RENHENG Enterprise Holdings Limited
仁 恒 實 業 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3628)

2024
ANNUAL REPORT

CONTENTS

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Ms. Liu Li *(Chairman and Chief Executive Officer)*
Ms. Lew Lai Kuen *(Appointed on 10 July 2024)*
Mr. Wen Yuan *(Appointed on 6 December 2024)*
Mr. Xu Jiagui *(Resigned on 10 July 2024)*

Independent Non-executive Directors

Dr. Lam Lee G.
Mr. Lam Chi Wing
Mr. Wu Wei

AUDIT COMMITTEE

Dr. Lam Lee G. *(Chairman)*
Mr. Wu Wei
Mr. Lam Chi Wing

REMUNERATION COMMITTEE

Mr. Lam Chi WIng *(Chairman)*
Dr. Lam Lee G.
Mr. Wu Wei

NOMINATION COMMITTEE

Mr. Wu Wei *(Chairman)*
Mr. Lam Chi Wing
Dr. Lam Lee G.

COMPANY SECRETARY

Mr. Tsang Chi Hon

AUTHORISED REPRESENTATIVES

Ms. Liu Li
Mr. Tsang Chi Hon

REGISTERED OFFICE

P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 3805, 38/F.
Far East Finance Centre
16 Harcourt Road
Admiralty, Hong Kong

LEGAL ADVISERS

As to Hong Kong law
Ngans Lawyers LLP

As to Cayman Islands law
Maples and Calder (Hong Kong) LLP

AUDITOR

Deloitte Touche Tohmatsu
Registered Public Interest Entity Auditor
Certified Public Accountants
35/F, One Pacific Place
88 Queensway
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Suntera (Cayman) Limited
Suite 304
Unit 2A, Block 3
Building D, P.O. Box 1586
Gardenia Court
Camana Bay
Grand Cayman KY1-1100
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Bank of China (Hong Kong) Limited
Bank of Communications (Hong Kong) Limited
Industrial and Commercial Bank of China Limited,
Baoying Sub-Branch
China Construction Bank Corporation, Baoying Sub-Branch

STOCK CODE

3628

CORPORATE WEBSITE

www.renhengenterprise.com

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board of Directors (the "Board") of RENHENG Enterprise Holdings Limited (the "Company"), I am pleased to present the annual report of the Company and its subsidiaries (collectively the "Group") for the year ended 31 December 2024.

For 2024 the Group achieved turnover of approximately HK$114,896,000, representing a decrease of approximately 7.7%, which was mainly attributable to experienced decreases in the business of the product of the pneumatic feeding system. The net profit attributable to shareholders for the year was approximately HK$7,035,000 (2023: profit for the year of HK$13,558,000).

The Group mainly deal with the customer (named "Tobacco Monopoly Administration of the PRC"), which is one of the world's largest tobacco manufacturers. It is believed that the tobacco machinery industry in PRC would be in a steady momentum in the coming years. Being the chief cigarette manufacturers in the PRC, they keep looking for new sets of tobacco machinery products with higher degree of technology to replace their existing machines. This maintains a steady demand to our catalogue special-purpose tobacco machinery products. So that, as being the one of the thirty-five licenced manufacturers, the Group will keep focusing on the technology advancement in their cigarettes in order to fulfill the customer's demand.

Looking back to 2024, the volatilities, uncertainties, complexities and ambiguities exited in the past few years. However, benefiting from the Tobacco machinery businesses, it provides a good foundation for us to explore our new developments in order to diversify our revenue structure in the future.

On behalf of the Board, I would like to express my heartfelt thanks to our business partners, banks and shareholders for their continuous support, as well as our committed management and staff who have significant contribution to the development and success of the Group during past years.

Liu Li
Chairman and Chief Executive Officer
26 March 2025

BIOGRAPHICAL DETAILS IN RESPECT OF DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Ms. Liu Li

Ms. Liu Li ("Ms. Liu"), aged 54, is an executive director of the Company and is responsible for overall business planning, strategic development, human resources and administration functions of our Group. In February 2007, Ms. Liu was appointed as a director of Yanlord Industry Investment Limited ("Yanlord Industry Investment") and has been responsible for overseeing the operation of Bao Ying Ren Heng Industrial Co., Ltd ("Baoying Renheng") thereafter since the completion of the transfer of equity interest in Baoying Renheng from Yanlord (Holdings) Industrial Limited to Yanlord Industry Investment in 2008. Ms. Liu is principally responsible for the treasury, human resources and administrative functions of the Company. Ms. Liu obtained a bachelor's degree in sport management from Beijing Sport University in July 1992. Ms. Liu was appointed as an executive director on 2 February 2011.

Ms. Lew Lai Kuen

Ms. Lew Lai Kuen ("Ms. Lew"), aged 61, is an executive director of the Company and is responsible for overall business planning, strategic development, human resources and administrative functions of the Group. Ms. Lew was appointed as an executive director in July 2024. Ms. Lew obtained a professional diploma in logistics management from International Transport& Logistics Association in collaboration with International City University of America in June 2005. Ms. Lew joined Far East Polyfoam Ltd. from October 1982 to July 1985, where she served as a clerk of the company. From January 1986 to April 2003, Ms. Lew joined Oceancrete Limited and served as a marketing officer to assist the marketing manager for overseas and local sales. Prior to joining our Group, Ms. Lew joined Yanlord Paper Limited to serve as a marketing manager responsible for managing the department of marketing and customer services and providing professional customer support to the customers since August 2003.

Mr. Wen Yuan

Mr. Wen Yuan ("Mr. Wen"), aged 57, is an executive director of the Company and is responsible for overall business planning, strategic development, human resources and administrative functions of the Group. Mr. Wen was appointed as an executive director in December 2024. Mr. Wen obtained a bachelor's degree in Chinese Language and Literature Education from Northeast Normal University in China in June 1996. Mr. Wen was awarded as Senior Economist in Economic Management from Jilin Provincial Personnel Department of China in January 2008. Mr. Wen joined Jilin Province Baishan City Fusong County Municipal Engineering Company (吉林省白山市撫松縣市政工程公司) from March 1990 to March 1992 and served as the office director. From August 1994 to May 2014, Mr. Wen joined Jilin Province Baishan City Fusong First Pharmaceutical Factory (吉林白山撫松第一製藥廠) and served as general manager to oversee the general affairs of the factory. From May 2014 to December 2020, Mr. Wen joined Sinopharm Pharmaceutical Co., Ltd. (國藥藥材股份有限公司) and served as general manager and acted as the chairman to oversee the general affairs of the company. Prior to joining our Group, Mr. Wen joined China Pharmaceutical Culture Society (中國藥文化研究會) to serve as vice-chairman and was responsible for organizing academic exchange and holding forum lectures since December 2020. Mr. Wen served as vice-president of China Russia Regional Cooperation and Development Investment Fund Management Co., Ltd. (中俄地區合作發展投資基金管理有限責任公司) and was responsible for researching medical equipment and devices and pharmaceutical and energy since December 2023.

BIOGRAPHICAL DETAILS IN RESPECT OF DIRECTORS AND SENIOR MANAGEMENT

INDEPENDENT NON EXECUTIVE DIRECTORS

Mr. Lam Chi Wing

Mr. Lam Chi Wing ("Mr. Lam"), aged 45, joined the Group in 2023. Mr. Lam is chairman of the Remuneration Committee and is a member of each of the Audit Committee and the Nomination Committee. Mr. Lam has extensive international experience in corporate management, strategy consulting, corporate governance, direct investment, investment banking and asset management. Mr. Lam obtained a bachelor of business administration in accounting and finance degree from The University of Hong Kong in December 2003, a master of science in knowledge management degree from The Hong Kong Polytechnic University in December 2006 and a master of business administration degree from The Chinese University of Hong Kong in December 2010. He is currently a postgraduate of the Executive Master in Public Administration Hong Kong Administrative Talents Program conducted by the School of Public Policy & Management at Tsinghua University.

Mr. Lam served as an executive director of Bonjour Holdings Limited (stock code: 653) from July 2020 to December 2020 and an independent non-executive director of Aidigong Maternal & Child Health Limited (stock code: 286) from March 2016 to December 2022, the shares of both of which are listed on the Main Board of the Stock Exchange. Mr. Lam is currently an independent non-executive director of each of China Wantian Holdings Limited (stock code: 1854), Wai Hung Group Holdings Limited (stock code: 3321), Alco Holdings Limited (stock code: 328), MTT Group Holdings Limited (stock code: 2350) and Space Group Holdings Limited (stock code: 2448), the shares of all of which are listed on the Main Board of the Stock Exchange.

Dr. LAM, Lee G.

Dr. Lam Lee G. ("Dr. Lam"), aged 65, joined the Group in 2022. He is chairman of the Audit Committee and is a member of each of the Remuneration Committee and the Nomination Committee. Dr. Lam has extensive international experience in corporate management, strategy consulting, corporate governance, direct investment, investment banking and asset management.

Dr. Lam holds a BSc in Sciences and Mathematics, an MSc in Systems Science and an MBA from the University of Ottawa in Canada, a post-graduate Diploma in Public Administration from Carleton University in Canada, an LLB (Hons) in law and an LLM (Legal Practice) from Manchester Metropolitan University in the UK, an LLM (Corporate Law) from the University of Wolverhampton in the UK, a PCLL in law from the City University of Hong Kong, a Certificate of Professional Accountancy from the Chinese University of Hong Kong SCS, an MPA and a PhD from the University of Hong Kong. Dr. Lam was a practicing Solicitor of the High Court of Hong Kong (and formerly a member of the Hong Kong Bar). He is an Accredited Mediator of the Centre for Effective Dispute Resolution, a Fellow of Certified Management Accountants (CMA) Australia, the Hong Kong Institute of Arbitrators and the Hong Kong Institute of Directors, an international affiliate of the Hong Kong Institute of Certified Public Accountants (HKICPA), an Honorary Fellow of Certified Public Accountants (CPA) Australia, the Hong Kong Institute of Facility Management and the University of Hong Kong School of Professional and Continuing Education, and a Distinguished Fellow of the Hong Kong Innovative Technology Development Association.

Also active in community service and international exchange and cooperation, Dr. Lam is Chairman of the Innovation and Technology Committee of the Belt and Road General Chamber of Commerce, Advisor to Our Hong Kong Foundation, Advisor to Hong Kong Investor Relations Association, Consultant to Hong Kong Legal Exchange Foundation, Senior Advisor to the Australian Chamber of Commerce in Hong Kong and Macau, Senior Advisor to Yesports Master Club, Honorary President of Internet Professional Association, Founding Advisor to Hong Kong Digital Asset Society, Honorary Advisor to Hong Kong PropTech Association, Chair of the United Nations ESCAP Sustainable Business Network Finance Task Force, and a member of the Board of Directors and Chairman of the Permanent Commission on Economic and Financial Issues of the World Union of Small and Medium Enterprises.

BIOGRAPHICAL DETAILS IN RESPECT OF DIRECTORS AND SENIOR MANAGEMENT

Dr. Lam is an independent non-executive director of each of RENHENG Enterprise Holdings Limited (Stock Code: 3628) and Sinohope Technology Holdings Limited (Stock Code: 1611), and a non-executive director of Mingfa Group (International) Company Limited (Stock Code: 846; he was re-designated from independent non-executive director on 23 April 2020), the shares of all of which are listed on the Stock Exchange. He is also an independent non-executive director of AustChina Holdings Limited (Stock Code: AUH) whose shares are listed on the Australian Securities Exchange.

In the past three years, Dr. Lam was an executive director of USPACE Technology Group Limited (Stock Code: 1725, fka Hong Kong Aerospace Technology Group Limited; he was re-designated from non-executive director on 3 January 2022) up to May 2024, a non-executive director of Sunwah Kingsway Capital Holdings Limited (Stock Code: 188), China Hong Kong Power Smart Energy Group Limited (fka China LNG Group Limited, Stock Code: 931) both up to February 2024 and National Arts Group Holdings Limited (Stock Code: 8228) up to July 2022. He was also an independent non-executive director of Mei Ah Entertainment Group Limited (Stock Code: 391) up to 30 December 2024, Hang Pin Living Technology Company Limited (Stock Code: 1682) up to October 2024, Greenland Hong Kong Holdings Limited (Stock Code: 337) up to May 2024, Kidsland International Holdings Limited (Stock Code: 2122) up to April 2024, Huarong International Financial Holdings Limited (Stock Code: 993) and CSI Properties Limited (Stock Code: 497) both up to March 2024, Vongroup Limited (Stock Code: 318), MOS House Group Limited (Stock Code: 1653) and Elife Holdings Limited (Stock Code: 223) up to February 2024 and Haitong Securities Company Limited (Stock Code: 6837; also listed on the Shanghai Stock Exchange Stock Code: 600837) up to October 2023, the shares of all of which are listed on the Stock Exchange. He was a non-executive director of Jade Road Investments Limited (Stock Code: JADE, listed on the London Securities Exchange) up to July 2024, an independent non-executive director of each of TMC Life Sciences Berhad (Stock Code: 0101, listed on the Bursa Malaysia) up to May 2023, Asia-Pacific Strategic Investments Limited (Stock Code: 5RA) up to October 2024, Thomson Medical Group Limited (Stock Code: A50) and Alset International Limited (Stock Code: 40V; re-designated from non-executive director on 2 July 2020), both up to November 2023, and Beverly JCG Ltd. (Stock Code: VFP) up to April 2023 (the shares of all of which are listed on the Singapore Exchange).

Mr. Wu Wei

Mr. Wu Wei ("Mr. Wu"), aged 51, is an independent non-executive director and the chairman of the nomination committee, and a member of the audit committee and the remuneration committee of the Company. Mr. Wu holds a Bachelor's Degree of Arts from Columbia University. Mr. Wu has over 23 years' experience in enterprise investment and investment banking. Mr. Wu is a senior partner of Maison Capital Co. Ltd., a private equity fund manager. Mr. Wu previously served as managing director of CITIC Securities International Company Limited where Mr. Wu was responsible for its private equity business. Mr. Wu also served in Deutsche Bank AG, Henderson Global Investors (Hong Kong) Limited and Lehman Brothers Asia Limited. Mr. Wu was an independent non-executive director of AVIC International Holdings Limited whose shares were listed on the Stock Exchange till 17 April 2020. Mr. Wu was appointed as an independent non-executive director with effect from 31 October 2014.

BIOGRAPHICAL DETAILS IN RESPECT OF DIRECTORS AND SENIOR MANAGEMENT

SENIOR MANAGEMENT

Mr. Liu Yang

Mr. Liu Yang ("Mr. Liu") is a director and vice general manager of Baoying Renheng. He is principally responsible for overseeing the sales and marketing activities of Baoying Renheng. Mr. Liu has over 25 years of experience in sales and marketing. He was the vice general manager for sales of Zhuhai Gang Zhuhai Ming An Enterprise Co. Ltd. between July 1994 to June 2002, and subsequently acquired knowledge and experience in the tobacco machinery industry after joining Baoying Renheng in June 2004. He graduated with a bachelor's degree in marketing from Changchun University of Science and Technology in July 1993. Mr. Liu is the brother of Ms. Liu.

Mr. Chan Kit Yan

Mr. Chan Kit Yan ("Mr. Chan") joined the Group in 2022, who is the vice president and financial controller of the Group, and he is responsible for overseeing corporate and financial matters of the Company. Mr. Chan is a director of Baoying Renheng and concurrently supervising sales and marketing, technical, production, human resource, purchasing and administration departments in the Group. Mr. Chan has engaged in capital market and valued-streamed designs with over 10 years of experience in enterprises management and he has rich experiences in financial management, asset and credit management, mergers and acquisitions, risk management and valued-streamed designs. Mr. Chan has obtained his bachelor of business degree from University of Birmingham and a postgraduate diploma in integrated practical management from The University of Hong Kong, Mr. Chan is also an associate member of the Certified Public Accountants (Australia).

Mr. Tsang Chi Hon

Mr. Tsang Chi Hon ("Mr. Tsang"), aged 50, is the company secretary. Mr. Tsang was engaged as our company secretary since May 2022 and has been mainly responsible for the company secretarial and related matters. Mr. Tsang is a member of the Hong Kong Institute of Certified Public Accountants and has more than 15 years of experience in audit and accounting. Mr. Tsang joined Baker Tilly Hong Kong Business Services Limited as an auditor in October 1999 and left the company as a senior auditor in February 2004. In March 2004, Mr. Tsang joined Grant Thornton Hong Kong as a senior in the assurance division and was subsequently promoted to supervising senior in October 2004 responsible for supervising the field work staff and reviewing the working papers. He was further promoted to supervisor in October 2005 and was entrusted with a portfolio of the firm's clients and also assisted the audit manager in the review function. He held the same position when he left the firm in March 2007. From May 2007 to July 2008, Mr. Tsang joined Reyoung Pharmaceutical Holdings Limited, a company listed on the Main Board of the Singapore Exchange Securities Trading Limited, as a group financial controller mainly responsible for the finance and accounting functions of the group companies. From May 2009 to September 2009, Mr. Tsang was employed by Luxworld Limited as a financial reporting manager, responsible for financial reporting functions. From November 2009 to February 2014, Mr. Tsang served as chief financial officer in Zuoan Fashion Limited, a company previously listed on the New York Stock Exchange and was responsible for the finance and accounting functions of the group companies.

From November 2013 to July 2021, Mr. Tsang had served as an independent non-executive director of Xinhua News Media Holdings Limited (Stock code: 309). From January 2017 to August 2018, Mr. Tsang was a company secretary of Swee Seng Holdings Limited, since April 2021, Mr. Tsang was appointed as the Company secretary and financial controller of Micron (International) Group Holdings Limited.

Mr. Tsang graduated from The University of Hong Kong in December 2009 with a Bachelor of Accounting and was admitted as a certified public accountant of the Hong Kong Institute of Certified Public Accountants in April 2006.

MANAGEMENT DISCUSSION AND ANALYSIS

The Group is principally engaged in the manufacture, sale and provision of maintenance, overhaul and modification services in respect of tobacco machinery products in the PRC. We have obtained the Tobacco Monopoly Production Enterprise Licence (煙草專賣生產企業許可證) issued by the State Tobacco Monopoly Administration of the PRC (中國國家煙草專賣局), under which we are permitted to manufacture, sell and provide maintenance, overhaul as well as modification services in respect of the aforesaid machinery products, and we are one of the thirty-five licenced manufacturers in the PRC. We generate our turnover primarily from projects related to two types of catalogued special-purpose tobacco machinery products, namely the casing and flavouring system and pneumatic feeding system.

FINANCIAL REVIEW

For the year ended 31 December 2024, the Group recorded a profit of HK$7,035,000 while it was a profit of HK$13,558,000 for the year ended 31 December 2023. In the current year, the Group experienced decreases of the business of the product of the construction contracts of casing and flavouring system and pneumatic feeding system, resulting in a year-on-year decrease in revenue of approximately 7.7% in comparison to the prior year.

Revenue from construction contracts of casing and flavouring systems continued to have outperformed other type of products and goods, contributing HK$108,722,000, accounting for 94.6% of the total revenue in the current year (2023: HK$102,897,000 or 82.7%).

Revenue from pneumatic feeding system has decreased by approximately 81.3% from HK$18,803,000 for the year ended 31 December 2023 to HK$3,509,000 for the year ended 31 December 2024. There was no sales of water treatment system in the current year (2023: HK$271,000). The sales of other goods increased from HK$2,452,000 for the year ended 31 December 2023 to HK$2,665,000 for the year ended 31 December 2024.

The gross profit margin for the current year was 33.5% and has dropped by 3.2% when comparing with the gross profit margin for the prior year which was 36.7%. The gross profit margin for the construction contracts on casing and flavouring systems has decreased by 1.4% from 34.3% for the year ended 31 December 2023 to 32.9% for the year ended 31 December 2024. The gross profit of construction contracts on casing and flavouring systems is HK$35,728,000 for the current year and it was HK$35,283,000 for the prior year. The gross profit of pneumatic feeding system amounted to HK$1,971,000 for the year ended 31 December 2024 (2023: HK$9,193,000).

Allowance for inventories (included in cost of sales) amounted to HK$1,088,000 had been recognised during the year ended 31 December 2024 while HK$351,000 allowance loss was made in the prior year. The identification of obsolete inventories required the use of judgement and estimates on the conditions and usefulness of the inventories.

MANAGEMENT DISCUSSION AND ANALYSIS

The average contract sum of construction contracts on casing and flavouring systems completed was HK$4,727,000 for the year ended 31 December 2024 while it was HK$6,431,000 for the year ended 31 December 2023. The revenue from the 3 largest construction contracts on casing and flavouring systems completed during the current year was HK$58,265,000. The design and complexity of the products varies by customers and therefore there is a wide range of contract prices.

Other income increased by HK$368,000 or 23.8% and amounted to HK$1,913,000 in aggregate for the year ended 31 December 2024 (2023: HK$1,545,000) due to the increment on the the subsidy income. In the current year, the bank interest income is HK$866,000 (2023: HK$971,000) and subsidy income of HK$1,047,000 was received while HK$574,000 was received in the prior year.

The other gains and losses had decreased by HK$983,000 or 55.0% to HK$804,000 for the year ended 31 December 2024 (2023: HK$1,787,000), mainly due to the decrease of the sales of scrap materials, parts and components amounted to HK$1,221,000 for the year ended 31 December 2024 (2023: HK$2,076,000) resulting in a decrease of HK$855,000 or 41.2% compared to the prior year. The net foreign exchange loss amounted to HK$417,000 for the year ended 31 December 2024 (2023: HK$289,000).

An impairment loss on trade-related receivables under expected credit loss model amounting to HK$114,000 had been recognised during the year ended 31 December 2024, while it was an impairment loss reversal of HK$322,000 for the year ended 31 December 2023.

Operating expenditure of the Group, comprising of the selling and distribution expenses and administrative expenses, amounted to HK$26,191,000 for the year ended 31 December 2024 (2023: HK$26,788,000), representing a decrease of HK$597,000 or 2.2%.

The selling and distribution expenses decreased by HK$3,758,000 from HK$10,210,000 for the year ended 31 December 2023 to HK$6,452,000 for the year ended 31 December 2024. The decrement of the selling and distribution expenses attributed to the concentration of certain projects requiring communication within specific regional sectors of a limited number of major clients.

The administrative expenses increased by HK$3,161,000 or 19.1% from the prior year to the year ended 31 December 2024 amounting to HK$19,739,000 (2023: HK$16,578,000) due to the increment of travelling expense, welfare expense and the security expense of the Company.

The research and development expenses amounted to HK$4,605,000 for the year ended 31 December 2024 (2023: HK$4,672,000), and it had slightly decreased by HK$67,000 or 1.4%.

The tax expense of HK$3,299,000 was recorded for the year ended 31 December 2024 and it was HK$4,360,000 for the year ended 31 December 2023. The tax expense was resulted from profit generation and provision of PRC withholding tax on undistributed profit from the PRC subsidiary.

The Directors do not recommend the payment of dividend for the year ended 31 December 2024 (2023: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND PROSPECT

The Group mainly deals with the customer named "Tobacco Monopoly Administration of the PRC", which is one of the world's largest tobacco manufacturer. China produces more than two million metric tons of tobacco each year. The majority of China's tobacco production serves its massive domestic market, so tobacco industry occupies an important position in China's economic development. In the annual fiscal revenue of the Chinese government, tax revenue from the tobacco industry has always maintained a relatively high share, contributing nearly one-tenth of the country's fiscal revenue in the recent year. The tobacco factories in China own the most automatic factory. It is believed that the tobacco machinery industry would maintain in a steady momentum in the coming years.

The tobacco machinery industry renders our company's technical developments especially the innovations on the machinery related technologies. Being one of the suppliers of Tobacco Monopoly Administration of the PRC and its subsidiaries provides a stable financial proposition to our Group.

The volatilities, uncertainties, complexities and ambiguities exited in the current economic environment. However, the tobacco machinery business provides a good condition and chances for our new developments on diversifying our revenue structure including different products on tobacco industry and the Group has the change to serve different industries which need to have technical supports of non-standardised automatic machinery service. Leveraging on the Group's competitive strengths in product customisation, development capabilities and our brand on machinery industry, our sales and technical personnel can obtain good and timely understanding of customers' requests in the tobacco machinery industry and other industries. The Group intends to capture the market opportunities for its specialised products and secure contracts more than one machinery industry and will try to dedicate to innovate the key technologies for the customised automatic machinery industry, hence hope to deliver greater value to our shareholders.

CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

During the year under review, there was no change in the capital structure of the Group and fixed deposits, financial assets at FVTPL and cash and cash equivalents of the Group as at 31 December 2024 amounted to HK$96,630,000 (2023: HK$86,100,000, which was mainly denominated in RMB and HK$.

During the year ended 31 December 2024, there was no repayment to advance from a director (2023: Nil). The Group had no bank borrowings, mortgages or charges and its gearing ratio was nil at 31 December 2024 (2023: Nil).

As at 31 December 2024, the Group's net current assets was HK$106,521,000 (2023: HK$98,984,000). Current ratio and quick ratio of the Group were 1.9 (2023: 1.9) and 1.4 (2023: 1.2), respectively.

SIGNIFICANT INVESTMENTS HELD

The Group's investing activities mainly include placement and withdrawal of short-term fixed deposits and purchase of property, plant and equipment.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2024, the Group had a total of 132 employees (2023: 147). Total staff costs (including directors' emoluments) were approximately HK$19,798,000 for the year ended 31 December 2024 (2023: HK$19,981,000).

Remuneration in the form of salaries and bonus is determined by reference to our employees' respective experience, responsibilities, qualifications and competence displayed and our operation results. Our employees also receive reimbursements for expenses which are necessarily and reasonably incurred for providing services to our Group or executing their functions in relation to our operations. Our Directors and employees may also receive options granted under the share option scheme.

MATERIAL ACQUISITION AND DISPOSAL

The Group had no material acquisition and disposal of subsidiaries during the year ended 31 December 2024.

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

During the year ended 31 December 2024, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

REPORT OF DIRECTORS

The board (the "Board") of the directors (the "Directors") of RENHENG Enterprise Holdings Limited (the "Company") present their annual report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively as the "Group") for the year ended 31 December 2024.

PRINCIPAL PLACE OF BUSINESS

The Company was incorporated in the Cayman Islands and domiciled in Hong Kong. Its registered office is at P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands and principal place of business of the Company is Room 3805, 38/F., Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company and provides corporate management services. The activities of its principal subsidiaries are set out in Note 30 to the consolidated financial statements.

Segment information about the business of the Group for the year ended 31 December 2024 is set out in Note 5 to the consolidated financial statements.

BUSINESS REVIEW AND PERFORMANCE

A fair review of the Group's business, a discussion and analysis of the Group's performance during the year and discussion of the principal risks and uncertainties the Group facing and an indication of likely future developments in the Group's business are set out in the Management Discussion and Analysis set out on pages 8 to 11 of this annual report.

RESULTS

The results of the Group for the year ended 31 December 2024 are set out in the consolidated statement of profit or loss and other comprehensive income on page 42 of this annual report.

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

FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for each of the five years ended 31 December 2024 is set out on page 100 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

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

SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended 31 December 2024 are set out in Note 23 to the consolidated financial statements.

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

RESERVES

Details of movements in the reserves of the Group and of the Company during the year ended 31 December 2024 are set out in the consolidated statement of changes in equity on page 45 of this report and in Note 31 to the consolidated financial statements respectively.

At the end of the reporting date, the Company has no reserve available for distribution (2023: Nil). Under the Company Law of the Cayman Islands, the share premium of the Company is available for distribution or paying dividends to shareholders subject to the provisions of its memorandum or articles of association, the Company is able to pay its debts as they fall due in the ordinary course of business.

BANK BORROWINGS

The Group did not have any bank borrowings during the year ended 31 December 2024.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2024, sales to the Group's five largest customers in aggregate accounted for approximately 81.3% (2023: 82.8%) of the total sales and sales to the largest customer accounted for approximately 24.5% (2023: 42.5%) of total sales. Purchases from the Group's five largest suppliers in aggregate accounted for approximately 36.2% (2023: 44.9%) of the total purchases and purchases from the largest supplier accounted for approximately 11.3% (2023: 10.9%) of total purchases.

None of the Directors, their associates or any shareholders of the Company (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers and suppliers during the year.

REPORT OF DIRECTORS

DIRECTORS

The Directors of the Company during the year ended 31 December 2024 and up to the date of this report were as follows:

Executive Directors

Ms. Liu Li *(Chairman and Chief Executive Officer)*
Ms. Lew Lai Kuen *(Appointed on 10 July 2024)*
Mr. Wen Yuan *(Appointed on 6 December 2024)*
Mr. Xu Jiagui *(Resigned on 10 July 2024)*

Independent Non-executive Directors

Dr. Lam Lee G.
Mr. Lam Chi WIng
Mr. Wu Wei

In accordance with Article 16.18, at every annual general meeting of the Company one-third of the directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

Pursuant to the Listing Rules and Article 16.2, all directors appointed to fill a casual vacancy or as an addition to the Board should be subject to election by shareholders at the first general meeting after appointment. Ms. Lew Lai Kuen and Mr. Wen Yuan have been appointed to fill a causal vacancy or as an addition to the Board during the year.

Accordingly, Mr. Wu Wei and Dr. Lam Lee G., being the longest-serving Directors, and Ms. Lew Lai Kuen and Mr. Wen Yuan shall retire at the annual general meeting and being eligible, offer himself for re-election.

Biographical details in respect of the Directors and senior management of the Group are set out in pages 4 to 7 of this annual report.

CHANGE OF DIRECTORS

With effect from 10 July 2024, (1) Mr. Xu Jiagui has resigned as an executive Director; and (2) Ms. Lew Lai Kuen has been appointed as an executive Director. Please refer to the announcement of the Company dated 10 July 2024 for more details. With effect from 6 December 2024, Mr. Wen Yuan has been appointed as an executive Director. Please refer to the announcement of the Company dated 6 December 2024 for more details.

DIRECTORS' SERVICE CONTRACTS

All executive Directors have entered into service agreements with the Company for a period of three years and will continue thereafter until terminated by either party giving not less than three months' prior written notice to the other. They are subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Company's articles of association.

Save as aforesaid, no Director proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

PERMITTED INDEMNITY PROVISION

During the year and up to the date of this report, pursuant to the Company's articles of association there was in force the permitted indemnity provisions which provided for in the Directors and officers liability insurance maintained for the Group in respect of potential liability and costs associated with legal proceedings that may be brought against them.

DIRECTORS' AND CHIEF EXECUTIVE' S INTEREST IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2024, the interests of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), were as follows:

Long positions

Ordinary shares of HK$0.0025 each of the Company

Name Directors	Capacity/ Nature of Interest	Number of issued ordinary shares held	Approximate percentage of the issued share capital of the Company
Directors			
Ms. Liu Li[(1)]	Interest of controlled corporations	600,000,000	74.6%
Mr. Xu Jiagui	Beneficial interest	800,000	0.1%

Note:

1. Open Venture Global Limited ("Open Venture") and LinkBest Capital Group Limited ("LinkBest"), which is wholly owned by Ms. Liu Li, is interested in 240,000,000 shares and 360,000,000 shares of the Company, respectively.

Save as disclosed above, none of the Directors and the chief executive of the Company nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 31 December 2024.

PRE-IPO SHARE OPTION SCHEME

The Company's pre-IPO share option scheme (the "Pre-IPO Share Option Scheme") was adopted pursuant to a written resolution passed by the shareholders on 20 October 2011. The purpose of the Pre-IPO Share Option Scheme is to grant options to the participants as incentive or rewards for their contributions to the Group.

Options to subscribe for an aggregate of 1,300,000 shares at an exercise price of HK$0.96 were granted to 10 participants including one executive Director, four members of the senior management of the Group and five employees of the Group, each at a consideration of HK$10.00 under the Pre-IPO Share Option Scheme on 20 October 2011. Up to 31 December 2024, no outstanding options were resulted.

SHARE OPTION SCHEME

The Company's share option scheme (the "Share Option Scheme") was adopted pursuant to a written resolution passed by the shareholders on 20 October 2011 for the primary purpose of providing the people and the parties working for the interests of the Group with an opportunity to obtain an equity interest in the Company, thus linking their interest with the interests of the Group and thereby providing them with an incentive to work better for the interests of the Group. Up to 31 December 2024, no options were granted to Directors, eligible employees and other outside third parties under the Share Option Scheme.

Details of the Share Option Scheme are set out in Note 24 to the consolidated financial statements.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed above, at no time during the year was the Company, its holding company, or any of its subsidiaries, a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

CONTRACTS OF SIGNIFICANCE

No contract of significance, to which the Company, its holding company or subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

INDEPENDENT NON EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all independent non-executive Directors are independent.

CONNECTED TRANSACTION

The Directors are not aware of any connected transactions of the Group that shall be disclosed in this annual report under the relevant Listing Rules.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTEREST IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2024, according to the register of interests required to be kept by the Company under Section 336 of the SFO other than the interests disclosed above in respect of Directors and chief executive of the Company, the following parties had interests in shares of the Company, as notified to the Company and the Stock Exchange, as follows:

Long positions

Ordinary shares of HK$0.0025 each of the Company

Name of shareholders	Capacity/ Nature of Interest	Number of issued ordinary shares held	Approximate percentage of the issued share capital of the Company
LinkBest[1]	Beneficial owner	360,000,000	44.8%
Open Venture[1]	Beneficial owner	240,000,000	29.9%
Ms. Liu Li	Interest of controlled corporations	600,000,000	74.6%

Note:

1. LinkBest and Open Venture are wholly owned by Ms. Liu Li.

Save as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 31 December 2024.

REPORT OF DIRECTORS

EMOLUMENT POLICY

A remuneration committee is set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management. Having regard of the Group's operating results, individual performance and competence, our remuneration is comparable according to market practices.

The Company has adopted a Share Option Scheme as an incentive to directors and eligible employees, details of the Scheme is set out in Note 24 to the consolidated financial statements.

Details of Directors' emoluments are set out in Note 10 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association, or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

COMPETING INTERESTS

None of the Directors nor their respective associates (as defined under the Listing Rules) had any interest in a business that competes or may compete with the business of the Group.

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

During the year ended 31 December 2024, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

CORPORATE GOVERNANCE

Principal corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 20 to 29 of this annual report.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Detail information regarding the environmental, social and governance practices adopted by the Company is set out in the Environmental, Social and Governance Report on pages 30 to 36 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company has maintained the prescribed public float under the Listing Rules during the year ended 31 December 2024.

DATE OF THE AGM AND CLOSURE OF REGISTER OF MEMBERS

The AGM will be held on Wednesday, 25 June 2025. The notice of the AGM, together with the AGM circular and the proxy form will be published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.renhengenterprise.com) and dispatched in due course in the manner as required by the Listing Rules and the applicable laws and regulations.

The register of members of the Company will be closed from Friday, 20 June 2025 to Wednesday, 25 June 2025, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend the AGM, during which period no transfers of Shares will be registered. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant Share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 19 June 2025.

EVENTS AFTER THE REPORTING PERIOD

The Directors are not aware of any other significant events that have taken place subsequent to 31 December 2024 and up to the date of approval of this report.

AUDITOR

The consolidated financial statements for the year ended 31 December 2024 have been audited by Messrs. Deloitte Touche Tohmatsu ("Deloitte"). A resolution will be submitted to the annual general meeting to re-appoint Deloitte as auditor of the Company.

On behalf of the Board

Liu Li
Chairman and Chief Executive Officer

Hong Kong, 26 March 2025

CORPORATE GOVERNANCE REPORT

The Board considers that maintaining high standard of corporate governance and business ethics will serve the long interest of the Company and of its shareholders. The principles adopted by the Board emphasise a quality board, sound internal control, accountability to shareholders and thus an ethical corporate culture established.

CORPORATE GOVERNANCE

Pursuant to the Corporate Governance Code (the "CG Code") contained in Appendix C1 to the Listing Rules which sets out the principles of good corporate governance and the code provisions (the "Code Provisions"), the Company has applied all the Code Provisions as set out in the CG Code during the year ended 31 December 2024, save and except the Code Provision C.2.1 regarding segregation of chairman and chief executive officer as explained below.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has applied the principles of the required standard of securities transactions by our Directors as set out in the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix C3 to the Listing Rules. Having made specific enquiry of all Directors, the Company was confirmed that all Directors have complied with or they were not aware of any non-compliance with the required standard of dealings as set out in the Listing Rules during the year ended 31 December 2024.

BOARD OF DIRECTORS

Board composition

Up to the date of this annual report, the Board comprises six Directors, including three executive Directors and three independent non- executive Directors. Details of their composition by category are as follows:

Executive Directors

Ms. Liu Li *(Chairman & Chief Executive Officer)*
Ms. Lew Lai Kuen *(Appointed on 10 July 2024)*
Mr. Wen Yuan *(Appointed on 6 December 2024)*
Mr. Xu Jiagui *(Resigned on 10 July 2024)*

Independent Non-executive Directors

Dr. Lam Lee G.
Mr. Wu Wei
Mr. Lam Chi Wing

The biographical details of Directors are set out on pages 4 to 7 of this annual report.

The Directors, with relevant and sufficient experience and qualifications, have given sufficient time and attention to the affairs of the Group and have exercised due care and fiduciary duties to the significant issues of overall business planning, management and strategic development of the Group.

Neither Directors have relation to each other and business relation with the Group, nor the chairman and the chief executive officer.

Board and general meetings

The Board conducts regular scheduled meetings on a quarterly basis. Ad-hoc meetings are convened when circumstances require. During the year ended 31 December 2024 and up to the date of this annual report, there were five board meetings and one general meeting held.

The Directors can attend meetings in person or via telephone conference as permitted under the articles of association of the Company.

Details of individual attendance of all Directors at the board and committee meetings together with general meeting are as follows:

Name of Directors/Meetings	General meeting	Board	Audit committee	Nomination committee	Remuneration committee
Executive Directors					
Ms. Liu Li	1/1	5/5	–	–	–
Ms. Lew Lai Kuen (Appointed on 10 July 2024)	0/1	4/5	–	2/3	2/3
Mr. Wen Yuan	0/1	1/5	–	1/3	1/3
Mr. Xu Jiagui	1/1	2/5	–	–	–
Independent Non-executive Directors					
Dr. Lam Lee G.	1/1	5/5	3/3	3/3	3/3
Mr. Wu Wei	1/1	5/5	3/3	3/3	3/3
Mr. Lam Chi Wing	1/1	5/5	3/3	3/3	3/3

Information of material issues, due notice of meeting and minutes of each directors' meeting have been sent to each of the Directors for their information, comment and review.

The Board is responsible to set strategic plans, formulates policies and provides effective oversight over the management on the operational affairs, and members of the Board are individually and collectively accountable to the shareholders of the Company. The management is responsible for the daily operations of the Group. For significant matters that are specifically delegated by the Board, the management must report back to and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Group.

No corporate governance committee has been established and the Board is also delegated with the corporate governance functions.

Independent non-executive Directors

Each Director is required to keep abreast of his responsibilities as a director of the Company and of the Company's conduct, business activities and development. Given the essential unitary nature of the Board, independent non-executive Director has the same duties of care and skill and fiduciary duties as executive Directors. Independent non-executive Director brings a wide range of business and financial expertise, experience and independent judgement to the Board. Functions of independent non-executive Director include but should not be limited to the following:

i. participating in Board meetings to bring independent judgement;

ii. taking the lead where potential conflict of interests may arise;

iii. serving on the audit, nomination and remuneration committees if invited; and

iv. scrutinizing the Group's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance.

Pursuant to Rule 3.10(1) and 3.10A of the Listing Rules, the Board has appointed three independent non-executive Directors, representing half of the Board and all of them have appropriate professional accounting qualifications or related experiences on financial management which is in compliance with Rule 3.10(2) of the Listing Rules. Each of the independent non-executive Directors is appointed for a period of three years.

Further, pursuant to code provision B.2.3 of Appendix C1 to the Listing Rules, if an independent non-executive director serves more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by shareholders.

All independent non-executive Directors have confirmed their independence pursuant to Rule 3.13 of the Listing Rules by providing an annual confirmation of their independence. The Board has assessed their independence and considers that all independent non-executive Directors are independent as required under the Listing Rules.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Code Provision C.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

The roles of chairman and chief executive of the Company are both performed by the same individual – Ms. Liu Li. Ms. Liu Li will ensure that all the Board members keep abreast of the conduct, business activities and development of the Group and adequate, complete and reliable information is provided to Directors on issues to be considered by the Board.

APPOINTMENT AND RE ELECTION OF DIRECTORS

Each of the executive Directors has entered a service agreement for a term of three years, and each of the independent non- executive Directors has been appointed for a term of three years.

In accordance with Article 16.18, at every annual general meeting of the Company one-third of the directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

Pursuant to the Listing Rules and Article 16.2, all directors appointed to fill a casual vacancy or as an addition to the Board should be subject to election by shareholders at the first general meeting after appointment. Ms. Lew Lai Kuen and Mr. Wen Yuan have been appointed to fill a causal vacancy or as an addition to the Board during the year.

Accordingly, Mr. Wu Wei and Dr. Lam Lee G., being the longest-serving Directors, and Ms. Lew Lai Kuen and Mr. Wen Yuan shall retire at the annual general meeting and being eligible, offer themselves for re-election.

DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT

All Directors should keep abreast of their collective responsibilities as Directors and of the business and activities of the Group. Each newly appointed Director would receive an induction package covering the Group's business and the statutory and regulatory obligations of a director of a listed company.

During the year ended 31 December 2024, the Directors participated in the continuous professional developments in relation to regulatory update, the duties and responsibility of the Directors and the business of the Group in the following manner:

Name of Directors	**Type of continuous professional development programmes** *(Notes)*
Executive Directors	
Ms. Liu Li	2
Ms Lew Lai Kuen	2
Mr. Wen Yuan	2
Mr. Xu Jiagui (Resigned on 10 July 2024)	2
Independent Non-executive Directors	
Dr. Lam Lee G.	1&2
Mr. Lam Chi Wing	1&2
Mr. Wu Wei	1&2

Notes:

1. Attending seminars/courses for development of professional skills and knowledge.
2. Reading materials in relation to regular update to statutory requirements, listing rules and other relevant topics related to listed company.

CORPORATE GOVERNANCE REPORT

BOARD COMMITTEES

Audit committee

The audit committee currently comprises three independent non-executive Directors and is chaired by Dr. Lam Lee G.. The rest of members are Mr. Lam Chi Wing and Mr. Wu Wei. At the discretion of the audit committee, executive Directors and/or senior management personnel, overseeing the Group's finance and internal control functions, may be invited to attend meeting. The primary role and function of the audit committee are to review the Company's financial controls, internal control and risk management systems; to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standard; to review the Company's financial statements, annual reports and interim reports, and to provide advice and comment thereon to the Board.

Up to the date of this annual report, the audit committee held five meetings to review the quarterly, interim and annual results during the year as well as discussed and reviewed the Group's internal control and audit works with the auditor of the Group.

Nomination committee

The nomination committee currently comprises three independent non-executive Directors and is chaired by Mr. Wu Wei. The rest of the members are Dr. Lam Lee G. and Mr. Lam Chi Wing. The primary role and function of the nomination committee are to review and monitor the structure, size and composition of the Board at least once a year and make recommendations on any proposed changes to the Board to carry out the Company's corporate strategies; to assess the independence of independent non-executive Directors; to review the board diversity policy and make recommendation for revision to the Board; and to make recommendations to the Board succession planning.

Up to the date of this annual report, the nomination committee held two meetings to perform the aforesaid functions.

Remuneration committee

The remuneration committee currently comprises three independent non-executive Directors and is chaired by Mr. Lam Chi Wing. The rest of the members are Dr. Lam Lee G. and Mr. Wu Wei. The primary role and function of the remuneration committee are to review and make recommendations to the Board on the Company's policy and structure for all Directors and senior management remuneration; and to review and make recommendations to the Board the remuneration packages of all Directors and senior management.

Up to the date of this annual report, the remuneration committee held two meetings and has considered and reviewed the remuneration package of the Directors and senior management of the Group.

BOARD INDEPENDENCE

The Board has established mechanisms to ensure independent views and input are available to the Board. 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. Further, independent non-executive Directors will be appointed to Board Committees as required under the Listing Rules and as far as practicable to ensure independent views and input are available. The Nomination Committee strictly adheres to the independence assessment criteria as set out in the Listing Rules 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 that they can continually exercise independent judgement. No equity-based remuneration with performance-related elements will be granted to independent non-executive Directors as this may lead to bias in their decision-making and compromise their objectivity and independence. Directors (including independent non-executive Directors) are entitled to seek further information from the management on the matters to be discussed at Board meetings and, where necessary, independent advice from external professional advisers at the Company's expense. A Director (including independent non-executive Director) who has a material interest in a contract or arrangement shall not vote or be counted in the quorum on any Board resolution approving the same.

BOARD DIVERSITY POLICY

The Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In compliance with Rule 13.92 of the Listing Rules, a policy concerning diversity of the members of the Board were adopted by the Company and applied and reviewed by the Nomination Committee at least annually.

In assessing the composition of the Board, the Nomination Committee would take into account various measurable objectives as set out in the board diversity policy, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider measurable objectives including the candidate's character, qualifications, experience, independence and other relevant criteria necessary to complement the corporate strategy and achieve board diversity, where appropriate, before making recommendation to the Board. The ultimate decision will be based on merits and contribution that the selected candidates will bring to the Board.

The Nomination Committee will review the board diversity policy at least annually and discuss any revisions and updates that may be required, and recommend the same to the Board for approval.

The Company's diversity philosophy including the gender diversity was generally followed in the workforce throughout the Group for the year ended 31 December 2024. As of the date of this annual report, approximately 66.7% of Directors and approximately 66.7% of total workforce were male. The Company will continue to take steps to promote diversity, including gender diversity, at workforce levels.

AUDITOR'S REMUNERATION

The remuneration of the audit service provided by the auditor to the Group for the year ended 31 December 2024 was mutually agreed in view of the scope of services, amounting to HK$1,066,000 (2023: HK$1,164,000).

No non-audit service has been provided by the auditor for the years ended 31 December 2024 and 2023.

PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities to prepare the consolidated financial statements of the Group for the year ended 31 December 2024, which give a true and fair view and in compliance with relevant laws and disclosure provisions of the Listing Rules. In preparing the consolidated financial statements for the year ended 31 December 2024, the Directors have selected appropriate accounting policies and applied them consistently; made judgements and estimates that are prudent and reasonable; and have prepared the consolidated financial statements on a going concern basis. The auditor of the Company had made a statement about their reporting responsibilities in the independent Auditor's Report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibilities for the establishment and maintenance of an adequate and effective risk management and internal control system to safeguard the Group's assets against unauthorised use or disposition, and to protect the interest of shareholders of Company. The Board has established effective risk management and internal control systems to provide reasonable but not absolute assurance against material misstatement or loss and to manage risks of failing to achieve business objectives The Board shall be responsible for the risk management and internal control systems and shall review at least annually the effectiveness of such systems for that relevant financial year. Audit committee assists the Board in monitoring the Group's all material controls, including financial, operational and compliance controls. During the year ended 31 December 2024, review of the effectiveness of the Group's risk management and internal control systems has been conducted and the result has been summarised and reported to the audit committee and the Board.

The Company identifies potential risks at all levels within the group companies. The Board of the Company then reviews the potential identified risks and evaluates the nature and impact of the potential identified risks, Afterward, the Board of the Company formulates the potential strategies addressing the potential identified risks. The Company also carried out annual internal control review to our business cycles, namely revenue, expenditure, human resources and payroll, inventory, fixed assets and treasury under a 3-years rotation plan. The Company also reviewed the financial organisation structure, accounting policies and financial reporting process. The main feature of the risk management processes and internal control systems to capture material risks that the Company will face in our risk management and internal controls, operational and financial aspects to resolve material internal control defects.

Regarding to the procedures and internal controls for the handling and dissemination of inside information, it is required to disclose inside information as soon as possible in accordance with the Securities and Futures Ordinance and the Listing Rules and ensure that appropriation of handling and dissemination of inside information.

COMPANY SECRETARY

The Company Secretary has the relevant experiences and comprehensive understanding of the Company's affairs, and shall be responsible to the Board. All Directors are able to seek advice and services from the Company Secretary on the Board procedures and all applicable laws, rules and regulations, and corporate governance matters. The Company Secretary assists the Chairman to prepare agendas and Board papers for meetings and disseminates such documents to the Directors and board committees in a timely manner. The Company Secretary maintains formal minutes of the Board meetings and other Board committee meetings.

During the year ended 31 December 2024 the Company Secretary of the Company had confirmed that he had taken no less than 15 hours of relevant professional training.

SHAREHOLDERS' RIGHTS

Convening of extraordinary general meeting

Pursuant to article 12 of the articles of association of the Company, extraordinary general meeting ("EGM") may be convened by the Board on written requisition of any two or more shareholders of the Company holding not less than one- tenth of the paid up capital of the Company or by such shareholders who made the requisition (the "Requisitionists"). Such written requisition must specify the objects of the EGM and must be signed by the Requisitionists and deposited at the principal place of business of the Company in Hong Kong or, in the event the Company ceases to have such principal office, the registered office of the Company. Shareholders should follow the requirements and procedures as set out in such article for convening an EGM.

If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the EGM to be held within a further 21 days, the Requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the EGM provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition.

Enquiries put to the Board

Shareholders may send written enquiries or requests in respect of their rights to the principal place of business of the Company in Hong Kong or by email to info@renhengenterprise.com and for the attention of the Company Secretary.

Procedures for putting forward proposals at shareholders' meetings

There is no provision for shareholders to propose resolutions at general meetings under the Cayman Islands Companies Law. However, shareholders can follow the above procedure and request to convene an EGM.

Pursuant to article 16 of the Articles of Association, no person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the Company Secretary notice in writing by a shareholder of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

Accordingly shareholders who wish to propose a person for election as a director of the Company shall file a notice in writing to the principal place of business of the Company in Hong Kong for the attention of the Company Secretary and should follow the requirements and procedures as set out in such article.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company strives to provide ready, fair, regular and timely disclosure of information that is material to the investor community. Therefore, the Company works to maintain an on-going dialogue with Shareholders and in particular, through annual general meeting and other general meetings or other proper means. The Chairman, all other members of the Board including independent non-executive Directors and the chairmen of all Board committees will attend the forthcoming AGM to meet with the Shareholders and answer their enquiries.

In addition, the Company has developed a shareholder communication policy with the objective of maintaining effective and timely dissemination of the Company's information to its Shareholders and the market, including its financial performance, strategic goals and plans, material developments and governance, in order to enable Shareholders to exercise their rights in a timely and informed manner, and to allow Shareholders and the investment community to engage actively with the Company. During the year ended 31 December 2024, Board has maintained and regularly reviewed the policy in accordance with the Corporate Governance Code to ensure its effectiveness. Reference has also been made to the shareholders' communication policy of other listed issuers in Hong Kong to ensure the Company's shareholders' communication policy is on par with market standard.

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the financial statements of the Company for the year ended 31 December 2024 which give a true and fair view of the financial position of the Group.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval. The Company has provided all members of the Board with regular updates on the Company's performance, positions and prospects.

The Directors, having made appropriate enquiries, are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern.

The statement by the external auditor regarding its reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report from pages 37 to 41 of this annual report.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Group is committed to promoting sustainable development, which is extremely important to create long-term value for the Group's shareholders, clients, employees, other stakeholders, as well as the general public. The Group cares about the impact of its daily operation on environment and society and strives to set a good example for the public. We make effort to meet the interests of all stakeholders, economy, environment, society and corporate governance and does our best to achieve a fine balance.

SCOPE

This environmental, social and governance report ("ESG Report") has been prepared in compliance with the Environmental, Social and Governance Reporting Guide ("ESG Guide") set out in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

The Group is principally engaged in the manufacture, sale and provision of maintenance, overhaul and modification services in respect of tobacco machinery products in the People's Republic of China (the "PRC") through its wholly owned subsidiary – Bao Ying Ren Heng Industrial Co. Limited ("Baoying Renheng"). This ESG Report covers environmental, social and governance matters of Baoying Renheng during the reporting period from 1 January 2024 to 31 December 2024 ("FY2024").

STAKEHOLDER ENGAGEMENT AND MATERIALITY ASSESSMENT

We believe that the opinions of our stakeholders can contribute to the sustainable development of the Group. Therefore, we appropriately communicate with our stakeholders and promote the participation of stakeholders through different forms and channels of communication. The following are the main categories of stakeholders and communication channels:

Stakeholder	Communication Channel
Shareholder	• Company website • Interim and annual reports • Announcements • General meetings
Employee	• Employees' activities • Staff communication • Regular meetings/training courses
Client	• Daily operation/communication • Regular meetings and visits
Supplier	• Procurement process • Daily operation/communication • Regular review and evaluation
Government and regulatory authorities	• Regular performance reports • Letter and phone contact • Occasional face-to-face meetings and visits

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Group determines the scope of its environmental, social and governance disclosures in accordance with the requirements of the ESG Guide. The management identified and assessed major issues after considering the Group's business operations and the standards adopted by the industry. The impact of these material issues is assessed on the basis of their importance to the sustainable development of the Group and its stakeholders. The relevant assessment is related to the current development stage of the Group or may change in the future.

The list of important environmental and social issues that the Group has identified is as follows:

Aspect	Issue
Environmental	• Emissions • Use of Resources • The environment and Natural Resources • Tackling climate change
Social	• Employment and Labour Practices • Health and Safety • Development and Training • Labour Standards • Supply Chain Management • Product Responsibility • Anti-corruption
Community	• Community Investment

STAKEHOLDERS' FEEDBACK

The Group welcomes stakeholders' feedback on our environmental, social and governance approach and performance. Please give your suggestions or share your views with us at info@renhengenterprise.com such that we can keep stepping up our environmental, social and governance undertakings.

A. ENVIRONMENT

Owing to the industry nature, it is unavoidable for Baoying Renheng to produce industrial wastes during the operation. The Group is committed to protect the environment and maintain the sustainability in long-term. We have established procedures to ensure our operation and business are in compliance with the applicable safety and environmental regulations.

A1. Emissions

The Group is aware that there is greenhouse gas emission, wastewater discharge and solid waste generated from the operation of Baoying Renheng. We have tried our best to enhance the efficiency of the usage of energy, water and materials in order to reduce the green house gas emission and unfavourable impact of wastewater discharge and combat climate change. We had installed exhaust gas fans and filtering tanks in the production plant to eliminate the effect from hazardous gas emission and unfavourable element in the wastewater collected by the domestic sewage.

Annual review on wastewater discharged by the production plant is also performed by the environmental authority in the PRC. Meanwhile, we noted that there was limited solid waste generated from the operation during the reporting period.

Scope of Greenhouse Gas Emission	Emission Sources	FY2024 Emission (In tonnes of CO_2e)	FY2024 Total Emission	FY2023 Emission (In tonnes of CO_2e)	FY2023 Total Emission
Scope 1					
Direct emission	Mobile combustion sources	**156.07**	**40.2%**	252.16	50.5%
Scope 2					
Indirect emission	Purchased electricity	**182.43**	**47%**	151.61	30.4%
Scope 3					
Other indirect emission	Raw materials for packaging of products	**45.06**	**12%**	86.02	19.1%
	Water	**4.58**		9.08	
Total		**388.14**	**100%**	498.87	100%

There were 388.14 and 498.87 tonnes of carbon dioxide equivalent (CO_2e) greenhouse gases emitted from the operation of Baoying Renheng in FY2024 and FY2023, respectively, which mainly resulted from the transportation of tobacco machinery products to different provinces in the PRC and the electricity supply for production. The increase in emission of CO_2e is directly related to the further distance of transportation to the customers' factories. More products in greater scale and size are shipped to the customers' factories by trucks and packaging materials were used during the shipping. In addition, significant increase in direct emission caused by the mobile combustion (including both petrol and diesel) as the machinery products were shipped to provinces further away from our production plant. The annual emission intensity was 0.02 tonnes (FY2023: 0.022 tonnes) of CO_2e per square metre, with our production plant of a total floor area coverage of 23,223 square metres.

No hazardous waste was generated in the production. During the reporting period, only limited non-hazardous waste was generated and a total amount of RMB10,000 was paid for the solid waste treatment during the year ended 31 December 2024 (FY2023: RMB10,000). The non-hazardous waste is discharged to a site designated by the municipal government agency.

A2. Use of Resources

Baoying Renheng consumed 306,000 kWh (FY2023: 254,000 kWh) of electricity during the reporting period, contributed to an emission of 182.43 tonnes (FY2023: 151.61 tonnes) of CO_2e. We required our employees to switch off office electronic facilities such as lighting, manufacturing and computer equipment during unattended hours in relevant office or working area and encouraged to have double-sided printing. We will consider purchase of energy saving office appliances, when applicable, in the future.

During the reporting period, Baoying Renheng consumed approximately 23,557 tonnes of water as compared to 46,748 tonnes of water consumption in FY2023. Water saving practice is encouraged at the office. At the same time, the Group strives to minimise the impact to the environment, if any, and save material costs by continuously reviewing the design for product packaging, with the aim of reducing packaging size. Despite this, as the Group's products are mainly machinery products which are fragile, they must be protected by wooden box during the transportation. We have consumed approximately 50,376 kg wooden board for product packaging during the reporting period with an increase of usage in compare to FY2023 by 50,345 kg resulted from the increase in frequencies of dispatching products.

A3. The Environment and Natural Resources

The manufacturing facilities in Baoying Renheng are required to undergo stringent environment audit and continuous monitoring. During the reporting period, we have not been subjected to any claims in the form of any compensation or penalty levied for environmental disruption by the Group for business. In the future, the Group will spend more effort to allocate more resources to promote a wide range of environmental protection action plans.

A4. Tackling climate change

The Board meets at least twice a year to oversee climate-related strategies, polices, actions and disclosures. The management supports climate action planning and internal policy setting, as well as coordinating responses to climate-related risks. We encourage employees to participate in green workshop to enhance their environmental awareness, and continuously promote the importance of mitigate the potential climate change risks.

B. SOCIAL

B1. Employment and Labour Practices

The Group believes that our business success relies on our experience talents employed. We promote equal opportunities to all our employees and are committed to fostering an equal employment environment for employees where treating employees differently on the ground of gender, ethnicity, age, marital status, family status, and religious beliefs among other factors is prohibited. In FY2024, all of Baoying Renheng's employees were full time employees working in the PRC. We do strictly comply with all relevant laws and regulations in respect of employment and labour practices including the PRC Labour Law (中華人民共和國勞動法) and the PRC Labour Contract Law (中華人民共和國勞動合同法).

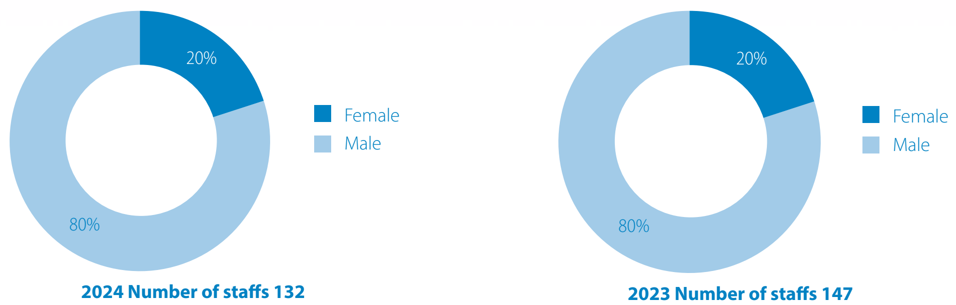
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Our compensation and dismissal, recruitment and promotion, working hours and rest periods are determined by reference to our employees' respective experiences, responsibilities, qualifications, competence displayed and our operation results.

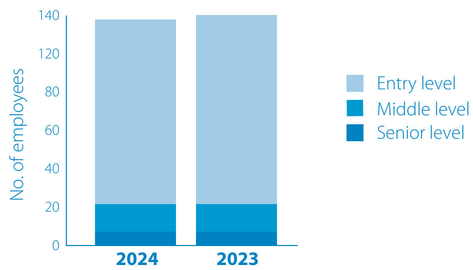
Based on our corporate responsibility, the Group do not allow any violations against employment regulations. During the reporting period, the Group did not discover any relevant cases.

In FY2024 and FY2023, the total workforce by gender, employment category and age group are as shown.

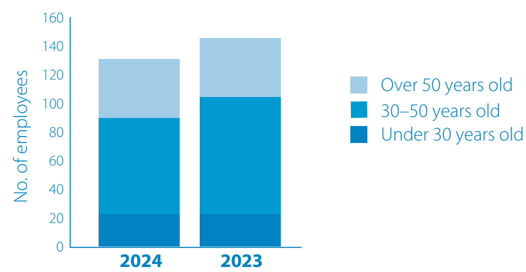
Average number of employees (By Gender)



Average number of employees (By Employment Category)

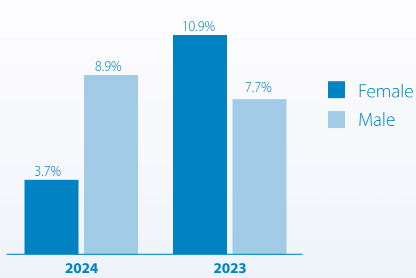


Average number of employees (By Age Group)

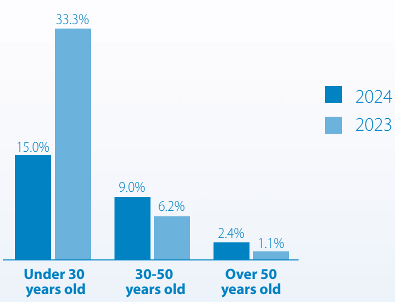


In FY2024 and FY2023, the employee turnover rate is 9.09% and 5.56%, respectively. The employee turnover rate by gender and age group are as shown.

Overall employee turnover rate (By Gender)



Overall employee turnover rate (By Age Group)



B2. Health and Safety

Considering our employees as valuable assets for contributing to the Group's success and sustainability, their health and safety is the major concern the Group attends to. We did strictly comply with the PRC Production Safety Law by 國家安全生產監督管理總局 (the State Administration of Work Safety) which is in charge of the overall administration of production safety. We provide safe production conditions according to the law and provide education and training on occupational safety and health knowledge to our employees.

Number and Rate of Work-related Fatalities	**FY2024**	FY2023	**Unit**
Number of work-related fatalities	**–**	–	People
Fatality rate per 100 employees	**–**	–	–

Lost Days Due to Work Injury	**FY2024**	FY2023	**Unit**
Number of lost days	**–**	–	Days
Number of reported accidents (sick leave > 3 days)	**–**	1	Accident
Injury rate per 100 employees	**0%**	0.68%	–

B3. Development and Training

We strongly believe that nurturing and retaining talent is conductive to developing a more cohesive corporate culture, building a better corporate image, and generating more rewarding economic benefits. In addition to training on occupational safety and health knowledge, we provide on-the-job trainings which include product design, technical training on domestic and foreign tobacco machinery production as well as subsidise in attending external training sessions.

	Average training hours/person		**Percentage of employees trained**	
Employee Training	**FY2024**	FY2023	**FY2024**	FY2023
By Gender				
Female	**0.22**	1.89	**33.3%**	29%
Male	**6.23**	2.45	**19%**	18.2%
By Employment Category				
Senior level	**3.0**	–	**40%**	–
Middle level	**0.2**	0.4	**66.7%**	53.3%
Entry level	**6.6**	3.6	**15.5%**	14.5%

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

B4. Labour Standards

Our Group fully recognises that child labour and forced labour violate fundamental human rights and international labour conventions and pose a threat to sustainable social and economic development. Therefore, the Group strictly abides by the PRC Labour Law. The Group prohibits child labour and carries out examination of applicants' actual age during the recruitment process, includes the checking and making records of the identity documents. The Group implements the requirements of standard labour contract and will not unfairly limit the employment relationship between employees and the Group in any way, such as detaining a deposit or proof of identity. Employees have the right to terminate labour contract as long as it is in compliance with laws and regulations. During the reporting period, the Group did not find case of child labour nor forced labour.

B5. Supply Chain Management

We procure based on the project implementation plan taking into account the raw materials, parts and components in stock. We enter into procurement arrangements with our suppliers to secure the necessary raw materials, parts and components required for individual project after we have entered into sales contracts with our customers with the production schedules. We maintain a list of approved suppliers and procure raw materials, parts and components from such suppliers. In the selection of our approved suppliers, we take into account different factors, including but not limited to, the pricing and quality of the raw materials, parts and components, stability of supply and delivery, the credit period offered by the suppliers as well as their reputation. We generally review the list of approved suppliers on an annual basis. For FY2024, the Group's five largest suppliers in aggregate accounted for approximately 36.3% (FY2023: 44.9%) of the total purchases and all the suppliers of the Group are situated in the PRC.

B6. Product Responsibility

Our product quality management is in compliance with the General Principles of the Civil Laws of the PRC (中華人民共和國民法通則), the Product Quality Law of the PRC (中華人民共和國產品質量法), the Law of the PRC on the Protection of the Rights and Interests of Consumers (中華人民共和國消費者權益保護法), the Administrative Measures on Supervision and Inspection of Product Quality in Tobacco Industry (煙草行業產品質量監督檢驗網管理辦法) and other related laws and regulations. During the reporting period, none of the sold or shipped products was subjected to recalls for safety and health reasons and no complaint on products has been received. We keep close communication with the customers and provide to them high quality products that are tailored to their needs.

We recognises that customers' privacy is an important issue and are dedicated to respecting the customers' privacy safeguarding by keeping the sensitive data separately which is only assessable by authorised personnel.

B7. Anti-corruption

The Group attaches great importance to corporate governance and anti-corruption. We require our employees to strictly follow the standards of business ethics and refuse to accept bribery. We believe that all of our staffs (including management) are honest and obeying the relevant laws and regulations in the jurisdiction. The staffs are encouraged to report to the senior management for any suspected or known fraud and during the reporting period, there is no corruption litigation case involving the Group and the employees.

B8. Community Investment

We treasure the importance of support from the social community on its business and its social responsibilities towards the community.

Looking forward, we will continue to undertake corporate social responsibility, so as to give back and contribute to society.

INDEPENDENT AUDITOR'S REPORT

Deloitte. 德勤

TO THE SHAREHOLDERS OF RENHENG ENTERPRISE HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of RENHENG Enterprise Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 42 to 99, which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

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

BASIS FOR OPINION

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

KEY AUDIT MATTER

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.

Key audit matter	How our audit addressed the key audit matter
Impairment assessment on Trade Receivables and Retention Money Receivables ("Trade-related Receivables")	
We identified impairment assessment on Trade-related Receivables as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole and the involvement of subjective judgement and management estimates in evaluating the expected credit losses ("ECL") of Trade-related Receivables at the end of the reporting period. At 31 December 2024, the carrying amounts of Trade-related Receivables, net of allowance for credit losses are HK$43,764,000, which represented approximately 18% of total assets of the Group. As disclosed in Note 4 to the consolidated financial statements, the Group estimates the amount of lifetime ECL of Trade-related Receivables based on assessment through considering internal credit ratings of trade debtors, aging, repayment history and/or past due status of respective Trade-related Receivables. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and forward-looking information, which based on economic variables such as growth rate of gross domestic product and unemployment rate, economic scenarios and weightings. The assessment of ECL involves a high degree of uncertainties and details of the assessment and assumptions are disclosed in Note 28(b). Impairment loss amounting to HK$114,000 was recognised for Trade-related Receivables for the year ended 31 December 2024.	Our procedures in relation to impairment assessment on Trade-related Receivables included: • Obtaining an understanding of management's basis and judgement on identification and analysed the recoverability of Trade-related Receivables, and checking with our knowledge of customer credit risk characteristics; • Testing the accuracy of information used by management to develop the assessment, including Trade-related Receivables aged analysis as at 31 December 2024, on a sample basis, by comparing individual items in the analysis with the relevant sales invoices and other supporting document; and • Testing the arithmetic accuracy of management's calculation of historical default rates, and assessing whether the historical default rates are appropriately adjusted based on forward-looking information, which are growth rate of gross domestic product and unemployment rate, economic scenarios and weightings.

OTHER INFORMATION

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

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

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

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE 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 HKFRS Accounting Standards issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible 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 solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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.

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- 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 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 those charged with governance 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 those charged with governance 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.

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

From the matters communicated with those charged with governance, 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 the independent auditor's report is Yip, Tin Hang, Michael.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
26 March 2025

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2024

	NOTES	2024	2023
		HK$'000	HK$'000
Revenue	5	114,896	124,423
Cost of sales		(76,369)	(78,699)
Gross profit		38,527	45,724
Other income	6	1,913	1,545
Impairment losses under expected credit loss model, net of reversal	7	(114)	322
Other gains and losses, net	8	804	1,787
Selling and distribution expenses		(6,452)	(10,210)
Administrative expenses		(19,739)	(16,578)
Research and development expenses		(4,605)	(4,672)
Profit before taxation	9	10,334	17,918
Taxation	11	(3,299)	(4,360)
Profit for the year		7,035	13,558
Other comprehensive expense for the year:			
Item that will not be reclassified to profit or loss:			
Exchange difference arising on translation from functional currency to presentation currency		(2,410)	(1,493)
Total comprehensive income for the year		4,625	12,065
		HK cents	HK cents
Earnings per share			
– Basic and diluted	13	0.88	1.69

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2024

	NOTES	2024 HK$'000	2023 HK$'000
Non-current assets			
Property, plant and equipment	14	**18,697**	21,061
Right-of-use assets	15a	**4,620**	5,021
		23,317	26,082
Current assets			
Inventories	16	**56,296**	72,554
Trade and other receivables	17	**49,380**	38,780
Financial assets at fair value through profit or loss ("FVTPL")	18	**21,598**	–
Restricted bank deposits	19	**19,848**	12,001
Fixed deposits	19	**15,500**	–
Cash and cash equivalents	19	**59,532**	86,100
		222,154	209,435
Current liabilities			
Trade and other payables	20	**34,506**	42,024
Tax payable		**9,280**	10,387
Lease liabilities	15b	**–**	212
Contract liabilities	21	**71,847**	57,828
		115,633	110,451
Net current assets		**106,521**	98,984
Total assets less current liabilities		**129,838**	125,066
Non-current liability			
Deferred tax liabilities	22	**1,827**	1,680
		1,827	1,680
		128,011	123,386

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2024

	NOTE	2024 HK$'000	2023 HK$'000
Capital and reserves			
Share capital	23	**2,010**	2,010
Share premium and reserves		**126,001**	121,376
Total equity		**128,011**	123,386

The consolidated financial statements on pages 42 to 99 were approved and authorised for issue by the Board of Directors on 26 March 2025 and are signed on its behalf by:

Liu Li	**Lew Lai Kuen**
Director	*Director*

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2024

	Share capital HK$'000	Share premium HK$'000 (Note e)	Merger reserve HK$'000 (Note a)	Discretionary surplus HK$'000 (Note b)	Statutory surplus reserve HK$'000 (Note b)	Capital reserve HK$'000 (Note c)	Property revaluation reserve HK$'000	Translation reserve HK$'000	Special reserve HK$'000 (Note d)	(Accumulated losses) retained profits HK$'000	Total HK$'000
At 1 January 2023	2,010	41,818	49,091	3,338	25,607	999	2,775	(1,049)	–	(13,268)	111,321
Profit for the year	–	–	–	–	–	–	–	–	–	13,558	13,558
Exchange difference arising on translation from functional currency to presentation currency	–	–	–	–	–	–	–	(1,493)	–	–	(1,493)
Total comprehensive (expense) income for the year	–	–	–	–	–	–	–	(1,493)	–	13,558	12,065
Transfer	–	–	–	–	1,922	–	–	–	970	(2,892)	–
At 31 December 2023	2,010	41,818	49,091	3,338	27,529	999	2,775	(2,542)	970	(2,602)	123,386
Profit for the year	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**7,035**	**7,035**
Exchange difference arising on translation from functional currency to presentation currency	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(2,410)**	**–**	**–**	**(2,410)**
Total comprehensive (expense) income for the year	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(2,410)**	**–**	**7,035**	**4,625**
Transfer	**–**	**–**	**–**	**–**	**1,264**	**–**	**–**	**–**	**1,406**	**(2,670)**	**–**
At 31 December 2024	**2,010**	**41,818**	**49,091**	**3,338**	**28,793**	**999**	**2,775**	**(4,952)**	**2,376**	**1,763**	**128,011**

Notes:

a. The merger reserve represents the aggregate amount of paid-in capital of Bao Ying Ren Heng Industrial Co. Limited 寶應仁恒實業有限公司 ("Baoying Renheng") and share capital of RENHENG Global Limited ("RENHENG Global"), subsidiaries of the Company, acquired pursuant to group reorganisation in prior years.

b. As stipulated by the relevant laws and regulations in the People's Republic of China (the "PRC"), Baoying Renheng is required to maintain two reserves, being a statutory surplus reserve and a discretionary surplus reserve which are non-distributable. Appropriations to such reserves are made out of profit after taxation of Baoying Renheng based on the relevant accounting principles and financial regulations applicable to the PRC enterprises while the amount and allocation basis are decided by its board of directors annually. Pursuant to the relevant laws and regulations in the PRC, appropriation to the statutory surplus reserve is required until the balance reaches 50% of the registered capital. The statutory surplus reserve and the discretionary surplus reserve can be used to make up its prior year losses, if any, and can be applied in conversion into capital by means of capitalisation issue.

c. The capital reserve represented waiver of an amount due to a former shareholder of a subsidiary of the Company in prior years.

d. The Group is required to make appropriations based on its revenue in accordance with CaiZi [2022] No.136 "Measures for the provision and utilisation of the safety production fund" that is issued by the Ministry of Finance and the Ministry of Emergency Management. The reserve is for future enhancement of safety production environment and improvement of facilities and is not available for distribution to shareholders.

e. Under the Companies Law of the Cayman Islands, the share premium of the Company is available for distribution or paying dividends to shareholders subject to the provisions of its memorandum or articles of association and provided that immediately following the distribution of dividends, the Company is able to pay its debts as they fall due in the ordinary course of business.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2024

	2024 *HK$'000*	2023 *HK$'000*
Operating activities		
Profit before taxation	**10,334**	17,918
Adjustments for:		
Depreciation of property, plant and equipment	**2,084**	2,151
Deprecation of right-of-use assets	**298**	373
Finance costs of lease liabilities	**52**	125
Write-down of inventories	**1,088**	351
Impairment loss on trade receivables and retention money receivables ("Trade-related Receivables"), net of reversal	**114**	(322)
Interest income	**(866)**	(971)
Operating cash flows before movements in working capital	**13,104**	19,625
Decrease in inventories	**13,833**	22,964
Increase in trade and other receivables	**(11,710)**	(7,966)
Decrease in trade and other payables	**(6,715)**	(4,921)
Increase (decrease) in contract liabilities	**15,477**	(31,249)
Cash from (used in) operations	**23,989**	(1,547)
PRC Enterprise Income Tax ("EIT") paid, net	**(4,011)**	(890)
Withholding tax paid	**–**	(886)
Net cash from (used in) operating activities	**19,978**	(3,323)
Investing activities		
Release of restricted bank deposits	**14,639**	16,937
Interest received	**866**	971
Placement of restricted bank deposits	**(22,861)**	(23,971)
Purchase of property, plant and equipment	**(169)**	(572)
Placement of financial assets at FVTPL	**(21,913)**	–
Placement of fixed deposits	**(15,500)**	–
Net cash used in investing activities	**(44,938)**	(6,635)

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2024

	2024 *HK$'000*	2023 *HK$'000*
Financing activities		
Repayments of lease liabilities	**(212)**	(139)
Payments of interest expense	**(52)**	(125)
Cash used in financing activities	**(264)**	(264)
Net decrease in cash and cash equivalents	**(25,224)**	(10,222)
Cash and cash equivalents at 1 January	**86,100**	97,195
Effect of foreign exchange rate changes	**(1,344)**	(873)
Cash and cash equivalents at 31 December	**59,532**	86,100

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

1. GENERAL INFORMATION

RENHENG Enterprise Holdings Limited (the "Company") was incorporated in the Cayman Islands as an exempted company with limited liability and its shares were listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company is jointly controlled by LinkBest Capital Group Limited and Open Venture Global Limited. The ultimate controlling shareholder is Ms. Liu Li, who is also the chairman and chief executive officer of the Company.

The Company acts as an investment holding company while its subsidiaries (collectively referred to as the "Group") are principally engaged in the manufacture and sale of tobacco machinery products in the PRC. The address of the registered office and the address of the principal place of business of the Company are disclosed in Corporate Information section of the annual report.

The consolidated financial statements are presented in Hong Kong dollars ("HK$"), which is different from the Company's functional currency of Renminbi ("RMB"). The directors of the Company adopted HK$ as presentation currency as the Company's shares are listed on the Stock Exchange and the management considers this presentation to be more useful for its current and potential investors.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

Amendments to HKFRS Accounting Standards that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time, which are mandatorily effective for the Group's for the annual periods beginning on 1 January 2024 for the preparation of the consolidated financial statements:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

The application of the amendments to HKFRS Accounting Standards in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (Continued)

New and amendments to HKFRS Accounting Standards in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRS Accounting Standards that have been issued but are not yet effective:

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments[3]
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity[3]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[1]
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume 11[3]
Amendments to HKAS 21	Lack of Exchangeability[2]
HKFRS 18	Presentation and Disclosure in Financial Statements[4]

1 Effective for annual periods beginning on or after a date to be determined.

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

3 Effective for annual periods beginning on or after 1 January 2026.

4 Effective for annual periods beginning on or after 1 January 2027.

The directors of the Company anticipate that the application of all amendments to HKFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") and by the Hong Kong Companies Ordinance ("CO").

The directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

3.2 Material accounting policy information

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when a company:

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

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

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Revenue from contracts with customers

Information about the Group's accounting policies relating to contracts with customers is provided in Notes 5 and 21.

Leases

The Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 *Leases* at inception of the contract. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Leases (Continued)

The Group as a lessee

Short-term leases

The Group applies the short-term lease recognition exemption to leases of motor vehicles 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 expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use assets includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received; and
- any initial direct costs incurred by the Group.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

The lease payments include: fixed payments (including in-substance fixed payments) less any lease incentives receivable.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) when the lease term has changed, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment loss, if any.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

Depreciation is recognised so as to write off the cost of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Impairment on property, plant and equipment and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of property, plant and equipment and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. 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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated prorata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-operating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit or a group of cash-operating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

(a) cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and

(b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Warranties

Provisions for the expected cost of assurance-type warranty obligations under the relevant contracts with customers for the construction contracts of casing and flavouring system and sales of other products are recognised at the date of the sale of the relevant products, at the directors' best estimate of the expenditure required to settled the Group's obligation.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 *Revenue from Contracts with Customers*. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and

- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and

- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not a designated and effective hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including trade and other receivables, restricted bank deposits, bank balances and fixed deposits) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for Trade-related receivables, comprising trade receivables and retention money receivables. The ECL on Trade-related Receivables are assessed collectively.

For all other financial assets, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

(i) Significant increase in credit risk (Continued)

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

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

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full.

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

(iii) Credit-impaired financial assets

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

(a) significant financial difficulty of the issuer or the borrower;

(b) a breach of contract, such as a default or past due event;

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

(iv) Write-off policy

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

(v) Measurement and recognition of ECL

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

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Lifetime ECL for Trade-related Receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward-looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status; and

- Nature, size and industry of debtors.

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

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

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade and other receivables where the corresponding adjustment is recognised through a loss allowance account.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically for financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the 'Other gains and losses' line item (Note 8) as part of the net foreign exchange losses.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities (representing trade and other payables) are subsequently measured at amortised cost, using the effective interest method.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the 'Other gains and losses' line item in profit or loss as part of net foreign exchange losses (Note 8) for financial liabilities that are not part of a designated hedging relationship.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Taxation

Income tax expense represents the sum of current and deferred income tax expense.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before taxation because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deducible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary differences.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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 profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Taxation (Continued)

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the lease liabilities and the related assets separately. The Group recognises a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised and a deferred tax liability for all taxable temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HK$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Foreign currencies (Continued)

Exchange differences relating to the retranslation of the Group's net assets in RMB to the Group's presentation currency (i.e. HK$) are recognised directly in other comprehensive income and accumulated in translation reserve. Such exchange differences accumulated in the translation reserve are not reclassified to profit or loss subsequently.

Employee benefits

Retirement benefit costs

Payments to defined contribution retirement benefit plans, including the state-managed retirement benefit schemes in the PRC and the Mandatory Provident Fund Scheme ("MPF Scheme"), which are defined contribution schemes, are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries and annual leave) after deducting any amount already paid.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under "Other income".

Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

The following is a critical judgement, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Revenue recognition at a point in time

Revenue is recognised over time when the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date. Significant judgement is required in determining whether the terms of the Group's contracts with customers in relation to products with no alternative use create an enforceable right to payment for the Group. The Group has considered the relevant local laws that apply to those relevant contracts. Based on the assessment of the Group's management, the terms of the relevant sales contracts do not create an enforceable right to payment for the Group after taking into consideration that the Group will not have a right to collection for performance completed to date, until to be at an agreed-upon milestone and the Group would not have an enforceable right to demand payment for performance completed to date if the contract were to be terminated before completion for reasons other than the Group's failure to perform as promised. Accordingly, the construction work and sales of other products with no alternative use are considered to be performance obligation satisfied at a point in time.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Provision of ECL for Trade-related Receivables

The Group recognises lifetime ECL for Trade-related Receivables based on assessment through considering internal credit ratings of trade debtors, aging, repayment history and/or past due status of respective Trade-related Receivables. The estimation on lifetime ECL is required in assessing probability-weighted estimate of the credit loss which is based on historical observed default rates over the expected life of the debtors and forward-looking information. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's Trade-related Receivables are disclosed in Notes 17 and 28(b).

Allowance for inventories

The Group makes allowance for inventories based on an assessment of the net realisable value of inventories. Allowances are applied to inventories where events or changes in circumstances indicate that the net realisable value is lower than the cost of inventories. The identification of obsolete inventories requires the use of judgement and estimates on the conditions and usefulness of the inventories. In cases where the net realisable value of inventories assessed are less than expected, a material recognition of allowance for inventories may arise, which would be recognised in profit or loss in the period in which such recognition takes place.

At 31 December 2024, the carrying amount of inventories is HK$56,296,000 (2023: HK$72,554,000), after netting of allowance of HK$9,227,000 (2023: HK$8,317,000). During the year ended 31 December 2024 HK$1,088,000 allowance for inventories is recognised (2023: HK$351,000).

5. REVENUE AND SEGMENT INFORMATION

(i) Disaggregation of revenue from contracts with customers and segment information

	2024		
	Construction contracts of casing and flavouring system *HK$'000*	Sales of other products *HK$'000*	Total *HK$'000*
Type of products			
Construction works	**108,722**	**–**	**108,722**
Sales of other products			
– pneumatic feeding system	**–**	**3,509**	**3,509**
– other goods	**–**	**2,665**	**2,665**
	–	**6,174**	**6,174**
	108,722	**6,174**	**114,896**

5. REVENUE AND SEGMENT INFORMATION (Continued)

(i) Disaggregation of revenue from contracts with customers and segment information (Continued)

	2023		
	Construction contracts of casing and flavouring system HK$'000	Sales of other products HK$'000	Total HK$'000
Type of products			
Construction works	102,897	–	102,897
Sales of other products			
– pneumatic feeding system	–	18,803	18,803
– water treatment system	–	271	271
– other goods	–	2,452	2,452
	–	21,526	21,526
	102,897	21,526	124,423

All of the Group's revenue are derived in the PRC, which are determined by the location where the systems or products being installed or delivered. The revenue from construction contracts of casing and flavouring system and sales of other products are recognised at point in time.

(ii) Performance obligations for contracts with customers and revenue recognition policies

Construction contracts of casing and flavouring system

The Group provides construction services of casing and flavouring system to its customers which are cigarette manufacturers in the PRC. For the contracts entered into with customers, the contract prices are fixed and the relevant casing and flavouring system specified in the contracts are based on customer's specifications with no alternative use. Taking into consideration of the relevant contract terms, the legal environment and relevant legal precedent, the Group concluded that the Group does not have an enforceable right to payment prior to transfer of the relevant casing and flavouring system to customers. Revenue from construction contracts of casing and flavouring system is therefore recognised at a point in time when the completed casing and flavouring system is transferred to customers, being at the point that the customer obtains the control of the completed casing and flavouring system and the Group has unconditional right to payment and collection of the consideration is probable.

5. REVENUE AND SEGMENT INFORMATION (Continued)

(ii) Performance obligations for contracts with customers and revenue recognition policies (Continued)

Construction contracts of casing and flavouring system (Continued)

The Group receives 10% to 30% of the contract value as deposits from customers when they sign the construction agreement. Such advance payment schemes result in contract liabilities being recognised throughout the construction period for the full amount of the contract price.

The defect liability period, ranging from one to three years from the date of the practical completion of the construction, serves as an assurance that the construction services performed comply with agreed upon specifications and such assurance cannot be purchased separately.

Sales of other products

The Group sells pneumatic feeding system, water treatment system and other goods directly to the customers which are cigarette manufacturers and tobacco redrying factories in the PRC. For the sales of other products to the customers, revenue is recognised at a point in time when control of the goods has transferred, being the point the goods has delivered to the customers. The normal credit term is 90 days upon delivery.

(iii) Transaction price allocated to the remaining performance obligation for contracts with customers

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2024 and 2023 and the expected timing of recognising revenue are as follows:

	2024	2023
	HK$'000	*HK$'000*
Construction contracts of casing and flavouring system		
– Within one year	**67,428**	95,680
– More than one year but not more than two years	**75,343**	71,007
	142,771	166,687
Sales of other products		
– Within one year	**23,229**	20,563
– More than one year but not more than two years	**2,229**	11,188
	25,458	31,751
	168,229	198,438

5. REVENUE AND SEGMENT INFORMATION (Continued)

(iv) Segment information

The Group's operating activities are attributable to a single operating segment focusing on manufacture and sale of tobacco machinery products. This operating segment has been identified on the basis of internal management reports prepared in accordance with accounting policies conform to HKFRS Accounting Standards, that are regularly reviewed by the chief executive officer of the Company, being the chief operating decision maker ("CODM") of the Company. The CODM regularly reviews revenue analysis by products, including casing and flavouring system, pneumatic feeding system, water treatment system and other products. However, other than revenue analysis, no operating results and other discrete financial information is available for the assessment of performance of the respective goods. The CODM reviews the revenue and the profit for the year of the Group as a whole to make decision about resources allocation. No analysis of segment assets or segment liabilities is presented as they are not regularly provided to the CODM. Accordingly, only entity-wide disclosures, major customers and geographic information are presented.

The details of revenue by products is same as those disclosed in Note 5(i). The revenue from customers of the corresponding years contributing over 10% of the total sales of the Group are as follows:

	2024	2023
	HK$'000	*HK$'000*
Customer A[1]	**28,152**	52,862
Customer B[1]	**23,013**	29,556
Customer C[1]	**22,494**	N/A

1 Revenue from sales of other products and construction contracts of casing and flavouring system.

All of the Group's revenue are derived in the PRC, which are determined by the location where the systems or products being installed or delivered. The Group's non-current assets are substantially all located in the PRC (excluding Hong Kong).

6. OTHER INCOME

	2024 HK$'000	2023 HK$'000
Subsidy income *(Note)*	**1,047**	574
Bank interest income	**866**	971
	1,913	1,545

Note:

These government grants were for immediate and unconditional financial support with no future related costs nor related to any assets, therefore, the Group recognised the income upon receipts.

7. IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET OF REVERSAL

	2024 HK$'000	2023 HK$'000
Impairment losses recognised (reversal) on		
– Trade-related Receivables	**114**	(322)

8. OTHER GAINS AND LOSSES, NET

	2024 HK$'000	2023 HK$'000
Sales of scrap materials, parts and components, net gain	**1,221**	2,076
Net foreign exchange losses	**(417)**	(289)
	804	1,787

9. PROFIT BEFORE TAXATION

	2024 HK$'000	2023 HK$'000
Profit before taxation has been arriving at after charging:		
Directors' emoluments *(Note 10)*	**2,195**	2,021
Other staff costs:		
Salaries, bonuses and allowances	**15,671**	16,083
Retirement benefits scheme contributions	**1,932**	1,877
Total staff costs	**19,798**	19,981
Capitalised in inventories	**(5,704)**	(3,764)
	14,094	16,217
Auditor's remuneration	**1,066**	1,164
Depreciation of property, plant and equipment	**2,084**	2,151
Depreciation of right-of-use assets	**298**	373
Finance costs of lease liabilities	**52**	125
Cost of inventories recognised as an expense (including write-down of inventories amounting to HK$1,088,000 (2023: HK$351,000))	**75,281**	78,348

10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

Directors' remuneration for the year, disclosed pursuant to the applicable Listing Rules and CO, is as follows:

	Fees	Salaries and allowances	Retirement benefits scheme contributions	Compensation	Total emoluments
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
2024					
Executive directors:					
Ms. Liu Li (Chief Executive)	**–**	**1,216**	**18**	**–**	**1,234**
Ms. Lew Lai Kuen *(Note i)*	**–**	**163**	**7**	**–**	**170**
Mr. Wen Yuan *(Note ii)*	**–**	**8**	**–**	**–**	**8**
Mr. Xu Jiagui *(Note iii)*	**–**	**118**	**4**	**301**	**423**
Independent non-executive directors:					
Mr. Lam Chi Wing *(Note iv)*	**120**	**–**	**–**	**–**	**120**
Dr. Lam Lee G.	**120**	**–**	**–**	**–**	**120**
Mr. Wu Wei	**120**	**–**	**–**	**–**	**120**
	360	**1,505**	**29**	**301**	**2,195**
2023					
Executive directors:					
Ms. Liu Li (Chief Executive)	–	1,216	18	–	1,234
Mr. Xu Jiagui	–	410	17	–	427
Independent non-executive directors:					
Mr. Lam Chi Wing *(Note iv)*	50	–	–	–	50
Dr. Lam Lee G.	120	–	–	–	120
Mr. Kong Hing Ki *(Note v)*	70	–	–	–	70
Mr. Wu Wei	120	–	–	–	120
	360	1,626	35	–	2,021

10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

Notes:

(i) Ms. Lew Lai Kuen was appointed as an executive director of the Company on 10 July 2024.

(ii) Mr. Wen Yuan was appointed as an executive Director of the Company on 6 December 2024.

(iii) Mr. Xu Jiagui was resigned as an executive director of the Company on 10 July 2024.

(iv) Mr. Lam Chi Wing was appointed as an independent non-executive director of the Company on 19 July 2023.

(v) Mr. Kong Hing Ki was resigned as independent non-executive director of the Company on 19 July 2023.

No performance related incentive payments were paid to the directors of the Company for both years.

The emoluments of executive directors shown above were paid for their services in connection with the management of the affairs of the Company and the Group and for serving as directors of the Company or its subsidiaries and those paid to independent non-executive directors were for serving as directors of the Company.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during both years.

The five highest paid employees of the Group included two (2023: two) directors, details of whose emoluments are set out above. The emoluments of the remaining three (2023: three) highest paid employees of the Group are as follows:

	2024 ***HK$'000***	2023 *HK$'000*
Employees		
– salaries and allowances	**1,412**	1,170
– retirement benefits scheme contributions	**52**	53
	1,464	1,223

The emoluments of each of the five highest paid individuals who are not directors of the Company during both years are below HK$1,000,000.

During both years, no remuneration was paid by the Group to the directors of the Company or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

11. TAXATION

	2024 **HK$'000**	2023 *HK$'000*
The charge comprises:		
Current tax		
PRC EIT	**2,939**	5,284
PRC withholding tax *(Note 22)*	**–**	(880)
	2,939	4,404
Underprovision (Overprovision) in prior year:		
PRC EIT	**173**	(244)
	3,112	4,160
Deferred taxation *(Note 22)*	**187**	200
	3,299	4,360

No provision for taxation in Hong Kong has been made as the Group has no assessable profit arisen in, or was derived from Hong Kong.

The provision for EIT is based on the estimated taxable income for PRC taxation purposes at 25% for the current period (2023: 25%) under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law.

Under the EIT Law, a qualified High and New-Tech Enterprise ("HNTE") can enjoy a reduced tax rate at 15%. A PRC subsidiary of the Company had been recognised and approved as a HNTE during the year ended 31 December 2023. The HNTE qualification is effective since 2023 and the PRC subsidiary will be expired in 2026, therefore the PRC subsidiary entitled to a reduced tax rate at 15% for the years ended 31 December 2024 and 2023.

11. TAXATION (Continued)

The tax charge for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

	2024 HK$'000	2023 HK$'000
Profit before taxation	**10,334**	17,918
Tax charge at the applicable tax rate of 25% (2023: 25%)	**2,584**	4,480
Tax effect of expenses not deductible for tax purposes	**1,325**	4,083
Effect of different tax rate of a subsidiary in other jurisdiction *(Note a)*	**449**	(1,090)
PRC withholding tax on undistributed profit of a PRC subsidiary *(Note b)*	**537**	(232)
Underprovision (overprovision) in prior years	**173**	(244)
Income tax at concessionary rate	**(1,769)**	(2,637)
Tax charge for the year	**3,299**	4,360

Notes:

a. The tax rate of a subsidiary used in other jurisdiction is the Hong Kong Profits Tax rate 16.5% (2023: 16.5%).

b. Under the EIT Law, withholding tax is imposed on dividends declared in respect of profits earned by the PRC established subsidiaries that are received by non-PRC resident entities from 1 January 2008 onwards. At 31 December 2024, deferred taxation had been provided in the consolidated financial statements in respect of temporary differences attributable to undistributed profits of relevant PRC established entities at a tax rate of 5% (2023: 5%).

12. DIVIDENDS

No dividend was paid or proposed for shareholders of the Company during 2024 (2023: nil), nor was any dividend been proposed by the Company since the end of the reporting period.

13. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to owners of the Company for both years is based on the following data:

	2024	2023
	HK$'000	*HK$'000*
Profit for the year attributable to owners of the Company for the purposes of basic and diluted earnings per share	**7,035**	13,558

	Number of shares	
	2024	2023
Weighted average number of ordinary shares for the purposes of calculating basic and diluted earnings per share	**804,000,000**	804,000,000

No diluted earnings per share is presented for both 2024 and 2023 as there was no potential ordinary share in issue for both years.

14. PROPERTY, PLANT AND EQUIPMENT

	Buildings	Furniture, fixtures and office equipment	Computer equipment	Motor vehicles	Plant and machinery	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
COST						
At 1 January 2023	32,279	1,190	533	1,741	10,844	46,587
Currency realignment	(460)	(17)	(7)	(25)	(154)	(663)
Additions	–	–	57	351	164	572
At 31 December 2023	31,819	1,173	583	2,067	10,854	46,496
Currency realignment	(680)	(25)	(12)	(44)	(232)	(993)
Additions	–	52	96	–	21	169
Disposals	–	–	(13)	–	–	(13)
At 31 December 2024	31,139	1,200	654	2,023	10,643	45,659
DEPRECIATION						
At 1 January 2023	12,528	1,048	425	1,497	8,122	23,620
Currency realignment	(177)	(15)	(7)	(21)	(116)	(336)
Provided for the year	1,452	35	66	51	547	2,151
At 31 December 2023	13,803	1,068	484	1,527	8,553	25,435
Currency realignment	(294)	(23)	(11)	(33)	(183)	(544)
Provided for the year	1,421	17	63	86	497	2,084
Eliminated on disposals	–	–	(13)	–	–	(13)
At 31 December 2024	14,930	1,062	523	1,580	8,867	26,962
CARRYING VALUES						
At 31 December 2024	16,209	138	131	443	1,776	18,697
At 31 December 2023	18,016	105	99	540	2,301	21,061

14. PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment are depreciated at the following rates per annum, after taking into account of their estimated residual values, on a straight-line basis:

Buildings	5%
Furniture, fixtures and office equipment	20% – 33%
Computer equipment	33%
Motor vehicles	10% – 20%
Plant and machinery	20%

15. RIGHT-OF-USE ASSETS/LEASE LIABILITIES

15a. Right-of-use assets

	Leasehold lands	Leased properties	Total
	HK$'000	*HK$'000*	*HK$'000*
COST			
At 1 January 2023	5,409	1,363	6,772
Currency realignment	(77)	(5)	(82)
Additions	–	351	351
At 31 December 2023	5,332	1,709	7,041
Currency realignment	(114)	–	(114)
Write off	–	(1,709)	(1,709)
At 31 December 2024	5,218	–	5,218
DEPRECIATION			
At 1 January 2023	294	1,363	1,657
Currency realignment	(5)	(5)	(10)
Charge to profit or loss during the year	161	212	373
At 31 December 2023	450	1,570	2,020
Currency realignment	(11)	–	(11)
Charge to profit or loss during the year	159	139	298
Write off	–	(1,709)	(1,709)
At 31 December 2024	598	–	598
CARRYING AMOUNT			
At 31 December 2024	4,620	–	4,620
At 31 December 2023	4,882	139	5,021

15. RIGHT-OF-USE ASSETS/LEASE LIABILITIES (Continued)

15a. Right-of-use assets (Continued)

	2024 HK$'000	2023 HK$'000
Total cash outflow for leases	264	264

For both years, the Group leases various offices for its operations. Lease contracts are entered into for fixed term of one to two years.

The right-of-use assets are depreciated on a straight-line basis at 2% per annum for leasehold lands and over the lease terms for leased properties.

In addition, the Group owns several industrial buildings where its manufacturing facilities are primarily located and office buildings. The Group is the registered owner of these property interests, including the underlying leasehold lands. Lump sum payments were made upfront to acquire these property interests. The leasehold land components of these owned properties are presented separately only if the payments made can be allocated reliably.

15b. Lease liabilities

	2024 HK$'000	2023 HK$'000
Lease liabilities payables:		
Within one year	–	212
Amount due for settlement with 12 months shown under current liabilities	–	212

16. INVENTORIES

	2024 HK$'000	2023 HK$'000
Raw materials	4,245	8,650
Work in progress	52,051	63,904
	56,296	72,554

17. TRADE AND OTHER RECEIVABLES

	2024 *HK$'000*	2023 *HK$'000*
Trade receivables	**39,274**	24,787
Less: allowance for credit losses	**(3,563)**	(3,215)
	35,711	21,572
Retention money receivables	**8,660**	7,271
Less: allowance for credit losses	**(607)**	(931)
	8,053	6,340
	43,764	27,912
Prepayments and deposits *(Note i)*	**1,572**	5,161
Other receivables from third parties	**3,689**	5,802
Less: allowance for credit losses *(Note ii)*	**(452)**	(462)
Cash advance to staff	**807**	367
	49,380	38,780

Notes:

i. The accumulated impairment loss on prepayments and deposits amounted to HK$352,000 as at 31 December 2024 (2023: HK$359,000).

ii. No addition or reversal of impairment loss was recognised except currency realignment on other receivables during the years ended 31 December 2024 and 2023.

The Group normally allows a credit period of three months to its trade customers. Before accepting any new customer, the Group will internally assess the credit quality of the potential customer and define appropriate credit limits.

At 1 January 2023, Trade-related Receivables from contracts with customers amounted to HK$17,020,000.

17. TRADE AND OTHER RECEIVABLES (Continued)

The following is an aged analysis of trade receivables (net of allowance for credit losses) presented based on the completion date at the end of the reporting periods.

	2024	2023
	HK$'000	*HK$'000*
0 – 90 days	**7,550**	20,048
91 – 365 days	**21,438**	1,524
1 – 2 years	**6,723**	–
	35,711	21,572

As at 31 December 2024, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK$28,161,000 (2023: HK$1,524,000) which are past due as at the reporting date. The past due balances are not considered as in default as the Group considered such balances could be recovered based on historical experience. The Group does not hold any collateral over these balances.

Retention money receivables refer to the sum retained by customers after the delivery and completion of the contracts (including construction contracts of casing and flavouring system and sales of other products) but before the expiry of the warranty period given by the Group, which in general, a period of one to two years and presented as current assets as the receivables are within the normal operating cycle. Included in retention money receivables with carrying amount of HK$759,000 (2023: HK$3,244,000) which is past due but not credit-impaired by considering the continuing business relationship with the debtors. The Group has not hold any collateral over these balances.

Details of impairment assessment of trade and other receivables are set out in Note 28(b).

18. FINANCIAL ASSETS AT FVTPL

	2024	2023
	HK$'000	*HK$'000*
Financial assets at FVTPL		
– Structured deposits *(Note)*	**21,598**	–

Note:

The balance comprising HK$21,598,000 with a flexible maturity period for no more than three months with the yield rate stipulate in the contract which set at floating and linked with performance of the underlying assets.

19. RESTRICTED BANK DEPOSITS/CASH AND CASH EQUIVALENTS/FIXED DEPOSITS

Cash and cash equivalents include demand deposits and short term deposits for the purpose of meeting the Group's short term cash commitments, which carry interest at market rates range from 0.00% to 0.45% (2023: 0.15% to 2.69%).

Restricted bank deposits carry effective interest rate range from 0.80% to 1.20% (2023: 0.2% to 1.35%) per annum and represent deposits to banks for the settlement of bill payables and to secure certain construction contracts.

The fixed deposits are within a term from more than 6 months to 12 months and carry interest at rates ranging from 3.03% to 3.77% (2023: nil) per annum.

Details of impairment assessment of restricted bank deposits, bank balances and fixed deposits are set out in Note 28(b).

20. TRADE AND OTHER PAYABLES

	2024 HK$'000	2023 HK$'000
Trade payables	**12,509**	16,622
Bills payables	**7,521**	9,176
	20,030	25,798
Accrued warranty provision *(Note a)*	**5,206**	5,406
Accrued welfare expenses	**3,060**	2,687
Other payables	**5,000**	5,274
Other tax payables	**1,210**	2,859
	34,506	42,024

Notes:

a. The balance of accrued warranty provision represents management's best estimate of the Group's liability under the relevant contracts with customers for the construction contracts of casing and flavouring system and sales of other products, based on prior experience and industry averages for defective products at the end of each reporting period.

b. The following is a movement of accrued warranty provision at the end of each reporting periods:

	2024 HK$'000	2023 HK$'000
At the beginning of the year	**5,406**	3,273
Additions	**1,017**	3,884
Utilisations	**(1,217)**	(1,751)
At the end of the year	**5,206**	5,406

20. TRADE AND OTHER PAYABLES (Continued)

The following is an aged analysis of trade and bills payables presented based on the invoice date at the end of the reporting period:

	2024 HK$'000	2023 HK$'000
0 – 90 days	12,019	14,587
91 – 365 days	7,122	9,164
1 – 2 years	96	1,443
Over 2 years	793	604
	20,030	25,798

The average credit period on purchase of goods is 90 days.

21. CONTRACT LIABILITIES

	2024 HK$'000	2023 HK$'000
Construction contracts of casing and flavouring system	47,540	45,113
Sales of other products	24,307	12,715
	71,847	57,828

As at 1 January 2023, contract liabilities amounted to HK$90,153,000.

For the revenue recognised during the year ended 31 December 2024, HK$29,228,000 and HK$9,726,000 (2023: HK$54,173,000 and HK$7,989,000) were included in the contract liabilities balance at the beginning of the year for the construction contracts of casing and flavouring system and sales of other products, respectively. There is no revenue recognised during the year which related to performance obligation that has satisfied in prior periods.

The Group receives 10% to 30% of the contract value as deposits from customers when they sign the sale and purchase agreement, this will give rise to contract liabilities at the start of a contract. The deposits result in contract liabilities being recognised throughout the construction period until the performance obligation has been satisfied.

22. DEFERRED TAXATION

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The followings are the major deferred tax assets (liabilities) recognised and movements thereon during the current and prior years:

	Provision for trade and other receivables and others *HK$'000*	**Provision for inventories** *HK$'000*	**Revaluation of a property** *HK$'000*	**Withholding tax on undistributed profit** *HK$'000*	**Total** *HK$'000*
At 1 January 2023	1,341	2,020	(3,904)	(1,846)	(2,389)
Currency realignment	(21)	(24)	55	19	29
Credit (charge) to profit or loss for the year	236	(749)	81	232	(200)
Reallocated to current tax	–	–	–	880	880
At 31 December 2023	1,556	1,247	(3,768)	(715)	(1,680)
Currency realignment	(33)	(29)	79	23	40
Credit (charge) to profit or loss for the year	104	166	80	(537)	(187)
Reallocated to current tax	–	–	–	–	–
At 31 December 2024	1,627	1,384	(3,609)	(1,229)	(1,827)

At 31 December 2024 and 2023, the Group has no other material unrecognised deductible temporary differences.

23. SHARE CAPITAL

	Number of shares	Amount
		HK$'000
Authorised:		
Ordinary shares of HK$0.0025 each at 1 January 2023, 31 December 2023 and 31 December 2024	4,000,000,000	10,000
Issued and fully paid:		
Ordinary shares of HK$0.0025 each at 1 January 2023, 31 December 2023 and 31 December 2024	804,000,000	2,010

24. SHARE OPTION SCHEMES

(a) Share option scheme

Pursuant to a share option scheme approved by a written resolution passed by the shareholders of the Company on 20 October 2011 (the "Share Option Scheme"), the Company may grant options to eligible directors of the Company, eligible employees of the Group and other selected participants, for the recognition of their contributions, to subscribe for shares in the Company with a payment of HK$10 upon each grant of options offered.

The exercise price of the share option will be determined at the highest of:

(i) the closing price of the Company's shares on the Stock Exchange on the date of grant;

(ii) the average of closing prices of the Company's shares on the Stock Exchange on the five trading days immediately preceding the date of grant of the option; and

(iii) the nominal value of the Company's shares.

The share options are exercisable at any time during a period of not more than 10 years from the date of grant, subject to the terms and conditions of the Share Option Scheme, or any conditions stipulated by the board of directors.

The maximum number of shares in respect of which options may be granted shall not exceed 10% of the number of shares of Company in issue from time to time. Unless further shareholders' approval has been obtained pursuant to the conditions set out in the Share Option Scheme, no person shall be granted an option which, if all the options granted to the person (including both exercised and outstanding options) in any 12 month period up to the date of grant are exercised in full, would result in such person's maximum entitlement exceeding 1% of the number of issued shares of Company.

Up to the date of issuance of the consolidated financial statements, no options have been granted or agreed to be granted pursuant to the Share Option Scheme.

24. SHARE OPTION SCHEMES (Continued)

(b) Pre-IPO share option scheme

The principal terms of the Pre-IPO share option scheme, approved by a written resolution of the shareholders of the Company dated 20 October 2011, are substantially the same as the terms of the Share Option Scheme except that:

(i) the exercise price of the share option is 80% of HK$1.20; and

(ii) the option shall only be exercisable on or after 1 January 2013 and expire not later than 10 years from the date of grant.

During the years ended 31 December 2024 and 2023, no share options has been granted nor exercised and there is no outstanding share options of the Company as at 31 December 2024 and 2023.

25. RETIREMENT BENEFITS SCHEME

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. Under the scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK$30,000. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees.

The employees of the Group's PRC subsidiary are members of the state-managed retirement benefits scheme operated by the PRC government. The PRC subsidiary is required to contribute a certain percentage of its payroll cost to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the required contributions under the scheme.

The amounts incurred for retirement benefits scheme contributions are disclosed in Notes 9 and 10. According to the respective schemes, those contributions are not refundable nor forfeitable.

The total expense recognised in profit or loss of HK$1,961,000 (2023: HK$1,912,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plans. As at 31 December 2024, contributions of nil (2023: nil) due in respect of the year ended 31 December 2024 had not been paid over to the plans.

26. RELATED PARTY TRANSACTIONS

Other than as disclosed elsewhere in these consolidated financial statements, the Group has following transactions with related parties:

Relationship	Natures of transactions	2024 HK$'000	2023 HK$'000
Entity controlled by Ms. Liu Li	Expenses relating to short-term leases	**240,000**	198,000

Compensation of key management personnel

Details of the remuneration of key management personnel, which are the directors and five highest paid employees, during the year, were set out in Note 10.

27. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure consists of equity attributable to owners of the Company, comprising issued share capital and reserves.

The management of the Company reviews the capital structure on a regular basis. As part of this review, the management considers the cost of capital and the risks associated with each class of capital. Based on recommendations of the management, the Group will balance its overall capital structure through the payment of dividends and raising of new capital.

28. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2024 HK$'000	2023 HK$'000
Financial assets		
At amortised cost*	**141,881**	131,353
At FVTPL	**21,598**	–
Financial liabilities		
At amortised cost**	**25,030**	31,072

* Prepayments and deposits, cash advance to staff and value-added tax recoverable are excluded

** Accrued welfare expenses, other tax payables and accrued warranty provision are excluded

28. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

The Group's major financial instruments include certain trade and other receivables, restricted bank deposits, fixed deposits, financial assets at FVTPL, bank balances and certain trade and other payables.

Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and lease liabilities include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner. There has been no material change to the Group's exposure to market risks or the manner in which it manages and measures the risk from prior year.

Currency risk

A subsidiary of the Company has foreign currency bank balances against the functional currency of the relevant entity which expose the Group to foreign currency risk.

The carrying amounts of the foreign currencies (other than the functional currency) denominated monetary assets of the Group, representing bank balances, at the end of reporting period are as follows:

	2024 ***HK$'000***	2023 *HK$'000*
RMB	**119**	21,688
United States dollars ("US$")	**104**	101

The Group currently does not have a foreign currency hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

Sensitivity analysis

The management of the Group considers the Group's exposure for RMB and US$ is not significant and no sensitivity analysis is presented.

In the management's opinion, the sensitivity analysis is unrepresentative for the foreign exchange risk as the exposure at the end of reporting period does not reflect the exposure during the year.

28. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Interest rate risk

The Group's bank balances have exposure to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on restricted bank deposits and bank balances (see Note 19 for details) at the end of the reporting period. The management considers the Group's exposure of the short-term bank deposits and balances to interest rate risk is not significant and no sensitivity analysis is presented.

Credit risk and impairment assessment

Credit risk refers to the risk the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk is primarily attributable to Trade-related Receivables, other receivables, restricted bank deposits, fixed deposits, financial assets at FVTPL and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Trade-related Receivables arising from contracts with customers

Before accepting any new customer, the Group will internally assess the credit quality of the potential customer and define appropriate credit limits. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

At 31 December 2024, the Group has concentration of credit risk as 41% and 88% (2023: 5% and 66%) of the aggregated amount of Trade-related Receivables was due from the Group's largest customer and five largest customers respectively, which operate in the tobacco industry in the PRC. In order to minimise the credit risk, management continuously monitors the level of exposure to ensure that follow-up actions and/or corrective actions are taken promptly to lower the risk exposure or to recover overdue balances. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group had concentration of credit risk by geographical location as Trade-related Receivables comprise various debtors which are all located in the PRC during the years ended 31 December 2024 and 2023.

In addition, the Group performs impairment assessment under ECL model on trade related balances collectively. Impairment loss recognised on Trade-related Receivables (net) amounted to HK$114,000 was recognised during the year ended 31 December 2024 (2023: reversal of impairment loss HK$322,000). Details of the quantitative disclosures are set out below in this note.

28. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Trade-related Receivables arising from contracts with customers (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade-related Receivables	Other financial assets/other items
Low risk	The counterparty controlled by a large state-owned enterprise with good credit standing, have very strong solvency and has a low risk of default.	Lifetime ECL – not credit-impaired	12m ECL
Watch list	Debtor has strong solvency and may repay after due but usually settle in full.	Lifetime ECL – not credit-impaired	12m ECL
Doubtful	Debtor has poor solvency with long aging, and have a high risk of default.	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
Loss	There is evidence indicating the asset is credit-impaired and the Group has no realistic prospect of recovery.	Lifetime ECL – credit-impaired	Lifetime ECL – credit-impaired

28. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Trade-related Receivables arising from contracts with customers (Continued)

As part of the Group's credit risk management, the Group applies internal credit rating for its customers in relation to its tobacco machinery manufacturing operation. The following table provides information about the exposure to credit risk for Trade-related receivables which are assessed on a collective basis within lifetime ECL.

As at 31 December 2024

	Loss rate	Gross carrying amount HK$'000	Impaired loss allowance HK$'000
Internal credit rating			
Low risk	**0.02%**	**28,246**	**5**
Watch list	**5.65%**	**16,144**	**912**
Doubtful	**24.42%**	**385**	**94**
Loss	**100.00%**	**3,159**	**3,159**
		47,934	**4,170**

As at 31 December 2023

	Loss rate	Gross carrying amount HK$'000	Impaired loss allowance HK$'000
Internal credit rating			
Low risk	1.15%	18,795	216
Watch list	6.25%	8,365	523
Doubtful	24.20%	1,967	476
Loss	100.00%	2,931	2,931
		32,058	4,146

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

28. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Trade-related Receivables arising from contracts with customers (Continued)

The following table shows the movements in lifetime ECL that has been recognised for Trade-related Receivables under the simplified approach.

	Lifetime ECL (not credit-impaired) HK$'000	Lifetime ECL (credit-impaired) HK$'000	Total HK$'000
As at 1 January 2023	434	4,096	4,530
Currency realignment	(3)	(59)	(62)
Transfer to credit impairment	1,137	(1,137)	–
Impairment loss recognised	962	31	993
Impairment loss reversed	(1,315)	–	(1,315)
As at 31 December 2023	1,215	2,931	4,146
Currency realignment	(20)	(70)	(90)
Transfer to credit impairment	170	(170)	–
Impairment loss recognised	654	468	1,122
Impairment loss reversed	(1,008)	–	(1,008)
As at 31 December 2024	1,011	3,159	4,170

Restricted bank deposits/bank balances/fixed deposits/financial assets at FVTPL

Credit risk on restricted bank deposits, bank balances, fixed deposits and financial assets at FVTPL is limited because the counterparties are reputable banks with high credit ratings assigned by international credit agencies. The Group assessed 12m ECL for restricted bank deposits/bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the 12m ECL on restricted bank deposits, bank balances, fixed deposits and financial assets at FVTPL is considered to be insignificant and thus no loss allowance was recognised.

Other receivables

For other receivables, the directors of the Company assessed the ECL individually based on internal credit rating which, in the opinion of the directors of the Company, have no significant increase in credit risk since initial recognition. ECL is estimated based on historical observed default rates over the expected life of debtors and forward looking information that is available without undue cost or effort. The directors of the Company believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the years ended 31 December 2024 and 2023, the Group assessed the ECL for other receivables and deposits were insignificant and thus no loss allowance was recognised.

28. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuation in cash flows.

The following table details the Group's remaining contractual maturity for its financial liabilities and lease liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table represented both principal and interest cash flows, where applicable.

	Weighted average interest rate per annum	**Repayable on demand or less than 3 months** *HK$'000*	**Undiscounted cash flows** *HK$'000*	**Carrying amounts** *HK$'000*
2024				
Trade and other payables	**N/A**	**25,030**	**25,030**	**25,030**
		25,030	**25,030**	**25,030**

	Weighted average interest rate per annum	Repayable on demand or less than 3 months *HK$'000*	3 months to 1 year *HK$'000*	Undiscounted cash flows *HK$'000*	Carrying amounts *HK$'000*
2023					
Trade and other payables	N/A	31,072	–	31,072	31,072
Lease liabilities	3.58%	66	198	264	212
		31,138	198	31,336	31,284

28. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments

Fair value of the Group's financial assets that are measured at fair value on recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique and input used).

Financial assets	Fair value as at		Fair value hierarchy	Valuation technique and key input
	31/12/2024	31/12/2023		
Structured deposits classified as financial assets at FVTPL	**Assets – HK$21,598,000**	Assets – Nil	Level 2	Discounted cash flow. Future cash flows are estimated based on discount rate observed in the contract and available market.

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on recurring basis (but fair value disclosures are required)

The management considers that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values.

29. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Lease liabilities
	HK$'000
At 1 January 2023	–
New lease entered	351
Financing cash flow	(264)
Interest on lease liabilities	125
At 31 December 2023	212
Financing cash flow	(264)
Interest on lease liabilities	52
At 31 December 2024	–

30. PARTICULARS OF SUBSIDIARIES

Details of the Company's subsidiaries as at 31 December 2024 and 2023 are as follows:

Name of subsidiaries	Place of incorporation/ establishment/ operations	Issued and fully paid share capital/ registered capital		Attributable to the owners of the Company		Principal activities
		2024	2023	**2024**	2023	
Directly owned subsidiary:						
RENHENG Global	British Virgin Islands ("BVI")	**US$50,000**	US$50,000	**100%**	100%	Investment holding
RENHENG Future Holdings Limited	BVI	**US$100**	US$100	**100%**	100%	Investment holding
Indirectly owned subsidiaries:						
RENHENG Tech Limited	Hong Kong	**HK$1**	HK$1	**100%**	100%	Investment holding
RENHENG Future Limited	Hong Kong	**HK$100**	HK$100	**100%**	100%	Investment holding
Salus Medical Company Limited	Hong Kong	**HK$10,000**	N/A	**100%**	N/A	Investment holding
Baoying Renheng* 寶應仁恒實業有限公司	PRC	**RMB 73,857,143**	RMB 73,857,143	**100%**	100%	Manufacture and sale of tobacco machinery products

* The subsidiary is wholly foreign-owned enterprise.

None of the subsidiaries had issued any debt securities during the year or at the end of the year.

31. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

	2024 **HK$'000**	2023 HK$'000
Non-current assets		
Investment in a subsidiary	**378**	378
Amount due from a subsidiary *(Note)*	**469**	2,961
	847	3,339
Current assets		
Amount due from a subsidiary	**92**	58
Cash and cash equivalents	**531**	451
Prepayment	**179**	–
	802	509
Current liabilities		
Amount due to a subsidiary	**795**	795
Amount due to directors	**1,198**	1,313
Other payables	**172**	178
	2,165	2,286
Net current liabilities	**(1,363)**	(1,777)
Net (liabilities) assets	**(516)**	1,562
Capital and reserves		
Share capital	**2,010**	2,010
Reserves	**(2,526)**	(448)
Total (deficit) equity	**(516)**	1,562

Note: The amounts are unsecured, interest-free and repayable on demand. The advance which are not expected to be settled within one year from the end of the year is classified under non-current assets.

31. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

Movement in Company's reserves is set out below:

	Share premium	Other reserve	Accumulated losses	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
	(Note a)	*(Note b)*		
At 1 January 2023	41,818	378	(40,811)	1,385
Loss and total comprehensive expense for the year	–	–	(1,833)	(1,833)
At 31 December 2023	41,818	378	(42,644)	(448)
Loss and total comprehensive expense for the year	–	–	(2,078)	(2,078)
At 31 December 2024	41,818	378	(44,722)	(2,526)

Notes:

(a) Under the Companies Law of the Cayman Islands, the share premium of the Company is available for distribution or paying dividends to shareholders subject to the provisions of its memorandum or articles of association and provided that immediately following the distribution of dividends, the Company is able to pay its debts as they fall due in the ordinary course of business. At the end of the reporting period, the Company has no reserve available for distribution (2023: nil).

(b) Other reserve represented the share capital of RENHENG Global which was acquired by the Company at nil consideration pursuant to the group reorganisation underwent in prior years.

FINANCIAL SUMMARY

	Year ended 31 December				
	2020	2021	2022	2023	**2024**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	***HK$'000***
RESULTS					
Revenue	76,279	73,731	69,083	124,423	**114,896**
Profit (loss) before taxation	2,491	3,368	(588)	17,918	**10,334**
Taxation	(3,274)	(2,647)	(1,775)	(4,360)	**(3,299)**
(Loss) profit for the year	(783)	721	(2,363)	13,558	**7,035**
	HK cents	*HK cents*	*HK cents*	*HK cents*	***HK cents***
(Loss) earnings per share					
– Basic and diluted	(0.10)	0.09	(0.29)	1.69	**0.88**

	As at 31 December				
	2020	2021	2022	2023	**2024**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	***HK$'000***
ASSETS AND LIABILITIES					
Total assets	218,927	267,998	258,448	235,517	**245,471**
Total liabilities	(99,471)	(144,800)	(147,127)	(112,131)	**(117,460)**
Net assets	119,456	123,198	111,321	123,386	**128,011**