



2025

年度報告

ANNUAL REPORT

中彩網通控股有限公司
China Netcom Technology Holdings Limited

(於開曼群島註冊成立之有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code 股份代號: 8071)



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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Mr. Zheng Minggao (*Chairman*)
Ms. Wu Shan

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Feng Yu
Mr. Yu Tat Chi Michael
Mr. Fan Lei

COMPANY SECRETARY

Ms. Tsang Sin Man

COMPLIANCE OFFICER

Ms. Wu Shan

AUTHORISED REPRESENTATIVES

Ms. Wu Shan
Ms. Tsang Sin Man

AUDIT COMMITTEE

Mr. Yu Tat Chi Michael (*Chairman*)
Ms. Feng Yu
Mr. Fan Lei

REMUNERATION COMMITTEE

Mr. Fan Lei (*Chairman*)
Mr. Zheng Minggao
Ms. Feng Yu
Mr. Yu Tat Chi Michael

NOMINATION COMMITTEE

Mr. Zheng Minggao (*Chairman*)
Ms. Feng Yu
Mr. Yu Tat Chi Michael
Mr. Fan Lei

AUDITOR

Loyal Honour CPA Limited
Certified Public Accountants

董事會

執行董事

鄭明高先生 (*主席*)
吳珊女士

獨立非執行董事

馮羽女士
余達志先生
范磊先生

公司秘書

曾倩雯女士

監察主任

吳珊女士

授權代表

吳珊女士
曾倩雯女士

審核委員會

余達志先生 (*主席*)
馮羽女士
范磊先生

薪酬委員會

范磊先生 (*主席*)
鄭明高先生
馮羽女士
余達志先生

提名委員會

鄭明高先生 (*主席*)
馮羽女士
余達志先生
范磊先生

核數師

康盈會計師事務所有限公司
執業會計師

CORPORATE INFORMATION

公司資料

COMPANY'S LEGAL ADVISER AS TO HONG KONG LAW

CFN Lawyers LLP

PRINCIPAL BANKS

Bank of Communications Co., Ltd.
Industrial and Commercial Bank of China Limited (ICBC)
China Minsheng Banking Corp., Ltd.
Zunyi Xinpu Changzheng Village Bank Co., Ltd.
Rizhao Bank Co., Ltd.
Bank of Ningbo Co., Ltd.
Bank of Hangzhou Wenchuang Sub-branch

REGISTERED OFFICE

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KY1-1205
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT IN THE CAYMAN ISLANDS

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BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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STOCK CODE

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WEBSITE

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本公司有關香港法例的法律顧問

陳馮吳律師事務所有限法律責任合夥

主要往來銀行

交通銀行股份有限公司
中國工商銀行股份有限公司
中國民生銀行股份有限公司
遵義新蒲長征村鎮銀行股份有限公司
日照銀行股份有限公司
寧波銀行股份有限公司
杭州銀行文創支行

註冊辦事處

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CHAIRMAN'S STATEMENT

主席報告

Dear shareholders,

I present the annual results of the Company and its subsidiaries (collectively, the **"Group"**) for the year ended 31 December 2025 on behalf of the board (the **"Board"**) of directors (the **"Directors"**).

In 2025, global economic volatility and geopolitical conflicts intertwined, leading to multiple pressures and complex challenges for the global operations of enterprises. Facing uncertainties in the external environment, the Group resolutely implemented the national development orientation of "stabilizing growth, promoting innovation and strengthening industry", proactively optimized its business layout, and consolidated its developmental foundation and competitive advantages amidst a changing landscape. At the same time, the domestic and international artificial intelligence and computing power industries entered a period of rapid development and intensive policy support. This provided strong assistance and broad space for the technological iteration and scenario expansion of the Group's smart retail business, ensuring that the Group maintained business resilience and core innovation capabilities during dynamic adjustments.

To focus on its core business and deepen professional development, the Group continued to optimize its resource allocation and concentrated its efforts on two core sectors. Firstly, the Group deeply cultivated the smart retail market by relying on the smart retail and operation platform which integrates cloud services and operation. The Group has strengthened platform research and development and collaborative innovation to build an autonomous, controllable and highly efficient service ecosystem. Secondly, the Group nurtured and expanded its automotive culture business. By aligning with the trends of consumption upgrades and quality lifestyles, the Group integrated high-quality supply chain resources to create a distinctive and highly competitive business segment, fully promoting its high-quality and sustainable development.

各位股東：

本人謹代表董事（「董事」）會（「董事會」），提呈本公司及其附屬公司（統稱「本集團」）截至2025年12月31日止年度的全年業績。

2025年，全球經濟波動與地緣政治衝突交織疊加，導致企業全球化經營面臨多重壓力與複雜挑戰。面對外部環境不確定性，本集團緊跟國家政策導向，堅決落實「穩增長、促創新、強產業」的發展部署，主動優化經營布局，在變局中夯實發展根基、築牢競爭優勢。與此同時，國內外人工智能與算力產業迎來高速發展、政策密集賦能期，為本集團智慧零售業務的技術迭代與場景拓展提供了有力支撐與廣闊空間，保障本集團在動態調整中保持業務韌性與核心創新能力。

為聚焦核心主業、深化專業發展，本集團持續優化資源配置，聚焦發展兩大核心賽道：一是深耕智慧零售市場，依托雲服務與運營一體化智慧零售運營平台，強化平台研發與協同創新，構建自主可控、高效協同的服務生態；二是培育壯大車品文化業務，緊扣消費升級與品質生活趨勢，整合優質供應鏈資源，打造特色鮮明、競爭力突出的業務板塊，全力推動本集團高質量、可持續發展。

CHAIRMAN'S STATEMENT 主席報告

The year 2025 is a key year for China to focus on boosting consumption and nurturing new quality productive forces. The “Guiding Opinions on Vigorously Developing Digital Consumption to Jointly Create a Better Life in the Digital Age” (《關於大力發展數字消費共創數字時代美好生活的指導意見》), issued by eight ministries including the Ministry of Commerce, explicitly proposed to expand digital consumption channels and develop smart retail. It supports physical commercial enterprises in carrying out all-round, omni-channel and full-process digital transformation and marketing innovation. At the same time, relevant national policy deployments to vigorously promote the advancement of the automotive industry and the standardized, high-quality development of the automotive aftermarket have further broadened the application scenarios and growth space for the automotive culture business. The Group will closely track policy directions and market trends, taking “increasing variety, improving quality and creating brands” as its core component. The Group will formulate flexible and pragmatic operating strategies, deeply tap into consumption potential and expand new business directions to actively seize favourable policies and development opportunities, achieving simultaneous growth in business scale and operating efficiency.

Lastly, on behalf of the Board, I would like to express my sincere gratitude to all employees and the management team for their unity and concerted efforts, and to our customers and business partners for walking hand-in-hand with us. We further extend our heartfelt appreciation to all shareholders for their continuous trust and firm support. Looking ahead, the Group will continue to align itself with national strategic directions, deeply cultivate its core businesses and strengthen innovation-driven development. We will move forward steadily in the process of promoting industrial digital transformation and nurturing strategic emerging industries, striving to create long-term and stable value returns for shareholders and contributing actively to the accelerated construction of a modern industrial system.

Zheng Minggao
Chairman and Executive Director

31 March 2026

2025年是國家著力提振消費、培育壯大新質生產力的關鍵一年。商務部等八部門印發的《關於大力發展數字消費共創數字時代美好生活的指導意見》明確提出，要拓展數字消費渠道，發展智慧零售，支持實體商貿企業開展全方位、全渠道、全流程數字化轉型與營銷創新；同時，國家大力推動汽車產業升級、促進汽車後市場規範化高質量發展等相關政策部署，亦進一步拓寬了車品文化業務的應用場景與增長空間。本集團將緊貼政策導向與市場趨勢，以「增品種、提品質、創品牌」為核心，製定靈活務實的經營策略，深度挖掘消費潛力及拓展新業務方向，積極把握利好政策與發展機遇，實現業務規模與經營效益同步提升。

最後，本人謹代表董事會，向全體僱員及管理團隊的凝心聚力、客戶與業務夥伴的攜手同行表示誠摯感謝，更向全體股東的持續信任與堅定支持致以衷心感謝。未來，本集團將繼續錨定國家戰略方向，深耕核心主業、強化創新驅動發展，在推動產業數字化轉型、培育戰略性新興產業的進程中穩步前行，努力為股東創造長期穩定的價值回報，為加快構建現代化產業體系貢獻積極力量。

主席兼執行董事
鄭明高

2026年3月31日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

Smart Retail Business

The Group's smart retail business precisely positions itself as an integrated smart retail solution provider. Its core focus is service for smart retail industry chain, with main business covering the provision of new retail digital transformation solutions to customers such as chain retail enterprises and various types of merchants, and operation of a new retail integrated service platform that combines trading, management and data analysis. Meanwhile, the Group extends its deployment to core technical service for smart retail, including the research and development and deployment of dedicated smart retail system, customized cloud storage, highly efficient cloud computing and smart data analysis, hence constructing a highly efficient smart retail service system.

Currently, the domestic and international artificial intelligence and computing power industries are entering a phase of explosive growth, with policies intensively empowering the upgrading of the smart retail industry. Simultaneously, the Chinese government is vigorously promoting the expansion and quality improvement of digital consumption, explicitly proposing to expand digital consumption channels, cultivate the smart retail sector, and support physical business enterprises in carrying out comprehensive, omni-channel, and end-to-end digital transformation and marketing innovation. Such favourable policies and market trend have not only provided solid support for the Group's technological iteration and product upgrades in its smart retail business, but also created broad development space for scenario expansion and ecosystem extension.

The Group receives income that is based on customers' volume of usage of smart retail systems and cloud services such as transaction amount and cloud service usage. For the year ended 31 December 2025, the Group's continuing operation of smart retail business generated revenue of approximately HK\$27,603,000 (2024: approximately HK\$26,749,000), and recorded operating profit of approximately HK\$4,636,000 (2024: operating loss of approximately HK\$3,928,000).

業務回顧

智慧零售業務

本集團智慧零售業務精準定位為綜合智慧零售解決方案供應商，核心聚焦智慧零售產業鏈服務，主營業務涵蓋向連鎖零售企業、各類商戶等客群，提供新零售數字化轉型解決方案，運營集交易、管理、數據分析於一體的新零售一體化服務平台；同時延伸布局智慧零售核心技術服務，包括智慧零售專用系統研發與部署、定製化雲端儲存、高效雲端運算及數據智能分析等，構建智慧零售高效服務體系。

當前，國內外人工智能與算力產業進入爆發式增長階段，政策密集賦能智慧零售產業升級；與此同時，中國政府大力推動數字消費擴容提質，明確提出拓展數字消費渠道、深耕智慧零售賽道，支持實體商貿企業開展全方位、全渠道、全流程數字化轉型與營銷創新。這一政策紅利與市場趨勢，不僅為本集團智慧零售業務的技術迭代、產品升級提供了堅實支撐，更為場景拓展、生態擴容創造了廣闊發展空間。

本集團根據智慧零售系統及雲端服務的客戶使用量(如交易金額、雲端服務使用量等)獲得收入。截至2025年12月31日止年度，本集團來自持續經營業務之智慧零售業務產生收益約27,603,000港元(2024年：約26,749,000港元)，並錄得經營溢利約4,636,000港元(2024年：經營虧損約3,928,000港元)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In August 2024, the Group disposed the AWS cloud service business (“**AWS Cloud Service Business**”) under smart retail business, and classified such business as discontinued operation. The Group has recognised the gain from the disposal of AWS Cloud Service Business of approximately HK\$4,279,000 in the second half of the year ended 31 December 2024. For the year ended 31 December 2025, the Group’s discontinued operation of AWS Cloud Service Business generated revenue of approximately HK\$134,000 (2024: approximately HK\$2,191,000), and recorded operating loss of approximately HK\$1,089,000 (2024: operating profit of approximately HK\$490,000).

For the year ended 31 December 2025, the Group’s continuing operation of smart retail business recorded a revenue growth, primarily attributable to the continuous expansion and growth of the new retail integrated service platform business, where both the number of partner suppliers and revenue from customer service for the platform increased, and its operation efficiency has significantly improved. At the same time, the Group has optimized the cost structure of smart retail business, consolidated supply chain resources, and continuously reduced operating and staff costs.

Automotive Culture Business

Against the backdrop of increasing consumer demand for automotive-related accessories, peripheral products and items of point-based shopping mall, the Group’s newly deployed automotive culture business demonstrates strong market potential. Meanwhile, the government’s policies to vigorously promote the upgrading of the automotive industry and facilitate the standardized and high-quality development of the automotive aftermarket have further broadened the application scenarios and growth potential of the automotive culture business.

於2024年8月，本集團出售了智慧零售業務的AWS雲服務業務（「**AWS雲服務業務**」），並將該業務分類為已終止經營業務。本集團已於截至2024年12月31日止年度下半年確認出售AWS雲服務業務之收益約4,279,000港元。截至2025年12月31日止年度，本集團來自已終止經營業務之AWS雲服務業務產生收益約134,000港元（2024年：約2,191,000港元），並錄得經營虧損約1,089,000港元（2024年：經營溢利約490,000港元）。

截至2025年12月31日止年度，本集團來自持續經營業務之智慧零售業務錄得收益增長主要是由於新零售一體化服務平台業務的持續拓展和增長，平台合作供應商數量及客戶服務收益實現雙提升，運營效率顯著改善；同時，本集團對智慧零售業務的成本結構進行優化調整，整合供應鏈資源，持續降低運營及人力成本所致。

車品文化業務

在消費者對汽車配件、周邊產品及積分商城商品需求持續增長的背景下，本集團全新布局的車品文化業務已展現出良好的市場潛力。同時，政府大力推動汽車產業升級、促進汽車後市場規範化高質量發展等政策部署，亦進一步拓寬了車品文化業務的應用場景與增長潛力。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As consumer lifestyles become increasingly diverse, the market is focusing on not only the performance of automobiles themselves, but also the growing demand for in-car home products, leisure and outdoor products, and point-based redemption items. For this reason, the Group's automotive culture business adopts cross-industry collaboration and customized services as its core strategy. Through partnerships with multiple automotive suppliers, it provides standardized and customized products and design solutions based on market and user needs, and leverages the online platforms of its downstream automotive partners to achieve online ordering and efficient supply. This model has not only effectively expanded market coverage and improved supply chain efficiency, but also leveraged the brand influence and channel advantages of its partners to further reach end consumers, strengthening brand penetration and market competitiveness. In the future, the Group will continue to deepen channel expansion, explore diversified business development, and actively reduce operating costs to improve overall profitability.

For the period ended 31 December 2025, the Group's automotive culture business recorded revenue of approximately HK\$9,123,000 (2024: approximately HK\$169,000), and recorded operating loss of approximately HK\$663,000 (2024: operating profit of approximately HK\$2,000). The automotive culture business commenced in 2024. For the year ended 31 December 2025, benefitting from the expansion of customer base, the corresponding revenue grew, yet the business still recorded an operating loss. It was primarily due to the fact that the automotive culture business was still in the early stage of development, where the upfront investment in marketing, team recruitment and related operating expenses was high, and the business has not yet achieved economies of scale.

隨著消費者生活方式日趨多元，市場除關注汽車本身性能外，對車載家居、休閒戶外產品及積分兌換商品的需求亦持續提升。為此，本集團車品文化業務以跨界合作與客製化服務為核心策略，透過與多家車企供應商建立合作關係，依據市場及用戶需求提供標準化、客製化產品與設計方案，並依托合作方下游車企的網絡平台實現線上下單與高效供應。該模式不僅有效擴大市場覆蓋範圍、提升供應鏈效率，更可藉助合作夥伴的品牌影響力與渠道優勢，進一步觸達終端消費者，強化品牌滲透力與市場競爭力。未來，本集團將繼續深耕渠道拓展，探索業務多元化發展，積極降低營運成本以提升整體盈利能力。

截至2025年12月31日止期間，本集團之車品文化業務錄得收益約9,123,000港元（2024年：約169,000港元），並錄得經營虧損約663,000港元（2024年：經營溢利約2,000港元）。車品文化業務於2024年啟動。截至2025年12月31日止年度，受益於客戶規模擴張，相關收益實現增長，惟業務仍錄得經營虧損。其乃主要由於車品文化業務處於發展初期，前期投入之市場推廣、團隊招聘及相關營運開支較高，業務規模尚未達至規模經濟效應所致。

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FINANCIAL REVIEW AND TREASURY POLICIES

Profit/Loss attributable to owners of the Company

For the year ended 31 December 2025, the Group recorded a loss attributable to owners of the Company of approximately HK\$4,956,000 (for the year ended 31 December 2024: approximately HK\$7,598,000), representing a decrease of approximately 35% as compared to the corresponding period of 2024. The decrease in loss was primarily due to the continuous expansion and growth of the new retail integrated service platform business, the double-digit growth of the number of partner suppliers and revenue from customer service of the platform, and the significant improvement in operation efficiency, and thus a corresponding increase in gross profit margin.

The Group's discontinued operation, being its AWS Cloud Service Business, had incurred a loss attributable to owners of the Company of approximately HK\$556,000 for the year ended 31 December 2025 (for the year ended 31 December 2024: AWS Cloud Service Business had achieved a profit attributable to owners of the Company of approximately HK\$2,524,000).

Financial Performance of Continuing Operations

The Group's comprehensive income increased by approximately HK\$9,808,000 or approximately 36% from approximately HK\$26,918,000 for the year ended 31 December 2024 to approximately HK\$36,726,000 for the year ended 31 December 2025. The revenue of the Group for the year ended 31 December 2025 was derived mainly from its smart retail business and automotive culture business.

Cost of sales increased by approximately HK\$4,684,000 or approximately 18% from approximately HK\$26,608,000 for the year ended 31 December 2024 to approximately HK\$31,292,000 for the year ended 31 December 2025. Such increase was in line with the increase in revenue of the Group during the review period.

財務回顧和財務政策

本公司擁有人應佔溢利／虧損

截至2025年12月31日止年度，本集團錄得本公司擁有人應佔虧損約4,956,000港元（截至2024年12月31日止年度：約7,598,000港元），與2024年同期相比，下降了約35%。虧損減少主要是由於新零售一體化服務平台業務持續拓展及增長，平台合作供應商數目及客戶服務收益實現雙位增長，營運效率顯著改善，故毛利率相應提升。

本集團的已終止經營業務（即其AWS雲服務業務）於截至2025年12月31日止年度產生本公司擁有人應佔虧損約556,000港元（截至2024年12月31日止年度：AWS雲服務業務產生本公司擁有人應佔溢利約2,524,000港元）。

來自持續經營業務的財務表現

本集團的綜合收益自截至2024年12月31日止年度約26,918,000港元增加約9,808,000港元或約36%，至截至2025年12月31日止年度約36,726,000港元。本集團於截至2025年12月31日止年度的收益主要來自其智慧零售業務和車品文化業務。

銷售成本自截至2024年12月31日止年度約26,608,000港元增加約4,684,000港元或約18%，至截至2025年12月31日止年度約31,292,000港元。該增加與本集團於回顧期內的收益增加一致。

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As such, the Group's gross profit increased by approximately HK\$5,124,000 or approximately 1,653% from approximately HK\$310,000 for the year ended 31 December 2024 to approximately HK\$5,434,000 for the year ended 31 December 2025. Gross profit margin increased from approximately 1% for the year ended 31 December 2024 to approximately 15% for the year ended 31 December 2025. Such increase was mainly benefitted from the Group's optimization of cost structure of smart retail business, continuous reduction of operating and staff costs, as well as the optimization of the strategic direction of smart retail business from cloud service with lower gross profit to new retail integrated smart retail service platform with high gross profit.

Other income decreased by approximately HK\$572,000 or 82% from approximately HK\$699,000 for the year ended 31 December 2024 to approximately HK\$127,000 for the year ended 31 December 2025. Such decrease was primarily due to the decrease in bank interest and service fee income during the review period.

Other gain/loss has changed from a loss of approximately HK\$493,000 for the year ended 31 December 2024 to a gain of approximately HK\$398,000 for the year ended 31 December 2025. The change was primarily due to the decrease in net foreign exchange losses during the review period and derecognition of certain overdue liabilities during the year.

Administrative expenses decreased by approximately HK\$1,936,000 or 17% from approximately HK\$11,354,000 for the year ended 31 December 2024 to approximately HK\$9,418,000 for the year ended 31 December 2025. Such decrease was primarily due to the implementation of refined operation and management by the Group, the continuous reduction of administration expenses and various operating costs, the adjustment of employee remuneration structure and the optimization of administration during the review period.

Treasury Policies

The Group adopted centralised treasury policies in cash and financial management and focuses on reducing the Group's overall interest expenses.

DIVIDEND

The Board does not recommend the payment of any dividend in respect of the year ended 31 December 2025 (2024: nil).

因此，本集團毛利自截至2024年12月31日止年度約310,000港元增加約5,124,000港元或約1,653%，至截至2025年12月31日止年度約5,434,000港元。毛利率由截至2024年12月31日止年度約1%上升至截至2025年12月31日止年度約15%。該上升主要受惠於本集團對智慧零售業務的成本結構進行優化調整，持續降低運營及人力成本，以及智慧零售業務的戰略方向優化調整由低毛利雲服務轉向高毛利新零售一體化智慧零售服務平台。

其他收入自截至2024年12月31日止年度約699,000港元減少約572,000港元或82%，至截至2025年12月31日止年度約127,000港元。該減少主要是因為回顧期間內銀行利息及服務費收入減少。

其他收益／虧損已由截至2024年12月31日止年度約493,000港元虧損轉為截至2025年12月31日止年度約398,000港元收益。變動主要是由於回顧期間內匯兌虧損淨額減少，以及本年度終止確認若干逾期負債所致。

行政開支由截至2024年12月31日止年度約11,354,000港元減少約1,936,000港元或17%，至截至2025年12月31日止年度約9,418,000港元。該減少主要是由於回顧期間內本集團實施精細化營運管理，持續壓減行政開支及各項營運成本、僱員薪酬結構調整及優化行政所致。

財務政策

本集團在現金及財務管理方面採取集中財務政策，並致力於減少本集團的整體利息開支。

股息

董事會不建議就截至2025年12月31日止年度派發任何股息(2024年：無)。

MANAGEMENT DISCUSSION AND ANALYSIS

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LIQUIDITY AND GEARING RATIO

As at 31 December 2025, the Group recorded total assets of approximately HK\$21,728,000 (31 December 2024: approximately HK\$15,684,000), total liabilities of approximately HK\$16,381,000 (31 December 2024: approximately HK\$5,458,000) and cash and bank balances of approximately HK\$16,070,000 (31 December 2024: approximately HK\$13,281,000), which were denominated in Renminbi, Hong Kong dollars and US dollars. The current ratio of the Group as at 31 December 2025 was approximately 1 (31 December 2024: approximately 3). The decline in the current ratio was primarily due to the optimization of strategic direction of smart retail business, which resulted in concentration of sales in the second half of the year ended 31 December 2025, and drove the increase in trade and other payables by approximately HK\$9,602,000 (an increase of approximately 235%) from approximately HK\$4,086,000 in the corresponding period of 2024 to approximately HK\$13,688,000 for 2025. Meanwhile, with the sales growth for the year, trade and other receivables also increased by approximately HK\$3,411,000 (an increase of approximately 162%) from approximately HK\$2,107,000 in the corresponding period of 2024 to approximately HK\$5,518,000 for 2025. In particular, the Company wrote off an expected credit loss allowance of HK\$4,193,000 in respect of overdue trade receivables for which there is no reasonable expectation of cash flow recovery. The above-mentioned receivables and payables were mainly in short and medium term, which were within the acceptable normal aging range. Trade receivables overdue within 30 days and within 60 days accounted for 55% and 93% of the overall trade receivables, respectively, and expected credit losses remaining at a relatively low level. The management continues to monitor the aging profiles of receivables and payables as well as the expected credit loss to safeguard a stable financial position.

As at 31 December 2025, the Group had no bank borrowings (31 December 2024: nil). As at 31 December 2025, the Group had total borrowings of approximately HK\$2,104,000 (31 December 2024: nil) and total equity of approximately HK\$5,347,000 (31 December 2024: approximately HK\$10,226,000), and the gearing ratio was 39% (31 December 2024: nil). Those borrowings represented short-term, interest-free funding provided by customers, which were mainly used to optimize the capital turnover of supply chain and the acceleration of the delivery and contract performance. Overall, the Company had sufficient cash reserves and formulated a clear full repayment arrangement. It is expected that no significant impact would be made on the long-term repayment capability.

流動資金及資產負債比率

於2025年12月31日，本集團錄得總資產約21,728,000港元(2024年12月31日：約15,684,000港元)、總負債約16,381,000港元(2024年12月31日：約5,458,000港元)及現金及銀行結餘約16,070,000港元(2024年12月31日：約13,281,000港元)，分別以人民幣、港元和美元計價。本集團於2025年12月31日之流動比率為約1(2024年12月31日：約3)。流動比率下降主要是由於智慧零售業務進行戰略方向優化調整，令截至2025年12月31日止年度下半年銷售較為集中，帶動貿易及其他應付款項由2024年同期約4,086,000港元增加約9,602,000港元(增幅約235%)至2025年的約13,688,000港元。同時，隨著全年銷售增長，貿易及其他應收款項亦由2024年同期約2,107,000港元增加約3,411,000港元(增幅約162%)至2025年的約5,518,000港元，其中，本公司撇銷預期虧損撥備4,193,000港元，以清理逾期且無合理現金流回收預期之貿易應收款項。上述的應收及應付款項均以中短期賬齡為主，屬於可接受的正常週期區間。貿易應收款項逾期30日以內佔整體貿易應收款項的55%、60日以內達整體貿易應收款項的93%，預期信貸虧損仍維持在較低水平。管理層持續監控應收及應付款項賬齡與預期信貸虧損情況，以保障財務狀況穩健。

於2025年12月31日，本集團並無銀行借款(2024年12月31日：無)。本集團於2025年12月31日的借款總額約2,104,000港元(2024年12月31日：無)及權益總額約5,347,000港元(2024年12月31日：約10,226,000港元)，資本負債比率為39%(2024年12月31日：零)。該等借款乃客戶提供之短期免息資金，主要用於優化供應鏈資金周轉及加速交付履約。本公司整體現金儲備充裕，並已制定明確的全額還款安排，預計不會對長期償債能力構成任何重大影響。

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CAPITAL STRUCTURE

As at 31 December 2025, the capital structure of the Group consisted of equity attributable to owners of the Company of approximately HK\$5,841,000 (31 December 2024: approximately HK\$10,775,000) comprising issued share capital and reserves. As at 31 December 2025, the Company's total number of issued shares (the "Shares") was 4,686,048,381 Shares of HK\$0.005 each (31 December 2024: 4,686,048,381 Shares).

CHARGES ON THE GROUP'S ASSETS

As at 31 December 2025, the Group did not have any charge on its assets (31 December 2024: nil).

CAPITAL INVESTMENT AND FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSET PURCHASE

During the year ended 31 December 2025, the Group did not make any payment (for the year ended 31 December 2024: nil) for the purchase of property, plant and equipment and had no specific plan for material investment or acquisition of capital assets as at 31 December 2025.

RISK FACTORS

Technological Iteration and Industry Competition Risks

The smart retail industry is characterized by rapid technological advancements, with new technologies, products and models constantly emerging in fields such as artificial intelligence, big data, and cloud computing. If industry competition intensifies and the Group fails to maintain its investment in technological research and development and keep pace with industry trends, it may lead to a decline in the competitiveness of its products and services, thereby impacting its market share and operating performance. The Group will continuously monitor industry dynamics and appropriately increase its research and development investment.

Data Security and Compliance Risks

Smart retail business involves a large amount of merchant operational data, user information, and cloud service operations, placing high demands on data security, privacy protection, and network information compliance. If relevant laws and regulations tighten further, or if data breaches or cybersecurity incidents occur, the Group may face regulatory penalties, reputational damage, and customer churn. The Group has implemented necessary data security measures and continuously monitors regulatory requirements.

資本結構

於2025年12月31日，本集團的資本結構包括本公司擁有人應佔權益約5,841,000港元（2024年12月31日：約10,775,000港元）（包括已發行股本及儲備）。於2025年12月31日，本公司之已發行股份（「股份」）總數為4,686,048,381股，每股股份面值為0.005港元（2024年12月31日：4,686,048,381股股份）。

本集團資產抵押

於2025年12月31日，本集團並無任何資產抵押（2024年12月31日：無）。

資本投資及重大投資或購入資本資產之未來計劃

截至2025年12月31日止年度，本集團並無支付任何費用（截至2024年12月31日止年度：無）用於購買物業、廠房及設備，於2025年12月31日亦無有關重大投資或購入資本資產之具體計劃。

風險因素

技術迭代與行業競爭風險

智慧零售行業技術進步迅速，人工智能、大數據、雲計算等領域不斷出現新技術、新產品與新模式。若行業競爭加劇，而本集團未能持續保持技術研發投入、及時跟進行業趨勢，可能導致產品與服務競爭力下降，從而影響市場份額與經營業績。本集團將持續監測行業動態並適度增加研發投入。

數據安全與合規經營風險

智慧零售業務涉及大量商戶經營數據、用戶信息及雲端服務運行，對數據安全、隱私保護及網絡信息合規要求較高。若相關法律法規進一步收緊，或出現數據洩露、網絡安全事件，將可能面臨監管處罰、聲譽受損及客戶流失風險。本集團已實施必要數據安全措施並持續跟進法規要求。

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Supply Chain and Cost Fluctuation Risks

The prices, logistics costs, and supply stability of raw materials for automotive parts are subject to uncertainty. Disruptions in the upstream supply chain, significant price fluctuations, or untimely delivery may affect production delivery, gross profit margins, and customer satisfaction. The Group manages these risks prudently through a diversified supplier strategy.

Accounts Receivable Risk

As the Group's business continues to expand, accounts receivable may increase accordingly. Future macroeconomic fluctuations, changes in the downstream industry's economic climate, or adverse changes in the operating conditions of major customers may lead to a decline in customers' payment ability, overdue payments, or the risk of bad debts, thereby adversely affecting the Group's cash flow, operating cash flow, and financial condition. The Group continuously monitors the creditworthiness of its customers and has engaged a third party to assess expected credit losses, and has made provisions in accordance with Hong Kong Financial Reporting Standard 9. Expected credit losses on trade receivables are a key audit matter for the Group; please refer to the "Key Audit Matters" section of the independent auditor's report for details.

For details of the aforementioned risk management and internal control measures, please refer to the relevant chapters of the corporate governance report.

EXPOSURE TO FLUCTUATION IN EXCHANGE RATES

The Group's sales and purchases were mostly denominated in Hong Kong Dollars ("HK\$") and Renminbi ("RMB").

RMB is not a freely convertible currency. Future exchange rates of RMB could vary significantly from the current or historical exchange rates as a result of controls that could be imposed by the government of the PRC. The exchange rates may also be affected by economic developments and political changes domestically and internationally, and the demand and supply of RMB. The appreciation or devaluation of RMB against HK\$ may have impact on the results of the Group.

供應鏈與成本波動風險

車品原材料價格、物流成本及供應穩定性存在不確定性。若上游供應鏈中斷、價格大幅波動或供貨不及時，可能影響生產交付、毛利水平及客戶滿意度。本集團通過多元化供應商策略謹慎管理相關風險。

應收帳款風險

隨著本集團業務規模持續擴大，應收賬款餘額可能相應增加。若未來宏觀經濟波動、下游行業景氣度變動或主要客戶經營狀況發生不利變化，可能導致客戶付款能力下降、賬款逾期或出現壞賬風險，從而對本集團資金周轉、經營現金流及財務狀況產生不利影響。本集團持續監控客戶信用狀況，並委聘第三方評估預期信貸虧損，已按香港財務報告準則第9號計提撥備。貿易應收款項之預期信貸虧損為本集團關鍵審核事項，詳情請見獨立核數師報告「關鍵審核事項」章節。

上述風險管理及內部監控措施之詳情請見企業管治報告相關章節。

匯率波動風險

本集團的銷售及採購主要以港元（「港元」）及人民幣（「人民幣」）為單位。

人民幣乃不能自由兌換的貨幣，其未來匯率可因中國政府所施加的管制而較現時或過往的匯率大幅波動。匯率亦可受本地及國際經濟發展及政治轉變以及人民幣的供求所影響。人民幣兌港元升值或貶值，均可能影響本集團的業績。

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The Group monitors its foreign currency risks and will consider hedging significant currency exposures should the need arises. The Group did not enter into any foreign exchange forward contracts or other hedging instruments to hedge against fluctuation during the year ended 31 December 2025 (2024: nil).

CONTINGENT LIABILITIES

As at 31 December 2025, the Group had no significant contingent liabilities (2024: nil).

PROSPECTS

Looking ahead, the Group will continue to align with national strategic directions, closely follow the trends of cultivating new quality productive forces and developing the digital economy, and deeply cultivate its two core business tracks, namely smart retail and automotive culture. We will expand our development boundaries through industrial chain extension, activate growth momentum through innovation, and steadily advance in the process of promoting industrial digital transformation and cultivating strategic emerging industries. We strive to create long-term and stable value returns for our shareholders and contribute positively to accelerating the construction of a modern industrial system and promoting high-quality development.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2025, the Group had 15 employees (31 December 2024: 12 employees) in total.

Total staff cost including total Director's remuneration for the year ended 31 December 2025 amounted to approximately HK\$4,163,000 (for the year ended 31 December 2024: approximately HK\$6,472,000).

The salaries and benefits of the Group's employees are kept at a competitive level and employees are rewarded on a performance-related basis within the general framework of the Group's salary and bonus system, which is reviewed annually.

FORWARD-LOOKING STATEMENTS

This Management Discussion and Analysis section contains forward-looking statements regarding expectations on future performance, market conditions and risk management. Actual results may differ materially from expectations due to inherent risks and uncertainties. Please refer to the "Risk Factors" section for details.

本集團監察其外匯風險，並於有需要時考慮對沖重大貨幣風險。截至2025年12月31日止年度，本集團並無訂立任何外匯遠期合約或其他避險工具以對沖波動(2024年：無)。

或然負債

於2025年12月31日，本集團並無任何重大或然負債(2024年：無)。

展望

未來，本集團將持續錨定國家戰略方向，緊扣新質生產力培育與數字經濟發展浪潮，深耕智慧零售與車品文化兩大核心業務賽道，以產業鏈延伸拓寬發展邊界，以創新驅動激活增長動能，在推進產業數字化轉型、培育戰略性新興產業的進程中穩步進階，奮力為股東創造長期穩定的價值回報，為加快構建現代化產業體系、推動高質量發展貢獻積極力量。

僱員及薪酬政策

於2025年12月31日，本集團共有15名僱員(2024年12月31日：12名)。

截至2025年12月31日止年度，包括董事酬金在內的員工僱傭總成本為約4,163,000港元(截至2024年12月31日止年度：約6,472,000港元)。

本集團向僱員提供之薪金及福利具競爭力，僱員薪酬乃由本集團在每年定期檢討之薪酬及花紅制度架構下，按工作表現釐定。

前瞻性陳述

本管理層討論與分析部分包含前瞻性陳述，包括對未來業績、市場條件及風險管理之預期。該等陳述涉及固有風險及不確定因素，實際結果可能與預測有重大差異。詳情請見「風險因素」一節。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷詳情

BOARD OF DIRECTORS

Executive Directors

Mr. Zheng Minggao, aged 53, has over 20 years of experience in corporate finance and management. Mr. Zheng has been appointed as the executive Director, the Chairman of the Board, the chairman of Nomination Committee and the member of the Remuneration Committee of the Company since 7 November 2025. Mr. Zheng had worked as operation manager, head of audit and assistant chief executive officer, etc., in LG Electronics (China) Co., Ltd.*, Sinochem Group Co., Ltd.* and Peking University Founder Group Co., Ltd.*, respectively. Mr. Zheng was appointed as the chairman of the board of Beijing Qichen Future Holding Group Co., Ltd.* since 24 June 2022. Mr. Zheng was an independent non-executive director of Cinda International Holdings Limited (listed on the Stock Exchange, stock code: 111) from 1 December 2022 to 1 December 2025. He successively served as the chief financial officer, a director and the chief executive officer of China Hi-Tech Group Co., Ltd. (“**China Hi-Tech**”) (listed on the Shanghai Stock Exchange, stock code: 600730), from 2012 to 2016. Mr. Zheng obtained a master degree in Business Administration from Renmin University of China in 2003, a doctoral degree in Industrial Economics from Beijing Jiaotong University in 2010, a post-doctoral certificate in Applied Economics from Renmin University of China in 2012, a degree of Executive Master of Business Administration from Tsinghua University in 2016 and a Doctor of Business Administration degree from the University of Hong Kong in November 2025. He is a certified internal auditor, and possesses senior management qualification certificate in the securities industry and insurance industry.

董事會

執行董事

鄭明高先生，53歲，於企業金融及管理方面擁有逾20年經驗。鄭先生自2025年11月7日起獲委任為執行董事、董事會主席、本公司提名委員會主席及薪酬委員會成員。鄭先生曾分別於樂金電子(中國)有限公司、中國中化集團有限公司及北大方正集團有限公司任職運營經理、審計總監及助理總裁等職位。鄭先生自2022年6月24日起獲委任為北京啟辰未來控股集團有限公司董事長。鄭先生自2022年12月1日至2025年12月1日擔任信達國際控股有限公司(聯交所上市，股份代號：111)的獨立非執行董事。彼曾於2012年至2016年相繼擔任中國高科集團股份有限公司(「中國高科」，上海證券交易所上市，證券代碼：600730)財務總監、董事及總裁。鄭先生亦於2003年獲中國人民大學頒授工商管理碩士學位，於2010年獲北京交通大學頒授產業經濟學博士學位，於2012年獲中國人民大學頒授應用經濟學博士後證書，於2016年獲清華大學頒授高級管理人員工商管理碩士學位，以及於2025年11月獲香港大學授予工商管理博士學位。彼現為國際註冊內部審計師，並持有證券行業及保險行業高管資質證書。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷詳情

Ms. Wu Shan, aged 41, has been appointed as an executive Director, the authorised representative and the compliance officer of the Company since April 2022. Ms. Wu is currently an executive director and a vice-president of Vala Inc. (formerly known as 51 Credit Card Inc.) (listed on the Stock Exchange, stock code: 2051) (“VALA”). Ms. Wu is mainly responsible for the business management, investment, finance and legal affairs of VALA and its subsidiaries. She has extensive and solid experience in corporate and commercial affairs. Ms. Wu has held senior position in the corporate legal department of a large state-owned enterprise, and subsequently joined VALA in November 2014. Ms. Wu obtained a Bachelor’s degree in science majoring in mathematics and applied mathematics from Hubei University in the PRC in June 2008 and obtained a Master’s degree in law from Nankai University in the PRC in June 2012. Ms. Wu currently holds a legal professional qualification certificate in the PRC.

Independent Non-Executive Directors

Mr. Yu Tat Chi Michael, aged 61, has been appointed as an independent non-executive Director since August 2017. Mr. Yu is also the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee of the Company. Mr. Yu obtained a Bachelor of commerce degree from University of New South Wales in Australia. He is a fellow member of the CPA Australia and a member of the Hong Kong Institute of Certified Public Accountants. He had held senior management positions in several listed companies in Hong Kong. Mr. Yu is currently an independent non-executive director of each of Golden Resources Development International Limited (listed on the Stock Exchange, stock code: 677), Lerado Financial Group Company Limited (listed on the Stock Exchange, stock code: 1225), Harbour Digital Asset Capital Limited (formerly known as: Unity Investments Holdings Limited) (listed on the Stock Exchange, stock code: 913) and WT Group Holdings Limited (listed on Stock Exchange, stock code: 8422), respectively. He is also currently an executive director of Sino Splendid Holdings Limited (listed on the Stock Exchange, stock code: 8006). Mr. Yu was an independent non-executive director of Novautek Technologies Group Limited (formerly known as: Applied Development Holdings Limited) (listed on the Stock Exchange, stock code: 519) from September 2016 to December 2024. Mr. Yu is also a founding member of The Hong Kong Independent Non-Executive Director Association. Mr. Yu has many years of experience in accounting, corporate finance and asset management.

吳珊女士，41歲，自2022年4月起獲委任為本公司執行董事、授權代表及監察主任。吳女士現為Vala Inc. (前稱51信用卡有限公司) (聯交所上市，股份代號：2051) (「VALA」) 的執行董事及副總裁。吳女士主要負責VALA及其附屬公司的經營管理、投融資及法律事務。彼於公司及商業事務方面擁有廣泛而紮實的經驗。吳女士曾於大型國有企業的企業法律部擔任要職，後於2014年11月加入VALA。吳女士於2008年6月獲得中國湖北大學的數學與應用數學理學學士學位，並於2012年6月獲得中國南開大學的法律碩士學位。吳女士現時持有中國法律職業資格證書。

獨立非執行董事

余達志先生，61歲，自2017年8月起獲委任為獨立非執行董事。余先生亦為本公司審核委員會主席及分別為薪酬委員會及提名委員會成員。余先生取得澳洲新南威爾斯大學(University of New South Wales)商科學士學位。彼為澳洲會計師公會資深會員及香港會計師公會會員。彼曾於多家香港上市公司出任高級管理層職務。余先生現分別為金源發展國際實業有限公司(聯交所上市，股份代號：677)、隆成金融集團有限公司(聯交所上市，股份代號：1225)、港灣數字產業資本有限公司(曾名為：合一投資控股有限公司)(聯交所上市，股份代號：913)及WT集團控股有限公司(聯交所上市，股份代號：8422)的獨立非執行董事。彼現時亦為中國華泰瑞銀控股有限公司(聯交所上市，股份代號：8006)的執行董事。余先生自2016年9月至2024年12月擔任諾科達科技集團有限公司(曾名為：實力建業集團有限公司)(聯交所上市，股份代號：519)的獨立非執行董事。余先生亦為香港獨立非執行董事協會之創會會員。余先生於會計、機構融資及資產管理方面擁有多多年經驗。

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

Ms. Feng Yu, aged 31, has been appointed as an independent non-executive Director and a member of each of the Remuneration Committee, Nomination Committee and Audit Committee since 7 November 2025. Ms. Feng has successively served as the post-doctoral fellow and the research assistant professor in the Faculty of Business and Economics of the University of Hong Kong since August 2023. Ms. Feng obtained a degree of bachelor of arts in management (double major in finance) from Central University of Finance and Economics in China in 2018 and a degree of doctor of management science in business administration from Peking University in China in 2023.

Mr. Fan Lei, aged 42, has been appointed as an independent non-executive Director, the chairman of Remuneration Committee and the member of each of the Nomination Committee and the Audit Committee of the Company since 18 June 2025. Mr. Fan has over 20 years of securities management experience and he has been the managing director of StormHarbour Securities (Hong Kong) Limited ("**StormHarbour**"), a corporation licensed to carry on Type 1 (Dealing in Securities), Type 4 (Advising on Securities), Type 6 (Advising on Corporate Finance) and Type 9 (Asset Management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("**SFO**") since June 2019. Mr. Fan is also the responsible officer for the Type 4 and Type 9 regulated activities of StormHarbour since 3 February 2020. Mr. Fan has been serving as an independent non-executive director of Kingdom Holdings Limited (listed on the Stock Exchange, stock code: 528) since 13 December 2024. He was a responsible officer of Grand Cartel Hong Kong Asset Management Limited from 27 April 2016 to 31 October 2017 and LERTHAI Asset Management Limited from 20 November 2017 to 21 January 2019. Mr. Fan obtained his Master of Accounting (graduated with honors) from Guanghua School of Management, Peking University in June 2013.

馮羽女士，31歲，自2025年11月7日起獲委任為獨立非執行董事以及本公司薪酬委員會、提名委員會及審計委員會各自之成員。馮女士自2023年8月起於香港大學經濟及工商管理學院相繼擔任博士後研究員及研究助理教授。馮女士於2018年獲中國中央財經大學頒授管理學文學學士學位（金融學雙專業），並於2023年獲中國北京大學頒授工商管理管理科學博士學位。

范磊先生，42歲，自2025年6月18日起獲委任為獨立非執行董事、本公司薪酬委員會主席，以及提名委員會及審計委員會各自之成員。范先生擁有逾20年的證券管理經驗，彼自2019年6月起一直擔任思博資本（香港）有限公司（「**思博資本**」）的董事總經理，該公司為根據香港法例第571章證券及期貨條例（「**證券及期貨條例**」）可進行第1類（證券交易）、第4類（就證券提供意見）、第6類（就企業融資提供意見）及第9類（提供資產管理）受規管活動的持牌法團。自2020年2月3日起，范先生亦為思博資本第4類及第9類受規管活動的負責人員。范先生自2024年12月13日起一直擔任金達控股有限公司（聯交所上市，股份代號：528）的獨立非執行董事。彼於2016年4月27日至2017年10月31日擔任宏大香港資產管理有限公司的負責人員，於2017年11月20日至2019年1月21日擔任勒泰資產管理有限公司的負責人員。范先生於2013年6月取得北京大學光華管理學院會計碩士學位（榮譽畢業）。

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

Senior Management

Mr. Zhu Zhengyang, aged 33, has been the chief executive officer (the “CEO”) of the Company since 7 November 2025. Currently, Mr. Zhu is also a director of various subsidiaries of the Company.

Mr. Zhu has over nine years of experience in management. Prior to joining the Company, he successively served as a management trainee at Tech-Bank Food Co., Ltd. (listed on the Shenzhen Stock Exchange, stock code: 002124), from May 2016 to June 2017 and an assistant to general manager at Shanghai Bonnie Zhilian Gene Technology Co., Ltd. from June 2017 to March 2019. Mr. Zhu also served as assistant to president from June 2019 to April 2025 and the general manager of the president’s office from January 2024 to October 2025, at Beijing Qichen Future Holding Group Co., Ltd.*.

Mr. Zhu obtained a master degree of science in management from Merrimack College in December 2015 and possesses the legal professional qualification certificate and the securities investment fund industry practice certificate in China.

高級管理層

朱正陽先生，33歲，自2025年11月7日起為本公司行政總裁（「行政總裁」）。現時，朱先生亦為本公司多間附屬公司的董事。

朱先生擁有超過九年的管理經驗。於加入本公司前，彼曾相繼於2016年5月至2017年6月擔任天邦食品股份有限公司（深圳證券交易所上市，股份代號：002124）的管培生及於2017年6月至2019年3月擔任上海邦尼智聯基因科技有限公司的總經理助理。朱先生亦於2019年6月至2025年4月擔任北京啟辰未來控股集團有限公司的總裁助理及於2024年1月至2025年10月擔任總裁辦公室總經理。

朱先生於2015年12月獲Merrimack College頒授管理理學碩士學位，並擁有中國法律職業資格證書及中國證券投資基金業從業證書。

REPORT OF THE DIRECTORS

董事會報告

The Directors hereby present the report of the Directors and the audited consolidated financial statements of the Group for the year ended 31 December 2025.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of its principal subsidiaries are set out in note 32 to the consolidated financial statements. An analysis of the Group's performance for the year ended 31 December 2025 by business segments is set out in note 6 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The Group's loss for the year ended 31 December 2025 and the state of affairs of the Group and of the Company as at that date are set out in the consolidated financial statements on pages 120 to 211.

In order to ensure the Board maintains an appropriate procedure on declaring and recommending the dividend payment of the Company, a dividend policy (the "**Dividend Policy**") was adopted by the Board which aims to allow the shareholders of the Company (the "**Shareholders**") to participate in the Company's profits whilst preserving the Company's liquidity to capture future growth opportunities.

The declaration of dividend is subject to the Company's ability to pay dividend, which will depend upon, including but not limited to, the financial performance and position of the Company, Shareholders' interests, business conditions and strategies, and any other factors that the Board may deem relevant. The Board may consider declaring special dividends from time to time, in addition to the interim and/or final dividends. The Board reviews the Dividend Policy and its effectiveness on a regular basis or as required to ensure that the benefit of the Shareholders as a whole is taken into consideration from time to time during recommendation and declaration of dividends.

The Board does not recommend to pay dividend for the year ended 31 December 2025 (2024: nil).

董事謹此提呈截至2025年12月31日止年度之董事會報告及本集團經審核綜合財務報表。

主要業務

本公司主要業務為投資控股。其主要附屬公司主要業務詳情載於綜合財務報表附註32。本集團截至2025年12月31日止年度之業績按業務分類所作之分析載於綜合財務報表附註6。

業績及分配

本集團截至2025年12月31日止年度之虧損連同本集團及本公司於該日之事務狀況載於綜合財務報表第120至211頁。

為確保董事會在宣佈和建議分派本公司股息時保持適當的程序，董事會已採納一項股息政策（「**股息政策**」），其目的旨在既讓本公司股東（「**股東**」）參與有本公司的利潤，同時保持本公司的資金流動性以捕捉未來的增長機會。

股息的宣佈取決於本公司支付股息的能力而決定，並取決於（包括但不限於）本公司的財務表現及狀況、股東利益、業務狀況及策略，及董事會可能認為相關的任何其他因素。除中期及／或末期股息外，董事會亦可不時宣派特別股息。董事會定期或按要求時檢討股息政策及其有效性以確保股東整體利益於建議及宣派股息時不時予以考慮。

董事會不建議就截至2025年12月31日止年度派發任何股息（2024年：無）。

REPORT OF THE DIRECTORS

董事會報告

BUSINESS REVIEW

A fair review of the Group's business for the year ended 31 December 2025, a description of the principal risks and uncertainties facing the Group, particulars of important events affecting the Company since 31 December 2025 and an indication of likely future development in the Group's business, are set out in the sections headed "CHAIRMAN'S STATEMENT", "MANAGEMENT DISCUSSION AND ANALYSIS", "CORPORATE GOVERNANCE REPORT" and "ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT" of this report. These discussions form part of this "REPORT OF THE DIRECTORS".

ENVIRONMENTAL POLICY AND PERFORMANCE

The Group's commitment to protecting the environment is well reflected by the continuous efforts in promoting green measures and awareness in its daily business operations. The Group encourages environmental protection and promotes awareness towards environmental protection to the employees. The Group also implements green office practices such as promoting the use of recycled papers and reducing energy consumption by switching off idle lighting and electrical appliances. The Board is satisfied with the Group's performance on reduction of the greenhouse gas during the year ended 31 December 2025.

The Group reviews its environmental practices from time to time and will consider implementing further eco-friendly measures and practices in the operation of the Group's businesses and enhancing environmental sustainability. During the year ended 31 December 2025, the Group's business activities continued to be carried out in compliance with the environmental policy of the Group.

For more details, please refer to the "ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT" section in this report.

COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS

During the year, as far as the Company is aware, there was no material breach or non-compliance with applicable laws and regulations by the Group that had a significant impact on the businesses and operations of the Group.

業務回顧

對截至2025年12月31日止年度本集團業務之中肯審視、本集團面臨之主要風險及不確定性之描述、自2025年12月31日以來影響本公司之重大事件之詳情及本集團業務相當可能有之未來發展之揭示，載於本報告「主席報告」、「管理層討論及分析」、「企業管治報告」及「環境、社會及管治報告」各節。此等討論構成本「董事會報告」之一部份。

環境政策及表現

本集團在日常業務營運中不斷推廣綠色措施和意識，以達到其保護環境的承諾。本集團鼓勵環保並推動僱員提升環保意識。本集團亦實施各項綠色辦公措施，例如提倡使用環保紙並透過關閉閒置的電燈及電器以減少能源消耗。截至2025年12月31日止年度，董事會對本集團減少溫室氣體的表現感到滿意。

本集團不時審視其環保工作，並將考慮於本集團業務之營運中實施更多環保措施及慣例，加強環境可持續性。截至2025年12月31日止年度，本集團的業務活動繼續按照本集團的環境政策進行。

更多細節，請參考本報告中的「環境、社會及管治報告」部分。

遵守適用法律及法規

年內，就本公司所知，本集團並無重大違反或不遵守適用法律及法規而對本集團之業務及營運造成重大影響。

REPORT OF THE DIRECTORS

董事會報告

AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENTS

The Audit Committee has reviewed the financial statements, the accounting principles and practices adopted by the Group, and financial reporting matters including a review of the annual consolidated results for the year ended 31 December 2025 prior to recommending them to the Board for approval.

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS, SUPPLIERS AND OTHER STAKEHOLDERS

The Company recognises that employees are its valuable assets. Thus, the Group provides competitive remuneration package to attract and motivate its employees. The Group regularly reviews the remuneration package of its employees and makes necessary adjustments to conform to the market standard.

The Group also understands that it is important to maintain good relationship with its customer and suppliers to achieve its long-term goals. Accordingly, the Directors have kept good communication, promptly exchanged ideas and shared business updates with them when appropriate. During the year ended 31 December 2025, there was no material and significant dispute between the Group and its business partners.

For more details, please refer to the “ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT” section in this report.

SHARE CAPITAL

Details of the movements in the Company’s share capital during the year ended 31 December 2025 are set out in note 29 to the consolidated financial statements.

RESERVES

Details of the movements in the reserves of the Company during the year ended 31 December 2025 are set out in note 34 to the consolidated financial statements and the consolidated statement of changes in equity, respectively.

審核委員會和審閱財務報表

審核委員會已審閱財務報表、本集團採用的會計原則和慣例以及財務報告事項，包括在推薦給董事會批准之前審閱了截至2025年12月31日止年度的年度綜合業績。

與員工、客戶、供應商和其他持份者之關係

本公司認同，僱員乃其實貴資產。因此，本集團提供具競爭力之薪酬待遇以吸引並激勵其僱員。本集團定期檢討其僱員之薪酬待遇，並會因應市場標準而作出必要調整。

本集團亦明白，與其客戶和供應商保持良好關係對達成其長遠目標而言屬至關重要。因此，董事會在適當情況下與彼等進行良好溝通、適時交流想法及共享最新業務信息。截至2025年12月31日止年度，本集團與其商業夥伴並無重大而明顯之糾紛。

更多細節，請參考本報告中的「環境、社會及管治報告」部分。

股本

截至2025年12月31日止年度內，本公司股本之變動詳情載於綜合財務報表附註29。

儲備

截至2025年12月31日止年度內，本公司儲備變動詳情分別載於綜合財務報表附註34及綜合權益變動表。

REPORT OF THE DIRECTORS

董事會報告

DISTRIBUTABLE RESERVES

In accordance with the laws of the Cayman Islands, the share premium account is distributable to the Shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be able to pay its debts as they fall due in the ordinary course of business. As at 31 December 2025, the Company did not have any reserves available for distribution (2024: nil).

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group during the year ended 31 December 2025 are set out in note 17 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

Under the Company's articles of association (the "Articles") or the laws of the Cayman Islands, there is no provision for pre-emptive rights which would oblige the Company to offer new Shares to its existing Shareholders first on a pro-rata basis.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the published results and the assets and liabilities of the Group for the last five financial years as extracted from the audited consolidated financial statements of the Group is set out on page 212 of this report.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities (including sale of treasury shares) during the year.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or legal liabilities incurred or sustained by him as a Director in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted. During the year, there was appropriate directors' and senior officers' liability insurance coverage for the Directors and senior officers of the Group.

可供分派儲備

根據開曼群島法例，如緊隨派息建議當日後，本公司將有能力償還其日常業務過程中之到期債務，股份溢價賬便可分派予股東。於2025年12月31日，本公司並無任何可供分派之儲備(2024年：無)。

物業、廠房及設備

截至2025年12月31日止年度內，本集團物業、廠房及設備變動詳情載於綜合財務報表附註17。

優先認購權

根據本公司章程細則(「細則」)或開曼群島法律，並無有關優先認購權的條款規定本公司必須首先按比例向其現有股東發行新股份。

五年財務資料概要

本集團過往五個財政年度已公佈之業績、資產及負債概要(摘錄自本集團之經審核綜合財務報表)載於本報告第212頁。

購買、出售或贖回上市證券

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

獲准許之彌償條文

根據細則，各董事有權從本公司的資產中獲得彌償，以彌償其作為董事在勝訴或無罪的任何民事或刑事法律訴訟中進行抗辯而招致或蒙受的一切損失或法律責任。年內，董事及本集團高級職員已獲適當之董事及高級職員責任保險保障。

REPORT OF THE DIRECTORS

董事會報告

RETIREMENT SCHEMES

The Group participates in defined contribution retirement schemes for its employees in Hong Kong and the PRC. For its Hong Kong employees, the Group operates a Mandatory Provident Fund Scheme (the “**MPF Scheme**”) under the Mandatory Provident Fund Schemes Ordinance (Cap. 485 of the Laws of Hong Kong) for employees employed under the jurisdiction of the Employment Ordinance (Cap. 57 of the Laws of Hong Kong). The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the MPF Scheme vest immediately.

Regarding the employees in the PRC, pursuant to the relevant labour laws, rules and regulations in the PRC, the Group participates in defined contribution retirement benefit scheme (the “**Retirement Benefit Scheme**”) organised by the relevant local government authorities in the PRC whereby the Group is required to make contributions to the Retirement Benefit Scheme at a certain rate of the standard wages determined by the relevant authorities in the PRC during the year. Contributions to the Retirement Benefit Scheme vest immediately.

During the year ended 31 December 2025, there was no forfeited contribution under the MPF Scheme and Retirement Benefit Scheme which may be used by the Group to reduce the existing level of contributions (2024: nil).

Details of the Group’s contributions to the retirement schemes are shown in notes 10 and 11 to the consolidated financial statements.

EQUITY-LINKED AGREEMENTS

There was no equity-linked agreement entered into by the Company, or subsisted during or at the end of the year.

退休計劃

本集團為其香港及中國僱員參與界定供款退休計劃。就香港僱員而言，本集團根據香港法例第485章《強制性公積金計劃條例》為受香港法例第57章《僱傭條例》管轄之司法權區受聘之僱員設立強制性公積金計劃（「**強積金計劃**」）。強積金計劃是由獨立受託人管理之界定供款退休計劃。根據強積金計劃，僱主及僱員各自均須按僱員有關收入之5%向強積金計劃作出供款，而每月有關收入之上限為30,000港元。強積金計劃供款即時歸屬。

就中國僱員而言，根據中國相關勞動法例、條例及規例，本集團參與一項由中國有關地方政府機關組織的界定供款退休福利計劃（「**退休福利計劃**」），據此，本集團須於年內按中國相關機關釐定的標準工資之一定比率向退休福利計劃作出供款。退休福利計劃之供款即時歸屬。

截至2025年12月31日止年度，在強積金計劃及退休福利計劃下概無被沒收的供款可供本集團用於減低現有供款水平（2024年：無）。

本集團就退休計劃的供款詳情載於綜合財務報表附註10及11。

股票掛鈎協議

本公司於年內或年末並無訂立或存在股票掛鈎協議。

REPORT OF THE DIRECTORS

董事會報告

MANAGEMENT CONTRACTS

No contracts, except for a contract of service with any Director or any person engaged in the full-time employment of our Company, concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year.

管理合約

年內，概無訂立或存在有關管理及經營本集團全部或任何重大部分業務之合約（惟與任何董事或與本公司有全職僱傭關係之任何人士訂立之服務合約除外）。

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the percentages of sales and purchases from the major customers and suppliers of the Group, respectively, are set out below:

主要客戶及供應商

年內，本集團主要客戶及供應商分別佔銷售額及採購額之百分比如下：

	Approximate percentage of the Group's total sales 佔本集團銷售總額之概約百分比
(1) Sales 銷售	
— the largest customer — 最大客戶	15%
— the five largest customers (combined) — 五大客戶 (合併)	30%
	Approximate percentage of the Group's total purchases 佔本集團採購總額之概約百分比
(2) Purchases 採購	
— the largest supplier — 最大供應商	18%
— the five largest suppliers (combined) — 五大供應商 (合併)	55%

REPORT OF THE DIRECTORS

董事會報告

As far as the Directors are aware, none of the Directors or any of their close associates (as defined in the GEM Listing Rules), or any Shareholders (that, to the knowledge of the Directors, owns more than 5% of the issued Shares) had any beneficial interest in the Group's five largest customers and suppliers during the year.

DIRECTORS

The Directors during the year and up to the date of this report are:

EXECUTIVE DIRECTORS

Mr. Zheng Minggao (*Chairman*) (appointed on 7 November 2025)
Mr. Sun Haitao (*Chairman*) (resigned on 7 November 2025)
Ms. Wu Shan

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Feng Yu (appointed on 7 November 2025)
Mr. Yu Tat Chi Michael
Mr. Fan Lei (appointed on 18 June 2025)
Mr. Song Ke (resigned on 18 June 2025)
Ms. Liu Jia (resigned on 7 November 2025)

According to Articles 83(3), the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

Pursuant to Article 84(1) of the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at an annual general meeting at least once every three years.

Accordingly, all Directors will retire as Directors at the AGM, being eligible, offer themselves for re-election as Directors at the AGM.

Mr. Fan Lei, Mr. Zheng Minggao and Ms. Feng Yu were appointed to the Board on 18 June 2025, 7 November 2025 and 7 November 2025 and have obtained the necessary legal advice pursuant to Rule 5.02D of the GEM Listing Rules on 4 June 2025, 5 November 2025 and 5 November 2025, respectively. All of them confirmed that they understand their responsibilities as Directors prior to his/her respective appointment.

據董事所知，董事或彼等之任何緊密聯繫人士（定義見GEM上市規則）或就董事所知擁有已發行股份5%以上權益之任何股東，年內概無於本集團五大客戶及供應商擁有任何實益權益。

董事

年內及直至本報告日期在任之董事如下：

執行董事

鄭明高先生（主席）（於2025年11月7日獲委任）
孫海濤先生（主席）（於2025年11月7日辭任）
吳珊女士

獨立非執行董事

馮羽女士（於2025年11月7日獲委任）
余達志先生
范磊先生（於2025年6月18日獲委任）
宋柯先生（於2025年6月18日辭任）
劉佳女士（於2025年11月7日辭任）

根據細則第83(3)條，董事將有權不時及隨時委任任何人士為董事，以填補董事會臨時空缺或作為現有董事會新增成員。據此獲委任的任何董事，任期直至其獲委任後本公司的首次股東週年大會舉行為止，屆時可膺選連任。

根據細則第84(1)條，於每年股東週年大會上，當時三分之一（或如董事人數並非三(3)之倍數，最接近但不少於三分之一之人數）之董事須要輪值退任，惟每名董事應於股東週年大會上輪值退任，至少每三年一次。

因此，全體董事將於股東週年大會上退任董事，並符合資格且願意膺選連任董事。

范磊先生、鄭明高先生及馮羽女士分別於2025年6月18日、2025年11月7日及2025年11月7日獲委任加入董事會，並已於2025年6月4日、2025年11月5日及2025年11月5日根據GEM上市規則第5.02D條取得所需法律意見。彼等全部確認，彼等於相關委任前已了解作為董事的職責。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and Senior Management are set out on pages 15 to 18 of this report.

CHANGES OF INFORMATION OF DIRECTORS AND CHIEF EXECUTIVE UNDER RULE 17.50A(1) OF THE GEM LISTING RULES

Changes in the information of the Directors under rule 17.50A(1) of the GEM Listing Rule since the date of 2025 interim report of the Company and up to the date of this report are set out below:

- The annual remuneration of Mr. Zhu Zhengyang as CEO will be changed to HK\$480,000 with effect from 1 April 2026.
- Mr. Zheng Minggao ceased to serve as an independent non-executive director of Cinda International Holdings Limited (listed on the Stock Exchange, stock code: 111) from 1 December 2025.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules.

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' REMUNERATION

The Remuneration Committee considers and recommends to the Board the remuneration and other benefits paid by the Company to the Directors. The remuneration of all Directors is subject to regular monitoring by the Remuneration Committee to ensure that the levels of their remuneration and compensation are appropriate. References to the remuneration standards of the industry as well as the business development of the Company are made to ensure the level of remuneration should be sufficient to attract and retain the Directors, and the Company should avoid paying more than necessary for this purpose.

Details of the Directors' remuneration are set out in note 11 to the consolidated financial statements.

董事及高級管理層履歷

董事及高級管理層履歷詳情載於本報告第15至18頁。

GEM上市規則第17.50A(1)條規定的董事及行政總裁信息變更

自本公司2025年中期報告日期至本報告日期，GEM上市規則第17.50A(1)條規定的董事信息變更列示如下：

- 朱正陽先生作為行政總裁的年度薪酬將變更為480,000港元，自2026年4月1日起生效。
- 鄭明高先生自2025年12月1日起不再擔任信達國際控股有限公司（聯交所上市，股份代號：111）的獨立非執行董事。

除上述披露外，沒有任何其他信息需要根據GEM上市規則第17.50A(1)條披露。

董事之服務合約

董事概無與本公司訂立本公司不可於一年內免付賠償（法定賠償除外）而予以終止之服務合約。

董事酬金

薪酬委員會考慮並向董事會建議本公司支付予董事的薪酬及其他福利。所有董事的薪酬須經薪酬委員會定期監察，確保其薪酬及補償水平恰當。本公司會參考行業的薪酬標準並配合本公司的業務發展，確保薪酬的水平足以吸引及保留董事，且本公司避免為此目的支付過多酬金。

董事酬金的詳情載於綜合財務報表附註11。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transactions, arrangements or contracts of significance in relation to the Group's businesses to which any of the Company's subsidiaries and fellow subsidiaries was a party, and in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at any time during or at the end of the year.

CONTROLLING SHAREHOLDERS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No contract of significance has been entered into between the Company or any of its subsidiaries and a controlling Shareholder or any of its subsidiaries at any time during the year. In addition, no contract of significance for the provision of services to the Company or any of its subsidiaries was entered into between the Company or any of its subsidiaries and a controlling Shareholder or any of its subsidiaries during the year.

董事於交易、安排或合約之權益

年內任何時間或年底時不存在本公司任何附屬公司及同系附屬公司為訂約一方及董事或董事之關聯實體直接或間接於其中擁有重大權益並對本集團業務而言屬重要之交易、安排或合約。

控股股東於交易、安排或合約之權益

年內任何時間本公司或其任何附屬公司概無與控股股東或其任何附屬公司訂立重大合約。此外，年內本公司或其任何附屬公司概無與控股股東或其任何附屬公司就向本公司或其任何附屬公司提供服務訂立任何重大合約。

REPORT OF THE DIRECTORS 董事會報告

INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVES OF THE COMPANY IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 December 2025, the interests or short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”) (Cap. 571 of the Laws of Hong Kong)), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions of the SFO), or pursuant to section 352 of the SFO, to be recorded in the register of the Company referred to therein, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings in securities by directors of listed issuers (the “Required Standard of Dealings”) as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

董事及本公司最高行政人員於本公司或任何相聯法團的股份、相關股份及債券中擁有的權益及淡倉

於2025年12月31日，董事及本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）（香港法例第571章）第XV部）之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例之該等條文被視作或視為擁有之權益或淡倉），或根據證券及期貨條例第352條須記錄於該條例所指之本公司登記冊之權益或淡倉，或根據GEM上市規則第5.46條至5.67條所述上市發行人董事進行證券交易之必守標準（「交易必守標準」）須知會本公司及聯交所之權益或淡倉如下：

Name of Directors	Capacity and nature of interests	Number of shares and category ⁽³⁾	Approximate percentage of issued shares ⁽¹⁾
董事姓名	身份及權益性質	股份數目及類別 ⁽³⁾	佔已發行股份之概約百分比 ⁽¹⁾
Mr. Zheng Minggao ⁽²⁾ (“Mr. Zheng”) 鄭明高先生 ⁽²⁾ (「鄭先生」)	Interest of controlled corporation 於受控制法團之權益	1,358,954,030(L)	29.00%
		1,358,954,030(L)	29.00%

REPORT OF THE DIRECTORS

董事會報告

Notes:

- (1) The calculations were based on the number of Shares as a percentage of the total number of issued Shares (i.e. 4,686,048,381 Shares) as at 31 December 2025.
- (2) Qichen High-tech Management Consulting Ltd. (“**Qichen High-tech**”) is wholly owned by Shandong Qichen Zhongke Investment Holding Co., Ltd.* (山東啟辰中科投資控股有限公司) (“**Shangdong Qichen**”), which is in turn owned as to 99% by Beijing Tongsen Capital Holdings Co., Ltd.* (北京同森資本控股有限公司) (“**Beijing Tongsen**”) and 1% by Mr. Zheng. Beijing Tongsen is owned as to 99% by Ningbo Qichen Investment Holdings Co., Ltd.* (寧波啟辰投資控股有限公司) (“**Ningbo Qichen**”) and 1% by Mr. Zheng and Ningbo Qichen is wholly owned by Mr. Zheng. Accordingly, each of Shangdong Qichen, Beijing Tongsen, Ningbo Qichen and Mr. Zheng is deemed to be interested in all the Shares in which Qichen High-tech was interested by virtue of the SFO.
- (3) (L) — Long Position.

Save as disclosed above, as at 31 December 2025, no other Director or chief executive of the Company had or was deemed to have any interest or short position in any shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions of the SFO), 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.

附註：

- (1) 按股份數目佔於2025年12月31日已發行股份總數(即4,686,048,381股股份)的百分比計算。
- (2) Qichen High-tech Management Consulting Ltd. (「**Qichen High-tech**」) 由山東啟辰中科投資控股有限公司 (「**山東啟辰**」) 全資擁有，而山東啟辰則由北京同森資本控股有限公司 (「**北京同森**」) 及鄭先生分別擁有99%及1%權益。北京同森由寧波啟辰投資控股有限公司 (「**寧波啟辰**」) 及鄭先生分別擁有99%及1%權益，而寧波啟辰則由鄭先生全資擁有。因此，根據證券及期貨條例，山東啟辰、北京同森、寧波啟辰及鄭先生分別被視為於Qichen High-tech擁有權益的該等股份中擁有權益。
- (3) (L) — 好倉。

除上文所披露者外，於2025年12月31日，概無其他董事或本公司最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或淡倉(包括根據證券及期貨條例之該等條文被視作或視為擁有的權益或淡倉)，或根據證券及期貨條例第352條須記錄於所存置之登記冊之任何權益或淡倉，或根據交易必守標準須知會本公司及聯交所之任何權益或淡倉。

REPORT OF THE DIRECTORS 董事會報告

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSON IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 December 2025, so far as was known to the Directors, the persons or entities, other than the Directors or chief executives of the Company, who had or was deemed to have an interest or a short position in the Shares, underlying Shares and debentures of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO, or which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO were as follows:

主要股東及其他人士於本公司的股份、相關股份及債券中擁有的權益及淡倉

於2025年12月31日，就董事所知，以下人士或實體（董事或本公司最高行政人員除外）於本公司股份、相關股份及債券中擁有或被視為擁有根據證券及期貨條例第336條規定須記錄於本公司須存置之登記冊之權益或淡倉，或根據證券及期貨條例第XV部第2及第3分部之規定須向本公司披露之權益或淡倉：

Names	Capacity and nature of interests	Number of Shares directly or indirectly held and category ⁽³⁾	Approximate percentage of issued Shares ⁽¹⁾
名稱	身份及權益性質	直接或間接持有的股份數目及類別 ⁽³⁾	佔已發行股份之概約百分比 ⁽¹⁾

Substantial Shareholders

主要股東

Ningbo Qichen ⁽²⁾ 寧波啟辰 ⁽²⁾	Interest in controlled corporation 於受控制法團之權益	1,358,954,030 (L)	29.00%
Beijing Tongsen ⁽²⁾ 北京同森 ⁽²⁾	Interest in controlled corporation 於受控制法團之權益	1,358,954,030 (L)	29.00%
Shandong Qichen ⁽²⁾ 山東啟辰 ⁽²⁾	Interest in controlled corporation 於受控制法團之權益	1,358,954,030 (L)	29.00%
Qichen High-tech ⁽²⁾	Beneficial owner 實益擁有人	1,358,954,030 (L)	29.00%
Mr. Zuo Lei 左磊先生	Beneficial owner 實益擁有人	511,025,000 (L)	10.91%

REPORT OF THE DIRECTORS

董事會報告

Notes:

- (1) The calculations were based on the number of Shares which each party is interested in (whether directly or indirectly interested or deemed to be interested) as a percentage of the total number of issued Shares (i.e. 4,686,048,381 Shares) as at 31 December 2025.
- (2) Same for the interests as disclosed in Notes (2) in the section headed "INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVES OF THE COMPANY IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION" of this Report.
- (3) (L) — Long Position.

Save as disclosed above, so far as was known to the Directors, as at 31 December 2025, there was no person (not being a Director or a chief executive of the Company) who had or was deemed to have an interest or short position in the Shares, underlying Shares and debentures of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO, or which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

At no time during the year and at the end of the year was the Company or any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other subsidiaries.

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES AND FUTURE PLAN FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS PURCHASE

For the year ended 31 December 2025, the Group did not have any material investments nor have any material acquisitions or disposals of subsidiaries, associates or joint ventures (2024: nil). The Group had no specific plan for material investment or acquisition of capital assets as at 31 December 2025.

附註：

- (1) 按各方於2025年12月31日持有權益(直接或間接擁有或被視為擁有的權益)的股份數目佔已發行股份總數(即4,686,048,381股股份)的百分比計算。
- (2) 與本報告中「董事及本公司最高行政人員於本公司或任何相聯法團的股份、相關股份及債券中擁有的權益及淡倉」一節內的附註(2)所披露之權益相同。
- (3) (L) — 好倉。

除上文所披露者外，就董事所知，於2025年12月31日，概無人士(董事或本公司最高行政人員除外)於本公司股份、相關股份及債券中擁有或被視為擁有根據證券及期貨條例第336條規定須記錄於本公司須存置之登記冊之權益或淡倉，或根據證券及期貨條例第XV部第2及第3分部之規定須向本公司披露之權益或淡倉。

購買股份或債券的安排

於年內任何時間內及年底，本公司或其任何控股公司、附屬公司或同系附屬公司概無參與訂立任何安排，以使董事可藉購入本公司或任何其他附屬公司的股份或債權證而取得利益。

所持重大投資、有關附屬公司、聯營公司及合營公司之重大收購及出售以及重大投資或購入資本資產之未來計劃

截至2025年12月31日止年度，本集團並無任何重大投資，亦無任何有關附屬公司、聯營公司及合營公司之重大收購或出售(2024年：無)。於2025年12月31日，本集團並無有關重大投資或購入資本資產之具體計劃。

REPORT OF THE DIRECTORS

董事會報告

CONNECTED AND RELATED PARTY TRANSACTIONS

For the year ended 31 December 2025, there were no connected transactions or continuing connected transactions of the Company which require compliance with any of the reporting, announcement or independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules. Details of material related party transactions undertaken in the usual course of business of the Group are set out in note 31 to the consolidated financial statements. However, these transactions were either exempt from reporting, announcement and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules, or did not fall under the definition of connected transactions or continuing connected transactions as defined in Chapter 20 of the GEM Listing Rules.

COMPETITION AND CONFLICT OF INTERESTS

During the year, none of the Directors or controlling Shareholders or any of their respective close associates (as defined in the GEM Listing Rules) has any interest in a business which competes or may compete with the business of the Group.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the total issued Shares was at all times held by the public during the year and up to the latest practicable date prior to the issue of this report. The Company has maintained a sufficient public float in compliance with the GEM Listing Rules.

關連及關聯方交易

截至2025年12月31日止年度，本公司並無關連交易或持續關連交易須遵守GEM上市規則第二十章下的申報、公告或獨立股東批准規定。於本集團日常業務過程中進行的重大關聯方交易詳情載於綜合財務報表附註31。然而，該等交易或獲豁免遵守GEM上市規則第二十章項下的申報、公告及獨立股東批准規定，或不屬GEM上市規則第二十章所界定的關連交易或持續關連交易。

競爭及利益衝突

年內，概無董事或控股股東或彼等各自的任何緊密聯繫人士（定義見GEM上市規則）在與本集團業務構成或可能構成競爭之業務中擁有任何權益。

充足公眾持股量

根據本公司從公開途徑所得之資料及就董事所知，公眾人士年內及直至刊發本報告前的最後實際可行日期一直持有已發行股份總額不少於25%。本公司一直維持充足公眾持股量以符合GEM上市規則之規定。

REPORT OF THE DIRECTORS

董事會報告

CHANGE IN SINGLE LARGEST SHAREHOLDER

On 24 January 2025, the Board was informed that, (1) (i) 51RENPIN.COM INC., an indirectly wholly-owned subsidiary of VALA and a direct shareholder of the Company, holding approximately 39.16% of the total issued Shares, and VALA (collectively as the “Vendors”); and (ii) Qichen High-tech and Shandong Qichen (collectively as the “Purchasers”) entered into a share sale and purchase agreement (the “Share Sale and Purchase Agreement”), pursuant to which the Vendors conditionally agreed to sell, and the Purchasers conditionally agreed to acquire 1,358,954,030 Shares held by 51RENPIN.COM INC., representing approximately 29.00% of total issued Shares as of 24 January 2025; and (2) 51RENPIN.COM INC. entered into a placing agreement (the “Placing Agreement”) with a placing agent, pursuant to which 51RENPIN.COM INC. agreed to place through the placing agent up to a maximum of 476,009,183 Shares held by 51RENPIN.COM INC., representing approximately 10.16% of total issued Shares as of 24 January 2025, to individual, professional or institutional investors. The Placing Agreement and the Share Sale and Purchase Agreement were completed on 9 June 2025 and 15 July 2025, respectively. As such, each of 51RENPIN.COM INC. and VALA is no longer interested in any Shares, and Qichen High-tech has become the single largest Shareholder holding approximately 29.00% of the total issued Shares, as of the date of this report. For further details, please refer to the announcements of the Company dated 24 January 2025, 9 June 2025 and 15 July 2025.

EVENTS AFTER THE REPORTING PERIOD

There were no significant events after the end of the period and up to the date of this report.

變更單一最大股東

於2025年1月24日，董事會獲悉，(1)(i)51RENPIN.COM INC. (為VALA的間接全資附屬公司及本公司的直接股東，持有已發行股份總數約39.16%)及VALA (統稱「賣方」)；與(ii)Qichen High-tech及山東啟辰 (統稱「買方」) 訂立股份買賣協議 (「股份買賣協議」)，據此，賣方有條件同意出售，而買方有條件同意收購51RENPIN.COM INC.持有的1,358,954,030股股份 (佔截至2025年1月24日的已發行股份總數約29.00%)；及(2)51RENPIN.COM INC.與配售代理訂立配售協議 (「配售協議」)，據此，51RENPIN.COM INC.同意透過配售代理將51RENPIN.COM INC.持有的最多476,009,183股股份 (佔截至2025年1月24日的已發行股份總數約10.16%) 配售予個人、專業或機構投資者。配售協議及股份買賣協議分別於2025年6月9日及2025年7月15日完成。因此，截至本報告日期，51RENPIN.COM INC.及VALA各自不再於任何股份中擁有權益，而Qichen High-tech已成為單一最大股東，持有已發行股份總數約29.00%。進一步詳情請參閱本公司日期為2025年1月24日、2025年6月9日及2025年7月15日的公告。

報告期後事項

期末後及直至本報告日期並無發生重大事項。

REPORT OF THE DIRECTORS 董事會報告

CORPORATE GOVERNANCE

A detailed report on corporate governance is set out on pages 35 to 54 of this report.

AUDITOR

On 5 June 2025, Baker Tilly Hong Kong Limited retired as the auditor of the Company and Loyal Honour CPA Limited was appointed as the auditor of the Company with effect from the same date. The consolidated financial statements of the Group for the year ended 31 December 2025 have been audited by Loyal Honour CPA Limited. A resolution for the re-appointment of Loyal Honour CPA Limited as the auditor of the Company for the subsequent year is to be proposed at the annual general meeting of the Company (the “AGM”).

By order of the Board

China Netcom Technology Holdings Limited

Zheng Minggao

Chairman and Executive Director

31 March 2026

* *The English name(s) has/have been transliterated from its/their respective Chinese name(s) and is/are for identification only.*

企業管治

詳述企業管治之報告載於本報告第35至54頁。

核數師

於2025年6月5日，天職香港會計師事務所有限公司退任本公司核數師，而康盈會計師事務所有限公司已獲委任為本公司核數師，於同日生效。本集團截至2025年12月31日止年度的綜合財務報表已由康盈會計師事務所有限公司審核。本公司將在本公司股東週年大會（「股東週年大會」）上提呈一項決議案，以續聘康盈會計師事務所有限公司為本公司於下一年度的核數師。

承董事會命

中彩網通控股有限公司

主席兼執行董事

鄭明高

2026年3月31日

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE CULTURE

The Group recognizes that a good corporate culture is necessary to support and complement its corporate governance efforts and corporate image, and has gradually developed a corporate culture emphasising on lawful, ethical and responsible business conduct over the years, which has been reflected in the overall operations and management of the Group, in order to facilitate the long-term sustainability of the Group. In order to promote open communication in the workplace and high ethical standards among staff and management of the Group, the Group has established anti-corruption and whistle-blowing policies, to provide guidance on identifying relevant breaches or improper behaviour, reporting procedures and consequences of violations of such policies. For further details on the Group's anti-corruption and whistle-blowing policies, please see pages 55 to 111 of the ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT.

CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintaining high standards of corporate governance in order to uphold the transparency of the Group and safeguard the interests of the Shareholders.

The amendments to the Corporate Governance Code (the “**CG Code**”) effective on 1 July 2025 will apply to the corporate governance reports and annual reports of the Company for financial years commencing from 1 January 2026. All the corporate governance principles and code provisions mentioned in this report refer to those stated in the CG Code before the amendments, not the revised CG Code. For the year ended 31 December 2025, the Company had applied and complied with all the code provisions in the then effective CG Code except for the following:

CODE PROVISION C.2.1

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

The former executive Director, Mr. Sun took up the role of chairman and also served as the function of chief executive officer of the Company (the “**CEO**”) up to 7 November 2025 which deviated from the code provision C.2.1 of the CG Code that the roles of chairman and the CEO were performed by the same individual. Following the appointments of Mr. Zheng Minggao as an executive

企業文化

本集團意識到，良好的企業文化對於支持和補充其企業管治工作和企業形象是必要的，多年來逐步形成了強調合法、道德和負責任的商業行為的企業文化，並體現在本集團的整體運營和管理中，以促進本集團的長期可持續發展。為了促進工作場所的坦誠溝通和本集團員工及管理層的高道德標準，本集團制定了反腐敗和舉報政策，為識別相關違規或不當行為、舉報程序和違反這些政策的後果提供指導。有關本集團反腐敗和舉報政策的進一步詳情，請見環境、社會及管治報告第55至111頁。

企業管治常規

董事會致力於維持高標準的企業管治，以提高本集團的透明度及保障股東權益。

於2025年7月1日生效的企業管治守則（「**企業管治守則**」）修訂，將適用於本公司自就2026年1月1日起開始的財政年度所刊發的企業管治報告及年報。本報告提及的所有企業管治原則和守則條文是指經修訂前的企業管治守則，而非經修訂後的企業管治守則。截至2025年12月31日止年度，本公司已應用及遵守當時有效企業管治守則之所有守則條文，惟下列情況除外：

守則條文第C.2.1條

企業管治守則之守則條文第C.2.1條規定主席與行政總裁之角色應加以區分，不應由同一人兼任。

直至2025年11月7日，前執行董事孫先生擔任董事會主席，同時亦擔任本公司行政總裁（「**行政總裁**」）的職能，與企業管治守則之守則條文第C.2.1條偏離，因為主席與行政總裁的職務由同一人擔任。隨著鄭明高先生獲委任為執行董事兼董事會主席，以

CORPORATE GOVERNANCE REPORT

企業管治報告

Director and the chairman of the Board and Mr. Zhu Zhengyang as the CEO with effect from 7 November 2025, the Company has re-complied with the code provision C.2.1 of the CG Code.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct for securities transactions by Directors (the “Code of Conduct”) which is on terms no less exacting than the Required Standard of Dealings against which issuers and their directors must measure their conduct regarding transactions in securities of their issuers. The Company has made specific enquiries with all Directors and has not been notified of any non-compliance with the Required Standard of Dealings and the Code of Conduct by any of the Directors during the year.

THE BOARD OF DIRECTORS AND MEETINGS

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

EXECUTIVE DIRECTORS

Mr. Zheng Minggao (*Chairman*) (appointed on 7 November 2025)
Mr. Sun Haitao (*Chairman*) (resigned on 7 November 2025)
Ms. Wu Shan

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Feng Yu (appointed on 7 November 2025)
Mr. Yu Tat Chi Michael
Mr. Fan Lei (appointed on 18 June 2025)
Ms. Liu Jia (resigned on 7 November 2025)
Mr. Song Ke (resigned on 18 June 2025)

The biographical details of the Directors are set out under the section headed “BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT” of this report.

及朱正陽先生獲委任為行政總裁(自2025年11月7日起生效)，本公司已重新遵守企業管治守則之守則條文第C.2.1條。

董事之證券交易

本公司已採納有關董事進行證券交易的行為守則(「行為守則」)，其條款的嚴格程度不遜於發行人及董事於買賣其所屬發行人的證券時用以衡量其本身操守的交易必守標準。本公司已向全體董事作出特定查詢，並不知悉年內任何董事有違反交易必守標準及行為守則之規定。

董事會及會議

年內及截至本報告日期，董事會包括下列董事：

執行董事

鄭明高先生 (*主席*) (於2025年11月7日獲委任)
孫海濤先生 (*主席*) (於2025年11月7日辭任)
吳珊女士

獨立非執行董事

馮羽女士 (於2025年11月7日獲委任)
余達志先生
范磊先生 (於2025年6月18日獲委任)
劉佳女士 (於2025年11月7日辭任)
宋柯先生 (於2025年6月18日辭任)

董事履歷詳情載於本報告「董事及高級管理層履歷詳情」一節。

CORPORATE GOVERNANCE REPORT 企業管治報告

The Board has implemented various mechanisms to ensure that independent views are available to the Board, including: (1) having three independent non-executive Directors (“INEDs”) representing at least one-third of the Board; (2) ensuring ongoing liaison between the Chairman and all INEDs through the company secretary which allows continuous feedback is given and timely consideration of any proposals; (3) making independent professional advice available to Directors upon reasonable request under the terms of reference of each Board Committees; (4) requirement for each INED to provide written confirmation annually as to the factors affecting their independence provided under the GEM Listing Rules; (5) in considering prospective INEDs candidates, the Nomination Committee assesses independence of the candidate(s) with reference to the relevant guidelines set out in the GEM Listing Rules and other factors, including but not limited to his/her character, integrity, cross-directorships and significant links with other Directors, time commitment, professional qualifications and relevant work experience; and (6) reviewing the structure, size and composition of the Board regularly in relation to the Company’s Board diversity policy (“**Board Diversity Policy**”) and make proposals accordingly by the Nomination Committee.

The Company conducts a regular review on the implementation and effectiveness of such mechanisms each year.

董事會已經實施了各種機制，以確保董事會能夠獲得獨立意見，包括：(1)三名獨立非執行董事（「**獨立非執行董事**」）至少佔董事會成員的三分之一；(2)確保主席與所有獨立非執行董事之間通過公司秘書保持聯繫，以便持續提供反饋並及時考慮任何建議；(3)根據各董事委員會的職權範圍，在董事提出合理要求時提供獨立專業意見；(4)要求每名獨立非執行董事每年提供書面確認，說明GEM上市規則規定的影響其獨立性的因素；(5)在考慮潛在的獨立非執行董事候選人時，提名委員會將參照GEM上市規則規定的相關準則和其他因素評估候選人的獨立性，包括但不限於其性格、誠信、與其他董事的交叉關係和重要聯繫、時間投入、專業資格和相關工作經驗；及(6)提名委員會根據本公司的董事會成員多元化政策（「**董事會成員多元化政策**」）定期審查董事會的結構、規模和組成，並提出相應建議。

本公司將每年對這些機制的實施和效果進行定期審查。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board meets regularly (at least four times a year at quarterly intervals) for reviewing and approving the financial and operating performance of the Group, considering and approving the overall strategies and policies and approving the change of constitution of the Board and the salary of INEDs. Additional meetings are convened as and when the Board considers necessary. The Directors attended those meetings in person, by phone or through other electronic means of communication. The attendance record of the meetings of the Directors during the year ended 31 December 2025 is set out below:

董事會定期會召開董事會會議（每年按季度召開至少四次），以審閱及批准本集團之財務及營運表現，考慮及批准整體策略及政策及批准變更董事會組成及獨立非執行董事的薪酬。在董事會認為必要時會召開額外會議。董事親身、透過電話或其他電子通訊方式出席該等會議。每位董事於截至2025年12月31日止年度之會議出席記錄載列如下：

Name of Directors 董事名稱	Attendance/Number of meetings entitled to attend 出席次數/有權出席會議數目				
	Board Meeting 董事會會議	Audit Committee Meeting 審核委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議	General Meeting 股東大會
<i>Executive Directors</i> 執行董事					
Mr. Zheng Minggao (appointed on 7 November 2025) 鄭明高先生 (於2025年11月7日獲委任)	0/0	—	0/0	0/0	0/0
Mr. Sun Haitao (resigned on 7 November 2025) 孫海濤先生 (於2025年11月7日辭任)	7/7	—	4/4	4/4	1/1
Ms. Wu Shan 吳珊女士	7/7	—	—	—	1/1
<i>INEDs</i> 獨立非執行董事					
Ms. Feng Yu (appointed on 7 November 2025) 馮羽女士 (於2025年11月7日獲委任)	0/0	0/0	0/0	0/0	0/0
Mr. Yu Tat Chi Michael 余達志先生	7/7	3/3	4/4	4/4	1/1
Mr. Fan Lei (appointed on 18 June 2025) 范磊先生 (於2025年6月18日獲委任)	4/4	1/1	2/2	2/2	0/0
Ms. Liu Jia (resigned on 7 November 2025) 劉佳女士 (於2025年11月7日辭任)	7/7	3/3	4/4	4/4	1/1
Mr. Song Ke (resigned on 18 June 2025) 宋柯先生 (於2025年6月18日辭任)	3/3	2/2	2/2	2/2	1/1

In addition, the chairman of the Board has held one meeting with the INEDs without the presence of other Directors during the current year.

此外，董事會主席於本年度內在其他董事不在場的情況下與獨立非執行董事舉行了一次會議。

CORPORATE GOVERNANCE REPORT

企業管治報告

RESPONSIBILITY OF THE BOARD AND DELEGATION OF MANAGEMENT FUNCTION

The Board has the overall responsibility for the stewardship of the Group, including the responsibilities for the adoption of long-term strategies and appointment and supervision of management to ensure that the operation of the Group is conducted in accordance with the objective of the Group. Execution of daily operational matters is delegated to the management. Such arrangements are reviewed by the Board to ensure they align with the Company's business needs annually.

Currently, Ms. Feng Yu, Mr. Yu Tat Chi Michael and Mr. Fan Lei are the INEDs. All of them are under a term of service of three years commencing from the date of their respective appointments or the date of entering into their respective letter of appointments. All Directors, including the INEDs, are subject to retirement by rotation and re-election at the AGM in accordance with the Articles, provided that the appointment may be terminated by the Company or the Director concerned with a written notice pursuant to their respective service contracts and letter of appointments.

There is no relationship (including financial, business, family or other material/relevant relationships) among members of the Board. All of them are free to exercise their independent judgement during the year. The Company has received annual written confirmations from the INEDs in respect of their independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers the INEDs to be independent in accordance with the independence guidelines set out in the GEM Listing Rules.

CONTINUOUS PROFESSIONAL DEVELOPMENT OF THE DIRECTORS

Pursuant to the code provision C.1.4 of the CG Code, all Directors should participate in continuous professional development arranged and funded (where necessary) by the Company to develop and refresh their knowledge and skills. Each member of the Board received training on corporate governance, regulatory developments or other relevant topics during the year, and the Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities.

董事會的責任及管理職能的授權

董事會負有管理本集團之整體責任，包括負責採納長期策略以及委任及監督管理層，以確保本集團之運作按本集團之目標而進行。日常營運事項之執行授權予管理層處理。這種安排由董事會審查，以確保它們每年與本公司的業務需求相一致。

目前，獨立非執行董事為馮羽女士、余達志先生及范磊先生。全部均有由其各自獲委任日期起或訂立其各自委任函日起生效，為期三年之委任函。所有董事（包括獨立非執行董事）均須根據細則於股東週年大會上輪值告退及膺選連任，惟本公司或有關董事可根據其服務合約及委任函發出書面通知而終止任命。

董事會成員之間並無任何關係（包括財務、業務、家屬或其他重大／相關關係）。年內彼等全部均可自由行使其獨立判斷權。本公司已接獲獨立非執行董事根據GEM上市規則第5.09條規定就彼等獨立性發出之書面年度確認書。本公司認為，根據GEM上市規則所載之獨立性指引，獨立非執行董事均屬獨立人士。

董事持續專業發展

根據企業管治守則之守則條文第C.1.4條，所有董事應參與由本公司組織並資助（若需）的持續專業發展，以發展及更新其知識及技能。年內，各董事會成員均曾接受企業管治、監管發展或其他相關事項的培訓，而董事亦將持續獲得有關法定和監管制度以及業務環境的最新消息，以協助履行彼等的職責。

CORPORATE GOVERNANCE REPORT

企業管治報告

Details of trainings attended by each Director in continuous professional development during the year are set out below:

每位董事於年內曾參與之持續專業發展培訓詳情載列如下：

Name of Directors 董事名稱	Scope of Training 培訓範疇			
	Directors' duties 董事職責	Legal and regulatory updates 法律及監管更新	Business updates 業務更新	Corporate governance 企業管治
<i>Executive Directors</i> 執行董事				
Mr. Zheng Minggao (appointed on 7 November 2025) 鄭明高先生 (於2025年11月7日獲委任)	Yes 有	Yes 有	Yes 有	Yes 有
Mr. Sun Haitao (resigned on 7 November 2025) 孫海濤先生 (於2025年11月7日辭任)	Yes 有	Yes 有	Yes 有	Yes 有
Ms. Wu Shan 吳珊女士	Yes 有	Yes 有	Yes 有	Yes 有
<i>INEDs</i> 獨立非執行董事				
Ms. Feng Yu (appointed on 7 November 2025) 馮羽女士 (於2025年11月7日獲委任)	Yes 有	Yes 有	Yes 有	Yes 有
Mr. Yu Tat Chi Michael 余達志先生	Yes 有	Yes 有	Yes 有	Yes 有
Mr. Fan Lei (appointed on 18 June 2025) 范磊先生 (於2025年6月18日獲委任)	Yes 有	Yes 有	Yes 有	Yes 有
Ms. Liu Jia (resigned on 7 November 2025) 劉佳女士 (於2025年11月7日辭任)	Yes 有	Yes 有	Yes 有	Yes 有
Mr. Song Ke (resigned on 18 June 2025) 宋柯先生 (於2025年6月18日辭任)	Yes 有	Yes 有	Yes 有	Yes 有

CHAIRMAN AND CHIEF EXECUTIVE

The former executive Director, Mr. Sun took up the role of chairman and served as the function of CEO up to 7 November 2025, which is deviated from code provision C.2.1 of the CG Code. Following the appointments of Mr. Zheng Minggao as an executive Director and the chairman of the Board and Mr. Zhu Zhengyang as the CEO with effect from 7 November 2025, the Company has re-complied with the code provision C.2.1 of the CG Code. The positions of chairman of the Board and CEO are now separately held by Mr. Zheng and Mr. Zhu, respectively, with a clear distinction in responsibilities. The chairman of the Board is responsible for providing strategic advice and guidance on the development of the Group, while the CEO is responsible for the day-to-day operations of the Group.

主席及行政總裁

直至2025年11月7日，前執行董事孫先生擔任董事會主席以及行政總裁的職能，與企業管治守則之守則條文第C.2.1條偏離。隨著鄭明高先生獲委任為執行董事兼董事會主席，以及朱正陽先生獲委任為行政總裁（自2025年11月7日起生效），本公司已重新遵守企業管治守則之守則條文第C.2.1條。董事會主席及行政總裁現時分別由鄭先生及朱先生擔任，以職能來明確劃分這兩個不同職位。董事會主席負責就本集團的發展提供戰略建議及指引，而行政總裁則負責本集團的日常運營。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES

The Board has established the Nomination Committee, the Remuneration Committee and the Audit Committee (collectively, the “**Board Committees**”) in order to maintain a high level of corporate governance standard of the Company.

AUDIT COMMITTEE AND ACCOUNTABILITY

The Audit Committee comprised three members and all members are INEDs. The Audit Committee is chaired by Mr. Yu Tat Chi Michael, with Ms. Feng Yu and Mr. Fan Lei as members.

The primary duties of the Audit Committee are to make recommendations to the Board on the appointment, re-appointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor and assessing their independence and performance; review the Group’s financial information and compliance; and review the Group’s financial reporting system, risk management and internal control systems.

Summary of the work performed by the Audit Committee during the year:

- reviewed the audited consolidated financial statement, annual results announcement and the annual report for the year ended 31 December 2024;
- reviewed the unaudited consolidated financial statements, interim results announcement and the interim report for the six months ended 30 June 2025;
- reviewed the financial reporting system, the risk management and internal control systems, and the effectiveness of the internal audit function;
- made recommendations to the Board on the appointment and remuneration of the auditor of the Company; and
- discussed with the auditor of the Company the audit matters before the commencement of the audit work.

The Audit Committee held three meetings during the year. Individual attendance records of each member of the Audit Committee are set out on page 38 of this report.

董事委員會

董事會已成立提名委員會、薪酬委員會及審核委員會（統稱「**董事委員會**」），以保持本公司高水平之企業管治準則。

審核委員會

審核委員會由三名委員組成，所有委員均為獨立非執行董事。審核委員會主席為余達志先生，委員包括馮羽女士及范磊先生。

審核委員會之主要職責為負責就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的薪酬及聘用條款以及評估其獨立性及表現；審閱本集團的財務資料及其合規情況；及檢討本集團財務匯報系統、風險管理及內部監控系統。

年內審核委員會的工作概要：

- 審閱截至2024年12月31日止年度之經審核綜合財務報表、年度業績公告及年報；
- 審閱截至2025年6月30日止六個月之未經審核綜合財務報表、中期業績公告及中期報告；
- 審閱財務匯報系統、風險管理及內部監控系統，及內部審核功能的成效；
- 就本公司核數師的委任及酬金向董事會提出建議；及
- 在審計工作開始前與本公司核數師討論審計事項。

年內，審核委員會已舉行三次會議。審核委員會各委員之個人出席記錄載列於本報告第38頁內。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board Committees have adopted specific terms of reference clearly defining their respective powers and responsibilities. These committees are required by their terms of reference to report to the Board in relation to their decisions, findings or recommendations, and in certain specific situations, to seek the Board's approval before taking any actions. The Board reviews, on an annual basis, all delegations by the Board to each of the Board Committees to ensure that such delegations are appropriate and continue to be beneficial to the Group as a whole.

董事委員會已採納清楚區分其權力及職責之指定職權範圍。職權範圍規定該等委員會就其決定、結論或推薦意見向董事會報告，並在若干特定情況下，在採取任何行動前尋求董事會之批准。董事會每年檢討董事會向各董事委員會之所有授權，以確保該等授權為合適並繼續對本集團整體有所裨益。

AUDITOR'S REMUNERATION

For year ended 31 December 2025, the remuneration payable in respect of the audit and non-audit services rendered by the auditor of the Company are as follows:

核數師酬金

截至2025年12月31日止年度，就本公司核數師提供之審計及非審計服務應付之酬金如下：

Type of services 服務類型		Approximate amount 概約金額 (HK\$'000) (千港元)
Audit services	審計服務	560
Non-audit services*	非審計服務*	240

* reviews of the Company's annual results announcement for the year ended 31 December 2025 and unaudited consolidated financial statements for the six months ended 30 June 2025.

* 審閱本公司截至2025年12月31日止年度之年度業績公告及截至2025年6月30日止六個月之未經審計綜合財務報表。

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation of financial statements which give a true and fair view of the state of affairs of the Group. In preparing such financial statements, it is fundamental that appropriate accounting policies are selected and applied consistently. The statement of the auditor of the Company about its reporting responsibilities on the consolidated financial statements is set out in the section headed "INDEPENDENT AUDITOR'S REPORT" of this report on pages 112 to 119.

董事及核數師對財務報表之責任

董事知悉彼等就編製真實與公平反映本集團狀況之財務報表須承擔責任。在編製該等財務報表時，必須選取和貫徹採用合適的會計政策。本公司核數師就綜合財務報表申報責任之聲明載於本報告第112至119頁之「獨立核數師報告」一節。

CORPORATE GOVERNANCE REPORT

企業管治報告

NOMINATION COMMITTEE

The Nomination Committee comprised four members and a majority of the members are INEDs. The Nomination Committee is chaired by Mr. Zheng, the chairman of the Board and executive Director, with Ms. Feng Yu, Mr. Fan Lei and Mr. Yu Tat Chi Michael as members.

The primary duties of the Nomination Committee are to review the structure, size and composition of the Board at least annually; identify individuals suitably qualified to become members of the Board, to assess the independence of the INEDs and make recommendation to the Board on relevant matters relating to the appointment or re-election of Directors and succession planning of the Board.

Summary of the work performed by the Nomination Committee during the year:

- reviewed the structure, size and composition and diversity of the Board, and the Board Diversity Policy;
- nomination of Director candidate;
- reviewed the nomination policy and procedures for directorship during the year;
- assessed the independence of the INEDs; and
- made recommendations to the Board on relevant matters relating to the appointment and re-election of Directors.

The Nomination Committee held four meetings during the year. Individual attendance records of each member of the Nomination Committee are set out on page 38 of this report.

提名委員會

提名委員會由四名委員組成，大部份委員均為獨立非執行董事。提名委員會主席為董事會主席兼執行董事鄭先生，委員包括馮羽女士、范磊先生及余達志先生。

提名委員會之主要職責為每年至少檢討董事會之架構、人數及組成一次；物色具備合適資格可擔任董事會成員的人選，評核獨立非執行董事的獨立性，以及就董事委任或重選和董事會的繼任計劃之有關事宜向董事會提出建議。

年內提名委員會的工作概要：

- 檢討董事會之架構、人數及組成及董事會成員多元化，及董事會成員多元化政策；
- 提名董事候選人；
- 檢討年內董事提名政策及程序；
- 評核獨立非執行董事之獨立性；及
- 就委任及重選董事之相關事宜向董事會提出建議。

年內，提名委員會已舉行四次會議。提名委員會各委員之個人出席記錄載列於本報告第38頁內。

CORPORATE GOVERNANCE REPORT

企業管治報告

Nomination Policy

The Board has adopted a nomination policy (the “**Nomination Policy**”).

Summary of the Nomination Policy

The Company embraced high transparency in the Board member selection process. The Nomination Policy is aimed to ensure the Board maintains a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. The Nomination Committee utilizes various methods for identifying Director candidates, including recommendations from Board members, management and professional search firms. In addition, the Nomination Committee will consider Director candidates properly submitted by the Shareholders. All Director candidates are evaluated by the Nomination Committee based upon the director's qualifications, ability to devote sufficient time to the Company's affairs, and relevant experience, as stated in the Nomination Policy. While Director candidates will be evaluated on the same criteria, the Nomination Committee retains the discretion to establish the relative weighting of such criteria, which may vary based on the composition, skill sets and experiences of the collective Board rather than on the individual candidate. The Nomination Committee has been delegated to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. The Board is ultimately responsible for selection and appointment of new Directors.

提名政策

董事會已採納提名政策（「**提名政策**」）。

提名政策概要

本公司重視董事會成員甄選過程具高透明度。提名政策旨在確保董事會在技能、經驗和觀點多樣性上保持平衡以適應本公司的業務需求。提名委員會採用各種方法來識別董事候選人，包括來自董事會成員、管理層和專業獵頭公司的建議。此外，提名委員會將考慮由股東適當地提交的董事候選人。所有的董事候選人，均由提名委員會根據提名政策所述之董事資格、能否投入足夠時間處理本公司事務及相關經驗進行評估。雖然董事候選人將按照相同的標準進行評估，但提名委員會保留酌情決定權，以確定此類標準的相對權重，這些標準可能會根據集體董事會的組成、技能和經驗而不是個別候選人而有所不同。提名委員會已獲委派以識別具備合適資格成為董事會成員的人士，並就已被提名擔任董事職位的人士進行甄選或向董事會提出建議。董事會最終負責甄選和任命新董事。

CORPORATE GOVERNANCE REPORT

企業管治報告

Board Diversity Policy

Summary of the Board Diversity Policy

The Company recognised and embraced the benefits of having a diverse Board to enhance quality of its performance. The Board Diversity Policy aimed to set out the approach to achieve diversity on the Board. Selection of candidates for members of the Board will be based on a number of objective criteria, including but not limited to skills, experience, knowledge, expertise, culture, independence, age and gender, and will take into full consideration of the Company's business scale and specific requirements from time to time. Currently, members of the Board have different business and professional backgrounds, and among all five members of the Board, two are female. Given the current composition of the Board, the Nomination Committee is of the view that gender diversity is achieved and shall focus on maintaining the gender balance. The Nomination Committee is responsible for supervising the implementation of this policy and reviewing it, as appropriate, to ensure its effectiveness.

At present, the Nomination Committee considers that the Board is sufficiently diverse and will review the Board Diversity Policy regularly to ensure its effectiveness and recommend the same to the Board for approval.

The Board and Nomination Committee have reviewed the Board Diversity Policy during the year to ensure its effectiveness and resolved that the diversity in the current Board composition was in the interest of the Company.

For the details of the current gender ratio in the workforce, including senior management of the Group, please see page 84 of the ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT in this report. Given the current composition of the workforce, the Board is of the view that gender diversity is achieved and shall focus on maintaining the gender balance. The management will review the gender composition of the workforce and set targets based on the future needs of the Group's development.

董事會成員多元化政策

董事會成員多元化政策概要

本公司承認並深信董事會成員多元化對提升公司之表現質素裨益良多。董事會成員多元化政策旨在列載為達致董事會成員多元化而採取之方針。甄選董事會成員之候選人會以多項客觀標準為基準，包括但不限於技能、經驗、知識、專才、文化、獨立性、年齡及性別，並充分考慮本公司的業務規模及不時的具體需要。目前董事會成員來自不同業務及專業背景，在全體五位董事會成員中兩位為女性董事。鑒於目前董事會的組成，提名委員會認為，性別多樣性已經實現，並將重點保持性別平衡。提名委員會負責監督該政策的執行情況，並在適當時候審查該政策，以確保該政策行之有效。

目前，提名委員會認為董事會有足夠的多元化，並將定期審查董事會成員多元化政策以確保其有效性，並建議董事會批准。

董事會及提名委員會已於年內檢討董事會成員多元化政策以確保其功效及認為現時董事會成員組合多元化是以本公司利益作為前提。

目前全體員工的性別比例（包括本集團的高級管理層）的詳情，請參見本報告中環境、社會及管治報告的第84頁。鑒於目前員工的組成，董事會認為已經實現了性別多元化，並將致力於保持性別平衡。管理層將審查員工的性別組成，並根據本集團未來發展的需要制定目標。

CORPORATE GOVERNANCE REPORT

企業管治報告

REMUNERATION COMMITTEE

The Remuneration Committee comprised four members and a majority of the members are INEDs. The Remuneration Committee is chaired by Mr. Fan Lei, with Mr. Zheng, the chairman of the Board and an executive Director, Ms. Feng Yu and Mr. Yu Tat Chi Michael as members.

The primary duties of the Remuneration Committee are to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration; make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, which include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment; make recommendations to the Board on the remuneration of non-executive Directors; consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group; and to review and/or approve matters relating to share schemes (if any) under Chapter 23 of the GEM Listing Rules.

Summary of the work performed by the Remuneration Committee during the year:

- reviewed the remuneration of the Directors;
- reviewed and made recommendations to the Board on the remuneration policy and structure for all Directors;
- assessed performance of the executive Directors and approve the terms of the executive Directors' service contracts; and
- reviewed and made recommendations to the Board on the remuneration packages of individual executive Directors, INEDs and senior management.

The Remuneration Committee held four meetings during the year ended 31 December 2025. Individual attendance records of each member of the Remuneration Committee are set out on page 38 of this report.

薪酬委員會

薪酬委員會由四名委員組成，大部份委員均為獨立非執行董事。薪酬委員會主席為范磊先生，委員包括董事會主席兼執行董事鄭先生、馮羽女士及余達志先生。

薪酬委員會之主要職責為就本公司所有董事及高級管理人員的全體薪酬政策及架構向董事會提出建議；向董事會建議個別執行董事及高級管理人員的薪酬待遇，此應包括非金錢利益、退休金權利及賠償金額（包括喪失或終止其職務或委任的應付賠償）；就非執行董事的薪酬向董事會提出建議；考慮同類公司支付的薪酬、須付出的時間及職責、以及本集團內其他職位的僱用條件；及審閱及／或批准GEM上市規則第二十三章所述有關股份計劃（如有）的事宜。

年內薪酬委員會的工作概要：

- 審閱董事的薪酬；
- 審閱並就董事的全體薪酬政策及架構向董事會提出建議；
- 評估執行董事的表現及批准執行董事服務合約條款；及
- 審閱並就個別執行董事、獨立非執行董事及高級管理人員的薪酬待遇向董事會提出建議。

截至2025年12月31日止年度內，薪酬委員會已舉行四次會議。薪酬委員會各委員之個人出席記錄載列於本報告第38頁內。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE FUNCTIONS

The Board recognises that the Directors are collectively responsible for the corporate governance duties. Pursuant to the code provision of A.2.1 of the CG Code, such duties include but are not limited to:

- developing and reviewing the Company's policies and practices on corporate governance;
- reviewing and monitoring the training and continuous professional development of the Directors and senior management;
- reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- developing, reviewing and monitoring the Code of Conduct and compliance manual (if any) applicable to employees and the Directors; and
- reviewing the Company's compliance with the CG Code and the disclosure in the corporate governance report.

During the year ended 31 December 2025, the Board has reviewed and performed the above mentioned corporate governance functions.

企業管治職能

董事會確認董事集體負責企業管治職責。根據企業管治守則之守則條文第A.2.1條，該等職責包括但不限於：

- 制定及檢討本公司的企業管治政策及常規；
- 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- 制定、檢討及監察僱員及董事適用的行為守則及合規手冊（如有）；及
- 檢討本公司遵守企業管治守則的情況及在企業管治報告內的披露。

截至2025年12月31日止年度內，董事會已檢討及履行上述企業管治職能。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL

Risks arise during the Group's pursuance of its long-term strategy and it is the Board's responsibility to evaluate and determine the nature and extent of risks that it is willing to take. The Board acknowledged it is responsible for the risk management and internal control systems of the Group including the task of reviewing such systems and ensuring their effectiveness. The Audit Committee assists the Board in carrying out its responsibilities and is also responsible for reviewing and monitoring the effectiveness of the Group's internal audit function.

The Group adopts the "three lines of defence" framework for effective risk management and follows The Committee of Sponsoring Organizations of the Treadway Commission ("COSO") Internal Control — Integrated Framework for the design, implementation and review of internal controls.

The Group's risk management and internal control systems are, however, designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

With respect to the handling and dissemination of inside information, the Company has formulated its guidelines including dissemination of information to state purpose and on a need-to-know basis, with an aim to ensure that the insiders abide by the confidentiality requirement and fulfill the disclosure obligation of the inside information in accordance with the applicable laws and regulations.

The Board had performed an annual review on the effectiveness of the Group's risk management and internal control systems relating to financial, operational and compliance controls for the year ended 31 December 2025. Also, the Board and the Audit Committee had received and considered the evaluations from internal control department of the Group, the major risks detected through the systems and discussed the needs for further improvement. The Board was of the view that throughout the year ended 31 December 2025, the financial reporting system and the risk management and internal control systems of the Group were adequate and effective.

風險管理及內部監控

本集團於實現其長期策略時面臨不同風險，董事會有責任評估及釐定其願意承擔之風險性質及程度。董事會確認對本集團之風險管理及內部監控制度負上責任，包括檢討有關制度及確保其成效。審核委員會負責協助董事會履行其職責，並負責檢討及監察本集團內部審核職能之成效。

本集團實行「三道防線」框架以作有效風險管理，並遵守The Committee of Sponsoring Organizations of the Treadway Commission (「COSO」) 內部監控 — 綜合框架以制定、實行及檢討內部監控。

然而，本集團之風險管理及內部監控系統旨在管理而非消除不能達成業務目標的風險，並僅可對重大錯誤陳述或損失提供合理但並非絕對之保證。

關於內幕消息之處理及發放，本公司已制定相關指引，包括發放消息時列明其目的及以有需要知道該等資料作基礎，以確保內幕人士遵循保密要求及根據遵循適用的法律和法規履行內幕消息之披露義務。

董事會已為本集團截至2025年12月31日止年度財務、運作及合規監控有關的風險管理及內部監控系統之有效性進行年度檢討。並且，董事會和審核委員會已經收到並審議了本集團內部控制部門的評估，通過系統發現的主要風險，並討論了進一步改進的需要。董事會認為截至2025年12月31日止年度全年的財務匯報系統以及風險管理及內部監控系統充足及有效。

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The Board's annual review for the year ended 31 December 2025 also assessed the adequacy of the Group's resources, staff qualifications and experience, training programmes and budget of the accounting, internal audit, financial reporting functions and ESG performance and reporting. For this aspect, the Board was satisfactory with the review results. The Board was also not aware of any material internal control failings or weaknesses.

Risk Management

The "three lines of defence" is the Group's official organizational structure for carrying out its risk management activities, which includes the identification, assessment, monitoring and mitigation of risks.

The First Line of Defence — Daily Operation

The first line of defence is represented by all functional departments responsible for the day-to-day operation and management of the Group. They are the risk owners that constantly encounter risks during their operation and mitigate them by following the Group's policies and procedures. Risk owners are also responsible for designing and implementing internal controls related to their risks.

The Second Line of Defence — Risk Monitoring

The second line of defence is mainly represented by the internal control team of the Group which takes up the role of risk management and monitoring. They holistically assess and identify the risks of the Group and evaluate the impact, formulate policies and procedures to mitigate those risks, and are also responsible for supervising the first line of defence in the improvement of internal controls.

The Third Line of Defence — Independent Assurance

The third line of defence is represented by the Group's internal audit team which performs regular internal audit. The internal audit team is highly independent and reports to both the Board and the Audit Committee directly. The primary task is to perform independent evaluation on the effectiveness of the Group's risk management and internal control systems.

Outside the organization's structure, the external auditor and other regulatory bodies supplement the three lines of defence to further strengthen the Group's governance and controls.

董事會於截至2025年12月31日止年度內之年度檢討亦已評估本集團在會計、內部審核、財務匯報職能以及與環境、社會及管治表現和匯報方面的資源、員工資歷及經驗、培訓課程及預算之充足性。就此方面，董事會對檢討結果表示滿意。董事會並無發現內部監控存有任何重大失效或弱點。

風險管理

本集團採用「三道防線」為其正式組織架構以進行風險管理活動，包括識別、評估、監察及減輕風險。

第一道防線 — 日常運作

第一道防線指負責本集團日常運作及管理之所有職能部門。彼等乃於營運中經常面臨風險之風險持有者，並透過遵守本集團政策及程序減輕風險。風險持有者亦負責制定及執行其有關風險之內部監控。

第二道防線 — 風險監察

第二道防線主要指負責風險管理及監察之本集團內部監控團隊。彼等全面評審及識別本集團之風險及評估其影響、制定政策及程序以減輕該等風險，亦負責監督第一道防線如何改善內部監控。

第三道防線 — 獨立保證

第三道防線指本集團進行定期內部審核之內部審核團隊。內部審核團隊持有高度的獨立性，並直接匯報給董事會及審核委員會。其主要職責為對本集團風險管理及內部監控制度之有效性進行獨立的評估。

於組織架構外，外部核數師及其他監管機構為三道防線起補充作用，以進一步加強本集團之管治及監控。

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During the year, the Board had re-assessed the risks faced by the Group for which the Board considered to be significant. Below is a summary of the key risks of the Group to date along with the applicable risk mitigation responses.

1. Market Competition Risk

The Group's businesses face fierce market competition. China's technology industry is very dynamic and highly competitive. To ensure continual growth, the Group must constantly remain innovative, assess changing consumers' needs and provide in-demand services over its competitors. There is the risk that the Group is unable to maintain its edge and lose its market share. The Group has mitigated this risk by carrying out competitor analysis and benchmarking, and also by monitoring the market behaviour constantly to timely react to market changes and disruption. Continuous devotion to product innovation and marketing enables the Group to meet customers' needs and scale up its businesses.

2. Government Policies and Regulations Risk

The Group's smart retail business belongs to industries that are highly regulated by the PRC government. Participants in these industries have to adhere to strict regulations. As these industries grow and the regulatory landscape keeps on evolving, the PRC government often promulgates new measures and restrictions with which all participants have to cope. Failure to comply with these rules and regulations will lead to serious consequences including possibility of business termination. To mitigate this risk, the Group has maintained a strong team of lawyers to ensure the full compliance of laws and regulations. The Group also fosters close communication with the PRC government and remains vigilant in the latest regulatory updates.

年內，董事會已重新評估本集團所面對董事會認為重大之風險。下文概述本集團迄今之主要風險及相關減輕風險對策。

1. 市場競爭風險

本集團業務面對激烈市場競爭。中國之科技產業正在不停轉變及競爭激烈。為確保持續增長，本集團須持續保持創新、評估不斷改變之客戶需求及比其競爭者更能按需求提供服務。本集團面對着未能維持其優勢而失去市場份額之風險。為減輕此風險，本集團進行競爭者分析及基準分析，並透過經常監察市場行為及時回應市場變化或干擾。持續投入產品創新及市場推廣使本集團得以迎合客戶需求及擴充業務。

2. 政府政策及法規風險

本集團之智慧零售業務屬於受中國政府嚴格監管之行業。該等行業之參與者須遵守嚴格法規。隨着該等行業增長及監管環境不斷演變，中國政府會不時頒佈新措施及限制讓所有參與者遵從。未能遵守該等法例及法規將導致嚴重後果，包括業務終止的可能。為減輕此風險，本集團已維繫一強大的律師團隊，以確保全面遵守法例及法規。本集團亦與中國政府維持緊密聯繫及對最新監管發展保持警惕。

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3. Information Security Risk

The Group's smart retail business serves the mass population and hence collects many user's confidential information and sensitive data. These data and information must be well-secured and protected from theft, leakage and damage. Failure to do so will cause the Group to impair its reputation, lose businesses and even be prosecuted. The Group places a strong emphasis on information security and has a team of information security experts. A series of measures is implemented to ensure customers' data is secured, including regular testing of the Group's data system to eliminate any breaching loopholes, implementing content segregation and access authorization controls for sensitive data.

Internal Control

The Group follows the principles and guidelines of COSO Internal Control — Integrated Framework in implementing its internal control system. The Group's internal control system includes a defined management structure with limits of authority, and standardized workflow procedures designed to help the Group to achieve its business objectives, protect its assets against unauthorised use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with relevant laws and regulations.

For the year ended 31 December 2025, the Group's internal audit team has carried out independent internal audit activities on the Group's major businesses. The Board and the Audit Committee have reviewed and monitored the Group's internal audit function and consider it to be effective.

COMPANY SECRETARY

Ms. Tsang Sin Man is the company secretary of the Company. Ms. Tsang Sin Man graduated from The Hong Kong Polytechnic University with a bachelor's degree in accountancy and has over eight years of accounting and audit experience. She is a member of the Hong Kong Institute of Certified Public Accountants.

3. 資訊安全風險

本集團之智慧零售業務為大眾提供服務，因此收集大量客戶機密資料及敏感數據。該等數據及資料須受到妥善保存，以免遭受盜竊、洩漏及損毀。未能妥善保護數據資料將導致本集團聲譽受損、業務損失及甚至受到檢控。本集團強調資訊安全並設有信息安全專家團隊。本集團實行一系列措施以確保客戶數據受到保障，包括定期測試本集團之數據系統以消除任何漏洞，並就敏感數據實施內容分隔及存取授權監控。

內部監控

本集團遵從COSO內部監控 — 綜合框架的原則及指引來執行內部監控系統。本集團之內部監控系統包括界定管理架構並嚴格限制職權，且有標準化之工作流程程序，以助本集團實踐業務目標；保障資產不會於未經授權情況下被使用或出售；確保維持妥善會計記錄，以提供可靠財務資料作內部或公開用途；以及確保符合有關法例及規例。

截至2025年12月31日止年度，本集團之內部審核團隊已為本集團的主要業務進行獨立內部審核。董事會及審核委員會已審閱及監察本集團的內部審核功能並認為它有成效。

公司秘書

曾倩雯女士為本公司之公司秘書。曾倩雯女士畢業於香港理工大學，獲授會計學學士學位，並擁有逾八年的會計及審計經驗。彼為香港會計師公會會員。

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For the year ended 31 December 2025, Ms. Tsang Sin Man took no less than 15 hours of relevant professional training as required by the GEM Listing Rules.

CONSTITUTIONAL DOCUMENTS

There is no change in the Company's constitutional documents during the year ended 31 December 2025.

SHAREHOLDERS' RIGHTS

PROCEDURES FOR THE SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING ("EGM")

Pursuant to Article 58 of the Articles, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an EGM to be called by the Board for the transaction of any business specified in such requisition.

Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board to convene such meeting shall be reimbursed to the requisitionist(s) by the Company.

PROCEDURES FOR THE SHAREHOLDERS TO PUT THEIR ENQUIRIES TO THE BOARD

The Company is committed to a policy of open and regular communication and disclosure of information to the Shareholders. The Company delivers interim and annual reports upon Shareholders' request and publication of the interim and annual results announcements and other required disclosures of information on the websites of the Stock Exchange and the Company to all the Shareholders.

The Company endeavours to maintain two-way communications with the Shareholders through various channels. The Shareholders are encouraged to put their enquiries about the Group through the Company's email at 8071IR@tus-edu.com or by mail to the address of the Company's principal place of business in Hong Kong at Office 8th Floor, Tower 2, Admiralty Centre, 18 Harcourt Road, Hong Kong. All the enquiries will be dealt with in a timely manner.

截至2025年12月31日止年度，曾倩雯女士已根據GEM上市規則的規定參與不少於15小時的相關專業培訓。

組織章程文件

截至2025年12月31日止年度，本公司的組織章程文件並無變動。

股東權利

股東召開股東特別大會（「股東特別大會」）之程序

根據細則第58條，任何一位或以上於遞呈要求當日持有不少於有權於本公司股東大會上投票之本公司繳足股本十分之一之股東，均有權隨時透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會以處理上述要求中列明之任何事宜。

有關大會須於遞呈要求後兩個月內舉行。倘遞呈後21日內董事會未有召開有關大會，則遞呈要求之人士可自行以相同方式召開大會，而本公司須向提請要求之人士補償因董事會未有召開有關大會而產生之所有合理開支。

股東向董事會提出查詢之程序

本公司致力實施與其股東公開及定期交流，並向彼等披露資料之政策。本公司按股東要求寄發中期及年度報告，並於聯交所及本公司網站向全體股東刊登中期及年度業績公告及其他須予披露資料。

本公司致力透過多種渠道與股東維持雙向溝通。歡迎股東提出有關本集團之查詢，方法為向本公司發出電郵(8071IR@tus-edu.com)或郵寄至本公司香港主要營業地點香港夏慤道18號海富中心2座8樓。所有查詢將會被及時處理。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Shareholders are also encouraged to attend the AGM and EGM and to put their enquiries to the Board directly. Notices are duly circulated to the Shareholders in order to ensure each Shareholder is informed of the details of the AGM and EGM. Board members will be available to answer questions raised by Shareholders in a prompt manner at the aforesaid meetings. Pursuant to the GEM Listing Rules, voting by poll is mandatory at all general meetings.

The detailed procedures for conducting a poll are set out in the proxy forms and will be explained by the chairman of each of the AGM and EGM orally at the beginning of the aforesaid meetings. The poll results will be posted on the websites of the Stock Exchange and the Company after the AGM and EGM.

PROCEDURES FOR PUTTING FORWARD PROPOSALS AT SHAREHOLDERS' MEETINGS

Shareholders who wish to make proposals or propose a resolution for consideration at general meetings may convene an EGM in accordance with the procedures set out in the section headed "PROCEDURES FOR THE SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING ("EGM")" above.

INVESTOR RELATIONS

The Company believes that maintaining a high level of transparency is a key to enhancing investor relations. It is committed to a policy of open and timely disclosure of corporate information to the Shareholders and public investors.

The Company regularly updates the Shareholders on its latest business developments and financial performance through its annual and interim reports. The website of the Company (www.irasia.com/listco/hk/chinanetcom) provides an effective communication platform to the public and the Shareholders.

The Company welcomes any views Shareholders may have regarding the Group's affairs. As outlined above, these may be raised during the general meetings of the Company, or alternatively, or send electronically or physically to the email address or the Company's principal place of business in Hong Kong stated above.

本公司亦鼓勵股東出席股東週年大會及股東特別大會，並直接向董事會提出查詢。本公司會向股東正式寄發通知，以確保各股東知悉出席股東週年大會及股東特別大會的詳情。董事會成員將在上述會議上迅速回答股東提出的問題。根據GEM上市規則，所有股東大會必須以投票方式進行表決。

進行投票表決之詳細程序載於代表委任表格，並將分別由股東週年大會及股東特別大會之主席於上述大會開始時口頭闡述。投票結果將於股東週年大會及股東特別大會後於聯交所及本公司網站發佈。

在股東大會提出建議的程序

股東如欲在股東大會上提出提案或建議，可以按照上文「股東召開股東特別大會（「股東特別大會」）之程序」一節中的程序召開股東特別大會。

投資者關係

本公司相信，維持高透明度是提升投資者關係之關鍵，並致力保持向股東及公眾投資者公開及適時披露公司資料之政策。

本公司透過其年度及中期報告定期向股東更新其最新業務發展和財務表現。本公司之網站 (www.irasia.com/listco/hk/chinanetcom) 已為公眾人士及股東提供一個有效的溝通平台。

本公司歡迎股東對本集團的事務提出任何意見。如上所述，這些意見可以在本公司的股東大會上提出，或者以電子方式或實物方式寄到上述電子郵件地址或本公司在香港的主要營業地點。

CORPORATE GOVERNANCE REPORT 企業管治報告

The Company has in place the Shareholders' communication policy which sets out the policies in relation to communication with the Shareholders. Such policy which is published on the website of the Company shall be reviewed by the Board on a regular basis to ensure its effectiveness.

The Board has reviewed the Company's shareholder communication policy during the year ended 31 December 2025 and is satisfied with its current implementation and effectiveness based on written enquiries received from the Shareholder and questions raised by them during the year.

本公司制訂股東通訊政策並登載於本公司網站，訂明有關與股東溝通的政策，並由董事會定期檢討，以確保其成效。

董事會截至2025年12月31日止年度內審查了本公司的股東通訊政策，基於年內收到的股東書面查詢及彼等提出的問題，董事會對其目前的實施和有效性感到滿意。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THIS REPORT

Report Profile

This Environmental, Social and Governance Report (the “**ESG Report**” or “**Report**”) summarizes the environmental, social and governance initiatives, plans and performance of China Netcom Technology Holdings Limited (the “**Group**” or “**we**”) and demonstrates our commitment to sustainable development. The Group insists on sustainable development in accordance with the ESG management principles, which the Group can continuously create value for the stakeholders and handle the Group’s ESG matters effectively and responsibly as a core part of our business strategy as we believe this is the key to our continued success in the future.

Reporting Period

The ESG Report details the ESG activities, challenges and measures taken by the Group during the year ended 31 December 2025 (the “**Reporting Period**”).

Reporting Scope

The ESG Report contains information that is material which allows the readers to understand the Group’s Hong Kong, China (“**Hong Kong**”) ESG practices and performance in its daily operations in Hong Kong and Chinese Mainland. The scope of the ESG Report covers all subsidiaries listed in the financial statements during the Reporting Period, consistent with the Group’s annual report. The Group’s continuing operations are:

Smart retail business — provision of new retail digital transformation solutions and new retail integrated software service platform to chain retailers and merchants, and provision of extended services such as smart retail system and cloud service, etc.

Automotive culture business — engaging in buying and selling various automotive-related accessories and peripheral products

關於本報告

報告簡介

本環境、社會及管治報告（「**環境、社會及管治報告**」或「**報告**」）概述中彩網通控股有限公司（「**本集團**」或「**我們**」）的環境、社會及管治舉措、計劃和表現，並展示我們對可持續發展的承諾。本集團堅持按照環境、社會及管治管理原則進行可持續發展，以令本集團能夠持續不斷為持份者創造價值，並有效和負責任地處理本集團的環境、社會及管治事宜，將其作為業務戰略的核心部分，因為我們相信這是未來取得持續成功的關鍵。

報告期間

環境、社會及管治報告詳述本集團於截至2025年12月31日止年度（「**報告期間**」）環境、社會及管治方面的活動、挑戰和採取的措施。

報告範圍

環境、社會及管治報告載有對讀者了解本集團於中國香港（「**香港**」）及中國大陸日常營運中的環境、社會及管治常規及表現而言屬重要的資料。環境、社會及管治報告的範圍涵蓋於報告期間名列在財務報表的所有附屬公司，與本集團年報保持一致。本集團持續經營的業務為：

智慧零售業務 — 為連鎖零售企業及商戶提供新零售數字化轉型解決方案及新零售一體化軟件服務平台，以及提供智慧零售系統及雲端服務等延伸服務

車品文化業務 — 從事買賣各種汽車相關配件和周邊產品

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Reporting Framework

The ESG Report is prepared in accordance with the ESG Reporting Code as set out in Appendix C2 to the GEM Listing Rules of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), and complies with all “Mandatory Disclosure Requirements” and “Comply or Explain” provisions, as well as the reporting principles of materiality, quantitative, balance and consistency. In preparing the ESG Report, the Group has adopted the international standards and the emission factors specified in the guidance materials on ESG issued by the Stock Exchange for computing the relevant key performance indicators (“**KPIs**”), and there is no change from previous year in the way the ESG Report has been prepared. The application of materiality is detailed in the section headed “Materiality Assessment” of this ESG Report.

The Report is prepared in accordance with the reporting principles in the ESG Reporting Code of the Stock Exchange: “Materiality”, “Quantitative”, “Balance” and “Consistency”.

Materiality: During the Reporting Period, the Group conducted a materiality assessment to identify material issues to determine the material issues as the focus of the preparation of the ESG Report. The materiality of these issues was reviewed and confirmed by the ESG Committee. For more details, please refer to the sections headed “Stakeholder Engagement” and “Materiality Assessment”.

Quantitative: Quantitative data disclosed in the ESG Report are supplemented with additional explanations to explain any standards, methodologies and sources of conversion factors used in the calculation of emissions and energy consumption.

Balance: This Report aims to provide a comprehensive and fair view of the Group’s sustainability performance and has not omitted any information related to material ESG topics.

Consistency: The preparation method of this ESG Report is basically consistent with that of the previous year, and explanations have been provided for the data with changes in the scope of disclosure and calculation methods.

報告框架

環境、社會及管治報告根據香港聯合交易所有限公司（「**聯交所**」）GEM上市規則附錄C2所載的《環境、社會及管治報告守則》編製。並已遵循所有「強制披露規定」及「不遵守就解釋」條文，以及重要性、量化、平衡及一致性匯報原則。於編製環境、社會及管治報告時，本集團已採納聯交所發佈的有關環境、社會及管治的指引材料所載的國際標準及排放系數，以計算有關關鍵績效指標（「**關鍵績效指標**」），編製環境、社會及管治報告的方式較去年並無變動。對重要性的應用詳述於本環境、社會及管治報告「重要性評估」一節。

報告編寫遵循聯交所《環境、社會及管治報告守則》中的匯報原則：「重要性」、「量化」、「平衡」以及「一致性」。

重要性：於報告期內，本集團進行重要性評估以識別重要議題，以確定重要議題作為環境、社會及管治報告的編寫重點。這些議題的重要性均由環境、社會及管治委員會審閱和確認。更多詳情請參考「持份者溝通」及「重要性評估」章節。

量化：環境、社會及管治報告中所披露量化數據已附加補充說明，以解釋在計算排放量和能源消耗量時使用的任何標準、方法和轉換系數的來源。

平衡：本報告旨在對本集團的可持續發展表現提供全面和公平的看法，並沒有遺漏任何與重大環境、社會及管治主題相關的信息。

一致性：本環境、社會及管治報告的編製方法與上年度基本一致，並已就披露範圍和計算方法有變的數據提供解釋。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Source of Data and Responsibility Statement

The information disclosed in the ESG Report is from the Group's internal documents, statistical reports and relevant public materials. The Group undertakes that the ESG Report does not contain any false information, misleading statement or material omission, and takes responsibility for the contents hereof as to the authenticity, accuracy and completeness.

Forward-Looking Statements

This Report contains forward-looking statements, which are based on the Group's current expectations, estimates, projections, views and assumptions about the businesses and markets in which it and its subsidiaries operate. These forward-looking statements are not guarantees of future performance and are subject to market risks, uncertainties and factors beyond the Group's control. Therefore, actual results and returns may differ materially from the assumptions and statements contained in this report.

Contact Us

The Group attaches great importance to readers' valuable opinions. Should you have any questions or suggestions about the ESG Report, please contact the Group via:

Contact number: (852) 3975 3118

Address: 8th Floor, Tower 2, Admiralty Centre, 18 Harcourt Road, Hong Kong

數據來源及責任聲明

環境、社會及管治報告所披露的資料來自本集團內部文件、統計報告及有關公開材料。本集團承諾環境、社會及管治報告不存在任何虛假資料、誤導性陳述或者重大遺漏，並對其內容的真實性、準確性及完整性承擔責任。

前瞻性陳述

本報告包含前瞻性陳述，其乃基於本集團對其及其附屬公司經營的業務和市場的當前預期、估計、預測、看法和假設。這些前瞻性陳述不是對未來業績的保證，並受市場風險、不確定性和本集團無法控制的因素所影響。因此，實際結果及回報可能與本報告所載假設及陳述有重大差異。

聯繫我們

本集團高度重視讀者的寶貴意見。倘閣下對環境、社會及管治報告有任何疑問或建議，請通過以下方式聯繫本集團：

聯繫電話：(852) 3975 3118

地址：香港金鐘夏慤道18號海富中心2座8樓

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Board Statement

The Board of China Netcom attaches great importance to ESG matters and follows the requirements of the ESG Reporting Guide of the Stock Exchange. As the highest responsible and decision-making body for such matters, the Board actively participates in and formulates relevant policies and strategies to ensure that an appropriate and effective ESG risk management system is established within the Group. We will continuously strengthen the governance system, strengthen the construction of internal control, enhance the ability of risk prevention, truly protect the interests of Shareholders and investors, provide a solid guarantee for the steady development of the Group and effectively manage ESG matters.

The Group believes that effective management of ESG issues is essential to long-term success and will insist on a comprehensive understanding of ESG risks and opportunities to improve the efficiency of resource allocation, reduce and recycle various types of waste and cooperate with regulatory authorities to ensure that waste is treated to the highest standards. As part of the business decision-making process, the Group encourages all relevant stakeholders to participate in ESG management to achieve long-term success and ensure the sustainable development of the Group.

董事會聲明

中彩網通董事會高度重視環境、社會及管治事務，並遵循聯合交易所《環境、社會及管治報告指引》要求。作為該事務的最高負責及決策機構，董事會積極參與並制定相關政策和策略，確保本集團內建立適當且有效的環境、社會及管治風險管理系統。我們將不斷加強治理體系，強化內部控制建設，提升風險防範能力，真正保護股東和投資者的利益，為本集團的穩健發展提供堅實保障為有效管理環境、社會及管治事宜。

本集團深信有效管理環境、社會及管治事宜對於實現長遠成功至關重要，將堅持透過全面了解環境、社會及管治的風險和機會，來提高資源分配的效率，減少和回收各類廢棄物，並與監管機關合作，確保廢棄物處理符合最高標準。作為業務決策過程的一部分，本集團鼓勵所有相關持份者參與環境、社會及管治管理，以實現長遠成功，並確保本集團的可持續發展。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ESG Governance Structure

環境、社會及管治治理架構

Board

董事會

- Evaluate risks and opportunities related to climate change
- 評估氣候變化相關風險及機遇
- Establish ESG management policies, strategies, priorities and targets
- 制定環境、社會及管治管理方針、策略、優先次序及目標
- Regularly review ESG-related targets
- 定期檢討環境、社會及管治相關目標
- Approve information disclosed in the ESG Report
- 審批環境、社會及管治報告內的披露資料
- Oversee all ESG-related matters
- 監督環境、社會及管治相關所有事宜

ESG Working Group

環境、社會及管治工作小組

- Collect and analyse ESG data and evaluate the effectiveness of policies and procedures
- 收集、分析環境、社會及管治數據及評估政策及程序的有效性
- Responsible for the formulation and review of climate related strategies, and co-ordinate climate related tasks
- 負責制定和檢討與氣候相關的策略，協調與氣候相關的任務
- Make decisions on the Group's climate related risks and opportunities, and responsible for the Group's management of climate related risks and opportunities
- 對本集團的氣候相關風險和機遇作出決策，以及負責本集團氣候相關風險和機遇的管理
- Ensure compliance with ESG-related laws and regulations
- 確保遵守環境、社會及管治相關法律法規
- Assist in the preparation of the annual ESG report
- 協助編製年度環境、社會及管治報告
- Report to the Board on all ESG-related matters
- 向董事會匯報環境、社會及管治相關所有事宜

Business Departments and Functional Departments

各業務部門和職能部門

- Complete relevant work within the functions in accordance with the direction of the ESG Committee
- 按環境、社會及治理委員會的指示，完成職能內的相關工作
- Regularly collect, organize and report relevant information
- 定期收集、整理和上報相關資訊
- Provide feedback on the actual work situation in a timely manner and make relevant suggestions on the actual work
- 及時回饋實際工作情況，對實際的工作的開展提出相關建議
- Undertake the responsibility of internal information transmission
- 承擔內部資訊傳遞的責任

Board

The Group has established an ESG governance structure, and the Board has overall responsibility for overseeing the Group's ESG risks and opportunities, establishing the Group's ESG strategies and targets, including setting KPIs for environmental-related matters and setting higher standards for energy saving measures and waste treatment. Each year, the Group reviews its performance against its ESG goals. If significant differences are identified when compared with these goals, the Group will appropriately revise its ESG strategies to create a sustainable business and provide greater benefits to society as a whole. The Board is responsible for overseeing the assessment of the Group's sustainability-related impacts and climate-related risks and opportunities, and for promoting their integration into the overall risk management and internal control mechanisms. The Board regularly reviews the results of materiality assessments and the annual reports, while actively driving the integration of ESG matters into all aspects of the Group's operations.

董事會

本集團已成立環境、社會及管治治理架構，董事會全面負責監督本集團的環境、社會及管治相關風險及機會、制定本集團的環境、社會及管治相關策略及目標，包括為環境相關事宜制定關鍵績效指標、為節能措施及廢棄物處理制定更高的標準。每年根據環境、社會及管治相關目標檢討本集團的表現，以及在發現與環境、社會及管治相關目標有明顯差異的情況下適當地修訂環境、社會及管治相關策略，以打造可持續業務並為整個社會帶來更多利益。董事會負責監督本集團的可持續發展相關影響、氣候相關風險和機遇的評估，並推進其融入整體風險管理及內部控制機制。董事會定期審閱重要議題評估結果和年度報告，並積極推動環境、社會及管治事務融入本集團各個運營環節。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ESG Working Group

The ESG Working Group comprises core members from various departments to assisting the Board in overseeing ESG matters. The ESG Working Group is responsible for collecting and analyzing ESG data, monitoring and evaluating the Group's ESG performance, ensuring compliance with relevant laws and regulations, preparing ESG reports, and reviewing the appropriateness and effectiveness of sustainable development management, internal controls, information disclosure mechanisms, and the implementation progress of work plans. The ESG Working Group holds regular meetings, participates in training, assesses the effectiveness of current policies and procedures, and develops appropriate solutions to improve their efficiency. The ESG Working Group also reports regularly to the Board, assists in assessing and identifying the Group's ESG risks and opportunities, evaluates the implementation and effectiveness of internal control mechanisms, and reviews the progress of established objectives and targets. Each business unit and functional department shall fulfill their respective responsibilities in line with the guidance of the ESG Working Group.

Stakeholder Engagement

The Group places great emphasis on the issues that are important to the stakeholders, including but not limited to customers and employees, as well as non-governmental organizations. The Group is actively seeking every opportunity to understand and engage the stakeholders to ensure that improvement of the products and services can be implemented. The Group strongly believes that the stakeholders play a crucial role in sustaining the success of the business.

環境、社會及管治工作小組

環境、社會及管治工作小組由各部門的核心成員組成，協助董事會監督環境、社會及管治事宜。環境、社會及管治工作小組負責收集及分析環境、社會及管治數據，監測及評估本集團的環境、社會及管治表現，確保遵守相關的法律及法規，並編製環境、社會及管治報告，檢討可持續發展管理、內部控制、信息披露機制及工作計劃實施進展的適當性和有效性。環境、社會及管治工作小組定期召開會議，參加培訓，評估當前政策及程序的有效性，並制定適當的解決方案以提高其效率。環境、社會及管治工作小組亦會定期向董事會匯報，協助評估及識別本集團的環境、社會及管治風險及機遇，並評估內部控制機制的實施及有效性，及檢討既定目標和指標的進度。各業務部門和職能部門會按環境、社會及管治小組的指引，完成職能內的相關工作。

持份者溝通

本集團亦非常重視對持份者，包括但不限於客戶及僱員，以及非政府組織而言攸關重要的事宜。本集團積極尋求每個機會，以了解及與持份者溝通，確保可改善產品及服務。本集團深信持份者對業務持續取得成功而言擔當重要角色。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The Group has identified ESG issues that have potential or actual impacts on its sustainable development from various sources. After considering a series of factors, including the Group's overall strategy, development and goals, internal policies and industry trends, the Group completed a materiality survey to solicit stakeholders' opinions on our ESG material issues, the results of which are presented below.

本集團已識別來自各種渠道對其可持續發展有潛在或實際影響的環境、社會及管治事宜。在參考一系列因素，包括本集團的整體策略、發展及目標、內部政策及行業趨勢後，本集團完成了一項重要性調查，徵求持份者對我們環境、社會及管治重要議題的意見，結果呈示如下。

Major stakeholders

主要持份者

Engagement channels

參與渠道

Shareholders and investors
股東及投資者

- Annual general meetings
- 股東週年大會
- Financial reports
- 財務報告
- Announcements and circulars
- 公告及通函
- Company website
- 公司網站

Customers
客戶

- Customer service hotline
- 客戶服務熱線
- Customer complaint mechanism
- 客戶投訴機制
- Social media
- 社交媒體
- Satisfaction questionnaires
- 滿意度問卷

Employees
員工

- Trainings, seminars and presentations
- 培訓、研討會及簡報會
- Performance review
- 績效檢討
- Employee complaint mechanism
- 員工投訴機制
- Internal communication
- 內部溝通

Suppliers
供應商

- Supplier assessment meetings
- 供應商評估會議
- Supplier review
- 供應商審核

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Major stakeholders

主要持份者

Engagement channels

參與渠道

Community and non-governmental organizations
社區及非政府組織

- Tender
- 招標選擇
- Regular communication
- 定期溝通

Media and the public
媒體及公眾

- Community activities
- 社區活動
- Volunteer activities
- 義工活動
- Sponsors and donations
- 贊助與捐贈

- ESG reports
- 環境、社會及管治報告
- Company website
- 公司網站
- Social media platforms
- 社交媒體平台

Government and regulators
政府及監管機構

- Written or electronic communications
- 書面或電子通信
- Regular performance reporting
- 定期匯報表現
- Information disclosure
- 信息披露

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Materiality Matrix

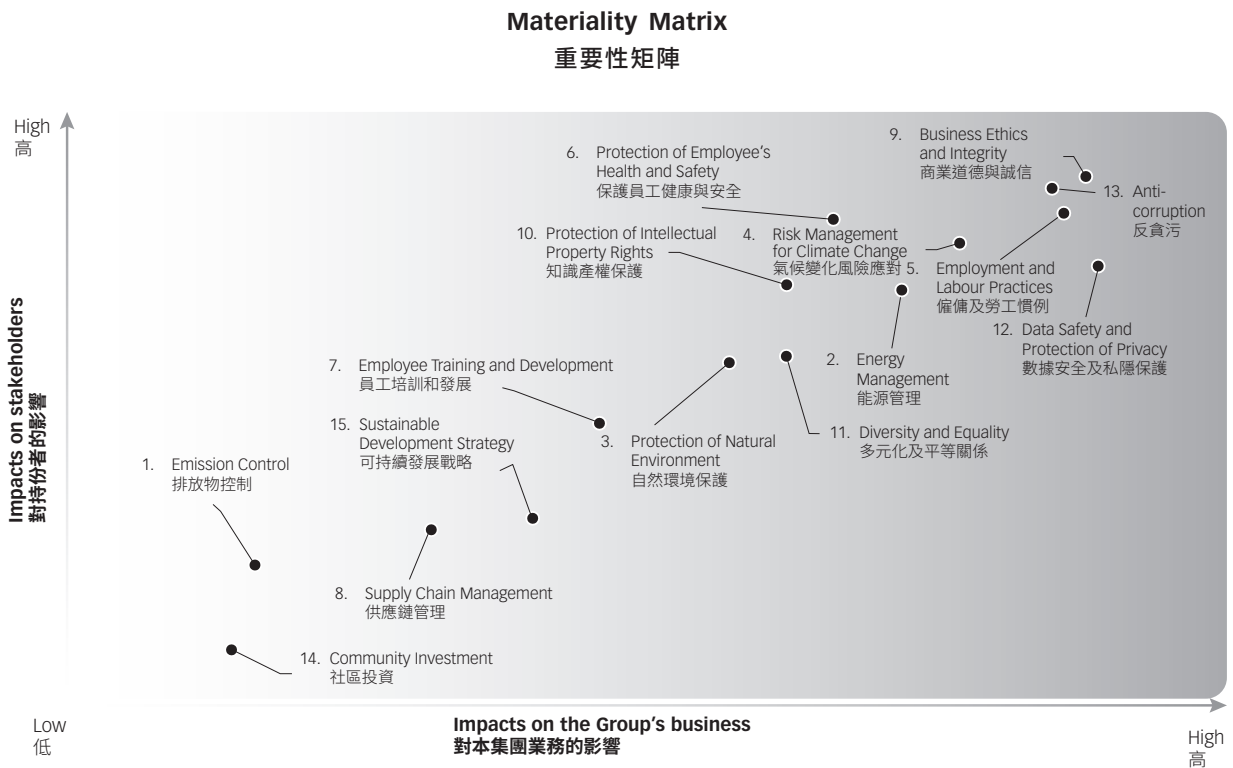
The Group has identified ESG issues that have potential or actual impacts on its sustainable development from various sources. After considering a series of factors, including the Group's overall strategy, development and goals, internal policies and industry trends, the Group completed a materiality survey to solicit stakeholders' opinions on our material ESG issues, the results of which are presented below.

The chart below summarizes the results of the materiality assessment of the identified ESG issues:

重要性矩陣

本集團已識別來自各種渠道對其可持續發展有潛在或實際影響的環境、社會及管治事宜。在參考一系列因素，包括本集團的整體策略、發展及目標、內部政策、行業趨勢後，本集團完成了一項重要性調查，徵求持份者對我們環境、社會及管治重要議題的意見，結果呈示如下。

下表總結對已識別的環境、社會及管治事宜進行重要性評估的結果：



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ADAPTING TO CLIMATE CHANGE

Climate Governance

The Board considers a full range of climate-related risks and opportunities when setting the Group's strategic direction and integrates these factors into the oversight of strategy, major transactions and policies. Meanwhile, ESG considerations and stakeholder expectations are embedded in decision-making, with the Board balancing short-term financial impacts and long-term resilience to support sustainable performance. On this basis, the Board oversees the development of climate-related targets based on credible data and clear execution plans and reviews their progress regularly. Although climate-related performance indicators are not yet included in remuneration policies, the Group remains fully committed to its climate objectives. Internal controls cover regular climate risk assessments as well as cross-functional reviews of regulatory and market developments. Furthermore, the Board is kept updated on emerging trends, and ESG training is provided for directors and senior management.

Strategies

Identify Climate-Related Risks and Opportunities

The Group continuously monitors global and local policy trends and actions in addressing climate change, and identifies, assesses and addresses potential climate-related risks and opportunities that may arise in its business operations and value chain. We integrate climate-related considerations into our corporate strategy and business planning, and clearly define the scope of impact in the short term (1-5 years), medium term (6-10 years) and long term (over 10 years) to ensure that climate risk management is aligned with the Group's sustainable development strategy.

應對氣候變化

氣候管治

董事會在制定本集團戰略方向時，會全面考量各類與氣候相關的風險和機遇，並將這些因素納入對戰略、重大交易及政策的監督當中。同時，決策流程已融入環境、社會及管治考量與利益相關者期望，董事會平衡短期財務影響與長期韌性，以支持可持續發展表現。在此基礎上，董事會監督基於可靠數據及清晰執行計劃的氣候相關目標制定工作，並定期檢視其進展。儘管與氣候相關的績效指標尚未納入薪酬政策，本集團仍全力落實其氣候目標。內部控制涵蓋定期氣候風險評估，以及針對監管與市場發展的跨部門審查。此外，董事會會持續掌握新興趨勢，並為董事及高級管理人員提供環境、社會及管治培訓。

策略

識別氣候相關風險和機遇

本集團持續關注全球及本地應對氣候變化的政策趨勢與行動進展，對業務運營及價值鏈可能面臨的氣候相關風險與機遇進行識別、評估和應對。我們將氣候相關考量納入企業戰略及經營規劃，並明確界定短期（1-5年）、中期（6-10年）及長期（10年以上）的影響範圍，以確保氣候風險管理與本集團可持續發展戰略保持一致。



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By comprehensively considering the Group's business model and value chain, industry practices and stakeholder communication outcomes, we screen and identify climate-related risks and opportunities, clarify their concentration in the Group's own operations and value chain, construct a risk and opportunity list, and continuously carry out monitoring and management.

我們通過全面考慮本集團業務模式與價值鏈、行業實踐以及利益相關方溝通結果，篩選和識別氣候相關風險與機遇，明確本集團在自身運營及價值鏈上的集中情況，構建風險和機遇清單，並持續開展監控和管理工作。

Climate Change Related Risks and Opportunities Identification Table

氣候變化相關風險及機遇識別表

Risk and Opportunity Categories	Risk Description	Time Dimension
風險及機遇類別	風險描述	時間維度
Physical Risks	The increased frequency and severity of weather events such as wind, rainstorms, snow, typhoons, extreme heat and water shortages threaten employee safety, affect production capacity and operating locations, and have a direct negative impact on revenue.	Short to medium term (acute risk) Long term (chronic trend)
實體風險	風、暴雨、冰雪、颱風、極端酷熱以及水資源短缺等天氣事件頻率及嚴重程度增加，威脅員工安全、影響產能與營運地點，對收入造成直接負面影響。	短期至中期（急性風險） 長期（慢性趨勢）
Transition Risks	Climate change leads to changes in the regulatory, technological, and market landscape, including tighter national policies, the introduction of environmental taxes and a shift in customer preferences towards environmentally friendly businesses.	Short term (policy tightening) Medium term (environmental taxes) Long term (changes in customer preferences)
過渡風險	氣候變化導致監管、技術及市場格局演變，包括國家政策收緊、環境相關稅項出台、客戶偏好轉向環保業務。	短期（政策收緊） 中期（環境稅項） 長期（客戶偏好轉變）
Opportunities	Climate change presents opportunities for consumer preferences, allowing the Group to launch low-carbon solutions and green products, save energy and reduce costs, optimize supply chain efficiency, strengthen resilience to attract investment, obtain green financing and enhance competitiveness.	Short term (responding to demand) Medium term (expanding market share) Long term (enhanced resilience)
機遇	氣候變化帶來消費者偏好機遇，本集團可推出低碳方案與綠色產品，節能降本、優化供應鏈效率，強化韌性吸引投資，獲取綠色融資，提升競爭力。	短期（響應需求） 中期（擴市場份額） 長期（增強韌性）

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Financial Impact of Climate Change on Business Models and Value Chains

The Group continuously monitors global and local climate policies and employs internationally recognized scenario analysis frameworks to identify, assess and address their financial impact on the Group's business model and value chain.

氣候變化對商業模式及價值鏈的財務影響

本集團持續監測全球和本地氣候政策，並採用國際公認的情景分析框架，以識別、評估並應對其對本集團的商業模式和價值鏈造成的財務影響。

Financial Impact on Business Model

對商業模式的財務影響

Financial Impact on Value Chain

對價值鏈的財務影響

Acute Physical Risks — Extreme High Temperature/Rainfall/Flood

急性物理風險 — 極端高溫/降雨/洪水

- The need to install cooling equipment to cope with extreme high temperature and upgrade infrastructure to improve climate resilience directly drive up capital expenditures
- High-temperature allowances and medical expenses have increased accordingly; insurance rates have generally risen, and some high-risk areas are even unable to obtain insurance; property maintenance costs have increased
- Extreme weather causes damage to infrastructure and equipment, leading to asset impairment and high maintenance costs; inventory is damaged by disasters, resulting in a short-term decline in revenue; extreme high temperature causes power shortages, directly disrupting operations and causing revenue losses
- 應對極端高溫需安裝冷卻設備，為提升氣候韌性升級基礎設施，均直接推高資本支出
- 高溫津貼、醫療費用相應增加；保險費率普遍上漲，部分高風險地區甚至無法投保；物業維護成本增加
- 極端天氣導致基礎設施、設備損壞，引發資產減值與高額維修成本；庫存因災損壞、短期收入下滑；極端高溫引發電力短缺，直接擾亂運營並造成收入損失
- Power supply and cooling system failures, power outages and restrictions can indirectly affect cloud services and logistics networks, which in turn can impact other related businesses; factory and logistics disruptions can lead to unstable delivery cycles, directly impacting sales; construction projects delayed by extreme weather can increase insurance premiums
- Extreme weather can lead to decreased production, unstable product quality, and increased raw material procurement costs
- Logistics disruptions cause product shortages
- 供電及冷卻系統故障、限電停電，會間接影響雲端服務與物流網絡，進而波及其他關聯業務；工廠與物流中斷導致交付周期不穩定，直接衝擊銷售額；施工項目因極端天氣延誤，推高保險費用支出
- 極端天氣會造成產量下降、產品質量不穩定，同時推高原材料採購成本
- 物流中斷引發產品短缺

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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Financial Impact on Business Model

對商業模式的財務影響

Financial Impact on Value Chain

對價值鏈的財務影響

Chronic Physical Risks — Water Shortage

慢性物理風險 — 水資源短缺

- Purchasing alternative water sources will increase operating costs
- Water conservation projects will incur additional costs
- Reduced raw material supply leads to increased long-term costs
- 採購替代水源會增加運營成本
- 節水項目會產生額外費用
- 原材料供應減少，導致長期成本上升
- Increased procurement costs
- Unstable raw material supply necessitates finding alternative procurement channels
- 增加採購成本
- 原材料供應不穩定，需要尋找替代採購渠道

Transition Risks — Policy and Regulatory Risks/Technological Risks/Market Risks/Reputational Risks

轉型風險 — 政策與法規風險/技術風險/市場風險/聲譽風險

- Tighter climate policies are driving up operating and capital costs; stricter disclosure requirements are increasing compliance costs and may necessitate portfolio adjustments
- The transition to low-carbon technologies requires significant R&D and equipment investment, which may lead to asset impairment
- Consumer preference for low-carbon products has led to a decline in demand for traditional products and reduced income; the development of green products has increased R&D and production costs
- 氣候政策收緊推高運營與資本成本；披露要求趨嚴增加合規成本，或需調整投資組合
- 低碳技術轉型需高額研發與設備投入，可能引發資產減值
- 消費者偏好低碳導致傳統產品需求下滑、收入減少；研發綠色產品增加研發與生產成本
- Supply chain compliance leads to changes in indirect cost structure; supplier non-compliance can pass on costs; multinational clients demand high levels of disclosure and transparency; rising carbon prices result in increased costs and decreased profit margins
- Supplier technology upgrades are altering the competitive landscape and driving up procurement costs; downstream customers adopting green solutions may strengthen cooperative relationships
- Upstream suppliers' low-carbon transformation is driving up procurement costs; downstream customers demand green products, and failure to meet these standards results in reduction of orders and sales
- Insufficient environmental considerations can damage partnerships and reduce inter-company cooperation
- 供應鏈合規引發間接成本結構變化；供應商不合規會轉嫁成本；跨國客戶要求高披露透明度；碳價上漲導致成本增加、利潤率下降
- 供應商技術升級改變競爭格局，推高採購成本；下游客戶採用綠色方案，合作關係可能強化
- 上游供應商低碳轉型推高採購成本；下游客戶要求綠色產品，未達標則訂單流失、銷售受損
- 環境考量不足會損害合作關係，減少企業間合作

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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Financial Impact on Business Model

對商業模式的財務影響

Financial Impact on Value Chain

對價值鏈的財務影響

Opportunities — Consumer Preference Opportunities/ Resource Efficiency Opportunities/Market Opportunities/Climate Resilience

機遇 — 消費者偏好機遇／資源效率機遇／市場機遇／氣候韌性

- Provide low-carbon digital transformation solutions; develop renewable energy and green finance to attract sustainable investors
- Launch green products to increase market share and asset premium
- Save energy and water, improve operational efficiency and reduce costs
- Enhance climate resilience to attract investors and customers and reduce climate-related losses
- 提供低碳數字化轉型方案；布局可再生能源與綠色金融，吸引可持續投資者
- 推出綠色產品，提升市場份額和資產溢價
- 節能節水，提升運營效率並降低成本
- 加強氣候韌性，吸引投資者與客戶，減少氣候相關損失
- Downstream customers' demand for low-carbon technologies is growing, strengthening long-term cooperative relationships
- Upstream efficiency improvements reduce procurement costs
- Investing in renewable energy and green finance to expand the customer base and enhance resilience
- Raise cooperation standards, enhance competitiveness, and improve green financing conditions
- 下游客戶低碳需求增長，鞏固長期合作關係
- 上游效率改善，減少採購成本
- 可再生能源與綠色金融領域投資，擴大客戶基礎並增強韌性
- 提升合作標準，增強競爭力，改善綠色融資條件

Climate Resilience and Scenario Analysis

The Group has applied for the capability and reasonable information relief for not conducting the climate scenario analysis in this Report.

氣候韌性與情景分析

本集團已就未有在本報告中進行氣候情景分析應用能力及合理資料寬免。

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環境、社會及管治報告

Strategy and Decision Making

Based on the identified climate-related risks and opportunities, the Group has integrated its response measures into its overall development strategy and operational planning, incorporating them into its business model, resource allocation, and management decisions. We focus on the potential impact of climate factors on our operations and have developed strategies to enhance the Group's climate resilience and capitalize on green transformation growth opportunities. Several initiatives have already been implemented: establishing an emergency response plan, promoting energy-efficient equipment upgrades, strengthening water resource management, and setting stricter environmental standards for suppliers; we have also set phased greenhouse gas emission reduction targets, which will be achieved gradually through green procurement, circular economy practices, and employee participation. The table below outlines the strategies, measures, current progress, and future plans for addressing core climate risks and opportunities, clearly disclosing the response framework and implementation status to stakeholders.

戰略與決策制定

基於已識別的氣候相關風險與機遇，本集團已將應對措施納入整體發展戰略及運營規劃，融入商業模式、資源配置與管理決策。我們聚焦氣候因素對運營的潛在影響，制定戰略，以增強本集團氣候韌性、把握綠色轉型增長機遇。目前已落地多項舉措：建立應急響應計劃、推進設備節能升級、強化水資源管理、為供應商設定更嚴格環境標準；同時設定分階段溫室氣體減排目標，計劃通過綠色採購、循環經濟實踐及員工參與逐步達成。下表概述針對核心氣候風險與機遇的戰略、措施、當前進展及未來規劃，向利益相關方清晰披露響應框架與實施情況。

Risk Type

風險類型

Adaptation and Mitigation Measures

適應和減緩措施

Acute physical risks

急性物理風險

- Conduct regular drills to test emergency response, crisis management, and business continuity plans
- Develop enhanced and localized measures for various climate scenarios to address extreme weather
- Promote ventilation and cooling upgrades at facilities and supplier factories to improve the working environment
- Incorporate flood and water body risks into office site selection
- Place critical equipment (servers, air conditioners, etc.) in locations that meet flood and wind resistance standards
- Implement targeted measures within the Group to reduce the risk of personnel casualties
- 定期演練，測試應急響應、危機管理及業務連續性計劃
- 針對各類氣候情景制定強化與本地化措施，應對極端天氣
- 推進設施及供應商工廠通風降溫改造，改善工作環境
- 辦公選址納入洪水與水體風險考量
- 關鍵設備（服務器、空調等）安置於符合防洪抗風標準的位置
- 本集團內實施針對性措施，降低人員傷亡風險

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Risk Type 風險類型

Adaptation and Mitigation Measures 適應和減緩措施

Chronic physical risks

慢性物理風險

- Consider the impact of surrounding water resources when selecting office locations
- Use water-saving equipment and upgrade existing equipment to improve water efficiency
- Assess the availability of alternative water sources in the event of shortages and install backup water supply facilities
- 在辦公地點選擇過程中考慮周邊水資源的影響
- 使用節水設備，並改造現有設備以提高用水效率
- 評估在出現短缺情況下替代水源的可用性，並安裝備用供水設施

Transition risks

轉型風險

- Track global and domestic climate information disclosure trends and the latest requirements
- Optimize carbon emission disclosure and management, respond to stakeholder feedback, and monitor the development of the domestic carbon market
- Disclose energy consumption and carbon emission data to a high standard in accordance with regulatory requirements, and develop environmental risk control plans
- Assess the impact of climate risks on business, establish a climate risk management mechanism, and prevent reputational risks
- Improve legal risk management policies and incorporate climate-related risk considerations
- 跟蹤全球及國內氣候信息披露趨勢與最新要求
- 優化碳排放披露與管理，回應持份者反饋，監測國內碳市場發展
- 按監管要求高質量披露能耗與碳排放數據，制定環境風險控制計劃
- 評估氣候風險對業務的影響，建立氣候風險管理機制，防範聲譽風險
- 完善法律風險管理政策，納入氣候相關風險考量

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Climate-related Transition Plans

Based on our identified climate-related risks and opportunities, and our assessment of the resilience of our business model, we have developed a climate transition plan to address climate change. This plan focuses on reducing greenhouse gas emissions and adapting to climate impacts. The plan begins with a comprehensive assessment of the current situation, including emissions inventories and vulnerability identification, followed by the setting of clear short-, medium-, and long-term targets, with a focus on achieving net-zero emissions.

Key strategies include using renewable energy, improving energy efficiency, promoting sustainable transportation, and improving waste management. We also prioritize adaptation measures such as upgrading infrastructure and implementing effective water management practices. Engaging stakeholders and securing resources through community participation and partnerships is crucial. Developing proactive climate-friendly policies is key to effective implementation, coupled with regular monitoring and reporting to ensure transparency. Investment in innovative technologies will raise awareness and drive concrete action towards achieving climate goals.

Climate Risk Management

Effective risk management is crucial for the Group's long-term development. The Group employs a structured, integrated management approach to identify, assess, prioritize, and monitor climate-related risks and opportunities across all business operations and the value chain. This framework is supported by policies, regulations, and standardized processes, integrating internal and external data, industry benchmarks, and regulatory requirements, and fully incorporating them into the Enterprise Risk Management (ERM) system.

The enterprise's risk management system includes established risk communication mechanisms and procedures related to risk response measures. The Board bears ultimate responsibility for the Group's risk tolerance and is responsible for establishing, maintaining, and supervising the effective operation of the risk management and internal control system.

氣候相關轉型計劃

基於我們已識別的氣候相關風險和機遇，以及對業務模式韌性的評估，我們制定了應對氣候變化的氣候轉型計劃。該計劃重點在於減少溫室氣體排放並適應氣候影響。計劃首先對當前狀況進行全面評估，包括排放清單和脆弱性識別，隨後設定明確的短期、中期和長期目標，聚焦實現淨零排放。

主要策略包括使用可再生能源、提高能源效率、推動可持續交通以及改善廢棄物管理。同時，我們優先考慮適應措施，如升級基礎設施和實施高效的水資源管理實踐。通過社區參與和合作夥伴關係來吸引利益相關方的支持和資源至關重要。積極制定氣候友好型政策是有效實施的關鍵，並輔以定期監測和報告以確保透明度。對創新技術的投資將提高認知度並推動實現氣候目標。

氣候風險管理

有效的風險管理對本集團長遠發展至關重要。集團採用結構化一體化管理方法，在全業務運營及價值鏈範圍內，開展氣候相關風險與機遇的識別、評估、排序及監控。該框架以政策制度和標準化流程為支撐，整合內外部數據、行業基準及監管要求，全面納入企業風險管理(ERM)體系。

企業風險管理體系包含已建立的風險溝通機制及風險應對措施相關規程。董事會對本集團風險承受範圍負最終責任，負責建立、維護並監督風險管理及內部控制體系的有效運行。

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Climate and Nature-Related Goals

The Group has established climate-related targets aligned with its strategic objectives and regulatory requirements, covering reductions in overall electricity consumption, water consumption, greenhouse gas emissions, and waste. These targets aim to support climate mitigation and adaptation efforts.

氣候與自然相關目標

本集團已制定契合自身戰略目標及監管要求的氣候相關目標，涵蓋整體電力消耗量、耗水量、溫室氣體排放量及廢棄物量的減排目標，旨在為氣候減緩和適應工作提供支持。

Target — with 2025 as the base year	目標 — 以2025年為基準年	Short-term (2025–2030) 短期 (2025年–2030年)	Medium-term (2030–2040) 中期 (2030年–2040年)	Long-term (beyond 2050) 長期 (2050年之後)
Greenhouse gas intensity	溫室氣體密度	Remain unchanged or decrease by 1%–3%	Decrease by 5%–10%	Decrease by over 11%
Electricity consumption intensity	電力消耗密度	保持不變或者下降 1%–3%	下降5%–10%	下降11%以上
Water consumption intensity	水資源消耗密度			

Internal carbon price is currently not applied in our operation. The Group has not allocated capital expenditure, financing or investment towards climate-related risks and opportunities. The use of carbon credits to achieve any net emission targets is currently not considered. By applying reasonable information relief of the ESG Reporting Code, the Group does not disclose the amount and percentage of assets and business activities vulnerable to climate-related physical risks, transition risks and opportunities.

本集團目前尚未在運營中實施內部碳定價，亦未就氣候相關風險及機遇分配相應的資本開支、融資或投資。本集團目前並無考慮通過使用碳信用以實現任何淨排放相關目標。根據《環境、社會及管治報告守則》之合理資料豁免規定，本集團並未披露易受氣候相關實體風險、轉型風險及機遇影響的資產及業務活動的金額與佔比。

Greenhouse Gas (GHG) Emissions

The Group continues to carry out GHG inventory and verification, and the scope of the inventory includes direct GHG emissions (Scope 1), indirect GHG emissions (Scope 2) and other indirect greenhouse gas emissions (Scope 3). Given the nature of the Group's business, its daily operations do not involve extensive use of motor vehicles or fuel. Accordingly, the Group has no Scope 1 direct GHG emissions. The Group mainly focuses on indirect GHG emissions, including Scope 2 emissions generated from the purchase of electricity from external suppliers and other Scope 3 indirect GHG emissions arising from upstream transportation and distribution, business travel and employee commuting in the course of the Group's operations.

溫室氣體排放

本集團持續開展溫室氣體盤查與核查工作，盤查範圍包括直接溫室氣體排放（範圍一）、間接溫室氣體排放（範圍二）以及其他間接溫室氣體排放（範圍三）。考慮到本集團的業務特點，本集團日常運營並不涉及大量使用汽車或燃料，故不涉及直接溫室氣體排放（範圍一）。本集團主要關注的是間接溫室氣體排放，包括源自從外部採購電力而產生的排放（範圍二），以及本集團運營過程中，上遊運輸於配送、商務差旅與員工通勤產生的其他間接溫室氣體排放（範圍三）。

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The Group realizes that the selection and use of energy has a great impact on greenhouse gas emissions, and therefore strives to find measures such as renewable energy and energy efficiency improvement to reduce indirect emissions and enhance sustainability. The Group's office located in Hangzhou relocated to a new office in Beijing during the Year, and the new office required renovations, resulting in a higher electricity consumption than last year, which leads to an increase in indirect greenhouse gas emissions (Scope 2). Additionally, this year's statistics of newly added GHG emissions (Scope 3) further increased the total GHG emissions.

本集團意識到能源的選擇和使用對溫室氣體排放的影響巨大，因此會努力尋找可再生能源和能效改進等措施，以減少間接排放並提升可持續性。本集團位於杭州的辦公室於今年搬遷至北京新辦公室，新辦公室需要進行裝修工程，因此電能源消耗高於上年，導致間接溫室氣體排放（範圍二）數據上漲。此外，今年新增溫室氣體排放（範圍三）的數據統計，因此溫室氣體排放總量增加。

Details of GHG emission during the Reporting Period are set out in the table below:

於報告期間，溫室氣體排放詳情載於下表：

Indicator ¹ 指標 ¹	Unit 單位	2025 2025年	2024 2024年
Direct GHG emissions (Scope 1) 直接溫室氣體排放 (範圍一)	tCO ₂ e 噸二氧化碳當量	0	0
Indirect GHG emissions (Scope 2) 間接溫室氣體排放 (範圍二)	tCO ₂ e 噸二氧化碳當量	18.83	1.22
Other indirect GHG emissions (Scope 3) 其他間接溫室氣體排放 (範圍三)	tCO ₂ e 噸二氧化碳當量	52.26	—
Total GHG emissions (Scope 1 & Scope 2 & Scope 3) 溫室氣體排放總量 (範圍一及範圍二及範圍三)	tCO ₂ e 噸二氧化碳當量	71.09	1.22
Intensity of GHG emissions 溫室氣體排放密度	tCO ₂ e/employee ² 噸二氧化碳當量/員工 ²	4.74	0.10

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Notes:

1. Greenhouse gas emissions data is presented in carbon dioxide equivalent with reference to, including but not limited to, "The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standards" issued by the World Resources Institute and the World Business Council for Sustainable Development, "How to Prepare an ESG Report — Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange, the latest Announcement on Carbon Dioxide Emission Factors for Electricity in 2025 issued by the Ministry of Ecology and Environment of the People's Republic of China, and the "Sustainability Report 2024" of Hong Kong Electric Investments.
2. As at 31 December 2025 and 31 December 2024, the total number of employees of the Group was 15 and 12, respectively. This data is also used for calculating other intensity data.

A. ENVIRONMENT

A sustainable environment is the foundation for long-term economic and social prosperity. The Group believes that sustainable development is not only an ethical obligation, but also a gateway to business success. Therefore, the Group prioritizes environmental protection, formulates a series of environmental protection policies and measures, and incorporates them into its business strategy and decision-making process, in order to reduce any undesirable impact on the environment and continue to contribute to sustainable development.

During this Reporting Period, the Group was not aware of any material non-compliance with laws and regulations in relation to air and GHG, emissions, discharges into water and land discharges, and the generation of hazardous and non-hazardous waste that would have a significant impact on the Group.

附註：

1. 溫室氣體排放數據乃按二氧化碳當量呈列，並參照包括但不限於世界資源研究所及世界可持續發展工商理事會刊發的《溫室氣體盤查議定書：企業會計與報告標準》、聯交所發佈的《如何準備環境、社會及管治報告 — 附錄二：環境關鍵績效指標匯報指引》、中華人民共和國生態環境部發佈的最新2025年電力二氧化碳排放因子公告、及港燈電力投資的《2024年可持續發展報告》。
2. 截至2025年12月31日及2024年12月31日，本集團的員工總人數分別為15人及12人。此數據亦會用作計算其他密度數據。

A. 環境

可持續發展的環境是經濟及社會長期繁榮的基礎。本集團認為，可持續發展不僅是一種道德義務更是業務成功的途徑。因此，本集團將環境保護置於首位，制定了一系列環境保護政策和措施，並將其納入業務戰略和決策過程中，務求減低對環境造成任何負面影響，並繼續為可持續發展作出貢獻。

於報告期間內，本集團並不知悉任何嚴重違反有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的法例及法規而對本集團造成重大影響的情況。

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A1. Emissions

Air Emission

Due to the nature of the Group's core business activities, it does not own or control any stationary sources or mobile sources that involve direct fuel consumption; therefore, it does not have any air emissions during the course of its daily operations.

Waste Management

Hazardous waste

Due to the Group's business nature, no hazardous waste was generated during the Reporting Period and hence no specific target was set. Nevertheless, we will remain vigilant and ensure that our business activities have no negative impact on the environment. If any hazardous waste is found, the Group will actively engage qualified recyclers to recycle and dispose of the waste, thereby minimizing the impact on the surrounding environment.

Non-hazardous waste

Office general refuse including disposal of wastepaper, and packaging of other general food and beverage cans and bottles are the main source of non-hazardous waste, which are handled properly on a daily basis to maintain hygiene in workplace. The said waste is minimal in quantity and therefore no relevant data is collected and no specific target was set. Nevertheless, the Group advocates the concept of a green and sustainable working environment and adopts the "4R" principle — reduce, reuse, recycle and recover, to minimize the generation of wastes.

A1. 排放物

廢氣排放

由於本集團核心業務活動的性質，其並無擁有或控制任何涉及直接燃料消耗的固定源或流動源，故其日常營運過程中並無任何廢氣排放。

廢物管理

有害廢棄物

根據本集團的業務性質，在報告期間並未產生任何有害廢物，因此並未設定特定的目標。儘管如此，我們將始終保持警惕，並確保業務活動對環境沒有負面影響。若發現任何有害廢物，本集團將積極聘請合格的回收商進行廢物回收和處理，以最大程度減少對周圍環境的影響。

無害廢棄物

辦公室的一般垃圾，包括廢紙以及其他一般食品包裝與飲料瓶罐的棄置，是無害廢棄物的主要來源，該等廢棄物每天獲妥當處理以維持工作場所的衛生。上述廢棄物量較少，因此並無收集相關數據也沒有相關目標設定。儘管如此，本集團倡導綠色及可持續工作環境理念，並採用「4R」原則（減少、再利用、循環及回收）以盡量減少廢棄物的產生。

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A2. Use of Resources

Energy Management

Environmental sustainability is the key to the long-term development of the Group. The Group is committed to sustainable development and strives to minimize waste of resources. In the course of daily operations, the Group emphasizes the effective use of resources by establishing the “Smart Use of Electricity, Water and Paper Rules,” which enables more refined and intelligent management and further enhances resource utilization efficiency. Specific electricity saving measures are as follows:

- Turn off air-conditioners and lights during non-office hours and/or in idle rooms.
- Turn off unused lighting and appliances to reduce energy consumption.
- Regularly maintain office equipment such as air-conditioners, computers, lights.
- Educate employees on energy saving.

A2. 資源使用

能源管理

環境可持續性是本集團長期發展的關鍵。本集團致力於持續發展，並致力盡量減少資源浪費。在日常運營過程中，本集團注重資源的有效利用，通過制定《明智使用電力、水及紙張規則》，實現更加精細化和智能化的管理，進一步提升資源利用效率。具體節約用電措施如下：

- 關閉非辦公時間及／或閒置房間的空調及燈光。
- 關閉不使用的照明及電器，以降低能源消耗。
- 定期維護空調、電腦及燈光等辦公設備。
- 對僱員進行節能教育。

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The Group's energy consumption performance is summarized as follows:

本集團的能源消耗表現概述如下：

Energy type 能源種類	Unit 單位	2025 2025年	2024 2024年
Direct energy consumption 直接能源消耗	kWh 千瓦時	0	0
Indirect energy consumption 間接能源消耗			
• Purchased electricity • 外購電力	kWh 千瓦時	32,594.12	3,130.00
Total energy consumption 能源總消耗量	kWh 千瓦時	32,594.12	3,130.00
Total energy consumption intensity 能源總消耗密度	kWh/employee ² 千瓦時/員工 ²	2,172.94	260.80

The Group's office in Hangzhou was relocated to a new office in Beijing this Year. As the new office required renovation, its electricity consumption during the Year was higher than that of the previous year.

本集團位於杭州的辦公室已於本年度遷至北京新辦公場所。由於新辦公室需進行裝修工程，導致本年度電力能源消耗較上年有所上升。

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Water Management

The Group does not have any issue in sourcing water and the existing water supply meets its daily operation needs. Water consumption by the Group is minimal, which is mainly used for basic cleaning and sanitation. In order to reduce water wastage, the Group actively promotes the awareness of water conservation among the employees and comprehensively improves water efficiency. The Group has implemented the following water conservation measures:

- Rectify water leakage problems of water pipes, faucets, toilets and other equipment in the office in a timely manner to avoid unnecessary water loss.
- Raise employees' awareness of water conservation through internal promotion and training, and encourage them to adopt water conservation measures in their daily work.
- Reasonably use water source equipment and make full use of its capacity to reduce unnecessary water consumption.

As the Group's office located in Hangzhou relocated to a new office during the Year, and the office area has reduced as compared to the previous year, water usage decreased accordingly.

用水管理

本集團並無求取水源方面的任何問題，且現時水供應能滿足其日常營運需要。本集團水資源消耗極少，主要用於基本清潔及衛生。為減少水浪費，本集團積極促進僱員的節水意識，全面提高用水效益。本集團已實施下列措施節約用水措施：

- 及時修復辦公室內的水管、水龍頭或馬桶等設備的漏水問題，避免不必要的水損失。
- 通過內部宣傳和培訓，提高員工對節約用水的意識，鼓勵他們在日常工作中採取節水措施。
- 合理使用水源設備，充分利用其容量，減少不必要的用水。

由於本集團位於杭州的辦公室於本年度搬遷至新辦公室，辦公室面積較去年減少，因此用水情況亦隨之降低。

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During the Reporting Period, the Group's water consumption was as follows:

於報告期間，本集團的用水量如下：

Indicator 指標	Unit 單位	2025 2025年	2024 2024年
Water consumption ³ 用水量 ³	m ³ 立方米	290.67	443.84
Water consumption intensity 用水量密度	m ³ /employee ² 立方米／僱員 ²	19.38	36.99

Note:

3. For the Hong Kong office in Admiralty, the relevant water consumption fee is included in the management fee, therefore the disclosed data does not include the water consumption of the Hong Kong office.

附註：

3. 就位於金鐘的香港辦公室而言，其相關水消耗費用包含在管理費內，故披露數據不包括香港辦公室的水消耗。

Packaging Materials

Since the Group's core business activities do not involve the use of packaging materials, no data in this regard is available.

包裝材料

由於本集團核心業務活動並不涉及使用包裝材料，故並無這方面的數據。

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A3. Environment and Natural Resources

The principal activity of the Group is smart retail business. Even though the business has a relatively small impact on the environment, environmental protection is still the responsibility and commitment of the Group. We firmly believe that sustainable development is inseparable from environmental protection and integrate environmental awareness into daily business decision-making and operation processes. Through internal training and awareness raising activities, we strengthen employees' understanding of environmental protection and encourage employees to take environmental protection actions in their work and life. The Group is committed to continuing its efforts to move forward on the path of sustainable development and working with stakeholders to promote the goals of environmental protection and sustainable development.

A3. 環境及天然資源

本集團的主要業務為智慧零售業務，即使業務對環境的影響相對較小，但環境保護仍然是本集團的責任和承諾。我們堅信，可持續發展與環境保護密不可分，並將環保意識融入日常的業務決策和運營過程中，通過內部培訓和意識提升活動，加強員工對環境保護的認識，鼓勵員工在工作和生活中採取環保行動。本集團承諾將繼續努力在可持續發展的道路上不斷前行，並與利益相關者共同推動環境保護與可持續發展的目標。

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B. SOCIAL

The Group's success is inseparable from a strong team composed of committed, responsible, and innovative talents. In order to create a harmonious working environment, it is committed to providing different training opportunities for all employees to attract, motivate and retain talents. It is believed that by developing employees' skills and knowledge, they will be able to better cope with challenges and opportunities and make outstanding contributions to the sustainable development of the Group. We attach great importance to the development and welfare of employees and provide competitive compensation and benefits and good career development paths to build an attractive working environment and attract and retain the best talents.

As a responsible employer, the Group has complied with and did not violate the laws and regulations that have a significant impact on all relevant employees, including but not limited to the Labour Law of the People's Republic of China (《中華人民共和國勞動法》), the Labour Contract Law of the People's Republic of China (《中華人民共和國勞動合同法》) and the Law of the People's Republic of China on Production Safety (《中華人民共和國安全生產法》) in Chinese Mainland and the Employment Ordinance (Chapter 57 of the Laws of Hong Kong), the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong), the Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong), the Sex Discrimination Ordinance (Chapter 480 of the Laws of Hong Kong) and the Employees' Compensation Ordinance (Chapter 282 of the Laws of Hong Kong).

B. 社會

本集團的成功離不開一支由忠誠、盡責且富有創新能力的人才組成的強大團隊。為了營造和諧的工作環境，致力於為所有員工提供不同的培訓機會，以吸引、激勵和留住人才。相信通過培養員工的技能和知識，他們將能夠更好地應對挑戰和機遇，並為本集團的持續發展做出卓越貢獻。我們重視員工的發展和福利，提供具有競爭力的薪酬福利和良好的職業發展路徑，以建立一個有吸引力的工作環境，吸引並留住最優秀的人才。

作為一名負責任的僱主，本集團已遵守對並沒有違反所有相關僱員有重大影響的法律及法規，包括但不限於中國大陸的《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國安全生產法》以及香港法例第57章《僱傭條例》、香港法例第485章《強制性公積金計劃條例》、香港法例第608章《最低工資條例》、香港法例第480章《性別歧視條例》、香港法例第282章《僱員補償條例》。

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B1. Employment

Employment Practices

The Group has formulated internal policies in accordance with relevant labour laws and regulations, covering areas such as compensation and dismissal, recruitment and promotion, working hours, holidays, equal opportunity, diversity, anti-discrimination, other benefits and welfare, employment development and training, and child and forced labour. To ensure that employees clearly and consistently understand and implement the Group's key policies, we have formulated an "Employee Handbook", which details the rights of employees, such as working hours, leave entitlements, other benefits and welfare. "Employee Handbook" is available to all employees upon request for referring and understanding of their rights and interests. The Group is committed to establishing a fair, transparent and supportive working environment to ensure that employees' rights and interests are fully respected and protected.

Welfare and Benefits

Adhering to the principles of fairness, reward and legality, the Group has established a set of fair and reasonable remuneration policies. In order to achieve effective personnel management, the Group offers rewards (e.g. promotion) and inflicts punishments (e.g. warning and dismissal) based on the employees' performance and behaviour.

B1. 僱傭

僱傭慣例

本集團已根據相關勞工法律和法規制定了內部政策，涵蓋了補償和解僱、招聘和晉升、工時、假期、平等機會、多元性、反歧視、其他利益和福利、僱傭發展和培訓以及童工和強制勞工等方面。為確保員工清晰且一致地了解和貫徹本集團的主要政策，我們設有「員工手冊」，其中詳細列出了員工的權利，例如工時、可享有的假期、其他利益和福利。所有員工都可以索取「員工手冊」，以便參考和瞭解他們的權益。本集團致力於建立一個公平、透明和支持員工發展的工作環境，以確保員工的權益得到充分尊重和保護。

福利及利益

本集團秉承公平、獎勵和合法的原則，制定了一套公平合理的薪酬政策。為實現有效的人事管理，根據員工的表現和行為，本集團會給予回報，如晉升，並施以處分，如警告和解僱。

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All employees are entitled to all statutory holidays, leave and welfare as stipulated in the national and local laws and regulations, including but not limited to paid maternity leave, marriage leave, bereavement leave and annual leave. In addition, the Group believes that maintaining a work-life balance is essential to the physical and mental health of employees. Therefore, we always adhere to the principle of no forced overtime to ensure that employees have sufficient rest and personal time. We are committed to creating a positive environment that supports the well-being and job satisfaction of our employees and promotes their overall well-being and growth.

Equal Opportunity, Diversity and Anti-discrimination

The Group always endeavours to provide a fair working environment where employees are treated equally and respectfully. All employees are assessed and remunerated based on their skills and abilities, regardless of their race, religion, gender, age or disability.

The Group strives to create a zero-tolerance environment for bullying, belittling and sexual harassment by implementing policies that prohibit discrimination and harassment. The Group is determined to oppose any form of discrimination and harassment and encourages employees to actively participate in and promote respect, inclusiveness and diversity, creating a united and harmonious working atmosphere where every employee feels safe, respected and has the opportunity to realize their full potential.

所有員工享有根據國家和地方法律法規規定的所有法定假期、假期和福利，包括但不限於帶薪產假、婚假、喪假和年假。此外，本集團深信保持工作與生活的平衡對員工的身心健康至關重要。因此，我們始終堅持不強制加班的原則，確保員工能夠擁有充足的休息和個人時間。我們致力於創建一個支持員工福祉和工作滿意度的積極環境，促進員工的整體幸福與成長。

平等機會、多元化及反歧視

本集團一直致力於為員工提供公平的工作環境，確保他們受到公平待遇並獲得充分尊重。對所有員工的評估和薪酬制度都基於他們的技能和能力，而不論他們的種族、宗教、性別、年齡或殘疾狀況。

通過執行嚴禁歧視和騷擾的政策，努力創造一個零容忍欺凌、貶損和性騷擾的工作環境。本集團堅決反對任何形式的歧視和騷擾行為，並鼓勵員工積極參與和促進尊重、包容和多樣性，建立一個團結和諧的工作氛圍，在這裡每個員工都能感到安全、受到尊重，並有機會充分發揮他們的潛力。

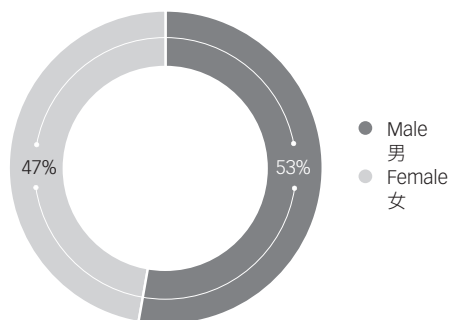
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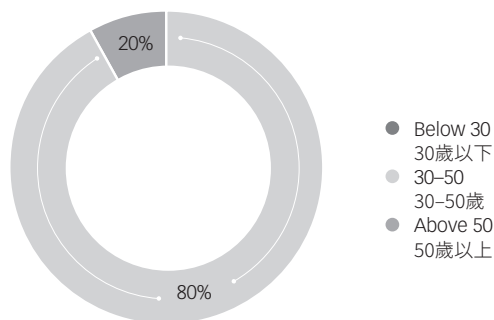
As at 31 December 2025, the Group had a total of 15 employees (2024: 12 employees). The breakdown of these employees by gender, age group and region are as follows:

截至2025年12月31日，本集團總共有15名僱員（2024年：12名僱員），這些員工按性別、年齡組別及地區劃分的明細如下：

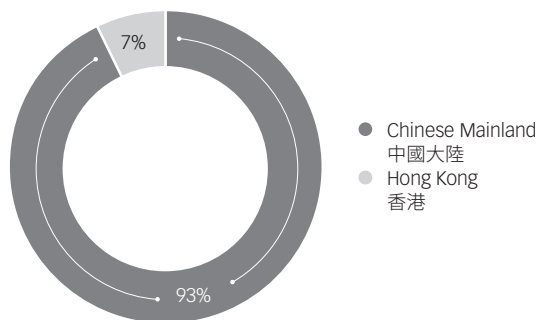
By gender
按性別劃分



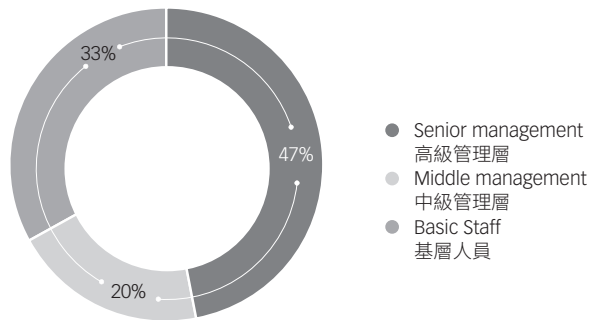
By age group
按年齡組別劃分



By region
按地區劃分



By employee category
按員工類別劃分



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During the Reporting Period, the total turnover rate of the Group was 46.67%, and the detailed distribution of the turnover rate by gender, age and region was as follows:

於報告期間，本集團總員工流失率為46.67%，按性別、年齡及地區劃分的流失比率詳細分佈如下：

Indicator 指標	2025 2025年		2024 2024年	
	Number of employees leaving the company 員工離職人數	Percentage of employees leaving the company ⁴ (%) 員工離職百分比 ⁴ (%)	Number of employees leaving the company 員工離職人數	Percentage of employees leaving the company ⁴ (%) 員工離職百分比 ⁴ (%)
By gender	按性別分類			
— Male	4	50.00	8	190.00
— Female	3	43.00	7	145.45
By age group	按年齡組別分類			
— < 30	0	0	6	333.33
— 31–50	7	58.00	9	107.14
— > 50	0	0	N/A 不適用	N/A 不適用
By region	按地區分類			
— Chinese Mainland	7	50.00	15	136
— Hong Kong	0	0	N/A 不適用	N/A 不適用

Note:

4. Formula for calculating the percentage of employees leaving the Company: the number of employees left during the Reporting Period/total number of employees at 31 December 2025 * 100%

附註：

4. 用於計算員工離職百分比的公式為：報告期間離職僱員人數／2025年12月31日僱員總人數*100%

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B2. Health and Safety

The Group is committed to providing a safe working environment for all employees, placing the occupational health and safety of employees as a top priority. We deeply believe that every employee has the right to feel safe and protected in the workplace. Therefore, we spare no effort to minimize potential occupational hazards.

In the Group's values, the health and safety of employees are uncompromised. We strictly follow and do not violate relevant laws and regulations relating to workplace safety, including but not limited to the Law of the People's Republic of China on Prevention and Control of Occupational Diseases (《中華人民共和國職業病防治法》) in Chinese Mainland and the Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong) to ensure that our working environment meets the standards and provides the best protection measures.

We continuously invest resources and take necessary measures, including risk assessment, training and equipment maintenance, to ensure that the risks faced by employees during their work are effectively controlled. The Group encourages employees to actively participate in safety management, provide opinions and suggestions, and jointly promote the safety and health of the workplace. During the past three Reporting Periods, the Group did not have any work-related fatalities or working days lost due to work injury, and the work-related fatality rate was 0%. This is the achievement of the Group's focus and efforts on occupational health and safety, as well as a firm commitment to employee well-being.

B2. 健康與安全

本集團致力於為全體員工提供安全的工作環境，將員工的職業健康與安全置於首要任務的位置。我們深信，每位員工都有權在工作場所中感到安全和受到保護。因此，我們不遺餘力地將潛在的職業危害降至最低。

在本集團的價值觀中，員工的健康和安全是無可妥協的。我們嚴格遵循並沒有違反與工作場所安全的相關法律法規，包括但不限於中國大陸的《中華人民共和國職業病防治法》以及香港法例第509章《職業安全及健康條例》以確保我們的工作環境符合標準並提供最佳的保護措施。

我們持續投入資源，採取必要的措施，包括風險評估、培訓和設備維護，以確保員工在工作過程中面臨的風險得到有效控制。本集團鼓勵員工積極參與安全管理，提供意見和建議，共同促進工作場所的安全性和健康性。在過去三個報告期間，本集團未發生任何因工傷導致的工作相關死亡或失去工作日數的情況，工傷死亡率為0%。這是本集團對職業健康與安全的關注和努力的成果，也是對員工福祉的堅定承諾。

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Indicator 指標	Unit 單位	Number 數量
Number of work-related deaths each year for the past three years 過去三年每年因工亡故的人數	Person 人	0
Percentage of work-related deaths each year for the past three years 過去三年每年因工亡故的比率	%	0
Number of workdays lost due to work injury 因工傷損失工作日天數	Workdays 工作日	0

The Group will continuously pay attention to and improve the occupational health and safety management system to ensure that employees can exert their best ability in a safe and healthy working environment. We regard the occupational health and safety of employees as our utmost responsibility and will continue our efforts to ensure that the health, safety and well-being of every employee is protected to the greatest extent. In case any employee encounters any work-related injuries, the Group will take all necessary measures to ensure that proper medical care is offered to the relevant employee.

The Group has implemented the following management approaches to create and maintain a comfortable, safe and healthy working environment for the employees:

- The administration department is responsible for setting up the position of person in charge of safety management in each premise, implementing the person in charge as the person responsible for safety production, and establishing an emergency team to regularly investigate, manage and rectify accidents and hidden hazards of production safety.

本集團將持續不斷地關注和改進職業健康與安全管理體系，確保員工能夠在一個安全、健康的工作環境中發揮他們的最佳能力。我們視員工的職業健康和 safety 為至高無上的責任，並將繼續努力確保每位員工的健康、安全和福祉得到最大程度的保障。倘任何僱員受到任何工傷，本集團將採取所有必要措施，確保向有關僱員提供適當醫療護理。

為向僱員營造及維持一個舒適、安全及健康的工作環境，本集團已實行以下管理方針：

- 行政部負責在各個辦公場所設立安全管理負責人，落實主要負責人為安全生產責任人，並成立應急小組，定期對生產安全事故隱患排查治理和整改。

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- In the event of a safety management accident, the person in charge of safety management shall immediately organize relevant personnel to deal with it accordingly to avoid losses to the Company's property and the personal safety of employees in a timely manner.
- Storing and using flammable, explosive and other dangerous goods, such as mosquito coils, stoves, lighters and other equipment with naked flames, are strictly prohibited. Smoking should be taken in a designated area, and smoking indoors or in an undesignated area is not allowed.
- Electricity is used safely without overloading electrical appliances and unauthorized connection of electrical wires to ensure personal safety when using electrical appliances. Electrical facilities are inspected after work and personal workplace electrical equipment, chargers and other flammable and explosive dangerous goods are turned off in a timely manner.
- The administration department arranges an overall fire inspection once a month to check whether the fire extinguishers, fire hydrants, smoke sensor, fire sprinkler, etc. are in good condition. The person in charge of safety management of each premise is responsible for patrolling the building, checking the safety of various electrical appliances, office equipment, corridors, and personnel entry and exit, and handling problems in a timely manner.
- 發生安全管理事故時，安全管理負責人應第一時間組織有關人員進行相應處理，及時規避對公司財產以及員工人身安全造成損失。
- 嚴禁存儲、使用易燃、易爆等危險品。例如蚊香、火爐、打火機等明火設備。應在指定區域抽煙，不允許在室內或未指定區域抽煙。
- 安全用電，不超負荷使用電器及私拉亂接電線，以保證使用電器時的人身安全。下班檢查用電設施，及時關閉個人工位電器設備、充電寶等易燃易爆危險物。
- 行政部每月定期安排一次整體消防檢查，排查滅火器、消防栓、煙感、噴淋等情況是否完好，各場所安全管理負責人負責巡邏大樓，檢查各類電器、辦公設備、樓道安全、人員進出情況，發現問題及時處理。

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B3. Development and Training

The development of the Group revolves around the people-oriented concept and the Group attaches great importance to the personal development of employees. By investing in employees through training, employees' job satisfaction and loyalty can be enhanced. Different types of training are provided internally by the Group with the aim of improving employees' knowledge and abilities.

All employees will receive on-the-job training, including the Group's introduction, department structure, responsibilities, required skills and work instructions, etc., which help to ensure that all employees have sufficient knowledge and skills to provide high-quality services to customers. As the above training is provided on a regular basis, no record is collected. In addition to employee training, the Group also provides training to the Directors, covering topics such as their responsibilities, updates on legal and regulatory rules, latest business development and corporate governance, to ensure that the Directors possess the latest knowledge and skills so that they can discharge their duties and adapt to the changing business environment.

By providing training and development opportunities to employees, we hope to unleash their potential and provide them with approaches for growth and promotion. We cherish the personal development of employees and have established a learning organisation to encourage continuous learning, growth and innovation of employees. In this way, we believe that employees will be able to better cope with job challenges and achieve personal and occupational success.

B3. 發展及培訓

本集團的發展圍繞著以人為本的理念，高度重視員工的個人發展。通過投資員工的培訓，可以提升員工的工作滿意度和忠誠度。本集團內部提供多種不同類型的培訓，旨在增加員工的知識並提高他們的能力。

所有員工都將接受在職培訓，內容包括本集團的介紹、部門結構、責任、所需技能和工作指示等，這些培訓有助於確保所有員工具備足夠的知識和技能，以向客戶提供優質的服務。由於上述培訓乃定期提供，因此並無收集任何記錄。除了員工培訓，本集團還為董事提供培訓，內容涵蓋其職責、法律和監管規則的最新資訊、業務的最新發展以及企業治理等方面，確保董事們擁有最新的知識和技能，以便他們能夠履行其職責並適應不斷變化的商業環境。

通過為員工提供培訓和發展機會，我們希望激發他們的潛力，並為他們提供成長和晉升的途徑。我們重視員工的個人發展，並建立一個學習型組織，鼓勵員工不斷學習、成長和創新。通過這種方式，我們相信員工將能夠更好地應對工作挑戰，並取得個人和職業上的成功。

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During the Reporting Period, the breakdown of the percentage of employees trained by gender and employee category of the Group was as follows:

於報告期間，本集團按性別及僱員類別劃分的僱員受訓百分比明細如下：

Indicator		Breakdown of employees trained in 2025 ⁵ (%) 2025年 受訓員工明細 ⁵ (%)	Breakdown of employees trained in 2024 ⁵ (%) 2024年 受訓員工明細 ⁵ (%)
指標			
By gender	按性別分類		
— Male	— 男性	48	33
— Female	— 女性	52	67
By employee category	按僱員類別分類		
— Management	— 管理層	33	67
— Middle-level employees	— 中層員工	29	33
— Junior employees	— 初級員工	38	—
Indicator		Employees trained in 2025⁶ (%) 2025年 受訓員工⁶ (%)	Employees trained in 2024⁶ (%) 2024年 受訓員工⁶ (%)
指標			
By gender	按性別分類		
— Male	— 男性	125.00	20.00
— Female	— 女性	157.14	28.57
By employee category	按僱員類別分類		
— Management	— 管理層	100.00	66.67
— Middle-level employees	— 中層員工	200.00	25.00
— Junior employees	— 初級員工	160.00	—

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Indicator 指標		Average training hours of employees in 2025 ⁷ (hours) 2025年 員工平均受訓 ⁷ 時數(小時)	Average training hours of employees in 2024 ⁷ (hours) 2024年 員工平均受訓 ⁷ 時數(小時)
By gender	按性別分類		
— Male	— 男性	11.63	3.00
— Female	— 女性	14.75	3.57
By employee category	按僱員類別分類		
— Management	— 管理層	13.14	8.33
— Middle-level employees	— 中層員工	15.00	3.75
— Junior employees	— 初級員工	11.60	—

Notes:

- Formula for calculating the breakdown of employees trained = number of employees trained under x category/total number of employees trained at 31 December 2025 * 100%
- Formula for calculating the percentage of employees trained = number of employees trained/total number of employees at 31 December 2025 * 100%
- Formula for calculating average training hours of employees = total training hours/total number of employees at 31 December 2025

附註：

- 受訓員工明細計算公式=各類僱員受訓人數/2025年12月31日總受訓僱員*100%
- 受訓員工百分比計算公式=受訓僱員/2025年12月31日僱員總人數*100%
- 員工平均受訓時數計算公式=總受訓時數/2025年12月31日僱員總人數

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B4. Labour Standards

Preventing Child and Forced Labour

The Group adheres to stringent internal review procedures during the recruitment process, including verifying personal information of applicants. For example, the recruitment department requires candidates to provide identity proof to ensure that their age meets the legal requirements. If any relevant incident occurs, the management will make necessary reports to the law enforcement agency and conduct internal investigations to determine if there are any fault that may lead to such incident during the recruitment process.

The Group strictly complies with and does not violate the Labour Law of the People's Republic of China (《中華人民共和國勞動法》) and the Labour Contract Law of the People's Republic of China (《中華人民共和國勞動合同法》) in Chinese Mainland, the Employment Ordinance (Chapter 57 of the Laws of Hong Kong) and other labour regulations related to the prohibition of child and forced labour employment. We strictly prohibit the employment of forced and child labour. During the Reporting Period, all employees were over the age of 18 and officially employed in accordance with applicable laws and regulations. The Group did not identify any non-compliance or complaint.

We are committed to ensuring the compliance and transparency of the recruitment process, and strictly comply with the requirements of laws and regulations, value the rights and well-being of employees, and strive to provide them with fair and equal employment opportunities. The Group will continue to strengthen the internal review process to ensure the accuracy and legality of the recruitment process, and continuously improve the recruitment standards to ensure that every employee can obtain employment opportunities in a fair and transparent environment.

B4. 勞工準則

防止童工及強制勞工

本集團在招聘過程中遵守嚴格的內部審閱程式，包括核實申請人的個人資料。例如，招聘部門會要求候選人提供身份證明以確保其年齡符合法律規定。如果發生任何相關事故，管理層將向執法機構作出必要的報告，並展開內部調查以確定招聘過程中是否存在任何可能導致事故的失誤。

本集團嚴格遵守並沒有違反中國大陸的《中華人民共和國勞動法》，《中華人民共和國勞動合同法》以及香港法例第57章《僱傭條例》等其他有關禁止聘請童工和強制勞工的勞動法規。我們嚴禁僱用強制勞工和童工。在報告期間，所有僱員都是18歲以上，並根據適用法律和法規正式受僱。本集團沒有發現任何不合規事項或投訴。

我們致力於確保招聘過程的合規性和透明度，並嚴格遵守法律和法規的要求，重視員工的權益和福祉，並努力為他們提供公正和平等的就業機會。本集團將繼續加強內部審閱程式，確保招聘過程的準確性和合法性，並持續提升招聘標準，以確保每一位員工都能在公平和透明的環境中獲得就業機會。

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B5. Supply Chain Management

The Group attaches great importance to supply chain management, not only focus on enhancing cost competitiveness, but also the sustainability of the supply chain. The Group supports the purchase of environmentally friendly products to minimize the impact of our business operations on the environment while maintaining close cooperation with suppliers to ensure the quality of products and services provided to our customers. The Group strictly monitors the selection and performance of suppliers to ensure that they can provide high-quality products and services to meet operational needs and customers' expectations. During the Year, the Group cooperated with 41 (2024: 64) suppliers in Chinese Mainland. Good cooperative relations are established to jointly solve problems and improve processes through regular communication and cooperation, so as to ensure the stability and reliability of the supply chain. We strive to ensure the responsibility and sustainability of the supply chain by purchasing environmentally friendly products, monitoring the performance and selection of suppliers, and regularly evaluating and eliminating suppliers that do not meet the standards. The Group will continue to focus on and improve its supply chain management to achieve the goal of sustainable development in economic, environmental and social aspects.

B5. 供應鏈管理

本集團非常重視供應鏈管理，不僅關注提升成本競爭力，也注重供應鏈的可持續性。本集團支持購買環保產品，以將我們業務運營對環境的影響降至最低，同時與供應商保持緊密合作，以確保向客戶提供的產品和服務的品質。本集團對供應商的選擇和績效進行嚴格監控，以確保他們能夠提供高品質的產品和服務，以滿足運營需求和客戶的期望。本年度，本集團共與41家（2024年：64家）中國大陸供應商展開了合作，我們建立了良好的合作關係，通過定期溝通和合作，共同解決問題、改進流程，確保供應鏈的穩定性和可靠性。通過採購環保產品、監控供應商的表現和選擇，以及定期評估和剔除不符合標準的供應商，努力確保供應鏈的責任和可持續性。本集團將繼續關注和改進供應鏈管理，以在經濟、環境和社會層面上實現可持續發展的目標。

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Open and Fair Procurement

The Group closely monitors the performance of existing suppliers and selects new suppliers based on various standards such as clear qualifications, company scale and reputation. Each procurement department regularly evaluates the approved suppliers to ensure that the products and services purchased by the Group meet the standards. Those suppliers who fail to meet the standards for a long time will be eliminated. We emphasize the transparency and compliance of procurement decisions to ensure that records and documents of the procurement process are kept in order for audit and verification. The "Technology Outsourcing Management Policy" established by the Group clearly sets out the guidelines on competitive bidding and supplier performance evaluation. According to the policy, we will obtain quotations from more than one supplier for comparison, so as to ensure the impartiality of the supplier audit process. Fair procurement is not only a procurement method, but also a value and ethical behaviour. We firmly believe that fair procurement can promote the sustainability and stability of the supply chain, promote the development of suppliers, and create long-term value for the Group's business and stakeholders.

During the Reporting Period, the Group's business focused on smart retail technical services, platform operations and supply chain management. Through deep cooperation with external professional institutions, the Group custom-developed smart retail platform systems to continuously improve the efficiency of technical implementation and the professionalism of its services. Meanwhile, the Group worked with goods suppliers to jointly optimize the allocation of supply chain resources and build an efficient and stable supply system. At present, a comprehensive whole-process mechanism for supplier admission, quality control and settlement management has been established, achieving effective control over technical development and supply chain cooperation risks.

公開公平採購

本集團嚴密監控現有供應商的表現，並根據明確的資質、公司規模和信譽等標準選擇新的供應商，各採購部門定期評估已經批准的供應商，以確保本集團所購買的產品和服務符合標準，那些長期未能達到標準的供應商將被剔除。我們強調採購決策的透明度和合規性，確保採購流程的記錄和檔保存完整，以便審計和驗證。本集團制定的「技術外包管理制度」清晰載列關於競爭投標及供應商表現評估的指引，根據政策，我們會向一名以上的供應商獲取報價以作比較，從而確保供應商審核過程公正。公平採購不僅僅是一種採購方法，更是一種價值觀和道德行為。我們堅信，通過公平採購，能夠促進供應鏈的可持續性和穩定性，推動供應商的發展，同時為本集團的業務和利益相關者創造長期價值。

報告期間，本集團業務聚焦智慧零售技術服務、平台運營與供應鏈管理。通過與外部專業機構深度合作，本集團定製開發智慧零售平台系統，持續提升技術實施效率與服務專業度；同時聯動貨品供應商，協同優化供應鏈資源配置，構建高效穩定的供應體系。目前已建立完善供應商準入、質量管控及結算管理全流程機製，實現技術開發與供應鏈合作風險的有效管控。

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Green Procurement

Green procurement is an important business practice that promotes sustainable development and environmental protection and can have a positive impact on the environment by selecting and using environmentally friendly products and services. In the procurement process, the Group will consider environmental factors and strive to cooperate with green suppliers who provide products that meet environmental standards, and give priority to products with environmental certifications, such as products with high energy efficiency, use of renewable energy, low carbon emissions, and those which are non-toxic and harmless, recyclable and reusable. Green procurement not only helps reduce environmental impact, but also promotes innovation and sustainable development. By supporting an environmentally friendly supply chain, it can promote the development of green technologies and products and create more sustainable value for the Group's business and community.

B6. Product Responsibility

Quality Assurance

The Group is well aware of the importance of product quality to its brand reputation. Therefore, it continuously strives to improve product quality and ensures customer satisfaction by establishing a robust quality assurance system and providing high-quality after-sales services. In order to reduce the risk of product responsibility, the Group has established a strict "Product Quality Assurance Process" to ensure that products meet internal quality standards. If a product failure is not caused by improper use, the Group will recall the product and refund the customer. Apart from product quality assurance, the Group also provides other value-added services, including product warranties and after-sales services, so as to meet customers' needs. We are committed to providing high-quality after-sales support to ensure that customers can enjoy comprehensive services after purchasing our products. Our customers can trust our after-sales support and solutions to ensure their satisfaction and trust in our products to maintain our brand reputation and customer loyalty.

綠色採購

綠色採購是一種重要的商業實踐，旨在促進可持續發展和環境保護，透過選擇和使用符合環境友好標準的產品和服務，可以對環境產生積極的影響。本集團在採購過程中，會將環境因素納入考慮，努力與提供符合環境標準的產品的綠色供應商合作，優先考慮那些具有環境認證的產品，例如能源效率高、可再生能源使用、低碳排放、無毒無害、可回收和可循環利用的產品。綠色採購不僅有助於減少環境衝擊，還可以促進創新和可持續發展。通過支持環境友好的供應鏈，可以推動綠色技術和產品的發展，並為本集團的業務和社區創造更可持續的價值。

B6. 產品責任

質量保證

本集團深知產品品質對於品牌聲譽的重要性，因此不斷努力提升產品品質，並通過建立完善的品質保證體系和提供優質的售後服務來確保客戶的滿意度。為了降低產品責任風險，本集團建立了嚴格的「產品品質保證流程」，以確保產品符合內部的品質標準。如果產品出現故障並非由於不當使用引起，本集團將回收產品並向客戶退款。除了產品品質保證，本集團還提供其他增值服務，包括產品保修和售後服務，以滿足客戶的需求。我們致力於提供優質的售後支援，確保客戶在購買我們的產品後能夠享受到全面的服務。我們的客戶可以信賴我們提供的售後支持和解決方案，以確保他們對產品的滿意度和信任度，以保持我們的品牌信譽和客戶的忠誠度。

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The Group strictly complies with and does not violate relevant laws and regulations relating to product responsibility that have a significant impact on the Group, including but not limited to the Product Quality Law of the People's Republic of China (《中華人民共和國產品質量法》), the Law of the People's Republic of China on Protection of Consumer Rights and Interests (《中華人民共和國消費者權益保護法》) and the Civil Law of the People's Republic of China (《中華人民共和國民法典》) in Chinese Mainland, the Trade Descriptions Ordinance (Chapter 362 of the Laws of Hong Kong) and the Sale of Goods Ordinance (Chapter 26 of the Laws of Hong Kong).

During the Reporting Period, there were no products sold or shipped subject to recalls for safety or health reasons.

Complaints Handling Procedures

The Group attaches great importance to customers' opinions and feedback, which is a crucial factor in driving the Group's continuous improvement. We have established various communication channels, such as through our website and customer service hotline, with the aim of handling customer concerns and issues more effectively.

The Group will make every effort to promptly investigate and resolve all disputes and complaints raised by customers. The Group has formulated relevant "Customer Complaint Handling Policy" to ensure that all customer complaints are properly handled. Once a complaint is received, the responsible personnel will investigate the matter and take appropriate actions in a timely manner. We are committed to providing excellent customer service, listening to customers' complaints and feedback seriously, and taking active actions to solve problems, ensuring that complaints are handled in a timely manner, and maintaining communication with customers to ensure that problems are properly solved, and customer satisfaction is achieved.

本集團嚴格遵守並沒有違反對其有重大影響的有關產品責任的相關法律及法規，包括但不限於中國大陸的《中華人民共和國產品質量法》、《中華人民共和國消費者權益保護法》、《中華人民共和國民法典》及香港的香港法例第362章《商品說明條例》、香港法例第26章《貨品售賣條例》。

於報告期間，本集團並無已售出或已運送產品因安全或健康理由而需收回。

投訴處理程序

本集團非常重視客戶的意見和回饋，這是推動本集團不斷改進的重要因素。我們已經建立了多種溝通管道，例如通過網站和客戶服務熱線，旨在更有效地處理客戶的關切和問題。

本集團將全力以赴，迅速調查和解決客戶提出的所有爭議和投訴。本集團制定了相關的「客戶投訴處理政策」，以確保妥善處理所有客戶投訴，一旦接到投訴，負責人員將調查相關事項並及時採取適當行動。我們致力於提供卓越的客戶服務，認真傾聽客戶的投訴和回饋，並採取積極的行動解決問題，確保投訴的及時處理，並與客戶保持溝通，以確保問題得到妥善解決並取得客戶的滿意。

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As a responsible enterprise, we will ensure that the mechanism for customer complaints is transparent and fair, and comply with all applicable laws and regulations, providing high-level services and solutions by strengthening the training and capabilities of our customer service team continuously. We will continue to handle customer complaints in a professional, agile and responsible manner, provide customers with satisfactory solutions, maintain long-term and stable customer relationships, and continuously improve our business to meet customers' expectations and needs. During the Year, the Group did not receive any material complaints about products and services in any form.

Personal Data Privacy

As the Group relies on the internet for daily business and information exchange, network security has become crucial. The Group attaches great importance to the privacy protection of personal data and complies with applicable privacy laws and regulations when collecting, using and storing customers' personal data. In order to build customer trust and loyalty, the Group has established measures to reduce the risk of employees leaking confidential information to outsiders and protect the confidentiality and integrity of customers' personal data. The Group strictly prohibits the use of customers' personal data for any purposes other than what have been stated in the customer contracts. If any employee has been discovered of misappropriating customers' personal data, the Group will take disciplinary action against the employee concerned and reserve its right to take legal actions.

Moreover, non-disclosure agreements are signed by all employees of the Group to ensure that they are aware of their legally binding obligations of protecting confidential information of the Group. Furthermore, the Group maintains information technology systems with high level of security to prevent unauthorized access to confidential information. We will continue to strengthen data protection measures, regularly review and update privacy policies, and regularly upgrade operating systems, security programs and hardware to protect customer information from hackers.

作為一個負責任的企業，我們將確保客戶投訴的機制透明、公正，並遵守所有適用的法律法規，持續加強我們的客戶服務團隊的培訓和能力，以提供高水準的服務和解決方案。我們將繼續以專業、敏捷和負責的態度處理客戶投訴，為客戶提供滿意的解決方案，維護長期穩固的客戶關係，同時不斷改進我們的業務，以滿足客戶的期望和需求。本年度，本集團未接獲任何形式有關於產品及服務的重大投訴。

個人資料私隱

由於本集團依賴網路來進行日常業務和資訊交流，網路安全變得至關重要，本集團重視個人資料的隱私保護，在收集、使用和存儲客戶個人資料時遵守適用的隱私法律和法規。為建立客戶信任及忠誠，本集團已推行措施，減低僱員向外界洩漏機密資料的風險，保護客戶個人資料的機密性和完整性。除客戶合約列明的用途外，本集團嚴禁將客戶的個人資料用作任何用途。倘任何僱員被發現不當使用客戶的個人資料，本集團將對該名僱員作出紀律處分，並保留追究其法律責任的權利。

此外，本集團所有僱員均簽署保密協議，確保知悉保護本集團機密資料受法律約束責任。另外，本集團維持高安全系數的資訊科技系統，防止未經授權獲取機密資料。我們將繼續加強資料保護措施，定期審查和更新隱私政策，定期升級營運系統、安全項目及硬體，從而讓客戶資料免受駭客侵害。

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Intellectual Property Rights

The Group attaches great importance to the protection of intellectual property rights, which is an important part of the sustainable development and maintenance of brand reputation. The Group will continue to strengthen the monitoring and protection measures of intellectual property rights and cooperate with relevant institutions and lawyers to ensure that the Group's rights and interests are effectively protected. We will actively respond to any infringement and take appropriate legal measures to protect our own intellectual property rights. We have formulated the "Trademark Management Policy" and "Intellectual Property Management Policy" to actively enforce intellectual property rights against third-party infringers to ensure that its intellectual property is closely monitored and adequately protected. The legal department is responsible for identifying any unauthorized use of the Group's trademarks by third parties. Legal actions will be taken in due course upon identification of any trademark infringements. During the Reporting Period, the Group complied with and did not violate any laws and regulations related to intellectual property rights that have a significant impact on the Group, including but not limited to the Trademark Law of the People's Republic of China (《中華人民共和國商標法》) and the Copyright Law of the People's Republic of China (《中華人民共和國著作權法》) in Chinese Mainland and the Copyright Ordinance (Chapter 528 of the Laws of Hong Kong).

B7. Anti-corruption

The Group attaches great importance to clean operation and ethical behaviour, requires all employees to comply with relevant laws and regulations, and strengthens employees' awareness and knowledge of anti-corruption and compliance through training and education, continuously strengthens internal control and supervision mechanism, and ensures that the operation of the enterprise is within the framework of legality, integrity and transparency, so as to maintain the reputation of the enterprise and the trust of the society.

知識產權

本集團高度重視知識產權的保護，這是持續發展和維護品牌聲譽的重要組成部分。本集團將不斷加強對知識產權的監控和保護措施，並與相關機構和律師團隊合作，以確保本集團的權益得到有效維護。我們將積極應對任何侵權行為，並採取適當的法律手段保護自身的知識產權，已制定「商標管理制度」及「知識產權管理制度」，積極對第三方侵權者強制執行知識產權權利，以確保其知識產權獲密切監控及充分保護。法務部負責識別任何第三方在未經授權下使用本集團的商標。倘識別任何商標侵權，我們將於適當時候採取法律行動。於報告期間，本集團遵守並沒有違反對其有重大影響的與知識產權有關的法律及法規，包括但不限於中國大陸的《中華人民共和國商標法》、《中華人民共和國著作權法》以及香港法例第528章《版權條例》。

B7. 反貪污

本集團非常重視廉潔經營和道德行為，要求所有員工遵守相關法律和規定，並通過培訓和教育加強員工對反腐敗和合規的認知和意識，不斷加強內部控制和監督機制，確保企業運作在合法、誠信和透明的框架內，以維護企業的聲譽和社會的信任。

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The Group does not support, nor does it tolerate any corrupt practice and payment or receipt of bribes for any purpose. All employees are strictly prohibited to abuse their power and/or take advantage of their position for personal gain. The Group provides directors and employees with detailed and comprehensive information and a thorough understanding of anti-corruption issues. The Group's "Employee Handbook" clearly sets out guidelines for the acceptance of gifts. As stipulated in the guidelines, all employees are required to exercise caution and judgment when accepting gifts. Gifts should not be accepted if they are of a value higher than RMB300 (or equivalent). In addition, the Group arranges training on basic ethics such as anti-corruption for all directors and employees. During the Reporting Period, the Group provided anti-corruption training to 4 directors and 13 employees with an average training duration of 6.9 hours to raise awareness of corruption, conflict of interest and integrity issues.

During the Reporting Period, the Group strictly complied with and did not violate all relevant laws and regulations relating to bribery, extortion, fraud and money laundering, including but not limited to the Criminal Law of the People's Republic of China (《中華人民共和國刑法》) and the Anti-Money Laundering Law of the People's Republic of China (《中華人民共和國反洗錢法》) in Chinese Mainland, the Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong), the Drug Trafficking (Recovery of Proceeds) Ordinance (Chapter 405 of the Laws of Hong Kong) and the Organized and Serious Crimes Ordinance (Chapter 455 of the Laws of Hong Kong).

本集團不支持亦不容忍基於任何目的的任何貪污行為以及行賄或受賄。全體僱員嚴禁利用權力及／或職位牟取個人利益。本集團為董事及僱員提供詳盡全面的資料，透徹了解反貪污議題，本集團的「員工手冊」清晰載有接納餽贈的指引，指引規定，全體僱員於接納餽贈時須審慎行事及作出判斷，不應接納價值超過或相等於人民幣300元的饋贈。此外，本集團為全體董事及員工安排反貪污反腐敗等基本道德規範的培訓，於報告期內，本集團共為4名董事以及13名員工提供反貪腐培訓，平均受訓時長為6.9小時，以提高對貪污、利益衝突及誠信問題的意識。

於報告期間，本集團嚴格遵守並沒有違反有關防止賄賂、勒索、欺詐及洗錢的所有相關法律及法規，包括但不限於中國大陸的《中華人民共和國刑法》及《中華人民共和國反洗錢法》以及香港的香港法例第201章《防止賄賂條例》、香港法例第405章《販毒（追討得益）條例》、香港法例第455章《有組織及嚴重罪行條例》。

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Whistleblowing Mechanism

The Group firmly opposes any form of corruption and is committed to establishing a corporate culture of integrity and honesty. We encourage employees to actively participate in anti-corruption work, recognise the importance of whistleblowing, and guarantee the confidentiality and security of whistleblowers. The Group has formulated the “Anti-corruption Management Policies” and “Whistleblowing Policies”, which clearly set out the procedures for reporting corruption and fraud cases and the Group encourages employees to report any suspicious fraudulent activities. After a potential case is being reported, the Group will conduct investigations with due care, and an investigation report will be prepared and submitted to the Board. For any proven fraud case, punishment will be inflicted pursuant to the policies. The Group has the responsibility to protect the whistleblower from potential retaliation, which the whistleblower’s identity remains anonymous and is protected throughout the investigation. Also, the whistleblower should not be placed into any disadvantaged position in relation to the employment. Therefore, the employees reporting in good faith under this procedure shall be assured of the protection against unfair dismissal or victimisation, even if the reports are subsequently proved to be unsubstantiated.

During the Reporting Period, the Group did not note or report any corruption and money laundering cases which have been raised, commenced and concluded against the Group or its employees.

舉報機制

本集團堅決反對任何形式的腐敗行為，並致力於建立廉潔和誠信的企業文化。我們鼓勵員工積極參與反腐敗工作，認識到舉報的重要性，並保證舉報者的保密和安全。本集團制定了「反腐敗管理制度」及「舉報政策」，清晰載列舉報貪污及欺詐個案的程序，鼓勵員工舉報任何可疑的欺詐活動，舉報潛在個案後，本集團將審慎進行調查，並將編製調查報告及呈交予董事會，任何欺詐個案一經證實，將根據政策予以處罰。本集團有責任保護舉報人不受潛在報復的影響，在整個調查過程中，舉報人身份是匿名的，並受到保護。此外，舉報人不應該被置於與就業有關的任何不利地位。因此，根據本程序善意舉報的僱員應確保得到保護，不被不公平地解僱或受害，即使後來證明舉報沒有得到證實。

於報告期間，本集團並無任何已知悉或匯報針對本集團或其僱員提出並已審理的貪污及洗錢個案。

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B8. Community Investment

The Group has always integrated giving back to the society and fulfilling corporate social responsibility to our core development. We deeply understand the close connection between the corporate development and the co-existence and co-prosperity of the society. We always uphold our sense of responsibility and strongly encourage and actively support employees to participate in various community services and volunteering. We unite employees' gesture of goodwill through corporate strength and earnestly participate in the practical work of community development, join forces with all members of society to consolidate the foundation for building a sustainable and harmonious society. In the future, the Group will continue to deepen in social welfare and charity, carefully planning and orderly carrying out diverse charitable activities, focusing on multiple aspects including livelihood support, public welfare assistance and community development. The Group will fulfill our responsibilities and obligations as a corporate citizen with a positive attitude, convey our warmth through actions, and contribute our strength to the establishment of a better, harmonious and sustainable society.

B8. 社區投資

本集團始終將回饋社會、踐行企業社會責任融入發展內核，深刻認知到企業發展與社會共生共榮的緊密聯繫，始終秉持責任擔當，大力鼓勵並積極支持僱員投身各類社區服務與志願行動，以企業力量凝聚員工愛心，切實參與到社區建設的實際工作中，携手社會各界夯實可持續和諧社會的建設根基。未來，本集團亦將持續深耕社會公益與慈善領域，精心策劃並有序開展多元化的公益慈善活動，聚焦民生關懷、公益救助、社區發展等多個維度主動作為，始終以積極的姿態履行企業公民的責任與義務，用實際行動傳遞企業溫度，為共建美好、和諧的可持續發展社會持續貢獻自身的堅實力量。

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Reporting Principles 匯報原則	Reporting Framework 報告框架
Reporting Boundary 匯報範圍	Reporting Scope 報告範圍

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Aspect A1: Emissions

Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Emissions
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層面A1：排放物

有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：

- (a) 政策；及
- (b) 遵守對發行人有重大影響的相關法律及規例的資料。

KPI A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Emissions 排放物
KPI A1.2	Replaced by adapting to climate change 由應對氣候變化取代	Adapting to climate change — Greenhouse Gases Emission 應對氣候變化 — 溫室氣體排放
KPI A1.3	Total hazardous waste produced (in tonnes) and intensity. 所產生有害廢棄物總量(以噸計算)及密度。	Emissions — Waste Management 排放物 — 廢棄物管理

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Aspect A1: Emissions (Continued)

層面A1：排放物(續)

KPI A1.4	Total non-hazardous waste produced (in tonnes) and intensity. 所產生無害廢棄物總量(以噸計算)及密度。	Emissions — Waste Management 排放物 — 廢棄物管理
KPI A1.5	Description of emission target(s) set and steps taken to achieve them. 描述所訂立的排放量目標及為達到這些目標所採取的步驟。	Emissions; Environmental Targets 排放物；環境目標
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them. 描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。	Emissions — Waste Management 排放物 — 廢棄物管理

Aspect A2: Use of Resources

層面A2：使用資源

General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	Use of Resources 資源使用
KPI A2.1	Direct and/or indirect energy consumption by type in total and intensity. 按類型劃分的直接及／或間接能源總耗量及密度。	Use of Resources — Energy Management 資源使用 — 能源管理
KPI A2.2	Water consumption in total and intensity. 總耗水量及密度。	Use of Resources — Water Management 資源使用 — 用水管理
KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them. 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。	Use of Resources — Energy Management; Environmental Targets 資源使用 — 能源管理；環境目標

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Aspect A2: Use of Resources (Continued)

層面A2：使用資源（續）

KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them. 描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。	Use of Resources — Water Management 資源使用 — 用水管理
KPI A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量（以噸計算）及（如適用）每生產單位佔量。	Use of Resources — Packaging Materials 資源使用 — 包裝材料

Aspect A3: The Environment and Natural Resources

層面A3：環境及天然資源

General Disclosure 一般披露	Policies on minimizing the issuer's significant impacts on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	Environment and Natural Resources 環境及天然資源
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	Environment and Natural Resources 環境及天然資源

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Aspect A4: Climate Change

層面A4：氣候變化

General Disclosure	Replaced by adapting to climate change	Adapting to climate change — Climate Governance; Strategy; Climate Risk Management; Climate and Nature-related Targets
一般披露	由應對氣候變化取代	應對氣候變化 — 氣候管治；策略；氣候風險管理；氣候與自然相關目標

Aspect B1: Employment

層面B1：僱傭

General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	Employment
一般披露	有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	僱傭
KPI B1.1	Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region. 按性別、僱傭類型（如全職或兼職）、年齡組別及地區劃分的員工總數。	Employment — Equal Opportunity, Diversity and Anti-discrimination 僱傭 — 平等機會、多元化及反歧視

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Aspect B1: Employment (Continued)

層面B1：僱傭（續）

KPI B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的員工流失比率。	Employment — Equal Opportunity, Diversity and Anti-discrimination 僱傭 — 平等機會、多元化及反歧視
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Aspect B2: Health and Safety

層面B2：健康及安全

General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	Health and Safety
一般披露	有關提供安全工作環境及保障員工避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	健康與安全
KPI B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year. 過去三年（包括匯報年度）每年因工亡故的人數及比率。	Health and Safety 健康與安全
KPI B2.2	Lost days due to work injury. 因工傷損失工作日數。	Health and Safety 健康與安全
KPI B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	Health and Safety 健康與安全

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Aspect B3: Development and Training

層面B3：發展及培訓

General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升員工履行工作職責的知識及技能的政策。描述培訓活動。	Development and Training 發展及培訓
KPI B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management). 按性別及員工類別(如高級管理層、中級管理層)劃分的受訓員工百分比。	Development and Training 發展及培訓
KPI B3.2	The average training hours completed per employee by gender and employee category. 按性別及員工類別劃分，每名員工完成受訓的平均時數。	Development and Training 發展及培訓

Aspect B4: Labour Standards

層面B4：勞工準則

General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Labour Standards 勞工準則
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	Labour Standards — Preventing Child and Forced Labour 勞工準則 — 防止童工及強制勞工

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Aspect B4: Labour Standards (Continued)

層面B4：勞工準則（續）

KPI B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	Labour Standards — Preventing Child and Forced Labour 勞工準則 — 防止童工及 強制勞工
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Aspect B5: Supply Chain Management

層面B5：供應鏈管理

General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	Supply Chain Management 供應鏈管理
KPI B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	Supply Chain Management 供應鏈管理
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。	Supply Chain Management — Open and Fair Procurement 供應鏈管理 — 公開公平 採購
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。	Supply Chain Management — Green Procurement 供應鏈管理 — 綠色採購
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	Supply Chain Management 供應鏈管理

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Aspect B6: Product Responsibility

層面B6：產品責任

General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Product Responsibility
一般披露	有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	產品責任
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	Product Responsibility — Quality Assurance 產品責任 — 質量保證
KPI B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	Product Responsibility — Complaints Handling Procedures 產品責任 — 投訴處理程序
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	Product Responsibility — Intellectual Property Rights 產品責任 — 知識產權
KPI B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。	Product Responsibility — Quality Assurance 產品責任 — 質量保證

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Aspect B6: Product Responsibility (Continued)

層面B6：產品責任(續)

KPI B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	Product Responsibility — Personal Data Privacy 產品責任 — 個人資料私隱
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Aspect B7: Anti-corruption

層面B7：反貪污

General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Anti-corruption
一般披露	有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	反貪污
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the Reporting Period and the outcomes of the cases. 於匯報期內對發行人或其員工提出並已審結的貪污訴訟案件的數目及訴訟結果。	Anti-corruption 反貪污
KPI B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。	Anti-corruption — Whistleblowing Mechanism 反貪污 — 舉報機制
KPI B7.3	Description of anti-corruption training provided to directors and staff. 描述向董事及員工提供的反貪污培訓。	Anti-corruption 反貪污

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and Key Performance

Indicators (KPIs)

主題範疇、層面、一般

披露及關鍵績效指標(KPI)

Description

說明

Section/Statement

章節／聲明

Aspect B8: Community Investment

B8：社區投資

General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	Community Investment 社區投資
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	Community Investment 社區投資
KPI B8.2	Resources contributed (e.g. money or time) to the focus area. 在專注範疇所動用的資源(如金錢或時間)。	Community Investment 社區投資

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

**Independent auditor's report to the members of
China Netcom Technology Holdings Limited**
(incorporated in the Cayman Islands with limited liability)

致中彩網通控股有限公司股東之獨立核數師報告
(於開曼群島註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of China Netcom Technology Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 120 to 211, which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2025, 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.

意見

本核數師(以下簡稱「我們」)已審核列載於第120至211頁之中彩網通控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,該等綜合財務報表包括於2025年12月31日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收入表、綜合權益變動表及綜合現金流量表,以及綜合財務報表的附註,包括主要會計政策資料。

我們認為,綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告會計準則真實而公允地反映 貴集團於2025年12月31日的綜合財務狀況以及其截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港公司條例的披露要求妥為編製。

意見的基礎

我們根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核。在該等準則下,我們的責任在本報告內「核數師就審核綜合財務報表須承擔的責任」一節進一步闡述。根據香港會計師公會的「專業會計師道德守則」(「守則」),我們獨立於 貴集團,並已遵循守則履行其他道德責任。我們相信,我們所獲得的審核憑證能充足及適當地為我們的意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS

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

Revenue recognition on provision of smart retail services 提供智慧零售服務的收益確認

The key audit matter 關鍵審核事項

Revenue from the provision of smart retail services amounted to approximately HK\$27,603,000 for the year ended 31 December 2025 (2024: HK\$26,749,000).

截至2025年12月31日止年度，提供智慧零售服務所得收益約27,603,000港元（2024年：26,749,000港元）。

We identified revenue recognition from the provision of smart retail services as a key audit matter due to the inherent nature of the smart retail business and its significance as the Group's largest revenue stream. Revenue performance is also the key performance indicator of the Group central to the management's objectives and is also a focus of investors.

我們將提供智慧零售服務的收益確認識別為關鍵審核事項，原因在於智慧零售業務的固有性質，及其作為 貴集團最大收益來源的重要性。收益表現亦為 貴集團的關鍵績效指標，對管理層目標至關重要，亦為投資者的關注重點。

Details of revenue recognition from the provision of smart retail services and its accounting policies are set out in note 5 and note 2(s), respectively, to the consolidated financial statements.

提供智慧零售服務的收益確認及其會計政策詳情分別載於綜合財務報表附註5及附註2(s)。

關鍵審核事項

根據我們的專業判斷，關鍵審核事項為我們審核於本期間的綜合財務報表中最重要的事項。我們在審核整體綜合財務報表及就此達致意見時處理此等事項，而不會就此等事項單獨發表意見。

How the matter was addressed in our audit 我們在審核中處理關鍵審核事項的方法

Our audit procedures to assess the revenue recognition of smart retail services include the following:

我們評估智慧零售服務收益確認的審核程序包括：

- Understanding the business process of the smart retail business;
理解智慧零售業務的業務程序；
- Assessing the design, implementation and operating effectiveness of key internal controls relating to revenue recognition;
評估與收益確認有關的關鍵內部監控的設計、實施及運營的有效性；
- Inspecting the key terms and conditions of contracts with customers and major business partners to assess if there were any terms and conditions that may have affected the accounting treatment of the related revenue; and
檢查與客戶及重大業務夥伴合約的主要條款及條件，以評估是否存在任何可能影響相關收益的會計處理的條款及條件；及
- Inspecting, on a sample basis, the customer acceptance documents, the contracts and invoices evidencing that the performance obligations of services were satisfied and control was transferred.
抽樣檢查表明提供服務的義務已履行及控制權已轉移的客戶驗收文件、合約及發票。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審核事項 (續)

Assessing loss allowance of trade receivables

評估貿易應收款項的虧損撥備

The key audit matter

關鍵審核事項

At 31 December 2025, the Group's gross trade receivables amounted to approximately HK\$4,111,000 (2024:HK\$4,242,000) against which a total loss allowance of approximately HK\$89,000 (2024:HK\$4,225,000) was recorded.

於2025年12月31日，貴集團的貿易應收款項總額約4,111,000港元(2024年：4,242,000港元)，錄得有關的虧損撥備合共約89,000港元(2024年：4,225,000港元)。

Management measured loss allowance at an amount equal to expected credit losses ("ECLs"). ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive). The ECLs take into account the ageing of trade receivables balances, the repayment history of the Group's debtors of different risk characteristics, current market conditions, debtor-specific conditions, and the Group's view of economic conditions over the expected lives of the trade receivables.

管理層按預期信貸虧損(「預期信貸虧損」)計量虧損撥備。預期信貸虧損是信貸虧損的概率加權估計。信貸虧損按所有預期短缺現金(即根據合約應付貴集團的現金流量與貴集團預期收到的現金流量之間的差額)的現值計量。預期信貸虧損考慮了貿易應收款項結餘的賬齡、貴集團具備不同風險特點的債務人的還款歷史、現時市況、債務人的特定條件及貴集團就貿易應收款項預期期限當時經濟狀況的看法。

How the matter was addressed in our audit

我們在審核中處理關鍵審核事項的方法

Our audit procedures to assess the loss allowance for trade receivables include the following:

我們評估貿易應收款項虧損撥備的審核程序包括：

- Obtaining an understanding of and assessing the design and implementation of management's key internal controls relating to credit control, debt collection and estimation of ECLs;
理解並評估管理層有關信貸控制、收債及預期信貸虧損估計的關鍵內部監控的設計及實施；
- Assessing, on a sample basis, whether items in the trade receivables' ageing report were classified within the appropriate ageing bracket by comparing individual items in the report with underlying documentation;
通過比較貿易應收款項賬齡報告中的個別項目與相關文件，抽樣評估報告中的項目是否分為適當賬齡段；
- Evaluating management's assessment and reviewing supporting documents of specific aged trade receivables and those relating to disposed business operations to determine whether they are uncollectible and should be written off in full rather than retained with ECLs;
評估管理層對特定賬齡貿易應收款項及與已出售的業務經營相關的貿易應收款項之評估，並審閱相關支持文件，以確定該等款項是否無法收回且應全額撇銷，而非計提預期信貸虧損後予以保留；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審核事項 (續)

Assessing loss allowance of trade receivables (Continued)

評估貿易應收款項的虧損撥備 (續)

The key audit matter

關鍵審核事項

We identified loss allowance for trade receivables as a key audit matter because determining the level of loss allowance requires the exercise of significant management judgement which is inherently subjective.

我們將貿易應收款項虧損撥備識別為關鍵審核事項，乃基於釐定虧損撥備的水平時需要管理層重度參與判斷，而判斷本質上為主觀決定。

Details of loss allowance of trade receivables are set out in note 22 and note 3(a)(ii) to the consolidated financial statements, and its accounting policies are set out in note 2(i) to the consolidated financial statements.

貿易應收款項虧損撥備的詳情載於綜合財務報表附註22及附註3(a)(ii)，其會計政策則載於綜合財務報表附註2(i)。

How the matter was addressed in our audit

我們在審核中處理關鍵審核事項的方法

- Obtaining an understanding of the key parameters and assumptions of the ECLs model adopted by the management, including historical default data and management's estimated loss rates; 理解管理層所採用預期信貸虧損模型的關鍵參數及假設，包括歷史違約數據及管理層估計的虧損率；
- Assessing the reasonableness of management's loss allowance estimates by examining the information used by management to form such judgements, including testing the accuracy of the historical default data and evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information; and 通過檢查管理層達成有關判斷使用的資料，包括測試歷史違約數據的準確性及評估歷史虧損率有否根據目前的經濟狀況及前瞻性資料作出適當調整，評估管理層虧損撥備估計的合理性；及
- Reperforming the calculation of the loss allowance based on the Group's credit loss allowance policies. 根據 貴集團的信貸虧損撥備政策重新計算虧損撥備。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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 auditors' report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this Other Information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS AND THE AUDIT COMMITTEE 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.

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

其他資料

貴公司董事須對其他資料承擔責任。其他資料包括載於年報的資料，惟不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表作出的意見並無涵蓋其他資料，而我們不會對其他資料發表任何形式的核證結論。

就我們審核綜合財務報表而言，我們的責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或我們在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。

倘若我們基於已進行的工作認為其他資料出現重大錯誤陳述，我們須報告有關事實。就此，我們沒有任何報告。

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告會計準則及香港公司條例的披露要求，編製真實而公平地反映情況的綜合財務報表，及董事釐定對編製綜合財務報表屬必要的有關內部監控，以使該等綜合財務報表不會存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，董事須負責評估 貴集團持續經營的能力，並披露與持續經營有關的事項（如適用）。除非董事擬將 貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則須採用以持續經營作為會計基礎。

審核委員會協助 貴公司董事履行其監督 貴集團財務報告流程的職責。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

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

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.

核數師就審核綜合財務報表須承擔的責任

我們的目標為合理保證此等綜合財務報表整體而言不會存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有我們意見的核數師報告。我們僅向全體股東發表本報告，不作其他用途。我們概不就本報告的內容對任何其他人士負責或承擔任何責任。

合理保證屬高層次的核證，惟根據香港審計準則進行的審核工作不能保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

在根據香港審計準則進行審核的過程中，我們運用專業判斷，保持專業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險、設計及執行審核程序以應對該等風險，以及獲取充足和適當的審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核相關的內部監控，以設計適當的審核程序，惟並非旨在對 貴集團內部監控的有效性發表意見。
- 評估董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

核數師就審核綜合財務報表須承擔的責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。倘有關披露不足，則修訂我們意見。我們結論乃基於截至核數師報告日期止所取得的審核憑證。然而，未來事項或情況可能導致 貴集團無法持續經營。
- 評估綜合財務報表的整體呈報方式、結構及內容，包括資料披露，以及綜合財務報表是否中肯地反映相關交易和事項。
- 計劃和執行集團審計，以獲取關於集團內實體或業務單位財務信息的充足、適當的審計憑證，作為對集團財務報表形成意見的基礎。我們負責指導、監督和覆核就集團審計目的而執行的審計工作。我們為審計意見承擔全部責任。

我們與審核委員會就 (其中包括) 審核的計劃範圍、時間安排及重大審核發現溝通，該等發現包括我們在審核過程中識別的內部監控的任何重大缺失。

我們亦向審核委員會作出聲明，指出我們已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響我們獨立性的所有關係及其他事宜，以及將作出的行動以消除威脅或所採取的防範措施 (如適用)。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

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

The engagement director on the audit resulting in this independent auditor's report is Lam Yu Hon.

Loyal Honour CPA Limited
Certified Public Accountants

Hong Kong, 31 March 2026

Lam Yu Hon
Practising certificate number P05836

核數師就審核綜合財務報表須承擔的 責任 (續)

從與審核委員會溝通的事項中，我們釐定對本期間綜合財務報表的審核至關重要的事項，因而構成關鍵審核事項。我們在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在我們報告中傳達某事項造成的負面後果超出產生的公眾利益，則我們決定不應在報告中傳達該事項。

出具本獨立核數師報告的審計項目董事為林銳康。

康盈會計師事務所有限公司
執業會計師

香港，2026年3月31日

林銳康
執業證書編號P05836

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收入表

For the year ended 31 December 2025 (Expressed in Hong Kong dollars) 截至2025年12月31日止年度 (以港元列示)

		Note 附註	2025 HK\$'000 千港元	2024 HK\$'000 千港元
Continuing operations	持續經營業務			
Revenue	收益	5	36,726	26,918
Cost of sales and services	銷售及服務成本	9	(31,292)	(26,608)
Gross profit	毛利		5,434	310
Other income	其他收入	7	127	699
Other gains/(losses), net	其他收益/(虧損)，淨額	8	398	(493)
Recognition of loss allowance for trade and other receivables	貿易及其他應收款項虧損撥備之確認		(184)	(982)
Administrative expenses	行政費用	9	(9,418)	(11,354)
Finance costs	財務成本	12	—	(23)
Loss before tax	除稅前虧損		(3,643)	(11,843)
Income tax (expense)/credit	所得稅(開支)/抵免	13	(172)	16
Loss for the year from continuing operation	來自持續經營業務之本年度虧損		(3,815)	(11,827)
(Loss)/profit for the year from discontinued operation	來自已終止經營業務之本年度(虧損)/溢利	14	(1,089)	4,950
Loss for the year	本年度虧損		(4,904)	(6,877)
Other comprehensive income/(expense)	其他全面收入/(開支)			
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後或會重新分類至損益之項目：</i>			
— Exchange differences on translation of foreign operations, net of nil tax	— 換算海外業務之匯兌差額，扣除零稅項		25	(17)
Other comprehensive income/(expense) for the year	本年度其他全面收入/(開支)		25	(17)
Total comprehensive expense for the year	本年度全面開支總額		(4,879)	(6,894)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收入表

For the year ended 31 December 2025 (Expressed in Hong Kong dollars) 截至2025年12月31日止年度 (以港元列示)

	Note 附註	2025 HK\$'000 千港元	2024 HK\$'000 千港元
(Loss)/profit for the year attributable to:	下列人士應佔本年度(虧損)/溢利:		
Owners of the Company	本公司擁有人		
— Continuing operations	— 持續經營業務	(4,400)	(10,122)
— Discontinued operations	— 已終止經營業務	(556)	2,524
		(4,956)	(7,598)
Non-controlling interests	非控股權益		
— Continuing operations	— 持續經營業務	585	(1,705)
— Discontinued operations	— 已終止經營業務	(533)	2,426
		52	721
		(4,904)	(6,877)
Total comprehensive (expense)/income attributable to:	下列人士應佔全面(開支)/收入總額:		
Owners of the Company	本公司擁有人		
— Continuing operations	— 持續經營業務	(4,378)	(10,131)
— Discontinued operations	— 已終止經營業務	(556)	2,524
		(4,934)	(7,607)
Non-controlling interests	非控股權益		
— Continuing operations	— 持續經營業務	588	(1,713)
— Discontinued operations	— 已終止經營業務	(533)	2,426
		55	713
		(4,879)	(6,894)
Loss per share from continuing and discontinued operations	來自持續經營業務及已終止經營業務之每股虧損		
— Basic and diluted (HK cents per share)	— 基本及攤薄(每股港仙)	15	
		(0.11)	(0.16)
Loss per share from continuing operations	來自持續經營業務之每股虧損		
— Basic and diluted (HK cents per share)	— 基本及攤薄(每股港仙)	15	
		(0.10)	(0.22)

The accompanying notes are an integral part of these consolidated financial statements. 隨附之附註為綜合財務報表之組成部份。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2025 (Expressed in Hong Kong dollars) 於2025年12月31日 (以港元列示)

		Note 附註	2025 HK\$'000 千港元	2024 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	—	3
Right-of-use assets	使用權資產	18	—	248
Intangible assets	無形資產	19	133	—
Deferred tax assets	遞延稅項資產	28	5	—
			138	251
Current assets	流動資產			
Inventories	存貨	21	—	40
Trade and other receivables	貿易及其他應收款項	22	5,518	2,107
Current tax recoverable	可收回即期稅項		2	—
Amount due from ultimate holding company	應收最終控股公司之款項	23	—	4
Amount due from a fellow subsidiary	應收一間同系附屬公司之款項	23	—	1
Cash and bank balances	現金及銀行結餘	24	16,070	13,281
			21,590	15,433
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	25	13,688	4,086
Borrowings	借款	26	2,104	—
Current tax liabilities	即期稅項負債		181	—
Contract liabilities	合約負債	27	408	227
Lease liabilities	租賃負債	18	—	226
Amount due to an intermediate holding company	應付一間中間控股公司之款項	23	—	914
			16,381	5,453

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2025 (Expressed in Hong Kong dollars) 於2025年12月31日 (以港元列示)

			2025 HK\$'000 千港元	2024 HK\$'000 千港元
	Note 附註			
Net current assets		流動資產淨值	5,209	9,980
Total assets less current liabilities		總資產減流動負債	5,347	10,231
Non-current liabilities		非流動負債		
Deferred tax liabilities	28	遞延稅項負債	—	5
			—	5
Net assets		資產淨值	5,347	10,226
Capital and reserves		資本及儲備		
Share capital	29	股本	23,430	23,430
Reserves		儲備	(17,589)	(12,655)
Equity attributable to owners of the Company		本公司擁有人應佔權益	5,841	10,775
Non-controlling interests		非控股權益	(494)	(549)
Total equity		權益總額	5,347	10,226

The consolidated financial statements on pages 120 to 211 were approved by the Board of Directors on 31 March 2026 and are signed on its behalf by:

第120至第211頁之綜合財務報表已於2026年3月31日經董事會批准並由下列董事代為簽署：

Zheng Minggao

鄭明高

Director

董事

Wu Shan

吳珊

Director

董事

The accompanying notes are an integral part of these consolidated financial statements.

隨附之附註為綜合財務報表之組成部份。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2025 (Expressed in Hong Kong dollars) 截至2025年12月31日止年度 (以港元列示)

		Attributable to owners of the Company 本公司擁有人應佔									
		Share capital — ordinary shares 股本 — 普通股	Share premium 股份溢價	Capital contribution reserve 注資儲備	Capital redemption reserve 贖回儲備	Foreign currency translation reserve 外幣換算儲備	Other reserve 其他儲備	Accumulated losses 累計虧損	Subtotal 小計	Non-controlling interests 非控股權益	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Balance at 1 January 2024	於2024年1月1日之結餘	23,430	3,466,638	9,777	1	117,653	(49)	(3,599,068)	18,382	(1,262)	17,120
(Loss)/profit for the year	本年度(虧損)/溢利	—	—	—	—	—	—	(7,598)	(7,598)	721	(6,877)
Other comprehensive expense for the year	本年度其他全面開支	—	—	—	—	(9)	—	—	(9)	(8)	(17)
Total comprehensive (expense)/income for the year	本年度全面(開支)/收入總額	—	—	—	—	(9)	—	(7,598)	(7,607)	713	(6,894)
Balance at 31 December 2024	於2024年12月31日之結餘	23,430	3,466,638	9,777	1	117,644	(49)	(3,606,666)	10,775	(549)	10,226

		Attributable to owners of the Company 本公司擁有人應佔									
		Share Capital — ordinary shares 股本 — 普通股	Share premium 股份溢價	Capital contribution reserve 注資儲備	Capital redemption reserve 贖回儲備	Foreign currency translation reserve 外幣換算儲備	Other reserve 其他儲備	Accumulated losses 累計虧損	Subtotal 小計	Non-controlling interests 非控股權益	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Balance at 1 January 2025	於2025年1月1日之結餘	23,430	3,466,638	9,777	1	117,644	(49)	(3,606,666)	10,775	(549)	10,226
(Loss)/profit for the year	本年度(虧損)/溢利	—	—	—	—	—	—	(4,956)	(4,956)	52	(4,904)
Other comprehensive income for the year	本年度其他全面收入	—	—	—	—	22	—	—	22	3	25
Total comprehensive income/(expense) for the year	本年度全面收入/(開支)總額	—	—	—	—	22	—	(4,956)	(4,934)	55	(4,879)
Balance at 31 December 2025	於2025年12月31日之結餘	23,430	3,466,638	9,777	1	117,666	(49)	(3,611,622)	5,841	(494)	5,347

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2025 (Expressed in Hong Kong dollars) 截至2025年12月31日止年度 (以港元列示)

Notes:

- (i) The share premium account of the Company arises on shares issued at a premium. In accordance with the Companies Law of the Cayman Islands, the share premium account is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be able to pay its debts as they fall due in the ordinary course of business. The share premium account may also be distributed in the form of fully paid bonus shares.
- (ii) The capital contribution reserve represents capital contribution from an intermediate holding company.
- (iii) The capital redemption reserve represents the nominal value of the share capital of the Company repurchased and cancelled.
- (iv) The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.
- (v) Other reserve represents the difference between the consideration paid for the additional interest in the subsidiary and the non-controlling interest's share of the assets and liabilities reflected in the consolidated statement of financial position at the date of the acquisition of the non-controlling interests.

附註：

- (i) 本公司股份溢價賬乃因按溢價發行股份而產生。根據開曼群島公司法，股份溢價賬可供分派予本公司股東，惟於緊隨建議分派股息之日後，本公司將有資金償付在其日常業務過程中到期應付之債務。股份溢價賬亦可以繳足股款紅股之方式派發。
- (ii) 注資儲備指來自一間中間控股公司之注資。
- (iii) 資本贖回儲備指本公司回購及註銷之股本名義值。
- (iv) 外幣換算儲備包括因換算海外業務財務報表而產生之全部匯兌差額。
- (v) 其他儲備指於收購非控股權益日期之綜合財務狀況表反映之就附屬公司額外權益支付之代價與非控股權益應佔之資產及負債兩者之差額。

The accompanying notes are an integral part of these consolidated financial statements.

隨附之附註為綜合財務報表之組成部份。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2025 (Expressed in Hong Kong dollars) 截至2025年12月31日止年度 (以港元列示)

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Cash flows from operating activities	經營活動所得現金流量		
(Loss)/profit before taxation	除稅前(虧損)/溢利		
From continuing operations	持續經營業務	(3,643)	(11,843)
From discontinued operations	已終止經營業務	(1,089)	4,950
		(4,732)	(6,893)
Adjustments for:	已就下列各項作出調整:		
Finance costs recognised in profit or loss	於損益確認之財務成本	—	23
Interest income from bank deposits	銀行存款之利息收入	(126)	(315)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	3	—
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	—	3
Depreciation of right-of-use assets	使用權資產之折舊	28	445
Amortisation of intangible assets	無形資產之攤銷	20	—
Gain on disposal of AWS cloud services business	出售AWS雲服務業務之收益	—	(4,279)
Derecognition of liabilities	負債之終止確認	(502)	—
Gain on disposal of subsidiaries	出售附屬公司之收益	(14)	—
Recognition of loss allowance for trade and other receivables	貿易及其他應收款項虧損撥備之確認	152	982
Impairment on other receivables	其他應收款項減值	1,255	—
Write-down of inventories	撇減存貨	40	—
(Gain)/loss on lease termination	租賃終止之(收益)/虧損	(6)	36
		(3,882)	(9,998)
Change in operating assets and liabilities:	經營資產及負債變動:		
Increase/(decrease) in trade and other receivables	貿易及其他應收款項增加/(減少)	(4,818)	9,401
Decrease in amount due from ultimate holding company	應收最終控股公司之款項減少	4	(2)
Decrease in amount due from a fellow subsidiary	應收一間同系附屬公司之款項減少	1	—
Decrease in restricted cash	受限制現金減少	—	156
(Decrease)/increase in amount due to intermediate holding companies	應付中間控股公司之款項(減少)/增加	(900)	853
Increase/(decrease) in trade and other payables	貿易及其他應付款項增加/(減少)	10,101	(8,875)
Increase/(decrease) in contract liabilities	合約負債增加/(減少)	184	(581)
Cash generated from/(used in) operations	經營所得/(所用)現金	690	(9,046)
Income tax paid	已付所得稅	(5)	—
Net cash generated from/(used in) operating activities	經營活動所得/(所用)現金淨額	685	(9,046)

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 December 2025 (Expressed in Hong Kong dollars) 截至2025年12月31日止年度 (以港元列示)

			2025 HK\$'000 千港元	2024 HK\$'000 千港元
	Note 附註			
Cash flows from investing activities		投資活動所得現金流量		
Net cash inflow from disposal of AWS cloud services business		出售AWS雲服務業務之現金流入淨額	—	4,619
Acquisition of intangible assets	19	購入無形資產	(154)	—
Interest received		已收利息	126	315
Net cash (used in)/generated from investing activities		投資活動(所用)/所得現金淨額	(28)	4,934
Cash flows from financing activities		融資活動所得現金流量		
Proceeds from borrowings		借款之所得款項	2,104	—
Capital element of lease rentals paid		已付租賃租金之資本部份	—	(416)
Interest element of lease rentals paid		已付租賃租金之利息部份	—	(23)
Net cash generated from/(used in) financing activities		融資活動所得/(所用)現金淨額	2,104	(439)
Net increase/(decrease) in cash and cash equivalents		現金及現金等價物增加/(減少)淨額	2,761	(4,551)
Cash and cash equivalents at the beginning of year		年初之現金及現金等價物	13,281	17,840
Effect of foreign exchange rate changes, net		匯率變動淨影響	28	(8)
Cash and cash equivalents at the end of year		年末之現金及現金等價物	16,070	13,281
Analysis of the balances of cash and cash equivalents		現金及現金等價物結餘之分析		
Cash and bank balances		現金及銀行結餘	16,070	13,281

The accompanying notes are an integral part of these consolidated financial statements.

隨附之附註為綜合財務報表之組成部份。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

1 GENERAL INFORMATION

China Netcom Technology Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company’s registered office is at P.O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands.

The Company’s shares have been listed on GEM of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 2 March 2001.

In the opinion of the directors, since 15 July 2025 the parent company is Qichen High-tech Management Consulting Ltd. (incorporated in the British Virgin Islands) and the ultimate parent company is Ningbo Qichen Investment Holdings Co., Ltd.* (寧波啟辰投資控股有限公司). Before 15 July 2025, the parent company was 51RENPIN.COM INC. (incorporated in the British Virgin Islands) and the ultimate parent company was 51 Credit Card Inc. (incorporated in the Cayman Islands, listed on the Main Board of the Stock Exchange with stock code 2051 and renamed as Vala Inc. since 11 June 2025).

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as, the “Group”) are principally engaged in the smart retail business and automotive culture business. During the year ended 31 December 2024, the Group has ceased and disposed of the AWS cloud services business.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company and all values are rounded to the nearest thousand (“HK\$’000”) except when otherwise indicated.

These consolidated financial statements were approved and authorised for issue by the Board of Directors (the “Board”) of the Company on 31 March 2026.

1 一般資料

中彩網通控股有限公司(「本公司」)根據開曼群島第22章公司法(1961年第三號法例,經綜合及修訂)於開曼群島註冊成立為一間獲豁免有限公司。本公司註冊辦事處地址為P.O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands。

本公司股份自2001年3月2日起於香港聯合交易所有限公司(「聯交所」)GEM上市。

董事認為,自2025年7月15日起,母公司為Qichen High-tech Management Consulting Ltd.(於英屬處女群島註冊成立),而最終母公司為寧波啟辰投資控股有限公司。於2025年7月15日前,母公司為51RENPIN.COM INC.(於英屬處女群島註冊成立),而最終母公司為51信用卡有限公司(於開曼群島註冊成立及於聯交所主板上市,股份代號為2051,並自2025年6月11日起更名為Vala Inc.)。

本公司為投資控股公司。本公司及其附屬公司(統稱「本集團」)主要從事智慧零售業務及車品文化業務。截至2024年12月31日止年度,本集團已終止及出售AWS雲服務業務。

綜合財務報表以港元(「港元」)呈列,港元亦為本公司之功能貨幣,除另有說明者外,所有金額均湊整至最接近千位(「千港元」)。

該等綜合財務報表已於2026年3月31日經本公司董事會(「董事會」)批准及授權刊發。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES

These notes provide a list of the material accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The consolidated financial statements are for the Group consisting of China Netcom Technology Holdings Limited and its subsidiaries.

(a) Basis of preparation

(i) Compliance with HKFRS Accounting Standards and the disclosure requirements of the Hong Kong Companies Ordinance (“HKCO”)

The consolidated financial statements of the Company have been prepared in accordance with HKFRS Accounting Standards and the disclosure requirements of the HKCO. In addition, the consolidation financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange (“the GEM Listing Rules”).

(ii) Historical cost convention

The consolidated financial statements have been prepared on a historical cost basis.

(iii) Use of estimates and judgement

The preparation of financial statements in conformity with HKFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

2 主要會計政策概要

本附註提供編製該等綜合財務報表時採納之主要會計政策清單。除另有指明者外，該等政策一直貫徹應用於所呈報之所有年度。綜合財務報表為本集團（由中彩網通控股有限公司及其附屬公司組成）編製。

(a) 編製基準

(i) 遵守香港財務報告會計準則及香港公司條例（「香港公司條例」）之披露規定

本公司之綜合財務報表已根據香港財務報告會計準則及香港公司條例之披露規定編製。此外，綜合財務報表亦包含符合聯交所GEM證券上市規則（「GEM上市規則」）規定之適用披露。

(ii) 歷史成本慣例

綜合財務報表乃按歷史成本基準編製。

(iii) 估計及判斷之使用

編製符合香港財務報告會計準則之財務報表時，要求管理層需作出判斷、估計及假設，而會影響政策之應用以及資產、負債、收入及開支之呈報金額。此類估計及相關假設是基於歷史經驗以及於當時情況下被認為是合理之各種其他因素而作出，其結果構成對尚無法從其他來源確認之資產及負債之賬面值作出判斷之基礎。實際結果可能與此類估計不同。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(a) Basis of preparation (Continued)

(iii) Use of estimates and judgement (Continued)

The estimates and underlying assumptions are reviewed on an ongoing 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.

Judgements made by management in the application of HKFRS Accounting Standards that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 4.

(iv) Amended standards adopted by the Group

The Group has applied the following amendments for the first time for their annual reporting period commencing 1 January 2025:

- Amendments to HKAS 21 — *The effects of changes in foreign exchange rates — Lack of exchangeability*

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

2 主要會計政策概要 (續)

(a) 編製基準 (續)

(iii) 估計及判斷之使用 (續)

估計和相關假設將予持續審閱。倘會計估計之修訂只影響作出修訂之期間，則在該期間確認；倘修訂對當前及未來期間均有影響，則在作出修訂之期間及未來期間確認。

管理層在應用香港財務報告會計準則時所作出對財務報表有重大影響之判斷以及估計不確定性之主要來源於附註4中討論。

(iv) 本集團採納之經修訂準則

本集團已就其自2025年1月1日開始之年度報告期間首次應用下列修訂：

- 香港會計準則第21號之修訂 — 外匯匯率變動的影響 — 缺乏可兌換性

於本年度應用香港財務報告會計準則之修訂對本集團於本年度及過往年度之財務狀況及表現及／或該等綜合財務報表所載之披露並無重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

2 主要會計政策概要 (續)

(a) Basis of preparation (Continued)

(a) 編製基準 (續)

(v) *New standards and interpretations not yet adopted and effective*

(v) *尚未採納及生效之新增準則及詮釋*

Certain new accounting standards and amendments to accounting standards have been published that are not mandatory for the year ended 31 December 2025 and have not been early adopted by the Group.

若干新增會計準則及會計準則之修訂已頒佈但毋須於截至2025年12月31日止年度強制應用，而本集團亦無提早採納。

New standards and amendments

Effective for accounting periods beginning on or after
於下列日期或之後開始之會計期間生效

新增準則及修訂

Amendments to HKFRS 9 and HKFRS 7 — <i>Amendments to the Classification and Measurement of Financial Instruments</i>	1 January 2026
香港財務報告準則第9號及香港財務報告準則第7號之修訂 — 對金融工具分類及計量之修訂	2026年1月1日
Amendments to HKFRS 9 and HKFRS 7 — <i>Contracts Referencing Nature dependent Electricity</i>	1 January 2026
香港財務報告準則第9號及香港財務報告準則第7號之修訂 — 涉及依賴自然能源生產電力的合同	2026年1月1日
Annual improvements to HKFRS Accounting Standards — <i>Volume 11</i>	1 January 2026
香港財務報告會計準則年度改進 — 第11冊	2026年1月1日
HKFRS 18 — <i>Presentation and Disclosure in Financial Statements</i>	1 January 2027
香港財務報告準則第18號 — 財務報表之呈列及披露	2027年1月1日
HKFRS 19 — <i>Subsidiaries Without Public Accountability: Disclosures</i>	1 January 2027
香港財務報告準則第19號 — 無公眾問責性的附屬公司：披露	2027年1月1日

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(a) Basis of preparation (Continued)

(v) *New standards and interpretations not yet adopted and effective (Continued)*

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements except for the new and amendments to HKFRS Accounting Standards mentioned below.

HKFRS 18 “Presentation and Disclosure in Financial Statements”

HKFRS 18 “Presentation and Disclosure in Financial Statements” will replace HKAS 1 “Presentation of Financial Statements” and aims to improve the transparency and comparability of information about an entity’s financial statements. HKFRS 18 is effective for annual reporting periods beginning on or after 1 January 2027 and is to be applied retrospectively. Among other changes, under HKFRS 18, entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to provide specific disclosures about management-defined performance measures in a single note in the financial statements. The Group does not plan to early adopt HKFRS 18 and is still in the process of assessing the impact of the adoption.

2 主要會計政策概要 (續)

(a) 編製基準 (續)

(v) *尚未採納及生效之新增準則及詮釋 (續)*

本集團現正評估此等修訂預期將於初步應用期間產生的影響。迄今為止，其總結採納此等修訂預期不會對綜合財務報表造成重大影響，惟下文所述之香港財務報告會計準則之新增準則及修訂除外。

香港財務報告準則第18號「財務報表之呈列及披露」

香港財務報告準則第18號「財務報表之呈列及披露」將取代香港會計準則第1號「財務報表之呈列」，並旨在提高實體財務報表相關資料之透明度及可比性。香港財務報告準則第18號於2027年1月1日或之後開始之年度報告期間生效並將追溯應用。除其他變動外，根據香港財務報告準則第18號，實體須於損益表中將所有收入及開支分類為五個類別，即經營、投資、融資、已終止經營業務及所得稅類別。實體亦須在財務報表之單一附註中提供有關管理層定義之績效衡量標準之具體披露。本集團並無計劃提早採納香港財務報告準則第18號，目前仍在評估採納之影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(b) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Inter-company transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss, statement of comprehensive income, statement of changes in equity and statement of financial position respectively.

(c) Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the company on the basis of dividend received and receivable.

2 主要會計政策概要 (續)

(b) 附屬公司

附屬公司指本集團擁有控制權之所有實體(包括結構實體)。當本集團承受或享有參與實體所得之可變回報，且有能力透過其主導實體業務之權力影響該等回報時，則本集團控制該實體。附屬公司自控制權轉移至本集團之日起全面綜合入賬。其於控制權終止之日起終止綜合入賬。

集團內公司間交易、結餘及集團公司交易之未變現收益予以抵銷。未變現虧損亦予以抵銷，除非交易有證據顯示所轉讓資產出現減值。本公司已在必要情況下對附屬公司之會計政策作出變更，以確保與本集團所採納之政策一致。

於附屬公司之業績及權益之非控股權益分別單獨呈列於綜合損益表、全面收入表、權益變動表及財務狀況表。

(c) 獨立財務報表

於附屬公司之投資按成本減減值入賬。成本包括投資之直接應佔成本。附屬公司之業績由本公司按已收及應收股息基準入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(c) Separate financial statements *(Continued)*

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

(d) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (the "CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors that makes strategic decisions.

(e) Foreign currency translation

(i) *Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company functional and the Group's presentation currency.

2 主要會計政策概要 (續)

(c) 獨立財務報表 (續)

如股息超過宣派股息期內附屬公司之全面收入總額，或如在獨立財務報表之投資賬面值超過綜合財務報表中被投資公司資產淨值(包括商譽)之賬面值，則必須在從投資收取股息後對附屬公司投資作減值測試。

(d) 分類報告

經營分類之呈報方式與提供予主要經營決策者(「主要經營決策者」)之內部報告之方式一致。主要經營決策者(負責分配資源及評估經營分類之表現)已確定為作出策略決定之執行董事。

(e) 外幣換算

(i) *功能及呈列貨幣*

計入本集團各實體財務報表之項目，乃按該實體經營所在之主要經濟環境之貨幣(「功能貨幣」)計量。綜合財務報表乃以本公司功能貨幣及本集團呈列貨幣港元呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(e) Foreign currency translation *(Continued)*

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Foreign exchange gains and losses are presented in the consolidated statement of profit or loss on a net basis within other gains/(losses).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income are recognised in other comprehensive income.

2 主要會計政策概要 (續)

(e) 外幣換算 (續)

(ii) 交易及結餘

外幣換算均按交易當日之匯率換算為功能貨幣。結算有關交易及按年末匯率換算以外幣列值之貨幣資產及負債所產生之匯兌收益及虧損通常於損益內確認。倘彼等有關符合現金流量對沖及符合投資淨額對沖或屬於海外經營中投資淨額的一部分，則於權益中遞延。

匯兌收益及虧損於綜合損益表其他收益／(虧損) 按淨額基準內呈列。

以外幣按公允價值計量之非貨幣項目採用釐定公允價值之日之匯率進行換算。以公允價值列賬之資產及負債之換算差額呈報為公允價值收益或虧損之一部分。舉例而言，按公允價值計入損益持有之權益等非貨幣資產及負債之換算差額於損益確認為公允價值收益或虧損之一部分，而分類為按公允價值計入其他全面收入之權益等非貨幣資產之換算差額則於其他全面收入內確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(e) Foreign currency translation (Continued)

(iii) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each statement of profit or loss and statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

2 主要會計政策概要 (續)

(e) 外幣換算 (續)

(iii) 集團公司

功能貨幣與呈列貨幣不同之海外業務(當中並無任何實體持有通脹嚴重之經濟體之貨幣)業績及財務狀況按下列方法換算為呈列貨幣:

- 每份財務狀況表所列資產與負債按該財務狀況表日期之收市匯率換算;
- 每份損益表及全面收入表內之收入及開支按平均匯率換算(除非其並非交易日期匯率之累計影響之合理約數,收支項目則按交易日期之匯率換算);及
- 所有由此產生之匯兌差額均於其他全面收入確認。

於編製綜合賬目時,換算境外實體任何投資淨額以及指定為該等投資之對沖項目之借貸及其他金融工具產生之匯兌差額於其他全面收入內確認。於出售海外業務或償還組成投資淨額一部分之任何借貸時,相關匯兌差額重新分類至損益,作為出售損益之一部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(f) Impairment of non-financial assets

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstance indicate that they might be impaired.

Other non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(g) Discontinued operations

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the consolidated statement of profit or loss and other comprehensive income.

2 主要會計政策概要 (續)

(f) 非金融資產減值

具無限可使用年期之無形資產毋須攤銷，惟須每年或當有事件或情況變化顯示其可能出現減值時更頻繁地進行減值測試。

於事件或情況有變使賬面值可能無法收回時，其他非金融資產進行減值測試。減值虧損按資產之賬面值超出其可收回金額之差額確認。可收回金額為資產之公允價值減出售成本及使用價值兩者之中之較高者。就評估減值而言，本集團按可獨立識別之現金流入（在很大程度上獨立於其他資產或資產組別（現金產生單位）之現金流入）之最低水平劃分資產類別。出現減值之非金融資產將於各報告期末進行檢討，以釐定減值是否可予撥回。

(g) 已終止經營業務

已終止經營業務為實體之組成部分，該部分已出售或分類為持作待售及其代表按業務或經營地區劃分之一項獨立主要項目，是一項用以出售該業務或經營地區單一統籌計劃之一部分，或是一間僅為轉售而收購之附屬公司。已終止經營業務之業績於綜合損益及其他全面收入表內單獨呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(h) Intangible assets

Expenditure on research activities is recognised in profit or loss as incurred. Development expenditure is capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the resulting asset. Otherwise, it is recognised in profit or loss as incurred. Capitalised development expenditure is subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, if any, and is generally recognised in profit or loss.

The estimated useful lives for the current period are as follows:

- Capitalised platform development costs 5 years

Amortisation methods, useful lives and residual values are reviewed annually and adjusted if appropriate.

2 主要會計政策概要 (續)

(h) 無形資產

研究活動支出乃於產生時在損益內確認。開發支出僅在該支出能可靠計量、產品或程序技術上及商業上可行、可能具有未來經濟利益，及本集團有意並具有足夠資源完成開發以及使用或出售由此產生之資產之情況下，方會撥充資本。否則，其於產生時在損益確認。資本化開發支出其後按成本扣除累計攤銷以及任何累計減值虧損計量。

攤銷乃以直線法於其估計可使用年期內(如有)，按無形資產之成本扣除其估計剩餘價值計算以進行撇銷，並一般於損益內確認。

當前期間之估計可使用年期如下：

- 資本化平台開發成本 5年

攤銷方法、可使用年期及剩餘價值於每年審閱及調整(倘適用)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(i) Investments and other financial assets

(i) Classification

The Group classifies its financial assets in those to be measured subsequently at fair value (either through OCI or through profit or loss) and those to be measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

2 主要會計政策概要 (續)

(i) 投資及其他金融資產

(i) 分類

本集團將其金融資產分類為其後將按公允價值計量的金融資產 (計入其他全面收入或計入損益) 及按攤銷成本計量的金融資產。

分類視乎本集團管理金融資產之業務模式及現金流之合約條款而定。

(ii) 確認及終止確認

常規購買及出售之金融資產於交易日確認，該交易日是指本集團承諾購買或出售該資產之日期。當收取金融資產現金流量之權利屆滿或金融資產已轉讓，而本集團已將金融資產擁有權之絕大部分風險及回報轉出時，即終止確認金融資產。

(iii) 計量

於初始確認時，本集團按公允價值加上收購金融資產之直接應佔交易成本 (如屬並非按公允價值計入損益之金融資產) 計量有關金融資產。按公允價值計入損益列賬之金融資產之交易成本於損益內列為開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(i) Investments and other financial assets (Continued)

(iii) Measurement (Continued)

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as a separate line item in profit or loss.

(iv) Impairment

The Group assesses on a forward-looking basis the expected credit losses ("ECLs") associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see note 3(a)(ii) for further details.

2 主要會計政策概要 (續)

(i) 投資及其他金融資產 (續)

(iii) 計量 (續)

債務工具

債務工具之其後計量取決於本集團管理資產之業務模式及該等資產之現金流量特徵。持作收回合約現金流量之資產，倘該等現金流量僅為本金及利息付款，則按攤銷成本計量。終止確認時產生之任何收益或虧損直接於損益內確認，並連同匯兌收益及虧損呈列在其他收益／(虧損)中。減值虧損作為單獨項目於損益中呈列。

(iv) 減值

本集團按前瞻性基準評估與其按攤銷成本列賬及按公允價值計入其他全面收入列賬之債務工具相關之預期信貸虧損（「預期信貸虧損」）。所採用之減值方法視乎信貸風險是否有大幅增加。

就貿易應收款項而言，本集團應用香港財務報告準則第9號允許之簡易方法，其規定於初始確認應收款項時確認預期存續期虧損，進一步詳情見附註3(a)(ii)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(i) Investments and other financial assets (Continued)

(iv) Impairment (Continued)

— 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.

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;

2 主要會計政策概要 (續)

(i) 投資及其他金融資產 (續)

(iv) 減值 (續)

— 信貸風險大幅增加

評估自初始確認以來信貸風險是否大幅增加時，本集團將金融工具於報告日期發生之違約風險與該金融工具於初始確認日期發生之違約風險進行比較。進行此評估時，本集團會考慮合理且有理據之定量及定性資料，包括過往經驗及無需付出不必要之成本或努力而可獲得之前瞻性資料。

特別是，在評估信貸風險是否大幅增加時會考慮以下資料：

- 金融工具之外部 (如有) 或內部信貸評級之實際或預期顯著惡化；
- 信貸風險之外部市場指標嚴重轉差，例如，信貸息差、債務人之信貸違約掉期價格大幅增加；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(i) Investments and other financial assets (Continued)

(iv) Impairment (Continued)

— Significant increase in credit risk (Continued)

- 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; or
- 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.

2 主要會計政策概要 (續)

(i) 投資及其他金融資產 (續)

(iv) 減值 (續)

— 信貸風險大幅增加 (續)

- 預計將導致債務人履行其債務責任之能力大幅下降之業務、財務或經濟狀況之現有或預測之不利變化；
- 債務人經營業績之實際或預期顯著惡化；或
- 導致債務人履行其債務責任之能力大幅下降之債務人監管、經濟或技術環境之實際或預期之重大不利變化。

不論上述評估結果如何，本集團均假設合約付款逾期超過30日後信貸風險自初始確認以來大幅增加，除非本集團有合理及具支持性之資料說明其他情況。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(i) Investments and other financial assets (Continued)

(iv) Impairment (Continued)

— Significant increase in credit risk (Continued)

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of “investment grade” as per globally understood definitions.

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.

2 主要會計政策概要 (續)

(i) 投資及其他金融資產 (續)

(iv) 減值 (續)

— 信貸風險大幅增加 (續)

儘管如此，如果債務工具在報告日期被確定為具有低信貸風險，則本集團假設自初始確認後之信貸風險並未大幅增加。倘符合以下條件，則債務工具被釐定為屬於低信貸風險：i) 其違約風險低；ii) 借款人擁有雄厚實力，可於短期內履行其合約現金流量責任；及iii) 經濟及業務狀況之長期不利變動可能但未必會削弱借款人履行其合約現金流量責任之能力。

倘債務工具之內部或外部信貸評級為「投資級別」(根據國際通用釋義)，則本集團認為該債務工具屬於低信貸風險。

本集團定期監察用以識別信貸風險是否大幅增加之準則之有效性，並酌情對其進行修訂，以確保該準則能夠在金額到期前確定信貸風險之大幅增加。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(i) Investments and other financial assets (Continued)

(iv) Impairment (Continued)

— 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.

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

2 主要會計政策概要 (續)

(i) 投資及其他金融資產 (續)

(iv) 減值 (續)

— 違約之定義

就內部信貸風險管理而言，本集團認為當內部建立或自外部取得之資料顯示，債務人不大可能支付全額款項予債權人（包括本集團），即發生違約事件。

— 信貸減值金融資產

當一項或多項事件對該金融資產之估計未來現金流量產生不利影響時，該金融資產即發生信貸減值。金融資產發生信貸減值之證據包括以下事件之可觀察數據：

- (a) 發行人或借款人之重大財務困難；
- (b) 違約事件，例如違約或逾期事件；
- (c) 因借款人之財務困難而與借款人有關之經濟或合約原因，貸款人已向借款人提供貸款人本來不會考慮之讓步；
- (d) 借款人可能進入破產或其他財務重組；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(i) Investments and other financial assets (Continued)

(iv) Impairment (Continued)

— Credit-impaired financial assets (Continued)

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: (Continued)

- (e) the disappearance of an active market for that financial asset because of financial difficulties; and
- (f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

— 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.

2 主要會計政策概要 (續)

(i) 投資及其他金融資產 (續)

(iv) 減值 (續)

— 信貸減值金融資產 (續)

當一項或多項事件對該金融資產之估計未來現金流量產生不利影響時，該金融資產即發生信貸減值。金融資產發生信貸減值之證據包括以下事件之可觀察數據：(續)

- (e) 由於財務困難，該金融資產項活躍市場消失；及
- (f) 以大幅折扣購買或發起金融資產，該折扣反映已發生之信貸虧損。

— 撇銷政策

當有資料顯示交易對手方陷入嚴重財務困難且無實際收回前景時，例如交易對手方已進入清盤或破產程序，本集團便會撇銷金融資產。撇銷之金融資產在考慮適當之法律意見後，仍可能根據本集團之收回程序進行執行活動。撇銷構成終止確認事件。任何後續之收回將在損益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(j) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the consolidated statement of financial position where the Group currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

(k) 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 is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

(l) Trade and other receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business.

Trade and other receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value.

The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See notes 2(i)(iv) and 3(a)(ii) for a description of the Group's impairment policies.

2 主要會計政策概要 (續)

(j) 抵銷金融工具

當本集團目前擁有法定可執行權力可抵銷已確認金額，並有意按淨額基準結算或同時變現資產及結算負債時，金融資產與負債可互相抵銷，並於綜合財務狀況表報告其淨額。

(k) 存貨

存貨乃以成本與可變現淨值兩者中較低者列賬。存貨成本以加權平均法計算。可變現淨值乃於日常業務過程中之估計售價減除估計必要銷售成本。

(l) 貿易及其他應收款項

貿易應收款項為於正常業務過程中出售貨品或提供服務而應收客戶之款額。

貿易及其他應收款項初步按無條件代價金額確認，除非其包含重大融資部分，則按公允價值確認。

本集團以收取合約現金流量為目的持有貿易應收款項，因此其後採用實際利率法按攤銷成本計量。有關本集團減值政策之說明，請參閱附註2(i)(iv)及3(a)(ii)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(m) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand and deposits held at call with financial institutions, other short term, high liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(n) Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(o) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

2 主要會計政策概要 (續)

(m) 現金及現金等價物

就現金流量表之呈列而言，現金及現金等價物包括手頭現金及存放於金融機構之通知存款、原來期限為三個月或以下可即時轉換為已知金額現金且價值變動風險並不重大之其他短期高流通性投資。

(n) 股本

普通股將被分類為權益。

直接歸屬於發行新股或期權之新增成本於權益中列示為所得款項之扣減項目(扣除稅項)。

(o) 貿易及其他應付款項

該等款項指於財政年度結束前向本集團提供之未付款貨品及服務之負債。除非於報告期後12個月內付款未期滿，否則貿易及其他應付款項列為流動負債。該等款項最初按公允價值確認，隨後採用實際利率法按攤銷成本計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

2 主要會計政策概要 (續)

(p) Current and deferred income tax

The income tax charge or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(i) *Current income tax*

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

(p) 即期及遞延所得稅

期內所得稅開支或抵免為即期應課稅收入按各司法管轄區之適用所得稅稅率計算之應繳稅項，並透過暫時性差額及未動用稅項虧損所引起之遞延稅項資產及負債之變動予以調整。

(i) *即期所得稅*

即期所得稅開支乃按報告期末於本公司及其附屬公司及聯營公司經營及產生應課稅收入之國家已實施或實質上已實施之稅法計算。管理層就適用稅法詮釋所規限之情況定期評估報稅表之狀況，並考慮稅務機關是否可能接納不確定之稅務處理。本集團根據最可能之金額或預期值計量其稅項結餘，取決於何者為不確定性之解決提供更好之預測。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(p) Current and deferred income tax (Continued)

(ii) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

2 主要會計政策概要 (續)

(p) 即期及遞延所得稅 (續)

(ii) 遞延所得稅

遞延所得稅以負債法按資產及負債之稅基與綜合財務報表所呈列賬面值之間之暫時性差額悉數計提撥備。然而，倘遞延稅項負債源自商譽之初步確認，則不予以確認；若遞延所得稅源自交易（業務合併除外）中資產或負債之初步確認，而交易時並不影響會計及應課稅損益，亦不產生相等應課稅及可扣稅暫時差額，則遞延所得稅不會入賬。遞延所得稅採用於報告期末已實施或實質上已實施，且預期在有關遞延所得稅資產變現或遞延所得稅負債獲清償時適用之稅率（及法律）釐定。

遞延稅項資產僅在未來可能有應課稅金額可用於抵銷該等暫時性差額及虧損時確認。

倘本公司能控制撥回暫時性差額之時間及該等差異很可能不會於可見將來撥回，則不會就海外業務投資賬面值與稅基之間之暫時性差額確認遞延稅項負債及資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

2 主要會計政策概要 (續)

(p) Current and deferred income tax (Continued)

(p) 即期及遞延所得稅 (續)

(ii) Deferred income tax (Continued)

(ii) 遞延所得稅 (續)

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

倘存在可依法強制執行之權利將即期稅項資產與負債抵銷，及倘遞延稅項結餘與同一稅務機構相關，則可將遞延稅項資產與負債抵銷。倘實體有可依法強制執行抵銷權利且有意按淨值基準清償或同時變現資產及清償負債時，則即期稅項資產與稅項負債抵銷。

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

即期及遞延稅項於損益中確認，惟有關於其他全面收入或直接於權益確認之項目除外。在此情況下，稅項亦分別於其他全面收入或直接於權益中確認。

(q) Employee benefit

(q) 僱員福利

(i) Short-term obligations

(i) 短期責任

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the consolidated statement of financial position.

工資及薪金之負債（包括預期將在僱員提供相關服務之期間結束後之12個月內完全結算之非貨幣性福利及累積病假）就僱員服務確認直至報告期末及按負債結算時預期支付之金額計量。負債於綜合財務狀況表內列為當前僱員福利義務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(q) Employee benefit (Continued)

(ii) Post-employment benefit

The employees of the Group are mainly covered by various defined contribution pension plans. The Group makes and accrues contributions on a monthly basis to the pension plans, which are mainly sponsored by the related government authorities that are responsible for the pension liabilities to retired employees. Under such plans, the Group has no other significant legal or constructive obligations for retirement benefits beyond the said contributions, which are expensed as incurred.

(r) Provisions

Provisions for legal claims, service warranties and make good obligations are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

2 主要會計政策概要 (續)

(q) 僱員福利 (續)

(ii) 終止僱用後福利

本集團僱員主要參與各種定額供款養老金計劃。本集團按月向該等養老金計劃作出並累積供款，該等養老金計劃主要由有關政府機關發起，並負責向已退休僱員支付養老金。除上述於產生時支銷之供款外，根據該等計劃，本集團就退休福利並無任何其他重大法定或推定義務。

(r) 撥備

如本集團因過往事件須承擔現時法定或推定責任，承擔該責任可能須動用資源且有關金額能可靠地估計時，則予以確認法定賠償、服務保證及責任承擔之撥備。未來經營虧損不會確認撥備。

如出現多項類似責任，而承擔該等責任是否須動用資源乃在考慮該等責任之整體類別後釐定。即使同類別責任中任何一項可能須動用資源之機會不大，仍會確認撥備。

撥備根據管理層對於報告期末履行現時責任所需支出之最佳估計以現值計量。用以釐定現值之貼現率即為反映當前市場對貨幣時間價值及負債具體風險之評估之稅前利率。隨著時間過去導致之撥備增加確認為利息開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(s) Revenue recognition

Revenue is recognised when goods or services is provided to the customer. Depending on the terms of the contract and the laws that apply to the contract, goods or services may be provided over time or at a point in time. Goods or services is provided over time if the Group's performance meets any one of the following criteria:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates and enhances an asset that the customer controls as the Group performs; or
- 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.

If goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains the goods or services.

2 主要會計政策概要 (續)

(s) 收益確認

收益在向客戶提供貨品或服務時確認。貨品或服務是在一段時間內還是某一時點提供，取決於合約之條款與適用於合約之法律規定。如本集團滿足下列任何一項條件，貨品或服務是在一段時間內提供：

- 客戶同時收到且消耗由履約所帶來之所有利益；
- 本集團履約過程中，創建和增強由客戶控制之資產；或
- 並未產出對本集團具其他用途之資產，且本集團就至今已完成履約之款項具有強制執行權。

如貨品或服務在一段時間內轉移，本集團按在合約期間已完成履約義務之進度進行收益確認。否則，收益於客戶獲得貨品或服務之時點確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(s) Revenue recognition (Continued)

The progress towards complete satisfaction of the performance obligation is measured based on one of the following methods that best depicts the Group's performance in satisfying the performance obligation:

- direct measurements of the value transferred by the Group to the customer; or
- the Group's efforts or inputs to the satisfaction of the performance obligation.

If a contract involves multiple goods or services, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices. Where these are not directly observable, they are estimated based on expected cost plus margin.

A receivable is recorded when the Group has an unconditional right to consideration. A right to consideration is unconditional if only the passage of time is required before payment of that consideration is due.

A contract liability is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognises the related revenue.

2 主要會計政策概要 (續)

(s) 收益確認 (續)

已完成履約義務之進度之計量基於下列能夠最佳描述本集團完成履約義務表現之其中一種方法：

- 直接計量本集團已向客戶轉移之價值；或
- 按本集團為完成履約義務而產生之支出或投入。

如合約涉及多種貨品或服務，交易價格將基於獨立售價分配至各履約義務。如有關數據不可直接觀察獲得，則按預計成本加成法估算。

應收款項於本集團有無條件權利收取代價時入賬。倘代價僅隨時間推移即會成為到期應付，則收取代價之權利成為無條件。

合約負債於本集團確認相關收益之前，在客戶支付代價或訂約須支付代價，且有關金額已到期時確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(s) Revenue recognition (Continued)

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer. The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

The Group acted as a principal for all the goods and services it provided during the year.

2 主要會計政策概要 (續)

(s) 收益確認 (續)

委託人與代理人

當另一方從事向客戶提供貨品或服務，本集團釐定其承諾之性質是否為本身提供指定貨品或服務之履約義務（即本集團為委託人）或安排由另一方提供該貨品或服務（即本集團為代理人）。

倘本集團在向客戶轉讓指定貨品或服務前控制該貨品或服務，則本集團為委託人。倘本集團之履約義務為安排另一方提供指定貨品或服務，則本集團為代理人。在此情況下，在將另一方提供之指定貨品或服務轉讓予客戶之前，本集團並不控制該貨品或服務。當本集團為代理人時，應就預期為換取另一方安排提供之指定貨品或服務有權取得之任何費用或佣金之金額確認收益。

本集團於年內就其提供之所有貨品及服務以委託人身份參與。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(s) Revenue recognition (Continued)

The following are descriptions of the accounting policies for the principal revenue streams of the Group:

(i) Provision of smart retail services

The Group engaged in smart retail business which includes provision of new retail digital transformation solutions and new retail integrated software service platform to chain retailers and merchants, distribution of goods through such platforms and extended services such as cloud services, omni-channel payment services and SMS marketing services, etc.

Revenue from technical consultancy services for cloud server service, omni-channel payment services and SMS traffic service are charged based on customers' volume of usage such as server usage, amount of payments processed and SMS traffic volume, and are recognised over time as the service is delivered to the customer.

Revenue from distribution of goods through smart retail platforms are recognised at a point in time when customer take possession and accept the goods.

Revenue from the provision of software development services and certain technical consultancy services are recognised at a point in time when the service is rendered.

(ii) Provision of automotive culture business

Revenue from the automotive culture business is recognised at a point in time when customer take possession of and accept the products.

2 主要會計政策概要 (續)

(s) 收益確認 (續)

下文概述本集團主要收益來源之會計政策：

(i) 提供智慧零售服務

本集團從事智慧零售業務，包括為連鎖零售企業及商戶提供新零售數字化轉型解決方案及新零售一體化軟件服務平台、透過該等平台分銷貨品，以及如雲服務、聚合支付服務及短信流量服務等延伸服務。

就雲端伺服器服務、聚合支付服務及短信流量服務提供技術諮詢服務之收益乃根據客戶使用量（例如何伺服器使用率、處理付款金額及短信流量）收取，並於服務交付予客戶時隨時間確認。

透過智慧零售平台分銷貨品之收益在客戶取得及接受貨品時點確認。

提供軟件開發服務及部分技術諮詢服務之收益在提供服務時點確認。

(ii) 提供車品文化業務

車品文化業務之收益在客戶取得及接受產品時點確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

2 主要會計政策概要 (續)

(t) Earnings/loss per share

(t) 每股盈利／虧損

(i) Basic earnings/loss per share

(i) 每股基本盈利／虧損

Basic earnings/loss per share is calculated by dividing:

每股基本盈利／虧損乃按下列數據計算：

- the profits/loss attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares; and
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

- 除以本公司擁有人應佔溢利／虧損，不包括普通股以外之任何權益成本；及
- 除以該財政年度期間已發行普通股之加權平均數，並根據年內發行之普通股之股利調整(扣除庫存股)。

(ii) Diluted earnings/loss per share

(ii) 每股攤薄盈利／虧損

Diluted earnings/loss per share adjusts the figures used in the determination of basic earnings/loss per share to take into account:

每股攤薄盈利／虧損調整釐定每股基本盈利／虧損時使用之數字，以計及：

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

- 與攤薄潛在普通股相關之利息及其他融資成本之除所得稅後影響；及
- 假設轉換所有攤薄潛在普通股時，將已發行之額外普通股加權平均數。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(u) Leases

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the fixed payments (including in-substance fixed payments), less any lease incentives receivable.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

2 主要會計政策概要 (續)

(u) 租賃

租賃產生之資產及負債在現值基礎上進行初始計量。租賃負債包括固定付款(包括實質固定付款)減任何應收租賃優惠之淨現值。

根據合理確定延續選擇權作出之租賃付款也包括在負債計量中。

租賃付款額按照租賃內含利率折現。如果無法輕易確定該利率(此情況普遍存在於本集團租賃中)，則應採用承租人之增量借款利率，即個別承租人為在類似經濟環境下獲得價值相近之使用權資產，以類似條款、擔保和條件借入資金而必須支付之利率。

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(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(u) Leases (Continued)

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third-party financing; and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the Group use that rate as a starting point to determine the incremental borrowing rate.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

2 主要會計政策概要 (續)

(u) 租賃 (續)

為釐定增量借款利率，本集團：

- 在可能之情況下，採用個別承租人所收取之近期第三方融資作為起點進行調整，以反映自收取第三方融資以來融資狀況之變動；
- 並無近期第三方融資時，採用以無風險利率為初始值之累加法，對本集團持有之租賃之信貸風險進行調整；及
- 對租賃作出特定調整，如年期、國家、貨幣及擔保。

倘已有可觀察之攤銷貸款率適用於個別承租人(通過近期融資或市場數據)且付款組合與租賃類似，則本集團利用該比率作為起始點以釐定增量借款利率。

租賃付款於本金及財務成本之間作出分配。財務成本在租賃期間於損益扣除，藉以令各期間之負債餘額之期間利率一致。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(u) Leases *(Continued)*

Right-of-use assets are measured at cost comprising the following:

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

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of twelve months or less without a purchase option.

(v) Interest income

Interest income on financial assets at amortised cost calculated using the effective interest method is recognised in profit or loss as part of other income.

2 主要會計政策概要 (續)

(u) 租賃 (續)

使用權資產之成本計量包括以下各項：

- 租賃負債之初始計量金額；
- 於開始日期或之前所作之任何租賃付款減已收取之任何租賃優惠；
- 任何初始直接費用；及
- 復原成本。

使用權資產一般於資產之可使用年期及租賃期（以較短者為準）內按直線法予以折舊。

與短期租賃及所有低價值資產租賃有關之付款按直線法於損益確認為開支。短期租賃指租賃期為十二個月或以下且無購買選擇權之租賃。

(v) 利息收入

採用實際利率法計算之按攤銷成本計量之金融資產之利息收入，於損益確認為其他收入之一部份。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

2 主要會計政策概要 (續)

(w) Related parties

(w) 關連方

A party is considered to be related to the Group if:

在下列情況下，一方將被視為與本集團有關連：

(a) the party is a person or a close member of that person's family and that person:

(a) 該方為某一人士或該人士家族近親而該人士：

(i) has control or joint control of the Group;

(i) 控制或共同控制本集團；

(ii) has significant influence over the Group; or

(ii) 對本集團有重大影響；或

(iii) is a member of the key management personnel of the Group or of a parent of the Group;

(iii) 為本集團或本集團母公司之主要管理層成員；

(b) the party is an entity where any of the following conditions applies:

(b) 該方為實體且以下任何條件適用：

(i) the entity and the Group are members of the same group;

(i) 實體與本集團為同一集團之成員公司；

(ii) one entity is an associate or a joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);

(ii) 實體為另一實體(或另一實體之母公司、附屬公司或同系附屬公司)之聯營公司或合營公司；

(iii) the entity and the Group are joint ventures of the same third party;

(iii) 實體與本集團為同一第三方之合營公司；

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

(iv) 實體為第三方實體之合營公司且另一實體為第三方實體之聯營公司；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(w) Related parties *(Continued)*

- (b) the party is an entity where any of the following conditions applies: *(Continued)*
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

2 主要會計政策概要 (續)

(w) 關連方 (續)

- (b) 該方為實體且以下任何條件適用：(續)
- (v) 實體為本集團或與本集團有關實體為其僱員利益而設立之終止僱用後福利計劃；
- (vi) 實體受(a)所界定人士控制或共同控制；
- (vii) (a)(i)所界定人士對實體有重大影響或為實體(或實體之母公司)之主要管理層成員；及
- (viii) 實體或其為一方之集團之任何成員向本集團或本集團母公司提供主要管理層人員服務。

該名人士之近親為可能被預期於與實體進行交易時影響該名人士或受該名人士影響之該等家族成員。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(x) Property, plant and equipment

Property, plant and equipment are stated at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values, if any, using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss.

The estimated useful lives for the current and comparative periods are as follows:

- Furniture, fixture and fittings 3–5 years
- Computer and office equipment 3–5 years
- Leasehold improvements Over the shorter of lease term or 5 years

Depreciation methods, useful lives and residual values are reviewed annually and adjusted if appropriate.

2 主要會計政策概要 (續)

(x) 物業、廠房及設備

物業、廠房及設備按成本列賬，其包括資本化借款成本，減累計折舊及任何累計減值虧損。

倘物業、廠房及設備項目的重大部分具有不同可使用年期，則其作為獨立項目入賬。

於出售物業、廠房及設備項目時之任何收益或虧損均確認在損益內。

物業、廠房及設備項目的折舊按估計可使用年期，以直線法撇銷其成本減其估計剩餘價值(如有)計算，且一般於損益內確認。

當前及可資比較期間的估計可使用年期如下：

- 傢俬、設備及裝置 3至5年
- 電腦及辦公室設備 3至5年
- 租賃物業裝修 租賃期或5年
(以較短者為準)

折舊方法、可使用年期及剩餘價值於每年檢討，並在適當時調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

3 FINANCIAL RISK MANAGEMENT

(a) Financial risk factors

The Group's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by the senior management of the Group.

(i) Market risk

Foreign exchange risk

Transactional currency exposures arise from revenue or cost of sales and services by operating units in currencies other than the unit's functional currency. Substantially all the Group's revenue and cost of sales and services are denominated in the functional currency of the operating units making the revenue, and substantially all the cost of sales and services are denominated in the operating unit's functional currency. Accordingly, the directors consider the Group is not exposed to significant foreign currency risk. 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.

In virtue of exposures on foreign currency risk being minimal, the respective quantitative disclosures have not been prepared.

3 財務風險管理

(a) 財務風險因素

本集團之業務活動令其面臨多重財務風險：包括市場風險、信貸風險及流動資金風險。本集團之整體風險管理計劃重點關注金融市場之不可預測性並力圖降低對本集團財務表現之潛在不利影響。風險管理由本集團之高級管理層進行。

(i) 市場風險

外匯風險

交易性貨幣風險乃產生自以營運單位功能貨幣以外貨幣計值之營運單位之收益或銷售及服務成本。本集團絕大多數收益及銷售及服務成本以產生收入之營運單位之功能貨幣列值，且絕大多數銷售及服務成本以營運單位之功能貨幣列值。因此，董事認為本集團並無面臨重大外匯風險。本集團現時並無外幣對沖政策。然而，本集團管理層會監察外匯風險，並於有需要時，考慮對重大外匯風險作出對沖。

鑒於外匯風險敞口微不足道，故並無編製個別定量披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(i) Market risk (Continued)

Interest rate risk

The Group does not have material exposure to interest rate risk. A reasonably possible change in interest rate in the twelve months is assessed by the Group; which could have immaterial change in the Group's loss for the year and accumulated losses. Changes in interest rates have no material impact on the Group's other components of equity. The Group adopts centralised treasury policies in cash and financial management and focuses on reducing the Group's overall interest expenses.

The directors are of the opinion that the Group's sensitivity to the change in interest rate is relatively low.

(ii) Credit risk

Credit risk is managed on a group basis. The Group's credit risk mainly arises from cash and bank balances, trade receivables, deposits and other receivables, and amounts due from related companies. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position. Management has policies in place to monitor the exposures to these credit risks on an on-going basis.

For cash and bank balances, they are all deposited or traded with high quality financial institutions without significant credit risk.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(i) 市場風險 (續)

利率風險

本集團並無面臨重大利率風險。本集團已評估十二個月內利率之合理可能變動，其對本集團之本年度虧損及累計虧損可能造成之變動不大。利率變動對本集團其他權益部份不會造成重大影響。本集團於現金及財務管理採取中央財政政策，並專注於減低本集團之整體利息開支。

董事認為，本集團對利率變動之敏感度屬低。

(ii) 信貸風險

信貸風險按組別基準管理。本集團之信貸風險主要來自現金及銀行結餘、貿易應收款項、按金及其他應收款項，以及應收關聯公司款項。最高信貸風險指綜合財務狀況表中各項金融資產之賬面值。管理層已制定政策，以持續監控該等信貸風險。

現金及銀行結餘存放於並無重大信貸風險之優質金融機構或與該等機構交易。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

Significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 11% and 31% (2024: 72% and 100%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively within the smart retail business segment.

The Group applies the HKFRS 9 simplified approach to measuring ECLs which permits the use of a lifetime expected loss allowance for all trade receivables.

To measure the ECLs, trade receivable has been grouped based on shared credit risk characteristics and the days past due.

The Group recognised lifetime expected loss allowance for all trade receivables carried at amortised cost based on either individually customers who are long overdue with significant amounts or known insolvencies or non-response to collection activities, or collectively assessing them for likelihood of recovery based on ageing of the balances with similar risk characteristics taking into account the forward looking information.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

信貸風險高度集中之情況主要於本集團對個別客戶承擔重大風險時產生。於報告期末，貿易應收款項總額之11%及31% (2024年：72%及100%) 分別來自本集團智慧零售業務分類之最大客戶及五大客戶。

本集團採用香港財務報告準則第9號規定之簡化方法計量預期信貸虧損，該方法准許針對所有貿易應收款項使用存續期預期虧損撥備。

為計量預期信貸虧損，貿易應收款項已根據共同之信貸風險特徵及逾期日期進行分組。

本集團就所有按攤銷成本列賬之貿易應收款項確認存續期預期虧損撥備，乃基於長期逾期重大金額或已知無力償債或未對收回活動作出回應之個別客戶，或在考慮前瞻性資料之情況下，根據具有類似風險特徵之結餘賬齡對該等客戶進行集體評估以確定追回之可能性。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

Management reviews the recoverable amount of each individual trade receivable regularly, if any, to ensure that adequate impairment losses are recognised for irrecoverable amounts. In this regard, the management considers that the Group's credit risk is significantly reduced. The loss allowance as at 31 December 2025 and 2024 is illustrated as below:

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

管理層會定期檢討個別貿易應收款項(如有)之可收回金額,以確保就不可收回金額確認足夠之減值虧損。因此,管理層認為本集團之信貸風險已大幅降低。於2025年及2024年12月31日之虧損撥備如下:

		Expected loss rate 預期虧損率 %	Gross Carrying amount 總賬面值 HK\$'000 千港元	Loss allowances 虧損撥備 HK\$'000 千港元
As at 31 December 2025	於2025年12月31日			
Current (not past due)	即期(未逾期)	2.0%	2,265	46
1-30 days past due	逾期1至30日	2.0%	1,554	31
31-60 days past due	逾期31至60日	3.9%	85	3
61-90 days past due	逾期61至90日	4.2%	207	9
			4,111	89

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

		Expected loss rate 預期虧損率 %	Gross Carrying amount 總賬面值 HK\$'000 千港元	Loss allowances 虧損撥備 HK\$'000 千港元
As at 31 December 2024	於2024年12月31日			
Current (not past due)	即期(未逾期)	—	—	—
1–30 days past due	逾期1至30日	0.5%	16	—
31–60 days past due	逾期31至60日	44.6%	2	1
61–90 days past due	逾期61至90日	100%	108	108
More than 90 days past due	逾期超過90日	100%	4,116	4,116
			4,242	4,225

Trade receivables are written off where there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group.

Impairment losses on trade receivables are presented as net impairment losses within profit or loss. Subsequent recoveries of amounts previously written off are credited against the same line item.

當無合理預期可收回貿易應收款項，則撇銷貿易應收款項。無合理預期收回之跡象包括(其中包括)債務人未能與本集團達成還款計劃。

貿易應收款項之減值虧損於損益中呈列為減值虧損淨額。先前已撇銷之金額其後收回則計入相同項目內。

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

Deposit and other receivables and amount due from related companies are measured as either 12-month expected credit losses or lifetime expected credit loss, depending on whether there has been a significant increase in credit risk since initial recognition. The Directors consider the probability of default upon initial recognition of asset and whether there has been significant increase in credit risk on an ongoing basis for the year. To assess whether there is a significant increase in credit risk the Group compares risk of a default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition. It considered the available reasonable and supportive forwarding looking information and the indicators that the actual or expected significant adverse changes in business, financial economic conditions that are expected to cause a significant change to the third party's ability to meet its obligations. As at 31 December 2025, the loss allowance on other receivables amounted to approximately HK\$83,000 (2024: HK\$1,255,000).

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

按金及其他應收款項以及應收關聯公司款項按12個月預期信貸虧損或存續期預期信貸虧損計量，視乎信貸風險自初始確認以來有否大幅增加而定。董事於初始確認資產時考慮違約之可能性，以及年內信貸風險是否持續大幅增加。為評估信貸風險是否大幅增加，本集團將資產於報告日期發生違約之風險與於初始確認日期之違約風險進行比較。其考慮可獲得之合理及具支持性之前瞻性資料以及預期會導致第三方履行其責任之能力發生重大變化之業務、財務經濟狀況之實際或預期重大不利變化之指標。於2025年12月31日，其他應收款項之虧損撥備約83,000港元（2024年：1,255,000港元）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iii) Liquidity risk

Ultimate responsibility for liquidity risk management rests with the Board, which has built an appropriate liquidity risk management framework to meet the Group's short, medium and long-term funding and liquidity management requirements.

The Group manages liquidity risk by maintaining adequate reserves, continuously monitoring forecast and actual cash flows, and matching the maturity profiles of financial assets and liabilities.

The maturity profile of the Group's financial liabilities at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(iii) 流動資金風險

董事會對流動資金風險管理負最終責任，並已設立合適之流動資金風險管理架構，以滿足本集團之短期、中期及長期資金及流動資金管理要求。

本集團透過維持充足之儲備，持續監控預測及實際現金流量，並致力令金融資產與負債之到期情況匹配，藉此管理流動資金風險。

於報告期末，本集團基於合約未貼現付款計算之金融負債到期情況如下：

		Less than 1 year or on demand 一年內或 按要求 HK\$'000 千港元	1-2 years 一至兩年 HK\$'000 千港元	Total contractual undiscounted cash flows 合約未貼現 現金流量總額 HK\$'000 千港元	Total carrying amounts 總賬面值 HK\$'000 千港元
At 31 December 2025	於2025年12月31日				
Non-derivative financial liabilities	非衍生金融負債				
Trade payables	貿易應付款項	11,940	—	11,940	11,940
Accruals	應計費用	1,683	—	1,683	1,683
Borrowings	借款	2,104	—	2,104	2,104
		15,727	—	15,727	15,727

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in Hong Kong dollars) (以港元列示)

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iii) Liquidity risk (Continued)

		Less than 1 year or on demand 一年內或 按要求 HK\$'000 千港元	1-2 years 一至兩年 HK\$'000 千港元	Total contractual undiscounted cash flows 合約未貼現 現金流量總額 HK\$'000 千港元	Total carrying amounts 總賬面值 HK\$'000 千港元
At 31 December 2024	於2024年12月31日				
Non-derivative financial liabilities	非衍生金融負債				
Trade and other payables	貿易及其他應付款項	4,086	—	4,086	4,086
Lease liabilities	租賃負債	231	—	231	226
Amount due to intermediate holding companies	應付中間控股公司之 款項	914	—	914	914
		5,231	—	5,231	5,226

(b) Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns to shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of the bank borrowings and dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(iii) 流動資金風險 (續)

(b) 資本管理

本集團管理資本之目標是保障本集團能持續經營，以為股東提供回報及為其他持份者提供利益，並維持優化之資本架構以降低資金成本。

為維持或調整資本架構，本集團或會調整銀行借款及派付予股東之股息金額、向股東退還資金、發行新股或出售資產以減少債務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

3 FINANCIAL RISK MANAGEMENT (Continued)

(c) Fair value estimation

The Group has no significant financial instruments other than trade and other receivables, cash and bank balances, trade and other payables and borrowings. The carry amounts of these balances approximate their fair values due to their short maturities.

4 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION OF UNCERTAINTY

The preparation of the consolidated financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

(a) Provision to the ECL allowance on trade receivables

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, basing on the Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

3 財務風險管理 (續)

(c) 公允價值估計

除貿易及其他應收款項、現金及銀行結餘、貿易及其他應付款項以及借款外，本集團並無重大金融工具。由於到期日短，該等結餘之賬面值與其公允價值相若。

4 關鍵會計判斷及估計不確定因素之主要來源

編製綜合財務報表須使用會計估計，顧名思義，該等估計很少等於實際結果。管理層亦需對本集團應用會計政策作出判斷。

本集團管理層持續評估估計及判斷，該等估計及判斷基於過往經驗及其他因素，包括於有關情況下可能對該實體造成財務影響及被認為屬合理之對未來事件之預期。

(a) 貿易應收款項之預期信貸虧損撥備

金融資產之虧損撥備乃基於違約風險及預期虧損率之假設。本集團於作出該等假設及選擇計算減值之輸入數據時使用判斷，判斷乃基於本集團之過往經驗、當前市場狀況以及於各報告期末之前瞻性估計。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in Hong Kong dollars) (以港元列示)

5 REVENUE

An analysis of the Group's revenue for the year is as follows:

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Revenue from contracts with customers within the scope of HKFRS15	香港財務報告準則第15號 範圍內之客戶合約收益		
Provision of smart retail services	提供智慧零售服務	27,603	26,749
Provision of automotive culture business	提供車品文化業務	9,123	169
		36,726	26,918

5 收益

本年度本集團之收益分析如下：

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

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to its revenue contracts such that the above information does not include information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under the contracts that had an original expected duration of one year or less.

就客戶合約分配至剩餘履約義務之交易價格

本集團已將香港財務報告準則第15號第121段中之可行權宜方法應用於其收益合約，因此，上述資料不包括本集團在履行合約(原預計期限為一年或更短)項下剩餘履約義務時將有權取得之收益資料。

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綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

6 SEGMENT INFORMATION

The Group's operating segments are determined based on information reported to the Board of the Company, being the CODM, for the purposes of resources allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

For the smart retail operation, the information reported to the CODM is further categorised into different service provisions, each considered as a separate operating segment by the CODM. For segment reporting purpose, the CODM considered that these individual operating segments share similar economic characteristics and centralized resource allocation. These individual operating segments have been aggregated into a single reportable segment.

During the year ended 31 December 2024, the Group disposed of its business in AWS cloud services, which was an operating segment included in smart retail business as previously reported. This business is classified as discontinued operations, which are described in more detail in note 14.

Specifically, the Group's reportable segment under HKFRS 8 Operating Segments are as follows:

Continuing operations

- Smart retail business — provision of new retail digital transformation solutions and new retail integrated software service platform to chain retailers and merchants, distribution of goods through such platforms and extended services such as cloud services, omni-channel payment services and SMS marketing services, etc.
- Automotive culture business — engaging in buying and selling various goods.

Discontinued operations

- AWS cloud services business — provision of cloud storage and computing services.

6 分類資料

本集團之經營分類乃根據向本公司董事會(即主要經營決策者)所呈報以進行資源分配及分類表現評估之資料釐定,側重於所交付貨品或所提供服務之類型。

對於智慧零售業務,向主要經營決策者呈報之資料進一步分類為不同之服務提供,每項均被主要經營決策者視為獨立之經營分類。就分類報告而言,主要經營決策者認為該等個別經營分類具有相似經濟特徵及集中資源分配。該等個別經營分類已合併為一個單一可呈報分類。

截至2024年12月31日止年度,本集團已出售其AWS雲服務業務,該業務為先前呈報之智慧零售業務所包括之經營分類。此業務分類為已終止經營業務,更多詳情載於附註14。

具體而言,本集團根據香港財務報告準則第8號經營分類之可呈報分類如下:

持續經營業務

- 智慧零售業務 — 為連鎖零售企業及商戶提供新零售數字化轉型解決方案及新零售一體化軟件服務平台、透過該等平台分銷貨品,和如雲服務、聚合支付服務及短信營銷服務等延伸服務。
- 車品文化業務 — 從事買賣各種貨品。

已終止經營業務

- AWS雲服務業務 — 提供雲儲存及計算服務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in Hong Kong dollars) (以港元列示)

6 SEGMENT INFORMATION (Continued)

6 分類資料 (續)

(a) Segment revenue and results

(a) 分類收益及業績

The following is an analysis of the Group's revenue and results by reportable segment:

以下乃按可呈報分類劃分之本集團之收益及業績分析：

		Continuing operations 持續經營業務						Discontinued operations 已終止經營業務				Total 總計	
		Smart retail business 智慧零售業務		Automotive culture business 車品文化業務		Subtotal 小計		AWS cloud services business AWS雲服務業務		Subtotal 小計			
		2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
Segment revenue from external customers recognised:	已確認來自外部客戶之分類收益：												
— over time	— 於一段時間內	1,040	—	—	—	1,040	—	—	—	—	1,040	—	
— point in time	— 於某一時點	26,563	26,749	9,123	169	35,686	26,918	134	2,191	134	2,191	35,820	
Revenue from external customers	來自外部客戶之收益	27,603	26,749	9,123	169	36,726	26,918	134	2,191	134	2,191	36,860	
Segment profit/(loss)	分類溢利/(虧損)	4,636	(3,928)	(663)	2	3,973	(3,926)	(1,089)	490	(1,089)	490	2,884	
Bank interest income	銀行利息收入					126	315					126	
Other income and other (losses)/gains, net	其他收入及其他(虧損)/收益淨額					(61)	(109)				4,460	(61)	
Central administration costs	中央行政成本					(7,681)	(8,123)					(7,681)	
(Loss)/profit before tax	除稅前(虧損)/溢利					(3,643)	(11,843)			(1,089)	4,950	(4,732)	
												(6,893)	

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the current year (2024: Nil).

上文呈報之分類收益指來自外部客戶之收益。本年度並無分類間銷售(2024年：無)。

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 2. Segment (loss)/profit represents the loss/profit incurred by each segment without allocation of interest on bank deposits, other income and other (losses)/gains and central administration costs. This is the measure reported to the CODM for the purposes of resource allocation and assessment of segment performance.

經營分類之會計政策與附註2所述本集團之會計政策一致。分類(虧損)/溢利指各分類產生之虧損/溢利(並無分配銀行存款利息、其他收入及其他(虧損)/收益及中央行政成本)。此乃就資源分配及分類表現評估而向主要經營決策者呈報之措施。

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綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

6 SEGMENT INFORMATION (Continued)

6 分類資料 (續)

(b) Segment assets and liabilities

(b) 分類資產及負債

		Continuing operations 持續經營業務								Discontinued operations 已終止經營業務											
		Smart retail business 智慧零售業務				Automotive culture business 車品文化業務				Unallocated 未分配		Subtotal 小計		AWS cloud services business AWS雲服務業務				Subtotal 小計		Total 總計	
		2025 HK\$'000 千港元		2024 HK\$'000 千港元		2025 HK\$'000 千港元		2024 HK\$'000 千港元		2025 HK\$'000 千港元		2024 HK\$'000 千港元		2025 HK\$'000 千港元		2024 HK\$'000 千港元		2025 HK\$'000 千港元		2024 HK\$'000 千港元	
Segment assets	分類資產	16,383	1,854	1,435	304	—	—	17,818	2,158	—	—	—	—	17,818	2,158						
Corporate and unallocated assets	企業及未分配資產					3,910	13,526	3,910	13,526	—	—	—	—	3,910	13,526						
Consolidated assets	綜合資產							21,728	15,684					21,728	15,684						
Segment liabilities	分類負債	12,908	1,230	2,818	302	—	—	15,726	1,532	—	—	—	—	15,726	1,532						
Corporate and unallocated liabilities	企業及未分配負債					655	3,926	655	3,926	—	—	—	—	655	3,926						
Consolidated liabilities	綜合負債							16,381	5,458					16,381	5,458						

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than other unallocated head office and corporate assets; and
- all liabilities are allocated to operating segments other than other unallocated head office and corporate liabilities.

為監控分類表現及在分類間分配資源：

- 所有資產均分配至經營分類，惟其他未分配總部及企業資產除外；及
- 所有負債均分配至經營分類，惟其他未分配總部及企業負債除外。

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(Expressed in Hong Kong dollars) (以港元列示)

6 SEGMENT INFORMATION (Continued)

6 分類資料 (續)

(c) Other segment information

(c) 其他分類資料

	Continuing operations 持續經營業務								Discontinued operations 已終止經營業務				Total 總計	
	Smart retail business 智慧零售業務		Automotive culture business 車品文化業務		Unallocated 未分配		Subtotal 小計		AWS cloud services business AWS雲服務業務		Subtotal 小計			
	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024		
	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000		
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元		
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	—	3	—	—	—	—	—	3	—	—	—	—	3
Amortisation of intangible assets	無形資產之攤銷	20	—	—	—	20	—	20	—	—	—	20	—	—
Depreciation of right-of-use assets	使用權資產之折舊	28	205	—	—	—	—	28	205	—	—	—	—	28
Unallocated depreciation of right-of-use assets	未分配使用權資產之折舊	—	—	—	—	—	240	—	240	—	—	—	—	240
Total depreciation of right-of-use assets	使用權資產之折舊總額							28	445					445
Interest on lease liabilities	租賃負債之利息	—	5	—	—	—	—	—	5	—	—	—	—	5
Unallocated interest on lease liabilities	未分配租賃負債之利息	—	—	—	—	—	18	—	18	—	—	—	—	18
Total interest on lease liabilities	租賃負債之利息總額							—	23					23
Recognition/(reversal) of loss allowance for trade and other receivables	貿易及其他應收款項虧損撥備之確認/(撥回)	168	982	16	—	—	—	184	982	(32)	—	(32)	—	152
Impairment of other receivables	其他應收款項減值	—	—	—	—	—	—	—	—	1,255	—	1,255	—	1,255
Impairment of inventories	存貨減值	40	—	—	—	—	—	40	—	—	—	—	—	40
Derecognition of long outstanding liabilities	長期未清償負債之終止確認	(502)	—	—	—	—	—	(502)	—	—	—	—	—	(502)
Additions to non-current assets	新增非流動資產	154	184	—	—	—	—	154	184	—	—	—	—	154

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6 SEGMENT INFORMATION (Continued)

(d) Geographical information

The Group operates in two principal geographical areas — the PRC and Hong Kong.

The Group's revenue from external customers by location of operations and information about its non-current assets by location of assets are detailed below:

6 分類資料 (續)

(d) 地區資料

本集團之業務主要位於兩個地區 — 中國及香港。

本集團按業務地區劃分之來自外部客戶之收益及按資產所在地劃分之非流動資產之資料詳情如下：

		Revenue from external customers 來自外部客戶之收益		Non-current assets 非流動資產	
		2025 HK\$'000 千港元	2024 HK\$'000 千港元	2025 HK\$'000 千港元	2024 HK\$'000 千港元
Continuing operations	持續經營業務				
The PRC	中國	36,502	26,918	137	31
Hong Kong	香港	224	—	—	220
		36,726	26,918	137	251
Discontinued operations	已終止經營業務				
The PRC	中國	134	2,191	—	—
Hong Kong	香港	—	—	—	—
		36,860	29,109	137	251

The non-current assets information above is based on the locations of the assets and excludes deferred tax assets.

上文有關非流動資產之資料乃按資產所在地而得出但不包括遞延稅項資產。

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綜合財務報表附註

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6 SEGMENT INFORMATION (Continued)

(e) Information about major customers

Revenue derived from customers that accounted for 10% or more of the Group's total revenue during the year are disclosed below:

		2025	2024
		HK\$'000	HK\$'000
		千港元	千港元
Smart retail business	智慧零售業務		
Customer A	客戶A	5,371	N/A不適用#
Customer B	客戶B	N/A不適用#	15,153
Customer C	客戶C	N/A不適用#	4,107

The corresponding revenue did not contribute over 10% of the total revenue of the Group.

年內，佔本集團總收益10%或以上之客戶收益披露如下：

相應收益並無佔本集團總收益之10%以上。

7 OTHER INCOME

Bank interest income
Service fee income
Sundry income

銀行利息收入
服務費收入
雜項收入

		2025	2024
		HK\$'000	HK\$'000
		千港元	千港元
Bank interest income	銀行利息收入	126	315
Service fee income	服務費收入	—	363
Sundry income	雜項收入	1	21
		127	699

7 其他收入

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(Expressed in Hong Kong dollars) (以港元列示)

8 OTHER GAINS/(LOSSES), NET

8 其他收益／（虧損），淨額

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Net foreign exchange losses	匯兌虧損淨額	(81)	(457)
Derecognition of liabilities [#]	終止確認負債 [#]	502	—
Write-down of inventories	撇減存貨	(40)	—
Gain on disposal of a subsidiary	出售一間附屬公司之收益	14	—
Loss on disposal of property, plant and equipment	出售物業、廠房 及設備之虧損	(3)	—
Gain/(loss) on lease termination	租賃終止之收益／（虧損）	6	(36)
		398	(493)

[#] During the year, the Group derecognised long-outstanding liabilities totaling approximately HK\$502,000 relating to inactive counterparties that were assessed as unlikely to be settled. Most of these liabilities had been outstanding for more than 3 years and comprised accruals of approximately HK\$245,000, net trade payables of approximately HK\$180,000, contract liabilities of approximately HK\$29,000 and other payables of approximately HK\$48,000.

[#] 年內，本集團終止確認長期尚未清償負債合共約502,000港元，乃關於非活躍交易對手方，被評估為不大可能結付。該等負債大部分均尚未清償超過3年，並包括應計費用約245,000港元、貿易應付款項淨額約180,000港元、合約負債約29,000港元及其他應付款項約48,000港元。

9 EXPENSES BY NATURE

9 按性質劃分之開支

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Cost of inventories recognised as an expense (included in cost of sales and services)	已確認為開支之存貨成本 (計入銷售及服務成本)	28,687	168
External technical service fees	外部技術服務費	2,590	26,406
Auditor's remuneration	核數師酬金		
— Audit services	— 審核服務	560	850
— Non-audit services	— 非審核服務	240	250
Employee benefit expenses	僱員福利費用	2,087	3,353
Directors' emoluments	董事酬金	2,076	3,119
Total staff costs	總員工成本	4,163	6,472
Short-term leases expenses	短期租賃開支	102	—
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	—	3
Depreciation of right-of-use assets	使用權資產之折舊	28	445
Amortisation of intangible assets	無形資產之攤銷	20	—
Other expenses	其他開支	4,320	3,368
Total cost of sales and services and administrative expenses	銷售及服務成本及行政費用 總額	40,710	37,962

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10 EMPLOYEE BENEFIT EXPENSES

10 僱員福利費用

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Salaries and other benefits in kind	薪金及其他實物福利	1,753	3,083
Contributions to retirement benefits schemes	退休福利計劃供款	296	251
Discretionary bonuses	酌情花紅	38	19
		2,087	3,353

(a) Pensions — defined contribution plans

No forfeited contributions were utilised during the year and no forfeited contributions were available at the year-end to reduce future contributions.

Contributions totalling approximately HK\$1,600 (2024: HK\$1,900) were payable to the fund at the year-end.

(b) Five highest paid individuals

Of the five individuals with the highest emoluments in the Group, two (2024: two) were directors of the Company whose emoluments are included in note 11. The emoluments of the remaining three (2024: three) individuals were as follows:

(a) 退休金 — 界定供款計劃

年內概無動用已沒收供款，及於年末概無已沒收供款可用以扣減未來供款。

於年末，應向退休金支付供款合計約1,600港元（2024年：1,900港元）。

(b) 五名最高薪僱員

於本集團五名最高薪僱員中，兩名（2024年：兩名）為本公司之董事，其酬金載於附註11。餘下三名（2024年：三名）最高薪僱員之酬金如下：

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Salaries and other benefits in kind	薪金及其他實物福利	751	1,036
Contributions to retirement benefits schemes	退休福利計劃供款	91	36
		842	1,072

Number of individuals

人數

		2025	2024
Emoluments band Nil-HK\$1,000,000	酬金範圍 零-1,000,000港元	3	3

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11 DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' emoluments for the year are disclosed pursuant to the applicable GEM Listing Rules and the Hong Kong Companies Ordinance.

The emoluments paid or payable to each of the eight (2024: five) directors and the chief executive officer were as follows:

11 董事及行政總裁之酬金

本年度之董事酬金乃根據適用之GEM上市規則及香港公司條例披露。

向八名(2024年：五名)董事及行政總裁支付或應付之酬金如下：

		Fees	Salaries and other benefits in kind	Discretionary bonus	Contributions to retirement benefits schemes	Total
		袍金	薪金及其他實物福利	酌情花紅	退休福利計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
2025	2025年					
Executive directors	執行董事					
Zheng Minggao (note (i))	鄭明高(附註(i))	—	—	—	—	—
Sun Haitao (note (ii))	孫海濤(附註(ii))	—	719	437	87	1,243
Wu Shan	吳珊	—	512	—	—	512
Independent non-executive directors	獨立非執行董事					
Song Ke (note (iii))	宋柯(附註(iii))	46	—	—	—	46
Yu Tat Chi Michael	余達志	120	—	—	—	120
Liu Jia (note (iv))	劉佳(附註(iv))	86	—	—	—	86
Fan Lei (note (v))	范磊(附註(v))	54	—	—	—	54
Feng Yu (note (vi))	馮羽(附註(vi))	15	—	—	—	15
		321	1,231	437	87	2,076
Chief executive officer	行政總裁					
Zhu Zhengyang (note (vii))	朱正陽(附註(vii))	—	15	—	—	15
Total	總計	321	1,246	437	87	2,091

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11 DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

11 董事及行政總裁之酬金 (續)

		Fees	Salaries and other benefits in kind	Discretionary bonus	Contributions to retirement benefits schemes	Total
		袍金	薪金及其他實物福利	酌情花紅	退休福利計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
2024	2024年					
Executive directors	執行董事					
Sun Haitao (note (ii))	孫海濤 (附註(ii))	—	714	1,191	18	1,923
Wu Shan	吳珊	—	408	451	17	876
Independent non-executive directors	獨立非執行董事					
Song Ke (note (iii))	宋柯 (附註(iii))	100	—	—	—	100
Yu Tat Chi Michael	余達志	120	—	—	—	120
Liu Jia (note (iv))	劉佳 (附註(iv))	100	—	—	—	100
Total	總計	320	1,122	1,642	35	3,119

No payment was made to directors as compensation for the early termination of the appointment during the years ended 31 December 2025 and 2024.

於截至2025年及2024年12月31日止年度，概無向董事支付款項作為委任之提早離職補償。

No payment was made to directors or receivable by the directors as an inducement to join or upon joining the Company for the years ended 31 December 2025 and 2024.

於截至2025年及2024年12月31日止年度，概無向董事支付任何款項或應收款項，作為加入本公司或加入本公司之後之獎勵。

No compensation was paid during the financial year or receivable by directors or past directors for the loss of office as a director of any member of the Group or of any other office in connection with the management of the affairs of any member of the Group distinguishing between contractual and other payments for the years ended 31 December 2025 and 2024.

於截至2025年及2024年12月31日止年度，概無就本集團任何成員公司董事或有關本集團任何成員公司管理事宜之任何其他職務離職而向董事或往屆董事支付任何財政年度內賠償或應收款項(有別於合約規定款項及其他付款)。

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11 DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

No payment was made to any third-parties for making available directors' services during the years ended 31 December 2025 and 2024.

There are no loans, quasi-loans and other dealings in favour of directors, bodies corporate controlled by and connected entities with such directors during the years ended 31 December 2025 and 2024.

There was no arrangement under which a director waived or agreed to waive any remuneration for the years ended 31 December 2025 and 2024.

Notes:

- (i) Mr. Zheng Minggao was appointed as an executive director and chairman of the board of the Company on 7 November 2025.
- (ii) Mr. Sun Haitao resigned as an executive director and chairman of the board of the Company on 7 November 2025.
- (iii) Mr. Song Ke resigned as an independent non-executive director of the Company on 18 June 2025.
- (iv) Ms. Liu Jia resigned as an independent non-executive director of the Company on 7 November 2025.
- (v) Mr. Fan Lei was appointed as an independent non-executive director of the Company on 18 June 2025.
- (vi) Ms. Feng Yu was appointed as an independent non-executive director of the Company on 7 November 2025.
- (vii) Mr. Zhu Zhengyang was appointed as the chief executive officer of the Company on 7 November 2025.

11 董事及行政總裁之酬金 (續)

於截至2025年及2024年12月31日止年度，並無就提供董事服務而向任何第三方支付款項。

於截至2025年及2024年12月31日止年度，概無以董事、受該等董事控制之法人團體及該等董事之關連實體為受益人提供之貸款、準貸款及其他交易。

於截至2025年及2024年12月31日止年度，概無董事放棄或同意放棄任何薪酬之安排。

附註：

- (i) 鄭明高先生於2025年11月7日獲委任為本公司之執行董事及董事會主席。
- (ii) 孫海濤先生於2025年11月7日辭任本公司之執行董事及董事會主席。
- (iii) 宋柯先生於2025年6月18日辭任本公司之獨立非執行董事。
- (iv) 劉佳女士於2025年11月7日辭任本公司之獨立非執行董事。
- (v) 范磊先生於2025年6月18日獲委任為本公司之獨立非執行董事。
- (vi) 馮羽女士於2025年11月7日獲委任為本公司之獨立非執行董事。
- (vii) 朱正陽先生於2025年11月7日獲委任為本公司之行政總裁。

12 FINANCE COSTS

Interest expense on lease liabilities

租賃負債之利息開支

12 財務成本

	2025 HK\$'000 千港元	2024 HK\$'000 千港元
	—	23

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綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

13 INCOME TAX (EXPENSE)/CREDIT

13 所得稅(開支)/抵免

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Current tax	即期稅項		
Hong Kong Profits Tax	香港利得稅	(19)	—
PRC Corporate Income Tax	中國企業所得稅	(163)	—
		(182)	—
Deferred tax	遞延稅項		
Decrease in deferred tax assets (note 28)	遞延稅項資產減少(附註28)	(32)	(114)
Decrease in deferred tax liabilities (note 28)	遞延稅項負債減少(附註28)	42	130
Income tax (expense)/credit	所得稅(開支)/抵免	(172)	16
Income tax (expense)/credit is attributable to:	以下各項應佔之所得稅 (開支)/抵免:		
— Continuing operations	— 持續經營業務	(172)	16
— Discontinued operations	— 已終止經營業務	—	—
		(172)	16

Hong Kong Profits Tax has been provided at a rate of 8.25% on the first HK\$2,000,000 of net assessable profits arising in or derived from Hong Kong, and at 16.5% on the amount in excess thereof.

香港利得稅已按稅率8.25%就產生自或源自香港的應課稅溢利淨額首2,000,000港元，並按16.5%就超出該部分之金額計提撥備。

Under the prevailing tax law in the PRC, the Corporate Income Tax rate of the PRC subsidiaries is 25% for both years, with preferential rates offered for small and low-profit enterprises.

根據中國現行稅法，中國附屬公司於兩個年度之企業所得稅稅率為25%，而小型微利企業則享有優惠稅率。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in Hong Kong dollars) (以港元列示)

13 INCOME TAX (EXPENSE)/CREDIT (Continued)

The tax (credit)/expense for the year can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

13 所得稅(開支)／抵免(續)

本年度之稅項(抵免)／開支與綜合損益及其他全面收入表中除稅前虧損之對賬如下：

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Loss before tax from continuing operations	來自持續經營業務之 除稅前虧損	(3,643)	(11,843)
Profit before tax from discontinued operations	來自已終止經營業務之 除稅前溢利	(1,089)	4,950
Loss before tax for the year	本年度除稅前虧損	(4,732)	(6,893)
Tax at applicable tax rate 25% (2024: 25%)	根據適用稅率25% (2024 年：25%) 計算之稅項	(1,183)	(1,723)
Tax effect on different tax rate of group entities with preferential tax rates or operating in other jurisdictions	享有優惠稅率或於其他 司法權區營運之集團實體 不同稅率之稅項影響	485	93
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅項影響	349	736
Tax effect of income not taxable for tax purpose	不課稅收入之稅項影響	(19)	(136)
Tax effect of tax losses not recognised	未確認之稅項虧損之 稅項影響	540	1,014
Income tax expense/(credit)	所得稅開支／(抵免)	172	(16)

At the end of the reporting period, the Group had estimated unused tax losses of approximately HK\$14,255,000 (2024: HK\$12,381,000) arising from subsidiaries operating outside Hong Kong which is available for setting off against future taxable profits of that subsidiary is due to expire within five years and estimated unused tax losses of approximately HK\$42,088,000 (2024: HK\$84,587,000) available for offset against future profits that may be carried forward indefinitely. No deferred tax asset has been recognised in respect of the estimated unused tax losses due to the unpredictability of future profit streams.

於報告期末，本集團有源自多間在香港以外地區經營之附屬公司之估計未動用稅項虧損約14,255,000港元(2024年：12,381,000港元)，可供抵銷該附屬公司之未來應課稅溢利，於五年內屆滿，而本集團有估計未動用稅項虧損約42,088,000港元(2024年：84,587,000港元)，可供抵銷可無限期結轉之未來溢利。由於未能預計未來溢利來源，故並無就估計未動用稅項虧損確認遞延稅項資產。

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14 DISCONTINUED OPERATIONS

During the year ended 31 December 2024, the Group disposed its AWS cloud services business in the PRC. The results of the discontinued operations for the years ended 31 December 2025 and 2024 are presented below.

14 已終止經營業務

於截至2024年12月31日止年度，本集團出售其於中國之AWS雲服務業務。已終止經營業務於截至2025年及2024年12月31日止年度之業績於下文呈列。

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Revenue	收益	134	2,191
Cost of sales and services	銷售及服務成本	—	(1,446)
Gross profit	毛利	134	745
Other (losses)/gains, net	其他(虧損)/收益, 淨額	(1,223)	4,460
Administrative expenses	行政費用	—	(255)
(Loss)/profit before tax	除稅前(虧損)/溢利	(1,089)	4,950
Income tax expense	所得稅開支	—	—
(Loss)/profit for the year	本年度(虧損)/溢利	(1,089)	4,950
Other comprehensive income for the year	本年度其他全面收入	—	—
Total comprehensive (expense)/income arises from discontinued operations for the year	來自己終止經營業務之本年度全面(開支)/收入總額	(1,089)	4,950

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14 DISCONTINUED OPERATIONS (Continued)

14 已終止經營業務 (續)

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Other (losses)/gains, net:	其他(虧損)/收益, 淨額:		
Impairment on other receivables	其他應收款項減值	(1,255)	—
Reversal of loss allowance for trade receivables	撥回貿易應收款項之虧損撥備	32	—
Net foreign exchange gains	匯兌收益淨額	—	181
Gain on disposal of AWS cloud services business	出售AWS雲服務業務之收益	—	4,279
		(1,223)	4,460

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Expenses by nature:	按性質劃分之開支:		
External technical service fees	外部技術服務費	—	1,446
Employee benefit expenses	僱員福利費用	—	209
Other expenses	其他開支	—	46
Total cost of sales and services and administrative expenses	銷售及服務成本及行政費用總額	—	1,701

The net cash flows incurred by the discontinued operations are as follow:

已終止經營業務所產生之現金流量淨額如下:

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Net cash generated from/(used in) operating activities	經營活動所得/(所用) 現金淨額	134	(698)
Net increase/(decrease) in cash and cash equivalents in discontinued operations	已終止經營業務現金及現金等價物增加/(減少) 淨額	134	(698)

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15 LOSS PER SHARE

Basic loss/earning per share is calculated by dividing the loss/profit of the Group for the year attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

15 每股虧損

每股基本虧損／盈利乃按本公司擁有人應佔本集團年內虧損／溢利除以年內已發行普通股加權平均數計算。

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
(Loss)/profit attributable to owners of the Company	本公司擁有人應佔(虧損)／溢利		
— From continuing operations	— 來自持續經營業務	(4,400)	(10,122)
— From discontinued operations	— 來自已終止經營業務	(556)	2,524
		(4,956)	(7,598)
Weighted average number of ordinary shares in issue ('000)	已發行普通股之加權平均數(千股)	4,686,048	4,686,048
Basic (loss)/earnings per share (HK cents per share)	每股基本(虧損)／盈利(每股港仙)		
— From continuing operations	— 來自持續經營業務	(0.10)	(0.22)
— From discontinued operations	— 來自已終止經營業務	(0.01)	0.06
		(0.11)	(0.16)

The dilutive loss per share is the same as the basic loss per share for both 2025 and 2024 as there are no potential ordinary shares in issue for both 2025 and 2024.

由於2025年及2024年並無潛在已發行普通股，故2025年及2024年之每股攤薄虧損與每股基本虧損相同。

16 DIVIDENDS

The Company has not declared any dividends for the years ended 31 December 2025 and 2024.

16 股息

本公司並無就截至2025年及2024年12月31日止年度宣派任何股息。

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17 PROPERTY, PLANT AND EQUIPMENT

17 物業、廠房及設備

		Furniture, fixtures and fittings 傢俬、設備及裝置 HK\$'000 千港元	Computer and office equipment 電腦及辦公室設備 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本				
Balance at 1 January 2024	於2024年1月1日之結餘	145	676	1,413	2,234
Effect of foreign currency exchange differences	匯兌差額影響	—	(1)	—	(1)
Balance at 31 December 2024 and 1 January 2025	於2024年12月31日及2025年1月1日之結餘	145	675	1,413	2,233
Adjustment to opening balance (note (i))	年初結餘調整(附註(i))	—	(521)	—	(521)
Written off	撇銷	(145)	—	—	(145)
Disposal	出售	—	(60)	—	(60)
Balance at 31 December 2025	於2025年12月31日之結餘	—	94	1,413	1,507
Accumulated depreciation and impairment	累計折舊及減值				
Balance at 1 January 2024	於2024年1月1日之結餘	(145)	(670)	(1,413)	(2,228)
Depreciation expense	折舊開支	—	(3)	—	(3)
Effect of foreign currency exchange differences	匯兌差額影響	—	1	—	1
Balance at 31 December 2024 and 1 January 2025	於2024年12月31日及2025年1月1日之結餘	(145)	(672)	(1,413)	(2,230)
Adjustment to opening balance (note (i))	年初結餘調整(附註(i))	—	521	—	521
Written back on written off	因撇銷撥回	145	—	—	145
Written back on disposal	因出售撥回	—	57	—	57
Balance at 31 December 2025	於2025年12月31日之結餘	—	(94)	(1,413)	(1,507)
Net book value	賬面淨值				
Balance at 31 December 2025	於2025年12月31日之結餘	—	—	—	—
Balance at 31 December 2024	於2024年12月31日之結餘	—	3	—	3

Note (i): Opening balance adjustments reflect amendments to the composition of cost and accumulated depreciation identified during the year, with no impact on net book value.

附註(i): 年初結餘調整反映本年度成本組合部分的修訂及已識別累計折舊，對賬面淨值並無影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

18 LEASES

Amounts recognised in the consolidated statement of financial position

The consolidated statement of financial position shows the following amounts relating to leases:

18 租賃

於綜合財務狀況表確認之金額

綜合財務狀況表顯示以下與租賃有關之金額：

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Right-of-use assets	使用權資產		
Leased properties	租賃物業	—	248
Lease liabilities	租賃負債		
Current	流動	—	226
		—	226

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

18 LEASES (Continued)

Amounts recognised in the consolidated statement of financial position (Continued)

The movements of the right-of-use assets of lease properties were as follows:

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
At 1 January	於1月1日	248	1,153
Additions	添置	—	184
Early termination of lease	提前終止租賃	(220)	(641)
Depreciation expenses	折舊開支	(28)	(445)
Effect of foreign currency exchange differences	匯兌差額影響	—	(3)
At 31 December	於12月31日	—	248

In both years, the Group leased offices for its operation. For 2025, lease contracts were entered into for fixed terms of less than 1 year with no extension options and are accounted for as short-term leases. The portfolio of short-term leases the Group is committed at 31 December 2025 is similar to the portfolio of short-term lease expense disclosed relates.

For 2024, lease contracts were entered into for fixed terms of 1 year with extension and termination options that were reasonably expected to be exercised, and are accounted for with lease liabilities recognised. At 31 December 2024, the lessee's incremental borrowing rate applied to the lease liabilities was 5.3%.

Lease terms are negotiated on an individual basis and contain different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

18 租賃 (續)

於綜合財務狀況表確認之金額 (續)

租賃物業使用權資產之變動如下：

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
At 1 January	於1月1日	248	1,153
Additions	添置	—	184
Early termination of lease	提前終止租賃	(220)	(641)
Depreciation expenses	折舊開支	(28)	(445)
Effect of foreign currency exchange differences	匯兌差額影響	—	(3)
At 31 December	於12月31日	—	248

於兩個年度，本集團就其營運租賃辦公室。於2025年，租賃合約訂立之固定期限少於1年，且不設延期選擇權，並入賬列作短期租賃。本集團於2025年12月31日所承擔之短期租賃組合與所披露之相關短期租賃開支組合相若。

於2024年，租賃合約訂立之固定期限為1年，且設有合理預期可予以行使的延期及終止選擇權，並入賬列作已確認租賃負債。於2024年12月31日，應用於租賃負債之承租人增量借款利率為5.3%。

租期乃按個別基準磋商，並包含不同條款及條件。於釐定租期及評估不可撤銷期間之長度時，本集團應用合約之定義並釐定合約可強制執行之期間。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

18 LEASES (Continued)

Amounts recognised in the consolidated statement of financial position (Continued)

For the year ended 31 December 2025, the total cash outflow for leases was approximately HK\$148,000 (2024: HK\$439,000).

The Group had lease liabilities repayable as follows:

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Within 1 year	於一年內	—	226
		—	226

18 租賃 (續)

於綜合財務狀況表確認之金額 (續)

截至2025年12月31日止年度，租賃現金流出總額約148,000港元(2024年：439,000港元)。

本集團應償還租賃負債如下：

19 INTANGIBLE ASSETS

		Platform development 平台開發 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本		
Balance at 1 January 2024, 31 December 2024 and 1 January 2025	於2024年1月1日、2024年12月31日及2025年1月1日之結餘	—	—
Addition	添置	154	154
Balance at 31 December 2025	於2025年12月31日之結餘	154	154
Accumulated amortisation	累計攤銷		
Balance at 1 January 2024, 31 December 2024 and 1 January 2025	於2024年1月1日、2024年12月31日及2025年1月1日之結餘	—	—
Amortisation expense	攤銷開支	(20)	(20)
Effect of foreign currency exchange differences	匯兌差額影響	(1)	(1)
Balance at 31 December 2025	於2025年12月31日之結餘	(21)	(21)
Net book value	賬面淨值		
Balance at 31 December 2025	於2025年12月31日之結餘	133	133
Balance at 31 December 2024	於2024年12月31日之結餘	—	—

19 無形資產

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

20 FINANCIAL INSTRUMENTS BY CATEGORY 20 按種類劃分之金融工具

The Group holds the following financial instruments:

本集團持有以下金融工具：

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Financial assets:			
Financial assets at amortised cost			
Trade and other receivables	按攤銷成本計量之金融資產 貿易及其他應收款項	4,070	1,480
Amount due from ultimate holding company	應收最終控股公司之款項	—	4
Amount due from a fellow subsidiary	應收一間同系附屬公司之 款項	—	1
Cash and bank balances	現金及銀行結餘	16,070	13,281
		20,140	14,766
Financial liabilities:			
Financial liabilities at amortised cost			
Trade and other payables	按攤銷成本計量之金融負債 貿易及其他應付款項	13,623	4,086
Borrowings	借款	2,104	—
Lease liabilities	租賃負債	—	226
Amount due to intermediate holding companies	應付中間控股公司之 款項	—	914
		15,727	5,226

The Group's exposure to various risks associated with the financial instruments is discussed in note 3.

本集團面臨之與金融工具相關之各種風險於附註3中討論。

The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial assets mentioned above.

報告期末之最大信貸風險敞口為上述各類金融資產之賬面值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

21 INVENTORIES

21 存貨

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Finished goods	製成品	—	40

Inventories recognised as an expense during the year ended 31 December 2025 amounted to approximately HK\$28,687,000 (2024: HK\$168,000). These were included in cost of sales and services.

於截至2025年12月31日止年度確認為開支之存貨約28,687,000港元(2024年：168,000港元)，已計入銷售及服務成本中。

22 TRADE AND OTHER RECEIVABLES

22 貿易及其他應收款項

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Trade receivables	貿易應收款項	4,111	4,242
Less: Loss allowance of trade receivables	減：貿易應收款項虧損撥備	(89)	(4,225)
		4,022	17
Deposits and other receivables	按金及其他應收款項	296	2,718
Less: Loss allowance of deposits and other receivables	減：按金及其他應收款項虧損撥備	(83)	(1,255)
		213	1,463
Prepayments	預付款項	1,283	627
Total trade and other receivables	貿易及其他應收款項總額	5,518	2,107

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

22 TRADE AND OTHER RECEIVABLES (Continued)

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 (2024: 30) days and therefore all classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional, unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. Details about the Group's impairment policies and the calculation of the loss allowance are provided in notes 2(i) and 3(a)(ii).

The following is an analysis of trade receivables by age, presented based on the respective invoice date and net of loss allowance:

22 貿易及其他應收款項 (續)

貿易應收款項為於正常業務過程中出售貨品或提供服務而應收客戶之款額。該等款項一般於30 (2024年：30) 日內到期結算，因此全部分類為流動。貿易應收款項初步按無條件代價金額確認，除非其包含重大融資部分，在此情況下則按公允價值確認。本集團持有貿易應收款項之目的為收取合約現金流量，因此其後使用實際利率法按攤銷成本計量。有關本集團減值政策及虧損撥備計算方法之詳情載於附註2(i)及3(a)(ii)。

以下乃按賬齡劃分之貿易應收款項之分析，乃按各發票日期及扣除虧損撥備後呈列：

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
0-30 days	0至30日	2,220	—
31-60 days	31至60日	1,523	16
61-90 days	61至90日	81	1
Over 90 days	超過90日	198	—
		4,022	17

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

22 TRADE AND OTHER RECEIVABLES (Continued)

Movements of the Group's loss allowance of trade and other receivables are as follows:

(a) Trade receivables

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Balance at 1 January	於1月1日之結餘	4,225	4,101
Recognition of loss allowance for the year	年內虧損撥備之確認	87	215
Written off of loss allowance	虧損撥備之撇銷	(4,193)	—
Reversal of loss allowance for the year	年內虧損撥備之撥回	(32)	—
Effect of foreign currency exchange differences	匯兌差額影響	2	(91)
Balance at 31 December	於12月31日之結餘	89	4,225

(b) Deposits and other receivables

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Balance at 1 January	於1月1日之結餘	1,255	513
Recognition of loss allowance for the year	年內虧損撥備之確認	97	767
Written off of loss allowance	虧損撥備之撇銷	(1,269)	—
Effect of foreign currency exchange difference	匯兌差額影響	—	(25)
Balance at 31 December	於12月31日之結餘	83	1,255

22 貿易及其他應收款項 (續)

本集團貿易及其他應收款項之虧損撥備變動如下：

(a) 貿易應收款項

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Balance at 1 January	於1月1日之結餘	4,225	4,101
Recognition of loss allowance for the year	年內虧損撥備之確認	87	215
Written off of loss allowance	虧損撥備之撇銷	(4,193)	—
Reversal of loss allowance for the year	年內虧損撥備之撥回	(32)	—
Effect of foreign currency exchange differences	匯兌差額影響	2	(91)
Balance at 31 December	於12月31日之結餘	89	4,225

(b) 按金及其他應收款項

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Balance at 1 January	於1月1日之結餘	1,255	513
Recognition of loss allowance for the year	年內虧損撥備之確認	97	767
Written off of loss allowance	虧損撥備之撇銷	(1,269)	—
Effect of foreign currency exchange difference	匯兌差額影響	—	(25)
Balance at 31 December	於12月31日之結餘	83	1,255

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綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

23 AMOUNTS DUE FROM/TO A FELLOW SUBSIDIARY, INTERMEDIATE HOLDING COMPANIES AND ULTIMATE HOLDING COMPANY

The amounts due from/to a fellow subsidiary, intermediate holding companies and ultimate holding company are unsecured, interest-free and receivable/repayable on demand.

23 應收／應付一間同系附屬公司、中間控股公司及最終控股公司之款項

該應收／應付一間同系附屬公司、中間控股公司及最終控股公司之款項乃無抵押、免息及須按要求收取／償還。

24 CASH AND BANK BALANCES

24 現金及銀行結餘

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Cash at banks and in hand	銀行及手頭現金	16,070	13,281
Cash and cash equivalents in the consolidated statement of cash flows	於綜合現金流量表之現金及現金等價物	16,070	13,281

Bank balances carry interest at floating rates based on daily bank deposit rates.

銀行結餘以每日銀行存款利率按浮動利率計息。

25 TRADE AND OTHER PAYABLES

25 貿易及其他應付款項

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Trade payables	貿易應付款項	11,940	204
Accrued salaries and other benefits in kind	應計薪金及其他實物福利	837	1,590
Other payables and accruals	其他應付款項及應計費用	911	2,292
Total trade and other payables	貿易及其他應付款項總額	13,688	4,086

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綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

25 TRADE AND OTHER PAYABLES (Continued)

The following is an ageing analysis of trade payables based on invoice date at the end of the reporting period:

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
0-30 days	0至30日	1,631	—
31-60 days	31至60日	7,999	—
61-90 days	61至90日	1,552	—
Over 90 days	超過90日	758	204
		11,940	204

25 貿易及其他應付款項 (續)

於報告期末，貿易應付款項基於發票日期之賬齡分析如下：

26 BORROWINGS

The borrowings are unsecured, interest-free and repayable within one year.

26 借款

借款乃無抵押、免息及須於1年內償還。

27 CONTRACT LIABILITIES

The Group receives advance payments from customers for certain goods and services. These advance payments are recognised as contract liabilities until revenue is recognised upon delivery of the goods or services to the customers.

27 合約負債

本集團就若干貨品及服務自客戶收取墊支付款。該等墊支付款獲確認為合約負債，直至貨品或服務交付予客戶時確認收益為止。

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Contract liabilities	合約負債	408	227

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

27 CONTRACT LIABILITIES (Continued)

Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised for the year relates to carried-forward contract liabilities.

27 合約負債 (續)

與合約負債相關之已確認收益

下表列示年度已確認收益中與結轉合約負債相關之收益。

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Revenue recognised that was included in the contract liabilities balance at the beginning of the year:	年初計入合約負債結餘之已確認收益：		
— Provision of smart retail services	— 提供智慧零售服務	—	709

28 DEFERRED INCOME TAX

Deferred tax assets
Deferred tax liabilities

遞延稅項資產
遞延稅項負債

28 遞延所得稅

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
		5	37
		—	(42)
		5	(5)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

28 DEFERRED INCOME TAX (Continued)

The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

28 遞延所得稅 (續)

於綜合財務狀況表確認之遞延稅項(資產)/負債之組成部分及年內變動如下：

		Lease liabilities	Right-of-use assets	Loss allowance for trade receivables	Total
		租賃負債	使用權資產	貿易應收款項虧損撥備	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 January 2024	於2024年1月1日	(151)	172	—	21
Charged/(credited) to profit or loss (note 13)	自損益扣除/(計入)損益 (附註13)	114	(130)	—	(16)
At 31 December 2024 and 1 January 2025	於2024年12月31日及2025年1月1日	(37)	42	—	5
Charged/(credited) to profit or loss (note 13)	自損益扣除/(計入)損益 (附註13)	37	(42)	(5)	(10)
At 31 December 2025	於2025年12月31日	—	—	(5)	(5)

29 SHARE CAPITAL

29 股本

		Number of shares	Share capital
		股份數目	股本
		'000	HK\$'000
		千股	千港元
Authorised:	法定：		
At 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025, ordinary shares of HK\$0.005 each	於2024年1月1日、2024年12月31日、2025年1月1日及2025年12月31日，每股面值0.005港元之普通股	20,000,000	100,000
At 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025, preference shares of HK\$0.005 each	於2024年1月1日、2024年12月31日、2025年1月1日及2025年12月31日，每股面值0.005港元之優先股	2,000,000	10,000
			<u>110,000</u>
Issued and fully paid:	已發行及繳足：		
At 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025, ordinary shares of HK\$0.005 each	於2024年1月1日、2024年12月31日、2025年1月1日及2025年12月31日，每股面值0.005港元之普通股	4,686,048	23,430

No preference shares have been issued by the Company.

本公司概無發行優先股。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

30 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.

30 融資活動產生之負債對賬

下表詳列本集團融資活動產生之負債變動，包括現金及非現金變動。融資活動產生之負債即現金流量已經或未來現金流量將會於本集團之綜合現金流量表中分類為融資活動之現金流量之負債。

		Lease liabilities	Borrowings	Total
		租賃負債	借款	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 January 2024	於2024年1月1日	1,065	—	1,065
Financing cash flow	融資現金流量			
— New lease arise	— 產生新租賃	184	—	184
— Early termination of lease	— 提前終止租賃	(605)	—	(605)
— Capital element of lease rentals paid	— 已付租賃租金之資本部分	(416)	—	(416)
— Interest element of lease rentals paid	— 已付租賃租金之利息部分	(23)	—	(23)
Other changes	其他變動			
— Finance costs	— 財務成本	23	—	23
Effect of foreign currency exchange differences	匯兌差額影響	(2)	—	(2)
At 31 December 2024 and 1 January 2025	於2024年12月31日及2025年1月1日	226	—	226
Financing cash flow	融資現金流量			
— Early termination of lease	— 提前終止租賃	(226)	—	(226)
— New borrowings borrowed	— 新借入借款	—	2,104	2,104
At 31 December 2025	於2025年12月31日	—	2,104	2,104

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

31 RELATED PARTY TRANSACTIONS

Compensation of key management personnel

The remuneration of directors during the year was as follows:

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Short-term benefits	短期福利	1,989	3,084
Post-employment benefits	終止僱用後福利	87	35
		2,076	3,119

Saved as disclosed above and elsewhere in these consolidated financial statements, the Group did not have any material related party transactions during the years ended 31 December 2025 and 2024.

The Group did not have any material balances with related parties at 31 December 2025. Further details of balances with related parties at 31 December 2024 are disclosed in note 23.

31 關連方交易

主要管理人員薪酬

年內董事之酬金如下：

	2025 HK\$'000 千港元	2024 HK\$'000 千港元
Short-term benefits	1,989	3,084
Post-employment benefits	87	35
	2,076	3,119

除上文及該等綜合財務報表其他部分所披露者外，本集團於截至2025年及2024年12月31日止年度並無任何重大關連方交易。

本集團於2025年12月31日並無任何重大與關連方結餘。於2024年12月31日與關連方結餘之進一步詳情於附註23中披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

32 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

The Group's principal subsidiaries at 31 December 2025 and 2024 are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

32 本公司之主要附屬公司詳情

於2025年及2024年12月31日本集團之主要附屬公司如下。除非另有說明，其股本僅由本集團直接持有之普通股組成，所持所有權益百分比與本集團所持表決權相同。註冊成立或註冊之國家亦為彼等主要營業地點。

Name of subsidiaries 附屬公司名稱	Place of incorporation/ registration/operations and kind of legal entity 註冊成立／註冊／ 經營地點及法定地位	Particulars of issued and fully paid share capital/ registered capital 已發行及繳足股本／ 註冊資本詳情	Proportion of ownership interest held by the Group 本集團持有 所有權益百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
E-silkroad.net Corporation	BVI, limited liability company 英屬處女群島， 有限責任公司	1 ordinary share of 1 United States dollar ("US\$") 1股面值1美元(「美元」)之普 通股	100% (2024: 100%)	— (2024: —)	Investment holding 投資控股
Ocean Keen Investment Holdings Limited 寶建投資控股有限公司	BVI, limited liability company 英屬處女群島， 有限責任公司	1 ordinary share of US\$1 1股面值1美元之普通股	100% (2024: 100%)	— (2024: —)	Investment holding 投資控股
Richtop Holdings Limited 富大集團有限公司	Hong Kong, limited liability company 香港，有限責任公司	Ordinary shares HK\$1 1港元之普通股	100% (2024: 100%)	— (2024: —)	Investment holding 投資控股
Surplus Trade Limited 深貿有限公司	Hong Kong, limited liability company 香港，有限責任公司	Ordinary shares HK\$1 1港元之普通股	100% (2024: 100%)	— (2024: —)	Investment holding 投資控股

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

32 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

32 本公司之主要附屬公司詳情 (續)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ registration/operations and kind of legal entity 註冊成立／註冊／ 經營地點及法定地位	Particulars of issued and fully paid share capital/ registered capital 已發行及繳足股本／ 註冊資本詳情	Proportion of ownership interest held by the Group 本集團持有 所有權權益百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Shine Win Inc. Limited 瑞華興業有限公司	Hong Kong, limited liability company 香港，有限責任公司	Ordinary shares HK\$1 1港元之普通股	— (2024: —)	100% (2024: 100%)	Investment holding 投資控股
Zhong Tuo Limited	BVI, limited liability company 英屬處女群島， 有限責任公司	1 ordinary share of US\$1 1股面值1美元之普通股	100% (2024: 100%)	— (2024: —)	Investment holding 投資控股
Zhong Tuo Holdings (HK) Limited	Hong Kong, limited liability company 香港，有限責任公司	Ordinary shares HK\$100 100港元之普通股	— (2024: —)	100% (2024: 100%)	Investment holding and smart retail 投資控股及 智慧零售
北京智慧出發科技有限公司 (Beijing Smart Departure Technology Co., Ltd.)#	PRC, limited liability company	RMB5,000,000	— (2024: —)	100% (2024: —)	Provision of smart retail business
北京智慧出發科技有限公司	中國，有限責任公司	人民幣5,000,000元	— (2024年：—)	100% (2024年：—)	提供智慧零售業務
遵義智惠出發科技有限公司 (Zunyi Smart Departure Technology Co., Ltd.)#	PRC, limited liability company	RMB5,000,000	— (2024: —)	100% (2024: —)	Provision of smart retail business
遵義智惠出發科技有限公司	中國，有限責任公司	人民幣5,000,000元	— (2024年：—)	100% (2024年：—)	提供智慧零售業務

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

32 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

32 本公司之主要附屬公司詳情 (續)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ registration/operations and kind of legal entity 註冊成立/註冊/ 經營地點及法定地位	Particulars of issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊資本詳情	Proportion of ownership interest held by the Group 本集團持有 所有權權益百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
濰坊智慧出發科技發展有限公司 (Weifang Smart Departure Technology Development Co., Ltd.)#	PRC, limited liability company	RMB5,000,000	— (2024: —)	100% (2024: —)	Provision of smart retail business
濰坊智慧出發科技發展有限公司	中國，有限責任公司	人民幣5,000,000元	— (2024年：—)	100% (2024年：—)	提供智慧零售業務
遵義智慧未來科技有限公司 (Zunyi Smart Future Technology Co., Ltd.)#	PRC, limited liability company	RMB1,000,000	— (2024: —)	100% (2024: —)	Provision of smart retail business
遵義智慧未來科技有限公司	中國，有限責任公司	人民幣1,000,000元	— (2024年：—)	100% (2024年：—)	提供智慧零售業務
智慧瑞華(濰坊)科技發展有限公司 (Smart Ruihua (Weifang) Technology Development Co., Ltd.)#	PRC, limited liability company	HK\$300,000	— (2024: —)	100% (2024: —)	Provision of smart retail business
智慧瑞華(濰坊)科技發展有限公司	中國，有限責任公司	300,000港元	— (2024年：—)	100% (2024年：—)	提供智慧零售業務
杭州眾拓網通科技有限公司 (Hangzhou Zhongtuo Netcom Technology Limited)#	PRC, limited liability company	RMB1,000,000	— (2024: —)	51% (2024: 51%)	Provision of smart retail services
杭州眾拓網通科技有限公司	中國，有限責任公司	人民幣1,000,000元	— (2024年：—)	51% (2024年：51%)	提供智慧零售服務

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

32 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

32 本公司之主要附屬公司詳情 (續)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ registration/operations and kind of legal entity 註冊成立／註冊／ 經營地點及法定地位	Particulars of issued and fully paid share capital/ registered capital 已發行及繳足股本／ 註冊資本詳情	Proportion of ownership interest held by the Group 本集團持有 所有權權益百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
雲拓(香港)有限公司 (Yuntuo (HK) Limited)	Hong Kong, limited liability company	Ordinary share HK\$100	— (2024: —)	51% (2024: 51%)	Provision of smart retail services
雲拓(香港)有限公司	香港, 有限責任公司	100港元之普通股	— (2024年: —)	51% (2024年: 51%)	提供智慧零售服務
杭州即刻出發網絡科技有限 公司(Hangzhou Jike Chufa Network Technology Co., Ltd.)#	PRC, limited liability company	RMB5,000,000	— (2024: —)	100% (2024: 100%)	Provision of automotive culture business
杭州即刻出發網絡科技有限 公司	中國, 有限責任公司	人民幣5,000,000元	— (2024年: —)	100% (2024年: 100%)	提供車品文化業務

English name for identification purpose only.

英文名稱僅用於識別目的。

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

上表所列之本公司附屬公司，乃董事認為對本集團業績或資產構成重大影響之附屬公司。董事認為，詳列其他附屬公司會令致內容過於冗長。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

32 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

32 本公司之主要附屬公司詳情 (續)

(a) Details of non-wholly-owned subsidiaries that have material non-controlling interests

Set out below is summarised financial information for Hangzhou Zhongtuo Netcom Technology Limited# (“Hangzhou Zhongtuo”), the only subsidiary that has non-controlling interests that are material to the Group. The amounts disclosed for the subsidiary are before inter-company eliminations.

(a) 擁有重大非控股權益之非全資附屬公司之詳情

下表載列杭州眾拓網通科技有限公司(「杭州眾拓」)，本集團唯一一間有重大非控股權益之附屬公司之財務資料概要。附屬公司所披露之金額為公司間對銷前之數額。

Summarised statement of financial position 財務狀況摘要表

Hangzhou Zhongtuo 杭州眾拓

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Non-controlling interest percentage	非控股權益百分比	49%	49%
Current assets	流動資產	4,470	10,620
Current liabilities	流動負債	(5,475)	(12,337)
Current net liabilities	流動負債淨額	(1,005)	(1,717)
Non-current assets	非流動資產	—	31
Non-current liabilities	非流動負債	—	(7)
Non-current net assets	非流動資產淨值	—	24
Net liabilities	負債淨額	(1,005)	(1,693)
Accumulated non-controlling interest	累計非控股權益	(494)	(549)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

32 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

32 本公司之主要附屬公司詳情 (續)

(a) Details of non-wholly-owned subsidiaries that have material non-controlling interests (Continued)

(a) 擁有重大非控股權益之非全資附屬公司之詳情 (續)

Summarised statement of comprehensive income

全面收入摘要表

Hangzhou Zhongtuo

杭州眾拓

		2025	2024
		HK\$'000	HK\$'000
		千港元	千港元
Revenue	收益	286	28,940
Profit for the year	本年度溢利	106	1,471
Other comprehensive income/(expenses)	其他全面收入/(開支)	6	(17)
Total comprehensive income	全面收入總額	112	1,454
Profit attributable to non-controlling interest	非控股權益應佔溢利	52	721
Total comprehensive income attributable to non-controlling interest	非控股權益應佔全面收入總額	55	713

Summarised statement of cash flows

現金流量摘要表

Hangzhou Zhongtuo

杭州眾拓

		2025	2024
		HK\$'000	HK\$'000
		千港元	千港元
Net cash (used in)/generated from operating activities	經營活動(所用)/所得現金淨額	(229)	35
Net cash generated from investing activities	投資活動所得現金淨額	—	24
Net cash used in financing activities	融資活動所用現金淨額	—	(187)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(229)	(128)

English name for identification purpose only.

英文名稱僅用於識別目的。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

32 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

(b) Financial information of subsidiaries in which the equity interest is held by individual nominee on behalf of the Group

The summarised financial information below represents amounts before inter-company eliminations.

(i) *XinYouji (Hangzhou) Network Technology Co., Ltd*

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Revenue	收益	—	—
Loss for the year	本年度虧損	—	—
Net assets	資產淨值	—	—

XinYouji (Hangzhou) Network Technology Co., Ltd.# was incorporated in 17 November 2023.

During the year ended 31 December 2024, the Group had decided to cease the business of XinYouji (Hangzhou) Network Technology Co., Ltd. On 21 October 2024, the individual nominee had entered into the agreement with the Group to cease the business. XinYouji (Hangzhou) Network Technology Co., Ltd. was deregistered on 11 February 2025.

English name for identification purpose only.

32 本公司之主要附屬公司詳情 (續)

(b) 股權由個人代名人代表本集團持有之附屬公司之財務資料

以下財務資料概要指公司間對銷前之數額。

(i) 心游紀(杭州)網絡技術有限公司

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Revenue	收益	—	—
Loss for the year	本年度虧損	—	—
Net assets	資產淨值	—	—

心游紀(杭州)網絡技術有限公司於2023年11月17日註冊成立。

於截至2024年12月31日止年度，本集團已決定終止心游紀(杭州)網絡技術有限公司之業務。於2024年10月21日，個人代名人與本集團訂立協議以終止業務。心游紀(杭州)網絡技術有限公司已於2025年2月11日撤銷註冊。

英文名稱僅用於識別目的。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

33 COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current year's presentation.

33 比較數字

若干比較數字已重新分類以符合本年度之呈列方式。

34 STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY

34 本公司之財務狀況表及儲備變動

(a) Statement of financial position

(a) 財務狀況表

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	—	—
Investments in subsidiaries	於附屬公司之投資	—	—
		—	—
Current assets	流動資產		
Other receivables	其他應收款項	467	309
Amount due from ultimate holding company	應收最終控股公司之款項	—	4
Amount due from a fellow subsidiary	應收一間同系附屬公司之款項	—	1
Bank balances	銀行結餘	144	12,703
		611	13,017
Current liabilities	流動負債		
Other payables	其他應付款項	647	3,083
Amounts due to subsidiaries	應付附屬公司之款項	46,700	49,541
Amount due to intermediate holding company	應付一間中間控股公司之款項	—	610
		47,347	53,234
Net current liabilities	流動負債淨額	(46,736)	(40,217)
Total assets less current liabilities	總資產減流動負債	(46,736)	(40,217)
Net liabilities	負債淨額	(46,736)	(40,217)
Capital and reserves	資本及儲備		
Share capital	股本	23,430	23,430
Reserves	儲備	(70,166)	(63,647)
Total deficit	虧絀總額	(46,736)	(40,217)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

34 STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY (Continued)

34 本公司之財務狀況表及儲備變動 (續)

(b) Reserve movement of the Company

(b) 本公司之儲備變動

		Share premium	Capital redemption reserve	Accumulated losses	Total
		股份溢價	資本贖回儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Balance at 1 January 2024	於2024年1月1日之結餘	3,466,638	1	(3,524,564)	(57,925)
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	—	—	(5,722)	(5,722)
Balance at 31 December 2024 and 1 January 2025	於2024年12月31日及2025年1月1日之結餘	3,466,638	1	(3,530,286)	(63,647)
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	—	—	(6,519)	(6,519)
Balance at 31 December 2025	於2025年12月31日之結餘	3,466,638	1	(3,536,805)	(70,166)

FIVE-YEAR FINANCIAL SUMMARY 五年財務資料概要

For the year ended 31 December
截至12月31日止年度

		2021	2022	2023	2024	2025
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Results	業績					
Revenue	收益	34,393	27,071	16,231	26,918	36,726
(Loss)/profit for the year	本年度(虧損)/溢利	(22,097)	(11,154)	(11,716)	(6,877)	(4,904)
Continuing operations	持續經營業務	(14,715)	(10,460)	(13,068)	(11,827)	(3,815)
Discontinued operations	已終止經營業務	(7,382)	(694)	1,352	4,950	(1,089)
(Loss)/profit attributable to:	下列人士應佔					
	(虧損)/溢利:					
Owners of the Company	本公司擁有人	(19,195)	(9,746)	(10,108)	(7,598)	(4,956)
Non-controlling interests	非控股權益	(2,902)	(1,408)	(1,608)	721	52
		(22,097)	(11,154)	(11,716)	(6,877)	(4,904)

At 31 December
於12月31日

		2021	2022	2023	2024	2025
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Assets and liabilities	資產及負債					
Total assets	總資產	90,941	41,364	32,777	15,684	21,728
Total liabilities	總負債	(50,582)	(13,637)	(15,657)	(5,458)	(16,381)
		40,359	27,727	17,120	10,226	5,347
Equity attributable to owners of the Company	本公司擁有人應佔權益	38,681	27,396	18,382	10,775	5,841
Non-controlling interests	非控股權益	1,678	331	(1,262)	(549)	(494)
		40,359	27,727	17,120	10,226	5,347



中彩網通控股有限公司
China Netcom Technology Holdings Limited