備* Equity-settled share-based payment reserve* 人民幣千元 RMB'000 (附註32) (note 32) | 以公允價值計量且其變動計入其他全面收益的金融資產的公允價值儲備* Fair value reserve of financial assets at fair value through other comprehensive income* 人民幣千元 RMB'000 (附註32) (note 32) | 匯兑波動儲備* Exchange fluctuation reserve* 人民幣千元 RMB'000 (附註32) (note 32) | 保留利潤* Retained profits* 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 | 非控股權益 Non-controlling interests 人民幣千元 RMB'000 | 權益總額 Total equity 人民幣千元 RMB'000 |
| 於2023年1月1日 As at 1 January 2023 | 360,000 | 2,540,774 | 38,652 | 56,666 | - | (782) | 4,458,987 | 7,454,297 | 24,970 | 7,479,267 |
| 年內利潤 Profit for the year | - | - | - | - | - | - | 3,137,341 | 3,137,341 | 49,264 | 3,186,605 |
| 年內其他全面收益： Other comprehensive income for the year: | | | | | | | | | | |
| 以公允價值計量且其變動計入其他全面收益的股權投資的公允價值變動（扣除稅項） Change in fair value of equity investments at fair value through other comprehensive, net of tax | - | - | - | - | (940) | - | - | (940) | - | (940) |
| 因換算海外業務而產生的匯兑差額 Exchange differences on translation of foreign operations | - | - | - | - | - | (132) | - | (132) | 263 | 131 |
| 年內全面收益總額 Total comprehensive income for the year | - | - | - | - | (940) | (132) | 3,137,341 | 3,136,269 | 49,527 | 3,185,796 |
| 出售附屬公司 Disposal of a subsidiary | - | - | - | - | - | - | - | - | 1,379 | 1,379 |
| 以股權結算的股份支付安排 Equity-settled share-based payment arrangements | - | - | - | 16,427 | - | - | - | 16,427 | - | 16,427 |
| 向非控股股東支付的股息 Dividends paid to non-controlling shareholders | - | - | - | - | - | - | - | - | (645) | (645) |
| 轉撥自保留利潤 Transfer from retained profits | - | - | 141,348 | - | - | - | (141,348) | - | - | - |
| 非控股權益注資 Capital contribution from non-controlling interests | - | - | - | - | - | - | - | - | 13,241 | 13,241 |
| 已宣派股息 Dividends declared | - | - | - | - | - | - | (100,000) | (100,000) | - | (100,000) |
| 於2023年12月31日 As at 31 December 2023 | 360,000 | 2,540,774 | 180,000 | 73,093 | (940) | (914) | 7,354,980 | 10,506,993 | 88,472 | 10,595,465 |

# 綜合權益變動表
# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至2024年12月31日止年度
YEAR ENDED 31 DECEMBER 2024

| | | 母公司擁有人應佔 Attributable to owners of the parent | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | 股本 | 資本儲備* | 法定儲備* | 以股權結算的股份支付儲備* | 以公允價值計量且其變動計入其他全面收益的金融資產的公允價值儲備* | 匯兑波動儲備* | 保留利潤* | 總計 | 非控股權益 | 權益總額 |
| | | Share capital | Capital reserve* | Statutory reserve* | Equity-settled share-based payment reserve* | Fair value reserve of financial assets at fair value through other comprehensive income* | Exchange fluctuation reserve* | Retained profits* | Total | Non-controlling interests | Total equity |
| | | 人民幣千元 RMB'000 (附註31) (note 31) | 人民幣千元 RMB'000 (附註32) (note 32) | 人民幣千元 RMB'000 (附註32) (note 32) | 人民幣千元 RMB'000 (附註32) (note 32) | 人民幣千元 RMB'000 (附註32) (note 32) | 人民幣千元 RMB'000 (附註32) (note 32) | 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 |
| 於2024年1月1日 | As at 1 January 2024 | 360,000 | 2,540,774 | 180,000 | 73,093 | (940) | (914) | 7,354,980 | 10,506,993 | 88,472 | 10,595,465 |
| 年內利潤 | Profit for the year | - | - | - | - | - | - | 4,436,504 | 4,436,504 | 17,699 | 4,454,203 |
| 年內其他全面收益： | Other comprehensive income for the year: | | | | | | | | | | |
| 以公允價值計量且其變動計入其他全面收益的股權投資的公允價值變動(扣除税項) | Change in fair value of equity investments at fair value through other comprehensive, net of tax | - | - | - | - | (870) | - | - | (870) | - | (870) |
| 因換算海外業務而產生的匯兑差額 | Exchange differences on translation of foreign operations | - | - | - | - | - | (2,894) | - | (2,894) | (343) | (3,237) |
| 年內全面收益總額 | Total comprehensive income for the year | - | - | - | - | (870) | (2,894) | 4,436,504 | 4,432,740 | 17,356 | 4,450,096 |
| 以股權結算的股份支付安排 | Equity-settled share-based payment arrangements | - | - | - | 15,786 | - | - | - | 15,786 | - | 15,786 |
| 向非控股股東支付的股息 | Dividends paid to non-controlling shareholders | - | - | - | - | - | - | - | - | (527) | (527) |
| 於2024年12月31日 | As at 31 December 2024 | 360,000 | 2,540,774 | 180,000 | 88,879 | (1,810) | (3,808) | 11,791,484 | 14,955,519 | 105,301 | 15,060,820 |

* 該等儲備賬包括綜合財務狀況表內的綜合儲備人民幣14,595,519,000元(2023年：人民幣10,146,993,000元)。

* These reserve accounts comprise the consolidated reserves of RMB14,595,519,000 (2023: RMB10,146,993,000) in the consolidated statement of financial position.

截至2024年12月31日止年度
YEAR ENDED 31 DECEMBER 2024

| | | 附註 Notes | 截至12月31日止年度 Year ended 31 December 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
|---|---|---|---|---|
| **來自經營活動的現金流量** | **CASH FLOWS FROM OPERATING ACTIVITIES** | | | |
| 税前利潤： | Profit before tax: | | **5,810,583** | 4,154,002 |
| 就下列各項作出調整： | Adjustments for: | | | |
| 財務成本 | Finance costs | 8 | **6,367** | 14,697 |
| 分佔聯營公司虧損／（盈利） | Share of losses/(profits) of an associate | | **3,016** | (196) |
| 出售附屬公司的收益 | Gain on disposal of a subsidiary | | **–** | (1,272) |
| 利息收入 | Interest income | 6 | **(107,015)** | (53,801) |
| 出售物業、廠房及設備項目的虧損／（收益） | Loss/(gain) on disposal of items of property, plant and equipment | 6 | **5,836** | (198) |
| 提前終止租賃的收益 | Gain on early termination of leases | 15(c) | **(3,424)** | (168) |
| 以公允價值計量且其變動計入損益的金融資產的投資收益 | Investment income on financial assets at fair value through profit or loss | 6 | **(45,170)** | (53,333) |
| 物業、廠房及設備折舊 | Depreciation of property, plant and equipment | 14 | **314,887** | 160,504 |
| 使用權資產折舊 | Depreciation of right-of-use assets | 15(a) | **99,178** | 103,472 |
| 其他無形資產攤銷 | Amortisation of other intangible assets | 16 | **5,290** | 3,800 |
| 存貨減值 | Impairment of inventories | 7 | **36,995** | 32,189 |
| 金融資產減值虧損／（減值虧損撥回） | Impairment losses/(reversal of impairment losses) on financial assets | 7 | **329** | (1,638) |
| 物業、廠房及設備減值 | Impairment of property, plant and equipment | 14 | **–** | 65,524 |
| 以股權結算的股份支付開支 | Equity-settled share-based payment expenses | 7 | **15,786** | 16,427 |
| 匯兑差額淨額 | Foreign exchange differences, net | 6 | **(5,620)** | (31,963) |
| | | | **6,137,038** | 4,408,046 |

# 綜合現金流量表
# CONSOLIDATED STATEMENT OF CASH FLOWS

截至2024年12月31日止年度

YEAR ENDED 31 DECEMBER 2024

| | | | 截至12月31日止年度<br>Year ended 31 December | |
|---|---|---|---|---|
| | | 附註<br>Notes | 2024年<br>2024<br>人民幣千元<br>RMB'000 | 2023年<br>2023<br>人民幣千元<br>RMB'000 |
| 存貨增加 | Increase in inventories | | (20,633) | (725,819) |
| 貿易應收款項減少／（增加） | Decrease/(increase) in trade receivables | | 5,064 | (8,955) |
| 預付款項、其他應收款項及其他資產減少 | Decrease in prepayments, other receivables and other assets | | 2,314 | 50,804 |
| 受限制現金減少／(增加) | Decrease/(increase) in restricted cash | | 16,414 | (14,633) |
| 其他非流動資產減少／（增加） | Decrease/(increase) in other non-current assets | | 3,257 | (11,986) |
| 貿易應付款項增加 | Increase in trade payables | | 452,782 | 466,094 |
| 其他應付款項及應計費用增加 | Increase in other payables and accruals | | 522,647 | 343,320 |
| 合約負債增加 | Increase in contract liabilities | | 83,212 | 79,559 |
| 遞延收益增加 | Increase in deferred income | | 11,683 | 64,383 |
| 經營活動產生的現金 | Cash generated from operations | | 7,213,778 | 4,650,813 |
| 已付所得稅 | Income tax paid | | (1,280,166) | (910,742) |
| 已收利息 | Interest received | | 75,096 | 53,801 |
| 經營活動所得現金流量淨額 | Net cash flows generated from operating activities | | 6,008,708 | 3,793,872 |

| | | 附註 Notes | 截至12月31日止年度 Year ended 31 December 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
|---|---|---|---|---|
| **投資活動所用現金流量** | **CASH FLOWS USED IN INVESTING ACTIVITIES** | | | |
| 購買物業、廠房及設備項目 | Purchases of items of property, plant and equipment | | **(1,438,614)** | (1,685,292) |
| 出售物業、廠房及設備項目所得款項 | Proceeds from disposal of items of property, plant and equipment | | **58,195** | 4,753 |
| 購買其他無形資產 | Purchases of other intangible assets | | **(9,858)** | (5,433) |
| 購買及預付使用權資產－土地使用權 | Purchases of and prepayments for right-of-use assets – land use rights | | **(1,340)** | (41) |
| 購買以公允價值計量且其變動計入損益的金融資產 | Purchases of financial assets at fair value through profit or loss | | **(3,213,000)** | (5,161,000) |
| 出售以公允價值計量且其變動計入損益的金融資產所得款項 | Proceeds from disposal of financial assets at fair value through profit or loss | | **512,573** | 6,333,963 |
| 存放於購入時原到期日超過三個月的定期存款 | Placement of time deposits with original maturity of more than three months when acquired | | **(2,940,000)** | (310,056) |
| 原到期日超過三個月的銀行存款到期所得款項 | Proceeds from maturity of bank deposits with original maturity of more than three months | | **10,056** | – |
| 出售指定為以公允價值計量且其變動計入其他全面收益的股權投資所得款項 | Proceeds from disposal of equity investments designated at fair value through other comprehensive income | | **3,000** | – |
| 出售附屬公司所得款項 | Proceeds from disposal of a subsidiary | | **–** | (2,238) |
| 投資活動所用現金流量淨額 | Net cash flows used in investing activities | | **(7,018,988)** | (825,344) |

# 綜合現金流量表
# CONSOLIDATED STATEMENT OF CASH FLOWS

截至2024年12月31日止年度

YEAR ENDED 31 DECEMBER 2024

| | | 附註 Notes | 截至12月31日止年度 Year ended 31 December 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
|---|---|---|---|---|
| **融資活動所用現金流量** | **CASH FLOWS USED IN FINANCING ACTIVITIES** | | | |
| 銀行及其他借款所得款項 | Proceeds from bank loans and other borrowings | | 4,536 | 259,537 |
| 償還銀行及其他借款 | Repayment of bank loans and other borrowings | | (264,073) | (140,000) |
| 就計息銀行及其他借款支付的利息 | Interest paid for interest-bearing bank and other borrowings | | (2,451) | (7,118) |
| 租賃付款的本金部分 | Principal portion of lease payments | | (83,490) | (99,875) |
| 租賃付款的利息部分 | Interest portion of lease payments | | (4,127) | (7,456) |
| 存放受限制現金 | Placement of restricted cash | | (7,035) | (89,035) |
| 受限制現金到期 | Maturity of restricted cash | | 85,374 | 63,250 |
| 已付股息 | Dividends paid | | – | (100,000) |
| 向非控股權益持有人支付的股息 | Dividends paid to non-controlling equity holders | | (527) | (645) |
| 支付發行開支 | Payment of issue expense | | (5,645) | (3,218) |
| 非控股權益注資 | Capital contribution from non-controlling interests | | – | 13,241 |
| 融資活動所用的現金流量淨額 | Net cash flows used in financing activities | | (277,438) | (111,319) |
| **現金及現金等價物的（減少）／增加淨額** | **NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS** | | (1,287,718) | 2,857,209 |
| 年初現金及現金等價物 | Cash and cash equivalents at beginning of year | | 5,621,904 | 2,764,138 |
| 匯兑差額的影響淨額 | Effect of foreign exchange differences, net | | 937 | 557 |
| **年末現金及現金等價物** | **CASH AND CASH EQUIVALENTS AT END OF YEAR** | | 4,335,123 | 5,621,904 |

| | | 附註 Notes | 截至12月31日止年度 Year ended 31 December 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
|---|---|---|---|---|
| **現金及現金等價物結餘分析** | **ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS** | | | |
| 現金及銀行結餘 | Cash and bank balances | 24 | **7,617,853** | 6,037,524 |
| 減：定期存款及受限制現金 | Less: Time deposits and restricted cash | 24 | **(3,282,730)** | (415,620) |
| **現金流量表所列現金及現金等價物** | **CASH AND CASH EQUIVALENTS AS STATED IN THE STATEMENT OF CASH FLOWS** | | **4,335,123** | 5,621,904 |

## 1. 公司及集團資料

蜜雪冰城股份有限公司(「本公司」)於2008年4月30日在中華人民共和國(「中國」)註冊成立為有限責任公司。本公司的註冊辦事處位於中國鄭州市金水區北三環南、文化路東瀚海北金商業中心16004室。

於年內，本集團從事以下主要業務：

- 商品和設備銷售
- 提供加盟和相關服務

管理層認為，本公司的控股公司及最終控股公司為蜜雪冰城股份有限公司，該公司於中國註冊成立及登記。

**有關附屬公司的資料**

本公司的主要附屬公司詳情載列如下：

## 1. CORPORATE AND GROUP INFORMATION

MIXUE Group (the "Company") was registered in the People's Republic of China (the "PRC") as a limited liability company on 30 April 2008. The registered office of the Company is located at Room 16004, Hanhaibeijin Business Center, East Wenhua Road, North Third Ring South, Jinshui District, Zhengzhou, China.

During the year, the Group was involved in the following principal activities:

- Sales of goods and equipment
- Provision of franchise and related services

In the opinion management, the holding company and the ultimate holding company of the Company is MIXUE Group, which is incorporated and registered in the PRC.

**Information about subsidiaries**

Particulars of the Company's principal subsidiaries are as follows:

| 名稱*<br>Name* | 註冊成立／登記地點及日期以及營業地點<br>Place and date of incorporation/ registration and place of operation | 已發行普通／登記股本<br>Issued ordinary/ registered share capital | 本公司應佔權益百分比<br>Percentage of equity attributable to the Company | | 主要業務<br>Principal activities |
|---|---|---|---|---|---|
| | | | 直接<br>Direct | 間接<br>Indirect | |
| 鄭州寶島科技有限公司<br>Zhengzhou Baodao Technology Co., Ltd. ("鄭州寶島科技有限公司") | 中國／中國內地<br>2010年9月28日<br>PRC/Mainland China<br>28 September 2010 | 人民幣100,000,000元<br>RMB100,000,000 | 100% | – | 銷售產品及提供信息技術服務<br>Sales of products and provision of IT services |
| 大咖國際食品有限公司<br>Daka International Food Co., Ltd. ("大咖國際食品有限公司") | 中國／中國內地<br>2013年3月14日<br>PRC/Mainland China<br>14 March 2013 | 人民幣200,000,000元<br>RMB200,000,000 | 100% | – | 生產<br>Production |

## 1. 公司及集團資料*(續)*

### 有關附屬公司的資料*(續)*

## 1. CORPORATE AND GROUP INFORMATION *(Continued)*

### Information about subsidiaries *(Continued)*

| 名稱* Name* | 註冊成立／登記地點及日期以及營業地點 Place and date of incorporation/ registration and place of operation | 已發行普通／登記股本 Issued ordinary/ registered share capital | 本公司應佔權益百分比 Percentage of equity attributable to the Company 直接 Direct | 間接 Indirect | 主要業務 Principal activities |
|---|---|---|---|---|---|
| 雪王智慧供應鏈(廣東)有限公司 Snow King Smart Supply Chain (Guangdong) Co., Ltd. ("雪王智慧供應鏈(廣東)有限公司") | 中國／中國內地 2018年6月22日 PRC/Mainland China 22 June 2018 | 人民幣5,000,000元 RMB5,000,000 | 100% 100% | – – | 銷售產品 Sales of products |
| 上島智慧供應鏈有限公司 Shangdao Smart Supply Chain Co., Ltd. ("上島智慧供應鏈有限公司") | 中國／中國內地 2018年7月5日 PRC/Mainland China 5 July 2018 | 人民幣50,000,000元 RMB50,000,000 | 100% 100% | – – | 銷售產品 Sales of products |
| 雪王智慧供應鏈(四川)有限公司 Snow King Smart Supply Chain (Sichuan) Co., Ltd. ("雪王智慧供應鏈(四川)有限公司") | 中國／中國內地 2020年10月23日 PRC/Mainland China 23 October 2020 | 人民幣100,000,000元 RMB100,000,000 | 100% 100% | – – | 銷售產品 Sales of products |

該等實體為根據中國法律成立的有限責任企業。

These entities are limited liability enterprises established under PRC law.

由於未有註冊英文名稱，中國註冊公司的英文名稱乃由本公司管理層盡最大努力自中文名稱直接翻譯而來。

The English names of the companies registered in the PRC represent the best efforts made by the management of the Company in directly translating the Chinese names of these companies as no English names have been registered.

上表列示董事認為主要影響年內業績或構成本集團資產淨值重大部分的本公司附屬公司。董事認為，提供其他附屬公司的詳情會令篇幅過於冗長。

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

## 2. 會計政策

### 2.1 擬備基準

該等財務報表乃根據國際財務報告會計準則編製，包括國際會計準則理事會(「**國際會計準則理事會**」)批准的所有準則及詮釋以及國際會計準則理事會批准的國際會計準則及常務詮釋委員會詮釋以及香港公司條例的披露規定。

本集團已自2021年1月1日(國際財務報告會計準則過渡日期)起提早採納於2024年1月1日開始的會計期間生效的所有國際財務報告會計準則連同相關過渡性條文。

綜合財務報表根據歷史成本慣例編製，惟以公允價值計量且其變動計入損益的金融資產及指定以公允價值計量且其變動計入其他全面收益的股權投資以公允價值計量除外。該等財務報表以人民幣(「**人民幣**」)呈列，除另有指明外，所有金額約整至最接近千位。

## 2. ACCOUNTING POLICIES

### 2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with IFRS Accounting Standards, which comprise all standards and interpretations approved by the International Accounting Standards Board (the "**IASB**"), and International Accounting Standards and Standing Interpretations Committee interpretations approved by the International Accounting Standards Board and the disclosure requirements of the Hong Kong Companies Ordinance.

All IFRS Accounting Standards effective for the accounting period commencing from 1 January 2024, together with the relevant transitional provisions, have been early adopted by the Group from 1 January 2021 (the date of transition to IFRS Accounting Standards).

The consolidated financial statements have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss and equity investments designated at fair value through other comprehensive income 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.

## 2. 會計政策*(續)*

### 2.1 擬備基準*(續)*

*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2024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)。當本集團因參與投資對象的業務而就可變回報承擔風險或有權獲得可變回報,並有能力透過對投資對象的權力(即賦予本集團目前主導投資對象相關業務的能力的現有權利)影響該等回報時,則視為擁有控制權。

一般假定大多數投票權導致控制權。倘本公司於投資對象擁有的投票權或類似權利不足大多數,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) 與投資對象其他具投票權的持有人的合約安排;

(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*

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "**Group**") for the year ended 31 December 2024. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has 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(續)

### 2.1 擬備基準(續)

*綜合基準(續)*

附屬公司的財務報表與本公司於相同報告期間內採納貫徹一致的會計政策編製。附屬公司的業績自本集團取得控制權當日起綜合入賬，並繼續綜合入賬直至該項控制權終止當日為止。

即使會導致非控股權益出現虧損結餘，損益及其他全面收入的各個組成部分仍會歸屬於本集團母公司擁有人及非控股權益。所有與本集團成員公司間交易有關的集團內公司間資產及負債、權益、收入、開支及現金流量於綜合入賬時全數抵銷。

倘事實及情況顯示以上所述三項控制權元素中的一項或多項有變動，則本集團會重新評估其是否擁有對投資對象的控制權。於附屬公司擁有權權益的變動(並無失去控制權)於入賬時列作權益交易。

## 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 ("**OCI**") 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.

## 2. 會計政策(續)

### 2.1 擬備基準(續)

*綜合基準(續)*

倘本集團失去對附屬公司的控制權，則應終止確認相關資產(包括商譽)、負債、任何非控股權益及匯兑波動儲備；並確認任何留存投資的公允價值及損益中所產生的任何盈餘或虧損。本集團過往於其他全面收益確認的應佔組成部分按本集團直接處置相關資產或負債需採用的相同基準重新分類至損益或保留利潤(如適用)。

### 2.2 已頒佈但尚未生效的國際財務報告會計準則

本集團並無在該等財務報表中採納以下已頒佈但尚未生效的新訂及經修訂國際財務報告會計準則。本集團擬於生效時應用該等新訂及經修訂國際財務報告會計準則(如適用)。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.1 BASIS OF PREPARATION *(Continued)*

*Basis of consolidation (Continued)*

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; 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.

### 2.2 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS

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

## 2. 會計政策(續)

### 2.2 已頒佈但尚未生效的國際財務報告會計準則(續)

| | |
|---|---|
| 國際財務報告準則第18號<br>IFRS 18 | *財務報表的列報和披露*[3]<br>*Presentation and Disclosure in Financial Statements* [3] |
| 國際財務報告準則第19號<br>IFRS 19 | *非公共受託責任子公司：披露*[3]<br>*Subsidiaries without Public Accountability: Disclosures* [3] |
| 國際財務報告準則第9號及國際財務報告準則第7號(修訂本)<br>Amendments to IFRS 9 and IFRS 7 | *對金融工具分類及計量的修訂*[2]<br>*Amendments to the Classification and Measurement of Financial Instruments* [2] |
| 國際財務報告準則第9號及國際財務報告準則第7號(修訂本)<br>Amendments to IFRS 9 and IFRS 7 | *依賴自然能源生產電力的合同*[2]<br>*Contracts Referencing Nature-dependent Electricity* [2] |
| 國際財務報告準則第10號及國際會計準則第28號(修訂本)<br>Amendments to IFRS 10 and IAS 28 | *投資者與其聯營公司或合營企業之間的資產出售或注資*[4]<br>*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture* [4] |
| 國際會計準則第21號(修訂本)<br>Amendments to IAS 21 | *缺乏可兑換性*[1]<br>*Lack of Exchangeability* [1] |
| 國際財務報告會計準則的年度改進 — 第11冊<br>Annual Improvements to IFRS Accounting Standards – Volume 11 | *國際財務報告準則第1號、國際財務報告準則第7號、國際財務報告準則第9號、國際財務報告準則第10號及國際會計準則第7號(修訂本)*[2]<br>*Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7* [2] |

1 於2025年1月1日或之後開始的年度期間生效

2 於2026年1月1日或之後開始的年度期間生效

3 於2027年1月1日或之後開始的年度／報告期間生效

4 尚未釐定強制生效日期，惟可予採納

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.2 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS *(Continued)*

1 Effective for annual periods beginning on or after 1 January 2025

2 Effective for annual periods beginning on or after 1 January 2026

3 Effective for annual/reporting periods beginning on or after 1 January 2027

4 No mandatory effective date yet determined but available for adoption

## 2. 會計政策*(續)*

### 2.2 已頒佈但尚未生效的國際財務報告會計準則*(續)*

本集團正評估該等新訂及經修訂準則於首次應用時的影響。國際財務報告準則第18號引入損益表列報的新規定，包括具體總和及小計。實體須於損益表內將所有收入及開支分類為以下五個類別之一：經營、投資、融資、所得稅及終止經營，並呈列兩個新定義的小計。其亦規定在附註中披露管理層定義的績效衡量標準，並對財務資料的總結及分解提出新規定。新規定預計將影響本集團損益表的列報以及本集團財務表現的披露。目前為止，本集團認為新訂及經修訂準則不大可能對本集團的經營業績及財務狀況產生重大影響。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.2 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS *(Continued)*

The Group is in the process of making an assessment of the impact of these new and amended standards upon initial application. IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss into one of the five categories: operating, investing, financing, income taxes and discontinued operations and to present two new defined subtotals. It also requires disclosure of management-defined performance measures in a note and introduces new requirements for aggregation and disaggregation of financial information. The new requirements are expected to impact the Group's presentation of the statement of profit or loss and disclosures of the Group's financial performance. So far, the Group considers that the new and revised standards are unlikely to have a significant impact on the Group's results of operations and financial position.

## 2. 會計政策(續)

### 2.3 重大會計政策

*於聯營公司投資*

聯營公司是指本集團長期持有其權益股票權一般不少於20%且對其擁有重大影響力的實體。重大影響力是指有權參與被投資公司的財務及經營政策的決策，但並非控制或共同控制該等政策。

本集團於聯營公司投資乃根據會計權益法，按本集團應佔的資產淨值扣除任何減值虧損於綜合財務狀況表內呈列。任何可能存在的不同會計準則已作出調整以使其一致。

本集團應佔聯營公司收購後業績及其他全面收入份額分別計入綜合損益表及綜合其他全面收入。此外，倘於聯營公司的權益內直接確認一項變動，則本集團會於綜合權益變動表內確認其於任何有關變動的應佔份額(倘適用)。本集團與聯營公司交易所產生的未變現盈虧，均按本集團於聯營公司的投資為限進行抵銷，除非未變現虧損證明已轉讓資產出現減值則除外。收購聯營公司產生的商譽計入本集團於聯營公司的投資的一部分。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY

*Investment in an associate*

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investment in an associate is stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

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

## 2. 會計政策*(續)*

### 2.3 重大會計政策*(續)*

*公允價值計量*

本集團於各報告期末按公允價值計量其若干理財產品及股權投資。公允價值為於計量日期在市場參與者間進行的有序交易中出售資產所收取或轉移負債所支付的價格。公允價值計量乃假設出售資產或轉移負債的交易於資產或負債的主要市場進行，或在未有主要市場的情況下，則假設於資產或負債的最有利市場進行。主要或最有利市場必須為本集團可進入的市場。資產或負債的公允價值乃基於市場參與者為資產或負債定價時所用的假設計量(假設市場參與者以符合彼等最佳經濟利益的方式行事)。

非金融資產的公允價值計量會計及一名市場參與者透過以最大限度使用該資產達致最佳用途，或透過將資產出售予將以最大限度使用該資產達致最佳用途的另一名市場參與者而產生經濟利益的能力。

本集團使用適用於不同情況且具備足夠可用數據以計量公允價值的估值方法，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Fair value measurement*

The Group measures its certain of wealthy management products and equity investments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*公允價值計量(續)*

於財務報表計量或披露公允價值的所有資產及負債，均根據對公允價值計量整體而言屬重大的最低級別輸入數據在下述公允價值等級內進行分類：

第一級 — 按相同資產或負債於活躍市場的報價(未經調整)

第二級 — 按對公允價值計量而言屬重大的可觀察(直接或間接)最低級別輸入數據的估值方法

第三級 — 按對公允價值計量而言屬重大的不可觀察最低級別輸入數據的估值方法

就經常於財務報表確認的資產及負債而言，本集團於各報告期末透過(按對公允價值計量整體而言屬重大的最低別級輸入數據)重新評估分類，釐定等級中各個級別間是否出現轉移。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Fair value measurement (Continued)*

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*非金融資產減值*

如有跡象顯示資產出現減值，或須對資產進行年度減值測試(存貨、遞延所得稅資產及金融資產除外)，則會估計該項資產的可收回金額。資產的可收回金額按資產或現金產生單位的使用價值與其公允價值減出售成本的較高者計算，並就個別資產釐定，惟該項資產並無產生很大程度上獨立於其他資產或其他組別資產的現金流入則除外，在此情況下，就該項資產所屬的現金產生單位釐定可收回金額。在對現金產生單位進行減值測試時，倘能按合理一致基準分配，則部分公司資產(如總部大樓)的賬面值分配至單個現金產生單位，否則將分配至最小現金產生單位。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Impairment of non-financial assets*

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) 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.

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*非金融資產減值(續)*

減值虧損僅於資產賬面值超逾可收回金額時確認。於評估使用價值時，估計未來現金流量以反映當時市場對貨幣時間價值的估計及該項資產的特有風險的除稅前貼現率貼現至現值。任何減值虧損均於其產生期間自損益表內與減值資產功能一致的該等開支分類內扣除。

於各報告期末，均會評估是否有跡象顯示過往已確認的減值虧損可能不再存在或可能減少。如出現該跡象，則會估計可收回金額。過往已確認的資產減值虧損(商譽除外)，僅於釐定該項資產的可收回金額所採用的估計出現變化時回撥，但有關金額不得超逾假設過往年度並無就該項資產確認減值虧損而應釐定的賬面值(已扣除任何折舊／攤銷)。回撥減值虧損於其產生期間計入損益表。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Impairment of non-financial assets (Continued)*

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises.

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*關聯方*

某名人士符合以下條件時，則視為與本集團相關聯：

(a) 該方為一名人士或其家族的近親，而該名人士：

(i) 控制或共同控制本集團；

(ii) 對本集團施以重大影響；或

(iii) 是本集團或其母公司的主要管理層成員；

或

(b) 該方為符合下列任一條件的實體：

(i) 和本集團是同一集團的成員；

(ii) 是另一實體(或另一實體的母公司、附屬公司或同系附屬公司)的聯營公司或合營公司；

(iii) 與本集團同為相同第三方的合營企業；

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*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

(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;

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*關聯方(續)*

(iv) 是第三方實體的聯營公司且另一實體亦是該第三方實體的合營公司；

(v) 是本集團或與本集團關聯的實體就員工福利而設的離職後福利計劃；

(vi) 受(a)項所述人士控制或共同控制；

(vii) (a)(i)項所述人士對該實體施以重大影響或是該實體(或其母公司)的主要管理層成員；及

(viii) 該實體或其所屬集團的任何成員公司向本集團或本集團的母公司提供主要管理人員服務。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Related parties (Continued)*

(iv) one entity is an associate of a third entity and the other entity is a joint venture 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;

(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)

### 2.3 重大會計政策(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)按成本減累計折舊及任何減值虧損入賬。物業、廠房及設備項目的成本包括其購買價及將資產達致其運作狀況及運往所在地作擬定用途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開支(如維修及保養)一般於產生期間自損益表扣除。在符合確認條件的情況下,重大檢驗的開支將予以資本化並重置資產的賬面價值。倘物業、廠房及設備的主要部分須定期替換,則本集團將該等部分確認為具特定可使用年期的個別資產,並相應折舊。

折舊按各項物業、廠房及設備的估計可使用年期以直線法計算,以攤銷成本至其剩餘價值。就此而言,所採用的主要年率如下:

| | |
|---|---|
| 樓宇 | 2.38%至4.75% |
| 租賃物業裝修 | 20.00%至50.00% |
| 機器 | 9.50%至19.00% |
| 運輸工具 | 23.75% |
| 家具及固定裝置 | 19.00%至31.67% |

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(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 the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

| | |
|---|---|
| Buildings | 2.38% to 4.75% |
| Leasehold improvements | 20.00% to 50.00% |
| Machinery | 9.50% to 19.00% |
| Motor vehicles | 23.75% |
| Furniture and fixtures | 19.00% to 31.67% |

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*物業、廠房及設備以及折舊(續)*

如物業、廠房及設備項目各部分的可使用年期各有不同，該項目的成本乃按合理基準在各部分間進行分配，而每部分則各自計算折舊。剩餘價值、可使用年期及折舊方法至少會於各財政年結日進行審核及調整(如適用)。

物業、廠房及設備項目(包括已首次確認的任何重大部分)於出售時或預期日後不會因使用或出售而帶來經濟利益時終止確認。在終止確認該項資產的同一年度，於損益表確認的出售或報廢的任何盈虧為有關資產的出售所得款項淨額與其賬面值間的差額。

在建工程主要指按成本減任何減值虧損入賬及並無折舊的在建樓宇及機器。成本包括工程期內所產生的直接建築成本及相關借入資金的資本化借款費用。竣工及可作擬定用途後，在建工程將被重新分類至物業、廠房及設備項目內適當的類別。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(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 the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress mainly represents buildings and machinery under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

## 2. 會計政策*(續)*

### 2.3 重大會計政策*(續)*

*無形資產(商譽除外)*

個別收購的無形資產於初步確認時按成本計量。於業務合併時收購無形資產的成本乃為收購當日的公允價值。無形資產的可使用年期評估為有限或無限。年期有限的無形資產其後於可使用經濟年期內攤銷，並於有跡象顯示無形資產可能出現減值時評估減值。可使用期有限的無形資產的攤銷年期及攤銷方法於各財政年結日審核至少一次。

軟件

軟件按成本減任何減值虧損列賬，並根據本集團的過往經驗及軟件使用的不同用途以及該等用途的授權期間，於其估計可使用年期3至10年內按直線法攤銷。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Intangible assets (other than goodwill)*

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Software

Software is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of 3 to 10 years based on the Group's past experiences and different purposes on usages of the software and the authorised period for such uses.

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*無形資產(商譽除外)(續)*

研發費用

研究活動支出於產生期間確認為開支。在並無可確認的內部產生無形資產的情況下，於產生期間在損益中確認開發開支。

*租賃*

本集團於合約開始時評估合約是否為租賃或包含租賃。倘合約賦予權利於一段時間內控制已識別資產的用途以換取對價，則合約為租賃或包含租賃。

本集團作為承租人

本集團對所有租賃(惟短期租賃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。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Intangible assets (other than goodwill) (Continued)*

Research and development costs

Expenditure on research activities is recognised as an expense in the period in which it is incurred. When no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

*Leases*

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

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases 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.

## 2. 會計政策*(續)*

### 2.3 重大會計政策*(續)*

*租賃(續)*

本集團作為承租人*(續)*

(a) 使用權資產

使用權資產乃於租賃開始日期(即相關資產可供使用的日期)確認。使用權資產按成本減累計折舊及任何減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債金額、已產生的初始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獎勵。使用權資產於資產租期及估計可使用年期(以較短者為準)按直線法折舊，如下：

| | |
|---|---|
| 倉庫及辦公物業 | 1.5至5.0年 |
| 土地使用權 | 50.0年 |

倘租賃資產的所有權於租期結束時轉移至本集團或成本反映購買選擇權的行使情況，則使用資產估計可使用年期計算折舊。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Leases (Continued)*

Group as a lessee *(Continued)*

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

| | |
|---|---|
| Warehouses and office premises | 1.5 to 5.0 years |
| Land use rights | 50.0 years |

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*租賃(續)*

本集團作為承租人(續)

(b) 租賃負債

於租賃開始日期按租賃期內將作出的租賃付款現值確認租賃負債。租賃付款包括定額付款(含實質定額款項)減任何租賃獎勵應收款項、取決於指數或利率的可變租賃款項以及預期根據剩餘價值擔保支付的金額。租賃付款亦包括本集團合理確定行使的購買選擇權的行使價及在租期反映本集團行使終止租賃選擇權時，有關終止租賃的罰款。不取決於指數或利率的可變租賃付款在出現觸發付款的事件或條件的期間內確認為開支。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(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.

## 2. 會計政策*(續)*

### 2.3 重大會計政策*(續)*

*租賃(續)*

本集團作為承租人*(續)*

(b) 租賃負債*(續)*

於計算租賃付款的現值時，由於租賃內含利率不易釐定，故本集團使用其租賃開始日期的增量借款率計算。於開始日期後，租賃負債金額的增加反映了利息的增長，其減少則關乎所作出的租賃付款。此外，倘存在租期修改、租期變動、租賃付款變動(如由指數或利率變動引起的未來租賃付款變動)或購買相關資產的選擇權評估變動，則重新計量租賃負債的賬面值。

(c) 短期租賃

本集團對其辦公物業的短期租賃(即該等於開始日期的租期為12個月或以下且不包含購買權的租賃)應用短期租賃確認豁免。

短期租賃的租賃付款於租期內按直線法確認為開支。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Leases (Continued)*

Group as a lessee *(Continued)*

(b) Lease liabilities *(Continued)*

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

(c) Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases of offices premises (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option).

Lease payments on short-term leases are recognised as an expense on a straight-line basis over the lease term.

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*投資及其他金融資產*

首次確認及計量

金融資產於初步確認時分類為隨後按攤銷成本計量、以公允價值計量且其變動計入其他全面收益及以公允價值計量且其變動計入損益。

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。除並無重大融資成分或本集團並未就此應用不調整重大融資成分影響的實際權宜方法的貿易應收款項外，本集團初步按其公允價值加(倘並非以公允價值計量且其變動計入損益的金融資產)交易成本計量金融資產。如下文「收入確認」所載政策，並無重大融資成分或本集團並未就此應用實際權宜方法的貿易應收款項按國際財務報告準則第15號釐定的交易價格計量。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Investments and other financial assets*

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*投資及其他金融資產(續)*

首次確認及計量(續)

為使金融資產按攤銷成本或以公允價值計量且其變動計入其他全面收益分類及計量，需產生僅為對本金和以未償付本金金額為基礎的利息的支付(「SPPI」)的現金流量。現金流量並非純粹支付本金及利息的金融資產，不論其業務模式如何，均以公允價值計量且其變動計入損益分類及計量。

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會否來自收取合約現金流量、出售金融資產或來自以上兩者。按攤銷成本分類及計量的金融資產按持有金融資產目的為收取合約現金流量的業務模式持有，而以公允價值計量且其變動計入其他全面收益分類及計量的金融資產按目的為持有以收取合約現金流量及出售的業務模式持有。不屬於上述業務模式持有的金融資產以公允價值計量且其變動計入損益分類及計量。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Investments and other financial assets (Continued)*

Initial recognition and measurement *(Continued)*

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*投資及其他金融資產(續)*

首次確認及計量(續)

購買或出售須於法規或市場慣例一般規定的期限內交付的金融資產均於交易日(即本集團承諾購買或出售資產的日期)確認。

後續計量

金融資產的後續計量視乎以下分類：

以攤銷成本計量金融資產

倘同時滿足以下兩個條件，本集團以攤銷成本計量金融資產：

- 金融資產乃在為收取合約現金流量而持有金融資產的業務模式下持有的；及
- 金融資產的合約條款於指定日期產生僅為對本金和以未償付本金金額為基礎的利息的支付的現金流量。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Investments and other financial assets (Continued)*

Initial recognition and measurement *(Continued)*

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets measured at amortised cost

The Group measures financial assets at amortised cost if both of the following conditions are met:

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

## 2. 會計政策*(續)*

### 2.3 重大會計政策*(續)*

*投資及其他金融資產(續)*

以攤銷成本計量金融資產*(續)*

按攤銷成本列賬的金融資產隨後使用實際利率法(EIR)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表中確認。

本集團按攤銷成本計量的金融資產包括貿易應收款項及計入預付款項、其他應收款項及其他資產的金融資產。

指定為以公允價值計量且其變動計入其他全面收益的金融資產(股權投資)

於初步確認後，倘股權投資符合國際會計準則第32號金融工具：呈列項下的股權定義，且並非持作買賣，本集團可選擇不可撤回地將其股權投資分類為指定以公允價值計量且其變動計入其他全面收益的股權投資。分類乃按個別工具基準而釐定。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Investments and other financial assets (Continued)*

Financial assets measured at amortised cost *(Continued)*

Financial assets at amortised cost are subsequently measured using the effective interest ("EIR") method and are subject to impairment. Gains and losses are recognised in the statement profit or loss when the asset is derecognised, modified or impaired.

The Group's financial assets at amortised cost includes trade receivables, and financial assets included in prepayments, other receivables and other assets.

Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*投資及其他金融資產(續)*

指定為以公允價值計量且其變動計入其他全面收益的金融資產(股權投資)(續)

該等金融資產的收益及虧損永不回流損益表。倘股息付款權已確立，而股息相關經濟利益很可能流向本集團，且股息金額能可靠計量，則股息於損益表確認為其他收入，惟倘本集團受惠於該等所得款項作為收回部分金融資產成本則作別論，在此情況下，有關收益會入賬為其他全面收益。指定以公允價值計量且其變動計入其他全面收益的股權投資無須進行減值評估。

以公允價值計量且其變動計入損益的金融資產

以公允價值計量且其變動計入損益的金融資產乃於財務狀況表以公允價值列賬，而公允價值變動淨額則於損益表確認。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Investments and other financial assets (Continued)*

Financial assets designated at fair value through other comprehensive income (equity investments) *(Continued)*

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of 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, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

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.

## 2. 會計政策*(續)*

### 2.3 重大會計政策*(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類似金融資產的一部分)主要在下列情況下被終止確認(即自本集團綜合財務狀況表中移除):

- 收取該項資產所得現金流量的權利已屆滿;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,在並無嚴重延遲的情況下,負責向第三方全數支付所收取現金流量;以及(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。

當本集團已轉讓其收取該項資產所得現金流量的權利或已訂立一項轉付安排,則其將評估其是否保留擁有該項資產的風險及回報,及其保留該等風險及回報的程度。倘其並無轉讓或保留該項資產的絕大部分風險及回報,且並無轉讓該項資產的控制權,本集團繼續按本集團的持續參與程度確認該轉讓資產。在此情況下,本集團亦確認相關負債。已轉讓的資產及相關負債按反映本集團已保留的權利及責任的基準計量。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(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.

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*終止確認金融資產(續)*

持續參與指就已轉讓資產作出的保證，並按該項資產的原賬面價值與本集團或須償還的對價金額上限的較低者計量。

*金融資產減值*

本集團就所有並非以公允價值計量且其變動計入損益持有的債務工具確認預期信用損失(「預期信用損失」)撥備。預期信用損失乃以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為基準，按原實際利率的近似值貼現。預期現金流量將包括來自銷售所持有抵押品或其他信用增級的現金流量，此乃合約條款不可或缺的部分。

一般方法

預期信用損失於兩個階段進行確認。對於自初步確認後並無顯著增加的信貸風險，預期信用損失就可能於未來12個月內(12個月預期信用損失)出現的違約事件所導致的信用損失計提撥備。對於自初步確認後有顯著增加的信貸風險，須在信用損失風險預期的剩餘年期計提虧損撥備，不論違約事件於何時發生(全期預期信用損失)。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Derecognition of financial assets (Continued)*

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

*Impairment of financial assets*

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

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).

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*金融資產減值(續)*

一般方法(續)

於各報告日期，本集團於評估自初步確認後金融工具的信貸風險是否顯著增加時，將於報告日期金融工具發生違約的風險與初步確認日期金融工具發生違約的風險進行比較，並考慮無需付出不必要的成本或努力即可得的合理且可支持的資料，包括歷史及前瞻性資料。本集團認為，當合約付款逾期超過30天時，信貸風險顯著增加。

本集團將合約付款逾期90日的金融資產視作違約。然而，於若干情況下，當內部或外部資料顯示本集團不太可能在本集團採取任何信貸提升安排前悉數收回未償還合約金額時，本集團亦可能認為該金融資產違約。

當無法合理預期收回合約現金流量時，則撇銷金融資產。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Impairment of financial assets (Continued)*

General approach *(Continued)*

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.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*金融資產減值(續)*

一般方法(續)

按攤銷成本計量的金融資產在一般方法下會發生減值，並且除了貿易應收款項及採用簡化方法的合約資產(以下詳述)外，它們在以下階段分類用於預期信用損失計量。

第1階段 — 金融工具自初步確認以來信貸風險未顯著增加，且其虧損撥備按相當於12個月預期信用損失的金額計算

第2階段 — 金融工具自初步確認以來信貸風險顯著增加，但並非信貸減值金融資產且其虧損撥備按相當於全期預期信用損失的金額計算

第3階段 — 於報告日期信貸減值的金融資產(但不是購買或原始信貸減值)，其虧損撥備按相當於全期預期信用損失的金額計算

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Impairment of financial assets (Continued)*

General approach *(Continued)*

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 and contract assets which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*金融資產減值(續)*

簡化方法

對於不包含重大融資成分的貿易應收款項，或當本集團採用不調整重大融資成分影響的實際權宜方法時，本集團採用簡化方法進行預期信用損失計量。根據簡化方法，本集團不會追蹤信貸風險的變化，而是於各報告日期基於全期預期信用損失確認虧損撥備。本集團已根據其歷史信用損失經驗建立撥備矩陣，並根據債務人及經濟環境的前瞻性因素作出調整。

*金融負債*

首次確認及計量

金融負債於初始確認時分類為貸款及借款及應付款項(如適合)。

所有金融負債初步按公允價值確認，倘為貸款及借款及應付款項，則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、其他應付款項及應計費用、計息銀行及其他借款。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(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 and 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 and accruals, interest-bearing bank and other borrowings.

*2. 會計政策(續)*

*2.3 重大會計政策(續)*

*金融負債(續)*

後續計量

金融負債的後續計量視乎以下分類而定：

按攤銷成本計量的金融負債(貸款及借款及應付款項)

於首次確認後，計息貸款及借款以及應付款項其後以實際利率法按攤銷成本計量，但若折現的影響並不重大，於此情況下，則按成本列賬。損益會於負債終止確認時透過實際利率攤銷程序於損益表確認。

攤銷成本經計及任何收購折扣或溢價及組成實際利率整體部分的費用或成本計算得出。實際利率攤銷計入損益表中的財務成本內。

2. ACCOUNTING POLICIES *(Continued)*

2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Financial liabilities (Continued)*

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (loans and borrowings and payables)

After initial recognition, interest-bearing loans and borrowings and payables are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

## 2. 會計政策*(續)*

### 2.3 重大會計政策*(續)*

*終止確認金融負債*

當負債的責任被解除或取消或屆滿，金融負債將被終止確認。

如現有金融負債由條款有重大差異的相同放款人負債所取代，或現有負債的條款有重大修訂，此類交換或修訂將被視為取消確認原負債及確認新負債處理，有關賬面值的差額於損益表確認。

*存貨*

存貨按成本與可變現淨值兩者中的較低者入賬。成本按加權平均成本基準釐定，而就在產品及產成品而言，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。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Derecognition of financial liabilities*

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

*Inventories*

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average cost basis and, in the case of work in progress and finished goods, comprises direct materials, direct labor 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.

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*現金及現金等價物*

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及可隨時兑換為已知金額現金、所涉價值變動風險不高而一般自取得起計三個月內到期的短期高流通性投資，減去須於要求時償還並構成本集團現金管理一部分的銀行透支。

就綜合財務狀況表而言，現金及現金等價物包括手頭現金及銀行存款(包括定期存款)及性質與現金類似的資產，其用途不受限制。

*撥備*

由於過往事件導致現時須承擔(法律或推定)責任，而未來可能需流失資源以履行責任，且能可靠估計責任的數額，則會確認撥備。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Cash and cash equivalents*

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

*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.

## 2. 會計政策*(續)*

### 2.3 重大會計政策*(續)*

*撥備(續)*

如折現影響重大，則所確認的撥備數額是預計履行責任所需的未來開支在報告期末的現值。隨時間而增加的已折現現值，計入損益表的財務成本。

*所得稅*

所得稅包括即期及遞延稅項。與於損益以外確認項目相關的所得稅於其他全面收益或直接於權益確認。

即期稅項資產及負債，乃根據於報告期末已頒佈或實質上已頒佈的稅率(及稅法)，並考慮本集團開展業務的國家的現行詮釋及慣例，按預期自稅務機關退回或付予稅務機關的金額計量。

遞延稅項根據於各報告期末的資產及負債的稅基與其就財務申報而呈列的賬面值之間的所有暫時差額按負債法計提撥備。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Provisions (Continued)*

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

*Income tax*

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group has established business presence.

Deferred tax is provided, using the liability method, on all temporary differences at the end of each reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*所得稅(續)*

遞延稅項負債就所有應課稅暫時差額確認，但下列情況除外：

- 倘遞延稅項負債乃因在一項並非業務合併的交易中初步確認商譽或資產或負債而產生，且於交易時並不影響會計利潤或應課稅利潤或虧損且不會產生相等的應課稅及可扣減暫時差額；及

- 就與於附屬公司及聯營公司的投資有關的應課稅暫時差額而言，暫時差額的撥回期間為可控制，而該等暫時差額於可見將來可能不會撥回。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Income tax (Continued)*

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 an associate, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

## 2. 會計政策*(續)*

### 2.3 重大會計政策*(續)*

*所得稅(續)*

遞延稅項資產乃就所有可扣減暫時差額、未動用稅項抵免及任何未動用稅項虧損的結轉予以確認。只限於有應課稅利潤可供對銷可扣減暫時差額，以及可動用結轉的未動用稅項抵免及未動用稅務虧損的情況下，方會確認遞延稅項資產，惟下列情況除外：

- 與可扣減暫時差額有關的遞延稅項資產乃因在一項並非業務合併的交易中初步確認資產或負債而產生，且於交易時並不影響會計利潤或應課稅利潤或虧損且不會產生相等的應課稅及可扣減暫時差額；及

- 就與於附屬公司及聯營公司的投資有關的可扣減暫時差額而言，遞延稅項資產僅於暫時差額於可見將來有可能撥回以及將有應課稅利潤以動用暫時差額以作對銷的情況下，方予確認。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Income tax (Continued)*

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and

- in respect of deductible temporary differences associated with investments in subsidiaries and an associate, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*所得稅(續)*

遞延稅項資產的賬面值於各報告期末被審閱，如不再可能取得足夠應課稅利潤以動用全部或部分遞延稅項資產，則會作出相應調減。尚未確認的遞延稅項資產於各報告期末進行重估，並確認至有可能取得足夠應課稅利潤以收回全部或部分遞延稅項資產為止。

遞延稅項資產及負債是根據預期在變現資產或清償負債期間的稅率計算，而該稅率乃基於各報告期末已頒佈或實質上已頒佈的稅率(及稅法)釐定。

當及僅當本集團有合法可執行的權利將即期稅項資產與即期稅項負債抵銷，且遞延稅項資產及遞延稅項負債與同一稅務機關對同一應課稅實體或不同應課稅實體徵收的所得稅相關，而該等不同的應課稅實體於各未來期間預期有大額遞延稅項負債或資產將予結算或清償時，擬按淨額基準結算即期稅務負債及資產或同時變現資產及結算負債，則遞延稅項資產與遞延稅項負債可予結算或收回。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Income tax (Continued)*

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*政府補助*

政府補助於可合理確認將會收取補助及將符合所有附帶條件時按公允價值確認。如補助涉及開支項目，則於其擬補助的成本產生期間內有系統地確認為收入。

倘補助與資產有關，則公允價值計入遞延收入賬，並於相關資產的預計可使用年期內每年等額分期撥入損益表或從資產的賬面值中扣除並以扣減折舊費用方式計入損益表。

*收入確認*

來自客戶合約的收入

來自客戶合約的收入乃於商品或服務的控制權轉讓予客戶時確認，該金額能反映本集團預期就交換該等商品或服務有權獲得的對價。本集團認為，其在所有收入安排中均以主要責任人身份行事，因為其通常在向客戶轉讓商品或服務之前控制商品或服務。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Government grants*

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of 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 the statement of profit or loss by way of a reduced depreciation charge.

*Revenue recognition*

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods 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. The Group has concluded that it is acting as a principal in all of its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*收入確認(續)*

來自客戶合約的收入(續)

本集團的收入主要來自商品和設備銷售以及向加盟商提供加盟及相關服務。本集團收入確認政策的進一步詳情如下：

(a) 商品和設備銷售

商品和設備銷售的收益於資產控制權轉移至客戶時確認，一般於交付商品及設備時確認。

(b) 提供加盟和相關服務

根據加盟協議，本集團於協議期內向其加盟商提供加盟、管理及培訓服務，而加盟商一般每年支付固定的加盟、管理及培訓費用。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Revenue recognition (Continued)*

Revenue from contracts with customers *(Continued)*

The Group primarily generates its revenue from sales of goods and equipment and provision of franchise and related service to franchisees. Further details of the Group's revenue recognition policies are as follows:

(a) Sales of goods and equipment

Revenue from the sale of goods and equipment is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods and equipment.

(b) Provision of franchise and related services

Under franchise agreements, the Group provides franchising, management and training services to its franchisees during the franchise period and franchisees pay fixed franchising, management and training fees generally on an annual basis.

## 2. 會計政策*(續)*

### 2.3 重大會計政策*(續)*

*收入確認(續)*

來自客戶合約的收入*(續)*

(b) 提供加盟和相關服務*(續)*

於協議期內，加盟商獲授予相關加盟權利(包括商標、商業模式及其他管理資源)。因此，倘符合以下所有標準，加盟費用(被視為獲取本集團知識產權的權利的對價)於協議期內按直線法確認：

- 合約要求或加盟商合理預期本集團將開展對加盟商有權使用的知識產權有重大影響的活動；
- 加盟協議授予的權利使加盟商直接受到本集團活動的任何正面或負面影響；及
- 於該等活動發生時，該等活動不會導致向加盟商轉讓商品或服務。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Revenue recognition (Continued)*

Revenue from contracts with customers *(Continued)*

(b) Provision of franchise and related services *(Continued)*

During the franchise period, franchisees are granted with franchise rights including trademarks, business model and other management resources. As a result, franchise fee, which is considered as a consideration for the right to access the Group's intellectual property, is recognised on a straight-line basis over the franchise period if all of the following criteria are met:

- the contract requires, or the franchisee reasonably expects, that the Group will undertake activities that significantly affect the intellectual property to which the franchisee has rights;
- the rights granted by the franchise agreement directly expose the franchisee to any positive or negative effects of the Group's activities; and
- those activities do not result in the transfer of a good or a service to the franchisee as those activities occur.

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*收入確認(續)*

來自客戶合約的收入(續)

(b) 提供加盟和相關服務(續)

本集團亦於協議期內向加盟商提供管理及培訓服務，得益於此，加盟商可獲得業務運營支持，以及彼等及其員工的培訓。提供管理及培訓服務的收入於協議期內按直線法確認，因為加盟商同時獲得及消耗本集團所提供的利益。

其他收入

利用實際利率法計算按累計基準確認的利息收入，利率為在金融工具的預期壽命或更短期間(如適用)將估計未來現金收入準確折現至金融資產賬面淨值。

*合約負債*

合約負債於本集團轉移相關商品或服務前收取客戶付款時確認。合約負債於本集團履行合約(即將相關商品、設備及服務的控制權轉移至客戶)時確認為收益。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Revenue recognition (Continued)*

Revenue from contracts with customers *(Continued)*

(b) Provision of franchise and related services *(Continued)*

The Group also provides management and training services to the franchisees during the franchise period through which franchisees enjoy benefits such as business operation support and training for themselves and their employees. Revenue from the provision of management and training services is recognised over the franchise period on a straight-line basis because the franchisee simultaneously receives and consumes the benefits provided by the Group.

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.

*Contract liabilities*

A contract liability is recognised when a payment is received 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, equipment or services to the customer).

## 2. 會計政策*(續)*

### 2.3 重大會計政策*(續)*

*股份支付*

本公司設有一項股份獎勵安排，為所有對本集團業務佳績作出貢獻的合資格參與者提供鼓勵及獎賞。本集團的員工(包括董事)以股份支付方式收取酬金，而員工則提供服務以換取股權工具(「股權結算交易」)。

與員工進行的以股權結算的交易的成本乃參考授出日期的公允價值計量。

以股權結算交易的成本，連同權益相應增加部分，在績效及／或服務條件獲得履行的期間於員工福利開支內確認。於各報告期末直至歸屬日期就股本結算交易所確認的累計開支，反映歸屬期屆滿的程度及本集團對最終將會歸屬的股權工具數量的最佳估計。在某一期間內在損益表內扣除或進賬，乃反映累計開支於期初與期末確認時的變動。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Share-based payments*

The Company operates a share award arrangement for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. 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 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 each 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 statement of 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)

### 2.3 重大會計政策(續)

*股份支付(續)*

釐定獎勵於授出日期的公允價值時，不會考慮服務及非市場績效條件，但會評估達成該等條件的可能性，作為本集團對最終將歸屬的股權工具數量的最佳估計。市場績效條件反映於授出日期公允價值內。獎勵所附帶但並無相關服務要求的任何其他條件視為非歸屬條件。除非有另外的服務及／或績效條件，否則非歸屬條件反映於獎勵的公允價值內，並將即時支銷獎勵。

*其他員工福利*

退休金計劃

本集團的附屬公司員工須參加由當地市政府運作的中央退休金計劃。本集團須按其工資成本的若干百分比向中央退休金計劃供款。供款於根據中央退休金計劃的規則應付時自損益表扣除。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(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.

*Other employee benefits*

Pension scheme

The employees of the Group's subsidiaries are required to participate in a central pension scheme operated by the local municipal government. The Group is required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to the statements of profit or loss as they become payable in accordance with the rules of the central pension scheme.

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*借款成本*

收購、興建或生產合資格資產(即必須經過相當長時間方可作擬定用途或可供出售的資產)直接應佔的借款成本會作為該等資產成本的一部分而予以資本化。當資產實質上可作擬定用途或可供出售，有關借款成本不再資本化。特定借款有待用於合資格資產開支期間臨時投資所賺取的投資收入，會從已資本化的借款成本中扣除。所有其他借款成本均於其產生期間列作開支。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*

股息於股東在股東大會上批准時確認為負債。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(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. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

*Dividends*

Dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

## 2. 會計政策(續)

### 2.3 重大會計政策(續)

*外幣*

該等財務報表以人民幣，即本公司的功能貨幣。本集團內各實體自行釐定其各自的功能貨幣，各實體的財務報表項目均以所定功能貨幣計量。本集團的實體所記錄的外幣交易初步按其各自於交易日時的功能貨幣匯率換算入賬。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適用匯率再換算。所有自貨幣項目結算或換算產生的差額於損益表確認。

按歷史成本以外幣計量的非貨幣項目，採用初步交易日期的匯率換算。按公平價值以外幣計量的非貨幣項目，採用計量公允價值當日的匯率換算。重新換算非貨幣項目而產生的收益或虧損，按確認該項目的公平價值變動的收益或虧損一致的方法處理(公平價值收益或虧損於其他全面收益或損益確認的項目，其換算差額亦分別於其他全面收益或損益確認)。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Foreign currencies*

The financial statements are presented in RMB, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

## 2. 會計政策*(續)*

### 2.3 重大會計政策*(續)*

*外幣(續)*

在確定初始確認相關資產的匯率，終止確認與預付對價有關的非貨幣性資產或非貨幣性負債的費用或收入時，初始交易日為本集團初始確認預付對價產生的非貨幣性資產或非貨幣性負債的日期。倘有多筆預付款或預收款，則本集團釐定每筆預付對價或預收對價的交易日期。

若干海外附屬公司的功能貨幣並非人民幣。於報告期末，該等實體的資產及負債按報告期末的現行匯率換算為人民幣，及其損益表乃按與交易日期的該等現行匯率相若的匯率換算為人民幣。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(Continued)*

*Foreign currencies (Continued)*

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 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)

### 2.3 重大會計政策(續)

*外幣(續)*

所產生的匯兑差額於其他全面收益確認，並於匯兑波動儲備中累計，惟非控股權益應佔的差額除外。出售海外業務時，儲備中與該特定海外業務有關的累計金額於損益表中確認。

就綜合現金流量表而言，海外附屬公司的現金流量按現金流量日期的當前匯率換算為人民幣。海外附屬公司全年產生的經常性現金流量按年內加權平均匯率換算為人民幣。

## 3. 重大會計判斷及估計

編製本集團的財務報表需要管理層作出判斷、估計及假設，而該等判斷、估計及假設會影響收入、開支、資產及負債的呈報金額及其相關披露，以及或然負債的披露。該等假設及估計的不確定性可能導致日後需要對受影響的資產或負債的賬面值作出重大調整。

## 2. ACCOUNTING POLICIES *(Continued)*

### 2.3 MATERIAL ACCOUNTING POLICY *(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.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

## 3. SIGNIFICANT ACCOUNTING JUDGEMENT 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.

## 3. 重大會計判斷及估計*(續)*

**判斷**

在應用本集團會計政策的過程中，管理層曾作出以下判斷(涉及估計者除外)，該等判斷對於財務報表內確認的金額產生重大影響：

*遞延稅項資產*

倘可能有應課稅利潤以抵銷未動用稅項虧損及可扣減暫時差額，則就有關虧損及可扣減暫時差額確認遞延稅項資產。管理層於釐定可予以確認的遞延稅項資產數額時，須根據可能出現未來應課稅利潤的時間及數額，以及未來稅務規劃策略作出重大判斷。相關披露載於財務報表附註30。

**估計的不確定性**

於報告期末為未來作出的主要假設及其他主要不明朗估計要素載述如下，該等因素極有可能使下一財政年度的資產及負債賬面值出現重大調整。

## 3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES *(Continued)*

**Judgement**

In the process of applying the Group's accounting policies, management has made the following judgement, apart from those involving estimations, which has the most significant effect on the amounts recognised in the financial statements:

*Deferred tax assets*

Deferred tax assets are recognised for unused tax losses and deductible temporary differences to the extent that it is probable that taxable profit will be available against which the losses and deductible temporary difference 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 contained in note 30 to the financial statements.

**Estimation uncertainty**

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

## 3. 重大會計判斷及估計*(續)*

**估計的不確定性*(續)***

*租賃 — 估計遞增借款利率*

本集團無法輕易確定租賃中的內含利率，因此，本集團使用遞增借款利率(「遞增借款利率」)計量租賃負債。遞增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的資產，而以類似抵押品於類似期間借入所需資金應支付的利率。因此，遞增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的附屬公司而言)或當須對利率進行調整以反映租賃的條款及條件時(如當租賃並非以附屬公司的功能貨幣訂立時)，則須作出利率估計。當可觀察輸入數據可用時，本集團使用可觀察輸入數據(如市場利率)估算遞增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用評級)。

## 3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES *(Continued)*

**Estimation uncertainty *(Continued)***

*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).

## 3. 重大會計判斷及估計*(續)*

**估計的不確定性*(續)***

*非金融資產(商譽除外)的減值*

本集團至少每年一次評估其所有非金融資產(包括使用權資產)是否有任何減值跡象。其他非金融資產當有跡象顯示未必能收回賬面值時，則會做減值測試。當資產或現金產生單位的賬面值超出其可收回金額(即其公允價值減成本與使用價值兩者的較高者)時，即出現減值。公允價值減成本乃根據從類似資產公平交易的具約束力的銷售交易所取得數據或可觀察市場價格減去出售資產的遞增成本而計算。當計算使用價值時，管理層須估計可從該資產或現金產生單位取得的預期未來現金流量，並選用合適的貼現率，以計算該等現金流量的現值。物業、廠房及設備、使用權資產、其他無形資產、於聯營公司的投資及其他非流動資產的賬面值載於財務報表附註14、15、16、17及19。

## 3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES *(Continued)*

**Estimation uncertainty *(Continued)***

*Impairment of non-financial assets (other than goodwill)*

The Group assessed whether there were any indicators of impairment for all non-financial assets (including the right-of-use assets) at least on an annual basis. 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 to calculate the present value of those cash flows. The carrying amounts of property, plant and equipment, right-of-use assets, other intangible assets, investment in an associate and other non-current assets are set out in notes 14, 15, 16, 17 and 19 to the financial statements.

## 4. 經營分部資料

本集團通過最高行政管理人員管理其整體業務以進行資源分配及表現評估。本集團的主要經營決策者為本集團的首席執行官，其審閱本集團的綜合經營業績，以作出有關資源分配及表現評估的決策。因此，概無呈列可呈報分部資料。

**地區資料**

*(i) 來自外部客戶的收入*

本集團大部分收入及經營利潤來自中國內地。

**有關主要客戶的資料**

截至2024年及2023年12月31日止年度各年，概無向單一客戶作出的銷售佔本集團收入的10%或以上。

## 4. OPERATING SEGMENT INFORMATION

The Group manages its businesses as a whole by the most senior executive management for the purposes of resource allocation and performance assessment. The Group's chief operating decision maker is the chief executive officer of the Group who reviews the Group's consolidated results of operations for the purpose of making decisions about resource allocation and performance assessment. Accordingly, no reportable segment information is presented.

**Geographical information**

*(i) Revenue from external customers*

The majority of the Group's revenue and operating profits are derived from mainland China.

**Information about major customers**

No sales to a single customer accounted for 10% or more of the Group's revenue for each of the years ended 31 December 2024 and 2023.

## 5. 收入

收入指向加盟商銷售商品和設備，以及提供加盟和相關服務的收入。收入分析如下：

### (i) 分類收入資料

## 5. REVENUE

Revenue represents income from the sales of goods and equipment to franchisees, and the provision of franchise and related services. An analysis of revenue is as follows:

### (i) Disaggregated revenue information

| | | 截至12月31日止年度 Year ended 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| **來自客戶合約的收入** | **Revenue from contracts with customers** | | |
| *商品和設備銷售* | *Sales of goods and equipment* | | |
| 商品銷售 | Sales of goods | **23,452,457** | 19,160,210 |
| 設備銷售 | Sales of equipment | **756,372** | 736,537 |
| *加盟和相關服務** | *Franchise and related services** | **620,045** | 405,718 |
| **來自客戶合約的總收入** | **Total revenue from contracts with customers** | **24,828,874** | 20,302,465 |
| **收入確認時間** | **Timing of revenue recognition** | | |
| 在某一時點轉讓的商品及服務 | Goods and services transferred at a point in time | **24,253,615** | 19,927,974 |
| 服務隨時間轉讓 | Services transferred over time | **575,259** | 374,491 |
| **來自客戶合約的總收入** | **Total revenue from contracts with customers** | **24,828,874** | 20,302,465 |

* 加盟和相關服務費乃根據合約條款釐定，概無可變對價。

* The franchise and related services fees are fixed with no variable considerations in accordance with the terms of the contracts.

## 5. 收入(續)

### (i) 分類收入資料(續)

下表列示於當前報告期確認的收入金額，該金額計入報告期初的合約負債，並於過往期間達成的履約責任內確認：

## 5. REVENUE *(Continued)*

### (i) Disaggregated revenue information *(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 reporting period and recognised from performance obligations satisfied in previous periods:

| | | 截至12月31日止年度<br>Year ended 31 December | |
|---|---|---|---|
| | | **2024年<br>2024<br>人民幣千元<br>RMB'000** | 2023年<br>2023<br>人民幣千元<br>RMB'000 |
| 商品和設備銷售 | Sales of goods and equipment | **25,711** | 74,436 |
| 加盟和相關服務 | Franchise and related services | **233,560** | 123,869 |
| | | **259,271** | 198,305 |

## 5. 收入*(續)*

### (ii) 履約責任

有關本集團履約責任的資料概述如下：

*商品和設備銷售*

當客戶在門店或指定地點獲取及接受交付產品時，履約責任即告達成。就大部分銷售交易而言，客戶於獲交付商品、設備及服務前預先付款。

*加盟和相關服務*

幾乎所有履約責任於提供服務時隨時間達成。一般而言，加盟和相關服務合約為期3年或4年。加盟和相關服務費須按年作出墊款。

## 5. REVENUE *(Continued)*

### (ii) Performance obligations

Information about the Group's performance obligations is summarised below:

*Sales of goods and equipment*

The performance obligation is satisfied when customers take possession of and accept the deliveries in stores or appointed locations. For the majority of the sales transactions, customers make advance payments before the goods and equipment and services are delivered to them.

*Franchise and related services*

Almost all performance obligations are satisfied over time when services are rendered. Generally, franchise and related services contracts are for periods ranging from three or four years. Advances are required for the franchise and related services on an annual basis.

## 5. 收入(續)

### (ii) 履約責任(續)

*加盟和相關服務(續)*

於12月31日，分配至餘下(未履行或部分未履行)履約責任的交易價格金額如下：

## 5. REVENUE *(Continued)*

### (ii) Performance obligations *(Continued)*

*Franchise and related services (Continued)*

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

| | | 截至12月31日止年度<br>Year ended 31 December | |
|---|---|---|---|
| | | 2024年<br>2024<br>人民幣千元<br>RMB'000 | 2023年<br>2023<br>人民幣千元<br>RMB'000 |
| 預期確認為收入的金額： | Amounts expected to be recognised as revenue: | | |
| 1年內 | Within one year | 359,636 | 259,271 |
| 1年後 | After one year | 7,822 | 24,975 |
| | | 367,458 | 284,246 |

分配至餘下履約責任的大部分交易價格金額預期將於一年內確認為收入。本集團概無受限制的可變對價。

The majority of the amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The Group does not have variable consideration which is constrained.

## 6. 其他收入及收益淨額

## 6. OTHER INCOME AND GAINS, NET

| | | 截至12月31日止年度 Year ended 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 政府補助 | Government grants | 32,784 | 115,821 |
| 利息收入 | Interest income | 107,015 | 53,801 |
| 以公允價值計量且其變動計入損益的金融資產的投資收益： | Investment income on financial assets at fair value through profit or loss: | | |
| – 理財產品 | – Wealth management products | 45,170 | 53,333 |
| 出售物業、廠房及設備項目的(虧損)／收益淨額 | (Loss)/gain on disposal of items of property, plant and equipment, net | (5,836) | 198 |
| 外匯差額淨額 | Foreign exchange differences, net | 5,620 | 31,963 |
| 捐贈 | Donations | (14,108) | (41,152) |
| 其他 | Others | 48,902 | 33,668 |
| | | 219,547 | 247,632 |

## 7. 稅前利潤

本集團的稅前利潤乃經扣除／(計入)以下各項後得出：

## 7. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

| | | 截至12月31日止年度 Year ended 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 已售存貨成本* | Cost of inventories sold* | 15,558,470 | 13,502,499 |
| 運輸費用 | Transportation expenses | 778,570 | 624,565 |
| 物業、廠房及設備折舊 | Depreciation of property, plant and equipment | 314,887 | 160,504 |
| 使用權資產折舊 | Depreciation of right-of-use assets | 99,178 | 103,472 |
| 其他無形資產攤銷 | Amortisation of other intangible assets | 5,290 | 3,800 |
| 員工福利開支(包括附註9所載的董事、最高行政人員及監事的薪酬)： | Employee benefit expenses (including directors', chief executive's and supervisors' remuneration as set out in note 9): | | |
| 工資及薪金 | Wages and salaries | 1,209,429 | 952,416 |
| 以股權結算的股份支付開支 | Equity-settled share-based payment expenses | 15,786 | 16,427 |
| 退休金計劃供款、社會福利及其他福利 | Pension scheme contributions, social welfare and other welfare | 222,780 | 199,403 |
| 專業服務費 | Professional service fees | 55,792 | 80,552 |
| 存貨減值 | Impairment of inventories | 36,995 | 32,189 |
| 預付款項、其他應收款項及其他資產減值／(減值撥回)淨額 | Impairment/(reversal of impairment) of prepayments, other receivables and other assets, net | 160 | (4,986) |
| 貿易應收款項減值淨額 | Impairment of trade receivables, net | 169 | 3,348 |
| 與短期租賃有關的開支 | Expense relating to short-term leases | 16,475 | 12,921 |
| 上市費用 | Listing expense | 59,069 | 10,900 |
| 核數師薪酬 | Auditor's remuneration | 3,158 | – |

* 上文列示的已售存貨成本金額不包括物業、廠房及設備折舊、使用權資產折舊、存貨減值、員工福利開支、短期租賃開支及運輸費用的成本。

* The amount of cost of inventories sold as stated above excludes the costs included in the depreciation of property, plant and equipment, depreciation of right-of-use assets, impairment of inventories, employee benefit expenses, short-term lease expenses and transportation expenses.

## 8. 財務成本

財務成本分析如下：

## 8. FINANCE COSTS

An analysis of finance costs is as follows:

| | | 截至12月31日止年度 Year ended 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 銀行借款利息 | Interest on bank borrowings | 2,240 | 7,241 |
| 租賃負債利息 | Interest on lease liabilities | 4,127 | 7,456 |
| | | 6,367 | 14,697 |

## 9. 董事、最高行政人員及監事的薪酬

根據上市規則，香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第二部披露的年度董事、監事及最高行政人員薪酬載列如下：

## 9. DIRECTORS', CHIEF EXECUTIVE' AND SUPERVISORS' REMUNERATION

Directors', supervisors' 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:

| | | 截至12月31日止年度<br>Year ended 31 December | |
|---|---|---|---|
| | | 2024年<br>2024<br>人民幣千元<br>RMB'000 | 2023年<br>2023<br>人民幣千元<br>RMB'000 |
| 袍金 | Fees | 1,200 | 200 |
| 其他薪酬： | Other emoluments: | | |
| 薪金、津貼及實物福利 | Salaries, allowances and benefits in kind | 11,171 | 9,317 |
| 酌情花紅 | Discretionary bonuses | 39,519 | 11,289 |
| 以股權結算的股份支付開支 | Equity-settled share-based payment expenses | 958 | 2,480 |
| 退休金計劃供款 | Pension scheme contributions | 294 | 229 |
| | | 51,942 | 23,315 |
| | | 53,142 | 23,515 |

## 9. 董事、最高行政人員及監事的薪酬*(續)*

## 9. DIRECTORS', CHIEF EXECUTIVE' AND SUPERVISORS' REMUNERATION *(Continued)*

### (a) 獨立非執行董事

本年度支付予獨立非執行董事的袍金如下：

### (a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

| | | 截至12月31日止年度 Year ended 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 李凱先生(附註i) | Mr. Li Kai (note i) | – | 100 |
| 黃艷敏女士(附註i) | Ms. Huang Yanmin (note i) | – | 100 |
| 朱璽先生(附註ii) | Mr. Chu Gary Hsi (note ii) | 400 | – |
| 黃宣德先生(附註ii) | Mr. Huang Sidney Xuande (note ii) | 400 | – |
| 潘慧妍女士(附註ii) | Ms. Poon Philana Wai Yin (note ii) | 400 | – |
| | | 1,200 | 200 |

## 9. 董事、最高行政人員及監事的薪酬*(續)*

## 9. DIRECTORS', CHIEF EXECUTIVE' AND SUPERVISORS' REMUNERATION *(Continued)*

### (b) 最高行政人員、執行董事及監事

### (b) Chief executive, executive directors and supervisors

| | | 截至2024年12月31日止年度 Year ended 31 December 2024 | | | | | |
|---|---|---|---|---|---|---|---|
| | | 袍金 Fees 人民幣千元 RMB'000 | 薪金、津貼及實物福利 Salaries, allowances and benefits in kind 人民幣千元 RMB'000 | 酌情花紅 Discretionary bonuses 人民幣千元 RMB'000 | 退休金計劃供款 Pension scheme contributions 人民幣千元 RMB'000 | 以股權結算的股份支付開支 Equity-settled share-based payment expenses 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
| 最高行政人員及執行董事： | Chief executive and executive directors: | | | | | | |
| 張紅超先生 | Mr. Zhang Hongchao | – | 3,082 | 10,000 | 46 | – | 13,128 |
| 張紅甫先生 | Mr. Zhang Hongfu | – | 2,095 | 10,000 | 50 | – | 12,145 |
| 蔡衛淼女士(附註iii) | Ms. Cai Weimiao (note iii) | – | 1,113 | 6,500 | 43 | – | 7,656 |
| 趙紅果女士(附註ii) | Ms. Zhao Hongguo (note ii) | – | 2,182 | 6,500 | 46 | 684 | 9,412 |
| 監事： | Supervisors: | | | | | | |
| 于敏女士 | Ms. Yu Min | – | 410 | 769 | 34 | 137 | 1,350 |
| 崔海靜女士(附註ii) | Ms. Cui Haijing (note ii) | – | 444 | 750 | 34 | 137 | 1,365 |
| 孫建濤先生(附註ii) | Mr. Sun Jiantao (note ii) | – | 1,845 | 5,000 | 41 | – | 6,886 |
| | | – | 11,171 | 39,519 | 294 | 958 | 51,942 |

## 9. 董事、最高行政人員及監事的薪酬*(續)*

## 9. DIRECTORS', CHIEF EXECUTIVE' AND SUPERVISORS' REMUNERATION *(Continued)*

### (b) 最高行政人員、執行董事及監事*(續)*

### (b) Chief executive, executive directors and supervisors *(Continued)*

| | | 截至2023年12月31日止年度 Year ended 31 December 2023 | | | | | |
|---|---|---|---|---|---|---|---|
| | | 袍金 Fees 人民幣千元 RMB'000 | 薪金、津貼及實物福利 Salaries, allowances and benefits in kind 人民幣千元 RMB'000 | 酌情花紅 Discretionary bonuses 人民幣千元 RMB'000 | 退休金計劃供款 Pension scheme contributions 人民幣千元 RMB'000 | 以股權結算的股份支付開支 Equity-settled share-based payment expenses 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
| **最高行政人員及執行董事：** | **Chief executive and executive directors:** | | | | | | |
| 張紅超先生 | Mr. Zhang Hongchao | – | 2,109 | 4,100 | 39 | – | 6,248 |
| 張紅甫先生 | Mr. Zhang Hongfu | – | 2,052 | 4,000 | 38 | 1,963 | 8,053 |
| 羅靜女士(附註i) | Ms. Luo Jing (note i) | – | 2,164 | 289 | 40 | – | 2,493 |
| 蔡衛淼女士(附註iii) | Ms. Cai Weimiao (note iii) | – | 51 | 71 | 2 | – | 124 |
| 趙紅果女士(附註ii) | Ms. Zhao Hongguo (note ii) | – | 53 | 160 | 1 | 18 | 232 |
| **監事：** | **Supervisors:** | | | | | | |
| 奚沿河先生(附註i) | Mr. Xi Yanhe (note i) | – | 1,036 | 289 | 32 | 393 | 1,750 |
| 于敏女士 | Ms. Yu Min | – | 390 | 396 | 33 | 102 | 921 |
| 蔡衛淼女士(附註iii) | Ms. Cai Weimiao (note iii) | – | 1,385 | 1,929 | 42 | – | 3,356 |
| 崔海靜女士(附註ii) | Ms. Cui Haijing (note ii) | – | 16 | 19 | 1 | 4 | 40 |
| 孫建濤先生(附註ii) | Mr. Sun Jiantao (note ii) | – | 61 | 36 | 1 | – | 98 |
| | | – | 9,317 | 11,289 | 229 | 2,480 | 23,315 |

## 9. 董事、最高行政人員及監事的薪酬*(續)*

**(b) 最高行政人員、執行董事及監事*(續)***

(i) 李凱先生、黃艷敏女士、羅靜女士及奚沿河先生於2023年12月18日辭職。

(ii) 朱璽先生、黃宣德先生、潘慧妍女士、趙紅果女士、崔海靜女士及孫建濤先生於2023年12月18日獲委任。

(iii) 蔡衛淼女士於2023年12月18日由監事調任執行董事。

已於歸屬期內在損益表中確認的股份獎勵安排的公允價值於授出日期釐定，而計入當前年度財務報表中的金額已計入上述最高行政人員、執行董事及監事的薪酬披露。

年內，概無董事或最高行政人員放棄或同意放棄任何薪酬的安排。

## 9. DIRECTORS', CHIEF EXECUTIVE' AND SUPERVISORS' REMUNERATION *(Continued)*

**(b) Chief executive, executive directors and supervisors *(Continued)***

(i) Mr. Li Kai, Ms. Huang Yanmin, Ms. Luo Jing and Mr. Xi Yanhe resigned on 18 December 2023.

(ii) Mr. Chu Gary Hsi, Mr. Huang Sidney Xuande, Ms. Poon Philana Wai Yin, Ms. Zhao Hongguo, Ms. Cui Haijing and Mr. Sun Jiantao were appointed on 18 December 2023.

(iii) Ms. Cai Weimiao was re-designated as an executive director from a supervisor on 18 December 2023.

The fair value of the share award arrangement, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above chief executive's, executive directors' and supervisors' remuneration disclosures.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

## 10. 五名最高薪酬員工

年內，本集團五名最高薪酬人士包括4名董事（2023年：2名董事），其薪酬詳情載於上文附註9。年內，餘下1名（2023年：3名）最高薪酬員工（並非本公司董事或最高行政人員）的薪酬詳情如下：

## 10. FIVE HIGHEST PAID EMPLOYEES

The five individuals with the highest emoluments in the Group during the year include 4 directors (2023: 2 directors), details of whose remuneration are set out in note 9 above. Details of the remuneration for the year of the remaining 1 (2023: 3) highest paid employee who is neither a director nor chief executive of the Company are as follows:

| | | 截至12月31日止年度<br>Year ended 31 December | |
|---|---|---|---|
| | | 2024年<br>2024<br>人民幣千元<br>RMB'000 | 2023年<br>2023<br>人民幣千元<br>RMB'000 |
| 薪金、津貼及實物福利 | Salaries, allowances and benefits in kind | 1,827 | 4,666 |
| 酌情花紅 | Discretionary bonuses | 8,000 | 11,269 |
| 以股權結算的股份支付開支 | Equity-settled share based payment expenses | – | 492 |
| 退休金計劃供款 | Pension scheme contributions | 34 | 113 |
| | | 9,861 | 16,540 |

## 10. 五名最高薪酬員工(續)

薪酬屬於以下範圍的非董事及非最高行政人員的最高薪酬員工人數如下：

## 10. FIVE HIGHEST PAID EMPLOYEES *(Continued)*

The numbers of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands are as follows:

| | | 截至12月31日止年度 Year ended 31 December | |
|---|---|---|---|
| | | **2024年 2024** | 2023年 2023 |
| 3,500,001港元至4,000,000港元 | HK$3,500,001 to HK$4,000,000 | **-** | 1 |
| 7,000,001港元至7,500,000港元 | HK$7,000,001 to HK$7,500,000 | **-** | 1 |
| 7,500,001港元至8,000,000港元 | HK$7,500,001 to HK$8,000,000 | **-** | 1 |
| 10,500,001港元至11,000,000港元 | HK$10,500,001 to HK$11,000,000 | **1** | - |
| | | **1** | 3 |

## 11. 所得稅

本集團須按實體基準就於本集團成員公司註冊及經營所在稅務司法管轄區產生或取得的利潤繳納所得稅。

**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》，本集團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。

從事「西部地區鼓勵類產業」業務的若干附屬公司可享有15%的企業所得稅優惠稅率。

於海南自由貿易港註冊及運營，且符合核心業務收入佔60%以上標準的若干附屬公司，可享有15%的企業所得稅優惠稅率。

若干附屬公司從事農產品預處理，可免徵有關稅項。

**香港利得稅**

截至2024年及2023年12月31日止年度，香港利得稅已按於香港產生的估計應課稅利潤的16.5%計提撥備，惟本集團一間附屬公司根據利得稅兩級制屬合資格實體除外。該附屬公司的首2,000,000港元應課稅利潤按8.25%的稅率徵稅，而餘下應課稅利潤則按16.5%的稅率徵稅。

## 11. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the tax jurisdictions in which members of the Group are domiciled and operate.

**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 Group's PRC subsidiaries is 25% unless subject to tax exemption set out below.

Certain subsidiaries that are engaged in businesses in the "Encouraged Industries in the Western Region" and eligible for the preferential EIT rate of 15%.

Certain subsidiaries that are domiciled and operate in Hainan Free Trade Port which meet the criteria of having more than 60% of the revenue generated from their core businesses are eligible for the preferential EIT rate of 15%.

Certain subsidiaries are engaged in agricultural product pre-treatment and eligible for relevant tax exemptions.

**Hong Kong profit tax**

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong for the years ended 31 December 2024 and 2023, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK$2,000,000 of assessable profits of this subsidiary are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

## 11. 所得稅(續)

### 其他

於其他國家註冊成立的附屬公司須按其居駐國家各自適用的企業所得稅率繳稅。截至2024年及2023年12月31日止年度，印度尼西亞國內法定企業所得稅率為22%。截至2024年及2023年12月31日止年度，適用於越南附屬公司的所得稅率為20%。

## 11. INCOME TAX *(Continued)*

### Others

Subsidiaries incorporated in other countries are subject to the respective applicable corporate income tax rates of the countries where they are resident. Domestic statutory corporate income tax rate in Indonesia was 22% for the years ended 31 December 2024 and 2023. The income tax rate applicable to subsidiaries in Vietnam was 20% for the years ended 31 December 2024 and 2023.

| | | 截至12月31日止年度<br>Year ended 31 December | |
|---|---|---|---|
| | | **2024年<br>2024<br>人民幣千元<br>RMB'000** | 2023年<br>2023<br>人民幣千元<br>RMB'000 |
| 即期所得稅 | Current income tax | **1,319,642** | 1,036,131 |
| 遞延所得稅(附註30) | Deferred income tax (note 30) | **36,738** | (68,734) |
| | | **1,356,380** | 967,397 |

## 11. 所得稅*(續)*

**其他*(續)***

按本公司及其大部分附屬公司所在及業務所在司法管轄區的法定稅率計算的稅前利潤適用的稅項開支與按實際所得稅率計算的稅項開支對賬如下：

## 11. INCOME TAX *(Continued)*

**Others *(Continued)***

A reconciliation of the tax expense applicable to profit before tax at the statutory rate for the jurisdiction in which the Company and the majority of its subsidiaries are domiciled and operate to the tax expense at the effective tax rate is as follows:

| | | 截至12月31日止年度 Year ended 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 稅前利潤 | Profit before tax | 5,810,583 | 4,154,002 |
| 25%的中國企業所得稅稅率 | Tax at the PRC EIT rate of 25% | 1,452,646 | 1,038,501 |
| 不同稅率的影響 | Effect of different tax rate | (146,878) | (72,345) |
| 過往年度的即期稅項調整 | Adjustments in respect of current tax of previous years | 6,721 | 3,168 |
| 不可扣稅開支 | Expenses not deductible for tax | 22,507 | 8,371 |
| 研發超額抵扣 | Research and development super deduction | (7,288) | (6,807) |
| 未確認稅項虧損及可扣減暫時差額 | Tax losses and deductible temporary differences not recognised | 29,556 | 6,802 |
| 動用過往期間的稅項虧損 | Tax losses utilised from previous periods | (884) | (10,293) |
| 所得稅開支 | Income tax expense | 1,356,380 | 967,397 |

## 12. 股息

## 12. DIVIDENDS

| | | 截至12月31日止年度 Year ended 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 本公司宣派的股息 | Dividends declared by the Company | – | 100,000 |

於2023年2月27日，本公司股東在股東週年大會上批准2023年利潤分配方案，據此，於2023年3月向本公司股東派發本公司360,000,000股股份的股息，每股約人民幣0.28元，合共人民幣100,000,000元。

On 27 February 2023, the Company's shareholders approved the 2023 profit distribution plan at an annual general meeting, pursuant to which a dividend in an aggregate amount of RMB100,000,000 approximately RMB0.28 for each share of the Company's 360,000,000 shares was paid in March 2023 to shareholders of the Company.

## 13. 母公司普通權益持有人應佔每股收益

每股基本盈利乃根據母公司持有人應佔年內利潤，以及年內360,000,000股（2023年：360,000,000股）已發行普通股的加權平均數計算。

## 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 for the year attributable to owners of the parent, and the weighted average numbers of ordinary shares of 360,000,000 (2023: 360,000,000) outstanding during the year.

| | | 截至12月31日止年度<br>Year ended 31 December | |
|---|---|---|---|
| | | **2024年<br>2024** | 2023年<br>2023 |
| **收益** | **Earnings** | | |
| 母公司持有人應佔利潤（人民幣千元） | Profit attributable to owners of the parent (RMB'000) | **4,436,504** | 3,137,341 |
| **股份** | **Shares** | | |
| 用於計算每股基本盈利的年內已發行普通股的加權平均數 | Weighted average number of ordinary shares outstanding during the year used in the basic earnings per share calculation | **360,000,000** | 360,000,000 |
| **每股基本盈利（人民幣元）** | **Basic earnings per share (RMB)** | **12.32** | 8.71 |

本集團並無攤薄潛在普通股，因此，截至2024年及2023年12月31日止年度的每股攤薄盈利與每股基本盈利相同。

The Group has no dilutive potential ordinary shares and accordingly, the diluted earnings per share for the years ended 31 December 2024 and 2023 were the same as the basic earnings per share.

## 14. 物業、廠房及設備 14. PROPERTY, PLANT AND EQUIPMENT

| | | 樓宇 Buildings 人民幣千元 RMB'000 | 租賃物業裝修 Leasehold improvements 人民幣千元 RMB'000 | 機器 Machinery 人民幣千元 RMB'000 | 運輸工具 Motor vehicles 人民幣千元 RMB'000 | 家具及固定裝置 Furniture and fixtures 人民幣千元 RMB'000 | 在建工程 Construction in progress 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
|---|---|---|---|---|---|---|---|---|
| 2024年12月31日 | 31 December 2024 | | | | | | | |
| 於2024年1月1日： | At 1 January 2024: | | | | | | | |
| 成本 | Cost | 1,852,965 | 56,596 | 1,010,148 | 26,970 | 185,702 | 682,160 | 3,814,541 |
| 累計折舊及減值 | Accumulated depreciation and impairment | (85,331) | (41,611) | (149,882) | (12,413) | (69,727) | (65,524) | (424,488) |
| 賬面淨值 | Net carrying amount | 1,767,634 | 14,985 | 860,266 | 14,557 | 115,975 | 616,636 | 3,390,053 |
| 於2024年1月1日，扣除累計折舊及減值 | At 1 January 2024, net of accumulated depreciation and impairment | 1,767,634 | 14,985 | 860,266 | 14,557 | 115,975 | 616,636 | 3,390,053 |
| 添置 | Additions | 66,705 | 21,058 | 107,026 | 3,782 | 37,559 | 2,089,211 | 2,325,341 |
| 年內計提折舊 | Depreciation provided during the year | (107,700) | (35,293) | (121,539) | (2,706) | (47,649) | – | (314,887) |
| 出售 | Disposals | (1,030) | (1,616) | (23,552) | (1,970) | (1,140) | (34,723) | (64,031) |
| 轉撥 | Transfers | 1,291,639 | 7,815 | 322,358 | 275 | 105,585 | (1,746,322) | (18,650) |
| 於2024年12月31日，扣除累計折舊及減值 | At 31 December 2024, net of accumulated depreciation and impairment | 3,017,248 | 6,949 | 1,144,559 | 13,938 | 210,330 | 924,802 | 5,317,556 |
| 於2024年12月31日： | At 31 December 2024: | | | | | | | |
| 成本 | Cost | 3,210,115 | 83,053 | 1,405,352 | 23,619 | 321,590 | 990,326 | 6,034,055 |
| 累計折舊及減值 | Accumulated depreciation and impairment | (192,867) | (76,104) | (260,793) | (9,681) | (111,260) | (65,524) | (716,229) |
| 賬面淨值 | Net carrying amount | 3,017,248 | 6,949 | 1,144,559 | 13,938 | 210,330 | 924,802 | 5,317,826 |

## 14. 物業、廠房及設備(續)

## 14. PROPERTY, PLANT AND EQUIPMENT (Continued)

| | | 樓宇 Buildings 人民幣千元 RMB'000 | 租賃物業裝修 Leasehold improvements 人民幣千元 RMB'000 | 機器 Machinery 人民幣千元 RMB'000 | 運輸工具 Motor vehicles 人民幣千元 RMB'000 | 家具及固定裝置 Furniture and fixtures 人民幣千元 RMB'000 | 在建工程 Construction in progress 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
|---|---|---|---|---|---|---|---|---|
| **2023年12月31日** | **31 December 2023** | | | | | | | |
| 於2023年1月1日： | At 1 January 2023: | | | | | | | |
| 成本 | Cost | 565,133 | 45,101 | 460,387 | 21,561 | 96,790 | 711,890 | 1,900,862 |
| 累計折舊及減值 | Accumulated depreciation and impairment | (41,269) | (24,628) | (88,237) | (8,154) | (37,488) | – | (199,776) |
| 賬面淨值 | Net carrying amount | 523,864 | 20,473 | 372,150 | 13,407 | 59,302 | 711,890 | 1,701,086 |
| 於2023年1月1日，扣除累計折舊及減值 | At 1 January 2023, net of accumulated depreciation and impairment | 523,864 | 20,473 | 372,150 | 13,407 | 59,302 | 711,890 | 1,701,086 |
| 添置 | Additions | 41,465 | 8,814 | 70,311 | 5,195 | 19,941 | 1,778,715 | 1,924,441 |
| 年內計提折舊 | Depreciation provided during the year | (44,062) | (18,296) | (61,646) | (4,260) | (32,240) | – | (160,504) |
| 出售 | Disposals | – | (2,418) | (1,520) | (17) | (600) | – | (4,555) |
| 出售附屬公司 | Disposal of a subsidiary | – | (491) | (1,071) | (9) | (101) | – | (1,672) |
| 轉撥 | Transfers | 1,246,367 | 6,903 | 482,042 | 241 | 69,673 | (1,808,445) | (3,219) |
| 減值 | Impairment | – | – | – | – | – | (65,524) | (65,524) |
| 於2023年12月31日，扣除累計折舊及減值 | At 31 December 2023, net of accumulated depreciation and impairment | 1,767,634 | 14,985 | 860,266 | 14,557 | 115,975 | 616,636 | 3,390,053 |
| 於2023年12月31日： | At 31 December 2023: | | | | | | | |
| 成本 | Cost | 1,852,965 | 56,596 | 1,010,148 | 26,970 | 185,702 | 682,160 | 3,814,541 |
| 累計折舊及減值 | Accumulated depreciation and impairment | (85,331) | (41,611) | (149,882) | (12,413) | (69,727) | (65,524) | (424,488) |
| 賬面淨值 | Net carrying amount | 1,767,634 | 14,985 | 860,266 | 14,557 | 115,975 | 616,636 | 3,390,053 |

## 15. 租賃

**本集團作為承租人**

本集團就其運營中使用的倉庫及辦公物業項目訂立租賃合約。本集團已預先作出一次性付款以收購租賃期限為50年的土地使用權，且根據該等土地使用權的條款無需作出持續付款。倉庫及辦公物業的租期通常介乎1.5年至5年不等。

*(a) 使用權資產*

年內，使用權資產的賬面值及變動如下：

## 15. LEASES

**The Group as a lessee**

The Group has lease contracts for items of warehouses and office premises used in its operations. Lump sum payments were made upfront to acquire the land use rights with lease periods of 50 years, and no ongoing payments will be made under the terms of these land use rights. Leases of warehouses and office premises generally have lease terms between 1.5 years and 5 years.

*(a) Right-of-use assets*

The carrying amounts of right-of-use assets and the movements during the year are as follows:

| | | 倉庫及辦公物業 Warehouses and office premises 人民幣千元 RMB'000 | 土地使用權 Land use rights 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
|---|---|---|---|---|
| 於2023年1月1日 | As at 1 January 2023 | 151,109 | 294,451 | 445,560 |
| 添置 | Additions | 94,100 | 41 | 94,141 |
| 出售附屬公司 | Disposal of a subsidiary | (720) | – | (720) |
| 折舊開支 | Depreciation charge | (98,268) | (5,204) | (103,472) |
| 終止 | Termination | (8,523) | – | (8,523) |
| 於2023年12月31日以及2024年1月1日 | As at 31 December 2023 and 1 January 2024 | 137,698 | 289,288 | 426,986 |
| 添置 | Additions | 78,065 | 1,340 | 79,405 |
| 折舊開支 | Depreciation charge | (93,110) | (6,068) | (99,178) |
| 終止 | Termination | (25,024) | – | (25,024) |
| 於2024年12月31日 | As at 31 December 2024 | 97,629 | 284,560 | 382,189 |

## 15. 租賃*(續)* / 15. LEASES *(Continued)*

**本集團作為承租人*(續)*** / **The Group as a lessee *(Continued)***

*(b) 租賃負債* / *(b) Lease liabilities*

年內，租賃負債的賬面值及變動如下：

The carrying amount of lease liabilities and the movements during the year are as follows:

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 年初 | At beginning of year | 126,425 | 141,549 |
| 新租約 | New leases | 78,065 | 94,100 |
| 出售附屬公司 | Disposal of a subsidiary | – | (658) |
| 年內確認的利息增加 | Accretion of interest recognised during the year | 4,127 | 7,456 |
| 付款 | Payments | (87,617) | (107,331) |
| 終止 | Termination | (28,448) | (8,691) |
| 年末 | At end of year | 92,552 | 126,425 |
| **分析為：** | **Analysed into:** | | |
| 流動部分 | Current portion | 52,004 | 72,065 |
| 非流動部分 | Non-current portion | 40,548 | 54,360 |

租賃負債的到期情況分析在財務報表附註41中披露。

The maturity analysis of lease liabilities is disclosed in note 41 to the financial statements.

## 15. 租賃*(續)*

**本集團作為承租人*(續)***

*(c)* 就租賃於損益確認的款項如下：

## 15. LEASES *(Continued)*

**The Group as a lessee *(Continued)***

*(c)* The amounts recognised in profit or loss in relation to leases are as follows:

| | | 截至12月31日止年度 Year ended 31 December | |
|---|---|---|---|
| | | **2024年 2024 人民幣千元 RMB'000** | 2023年 2023 人民幣千元 RMB'000 |
| 租賃負債利息 | Interest on lease liabilities | **4,127** | 7,456 |
| 使用權資產折舊開支 | Depreciation charge of right-of-use assets | **99,178** | 103,472 |
| 提前終止租賃的收益 | Gain on early termination of leases | **(3,424)** | (168) |
| 與短期租賃有關的費用 | Expense relating to short-term leases | **16,475** | 12,921 |
| 於損益確認的總金額 | Total amount recognised in profit or loss | **116,356** | 123,681 |

*(d)* 租賃的現金流出總額於財務報表附註34(c)中披露。

*(d)* The total cash outflows for leases are disclosed in note 34(c) to the financial statements.

## 16. 其他無形資產 16. OTHER INTANGIBLE ASSETS

| | | 軟件<br>Software<br>人民幣千元<br>RMB'000 |
|---|---|---|
| 2024年12月31日 | 31 December 2024 | |
| 於2024年1月1日： | At 1 January 2024: | |
| 成本 | Cost | 34,670 |
| 累計攤銷 | Accumulated amortisation | (9,046) |
| 賬面淨值 | Net carrying amount | 25,624 |
| 於2024年1月1日的成本，扣除累計攤銷 | Cost at 1 January 2024, net of accumulated amortisation | 25,624 |
| 添置 | Additions | 2,980 |
| 轉撥 | Transfer | 18,650 |
| 年內計提攤銷 | Amortisation provided during the year | (5,290) |
| 於2024年12月31日，扣除累計攤銷 | At 31 December 2024, net of accumulated amortisation | 41,964 |
| 於2024年12月31日： | At 31 December 2024: | |
| 成本 | Cost | 56,300 |
| 累計攤銷 | Accumulated amortisation | (14,336) |
| 賬面淨值 | Net carrying amount | 41,964 |

## 16. 其他無形資產*(續)* 16. OTHER INTANGIBLE ASSETS *(Continued)*

| | | 軟件<br>Software<br>人民幣千元<br>RMB'000 |
|---|---|---|
| 2023年12月31日 | 31 December 2023 | |
| 於2023年1月1日： | At 1 January 2023: | |
| 成本 | Cost | 25,837 |
| 累計攤銷 | Accumulated amortisation | (5,246) |
| 賬面淨值 | Net carrying amount | 20,591 |
| 於2023年1月1日的成本，扣除累計攤銷 | Cost at 1 January 2023, net of accumulated amortisation | 20,591 |
| 添置 | Additions | 5,614 |
| 轉撥 | Transfer | 3,219 |
| 年內計提攤銷 | Amortisation provided during the year | (3,800) |
| 於2023年12月31日，扣除累計攤銷 | At 31 December 2023, net of accumulated amortisation | 25,624 |
| 於2023年12月31日： | At 31 December 2023: | |
| 成本 | Cost | 34,670 |
| 累計攤銷 | Accumulated amortisation | (9,046) |
| 賬面淨值 | Net carrying amount | 25,624 |

## 17. 於一家聯營公司的投資

### 於一家聯營公司的投資

## 17. INVESTMENT IN AN ASSOCIATE

### Investment in an associate

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 分佔資產淨值 | Share of net assets | – | 3,016 |

於2022年4月，本集團以現金對價人民幣3,000,000元收購河南雞裝箱餐飲企業管理有限公司(「河南雞裝箱」)的30%股權，該公司為一家主要從事食品銷售的國內公司。由於河南雞裝箱的投票權根據該公司的章程由已認繳出資額決定，本集團有權參與其財務及經營決策，故可對河南雞裝箱施加重大影響。

In April 2022, the Group acquired 30% equity interest in Henan Jizhuangxiang Catering Management Co., Ltd. ("Henan Jizhuangxiang"), a domestic company with principle activity of food-selling, at a cash consideration of RMB3,000,000. As the voting power of Henan Jizhuangxiang is determined by subscribed capital contribution according to its articles of association, the Group has the power to participate in the financial and operating policy decisions and therefore can exercise significant influence over Henan Jizhuangxiang.

下表列示本集團聯營公司就個別而言不屬重大的合併財務資料：

The following table illustrates the aggregate financial information of the Group's associate that is not individually material:

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 年度分佔聯營公司(虧損)／盈利 | Share of the associate's (losses)/profits for the year | (3,016) | 196 |
| 分佔聯營公司的全面(虧損)／收益總額 | Share of the associate's total comprehensive (loss)/income | (3,016) | 196 |
| 本集團於聯營公司投資的賬面總值 | Carrying amount of the Group's investment in the associate | – | 3,016 |

## 18. 指定為以公允價值計量且其變動計入其他全面收益的股權投資

## 18. EQUITY INVESTMENT DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| **指定為以公允價值計量且其變動計入其他全面收益的股權投資** | **Equity investment designated at fair value through other comprehensive income** | | |
| 非上市股權投資，按公允價值計量廣東匯茶餐飲管理有限公司 | Unlisted equity investment, at fair value Guangdong Huicha Catering Management Co., Ltd. | 6,590 | 10,460 |

上述股權投資不可撤銷地指定為以公允價值計量且其變動計入其他全面收益，此乃由於本集團認為該投資具有戰略性質。

The above equity investment was irrevocably designated at fair value through other comprehensive income as the Group considers this investment to be strategic in nature.

## 19. 其他非流動資產

## 19. OTHER NON-CURRENT ASSETS

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 物業、廠房及設備預付款項 | Prepayments for property, plant and equipment | 80,164 | 1,165,367 |
| 其他無形資產預付款項 | Prepayments for other intangible assets | 6,878 | – |
| 長期租賃按金 | Long-term rental deposit | 8,729 | 11,986 |
| | | 95,771 | 1,177,353 |

## 20. 存貨

## 20. INVENTORIES

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 原材料 | Raw materials | 634,637 | 899,048 |
| 產成品 | Finished goods | 1,533,578 | 1,278,341 |
| 在產品 | Work in progress | 94,411 | 89,645 |
| | | 2,262,626 | 2,267,034 |
| 存貨減值撥備 | Provision for impairment of inventories | (47,274) | (35,320) |
| 總計 | Total | 2,215,352 | 2,231,714 |

於年內，於銷售成本確認的存貨減值為人民幣36,995,000元（2023年：人民幣32,189,000元）。

During the year, the impairment of inventories recognised in cost of sales amounted to RMB36,995,000 (2023: RMB32,189,000).

## 21. 貿易應收款項

## 21. TRADE RECEIVABLES

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 貿易應收款項 | Trade receivables | 25,946 | 32,191 |
| 減值 | Impairment | (322) | (3,718) |
| 總計 | Total | 25,624 | 28,473 |

## 21. 貿易應收款項(續)

向加盟商的銷售通常會要求對方支付預付款項。公司對於若干非加盟商客戶的信貸期一般為一個月，部分客戶延期至三個月。本集團對應收款項保持嚴格控制以降低信貸風險。鑒於上文所述及本集團的貿易應收款項涉及多名多元化客戶，故並無重大信貸集中風險。本集團並無就貿易應收款項結餘持有任何抵押品或採取其他信貸增強措施。貿易應收款項結餘為不計息。

於報告期末，貿易應收款項的賬齡分析(基於發票日期及經扣除虧損準備)如下：

## 21. TRADE RECEIVABLES *(Continued)*

Advance payment is normally required for the sale to franchisees. For certain non-franchisee customers, the credit period granted is generally one month and extending up to three months for some customers. The Group seeks to maintain strict control over its receivables to minimise credit risk. In view of the aforementioned and the fact that the Group's trade receivables relate to various diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. The balances of trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 1年以內 | Within 1 year | 25,624 | 28,473 |
| | | 25,624 | 28,473 |

## 21. 貿易應收款項(續)

貿易應收款項減值虧損準備變動如下：

## 21. TRADE RECEIVABLES *(Continued)*

The movements in the loss allowance for impairment of trade receivables are as follows:

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 年度初 | At beginning of year | 3,718 | 903 |
| 減值虧損淨額 | Impairment loss, net | 169 | 3,348 |
| 已撇銷為無法收回的款項 | Amount written off as uncollectible | (3,565) | (533) |
| 年度末 | At end of year | 322 | 3,718 |

本集團應用國際財務報告準則第9號規定的簡化方法計提預期信用損失撥備，其允許對所有貿易應收款項使用全期預期信用損失撥備。本集團考慮共同信貸風險的特徵及貿易應收款項的賬齡以計量預期信用損失。大部分應收款項既未逾期亦未減值，且涉及多元化客戶。

The Group applies the simplified approach to provide for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected credit loss provision for all trade receivables. The Group considers the characteristics of the shared credit risk and the ageing of the trade receivables to measure the expected credit losses. Majority of the receivables were neither past due nor impaired and relate to diversified customers.

為計量預期信用損失，貿易應收款項已根據共同信貸風險特徵及逾期天數進行分組。前瞻性資料亦包括在內。於2024年12月31日的預期信用損失率為1.24%（2023年：11.55%）。

To measure the ECLs, trade receivables have been grouped based on shared credit risk characteristics and the days past due. Forward-looking information was also incorporated. The expected credit loss rate was 1.24% as at 31 December 2024 (2023: 11.55%).

## 22. 預付款項、其他應收款項及其他資產

## 22. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 預付款項 | Prepayments | 103,485 | 108,002 |
| 按金及其他應收款項 | Deposits and other receivables | 55,238 | 27,132 |
| 可收回增值稅 | Recoverable VAT | 277,234 | 216,147 |
| 其他資產 | Other assets | 76,580 | 54,862 |
| | | 512,537 | 406,143 |
| 減值準備 | Impairment allowance | (32) | (1,715) |
| | | 512,505 | 404,428 |

於2024年12月31日，計入本集團預付款項、其他應收款項及其他資產的應付關聯方款項為人民幣792,000元（2023年：人民幣288,000元），有關款項可於一年內收回。

Amount due to the related parties included in the Group's prepayments, other receivables and other assets are RMB792,000 as at 31 December 2024 (2023: RMB288,000), which are recoverable within one year.

## 23. 以公允價值計量且其變動計入損益的金融資產

## 23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 理財產品 | Wealth management products | 3,491,643 | 746,046 |

理財產品包括結構性存款。

The wealth management products include structured deposits.

## 24. 現金及現金等價物、定期存款及受限制現金

## 24. CASH AND CASH EQUIVALENTS, TIME DEPOSITS AND RESTRICTED CASH

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| **流動** | **Current** | | |
| 現金及現金等價物 | Cash and cash equivalents | **4,335,123** | 5,621,904 |
| 一年內到期的定期存款 | Time deposits mature within one year | **1,304,993** | 10,056 |
| 受限制現金 | Restricted cash | **10,811** | 105,564 |
| | | **5,650,927** | 5,737,524 |
| **非流動** | **Non-current** | | |
| 超過一年到期的定期存款 | Time deposits mature over one year | **1,966,926** | 300,000 |
| 以下列貨幣計值： | Denominated in: | | |
| 人民幣 | Renminbi | **7,319,071** | 5,805,181 |
| 美元 | United States Dollars | **203,930** | 39,693 |
| 港元 | Hong Kong Dollars | **3,796** | 156 |
| 越南盾 | Vietnamese Dong | **21,128** | 26,668 |
| 印度尼西亞盾 | Indonesian Rupiah | **53,064** | 153,457 |
| 泰銖 | Thai Baht | **6,989** | 5,437 |
| 令吉 | Malaysian Ringgit | **9,875** | 6,932 |
| | | **7,617,853** | 6,037,524 |

人民幣不可自由兑換為其他貨幣，然而，根據《中華人民共和國外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准透過獲授權進行外匯業務的銀行將人民幣兑換為其他貨幣。

The RMB is not freely convertible into other currencies, however, under Regulations on the Foreign Exchange Control of the PRC and the Administrative Regulations on Settlements, Sales and Payments in Foreign Exchange, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

## 25. 貿易應付款項

於年末，基於發票日期的貿易應付款項的賬齡分析如下：

## 25. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the year, based on the invoice date, is as follows:

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 1個月內 | Within 1 month | 1,719,436 | 1,178,493 |
| 1至3個月 | 1 to 3 months | 35,422 | 130,038 |
| 3至6個月 | 3 to 6 months | 6,613 | 4,904 |
| 6個月至1年 | 6 months to 1 year | 1,259 | 2,374 |
| 1年以上 | Over 1 year | 4,533 | 971 |
| | | 1,767,263 | 1,316,780 |

貿易應付款項為不計息，一般於30日內結算。於2024年12月31日，計入本集團貿易應付款項的應付關聯方款項為人民幣7,824,000元（2023年：人民幣1,694,000元）。

Trade payables are non-interest-bearing and normally settled on terms of within 30 days. Amounts due to the related parties included in the Group's trade payables are RMB7,824,000 as at 31 December 2024 (2023: RMB1,694,000).

## 26. 其他應付款項及應計費用

## 26. OTHER PAYABLES AND ACCRUALS

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| **流動：** | **Current:** | | |
| 應付工資及福利 | Payroll and welfare payable | **472,348** | 336,072 |
| 應付按金 | Deposit payable | **960,953** | 689,513 |
| 應計費用及其他應付款項 | Accruals and other payables | **499,013** | 498,708 |
| 其他應付税款 | Other tax payable | **111,311** | 47,322 |
| | | **2,043,625** | 1,571,615 |
| **非流動：** | **Non-current:** | | |
| 應計費用及其他應付款項 | Accrual and other payables | **20,712** | 60,408 |

應付按金乃根據加盟協議來自加盟商的付款。應計費用及其他應付款項主要指物業、廠房及設備應付款項。

Deposit payables arise from payments from franchisees according to the franchise agreements. Accruals and other payables mainly represent payables for property, plant and equipment.

於2024年12月31日，計入本集團其他應付款項及應計費用的應付關聯方款項為人民幣1,318,000元（2023年：人民幣157,000元）。

Amounts due to related parties included in the Group's other payables and accruals are RMB1,318,000 as at 31 December 2024 (2023: RMB157,000).

除物業、廠房及設備應付款項外，其他應付款項及應計費用為不計息及須按要求償還。

Except for payables for property, plant and equipment, other payables and accruals were non-interest-bearing and repayable on demand.

## 27. 合約負債

## 27. CONTRACT LIABILITIES

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| **流動：** | **Current:** | | |
| 商品和設備銷售 | Sales of goods and equipment | **62,401** | 25,711 |
| 加盟和相關服務 | Franchise and related services | **297,235** | 233,560 |
| | | **359,636** | 259,271 |
| **非流動：** | **Non-current:** | | |
| 加盟和相關服務 | Franchise and related services | **7,822** | 24,975 |

本集團的合約負債主要因就商品及設備向加盟商收取的預付款項以及來自加盟門店的遞延前期加盟費及相關服務費而產生。

Contract liabilities of the Group mainly arise from the advance payments received from franchisees for goods and equipment and fees of deferred upfront franchise and related services from franchised stores.

## 28. 遞延收益 / 28. DEFERRED INCOME

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 政府補助 | Government grants | 134,090 | 122,407 |

本集團於年內的政府補助變動如下：

Movements in government grants of the Group during the year are as follows:

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 年度初 | At beginning of year | 122,407 | 58,024 |
| 已收政府補助 | Government grants received | 18,822 | 67,175 |
| 於年內計入綜合損益表 | Credited to the consolidated statement of profit or loss during the year | (7,139) | (2,792) |
| 年度末 | At end of year | 134,090 | 122,407 |

本集團收到與物業、廠房及設備產生的資本開支有關的政府補助。該等金額於相關資產的估計可使用年期內遞延及攤銷。

The Group received government grants related to capital expenditure incurred for property, plant and equipment. The amounts are deferred and amortised over the estimated useful lives of the respective assets.

## 29. 計息銀行及其他借款

## 29. INTEREST-BEARING BANK AND OTHER BORROWINGS

| | | 於2024年12月31日 As at 31 December 2024 | | |
|---|---|---|---|---|
| | | 實際利率(%) Effective interest rate (%) | 到期日 Maturity | 人民幣千元 RMB'000 |
| **流動** | **Current** | | | |
| 銀行貸款 – 無抵押 | Bank loans – unsecured | \ | \ | – |
| 其他借款 – 無抵押 | Other borrowings – unsecured | \ | \ | – |
| | | | | – |

| | | 於2023年12月31日 As at 31 December 2023 | | |
|---|---|---|---|---|
| | | 實際利率(%) Effective interest rate (%) | 到期日 Maturity | 人民幣千元 RMB'000 |
| **流動** | **Current** | | | |
| 銀行貸款 – 無抵押 | Bank loans – unsecured | 2.80%-3.00% | 2024 | 240,211 |
| 其他借款 – 無抵押 | Other borrowings – unsecured | \ | 2024 | 19,537 |
| | | | | 259,748 |

## 30. 遞延税項

於年內的遞延税項資產變動如下：

## 30. DEFERRED TAX

The movements in deferred tax assets during the year are as follows:

| | | 資產減值 | 集團內交易產生的未變現收益 | 可用於抵銷未來應課税利潤的虧損 | 已獲得但尚未確認為收入的政府補助 | 以公允價值計量且其變動計入損益的金融資產的未變現虧損 | 租賃負債 | 其他 | 總計 |
|---|---|---|---|---|---|---|---|---|---|
| | | Impairment of assets | Unrealised gains arising from intra-group transactions | Losses available for offsetting against future taxable profits | Government grants received not yet recognised as income | Unrealised losses from financial assets at fair value through profit or loss | Lease liabilities | Others | Total |
| | | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 |
| 於2023年1月1日 | At 1 January 2023 | 5,519 | 12,332 | 8,646 | 14,506 | 595 | 22,189 | – | 63,787 |
| 年內計入／(扣自)綜合損益表的遞延税項 | Deferred tax credited/(charged) to the consolidated statement of profit or loss during the year | 19,808 | 21,380 | 14,957 | 11,322 | (595) | 74 | 5,582 | 72,528 |
| 於2023年12月31日的遞延税項資產總值 | Gross deferred tax assets at 31 December 2023 | 25,327 | 33,712 | 23,603 | 25,828 | – | 22,263 | 5,582 | 136,315 |
| 於2024年1月1日 | At 1 January 2024 | 25,327 | 33,712 | 23,603 | 25,828 | – | 22,263 | 5,582 | 136,315 |
| 年內計入／(扣自)綜合損益表的遞延税項 | Deferred tax credited/(charged) to the consolidated statement of profit or loss during the year | 2,119 | 6,865 | (11,636) | 1,415 | – | (35) | (5,297) | (6,569) |
| **於2024年12月31日的遞延税項資產總值** | Gross deferred tax assets at 31 December 2024 | 27,446 | 40,577 | 11,967 | 27,243 | – | 22,228 | 285 | 129,746 |

## 30. 遞延税項(續)

於2024年12月31日，尚未就在中國內地產生為人民幣142,131,000元(2023年：人民幣47,176,000元)的税項虧損確認遞延税項資產，該税項虧損可用於抵銷未來應課税利潤的期限將於1至5年內到期。

本集團並無就税項虧損及可扣減暫時差額確認遞延税項資產，此乃由於該等税項虧損及可扣減暫時差額在已於一段時間錄得虧損的附屬公司產生，且被視為不大可能有應課税利潤可供動用税項虧損及可扣減暫時差額。

於年內的遞延税項負債變動如下：

## 30. DEFERRED TAX *(Continued)*

As at 31 December 2024, deferred tax assets have not been recognised in respect of tax losses of RMB142,131,000 (2023: RMB47,176,000) arising in mainland China, which will expire in one to five years for offsetting against future taxable profits.

Deferred tax assets have not been recognised in respect of the tax losses and deductible temporary differences as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses and deductible temporary differences can be utilised.

The movements in deferred tax liabilities during the year are as follows:

| | | 加速税項折舊<br>Accelerated tax depreciation<br>人民幣千元<br>RMB'000 | 使用權資產<br>Right-of-use assets<br>人民幣千元<br>RMB'000 | 以公允價值計量且其變動計入損益的金融資產的未變現收益<br>Unrealised gains from financial assets at fair value through profit or loss<br>人民幣千元<br>RMB'000 | 總計<br>Total<br>人民幣千元<br>RMB'000 |
|---|---|---|---|---|---|
| 於2023年1月1日 | At 1 January 2023 | – | 22,189 | 81 | 22,270 |
| 年內扣自綜合損益表的遞延税項 | Deferred tax charged to the consolidated statement of profit or loss during the year | – | 2,007 | 1,787 | 3,794 |
| 於2023年12月31日的遞延税項負債總額 | Gross deferred tax liabilities at 31 December 2023 | – | 24,196 | 1,868 | 26,064 |
| 於2024年1月1日 | At 1 January 2024 | – | 24,196 | 1,868 | 26,064 |
| 年內扣自／(計入)綜合損益表的遞延税項 | Deferred tax charged/(credited) to the consolidated statement of profit or loss during the year | 30,443 | (1,061) | 787 | 30,169 |
| 於2024年12月31日的遞延税項負債總額 | Gross deferred tax liabilities at 31 December 2024 | 30,443 | 23,135 | 2,655 | 56,233 |

## 30. 遞延税項(續)

就呈列而言，若干遞延税項資產及負債已於綜合財務狀況表內抵銷。以下為本集團就財務申報目的作出的遞延税項結餘分析：

## 30. DEFERRED TAX *(Continued)*

For presentation purposes, certain deferred tax assets and liabilities have been offset in the consolidated statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 於綜合財務狀況表確認的遞延税項資產淨值 | Net deferred tax assets recognised in the consolidated statement of financial position | 76,005 | 111,889 |
| 於綜合財務狀況表確認的遞延税項負債淨額 | Net deferred tax liabilities recognised in the consolidated statement of financial position | 2,492 | 1,638 |

## 31. 股本

## 31. SHARE CAPITAL

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 已發行及悉數繳足：普通股 | Issued and fully paid: Ordinary shares | 360,000 | 360,000 |

本公司股本變動概述如下：

A summary of movements in the Company's share capital is as follows:

| | 已發行股份數量 Number of shares in issue | 股本 Share capital 人民幣千元 RMB'000 |
|---|---|---|
| 於2023年及2024年12月31日 At 31 December 2023 and 2024 | 360,000,000 | 360,000 |

## 32. 儲備

本集團的儲備金額及其變動於財務報表的綜合權益變動表中呈列。

### (a) 法定儲備

根據中國公司法，在中國登記的公司須將法定税後利潤的10%分配至法定儲備，直至該儲備總額達到公司註冊資本的50%。經中國有關部門批准後，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的權益持有人分派股息。

### (b) 資本儲備

資本儲備指(i)本公司權益持有人的注資超出股本的部分；(ii)收購本集團附屬公司的非控股權益及(iii)於2020年轉換為股份有限公司。資本儲備變動詳情載於財務報表的綜合權益變動表。

### (c) 以股權結算的股份支付儲備

以股權結算的股份支付儲備包括已授出以股權結算的股份支付開支的公允價值（於附註33進一步闡述）。

## 32. RESERVES

The amounts of the Group's reserves and the movements therein are presented in the consolidated statement of changes in equity in the financial statements.

### (a) Statutory reserve

In accordance with the Company Law of the PRC, companies registered in the PRC are 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 companies 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 companies. The statutory reserve is not available for dividend distribution to equity holders of the PRC subsidiaries.

### (b) Capital reserve

The capital reserve represents (i) the excess of capital contributions from the equity holders of the Company over the share capital; (ii) the acquisition of non-controlling interests in the Group's subsidiaries and (iii) the conversion into a joint stock company with limited liability underwent in 2020. Details of the movement in capital reserve are set out in the consolidated statement of changes in equity of the financial statements.

### (c) Equity-settled share-based payment reserve

The equity-settled share-based payment reserve comprises the fair value of the equity-settled share-based payment granted, as further explained in note 33.

## 32. 儲備(續)

(d) **以公允價值計量且其變動計入其他全面收益的金融資產的公允價值儲備**

以公允價值計量且其變動計入其他全面收益的金融資產的公允價值儲備包括指定以公允價值計量且其變動計入其他全面收益的股權投資的累計虧損(於附註18進一步闡述)。

(e) **匯兑波動儲備**

匯兑波動儲備用於記錄因換算其功能貨幣並非人民幣的實體的財務資料而產生的匯兑差額。

## 32. RESERVES *(Continued)*

(d) **Fair value reserve of financial assets at fair value through other comprehensive income**

The fair value reserve of financial assets at fair value through other comprehensive income compromises the cumulative loss of equity investment designed as fair value through other comprehensive income, as further explained in note 18.

(e) **Exchange fluctuation reserve**

The exchange fluctuation reserve is used to record exchange differences arising from the translation of the financial information of entities of which the functional currencies are not RMB.

## 33. 股份支付

於年內，根據界定計劃發行在外的以股權結算的股份支付開支如下：

## 33. SHARE BASED PAYMENT

The following equity-settled share-based payment was outstanding under the defined scheme during the year:

| | | 加權平均行使價 Weighted average exercise price 每股人民幣元 RMB per share | 股份數量 Number of shares 千股 '000 |
|---|---|---|---|
| 於2023年1月1日 | At 1 January 2023 | 19.60 | 551 |
| 授予 | Granted | 19.60 | 15 |
| 歸屬 | Vested | 19.60 | (5) |
| 沒收 | Forfeited | 19.60 | (5) |
| 於2023年12月31日 | At 31 December 2023 | 19.60 | 556 |
| 於2024年1月1日 | At 1 January 2024 | **19.60** | **556** |
| 授予 | Granted | – | – |
| 行使 | Exercised | – | – |
| 沒收 | Forfeited | – | – |
| 於2024年12月31日 | At 31 December 2024 | **19.60** | **556** |

已授出的以股權結算的股份支付開支的公允價值乃於授出日期使用最近融資價格法估計，並計及授出股份的條款及條件。

The fair value of equity-settled share-based payment granted was estimated as at the date of grant using recent transaction price, taking into account the terms and conditions upon which the shares were granted.

## 34. 綜合現金流量表附註

### (a) 重大非現金交易

於年內，本集團就租賃協議擁有的使用權資產的非現金添置為人民幣78,065,000元（2023年：人民幣94,100,000元）以及租賃負債人民幣78,065,000元（2023年：人民幣94,100,000元）。

### (b) 融資活動產生的負債變動

**截至2024年12月31日止年度**

## 34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

### (a) Major non-cash transaction

During the year, the Group had non-cash additions to right-of-use assets of RMB78,065,000 (2023: RMB94,100,000) and lease liabilities of RMB78,065,000 (2023: RMB94,100,000), respectively, in respect of lease agreements.

### (b) Changes in liabilities arising from financing activities

**Year ended 31 December 2024**

| | | 銀行及其他借款 Bank and other borrowings 人民幣千元 RMB'000 | 租賃負債 Lease liabilities 人民幣千元 RMB'000 |
|---|---|---|---|
| 於2024年1月1日 | At 1 January 2024 | 259,748 | 126,425 |
| 融資現金流量變動 | Changes from financing cash flows | (261,988) | (87,617) |
| 應計利息 | Interest accrued | 2,240 | – |
| 新租約 | New leases | – | 78,065 |
| 年內確認的利息增加 | Accretion of interest recognised during the year | – | 4,127 |
| 終止租賃合約 | Termination of lease contracts | – | (28,448) |
| 於2024年12月31日 | At 31 December 2024 | – | 92,552 |

## 34. 綜合現金流量表附註(續)

### (b) 融資活動產生的負債變動(續)

截至2023年12月31日止年度

## 34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS *(Continued)*

### (b) Changes in liabilities arising from financing activities *(Continued)*

Year ended 31 December 2023

| | | 銀行及其他借款 Bank and other borrowings 人民幣千元 RMB'000 | 租賃負債 Lease liabilities 人民幣千元 RMB'000 |
|---|---|---|---|
| 於2023年1月1日 | At 1 January 2023 | 140,088 | 141,549 |
| 融資現金流量變動 | Changes from financing cash flows | 112,419 | (107,331) |
| 應計利息 | Interest accrued | 7,241 | – |
| 新租約 | New leases | – | 94,100 |
| 年內確認的利息增加 | Accretion of interest recognised during the year | – | 7,456 |
| 出售附屬公司 | Disposal of a subsidiary | – | (658) |
| 終止租賃合約 | Termination of lease contracts | – | (8,691) |
| 於2023年12月31日 | At 31 December 2023 | 259,748 | 126,425 |

### (c) 租賃的現金流出總額

計入綜合現金流量表的租賃現金流出總額如下：

### (c) Total cash outflows for leases

The total cash outflows for leases included in the consolidated statement of cash flows are as follows:

| | | 截至12月31日止年度 Year ended 31 December | |
|---|---|---|---|
| | | **2024年 2024 人民幣千元 RMB'000** | 2023年 2023 人民幣千元 RMB'000 |
| 經營活動內 | Within operating activities | **16,475** | 12,921 |
| 投資活動內 | Within investing activities | **1,340** | 41 |
| 融資活動內 | Within financing activities | **87,617** | 107,331 |
| | | **105,432** | 120,293 |

## 35. 或然負債

於2024年及2023年12月31日，本集團及本公司概無任何重大或然負債。

## 35. CONTINGENT LIABILITIES

As at 31 December 2024 and 2023, neither the Group nor the Company had any significant contingent liabilities.

## 36. 資產抵押

就本集團銀行及其他借款而抵押的本集團資產詳情載於財務報表附註29。

## 36. PLEDGE OF ASSETS

Details of the Group's assets pledged for the Group's bank and other borrowings are included in note 29 to the financial statements.

## 37. 承擔

於報告期末，本集團有以下資本承擔：

## 37. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | **2024年 2024 人民幣千元 RMB'000** | 2023年 2023 人民幣千元 RMB'000 |
| 已就購買物業、廠房及設備訂約但未撥備 | Contracted, but not provided for purchase of property, plant and equipment | **293,584** | 574,038 |
| 應付合營公司的出資額 | Capital contributions payable to a joint venture | **105,000** | 6,000 |
| | | **398,584** | 580,038 |

## 38. 關聯方交易

本集團於年度內與關聯方進行以下重大交易：

### (a) 與關聯方的交易：

| | | 截至12月31日止年度 Year ended 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| **向關聯方銷售產品及服務** | **Sales of products and services to related parties** | | |
| 其他關聯方 | Other related parties | **155** | 109 |
| **向關聯方購買產品及服務** | **Purchases of products and services from related parties** | | |
| 一家聯營公司 | An associate | **44,880** | 21,839 |
| 主要管理人員 | Key management personnel | **216** | – |
| 其他關聯方 | Other related parties | **357** | 37 |
| **來自關聯方的租賃** | **Lease from related parties** | | |
| 主要管理人員 | Key management personnel | **1,036** | 1,855 |

### (b) 與關聯方的其他交易：

| | | 截至12月31日止年度 Year ended 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| **開支** | **Expense** | | |
| 其他關聯方 | Other related parties | **9** | – |

## 38. RELATED PARTY TRANSACTIONS

The Group had the following material transactions with related parties during the year:

### (a) Transactions with related parties:

| | | Year ended 31 December | |
|---|---|---|---|
| | | 2024 RMB'000 | 2023 RMB'000 |
| **Sales of products and services to related parties** | | | |
| Other related parties | | **155** | 109 |
| **Purchases of products and services from related parties** | | | |
| An associate | | **44,880** | 21,839 |
| Key management personnel | | **216** | – |
| Other related parties | | **357** | 37 |
| **Lease from related parties** | | | |
| Key management personnel | | **1,036** | 1,855 |

### (b) Other transactions with related parties:

| | | Year ended 31 December | |
|---|---|---|---|
| | | 2024 RMB'000 | 2023 RMB'000 |
| **Expense** | | | |
| Other related parties | | **9** | – |

## 38. 關聯方交易(續)

## 38. RELATED PARTY TRANSACTIONS *(Continued)*

(c) 與關聯方的未償還結餘：

(c) Outstanding balances with related parties:

應收關聯方款項：

Amounts due from related parties:

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 貿易相關： | Trade related: | | |
| 其他關聯方 | Other related parties | 3 | 78 |
| 主要管理人員及與其有密切關係的人士 | Key management personnel and those closely related to them | 789 | 210 |
| | | 792 | 288 |

應付關聯方款項：

Amounts due to related parties:

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 貿易相關： | Trade related: | | |
| 一家聯營公司 | An associate | 7,636 | 1,694 |
| 主要管理人員及與其有密切關係的人士 | Key management personnel and those closely related to them | 1,506 | 157 |
| | | 9,142 | 1,851 |

應收關聯方款項為無抵押、免息及須按信貸條款償還，而應付關聯方款項為無抵押、免息及須按要求償還。

Amounts due from related parties were unsecured, interest-free and repayable on credit terms, and amounts due to related parties were unsecured, interest-free and repayable on demand.

## 38. 關聯方交易（續）

(d) 本集團主要管理人員的薪酬：

## 38. RELATED PARTY TRANSACTIONS *(Continued)*

(d) Compensation of key management personnel of the Group:

| | | 截至12月31日止年度 Year ended 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 薪金、津貼及實物福利 | Salaries, allowances and benefits in kind | 14,753 | 10,835 |
| 酌情花紅 | Discretionary bonuses | 50,519 | 13,180 |
| 退休金計劃供款 | Pension scheme contributions | 371 | 269 |
| 以股權結算的股份支付開支 | Equity-settled share-based payment expenses | 958 | 2,480 |
| 支付予主要管理人員的薪酬總額 | Total compensation paid to key management personnel | 66,601 | 26,764 |

有關董事及最高行政人員酬金的進一步詳情載於財務報表附註9。

Further details of directors' and the chief executive's emoluments are included in note 9 to the financial statements.

## 39. 按類別劃分的金融工具

於報告期末，各類別金融工具的賬面值如下：

**2024年12月31日**

## 39. 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:

**31 December 2024**

| 金融資產 | Financial assets | 以公允價值計量且其變動計入損益的金融資產<br>Financial assets at fair value through profit or loss<br>強制指定為以公允價值計量且其變動計入損益的金融資產<br>Mandatorily designated as financial assets at FVTPL<br>人民幣千元<br>RMB'000 | 以公允價值計量且其變動計入其他全面收益的金融資產<br>Financial asset at fair value through other comprehensive income<br>股權投資<br>Equity investment<br>人民幣千元<br>RMB'000 | 按攤銷成本計量的金融資產<br>Financial assets at amortised cost<br>人民幣千元<br>RMB'000 | 總計<br>Total<br>人民幣千元<br>RMB'000 |
|---|---|---|---|---|---|
| 指定為以公允價值計量且其變動計入其他全面收益的股權投資 | Equity investment designated at fair value through other comprehensive income | – | 6,590 | – | 6,590 |
| 以公允價值計量且其變動計入損益的金融資產 | Financial assets at fair value through profit or loss | 3,491,643 | – | – | 3,491,643 |
| 貿易應收款項 | Trade receivables | – | – | 25,624 | 25,624 |
| 計入預付款項、其他應收款項及其他資產的金融資產 | Financial assets included in prepayments, other receivables and other assets | – | – | 55,206 | 55,206 |
| 受限制現金 | Restricted cash | – | – | 10,811 | 10,811 |
| 定期存款 | Time deposits | – | – | 3,271,919 | 3,271,919 |
| 計入其他非流動資產的金融資產 | Financial assets included in other non current assets | – | – | 8,729 | 8,729 |
| 現金及現金等價物 | Cash and cash equivalents | – | – | 4,335,123 | 4,335,123 |
| | | 3,491,643 | 6,590 | 7,707,412 | 11,205,645 |

## 39. 按類別劃分的金融工具*(續)*

## 39. FINANCIAL INSTRUMENTS BY CATEGORY *(Continued)*

**2024年12月31日*(續)***

**31 December 2024 *(Continued)***

| **金融負債** | **Financial liabilities** | **按攤銷成本計量的金融負債 Financial liabilities at amortised cost 人民幣千元 RMB'000** |
|---|---|---|
| 貿易應付款項 | Trade payables | **1,767,263** |
| 計入其他應付款項及應計費用的金融負債 | Financial liabilities included in other payables and accruals | **1,480,678** |
| 租賃負債 | Lease liabilities | **92,552** |
| | | **3,340,493** |

## 39. 按類別劃分的金融工具*(續)*

## 39. FINANCIAL INSTRUMENTS BY CATEGORY *(Continued)*

2023年12月31日

31 December 2023

| 金融資產 | Financial assets | 以公允價值計量且其變動計入損益的金融資產 Financial assets at fair value through profit or loss | 以公允價值計量且其變動計入其他全面收益的金融資產 Financial asset at fair value through other comprehensive income | | |
|---|---|---|---|---|---|
| | | 強制指定為以公允價值計量且其變動計入損益的金融資產 Mandatorily designated as financial assets at FVTPL | 股權投資 Equity investment | 按攤銷成本計量的金融資產 Financial assets at amortised cost | 總計 Total |
| | | 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 |
| 指定為以公允價值計量且其變動計入其他全面收益的股權投資 | Equity investment designated at fair value through other comprehensive income | – | 10,460 | – | 10,460 |
| 以公允價值計量且其變動計入損益的金融資產 | Financial assets at fair value through profit or loss | 746,046 | – | – | 746,046 |
| 貿易應收款項 | Trade receivables | – | – | 28,473 | 28,473 |
| 計入預付款項、其他應收款項及其他資產的金融資產 | Financial assets included in prepayments, other receivables and other assets | – | – | 25,417 | 25,417 |
| 受限制現金 | Restricted cash | – | – | 105,564 | 105,564 |
| 定期存款 | Time deposits | – | – | 310,056 | 310,056 |
| 計入其他非流動資產的金融資產 | Financial assets included in other non current assets | – | – | 11,986 | 11,986 |
| 現金及現金等價物 | Cash and cash equivalents | – | – | 5,621,904 | 5,621,904 |
| | | 746,046 | 10,460 | 6,103,400 | 6,859,906 |

## 39. 按類別劃分的金融工具*(續)*

## 39. FINANCIAL INSTRUMENTS BY CATEGORY *(Continued)*

2023年12月31日*(續)*

31 December 2023 *(Continued)*

| 金融負債 | Financial liabilities | 按攤銷成本計量的金融負債 Financial liabilities at amortised cost 人民幣千元 RMB'000 |
|---|---|---|
| 貿易應付款項 | Trade payables | 1,316,780 |
| 計入其他應付款項及應計費用的金融負債 | Financial liabilities included in other payables and accruals | 1,248,629 |
| 計息銀行及其他借款 | Interest-bearing bank and other borrowings | 259,748 |
| 租賃負債 | Lease liabilities | 126,425 |
| | | 2,951,582 |

## 40. 金融工具的公允價值及公允價值層級

管理層已評估現金及現金等價物、定期存款及受限制現金的即期部分、貿易應收款項、計入預付款項、其他應收款項及其他資產的金融資產、計息銀行及其他借款、貿易應付款項、計入其他應付款項及應計費用的金融負債的公允價值均與賬面值相若，主要是由於該等工具於短期內到期。管理層亦已評估定期存款及受限制現金的非即期部分的公允價值與賬面值相若。

本集團財務中心負責釐定金融工具公允價值計量的政策及程序。財務中心直接向首席財務官及董事會報告。於各報告日期，財務中心分析金融工具的價值變動並釐定估值中適用的主要輸入值。估值由首席財務官審核及批准。董事會就估值過程及結果進行討論，以作年度財務報告。

金融資產及負債的公允價值按該工具於自願雙方當前交易（非被迫或清算性出售）中可交換的金額列賬。估計公允價值時採用以下方法及假設。

就按公允價值計量且其變動計入其他全面收益的非上市股權投資的公允價值而言，管理層採用具有一些不可觀察輸入值的貼現現金流估值模型。

## 40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, current portion of time deposits and restricted cash, trade receivables, financial assets included in prepayments, other receivables and other assets, interest-bearing bank and other borrowings, trade payables, financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short-term maturities of these instruments. Management has also assessed the fair value of non-current portion of time deposits and restricted cash approximate to its carrying amount.

The Group's finance centre is responsible for determining the policies and procedures for the fair value management of financial instruments. The finance centre reports directly to the chief financial officer and the board of directors. At each reporting date, the finance centre analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the board of directors for annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values.

For the fair value of the unlisted equity investments at fair value through other comprehensive income, management adopts discounted cash flow valuation model with some unobservable inputs.

## 40. 金融工具的公允價值及公允價值層級 *(續)*

本集團的以公允價值計量且其變動計入損益的金融資產指中國內地銀行的理財產品。就結構性存款而言，公允價值已按基於隱含收益率的預計現金流計量。就其他理財產品而言，公允價值已按基於每單報價資產淨值及缺乏市場流通性折讓因素計量。

下表載列2024年及2023年12月31日之金融工具估值重大不可觀察輸入值概要，連同定量敏感度分析：

## 40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(Continued)*

Financial assets at fair value through profit or loss of the Group represent wealth management products with banks in mainland China. For the structured deposits, the fair values are based on expected cash flow from implied yield, and for other wealth management products, the fair values are based on the quoted net assets value per unit and the discount factor for lack of marketability.

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2024 and 2023:

| 描述<br>Description | 估值技術<br>Valuation technique | 不可觀察輸入值<br>Unobservable inputs | 輸入值加權平均數<br>Weighted average of inputs<br>2024年12月31日<br>31 December 2024 | 輸入值加權平均數<br>Weighted average of inputs<br>2023年12月31日<br>31 December 2023 | 公允價值對輸入值之敏感度<br>Sensitivity of fair value to the input |
|---|---|---|---|---|---|
| 指定為以公允價值計量且其變動計入其他全面收益的股權投資<br>Equity investments designated at fair value through other comprehensive income | 收入法<br>Income approach | 永續增長率<br>Perpetual growth rate | 2.00%<br>2.00% | 2.00%<br>2.00% | 2024年12月31日：<br>31 December 2024:<br>倍數上升／下跌10個基點將導致公允價值分別增加／減少人民幣40,000元及人民幣50,000元。<br>10 base points increase/decrease in multiple would result in increase/decrease in fair value by RMB40,000/RMB50,000, respectively.<br><br>2023年12月31日：<br>31 December 2023:<br>倍數上升／下跌10個基點將導致公允價值分別增加／減少人民幣70,000元及人民幣70,000元。<br>10 base points increase/decrease in multiple would result in increase/decrease in fair value by RMB70,000/RMB70,000, respectively. |

## 40. 金融工具的公允價值及公允價值層級（續）

## 40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(Continued)*

| 描述<br>Description | 估值技術<br>Valuation technique | 不可觀察輸入值<br>Unobservable inputs | 輸入值加權平均數 Weighted average of inputs<br>2024年12月31日<br>31 December 2024 | 輸入值加權平均數 Weighted average of inputs<br>2023年12月31日<br>31 December 2023 | 公允價值對輸入值之敏感度<br>Sensitivity of fair value to the input |
|---|---|---|---|---|---|
| | | 貼現率<br>Discount rate | 13.01%<br>13.01% | 12.44%<br>12.44% | 2024年12月31日：<br>31 December 2024:<br>倍數上升／下跌10個基點將導致公允價值分別減少／增加人民幣60,000元及人民幣70,000元。<br>10 base points increase/decrease in multiple would result in decrease/increase in fair value by RMB60,000/RMB70,000, respectively.<br><br>2023年12月31日：<br>31 December 2023:<br>倍數上升／下跌10個基點將導致公允價值分別減少／增加人民幣110,000元及人民幣110,000元。<br>10 base points increase/decrease in multiple would result in decrease/increase in fair value by RMB110,000/RMB110,000, respectively. |

## 40. 金融工具的公允價值及公允價值層級 *(續)*

### 公允價值層級

下表列示本集團金融工具的公允價值計量層級：

*以公允價值計量的資產*

## 40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(Continued)*

### Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

*Assets measured at fair value*

| | | 使用以下各項進行公允價值計量 Fair value measurement using | | | |
|---|---|---|---|---|---|
| | | 於活躍市場的報價 Quoted prices in active markets (第一級) (Level 1) 人民幣千元 RMB'000 | 重大可觀察輸入數據 Significant observable inputs (第二級) (Level 2) 人民幣千元 RMB'000 | 重大不可觀察輸入數據 Significant unobservable inputs (第三級) (Level 3) 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
| 於2024年12月31日 | As at 31 December 2024 | | | | |
| 指定為以公允價值計量且其變動計入其他全面收益的股權投資 | Equity investments designated at fair value through other comprehensive income | – | – | 6,590 | 6,590 |
| 以公允價值計量且其變動計入損益的金融資產 | Financial assets at fair value through profit or loss | 275,111 | 3,216,532 | – | 3,491,643 |
| | | 275,111 | 3,216,532 | 6,590 | 3,498,233 |
| 於2023年12月31日 | As at 31 December 2023 | | | | |
| 指定為以公允價值計量且其變動計入其他全面收益的股權投資 | Equity investments designated at fair value through other comprehensive income | – | – | 10,460 | 10,460 |
| 以公允價值計量且其變動計入損益的金融資產 | Financial assets at fair value through profit or loss | 675,824 | 70,222 | – | 746,046 |
| | | 675,824 | 70,222 | 10,460 | 756,506 |

## 40. 金融工具的公允價值及公允價值層級*(續)*

**公允價值層級***(續)*

*以公允價值計量的資產(續)*

於年度內，第三級公允價值計量變動如下：

## 40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(Continued)*

**Fair value hierarchy** *(Continued)*

*Assets measured at fair value (Continued)*

The movements in fair value measurements within Level 3 during the year are as follows:

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | **2024年 2024 人民幣千元 RMB'000** | 2023年 2023 人民幣千元 RMB'000 |
| 指定為以公允價值計量且其變動計入其他全面收益的股權投資 | Equity investments designated at fair value through other comprehensive income | | |
| 年初 | At beginning of year | **10,460** | 11,400 |
| 資本贖回 | Capital redemption | **(3,000)** | – |
| 於其他全面收益確認的虧損總額 | Total loss recognised in other comprehensive income | **(870)** | (940) |
| 年末 | At end of year | **6,590** | 10,460 |

於2024年12月31日，本集團並沒有以公允價值計量的金融負債(2023年：無)。

於年度內，概無第一級與第二級之間的公允價值計量轉撥，亦無自第三級轉入或轉出金融資產及金融負債(2023年：無)。

The Group did not have any financial liabilities measured at fair value at 31 December 2024 (2023: Nil).

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 (2023: Nil).

## 41. 財務風險管理目標及政策

本集團主要的金融工具包括以公允價值計量且其變動計入損益的金融資產、現金及現金等價物及計息銀行及其他借款。本集團擁有直接源自其運營的多種其他金融資產和負債，例如貿易應收款項及貿易應付款項。

本集團已採納庫務政策，當中載明購買及贖回理財產品的整體原則及詳細審批流程。

本集團金融工具產生的主要風險為外匯風險、利率風險、信貸風險及流動性風險。本公司管理層會覆核及協議控制各類風險的政策，有關政策概述於下文。

**外匯風險**

本集團存在交易性貨幣風險。該等風險來自運營單位以該單位功能貨幣以外的貨幣進行的買賣。此外，本集團主要因現金及現金等價物、貿易應收款項及貿易應付款項而面臨貨幣風險。

## 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise financial assets at fair value through profit or loss, cash and cash equivalent and interest-bearing bank and other borrowings. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The Group has adopted a treasury policy which sets out overall principles as well as detailed approval processes of the purchase and redemption of wealth management products.

The main risks arising from the Group's financial instruments are foreign currency risk, interest rate risk, credit risk and liquidity risk. The management of the Company reviews and agrees policies for managing each of these risks and they are summarised below.

**Foreign currency risk**

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units' functional currencies. In addition, the Group has currency exposures mainly from its cash and cash equivalent, trade receivables and trade payables.

## 41. 財務風險管理目標及政策(續)

下表詳述本集團對相關外幣兑功能貨幣升值及貶值1%的敏感度。敏感度分析僅包括以外幣計值的未償還貨幣項目，並於各報告期末就1%的外幣匯率變動調整其換算。

## 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

The following table details the Group's sensitivity to a 1% increase and decrease in the relevant foreign currencies against the functional currency. It includes only outstanding monetary items denominated in a foreign currency and adjusts their translation at the end of each reporting period for a 1% change in foreign currency rates.

| | | 税前利潤(減少)／增加 (Decrease)/increase in profit before tax 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 倘美元兑人民幣貶值 | If USD weakens against RMB | (857) | (527) |
| 倘美元兑人民幣升值 | If USD strengthens against RMB | 857 | 527 |
| 倘人民幣兑印度尼西亞盾貶值 | If RMB weakens against IDR | 256 | 1,683 |
| 倘人民幣兑印度尼西亞盾升值 | If RMB strengthens against IDR | (256) | (1,683) |
| 倘美元兑越南盾貶值 | If USD weakens against VND | (36) | 353 |
| 倘美元兑越南盾升值 | If USD strengthens against VND | 36 | (353) |
| 倘人民幣兑令吉貶值 | If RMB weakens against MYR | 65 | 158 |
| 倘人民幣兑令吉升值 | If RMB strengthens against MYR | (65) | (158) |

### 利率風險

本集團的銀行結餘(按固定利率計息的短期及長期銀行存款除外)因現行市場利率波動而面臨現金流量利率風險。本公司管理層認為本集團就銀行結餘及計息銀行以及其他借款所面臨的利率風險並不重大。

### Interest rate risk

The Group's bank balances, other than short-term and long-term bank deposits which are at fixed interest rate, expose the Group to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate. The management of the Company consider the Group's exposure to interest rate risk in respect of bank balances and interest-bearing bank and other borrowings is not significant.

## 41. 財務風險管理目標及政策*(續)*

### 信貸風險

本集團僅與獲認可及信譽良好的第三方進行交易。本集團的政策是所有希望按信貸條款進行交易的客戶均須接受信貸核實程序。此外，本集團持續監控應收款項結餘，因此本公司管理層認為其壞賬風險並不重大。

*最大風險敞口及年終階段*

下表載列基於本集團信貸政策的信貸質素及最大信貸風險敞口，該政策主要基於逾期資料(除非有其他毋須花費過多成本或精力的可用信息)及於12月31日的年終階段分類。所呈列的金額為金融資產的賬面總值。

## 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

### 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 management of the Company consider 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. The amounts presented are gross carrying amounts for financial assets.

| 2024年12月31日 | 31 December 2024 | 12個月內預期信用損失 12-month ECLs | 全期預期信用損失 Lifetime ECLs | | | |
|---|---|---|---|---|---|---|
| | | 第一階段 Stage 1 人民幣千元 RMB'000 | 第二階段 Stage 2 人民幣千元 RMB'000 | 第三階段 Stage 3 人民幣千元 RMB'000 | 簡化方式 Simplified approach 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
| 貿易應收款項* | Trade receivables* | – | – | – | 25,946 | 25,946 |
| 計入預付款項、其他應收款項及其他資產的金融資產 | Financial assets included in prepayments, other receivables and other assets | | | | | |
| – 正常** | – Normal** | 55,238 | – | – | – | 55,238 |
| 定期存款及受限制現金 | Time deposits and restricted cash | | | | | |
| – 尚未逾期 | – Not yet past due | 3,282,730 | – | – | – | 3,282,730 |
| 其他非流動資產 | Other non-current assets | | | | | |
| – 尚未逾期 | – Not yet past due | 8,729 | – | – | – | 8,729 |
| 現金及現金等價物 | Cash and cash equivalents | | | | | |
| – 尚未逾期 | – Not yet past due | 4,335,123 | – | – | – | 4,335,123 |
| | | 7,681,820 | – | – | 25,946 | 7,707,766 |

## 41. 財務風險管理目標及政策*(續)*

## 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

**信貸風險*(續)***

**Credit risk *(Continued)***

*最大風險敞口及年終階段(續)*

*Maximum exposure and year-end staging (Continued)*

| 2023年12月31日 | 31 December 2023 | 12個月內預期信用損失 12-month ECLs | 全期預期信用損失 Lifetime ECLs | | | |
|---|---|---|---|---|---|---|
| | | 第一階段 Stage 1 | 第二階段 Stage 2 | 第三階段 Stage 3 | 簡化方式 Simplified approach | 總計 Total |
| | | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 |
| 貿易應收款項* | Trade receivables* | – | – | – | 32,191 | 32,191 |
| 計入預付款項、其他應收款項及其他資產的金融資產 | Financial assets included in prepayments, other receivables and other assets | | | | | |
| – 正常** | – Normal** | 27,132 | – | – | – | 27,132 |
| 定期存款及受限制現金 | Time deposits and restricted cash | | | | | |
| – 尚未逾期 | – Not yet past due | 415,620 | – | – | – | 415,620 |
| 其他非流動資產 | Other non-current assets | | | | | |
| – 尚未逾期 | – Not yet past due | 11,986 | – | – | – | 11,986 |
| 現金及現金等價物 | Cash and cash equivalents | | | | | |
| – 尚未逾期 | – Not yet past due | 5,621,904 | – | – | – | 5,621,904 |
| | | 6,076,642 | – | – | 32,191 | 6,108,833 |

* 就本集團應用簡化方式進行減值的貿易應收款項而言，基於撥備矩陣的資料於財務報表附註21中披露。

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 21 to the financial statements.

** 如並無逾期，亦無資料顯示金融資產的信貸風險自初步確認以來大幅增加，則計入預付款項、其他應收款項及其他資產的金融資產的信貸質素被視為「正常」。否則，金融資產的信貸質素被視為「可疑」。

** 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".

## 41. 財務風險管理目標及政策(續)

### 流動性風險

本集團監控並維持本集團管理層認為足夠的現金及現金等價物水平，以為運營提供資金並減輕現金流量波動的影響。

於各報告期末，本集團根據合約未貼現付款的金融負債到期情況如下：

## 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

### Liquidity risk

The Group monitors and maintains a level of cash and cash equivalent deemed adequate by management of the Group to finance the operations and mitigate the effects of fluctuations of cash flows.

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:

| 2024年12月31日 | 31 December 2024 | 1年內<br>Within 1 year<br>人民幣千元<br>RMB'000 | 1年至5年<br>1 to 5 years<br>人民幣千元<br>RMB'000 | 總計<br>Total<br>人民幣千元<br>RMB'000 |
|---|---|---|---|---|
| 貿易應付款項 | Trade payables | 1,767,263 | – | 1,767,263 |
| 計入其他應付款項及應計費用的金融負債 | Financial liabilities included in other payables and accruals | 1,459,966 | 20,712 | 1,480,678 |
| 租賃負債 | Lease liabilities | 54,615 | 41,908 | 96,523 |
| | | 3,281,844 | 62,620 | 3,344,464 |

| 2023年12月31日 | 31 December 2023 | 1年內<br>Within 1 year<br>人民幣千元<br>RMB'000 | 1年至5年<br>1 to 5 years<br>人民幣千元<br>RMB'000 | 總計<br>Total<br>人民幣千元<br>RMB'000 |
|---|---|---|---|---|
| 貿易應付款項 | Trade payables | 1,316,780 | – | 1,316,780 |
| 計入其他應付款項及應計費用的金融負債 | Financial liabilities included in other payables and accruals | 1,188,221 | 60,408 | 1,248,629 |
| 計息銀行及其他借款 | Interest-bearing bank and other borrowings | 261,744 | – | 261,744 |
| 租賃負債 | Lease liabilities | 76,745 | 56,420 | 133,165 |
| | | 2,843,490 | 116,828 | 2,960,318 |

## 41. 財務風險管理目標及政策*(續)*

### 資本管理

本集團資本管理的主要目標為維護本集團的持續經營能力及維持穩健的資本化比率，以支持其業務及為權益持有人帶來最大價值。

本集團根據經濟狀況變動及相關資產的風險特點管理及調整資本結構。為維持或調整資本結構，本集團或會調整派付予權益持有人的股息、向權益持有人歸還資本或發行新股。本集團不受任何外部施加的資本要求規限。於年度內，目標、政策或程序並無任何變動。

本集團使用資產負債比率(即負債總額除以資產總值)監控資本。於各報告期末的資產負債比率如下：

## 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

### Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise equity holders' 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 equity holders, return capital to equity holders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year.

The Group monitors capital using debt-to-asset ratio, which is total liabilities divided by total assets. The ratios as at the end of the reporting periods were as follows:

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | **2024年 2024 人民幣千元 RMB'000** | 2023年 2023 人民幣千元 RMB'000 |
| 資產總值 | Total assets | **19,783,322** | 14,593,566 |
| 負債總額 | Total liabilities | **4,722,502** | 3,998,101 |
| 資產負債比率 | Debt-to-asset ratio | **23.9%** | 27.4% |

## 42. 本公司財務狀況表

於報告期末，本公司財務狀況表信息如下：

## 42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| **非流動資產** | **NON-CURRENT ASSETS** | | |
| 物業、廠房及設備 | Property, plant and equipment | **391,304** | 28,207 |
| 使用權資產 | Right-of-use assets | **281** | 3,252 |
| 其他無形資產 | Other intangible assets | **2,313** | 2,633 |
| 於附屬公司的投資 | Investments in subsidiaries | **1,493,935** | 1,103,533 |
| 遞延稅項資產 | Deferred tax assets | **12,501** | 18,640 |
| 定期存款及受限制現金 | Time deposits and restricted cash | **1,013,876** | 300,000 |
| 其他非流動資產 | Other non-current assets | **3,346** | 328,465 |
| **非流動資產總值** | **Total non-current assets** | **2,917,556** | 1,784,730 |
| **流動資產** | **CURRENT ASSETS** | | |
| 應收附屬公司的款項 | Due from subsidiaries | **2,035,012** | 2,004,299 |
| 預付款項、其他應收款及其他資產 | Prepayments, other receivables and other assets | **34,871** | 33,116 |
| 以公允價值計量且其變動計入損益的金融資產 | Financial assets at fair value through profit or loss | **2,513,471** | 222,139 |
| 定期存款及受限制現金 | Time deposits and restricted cash | **652,243** | 1 |
| 現金及現金等價物 | Cash and cash equivalents | **2,119,284** | 1,397,094 |
| **流動資產總值** | **Total current assets** | **7,354,881** | 3,656,649 |

## 42. 本公司財務狀況表(續)

## 42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(Continued)*

| | | 於12月31日 As at 31 December | |
|---|---|---|---|
| | | 2024年 2024 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| **流動負債** | **CURRENT LIABILITIES** | | |
| 貿易應付款項 | Trade payables | **9,531** | 1,116 |
| 應付附屬公司的款項 | Due to subsidiaries | **4,106,268** | 4,833 |
| 其他應付款項及應計費用 | Other payables and accruals | **960,962** | 633,775 |
| 合約負債 | Contract liabilities | **258,825** | 202,186 |
| 租賃負債 | Lease liabilities | **–** | 425 |
| 應付稅款 | Tax payable | **420** | 20,998 |
| **流動負債總額** | **Total current liabilities** | **5,336,006** | 863,333 |
| **流動資產淨值** | **NET CURRENT ASSETS** | **2,018,875** | 2,793,316 |
| **總資產減流動負債** | **TOTAL ASSETS LESS CURRENT LIABILITIES** | **4,936,431** | 4,578,046 |
| **非流動負債** | **NON-CURRENT LIABILITIES** | | |
| 租賃負債 | Lease liabilities | **–** | 1,807 |
| 其他應付款項及應計費用 | Other payables and accruals | **282** | – |
| 遞延稅項負債 | Deferred tax liabilities | **1,438** | 1,348 |
| **非流動負債總額** | **Total non-current liabilities** | **1,720** | 3,155 |
| **資產淨值** | **NET ASSETS** | **4,934,711** | 4,574,891 |
| **權益** | **EQUITY** | | |
| 股本 | Share capital | **360,000** | 360,000 |
| 儲備 | Reserves | **4,574,711** | 4,214,891 |
| **權益總額** | **Total equity** | **4,934,711** | 4,574,891 |

## 42. 本公司財務狀況表(續)

本公司儲備之概要如下：

**截至2024年12月31日止年度**

## 42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(Continued)*

A summary of the Company's reserves is as follows:

**Year ended 31 December 2024**

| | | 資本儲備 Capital reserve 人民幣千元 RMB'000 | 法定儲備 Statutory reserve 人民幣千元 RMB'000 | 以股權結算的股份支付儲備 Equity-settled share-based payment reserve 人民幣千元 RMB'000 | 保留利潤 Retained profits 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
|---|---|---|---|---|---|---|
| 於2024年1月1日 | At 1 January 2024 | 2,566,388 | 180,000 | 73,093 | 1,395,410 | 4,214,891 |
| 年內利潤 | Profit for the year | – | – | – | 344,034 | 344,034 |
| 年內全面收益總額 | Total comprehensive income for the year | – | – | – | 344,034 | 344,034 |
| 以股權結算的股份支付安排 | Equity-settled share-based payments arrangements | – | – | 15,786 | – | 15,786 |
| 於2024年12月31日 | At 31 December 2024 | 2,566,388 | 180,000 | 88,879 | 1,739,444 | 4,574,711 |

## 42. 本公司財務狀況表(續)

截至2023年12月31日止年度

## 42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(Continued)*

Year ended 31 December 2023

| | | 資本儲備<br>Capital reserve<br>人民幣千元<br>RMB'000 | 法定儲備<br>Statutory reserve<br>人民幣千元<br>RMB'000 | 以股權結算的股份支付儲備<br>Equity-settled share-based payment reserve<br>人民幣千元<br>RMB'000 | 保留利潤<br>Retained profits<br>人民幣千元<br>RMB'000 | 總計<br>Total<br>人民幣千元<br>RMB'000 |
|---|---|---|---|---|---|---|
| 於2023年1月1日 | At 1 January 2023 | 2,566,388 | 38,652 | 56,666 | 118,448 | 2,780,154 |
| 年內利潤 | Profit for the year | – | – | – | 1,518,310 | 1,518,310 |
| 年內全面收益總額 | Total comprehensive income for the year | – | – | – | 1,518,310 | 1,518,310 |
| 以股權結算的股份支付安排 | Equity-settled share-based payments arrangements | – | – | 16,427 | – | 16,427 |
| 轉撥自保留利潤 | Transfer from retained profits | – | 141,348 | – | (141,348) | – |
| 股息 | Dividend | – | – | – | (100,000) | (100,000) |
| 於2023年12月31日 | At 31 December 2023 | 2,566,388 | 180,000 | 73,093 | 1,395,410 | 4,214,891 |

## 43. 報告期後事項

於2025年3月3日，本公司H股於聯交所主板上市，通過首次公開發售予香港及海外投資者，共發行及認購17,059,900股H股，每股發售價為202.50港元。是次發行之所得款項總額約為3,455百萬港元。

## 43. EVENTS AFTER THE REPORTING PERIOD

On 3 March 2025, the Company's H Shares were listed on the Main Board of the Stock Exchange, where 17,059,900 H Shares were issued and subscribed at an offer price of HK$202.50 per H Share by way of initial public offering to Hong Kong and overseas investors. Gross proceeds from these issues amounted to approximately HK$3,455 million.

## 44. 財務報表之批准

本財務報表已於2025年3月26日獲董事會批准及授權刊發。

## 44. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 26 March 2025.

# 釋義
# DEFINITIONS

於本報告內，除文義另有所指外，以下詞彙具有下列涵義。該等詞彙及其釋義未必與任何行業標準定義一致，且未必可與本公司在同一行業經營的其他公司所採用的類似名稱的詞彙直接進行比較。

In this report, unless the context otherwise requires, the following expressions have the following meanings. These expressions and their definitions may not correspond to any industry standard definitions, and may not be directly comparable to similarly titled terms adopted by other companies operating in the same industries as the Company.

| | | |
|---|---|---|
| 「聯繫人」<br>"associate(s)" | 指 | 具有上市規則賦予該詞的涵義<br>has the meaning ascribed thereto under the Listing Rules |
| 「章程」或「公司章程」<br>"Articles" or "Articles of Association" | 指 | 本公司公司章程（經不時修訂）<br>the articles of association of our Company (as amended from time to time) |
| 「董事會」<br>"Board" or "Board of Directors" | 指 | 董事會<br>the board of Directors |
| 「企業管治守則」<br>"CG Code" | 指 | 上市規則附錄C1所載企業管治守則<br>Corporate Governance Code in Appendix C1 to the Listing Rules |
| 「中國」<br>"China" or "PRC" | 指 | 中華人民共和國，就本報告及僅就提述地理區域而言，不包括香港、澳門特別行政區及台灣<br>the People's Republic of China, for the purpose of this report and for geographical reference only, excluding Hong Kong and Macao Special Administrative Regions and Taiwan |
| 「本公司」<br>"Company", "the Company" or "our Company" | 指 | 蜜雪冰城股份有限公司，一家於2008年4月30日在中國成立的有限責任公司，於2020年12月17日改制為股份有限公司，前稱鄭州兩岸企業管理有限公司及鄭州蜜雪冰城商貿有限公司<br>MIXUE Group (蜜雪冰城股份有限公司), a limited liability company established in the PRC on April 30, 2008 which was converted into a joint stock company with limited liability on December 17, 2020, formerly known as Zhengzhou Liangan Enterprise Management Co., Ltd.* (鄭州兩岸企業管理有限公司) and Zhengzhou Mi Xue Bing Cheng Commercial Co., Ltd.* (鄭州蜜雪冰城商貿有限公司) |
| 「控股股東」<br>"Controlling Shareholder(s)" | 指 | 具有上市規則賦予該詞的涵義，指張紅超先生、張紅甫先生、青春無畏及始於足下<br>has the meaning ascribed thereto under the Listing Rules and refers to Mr. Zhang Hongchao (張紅超), Mr. Zhang Hongfu (張紅甫), Qingchun Wuwei (青春無畏) and Shiyu Zuxia (始於足下) |

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| 「董事」或「我們的董事」<br>"Director(s)" or "our Director(s)" | 指 | 本公司董事<br>the director(s) of the Company |
| 「全球發售」<br>"Global Offering" | 指 | 如招股章程所述在香港全球發售H股<br>the global offering of the H Shares in Hong Kong as described in the Prospectus |
| 「本集團」或「我們」<br>"Group," "our Group," "we" or "us" | 指 | 本公司及其附屬公司或(如文義可能所指)其中任何一個，及(如文義所指)本公司及／或其附屬公司及彼等前身(如有)經營的業務<br>our Company and its subsidiaries, or any one of them as the context may require, and where the context requires, the businesses operated by our Company and/or its subsidiaries and their predecessors (if any) |
| 「H股」<br>"H Share(s)" | 指 | 本公司股本中每股面值人民幣1.00元的上市普通股，將以港元認購及買賣並將於香港聯交所上市<br>listed ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which is/are to be subscribed for and traded in HK dollars and to be listed on the Hong Kong Stock Exchange |
| 「港元」<br>"Hong Kong dollars" or "HK dollars" or "HK$" | 指 | 香港的法定貨幣港元<br>Hong Kong dollars, the lawful currency of Hong Kong |
| 「香港」<br>"Hong Kong" or "HK" | 指 | 中華人民共和國香港特別行政區<br>the Hong Kong Special Administrative Region of the PRC |
| 「香港聯交所」或「聯交所」<br>"Hong Kong Stock Exchange" or "Stock Exchange" | 指 | 香港聯合交易所有限公司，香港交易及結算所有限公司的全資附屬公司<br>The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited |

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| 「國際財務報告準則」<br>"IFRS" | 指 | 國際財務報告準則，包括國際會計準則理事會頒佈的準則、修訂及詮釋以及國際會計準則委員會頒佈的國際會計準則及詮釋<br>the International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by International Accounting Standards Board and the International Accounting Standards and interpretations issued by the International Accounting Standards Committee |
| 「最後實際可行日期」<br>"Latest Practicable Date" | 指 | 2025年4月13日，即本報告刊發前為確定當中所載若干數據的最後實際可行日期<br>April 13, 2025, being the latest practicable date for the purpose of ascertaining certain information in this report prior to its publication |
| 「上市」<br>"Listing" | 指 | H股於香港聯交所主板上市<br>listing of the H Shares on the Main Board of the Hong Kong Stock Exchange |
| 「上市日期」<br>"Listing Date" | 指 | 2025年3月3日，即我們的H股上市且獲准在香港聯交所買賣的日期<br>March 3, 2025, on which our H Shares are listed and from which dealings therein are permitted to take place on the Hong Kong Stock Exchange |
| 「上市規則」或「香港上市規則」<br>"Listing Rules" or "Hong Kong Listing Rules" | 指 | 香港聯交所證券上市規則(經不時修訂、補充或以其他方式修改)<br>the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended, supplemented or otherwise modified from time to time |
| 「主板」<br>"Main Board" | 指 | 香港聯交所運作的證券交易所(不包括期權市場)，獨立於香港聯交所GEM並與其並行運作<br>the stock exchange (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with Growth Enterprise Market of the Hong Kong Stock Exchange |
| 「標準守則」<br>"Model Code" | 指 | 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》<br>the Model Code for Securities Transaction by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules |

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| 「超額配股權」<br>"Over-allotment Option" | 指 | 本公司根據國際包銷協議授予國際包銷商的購股權，可由整體協調人（代表國際包銷商）行使，據此要求本公司按發售價配發及發行最多合共2,558,900股額外H股，以補足國際發售的超額分配（如有）（定義見招股章程）<br>option granted by the Company to the International Underwriters, exercisable by the Overall Coordinators (on behalf of the International Underwriters) pursuant to the International Underwriting Agreement, pursuant to which the Company may be required to allot and issue up to an aggregate of 2,558,900 additional H Shares at the Offer Price to cover over-allocations in the International Offering, if any (as defined in the Prospectus) |
| 「招股章程」<br>"Prospectus" | 指 | 本公司於2025年2月21日就全球發售項下之香港公開發售刊發的本招股章程<br>the prospectus dated February 21, 2025 issued by the Company in connection with Hong Kong public offering under the Global Offering |
| 「青春無畏」<br>"Qingchun Wuwei" | 指 | 鄭州青春無畏企業管理合夥企業（有限合夥），一家於2020年5月21日在中國成立的有限合夥企業，為我們的員工持股平台之一及我們的控股股東之一<br>Zhengzhou Qingchun Wuwei Enterprise Management Partnership (Limited Partnership)* (鄭州青春無畏企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on May 21, 2020, one of our employee shareholding platforms and one of our Controlling Shareholders |
| 「報告期」<br>"Reporting Period" | 指 | 截至2024年12月31日止年度<br>the year ended December 31, 2024 |
| 「人民幣」<br>"RMB" or "Renminbi" | 指 | 中國的法定貨幣人民幣<br>Renminbi, the lawful currency of the PRC |
| 「證券及期貨條例」<br>"Securities and Futures Ordinance" or "SFO" | 指 | 香港法例第571章《證券及期貨條例》（經不時修訂、補充或以其他方式修改）<br>Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |
| 「股份」<br>"Share(s)" | 指 | 本公司股本中每股面值人民幣1.00元的普通股<br>ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each |
| 「股東」<br>"Shareholder(s)" | 指 | 股份持有人<br>holder(s) of shares |

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| 「始於足下」<br>"Shiyu Zuxia" | 指 | 鄭州始於足下企業管理合夥企業(有限合夥),一家於2020年5月21日在中國成立的有限合夥企業,為我們的控股股東之一<br>Zhengzhou Shiyu Zuxia Enterprise Management Partnership (Limited Partnership)* (鄭州始於足下企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on May 21, 2020, and one of our Controlling Shareholders |
| 「附屬公司」<br>"subsidiary(ies)" | 指 | 具有上市規則賦予該詞的涵義<br>has the meaning ascribed thereto under the Listing Rules |
| 「主要股東」<br>"substantial shareholder(s)" | 指 | 具有上市規則賦予該詞的涵義<br>has the meaning ascribed thereto under the Listing Rules |
| 「監事」<br>"Supervisor(s)" | 指 | 監事會成員<br>member(s) of our Supervisory Committee |
| 「監事會」<br>"Supervisory Committee" | 指 | 本公司監事會<br>the supervisory committee of the Company |
| 「非上市股份」<br>"Unlisted Share(s)" | 指 | 本公司發行的每股面值人民幣1.00元的普通股,並無於任何證券交易所上市<br>ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which is/are not listed on any stock exchange |
| 「美國」<br>"U.S." or "United States" | 指 | 美利堅合眾國,其領土、屬地及受限於其司法管轄權的所有地區<br>the United States of America, its territories, its possessions and all areas subject to its jurisdiction |
| 「美元」<br>"U.S. dollar", "US$" or "USD" | 指 | 美國的法定貨幣美元<br>United States dollar, the lawful currency of the United States |
| 「%」<br>"%" | 指 | 百分比<br>per cent |

為便於參考,本報告所載中國法律及法規、政府機關、機構、自然人或其他實體(包括我們的附屬公司)的名稱均具有中英文版本,如有歧義,概以中文版本為準。

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including our subsidiary) have been included in this report in both the Chinese and English languages and in the event of any inconsistency, the Chinese version shall prevail.

* *僅供識別*

* *For identification purposes only*

MIXUE GROUP
蜜雪集团
蜜雪集团
MIXUE GROUP
你爱我♥我爱你 蜜雪冰城甜蜜蜜
I LOVE YOU♥YOU LOVE ME MIXUE ICE CREAM & TEA