

Jiumaojiu International Holdings Limited
九毛九国际控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 9922

2024

ANNUAL REPORT
年 報

怱火锅
Sōng Hot-pot

賞鮮悅木
FRESH WOOD
牛肉火锅



太二
WUHANCAI 老坛子酸菜鱼

山外面
贵州酸汤火锅

九毛九
— 西北菜 —

CONTENTS 目錄 |

2	Definitions and Corporate Information 釋義及公司資料
12	Five-Year Financial Summary 五年財務概要
14	Chairman's Statement 主席報告
25	Management Discussion and Analysis 管理層討論與分析
45	Directors and Senior Management 董事及高級管理層
50	Corporate Governance Report 企業管治報告
70	Directors' Report 董事會報告
104	Independent Auditor's Report 獨立核數師報告
112	Consolidated Statement of Profit or Loss 綜合損益表
114	Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益表及其他全面收益表
115	Consolidated Statement of Financial Position 綜合財務狀況表
117	Consolidated Statement of Changes in Equity 綜合權益變動表
119	Consolidated Cash Flow Statement 綜合現金流量表
121	Notes to the Consolidated Financial Statements 綜合財務報表附註

DEFINITIONS AND CORPORATE INFORMATION

釋義及公司資料

“Adoption Date”		December 6, 2019, being the date on which the Share Option Scheme was conditionally approved and adopted by a resolution of the shareholders of the Company;
「採納日期」	指	2019年12月6日，即以本公司股東決議案有條件批准及採納購股權計劃的日期；
“AGM”		the annual general meeting of the Company to be held on June 6, 2025;
「股東週年大會」	指	本公司將於2025年6月6日舉行的股東週年大會；
“Articles of Association”		the articles of association of the Company, as amended from time to time;
「組織章程細則」	指	本公司組織章程細則（經不時修訂）；
“Audit Committee”		the audit committee of the Company;
「審核委員會」	指	本公司審核委員會；
“Auditor”		KPMG, the auditor of the Company;
「核數師」	指	畢馬威會計師事務所，本公司核數師；
“Authorized Representative”		the authorized representative of the Company under Rule 3.05 of the Listing Rules;
「授權代表」	指	上市規則第3.05條項下的本公司授權代表；
“Board”		the board of Directors;
「董事會」	指	董事會；
“BVI”		the British Virgin Islands;
「英屬維爾京群島」	指	英屬維爾京群島；
“CG Code”		the Corporate Governance Code set out in Appendix C1 to the Listing Rules;
「企業管治守則」	指	上市規則附錄C1所載企業管治守則；
“Chief Executive Officer”		the chief executive officer of the Company;
「行政總裁」	指	本公司行政總裁；
“Companies Act”		the Companies Act (As Revised), Cap. 22 (Law 3 of 1961) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time;
「公司法」	指	開曼群島法律第22章公司法（1961年第3號法例，經修訂），經不時修訂、補充或以其他方式修改；
“Companies Ordinance”		the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
「公司條例」	指	香港法例第622章公司條例（經不時修訂、補充或以其他方式修改）；

DEFINITIONS AND CORPORATE INFORMATION

釋義及公司資料

“Company”, “our Company” or “the Company” 「本公司」	指	Jiumaojiu International Holdings Limited (九毛九国际控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on February 1, 2019; 九毛九国际控股有限公司，於2019年2月1日在開曼群島註冊成立的獲豁免有限公司；
“Deed of Non-competition”		the deed of non-competition dated December 6, 2019 and entered into by the controlling shareholders of the Company with and in favor of our Company (for ourselves and as trustee for each of our subsidiaries), details of which are set out in “Relationship with Controlling Shareholders – Deed of Non-competition” in the Prospectus;
「不競爭契據」	指	本公司控股股東與本公司並以本公司（為其本身及作為我們各附屬公司的受託人）為受益人於2019年12月6日訂立的不競爭契據，有關詳情載於招股章程「與控股股東的關係 — 不競爭契據」；
“Director(s)” 「董事」	指	the director(s) of the Company; 本公司董事；
“Fresh Wood” 「賞鮮悅木」	指	our Fresh Wood Beef Hot Pot (賞鮮悅木牛肉火鍋) brand; 我們的賞鮮悅木牛肉火鍋品牌；
“Global Offering” 「全球發售」	指	the Hong Kong public offering and the international offering of the Shares; 股份的香港公开发售及國際發售；
“Group”, “our Group”, “we”, “our” or “us” 「本集團」或「我們」	指	our Company and our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be); 本公司及我們的附屬公司或（倘文義有所指）於本公司成為現有附屬公司的控股公司之前期間該等附屬公司或其前身經營的業務（視情況而定）；

DEFINITIONS AND CORPORATE INFORMATION

釋義及公司資料

“Guangzhou Jiumaojiu”		Guangzhou Jiumaojiu Catering Chain Co., Ltd. (廣州九毛九餐飲連鎖有限公司), a company established in the PRC with limited liability on August 30, 2005 and an indirect wholly-owned subsidiary of our Company;
「廣州九毛九」	指	廣州九毛九餐飲連鎖有限公司，於2005年8月30日在中國成立的有限責任公司及本公司的間接全資附屬公司；
“Guan Family Trust”		the discretionary trust established by Mr. Guan Yihong as the settlor on August 30, 2021;
「管氏家族信託」	指	管毅宏先生作為委託人於2021年8月30日設立的全權信託；
“GYH BVI”		GYH J Limited, an exempted company incorporated in the BVI on December 7, 2018 with limited liability, which is owned as to 1% voting shares by Mr. Guan Yihong and as to 99% non-voting shares by GYH LIMITED, and a controlling shareholder of our Company;
「GYH BVI」	指	GYH J Limited，於2018年12月7日在英屬維爾京群島註冊成立的獲豁免有限責任公司，由管毅宏先生擁有1%具表決權的股份及由GYH LIMITED擁有99%不具表決權的股份，並為本公司的控股股東；
“GYH LIMITED”		GYH LIMITED, a company incorporated under the laws of Bahamas and wholly-owned by M.T.B.;
「GYH LIMITED」	指	GYH LIMITED，根據巴哈馬法律註冊成立的公司，由M.T.B.全資擁有；
“HKD”, “HK\$” or “Hong Kong Dollars”		Hong Kong dollars, the lawful currency of Hong Kong;
「港元」	指	香港法定貨幣，港元；
“Hong Kong”		the Hong Kong Special Administrative Region of the PRC;
「香港」	指	中國香港特別行政區；
“IFRS”		International Accounting Standards (“IAS”), International Financial Reporting Standards, amendments and the related interpretations issued by the International Accounting Standards Board (“IASB”);
「國際財務報告準則」	指	國際會計準則理事會（「國際會計準則理事會」）頒佈的國際會計準則（「國際會計準則」）、國際財務報告準則、修訂本及相關詮釋；
“independent third party(ies)”		person(s) or company(ies) who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are not our connected persons;
「獨立第三方」	指	就董事作出一切合理查詢後所知、所悉及所信並非我們的關連人士的人士或公司；

DEFINITIONS AND CORPORATE INFORMATION

釋義及公司資料

“International Underwriting Agreement”		the international underwriting agreement relating to the international offering, which was entered into by, among others, the Joint Global Coordinators, the international underwriters and our Company on January 8, 2020;
「國際包銷協議」	指	由（其中包括）聯席全球協調人、國際包銷商與本公司於2020年1月8日就國際發售訂立的國際包銷協議；
“J.P. Morgan”		J.P. Morgan Trust Company (Bahamas) Limited, a company incorporated under the laws of Bahamas and the trustee of the Guan Family Trust;
「J.P. Morgan」	指	J.P. Morgan Trust Company (Bahamas) Limited，一間根據巴哈馬法律註冊成立的公司，為管氏家族信託的受託人；
“Jiu Mao Jiu”		our Jiu Mao Jiu (九毛九) brand;
「九毛九」	指	我們的九毛九品牌；
“Joint Global Coordinators”		CMB International Capital Limited and China International Capital Corporation Hong Kong Securities Limited;
「聯席全球協調人」	指	招銀國際融資有限公司及中國國際金融香港證券有限公司；
“Lai Mei Li”		our Lai Mei Li Grilled Fish (賴美麗烤魚) brand;
「賴美麗」	指	我們的賴美麗烤魚品牌；
“Latest Practicable Date”		April 20, 2025, being the latest practicable date prior to the bulk printing and publication of this annual report;
「最後可行日期」	指	2025年4月20日，即本年報付印及公佈前的最後實際可行日期；
“Listing”		the listing of the Shares on the Main Board of the Stock Exchange on January 15, 2020;
「上市」	指	股份於2020年1月15日在聯交所主板上市；
“Listing Date”		the date, being January 15, 2020, on which the Shares were listed on the Stock Exchange and from which dealings in the Shares are permitted to commence on the Stock Exchange;
「上市日期」	指	股份於聯交所上市及股份獲准開始在聯交所買賣的日期，即2020年1月15日；
“Listing Rules”		the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time;
「上市規則」	指	香港聯合交易所有限公司證券上市規則，經不時修訂或補充；

DEFINITIONS AND CORPORATE INFORMATION

釋義及公司資料

“Main Board”		the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange;
「主板」	指	聯交所運作的證券市場（不包括期權市場），其獨立於聯交所GEM，並與GEM並行運作；
“Model Code”		the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules;
「標準守則」	指	上市規則附錄C3所載的上市發行人董事進行證券交易的標準守則；
“M.T.B.”		M.T.B. CLIENTS NOMINEES LIMITED, a company incorporated under the laws of the BVI and a nominee shareholder appointed by J.P. Morgan (in its capacity as the trustee of the Guan Family Trust);
「M.T.B.」	指	M.T.B. CLIENTS NOMINEES LIMITED，一間根據英屬維爾京群島法律註冊成立的公司，為J.P. Morgan（以其作為管氏家族信託的受託人身份）委任的名義股東；
“MT BVI”		MT J Limited, an exempted company incorporated in the BVI on December 7, 2018 with limited liability and our Shareholder, which is wholly-owned by 27 individuals, who are our employees or former employees;
「MT BVI」	指	MT J Limited，於2018年12月7日在英屬維爾京群島註冊成立的獲豁免有限責任公司並為我們的股東，其由27名個人（為我們僱員或前僱員）全資擁有；
“MX BVI”		MX J Limited, an exempted company incorporated in the BVI on December 7, 2018 with limited liability and our Shareholder, which is wholly-owned by 33 individuals, who are our employees, former employees and one independent third party external investor;
「MX BVI」	指	MX J Limited，於2018年12月7日在英屬維爾京群島註冊成立的獲豁免有限責任公司並為我們的股東，其由33名個人（為我們僱員、前僱員及一名獨立第三方外部投資者）全資擁有；
“Nomination Committee”		the nomination committee of the Company;
「提名委員會」	指	本公司提名委員會；
“Over-allotment Option”		the option granted to the international underwriters pursuant to the International Underwriting Agreement, exercisable by the Joint Global Coordinators (on behalf of the international underwriters), pursuant to which our Company was required to allot and issue an aggregate of 50,010,000 Offer Shares, representing in aggregate 15% of the initial size of the Global Offering at HK\$6.60 to cover over-allocation in the international offering as further described in the section headed “Structure of the Global Offering” in the Prospectus;
「超額配股權」	指	根據國際包銷協議授予國際包銷商並可由聯席全球協調人（代表國際包銷商）行使的期權，據此，本公司須按6.60港元的價格配發及發行合共50,010,000股發售股份（合計相當於全球發售初始規模的15%），以補足國際發售的超額分配，相關進一步詳情載於招股章程「全球發售的架構」一節；

DEFINITIONS AND CORPORATE INFORMATION

釋義及公司資料

“Pandemic”		the outbreak of the novel coronavirus pneumonia (COVID-19) globally and in the PRC since early 2020;
「疫情」	指	於2020年年初在全球及中國爆發的新型冠狀病毒肺炎（2019冠狀病毒病）；
“PRC”		the People’s Republic of China, and “Chinese” shall be construed accordingly;
「中國」	指	中華人民共和國，「中國的」應作相應解釋；
“Prospectus”		the prospectus of the Company dated December 30, 2019;
「招股章程」	指	本公司日期為2019年12月30日的招股章程；
“Remuneration Committee”		the remuneration committee of the Company;
「薪酬委員會」	指	本公司薪酬委員會；
“Reorganization”		the reorganization of the Group in preparation of the Listing, details of which are set out in “History, Reorganization and Corporate Structure” in the Prospectus;
「重組」	指	本集團為籌備上市進行的重組，詳情載於招股章程「歷史、重組及公司架構」；
“RMB” or “Renminbi”		the lawful currency of the PRC;
「人民幣」	指	中國法定貨幣；
“SFO”		the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time;
「證券及期貨條例」	指	香港法例第571章《證券及期貨條例》，經不時修訂或補充；
“Shanwaimian”		our Shandeshanwaimian Suantang Hot Pot (山的山外面酸湯火鍋) brand;
「山外面」	指	我們的山的山外面酸湯火鍋品牌；
“Shareholder(s)”		holder(s) of Share(s);
「股東」	指	股份持有人；
“Share Option Scheme”		our share option scheme conditionally adopted pursuant to the written resolutions passed by our Shareholders on December 6, 2019, the principal terms of which are set out in “Statutory and General Information – D. Share Incentive Schemes – Share Option Scheme” in Appendix IV to the Prospectus;
「購股權計劃」	指	根據股東於2019年12月6日通過的書面決議案有條件採納的購股權計劃，其主要條款載於招股章程附錄四「法定及一般資料—D.股份激勵計劃—購股權計劃」；
“Share(s)”		shares in the capital of our Company with nominal value of US\$0.0000001 each;
「股份」	指	本公司股本中每股面值0.0000001美元的股份；
“Song Hot Pot”		our Song Hot Pot (慇火鍋) brand;
「慇火鍋」	指	我們的慇火鍋品牌；

DEFINITIONS AND CORPORATE INFORMATION

釋義及公司資料

“Stock Exchange” 「聯交所」	指	The Stock Exchange of Hong Kong Limited; 香港聯合交易所有限公司；
“Tai Er” 「太二」	指	our Tai Er (太二) brand; 我們的太二品牌；
“Tai Er Catering” 「太二餐飲」	指	Guangzhou Tai Er Catering Chain Co., Ltd. (廣州太二餐飲連鎖有限公司), a company established in the PRC with limited liability and an indirect non-wholly owned subsidiary of the Company, which is owned as to 91.24% by Tai Er Investment and 8.76% by Guangzhou Chunsi Business Consulting Partnership (Limited Partnership) (廣州純思商務諮詢合夥企業(有限合夥)); 廣州太二餐飲連鎖有限公司，一間於中國成立的有限責任公司及本公司的間接非全資附屬公司，其分別由太二投資及廣州純思商務諮詢合夥企業(有限合夥)擁有91.24%及8.76%權益；
“Tai Er Investment” 「太二投資」	指	Tai Er (Guangzhou) Investment Co., Ltd. (太二(廣州)投資有限公司), a company established in the PRC with limited liability on June 28, 2020 and an indirect wholly – owned subsidiary of the Company; 太二(廣州)投資有限公司，一家於2020年6月28日在中國成立的有限責任公司，為本公司的間接全資附屬公司；
“Uncle Chef” 「那末大叔是大廚」	指	our Uncle Chef (那末大叔是大廚) brand; 我們的那末大叔是大廚品牌；
“United States” 「美國」	指	the United States of America, its territories, its possessions and all areas subject to its jurisdiction; 美利堅合眾國，包括其領土、屬地及受其司法管轄的所有地區；
“USD” or “US\$” 「美元」	指	United States dollars, the lawful currency of the United States; 美國法定貨幣，美元；
“%” 「%」	指	per cent. 百分比。

In this annual report, the terms “associate”, “close associate”, “connected person”, “connected transaction”, “continuing connected transaction”, “core connected person”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

於本年報內，除非文義另有所指，否則「聯繫人」、「緊密聯繫人」、「關連人士」、「關連交易」、「持續關連交易」、「核心關連人士」、「控股股東」、「附屬公司」及「主要股東」等詞應具有上市規則賦予該等詞彙的涵義。

DEFINITIONS AND CORPORATE INFORMATION

釋義及公司資料

REGISTERED OFFICE

Walkers Corporate Limited
190 Elgin Avenue, George Town
Grand Cayman KY1-9008
Cayman Islands

HEADQUARTERS

Unit 202
Building 2, Jiucheng Technology Innovation Center
4 Zhujiang East Road, Zhujiang Street
Nansha District Guangzhou, PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Level 17
Tower I, Grand Century Place
193 Prince Edward Road West
Mongkok, Kowloon
Hong Kong

COMPANY'S WEBSITE

www.jiumaojiu.com

BOARD OF DIRECTORS

Executive directors

Mr. GUAN Yihong (*Chairman*)
Mr. HE Chengxiao (*Chief Executive Officer*)
Ms. CUI Longyu
Mr. SU Danman

Independent non-executive directors

Ms. TANG Zhihui
Ms. ZHU Rui
Mr. DENG Tao (retired on June 6, 2024)
Ms. WANG Xiaomei (appointed on June 6, 2024)

註冊辦事處

Walkers Corporate Limited
190 Elgin Avenue, George Town
Grand Cayman KY1-9008
Cayman Islands

總部

中國廣州市南沙區
珠江街珠江東路4號
九丞科創中心2棟
202單元

香港主要營業地點

香港
九龍旺角
太子道西193號
新世紀廣場一期
17樓

公司網站

www.jiumaojiu.com

董事會

執行董事

管毅宏先生 (*主席*)
何成效先生 (*行政總裁*)
崔弄宇女士
蘇淡滿先生

獨立非執行董事

唐智暉女士
朱睿女士
鄧濤先生 (於2024年6月6日退任)
王曉梅女士 (於2024年6月6日獲委任)

DEFINITIONS AND CORPORATE INFORMATION

釋義及公司資料

JOINT COMPANY SECRETARIES

Mr. SU Danman
Mr. Matthew Mo Kan TSUI (resigned on July 5, 2024)
Ms. LEUNG Kwan Wai (appointed on July 5, 2024)
(an associate of The Hong Kong Chartered Governance Institute)

AUTHORIZED REPRESENTATIVES

Mr. SU Danman
Mr. Matthew Mo Kan TSUI (resigned on July 5, 2024)
Ms. LEUNG Kwan Wai (appointed on July 5, 2024)

AUDIT COMMITTEE

Mr. DENG Tao (*Chairman*) (retired on June 6, 2024)
Ms. WANG Xiaomei (*Chairman*) (appointed on June 6, 2024)
Ms. TANG Zhihui
Ms. ZHU Rui

REMUNERATION COMMITTEE

Ms. TANG Zhihui (*Chairman*)
Mr. SU Danman
Mr. DENG Tao (retired on June 6, 2024)
Ms. WANG Xiaomei (appointed on June 6, 2024)

NOMINATION COMMITTEE

Mr. GUAN Yihong (*Chairman*)
Ms. ZHU Rui
Mr. DENG Tao (retired on June 6, 2024)
Ms. WANG Xiaomei (appointed on June 6, 2024)

HONG KONG LEGAL ADVISER

Han Kun Law Offices LLP
Rooms 4301-10, 43/F
Gloucester Tower, The Landmark
15 Queen's Road Central
Hong Kong

聯席公司秘書

蘇淡滿先生
崔慕勤先生 (於2024年7月5日辭任)
梁君慧女士 (於2024年7月5日獲委任)
(香港公司治理公會會士)

授權代表

蘇淡滿先生
崔慕勤先生 (於2024年7月5日辭任)
梁君慧女士 (於2024年7月5日獲委任)

審核委員會

鄧濤先生 (主席) (於2024年6月6日退任)
王曉梅女士 (主席) (於2024年6月6日獲委任)
唐智暉女士
朱睿女士

薪酬委員會

唐智暉女士 (主席)
蘇淡滿先生
鄧濤先生 (於2024年6月6日退任)
王曉梅女士 (於2024年6月6日獲委任)

提名委員會

管毅宏先生 (主席)
朱睿女士
鄧濤先生 (於2024年6月6日退任)
王曉梅女士 (於2024年6月6日獲委任)

香港法律顧問

漢坤律師事務所有限法律責任合夥
香港
皇后大道中15號
置地廣場告羅士打大廈
43樓4301-10室

DEFINITIONS AND CORPORATE INFORMATION

釋義及公司資料

INDEPENDENT AUDITOR

KPMG
Certified Public Accountants
Public Interest Entity Auditor registered in accordance with
the Accounting and Financial Reporting Council Ordinance
8th Floor
Prince's Building
10 Chater Road
Central
Hong Kong

THE CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Walkers Corporate Limited
190 Elgin Avenue, George Town
Grand Cayman KY1-9008
Cayman Islands

HONG KONG SHARE REGISTRAR

MUFG Corporate Markets Pty Limited
Suite 1601, 16/F., Central Tower
28 Queen's Road Central
Hong Kong

PRINCIPAL BANK

Industrial Bank Co., Ltd.
Guangzhou Dongfeng Sub-branch
First Floor, Jin'an Building
300 Dongfeng Middle Road, Yuexiu District
Guangzhou, PRC

獨立核數師

畢馬威會計師事務所
執業會計師
於《會計及財務匯報局條例》下的註冊公眾利益
實體核數師
香港
中環
遮打道10號
太子大廈
8樓

開曼群島主要股份過戶登記處

Walkers Corporate Limited
190 Elgin Avenue, George Town
Grand Cayman KY1-9008
Cayman Islands

香港股份過戶登記處

MUFG Corporate Markets Pty Limited
香港
皇后大道中28號
中匯大廈16樓1601室

主要往來銀行

興業銀行股份有限公司
廣州東風支行
中國廣州市
越秀區東風中路300號
金安大廈首層

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

簡明綜合全面收益表

		For the year ended December 31, 截至12月31日止年度				
		2024 2024年	2023 2023年	2022 2022年	2021 2021年	2020 2020年
			RMB'000 人民幣千元			
Revenue	收入	6,073,644	5,985,850	4,005,722	4,179,704	2,714,830
Profit before taxation	除稅前溢利	74,008	636,384	94,331	505,920	176,608
Profit for the year	年度溢利	44,800	479,998	55,610	372,153	138,006
Total comprehensive income for the year	年度全面收益總額	104,787	504,335	142,461	425,154	5,858
Non-IFRS measures ⁽¹⁾ :	非國際財務報告準則計量 ⁽¹⁾ ：					
Store level operating profit ⁽²⁾	店舖層面經營利潤 ⁽²⁾	748,320	1,076,967	516,578	809,297	404,602
Core operating profit ⁽³⁾	核心經營利潤 ⁽³⁾	252,272	632,077	148,982	462,237	156,094

Notes:

- (1) See "Management Discussion and Analysis – Non-IFRS Measures" in this annual report.
- (2) The Group defines store level operating profit as revenue for the year deducting the following expenses at store level: (i) raw materials and consumables used, (ii) staff costs, (iii) depreciation of right-of-use assets, (iv) other rentals and related expenses, (v) depreciation and amortization of other assets, (vi) utility expenses, (vii) advertising and promotion expenses and (viii) other expenses, excluding unallocated headquarter expenses.
- (3) The Group defines core operating profit as profit for the year excluding the following: income from value-added tax super deduction and exemption, government grants, share of (losses)/profits of associates, impairment losses of property, plant and equipment, other net (losses)/income, income tax expense, listing expenses, and interest income on subscription monies received from the initial public offering.

附註：

- (1) 見本年報「管理層討論與分析－非國際財務報告準則計量」一節。
- (2) 本集團將店舖層面經營利潤界定為年度收入扣減以下店舖層面開支：(i)所用原材料及耗材；(ii)員工成本；(iii)使用權資產折舊；(iv)其他租金及相關開支；(v)其他資產折舊及攤銷；(vi)水電開支；(vii)廣告及推廣開支；及(viii)其他開支（不包括未分配總部開支）。
- (3) 本集團將核心經營利潤界定為排除以下項目的年度溢利：增值稅加計抵減及豁免收入、政府補助、應佔聯營公司的（虧損）／溢利、物業、廠房及設備減值虧損、其他（虧損）／收入淨額、所得稅開支、上市開支及首次公開發售收取的認購股款的利息收入。

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

		For the year ended December 31, 截至12月31日止年度				
		2024 2024年	2023 2023年	2022 2022年	2021 2021年	2020 2020年
				RMB'000 人民幣千元		
Assets	資產					
Non-current assets	非流動資產	4,179,369	3,714,972	2,821,841	2,575,666	1,944,741
Current assets	流動資產	2,309,254	2,805,907	2,585,231	2,559,430	2,861,710
Total assets	總資產	6,488,623	6,520,879	5,407,072	5,135,096	4,806,451
Equity and liabilities	權益及負債					
Equity attributable to the equity owners of the Company	本公司權益擁有人應佔權益	3,151,686	3,335,535	3,174,282	3,082,574	3,016,555
Total equity	總權益	3,151,152	3,357,016	3,199,132	3,137,596	3,060,402
Non-current liabilities	非流動負債	1,744,735	1,761,287	1,252,982	1,192,955	997,104
Current liabilities	流動負債	1,592,736	1,402,576	954,958	804,545	748,945
Total liabilities	總負債	3,337,471	3,163,863	2,207,940	1,997,500	1,746,049
Total equity and liabilities	總權益及負債	6,488,623	6,520,879	5,407,072	5,135,096	4,806,451

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the Board, I am pleased to present the annual report of the Group for the year ended December 31, 2024.

各位股東：

本人謹代表董事會欣然提呈本集團截至2024年12月31日止年度的年度報告。

KEY FINANCIAL HIGHLIGHTS

主要財務亮點

For the year ended December 31,
截至12月31日止年度

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Revenue	收入	6,073,644	5,985,850
Store level operating profit ⁽¹⁾	店舖層面經營利潤 ⁽¹⁾	748,320	1,076,967
Profit before taxation	除稅前溢利	74,008	636,384
Profit for the year	年度溢利	44,800	479,998
Profit for the year attributable to equity Shareholders of the Company	本公司權益股東 應佔年度溢利	55,807	453,462
Core operating profit ⁽²⁾	核心經營利潤 ⁽²⁾	252,272	632,077
Final dividend proposed after the end of the year	年度結束後建議的末期股息	25,813	195,600
Special dividend proposed after the end of the year	年度結束後建議的特別股息	25,813	-

Notes:

- (1) The Group defines store level operating profit as revenue for the year deducting the following expenses at store level: (i) raw materials and consumables used, (ii) staff costs, (iii) depreciation of right-of-use assets, (iv) other rentals and related expenses, (v) depreciation and amortization of other assets, (vi) utility expenses, (vii) advertising and promotion expenses and (viii) other expenses, excluding unallocated headquarter expenses.
- (2) The Group defines core operating profit as profit for the year excluding the following: income from value-added tax super deduction and exemption, government grants, share of losses of associates, impairment losses of property, plant and equipment, other net losses, and income tax expense.

附註：

- (1) 本集團將店舖層面經營利潤界定為年度收入扣減以下店舖層面開支：(i)所用原材料及耗材；(ii)員工成本；(iii)使用權資產折舊；(iv)其他租金及相關開支；(v)其他資產的折舊及攤銷；(vi)水電開支；(vii)廣告及推廣開支；及(viii)其他開支（不包括未分配總部開支）。
- (2) 本集團將核心經營利潤界定為排除以下項目的年度溢利：增值稅加計抵減及豁免收入、政府補助、應佔聯營公司的虧損、物業、廠房及設備減助、其他虧損淨額及所得稅開支。

CHAIRMAN'S STATEMENT

主席報告

KEY OPERATIONAL HIGHLIGHTS

主要經營亮點

		As of/for the year ended December 31, 截至12月31日 / 截至12月31日止年度	
		2024 2024年	2023 2023年
Number of restaurants⁽¹⁾	餐廳數量⁽¹⁾	807	726
Seat turnover rate⁽²⁾	翻座率⁽²⁾		
Tai Er (self-operated)	太二(自營)	2.5	3.0
Song Hot Pot	慇火鍋	2.0	2.8
Jiu Mao Jiu (self-operated)	九毛九(自營)	1.7	1.8
Table turnover rate⁽³⁾	翻檯率⁽³⁾		
Tai Er (self-operated)	太二(自營)	3.5	4.1
Song Hot Pot	慇火鍋	2.9	3.8
Jiu Mao Jiu (self-operated)	九毛九(自營)	2.7	2.9
Average spending per customer (RMB)⁽⁴⁾	顧客人均消費(人民幣元)⁽⁴⁾		
Tai Er (self-operated)	太二(自營)	71	75
Song Hot Pot	慇火鍋	103	113
Jiu Mao Jiu (self-operated)	九毛九(自營)	55	58
Same store sales (RMB'000)⁽⁵⁾	同店銷售(人民幣千元)⁽⁵⁾		
Tai Er (self-operated)	太二(自營)	3,308,988	4,076,736
Song Hot Pot	慇火鍋	348,447	509,233
Jiu Mao Jiu (self-operated)	九毛九(自營)	452,549	520,438
Same store sales growth (%)	同店銷售增長(%)		
Tai Er (self-operated)	太二(自營)	(18.8)	
Song Hot Pot	慇火鍋	(31.6)	
Jiu Mao Jiu (self-operated)	九毛九(自營)	(13.0)	

CHAIRMAN'S STATEMENT

主席報告

Notes:

- (1) As of December 31, 2024, the Group had 779 self-operated restaurants and 28 franchised/cooperative model restaurants.
- (2) Calculated by dividing total customer traffic by the product of total restaurant operation days and average seat count during the year.
- (3) Calculated by dividing total tables served by the product of total restaurant operation days and average table count during the year.
- (4) Calculated by dividing revenue generated from the restaurant operations for the year by total customer traffic for the year.
- (5) Same store sales for the year refers to the revenue of all restaurants that qualified as same stores during that year. The Group defines its same store base to be those restaurants that opened for at least 300 days in both 2023 and 2024.

BUSINESS REVIEW AND OUTLOOK

Overview

In the year of 2024, the Group continued to adhere to its multi-brand and multi-concept strategy and explored new business opportunities, aiming to further expand its market share and maintain its market position as a leading Chinese cuisine restaurant brand manager and operator in the PRC. Facing the ever-changing and challenging external environment in the post-pandemic era, the Group actively adjusted its business strategies and further expanded its restaurant network in 2024. The Group continued to optimize its portfolio of restaurant brands and focus on brands with greater growth potential. In 2024, the Group has taken a relatively prudent approach on the restaurant network expansion of Tai Er brand and Song Hot Pot brand. The Group also introduced the new Shanwaimian brand in February 2024 and disposed Uncle Chef restaurant and three Lai Mei Li restaurants in mainland China in the first half of 2024 and July 2024, respectively. Additionally, the Group introduced the franchise model for Tai Er brand and Jiu Mao Jiu brand and the cooperative model for Shanwaimian brand in certain designated shopping malls and transportation hubs in China.

As of December 31, 2024, the Group had 779 self-operated restaurants and 28 franchised/cooperative model restaurants, covering 141 cities in the PRC, Singapore, two cities in Canada, one city in Malaysia, one city in Thailand, two cities in the United States and one city in Indonesia.

附註：

- (1) 截至2024年12月31日，本集團有779間自營餐廳及28間加盟／合作模式餐廳。
- (2) 按年內總客流量除以總餐廳營運天數與平均座位數的乘積計算。
- (3) 按年內總服務檯數除以總餐廳營運天數與平均檯數的乘積計算。
- (4) 按年內餐廳經營所得收入除以年內總客流量計算。
- (5) 年內同店銷售指在該年度符合同店資格的所有餐廳的收入。本集團將同店基準定義為於2023年及2024年皆開業至少300天的餐廳。

業務回顧及前景

概覽

於2024年，本集團繼續遵循多品牌及多概念策略，並探索新業務機會，旨在進一步擴大市場份額，並保持作為中國領先的中餐廳品牌管理商及營運商的市場地位。於疫情後，面對瞬息萬變及挑戰重重的外部環境，本集團於2024年積極調整其業務策略，並進一步擴張其餐廳網絡。本集團繼續優化其餐廳品牌組合，並專注於具有較大增長潛力的品牌。於2024年，本集團相對審慎地擴張太二品牌及愆火鍋品牌的餐廳網絡。本集團亦於2024年2月推出新品牌山外面，並於2024年上半年及2024年7月分別出售那未大叔是大廚餐廳及三間位於中國內地的賴美麗餐廳。此外，本集團在中國若干指定購物中心及交通樞紐引入太二品牌及九毛九品牌的加盟模式以及山外面品牌的合作模式。

截至2024年12月31日，本集團在中國141個城市、新加坡、加拿大兩個城市、馬來西亞一個城市、泰國一個城市、美國兩個城市及印度尼西亞一個城市擁有779間自營餐廳及28間加盟／合作模式餐廳。

CHAIRMAN'S STATEMENT

主席報告

The Group recorded revenue of RMB6,073.6 million for the year ended December 31, 2024, representing an increase of 1.5% compared with revenue of RMB5,985.9 million for the year ended December 31, 2023. Profit for the year of the Group decreased by 90.7% from RMB480.0 million for the year ended December 31, 2023 to RMB44.8 million for the year ended December 31, 2024.

The Board is committed to increasing returns for the Shareholders. For the year ended December 31, 2024, apart from utilizing approximately HKD138.6 million for share repurchases on market, the Board also proposes to distribute a final dividend of HKD0.02 per ordinary share (totalling approximately HKD28.0 million). In addition, in celebration of the Group's 30th anniversary, the Board proposes to distribute a special dividend of HKD0.02 per ordinary share (totalling approximately HKD28.0 million). In total, the distribution of final dividend and special dividend represent a payout ratio of approximately 92.5% of profit for the year attributable to equity shareholders.

Going forward, after a thorough reevaluation of the Group's financial performance, financial position, and strategic development plans for the future, the Board intends to maintain a dividend payout ratio of no less than 40% of profit for the year attributable to equity shareholders.

2024 Business and Financial Performance Review

Restaurant network

In 2024, the Group opened 150 new restaurants, which comprises 95 Tai Er restaurants (including 11 franchised restaurants), 28 Song Hot Pot restaurants, 20 Shanwaimian restaurants (including 16 cooperative model restaurants) and seven Jiu Mao Jiu restaurants (including one franchised restaurant). In addition, one self-operated Tai Er restaurant converted into a franchised restaurant. Among restaurants of the Group, 69⁽¹⁾ restaurants were closed in 2024 primarily due to (i) the termination of the relevant lease agreements upon expiry, (ii) underperformance of certain restaurants, and (iii) the disposal of Uncle Chef and Lai Mei Li restaurants to independent third parties.

本集團於截至2024年12月31日止年度錄得收入人民幣6,073.6百萬元，較截至2023年12月31日止年度的收入人民幣5,985.9百萬元增加1.5%。本集團的年度溢利由截至2023年12月31日止年度的人民幣480.0百萬元減少90.7%至截至2024年12月31日止年度的人民幣44.8百萬元。

董事會致力為股東增加回報。截至2024年12月31日止年度，除動用約138.6百萬港元於市場上購回股份外，董事會亦建議派發末期股息每股普通股0.02港元（合計約28.0百萬港元）。此外，為慶祝本集團成立三十週年，董事會建議派發特別股息每股普通股0.02港元（合計約28.0百萬港元）。末期股息及特別股息分派的派息率合共約為權益股東應佔年度溢利的92.5%。

展望未來，經全面重新評估本集團的財務表現、財務狀況及未來戰略發展計劃後，董事會擬維持不少於權益股東應佔年度溢利40%的派息率。

2024年業務及財務表現回顧

餐廳網絡

本集團於2024年新開150間餐廳，包括95間太二餐廳（包括11間加盟餐廳）、28間慇火鍋餐廳、20間山外面餐廳（包括16間合作模式餐廳）、七間九毛九餐廳（包括一間加盟餐廳），並有一間太二直營餐廳轉為加盟餐廳。於本集團的餐廳中，69⁽¹⁾間餐廳已於2024年關閉，此乃主要由於(i)相關租賃協議於屆滿後終止；(ii)部分餐廳的表現未如理想；及(iii)向獨立第三方出售那未大叔是大廚和賴美麗餐廳。

CHAIRMAN'S STATEMENT

主席報告

The table below sets forth a breakdown of restaurants of the Group by brand as of the dates indicated:

下表列載截至所示日期本集團按品牌劃分的餐廳的明細：

		As of December 31, 截至12月31日	
		2024 2024年	2023 2023年
Number of restaurants	餐廳數量		
Tai Er	太二	634 ⁽²⁾	578
– Mainland China	– 中國內地	604 ⁽²⁾	560
– Others	– 其他	30	18
Song Hot Pot	愆火鍋	80	62
Jiu Mao Jiu	九毛九	71 ⁽³⁾	77
Shanwaimian	山外面	20 ⁽⁴⁾	–
Fresh Wood	賞鮮悅木	1	1
Lai Mei Li	賴美麗	1	7
Uncle Chef	那未大叔是大廚	–	1
Total	總計	807	726

Notes:

- (1) Decrease in self-operated restaurants due to the conversion to franchised restaurants is not restaurant closure.
- (2) Including 11 Tai Er franchised restaurants.
- (3) Including one Jiu Mao Jiu franchised restaurant.
- (4) Including 16 Shanwaimian cooperative model restaurants.

附註：

- (1) 因轉為加盟餐廳而導致的直營餐廳減少不屬於關閉餐廳情形。
- (2) 包括11間太二加盟餐廳。
- (3) 包括一間九毛九加盟餐廳。
- (4) 包括16間山外面合作模式餐廳。

CHAIRMAN'S STATEMENT

主席報告

Restaurant performance

The table below sets forth the key performance indicators of self-operated restaurants of the Group by brand for the years indicated:

餐廳表現

下表列載於所示年度按品牌劃分的本集團自營餐廳的主要表現指標：

		For the year ended December 31, 截至12月31日止年度	
		2024 2024年	2023 2023年
Revenue (RMB'000)	收入(人民幣千元)		
Tai Er	太二	4,408,770	4,469,217
Song Hot Pot	愆火鍋	894,264	805,206
Jiu Mao Jiu	九毛九	545,507	628,372
Uncle Chef	那末大叔是大廚	1,555	10,765
Lai Mei Li	賴美麗	27,348	47,647
Fresh Wood	賞鮮悅木	15,300	7,170
Shanwaimian	山外面	29,427	–
Seat turnover rate ⁽¹⁾	翻座率⁽¹⁾		
Tai Er	太二	2.5	3.0
– Mainland China	– 中國內地	2.5	3.0
– Others	– 其他	3.2	3.9
Song Hot Pot	愆火鍋	2.0	2.8
Jiu Mao Jiu	九毛九	1.7	1.8
Uncle Chef	那末大叔是大廚	0.8	1.3
Lai Mei Li	賴美麗	2.2	3.3
Fresh Wood	賞鮮悅木	1.3	1.3
Shanwaimian	山外面	2.9	–
Table turnover rate ⁽²⁾	翻檯率⁽²⁾		
Tai Er	太二	3.5	4.1
– Mainland China	– 中國內地	3.5	4.1
– Others	– 其他	4.4	5.5
Song Hot Pot	愆火鍋	2.9	3.8
Jiu Mao Jiu	九毛九	2.7	2.9
Uncle Chef	那末大叔是大廚	1.0	1.7
Lai Mei Li	賴美麗	2.8	4.1
Fresh Wood	賞鮮悅木	1.6	1.6
Shanwaimian	山外面	4.3	–

CHAIRMAN'S STATEMENT

主席報告

For the year ended December 31,
截至12月31日止年度

		2024 2024年	2023 2023年
Average spending per customer ⁽³⁾ (RMB)	顧客人均消費⁽³⁾ (人民幣元)		
Tai Er	太二	71	75
– Mainland China	– 中國內地	65	72
– Others	– 其他	158	172
Song Hot Pot	愆火鍋	103	113
Jiu Mao Jiu	九毛九	55	58
Uncle Chef	那末大叔是大廚	144	151
Lai Mei Li	賴美麗	101	80
Fresh Wood	賞鮮悅木	546	587
Shanwaimian	山外面	87	–

Notes:

- (1) Calculated by dividing total customer traffic by the product of total restaurant operation days and average seat count during the year.
- (2) Calculated by dividing total tables served by the product of total restaurant operation days and average table count during the year.
- (3) Calculated by dividing revenue generated from restaurant operations for the year by total customer traffic for the year.

附註：

- (1) 按年內總客流量除以總餐廳營運天數與平均座位數的乘積計算。
- (2) 按年內總服務檯數除以總餐廳營運天數與平均檯數的乘積計算。
- (3) 按年內餐廳經營所得收入除以年內總客流量計算。

The decline in the Group's restaurant performance in terms of seat/table turnover rates and average spending per customer in 2024 was primarily due to the changes in the external environment and the intensified competition in the catering market in the year.

本集團餐廳表現於2024年在翻座／翻檯率及顧客人均消費方面的下滑主要是由於該年度的外部環境變化及餐飲市場的激烈競爭。

CHAIRMAN'S STATEMENT

主席報告

Same store sales

The table below sets forth details of the Group's same store sales by brand for the years indicated.

同店銷售

下表列載於所示年度按品牌劃分的本集團同店銷售詳情：

		For the year ended December 31, 截至12月31日止年度			
		2024 2024年	2023 2023年	2023 2023年	2022 2022年
Number of same store⁽¹⁾(#)	同店數目⁽¹⁾(間)				
Tai Er	太二	448		313	
Song Hot Pot	慇火鍋	25		6	
Jiu Mao Jiu	九毛九	62		68	
Same store sales⁽²⁾ (RMB'000)	同店銷售⁽²⁾ (人民幣千元)				
Tai Er	太二	3,308,988	4,076,736	3,042,873	2,571,804
Song Hot Pot	慇火鍋	348,447	509,233	156,897	141,883
Jiu Mao Jiu	九毛九	452,549	520,438	572,898	533,440
Same store sales growth (%)	同店銷售增長(%)				
Tai Er	太二	(18.8)		18.3	
Song Hot Pot	慇火鍋	(31.6)		10.6	
Jiu Mao Jiu	九毛九	(13.0)		7.4	

Notes:

- (1) The Group defines its same store base to be those restaurants that opened for at least 300 days in both 2022 and 2023, and in both 2023 and 2024.
- (2) Same store sales for the year refer to the revenue of all restaurants that qualified as same stores during that year.

附註：

- (1) 本集團將同店基準定義為於2022年及2023年以及2023年及2024年皆開業至少300天的餐廳。
- (2) 年內同店銷售指在該年度符合同店資格的所有餐廳的收入。

CHAIRMAN'S STATEMENT

主席報告

Outlook for 2025

The Group remains fully devoted to providing ultimate dining experience to customers through delicious dishes, high-quality services and unique dining ambience, and with a view to maintaining a strong market position and enhancing its competitiveness, it will continue to implement the following growth strategies:

- **Optimizing restaurant network and focusing on excellence.** The Group has been closely monitoring the external environment and adjusting its expansion plan of restaurant network under different brands as and when appropriate. Taking into account the changes in the external environment, the Group's restaurant opening has been slowed down in 2024 as compared to previous years. By adopting a more prudent restaurant opening strategy, decisively closing the under-performing restaurants and focusing its resources on core high-quality restaurants, the Group strived to build a more prosperous business for a longer period of time. In 2025, the Group has no target for opening restaurants, and will dynamically adjust the specific number of new openings according to the changes in the market environment to ensure "100% success rate for each restaurant (做一成一)".

2025年展望

本集團繼續致力於通過好吃的菜品、優質的服務和獨特的用餐氛圍為顧客提供極致的用餐體驗，為保持強勢的市場地位及提升競爭力，其將繼續實施以下發展戰略：

- **優化餐廳佈局，聚焦做優。**本集團一直密切監察外部環境，並適時調整不同品牌的餐廳網絡擴張計劃。考慮到外部環境的變化，本集團2024年的開店速度相比往年有所降低，通過更謹慎的開店策略、果斷關閉經營不佳的餐廳、資源更聚焦於核心優質餐廳，本集團爭取在做優的基礎上做的更久。2025年本集團將不設開店目標，具體開店數量將根據市場環境變化動態調整，確保「做一成一」。

CHAIRMAN'S STATEMENT

主席報告

- **Providing customers with delicious, affordable and safe dining experiences.** The Group regards product quality as its lifeline, especially focusing on core dishes to achieve ultimate perfection. The Group pays special attention to the key factors that affect taste to ensure that every dish is met to a high standard. And through sincere service, it commits to making every customer who walks into the Group's restaurants feel its dedication and sincerity. To better adapt to market changes, the Group's brands are continuously exploring the upgrading and iteration of existing restaurant models. By optimizing product offerings, enhancing customer experience, and improving service quality, the Group aims to further strengthen the appeal and competitiveness of its brands. In the future, the Group will refine the operational model of the new restaurant format based on pilot data and customer feedback, ensuring every detail aligns precisely with consumer needs.
- **Continuing to strengthen the Group's supply chain and support capabilities.** The Group continued to advance the construction of the supply chain centers. Among them, the Guangzhou Nansha Supply Chain Center is expected to be put into use by the end of 2025. The new facility will cover the primary processing of ingredients for the Group's core brands and the production of products for external sales, which will effectively reduce the capacity pressure on the Group's existing supply chain, ensuring a stable supply of key ingredients and better minimizing food safety risks. In addition, supply chain centers have established supermarket sales business and online retail business in 2024, and will expand sales channels in the external market while ensuring the high-quality supply of the Group's catering brands in the future.

- **為顧客提供好吃、不貴、安全的用餐體驗。**本集團將產品質量作為生命線，尤其聚焦核心產品，必須做到極致。本集團會特別關注影響口感的關鍵因素，確保每一道菜品都達到高標準。並通過真心服務，讓每一位走進餐廳的顧客都能感受到用心和誠意。此外，為更好地適應市場變化，本集團旗下品牌不斷探索現有餐廳模型的升級迭代。旨在通過優化產品結構、提升顧客體驗和服務質量，進一步強化品牌的吸引力和競爭力。未來，本集團將根據試點新店型的運營數據及顧客反饋，持續優化新店型的運營模式，確保每一處細節都能精準對接消費者需求。
- **持續增強本集團的供應鏈及支持能力。**本集團持續推進供應鏈中心建設工作。其中，廣州南沙供應鏈中心預計將在2025年末前投入使用。新設施將覆蓋集團核心品牌的食材粗加工及外銷產品的生產，有效降低本集團現有供應鏈的產能壓力，確保主要食材供應穩定及更好地減低食品安全風險。此外，2024年供應鏈中心成立了商超銷售業務及線上零售業務，未來將在保證集團餐飲品牌高品質供應的同時，拓展外部市場的銷售渠道。

CHAIRMAN'S STATEMENT

主席報告

- **Making digital and intelligent transformation the core driving force for future development.** The Group is committed to achieving the goal of “providing customers with delicious, affordable, and safe dining experiences” through digital and intelligent empowerment. On the supply chain side, the Group utilizes digital and intelligent systems to meticulously plan and schedule every aspect of the supply chain process, improving supply chain turnover speed, reducing inventory levels, lowering food material loss rates, while ensuring the freshness of ingredients. At the restaurant level, the Group delves into existing data to imbue the operational system with a smart brain, enhancing restaurant management efficiency and better responding to customer needs.
- **Expanding into global markets to gain international market share.** The Group currently operates Tai Er restaurants in countries such as Singapore, Malaysia, Canada, the United States, Thailand and Indonesia, as well as a Lai Mei Li Restaurant in Singapore. The Group will continue to prudently evaluate and select suitable locations for its expansion to gain international market share. In the future expansion of the Group, priority will be given to countries and cities with a large number of Chinese, such as North America, Southeast Asia, Oceania and other overseas Chinese communities.
- **將數智化轉型作為未來發展的核心驅動力。**本集團致力於通過數智化賦能，實現「為顧客提供好吃、不貴、安全的用餐體驗」的目標。在供應鏈端，本集團通過數智化系統，精細化地對供應鏈各環節進行計劃和調度，實現供應鏈周轉速度提升，庫存水平下降，食材損耗率降低，同時確保食材的新鮮度。在餐廳端，本集團深入挖掘現有數據，讓運營體系附上智慧大腦，更好的幫助餐廳提升管理效率，更好的響應顧客需求。
- **向全球市場擴張以獲得國際市場份額。**本集團目前在新加坡、馬來西亞、加拿大、美國、泰國及印度尼西亞等國家經營太二餐廳，同時在新加坡經營一間賴美麗餐廳。本集團將繼續審慎評估及選擇適合其擴張的地點，以獲得國際市場份額。本集團的未來擴張將優先考慮華人眾多的國家及城市，例如北美、東南亞、大洋洲及其他海外華人社區。

APPRECIATION

The Board would like to express its sincere gratitude to the shareholders, suppliers and customers of the Company for their continued support and trust. The Board would also like to thank all the employees and management team for executing the Group's strategies with professionalism, integrity and dedication.

GUAN Yihong

Chairman
Hong Kong

March 28, 2025

致謝

董事會謹此誠摯感謝本公司股東、供應商及顧客的一貫支持與信任。董事會亦謹此感謝全體員工及管理團隊在踐行本集團戰略中的專業精神、真誠與付出。

主席
管毅宏
香港

2025年3月28日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

REVENUE

Revenue increased slightly by 1.5% from RMB5,985.9 million in 2023 to RMB6,073.6 million in 2024.

Revenue by segment

The Group generate revenue from four segments, including the operation of Tai Er, Song Hot Pot, Jiu Mao Jiu and others (including the operation of other brands such as Fresh Wood and Shanwaimian, as well as the operation of all other businesses of the Group). The following table sets forth a breakdown of the Group's revenue by segment for the years indicated:

收入

收入由2023年的人民幣5,985.9百萬元略微增加1.5%至2024年的人民幣6,073.6百萬元。

按分部劃分的收入

本集團的收入來自四個分部，包括經營太二、愆火鍋、九毛九及其他（包括經營賞鮮悅木及山外面等其他品牌，以及經營本集團所有其他業務）。下表列載於所示年度本集團按分部劃分的收入明細：

		For the year ended December 31, 截至12月31日止年度			
		2024 2024年		2023 2023年	
		RMB'000 人民幣千元	%	RMB'000 人民幣千元	%
Tai Er	太二	4,412,813	72.7	4,476,906	74.8
Song Hot Pot	愆火鍋	894,973	14.7	806,512	13.5
Jiu Mao Jiu	九毛九	546,183	9.0	629,550	10.5
Others ⁽¹⁾	其他 ⁽¹⁾	219,675	3.6	72,882	1.2
Total	總計	6,073,644	100.0	5,985,850	100.0

Note:

(1) Revenue from others mainly included the operation of other brands such as Fresh Wood and Shanwaimian, as well as the operation of all other business of the Group.

附註：

(1) 來自其他的收入主要包括經營賞鮮悅木及山外面等其他品牌，以及經營本集團所有其他業務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Revenue from Tai Er decreased slightly by 1.4% from RMB4,476.9 million in 2023 to RMB4,412.8 million in 2024, primarily due to the decreases in same store sales of the Group's Tai Er restaurants mainly attributable to the changes in the external environment and the intensified competition in the catering market in the year. Revenue from Tai Er as a percentage of total revenue decreased from 74.8% in 2023 to 72.7% in 2024.

Revenue from Song Hot Pot increased by 11.0% from RMB806.5 million in 2023 to RMB895.0 million in 2024, primarily due to its expanded restaurant network from 62 as of December 31, 2023 to 80 as of December 31, 2024, partially offset by the decreases in same store sales. As a result, revenue from Song Hot Pot as a percentage of total revenue increased slightly from 13.5% in 2023 to 14.7% in 2024.

Revenue from Jiu Mao Jiu decreased by 13.2% from RMB629.6 million in 2023 to RMB546.2 million in 2024, primarily due to the decrease in the number of Jiu Mao Jiu self-operated restaurants from 77 as of December 31, 2023 to 70 as of December 31, 2024 as well as the decrease in the average spending per customer. Revenue from Jiu Mao Jiu as a percentage of total revenue decreased from 10.5% in 2023 to 9.0% in 2024, primarily due to the increased revenue contribution from Song Hot Pot and other brands.

Revenue from others increased significantly by 201.4% from RMB72.9 million in 2023 to RMB219.7 million in 2024 primarily due to (i) revenue contribution of Fresh Wood and Shanwaimian, which were introduced in the second half of 2023 and the first half of 2024, respectively, and (ii) the increase in revenue generated from selling goods to third parties. Revenue from others as a percentage of total revenue increased from 1.2% in 2023 to 3.6% in 2024.

來自太二的收入由2023年的人民幣4,476.9百萬元輕微減少1.4%至2024年的人民幣4,412.8百萬元，乃主要由於本集團太二餐廳的同店銷售減少，這主要歸因於該年度的外部環境變化及餐飲市場的激烈競爭。來自太二的收入佔總收入的比例由2023年的74.8%下降至2024年的72.7%。

來自慇火鍋的收入由2023年的人民幣806.5百萬元增加11.0%至2024年的人民幣895.0百萬元，乃主要由於其餐廳網絡由截至2023年12月31日的62間餐廳擴張至截至2024年12月31日的80間餐廳，部分被其同店銷售減少所抵銷。因此，來自慇火鍋的收入佔總收入的比例由2023年的13.5%略微上升至2024年的14.7%。

來自九毛九的收入由2023年的人民幣629.6百萬元減少13.2%至2024年的人民幣546.2百萬元，主要由於九毛九自營餐廳數量由截至2023年12月31日的77間減少至截至2024年12月31日的70間，以及顧客人均消費的減少。來自九毛九的收入佔總收入的比例由2023年的10.5%下降至2024年的9.0%，此乃主要由於慇火鍋及其他品牌的收入貢獻增加。

來自其他的收入由2023年的人民幣72.9百萬元大幅增加201.4%至2024年的人民幣219.7百萬元，乃主要由於(i)賞鮮悅木及山外面（分別於2023年下半年及2024年上半年引入）的收入貢獻；及(ii)向第三方銷售貨品的收入增加。來自其他的收入佔總收入的比例由2023年的1.2%上升至2024年的3.6%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Revenue by service line

Services provided by the Group or activities it engages in currently comprise (i) restaurant operations, (ii) delivery business, (iii) sales of goods, and (iv) others, mainly including franchised and cooperative model revenue. The following table sets forth a breakdown of the Group's revenue from each service line for the years indicated:

按服務項目劃分的收入

本集團提供的服務或從事的活動目前包括(i)餐廳經營，(ii)外賣業務，(iii)貨品銷售，及(iv)其他（主要包括加盟及合作模式收入）。下表列載本集團於所示年度來自各服務項目的收入明細：

		For the year ended December 31, 截至12月31日止年度			
		2024 2024年		2023 2023年	
		RMB'000 人民幣千元	% %	RMB'000 人民幣千元	% %
Restaurant operations	餐廳經營	4,880,419	80.4	5,066,466	84.6
Delivery business	外賣業務	1,043,415	17.2	901,219	15.1
Sales of goods ⁽¹⁾	貨品銷售 ⁽¹⁾	139,399	2.3	17,017	0.2
Others ⁽²⁾	其他 ⁽²⁾	10,411	0.1	1,148	0.1
Total	總計	6,073,644	100.0	5,985,850	100.0

Notes:

- (1) Revenue from sales of goods was included in revenue from others in prior years. Revenue from others for the year ended December 31, 2023 is updated to conform to current presentation.
- (2) Revenue from others mainly include franchised and cooperative model revenue.

附註：

- (1) 貨品銷售的收入於過往年度被納入其他收入。截至2023年12月31日止年度的其他收入已經更新以貼合當前呈列。
- (2) 其他收入主要包括加盟及合作模式收入。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Revenue from restaurant operations decreased by 3.7% from RMB5,066.5 million in 2023 to RMB4,880.4 million in 2024, primarily due to the decrease in same store sales of the Group's restaurants mainly attributable to the changes in the external environment and the intensified competition in the catering market in the year. Revenue from restaurant operations as a percentage of total revenue decreased from 84.6% in 2023 to 80.4% in 2024.

Revenue from delivery business increased by 15.8% from RMB901.2 million in 2023 to RMB1,043.4 million in 2024, primarily due to an increase in the number of restaurants that offer delivery services along with the Group's restaurant network expansion and the introduction of satellite store model for its delivery services. Revenue from delivery business as a percentage of total revenue increased from 15.1% in 2023 to 17.2% in 2024.

Revenue from sales of goods increased significantly by 720.0% from RMB17.0 million in 2023 to RMB139.4 million in 2024, primarily due to the increase in revenue generated from selling goods to third parties. As a result, revenue from sales of goods as a percentage of total revenue increased from 0.2% in 2023 to 2.3% in 2024.

Revenue from others increased significantly by 845.5% from RMB1.1 million in 2023 to RMB10.4 million in 2024, primarily due to revenue from franchise/cooperative management services introduced in the first half of 2024. Revenue from others as a percentage of total revenue remained relatively stable at 0.1% in 2023 and 2024.

OTHER REVENUE

Other revenue decreased by 45.1% from RMB126.7 million in 2023 to RMB69.6 million in 2024, primarily due to (i) a decrease in income from value-added tax super deduction and exemption as the super deduction of value-added tax policy has expired since December 31, 2023, and (ii) a decrease in government grants.

餐廳經營收入從2023年的人民幣5,066.5百萬元減少3.7%至2024年的人民幣4,880.4百萬元，主要由於本集團餐廳的同店銷售減少，主要由於該年度的外部環境變化及餐飲市場的激烈競爭。餐廳經營收入佔總收入的比例由2023年的84.6%下降至2024年的80.4%。

外賣業務收入從2023年的人民幣901.2百萬元增加15.8%至2024年的人民幣1,043.4百萬元，主要由於提供外賣服務的餐廳數目隨著本集團擴張餐廳網絡以及引入衛星外賣店而有所增加。外賣業務收入佔總收入的比例由2023年的15.1%上升至2024年的17.2%。

貨品銷售收入由2023年的人民幣17.0百萬元大幅增加720.0%至2024年的人民幣139.4百萬元，此乃主要由於向第三方銷售貨品所得收入增加。因此，貨品銷售收入佔總收入的比例由2023年的0.2%上升至2024年的2.3%。

其他收入由2023年的人民幣1.1百萬元大幅增加845.5%至2024年的人民幣10.4百萬元，此乃主要由於於2024年上半年引入的加盟／合作管理服務的收入。其他收入佔總收入的比例於2023年及2024年維持相對穩定，為0.1%。

其他收入

其他收入由2023年的人民幣126.7百萬元減少45.1%至2024年的人民幣69.6百萬元，此乃主要由於(i)由於增值稅加計抵減政策已自2023年12月31日起屆滿，本集團獲得的增值稅加計抵減及豁免收入減少；及(ii)政府補助減少。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

RAW MATERIALS AND CONSUMABLES USED

Raw materials and consumables used remained relatively stable at RMB2,142.2 million and RMB2,162.1 million in 2023 and 2024, respectively, generally in line with the Group's revenue growth. Raw materials and consumables used as a percentage of revenue remained relatively stable at 35.8% and 35.6% in 2023 and 2024, respectively.

STAFF COSTS

Staff costs increased by 13.1% from RMB1,544.1 million in 2023 to RMB1,747.0 million in 2024, primarily due to the across-the-board salary raises implemented in the second half of 2023. Staff costs as a percentage of revenue increased from 25.8% in 2023 to 28.8% in 2024, primarily due to the decrease in same store sales.

DEPRECIATION OF RIGHT-OF-USE ASSETS

Depreciation of right-of-use assets increased by 18.8% from RMB485.3 million in 2023 to RMB576.5 million in 2024, primarily due to an increase in the number of restaurants of the Group. Depreciation of right-of-use assets as a percentage of revenue increased from 8.1% in 2023 to 9.5% in 2024, primarily due to the decrease in same store sales.

OTHER RENTALS AND RELATED EXPENSES

Other rentals and related expenses decreased by 4.0% from RMB138.8 million in 2023 to RMB133.2 million in 2024, primarily due to a decrease in variable rent payments as a result of the decrease in same store sales of the Group's restaurants. Other rentals and related expenses as a percentage of revenue remained relatively stable at 2.3% and 2.2% in 2023 and 2024, respectively.

所用原材料及耗材

所用原材料及耗材於2023年及2024年維持相對穩定，分別為人民幣2,142.2百萬元及人民幣2,162.1百萬元，與其本集團收入增長大致保持一致。所用原材料及耗材佔收入的比例於2023年及2024年維持相對穩定，分別為35.8%及35.6%。

員工成本

員工成本由2023年的人民幣1,544.1百萬元增加13.1%至2024年的人民幣1,747.0百萬元，此乃主要由於2023年下半年實施的全面漲薪。員工成本佔收入的比例由2023年的25.8%上升至2024年的28.8%，主要由於同店銷售減少。

使用權資產折舊

使用權資產折舊由2023年的人民幣485.3百萬元增加18.8%至2024年的人民幣576.5百萬元，此乃主要由於本集團的餐廳數目增加。使用權資產折舊佔收入的比例由2023年的8.1%上升至2024年的9.5%，主要由於同店銷售減少。

其他租金及相關開支

其他租金及相關開支由2023年的人民幣138.8百萬元減少4.0%至2024年的人民幣133.2百萬元，此乃主要由於本集團餐廳的同店銷售減少導致可變租金付款減少。其他租金及相關開支佔收入的比例於2023年及2024年維持相對穩定，分別為2.3%及2.2%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

DEPRECIATION AND AMORTIZATION OF OTHER ASSETS

Depreciation and amortization of other assets increased by 23.9% from RMB235.6 million in 2023 to RMB292.0 million in 2024, primarily due to an increase in restaurant decoration expenditures and purchases of kitchen and other equipment along with the restaurant network expansion of the Group. Depreciation and amortization of other assets as a percentage of revenue increased from 3.9% in 2023 to 4.8% in 2024, primarily due to the decrease in same store sales.

UTILITY EXPENSES

Utility expenses increased by 15.5% from RMB219.0 million in 2023 to RMB252.9 million in 2024 primarily due to the expansion of restaurant network of the Group. Utility expenses as a percentage of revenue increased from 3.7% in 2023 to 4.2% in 2024, primarily due to the decrease in same store sales.

TRAVELLING AND RELATED EXPENSES

Travelling and related expenses decreased by 23.7% from RMB38.8 million in 2023 to RMB29.6 million in 2024, primarily because the Group's staff traveled less frequently for daily operations. Travelling and related expenses as a percentage of revenue remained relatively stable at 0.6% and 0.5% in 2023 and 2024, respectively.

ADVERTISING AND PROMOTION EXPENSES

Advertising and promotion expenses increased by 23.2% from RMB84.5 million in 2023 to RMB104.1 million in 2024, primarily due to an increase in advertisement placement. As a result, advertising and promotion expenses as a percentage of revenue increased from 1.4% in 2023 to 1.7% in 2024.

其他資產的折舊及攤銷

其他資產的折舊及攤銷由2023年的人民幣235.6百萬元增加23.9%至2024年的人民幣292.0百萬元，此乃主要由於隨著本集團擴張餐廳網絡，餐廳裝修支出以及廚房及其他設備的採購有所增加。其他資產的折舊及攤銷佔收入的比例由2023年的3.9%上升至2024年的4.8%，主要由於同店銷售減少。

水電開支

水電開支由2023年的人民幣219.0百萬元增加15.5%至2024年的人民幣252.9百萬元，此乃主要由於本集團擴張餐廳網絡。水電開支佔收入的比例由2023年的3.7%上升至2024年的4.2%，主要由於同店銷售減少。

差旅及相關開支

差旅及相關開支由2023年的人民幣38.8百萬元減少23.7%至2024年的人民幣29.6百萬元，此乃主要由於本集團員工為日常營運而出差的頻次減少。差旅及相關開支佔收入的比例於2023年及2024年維持相對穩定，分別為0.6%及0.5%。

廣告及推廣開支

廣告及推廣開支由2023年的人民幣84.5百萬元增加23.2%至2024年的人民幣104.1百萬元，此乃主要由於廣告投放增加。因此，廣告及推廣開支佔收入的比例由2023年的1.4%上升至2024年的1.7%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

OTHER EXPENSES

Other expenses increased by 7.3% from RMB438.6 million in 2023 to RMB470.8 million in 2024, primarily due to (i) an increase in transportation and related expenses of RMB59.3 million, partially offset by a (ii) decrease in expenses for opening new restaurants of RMB39.1 million.

SHARE OF LOSSES OF ASSOCIATES

Share of losses of associates increased by 77.3% from RMB2.2 million in 2023 to RMB3.9 million in 2024, primarily due to the increase in losses incurred by the associates invested by the Group.

OTHER NET LOSSES

Other net losses increased by 131.3% from RMB32.3 million in 2023 to RMB74.7 million in 2024, primarily due to (i) an increase in losses on disposal of property, plant and equipment and right-of-use assets of RMB25.8 million and (ii) an increase in net foreign exchange losses of RMB10.1 million.

FINANCE COSTS

Finance costs increased by 19.5% from RMB92.9 million in 2023 to RMB111.0 million in 2024 primarily due to an increase in interest on lease liabilities recognized in accordance with IFRS 16 associated with the Group's increased number of leases as a result of the expansion of its restaurant network.

IMPAIRMENT LOSSES OF PROPERTY, PLANT AND EQUIPMENT

Impairment losses of property, plant and equipment increased significantly by 411.9% from RMB21.8 million in 2023 to RMB111.6 million in 2024, primarily because the Group had prudently made provisions for impairment of assets considering the unsatisfactory performance of some restaurants.

INCOME TAX

Income tax decreased by 81.3% from RMB156.4 million in 2023 to RMB29.2 million in 2024, primarily due to the decrease of taxable income.

其他開支

其他開支由2023年的人民幣438.6百萬元增加7.3%至2024年的人民幣470.8百萬元，此乃主要由於(i)運輸及相關開支增加人民幣59.3百萬元，部分被(ii)開設新餐廳的開支減少人民幣39.1百萬元所抵銷。

應佔聯營公司的虧損

應佔聯營公司的虧損由2023年的人民幣2.2百萬元增加77.3%至2024年的人民幣3.9百萬元，此乃主要由於本集團所投資聯營公司產生的虧損增加。

其他虧損淨額

其他虧損淨額由2023年的人民幣32.3百萬元增加131.3%至2024年的人民幣74.7百萬元，此乃主要由於(i)出售物業、廠房及設備以及使用權資產的虧損增加人民幣25.8百萬元及(ii)匯兌虧損淨額增加人民幣10.1百萬元。

融資成本

融資成本由2023年的人民幣92.9百萬元增加19.5%至2024年的人民幣111.0百萬元，此乃主要由於就本集團因擴張餐廳網絡而增加的租賃而根據國際財務報告準則第16號確認的租賃負債利息增加。

物業、廠房及設備的減值虧損

物業、廠房及設備的減值虧損由2023年的人民幣21.8百萬元大幅增加411.9%至2024年的人民幣111.6百萬元，此乃主要由於本集團經考慮部分餐廳表現未如理想後，審慎地就資產減值計提撥備。

所得稅

所得稅由2023年的人民幣156.4百萬元減少81.3%至2024年的人民幣29.2百萬元，此乃主要由於應課稅收入減少。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

PROFIT FOR THE YEAR

As a result of the foregoing, profit for the year decreased by 90.7% from RMB480.0 million in 2023 to RMB44.8 million in 2024.

OTHER COMPREHENSIVE INCOME FOR THE YEAR

The Group holds equity investments in several entities in the PRC. The entities are mainly engaged in the catering industry. The Group recorded profit resulting from equity investments at fair value through other comprehensive income – net movement in fair value reserve (non-recycling) of RMB14.8 million for the year ended December 31, 2024, primarily due to certain equity investments in the catering industry held by the Group has risen in value through stable operation, as compared with the loss of RMB8.9 million for the year ended December 31, 2023 as a result of challenging macroeconomic environment in 2023.

The Group recorded exchange differences on translation of financial statements of operations outside the mainland China of RMB45.2 million for the year ended December 31, 2024 as other comprehensive income, as compared with RMB33.3 million for the year ended December 31, 2023 primarily due to exchange rate fluctuations.

NON-IFRS MEASURES

The Group adopts the operating profit and core operating profit, which are not required by or presented in accordance with IFRS as important financial measures to supplement its consolidated financial statements.

Store Level Operating Profit and Store Level Operating Profit Margin

The Group believes that store level operating profit helps Shareholders and investors better understand its multi-brand and multi-concept strategy by directly illustrating the profitability of its different brands at store level, and that it is frequently used by analysts, investors and other interested parties in the evaluation of companies in the catering industry.

年度溢利

由於上述因素，年度溢利由2023年的人民幣480.0百萬元減少90.7%至2024年的人民幣44.8百萬元。

年內其他全面收益

本集團持有若干中國實體的股權投資。該等實體主要從事餐飲行業。本集團於截至2024年12月31日止年度錄得按公平值計入其他全面收益的股權投資－公平值儲備變動淨額（不可撥回）產生的利潤人民幣14.8百萬元，主要由於本集團持有的個別餐飲領域股權投資仍通過穩健經營實現了價值增長，而於截至2023年12月31日止年度則因2023年宏觀經濟環境的挑戰而錄得虧損人民幣8.9百萬元。

截至2024年12月31日止年度，本集團將中國內地以外業務財務報表換算所產生的匯兌差額人民幣45.2百萬元入賬列為其他全面收益，對比截至2023年12月31日止年度則為人民幣33.3百萬元，主要由匯率波動所致。

非國際財務報告準則計量

本集團採用經營利潤及核心經營利潤作為重要的財務衡量指標以補充其綜合財務報表，而此並非國際財務報告準則所規定或根據國際財務報告準則所呈列的財務衡量指標。

店鋪層面經營利潤及店鋪層面經營利潤率

本集團認為，店鋪層面經營利潤能夠直接說明其不同品牌於店鋪層面的盈利能力，有助於股東及投資者更了解其多品牌及多概念策略，且為分析師、投資者及其他利益相關人士在評估餐飲業公司時所頻繁使用。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The Group defines store level operating profit as revenue for the year deducting the following expenses at store level: (i) raw materials and consumables used, (ii) staff costs, (iii) depreciation of right-of-use assets, (iv) other rentals and related expenses, (v) depreciation and amortization of other assets, (vi) utility expenses, (vii) advertising and promotion expenses and (viii) other expenses, excluding unallocated headquarter expenses. The following table illustrates the Group's store level operating profit and store level operating profit margin by brands for the years indicated:

本集團將店舖層面經營利潤界定為年度收入扣減以下店舖層面開支：(i)所用原材料及耗材；(ii)員工成本；(iii)使用權資產折舊；(iv)其他租金及相關開支；(v)其他資產的折舊及攤銷；(vi)水電開支；(vii)廣告及推廣開支；及(viii)其他開支（不包括未分配總部開支）。下表載列所示年度按品牌劃分的本集團的店舖層面經營利潤及店舖層面經營利潤率：

		For the year ended December 31, 截至12月31日止年度			
		2024 2024年		2023 2023年	
		Store Level		Store Level	
		Store Level	Operating	Store Level	Operating
		Operating	Profit	Operating	Profit
		Profit	Margin	Profit	Margin
		店舖層面	店舖層面	店舖層面	店舖層面
		經營利潤	經營利潤率	經營利潤	經營利潤率
		RMB'000	(%)	RMB'000	(%)
		人民幣千元	(%)	人民幣千元	(%)
Tai Er	太二	583,680	13.2	865,833	19.3
Song Hot Pot	嚕火鍋	76,880	8.6	98,749	12.2
Jiu Mao Jiu	九毛九	84,335	15.4	110,758	17.6
Other Brands	其他品牌	3,425	4.3	1,627	2.2
Total	總計	748,320	12.6	1,076,967	18.0

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Core Operating Profit and Core Operating Profit Margin

The presentation of core operating profit facilitates comparisons of operating performance from period to period and company to company, by eliminating potential impacts of items that the management does not consider indicative of the Group's operating performance. The Group believes that the presentation of core operating profit provides additional information to further enhance the comparability of the Group's historical results of operations with the trends in their underlying results of operations, while the Group utilizes this metric to assess the performance of its core operations. The Group considers both quantitative and qualitative factors when assessing whether to adjust for the impact of items that may be material or that may affect the understanding to the Group's ongoing financial and business performance or trends. The Group believes that the core operating profit is frequently used by other interested parties when evaluating the performance of a company.

The Group defines core operating profit as profit for the year excluding the following: income from value-added tax super deduction and exemption, government grants, share of losses of associates, impairment losses of property, plant and equipment, other net losses, and income tax expense. The following table illustrates a reconciliation from profit for the year to core operating profit for the years indicated:

核心經營利潤及核心經營利潤率

核心經營利潤的呈列有利於通過剔除管理層認為對本集團經營表現不具指示性的項目的潛在影響，來比較不同期間及不同公司間的經營表現。本集團認為，呈列核心經營利潤為進一步加強本集團過往經營業績與其相關經營業績趨勢的可比性提供了額外資料，同時本集團利用該指標來評估核心營運的績效。在評估是否對可能重大或可能影響對本集團持續財務和業務表現或趨勢的理解的項目的影響進行調整時，本集團會考慮定量和定性因素。本集團認為，核心經營利潤乃其他利益相關人士在評估一間公司表現時頻繁使用的指標。

本集團將核心經營利潤界定為排除以下項目的年度溢利：增值稅加計抵減及豁免收入、政府補助、應佔聯營公司的虧損、物業、廠房及設備減值虧損、其他虧損淨額及所得稅開支。下表說明於所示年度的年度溢利與核心經營利潤的對賬：

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

For the year ended December 31,
截至12月31日止年度

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Profit for the year	年度溢利	44,800	479,998
Net of the following gains/(losses):	扣除如下收益／(虧損)：		
Income from value-added tax super deduction and exemption	增值稅加計抵減及豁免收入	3,066	45,870
Government grants	政府補助	8,825	14,729
Share of losses of associates	應佔聯營公司的虧損	(3,924)	(2,197)
Impairment losses of property, plant and equipment	物業、廠房及設備減值虧損	(111,564)	(21,819)
Other net losses	其他虧損淨額	(74,667)	(32,276)
Income tax expense	所得稅開支	(29,208)	(156,386)
Core operating profit	核心經營利潤	252,272	632,077
Revenue	收入	6,073,644	5,985,850
Core operating profit margin (%)	核心經營利潤率(%)	4.2	10.6

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

INVENTORIES

Inventories of the Group mainly represented its (i) food ingredients, (ii) condiment product, (iii) beverage and (iv) other materials used in its restaurant operations. The following table set forth a breakdown of inventories as of the dates indicated:

		As of December 31, 截至12月31日	
		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Food ingredients	食材	69,304	83,877
Condiment product	調味品	29,105	29,331
Beverage	飲料	2,494	4,445
Other materials	其他材料	14,553	14,421
Total	總計	115,456	132,074

Inventories decreased by 12.6% from RMB132.1 million as of December 31, 2023 to RMB115.5 million as of December 31, 2024 primarily due to the reduction of store-level inventory reserve in the year of 2024 according to the change of operating strategies.

The Group's inventory turnover days in 2023 and 2024, being the average of the beginning and ending inventories for that year divided by raw materials and consumables used for the same year and multiplied by 365 days, remained relatively stable at 21.3 and 20.9 days in 2023 and 2024, respectively.

存貨

本集團的存貨主要指其餐廳經營所用的(i)食材；(ii)調味品；(iii)飲料；及(iv)其他材料。下表載列於所示日期的存貨明細：

存貨由截至2023年12月31日的人民幣132.1百萬元減少12.6%至截至2024年12月31日的人民幣115.5百萬元，此乃主要由於根據經營策略的變動，2024年店鋪層面的存貨儲備減少。

本集團2023年及2024年的存貨周轉天數（即該年度開始及結束時的存貨平均值除以同一年度所用原材料及耗材再乘以365天）維持相對穩定，分別為2023年的21.3天及2024年的20.9天。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

RIGHT-OF-USE ASSETS

The Group's right-of-use assets, which represented the leases for its restaurant premises, headquarters offices, central kitchens and certain kitchen equipment, increased by 4.1% from RMB2,007.9 million as of December 31, 2023 to RMB2,089.6 million as of December 31, 2024, primarily due to the increase in the number of Tai Er restaurants and Song Hot Pot restaurants.

TRADE DEBTORS

Trade debtors of the Group primarily consisted of (i) bills settled through third party payment platforms such as Alipay or WeChat Pay, which were normally settled within a short period of time, (ii) bills for its delivery business settled through third party delivery service platforms, which were settled within three calendar days, and, to a lesser extent, (iii) bills received by shopping malls on behalf of the Group for certain restaurants, which were normally settled within one month, and (iv) debtors generated from sales of goods, which were normally settled within two months. Trade debtors of the Group increased by 50.3% from RMB37.6 million as of December 31, 2023 to RMB56.5 million as of December 31, 2024, primarily due to the expansion of restaurant network of the Group and the expansion of sales of goods to third parties. The Group's trade debtor turnover days, being the average of the beginning and ending balances of trade debtors for that year divided by revenue for the same year and multiplied by 365 days, increased from 1.8 days in 2023 to 2.8 days in 2024, primarily due to the increase in debtors generated from selling goods.

使用權資產

本集團的使用權資產（指其餐廳場所、總部寫字樓、中央廚房及若干廚房設備的租賃）由截至2023年12月31日的人民幣2,007.9百萬元增加4.1%至截至2024年12月31日的人民幣2,089.6百萬元，此乃主要由於太二餐廳及燉火鍋餐廳數目增加。

貿易應收款項

本集團的貿易應收款項主要包括(i)透過支付寶或微信支付等第三方支付平台結算的賬單，一般於短期內結算；(ii)透過第三方外賣服務平台結算的外賣業務賬單，於三個曆日內結算；及其次(iii)購物商場代本集團的若干餐廳收取的賬單，一般於一個月內結算；及(iv)貨品銷售產生的應收款項，一般於兩個月內結算。本集團的貿易應收款項由截至2023年12月31日的人民幣37.6百萬元增加50.3%至截至2024年12月31日的人民幣56.5百萬元，此乃主要由於本集團擴張餐廳網絡及擴大對第三方的貨品銷售。本集團的貿易應收款項周轉天數（即該年度開始及結束時的貿易應收款項結餘平均值除以同一年度的收入再乘以365天）由2023年的1.8天增加至2024年的2.8天，此乃主要由於貨品銷售產生的應收款項增加。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

TRADE PAYABLES

Trade payables of the Group primarily consisted of payables to suppliers. Trade payables of the Group increased by 1.8% from RMB209.3 million as of December 31, 2023 to RMB213.1 million as of December 31, 2024, primarily due to the expansion of restaurant network of the Group. The Group's trade payable turnover days, being the average of the beginning and ending balances of trade payables for that year divided by raw materials and consumables used for the same year and multiplied by 365 days, remained relatively stable at 33.9 days in 2023 and 35.7 days in 2024, respectively.

LOANS AND ADVANCES TO ASSOCIATES

As of December 31, 2024, the Group's loans and advances to associates amounted to RMB124.1 million (as of December 31, 2023: RMB142.6 million). Such loans and advances were mainly provided to associates that supplied food ingredients to the Group to secure stable supply of key food ingredients.

OTHER NON-CURRENT FINANCIAL ASSETS

Other non-current financial assets of the Group include investments in unlisted and listed equity securities, investments in limited partnership enterprises, investments in funds and key management insurance contracts. Other non-current financial assets of the Group increased from RMB137.3 million as of December 31, 2023 to RMB400.5 million as of December 31, 2024, primarily due to the purchase of key management insurance in the first half of 2024 in the amount of RMB246.4 million, the policyholder and beneficiary of which is the Company.

CAPITAL STRUCTURE

The Group's total assets decreased from RMB6,520.9 million as of December 31, 2023 to RMB6,488.6 million as of December 31, 2024. The Group's total liabilities increased from RMB3,163.9 million as of December 31, 2023 to RMB3,337.5 million as of December 31, 2024. Liabilities-to-assets ratio increased from 48.5% as of December 31, 2023 to 51.4% as of December 31, 2024.

The current ratio, being current assets divided by current liabilities as of the respective date, decreased from 2.00 as of December 31, 2023 to 1.45 as of December 31, 2024.

貿易應付款項

本集團的貿易應付款項主要包括應付予供應商的款項。本集團的貿易應付款項由截至2023年12月31日的人民幣209.3百萬元增加1.8%至截至2024年12月31日的人民幣213.1百萬元，此乃主要由於本集團擴張餐廳網絡。本集團的貿易應付款項周轉天數（即該年度開始及結束時的貿易應付款項結餘平均值除以同一年度所用原材料及耗材再乘以365天）於2023年及2024年維持相對穩定，分別為33.9天及35.7天。

向聯營公司提供貸款及墊款

截至2024年12月31日，本集團向聯營公司提供的貸款及墊款為人民幣124.1百萬元（截至2023年12月31日：人民幣142.6百萬元）。該等貸款及墊款主要提供予向本集團供應食材的聯營公司以確保主要食材供應穩定。

其他非流動金融資產

本集團的其他非流動金融資產包括於非上市及上市股本證券的投資、於有限合夥企業的投資、於基金的投資及主要管理層保險合約。本集團的其他非流動金融資產由截至2023年12月31日的人民幣137.3百萬元增加至截至2024年12月31日的人民幣400.5百萬元，此乃主要由於於2024年上半年購買金額為人民幣246.4百萬元的主要管理層保險（其投保人及受益人為本公司）。

資本結構

本集團的總資產由截至2023年12月31日的人民幣6,520.9百萬元減少至截至2024年12月31日的人民幣6,488.6百萬元。本集團的總負債由截至2023年12月31日的人民幣3,163.9百萬元增加至截至2024年12月31日的人民幣3,337.5百萬元。資產負債率由截至2023年12月31日的48.5%上升至截至2024年12月31日的51.4%。

流動比率（即截至相關日期的流動資產除以流動負債）由截至2023年12月31日的2.00下降至截至2024年12月31日的1.45。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

LIQUIDITY, CAPITAL RESOURCES AND GEARING

The Group adopts a prudent funding and treasury policy with a view to optimize its financial position. The Group regularly monitors its funding requirements to support its business operations and perform ongoing liquidity review. For the year ended December 31, 2024, the Group financed its operations primarily through cash generated from operations, proceeds from the Listing of the Shares on the Stock Exchange on January 15, 2020 and proceeds from the Subscription (as defined in the announcement of the Company dated July 16, 2020 in relation to the subscription for new Shares under the general mandate). The Group mainly used Renminbi, Hong Kong Dollars and US dollars to make borrowings and loans and to hold cash and cash equivalents. The Group mainly utilized its cash on procurement of food ingredients, consumables and equipment, supply chain construction and restaurant renovations. Cash and cash equivalents of the Group decreased by 54.3% from RMB1,326.9 million as of December 31, 2023 to RMB607.0 million as of December 31, 2024, primarily attributable to (i) dividends paid to equity shareholders of the Company and (ii) the purchases of other non-current financial assets.

The Group's gearing ratio, being interest-bearing bank loans divided by total equity as of the respective dates and multiplied by 100%, increased from 7.3% as of December 31, 2023 to 12.0% as of December 31, 2024, primarily due to (i) the increase in bank loans and (ii) the decrease in total equity as a result of the payment of final dividend in 2024.

CAPITAL EXPENDITURES

The Group's capital expenditures, which referred to the payment for purchases of property, plant and equipment, are incurred primarily for opening new restaurants, procuring property, plant and equipment for new restaurants, renovating existing restaurants and purchasing furniture and equipment used in its restaurant operations and construction of supply chain. The total capital expenditures of the Group decreased by 8.4% from RMB576.2 million for the year ended December 31, 2023 to RMB528.0 million for the year ended December 31, 2024.

流動資金、資本資源及資本負債比率

本集團採納審慎的融資及庫務政策，務求優化其財務狀況。本集團定期監察其資金需求，以支持其業務營運及持續檢討流動資金。截至2024年12月31日止年度，本集團主要通過經營所得現金、就本公司股份於2020年1月15日在聯交所上市而進行的股份全球發售所得款項及認購事項（定義見本公司日期為2020年7月16日有關根據一般授權認購新股份的公告）所得款項為其營運提供資金。本集團主要使用人民幣、港元及美元進行借貸以及持有現金及現金等價物。本集團主要就採購食材、耗材及設備、建設供應鏈以及翻新餐廳動用其現金。本集團的現金及現金等價物由截至2023年12月31日的人民幣1,326.9百萬元減少54.3%至截至2024年12月31日的人民幣607.0百萬元，此乃主要由於(i)向本公司權益股東支付的股息及(ii)購買其他非流動金融資產。

本集團的資本負債比率（即截至相關日期的計息銀行貸款除以權益總額再乘以100%）由截至2023年12月31日的7.3%上升至截至2024年12月31日的12.0%，此乃主要由於(i)銀行貸款增加及(ii)權益總額因於2024年派付末期股息而減少。

資本支出

本集團的資本支出指購買物業、廠房及設備以所支付的款項，主要用於開設新餐廳、為新餐廳採購物業、廠房及設備、翻新現有餐廳及購買其經營餐廳所用的家具及設備以及建設供應鏈。本集團的資本支出總額由截至2023年12月31日止年度的人民幣576.2百萬元減少8.4%至截至2024年12月31日止年度的人民幣528.0百萬元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

INDEBTEDNESS

Bank Loans

The analysis of the repayment schedule of bank loans is as follows:

		As of December 31, 截至12月31日	
		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Within one year or on demand	於一年內或按要求		
– unsecured and unguaranteed	– 無抵押及無擔保	30,000	50,000
– secured	– 有抵押	275,817	40,000
		305,817	90,000
After one year but within two years	於一年後但兩年內		
– secured	– 有抵押	73,608	154,162
		379,425	244,162

As of December 31, 2024, bank loans of RMB239.4 million were with floating-interest rates (as of December 31, 2023: RMB184.2 million), and bank loans of RMB140.0 million were with fixed-interest rate (as of December 31, 2023: RMB60.0 million).

Lease Liabilities

The Group's lease liabilities increased by 4.7% from RMB2,084.5 million as of December 31, 2023 to RMB2,183.1 million as of December 31, 2024, primarily due to the restaurant network expansion of Tai Er and Song Hot Pot.

債項

銀行貸款

銀行貸款償還進度分析如下：

截至2024年12月31日，銀行貸款人民幣239.4百萬元乃按浮動利率計息（截至2023年12月31日：人民幣184.2百萬元），及銀行貸款人民幣140.0百萬元乃按固定利率計息（截至2023年12月31日：人民幣60.0百萬元）。

租賃負債

本集團的租賃負債由截至2023年12月31日的人民幣2,084.5百萬元增加4.7%至截至2024年12月31日的人民幣2,183.1百萬元，主要由於太二及燉火鍋餐廳網絡的擴張。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

CONTINGENT LIABILITIES

As of December 31, 2024, the Group did not have any material contingent liabilities, guarantees or any litigations or claims of material importance, pending or threatened against any member of the Group that was likely to have a material and adverse effect on the Group's business, financial condition or results of operations.

PLEDGE OF ASSETS

As of December 31, 2024, bank deposits of RMB11.1 million were pledged as securities for a currency forward contract (as of December 31, 2023: RMB10.7 million) and bank deposits of RMB295.4 million were pledged as securities for bank loans (as of December 31, 2023: RMB220.8 million).

Save as disclosed above, as of December 31, 2024, the Group did not have any pledge on its assets.

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

Except as disclosed in note 27(d) to the financial statements, there are no material events subsequent to December 31, 2024 which could have a material impact on the Group's operating and financial performance as of the date of this report.

FOREIGN EXCHANGE RISK AND HEDGING

The Group mainly operates in the PRC with most of the transaction denominated and settled in Renminbi. However, the Group has cash and deposits denominated in other currencies which are exposed to foreign currency exchange risks. The Group has not hedged its foreign currency exchange risks, but will closely monitor the exposure and take additional measures when necessary to make sure the foreign exchange risks are manageable.

或有負債

截至2024年12月31日，本集團並無任何可能對本集團業務、財務狀況或經營業績造成重大不利影響的重大或有負債、擔保或任何重大未決或針對本集團任何成員公司的訴訟或申索。

質押資產

截至2024年12月31日，銀行存款人民幣11.1百萬元已質押作為一份貨幣遠期合約的抵押（截至2023年12月31日：人民幣10.7百萬元），及銀行存款人民幣295.4百萬元已質押作為銀行貸款的抵押（截至2023年12月31日：人民幣220.8百萬元）。

除上文所披露者外，截至2024年12月31日，本集團並無質押其任何資產。

報告期後重大事項

除財務報表附註27(d)所披露者外，截至本報告日期，於2024年12月31日後並無任何可能對本集團經營及財務表現產生重大影響的重大事項。

外匯風險及對沖

本集團主要在中國經營，大部分交易乃以人民幣計值及結算。然而，本集團持有以其他貨幣計值的現金及存款，相關款項存在外幣匯兌風險。本集團並無對沖其外幣匯兌風險，惟將密切監控有關風險及於必要時採取額外措施，以確保外匯風險處於可控範圍。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

MATERIAL ACQUISITIONS, DISPOSALS AND FUTURE PLANS FOR MAJOR INVESTMENT

During the year ended December 31, 2024, the Group did not conduct any material investments, acquisitions or disposals. In addition, save for the expansion plans as disclosed in the sections headed “Business” and “Future Plans and Use of Proceeds” in the Prospectus and the intended use of proceeds from the Subscription as disclosed in the Company’s announcements dated July 16, 2020, July 23, 2020 and July 30, 2020, the Group has no specific plan for major investment or acquisition for major capital assets or other businesses. However, the Group will continue to identify new opportunities for business development.

EMPLOYEES

As of December 31, 2024, the Group had a total of 20,735 employees (including outsourced personnel). For the year ended December 31, 2024, staff costs (including Directors’ emoluments) of the Group amounted to RMB1,747.0 million (for the year ended December 31, 2023: RMB1,544.1 million).

The Group’s success depends on its ability to attract, retain and motivate qualified personnel. The remuneration package for employees of the Group generally includes salary and bonuses. The Group determines employee remuneration based on factors such as qualifications and years of experience. Employees also receive welfare benefits, including medical care, retirement benefits, occupational injury insurance and other miscellaneous items. The Group makes contributions to mandatory social security funds for employees to provide for retirement, medical, work-related injury, maternity and unemployment benefits.

USE OF PROCEEDS

Use of Proceeds from the Global Offering

The Company was listed on the Stock Exchange on January 15, 2020. The net proceeds from the Global Offering amounted to approximately HKD2,372.9 million and had been fully utilized by March 10, 2024. For details, see the annual results announcement of the Company for the year ended December 31, 2023 dated March 22, 2024.

重大收購事項、出售事項及未來重大投資計劃

於截至2024年12月31日止年度，本集團並無進行任何重大投資、收購或出售。此外，除招股章程「業務」及「未來計劃及所得款項用途」章節所披露的擴張計劃，以及本公司日期為2020年7月16日、2020年7月23日及2020年7月30日的公告所披露的認購事項所得款項擬定用途外，本集團尚無進行重大投資或收購重大資本資產或其他業務的具體計劃。然而，本集團將繼續物色業務發展新機遇。

僱員

截至2024年12月31日，本集團共有20,735名僱員（含外包人員）。於截至2024年12月31日止年度，本集團的員工成本（包括董事薪酬）為人民幣1,747.0百萬元（截至2023年12月31日止年度：人民幣1,544.1百萬元）。

本集團的成功取決於其吸引、留任及激勵合資格人員的能力。本集團僱員的薪酬待遇一般包括工資及花紅。本集團根據資格及經驗年數等因素釐定僱員薪酬。僱員亦可獲得福利，包括醫療保障、退休福利、工傷保險及其他雜項。本集團為僱員繳納強制性社保基金，以提供退休、醫療、工傷、生育及失業救濟金。

所得款項用途

全球發售所得款項用途

本公司於2020年1月15日在聯交所上市。全球發售所得款項淨額約為2,372.9百萬港元，已於2024年3月10日前悉數動用。有關詳情，請參閱本公司日期為2024年3月22日的截至2023年12月31日止年度的年度業績公告。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Use of Proceeds from the Subscription

The following table sets forth the status of the use of net proceeds from the Subscription which is consistent with the intentions previously disclosed:

認購事項所得款項用途

下表載列認購事項所得款項淨額的動用情況，與過往所披露意圖貫徹一致：

Intended use of proceeds	Percentage of intended use of proceeds	Intended use of proceeds from the Subscription	Unused balance as of January 1, 2024	Unused balance as of December 31, 2024	Percentage of used amount as of March 10, 2025	Percentage of unused balance as of March 10, 2025	Timeframe for the unused balance
所得款項擬定用途	佔所得款項擬定用途百分比	認購事項所得款項擬定用途	截至2024年1月1日未動用結餘	截至2024年12月31日未動用結餘	截至2025年3月10日已動用金額所佔百分比	截至2025年3月10日未動用結餘所佔百分比	未動用結餘時間表
	(%)	(In HKD millions)	(in HKD millions)	(in HKD millions)	(%)	(%)	
	(%)	(百萬港元)	(百萬港元)	(百萬港元)	(%)	(%)	
Invest in suppliers for key raw material	55.0	456.5	221.4	196.9	58.3	41.7	By the end of 2026
投資於主要原材料供應商							2026年年底之前
General working capital	30.0	249.0	-	-	100.0	-	-
一般營運資本							-
Invest in other companies in the catering industries	15.0	124.5	43.4	35.6	82.0	18.0	By the end of 2026
投資於餐飲行業的其他公司							2026年年底之前
Total	100.0	830.0	264.8	232.5	74.3	25.7	By the end of 2026
總計							2026年年底之前

Note: The figures in the table are approximate figures.

附註：表格中的數字均為概約數字。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Change in Use of Proceeds from the Subscription

As disclosed above, approximately 25.7% of the net proceeds from the Subscription were unused as of March 10, 2025 (the “**Unutilized Net Proceeds**”). Due to the changes in external environment since the Subscription and after detailed evaluation of the Group’s latest operations and business strategies, the Board has resolved to merge the (i) “invest in suppliers for key raw material” and (ii) “invest in other companies in the catering industries” uses into “invest in suppliers for key raw material and other companies in the catering industries” (the “**Change in Use of Proceeds**”). The Unutilized Net Proceeds are currently expected to be fully utilized by the end of 2026.

The Board is of the opinion that by combining the two original intended uses of the Unutilized Net Proceeds, the Company will be able to allocate its financial resources in a more flexible manner and respond to potential investment opportunities more efficiently. The Change in Use of Proceeds will not result in any material change in the nature of the Group’s business or any material adverse impact on the existing business and operations of the Group. In view of the above, the Board believes that the Change in Use of Proceeds is in the best interest of the Company and its Shareholders as a whole.

認購事項所得款項用途變更

誠如上文所披露，截至2025年3月10日，約25.7%的認購事項所得款項淨額尚未動用（「**未動用所得款項淨額**」）。由於自認購事項以來外部環境發生變化，在詳細評估本集團最新的營運及業務策略後，董事會已決議將(i)「投資於主要原材料供應商」及(ii)「投資於餐飲行業的其他公司」用途合併為「投資於主要原材料供應商及餐飲行業的其他公司」（「**所得款項用途變更**」）。未動用所得款項淨額現時預期將於2026年年底之前悉數動用。

董事會認為，通過合併未動用所得款項淨額的兩項原擬定用途，本公司可更為靈活地分配其財務資源，更有效地響應潛在投資機會。所得款項用途變更將不會導致本集團業務性質出現任何重大變化，亦不會導致本集團現有業務及營運出現任何重大不利影響。鑒於上述，董事會認為，所得款項用途變更符合本公司及其股東的整體最佳利益。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

As of the date of this report, the Company has four executive Directors and three independent non-executive Directors. Their biographical details are set out below.

OUR DIRECTORS

Executive Directors

Mr. GUAN Yihong (管毅宏), aged 55, is an executive Director and the chairman of the Board. He is also our controlling shareholder. He is responsible for formulating the overall development strategies and business plans of our Company and overseeing the management and strategic development of our Company. Mr. Guan started his first noodle restaurant in Haikou, Hainan Province in 1995 and founded our Group in 2005. Mr. Guan has extensive experience in the catering industry. He has been the chief executive officer of our Company's subsidiary, Guangzhou Jiumaojiu since August 2005. He also served as chairman of the board of Guangzhou Jiumaojiu from August 2005 to May 2019 and has been the executive director of Guangzhou Jiumaojiu since May 2019. Mr. Guan received his bachelor's degree in business management from Tianjin Institute of Textile Science and Technology (天津紡織工學院) (now known as Tianjin Polytechnic University (天津工業大學)) in 1990.

Mr. HE Chengxiao (何成效), aged 47, was appointed as our executive Director on July 2, 2020 and our Chief Executive Officer on March 1, 2024. He joined our Group in 2013 and has served as the general manager of Tai Er Catering, a subsidiary of our Company since November 2017. He is responsible for coordinating the brand management and operational business of our various brands. He has also served as the president of our Group and as a director of Jiumaojiu (Guangzhou) Holdings Limited, a subsidiary of our Company. As of the Latest Practicable Date, Mr. He held 2.1% of the total issued share capital in MT BVI, which held approximately 2.0% of the total issued share capital in our Company. Mr. He served as the operation director of Guangzhou Jiumaojiu from November 2013 to October 2017. He has extensive experience in both brand and operation management. Before joining our Group, he worked at San Yuan McDonald's from July 1999 to November 2013, and served as an operations manager before leaving San Yuan McDonald's. Mr. He graduated from Guangdong University of Foreign Studies (廣東外語外貿大學) in 1999, specializing in international finance.

截至本報告日期，本公司有四名執行董事及三名獨立非執行董事。彼等的履歷詳情載列如下。

我們的董事

執行董事

管毅宏先生，55歲，為執行董事兼董事會主席。彼亦為我們的控股股東。彼負責制定本公司的整體發展策略及業務計劃，並監督本公司的管理及策略發展。管先生於1995年在海南省海口市開設其第一家麵館，並於2005年創立本集團。管先生在餐飲業擁有豐富經驗。自2005年8月起，他一直擔任本公司的附屬公司廣州九毛九的行政總裁。彼於2005年8月起至2019年5月亦擔任廣州九毛九的董事會主席且自2019年5月起一直為廣州九毛九的執行董事。管先生於1990年獲得天津紡織工學院（現稱天津工業大學）的企業管理學士學位。

何成效先生，47歲，於2020年7月2日獲委任為我們的執行董事及於2024年3月1日獲委任為我們的行政總裁。彼於2013年加入本集團，自2017年11月起擔任本公司附屬公司太二餐飲總經理。彼負責統籌我們各品牌的品牌管理及運營業務。彼亦擔任本集團總裁及本公司附屬公司九毛九（廣州）控股有限公司董事。截至最後可行日期，何先生持有MT BVI已發行股本總額的2.1%，而該公司持有本公司已發行股本總額的約2.0%。何先生於2013年11月至2017年10月出任廣州九毛九運營總監。彼在品牌及運營管理方面擁有豐富經驗。於加入本集團之前，彼曾於1999年7月至2013年11月在三元麥當勞工作並於彼離開三元麥當勞前曾擔任運營經理。何先生於1999年畢業於廣東外語外貿大學，主修國際金融。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Ms. CUI Longyu (崔弄宇), aged 50, was appointed as our Director on May 22, 2019, and was redesignated as an executive Director on December 6, 2019. She is responsible for overseeing the supply chain and human resource management of our Group. She has also been appointed as the vice president of our Group with effect from May 1, 2020. As of the Latest Practicable Date, Ms. Cui held 1.7% of the total issued share capital in MT BVI, which held approximately 2.0% of the total issued share capital in our Company. She has been the director of human resources of Guangzhou Jiumaojiu since joining the company in December 2014 and served as a director of Guangzhou Jiumaojiu from November 2018 to May 2019. Before that, she worked as the senior brand manager at McDonald (China) Co., Ltd. (麥當勞(中國)有限公司), an international fast food franchise, from 2013 to 2014 and the operation manager at Guangdong San Yuan McDonald Food Co., Ltd. (廣東三元麥當勞食品有限公司) ("San Yuan McDonald's"), a McDonald's franchised business, from 1997 to 2012. Ms. Cui obtained a higher diploma in secretary and public relations from Guangzhou University (廣州大學) in 1996.

Mr. SU Danman (蘇淡滿), aged 37, was appointed as an executive Director, chief financial officer and the joint company secretary of the Company on June 9, 2023. He joined the Group on April 22, 2019 as the financial controller of the Group. Mr. Su has extensive experience in auditing, accounting, taxation and financial controlling. Prior to joining the Group, he worked as an auditor, assistant manager and audit manager at KPMG Huazhen LLP Guangzhou Branch from September 2011 to April 2019. Mr. Su graduated from Guangdong University of Foreign Studies in June 2011 with a double bachelor's degree in Economics and Management. He is also a member of the Chinese Institute of Certified Public Accountants and a member of the China Certified Tax Agents Association.

崔弄宇女士，50歲，於2019年5月22日獲委任為我們的董事，並於2019年12月6日調任為執行董事。彼負責監督本集團的供應鏈及人力資源管理。彼亦獲委任為本集團的副總裁，自2020年5月1日起生效。截至最後可行日期，崔女士持有MT BVI已發行股本總額的1.7%，而該公司持有本公司已發行股本總額的約2.0%。自2014年12月加入廣州九毛九以來，彼一直擔任廣州九毛九的人力資源總監，並自2018年11月至2019年5月擔任廣州九毛九董事。在此之前，彼曾於2013年至2014年擔任國際快餐加盟品牌麥當勞(中國)有限公司的高級品牌經理，自1997年至2012年在麥當勞的加盟企業廣東三元麥當勞食品有限公司(「三元麥當勞」)擔任運營經理。崔女士於1996年自廣州大學獲得秘書及公共關係高級文憑。

蘇淡滿先生，37歲，於2023年6月9日獲委任為本公司的執行董事、首席財務官及聯席公司秘書。彼於2019年4月22日加入本集團，擔任本集團財務總監。蘇先生於審計、會計、稅務及財務控制方面擁有豐富經驗。加入本集團之前，彼於2011年9月至2019年4月在畢馬威華振會計師事務所(特殊普通合夥)廣州分所擔任審計師、助理經理及審計經理。蘇先生於2011年6月畢業於廣東外語外貿大學，獲經濟學及管理學雙學士學位。彼亦為中國註冊會計師協會會員及中國註冊稅務師協會會員。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Independent Non-executive Directors

Ms. TANG Zhihui (唐智暉), aged 56, was appointed as an independent non-executive Director on April 16, 2021. She is primarily responsible for providing independent advice and judgment to the Board. She has extensive experience in human resource management and held various senior level positions in listed companies. She previously served as a vice president of JD.com, Inc. (NASDAQ: JD) from 2014 to 2017 responsible for human resources function and as a vice president of Renren Inc. (NYSE: RENN) from 2007 to 2013 responsible for human resources function. Ms. Tang obtained a bachelor of arts degree from Wuhan University in July 1990.

Ms. ZHU Rui (朱睿), aged 50, was appointed as an independent non-executive Director on April 16, 2021. She is primarily responsible for providing independent advice and judgment to the Board. She has extensive knowledge in branding, consumer behavior, consumer information processing and psychology and corporate social responsibility. Ms. Zhu has been a Professor of Marketing of Cheung Kong Graduate School of Business and a Director of the Social Innovation and Business for Good Centre of Cheung Kong Graduate School of Business from 2013 to present. Prior to that, Ms. Zhu was an associate professor at the University of British Columbia, Canada, from 2005 to 2013 and an assistant professor at Rice University, the United States, from 2003 to 2005. Ms. Zhu received her Ph.D. in Business Administration from University of Minnesota, the United States, in 2003. Ms. Zhu has been appointed as an independent director of ATRenew Inc. (a company listed on The New York Stock Exchange, NYSE: RERE) in May 2022 and an independent non-executive director of Yankuang Energy Group Company Limited (a company dually listed on Stock Exchange (stock code: 1171) and the Shanghai Stock Exchange (stock code: 600188) in June 2023.

Ms. WANG Xiaomei (王曉梅), aged 46, was appointed as an independent non-executive Director on June 6, 2024. She is primarily responsible for providing independent advice and judgment to the Board. She has extensive experience in accounting and auditing. Ms. Wang has been a founder and the managing partner of Guangzhou Ray Consulting Co., Ltd. (廣州睿鋒諮詢有限公司) since February 2019. Prior to that, Ms. Wang was a chief financial officer of Guangzhou Cool Trip Travel Agency Co., Ltd. (廣州酷旅旅行社有限公司) from April 2016 to September 2018. From July 2000 to March 2016, Ms. Wang worked at the Guangzhou branch of KPMG Huazhen LLP (畢馬威華振會計師事務所(特殊普通合夥)) and her last position was a partner. Ms. Wang graduated with a bachelor of economics degree, specializing in international finance, from the Guangdong University of Foreign Studies (廣東外語外貿大學) in June 2000. She is also a member of the Association of Chartered Certified Accountants and a senior member of the Chinese Institute of Certified Public Accountants.

獨立非執行董事

唐智暉女士，56歲，於2021年4月16日獲委任為獨立非執行董事。彼主要負責為董事會提供獨立意見及判斷。彼於人力資源管理方面擁有豐富經驗，並曾於上市公司擔任多個高級職位。彼曾於2014年至2017年擔任京東集團股份有限公司（納斯達克：JD）的副總裁，主管人力資源，並於2007年至2013年擔任人人公司（紐約證券交易所：RENN）的副總裁，主管人力資源。唐女士於1990年7月獲得武漢大學文學學士學位。

朱睿女士，50歲，於2021年4月16日獲委任為獨立非執行董事。彼主要負責為董事會提供獨立意見及判斷。彼於品牌、消費者行為、消費者信息處理及心理學以及企業社會責任方面擁有豐富知識。朱女士自2013年至今擔任長江商學院市場營銷學教授及長江商學院社會創新與品牌研究中心主任。在此之前，朱女士於2005年至2013年為加拿大英屬哥倫比亞大學的副教授，並於2003年至2005年為美國萊斯大學的助理教授。朱女士於2003年獲得美國明尼蘇達大學的工商管理博士學位。朱女士於2022年5月獲委任為ATRenew Inc.（一間於紐約證券交易所上市的公司，紐約證券交易所：RERE）的獨立董事及於2023年6月獲委任為兗礦能源集團股份有限公司（一間於聯交所（股份代號：1171）及上海證券交易所（股份代碼：600188）雙重上市的公司）的獨立非執行董事。

王曉梅女士，46歲，於2024年6月6日獲委任為獨立非執行董事。彼主要負責為董事會提供獨立意見及判斷。彼於會計及審計方面擁有豐富經驗。王女士自2019年2月起成為廣州睿鋒諮詢有限公司的創辦人及管理合夥人。在此之前，王女士於2016年4月至2018年9月擔任廣州酷旅旅行社有限公司的首席財務官。王女士於2000年7月至2016年3月任職於畢馬威華振會計師事務所（特殊普通合夥）廣州分所，最後職務為合夥人。王女士於2000年6月畢業於廣東外語外貿大學，獲得國際金融專業經濟學學士學位。彼亦為特許公認會計師公會會員及中國註冊會計師協會資深會員。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

SENIOR MANAGEMENT

Mr. GUAN Yihong (管毅宏), aged 55, is also our chairman of the Board and our controlling shareholder. See the paragraph headed "Executive Directors" for his biography.

Mr. HE Chengxiao (何成效), aged 47, is also our Chief Executive Officer and our president. See the paragraph headed "Executive Directors" for his biography.

Ms. CUI Longyu (崔弄宇), aged 50, is also our vice president. See the paragraph headed "Executive Directors" for her biography.

Mr. SU Danman (蘇淡滿), aged 37, is also our chief financial officer. See the paragraph headed "Executive Directors" for his biography.

Mr. HU Zhonghua (胡中華), aged 46, joined our Group on September 20, 2008 and has been the director of development of Guangzhou Jiumaojiu since January 1, 2014 and is primarily responsible for overseeing the restaurant expansion and development. As of the Latest Practicable Date, Mr. Hu held 2.9% of the total issued share capital in MT BVI, which held approximately 2.0% of the total issued share capital in our Company. Mr. Hu graduated from Hunan Construction Materials College (湖南建材高等專科學校), now known as Hunan Institute of Technology (湖南工學院), in 2003.

Ms. ZHAO Yuanyuan (趙媛媛), aged 44, has been the director of the public affairs department and the assistant to the chairman of the Board of the Group since she joined the Group on July 2, 2018. She has also been appointed as the vice president of the Group since February 9, 2021 and is responsible for the management of the public affairs department of the Group. Prior to joining our Group, she has extensive work experience in public relations and corporate affairs. She worked at Inner Mongolia Yili Industrial Group Co., Ltd. ("Yili Group"), a dairy product manufacturer listed on the Shanghai Stock Exchange (stock code: 600887), from October 2005 to June 2018. Prior to her departure from Yili Group, she was the head of the corporate affairs department of the liquid milk business division, responsible for external affairs, crisis management and risk investigation of the corporate. Ms. Zhao obtained a bachelor's degree in biological education from Heilongjiang University in 2004 and received a postgraduate diploma in integrated and practicing management from The University of Hong Kong in 2021. Ms. Zhao completed and obtained the Executive Master of Business Administration (EMBA) from Tsing Hua University in 2024.

高級管理層

管毅宏先生，55歲，亦為董事會主席及控股股東。有關其簡歷詳情請參閱「執行董事」一段。

何成效先生，47歲，亦為行政總裁兼總裁。有關其簡歷詳情請參閱「執行董事」一段。

崔弄宇女士，50歲，亦為副總裁。有關其簡歷詳情請參閱「執行董事」一段。

蘇淡滿先生，37歲，亦為首席財務官。有關其簡歷詳情請參閱「執行董事」一段。

胡中華先生，46歲，於2008年9月20日加入本集團，並自2014年1月1日起一直擔任廣州九毛九開發總監，主要負責監督餐廳擴張及發展。截至最後可行日期，胡先生持有MT BVI已發行股本總額的2.9%，而該公司持有本公司已發行股本總額的約2.0%。胡先生於2003年畢業於湖南建材高等專科學校（現稱湖南工學院）。

趙媛媛女士，44歲，自2018年7月2日加入本集團起，擔任本集團公共事務部總監及董事長助理。彼亦自2021年2月9日起獲委任為本集團的副總裁，負責本集團公共事務部的管理工作。在加入本集團前，彼於公共關係、企業事務領域有資深的從業經驗。於2005年10月至2018年6月彼就職於內蒙古伊利實業集團股份有限公司（「伊利集團」，於上海證券交易所上市的乳製品製造商（股份代碼：600887））。彼於離開伊利集團前曾擔任液態奶事業部企業事務部負責人，從事企業對外事務、危機工作處理、風險排查工作。趙女士於2004年獲得黑龍江大學生物教育學士學位，於2021年獲得香港大學整合實效管理研究生文憑。趙女士於2024年完成並獲得清華大學授予的高級管理人員工商管理碩士（EMBA）學位。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. Li Jiajun (李嘉俊), aged 38, joined our Group in October 2015 and previously served as the head of training, human resources, operations, and customer experience at Tai Er Catering, a subsidiary of our Company. He has been our Group's head of the engineering center since March 2021, and head of the information center since April 2024. Mr. Li graduated from Chongqing Normal University in 2009.

Joint Company Secretaries

Mr. SU Danman (蘇淡滿), aged 37, is also one of our joint company secretaries and our Authorized Representative. See the paragraph headed "Executive Directors" for his biography. As disclosed in the announcement of the Company dated June 21, 2023, the Stock Exchange has granted the Company a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules in respect of the eligibility of Mr. Su to act as one of the joint company secretaries of the Company (the "**Joint Company Secretary**") for an initial three-year period commencing from June 9, 2023 (being the date of the Mr. Su's appointment as the Joint Company Secretary) to June 8, 2026.

Ms. LEUNG Kwan Wai (梁君慧), is a Senior Manager of Company Secretarial Services of Tricor Services Limited. She has over 15 years of experience in the corporate secretarial field and is familiar with the Listing Rules, the Companies Ordinance as well as compliance work for offshore companies. Ms. Leung obtained her master's degree in Corporate Governance from Hong Kong Metropolitan University (formerly 'The Open University of Hong Kong') in November 2013. Ms. Leung is a Chartered Secretary, a Chartered Governance Professional and an Associate of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

李嘉俊先生，38歲，於2015年10月加入本集團，並曾擔任本公司附屬公司太二餐飲的訓練、人事、運營、顧客體驗負責人。他自2021年3月擔任本集團工程中心負責人，並自2024年4月擔任集團信息中心負責人。李先生於2009年畢業於重慶師範大學。

聯席公司秘書

蘇淡滿先生，37歲，亦為聯席公司秘書之一及授權代表。有關其簡歷詳情請參閱「執行董事」一段。誠如本公司日期為2023年6月21日的公告所披露，聯交所已向本公司就蘇先生擔任本公司聯席公司秘書（「**聯席公司秘書**」）之一的資格授出豁免嚴格遵守上市規則第3.28及8.17條的規定，豁免初步自2023年6月9日（即蘇先生獲委任為聯席公司秘書的日期）起至2026年6月8日止為期三年。

梁君慧女士，為卓佳專業商務有限公司公司秘書服務高級經理。彼在公司秘書領域擁有超過15年經驗，並熟悉上市規則、公司條例及離岸公司的合規工作。梁女士於2013年11月取得香港都會大學（前稱「香港公開大學」）企業管治碩士學位。梁女士為特許秘書、特許企業管治專業人員以及香港公司治理公會及英國特許公司治理公會會士。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Board recognizes the importance of good corporate governance to the Company's healthy growth and has devoted considerable efforts to formulating and implementing corporate governance practices appropriate to the Company's needs. The Company has adopted the principles and code provisions of the CG Code as the basis of the Company's corporate governance practices.

During the year ended December 31, 2024, the Company has complied with all applicable code provisions as set out in the CG Code save for the deviations from code provision C.2.1 which are explained in the relevant paragraphs of this Corporate Governance Report.

The Company will continue to review and monitor its corporate governance practices to ensure compliance with the CG Code. Key corporate governance principles and practices of the Company are summarized below.

THE BOARD

Responsibilities, Accountabilities and Contributions of the Board

Direction and control of Company business are vested in the Board. The Board establishes policies, strategies and plans for the development of Company business, and provides leadership in the creation of value for Shareholders. All Directors have carried out their duties in good faith, have been in compliance with applicable laws and regulations, have taken decisions objectively and have acted in the interests of the Company and its shareholders at all times. The Directors shall disclose to the Company details of other offices held by them.

The Board takes responsibility for all major matters of the Company, including approval and monitoring of all policy matters, overall strategies and budgets, risk management and internal control systems, material transactions (particularly those involving conflict of interests), financial information, appointment of Directors and other significant financial and operational matters.

The Board regularly reviews the contribution required from a Director to perform his/her responsibilities to the Company, and whether the Director is spending sufficient time performing them.

企業管治常規

董事會深知良好的企業管治對本公司穩健發展的重要性，並致力制訂及實施配合本公司需要的企業管治常規。本公司已採納企業管治守則的原則及守則條文作為本公司企業管治常規的基礎。

於截至2024年12月31日止年度，本公司已遵守企業管治守則所載全部適用守則條文，惟守則條文第C.2.1條的偏離情況除外，偏離情況於本企業管治報告的有關段落作出解釋。

本公司將繼續檢討及監督其企業管治常規，以確保遵守企業管治守則。下文概述本公司的主要企業管治原則及常規。

董事會

董事會責任、問責及貢獻

董事會負責本公司業務的發展方向及控制。董事會為本公司業務的發展制定政策、策略及計劃，引領達致為股東創造價值的目標。所有董事始終遵照適用法律及法規真誠地履行職責，作出客觀決策及以本公司及其股東利益行事。董事須向本公司披露其所擔任的其他職位的詳情。

董事會負責本公司所有重要事項，包括批准及監控所有政策事宜、整體策略及預算、風險管理及內部監控系統、重大交易（特別是涉及利益衝突的交易）、財務資料、委任董事及其他重要財務及營運事宜。

董事會定期檢討董事就履行其對本公司的責任所需作出的貢獻及是否付出足夠時間履行責任。

CORPORATE GOVERNANCE REPORT

企業管治報告

The day-to-day management, administration and operation of the Company are led by the Board and senior management of the Company. The Board has delegated a schedule of responsibilities to the management for implementing Board decisions, and directing and coordinating the daily operation and management of the Company. The Board reviews the delegated functions and work tasks regularly. The management has to obtain Board approval prior to entering into any significant transactions.

If a substantial shareholder or a Director has a potential conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the relevant Director shall abstain from voting and a Board meeting attended by independent non-executive Directors who, and whose close associates, have no material interest in the matter shall be held to discuss and vote on the same.

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

Board Composition

The composition of the Board during the year ended December 31, 2024 and up to the Latest Practicable Date is as follows:

Executive Directors

Mr. Guan Yihong (*Chairman of the Board*)⁽¹⁾
Mr. He Chengxiao (*Chief Executive Officer*)⁽¹⁾
Ms. Cui Longyu
Mr. Su Danman

Independent Non-executive Directors

Ms. Tang Zhihui
Ms. Zhu Rui
Ms. Wang Xiaomei⁽²⁾
Mr. Deng Tao⁽²⁾

⁽¹⁾ With effect from March 1, 2024, Mr. He Chengxiao was appointed as the chief executive officer and Mr. Guan Yihong ceased to be the chief executive officer.

⁽²⁾ With effect from June 6, 2024, Mr. Deng Tao retired as an independent non-executive Director and Ms. Wang Xiaomei was appointed as an independent non-executive Director.

Ms. Wang Xiaomei was appointed as an independent non-executive Director with effect from June 6, 2024. She had obtained the legal advice referred to in Rule 3.09D of the Listing Rules on June 4, 2024 and confirmed that she understood her obligations as a Director of the Company.

本公司的日常管理、行政及經營乃由董事會及本公司高級管理層領導。董事會對管理層委以各項職責，以執行董事會決策及指導及協調本公司的日常運營及管理。董事會定期檢討所指派的職責及工作。在訂立任何重大交易前，管理層必須取得董事會批准。

倘一名主要股東或一名董事在董事會將予考慮的事項中存有董事會認為重大的潛在利益衝突，相關董事須放棄表決，且本公司須舉行董事會會議，出席的獨立非執行董事及其緊密聯繫人須在事項中沒有重大利益，以就相關事宜進行討論及投票。

本公司已就董事因公司業務而面對的任何法律訴訟的相關責任為董事作適當投保。投保範圍將每年檢討一次。

董事會成員組成

截至2024年12月31日止年度及直至最後可行日期，董事會成員組成如下：

執行董事

管毅宏先生 (*董事會主席*)⁽¹⁾
何成效先生 (*行政總裁*)⁽¹⁾
崔弄宇女士
蘇淡滿先生

獨立非執行董事

唐智暉女士
朱睿女士
王曉梅女士⁽²⁾
鄧濤先生⁽²⁾

⁽¹⁾ 自2024年3月1日起，何成效先生獲委任為行政總裁，而管毅宏先生不再擔任行政總裁。

⁽²⁾ 自2024年6月6日起，鄧濤先生退任獨立非執行董事，而王曉梅女士獲委任為獨立非執行董事。

王曉梅女士自2024年6月6日起獲委任為獨立非執行董事。彼已於2024年6月4日取得上市規則第3.09D條所規定的法律意見，並已確認明白彼作為本公司董事的責任。

CORPORATE GOVERNANCE REPORT

企業管治報告

The list of Directors (by category) is also disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time. The independent non-executive Directors are expressly identified in all corporate communications pursuant to the Listing Rules.

The biographical details of the Directors and the relationships among the members of the Board are disclosed in the section headed “Directors and Senior Management” in this annual report. To the best knowledge of the Company, there is no other financial, business, family or other material/relevant relationship among the members of the Board.

During the year ended December 31, 2024, the Board at all times met the requirement of the Listing Rules of having a minimum of three independent non-executive Directors (representing at least one-third of the Board) with one of them possessing appropriate professional qualifications or accounting or related financial management expertise.

The composition of the Board reflects the necessary balance of skills and experience appropriate for the business requirement and objectives of the Group and for the exercise of independent judgement.

The Company has received a written annual confirmation from each independent non-executive Director of his/her independence pursuant to the requirements of the Listing Rules. The Company considers all independent non-executive Directors to be independent in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules.

The Company has implementable and effective mechanisms to ensure independent views and input are available to the Board. All Directors have timely access to all relevant information as well as the advice and services of the joint company secretaries and senior management of the Company, with a view to ensuring that Board procedures and all applicable laws and regulations are followed. Any Director may seek independent professional advice in appropriate circumstances at the Company's expenses, upon reasonable request made to the Board. During the year ended December 31, 2024, the Board has reviewed the board independence mechanisms and considered that the implementation of the mechanisms was effective.

上述董事名單（按類別劃分）亦不時於本公司根據上市規則發出的所有企業通訊內作出披露。獨立非執行董事姓名根據上市規則清楚名列於所有企業通訊內。

董事的履歷詳情及董事會成員之間的關係已披露於本年報「董事及高級管理層」一節內。據本公司深知，董事會成員之間並無其他財務、業務、家庭或其他重大／相關關係。

於截至2024年12月31日止年度，董事會一直符合上市規則關於至少須有三名獨立非執行董事（至少佔董事會三分之一），並且其中一名獨立非執行董事須具備適當專業資格或會計或相關財務管理專業資歷的規定。

董事會成員組成反映適合本集團業務需要及目標以及作出獨立判斷所需的技巧及經驗之間必要的平衡。

本公司已接獲各獨立非執行董事根據上市規則的規定發出的年度獨立性確認書。根據上市規則第3.13條所載的獨立性指引，本公司認為所有獨立非執行董事均屬獨立。

本公司設有可執行及有效的機制，以確保董事會獲得獨立意見及建議。全體董事可及時地查詢所有相關資料，以及取得聯席公司秘書及本公司高級管理層的意見及獲得其服務，務求確保遵從董事會程序以及所有適用法例及規例。任何董事均可透過向董事會提出合理要求，在適當的情況下尋求獨立專業意見，費用由本公司支付。於截至2024年12月31日止年度，董事會已檢討董事會獨立性機制，並認為該機制已有效實施。

CORPORATE GOVERNANCE REPORT

企業管治報告

Chairman and Chief Executive

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.

Mr. Guan Yihong is the chairman of the Board and has served as the chief executive officer of the Company up to February 29, 2024. Since the founding of the Group in 2005, Mr. Guan Yihong has been responsible for formulating the overall business development strategies and leading the overall operations, and therefore has been instrumental to the growth and business expansion of the Group. Mr. Guan Yihong's vision and leadership have played a pivotal role in the Group's success and achievements to date, and therefore the Board considers that vesting the roles of chairman and chief executive officer in the same person is beneficial to the management of the Group. The long-serving and outstanding senior management team of the Company and the Board, which comprises experienced and high-caliber individuals, provides a check on the balance of power and authority. The Board comprises four executive Directors (including Mr. Guan Yihong) and three independent non-executive Directors, and therefore has a fairly strong independence element in its composition.

The chairman provides leadership to the Board by ensuring the Board works effectively and discharges its responsibilities in time. The chairman himself, or a Director or a joint company secretary delegated by him, is responsible for drawing up and approving the agenda for each Board meeting. The chairman ensures that good corporate governance practices and procedures are established. The chairman encourages all Directors to make a full and active contribution to the Board's affairs and take the lead to ensure that it acts in the best interests of the Company. The chairman ensures that all Directors receive adequate information to fulfill their duties, which must be accurate, clear, complete and reliable in a timely manner. The chairman ensures effective communication with Shareholders and that views of Shareholders are communicated to the Board as a whole. The chairman promotes a culture of openness and debate by facilitating the effective contribution of nonexecutive Directors in particular and ensures constructive relations between executive and non-executive Directors.

主席及行政總裁

企業管治守則的守則條文第C.2.1條規定主席與行政總裁的角色應有區分，並不應由一人同時兼任。

管毅宏先生為董事會主席及擔任本公司行政總裁至2024年2月29日。自2005年本集團成立以來，管毅宏先生負責制定整體業務發展策略及領導整體營運，因此對本集團的業務增長及業務拓展起到了重要作用。管毅宏先生的遠見卓識及領導能力對本集團迄今為止取得的成功及成就起著至關重要的作用，因此董事會認為將主席及行政總裁的角色歸屬於同一人有利於本集團的管理。本公司資深優秀的高級管理團隊及董事會由經驗豐富的高素質人才組成，能夠實現權力及授權的制衡。董事會由四名執行董事（包括管毅宏先生）及三名獨立非執行董事組成，因此其組成擁有較強的獨立元素。

主席透過確保董事會有效運作並及時履行其職責，為董事會提供領導。主席本人或其授權的董事或聯席公司秘書負責起草及批准每次董事會會議的議程。主席確保建立良好的企業管治常規及程序。主席鼓勵全體董事對董事會事務作出全面而積極的貢獻，並帶頭確保董事會行事符合本公司的最佳利益。主席確保全體董事均能及時獲得足夠的信息以履行其職責，有關信息須準確、清晰、完整及可靠。主席確保與股東進行有效溝通，並將股東意見告知董事會整體。主席透過促進非執行董事的有效貢獻，促進開放及辯論的文化，並確保執行董事與非執行董事之間的建設性關係。

CORPORATE GOVERNANCE REPORT

企業管治報告

In order to comply with code provision C.2.1 of the CG Code, with effect from March 1, 2024, Mr. He Chengxiao, an executive Director, has been appointed as the new chief executive officer of the Company. Mr. Guan remains as an executive Director, the chairman of the Board and the chairman of the nomination committee of the Company. For details, please refer to the announcement of the Company dated February 29, 2024.

Appointment and Re-election of Directors

Each of the executive Directors has entered into a service contract with the Company for a term of three years. The Company has also issued a letter of appointment to each of the independent non-executive Directors for a term of three years. Under the Articles of Association, at each annual general meeting, one-third of the Directors for the time being, or if their number is not three or a multiple of three, 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 least once every three years. The retiring Directors shall be eligible for re-election.

Pursuant to the provisions of the Articles of Association, Mr. Guan Yihong, Ms. Cui Longyu and Ms. Wang Xiaomei shall retire at the AGM and, being eligible, will offer themselves for re-election at the AGM. The Board recommended the re-election of Mr. Guan Yihong and Ms. Cui Longyu as executive Directors and Ms. Wang Xiaomei as independent non-executive Director at the AGM.

The Company's circular, sent together with this annual report, contains detailed information of such retiring Directors as required by the Listing Rules.

Training and Continuing Professional Development of Directors

The Directors keep abreast of regulatory developments and changes and of the conduct, business activities and development of the Company in order to effectively perform their responsibilities.

Every newly appointed Directors has received a comprehensive, formal and tailored induction on his/her appointment to ensure appropriate understanding of the business and operations of the Group and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements. Such induction is normally supplemented with meetings with the senior management of the Company.

為符合企業管治守則的守則條文第C.2.1條，自2024年3月1日起，執行董事何成效先生已獲委任為本公司新的行政總裁。管先生仍擔任本公司執行董事、董事會主席及提名委員會主席。有關詳情，請參閱本公司日期為2024年2月29日的公告。

委任及重選董事

各執行董事均與本公司訂有為期三年的服務合約。本公司亦已向各獨立非執行董事發出為期三年的委任函。根據組織章程細則，於每屆股東週年大會上，當時三分之一（或如董事的人數並非三或三的倍數，則為最接近但不少於三分之一的人數）的董事須輪值退任，而每名董事至少每三年輪值告退一次。退任董事有資格膺選連任。

根據組織章程細則的條文，管毅宏先生、崔弄宇女士及王曉梅女士須於股東週年大會上退任，並符合資格且願意於股東週年大會上膺選連任。董事會建議於股東週年大會上重選管毅宏先生及崔弄宇女士為執行董事及重選王曉梅女士為獨立非執行董事。

與本年報一同寄發的本公司通函根據上市規則規定載有該等退任董事的詳細資料。

董事的培訓及持續專業發展

董事為有效履行其職責，需時刻了解監管發展與變化以及本公司的行為、業務活動及發展。

本公司於每名新委任董事獲委任時向其作出全面、正式及特設的就任導引，確保其適當了解本集團的業務及營運以及完全知悉上市規則及相關法定規定項下的董事責任及義務。有關就任導引一般亦輔以與本公司高級管理層的會議。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. Continuing briefings and professional development for the Directors are arranged whenever necessary. In addition, reading materials relating to the Company's business or Directors' duties and responsibilities, updates on salient laws, corporate governance, regulations applicable to the Group are provided to the Directors from time to time for their studying and reference. All Directors are encouraged to attend relevant training courses at the Company's expenses.

The Directors are required to submit to the Company details of the training they received in each financial year for the Company's maintenance of proper training records of the Directors. During the year ended December 31, 2024, Mr. Guan Yihong, Mr. He Chengxiao, Ms. Cui Longyu, Mr. Su Danman, Ms. Tang Zhihui, Ms. Zhu Rui, Ms. Wang Xiaomei and Mr. Deng Tao attended training sessions on regulatory development, directors' duties or other relevant topics. In addition, relevant reading materials have been provided to the Directors for their studying and reference.

Model Code for Securities Transactions

The Company has adopted the Model Code as the code of conduct regarding the Directors' dealings in the securities of the Company. Having made specific enquiry of all the Directors, all Directors confirmed that they have complied with the provisions of the Model Code during the year ended December 31, 2024.

The Company has also established written guidelines for securities transactions by employees who are likely to be in possession of inside information of the Company (the **"Guidelines for Securities Dealings by Relevant Employees"**) on terms no less exacting than the Model Code. No incident of non-compliance with the Guidelines for Securities Dealings by Relevant Employees by the employees has been noted by the Company.

In case the Company is aware of any restricted period for dealings in the Company's securities, the Company will notify its directors and relevant employees in advance.

董事應參與適當的持續專業發展以建立和更新自身的知識及技能，以確保其對董事會作出有依據並切合需要的貢獻。本公司會在必要時為董事安排持續性簡報及專業發展。此外，董事不時獲提供有關本公司業務或董事職責及責任的閱讀材料、適用於本集團的重要法律、企業管治及法規的最新資料，以供其學習及參考。本公司鼓勵所有董事參加相關培訓課程，費用由本公司承擔。

董事須於各財政年度向本公司提交其已接受的培訓詳情，以令本公司保存董事的適當培訓記錄。於截至2024年12月31日止年度，管毅宏先生、何成效先生、崔弄宇女士、蘇淡滿先生、唐智暉女士、朱睿女士、王曉梅女士及鄧濤先生均已出席有關監管發展、董事職責或其他相關議題的培訓。此外，董事已獲提供相關閱讀資料，以供其學習及參考。

證券交易的標準守則

本公司已採納標準守則作為本公司有關董事證券交易的行為守則。在向全體董事作出詳細的查詢後，全體董事確認，於截至2024年12月31日止年度，彼等已遵守標準守則條文。

本公司亦已就可能掌握有關本公司的內幕消息的相關僱員的證券交易制定條款嚴格程度不遜於標準守則的書面指引（「**相關僱員證券交易指引**」）。本公司並未發現僱員未遵守相關僱員證券交易指引的事件。

倘本公司知悉任何買賣本公司證券的限制期，則本公司將預先知會其董事及相關僱員。

CORPORATE GOVERNANCE REPORT

企業管治報告

Board Practices and Conduct of Meetings

Annual meeting schedules and draft agenda of each meeting are normally made available to the Directors in advance. Notice of a regular Board meeting is served on all the Directors at least 14 days before the meeting. For other Board and committee meetings, reasonable notice is generally given.

Board papers together with all appropriate, complete and reliable information are sent to all Directors at least three days before each Board meeting or committee meeting to keep Directors apprised of the latest development and financial position of the Company and to enable them to make decisions. The Board and each Director also have separate and independent access to the senior management where necessary.

The senior management normally will attend regular Board meetings and where necessary, other Board and committee meetings, to advise on business development, financial and accounting matters, statutory and regulatory compliance, corporate governance and other major aspects of the Company.

The Articles of Association contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at the meetings for approving transactions in which such Directors or any of their associates have a material interest.

The secretary of the meetings is responsible for taking and keeping minutes of all Board meetings and committee meetings. Minutes of Board meetings and committee meetings record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed.

Draft minutes are normally circulated to all the Directors for comment within a reasonable time after each meeting. Final versions of the minutes are sent to the Directors for their records and are open for their inspection.

董事會常規及會議指引

全年會議時間表及每次會議的草擬議程一般會事先向董事提供。定期董事會議通知均至少提前14日送交所有董事。至於其他董事會及委員會會議，在一般情況下亦給予合理通知。

董事會文件連同所有適當、完整及可靠資料於每次董事會會議或委員會會議前至少提前三日寄發予所有董事，以便董事了解本公司最新發展及財政狀況及使董事能夠作出決定。於需要時，董事會及各董事亦可單獨及獨立地聯絡高級管理層。

高級管理層通常會出席定期董事會會議並會在必要時出席其他董事會及委員會會議，以就本公司業務發展、財務及會計事項、遵守法定及監管事宜、企業管治及其他重大事項提供意見。

組織章程細則載有條款，要求有關董事於批准彼等或彼等的任何聯繫人擁有重大利益的交易會議上放棄投票且並不計入會議法定人數。

會議秘書負責所有董事會會議及委員會會議記錄的記錄及保存。董事會會議及委員會會議會議記錄充份詳細記錄會上考慮的事宜及達致的決定，包括董事提出的任何關注事宜或表達的反對意見。

會議記錄草稿通常於會議後一段合理時間內供全體董事傳閱以發表意見。會議記錄的定稿會發送予董事供其記錄，並公開供其查閱。

CORPORATE GOVERNANCE REPORT

企業管治報告

Attendance Records of Directors and Committee Members

The attendance records of each Director at the Board and Board Committee meetings and annual general meeting of the Company held during the year ended December 31, 2024 are set out in the table below:

董事及委員會成員出席記錄

於截至2024年12月31日止年度，各董事於本公司召開的董事會及董事委員會會議以及股東週年大會的出席記錄載於下表：

Attendance/Number of Meetings

出席次數／會議次數

Name of Director	董事姓名	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Annual General Meeting 股東週年大會
Mr. Guan Yihong	管毅宏先生	14/14	–	–	3/3	1/1
Ms. Cui Longyu	崔弄宇女士	14/14	–	–	–	1/1
Mr. He Chengxiao	何成效先生	14/14	–	–	–	1/1
Mr. Su Danman	蘇淡滿先生	14/14	–	2/2	–	1/1
Mr. Deng Tao ⁽¹⁾	鄧濤先生 ⁽¹⁾	8/8	1/1	1/1	3/3	1/1
Ms. Tang Zhihui	唐智暉女士	14/14	2/2	2/2	–	1/1
Ms. Zhu Rui	朱睿女士	14/14	2/2	–	3/3	1/1
Ms. Wang Xiaomei ⁽²⁾	王曉梅女士 ⁽²⁾	6/6	1/1	1/1	–	–

Notes:

- (1) Mr. Deng Tao retired as an independent non-executive Director, the chairman of the Audit Committee, a member of the Remuneration and a member of the Nomination Committee on June 6, 2024. Before his retirement, there were eight Board meetings, one Audit Committee meeting, three Nomination Committee meeting, one Remuneration Committee meeting and an annual general meeting of the Company held during the year ended December 31, 2024.
- (2) Ms. Wang Xiaomei was appointed as an independent non-executive Director, the chairman of the Audit Committee, a member of the Remuneration and a member of the Nomination Committee on June 6, 2024. After her appointment, there were six Board meetings, one Audit Committee meeting and one Remuneration Committee meeting of the Company held during the year ended December 31, 2024.

附註：

- (1) 鄧濤先生於2024年6月6日退任獨立非執行董事兼審核委員會主席、薪酬委員會成員及提名委員會成員。彼退任前，於截至2024年12月31日止年度，本公司已舉行八次董事會會議、一次審核委員會會議、三次提名委員會會議、一次薪酬委員會會議及一次股東週年大會。
- (2) 王曉梅女士於2024年6月6日獲委任為獨立非執行董事兼審核委員會主席、薪酬委員會成員及提名委員會成員。彼獲委任後，本公司於截至2024年12月31日止年度已舉行六次董事會會議、一次審核委員會會議及一次薪酬委員會會議。

In addition, Mr. Guan Yihong, the chairman of the Board, held a meeting with the independent non-executive Directors without the presence of other Directors during the year ended December 31, 2024.

此外，於截至2024年12月31日止年度，管毅宏先生（董事會主席）與獨立非執行董事在其他董事未出席的情況下舉行了一次會議。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES AND CORPORATE GOVERNANCE FUNCTIONS

The Board has established the Audit Committee, the Remuneration Committee and the Nomination Committee for overseeing particular aspects of the Company's affairs. The Board committees have sufficient resources to execute their requisite duties. All the Board committees should report to the Board on their decisions or recommendations made.

Audit Committee

As of December 31, 2024, the Audit Committee comprised three independent non-executive Directors, namely, Ms. Wang Xiaomei (Chairman), Ms. Tang Zhihui and Ms. Zhu Rui. Ms. Wang Xiaomei possesses the appropriate professional qualifications as required under Rule 3.10(2) of the Listing Rules. None of the members of the Audit Committee is a former partner of the Company's existing external auditors.

The main duties of the Audit Committee are to (i) review the financial statements and reports and consider any significant or unusual items raised by the financial officers of the Group or external auditors before submission to the Board; (ii) review and monitor the relationship with the external auditors by referencing to the work performed by the external auditors, their fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of external auditors; (iii) review the Company's financial controls, internal control and risk management systems; and (iv) establish a whistleblowing policy and system for employees and those who deal with the Company to raise concerns in confidence about possible improprieties in any matter related to the Company.

The written terms of reference of the Audit Committee are available on the websites of the Stock Exchange and the Company.

董事委員會及企業管治職能

董事會已設立審核委員會、薪酬委員會及提名委員會，以監督本公司特定方面的事務。董事委員會具有充足資源履行其必要的職責。所有董事委員會應就其所作的決定或所提出的推薦建議向董事會匯報。

審核委員會

截至2024年12月31日，審核委員會由三名獨立非執行董事組成，即王曉梅女士（主席）、唐智暉女士及朱睿女士。王曉梅女士擁有上市規則第3.10(2)條所規定的適當專業資格。概無任何審核委員會成員為本公司現有外聘核數師的前任合夥人。

審核委員會的主要職責為(i)審閱財務報表及報告並考慮由本集團財務管理人員或外聘核數師提出的任何重大或異常項目，並在之後向董事會呈報；(ii)根據外聘核數師的工作、費用及聘用條款，檢討及監督與外聘核數師的關係，並就外聘核數師的委聘、續聘及免職向董事會提出推薦建議；(iii)檢討本公司財務控制、內部監控及風險管理制度；及(iv)制定舉報政策及系統，讓僱員及與本公司有往來者可在保密的情況下就與本公司有關的任何事宜中的可能不當行為提出關注。

審核委員會的書面職權範圍可於聯交所及本公司網站查閱。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the year ended December 31, 2024, the Audit Committee held two meetings to review the annual financial results and report for the year ended December 31, 2023, the interim financial results and report for the six months ended June 30, 2024, major audit findings, significant issues on the financial reporting and compliance procedures, internal control and risk management systems, the effectiveness of the Company's internal audit function, scope of works and re-appointment of external auditors and arrangements for employees to raise concerns about possible improprieties.

The external auditors were invited to attend the Audit Committee meetings without the presence of executive Directors to discuss with the Audit Committee issues arising from the audit and financial reporting matters. There is no disagreement between the Board and the Audit Committee regarding the re-appointment of external auditors.

Remuneration Committee

As of December 31, 2024, the Remuneration Committee comprised two independent non-executive Directors and one executive Director, namely, Ms. Tang Zhihui (Chairman), Mr. Su Danman and Ms. Wang Xiaomei.

The main duties of the Remuneration Committee are to (i) assess performance of executive Directors and approve the terms of executive Directors' service contracts; (ii) review and approve performance-based remuneration by referencing to corporate goals and objectives; (iii) make recommendations to the Board on the Company's remuneration policy and structure and the remuneration packages of Directors and senior management (i.e. the model described in the code provision E.1.2(c)(ii) of the CG Code is adopted); and (iv) establish a formal and transparent procedure for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration, which will be determined with reference to the performance of the individual and the Group as well as market practice and conditions.

The written terms of reference of the Remuneration Committee are available on the websites of the Stock Exchange and the Company.

於截至2024年12月31日止年度，審核委員會舉行了兩次會議，以審閱截至2023年12月31日止年度的年度財務業績及報告、截至2024年6月30日止六個月期間的中期財務業績及報告、主要審核發現、有關財務申報及合規程序的重大事宜、內部監控及風險管理制度、本公司內部審計職能的有效性、外聘核數師的工作範圍及續聘以及供僱員就可能不當行為提出關注的安排。

外聘核數師獲邀出席審核委員會會議（在無執行董事出席的情況下）以便與審核委員會討論因核數及財務申報事宜產生的問題。董事會與審核委員會就外聘核數師的續聘並無意見分歧。

薪酬委員會

截至2024年12月31日，薪酬委員會由兩名獨立非執行董事及一名執行董事組成，即唐智暉女士（主席）、蘇淡滿先生及王曉梅女士。

薪酬委員會的主要職責為(i)評估執行董事表現，並批准執行董事服務合約的條款；(ii)參考公司宗旨及目標，審閱及批准績效薪酬；(iii)就本公司薪酬政策及架構以及董事及高級管理層的薪酬待遇向董事會提供推薦建議（即採納企業管治守則的守則條文第E.1.2(c)(ii)條所述模式）；及(iv)就制定該薪酬政策及架構設立正式且透明的程序，以確保概無董事或其任何聯繫人將參與釐定其本身的薪酬，而其薪酬將參考個人及本集團的表現以及市場慣例及市況而釐定。

薪酬委員會的書面職權範圍可於聯交所及本公司網站查閱。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the year ended December 31, 2024, the Remuneration Committee (i) reviewed and discussed the remuneration policy and structure and the remuneration packages of the Directors and senior management of the Group; and (ii) recommended to the Board on the grant of share options under the Share Option Scheme to the Directors and eligible persons.

Pursuant to code provision E.1.5 of the CG Code, the annual remuneration of the senior management by band for the year ended December 31, 2024 is set out below:

於截至2024年12月31日止年度，薪酬委員會已(i)審閱及討論薪酬政策及架構以及本集團董事及高級管理層的薪酬待遇；及(ii)向董事會推薦建議根據購股權計劃向董事及合資格人士授出購股權。

根據企業管治守則的守則條文第E.1.5條，於截至2024年12月31日止年度，高級管理層成員的年度薪酬範圍列載如下：

Remuneration Band	薪酬範圍	Number of senior management 高級管理層人數
RMB0 to RMB1,000,000	人民幣0元至人民幣1,000,000元	2
RMB1,000,001 to RMB1,500,000	人民幣1,000,001元至人民幣1,500,000元	1
RMB1,500,001 to RMB2,000,000	人民幣1,500,001元至人民幣2,000,000元	1
RMB2,000,001 to RMB2,500,000	人民幣2,000,001元至人民幣2,500,000元	1
RMB2,500,001 to RMB3,000,000	人民幣2,500,001元至人民幣3,000,000元	–
RMB3,000,001 to RMB3,500,000	人民幣3,000,001元至人民幣3,500,000元	2
		7

Details of the remuneration of each director of the Company for the year ended December 31, 2024 are set out in note 7 to the consolidated financial statements contained in this annual report.

本公司各董事於截至2024年12月31日止年度的薪酬詳情載於本年報所載的綜合財務報表附註7。

Nomination Committee

As of December 31, 2024, the Nomination Committee comprised one executive Director and two independent non-executive Directors, namely, Mr. Guan Yihong (Chairman), Ms. Zhu Rui and Ms. Wang Xiaomei.

提名委員會

截至2024年12月31日，提名委員會由一名執行董事及兩名獨立非執行董事組成，即管毅宏先生（主席）、朱睿女士及王曉梅女士。

CORPORATE GOVERNANCE REPORT

企業管治報告

The main duties of the Nomination Committee are to (i) review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and recommend any changes to the Board to complement the Company's corporate strategy; (ii) identify qualified and suitable individuals to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; (iii) assess the independence of independent non-executive directors of the Company, having regard to the requirements under the Listing Rules; and (iv) make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive of the Company.

The Company also recognizes and embraces the benefits of having a diverse Board to enhance its performance and has adopted a Board Diversity Policy aiming to set out the approach to achieve diversity on the Board. The implementation of the policy is monitored by the Nomination Committee. In designing the Board's composition, board diversity has been considered from a number of measurable objectives, including but not limited to gender, age, cultural and educational background, and professional experience. The Nomination Committee shall report its findings and make recommendation to the Board, if any. Such policy and objectives will be reviewed from time to time and at least on an annual basis to ensure their appropriateness in determining the optimum composition of the Board. As of December 31, 2024, the Board has 4 female Directors out of 7 Directors, representing 57.1% of the Board; and 2 of 7 of the senior management of the Group are female, representing 28.6% of the senior management. As of December 31, 2024, the Group had a total of 7,186 female staff out of 20,735 employees, representing 34.7% of the employees of the Group. The Group will continue to take opportunities to increase the proportion of female board members and workforce over time as and when suitable candidates are identified. For further details, please refer to the Environmental, Social and Governance Report of the Company.

提名委員會的主要職責為(i)定期檢討董事會的結構、規模及組成(包括技能、知識及經驗)，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；(ii)物色具備合適資格可加入董事會的人士，並挑選提名有關人士出任董事或就此向董事會提出建議；(iii)參考上市規則的規定，評核本公司獨立非執行董事的獨立性；及(iv)就有關董事委任或重新委任以及董事(尤其是本公司主席及行政總裁)繼任計劃的有關事宜向董事會提出建議。

本公司亦明白並深信董事會成員多元化對提升其表現裨益良多，並已採納董事會成員多元化政策，以制定實現董事會成員多元化的方式。提名委員會負責監督政策實施情況。在設計董事會成員組成時，提名委員會已從多個可計量目標考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景以及專業經驗。提名委員會須向董事會匯報其檢討結果及提出推薦建議(如有)。有關政策及目標將不時及至少每年予以檢討，以確保其用於釐定董事會最佳組成的適切性。截至2024年12月31日，董事會7名董事中有4名為女性董事，佔董事會人數的57.1%；本集團7名高級管理層有2名為女性，佔高級管理層人數的28.6%。截至2024年12月31日，本集團20,735名僱員中有合共7,186名為女性員工，佔本集團僱員人數的34.7%。當物色到合適人選時，本集團將繼續把握機會逐步提高女性董事會成員與員工的比例。進一步詳情，請參閱本公司的環境、社會及管治報告。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the year ended December 31, 2024, the Board has reviewed the Board Diversity Policy and considered that the implementation of the policy was effective.

The Company has also adopted the Procedures for the Nomination Committee to nominate to the Board a person as Director which sets out the criteria and process of selection and performance evaluation, and provides guidance to the Board on nomination and appointment of directors of the Company. The Board believes that the defined selection process is good for corporate governance in ensuring the Board continuity and appropriate leadership at Board level, and enhancing better Board effectiveness and diversity as well as in compliance with the applicable rules and regulations.

In identifying and selecting suitable candidates for directorship, the Nomination Committee would consider the candidate's character including integrity, honesty and fairness, backgrounds and qualifications including professional qualifications, skills, knowledge, experience, independence and other relevant criteria necessary to complement the corporate strategy and achieve board diversity, where appropriate, before making recommendation to the Board. The Nomination Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, referral by other members of the management and external recruitment agents.

The written terms of reference of the Nomination Committee are available on the websites of the Stock Exchange and the Company.

During the year ended December 31, 2024, the Nomination Committee reviewed the structure, size and composition of the Board to ensure that it has a balance of expertise, skills and experience appropriate to the requirements for the business of the Group and reviewed the Board diversity policy; considered and recommended the re-election of the retiring Directors standing for re-election at the 2024 annual general meeting; assessed the independence of the independent non-executive Directors; and considered and recommended the appointment of Ms. Wang Xiaomei as an independent non-executive Director.

於截至2024年12月31日止年度，董事會已審閱董事會成員多元化政策，並認為該政策已有效實施。

本公司亦已採納有關提名委員會向董事會提名人士作為董事的程序，其中載列甄選標準及流程以及表現評估，並為董事會就提名及委任本公司董事提供指引。董事會認為，清晰的篩選程序對企業管治有利，能夠確保董事會的持續性及維持其合適的領導角色，並提升董事會的效率及多元化，以及遵守適用的法律及法規。

於物色及選擇合適的董事候選人時，提名委員會向董事會作出建議前會考慮候選人的品格（包括正直、誠實及公平）、背景及資歷（包括專業資格、技能、知識、經驗、獨立性）及其他可配合企業策略及達致董事會成員多元化（倘合適）的相關必要條件。提名委員會及／或董事會可經各種不同途徑甄選董事候選人，包括但不限於內部晉升、調職、經管理層其他成員引薦及外部招聘代理推薦。

提名委員會的書面職權範圍可於聯交所及本公司網站查閱。

於截至2024年12月31日止年度，提名委員會檢討董事會的結構、規模及組成，確保其有均衡的專業知識、技能及經驗，以迎合本集團的業務需求並檢討董事會成員多元化政策；考慮及推薦建議於2024年股東週年大會上重選退任董事；評估獨立非執行董事的獨立性；以及考慮及推薦建議委任王曉梅女士為獨立非執行董事。

CORPORATE GOVERNANCE REPORT

企業管治報告

Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision A.2.1 of the CG Code.

During the year ended December 31, 2024, the Board has reviewed the Company's corporate governance policies and practices, the training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance with the Model Code and the Guidelines for Securities Dealings by Relevant Employees, and the Company's compliance with the CG Code and the disclosure in this Corporate Governance Report.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the financial statements of the Company for the year ended December 31, 2024.

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, inside information announcements and other disclosures required under the Listing Rules and other statutory and regulatory requirements. The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval. The management provides all members of the Board with monthly updates on the Company's performance, positions and prospects.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

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

企業管治職能

董事會負責履行企業管治守則守則條文第A.2.1條所載的職能。

於截至2024年12月31日止年度，董事會檢討本公司的企業管治政策及常規、董事和高級管理層的培訓及持續專業發展、本公司政策及常規有否遵守法律和監管規定、有否遵守標準守則和相關僱員證券交易指引，以及本公司有否遵守企業管治守則及於本企業管治報告中作出的披露。

董事有關財務報表的財務申報責任

董事確認其有責任編製本公司截至2024年12月31日止年度的財務報表。

董事會負責對年報及中期報告、內幕消息公佈及上市規則及其他法定及監管要求規定的其他披露作出平衡、清晰而可理解的評估。管理層已向董事會提供就令董事會能夠對提交供董事會批准的本公司財務報表作出知情評估而言屬必要的解釋及資料。管理層每月向所有董事會成員提供有關本公司表現、狀況及前景的最新資料。

董事並不知悉任何可能令本公司的持續經營能力產生重大疑問的事件或情況相關的重大不確定因素。

本公司獨立核數師就其對綜合財務報表的申報責任的聲明載於本年報獨立核數師報告內。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROLS

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

The Board is fully responsible for evaluating and determining the nature and extent of the risks it is willing to take to achieve the Company's strategic objectives, and for establishing and maintaining appropriate and effective risk management and internal control systems to safeguard Shareholders' investments and the Group's assets.

The Audit Committee assists the Board in overseeing the design and implementation of the risk management and internal control systems. The Company has developed and adopted different risk management procedures and guidelines. Self-evaluation would be conducted each year to confirm that the Company has properly complied with the risk management and internal control policy. All divisions would conduct internal control assessment to identify risks factors with potential impact on the Group's business. The management would assess the likelihood of risk occurrence, monitor the progress of risk management and report to the Board and the Audit Committee on the findings and effectiveness of the systems.

The Group has developed its disclosure policy to provide a general guide to the Company's directors, officers, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries.

The Company has recruited experienced personnel for providing the internal audit function and performing independent review of the adequacy and effectiveness of the risk management and internal control systems. The internal audit function examined key issues in relation to the accounting practices and all material controls and provided its findings and recommendations for improvement to the Audit Committee. The Company has also engaged an external professional firm to provide an ongoing review of the Group's execution and launch of its procurement system in order to identify, evaluate and manage significant risks, including ongoing review of the segregation of duties, enhancement of the organizational structures, fine-tuning of the standard operating procedures, goal settings, KPI management as well as provide training and updates to shape the continuing improvements.

風險管理及內部監控

董事會深明其對風險管理及內部監控系統以及持續檢討其有效性的責任。有關系統旨在管理而非消除與未能達致業務目標相關的風險，且僅會就避免重大錯誤陳述或損失作出合理保證而非絕對保證。

董事會全面負責評估及釐定為達成本公司戰略目標所願承擔的風險性質及程度，以及制訂及維持適當有效的風險管理及內部監控系統，以保障股東的投資及本集團的資產。

審核委員會協助董事會監督風險管理及內部監控系統的設計及執行。本公司已制定及採納不同的風險管理程序及指引。本公司每年進行內部評估，確定本公司已妥善遵守風險管理及內部監控政策。所有部門將進行內部監控評估，以發現對本集團業務存在潛在影響的風險因素。管理層將評估發生風險的可能性、監察風險管理進度以及向董事會及審核委員會報告有關結果及系統的成效。

本集團已制定其披露政策，向本公司董事、職員、高級管理層及相關僱員提供處理機密資料、監察信息披露及回應查詢的一般指引。

本公司已聘請有經驗人士提供內部審核職能並就風險管理及內部監控系統是否足夠及其成效進行獨立審閱。內部審核職能已審查與會計常規及所有重大監控相關的關鍵事宜，並向審核委員會提供其審查發現及改進建議。本公司亦已委聘外部專業公司持續審查本集團採購系統的執行及推行，以識別、評估及管理重大風險，包括持續審查權責分工、完善組織架構、完善標準營運程序、設立目標、主要表現指標管理，以及提供培訓及最新資料，以作持續改進。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board, as assisted by the Audit Committee and the management, has reviewed the report from the management and the internal audit findings, and reviewed the effectiveness of the risk management and internal control systems of the Group, including the financial, operational and compliance controls for the year ended December 31, 2024. The annual review also covered areas on the adequacy of resources, staff qualifications and experience, training programs and budget of the Company's accounting, internal audit and financial reporting functions as well as those relating to the Company's environmental, social and governance performance and reporting. The Board considered that such systems are adequate and effective and ongoing review of the same nature would be conducted in subsequent years.

EXTERNAL AUDITORS AND AUDITORS' REMUNERATION

The statement of the external auditors of the Company about their reporting responsibilities for the Company's financial statements for the year ended December 31, 2024 is set out in the section headed "Independent Auditor's Report" in this annual report.

The external auditor of the Company will be invited to attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditor's report and auditor's independence.

During the year ended December 31, 2024, the remuneration paid/payable to the Company's external auditors, KPMG, is set out below:

董事會已於審核委員會及管理層的協助下審閱管理層報告及內部審計結果，並審查本集團風險管理及內部監控系統的有效性，包括於截至2024年12月31日止年度的財務、營運及合規監控。年度審閱亦涵蓋本公司會計、內部審核及財務申報職能方面以及與本公司環境、社會及管治表現及報告相關者的資源、員工資格及經驗、培訓課程及預算的充足性。董事會認為，該制度充分且有效，隨後年度將進行相同性質的持續審查。

外聘核數師及核數師的薪酬

本公司外聘核數師就其對本公司截至2024年12月31日止年度的財務報表的申報責任的聲明，載於本年報「獨立核數師報告」一節。

本公司外聘核數師將獲邀出席股東週年大會，以解答有關審核的執行、核數師報告的編製及內容及核數師獨立性的問題。

於截至2024年12月31日止年度，本公司已付／應付予外聘核數師畢馬威會計師事務所的薪酬載列如下：

Nature of Services		服務性質	Remuneration (RMB'000) 薪酬(人民幣千元)
Audit services		審計服務	2,750
Non-audit services (Note)		非審計服務(附註)	944
TOTAL:		總計	3,694

Note: The non-audit services provided mainly included review of interim results and tax consultation services.

附註：已提供的非審計服務主要包括中期業績審閱及稅項諮詢服務。

CORPORATE GOVERNANCE REPORT

企業管治報告

JOINT COMPANY SECRETARY

Ms. Leung Kwan Wai was appointed as joint company secretary of the Company and Mr. Matthew Mo Kan Tsui resigned as joint company secretary of the Company with effect from July 5, 2024.

Mr. Su Danman and Ms. Leung Kwan Wai, being the joint company secretaries of the Company, report to the chairman of the Board and are responsible for advising the Board on corporate governance matters and ensuring that the Board policies and procedures, as well as the applicable laws, rules and regulations are followed. Mr. Su Danman is Ms. Leung's primary corporate contact person at the Company.

Mr. Su Danman and Ms. Leung Kwan Wai have taken not less than 15 hours of relevant professional training and comply with the requirement under Rule 3.29 of the Listing Rules for the year ended December 31, 2024.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company believes that effective communication with Shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Company also recognizes the importance of transparency and timely disclosure of corporate information, which will enable Shareholders and investors to make the best investment decisions.

The Company maintains a website at "www.jiumaojiu.com" as a communication platform with shareholders and investors, where information and updates on the Group's business operations, developments and financial information are available for public access.

The general meetings of the Company provide an opportunity for communication between the Board and the Shareholders. The chairman of the Board as well as chairmen of the Audit Committee, Remuneration Committee and Nomination Committee and, in their absence, other members of the respective committees, are available to answer questions at general meetings. The chairman of a meeting will provide the detailed procedures for conducting a poll and answer any questions from the Shareholders on voting by poll. A notice to Shareholders is sent by the Company at least 21 days before the annual general meeting and at least 14 days before all other general meetings.

聯席公司秘書

梁君慧女士獲委任為本公司聯席公司秘書，而崔慕勤先生辭任本公司聯席公司秘書，均自2024年7月5日起生效。

蘇淡滿先生及梁君慧女士（即本公司的聯席公司秘書）向董事會主席匯報及負責就企業管治事宜向董事會提供意見，並確保本公司遵從董事會政策及程序、以及適用法例、規則及規例。蘇淡滿先生為梁女士於本公司的主要企業聯繫人。

於截至2024年12月31日止年度，蘇淡滿先生及梁君慧女士已接受不少於15小時的相關專業培訓，並遵守上市規則第3.29條的規定。

與股東及投資者溝通

本公司相信，與股東有效溝通對加強投資者關係及讓投資者了解本集團業務表現和策略至為重要。本公司亦深知公司資料透明與及時披露的重要性，以便令股東及投資者作出最佳投資決定。

本公司設有網站「www.jiumaojiu.com」作為與股東及投資者溝通的平台，讓公眾人士得悉本集團業務營運及發展的資料及最新資料以及財務資料。

本公司股東大會為董事會與股東提供溝通機會。董事會主席以及審核委員會、薪酬委員會以及提名委員會的主席，以及（如彼等缺席）各個委員會的其他成員可於股東大會上回答提問。會議主席將提供進行投票的詳細程序及就投票表決回答股東的任何提問。本公司於股東週年大會前至少21日及所有其他股東大會前至少14日向股東寄發通知。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company continues to enhance communications and relationships with its investors. Designated senior management maintains regular dialogue with institutional investors and analysts to keep them posted of the Company's developments.

SHAREHOLDER RIGHTS

As one of the measures to safeguard Shareholders' interests and rights, separate resolutions are proposed at Shareholders' meetings for each substantially separate issue, including the election of individual Directors, for Shareholders' consideration and voting. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and the poll voting results will be posted on the websites of the Stock Exchange and the Company immediately after the relevant general meetings.

Procedures for Shareholders to Convene an Extraordinary General Meeting

Pursuant to the Articles of Association, any one or more Shareholders 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 either of the joint company secretaries of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition.

Procedures for Shareholders to Put Forward Proposals at General Meetings

There is no provision allowing the Shareholders to move new resolutions at general meetings under the Companies Act or the Articles of Association. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

本公司不斷提升與其投資者的溝通及關係。指定的高級管理層與機構投資者及分析師維持定期溝通，令其得悉本公司的發展。

股東權利

作為保障股東權益及權利的一項措施，本公司就每個實質上獨立的事項（包括選舉個別董事）在股東大會上均單獨提呈決議案，以供股東考慮及投票。根據上市規則，所有向股東大會提呈的決議案以投票方式表決，且投票表決的結果將於緊接相關股東大會後在聯交所及本公司網站公佈。

股東召開特別股東大會的程序

根據組織章程細則，任何一名或以上於提交要求日期持有不少於十分之一的本公司附帶本公司股東大會投票權的實繳股本的股東，有權於任何時間向董事會或本公司任何一名聯席公司秘書提交書面要求，要求董事會召開股東特別大會以處理相關要求中所指明的任何事務。

股東於股東大會上提呈建議的程序

根據公司法或組織章程細則，概無條文允許股東於股東大會提呈新決議案。有意提呈決議案的股東可依循上段所載程序要求本公司召開股東大會。

CORPORATE GOVERNANCE REPORT

企業管治報告

If a Shareholder wishes to propose a person other than a retiring Director for election as a director of the Company at a general meeting, the Shareholder (other than the person to be proposed) duly qualified to attend and vote at the general meeting shall lodge a written notice, duly signed by the Shareholder, of his/her intention to propose such person for election and also a notice signed by the person to be proposed of his/her willingness to be elected. The minimum length of the period during which such notices may be lodged at the Company's head office in Guangzhou, PRC or the Company's share registrar in Hong Kong shall be at least seven days and that the period for lodgment of such notices shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting. The "Procedures for Shareholders to Propose a Person for Election as Director" are available on the website of the Company.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board, Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries. For the avoidance of doubt, Shareholders must deposit and send the original duly signed written requisition, notice, statement or enquiry (as the case may be) to the following address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

Address: 53/F, Zhujiang City Building, 15 Zhujiang West Road, Tianhe District, Guangzhou, PRC (For the attention of the Board/ Company Secretary)
E-mail: comsec@jiuaojiu.com

For enquiries about shareholdings, Shareholders should direct their enquiries to the Company's Hong Kong Share Registrar. Their details are as follows:

Name: MUFG Corporate Markets Pty Limited
Address: Suite 1601, 16/F., Central Tower 28 Queen's Road Central, Hong Kong
Tel No.: (852) 3707 2600
Fax No.: (852) 3707 2699

倘一名股東擬於股東大會提名退任董事以外的人士參選本公司董事，則正式合資格出席股東大會並於會上投票的股東（並非獲提名的人士）須遞交一份由該股東正式簽署的書面通知，表明其有意提名該人士參選，及獲提名人士就表明其願意應選而簽署的通知。該通知可遞交至本公司位於中國廣州的總辦事處或本公司位於香港的股份過戶登記處，且遞交該通知的最短期限為至少七天，而提交該等通知的期間將不早於寄發有關推選的股東大會通知的翌日開始，並在不遲於該股東大會日期前七天完結。「股東提名人士參選董事的程序」可於本公司網站查閱。

向董事會提出查詢

股東如欲向董事會提出任何查詢，可向本公司提出書面查詢。本公司通常不會處理口頭或匿名的查詢。為免存疑，股東必須呈上經正式簽署的書面要求、通告、聲明或查詢（視情況而定）的正本，發送至少以下地址，並提供其全名、聯絡方式以及身份證明，以使相關要求、通告、聲明或查詢生效。股東資料可能會按照法律規定予以披露。

地址：中國廣州市天河區珠江西路15號珠江城大廈53樓（收信人為董事會／公司秘書）
電郵：comsec@jiuaojiu.com

股東可直接向本公司香港股份過戶登記處查詢持股權。其詳情如下：

名稱：MUFG Corporate Markets Pty Limited
地址：香港中環皇后大道中28號中匯大廈16樓1601室
電話號碼：(852) 3707 2600
傳真號碼：(852) 3707 2699

CORPORATE GOVERNANCE REPORT

企業管治報告

POLICIES RELATING TO SHAREHOLDERS

The Company has in place a Shareholders' Communication Policy to ensure that Shareholders' views and concerns are appropriately addressed. During the year ended December 31, 2024, the Company has reviewed the Shareholders' Communication Policy and considered that the policy was effectively implemented with the measures as disclosed under the paragraphs headed "Communications with Shareholders and Investors" and "Shareholder Rights".

The Company has adopted a Dividend Policy on payment of dividends. The Company does not have any pre-determined dividend payout ratio. Depending on the financial conditions of the Company and the Group and the conditions and factors as set out in the Dividend Policy, interim, special, final dividends and any distribution of net profits that the Board may deem appropriate may be proposed and/or declared by the Board for a financial year or period. Any final dividend for a financial year will be subject to the Shareholders' approval.

CONSTITUTIONAL DOCUMENTS

During the year ended December 31, 2024, the Company has amended its constitutional documents. Details of the amendments are set out in the circular of the Company dated April 30, 2024. The third amended and restated memorandum and articles of association of the Company is available on both the websites of the Company and the Stock Exchange.

與股東有關的政策

本公司已制訂股東通訊政策，確保股東的意見及關注得到適當解決。於截至2024年12月31日止年度，本公司已審閱股東通訊政策，並認為該政策已透過「與股東及投資者溝通」及「股東權利」各段所披露的措施有效實施。

本公司已採納派付股息的股息政策。本公司並無任何預設派息率。視乎本公司及本集團的財務狀況以及股息政策載列的條件與因素，董事會提議及／或宣派其認為於一個財政年度或期間屬適當的中期股息、特別股息、末期股息及任何純利分派。而任何財政年度的末期股息須獲股東批准，方可作實。

組織章程文件

於截至2024年12月31日止年度，本公司已就其組織章程文件作出修訂。有關修訂詳情載於本公司日期為2024年4月30日的通函。本公司第三次經修訂及經重列組織章程大綱及組織章程細則可於本公司網站及聯交所網站查閱。

DIRECTORS' REPORT

董事會報告

The Board is pleased to present its report together with the audited consolidated financial statements of the Group for the year ended December 31, 2024.

GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on February 1, 2019 as an exempted company with limited liability under the Companies Act. The Shares were listed on the Main Board of the Stock Exchange on January 15, 2020.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is principally engaged in managing and operating Chinese cuisine restaurant brands in the PRC. Details of the principal activities of the significant subsidiaries of the Company are set out in note 13(a) to the consolidated financial statements.

BUSINESS REVIEW

The business review and performance analysis of the Group for the year ended December 31, 2024 as required by Schedule 5 to the Companies Ordinance are set out in the section headed "Chairman's Statement" from pages 14 to 24 and "Management Discussion and Analysis" from pages 25 to 44 of this annual report which constitute part of this directors' report.

OUTLOOK FOR 2025

For the year ending December 31, 2025, the Group will continue to pursue the following: (i) optimizing restaurant network and focusing on excellence; (ii) providing customers with delicious, affordable and safe dining experiences; (iii) continuing to strengthen the Group's supply chain and support capabilities; (iv) making digital and intelligent transformation the core driving force for future development; and (v) expanding into global markets to gain international market share. Further discussion of the future development in the Group's business is set out in the section headed "Chairman's Statement" from pages 14 to 24 of this annual report which constitute part of this directors' report.

董事會欣然提呈其報告連同本集團截至2024年12月31日止年度的經審核綜合財務報表。

一般資料

於2019年2月1日，本公司根據公司法在開曼群島註冊成立為獲豁免有限責任公司。股份已於2020年1月15日在聯交所主板上市。

主營業務

本公司為一家投資控股公司。本集團主要在中國從事管理及經營中餐廳品牌。有關本公司主要附屬公司的主營業務的詳情載於綜合財務報表附註13(a)。

業務回顧

公司條例附表5所規定的有關本集團截至2024年12月31日止年度的業務回顧及業績分析載於本年報第14至24頁的「主席報告」及第25至44頁的「管理層討論與分析」章節（構成本董事會報告的一部分）。

2025年的前景

於截至2025年12月31日止年度，本集團將繼續尋求：(i)優化餐廳佈局，聚焦做優；(ii)為顧客提供好吃、不貴、安全的用餐體驗；(iii)持續增強本集團的供應鏈及支持能力；(iv)將數智化轉型作為未來發展的核心驅動力；及(v)向全球市場擴張以獲得國際市場份額。有關本集團業務未來發展的進一步討論載於本年報第14至24頁的「主席報告」章節（構成本董事會報告的一部分）。

DIRECTORS' REPORT

董事會報告

FINANCIAL HIGHLIGHTS

財務亮點

For the year ended December 31,
截至12月31日止年度

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Revenue	收入	6,073,644	5,985,850
Store level operating profit	店舖層面經營利潤	748,320	1,076,967
Profit before taxation	除稅前溢利	74,008	636,384
Profit for the year	年度溢利	44,800	479,998
Profit for the year attributable to equity Shareholders of the Company	本公司權益股東 應佔年度溢利	55,807	453,462
Core operating profit	核心經營利潤	252,272	632,077
Final dividend proposed after the end of the year	年度結束後建議的末期股息	25,813	195,600
Special dividend proposed after the end of the year	年度結束後建議的特別股息	25,813	–

KEY RELATIONSHIPS

Relationship with Suppliers

We typically have at least three suppliers for each of our main ingredients to minimize any potential disruption in our operations, maintain sourcing stability, avoid over-reliance risk, and secure competitive prices from suppliers. To safeguard food quality, our comprehensive requirements cover reputable large suppliers both domestically and overseas. In order to facilitate cooperation with our suppliers and secure a stable supply of key ingredients, we have established co-operative relationships with two suppliers of our key ingredient (i.e. bass) by forming joint venture companies with them. Further, our Company has entered into cooperation agreements with certain sauerkraut suppliers to obtain early payment discounts and secure stable and quality supply of sauerkraut.

主要關係

與供應商的關係

我們的各類主要食材通常有至少三名供應商以盡量減少我們業務中斷的可能，保持供應源的穩定，避免過度依賴的風險以及確保自供應商獲取優惠價格。為保障食物質量，我們對國內外知名的大型供應商設有全面規定。為促進與供應商的合作及確保主要食材的穩定供應，本公司通過與兩間主要食材（即鱸魚）的供應商成立合營公司方式建立合作關係。此外，本公司已與若干酸菜供應商訂立合作協議以獲得提前付款折扣，並保障穩定及高質量的酸菜供應。

DIRECTORS' REPORT

董事會報告

For the year ended December 31, 2024, the total purchases from our five largest suppliers in aggregate accounted for 26.2%, and our purchases from our largest supplier accounted for 15.2%, of our total purchases. On average, we have over six years of business dealings with our major suppliers. We did not experience any interruption in our supply of food ingredients, early termination of supply agreements, or failure to secure sufficient quantities of irreplaceable food ingredients that had any material adverse impact on our business or results of operations during the year ended December 31, 2024.

Relationship with Customers

In pursuit of our philosophy of serving delicacies at affordable prices (“好吃不貴”), we are fully devoted to providing marvelous dining experience to our customers through exquisite dishes, high-quality services and unique brand culture. We have a large and diverse customer base. Revenue derived from our largest customer and five largest customers both accounted for less than 1.0% of our total revenue for the year ended December 31, 2024.

All of our top five largest customers and suppliers are independent third parties. None of our Directors, their close associates or any of our Shareholders (who, to the knowledge of our Directors, own more than 5% of the issued share capital of our Company) had any interest in any of our top five largest customers or suppliers that is required to be disclosed under the Listing Rules for the year ended December 31, 2024.

截至2024年12月31日止年度，向五大供應商的總採購額合共佔我們總採購額的26.2%，向最大供應商的採購額佔我們總採購額的15.2%。我們與主要供應商平均有超過六年的業務往來關係。於截至2024年12月31日止年度，我們概無面臨對我們的業務或經營業績造成任何重大不利影響的任何食材供應中斷、提早終止供應協議或未能獲取足夠數量的不可替代食材的情況。

與顧客的關係

為追求「好吃不貴」的理念，我們致力於通過精緻的菜品、優質的服務和獨特的品牌文化為顧客提供美妙的用餐體驗。我們的顧客群龐大且多元化。截至2024年12月31日止年度，源自最大顧客及五大顧客的收入佔我們總收入的比重均不足1.0%。

我們所有五大顧客及供應商均為獨立第三方。截至2024年12月31日止年度，概無董事、彼等之緊密聯繫人或任何股東（據董事所知，擁有本公司已發行股本超過5%）於任何五大顧客或供應商中擁有根據上市規則須予披露的任何權益。

DIRECTORS' REPORT

董事會報告

Relationship with Employees

Our success, to a considerable extent, depends upon our ability to attract, motivate and retain a sufficient number of qualified employees. The remuneration package for our employees generally includes salary and bonuses. We determine employee remuneration based on factors such as qualifications and years of experience. Employees also receive welfare benefits, including medical care, retirement benefits, occupational injury insurance and other miscellaneous items. We make contributions to mandatory social security funds for our employees to provide for retirement, medical, work-related injury, maternity and unemployment benefits. In order to incentivize Directors, senior management and employees for their contribution to our Company and to attract, motivate and retain skilled and experienced personnel, we have granted share options under the Share Option Scheme, details of which are set out in the section headed "Share Option Scheme" in this directors' report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to fulfilling social responsibility, promoting employee benefits and development, protecting the environment and giving back to community and achieving sustainable growth. Details of such are set out in the Environmental, Social and Governance Report of the Company.

LICENCES, REGULATORY APPROVALS AND COMPLIANCE WITH LAWS AND REGULATIONS

During the year ended December 31, 2024, there were no material breaches or violations of relevant laws and regulations in the PRC, where the Group has business entities and operations, and the Group obtained all requisite licenses, approvals and permits from relevant authorities that are material to the Group's operations in the PRC. Details of our compliance with relevant laws and regulations are set out in the Environmental, Social and Governance Report of the Company.

與僱員的關係

我們的成功主要取決於我們吸引、激勵及留聘足夠數量的合資格僱員的能力。僱員的薪酬待遇一般包括工資及獎金。我們根據資格及經驗年數等因素釐定僱員薪酬。僱員亦可獲得福利，包括醫療保障、退休福利、工傷保險及其他雜項。我們為僱員繳納強制性社保基金，以提供退休、醫療、工傷、生育及失業救濟金。為獎勵董事、高級管理層及僱員對本公司作出貢獻，並為吸引、激勵及留住技術熟練、經驗豐富的人才，我們已根據購股權計劃授出購股權，其詳情載於本董事會報告「購股權計劃」一節。

環保政策及表現

本集團致力於履行社會責任、提升僱員福利及促進僱員發展、保護環境及回饋社會並實現可持續發展。有關詳情載於本公司環境、社會及管治報告。

牌照、監管批文及遵守法律法規

於截至2024年12月31日止年度，本集團概無嚴重違反或違背本集團業務實體及運營所在地中國的相關法律法規，且本集團已自相關機構取得對本集團於中國的經營而言屬重大的所有必要牌照、批文及許可證。有關我們遵守相關法律法規的詳情載於本公司環境、社會及管治報告。

DIRECTORS' REPORT

董事會報告

PRINCIPAL RISKS AND UNCERTAINTIES

A number of factors may affect the results and business operation of the Group. The principal risks and uncertainties that the Group faces and key mitigations that the Group adopts are summarized as follows:

Principal Risks and Uncertainties

主要風險及不確定因素

Description 描述

Key Mitigations 主要緩解措施

Uncertainty to successfully enter into new markets

In obtaining new restaurant sites, we may face intense competition from our competitors in the catering service industry. We may also encounter delays when applying for relevant material licenses during the approval process from the government authorities, for which the timeline is beyond our control. Even if we are able to open additional restaurants as planned, these new restaurants may neither be profitable nor have results comparable to our existing restaurants for a period of time.

We adopt a prudent approach in entering into new markets and conduct a detailed and comprehensive due diligence exercise which includes researches on the overall market trend, development schedule for new shopping malls and information in relation to the regulations, policies and taxation system of the cities where we intend to open our new restaurants. We have strong preference for top commercial districts in a city with convenient transportation and high pedestrian flow. We deploy at least one restaurant staff for each key operational function from our existing restaurants to the new restaurant to ensure an efficient transfer of our operational procedures and best practices to the new restaurant.

順利進軍新市場的不確定因素

於獲取新餐廳場地時，我們或會面臨來自餐飲服務行業競爭對手的激烈競爭。我們亦可能於申請相關重要牌照時於政府機關的批准流程中遭遇延期，因此相關時間表我們無法控制。即使我們可按計劃開設更多餐廳，該等新餐廳可能無法盈利亦無法於一定期間內取得與我們的現有餐廳相近的業績。

我們採取審慎的方法進軍新市場及開展詳細而全面的盡職調查，該調查包括對整個市場趨勢、新購物中心的發展時間表及有關我們有意開設新餐廳所在城市的監管、政策及稅收制度的資料的研究。我們特別青睞交通便利及人流量較大的城市優質商業區。我們為新餐廳的各主要營運職能至少部署一名現有餐廳員工，以確保將我們的營運程序及最佳實踐有效地轉移至新開業餐廳。

DIRECTORS' REPORT

董事會報告

Principal Risks and

Uncertainties

主要風險及不確定因素

Description

描述

Key Mitigations

主要緩解措施

Uncertainty to maintain and increase the sales and profitability of our existing restaurants

Our ability to increase existing restaurant sales depends in part on our ability to successfully implement our initiatives to increase customer traffic, seat turnover and spending per customer. There can be no assurance that we will be able to achieve our targeted sales growth and profitability for our existing restaurants. Also, we cannot ensure that existing restaurant sales will not decrease. If we are unable to achieve our targeted sales and profitability goals in our existing markets, our business, financial condition and results of operations may be materially adversely affected.

We endeavor to offer tasty cuisines with optimal presentation to our customers by constantly improving the quality and flavor of our dishes which cater to the specific tastes of local customers. For example, we review and update three to five menu items for our Tai Er and Jiu Mao Jiu menu on a quarterly basis, taking into account customer evaluations and seasonality factors. Further, we increased the variety of dishes for our Tai Er and Song Hot Pot brand restaurants, as we aim to broaden the customer base. We also strive to provide our customers with superior services and distinctive dining experience. For example, Tai Er and Song Hot Pot pursues unique and interesting dining culture and builds rapport with customers through eye-catching and off-the-rail slogans. Further, we introduce a variety of interesting and interactive activities carefully designed by our dedicated team for our online members to boost our sale of featured products on our online platforms and increase their frequency of visits to our restaurants. We build our brand image through a combination of online and offline promotional campaigns.

維持及增加我們現有餐廳的銷售額及盈利能力的的不確定因素

我們提高現有餐廳銷售額的能力部分取決於我們成功實行提升客流量、顧客翻座率及人均消費舉措的能力。我們概不保證我們將實現我們現有餐廳的目標銷售額增長及盈利能力。此外，我們無法保證現有餐廳銷售額不會有所下降。倘我們無法實現現有市場的目標銷售額及盈利目標，我們的業務、財務狀況及經營業績可能受到重大不利影響。

我們致力於透過不斷提高菜餚的質量及風味，為顧客提供最上乘的美味佳餚，以迎合當地顧客的特定口味。例如，我們按季度於考慮顧客的評價及季節性因素後審視及更新太二及九毛九菜單中的三至五項菜式。此外，為了擴大顧客群，我們增加太二及懋火鍋品牌餐廳的菜式種類。我們亦努力為顧客提供優質的服務和獨特的用餐體驗。例如，太二及懋火鍋追求獨特而有趣的餐飲文化，透過搶眼且出人意料的標語與顧客建立融洽關係。此外，我們向線上會員推出專業團隊精心設計的多樣有趣的互動活動以促進線上平台銷售特色產品，從而可增加顧客到餐廳用餐頻次。我們結合線上及線下宣傳活動建立品牌形象。

DIRECTORS' REPORT

董事會報告

Principal Risks and

Uncertainties

主要風險及不確定因素

Description

描述

Key Mitigations

主要緩解措施

Risks related to changes in consumer taste and discretionary spending

The catering service industry is affected by consumer taste and preference. We cannot assure you that we can continue to maintain our menu to develop new products and maintain an attractive menu to suit changing customer demands.

To a significant extent, our success also depends on discretionary customer spending, which is influenced by general economic conditions. Accordingly, we may experience declines in sales during economic downturns or prolonged periods of high unemployment rates. Any material decline in the amount of discretionary spending in the PRC may have a material adverse effect on our business, results of operations and financial condition.

We closely monitor changes in consumer taste and preference. We conduct customer surveys to collect feedback from customers so that we update our menus as necessary to maintain a degree of freshness. We also monitor customer satisfaction through consumer review websites and through our frontline staff who interact with our customers to collect feedback.

When experiencing material declines in sales, we will review and adjust our strategies on a case by case basis to counter their effect on our business. For example, we will (i) focus on high-performing stores and decisively close underperforming ones to optimize the Group's resource allocation; (ii) continuously refine our dishes while enhancing product competitiveness and service quality; (iii) explore upgrades and iterations of existing store models; and (iv) leverage digital and intelligent empowerment to gain precise insights into customer needs and enhance store management efficiency.

We introduced three new brands, namely Song Hot Pot in 2020, Fresh Wood in 2023 and Shanwaimian in 2024, disposed Uncle Chef and Lai Mei Li restaurants in 2024 in order to maintain an optimal portfolio of restaurant brands.

與消費者口味及可支配支出變動相關的風險

餐飲服務行業受消費者口味及偏好的影響。我們無法向閣下保證，我們能夠繼續保持菜單以推陳出新並保持菜單的吸引力以適應不斷變化的顧客需求。

很大程度上，我們的成功亦取決於顧客的可支配支出，該支出受整體經濟狀況影響。因此，我們可能於經濟衰退期間或高失業率持續期內遭遇銷售額減少。中國可支配支出金額的任何重大減少均會對我們的業務、經營業績及財務狀況產生重大不利影響。

我們密切關注消費者口味及偏好的變化，並進行顧客調查，收集顧客反饋，以便對菜單進行必要的更新，從而維持新鮮度。我們亦會通過消費者點評網站及通過我們的前線員工（彼等通過與客戶的溝通收集反饋）監測顧客滿意度。

在銷售發生嚴重下滑時，我們將會根據個別個案審視及調整自身策略以抵銷其對我們業務的影響，例如，(i) 聚焦高效門店，堅決關閉經營不佳的門店，優化集團資源配置；(ii) 不斷打磨菜品，提升產品力和服務力；(iii) 探索現有門店模型的升級迭代；及(iv) 通過數智化賦能，精準洞察顧客需求，幫助門店提升管理效率。

我們分別於2020年、2023年及2024年推出三個新品牌，即慇火鍋、賞鮮悅木及山外面，並於2024年出售那末大叔是大廚及賴美麗餐廳，藉以維持最佳的餐廳品牌組合。

Principal Risks and

Uncertainties

主要風險及不確定因素

Description

描述

Key Mitigations

主要緩解措施

Risks related to quality control and food safety

The catering service industry in the PRC as a whole is subject to concerns over food safety and quality related issues. The catering service industry as a whole can be negatively impacted by reports and negative publicity related to food safety and quality incidents. Our prospects, business, results of operations and financial condition can be negatively impacted if the catering service industry experiences slower growth from concerns over food safety and quality related issues even if such concerns are through no fault of our own or are not related to our business.

We have implemented a comprehensive set of stringent food safety and quality control standards and measures covering different aspects of our operations, including (i) procurement, (ii) food processing, (iii) storage, (iv) logistics and (v) restaurant operations. In particular, our quality control department conducts, or engages third parties to conduct, regular and ad hoc spot-checks on our restaurants from time to time to identify and rectify potential quality and food safety issues. We also continuously provide training programs to our restaurant staff to ensure that they have clear understanding on operating procedures and quality standards.

與品質監控及食品安全相關的風險

中國餐飲服務業整體受到食品安全及品質相關問題的關注。餐飲服務業整體可因與食品安全及品質事件相關的報告及負面報道而受負面影響。即使有關食品安全及品質相關關注事項並非我們本身的過錯，或與我們的業務無關，但如有關關注事項令餐飲服務業增長放緩，我們的前景、業務、營運業績及財務狀況可能會受到負面影響。

我們已實施全面而嚴格的食物安全及品質監控標準及措施，涵蓋我們營運的不同範疇，包括：(i)採購；(ii)食品加工；(iii)儲藏；(iv)物流；及(v)餐廳營運。特別需要指出，我們的品質監控部門親自或委聘第三方對我們的餐廳進行定期或臨時安排的抽查，以找出及糾正潛在的品質及食品安全問題。我們亦持續為餐廳員工提供培訓課程，確保他們清楚了解營運程序及品質標準。

DIRECTORS' REPORT

董事會報告

Principal Risks and

Uncertainties

主要風險及不確定因素

Risks related to events that disrupt the operations of any of our restaurants or our central kitchens

與中斷我們餐廳或中央廚房運營的事件相關的風險

Description

描述

Our operations are vulnerable to interruption by fires, floods, earthquakes, other natural or man-made disasters and other events beyond our control. Our business is also dependent on prompt delivery and transportation of our food ingredients and raw materials. Certain events, such as adverse weather conditions, natural disasters, severe traffic accidents and delays and labor strikes, could also lead to delayed or lost deliveries of food supplies to our processing plants, logistics facilities and our restaurants. In addition, fires, floods, earthquakes and terrorist attacks may lead to evacuations and other disruptions in our operations, which may also prevent us from providing quality food and service to customers, thereby affecting our business and damaging our reputation.

我們的運營容易受到火災、洪水、地震、其他自然或人為災害以及我們無法控制的其他事件的干擾。我們的業務亦依賴於我們的食材和原材料的及時交付及運輸。若干事件，例如惡劣的天氣狀況、自然災害、嚴重的交通事故以及延誤和勞工罷工，亦可能導致我們的加工廠、物流設施及餐廳的食品供應延遲或無法交付。此外，火災、洪水、地震及恐怖襲擊可能導致我們的人員疏散及運營中斷，亦可能阻止我們向顧客提供優質食品及服務，從而影響我們的業務並損害我們的聲譽。

Key Mitigations

主要緩解措施

We are determined to mitigate the impact on our business caused by events which are beyond our control. We have implemented several cost-saving initiatives to reduce costs on rentals, raw materials and consumables used as well as other operating expenses.

We have continued to adopt the set of internal protection measures handbook covering prevention controls of sterilization standards over restaurants, delivery, logistics, storage, central kitchens and functional departments. Additionally, we have diligently monitored the risks associated with potential events that could have a significant impact on the global economy, including the economy of the PRC. Such vigilance enables us to adapt and adjust our restaurant network expansion plans accordingly, ensuring they align with the evolving circumstances as needed.

我們決心將我們無法控制的事件對業務造成的影響降低。我們已實施若干節省成本措施，以減少租金、所用原材料及耗材及其他經營開支的成本。

我們繼續採用一套內部保護措施手冊，涵蓋對餐廳、配送、物流、倉儲、中央廚房及職能部門進行消毒標準的防控。此外，我們已認真監察可能對全球經濟（包括中國經濟）造成重大影響的潛在事件的風險。這種警覺性使我們能夠相應地改變和調整我們的餐廳網絡擴張計劃，確保其符合不斷變化的情況（如需要）。

DIRECTORS' REPORT

董事會報告

SUBSEQUENT EVENT

Particulars of important events affecting the Group that have occurred subsequent to December 31, 2024 are stated in note 32 to the consolidated financial statements.

FINANCIAL STATEMENTS

The results of the Group for the year ended December 31, 2024 and the state of the Group's financial position as at that date are set out in the consolidated financial statements from pages 112 to 236 of this annual report.

FINAL AND SPECIAL DIVIDEND

The Board recommends the payment of a final dividend of HKD0.02 per ordinary share and a special dividend of HKD0.02 per ordinary share for the year ended December 31, 2024 (for the year ended December 31, 2023: a final dividend of HKD0.15 per ordinary share). The proposed final and special dividend are declared and will be paid in Hong Kong Dollars. Subject to the approval of Shareholders at the annual general meeting to be held on Friday, June 6, 2025, the proposed final and special dividend will be paid to the Shareholders whose names appear on the register of members of the Company on Tuesday, June 17, 2025. The proposed final and special dividend is expected to be distributed to the Shareholders on Friday, July 4, 2025.

Distributable Reserves

As of December 31, 2024, the aggregate amount of distributable reserves of the Company, calculated in accordance with the Companies Act, amounted to RMB2,394,780,000 (as of December 31, 2023: RMB2,668,855,000).

Reserves

Changes to the reserves of the Group during the year ended December 31, 2024 are set out in the consolidated statement of changes in equity in this annual report.

Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group during the year ended December 31, 2024 are set out in note 11 to the consolidated financial statements in this annual report.

期後事項

於2024年12月31日後發生的影響本集團的重大事件詳情載於綜合財務報表附註32。

財務報表

本集團截至2024年12月31日止年度的業績及本集團於該日期的財務狀況載於本年報第112至236頁之綜合財務報表。

末期及特別股息

董事會建議派付截至2024年12月31日止年度的末期股息每股普通股0.02港元及特別股息每股普通股0.02港元（截至2023年12月31日止年度：末期股息每股普通股0.15港元）。建議末期及特別股息以港元宣派及派付。當股東於2025年6月6日（星期五）舉行的股東週年大會上批准後，建議末期及特別股息將支付予於2025年6月17日（星期二）名列本公司股東名冊的股東。建議末期及特別股息預期將於2025年7月4日（星期五）派付予股東。

可分派儲備

截至2024年12月31日，根據公司法計算，本公司可分派儲備總金額為人民幣2,394,780,000元（截至2023年12月31日：人民幣2,668,855,000元）。

儲備

本集團於截至2024年12月31日止年度之儲備變動載於本年報綜合權益變動表。

物業、廠房及設備

本集團於截至2024年12月31日止年度之物業、廠房及設備變動詳情載於本年報綜合財務報表附註11。

DIRECTORS' REPORT

董事會報告

Share Capital

Details of movements in the share capital of the Company during the year ended December 31, 2024 are set out in note 27(a) to the consolidated financial statements in this annual report.

Bank Borrowings and Other Loans

Details of bank borrowings and other loans of the Group as at December 31, 2024 are set out in note 24 to the consolidated financial statements in this annual report.

Donation

Donations made by the Group during the year ended December 31, 2024 was RMB638 thousand.

Financial Summary

A summary of the published results and of the assets and liabilities of the Group for the last five financial years is set out on pages 12 to 13 of this annual report. This summary does not form part of the audited consolidated financial statements.

股本

本公司於截至2024年12月31日止年度之股本變動詳情載於本年報綜合財務報表附註27(a)。

銀行借款及其他貸款

本集團於2024年12月31日之銀行借款及其他貸款詳情載於本年報綜合財務報表附註24。

捐款

於截至2024年12月31日止年度，本集團作出捐款人民幣638千元。

財務摘要

本集團過往五個財政年度之已公佈業績以及資產及負債概要載於本年報第12至13頁。此概要不构成經審核綜合財務報表之部分。

DIRECTORS' REPORT

董事會報告

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the year ended December 31, 2024, the Company has utilized an aggregate of approximately HKD138.6 million (excluding expenses) to repurchase 38,934,000 Shares on market at a consideration ranging from HKD2.18 to HKD5.47 per share. The Shares repurchased during such period represent 2.79% of issued Shares as of December 31, 2024. All of the shares repurchased during the year ended December 31, 2024 were subsequently cancelled by the Company. The repurchase was based on the Company's operational growth outlook while acknowledging market conditions and macroeconomic performance indicators. Given the strong showing of the Group's financial performance, the Board believes that the purchase demonstrates the Company's confidence in its long-term business prospects and would ultimately benefit the Company and create value for the Shareholders as a whole. Details of the Shares repurchased are as follows:

Month of repurchase during the year ended December 31, 2024	於截至2024年12月31日止年度的購回月份	No. of Shares repurchased 購回股份數目	Highest price paid per Share 已付每股最高價格 HKD 港元	Lowest price paid per Share 已付每股最低價格 HKD 港元	Approximate aggregate consideration paid 已付概約總代價 HKD 港元
May	5月	2,795,000	5.47	4.79	14,058,000
June	6月	18,664,000	4.99	3.91	79,125,000
July	7月	4,554,000	3.96	3.04	15,020,000
August	8月	2,443,000	2.51	2.42	6,011,000
September	9月	10,478,000	2.54	2.18	24,420,000
Total	總計	38,934,000			138,634,000

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities (including sale of treasury shares) of the Company for the year ended December 31, 2024. The Company did not hold any treasury shares as of December 31, 2024.

購買、出售或贖回本公司的上市證券

於截至2024年12月31日止年度，本公司動用合共約138.6百萬港元（未計開支）於市場上按每股2.18港元至5.47港元的代價購回38,934,000股股份。於該期間購回的股份佔截至2024年12月31日已發行股份的2.79%。於截至2024年12月31日止年度購回的所有股份其後由本公司註銷。購回乃基於本公司的營運增長前景，同時得悉市場狀況及宏觀經濟表現指標而作出。鑒於本集團的財務表現強勁，董事會認為購回彰顯出本公司對其長期業務前景的信心，最終使本公司受益，並為整體股東創造價值。購回股份的明細如下：

除上文所披露者外，於截至2024年12月31日止年度，本公司或其任何附屬公司並無購買、出售或贖回本公司的任何上市證券（包括出售庫存股）。截至2024年12月31日，本公司並無持有任何庫存股。

DIRECTORS' REPORT

董事會報告

Share Option Scheme

On December 6, 2019, the Share Option Scheme was approved and adopted by the then Shareholders. The purpose of the Share Option Scheme is to provide our Company with a means of incentivising any director or any employee or officer of any member of our Group who in the sole discretion of our Board has contributed or will contribute to our Group (the “**Eligible Persons**”) and retaining any employee or officer of any member of our Group (the “**Employees**”), and to encourage Employees to work towards enhancing the value of our Company and promote the long-term growth of our Company. The Share Option Scheme will link the value of our Company with the interests of the Eligible Persons, enabling the Eligible Persons and our Company to develop together and promoting our Company's corporate culture.

Subject to the terms of the Share Option Scheme, our Board shall be entitled at any time within the period of ten years after the Adoption Date to grant options to any Eligible Person as our Board may in its absolute discretion select. As at December 31, 2024, the remaining life of the Share Option Scheme is approximately four years and eleven months. No offer shall be made and no option shall be granted to any Eligible Persons in circumstances prohibited by the Listing Rules at a time when the Eligible Persons would or might be prohibited from dealing in the Shares by the Listing Rules or by any applicable rules, regulations or law. In particular, no options may be granted during the period commencing one month immediately preceding the earlier of: (i) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of our Company's results for any year, half-year, quarterly or other interim period; and (ii) the deadline for our Company to publish its interim or annual results announcement under the Listing Rules, and ending on the date of actual publication of such results announcement.

購股權計劃

於2019年12月6日，購股權計劃獲當時股東批准及採納。購股權計劃的目的在於給予本公司一個途徑獎勵董事會全權酌情認為已對或將對本集團作出貢獻的本集團任何成員公司的任何董事或任何僱員或高級職員（「**合資格人士**」）及留聘本集團任何成員公司的任何僱員或高級職員（「**僱員**」），以及鼓勵僱員致力於提升本公司的價值及推動本公司長遠發展。購股權計劃將本公司的價值與合資格人士的利益連繫起來，讓合資格人士與本公司共同發展，並提升本公司的企業文化。

根據購股權計劃的條款，董事會可於採納日期起計10年內隨時向董事會可能全權酌情挑選的任何合資格人士授出購股權。於2024年12月31日，購股權計劃的剩餘期限約為四年零十一個月。在上市規則禁止的情況下，於上市規則或任何適用規則、法規或法例將會或可能禁止合資格人士買賣股份時，不得向任何合資格人士提出要約或向其授出購股權。特別是，於緊接下列日期（以較早者為準）前一個月起計至實際刊發該等業績公告日期止的期間內：(i)董事會就批准本公司任何年度、半年度、季度或其他中期期間業績而召開的董事會會議日期（根據上市規則首次知會聯交所的有關日期）；及(ii)本公司根據上市規則刊發中期或年度業績公告的截止日期，概不得授出任何購股權。

DIRECTORS' REPORT

董事會報告

The maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and all other share schemes existing at such time of our Company shall not in aggregate exceed 133,340,000 Shares, being 10% of the total number of Shares in issue as at the Listing Date (the “**Scheme Mandate Limit**”), which represents approximately 9.54% of the total number of Shares in issue as at the date of this annual report. Options or awards lapsed in accordance with the terms of the Share Option Scheme and (as the case may be) such other share schemes of our Company will not be counted for the purpose of calculating the Scheme Mandate Limit. Our Company may renew the Scheme Mandate Limit at any time subject to prior Shareholders’ approval but in any event, the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share schemes of our Company under the limit as refreshed must not exceed 10% of the Shares in issue as at the date of approval of the renewal of the Scheme Mandate Limit.

The maximum number of Shares issued and to be issued upon exercise of the options granted and to be granted to each Eligible Person under the Share Option Scheme and any other share option schemes of the Company (including exercised, cancelled and outstanding options) in any twelve – month period shall not at the time of grant exceed 1% of the Shares in issue, unless otherwise separately approved by Shareholders in general meeting with such Eligible Person and his associates abstaining from voting.

An offer made to the Eligible Person is open for acceptance by the Eligible Person for a period of 28 days from the date of the offer made. The Eligible Persons shall accept the offer by returning the duly signed duplicate letter clearly stating the number of Shares in respect of which the offer is accepted, with payment of HK\$1.00 as consideration for the acceptance of an option granted to them.

Subject to such terms and conditions as our Board may determine, there is no minimum period for which an option must be held before it can be exercised and no performance target needs to be achieved by the grantee before the options can be exercised.

因行使根據購股權計劃及本公司當時已有的所有其他股份計劃將授出的所有購股權而可予發行的股份數目上限，合共不得超過133,340,000股股份，即於上市日期已發行股份總數的10%（「計劃授權上限」），佔於本年報日期已發行股份總數約9.54%。就計算計劃授權上限而言，根據購股權計劃及（視乎情況而定）本公司其他股份計劃條款已失效的購股權或獎勵將不會計算在內。本公司可在獲得股東事先批准的情況下隨時更新計劃授權上限，惟無論如何根據經更新上限，因行使根據購股權計劃及本公司任何其他股份計劃將授出的所有購股權而可予發行的股份總數，不得超過於批准更新計劃授權上限之日已發行股份的10%。

於任何12個月期間內因行使根據購股權計劃及本公司任何其他購股權計劃向各合資格人士授出或將予授出的購股權（包括已行使、已註銷及尚未行使者）而發行及將予發行的股份數目上限，不得超過授出時已發行股份的1%，惟於股東大會上另行取得股東批准且該名合資格人士及其聯繫人放棄投票則作別論。

合資格人士獲授之要約於授出要約日期起計28日期間內供合資格人士接受。合資格人士應透過交回明確列明所接受要約涉及股份數目正式簽署函件複本接受要約，並支付1.00港元作為接受其獲授予購股權的代價。

在董事會可能釐定的有關條款及條件限制下，概無規定有關購股權於可行使前最少須持有的時間，亦無承授人於行使購股權前需達到的表現目標。

DIRECTORS' REPORT

董事會報告

Subject to the terms of grant of any option, an option may be exercised by the grantee of the option at any time during the option period and in accordance with the vesting schedule and other terms specified in the offer. No option may be vested more than ten years after the date of the offer made. Subject to early termination by the Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period of ten years commencing on the Adoption Date.

The exercise price shall be a price determined by our Board at our Board's absolute discretion and notified to an Eligible Person but in any event shall be at least the higher of:

- (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date of the offer made;
- (ii) the average of the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of the offer made (provided that the new issue price shall be used as the closing price for any business day falling within the period before listing of the Shares where our Company has been listed for less than five business days or at the date of the offer made); and
- (iii) the nominal value of a Share on the date of the offer made.

Further details of the principal terms of the Share Option Scheme are set out in Appendix IV to the Prospectus.

於授出任何購股權條款的規限下，購股權可由其承授人於購股權時期內任何時間根據要約指定的歸屬時間及其他條款行使。於作出要約日期起計10年期間屆滿後，不得再歸屬任何購股權。除非經本公司於股東大會或經董事會提前終止，否則購股權計劃自採納日期起計10年期間內有效。

行使價應由董事會全權酌情釐定且應知會合資格人士，並於任何情況下不得低於以下各項的較高者：

- (i) 股份於作出要約日期在聯交所每日報價表所列收市價；
- (ii) 股份於緊接作出要約日期前五個營業日在聯交所每日報價表所列平均收市價，惟倘本公司已上市少於五個營業日或於作出要約日期上市，則新發行價將用作股份上市前期間任何營業日的收市價；及
- (iii) 作出要約日期股份的面值。

有關購股權計劃的主要條款進一步詳情載於招股章程附錄四。

DIRECTORS' REPORT

董事會報告

下表載列於2024年1月1日至2024年12月31日期間根據購股權計劃授出及尚未行使的購股權詳情：

The table below sets out the details of share options granted and outstanding during the period from January 1, 2024 to December 31, 2024 under the Share Option Scheme:

Name of grantee	Outstanding as at January 1, 2024	Granted during the year ^(Note)	Date of grant	Exercised during the year	Cancelled during the year	Lapsed during the year	Outstanding as at December 31, 2024	Exercise price (HKD per Share)	Closing price immediately before the date of grant during the year (HKD per Share)	Weighted average closing price immediately before the date of exercise of options during the year (HKD per Share)	Fair value of Shares at the date of grant during the year (HKD)	Vesting period	Exercise period
承授人姓名	於2024年1月1日尚未行使	於年內授出 ^(附註)	授出日期	於年內行使	於年內註銷	於年內失效	於2024年12月31日尚未行使	行使價 (每股港元)	年內緊接授出日期前的收市價 (每股港元)	年內緊接購股權獲行使日期前的加權平均收市價 (每股港元)	年內股份於授出日期 的公平值 (港元)	歸屬期	行使期

Directors of the Company

本公司董事

Guan Yihong	200,000	-	Oct 29, 2021	-	-	(200,000)	-	2024	-	-	-	Oct 29, 2021 – Oct 28, 2022	Oct 29, 2022 – Oct 28, 2024
管毅宏	250,000	-	2021年10月29日	-	-	-	250,000	16.04	-	-	-	2021年10月29日 – 2022年10月28日	2022年10月29日 – 2024年10月28日
			Nov 14, 2022	-	-	-	250,000	16.04	-	-	-	Nov 14, 2022 – Nov 13, 2023	Nov 14, 2023 – Nov 13, 2025
			2022年11月14日	-	-	-	900,000	3.44	3.52	-	1,478,000	2022年11月14日 – 2023年11月13日	2023年11月14日 – 2025年11月13日
	-	900,000	Oct 30, 2024	-	-	-	900,000	3.44	3.52	-	1,478,000	Oct 30, 2024 – Oct 29, 2025	Oct 30, 2025 – Oct 29, 2029
			2024年10月30日	-	-	-	900,000	3.44	3.52	-	1,478,000	2024年10月30日 – 2025年10月29日	2025年10月30日 – 2029年10月29日

DIRECTORS' REPORT

董事會報告

Name of grantee	Outstanding as at January 1, 2024	Granted during the year ^(Note)	Date of grant	Exercised during the year	Cancelled during the year	Lapsed during the year	Outstanding as at December 31, 2024	Exercise price (HKD per Share)	Closing price immediately before the date of grant during the year (HKD per Share)	Weighted average closing price immediately before the date of exercise of options during the year (HKD per Share)	Fair value of Shares at the date of grant during the year (HKD)	Vesting period	Exercise period
承授人姓名	於2024年1月1日尚未行使	於年內授出 ^(附註)	授出日期	於年內行使	於年內註銷	於年內失效	於2024年12月31日尚未行使	行使價 (每股港元)	年內緊接授出日期前的收市價 (每股港元)	年內緊接購股權獲行使日期前的加權平均收市價 (每股港元)	年內股份於授出日期的公平值 (港元)	歸屬期	行使期
He Chengkiao	389,800	-	Oct 29, 2021	-	-	(389,800)	-	2024	-	-	-	Oct 29, 2021 – Oct 28, 2022	Oct 29, 2022 – Oct 28, 2024
何成效			2021年10月29日									2021年10月29日 – 2022年10月28日	2022年10月29日 – 2024年10月28日
	538,000	-	Nov 14, 2022	-	-	-	538,000	16.04	-	-	-	Nov 14, 2022 – Nov 13, 2023	Nov 14, 2023 – Nov 13, 2025
			2022年11月14日									2022年11月14日 – 2023年11月13日	2023年11月14日 – 2025年11月13日
	607,000	-	Nov 3, 2023	-	-	-	607,000	8.35	-	-	-	Nov 3, 2023 – Nov 2, 2024	Nov 3, 2024 – Nov 2, 2026
			2023年11月3日									2023年11月3日 – 2024年11月2日	2024年11月3日 – 2026年11月2日
	-	1,336,000	Oct 30, 2024	-	-	-	1,336,000	3.44	3.52	-	2,194,000	Oct 30, 2024 – Oct 29, 2025	Oct 30, 2025 – Oct 29, 2029
			2024年10月30日									2024年10月30日 – 2025年10月29日	2025年10月30日 – 2029年10月29日

DIRECTORS' REPORT

董事會報告

Name of grantee 承授人姓名	Outstanding as at January 1, 2024	Granted during the year ^(Note) 授出(附註)	Date of grant 授出日期	Exercised during the year 於年內 行使	Cancelled during the year 於年內 註銷	Lapsed during the year 於年內 失效	Outstanding as at December 31, 2024 於2024年 12月31日 尚未行使	Exercise price (HKD per Share) 行使價 (每股港元)	Closing price immediately before the date of grant during the year (HKD per Share) 年內緊接 授出日期 前的收市價 (每股港元)	Weighted average closing price immediately before the date of exercise of options during the year (HKD per Share) 年內緊接 購股權獲行 使日期前 的加權平均 收市價 (每股港元)	Fair value of Shares at the date of grant during the year (HKD) 年內股份 於授出日期 的公平值 (港元)	Vesting period 歸屬期	Exercise period 行使期
Cui Longyu 崔弄宇	299,800	-	Oct 29, 2021	-	-	(299,800)	-	2024	-	-	-	Oct 29, 2021 – Oct 28, 2022	Oct 29, 2022 – Oct 28, 2024
	422,000	-	2021年10月29日	-	-	-	422,000	16.04	-	-	-	2021年10月29日 – 2022年10月28日	2022年10月29日 – 2024年10月28日
	476,000	-	Nov 14, 2022	-	-	-	476,000	8.35	-	-	-	Nov 14, 2022 – Nov 13, 2023	Nov 14, 2023 – Nov 13, 2025
			2022年11月14日	-	-	-	476,000		-	-	-	2022年11月14日 – 2023年11月13日	2023年11月14日 – 2025年11月13日
			Nov 3, 2023	-	-	-	913,000	3.44	352	-	1,499,000	Nov 3, 2023 – Nov 2, 2024	Nov 3, 2024 – Nov 2, 2026
			2023年11月3日	-	-	-	913,000					2023年11月3日 – 2024年11月2日	2024年11月3日 – 2026年11月2日
		913,000	Oct 30, 2024	-	-	-						Oct 30, 2024 – Oct 29, 2025	Oct 30, 2025 – Oct 29, 2029
			2024年10月30日	-	-	-						2024年10月30日 – 2025年10月29日	2025年10月30日 – 2029年10月29日

DIRECTORS' REPORT

董事會報告

Name of grantee 承授人姓名	Outstanding as at January 1, 2024	Granted during the year ^(Note)	Date of grant	Exercised during the year	Cancelled during the year	Lapsed during the year	Outstanding as at December 31, 2024	Exercise price (HKD per Share)	Closing price immediately before the date of grant during the year (HKD per Share)	Weighted average closing price immediately before the date of exercise of options during the year (HKD per Share) 年內緊接 購股權發行 使日期前 的加權平均 收市價 (每股港元)	Fair value of Shares at the date of grant during the year (HKD) 年內股份 於授出日期 的公平值 (港元)	Vesting period 歸屬期	Exercise period 行使期
Siu Danman 蘇添滿	38,400	-	Oct 29, 2021	-	-	(38,400)	-	2024	-	-	-	Oct 29, 2021 – Oct 28, 2022	Oct 29, 2022 – Oct 28, 2024
			2021年10月29日									2021年10月29日 – 2022年10月28日	2022年10月29日 – 2024年10月28日
	56,000	-	Nov 14, 2022	-	-	-	56,000	16.04	-	-	-	Nov 14, 2022 – Nov 13, 2023	Nov 14, 2023 – Nov 13, 2025
			2022年11月14日									2022年11月14日 – 2023年11月13日	2023年11月14日 – 2025年11月13日
	155,000	-	Nov 3, 2023	-	-	-	155,000	8.35	-	-	-	Nov 3, 2023 – Nov 2, 2024	Nov 3, 2024 – Nov 2, 2026
			2023年11月3日									2023年11月3日 – 2024年11月2日	2024年11月3日 – 2026年11月2日
	-	375,000	Oct 30, 2024	-	-	-	375,000	3.44	3.52	-	615,000	Oct 30, 2024 – Oct 29, 2025	Oct 30, 2025 – Oct 29, 2029
			2024年10月30日									2024年10月30日 – 2025年10月29日	2025年10月30日 – 2029年10月29日

DIRECTORS' REPORT

董事會報告

Name of grantee	Outstanding as at January 1, 2024	Granted during the year ^(Note)	Date of grant	Exercised during the year	Cancelled during the year	Lapsed during the year	Outstanding as at December 31, 2024	Exercise price (HKD per Share)	Closing price immediately before the date of grant during the year (HKD per Share)	Weighted average closing price immediately before the date of exercise of options during the year (HKD per Share)	Fair value of Shares at the date of grant during the year (HKD)	Vesting period	Exercise period
承授人姓名	於2024年1月1日尚未行使	於年內授出 ^(附註)	授出日期	於年內行使	於年內註銷	於年內失效	於2024年12月31日尚未行使	行使價(每股港元)	年內緊接授出日期前的收市價(每股港元)	年內緊接購股權獲行使日期前的加權平均收市價(每股港元)	年內股份於授出日期的公平值(港元)	歸屬期	行使期
Employees of the Group													
本集團僱員													
Employees of the Group	1,966,200	-	Oct 29, 2021	-	-	(1,966,200)	-	2024	-	-	-	Oct 29, 2021 – Oct 28, 2022	Oct 29, 2022 – Oct 28, 2024
			2021年10月29日									2021年10月29日 – 2022年10月29日	2022年10月29日 – 2024年10月28日
本集團僱員	3,568,000	-	Nov 14, 2022	-	-	(466,000)	3,102,000	16.04	-	-	-	Nov 14, 2022 – Nov 13, 2023	Nov 14, 2023 – Nov 13, 2025
			2022年11月14日									2022年11月14日 – 2023年11月13日	2023年11月14日 – 2025年11月13日
	5,105,000	-	Nov 3, 2023	-	-	(624,000)	4,481,000	8.35	-	-	-	Nov 3, 2023 – Nov 2, 2024	Nov 3, 2024 – Nov 2, 2026
			2023年11月3日									2023年11月3日 – 2024年11月2日	2024年11月3日 – 2026年11月2日
	-	11,431,000	Oct 30, 2024	-	-	-	11,431,000	3.44	3.52	-	17,025,000	Oct 30, 2024 – Oct 29, 2025	Oct 30, 2025 – Oct 29, 2029
			2024年10月30日									2024年10月30日 – 2025年10月29日	2025年10月30日 – 2029年10月29日
Total	14,071,200	14,955,000		-	-	(3,984,200)	25,042,000						
總計													

Note: Performance targets – the number of share options to be vested shall be based on the grantee's individual performance grade in the relevant vesting period. The performance grade is linked to the performance of the grantee's as assessed by the management of the Group at the end of the corresponding vesting period.

附註：績效目標——將予歸屬的購股權數量應根據承授人在相關歸屬期內的個人績效等級而定。績效等級與相應歸屬期末本集團管理層對承授人的績效評估掛鉤。

DIRECTORS' REPORT

董事會報告

Subject to the vesting conditions, the share options granted on October 29, 2021, November 14, 2022, November 3, 2023 and October 30, 2024 under the Share Option Scheme were/will be vested on the date ending 12 months after October 29, 2021, November 14, 2022, November 3, 2023 and October 30, 2024, respectively.

As of January 1, 2024, the number of Shares available for further grant under the Share Option Scheme was 118,167,100. As of December 31, 2024, the number of Shares available for further grant under the Share Option Scheme was 107,196,300, representing 7.67% of the total number of Shares in issue at that date. As of December 31, 2024, the number of Shares in respect of which options had been granted and remained outstanding under the Share Option Scheme was 25,042,000, representing 1.79% of the total number of Shares in issue at that date. The number of Shares that may be issued in respect of share options granted under the Share Option Scheme as of December 31, 2024 divided by weighted average number of Shares in issue for the year ended December 31, 2024 is 1.76%.

As at the date of this annual report, the number of Shares available for issue under the Share Option Scheme amounts to 132,238,300 Shares, representing approximately 9.46% of the total number of issued Shares.

Further information of the Share Option Scheme and the value of share options granted during the year ended December 31, 2024 are set out in note 26(b) to the consolidated financial statements in this annual report.

根據歸屬條件，於2021年10月29日、2022年11月14日、2023年11月3日及2024年10月30日根據購股權計劃授出的購股權，分別於2021年10月29日、2022年11月14日、2023年11月3日及2024年10月30日後十二個月屆滿當日已／將歸屬。

截至2024年1月1日，根據購股權計劃可供進一步授出的股份數目為118,167,100股。截至2024年12月31日，根據購股權計劃可供進一步授出的股份數目為107,196,300股，佔當日已發行股份總數的7.67%。截至2024年12月31日，根據購股權計劃已授出但尚未行使購股權所涉及的股份數目為25,042,000股，佔當日已發行股份總數的1.79%。截至2024年12月31日可就根據購股權計劃授出的購股權而發行的股份數目除以截至2024年12月31日止年度的已發行股份加權平均數為1.76%。

於本年報日期，根據購股權計劃可供發行的股份數目為132,238,300股股份，佔已發行股份總數約9.46%。

購股權計劃之進一步資料及於截至2024年12月31日止年度已授出購股權之價值載於本年報綜合財務報表附註26(b)。

DIRECTORS' REPORT

董事會報告

DIRECTORS

The Directors during the year ended December 31, 2024 and up to the Latest Practicable Date were:

Name
姓名

Position/Title
職位

GUAN Yihong

管毅宏

HE Chengxiao

何成效

CUI Longyu

崔弄宇

SU Danman

蘇淡滿

TANG Zhihui

唐智暉

ZHU Rui

朱睿

DENG Tao (retired on June 6, 2024)

鄧濤 (於2024年6月6日退任)

WANG Xiaomei (appointed on June 6, 2024)

王曉梅 (於2024年6月6日獲委任)

Executive Director and chairman of the Board

執行董事兼董事會主席

Executive Director and Chief Executive Officer

執行董事兼行政總裁

Executive Director

執行董事

Executive Director and chief financial officer

執行董事兼首席財務官

Independent non-executive Director

獨立非執行董事

Independent non-executive Director

獨立非執行董事

Independent non-executive Director

獨立非執行董事

Independent non-executive Director

獨立非執行董事

In accordance with the Articles of Association, Mr. Guan Yihong, Ms. Cui Longyu and Ms. Wang Xiaomei will retire and, being eligible, will offer themselves for re-election at the forthcoming AGM.

The biographical details of the Directors and senior management of the Company as at the Latest Practicable Date are set out in the section headed "Directors and Senior Management" in this annual report.

董事

於截至2024年12月31日止年度及直至最後可行日期的董事為：

根據組織章程細則，管毅宏先生、崔弄宇女士及王曉梅女士將退任及符合資格且將於應屆股東週年大會上膺選連任。

於最後可行日期，本公司董事及高級管理層的履歷詳情載於本年報「董事及高級管理層」章節。

DIRECTORS' REPORT

董事會報告

Disclosure under Rule 13.51B(1) of the Listing Rules

There is no change in the Directors' biographical details which is required to be disclosed pursuant to rule 13.51B(1) of the Listing Rules since the date of 2024 interim report of the Company.

Directors' Service Contracts and Letters of Appointment

Each of our executive Directors entered into a service contract with our Company on December 6, 2019, except for Mr. He Chengxiao and Mr. Su Danman who entered into a service contract with our Company on July 2, 2020 and June 9, 2023, respectively.

We have issued letters of appointment to each of our independent non – executive Directors. The service contract with each of our executive Directors and the letter of appointment with each of our independent non-executive Directors were for an initial fixed term of three years commencing from December 6, 2019 and were expired on December 5, 2022, except for the service contracts of Mr. He Chengxiao and Mr. Su Danman which are for an initial fixed term of three years commencing from July 2, 2020 and June 9, 2023, respectively, except for Ms. Tang Zhihui's and Ms. Zhu Rui's letters of appointment which are for an initial fixed term of three years commencing from April 16, 2021, and except for Ms. Wang Xiaomei's letters of appointment which are for an initial fixed term of three years commencing from June 6, 2024. Mr. He Chengxiao's service contract which had expired on July 2, 2023, was renewed with the same terms. Ms. Tang Zhihui's and Ms. Zhu Rui's letters of appointment were expired on April 16, 2024 and were renewed with the same terms. The service contracts and the letters of appointment are subject to termination in accordance with their respective terms.

The service contracts may be renewed in accordance with our Articles of Association and the applicable Listing Rules. None of our Directors proposed for re-election at the AGM has a service contract with members of our Group that is not determinable by our Group within one year without payment of compensation, other than statutory compensation.

根據上市規則第13.51B(1)條的披露事項

自本公司2024年中期報告日期起，概無根據上市規則第13.51B(1)條須予披露的董事履歷詳情變動。

董事的服務合約及委任函

我們的各執行董事於2019年12月6日與本公司訂立服務合約，惟何成效先生及蘇淡滿先生則分別於2020年7月2日及2023年6月9日與本公司訂立服務合約。

我們已向各獨立非執行董事發出委任函。我們各執行董事的服務合約及各獨立非執行董事的委任函自2019年12月6日起計，初步固定任期為三年，已於2022年12月5日屆滿，惟何成效先生及蘇淡滿先生的服務合約分別自2020年7月2日及2023年6月9日起計，初步固定任期為三年，唐智暉女士及朱睿女士的委任函則自2021年4月16日起計，初步固定任期為三年及王曉梅女士的委任函自2024年6月6日起計，初步固定任期為三年。何成效先生已於2023年7月2日屆滿的服務合約已按相同條款重續。唐智暉女士及朱睿女士已於2024年4月16日屆滿的委任函已按相同條款重續。服務合約及委任函可根據其各自條款予以終止。

服務合約可根據組織章程細則及適用上市規則予以續期。概無於股東週年大會建議重選之董事與本集團任何成員公司訂立本集團不可於一年內終止而毋須支付賠償（法定賠償除外）的服務合約。

DIRECTORS' REPORT

董事會報告

Confirmation of Independence of Independent Non-executive Directors

The Company has received an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors (being Ms. Wang Xiaomei (serves from June 6, 2024), Ms. Tang Zhihui and Ms. Zhu Rui), and the Company considers such Directors to be independent for the year ended December 31, 2024.

Directors' and Controlling Shareholders' Interests in Transactions, Arrangements or Contracts of Significance

Save for the related party transactions as disclosed in note 30 to the consolidated financial statements in this directors' report, there was no transactions, arrangements or contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director and/or any of his/her connected entity had a material interest, whether directly or indirectly, and there was no transaction, arrangement or contract of significance between the Company or any of its subsidiaries and the Company's controlling shareholders or any of its subsidiaries, subsisted at the end of, or at any time during the year ended December 31, 2024.

確認獨立非執行董事的獨立性

本公司已接獲各獨立非執行董事（即王曉梅女士（任期自2024年6月6日起）、唐智暉女士及朱睿女士）根據上市規則第3.13條發出的年度獨立性確認書，且本公司認為該等董事於截至2024年12月31日止年度均為獨立人士。

董事及控股股東於重大交易、安排或合約中的權益

除本董事會報告綜合財務報表附註30所披露的關聯方交易外，本公司或其任何附屬公司概無訂立董事及／或其任何關連實體於其中擁有重大權益（無論直接或間接）的任何重大交易、安排或合約，本公司或其任何附屬公司與本公司控股股東或其任何附屬公司概無訂立於截至2024年12月31日止年度結束時或該期間任何時間存續的任何重大交易、安排或合約。

DIRECTORS' REPORT

董事會報告

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures

As at December 31, 2024, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or which were recorded in the register required to be kept pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

(1) Long positions in ordinary Shares:

Name of Director 董事姓名	Nature of Interest 權益性質	Number of Shares held 所持股份數目	Approximate percentage of shareholding interest ⁽¹⁾ 股權概約百分比 ⁽¹⁾
Guan Yihong ⁽²⁾ 管毅宏 ⁽²⁾	Interest in controlled corporation 受控制法團權益	548,457,000	39.24%
He Chengxiao 何成效	Beneficial Owner 實益擁有人	170,000	0.01%
Cui Longyu 崔弄宇	Beneficial Owner 實益擁有人	50,000	0.00%
Su Danman 蘇淡滿	Beneficial Owner 實益擁有人	140,000	0.01%

Notes:

- The percentage represents the number of ordinary Shares interested divided by the number of the Company's issued shares as at December 31, 2024.
- GYH BVI is owned as to 1% voting shares by Mr. Guan Yihong and as to 99% non-voting shares by GYH LIMITED. GYH LIMITED is wholly-owned by M.T.B., a nominee shareholder appointed by J.P. Morgan (in its capacity as the trustee of the Guan Family Trust). The Guan Family Trust is a discretionary trust established by Mr. Guan Yihong as the settlor for the benefit of his family members. Accordingly, GYH BVI is controlled as to 100% by Mr. Guan Yihong and Mr. Guan Yihong is deemed to be interested in all the Shares held by GYH BVI.

董事及高級行政人員於股份、相關股份及債權證的權益及淡倉

於2024年12月31日，董事及本公司高級行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的有關條文彼等擁有或視為擁有的權益及淡倉），或須記錄於根據證券及期貨條例第352條須存置的登記冊內的權益及淡倉，或根據標準守則須另行知會本公司及聯交所的權益及淡倉如下：

(1) 於普通股的好倉：

附註：

- 百分比代表佔有權益的普通股數目除以本公司於2024年12月31日之已發行股份數目。
- GYH BVI由管毅宏先生擁有1%具表決權的股份及由GYH LIMITED擁有99%不具表決權的股份。GYH LIMITED由M.T.B.（為J.P. Morgan（以其作為管氏家族信託的受託人身份）委任的名義股東）全資擁有。管氏家族信託為管毅宏先生作為委託人為其家族成員利益而設立的全權信託。因此，GYH BVI由管毅宏先生控制100%權益，而管毅宏先生被視為於GYH BVI持有的所有股份中擁有權益。

DIRECTORS' REPORT

董事會報告

(2) Long positions in underlying Shares:

Share options – physically settled unlisted equity derivatives

Name of Director 董事姓名	Nature of Interest 權益性質	Number of underlying Shares held 所持股份數目	Approximate percentage of shareholding interest 股權概約百分比
Guan Yihong 管毅宏	Beneficial owner 實益擁有人	1,150,000	0.08%
He Chengxiao 何成效	Beneficial owner 實益擁有人	2,481,000	0.18%
Cui Longyu 崔弄宇	Beneficial owner 實益擁有人	1,811,000	0.13%
Su Danman 蘇淡滿	Beneficial owner 實益擁有人	586,000	0.04%

Details of the shares options granted by the Company are set out under the section "Share Option Scheme" in this report.

Note:

- (1) The percentage represents the number of underlying Shares interested divided by the number of the Company's issued shares as at December 31, 2024.

Save as disclosed above, as at December 31, 2024, none of the Directors or the chief executive of the Company had or was deemed to have any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) that was 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 and short positions which they have taken or deemed to have taken under such provisions of the SFO), or required to be recorded in the register required to be kept pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

(2) 於相關股份的好倉：

購股權 – 實物結算非上市股權衍生工具

Number of underlying Shares held 所持股份數目	Approximate percentage of shareholding interest 股權概約百分比
1,150,000	0.08%
2,481,000	0.18%
1,811,000	0.13%
586,000	0.04%

本公司授出的購股權詳情載於本報告「購股權計劃」一節。

附註：

- (1) 百分比代表佔有權益的相關股份數目除以本公司於2024年12月31日之已發行股份數目。

除上文所披露者外，於2024年12月31日，概無董事或本公司高級行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）股份、相關股份或債權證中擁有或被視作擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例有關條文彼等擁有或視作擁有的權益及淡倉），或須記錄於根據證券及期貨條例第352條須存置的登記冊內的權益或淡倉，或根據標準守則須另行知會本公司及聯交所的權益或淡倉。

DIRECTORS' REPORT

董事會報告

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares

As at December 31, 2024, to the best knowledge of the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

主要股東及其他人士於股份及相關股份的權益及淡倉

於2024年12月31日，就董事所深知，以下人士（並非董事或本公司高級行政人員）於股份或相關股份中擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司披露記錄於本公司根據證券及期貨條例第336條須存置的登記冊內的權益或淡倉：

Name of shareholder	Nature of interest	Number of Shares	Approximate percentage of interest in our Company ⁽³⁾
股東名稱／姓名	權益性質	股份數目	本公司權益概約百分比 ⁽³⁾
GYH BVI ⁽¹⁾	Beneficial owner	548,457,000 (Long position)	39.2%
GYH BVI ⁽¹⁾	實益擁有人	(好倉)	
Yang Sanyin ⁽²⁾	Interest of spouse	549,607,000 (Long position)	39.3%
楊三銀 ⁽²⁾	配偶權益	(好倉)	
Invesco Asset Management Limited	Investment manager	80,830,000 (Long position)	5.8%
Invesco Asset Management Limited	投資經理	(好倉)	

DIRECTORS' REPORT

董事會報告

Notes:

- (1) GYH BVI is controlled as to 100% by Mr. Guan Yihong. Such interests were also disclosed as the interests of Mr. Guan Yihong in the above section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures".
- (2) Ms. Yang Sanyin, the spouse of Mr. Guan Yihong, is deemed under the SFO to be interested in these 549,607,000 Shares in which Mr. Guan Yihong is deemed to be interested.
- (3) The percentage represents the number of ordinary Shares interested divided by the number of the Company's issued shares as at December 31, 2024.

Save as disclosed above, as at December 31, 2024, the Directors were not aware of any persons (who were not Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended December 31, 2024.

附註：

- (1) GYH BVI乃由管毅宏先生擁有100%控制權。有關權益亦作為管毅宏先生的權益於上文「董事及高級行政人員於股份、相關股份及債權證的權益及淡倉」一節披露。
- (2) 根據證券及期貨條例，楊三銀女士（管毅宏先生的配偶）被視為於管毅宏先生被視為擁有權益的549,607,000股股份中擁有權益。
- (3) 百分比代表佔有權益的普通股數目除以本公司於2024年12月31日之已發行股份數目。

除上文所披露者外，於2024年12月31日，董事並不知悉任何人士（並非董事或本公司高級行政人員）於股份或相關股份中擁有須根據證券及期貨條例第XV部第2及3分部條文披露或根據證券及期貨條例第336條須記入該條所述登記冊內的權益或淡倉。

管理合約

於截至2024年12月31日止年度，本公司並無就全部或任何重要部分業務的管理及行政工作訂立或存有任何合約。

DIRECTORS' REPORT

董事會報告

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association, although there are no restrictions against such rights under the laws in the Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders.

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the Shareholders by reason of their holding of the Company's securities.

EMOLUMENT POLICY

Our Directors believe that the ability to attract, motivate and retain a sufficient number of qualified employees including restaurant managers and kitchen assistants is of significant importance to the long-term successful development of our Group. The remuneration package for our employees generally includes basic wages, variable wages, bonuses and other staff benefits. We made contributions to mandatory employee benefit plans (including pension, work-related injury benefits, maternity insurance, medical and unemployment benefit plans and housing fund). We also granted share options as share incentives to qualified directors and employees under the Share Option Scheme, respectively, details of the scheme is set out under the section headed "Share Option Scheme" in this directors' report, to motivate our employees. In addition, our brand managers and their team members hold certain equity interests in the brands they manage, details of which are set out in "Business – Organizational Structure – Brand-specific Management" in the Prospectus. Our Group has established a remuneration committee to review the policy and structure of the remuneration for our Directors and senior management and make recommendations on the remuneration packages of individual Directors and senior management. In general, our Group determines the emolument payable to our Directors based on each Director's time commitment and responsibilities, salaries paid by comparable companies as well as the employment conditions elsewhere in our Group.

優先購股權

儘管開曼群島法律並無有關要求本公司按比例向現有股東發售新股份的優先購股權限制，組織章程細則項下並無有關優先購股權的規定。

稅務減免及豁免

董事並不知悉任何股東因持有本公司證券而可獲得的稅務減免及豁免。

薪酬政策

我們的董事認為吸納、激勵及留聘充足合資格僱員（包括餐廳經理及廚房助理）的能力對本集團長期成功發展至關重要。我們僱員的薪酬待遇通常包括基本工資、可變工資、獎金及其他員工福利。我們向強制性僱員福利計劃（包括養老保險、工傷保險、生育保險、醫療及失業保險及住房公積金）作出供款。我們亦根據購股權計劃，分別向合資格董事及僱員授出購股權作為股份激勵，以激勵僱員，計劃的詳情載於本董事會報告「購股權計劃」一節。此外，我們的品牌經理及其團隊人員持有彼等所管理品牌的若干股權，其詳情載於招股章程「業務－組織架構－特定品牌管理」。本集團已成立薪酬委員會以審閱我們董事及高級管理層薪酬政策及架構並就個別董事及高級管理層的薪酬待遇提供建議。一般而言，本集團基於各董事的時間付出及責任、可資比較公司支付的薪資以及本集團其他僱用情況釐定應付我們董事的薪酬。

DIRECTORS' REPORT

董事會報告

EMPLOYEE BENEFITS

Particulars of the employee benefits of the Group are set out in note 5(b) to the consolidated financial statements.

Pursuant to code provision E.1.5 of the CG Code, the annual remuneration of the senior management by band for the year ended December 31, 2024 is set out below:

僱員福利

本集團的僱員福利之詳情載於綜合財務報表附註5(b)。

根據企業管治守則守則條文第E.1.5條，高級管理層於截至2024年12月31日止年度按範圍劃分之年度薪酬列載如下：

Remuneration band	薪酬範圍	Number of senior management* 高級管理層人數*
RMB0 to RMB1,000,000	人民幣0元至人民幣1,000,000元	2
RMB1,000,001 to RMB1,500,000	人民幣1,000,001元至人民幣1,500,000元	1
RMB1,500,001 to RMB2,000,000	人民幣1,500,001元至人民幣2,000,000元	1
RMB2,000,001 to RMB2,500,000	人民幣2,000,001元至人民幣2,500,000元	1
RMB2,500,001 to RMB3,000,000	人民幣2,500,001元至人民幣3,000,000元	–
RMB3,000,001 to RMB3,500,000	人民幣3,000,001元至人民幣3,500,000元	2
		7

* As of December 31, 2024, the number of senior management was 7 individuals.

* 截至2024年12月31日，高級管理層人數為7人。

PUBLIC FLOAT

As at the Latest Practicable Date and based on the information that is publicly available to the Company and to the knowledge of the Directors, the Company has maintained minimum public float of 25% as required under the Listing Rules.

公眾持股量

截至最後可行日期，根據本公司可獲得的公開資料及據董事所知，本公司一直維持上市規則所規定的25%的最低公眾持股量。

RIGHTS TO ACQUIRE THE COMPANY'S SECURITIES AND EQUITY-LINKED AGREEMENTS

Save as disclosed under the sections headed "Share Option Scheme" in this directors' report, at no time during the year ended December 31, 2024 was the Company, or any of its subsidiaries, a party to any arrangement to enable the Directors or Chief Executive Officer or their respective associates to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of Shares in, or debentures of, the Company or any other body corporate, nor did the Company enter into any equity-linked agreement.

購買本公司證券的權利及股票掛鈎協議

除於本董事會報告「購股權計劃」一節所披露者外，本公司或其任何附屬公司於截至2024年12月31日止年度內任何時間概無參與訂立任何安排，讓董事或行政總裁或彼等各自之聯繫人認購本公司或其任何相聯法團（定義見證券及期貨條例）之證券或藉購入本公司或任何其他法人團體之股份或債權證而獲取利益，本公司亦未訂立任何股票掛鈎協議。

DIRECTORS' REPORT

董事會報告

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

None of the Directors and the controlling shareholders of the Company was interested in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group for the year ended December 31, 2024 which would require disclosure under Rule 8.10 of the Listing Rules.

DEED OF NON-COMPETITION

We have received annual written confirmations from the controlling shareholders of the Company, consisting of Mr. Guan Yihong and GYH BVI, of the compliance with the provisions of the Deed of Non-competition by such controlling shareholders and their close associates. The independent non-executive Directors have reviewed the compliance with the Deed of Non-competition during the year ended December 31, 2024 based on the information and confirmation provided by or obtained from the controlling shareholders, and were satisfied that our controlling shareholders have duly complied with the Deed of Non-competition.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, the Directors, auditors and other officers of the Company shall be entitled to be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices. Such provisions were in force throughout the year ended December 31, 2024 and are currently in force.

The Company has arranged for appropriate insurance cover for Directors' liabilities in respect of legal actions that may be brought against the Directors during the year ended December 31, 2024.

董事及控股股東於競爭性業務之權益

截至2024年12月31日止年度，概無董事及本公司控股股東於會或可能會與本集團業務直接或間接構成競爭之任何業務中擁有權益，而須根據上市規則第8.10條作出披露。

不競爭契據

我們已接獲本公司控股股東（包括管毅宏先生及GYH BVI）就有關控股股東及其緊密聯繫人對不競爭契據條文之遵守情況而發出的年度書面確認書。獨立非執行董事已根據控股股東提供或自控股股東取得的資料及確認書，審查於截至2024年12月31日止年度遵守不競爭契據的情況，並信納控股股東已妥為遵守不競爭契據。

獲准許彌償條文

根據組織章程細則，董事、核數師及本公司其他管理人員因於履行其相關職務之職責或應有之職責上進行、同意或遺漏進行的任何行為，而會或可能招致或蒙受的一切法律行動、成本、費用、損失、損害及支出，應有權以本公司之資產獲得彌償及免受損失。有關條文於截至2024年12月31日止整個年度及現時一直生效。

於截至2024年12月31日止年度，本公司已為董事就可能針對董事的法律行動責任安排適當保險。

DIRECTORS' REPORT 董事會報告

USE OF PROCEEDS FROM THE GLOBAL OFFERING AND THE TOP-UP PLACING

Our shares were listed on the Main Board of the Stock Exchange on January 15, 2020. A total of 333,400,000 ordinary shares comprising the Global Offering with nominal value of US\$0.0000001 each of the Company were issued at HK\$6.60 per Share for a total of approximately HK\$2,200 million. The net proceeds raised by the Company from the Global Offering is approximately HK\$2,057.9 million. On February 7, 2020, the Joint Global Coordinators exercised the Over-allotment Option granted by the Company under the Global Offering in full and pursuant to which the Company issued and allotted an aggregate of 50,010,000 additional Shares at HK\$6.60 per Share for a total of approximately HK\$330 million. The net proceeds raised by the Company from the issue of Shares pursuant to the exercise of the Over-allotment Option in full is approximately HK\$315 million. The total net proceeds from Global Offering amounted to approximately HKD2,372.9 million and had been fully utilized by March 10, 2024. For details, see the annual results announcement of the Company dated March 22, 2024.

To supplement the Group's long-term funding of its expansion plan and growth strategies, the Company entered into a placing and subscription agreement with GYH BVI, three placing agents and certain other parties on July 16, 2020. The Company successfully raised total net proceeds of approximately HK\$829.5 million through the top-up placing of 70,000,000 Shares to not less than six professional, institutional and/or individual investors at the placing price of HKD11.99 per Share on July 30, 2020 (a discount of approximately 5.44% to the closing price of HKD12.68 per Share as quoted on the Stock Exchange on July 15, 2020, being the last trading day on which the terms of the placing were fixed). The net placing price after the deduction of expenses was approximately HK\$11.85 per placing Share. Details of the Group's use of proceeds from the top-up placing as at March 10, 2025 are set out in the section headed "Management Discussion and Analysis – Use of Proceeds – Use of Proceeds from the Subscription" in this annual report.

全球發售及先舊後新配售所得款項用途

我們的股份於2020年1月15日在聯交所主板上市。本公司合共333,400,000股每股面值0.0000001美元的普通股（包括全球發售）已按每股6.60港元發行，所得款項總額約為2,200百萬港元。本公司自全球發售籌集的所得款項淨額約為2,057.9百萬港元。於2020年2月7日，聯席全球協調人根據全球發售悉數行使本公司授出的超額配股權，據此，本公司已按每股6.60港元發行及配發合共50,010,000股額外股份，總額約為330百萬港元。本公司自因悉數行使超額配股權而發行股份籌集的所得款項淨額約為315百萬港元。全球發售所得款項淨額共計約為2,372.9百萬港元，已於2024年3月10日悉數動用，詳情請參閱本公司日期為2024年3月22日的年度業績公告。

為本集團擴張計劃及增長策略補充長期資金，本公司於2020年7月16日與GYH BVI、三名配售代理及若干其他訂約方訂立配售及認購協議。本公司已於2020年7月30日成功按每股股份11.99港元的配售價（較股份於2020年7月15日（即釐定配售條款之最後交易日）在聯交所所報收市價每股股份12.68港元折讓約5.44%），向不少於六名專業、機構及／或個人投資者以先舊後新配售方式配售70,000,000股股份，從而籌集所得款項淨額合共約829.5百萬港元。經扣除開支，淨配售價約為每股配售股份11.85港元。有關本集團截至2025年3月10日的先舊後新配售所得款項用途之詳情載於本年報「管理層討論與分析 – 所得款項用途 – 認購事項所得款項用途」一節。

DIRECTORS' REPORT

董事會報告

CONNECTED TRANSACTIONS

There was no connected transaction or continuing connected transaction undertaken by the Company during the year ended December 31, 2024 and up to the date of this annual report which was required to be disclosed pursuant to Chapter 14A of the Listing Rules. The related party transaction disclosed in note 30 to the consolidated financial statements did not constitute connected transactions or continuing connected transactions of the Company.

ANNUAL GENERAL MEETING

The AGM will be held on Friday, June 6, 2025. A notice convening the AGM and all other relevant documents will be published and despatched to the Shareholders in the manner required by the Listing Rules in due course.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement of the Shareholders to attend and vote at the AGM, the Company's register of members will be closed from Tuesday, June 3, 2025 to Friday, June 6, 2025, both dates inclusive, during which period no transfer of share will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, MUFG Corporate Markets Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong for registration not later than 4:30 p.m. on Monday, June 2, 2025.

In order to determine the entitlement of the Shareholders to receive the proposed final and special dividend, for the year ended December 31, 2024 the Company's register of members will be closed from Friday, June 13, 2025 to Tuesday, June 17, 2025, both dates inclusive, during which period no transfer of share will be registered. In order to be eligible to receive the proposed final and special dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, MUFG Corporate Markets Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong for registration not later than 4:30 p.m. on Thursday, June 12, 2025.

關連交易

除以上所披露者外，於截至2024年12月31日止年度及直至本年報日期，本公司並無進行其他根據上市規則第14A章須予披露的關連交易或持續關連交易。綜合財務報表附註30所披露的關聯方交易並不構成本公司的關連交易或持續關連交易。

股東週年大會

股東週年大會將於2025年6月6日（星期五）舉行。召開股東週年大會之通告及所有其他相關文件將會根據上市規則之規定方式於適當時候刊登並寄發予股東。

暫停辦理股份過戶登記

為釐定股東出席股東週年大會並於會上投票的權利，本公司將自2025年6月3日（星期二）至2025年6月6日（星期五）（包括首尾兩日）暫停辦理股份過戶登記手續，期間將不會登記過戶任何股份。為符合資格出席股東週年大會並於會上投票，未登記的本公司股份持有人須確保所有過戶文件連同相關股份證明必須不遲於2025年6月2日（星期一）下午四時三十分送交本公司的香港股份過戶登記分處MUFG Corporate Markets Pty Limited（地址為香港中環皇后大道中28號中匯大廈16樓1601室）登記。

為釐定有權收取建議末期及特別股息的股東身份，截至2024年12月31日止年度，本公司將自2025年6月13日（星期五）至2025年6月17日（星期二）（包括首尾兩日）暫停辦理股份過戶登記手續，期間將不會登記過戶任何股份。為符合資格收取建議末期及特別股息，未登記的本公司股份持有人須確保所有過戶文件連同相關股份證明必須不遲於2025年6月12日（星期四）下午四時三十分送交本公司的香港股份過戶登記分處MUFG Corporate Markets Pty Limited（地址為香港中環皇后大道中28號中匯大廈16樓1601室）登記。

DIRECTORS' REPORT

董事會報告

CORPORATE GOVERNANCE

The Company's corporate governance principles and practices are set out in the Corporate Governance Report from pages 50 to 69 of this annual report.

AUDIT COMMITTEE

The Audit Committee has reviewed the accounting principles and policies adopted by the Group and discussed the Group's risk management, internal controls and financial reporting matters with the management. The Audit Committee has reviewed the audited consolidated financial statements of the Group for the year ended December 31, 2024.

AUDITOR

The financial statements for the year ended December 31, 2024 have been audited by KPMG who shall retire at the forthcoming AGM and, being eligible, will offer themselves for re-appointment. A resolution will be proposed at the forthcoming AGM to re-appoint KPMG as the auditor of the Company.

Save as otherwise stated, all references above to other sections, reports or notes in this annual report form part of this directors' report.

On behalf of the Board

GUAN Yihong

Chairman

March 28, 2025

企業管治

本公司之企業管治原則及常規載於本年報第50至69頁企業管治報告內。

審核委員會

審核委員會已審閱本集團所採納會計原則及政策以及與管理層討論本集團風險管理、內部監控及財務報告事宜。審核委員會已審閱本集團截至2024年12月31日止年度的經審核綜合財務報表。

核數師

截至2024年12月31日止年度財務報表已由畢馬威會計師事務所審核，畢馬威會計師事務所將於應屆股東週年大會上退任並合資格且願意接受續聘。本公司將於應屆股東週年大會提呈一項決議案以重新委任畢馬威會計師事務所為本公司核數師。

除另有列明者外，上文所有提述本年度報告其他章節、報告或附註均構成本董事會報告一部分。

代表董事會

主席

管毅宏

2025年3月28日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Independent auditor's report to the shareholders of Jiumaojiu International Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Jiumaojiu International Holdings Limited ("the Company") and its subsidiaries ("the Group") set out on pages 112 to 236, which comprise the consolidated statement of financial position as at 31 December 2024, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes, comprising material accounting policy information and other explanatory information.

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

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* ("the Code") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

致九毛九国际控股有限公司股東的獨立核數師報告

(於開曼群島註冊成立的有限公司)

意見

我們已審核第112至236頁所載的九毛九国际控股有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，包括於2024年12月31日的綜合財務狀況表以及截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及附註(包括重大會計政策資料及其他解釋資料)。

我們認為，綜合財務報表按照國際會計準則理事會(「國際會計準則理事會」)頒佈的國際財務報告準則(「國際財務報告準則」)真實、公允地反映了貴集團於2024年12月31日的綜合財務狀況以及截至該日止年度的綜合財務表現及其綜合現金流量，並已按照香港公司條例的披露規定妥為編製。

意見基準

我們根據香港會計師公會(「香港會計師公會」)頒佈的香港核數準則(「香港核數準則」)進行我們的審核。我們於該等準則下責任的進一步詳情載於我們的報告「核數師就審核綜合財務報表的責任」一節。根據香港會計師公會《專業會計師道德守則》(「守則」)以及與我們審核綜合財務報表相關的開曼群島任何道德要求，我們獨立於貴集團，且我們已根據該等要求及守則履行我們的其他道德責任。我們相信我們已取得的審核證據屬充足及適當，能夠為我們的意見提供依據。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTER

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the consolidated financial statements of the current period. The matter was 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 the matter.

關鍵審核事項

關鍵審核事項指依據我們的專業判斷在我們對本期綜合財務報表進行的審核中最為重要的事項。我們在對綜合財務報表進行整體審核時處理該事項，且在我們就綜合財務報表形成意見時，我們不就關鍵審核事項單獨提供意見。

Assessing impairment of right-of-use assets and property, plant and equipment in restaurants 評估餐廳的使用權資產以及物業、廠房及設備的減值	
Refer to note 11 to the consolidated financial statements and the accounting policies on page 135 - 136. 請參考綜合財務報表附註11及第135至136頁的會計政策。	
The Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 我們在審核中處理該事項的方式
Local economic conditions and competition from other restaurants impact the performance of the Group's restaurants. There is a risk that the carrying amounts of the right-of-use assets and property, plant and equipment of the restaurants may not be recoverable by the future net cash flows to be generated from the operations these restaurants. 當地經濟狀況及來自其他餐廳的競爭影響貴集團餐廳的表現。存在貴集團若干餐廳的使用權資產以及物業、廠房及設備的賬面值無法通過經營該等餐廳將產生的未來現金流量淨額所收回。 Each continued operating restaurant of the Group is identified as a separate cash generating unit ("CGU"). Management reviews the performance of these individual restaurants at the end of each reporting period to identify if there is any indication of impairment. 我們將貴集團的每間可持續經營餐廳識別為一個單獨的現金產生單位（「現金產生單位」）。管理層於各報告期末審閱個別餐廳的表現，以識別是否有任何減值指標。	Our audit procedures to assess the impairment of right-of-use assets and property, plant and equipment of restaurants included the following: 我們評估餐廳使用權資產以及物業、廠房及設備減值的審核程序如下： • understanding and evaluating the design and implementation of key internal controls over the impairment assessment; • 瞭解及評估有關減值評估的關鍵內部控制的設計及實施； • evaluating the impairment indicators adopted by management with reference to the requirements of the prevailing accounting standards; • 參考現行會計準則的規定，評估管理層所採用的減值指標；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTER (continued)

關鍵審核事項 (續)

Assessing impairment of right-of-use assets and property, plant and equipment in restaurants 評估餐廳的使用權資產以及物業、廠房及設備的減值	
Refer to note 11 to the consolidated financial statements and the accounting policies on page 135 - 136. 請參考綜合財務報表附註11及第135至136頁的會計政策。	
The Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 我們在審核中處理該事項的方式
The recoverable amount of the restaurants with impairment indicators is determined by management based on the higher of fair value less costs of disposal and value-in-use of the relevant restaurant. In determining the value-in-use of the relevant restaurant, management prepares discounted cash flow forecast. The preparation of discounted cash flow forecast involves significant management judgement including discount rate, future revenue, raw materials and consumables used and staff costs. An impairment loss is recognised when the recoverable amount is lower than the carrying amount of the relevant restaurant. As at 31 December 2024, the Group recognised an accumulated impairment loss of RMB134,193,000 and an impairment loss of RMB111,564,000 on property, plant and equipment of restaurants for the year then ended. 有減值指標的餐廳的可收回金額由管理層根據相關餐廳的公平值減出售成本及使用價值兩者中的較高者釐定。於釐定相關餐廳的使用價值時，管理層編製貼現現金流量預測。編製貼現現金流量預測涉及重大管理層判斷，包括貼現率、未來收入、所用原材料及耗材以及員工成本。減值虧損於可收回金額低於相關餐廳的賬面值時確認。於2024年12月31日，貴集團已確認累計減值虧損人民幣134,193,000元，及截至該日止年度有關餐廳的物業、廠房及設備的減值虧損人民幣111,564,000元。	- with the assistance of our internal valuation specialists, assessing the methodology adopted by management in preparing the discounted cash flow forecasts with reference to the requirements of the prevailing accounting standards; - 在我們內部估值專家的協助下，參考現行會計準則的規定，評估管理層在編製貼現現金流量預測時所採用的方法； - comparing the actual performance and the results of selected restaurants for the current year with the forecasts adopted by management in the prior year and making enquiries with the management for any significant variations identified and considering if there was any indication of management bias; - 將選定餐廳於本年度的實際表現及業績與管理層於上一年度採納的預測進行比較，並就所識別的任何重大差異向管理層查詢原因，並考慮是否有任何跡象顯示管理層偏頗；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTER (continued)

關鍵審核事項 (續)

Assessing impairment of right-of-use assets and property, plant and equipment in restaurants 評估餐廳的使用權資產以及物業、廠房及設備的減值	
Refer to note 11 to the consolidated financial statements and the accounting policies on page 135 - 136. 請參考綜合財務報表附註11及第135至136頁的會計政策。	
The Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 我們在審核中處理該事項的方式
Assessing impairment of right-of-use assets and property, plant and equipment of restaurants is identified as a key audit matter due to high degree of judgement required in determining the key assumptions used in estimating the value-in-use of the restaurants. The determination of these assumptions could be subject to management bias. 由於在釐定用於估計餐廳使用價值的關鍵假設時須作出高度判斷，故評估餐廳的使用權資產及物業、廠房及設備的減值被識別為關鍵審計事項。該等假設的釐定可能會受到管理層偏見的影響。	- evaluating the appropriateness of key assumptions adopted by management in the discounted cash flow forecasts, including revenue as well as raw materials and consumables used and staff costs to revenue ratio, on a sample basis, by comparing to recent financial performance; and management's budgets approved by the board of directors for the operations in 2025; - 透過比較近期財務表現及經董事會批准的管理層就2025年的營運預算，抽樣評估管理層於貼現現金流量預測中採納的關鍵假設（包括收入以及所用原材料及耗材以及員工成本與收入的比率）的適當性； - with the assistance of our internal valuation specialists, assessing the discount rates used in the discounted cash flow forecasts by benchmarking against other similar listed catering entities; and - 在我們內部估值專家的協助下，參照其他類似上市餐飲實體，評估貼現現金流量預測中使用的折現率；及 - evaluating the sensitivity analysis prepared by management and considering whether reasonable change in key assumptions used in the discounted cash flow forecasts would materially affect the estimation of the recoverable amounts of the selected restaurants. - 評估管理層編製的敏感度分析，並考慮貼現現金流量預測所採用關鍵假設的合理變動是否會對選定餐廳可收回金額的估計產生重大影響。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

綜合財務報表及核數師就此的報告之外的資料

董事對其他資料負責。其他資料包括年報中所載的除綜合財務報表及核數師就綜合財務報表的報告之外的所有資料。

我們就綜合財務報表的意見並不涵蓋其他資料，且我們不就其他資料發表任何形式的鑒證結論。

就我們對綜合財務報表的審核，我們的責任為閱讀其他資料並在閱讀其他資料時，考慮其他資料是否與綜合財務報表或我們在審核中的了解存在重大不一致，或可能存在重大錯誤陳述。

倘基於我們已執行的工作，我們認為其他資料存在重大錯誤陳述，我們須報告該事實。我們就此並無需要報告的事實。

董事就綜合財務報表的責任

董事負責根據國際會計準則理事會頒佈的國際財務報告準則以及香港公司條例的披露規定編製真實、公允的綜合財務報表，並負責董事認定就編製不存在重大錯誤陳述（不論因欺詐或錯誤）的綜合財務報表而言屬必要的內部監控。

在編製綜合財務報表時，董事負責評估貴集團的持續經營能力、披露（如適用）持續經營相關事宜並使用持續經營會計基準，除非董事擬將貴集團清盤或終止營運，或除此之外並無其他實際可行的選擇。

董事在審核委員會的協助下履行其監督貴集團財務報告程序的責任。

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 an auditor's 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 HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional 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.

核數師就審核綜合財務報表的責任

我們的目標是就綜合財務報表整體是否不存在重大錯誤陳述（不論因欺詐或錯誤）取得合理保證，並出具包含我們意見的核數師報告。本報告僅向閣下（作為整體）作出，除此之外，別無其他目的。我們不就本報告的內容向任何其他人士承擔責任或負責。

合理保證為高水平的保證，但並不能保證根據香港核數準則進行的審核總能發現存在的重大錯誤陳述。錯誤陳述可能產生自欺詐或錯誤，若可合理預計錯誤陳述單獨或整體將對綜合財務報表的使用者基於該等綜合財務報表所作的經濟決策產生影響，則相關錯誤陳述被認為屬重大。

在根據香港核數準則進行審核時，我們在整個審核過程中作出專業判斷並保持專業懷疑態度。我們亦：

- 識別及評估綜合財務報表重大錯誤陳述（不論因欺詐或錯誤）的風險，針對該等風險設計並執行相應的審核程序，並取得能夠為我們的意見提供依據的充足且適當的審核證據。未發現因欺詐而導致的重大錯誤陳述的風險高於未發現因錯誤而導致的重大錯誤陳述，原因在於欺詐可能涉及串謀、偽造、故意遺漏、虛假陳述或凌駕於內部監控之上。
- 了解與審核相關的內部監控，以設計適合相關情況的審核程序，但並非為就貴集團內部監控的有效性發表意見。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

(continued)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the 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.

核數師就審核綜合財務報表的責任 (續)

- 評估董事所使用的會計政策的適當性以及所作出的會計估計及相關披露的合理性。
- 就董事使用持續經營會計基準的適當性作出結論，並根據取得的審核證據，就是否存在可能令貴集團的持續經營能力產生重大疑問的事件或情況相關的「重大不確定因素」作出結論。倘我們認為存在該重大不確定因素，則我們須在核數師報告中提請注意綜合財務報表中的相關披露，或倘相關披露不充足，則發表非無保留意見。我們的結論乃基於截至核數師報告日期獲得的審核證據。然而，未來事件或情況可能導致貴集團不再能夠持續經營。
- 評估綜合財務報表的整體呈報、結構及內容，包括披露資料以及綜合財務報表是否以公允方式呈報相關交易及事件。
- 計劃和執行集團審核，以就貴集團內實體或業務單位的財務資料取得充分適當的審核證據，以對集團財務報表形成審核意見提供基礎。我們負責指導、監督及覆核為集團審核而執行的審核工作。我們對我們的審核意見負全責。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

(continued)

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Lam Kai Wa.

KPMG

Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

28 March 2025

核數師就審核綜合財務報表的責任 (續)

我們會與審核委員會就(其中包括)審核的計劃範圍及時間及重大審核發現等事項(包括我們在審核中發現的內部監控的重大不足)進行溝通。

我們亦向審核委員會聲明，我們已經遵守相關獨立性道德要求，並與其溝通可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相關消除威脅或作出保障的防範措施(如適用)。

在與審核委員會溝通的事宜中，我們釐定對本期間綜合財務報表的審核最為重要並因此屬於關鍵審核事項的事宜。我們會在我們的核數師報告中描述該等事宜，惟法律或法規禁止相關事宜的公開披露，或在極少的情況下，因在我們的報告中說明某項事宜的負面後果合理預期將超過進行相關說明的公眾利益，我們認為不應在我們的報告說明該事宜的情況下則除外。

本獨立核數師報告的審核業務合夥人為林啟華。

畢馬威會計師事務所

執業會計師
香港中環
遮打道10號
太子大廈8樓

2025年3月28日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

for the year ended 31 December 2024 截至2024年12月31日止年度
(Expressed in Renminbi) (以人民幣列示)

		Note 附註	2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Revenue	收入	3	6,073,644	5,985,850
Other revenue	其他收入	4	69,597	126,659
Raw materials and consumables used	所用原材料及耗材		(2,162,104)	(2,142,159)
Staff costs	員工成本	5(b)	(1,746,972)	(1,544,103)
Depreciation of right-of-use assets	使用權資產折舊	5(e)	(576,465)	(485,330)
Other rentals and related expenses	其他租金及相關開支		(133,213)	(138,844)
Depreciation and amortisation of other assets	其他資產的折舊及攤銷	5(e)	(291,975)	(235,615)
Utility expenses	水電開支		(252,947)	(219,022)
Travelling and related expenses	差旅及相關開支		(29,626)	(38,781)
Advertising and promotion expenses	廣告及推廣開支		(104,063)	(84,523)
Other expenses	其他開支	5(d)	(470,751)	(438,588)
Share of losses of associates	應佔聯營公司虧損	14	(3,924)	(2,197)
Other net losses	其他虧損淨額	5(c)	(74,667)	(32,276)
Finance costs	融資成本	5(a)	(110,962)	(92,868)
Impairment losses of property, plant and equipment	物業、廠房及設備減值虧損	11(a)	(111,564)	(21,819)
Profit before taxation	除稅前溢利	5	74,008	636,384
Income tax	所得稅	6	(29,208)	(156,386)
Profit for the year	年度溢利		44,800	479,998

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

for the year ended 31 December 2024 截至2024年12月31日止年度
(Expressed in Renminbi) (以人民幣列示)

	Note 附註	2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Attributable to:	由以下應佔：		
Equity shareholders of the Company	本公司權益股東	55,807	453,462
Non-controlling interests	非控股權益	(11,007)	26,536
Profit for the year	年度溢利	44,800	479,998
Earnings per share	每股盈利		
Basic (RMB)	基本 (人民幣元)	0.04	0.31
Diluted (RMB)	攤薄 (人民幣元)	0.04	0.31

The notes on pages 121 to 236 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 27(d).

第121頁至第236頁的附註構成本財務報表的一部分。就年度溢利應向本公司權益股東派付股息的詳情載於附註27(d)。

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益表及其他全面收益表

for the year ended 31 December 2024 截至2024年12月31日止年度
(Expressed in Renminbi) (以人民幣列示)

	Note 附註	2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Profit for the year	年度溢利	44,800	479,998
Other comprehensive income for the year	年度其他全面收益		
<i>Items that will not be reclassified to profit or loss:</i>	<i>將不會重新分類至損益的項目：</i>		
Equity investments at fair value through other comprehensive income – net movement in fair value reserve (non-recycling)	按公平值計入其他全面收益的股權投資 – 公平值儲備變動淨額 (不可撥回)	14,802	(8,928)
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後或會重新分類至損益的項目：</i>		
Exchange differences on translation of financial statements of operations outside the Mainland China	換算中國內地以外業務財務報表的匯兌差額	45,185	33,265
Other comprehensive income for the year	年度其他全面收益	59,987	24,337
Total comprehensive income for the year	年度全面收益總額	104,787	504,335
Attributable to:	由以下應佔：		
Equity shareholders of the Company	本公司權益股東	115,794	477,799
Non-controlling interests	非控股權益	(11,007)	26,536
Total comprehensive income for the year	年度全面收益總額	104,787	504,335

The notes on pages 121 to 236 form part of these financial statements.

第121頁至第236頁的附註構成本財務報表的一部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

as at 31 December 2024 於2024年12月31日
(Expressed in Renminbi) (以人民幣列示)

		Note 附註	2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	11	1,189,710	1,129,483
Right-of-use assets	使用權資產	11	2,089,621	2,007,912
Intangible assets	無形資產	12	26,386	25,674
Interests in associates	於聯營公司的權益	14	28,745	7,869
Other non-current financial assets	其他非流動金融資產	15	400,502	137,309
Deferred tax assets	遞延稅項資產	25(b)	161,602	116,153
Rental deposits	租賃押金		127,407	113,557
Other non-current assets	其他非流動資產	16	155,396	177,015
			4,179,369	3,714,972
Current assets	流動資產			
Inventories	存貨	17	115,456	132,074
Trade and other receivables	貿易及其他應收款項	18	769,965	643,844
Restricted bank deposits	受限制銀行存款	19(a)	306,504	231,456
Deposits with banks with original maturity date over three months	原到期日超過三個月的 銀行存款	19(a)	510,355	471,631
Cash and cash equivalents	現金及現金等價物	19(a)	606,974	1,326,902
			2,309,254	2,805,907
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	20	622,597	696,971
Contract liabilities	合約負債	21	19,767	7,909
Lease liabilities	租賃負債	22	601,523	539,473
Bank loans	銀行貸款	24	305,817	90,000
Current taxation	即期稅項	25(a)	43,032	68,223
			1,592,736	1,402,576
Net current assets	流動資產淨值		716,518	1,403,331

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

as at 31 December 2024 於2024年12月31日
(Expressed in Renminbi) (以人民幣列示)

		Note 附註	2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Non-current liabilities	非流動負債			
Bank loans	銀行貸款	24	73,608	154,162
Lease liabilities	租賃負債	22	1,581,548	1,545,050
Provisions	撥備	23	51,531	47,293
Derivative financial liabilities	衍生金融負債	28(e)	27,551	8,905
Deferred tax liabilities	遞延稅項負債	25(b)	10,497	5,877
			1,744,735	1,761,287
NET ASSETS	資產淨值		3,151,152	3,357,016
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	27(a)	1	1
Reserves	儲備	27(c)	3,151,685	3,335,534
Total equity attributable to equity shareholders of the Company	本公司權益股東應佔權益總額		3,151,686	3,335,535
Non-controlling interests	非控股權益		(534)	21,481
TOTAL EQUITY	權益總額		3,151,152	3,357,016

Approved and authorised for issue by the board of directors on 28 March 2025.

經董事會於2025年3月28日批准及授權發佈。

GUAN Yihong
管毅宏
Chairman
主席

Su Danman
蘇淡滿
Executive Director and Chief Financial Officer
執行董事兼首席財務官

The notes on pages 121 to 236 form part of these financial statements.

第121頁至第236頁的附註構成本財務報表的一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

for the year ended 31 December 2024 截至2024年12月31日止年度
(Expressed in Renminbi) (以人民幣列示)

		Attributable to equity shareholders of the Company 本公司權益股東應佔											
	Note	Share capital	Share premium	Capital reserve	Treasury shares	Share-based payments reserve 以股份為基礎的 付款儲備	Statutory reserve	Exchange reserve	Fair value reserve (non-recycling)	Retained profits	Total	Non-controlling interests	Total equity
	附註	股本 RMB'000 人民幣千元 note 27(a) 附註27(a)	股份溢價 RMB'000 人民幣千元 note 27(c)(ii) 附註27(c)(ii)	資本儲備 RMB'000 人民幣千元 note 27(c)(i) 附註27(c)(i)	庫存股 RMB'000 人民幣千元 note 27(a)(iii) 附註27(a)(iii)	為基礎的 付款儲備 RMB'000 人民幣千元 note 27(c)(iii) 附註27(c)(iii)	法定儲備 RMB'000 人民幣千元 note 27(c)(iv) 附註27(c)(iv)	匯兌儲備 RMB'000 人民幣千元 note 27(c)(v) 附註27(c)(v)	公平值儲備 (不可撥回) RMB'000 人民幣千元 note 27(c)(vi) 附註27(c)(vi)	保留溢利 RMB'000 人民幣千元	總計 RMB'000 人民幣千元	非控股權益 RMB'000 人民幣千元	總權益 RMB'000 人民幣千元
Balance at 31 December 2022 and 1 January 2023	於2022年12月31日及 2023年1月1日的結餘	1	2,780,454	2	-	48,147	197,572	(2,816)	10,229	140,693	3,174,282	24,850	3,199,132
Changes in equity for 2023:	於2023年的權益變動：												
Profit for the year	年度溢利	-	-	-	-	-	-	-	-	453,462	453,462	26,536	479,998
Other comprehensive income	其他全面收益	-	-	-	-	-	-	33,265	(8,928)	-	24,337	-	24,337
Total comprehensive income	全面收益總額	-	-	-	-	-	-	33,265	(8,928)	453,462	477,799	26,536	504,335
Purchase of own shares	購回自身股份	27(a)(iii)	-	-	(137,255)	-	-	-	-	-	(137,255)	-	(137,255)
Cancellation of shares	註銷股份	27(a)(i) & (iii)	-*	(137,255)	-	137,255	-	-	-	-	-	-	-
Capital injection from non-controlling interests	非控股權益注資		-	-	-	-	-	-	-	-	-	4,000	4,000
Equity-settled share-based transactions	以權益結算以股份為基礎的交易	26	-	-	-	21,153	-	-	-	-	21,153	-	21,153
Shares issued under share options scheme	根據購股權計劃發行的股份	27(a)(ii)	-*	5,974	-	(1,034)	-	-	-	-	4,940	-	4,940
Share options forfeited during the year	年內已沒收的購股權	26	-	-	-	(3,826)	-	-	-	3,826	-	-	-
Acquisition of non-controlling interests	收購非控股權益	27(c)(vii)	-	-	-	-	-	-	-	(192,589)	(192,589)	(6,905)	(199,494)
Dividends approved and paid to shareholders of the Company	已批准及已派付予本公司股東的股息	27(d)	-	(12,795)	-	-	-	-	-	-	(12,795)	-	(12,795)
Dividends approved to non-controlling interest holders in a subsidiary	已批准予附屬公司非控股權益持有人的股息		-	-	-	-	-	-	-	-	-	(27,000)	(27,000)
Appropriation to statutory reserve	撥至法定儲備	27(c)(iv)	-	-	-	-	66,307	-	-	(66,307)	-	-	-
Balance at 31 December 2023	於2023年12月31日的結餘	1	2,636,378	2	-	64,440	263,879	30,449	1,301	339,085	3,335,535	21,481	3,357,016

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

for the year ended 31 December 2024 截至2024年12月31日止年度
(Expressed in Renminbi) (以人民幣列示)

		Attributable to equity shareholders of the Company 本公司權益股東應佔										Non-controlling interests	Total equity
Note	附註	Share capital	Share premium	Capital reserve	Treasury shares	Share-based payments reserve	Statutory reserve	Exchange reserve	Fair value reserve (non-recycling)	Retained profits	Total		
		股本	股份溢價	資本儲備	庫存股	以股份為基礎的付款儲備	法定儲備	匯兌儲備	公平值儲備 (不可撥回)	保留溢利	總計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		note 27(a)	note 27(c)(iii)	note 27(c)(i)	note 27(a)(iii)	note 27(c)(iii)	note 27(c)(iv)	note 27(c)(v)	note 27(c)(vi)				
		附註27(a)	附註27(c)(iii)	附註27(c)(i)	附註27(a)(iii)	附註27(c)(iii)	附註27(c)(iv)	附註27(c)(v)	附註27(c)(vi)				
Balance at 31 December 2023 and 1 January 2024	於2023年12月31日及2024年1月1日的結餘	1	2,636,378	2	-	64,440	263,879	30,449	1,301	339,085	3,335,535	21,481	3,357,016
Changes in equity for 2024:	於2024年的權益變動：												
Profit for the year	年度溢利	-	-	-	-	-	-	-	-	55,807	55,807	(11,007)	44,800
Other comprehensive income	其他全面收益	-	-	-	-	-	-	45,185	14,802	-	59,987	-	59,987
Total comprehensive income	全面收益總額	-	-	-	-	-	-	45,185	14,802	55,807	115,794	(11,007)	104,787
Purchase of own shares	購回自身股份	27(a)(iii)	-	-	(126,379)	-	-	-	-	-	(126,379)	-	(126,379)
Cancellation of shares	註銷股份	27(a)(i) & (iii)	-*	(126,379)	-	126,379	-	-	-	-	-	-	-
Capital injection from non-controlling interests	非控股權益注資		-	-	-	-	-	-	-	-	-	-	-
Equity-settled share-based transactions	以權益結算以股份為基礎的交易	26	-	-	-	18,227	-	-	-	-	18,227	-	18,227
Share options forfeited during the year	年內已沒收的購股權	26	-	-	-	(12,072)	-	-	-	12,072	-	-	-
Acquisition of non-controlling interests	收購非控股權益	27(c)(vii)	-	-	-	-	-	-	-	1,187	1,187	(1,197)	(10)
Dividends approved and paid to shareholders of the Company	已批准及已派付予本公司股東的股息	27(d)	-	(192,678)	-	-	-	-	-	-	(192,678)	-	(192,678)
Dividends approved to non-controlling interest holders in a subsidiary	已批准予附屬公司非控股權益持有人的股息		-	-	-	-	-	-	-	-	-	(9,811)	(9,811)
Appropriation to statutory reserve	撥充法定儲備	27(c)(iv)	-	-	-	-	22,153	-	-	(22,153)	-	-	-
Balance at 31 December 2024	於2024年12月31日的結餘	1	2,317,321	2	-	70,595	286,032	75,634	16,103	385,998	3,151,686	(534)	3,151,152

* The amount represents amount less than RMB1,000.

* 有關金額少於人民幣1,000元。

The notes on pages 121 to 236 form part of these financial statements.

第121頁至第236頁的附註構成本財務報表的一部分。

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

for the year ended 31 December 2024 截至2024年12月31日止年度
(Expressed in Renminbi) (以人民幣列示)

		Note 附註	2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Operating activities	經營活動			
Cash generated from operations	經營所得現金	19(b)	1,076,225	1,119,548
Income tax paid	已付所得稅	25(a)	(100,243)	(107,112)
Net cash generated from operating activities	經營活動所得現金淨額		975,982	1,012,436
Investing activities	投資活動			
Payment for purchases of property, plant and equipment, and right-of-use assets	購買物業、廠房及設備以及使用權資產的付款		(527,950)	(576,222)
Payment for purchases of intangible assets	購買無形資產的付款		(12,921)	(10,321)
Advances for investment	投資預付款		(10,629)	(23,889)
Proceeds from disposal of property, plant and equipment, and right-of-use assets	出售物業、廠房及設備以及使用權資產的所得款項		5,466	1,212
Payment for interests in associates	支付聯營公司權益的款項		(300)	–
Loans to associates	向聯營公司提供貸款	30(b)	(22,000)	(52,440)
Repayment from associates	聯營公司還款	30(b)	15,950	49,000
Payment for premises on behalf of an entity owned by the ultimate controlling shareholder	代表一間由最終控股股東擁有的實體就物業付款		–	(80,748)
Repayment from the ultimate controlling shareholder on behalf of an entity owned by the ultimate controlling shareholder	最終控股股東代表由最終控股股東擁有的實體還款		–	80,748
Interest received	已收利息		43,090	69,970
Dividend received	已收股息		979	1,681
Payment for deposits with banks with original maturity date over three months	原到期日超過三個月的銀行存款的付款		(510,355)	(471,631)
Withdrawal of deposits with banks with original maturity date over three months	提取原到期日超過三個月的銀行存款		471,631	852,241
Payment for purchases of other financial assets	購買其他金融資產的付款		(246,394)	–
Restoration costs paid	已付修復成本		(4,499)	(394)
Other cash flows arising from investing activities	投資活動產生的其他現金流量		160	10,600
Net cash used in investing activities	投資活動所用現金淨額		(797,772)	(150,193)

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

for the year ended 31 December 2024 截至2024年12月31日止年度
(Expressed in Renminbi) (以人民幣列示)

		Note 附註	2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Financing activities	融資活動			
Proceeds from issuance of shares due to exercise of share options	因行使購股權發行股份的 所得款項	27(a)(ii)	–	4,940
Payment for purchase of own shares	購回自身股份付款	27(a)(iii)	(126,379)	(137,255)
Proceeds from bank loans	銀行貸款所得款項	19(c)	284,008	286,789
Repayment of bank loans	償還銀行貸款	19(c)	(148,745)	(72,627)
Payment of capital element and interest element of lease liabilities	租賃負債資本部分及 利息部分付款	19(c)	(631,284)	(531,530)
Interest of bank loans paid	已付銀行貸款利息	19(c)	(10,314)	(4,734)
Capital injection from non-controlling interests of subsidiaries	附屬公司非控股權益注資		–	4,000
Payment for acquisition of non-controlling interests of subsidiaries	收購附屬公司非控股權益付款	19(c)	(69,494)	(130,000)
Dividends paid to equity shareholders of the Company	已付本公司權益股東的股息	27(d)	(192,678)	(12,795)
Dividends paid to non-controlling interests holders	已付非控股權益持有人的股息	19(c)	(9,811)	(53,200)
Net cash used in financing activities	融資活動所用現金淨額		(904,697)	(646,412)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物的 淨(減少)/增加		(726,487)	215,831
Cash and cash equivalents at 1 January	於1月1日的現金及現金等價物	19(a)	1,326,902	1,098,872
Effect of foreign exchange rate changes	外匯匯率變動的影響		6,559	12,199
Cash and cash equivalents at 31 December	於12月31日的現金及現金等價物	19(a)	606,974	1,326,902

The notes on pages 121 to 236 form part of these financial statements.

第121頁至第236頁的附註構成本財務報表的一部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES

(a) Statement of Compliance

These financial statements have been prepared in accordance with all applicable International Financial Reporting Standards ("IFRSs") which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards and Interpretations issued by the International Accounting Standards Board ("IASB") and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Material accounting policies adopted by the Group are disclosed below.

The IASB has issued certain amendments to IFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting period reflected in these financial statements.

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2024 comprise the Company and its subsidiaries (together referred to as the "Group") and the Group's interest in associates.

Item included in the financial statements of each entity in the Group are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to the entity (the "Functional Currency"). The financial statements are presented in Renminbi ("RMB"), rounded to the nearest thousand except for earnings per share information. The measurement basis used in the preparation of the financial statements is the historical cost basis except that financial assets measured at fair value through other comprehensive income (FVOCI) and financial assets measured at fair value through profit or loss (FVPL) are stated at their fair value as explained in note 1(f).

1 重要會計政策

(a) 合規聲明

本財務報表乃根據國際會計準則理事會頒佈的所有適用的國際財務報告準則（該統稱包含所有適用的個別國際財務報告準則、國際會計準則及詮釋）及香港公司條例的披露規定編製。本財務報表亦符合香港聯合交易所有限公司證券上市規則的適用披露規定。本集團所採納的重要會計政策披露如下。

國際會計準則理事會已頒佈若干於本集團當前會計期間首次生效或可提前採納的國際財務報告準則修訂本。在與本集團有關的範圍內首次應用這些準則修訂本所引致當前會計期間的任何會計政策變動，已於本財務報表內反映，有關資料載列於附註1(c)。

(b) 財務報表編製基準

截至2024年12月31日止年度的綜合財務報表包括本公司及其附屬公司（統稱「本集團」）及本集團於聯營公司的權益。

本集團各實體的財務報表所包括的項目乃使用最能反映與該實體相關的潛在事件及情況的經濟實質的貨幣（「功能貨幣」）計量。財務報表以人民幣呈報，有關金額均四捨五入至最接近的千位數，惟每股盈利資料除外。編製財務報表所採用的計量基準為歷史成本基準，惟按公平值計入其他全面收益計量的金融資產及按公平值計入損益計量的金融資產按其公平值列賬（誠如附註1(f)所闡釋）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(b) Basis of preparation of the financial statements (continued)

The preparation of financial statements in conformity with IFRSs 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.

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 IFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 2.

(c) Changes in accounting policies

The IASB has issued the following new and amended IFRSs that are first effective for the current accounting period of the Group:

- Amendments to IAS 1, *Presentation of financial statements – Classification of liabilities as current or non-current* ("2020 amendments") and amendments to IAS 1, *Presentation of financial statements – Non-current liabilities with covenants* ("2022 amendments")
- Amendments to IFRS 16, *Leases – Lease liability in a sale and leaseback*
- Amendments to IAS 7, *Statement of cash flows* and IFRS 7, *Financial instruments: Disclosures – Supplier finance arrangements*

1 重要會計政策 (續)

(b) 財務報表編製基準 (續)

編製符合國際財務報告準則的財務報表需要管理層作出判斷、估計及假設，而該等判斷、估計及假設會影響政策的應用及所申報的資產、負債、收入及開支的金額。該等估計及有關假設乃根據歷史經驗及管理層相信於該等情況下乃屬合理的各項其他因素而作出，所得結果構成了管理層在無法依循其他來源輕易得知資產與負債的賬面值時作出判斷的基礎。實際結果或會有別於該等估計。

管理層會不斷審閱該等估計及相關假設。如果會計估計的修訂僅影響修訂估計的期間，則該修訂會在該期間內確認；如果修訂對當前和未來期間均有影響，則該修訂在修訂期間和未來期間確認。

管理層應用國際財務報告準則時所作對財務報表造成重大影響的判斷及估計不確定性的主要來源於附註2論述。

(c) 會計政策變動

國際會計準則理事會已頒佈以下新訂及經修訂國際財務報告準則，在本集團當前會計期間首次生效：

- 國際會計準則第1號修訂本，*財務報表的呈列 – 負債分類為流動或非流動*（「2020年修訂本」）及國際會計準則第1號修訂本，*財務報表的呈列 – 附帶契約的非流動負債*（「2022年修訂本」）
- 國際財務報告準則第16號修訂本，*租賃 – 售後租回的租賃負債*
- 國際會計準則第7號修訂本，*現金流量表*及國際財務報告準則第7號修訂本，*金融工具：披露 – 供應商融資安排*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(c) Changes in accounting policies (continued)

None of these developments have had a material effect on how the Group's results and financial position for the current or prior accounting periods have been prepared or presented in this annual financial report. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it 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 over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Intra-group balances and transactions, and any unrealised income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions are eliminated. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

For each business combination, the Group can elect to measure any non-controlling interests ("NCI") either at fair value or at the NCI's proportionate share of the subsidiary's net identifiable assets. NCI are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. NCI in the results of the Group are presented on the face of the consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between NCI and the equity shareholders of the Company. Loans from holders of NCI and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 1(q) or (r) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

1 重要會計政策 (續)

(c) 會計政策變動 (續)

該等修訂本概無對本年度財務報告中本集團當前或過往會計期間的業績及財務狀況的編製或呈列方式產生重大影響。本集團並無應用任何於本會計期間尚未生效的新訂準則或詮釋。

(d) 附屬公司及非控股權益

附屬公司為本集團所控制實體。本集團若對來自其所參與實體的可變回報承擔風險或享有權利，且有能力透過其對實體的權力影響該等回報，則為對實體擁有控制權。附屬公司的財務報表自開始控制當日起至失去控制權當日止計入綜合財務報表。

集團內公司間的結餘及交易以及集團內公司間交易所產生的任何未變現收入及開支（外幣交易收益或虧損除外）予以抵銷。集團內公司間交易所產生的未變現虧損的抵銷方法與未變現收入相同，惟僅限於無減值證據出現的情況下方可予以抵銷。

就各業務合併而言，本集團可選擇按公平值或非控股權益（「非控股權益」）所佔附屬公司的可識別資產淨值的比例計量任何非控股權益。非控股權益在綜合財務狀況表的權益部分內，與本公司權益股東應佔權益分開呈列。在本集團業績中，非控股權益於綜合損益表以及綜合損益及其他全面收益表呈列為本年度的總溢利或虧損及全面收益總額於非控股權益與本公司權益股東之間的分配。來自非控股權益持有人的貸款及對該等持有人的其他合約責任根據附註1(q)或(r)（視乎負債性質而定）於綜合財務狀況表呈列為金融負債。

本集團於附屬公司的權益變動，如不會導致喪失控制權，則以權益交易入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(d) Subsidiaries and non-controlling interests (continued)

When the Group loses control of a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in that former subsidiary is measured at fair value when control is lost.

In the Company's statement of financial position, an interest in a subsidiary is stated at cost less impairment losses (see note 1(k)(ii)), unless it is classified as held for sale (or included in a disposal group classified as held for sale).

(e) Associates

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over the financial and operating policies.

An investment in an associate is accounted for using the equity method, unless it is classified as held for sale (or included in a disposal group classified as held for sale). They are initially recognised at cost, which includes transaction costs. Subsequently, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income ("OCI") of those investees, until the date on which significant influence ceases.

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method, together with any other long-term interests that in substance form part of the Group's net investment in the associate, after applying the ECL model to such other long-term interests where applicable (see note 1(k)(i)).

Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent there is no evidence of impairment.

1 重要會計政策 (續)

(d) 附屬公司及非控股權益 (續)

當本集團喪失對附屬公司的控制權，其終止確認附屬公司的資產及負債，以及任何相關非控股權益及權益的其他組成部分。所產生的任何收益或虧損於損益確認。任何仍保留的該前附屬公司的權益於喪失控制權時以公平值計量。

於本公司的財務狀況表中，於附屬公司的權益按成本減減值虧損列賬（見附註1(k)(ii)），除非其歸類為持作出售（或計入歸類為持作出售的出售組別內）。

(e) 聯營公司

聯營公司是指本集團或本公司對其財務及經營政策具有重大影響但並非控制或共同控制的實體。

於聯營公司的投資，除已歸類為持作出售（或計入歸類為持作出售的出售組別內）外，乃使用權益法入賬。其初步按成本確認，包括交易成本。其後，綜合財務報表包括本集團應佔該等被投資公司的損益及其他全面收益（「其他全面收益」），直至重大影響力終止當日為止。

當本集團應佔聯營公司的虧損超過其應佔權益，則本集團的權益將減至零，並會終止確認進一步虧損，惟本集團已產生法律或推定責任或已代表投資對象作出償付除外。就此而言，本集團的權益為按權益法計算的投資賬面值，連同實質上構成本集團於聯營公司的投資淨值的任何其他長期權益（在對該等其他長期權益應用預期信貸虧損模式後（如適用））（見附註1(k)(i)）。

與按權益法入賬的被投資公司進行交易而產生的未變現收益，乃以本集團於被投資公司的權益為限與投資抵銷。未變現虧損的抵銷方法與未變現收益相同，惟僅限於無減值證據出現的情況下方可予以抵銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(f) Other investments in securities

The Group's policies for investments in equity securities, other than investments in subsidiaries and associates, are set out below.

Investments in securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at FVPL for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see note 28(e). These investments are subsequently accounted for as follows, depending on their classification.

(i) Non-equity investments

Non-equity investments are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Expected credit losses, interest income calculated using the effective interest method (see note 1(v)(iv)), foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
- FVOCI – recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses are recognised in profit or loss and computed in the same manner as if the financial asset was measured at amortised cost. The difference between the fair value and the amortised cost is recognised in OCI. When the investment is derecognised, the amount accumulated in OCI is recycled from equity to profit or loss.

1 重要會計政策 (續)

(f) 其他證券投資

本集團股本證券投資(於附屬公司及聯營公司的投資除外)的政策載列於下文。

本集團在承諾購入／出售投資當日確認／終止確認證券投資。投資初步按公平值加直接應佔交易成本列報，惟按公平值計入損益計量的投資除外，該等投資的交易成本直接於損益確認。有關本集團釐定金融工具公平值的方法的解釋，請參見附註28(e)。該等投資其後根據其分類入賬如下。

(i) 非股本投資

非股本投資分類為以下其中一個計量類別：

- 攤銷成本，倘持有投資的目的為收取合約現金流量，即純粹為獲得本金及利息付款。預期信貸虧損、使用實際利率法計算的利息收入(見附註1(v)(iv))、匯兌收益及虧損於損益確認。終止確認的任何收益或虧損於損益確認。
- 按公平值計入其他全面收益 – 可撥回，倘投資的合約現金流量僅包括本金及利息付款，且投資乃按其目的為同時收取合約現金流量及出售的業務模式持有。預期信貸虧損、利息收入(使用實際利率法計算)及匯兌收益及虧損於損益確認，並按與金融資產按攤銷成本計量相同的方式計算。公平值與攤銷成本之間的差額於其他全面收益確認。當投資終止確認時，於其他全面收益累計的金額由權益撥回至損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(f) Other investments in securities (continued)

(i) Non-equity investments (continued)

- FVPL if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

(ii) Equity investments

An investment in equity securities is classified as FVPL, unless the investment is not held for trading purposes and on initial recognition the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in OCI. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. If such election is made for a particular investment, at the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings and not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income (see note 1(v)(iii)).

(g) Derivative financial instruments

The Group holds derivative financial instruments to manage its foreign currency risk exposures.

Derivatives are initially measured at fair value. Subsequently, they are measured at fair value with changes therein recognised in profit or loss.

1 重要會計政策 (續)

(f) 其他證券投資 (續)

(i) 非股本投資 (續)

- 按公平值計入損益，倘投資不符合按攤銷成本或按公平值計入其他全面收益(可撥回)計量的標準。投資(包括利息)的公平值變動於損益確認。

(ii) 股本投資

股本證券投資會被分類為按公平值計入損益，除非該項投資並非持作買賣，且本集團在初步確認時不可撤回地選擇將投資指定為按公平值計入其他全面收益(不可撥回)，以致後續公平值變動於其他全面收益確認。有關選擇乃按工具個別作出，惟僅在發行人認為投資符合權益定義的情況下方可作出。倘就某項投資作出有關選擇，則於出售時，於公平值儲備(不可撥回)累計的金額會轉撥至保留盈利，而非透過損益轉撥。來自股本證券投資(不論分類為按公平值計入損益或按公平值計入其他全面收益)的股息，乃於損益確認為其他收益(見附註1(v)(iii))。

(g) 衍生金融工具

本集團持有衍生金融工具以管理其外幣風險。

衍生工具初步按公平值計量。其後，彼等按公平值計量，其變動於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(h) Property, plant and equipment

Property, plant and equipment, including construction in progress, are stated at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses (see note 1(k)(ii)). No depreciation is provided for in respect of construction in progress until it is completed and ready for its intended use.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components).

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:

Leasehold Improvement	Over the shorter of the lease term and 5 years
Kitchen equipment	5 years
Electronic equipment	5 years
Motor vehicles	5 years
Furniture and fixtures and other equipment	5 years
Freehold land	Not depreciated as the freehold land has unlimited useful life
Buildings situated on freehold land	Over their estimated useful life, being no more than 25 years after the date of acquisition
Leasehold land	Depreciated over the unexpired term of lease

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

1 重要會計政策 (續)

(h) 物業、廠房及設備

物業、廠房及設備（包括在建工程）按成本（包括資本化借款成本）減去累計折舊及任何累計減值虧損列賬（見附註1(k)(ii)）。概不在在建工程作出折舊撥備，直至有關工程完工及已可作擬定用途為止。

倘物業、廠房及設備項目的重要部分有不同的可使用期限，則作為單獨項目（主要組成部分）入賬。

出售物業、廠房及設備項目的任何收益或虧損於損益確認。

物業、廠房及設備項目的折舊是以直線法在估計可使用期限內撇銷其成本（扣除估計剩餘價值（如有））計算，及一般於損益確認。

當前及比較期間的估計可使用期限如下：

租賃物業裝修	於租賃期及5年（以較短者為準）
廚房設備	5年
電子設備	5年
汽車	5年
傢私及固定裝置及其他設備	5年
永久業權土地	永久業權土地具有無限的可使用年期，故不會折舊
位於永久業權土地之上的樓宇	其估計可使用年期，即自收購日期起不多於25年
租賃土地	在未到期的租賃期內折舊

折舊方法、可使用期限及剩餘價值每年進行審閱，並在合適時作出調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(i) Intangible assets

Research and development costs comprise all costs that are directly attributable to research and development activities or that can be allocated on a reasonable basis to such activities.

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.

Other intangible assets, including brand name, that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses (see note 1(k)(ii)).

Expenditure on internally generated brands, is recognised in profit or loss as incurred.

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

The estimated useful lives for the current and comparative periods are as follows:

– Software	5 years
– Brand name	5 years

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

1 重要會計政策 (續)

(i) 無形資產

研發成本包括研發活動直接應佔或可按合理基準分配至該等活動的所有成本。

研究活動的支出乃於產生時於損益確認。開發支出僅在支出能夠可靠計量、產品或過程在技術及商業上可行、未來經濟利益有可能獲得及本集團有意並有足夠資源完成開發及使用或出售所產生的資產時予以資本化。否則，其於產生時在損益確認。資本化開發支出其後按成本減去累計攤銷及任何累計減值虧損計量。

本集團所收購及具有有限可使用年期的其他無形資產（包括品牌名稱）乃按成本減去累計攤銷及任何累計減值虧損計量（見附註1(k)(ii)）。

內部產生品牌的支出於產生時在損益確認。

攤銷按無形資產的可使用期限（如有）以直線法撇銷其成本減估計剩餘價值計算，並一般於損益確認。

當前及比較期間的估計可使用期限如下：

– 軟件	5年
– 品牌名稱	5年

攤銷方法、可使用期限及剩餘價值每年進行審閱，並在合適時作出調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(j) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. This is the case if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

As a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for leases that have a short lease term of 12 months or less and leases of low-value items such as apartments and electronic devices. When the Group enters into a lease in respect of a low-value item, the Group decides whether to capitalise the lease on a lease-by-lease basis. If not capitalised, the associated lease payments are recognised in profit or loss on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is recognised using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and are charged to profit or loss as incurred.

1 重要會計政策 (續)

(j) 租賃資產

於合約成立時，本集團會評估合約是否為租賃或包含租賃。倘合約將於一段時間內控制一項已識別資產使用的權利讓渡以換取代價，則合約為租賃或包含租賃。當顧客有權主導已識別資產的使用並可獲取該資產的幾乎所有經濟利益時，即發生控制權讓渡。

作為承租人

倘合約包含租賃部分及非租賃部分，本集團選擇不分拆非租賃部分，並對所有租賃將各租賃部分及任何相關非租賃部分作為單一租賃部分入賬。

於租賃期開始日，本集團確認使用權資產及租賃負債，惟租賃期不超過12個月的短期租賃以及公寓及電子設備等低價值項目租賃除外。當本集團就低價值項目訂立租賃時，本集團就每項租賃決定是否進行資本化。與不予資本化，相關的租賃付款會在租賃期內按系統性基準於損益確認。

若租賃被資本化，則租賃負債以租賃期內應付租賃付款的現值進行初始確認，折現時使用的折現率為該項租賃的內含利率；或如果內含利率無法輕易釐定，則使用相關的增量借款利率。初始確認後，租賃負債以攤銷成本計量，且利息費用則採用實際利率法確認。不取決於指數或比率的可變租賃付款並不計入租賃負債計量，而是於產生時計入損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(j) Leased assets (continued)

As a lessee (continued)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see notes 1(h) and 1(k)(ii)).

Refundable rental deposits are accounted for separately from the right-of-use assets in accordance with the accounting policy applicable to investments in non-equity securities carried at amortised cost (see notes 1(f)(i), 1(k)(i) and 1(v)(iv)). Any excess of the nominal value over the initial fair value of the deposits is accounted for as additional lease payments made and is included in the cost of right-of-use assets.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

1 重要會計政策 (續)

(j) 租賃資產 (續)

作為承租人 (續)

於租賃資本化時確認的使用權資產初步按成本計量，包括就於開始日期或之前作出的任何租賃付款調整的租賃負債初始金額，加上所產生的任何初始直接成本及拆卸及移除相關資產或恢復相關資產或其所處場地的估計成本，減任何已收租賃優惠。使用權資產其後按成本減累計折舊及減值虧損列賬（見附註1(h)及1(k)(ii)）。

可退還租賃押金根據適用於按攤銷成本列賬的非股本證券投資的會計政策與使用權資產分開入賬（見附註1(f)(i)、1(k)(i)及1(v)(iv)）。任何面值超出按金初始公平值的部分入賬列作已支付的額外租賃付款，並計入使用權資產成本。

若指數或比率變化引致未來租賃付款變動，倘本集團根據剩餘價值擔保預計應付的估計金額變化，或倘本集團更改其是否行使購買、續租或終止選擇權的評估，則租賃負債將重新計量。按該方式重新計量租賃負債時，應當相應地對使用權資產的賬面價值進行調整，倘使用權資產的賬面價值已調減至零，則調整計入損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(j) Leased assets (continued)

As a lessee (continued)

The lease liability is also remeasured when there is a lease modification, which means a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract, if such modification is not accounted for as a separate lease. In this case, the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

(k) Credit losses and impairment of assets

(i) Credit losses from financial instruments

The Group recognises a loss allowance for expected credit losses ("ECL"s) on financial assets measured at amortised cost (including cash and cash equivalents, trade and other receivables, including those loans to associates that are held for the collection of contractual cash flows which represent solely payments of principal and interest);

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Generally, credit losses are measured as the present value of all expected cash shortfalls between the contractual and expected amounts.

1 重要會計政策 (續)

(j) 租賃資產 (續)

作為承租人 (續)

當發生租賃修訂時，即租賃範圍或租賃合約原先並無規定的租賃代價出現變動（倘有關修訂並非作為單獨租賃入賬），則租賃負債亦會重新計量。在此情況下，租賃負債根據經修訂租賃付款及租期，使用於修訂生效日期的經修訂貼現率重新計量。

於綜合財務狀況表中，長期租賃負債的流動部分釐定為將於報告期後十二個月內到期結付的合約款項現值。

(k) 信貸虧損及資產減值

(i) 來自金融工具的信貸虧損

本集團就按攤銷成本計量的金融資產（包括現金及現金等價物、貿易及其他應收款項，包括為收取僅代表本金及利息付款的合約現金流量而持有的向聯營公司提供的貸款）的預期信貸虧損（「預期信貸虧損」）確認虧損撥備；

預期信貸虧損計量

預期信貸虧損為信貸虧損的概率加權估計。一般而言，信貸虧損以合約及預期金額之間所有預期現金虧絀金額的現值計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(k) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments (continued)

Measurement of ECLs (continued)

The expected cash shortfalls are discounted using the following rates if the effect is material:

- fixed-rate financial assets and trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months); and
- lifetime ECLs: these are the ECLs that result from all possible default events over the expected lives of the items to which the ECL model applies.

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-months ECLs:

- financial instruments that are determined to have low credit risk at the reporting date; and
- other financial instruments for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs.

1 重要會計政策 (續)

(k) 信貸虧損及資產減值 (續)

(i) 來自金融工具的信貸虧損 (續)

預期信貸虧損計量 (續)

倘影響屬重大，則預期現金虧絀金額使用以下比率折現：

- 固定利率金融資產及貿易及其他應收款項：於初始確認時釐定的實際利率或其近似值。

估計預期信貸虧損時考慮的最長期間為本集團承受信貸風險的最長合約期間。

預期信貸虧損按下列其中一個基準計量：

- 12個月預期信貸虧損：此乃於報告日期後12個月內（或倘工具的預期年期少於12個月，則為較短期間）可能發生的違約事件導致的預期信貸虧損部分；及
- 整個存續期預期信貸虧損：此乃預期信貸虧損模式適用的項目在預期年期内所有潛在違約事件所產生的預期信貸虧損。

本集團按相等於整個存續期預期信貸虧損的金額計量虧損撥備，惟以下各項按12個月預期信貸虧損計量：

- 於報告日期被釐定為具有低信貸風險的金融工具；及
- 信貸風險（即於金融工具預計年期内發生的違約風險）自初始確認以來並無顯著增加的其他金融工具。

貿易應收款項的虧損撥備通常按等同整個存續期預期信貸虧損的金額計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(k) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments (continued)

Significant increases in credit risk

When determining whether the credit risk of a financial instrument has increased significantly since initial recognition and when measuring ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment, that includes forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

The Group considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held).

1 重要會計政策 (續)

(k) 信貸虧損及資產減值 (續)

(i) 來自金融工具的信貸虧損 (續)

信貸風險大幅增加

在釐定金融工具信貸風險是否自初始確認以來大幅增加及計量預期信貸虧損時，本集團會考慮相關及毋須付出過多成本或努力即可獲得的合理及可靠資料。此包括根據本集團的過往經驗及已知信貸評估得出的定量及定性資料及分析，當中包括前瞻性資料。

本集團假設金融資產的信貸風險自初始確認以來已大幅增加：

- 未按合約規定的到期日支付本金或利息；
- 金融工具的外部或內部信用評級（如可取得）實際或預期顯著轉差；
- 債務人的營運業績實際或預期顯著轉差；及
- 技術、市場、經濟或法律環境存在對債務人向本集團履行義務的能力造成嚴重不利影響的當前或預期變動。

本集團認為金融資產於下列情況下屬違約：

- 債務人不大可能在本集團無追索權採取變現抵押（如持有）等行動的情況下向本集團悉數支付其信貸債務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(k) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments (continued)

Significant increases in credit risk (continued)

The Group considers a financial instrument to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in non-equity securities that are measured at FVOCI (recycling), for which the loss allowance is recognised in OCI and accumulated in the fair value reserve (recycling) does not reduce the carrying amount of the financial asset in the statement of financial position (see note 1(f)(i)).

Credit-impaired financial assets

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;

1 重要會計政策 (續)

(k) 信貸虧損及資產減值 (續)

(i) 來自金融工具的信貸虧損 (續)

信貸風險大幅增加 (續)

當金融工具的信貸風險評級相等於全球理解的「投資級別」定義時，本集團認為該金融工具的信貸風險較低。

預期信貸虧損於各報告日期重新計量，以反映金融工具信貸風險自初始確認以來的變動。預期信貸虧損金額的任何變動於損益確認為減值收益或虧損。本集團對所有金融工具確認減值收益或虧損，並透過虧損撥備賬對其賬面值予以相應調整，除按公平值計入其他全面收益（可撥回）計量的非權益證券投資外，其虧損撥備於其他全面收益確認並於公平值儲備（可撥回）中累計不會減少財務狀況表中金融資產的賬面值（見附註1(f)(i)）。

信貸減值金融資產

於各報告日期，本集團會評估金融資產是否出現信貸減值。當發生一項或多項對金融資產估計未來現金流量構成不利影響的事件時，金融資產即出現信貸減值。

金融資產出現信貸減值的證據包括以下可觀察事件：

- 債務人的重大財政困難；
- 違約，如拖欠或逾期事件；
- 本集團按本集團在其他情況下不會考慮的條款重組貸款或墊款；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(k) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments (continued)

Credit-impaired financial assets (continued)

- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

The gross carrying amount of a financial asset is written off to the extent that there is no realistic prospect of recovery. This is generally the case when the Group otherwise determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(ii) Impairment of other non-current assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units ("CGU"s).

1 重要會計政策 (續)

(k) 信貸虧損及資產減值 (續)

(i) 來自金融工具的信貸虧損 (續)

信貸減值金融資產 (續)

- 債務人有可能破產或進行其他財務重組；或
- 證券因發行人出現財務困難而失去活躍市場。

撇銷政策

倘日後實際上不可收回款項，本集團會撇銷金融資產的總賬面值。該情況一般出現於本集團另行確定債務人並無資產或收入來源可產生足夠現金流量以償還應撇銷的金額。

隨後收回先前撇銷的資產於收回發生期間在損益確認為減值撥回。

(ii) 其他非流動資產減值

於各報告日期，本集團審閱其非金融資產（存貨及遞延稅項資產除外）的賬面值，以釐定是否有任何減值跡象。倘存在任何有關跡象，則會估計資產的可收回金額。

就減值測試而言，資產分類為自持續使用產生現金流入的最小資產組別，該資產組別在很大程度上獨立於其他資產或現金產生單位（「現金產生單位」）的現金流入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(k) Credit losses and impairment of assets (continued)

(ii) Impairment of other non-current assets (continued)

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the resulting carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with IAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see note 1(k)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

1 重要會計政策 (續)

(k) 信貸虧損及資產減值 (續)

(ii) 其他非流動資產減值 (續)

資產或現金產生單位的可收回金額以其使用價值與其公平值扣除銷售成本兩者中的較高者為準。使用價值時乃基於使用反映目前市場對貨幣時間價值及該資產或現金產生單位獨有風險的評估的除稅前折現率，以將估計未來現金流量折現至其現值。

倘資產或現金產生單位的賬面值超過其可收回金額，則須確認減值虧損。

減值虧損乃於損益確認。減值虧損首先予以分配，以減低分配至現金產生單位內任何商譽的賬面值，其後再按比例減低現金產生單位內其他資產的賬面值。

商譽的減值虧損不予撥回。就其他資產而言，僅當所產生的賬面值不超過在並無確認減值虧損的情況下釐定的賬面值（扣除折舊或攤銷）時，方會撥回減值虧損。

(iii) 中期財務報告及減值

根據香港聯合交易所有限公司證券上市規則，本集團須就財政年度首六個月編製符合國際會計準則第34號中期財務報告的中期財務報告。於中期結束時，本集團應用與財政年度結束時所應用的相同減值測試、確認及撥回條件（見附註1(k)(i)及(ii)）。

就商譽於中期確認的減值虧損並無於之後期間撥回。即使減值僅於有關中期相關的財政年度結束時評估，因而並無確認虧損，或所確認虧損較少，上述原則亦適用。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(l) Inventories

Inventories are measured at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(m) Contract liabilities

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see note 1(v)). A contract liability is also recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such latter cases, a corresponding receivable would also be recognised (see note 1(n)).

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see note 1(v)).

(n) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration and only the passage of time is required before payment of that consideration is due.

Trade receivables that do not contain a significant financing component are initially measured at their transaction price. Trade receivables that contain a significant financing component and other receivables are initially measured at fair value plus transaction costs. All receivables are subsequently stated at amortised cost (see note 1(k)(i)).

1 重要會計政策 (續)

(l) 存貨

存貨乃按成本與可變現淨值兩者中的較低者計量。

成本乃按加權平均成本法計算，並包括所有購貨成本、轉換成本及其他使存貨達致現時所在地點及狀況所產生的成本。

可變現淨值是在日常業務過程中的估計售價減去完成銷售的估計成本及進行銷售所需估計成本後所得金額。

(m) 合約負債

倘顧客於本集團確認相關收入之前支付不可退回的代價，則確認合約負債（見附註1(v)）。倘本集團擁有無條件權利可於本集團確認相關收入前收取不可退回的代價，亦將確認合約負債。在後一種情況下，亦將確認相應的應收款項（見附註1(n)）。

倘合約包含重大融資部分，合約結餘包括按實際利率法計算的應計利息（見附註1(v)）。

(n) 貿易及其他應收款項

在本集團擁有無條件權利收取代價時且該代價到期付款前僅需時間推移，則確認應收款項。

不包含重大融資組成部分的貿易應收款項初步按其交易價格計量。包含重大融資組成部分的貿易應收款項及其他應收款項初步按公平值另加交易成本計量。所有應收款項隨後按攤銷成本列賬（見附註1(k)(i)）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(o) Software-as-a-service (SaaS) arrangement costs

A SaaS arrangement is a service arrangement where the Group has a right to access to the supplier's application software running on the supplier's cloud infrastructure during the term of the arrangement, but not control over the underlying software asset.

Costs to implement a SaaS arrangement, including those incurred in configuring or customising the access to the supplier's application software, are evaluated to determine if they give rise to a separate asset that the Group controls. Any resulting asset is recognised and accounted for in accordance with the policy for intangible assets as set out in note 1(i). Implementation costs that do not give rise to an asset are recognised in profit or loss as incurred, which may be over the period the configuration or customisation services are received to the extent that such services are distinct from the SaaS, or over the term of the SaaS arrangement to the extent the configuration or customisation services are not distinct from the SaaS.

Payment made in advance of receiving the related services is recognised as prepayment.

(p) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions and other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECL (see note 1(k)(i)).

(q) Trade and other payables

Trade and other payables are initially recognised at fair value. Subsequent to initial recognition, trade and other payables are stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

(r) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequently, these borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with note 1(x).

1 重要會計政策 (續)

(o) 軟件即服務(SaaS)安排成本

SaaS安排為一項服務安排，據此，本集團有權於安排期限內存取供應商於供應商雲基礎設施上運行的應用軟件，惟對相關軟件資產並無控制權。

實施SaaS安排的成本（包括設定或定制供應商應用軟件的存取所招致的成本）會被評估，以釐定其有否產生由本集團控制的獨立資產。由此產生的任何資產根據附註1(i)所載的無形資產政策確認及入賬。並無產生資產的實施成本於招致成本時（即可能於獲得設定或定制服務期間（倘有關服務與SaaS不同）或於SaaS安排期限內（倘設定或定制服務與SaaS並無不同））在損益確認。

於獲得相關服務前預先作出的付款確認為預付款項。

(p) 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、於銀行及其他金融機構的活期存款，以及可隨時轉換為已知金額現金及價值變動風險甚微且於購入後三個月內到期的其他短期高流通性投資。現金及現金等價物就預期信貸虧損進行評估（見附註1(k)(i)）。

(q) 貿易及其他應付款項

貿易及其他應付款項初步按公平值確認。於初步確認後，貿易及其他應付款項按攤銷成本列賬，惟倘貼現影響並不重大，則按發票金額列賬。

(r) 計息借款

計息借款初始按公平值減交易成本計量。其後，該等借款使用實際利率法按攤銷成本列賬。利息開支根據附註1(x)確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(s) Employee benefits

(i) Short term employee benefits and contributions to defined contribution retirement plans

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Pursuant to the relevant laws and regulations of the PRC, the Group participates in a defined contribution basic pension insurance in the social insurance system established and managed by government organisations. The Group makes contributions to basic pension insurance plans based on the applicable benchmarks and rates stipulated by the government. The local government authorities are responsible for the pension obligations payable to the retired employees covered under the defined contribution basic pension insurance. There are no forfeited contributions for the defined contribution basic pension insurance in the PRC social insurance system as the contributions are fully vested to the employees upon payment to the scheme.

Obligations for contributions to defined contribution retirement plans are recognised as part of the cost of assets or expensed as the related service is provided.

(ii) Share-based payments

The grant-date fair value of equity-settled shares or share options granted to employees is measured using the income approach model, in case of shares granted, or the binomial option pricing model, in case of share options granted. The amount is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service conditions at the vesting date. The equity amount is recognised in the capital reserve until either the option is exercised (when it is included in the amount recognised in share capital for the shares issued) or the option expires (when it is released directly to retained profits).

1 重要會計政策 (續)

(s) 僱員福利

(i) 短期僱員福利及定額供款退休計劃供款

短期僱員福利於提供相關服務時列作支出。倘本集團因僱員過往提供的服務而須承擔現時法律或推定責任支付該金額，且該責任能可靠估計，則就預期支付的金額確認負債。

根據中國的相關法律及法規，本集團參與一項由政府機關設立及管理，屬社會保險制度下的定額供款基本退休金保險。本集團按適用基準及政府規定的比率，對基本退休金保險計劃作出供款。地方政府機關負責向受定額供款基本退休金保險保障的退休僱員發放退休金。中國社會保險制度下的界定供款基本退休金保險並無已沒收供款，原因為供款於支付予計劃時悉數歸屬予僱員。

對定額供款退休計劃作出供款的責任乃作為資產成本的一部分確認，或於提供相關服務時列作支出。

(ii) 以股份為基礎的付款

授予僱員的以權益結算的股份或購股權的授出日期公平值使用收入法模型（就已授出股份而言）或二項式期權定價模型（就已授出購股權而言）計量。該金額一般於獎勵的歸屬期內確認為開支，並相應增加權益。確認為開支的金額會作出調整，以反映預期將符合相關服務條件的獎勵數目，因此最終確認的金額乃基於歸屬日期符合相關服務條件的獎勵數目。權益金額於資本儲備中確認，直至購股權獲行使（當購股權計入已發行股份之股本確認的金額時）或購股權屆滿（當購股權直接發放至保留溢利時）為止。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(s) Employee benefits (continued)

(iii) Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring.

(t) Income tax

Income tax expense comprises current tax and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

Current tax comprises the estimated tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income taxes. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends

Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- temporary differences related to investment in subsidiaries, associates and joint venture to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;

1 重要會計政策 (續)

(s) 僱員福利 (續)

(iii) 終止僱傭福利

終止僱傭福利於本集團不得再撤銷提供該等福利時及本集團確認重組成本時(以較早者為準)列作支出。

(t) 所得稅

所得稅開支包括即期稅項及遞延稅項。其於損益確認，惟與業務合併或直接於權益或其他全面收益確認的項目有關者除外。

即期稅項包括年內應課稅收入或虧損的估計應付或應收稅項及過往年度應付或應收稅項的任何調整。即期應付或應收稅項金額為預期將支付或收取的稅項金額的最佳估計，反映與所得稅相關的任何不確定性。其使用於報告日期已頒佈或實質上已頒佈的稅率計量。即期稅項亦包括股息產生的任何稅項。

即期稅項資產及負債只有在滿足若干條件下方予以抵銷。

遞延稅項乃就作財務報告用途的資產及負債賬面值與作稅項用途的金額之間的暫時性差異確認。並無就以下各項確認遞延稅項：

- 初步確認並非業務合併且不影響會計或應課稅溢利或虧損，亦不產生相等應課稅及可扣稅暫時性差異的交易的資產或負債的暫時性差異；
- 與於附屬公司、聯營公司及合營公司的投資有關的暫時性差異，惟以本集團能控制撥回暫時性差異的時間且其可能不會於可見將來撥回為限；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(t) Income tax (continued)

- taxable temporary differences arising on the initial recognition of goodwill; and
- those related to the income taxes arising from tax laws enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development.

The Group recognised deferred tax assets and deferred tax liabilities separately in relation to its lease liabilities, provisions and right-of-use assets.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

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

Deferred tax assets and liabilities are offset only if certain criteria are met.

1 重要會計政策 (續)

(t) 所得稅 (續)

- 初步確認商譽所產生的應課稅暫時性差異；及
- 與為實施經濟合作與發展組織頒佈的第二支柱示範規則而頒佈或實質頒佈的稅法產生的所得稅有關者。

本集團就其租賃負債、撥備及使用權資產單獨確認遞延稅項資產及遞延稅項負債。

未動用稅項虧損、未動用稅項抵免及可扣稅暫時差額確認為遞延稅項資產，惟以可能有未來應課稅溢利可用於抵銷該等金額為限。未來應課稅溢利乃根據相關應課稅暫時性差異的撥回釐定。倘應課稅暫時性差異的金額不足以全數確認遞延稅項資產，則根據本集團個別附屬公司的業務計劃，考慮未來應課稅溢利（就撥回現有暫時性差異作出調整）。遞延稅項資產於各報告日期審閱，並於相關稅項利益不再可能變現時作出調減；有關調減於未來應課稅溢利的可能性改善時撥回。

遞延稅項的計量反映本集團預期於報告日期收回或結算其資產及負債賬面值的方式所產生的稅務後果。

遞延稅項資產及遞延稅項負債只有在滿足若干條件下方予以抵銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(u) Provisions and contingent liabilities

Generally provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, a separate asset is recognised for any expected reimbursement that would be virtually certain. The amount recognised for the reimbursement is limited to the carrying amount of the provision.

(v) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods and the provision of services.

Further details of the Group's revenue and other income recognition are as follows:

(i) Revenue from contracts with customers

The Group is the principal for its revenue transactions and recognises revenue on a gross basis. In determining whether the Group acts as a principal or as an agent, it considers whether it obtains control of the products before they are transferred to the customers. Control refers to the Group's ability to direct the use of and obtain substantially all of the remaining benefits from the products or services.

Revenue is recognised when control over a product or service is transferred to the customer at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties such as value added tax or other sales taxes.

1 重要會計政策 (續)

(u) 撥備及或然負債

一般情況下，撥備乃透過按反映當前市場對貨幣時間價值及負債特定風險的評估的稅前利率折現預期未來現金流量而釐定。

倘不可能需要流出經濟利益，或未能可靠估計有關金額，則有關責任會披露為或然負債，除非經濟利益流出的可能性極低則作別論。僅於發生或不發生一件或多件未來事件方能確認其存在與否的可能產生責任亦披露為或然負債，除非經濟利益流出的可能性極低則作別論。

倘清償撥備所需的部分或全部支出預期由另一方償付，則就幾乎肯定的任何預期償付金額確認單獨資產。就償付確認的金額以撥備的賬面值為限。

(v) 收入及其他收益

本集團將源自銷售貨品及提供服務的收益分類為收入。

有關本集團收入及其他收益確認的進一步詳情如下：

(i) 來自顧客合約的收入

本集團為其收入交易的主事人，並按總額基準確認收入。於釐定本集團是否作為主事人或代理人時，本集團會考慮其有否於向顧客轉交產品前取得產品控制權。控制是指本集團能夠主導該產品或服務的使用並從中取得幾乎全部的剩餘利益。

當產品或服務的控制權按本集團預期有權獲取的承諾代價金額（不包括代表第三方收取的金額（例如增值稅或其他銷售稅））轉移至顧客時，收入予以確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(v) Revenue and other income (continued)

(i) Revenue from contracts with customers (continued)

The Group principally generates revenue from restaurant operations and delivery business.

For restaurant operations and delivery business for which the control of services is transferred at a point in time, revenue is recognised when the related services have been rendered to customers.

(ii) Management and service fee income

Management and service fee income is recognised when related services are rendered.

(iii) Dividends

- Dividend income is recognised in profit or loss on the date on which the Group's right to receive payment is established.

(iv) Interest income

Interest income is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

1 重要會計政策 (續)

(v) 收入及其他收益 (續)

(i) 來自顧客合約的收入 (續)

本集團的收入主要來自餐廳經營及外賣業務。

就餐廳經營及外賣業務（服務控制權於某一個時間點轉移）而言，收入於向顧客提供相關服務時確認。

(ii) 管理及服務費收入

管理及服務費收入於提供有關服務時確認。

(iii) 股息

- 股息收入在本集團收取派發的款項的權利確立當日於損益確認。

(iv) 利息收入

利息收入使用實際利率法確認。「實際利率」為將預期金融資產使用年期內估計未來收取的現金，準確貼現至金融資產賬面總值的利率。在計算利息收入時，實際利率適用於資產的賬面總值（當資產並無信貸減值時）。然而，就於初步確認後出現信貸減值的金融資產而言，利息收入透過對金融資產的攤銷成本採用實際利率計算。倘資產不再出現信貸減值，則利息收入的計算將恢復至總額基準。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(v) Revenue and other income (continued)

(v) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them.

Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

(w) Translation of foreign currencies

Transactions in foreign currencies are translated into the respective functional currencies of Group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

However, foreign currency differences arising from the translation of the following items are recognised in OCI:

- an investment in equity securities designated as at FVOCI;

1 重要會計政策 (續)

(v) 收入及其他收益 (續)

(v) 政府補助

政府補助於可合理確保本集團將收取政府補助且將遵守其所附帶條件時於財務狀況表初步確認。

用於補償本集團已產生開支的補助於開支產生的同一期間有系統地於損益確認為收入。

補償本集團資產成本的補助乃於資產賬面值中扣除，其後於該項資產的可使用期間以減少折舊開支的方式於損益中實際確認。

(w) 外幣換算

外幣交易按交易日期的匯率換算為本集團成員公司各自的功能貨幣。

以外幣計值的貨幣資產及負債按報告日期的匯率換算為功能貨幣。按公平值以外幣計量的非貨幣資產及負債採用釐定公平值的匯率換算為功能貨幣。按歷史成本以外幣計量的非貨幣資產及負債按交易日期的匯率換算。外幣差額一般於損益確認。

然而，換算以下項目產生的外幣差額於其他全面收益確認：

- 指定為按公平值計入其他全面收益的股本證券投資；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(w) Translation of foreign currencies (continued)

The assets and liabilities of foreign operations, including fair value adjustments arising on acquisition, are translated into RMB at the foreign exchange rates at the reporting date. The income and expenses of foreign operations are translated into RMB at the exchange rates at the dates of the transactions.

Foreign currency differences are recognised in OCI and accumulated in the exchange reserve, except to the extent that the translation difference is allocated to NCI.

When a foreign operation is disposed of in its entirety or partially such that control or significant influence is lost, the cumulative amount in the exchange reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. On disposal of a subsidiary that includes a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation that have been attributed to the NCI shall be derecognised, but shall not be reclassified to profit or loss. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to NCI. When the Group disposes of only part of an associate while retaining significant influence, the relevant proportion of the cumulative amount is reclassified to profit or loss.

(x) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

1 重要會計政策 (續)

(w) 外幣換算 (續)

海外業務的資產及負債（包括因收購產生的公平值調整）按報告日期的匯率換算為人民幣。海外業務的收支按交易日期的匯率換算為人民幣。

外幣差額於其他全面收益中確認及於匯兌儲備中累計，惟匯兌差額則撥入非控股權益。

倘全部或部分出售海外業務，因而喪失控制權或重大影響力，與該海外業務有關的匯兌儲備的累計金額將重新分類至損益，作為出售收益或虧損的一部分。於出售包括海外業務的附屬公司時，已歸屬於非控股權益的有關該海外業務的外幣差額的累計金額將終止確認，惟不會重新分類至損益。倘本集團出售於附屬公司的部分權益，但保留控制權，則該累計金額中的相關比例將重新歸屬非控股權益。倘本集團只出售於聯營公司的部分權益，但保留重大影響力，該累計金額中的相關比例將重新分類至損益。

(x) 借款成本

倘一項資產需較長時間才可準備就緒用作預定用途或出售，則直接歸屬於收購、興建或生產該項資產的借款成本將被資本化為該項資產成本的一部分。其他借款成本在產生當期列作支出。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(y) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).

1 重要會計政策 (續)

(y) 關聯方

- (a) 倘有關人士出現下列情況，則該人士或該人士的近親家庭成員與本集團有關聯：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司的主要管理人員之一。
- (b) 倘符合下列任何條件，則一間實體與本集團有關聯：
 - (i) 該實體與本集團屬同一集團的成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關聯）。
 - (ii) 一間實體為另一實體的聯營公司或合營公司（或另一實體為成員公司的集團旗下成員公司的聯營公司或合營公司）。
 - (iii) 兩間實體均為同一第三方的合營公司。
 - (iv) 一間實體為第三方實體的合營公司，而另一實體為該第三方實體的聯營公司。
 - (v) 一間實體為第三方實體的合營公司，而另一實體為該第三方實體的聯營公司。
 - (vi) 該實體受(a)所識別人士控制或共同控制。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (continued)

(y) Related parties (continued)

(b) An entity is related to the Group if any of the following conditions applies: (continued)

(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).

(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 Group's parent.

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.

(z) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

1 重要會計政策 (續)

(y) 關聯方 (續)

(b) 倘符合下列任何條件，則一間實體與本集團有關聯：(續)

(vii) 於(a)(i)所識別人士對該實體有重大影響力或屬該實體（或該實體的母公司）主要管理人員之一。

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

個別人士的近親家庭成員乃指在處理與實體交易時可能對該人士施予影響或被該人士影響的親屬成員。

(z) 分部報告

營運分部及財務報表所呈報的各分部項目金額，乃根據定期向本集團高層管理人員提供的財務資料識別。高層管理人員依據該等資料分配資源予本集團不同業務及地域以及評估該等業務及地域的表現。

就財務報告而言，個別重大營運分部不會綜合呈報，除非該等分部具有類似經濟特點及在產品及服務性質、生產程序性質、顧客類型或類別、分銷產品或提供服務所採用的方式及監管環境性質方面類似。倘個別而言並非屬重要的營運分部符合上述大部分特點，則可能綜合呈報。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

2 ACCOUNTING JUDGEMENTS AND ESTIMATES

Notes 26 and 28 contain information about the assumptions and their risk factors relating to fair value of restricted stock units/share options granted and financial instruments. Other significant sources of estimation uncertainty are as follows:

(a) Impairment of property, plant and equipment and right-of-use assets

Internal and external sources of information are reviewed at the end of each reporting period to assess whether there is any indication that property, plant and equipment and right-of-use assets may be impaired. If any such indication exists, the recoverable amount of the property, plant and equipment and right-of-use assets is estimated. Changes in facts and circumstances may result in revisions to the conclusion of whether an indication of impairment exists and revised estimates of recoverable amounts, which would affect profit or loss in future periods.

(b) Depreciation

Property, plant and equipment, and right-of-use assets, are depreciated on a straight-line basis over the estimated useful lives of the assets. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation expense to be recorded during any reporting period. The useful lives are based on the Group's historical experience with similar assets. The depreciation expense for future periods is adjusted if there are material changes from previous estimates.

2 會計判斷及估計

附註26及28載列有關受限制股份單位／已授出購股權及金融工具公平值的假設及其風險因素的資料。估計不明朗因素的其他主要來源如下：

(a) 物業、廠房及設備以及使用權資產減值

本集團在每個報告期末審閱內部和外來的信息來源，以評估物業、廠房及設備以及使用權資產是否有任何減值跡象。倘出現任何這類跡象，便會估計物業、廠房及設備以及使用權資產的可收回數額。事實及情況的變動可能會導致對是否出現減值跡象的結論和可收回數額的估計作出修訂，從而影響未來期間的溢利或虧損。

(b) 折舊

物業、廠房及設備及使用權資產以直線法按資產的估計可使用年期計算折舊。本集團會定期審閱資產的估計可使用年期，以釐定應記入任何報告期間的折舊支出金額。可使用年期由本集團根據持有同類資產的過往經驗釐定。倘有關金額與以往的估計金額明顯有別，便會調整未來期間的折舊支出。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

2 ACCOUNTING JUDGEMENTS AND ESTIMATES

(continued)

(c) Provision for restoration costs

As explained in note 23, the Group makes provision for restoration costs based on the best estimate of the expected costs to be incurred upon expiry of the respective rental agreements, which are subject to uncertainty and might differ from the actual costs incurred. Any increase or decrease in the provision would affect profit or loss in future periods.

(d) Determining the lease term

As explained in policy note 1(j), the lease liability is initially recognised at the present value of the lease payments payable over the lease term. In determining the lease term at the commencement date for leases that include renewal options exercisable by the Group, the Group evaluates the likelihood of exercising the renewal options taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favourable terms, leasehold improvements undertaken and the importance of that underlying asset to the Group's operation. The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. Any increase or decrease in the lease term would affect the amount of lease liabilities and right-of-use assets recognised in future years.

2 會計判斷及估計 (續)

(c) 修復成本撥備

誠如附註23所闡述，本集團就預期將於相關租賃協議屆滿時所產生的成本按最佳估計作出修復成本撥備，而有關撥備會受到不明朗因素影響，且可能有別於實際產生的成本。倘該撥備出現任何增加或減少，將會影響未來期間的溢利或虧損。

(d) 釐定租賃期

誠如政策附註1(j)所闡釋，租賃負債以租賃期內應付租賃付款的現值進行初始確認。就包括本集團可行使的續租選擇權的租賃釐定於開始日期的租賃期上，本集團會考慮所有創造經濟誘因以使本集團行使選擇權的相關事實及情況，包括有利的條款、承諾的租賃物業裝修，以及該相關資產對本集團營運的重要性，從而評估行使續租選擇權的可能性。當有重大事件發生，或屬本集團控制範圍內的情況大幅改變，租賃期會重新評估。租賃期的任何增減會影響於之後年度確認的租賃負債及使用權資產金額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

3 REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the Group are restaurant operations, delivery business and sales of goods.

(i) Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major service lines is as follows:

3 收入及分部報告

(a) 收入

本集團的主要業務為餐廳經營、外賣業務及貨品銷售。

(i) 收入分類

按主要服務項目劃分的來自顧客合約的收入分類如下：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Revenue from contracts with customers within the scope of IFRS 15:	國際財務報告準則第15號範圍內的來自顧客合約的收入：		
Restaurant operations	餐廳經營	4,880,419	5,066,466
Delivery business	外賣業務	1,043,415	901,219
Sales of goods	貨品銷售	139,399	17,017
Others	其他	10,411	1,148
		6,073,644	5,985,850

Note: Revenue was mainly recognised at point in time when control over a product or service was transferred to the customer.

附註：收入乃主要於對產品或服務的控制權轉移至顧客的時間點確認。

No revenue from individual customer contributing over 10% of total revenue of the Group for the years ended 31 December 2024 and 2023.

概無個別顧客於截至2024年及2023年12月31日止年度對本集團的總收入貢獻超過10%。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

3 REVENUE AND SEGMENT REPORTING (continued)

(a) Revenue (continued)

- (ii) Revenue expected to be recognised in the future arising from contracts in existence at the reporting date

Contracts within the scope of IFRS 15

As at 31 December 2024, the aggregated amount of the transaction price allocated to the remaining performance obligations under the Group's existing contracts is RMB14,038,000. This amount represents the customer loyalty scheme. The Group will recognise the expected revenue in future over the remaining contract period, which is expected to occur over the next 12 to 24 months.

(b) Segment Reporting

The Group manages its businesses by restaurant brands. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following reportable segments.

- Tai Er: this segment operates restaurants featuring signature dish Chinese sauerkraut fish and delivery business under Tai Er brand.
- Song Hot Pot: this segment operates restaurants featuring hot pot under Song Hot Pot brand.
- Jiu Mao Jiu: this segment operates restaurants and delivery business offering family-oriented food under Jiu Mao Jiu brand.
- Others: this segment mainly includes operating restaurants in other brands such as Fresh Wood and Shandeshanwaimian, and the operation of the Group's all other businesses.

3 收入及分部報告 (續)

(a) 收入 (續)

- (ii) 日後預期將予確認來自於報告日期已存在的合約的收入

國際財務報告準則第15號範圍內的合約

於2024年12月31日，分配至本集團現有合約項下餘下履約責任的交易價格總額為人民幣14,038,000元。此金額指顧客忠誠計劃。本集團日後將確認餘下合約期內產生的預期收入，此收入預期將於未來12至24個月內產生。

(b) 分部報告

本集團按餐廳品牌管理其業務。本集團按照與向本集團最高層行政管理人員就資源配置及表現評估進行內部資料匯報一致的方式，呈報下列可報告分部。

- 太二：該分部經營以太二品牌的招牌菜中式酸菜魚及外賣業務為特色的餐廳。
- 愆火鍋：該分部經營以愆火鍋品牌的火鍋為特色的餐廳。
- 九毛九：該分部經營餐廳及外賣業務，以九毛九品牌提供以家庭為導向的食品。
- 其他：該分部包括以其他品牌經營的餐廳，如賞鮮悅木及山的山外面，以及經營本集團所有其他業務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

3 REVENUE AND SEGMENT REPORTING (continued)

(b) Segment Reporting (continued)

(i) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible, intangible assets and current assets with the exception of interests in associates, other non-current financial assets, deferred tax assets and other headquarter assets. Segment liabilities include lease liabilities, provisions, trade and other payables and contract liabilities attributable to the restaurant operations activities of the individual segments and bank borrowings managed directly by the segments.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segment profit is "Non-GAAP Operating Profit", i.e. revenue deducting the following expenses at store-level (i) raw materials and consumables used, (ii) staff costs, (iii) depreciation of right-of-use assets, (iv) other rentals and related expenses, (v) depreciation and amortisation of other assets, (vi) utility expenses, (vii) advertising and promotion expenses and (viii) other expenses, excluding unallocated headquarter expenses.

In addition to receiving segment information concerning Non-GAAP Operating Profit, management is provided with segment information concerning inter segment sales, expense from borrowings managed directly by the segments, net losses/(gains) on disposal of property, plant and equipment and right-of-use assets.

3 收入及分部報告 (續)

(b) 分部報告 (續)

(i) 分部業績、資產及負債

為評估分部表現及於分部之間進行資源分配，本集團的高層行政管理人員是在以下基礎上監測其每個可報告分部的業績、資產及負債：

分部資產包括所有有形、無形資產及流動資產，而於聯營公司的權益、其他非流動金融資產、遞延稅項資產及其他總部資產則除外。分部負債包括由單個分部的餐廳經營業務應佔的租賃負債、撥備、貿易及其他應付款項及合約負債以及由各分部直接管理的銀行借款。

收入及開支參考有關分部產生的銷售及開支，或有關分部應佔資產折舊或攤銷所產生的開支分配至可報告分部。

用於申報分部溢利的方法為「非公認會計準則經營利潤」，即用收入扣減以下店舖層面開支：(i)所用原材料及耗材；(ii)員工成本；(iii)使用權資產折舊；(iv)其他租金及相關開支；(v)其他資產的折舊及攤銷；(vi)水電開支；(vii)廣告及推廣開支；及(viii)其他開支（不包括未分配總部開支）。

除收到有關非公認會計準則經營利潤的分部資料外，管理層獲提供有關分部間銷售、來自分部直接管理的借款的支出、出售物業、廠房及設備以及使用權資產的虧損／(收益)淨額的分部資料。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

3 REVENUE AND SEGMENT REPORTING (continued)

(b) Segment Reporting (continued)

(i) Segment results, assets and liabilities (continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2024 and 2023 is set out below.

3 收入及分部報告 (續)

(b) 分部報告 (續)

(i) 分部業績、資產及負債 (續)

下文載列於截至2024年及2023年12月31日止年度就資源分配及評估分部表現向本集團最高層行政管理人員提供的本集團可報告分部的資料。

		Tai Er 太二		Song Hot Pot 戀火鍋		Jiu Mao Jiu 九毛九		Others 其他		Total 總計	
		2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
		2024年	2023年	2024年	2023年	2024年	2023年	2024年	2023年	2024年	2023年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Reportable segment revenue	可報告分部收入										
Revenue from external customers	來自外部顧客的收入	4,412,813	4,476,906	894,973	806,512	546,183	629,550	219,675	72,882	6,073,644	5,985,850
Reportable segment profit (Non-GAAP Operating Profit)	可報告分部溢利 (非公認會計準則經營利潤)	583,680	865,833	76,880	98,749	84,335	110,758	28,560	1,627	773,455	1,076,967
Finance costs	融資成本	(78,330)	(66,980)	(20,274)	(15,419)	(9,644)	(8,139)	(2,714)	(2,330)	(110,962)	(92,868)
Losses/(gains) on disposal of property, plant and equipment and right-of-use assets, net	出售物業、廠房及設備以及使用權資產的虧損／(收益)淨額	(28,327)	(142)	(7,479)	(364)	15,552	4,856	(2,809)	(1,619)	(23,063)	2,731
Impairment losses of property, plant and equipment	物業、廠房及設備減值虧損	(71,340)	(10,112)	(25,336)	(6,507)	(430)	(526)	(14,458)	(4,674)	(111,564)	(21,819)
Reportable segment assets	可報告分部資產	2,880,189	2,896,373	621,101	596,094	1,031,508	863,797	102,900	75,875	4,635,698	4,432,139
Additions to non-current segment assets during the year	年內添置非流動分部資產	601,559	852,545	195,168	328,432	109,734	68,472	35,751	57,342	942,212	1,306,791
Reportable segment liabilities	可報告分部負債	2,645,059	2,504,903	759,627	673,071	528,865	388,699	89,623	82,787	4,023,174	3,649,460

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

3 REVENUE AND SEGMENT REPORTING (continued)

(b) Segment Reporting (continued)

(ii) Reconciliations of reportable segment profit or loss, assets and liabilities

3 收入及分部報告 (續)

(b) 分部報告 (續)

(ii) 可報告分部損益、資產及負債的對賬

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Profit	溢利		
Reportable segment profit (Non-GAAP Operating Profit)	可報告分部溢利 (非公認會計準則經營利潤)	773,455	1,076,967
Other revenue	其他收入	69,597	126,659
Travelling and related expenses	差旅及相關開支	(29,626)	(38,781)
Share of losses of associates	應佔聯營公司的虧損	(3,924)	(2,197)
Other net losses	其他虧損淨額	(74,667)	(32,276)
Finance costs	融資成本	(110,962)	(92,868)
Impairment losses of property, plant and equipment	物業、廠房及設備 減值虧損	(111,564)	(21,819)
Unallocated headquarter expenses	未分配總部開支	(438,301)	(379,301)
Consolidated profit before taxation	綜合除稅前溢利	74,008	636,384

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

3 REVENUE AND SEGMENT REPORTING (continued)

(b) Segment Reporting (continued)

(ii) Reconciliations of reportable segment profit or loss, assets and liabilities (continued)

3 收入及分部報告 (續)

(b) 分部報告 (續)

(ii) 可報告分部損益、資產及負債的對賬 (續)

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Assets	資產		
Reportable segment assets	可報告分部資產	4,635,698	4,432,139
Elimination of inter-segment receivables	分部間應收款項的撇銷	(2,372,155)	(2,056,659)
		2,263,543	2,375,480
Interests in associates	於聯營公司的權益	28,745	7,869
Other non-current financial assets	其他非流動金融資產	400,502	137,309
Deferred tax assets	遞延稅項資產	161,602	116,153
Unallocated headquarter assets	未分配總部資產	3,634,231	3,884,068
Consolidated total assets	綜合總資產	6,488,623	6,520,879
		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Liabilities	負債		
Reportable segment liabilities	可報告分部負債	4,023,174	3,649,460
Elimination of inter-segment payables	分部間應付款項的撇銷	(2,372,155)	(2,056,659)
		1,651,019	1,592,801
Current taxation	即期稅項	43,032	68,223
Deferred tax liabilities	遞延稅項負債	10,497	5,877
Derivative financial liabilities	衍生金融負債	27,551	8,905
Unallocated headquarter liabilities	未分配總部負債	1,605,372	1,488,057
Consolidated total liabilities	綜合總負債	3,337,471	3,163,863

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

3 REVENUE AND SEGMENT REPORTING (continued)

(b) Segment Reporting (continued)

(iii) Geographic information

Analysis of the Group's revenue from external customers as well as analysis of the Group's carrying amount of non-current assets by geographical market has not been presented as over 90% of the Group's revenue and non-current assets are generated and located in China.

4 OTHER REVENUE

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Interest income on:	以下各項的利息收入：		
– bank deposits	– 銀行存款	49,818	57,599
– rental deposits	– 租賃押金	2,977	2,495
– others	– 其他	3,932	4,285
		56,727	64,379
Income from value-added tax super deduction and exemption (note (i))	來自增值稅加計抵減及豁免的收入(附註(i))	3,066	45,870
Government grants (note (ii))	政府補助(附註(ii))	8,825	14,729
Others	其他	979	1,681
		69,597	126,659

Notes:

- (i) Income from value-added tax super deduction and exemption represented the super deduction and exemption on value-added tax granted by the government authorities in the PRC. The super deduction of value-added tax policy has expired since 31 December 2023.
- (ii) Government grants mainly represented unconditional cash awards granted by the government authorities in the PRC.

附註：

- (i) 來自增值稅加計抵減及豁免的收入指中國政府機關授予的增值稅加計抵減及豁免。增值稅加計抵減政策已自2023年12月31日起屆滿。
- (ii) 政府補助主要指中國政府機關授予的無條件現金獎勵。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

5 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging/(crediting):

5 除稅前溢利

除稅前溢利乃扣除／(計入)以下各項後得出：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
(a) Finance costs	(a) 融資成本		
Interest on bank loans (note 19(c))	銀行貸款利息(附註19(c))	10,314	4,734
Interest on lease liabilities (note 19(c))	租賃負債利息(附註19(c))	103,376	89,319
Interest on provisions (note 23)	撥備利息(附註23)	2,220	1,934
Total interest expense on financial liabilities not at fair value through profit or loss	並非按公平值計入損益的金融負債利息開支總額	115,910	95,987
Less: interest expense capitalised into properties under development (note)	減：資本化於發展中物業的利息開支(附註)	(4,948)	(3,119)
		110,962	92,868

Note: The borrowing costs have been capitalised at a rate of 2.45% - 3.0% per annum (2023: 2.8% - 3.0%).

附註：借款成本已按年利率2.45%至3.0%資本化(2023年：2.8%至3.0%)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

5 PROFIT BEFORE TAXATION (continued)

5 除税前溢利 (續)

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
(b) Staff costs (including directors' emoluments)	(b) 員工成本 (包括董事薪酬)		
Salaries, wages and other benefits	薪金、工資及其他福利	1,107,184	963,766
Contributions to defined contribution retirement plans	定額供款退休計劃供款	48,200	34,483
Equity-settled share-based payment expenses (note 26)	以權益結算以股份為基礎的付款開支 (附註26)	18,227	21,153
		1,173,611	1,019,402
Outsourced staff costs	外包員工成本	573,361	524,701
		1,746,972	1,544,103

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

5 PROFIT BEFORE TAXATION (continued)

5 除稅前溢利 (續)

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
(c) Other net losses	(c) 其他虧損淨額		
(Losses)/gains on disposal of property, plant and equipment and right-of-use assets	出售物業、廠房及設備以及使用權資產的(虧損)/收益	23,063	(2,731)
Losses on rental deposits	租賃押金的虧損	3,565	1,392
Net foreign exchange losses	外匯虧損淨額	33,027	22,899
Donations	捐款	638	1,252
Net fair value changes of financial assets measured at FVPL	按公平值計入損益的金融資產公平值變動淨額	4,345	7,214
Net fair value changes of derivative financial liabilities measured at FVPL	按公平值計入損益的衍生金融負債公平值變動淨額	15,472	8,846
Others	其他	(5,443)	(6,596)
		74,667	32,276

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

5 PROFIT BEFORE TAXATION (continued)

5 除稅前溢利 (續)

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
(d) Other expenses	(d) 其他開支		
Auditors' remuneration	核數師酬金		
– audit services	– 審計服務	2,750	2,950
– non-audit services	– 非審計服務	944	850
		3,694	3,800
Professional service fees	專業服務費用	87,889	82,922
Expenses for opening new restaurants	開設新餐廳的開支	37,551	76,643
Transportation and related expenses	運輸及相關開支	215,431	156,122
Maintenance expenses	維修開支	27,416	29,122
Bank and third-party platform charges	銀行及第三方平台收費	28,909	20,135
Insurance expenses	保險開支	5,810	3,384
Business development expenses	業務發展開支	1,392	2,966
Office expenses	辦事處開支	18,916	20,778
Research and development expenses	研發開支	2,758	3,956
Cleaning fees	清潔費用	22,649	22,059
Cultural activity fees	文化活動費用	3,486	5,961
Business tax and surcharges	營業稅及附加	9,856	7,502
Others	其他	4,994	3,238
		470,751	438,588

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

5 PROFIT BEFORE TAXATION (continued)

5 除稅前溢利 (續)

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
(e) Other items	(e) 其他項目		
Amortisation (note 12)	攤銷 (附註12)	13,328	9,384
Depreciation (note 11)	折舊 (附註11)		
– property, plant and equipment	– 物業、廠房及設備	278,647	226,231
– right-of-use assets	– 使用權資產	576,465	485,330
		855,112	711,561

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

6 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

6 綜合損益表內的所得稅

(a) Taxation in the consolidated statements of profit or loss represents:

(a) 綜合損益表內的稅項指：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Current tax	即期稅項		
Provision for the year	年度撥備		
– PRC income tax	– 中國所得稅	60,920	150,286
– Other jurisdictions	– 其他司法權區	13,901	7,924
Under/(over)-provision in respect of prior years	有關過往年度的撥備不足／ (超額撥備)	231	(342)
		75,052	157,868
Deferred tax	遞延稅項		
Origination of accumulated tax loss and temporary differences (note 25(b))	產生累計稅項虧損及 暫時性差異(附註25(b))	(45,844)	(1,482)
		29,208	156,386

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

6 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF PROFIT OR LOSS (continued)

6 綜合損益表內的所得稅 (續)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

(b) 稅項開支與按適用稅率計算的會計溢利的對賬：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Profit before taxation	除稅前溢利	74,008	636,384
Notional tax on profit before taxation, calculated at the rates applicable to profits in the jurisdictions concerned	有關除稅前溢利的名義稅項，按有關司法權區適用的溢利稅率計算	16,939	153,993
Effect of preferential income tax rates of certain subsidiaries (iii)	若干附屬公司的優惠所得稅稅率的影響(iii)	(5,220)	(15,042)
Effect of non-deductible expenses	不可扣減開支的影響	9,940	11,694
Tax effect of unused tax losses and deductible temporary differences not recognised	未確認的未使用稅項虧損及可抵扣暫時性差異的稅項影響	14,072	9,408
Tax effect of using the deductible losses and deductible temporary differences not recognised	使用未確認的可抵扣虧損及可抵扣暫時性差異的稅項影響	—	(630)
Effect of recognising the deductible losses and temporary differences for which no deferred tax asset was recognised in previous years	確認過往年度未確認遞延稅項資產的可抵扣虧損及暫時性差異的影響	(3,927)	(774)
Under/(over)-provision in respect of prior years	有關過往年度的撥備不足／(超額撥備)	231	(342)
Others	其他	(2,827)	(1,921)
Actual tax expense	實際稅項開支	29,208	156,386

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

6 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF PROFIT OR LOSS (continued)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates: (continued)

Notes:

- (i) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (the "BVI"), the Group is not subject to any income tax in the Cayman Islands and the BVI.
- (ii) The Group's subsidiaries in Hong Kong did not have any other assessable profits for the years ended 31 December 2024, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered Profits Tax rate regime.

For this subsidiary, the first HK\$2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. The provision for Hong Kong Profits Tax for this subsidiary was calculated at the same basis in 2023.

The provision for Hong Kong Profits Tax for 2024 takes into account a reduction granted by the Hong Kong SAR Government of 100% of the tax payable for the year of assessment 2023/24 subject to a maximum reduction of HK\$3,000 for each business (2023: a maximum reduction of HK\$6,000 was granted for the year of assessment 2022/23 and was taken into account in calculating the provision for 2023).

- (iii) Taxable income for the Group's subsidiaries in the PRC are subject to PRC income tax rate of 25% for the years ended 31 December 2024 and 2023, unless otherwise specified below.

Certain subsidiaries met the criteria for enterprises/branches in catering industry established in Hainan Province in the PRC and were entitled to the preferential income tax rate of 15% from 2020 to 2024.

Certain subsidiaries met the criteria required for preferential income tax rate granted to small and low profit-making enterprise in the PRC, and were entitled to a preferential income tax rate of 5% on taxable income for the first RMB3,000,000.

A subsidiary met the criteria required for preferential income tax rate granted to the encouraged industry that operates in Nansha district, Guangzhou in the PRC, and was entitled to a preferential income tax rate of 15% from 2023 to 2026.

A subsidiary met the criteria for software enterprises encouraged in the PRC, and was entitled to be exempted from income tax from 2022 to 2023 and a 50% reduction in income tax from 2024 to 2026.

- (iv) The Company's subsidiaries incorporated overseas, other than Hong Kong and the BVI, are subject to overseas profits tax at 12% to 29.84% on estimated assessable profit for the year ended 31 December 2024 (2023: 12% to 29.84%).
- (v) According to the Corporate Income Tax Law and its implementation rules, dividends and interest receivable by non-PRC corporate residents from PRC enterprises are subject to withholding tax at a rate of 10%, unless reduced by tax treaties or arrangements, for profits earned since 1 January 2008. The withholding tax rate of 10% was applicable for the Group for the years ended 31 December 2024 and 2023.

6 綜合損益表內的所得稅 (續)

(b) 稅項開支與按適用稅率計算的會計溢利的對賬：(續)

附註：

- (i) 根據開曼群島及英屬維爾京群島的規則及法規，本集團毋須繳納開曼群島及英屬維爾京群島任何所得稅。
- (ii) 本集團香港附屬公司於截至2024年12月31日止年度並無任何其他應課稅溢利，惟本集團一間附屬公司為利得稅兩級制下的合資格企業除外。

就該附屬公司而言，首二百萬港元的應課稅溢利按8.25%的稅率繳稅，而餘下應課稅溢利則按16.5%的稅率繳稅。該附屬公司的香港利得稅撥備於2023年按相同基數計算。

2024年香港利得稅撥備已計及香港特別行政區政府就2023/24課稅年度的應付稅項授予的100%減免，惟每項業務的最高減免上限為3,000港元（2023年：就2022/23課稅年度授出的最高減免上限為6,000港元，於計算2023年撥備時已計及）。

- (iii) 除下文另有說明外，於截至2024年及2023年12月31日止年度本集團的中國附屬公司的應課稅收入須按中國所得稅稅率25%繳納所得稅。

若干附屬公司符合中國海南省餐飲業企業／分公司的條件，並於2020年至2024年享有15%的優惠所得稅稅率。

若干附屬公司符合中國小型及低利潤企業獲授優惠所得稅稅率的條件，並就首人民幣3,000,000元應課稅收入享有5%的優惠所得稅稅率。

一間附屬公司符合於中國廣州市南沙區經營的鼓勵類產業授予優惠所得稅稅率的規定標準，並於2023年至2026年享有15%的優惠所得稅稅率。

一間附屬公司符合中國鼓勵軟件企業的標準，並於2022年至2023年有權獲豁免繳納所得稅，以及於2024年至2026年減半徵收所得稅。

- (iv) 本公司於海外（香港及英屬維爾京群島除外）註冊成立的附屬公司須就截至2024年12月31日止年度估計應課稅溢利按海外利得稅稅率12%至29.84%繳納海外利得稅（2023年：12%至29.84%）。
- (v) 根據企業所得稅法及其實施條例，中國企業如派發於2008年1月1日後賺取的溢利予非中國企業居民時，除非按稅務協定或安排減免，非中國企業居民應收股息及利息將按10%稅率徵收預扣稅。截至2024年及2023年12月31日止年度，10%的預扣稅稅率適用於本集團。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

7 DIRECTORS' EMOLUMENTS

Directors' emoluments as recorded in the financial statements are set out below:

7 董事薪酬

列入財務報表的董事薪酬載列如下：

		Year ended 31 December 2024 截至2024年12月31日止年度					
		Directors' and supervisors' fees	Salaries, allowances and other benefits	Discretionary bonuses	Retirement scheme contributions	Share-based payments (note (a))	Total
		董事及監事袍金	薪金、津貼及其他福利	酌情花紅	退休計劃供款	以股份為基礎的付款	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Chairman	主席						
Mr. Guan Yihong ("Mr Guan")	管毅宏先生 (「管先生」)	-	2,777	230	18	3,025	3,271
Executive directors	執行董事						
Ms. Cui Longyu	崔弄宇女士	-	714	124	21	859	2,442
Mr. He Chengxiao	何成效先生	-	1,156	131	21	1,308	3,373
Mr. Su Danman	蘇淡滿先生	-	552	65	28	645	1,182
Independent non-executive directors	獨立非執行董事						
Mr. Deng Tao	鄧濤先生						
(resigned on 6 June 2024)	(於2024年6月6日辭任)	50	-	-	-	50	50
Ms. Tang Zhihui	唐智暉女士	120	-	-	-	120	120
Ms. Zhu Rui	朱睿女士	120	-	-	-	120	120
Ms. Wang Xiaomei	王曉梅女士						
(appointed on 6 June 2024)	(於2024年6月6日獲委任)	70	-	-	-	70	70
Total	總計	360	5,199	550	88	6,197	10,628

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

7 DIRECTORS' EMOLUMENTS (continued)

7 董事薪酬 (續)

Year ended 31 December 2023

截至2023年12月31日止年度

		Directors' and supervisors' fees	Salaries, allowances and other benefits	Discretionary bonuses	Retirement scheme contributions	Sub-Total	Share-based payments (note (a))	Total
		董事及監事袍金	薪金、津貼及其他福利	酌情花紅	退休計劃供款	小計	以股份為基礎的付款 (附註(a))	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Chairman	主席							
Mr. Guan Yihong ("Mr Guan")	管毅宏先生 (「管先生」)	-	1,896	231	17	2,144	935	3,079
Executive directors	執行董事							
Mr. Li Zhuoguang	李灼光先生							
(resigned on 9 June 2023)	(於2023年6月9日辭任)	-	293	-	7	300	-	300
Ms. Cui Longyu	崔弄宇女士	-	710	123	20	853	1,930	2,783
Mr. He Chengxiao	何成效先生	-	895	128	20	1,043	2,334	3,377
Mr. Su Danman	蘇淡滿先生							
(appointed on 9 June 2023)	(於2023年6月9日獲委任)	-	303	43	15	361	180	541
Independent non-executive directors	獨立非執行董事							
Mr. Deng Tao	鄧濤先生	120	-	-	-	120	-	120
Ms. Tang Zhihui	唐智輝女士	120	-	-	-	120	-	120
Ms. Zhu Rui	朱睿女士	120	-	-	-	120	-	120
Total	總計	360	4,097	525	79	5,061	5,379	10,440

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

7 DIRECTORS' EMOLUMENTS (continued)

Notes:

- (a) These represent the estimated value of restricted stock units and share options granted to the directors under the Company's restricted stock units scheme and share option scheme. The value of these shares/share options is measured according to the Group's accounting policies for share-based payment transactions as set out in note 1(s)(ii) and, in accordance with that policy, includes adjustments to reverse amounts accrued in previous years where grants of equity instruments are forfeited prior to vesting.
- (b) During the year ended 31 December 2024, there were no amounts paid or payable by the Group to the directors or any of the highest paid individuals set out in note 8 below as an inducement to join or upon joining the Group or as a compensation for loss of office (2023: Nil). There was no arrangement under which a director waived or agreed to waive any remuneration during the year ended 31 December 2024 (2023: Nil).
- (c) The executive directors confirmed that their emoluments shown above were paid for their services in connection with the management of the affairs of the Company and the Group.

7 董事薪酬 (續)

附註：

- (a) 此代表根據本公司受限制股份單位計劃及購股權計劃授予董事的受限制股份單位及購股權的估計價值。此等股份／購股權的價值乃根據附註1(s)(ii)所載本集團以股份為基礎的付款交易的會計政策計量，同時，根據該政策，包括對歸屬前已沒收的權益工具於過往年度累計的撥回金額作出調整。
- (b) 於截至2024年12月31日止年度，本集團概無向董事或下文附註8所載任何最高酬金的人士支付或應付任何款項，作為加入本集團或於加入本集團後的獎勵或作為離職補償（2023年：無）。概無有關董事於截至2024年12月31日止年度放棄或同意放棄任何薪酬的安排（2023年：無）。
- (c) 執行董事確認，上文所示彼等的薪酬乃就彼等管理本公司及本集團事務的服務而支付。

8 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, four are directors whose emoluments are disclosed in note 7 (2023: three are directors whose emoluments are disclosed in note 7. The emolument in respect of the other one (2023: two) individual is as follows:

8 最高酬金的人士

最高酬金的五名人士包括四名董事，其薪酬於附註7披露（2023年：三名董事，其薪酬於附註7披露）。有關其他一名（2023年：兩名）人士的酬金如下：

		2024	2023
		2024年	2023年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries and other emoluments	薪金及其他酬金	805	1,736
Discretionary bonuses	酌情花紅	115	148
Share-based payments	以股份為基礎的付款	914	1,553
Retirement scheme contributions	退休計劃供款	32	57
		1,866	3,494

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

8 INDIVIDUALS WITH HIGHEST EMOLUMENTS

(continued)

The emolument of the one (2023: two) individual with the highest emoluments is within the following bands:

		2024 2024年 Number of individuals 人數	2023 2023年 Number of individuals 人數
HKD1,000,001 – HKD1,500,000	1,000,001 港元至 1,500,000 港元	–	1
HKD2,000,001 – HKD2,500,000	2,000,001 港元至 2,500,000 港元	1	1

8 最高酬金的人士 (續)

一名 (2023 年：兩名) 最高酬金的人士的酬金介乎下列範圍：

9 OTHER COMPREHENSIVE INCOME

Tax effects relating to each component of other comprehensive income

9 其他全面收益

與其他全面收益各組成部分有關的稅務影響

		2024 2024年			2023 2023年		
		Before-tax amount 除稅前 金額 RMB'000 人民幣千元	Tax expense 稅項開支 RMB'000 人民幣千元	Net-of tax amount 除稅後 金額 RMB'000 人民幣千元	Before-tax amount 除稅前 金額 RMB'000 人民幣千元	Tax expense 稅項開支 RMB'000 人民幣千元	Net-of tax amount 除稅後 金額 RMB'000 人民幣千元
Exchange differences on translation of financial statements of operations outside the Mainland China	換算中國內地以外業務財務報表的匯兌差額	45,185	–	45,185	33,265	–	33,265
Equity investments at fair value through other comprehensive income – net movement in fair value reserve (non-recycling)	按公平值計入其他全面收益計量的股權投資 – 公平值儲備變動淨額 (不可撥回)	19,810	(5,008)	14,802	(10,295)	1,367	(8,928)
Other comprehensive income	其他全面收益	64,995	(5,008)	59,987	22,970	1,367	24,337

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

10 EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share for the year ended 31 December 2024 is based on the profit attributable to equity shareholders of the Company of RMB55,807,000 (2023: RMB453,462,000) and the weighted average of 1,418,831,052 shares (2023: 1,452,573,976) in issue during the year.

10 每股盈利

(a) 每股基本盈利

截至2024年12月31日止年度的每股基本盈利按年內本公司權益股東應佔溢利人民幣55,807,000元(2023年：人民幣453,462,000元)，及年內已發行股份的加權平均數1,418,831,052股(2023年：1,452,573,976股)計算。

		2024 2024年 Shares 股數	2023 2023年 Shares 股數
Issued shares at 1 January	於1月1日已發行股份	1,436,567,700	1,454,212,100
Effect of shares issued due to exercise of share options	因行使購股權而發行股份的影響	–	292,262
Effect of shares repurchased	購回股份的影響	(17,736,648)	(1,930,386)
Weighted average number of shares at 31 December	於12月31日的股份加權平均數	1,418,831,052	1,452,573,976

(b) Diluted earnings per share

The effect of share options of the Group were anti-dilutive for the year ended 31 December 2024.

(b) 每股攤薄盈利

截至2024年12月31日止年度，本集團的購股權具有反攤薄作用。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

11 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSET

11 物業、廠房及設備及使用權資產

(a) Reconciliation of carrying amount

(a) 賬面值對賬

		Property- Right-of- use assets	Kitchen equipment and others- Right-of- use assets	Leasehold land- Right-of- use assets	Subtotal	Leasehold improvement- Owned	Kitchen equipment- Owned	Electronic equipment- Owned	Motor vehicles- Owned	Furniture and fixtures and other equipment- Owned	Freehold land- Owned	Buildings situated on freehold land- Owned	Construction in progress- Owned	Subtotal	Total
		物業- 使用權 資產	及其他- 使用權 資產	租賃土地- 使用權 資產	小計	自有 物業裝修	自有 廚房設備	自有 電子設備	自有 汽車	自有傢私 以及裝置 設備	自有永久 業權土地	自有位於 永久業權 土地之上 的樓宇	自有 在建工程	小計	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Cost:	成本：														
At 1 January 2023	於2023年1月1日	2,816,033	192	33,856	2,850,081	762,359	265,294	82,579	7,323	91,291	4,524	520	118,071	1,331,961	4,182,042
Additions	添置	902,677	-	22,660	925,337	171,109	75,407	23,965	70	18,850	-	-	358,457	647,858	1,573,195
Transfer from construction in progress	轉撥自在建工程	-	-	-	-	90,060	9,199	125	-	9,466	-	-	(108,850)	-	-
Disposals	出售	(164,962)	(192)	-	(165,154)	(14,224)	(12,994)	(4,191)	(40)	(5,293)	-	-	-	(36,742)	(201,896)
Transfer to intangible assets	轉撥至無形資產	-	-	-	-	-	-	-	-	-	-	-	(68)	(68)	(68)
Exchange adjustments	匯兌調整	2,734	-	-	2,734	855	161	20	-	56	201	24	236	1,553	4,287
At 31 December 2023 and 1 January 2024	於2023年12月31日及 2024年1月1日	3,556,482	-	56,516	3,612,998	1,010,159	337,067	102,498	7,353	114,370	4,725	544	367,846	1,944,562	5,557,560
Additions	添置	779,736	-	-	779,736	90,258	61,623	24,896	637	14,152	-	-	303,850	495,416	1,275,152
Transfer from construction in progress	轉撥自在建工程	-	-	-	-	108,855	11,378	46	-	6,145	-	378,862	(505,286)	-	-
Disposals	出售	(373,120)	-	-	(373,120)	(125,912)	(41,455)	(12,805)	(4)	(15,773)	-	-	-	(195,949)	(569,069)
Transfer to intangible assets	轉撥至無形資產	-	-	-	-	-	-	-	-	-	-	-	(1,214)	(1,214)	(1,214)
Exchange adjustments	匯兌調整	1,021	-	-	1,021	4,785	500	61	(4)	358	(280)	(33)	(1,174)	4,213	5,234
At 31 December 2024	於2024年12月31日	3,964,119	-	56,516	4,020,635	1,088,145	369,113	114,696	7,982	119,252	4,445	379,373	164,022	2,247,028	6,267,663

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

11 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSET (continued)

11 物業、廠房及設備及使用權資產 (續)

(a) Reconciliation of carrying amount (continued)

(a) 賬面值對賬 (續)

		Property- Right-of- use assets	Kitchen equipment and others- Right-of- use assets	Leasehold land- Right-of- use assets	Subtotal	Leasehold improvement- Owned	Kitchen equipment- Owned	Electronic equipment- Owned	Motor vehicles- Owned	Furniture and fixtures and other equipment- Owned	Freehold land- Owned	Buildings situated on freehold land- Owned	Construction in progress- Owned	Subtotal	Total
		物業- 使用權 資產	及其他- 使用權 資產	租賃土地- 使用權 資產	小計	自有 物業裝修	自有 廚房設備	自有 電子設備	自有 汽車	及其他 設備	自有永久 業權土地	自有位於 永久業權 土地之上 的樓宇	自有 在建工程	小計	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Accumulated depreciation:	累計折舊：														
At 1 January 2023	於2023年1月1日	1,269,681	59	1,716	1,271,456	378,816	109,785	36,962	3,713	36,086	-	68	-	565,430	1,836,886
Charge for the year	年內扣除	485,116	9	205	485,330	144,378	50,263	13,799	873	16,826	-	92	-	226,231	711,561
Written back on disposals	因出售的撤回	(158,108)	(68)	1,190	(156,986)	(10,582)	(8,593)	(3,344)	-	(4,197)	-	-	-	(26,716)	(183,702)
Exchange adjustments	匯兌調整	811	-	-	811	183	20	3	-	8	-	7	-	221	1,032
At 31 December 2023 and 1 January 2024	於2023年12月31日及 2024年1月1日	1,597,500	-	3,111	1,600,611	512,795	151,475	47,420	4,586	48,723	-	167	-	765,166	2,365,777
Charge for the year	年內扣除	573,748	-	2,717	576,465	184,666	57,213	16,890	944	18,853	-	81	-	278,647	855,112
Written back on disposals	因出售的撤回	(249,968)	-	-	(249,968)	(81,510)	(22,753)	(7,093)	(3)	(10,073)	-	-	-	(121,432)	(371,400)
Exchange adjustments	匯兌調整	309	-	-	309	495	147	1	-	109	-	(8)	-	744	1,053
At 31 December 2024	於2024年12月31日	1,921,589	-	5,828	1,927,417	616,446	186,082	57,218	5,527	57,612	-	240	-	923,125	2,850,542

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

11 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSET (continued)

11 物業、廠房及設備及使用權資產 (續)

(a) Reconciliation of carrying amount (continued)

(a) 賬面值對賬 (續)

		Property- Right-of- use assets	Kitchen equipment and others- Right-of- use assets	Leasehold land- Right-of- use assets	Subtotal	Leasehold improvement- Owned	Kitchen equipment- Owned	Electronic equipment- Owned	Motor vehicles- Owned	Furniture and fixtures and other equipment- Owned	Freehold land- Owned	Buildings situated on freehold land- Owned	Construction in progress- Owned	Subtotal	Total
		物業- 使用權 資產	及其他- 使用權 資產	租賃土地- 使用權 資產	小計	自有 物業裝修	自有 廚房設備	自有 電子設備	自有 汽車	自有傢私 以及裝置 及其他 設備	自有永久 業權土地	自有位於 永久業權 土地之上 的樓宇	自有 在建工程	小計	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Impairment:	減值：														
At 1 January 2023	於2023年1月1日	7,633	-	-	7,633	18,230	8,570	-	-	3,108	-	-	-	29,908	37,541
Addition	添置	-	-	-	-	11,254	7,908	-	-	2,657	-	-	-	21,819	21,819
Written back on disposals	因出售的撥回	(3,158)	-	-	(3,158)	(1,129)	(513)	-	-	(172)	-	-	-	(1,814)	(4,972)
At 31 December 2023 and 1 January 2024	於2023年12月31日及 2024年1月1日	4,475	-	-	4,475	28,355	15,965	-	-	5,593	-	-	-	49,913	54,388
Addition	添置	-	-	-	-	70,381	31,177	-	-	10,006	-	-	-	111,564	111,564
Written back on disposals	因出售的撥回	(878)	-	-	(878)	(14,217)	(9,892)	-	-	(3,175)	-	-	-	(27,284)	(28,162)
At 31 December 2024	於2024年12月31日	3,597	-	-	3,597	84,519	37,250	-	-	12,424	-	-	-	134,193	137,790
Net Book Value:	賬面淨值：														
At 31 December 2024	於2024年12月31日	2,038,933	-	50,688	2,089,621	387,180	145,781	57,478	2,455	49,216	4,445	379,133	164,022	1,189,710	3,279,331
At 31 December 2023	於2023年12月31日	1,954,507	-	53,405	2,007,912	469,009	169,627	55,078	2,767	60,054	4,725	377	367,846	1,129,483	3,137,395

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

11 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSET (continued)

(a) Reconciliation of carrying amount (continued)

Impairment loss

As at the end of each reporting period, in view of the unfavourable future prospects of certain restaurants, the Group's management estimated the recoverable amount of each such restaurant (cash-generating unit ("CGU")) with indication of impairment. The recoverable amount of each CGU is determined based on the value-in-use calculations by preparing cash flow projections of the relevant CGU derived from the most recent financial forecast approved by the management covering the remaining lease term. Based on the result of the assessments, the management of the Group determined that the recoverable amounts of certain CGUs are lower than the carrying amounts. The impairment amount has been allocated to each category of property, plant and equipment and right-of-use assets such that the carrying amount of each category of asset is not reduced below the highest of its fair value less cost of disposal, its value in use and zero. The cash flows are discounted using a discount rate ranging from 9.60% to 28.44% as at 31 December 2024 (31 December 2023: 12.91% to 18.19%). The discount rate used is pre-tax and reflects specific risks relating to the relevant CGU.

In addition, certain amount of the relevant CGU is determined based on fair value less cost of disposal, using direct comparison approach by assuming each of the stores is assigned in its current condition with vacant possession. Significant unobservable inputs used in the fair value measurement include market rentals, by making reference to lease transactions of comparable properties in close proximity as available in the relevant market, adjusted for any difference in factors such as location and property size. The fair value on which the recoverable amount is based on its categorised as level 3 measurement.

11 物業、廠房及設備及使用權資產 (續)

(a) 賬面值對賬 (續)

減值虧損

於每個報告期末，鑒於若干餐廳的未來前景不佳，本集團管理層已估計有減值跡象的各有關餐廳（現金產生單位）可收回金額。各現金產生單位的可收回金額乃根據使用價值計算方法釐定，方法為：根據管理層批准的最近期財務預測（涵蓋餘下租賃期）制定相關現金產生單位的現金流量預測。根據評估結果，本集團管理層釐定若干現金產生單位的可收回金額低於賬面值。減值金額已分配至各類物業、廠房及設備以及使用權資產，以使各類資產的賬面值不低於其公平值減出售成本、其使用價值及零之間的最高者。於2024年12月31日，現金流量採用折現率介乎9.60%至28.44%（2023年12月31日：12.91%至18.19%）折現。所使用的折現率乃於稅前並反映與相關現金產生單位有關的特定風險。

此外，相關現金產生單位的若干金額乃基於公平值減出售成本，使用直接比較法並假設各店舖以現況空置轉讓而釐定。用於公平值計量的重大不可觀察輸入數據包括市場租金，經參照相關市場上可用的租賃交易，已選擇相近的可資比較物業，並因位置及物業面積等因素的任何差異作出調整。可收回金額所依據之公平值分類為第三級計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

11 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSET (continued)

(a) Reconciliation of carrying amount (continued)

Impairment loss (continued)

As at 31 December 2024, an impairment loss of RMB111,564,000 (31 December 2023: RMB21,819,000) was recognised in profit or loss to write down the carrying amounts of respective property, plant and equipment to their recoverable amounts of RMB345,760,000 (31 December 2023: RMB106,477,000). The above impairment loss was allocated to the assets including leasehold improvement and other equipment within the CGU on a pro rata basis.

(b) Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

11 物業、廠房及設備及使用權資產 (續)

(a) 賬面值對賬 (續)

減值虧損 (續)

於2024年12月31日，已於損益確認減值虧損人民幣111,564,000元（2023年12月31日：人民幣21,819,000元），以將相關物業、廠房及設備的賬面值撇減至其可收回金額人民幣345,760,000元（2023年12月31日：人民幣106,477,000元）。上述減值虧損乃按比例分配至現金產生單位內的租賃物業裝修及其他設備等資產。

(b) 使用權資產

按相關資產分類的使用權資產的賬面淨值的分析如下：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Property – Right-of-use assets, carried at depreciated cost (note (i))	物業 — 使用權資產，以折舊成本列賬（附註(i)）	2,038,933	1,954,507
Kitchen equipment – Right-of-use assets, carried at depreciated cost (note (ii))	廚房設備 — 使用權資產，以折舊成本列賬（附註(ii)）	—	—
Leasehold land – Right-of-use assets, carried at depreciated cost (note (iii))	租賃土地 — 使用權資產，以折舊成本列賬（附註(iii)）	50,688	53,405
		2,089,621	2,007,912

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

11 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSET (continued)

(b) Right-of-use assets (continued)

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

11 物業、廠房及設備及使用權資產 (續)

(b) 使用權資產 (續)

與於損益確認的租賃有關的開支項目的分析如下：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Depreciation charge of right-of-use assets by class of underlying asset:	按相關資產分類的使用權資產的折舊開支：		
Property – Right-of-use assets	物業 – 使用權資產	573,748	485,116
Kitchen equipment and others – Right-of-use assets	廚房設備及其他 – 使用權資產	–	9
Leasehold land – Right-of-use assets	租賃土地 – 使用權資產	2,717	205
		576,465	485,330
Interest on lease liabilities (note 5(a))	租賃負債的利息 (附註5(a))	103,376	89,319
Expense relating to short-term leases	與短期租賃相關的開支	75,286	66,606
Expense relating to leases of low-value assets (excluding short-term leases of low-value assets)	與低價值資產租賃相關的開支，不包括低價值資產的短期租賃	51	45
Variable lease payments not included in the measurement of lease liabilities	未計入租賃負債計量的可變租賃付款	57,876	72,193

During the year, additions to right-of-use assets were RMB779,736,000 (31 December 2023: RMB925,337,000). The remainder primarily related to the capitalised lease payments payable under new tenancy agreements.

於年內，使用權資產添置為人民幣779,736,000元（2023年12月31日：人民幣925,337,000元）。餘額主要與根據新租賃協議應付的資本化租賃付款有關。

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in notes 19(d) and 22, respectively.

租賃現金流出總額及租賃負債到期日分析詳情分別載於附註19(d)及22。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

11 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSET (continued)

(b) Right-of-use assets (continued)

Notes:

(i) Property – Right-of-use assets

The Group has obtained the right to use properties as its restaurants through tenancy agreements. The leases run for an initial period of 2 to 10 years.

The Group leased a number of restaurants which contain variable lease payment terms that are based on sales generated from the restaurants and minimum annual lease payment terms that are fixed. These payment terms are common in restaurants in the PRC where the Group principally operates. The amount of fixed and variable lease payments for the year is summarised below:

		2024 2024年		
		Fixed payments	Variable payments and other rentals	Total payments
		固定付款	可變付款及 其他租金	總付款
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Leased assets	租賃資產	631,284	133,213	764,497

		2023 2023年		
		Fixed payments	Variable payments and other rentals	Total payments
		固定付款	可變付款及 其他租金	總付款
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Leased assets	租賃資產	531,530	138,844	670,374

(ii) Kitchen equipment – Right-of-use assets

The Group leases certain kitchen equipment under leases expiring from 3 years. None of the leases includes variable lease payments.

(iii) Leasehold land – Right-of-use assets

The Group's land-use rights on leasehold land are located in Mainland China. Amortisation is recognised in profit or loss on a straight-line basis over the respective periods of the land-use rights, which are 20 to 50 years (2023: 20 to 50 years).

11 物業、廠房及設備及使用權資產 (續)

(b) 使用權資產 (續)

附註：

(i) 物業 — 使用權資產

本集團已透過租賃協議獲得將物業作為其餐廳的權利。租約最初為期2至10年。

本集團多間餐廳的租賃包含基於自餐廳產生的銷售額及固定最低每年租賃付款條款的可變租賃付款條款。該等付款條款在本集團主要經營的中國餐廳屬常見。年內的固定及可變租賃付款金額概述如下：

(ii) 廚房設備 — 使用權資產

本集團根據租約租賃若干廚房設備，期限為3年。概無租賃包含可變租賃付款。

(iii) 租賃土地 — 使用權資產

本集團的租賃土地的土地使用權位於中國內地。於損益確認的攤銷按直線法基準於土地使用權的個別期間計量，為20至50年（2023年：20至50年）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

12 INTANGIBLE ASSETS

12 無形資產

		Software 軟件 RMB'000 人民幣千元	Brand name 品牌名稱 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost:	成本：			
At 1 January 2023	於2023年1月1日	35,419	6,417	41,836
Purchases	購買	10,321	–	10,321
Transferred from construction in progress	轉撥自在建工程	68	–	68
Disposals	出售	(20)	–	(20)
Exchange adjustments	匯兌調整	–	286	286
At 31 December 2023 and 1 January 2024	於2023年12月31日及 2024年1月1日	45,788	6,703	52,491
Purchases	購買	12,921	–	12,921
Transferred from construction in progress	轉撥自在建工程	1,214	–	1,214
Disposals	出售	(211)	–	(211)
Exchange adjustments	匯兌調整	–	(397)	(397)
At 31 December 2024	於2024年12月31日	59,712	6,306	66,018
Accumulated amortisation:	累計攤銷：			
At 1 January 2023	於2023年1月1日	14,279	2,995	17,274
Charge for the year	年內扣除	8,076	1,308	9,384
Written back on disposals	因出售的撤回	(7)	–	(7)
Exchange adjustments	匯兌調整	–	166	166
At 31 December 2023 and 1 January 2024	於2023年12月31日及 2024年1月1日	22,348	4,469	26,817
Charge for the year	年內扣除	12,026	1,302	13,328
Written back on disposals	因出售的撤回	(208)	–	(208)
Exchange adjustments	匯兌調整	–	(305)	(305)
At 31 December 2024	於2024年12月31日	34,166	5,466	39,632
Net book value:	賬面淨值：			
At 31 December 2024	於2024年12月31日	25,546	840	26,386
At 31 December 2023	於2023年12月31日	23,440	2,234	25,674

The amortisation charge for the year is included in "depreciation and amortisation of other assets" in the consolidated statement of profit or loss.

本年度的攤銷開支已計入綜合損益表的「其他資產折舊及攤銷」內。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

13 INVESTMENT IN SUBSIDIARIES

(a) List of subsidiaries

The following list contains only the particulars of subsidiaries which principally and significantly affected the results, assets or liabilities of the Group.

13 於附屬公司的投資

(a) 附屬公司列表

下表僅包含對本集團的業績、資產或負債產生重大及重要影響的附屬公司的詳情。

Company name 公司名稱	Place of incorporation and operation 註冊成立及 運營地點	Particulars of issued and paid-up capital 已發行及 繳足資本詳情	Proportion of ownership interest 所有者權益比例			Principal activities 主要業務
			Group's effective interest 本集團 實益權益	Held by the Company 本公司持有	Held by a subsidiary 附屬 公司持有	
Jiumaojiu (Guangzhou) Holdings Limited (i)(ii) (九毛九(廣州)控股有限公司, "JMJ Holdings") (i)(ii) 九毛九(廣州)控股有限公司(「九毛九控股」) (i)(ii)	The PRC 中國	RMB 298,715,700 人民幣 298,715,700元	100%	–	100%	Investment holding 投資控股
Guangzhou Jiumaojiu Catering Chain Co., Ltd. (ii) (廣州九毛九餐飲連鎖有限公司, "Guangzhou Jiumaojiu") (ii) 廣州九毛九餐飲連鎖有限公司(「廣州九毛九」) (ii)	The PRC 中國	RMB 198,347,500 人民幣 198,347,500元	100%	–	100%	Restaurant operations and relevant delivery business 餐廳運營及相關外賣業務
Foshan Maidian Food Co., Ltd. (ii) (佛山市麥點食品有限公司) (ii) 佛山市麥點食品有限公司(ii)	The PRC 中國	RMB 50,000,000 人民幣 50,000,000元	100%	–	100%	Food processing and central kitchens 食品加工及中央廚房
Mi Liang Ren Liang (Wuhan) Supply Chain Co., Ltd. (ii) (米良人良(武漢)供應鏈有限公司) (ii) 米良人良(武漢)供應鏈有限公司(ii)	The PRC 中國	Nil 零	100%	–	100%	Food processing and central kitchens 食品加工及中央廚房
Nanjing Jiumaojiu Restaurant Management Co., Ltd. (ii) (南京九毛九餐飲管理有限公司) (ii) 南京九毛九餐飲管理有限公司(ii)	The PRC 中國	RMB 30,000,000 人民幣 30,000,000元	100%	–	100%	Restaurant operations and relevant delivery business 餐廳運營及相關外賣業務

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

13 INVESTMENT IN SUBSIDIARIES (continued)

(a) List of subsidiaries (continued)

13 於附屬公司的投資 (續)

(a) 附屬公司列表 (續)

Company name 公司名稱	Place of incorporation and operation 註冊成立及 運營地點	Particulars of issued and paid-up capital 已發行及 繳足資本詳情	Group's effective interest 本集團 實益權益	Proportion of ownership interest 所有者權益比例		Principal activities 主要業務
				Held by the Company 本公司持有	Held by a subsidiary 附屬 公司持有	
Guangzhou Tai Er Catering Chain Co., Ltd. (ii) (廣州太二餐飲連鎖有限公司, "Tai Er Catering") (ii)	The PRC	RMB 140,376,028	91.24%	–	91.24%	Restaurant operations and relevant delivery business
廣州太二餐飲連鎖有限公司(「太二餐飲」)(ii)	中國	人民幣 140,376,028元				餐廳運營及相關外賣業務
Shanghai Er You Catering Management Co., Ltd. (ii) (上海二有餐飲管理有限公司, "Shanghai Er You") (ii)	The PRC	RMB 30,000,000	91.24%	–	91.24%	Restaurant operations and relevant delivery business
上海二有餐飲管理有限公司(「上海二有」)(ii)	中國	人民幣 30,000,000元				餐廳運營及相關外賣業務
Tai Er (Guangzhou) Investment Co., Ltd. (ii) (太二(廣州)投資有限公司) (ii)	The PRC	RMB 10,000,000	100%	–	100%	Investment holding
太二(廣州)投資有限公司(ii)	中國	人民幣 10,000,000元				投資控股
Guangzhou Pin Xin Yue Gu Enterprise Management Co., Ltd. (ii) (廣州品芯悅谷企業管理有限公司) (ii)	The PRC	RMB 99,800,000	100%	–	100%	Investment holding
廣州品芯悅谷企業管理有限公司(ii)	中國	人民幣 99,800,000元				投資控股
Guangzhou O Ye Catering Co., Ltd. (ii) (廣州噢耶餐飲有限公司) (ii)	The PRC	RMB 10,000,000	90.61%	–	90.61%	Restaurant operations and relevant delivery business
廣州噢耶餐飲有限公司(ii)	中國	人民幣 10,000,000元				餐廳運營及相關外賣業務

Notes:

- (i) This entity is wholly foreign owned enterprise in the PRC. The official name of this entity is in Chinese. The English translation of the name is for reference only.
- (ii) These entities are PRC limited liability companies. The official names of these entities are in Chinese. The English translation of the names is for reference only.

附註：

- (i) 該實體為在中國的外商獨資企業。該實體的官方名稱為中文，相關名稱的英文翻譯僅供參考。
- (ii) 該等實體為中國有限責任公司。該等實體的官方名稱為中文，相關名稱的英文翻譯僅供參考。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

13 INVESTMENT IN SUBSIDIARIES (continued)

(b) The following table lists out the information relating to the subsidiaries of the Group which has a material NCI. The summarised financial information presented below represents the amounts before any inter-company elimination.

13 於附屬公司的投資 (續)

(b) 下表列出有關擁有重大非控股權益的本集團附屬公司資料。下文呈列的財務資料概要為公司間撇銷前的金額。

		Tai Er Catering 太二餐飲		Shanghai Er You 上海二有	
		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元	2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
NCI percentage (note 27(c)(vii), note 30(b))	非控股權益百分比 (附註27(c)(vii)、 附註30(b))	8.76%	8.76%	8.76%	8.76%
Current assets	流動資產	353,619	306,572	56,658	44,867
Non-current assets	非流動資產	816,769	877,945	202,291	236,775
Current liabilities	流動負債	420,430	315,381	91,175	54,160
Non-current liabilities	非流動負債	595,470	643,355	161,578	184,628
Net assets	淨資產	154,488	225,781	6,196	42,854
Carrying amount of NCI	非控股權益的賬面值	13,533	19,778	(2,085)	1,126
Revenue	收入	2,195,545	2,308,515	478,851	529,261
Profit/(loss) for the year	年度溢利／(虧損)	40,706	232,462	(22,659)	34,258
Total comprehensive income	全面收益總額	40,706	232,462	(22,659)	34,258
Profit allocated to NCI	分配至非控股權益的溢利	2,339	25,215	(1,985)	4,062
Dividend paid to NCI	支付予非控股權益的股息	(9,811)	(27,000)	–	–
Cash flows generated from operating activities	經營活動所得現金流量	373,690	411,059	99,886	83,808
Cash flows used in investing activities	投資活動所用現金流量	(29,995)	(35,969)	(16,501)	(3,882)
Cash flows used in financing activities	融資活動所用現金流量	(354,081)	(384,830)	(83,704)	(85,009)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

14 INTERESTS IN ASSOCIATES

14 於聯營公司的權益

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Interests in associates (note)	於聯營公司的權益 (附註)	28,745	7,869

Note: During the year ended 31 December 2024, loans to associates of RMB24,500,000 were converted into to Interests in associates.

附註：於截至2024年12月31日止年度，向聯營公司提供的貸款人民幣24,500,000元已轉為於聯營公司的權益。

The following list contains the particulars of associates, which are unlisted corporate entities whose quoted market price is not available:

下表載列聯營公司的詳情，該等聯營公司為無法提供市場報價的非上市公司實體：

Name of associate	Form of business structure	Place of incorporation and business	Particulars of issued and paid-up capital	Proportion of ownership interest and voting rights held by the Group as at		Principal activities
聯營公司名稱	業務架構形式	註冊成立及經營地點	已發行及繳足資本詳情	本集團於以下年份持有的擁有權權益及投票權比例		主要業務
				2024 2024年	2023 2023年	
Guangzhou Hun Fan Chi Catering Management Co., Ltd. (廣州混飯吃餐飲管理有限公司, "Hun Fan Chi") (note (i)(iii))	Incorporated	The PRC	RMB827,129	13%	13%	Restaurant operations and relevant delivery business, mainly providing Chaoshan flavour cuisine
廣州混飯吃餐飲管理有限公司 (「混飯吃」) (附註(i)(iii))	註冊成立	中國	人民幣827,129元			餐廳經營及相關外賣業務，主要提供潮汕風味美食
Guangdong Tai Er Agricultural Science and Technology Co., Ltd. (廣東太二農業科技有限公司, "Guangdong Tai Er Agricultural") (note (i))	Incorporated	The PRC	RMB13,000,000	49%	49%	Trading
廣東太二農業科技有限公司 (「廣東太二農業」) (附註(i))	註冊成立	中國	人民幣13,000,000元			貿易

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

14 INTERESTS IN ASSOCIATES (continued)

14 於聯營公司的權益 (續)

Name of associate	Form of business structure	Place of incorporation and business	Particulars of issued and paid-up capital	Proportion of ownership interest and voting rights held by the Group as at		Principal activities
聯營公司名稱	業務架構形式	註冊成立及經營地點	已發行及繳足資本詳情	本集團於以下年份持有的擁有權益及投票權比例		主要業務
				2024	2023	
				2024年	2023年	
Heyuan Tai Er Agricultural Science and Technology Co., Ltd. (河源太二農業科技有限公司, "Heyuan Tai Er Agricultural") (note (i))	Incorporated	The PRC	RMB10,000,000	49%	49%	Fish farming
河源太二農業科技有限公司 (「河源太二農業」) (附註(i))	註冊成立	中國	人民幣10,000,000元			養魚
Jiangmen Tai Niu Agricultural Technology Co., Ltd. (江門太牛農業科技有限公司, "Jiangmen Tai Niu Agricultural") (note (i))	Incorporated	The PRC	RMB500,000	49%	49%	Cattle farming
江門太牛農業科技有限公司 (「江門太牛農業」) (附註(i))	註冊成立	中國	人民幣500,000元			養牛
Guangzhou Zhenjiu Food Co., Ltd (廣州市珍九食品有限公司, "Guangzhou Zhenjiu") (note (i))	Incorporated	The PRC	RMB1,000,000	30%	Nil	Processing and sales of agricultural products
廣州市珍九食品有限公司 (「廣州珍九」) (附註(i))	註冊成立	中國	人民幣1,000,000元		零	加工及銷售農產品

The above associates are accounted for using the equity method in the financial statements.

上述聯營公司使用權益法入賬至財務報表。

Notes:

附註：

- (i) The official names of these entities are in Chinese. The English translation of the names is for identification only.
- (ii) The Group has nominated one director out of a total of five directors on the board of the entity, and in the opinion of the directors of the Company, the Group can exercise significant influence on the financial and operating policy decision of the entity.

- (i) 實體的官方名稱為中文。相關名稱的英文翻譯僅供識別。
- (ii) 本集團已提名該實體董事會合共五名董事之中的一名董事，且本公司董事認為，本集團可對該實體的財務及經營政策決策發揮重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

14 INTERESTS IN ASSOCIATES (continued)

14 於聯營公司的權益 (續)

Aggregate information of associates that are not individually material:

個別而言並非屬重大的聯營公司匯總資料：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	於綜合財務報表中個別非重大聯營公司的賬面總值	28,745	7,869
Aggregate amounts of the Group's share of those associates'	本集團應佔聯營公司的總額		
– Losses from continuing operations	– 持續經營業務所得虧損	(3,924)	(2,197)

15 OTHER NON-CURRENT FINANCIAL ASSETS

15 其他非流動金融資產

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Equity securities designated at FVOCI (non-recycling)	指定為按公平值計入其他全面收益的股本證券 (不可撥回)		
– Unlisted equity securities (note (a))	– 非上市股本證券 (附註(a))	68,570	48,541
– Listed equity securities (note (b)(c))	– 上市股本證券 (附註(b)(c))	6,695	6,716
		75,265	55,257
Financial assets measured at FVPL	按公平值計入損益計量的金融資產		
– Investments in limited partnership enterprises (note (d))	– 於有限合夥企業的投資 (附註(d))	27,498	26,639
– Investments in funds (note (e))	– 於基金的投資 (附註(e))	51,345	55,413
– Key management insurance contracts (note (f))	– 主要管理層保險合約 (附註(f))	246,394	–
		325,237	82,052
		400,502	137,309

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

15 OTHER NON-CURRENT FINANCIAL ASSETS

(continued)

Notes:

- (a) The Group held unlisted equity investments in several entities. The entities are incorporated in the PRC and mainly engaged in catering industry. The Group designated its investments in unlisted equity securities at FVOCI (non-recycling), as the investments are held for strategic purposes. Fair value of each unlisted equity securities is determined by the directors of the Company with reference to the valuation performed, using the price-to-earnings ratios or price-to-sales ratios of comparable listed companies adjusted for lack of marketability discount if no market information of recent transactions is available, such as recent fund-raising transactions undertaken by the investees. Otherwise, the costs are used as approximation of fair value if the initial investment date is relatively close to the measurement date, or the investees are start-up entities when there is no catalyst for a change in fair value.
- (b) The Group held equity securities listed on the Main Board of The Stock Exchange of Hong Kong Limited. The Group designated its investments in the listed equity securities at FVOCI (non-recycling), as the investments are held for long-term investment purpose. Fair value of the listed equity securities is measured by referencing to the stock price.
- (c) Dividends of RMB979,000 were received on these investments during the year ended 31 December 2024.
- (d) The Group held investments in limited partnership enterprises (the "Partnership Enterprise(s)"). These Partnership Enterprises are specialised in equity investment. The Group has an intention of holding such investments as long-term investments. According to the Partnership Enterprises agreements, the Partnership Enterprises are managed by their general partner. The Group participates in the Partnership Enterprise as one of the limited partners who does not have power on selection nor removal of assets manager or general partner of the Partnership Enterprise. In addition, the Group does not have any right on making operating, investing and financing decision of the Partnership Enterprise. The directors are of the opinion that the Group does not have any control nor significant influence to affect the variable returns through its investment in the Partnership Enterprise and therefore these investments are accounted for at fair value. Fair value of the investments in such Partnership Enterprises is measured by referencing to the fair value of underlying investments. Fair value of each underlying investment is determined by the directors of the Company with reference to the valuation performed, using the price-to-sales ratios of comparable listed companies adjusted for lack of marketability discount if no market information of recent transactions is available, such as recent fund-raising transactions undertaken by the investees. Otherwise, the costs are used as approximation of fair value if the initial investment date is relatively close to the measurement date, or the investees are start-up entities when there is no catalyst for a change in fair value.
- (e) The Group held investments in funds operated by a fund management company. The investments are accounted for at fair value. Since the units in the funds are redeemable at the net asset value of the funds, fair value of such investments is measured according to the net asset value as at 31 December 2024 and 2023.
- (f) The policy holder and beneficiary of the key management insurance contracts is the Company. The fair values of key management insurance contracts is determined by reference to the cash surrender value of the insurance policies at the end of each reporting period.

15 其他非流動金融資產 (續)

附註：

- (a) 本集團於若干實體持有非上市股本投資。該等實體於中國註冊成立，並主要從事餐飲行業。由於該等投資乃就策略目的持有，因此本集團指定該等非上市股本證券的投資為按公平值計入其他全面收益（不可撥回）計量。非上市股本證券各自的公平值乃由本公司董事參考所進行的估值釐定，當中使用可資比較上市公司的市盈率或市銷率，並就缺乏市場流通性折讓作出調整（倘並無近期交易的市場資料，例如投資對象近期進行的集資交易）。否則，倘初始投資日期與計量日期相對接近，或投資對象為初創實體並在無公平值變動催化劑的情況下，使用成本作為公平值的近似值。
- (b) 本集團持有在香港聯合交易所有限公司主板上市的股本證券。由於該等投資乃就長期投資目的持有，因此本集團指定該等上市股本證券的投資為按公平值計入其他全面收益（不可撥回）計量。上市股本證券的公平值乃參考股票價格計量。
- (c) 截至2024年12月31日止年度，已從該等投資取得股息人民幣979,000元。
- (d) 本集團持有有限合夥企業（「合夥企業」）的投資。該等合夥企業專門從事股本投資。本集團有意持有該等投資作長期投資。根據合夥企業協議，合夥企業由其普通合夥人管理。本集團作為有限合夥人之一參與合夥企業，而有限合夥人無權選擇或罷免合夥企業的資產管理人或普通合夥人。此外，本集團無權作出合夥企業的經營、投資及融資決策。董事認為，本集團並無任何控制權或重大影響力，以透過其於合夥企業的投資影響可變回報，因此該等投資按公平值入賬。於該等合夥企業的投資的公平值乃參考相關投資的公平值計量。各項相關投資的公平值乃由本公司董事參考所進行的估值釐定，當中使用可資比較上市公司的市銷率，並就缺乏市場流通性折讓作出調整（倘並無近期交易的市場資料，例如投資對象近期進行的集資交易）。否則，倘初始投資日期與計量日期相對接近，或投資對象為初創實體並在無公平值變動催化劑的情況下，使用成本作為公平值的近似值。
- (e) 本集團持有由一家基金管理公司經營的基金的投資。該等投資按公平值入賬。由於基金單位可按基金的資產淨值贖回，因此該等投資的公平值按2024年及2023年12月31日的資產淨值計量。
- (f) 主要管理層保險合約的投保人及受益人為本公司。主要管理層保險合約的公平值乃參照各報告期末保單的現金退保價值釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

16 OTHER NON-CURRENT ASSETS

16 其他非流動資產

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Advances for investment	投資墊款	103,343	99,902
Prepayment for purchase of other property, plant and equipment	購買其他物業、廠房及設備的預付款	16,865	6,993
Amounts due from related parties (note 30(c))	應收關聯方款項(附註30(c))	28,000	70,120
Others	其他	7,188	–
		155,396	177,015

17 INVENTORIES

17 存貨

(a) Inventories in the consolidated statement of financial position comprise:

(a) 綜合財務狀況表內的存貨包括：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Food ingredients	食材	69,304	83,877
Condiment product	調味品	29,105	29,331
Beverage	飲料	2,494	4,445
Other materials	其他材料	14,553	14,421
		115,456	132,074

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

17 INVENTORIES (continued)

(b) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

17 存貨 (續)

(b) 已確認為開支並計入損益的存貨金額分析如下：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Carrying amount of inventories sold (note)	已售存貨賬面值 (附註)	2,239,903	2,205,901

Note: Carrying amount of inventories sold includes RMB77,799,000 for the year ended 31 December 2024 (for the year ended 31 December 2023: RMB63,742,000), relating to "staff costs", "depreciation and amortisation expenses".

附註：截至2024年12月31日止年度，已售存貨賬面值包括與「員工成本」及「折舊及攤銷開支」有關的人民幣77,799,000元（截至2023年12月31日止年度：人民幣63,742,000元）。

18 TRADE AND OTHER RECEIVABLES

18 貿易及其他應收款項

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Trade debtors	貿易應收款項	56,542	37,562
Input value-added tax recoverable	可收回進項增值稅	435,173	345,245
Deposits	押金	82,981	71,531
Other receivables	其他應收款項	40,174	37,065
Prepayments to vendors	向賣方作出預付款	54,954	71,025
Prepayments to an associate (note 30(c))	向一間聯營公司作出預付款 (附註30(c))	223	7,864
Amounts due from related parties (note 30(c))	應收關聯方款項 (附註30(c))	99,918	73,552
		769,965	643,844

All of the trade and other receivables are expected to be recovered or recognised as expense within one year or are recovered on demand.

所有貿易及其他應收款項預期將於一年內收回或確認為開支或按要求收回。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

18 TRADE AND OTHER RECEIVABLES (continued)

Ageing analysis:

As at the end of the reporting period, the ageing analysis of trade debtors (which are included in trade and other receivables), based on the revenue recognition date, is as follows:

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Within 1 month	於1個月內	44,530	37,562
1 to 2 months	1到2個月內	10,635	–
2 to 3 months	2到3個月內	1,377	–

Trade debtors are due within 30 to 45 days from the date of revenue recognition. Further details on the Group's credit policy are set out in note 28(a).

18 貿易及其他應收款項 (續)

賬齡分析：

於報告期末，根據收入確認日期呈列的貿易應收款項（計入貿易及其他應收款項）的賬齡分析如下：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Within 1 month	於1個月內	44,530	37,562
1 to 2 months	1到2個月內	10,635	–
2 to 3 months	2到3個月內	1,377	–

貿易應收款項自收入確認日期起計30日至45日內到期。有關本集團信貸政策的進一步詳情載於附註28(a)。

19 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

(a) Cash and cash equivalents comprise:

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Cash on hand	手頭現金	35	34
Cash at bank	銀行現金	1,423,798	2,029,955
Less: restricted bank deposits (note (i))	減：受限制銀行存款（附註(i)）	(306,504)	(231,456)
Less: deposits with banks with original maturity date over three months	減：原到期日超過三個月的銀行存款	(510,355)	(471,631)
Cash and cash equivalents in the consolidated statement of financial position and the consolidated cash flow statement (note (iii))	綜合財務狀況表及綜合現金流量表的現金及現金等價物（附註(ii)）	606,974	1,326,902

(i) As at 31 December 2024, the deposits with bank of RMB11,062,000 (31 December 2023: RMB10,679,000) were pledged as securities for a currency forward contract and the deposits with bank of RMB295,442,000 were pledged as securities for bank loans (2023: RMB220,777,000).

(ii) As at 31 December 2024, cash and cash equivalents placed with banks in Mainland China amounted to RMB408,605,000 (2023: RMB692,327,000). Remittance of funds out of Mainland China is subject to the relevant rules and regulations of foreign exchange control promulgated by the PRC government.

19 現金及現金等價物以及其他現金流量資料

(a) 現金及現金等價物包括：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Cash on hand	手頭現金	35	34
Cash at bank	銀行現金	1,423,798	2,029,955
Less: restricted bank deposits (note (i))	減：受限制銀行存款（附註(i)）	(306,504)	(231,456)
Less: deposits with banks with original maturity date over three months	減：原到期日超過三個月的銀行存款	(510,355)	(471,631)
Cash and cash equivalents in the consolidated statement of financial position and the consolidated cash flow statement (note (iii))	綜合財務狀況表及綜合現金流量表的現金及現金等價物（附註(ii)）	606,974	1,326,902

(i) 於2024年12月31日，銀行存款人民幣11,062,000元（2023年12月31日：人民幣10,679,000元）獲質押作為一份貨幣遠期合約的抵押，及銀行存款人民幣295,442,000元獲質押作為銀行貸款的抵押（2023年：人民幣220,777,000元）。

(ii) 於2024年12月31日，存放於中國內地銀行的現金及現金等價物為人民幣408,605,000元（2023年：人民幣692,327,000元）。資金匯出中國內地須遵守中國政府頒佈的有關外匯管制規則及法規。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

19 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (continued)

(b) Reconciliation of profit before taxation to cash generated from operations:

19 現金及現金等價物以及其他現金流量資料 (續)

(b) 除稅前溢利與經營活動所得現金的對賬：

	Note 附註	2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Profit before taxation		74,008	636,384
Adjustments for:	就以下各項作出調整：		
Interest income and dividend income	利息收入及股息收入 4	(57,706)	(66,060)
Depreciation	折舊 5(e)	855,112	711,561
Amortisation of intangible assets	無形資產攤銷 5(e)	13,328	9,384
Finance costs	融資成本 5(a)	110,962	92,868
Losses/(gains) on disposal of property, plant and equipment and right-of-use assets	出售物業、廠房及設備以及使用權資產虧損／(收益) 5(c)	23,063	(2,731)
Share of losses of associates	應佔聯營公司虧損 14	3,924	2,197
Impairment loss on property, plant and equipment and right-of-use assets	物業、廠房及設備以及使用權資產減值虧損 11(a)	111,564	21,819
Equity-settled share-based payment expenses	以權益結算以股份為基礎的付款開支 5(b)	18,227	21,153
Change in fair value of other financial asset	其他金融資產的公平值變動 5(c)	4,345	7,214
Change in fair value of derivative financial liabilities	衍生金融負債的公平值變動 5(c)	15,472	8,846
Changes in working capital:	營運資本變動：		
Decrease/(increase) in inventories	存貨減少／(增加)	16,618	(13,975)
Increase in trade and other receivables and rental deposits	貿易及其他應收款項以及租金押金增加	(94,822)	(203,483)
Increase in trade and other payables and accruals	貿易及其他應付款項以及應計費用增加	45,320	111,569
Increase in contract liabilities	合約負債增加	11,858	3,695
Increase in restricted bank deposits	受限制銀行存款增加	(75,048)	(220,893)
Cash generated from operations	經營活動所得現金	1,076,225	1,119,548

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

19 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (continued)

(c) Reconciliation of liabilities arising from financing activities:

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

19 現金及現金等價物以及其他現金流量資料 (續)

(c) 融資活動產生的負債的對賬：

下表詳列本集團來自融資活動的負債變動（包括現金及非現金變動）。融資活動所產生的負債為現金流量已經或未來現金流量將會於本集團綜合現金流量表分類為來自融資活動的現金流量的負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

19 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (continued)

19 現金及現金等價物以及其他現金流量資料 (續)

(c) Reconciliation of liabilities arising from financing activities: (continued)

(c) 融資活動產生的負債的對賬：(續)

		Bank loans	Finance costs payable	Amounts due to a NCI holder controlled by a director of the Group 應付由本集團一名董事控制的非控股權益持有人的款項	Lease liabilities	Total
		銀行貸款 RMB'000 人民幣千元 note 24 附註24	應付融資成本 RMB'000 人民幣千元	持有人的款項 RMB'000 人民幣千元 note 30(c) 附註30(c)	租賃負債 RMB'000 人民幣千元 note 22 附註22	總計 RMB'000 人民幣千元
At 1 January 2024	於2024年1月1日	244,162	–	70,894	2,084,523	2,399,579
Changes from financing cash flows:	融資現金流量變動：					
Proceeds from bank loans	銀行貸款所得款項	284,008	–	–	–	284,008
Repayment of bank loans	償還銀行貸款	(148,745)	–	–	–	(148,745)
Interest of bank loans paid	已付銀行貸款利息	–	(10,314)	–	–	(10,314)
Payment of capital element and interest element of lease liabilities	租賃負債資本部分及利息部分付款	–	–	–	(631,284)	(631,284)
Dividends paid to NCI holders	已付非控股權益持有人的股息	–	–	(9,811)	–	(9,811)
Payment for acquisition of NCI of subsidiaries	收購附屬公司的非控股權益付款	–	–	(69,494)	–	(69,494)
Total changes from financing cash flows	融資現金流量變動總額	135,263	(10,314)	(79,305)	(631,284)	(585,640)
Other changes:	其他變動：					
Interest expenses (note 5(a))	利息開支(附註5(a))	–	5,366	–	103,376	108,742
Capitalised borrowing costs	資本化借款成本	–	4,948	–	–	4,948
Addition	添置	–	–	–	766,528	766,528
Disposal	出售	–	–	–	(140,072)	(140,072)
Dividends approved to NCI holders in a subsidiary	已批准予附屬公司非控股權益持有人的股息	–	–	9,811	–	9,811
Acquisition of NCI (note 27(c)(vii), note 30(b))	收購非控股權益(附註27(c)(vii)、附註30(b))	–	–	–	–	–
Total other changes	其他變動總額	–	10,314	9,811	729,832	749,957
At 31 December 2024	於2024年12月31日	379,425	–	1,400	2,183,071	2,563,896

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

19 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (continued)

19 現金及現金等價物以及其他現金流量資料 (續)

(c) Reconciliation of liabilities arising from financing activities: (continued)

(c) 融資活動產生的負債的對賬：(續)

		Bank loans	Finance costs payable	Amounts due to a NCI holder controlled by a director of the Group 應付由本集團一名董事控制的非控股權益持有人的款項	Lease liabilities	Total
		銀行貸款 RMB'000 人民幣千元 note 24 附註24	應付融資成本 RMB'000 人民幣千元	持有人的款項 RMB'000 人民幣千元 note 30(c) 附註30(c)	租賃負債 RMB'000 人民幣千元 note 22 附註22	總計 RMB'000 人民幣千元
At 1 January 2023	於2023年1月1日	30,000	–	27,600	1,650,351	1,707,951
Changes from financing cash flows:	融資現金流量變動：					
Proceeds from bank loans	銀行貸款所得款項	286,789	–	–	–	286,789
Repayment of bank loans	償還銀行貸款	(72,627)	–	–	–	(72,627)
Interest of bank loans paid	已付銀行貸款利息	–	(4,734)	–	–	(4,734)
Payment of capital element and interest element of lease liabilities	租賃負債資本部分及利息部分付款	–	–	–	(531,530)	(531,530)
Dividends paid to NCI holders	已付非控股權益持有人的股息	–	–	(53,200)	–	(53,200)
Payment for acquisition of NCI of subsidiaries	收購附屬公司的非控股權益付款	–	–	(130,000)	–	(130,000)
Total changes from financing cash flows	融資現金流量變動總額	214,162	(4,734)	(183,200)	(531,530)	(505,302)
Other changes:	其他變動：					
Interest expenses (note 5(a))	利息開支 (附註5(a))	–	1,615	–	89,319	90,934
Capitalised borrowing costs	資本化借款成本	–	3,119	–	–	3,119
Addition	添置	–	–	–	891,124	891,124
Disposal	出售	–	–	–	(14,741)	(14,741)
Dividends approved to NCI holders in a subsidiary	已批准予附屬公司非控股權益持有人的股息	–	–	27,000	–	27,000
Acquisition of NCI (note 27(c)(vii), note 30(b))	收購非控股權益 (附註27(c)(vii)、附註30(b))	–	–	199,494	–	199,494
Total other changes	其他變動總額	–	4,734	226,494	965,702	1,196,930
At 31 December 2023	於2023年12月31日	244,162	–	70,894	2,084,523	2,399,579

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

19 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (continued)

(d) Total cash out flow for leases:

19 現金及現金等價物以及其他現金流量資料 (續)

(d) 租賃的現金流出總額：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Within operating cash flows	於經營現金流量內	133,213	138,844
Within investing cash flows	於投資現金流量內	–	22,660
Within financing cash flows	於融資現金流量內	631,284	531,530
		764,497	693,034

These amounts relate to the following:

此等金額與下列相關：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Lease rentals settled	已結付租賃租金	764,497	670,374
Purchase of leasehold land	購買租賃土地	–	22,660
		764,497	693,034

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

20 TRADE AND OTHER PAYABLES

20 貿易及其他應付款項

		2024	2023
		2024年	2023年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade payables	貿易應付款項	213,116	209,310
Construction fee payables	應付工程費	120,268	123,986
Staff cost payable	應付員工成本	130,027	142,657
Accrued charges	應計費用	76,850	75,718
Other taxes payables	其他應付稅項	8,534	8,280
Other payables	其他應付款項	68,462	61,856
Amounts due to related parties (note 30(c))	應付關聯方款項(附註30(c))	1,510	71,094
Dividends payable	應付股息	3,830	4,070
		622,597	696,971

All trade and other payables (including amounts due to related parties) are expected to be settled or recognised as income within one year or are repayable on demand.

所有貿易及其他應付款項(包括應付關聯方款項)預期將於一年內結清或確認為收益或按要求償還。

As at the end of the reporting period, the ageing analysis of trade payables, based on the invoice date, is as follows:

於報告期末，根據發票日期呈列的貿易應付款項的賬齡分析如下：

		2024	2023
		2024年	2023年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 1 year	於一年內	213,116	209,310

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

21 CONTRACT LIABILITIES

21 合約負債

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Customer loyalty scheme (note)	顧客忠誠計劃(附註)	14,038	6,201
Advanced payment received	已收墊款	5,729	1,708
		19,767	7,909

Note: The estimated loyalty points which can be used in future consumptions in the restaurants arising from the customer loyalty scheme at the end of the reporting period represented the transaction price allocated to unsatisfied performance obligation.

附註：於報告期末，顧客忠誠計劃所產生的可用於未來餐廳消費的估計忠誠點，為分配給未履行履約義務的交易價格。

Movements in contract liabilities:

合約負債的變動：

		Contract liabilities 合約負債 RMB'000 人民幣千元
Balance at 1 January 2023	於2023年1月1日的結餘	4,214
Decrease in contract liabilities as a result of recognising revenue during the year	因年內確認收入而導致合約負債減少	(4,214)
Increase in contract liabilities	合約負債增加	7,909
Balance at 31 December 2023	於2023年12月31日的結餘	7,909
Decrease in contract liabilities as a result of recognising revenue during the year	因年內確認收入而導致合約負債減少	(7,909)
Increase in contract liabilities	合約負債增加	19,767
Balance at 31 December 2024	於2024年12月31日的結餘	19,767

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

22 LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the reporting period:

22 租賃負債

下表呈列於報告期末本集團租賃負債的餘下合約到期日：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Within 1 year	一年內	612,643	548,260
After 1 year but within 2 years	一年後但兩年內	558,749	503,350
After 2 years but within 5 years	兩年後但五年內	1,030,164	1,011,908
After 5 years	五年後	235,623	280,071
		2,437,179	2,343,589
Less: total future interest expenses	減：未來利息開支總額	254,108	259,066
Present value of lease liabilities	租賃負債現值	2,183,071	2,084,523
Lease liabilities included in the consolidated statement of financial position	計入綜合財務狀況表的租賃負債		
– Within 1 year	– 一年內	601,523	539,473
– After 1 year but within 2 years	– 一年後但兩年內	520,806	471,039
– After 2 years but within 5 years	– 兩年後但五年內	883,488	868,690
– After 5 years	– 五年後	177,254	205,321
		1,581,548	1,545,050
		2,183,071	2,084,523

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

23 PROVISIONS

23 撥備

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Provisions for restoration costs	修復成本撥備	51,531	47,293

The movements of provisions during the year were as follows:

於年內撥備變動如下：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Balance at 1 January	於1月1日的結餘	47,293	37,949
Additional provisions	增加撥備	6,517	7,804
Interest on provisions	撥備的利息	2,220	1,934
Provisions utilised	已動用的撥備	(4,499)	(394)
Balance at 31 December	於12月31日的結餘	51,531	47,293

Pursuant to the terms of the respective tenancy agreements entered into by the Group, the Group is required to return its leased properties to the conditions as stipulated in the tenancy agreements at the expiration of the corresponding lease term as appropriate. The provision for reinstatement costs was estimated based on certain assumptions and estimates made by the Group's management with reference to historical reinstatement costs and/or other available market information. The estimation basis is reviewed on an ongoing basis and revised where appropriate.

根據本集團所訂立的相關租賃協議條款，於有關租期屆滿時，本集團須將其租賃物業恢復至有關租賃協議訂明的狀態（倘適用）。還原成本撥備基於本集團管理層根據過往還原成本及／或其他可得市場資料所作出的若干假設及估計作出估計。估計基準不斷審閱，並適時作出修訂。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

24 BANK LOANS

The analysis of the repayment schedule of bank loans is as follows:

24 銀行貸款

銀行貸款償還進度分析如下：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Within one year or on demand	於一年內或按要求償還		
– unsecured and unguaranteed	– 無抵押及無擔保	30,000	50,000
– secured (note (i))	– 有抵押(附註(i))	275,817	40,000
		305,817	90,000
After one year but within two years	一年後但兩年內償還		
– secured (note (i))	– 有抵押(附註(i))	73,608	154,162
		379,425	244,162

Notes:

- (i) Secured bank loans as at 31 December 2024 and 2023 were secured by certain of the Group's pledged deposits (note 19).
- (ii) All of the Group's banking facilities are subject to the fulfilment of covenants relating to the Group's financial metrics which are tested periodically, as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants the related loans would become payable on demand. The Group did not identify any difficulties complying with the covenants. Further details of the covenants and the Group's management of liquidity risk are set out in note 28(b). As at 31 December 2024, none of the covenants relating to drawn down facilities had been breached (2023: Nil).

附註：

- (i) 於2024年及2023年12月31日的有抵押銀行貸款乃由若干本集團已質押存款擔保(附註19)。
- (ii) 本集團的所有銀行融資均須履行與本集團定期進行測試的財務指標相關的契約，而有關契約常見於與金融機構訂立的貸款安排。倘本集團違反契約，相關貸款將須按要求支付。本集團在遵守該契約方面並未遭遇任何困難。有關契約及本集團管理流動資金風險的進一步詳情載列於附註28(b)。於2024年12月31日，概無違反關於已提取融資的契約(2023年：無)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

25 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

25 綜合財務狀況表的所得稅

(a) Current taxation in the consolidated statement of financial position represents:

(a) 綜合財務狀況表的即期稅項為：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
At 1 January	於1月1日	68,223	17,467
Provisions for PRC income tax	中國所得稅撥備	60,920	150,286
Provisions for income tax of other jurisdictions	就其他司法權區所得稅的撥備	13,901	7,924
Under/(over)-provision in respect of prior years	過往年度的撥備不足／(超額撥備)	231	(342)
Income tax paid	已付所得稅	(100,243)	(107,112)
At 31 December	於12月31日	43,032	68,223

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

25 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(continued)*

25 綜合財務狀況表的所得稅 (續)

(b) Deferred tax assets and liabilities recognised

(b) 已確認遞延稅項資產及負債

(i) Movement of each component of deferred tax assets and liabilities

(i) 遞延稅項資產及負債各部分的變動

The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

於本年度綜合財務狀況表的已確認遞延稅項(資產)/負債的部分及變動如下：

Deferred tax (assets)/ liabilities arising from:	遞延稅項(資產)/ 負債產生自：	Unused tax losses	Right-of-use assets	Lease liabilities	Provisions	Impairment losses	Fair value adjustment from business acquisition	Fair value adjustment from financial assets	Others	Total
		未動用 稅項虧損	使用權資產	租賃負債	撥備	減值虧損	來自業務 收購的 公平值調整	來自金融 資產的 公平值調整	其他	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2023	於2023年1月1日	(57,283)	360,237	(394,386)	(9,227)	(9,805)	1,127	6,468	(4,551)	(107,420)
Charged/(credited) to profit or loss	自損益扣除/ (計入損益)	10,144	69,245	(71,615)	(2,061)	(3,519)	(354)	-	(3,322)	(1,482)
Charge to reserves	自儲備扣除	-	-	-	-	-	-	(1,367)	-	(1,367)
Exchange adjustments	匯兌調整	-	19	(29)	-	-	3	-	-	(7)
At 31 December 2023	於2023年12月31日	(47,139)	429,501	(466,030)	(11,288)	(13,324)	776	5,101	(7,873)	(110,276)
(Credited)/charged to profit or loss	自損益扣除/ 自損益扣除	(23,353)	(8,634)	7,467	(514)	(17,761)	(352)	-	(2,697)	(45,844)
Charge to reserves	自儲備扣除	-	-	-	-	-	-	5,008	-	5,008
Exchange adjustments	匯兌調整	-	(136)	179	-	-	(36)	-	-	7
At 31 December 2024	於2024年12月31日	(70,492)	420,731	(458,384)	(11,802)	(31,085)	388	10,109	(10,570)	(151,105)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

25 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(continued)*

(b) Deferred tax assets and liabilities recognised *(continued)*

(ii) Reconciliation to the consolidated statement of financial position

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Net deferred tax asset in the consolidated statements of financial position	於綜合財務狀況表的遞延稅項資產淨值	(161,602)	(116,153)
Net deferred tax liability in the consolidated statement of financial position	於綜合財務狀況表的遞延稅項負債淨額	10,497	5,877
		(151,105)	(110,276)

(c) Deferred tax assets not recognised

In accordance with the accounting policy set out in note 1(t), the Group has not recognised deferred tax assets in respect of cumulative tax losses of RMB100,740,000 (2023: RMB42,928,000) and temporary differences of RMB16,279,000 (2023: RMB16,225,000) of certain subsidiaries, respectively, as it is not probable that future taxable profits against which the losses or temporary differences can be utilised will be available in the relevant tax jurisdiction and entity.

25 綜合財務狀況表的所得稅 (續)

(b) 已確認遞延稅項資產及負債 (續)

(ii) 綜合財務狀況表對賬

(c) 未確認遞延稅項資產

根據附註1(t)所載的會計政策，由於不大可能在有關稅項司法管轄區及實體獲得能抵扣虧損或暫時性差異的未來應課稅溢利，故本集團未分別就若干附屬公司的累計稅項虧損人民幣100,740,000元（2023年：人民幣42,928,000元）及暫時性差異人民幣16,279,000元（2023年：人民幣16,225,000元）確認有關的遞延稅項資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

25 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

(c) Deferred tax assets not recognised (continued)

The expiration information of the Group's unrecognised deferred tax assets in respect of cumulative tax losses is set out below:

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
2024	2024年	–	7,311
2026	2026年	4,812	4,812
2027	2027年	33,115	12,189
2028	2028年	28,661	18,616
2029	2029年	34,152	–
Total	總計	100,740	42,928

All the tax losses of subsidiaries of the Group in PRC can be carried forward for a maximum period of five years. Pursuant to the Notice No. 8 issued by the Ministry of Finance and the State Administration of Taxation of the PRC on 6 February 2020, the maximum carried forward period of the tax losses affected by COVID-19 in certain difficult industries, such as catering industry, is extended from five years to eight years.

25 綜合財務狀況表的所得稅 (續)

(c) 未確認遞延稅項資產 (續)

本集團有關累計稅項虧損的未確認遞延稅項資產的到期資料載列如下：

本集團於中國的附屬公司的所有稅項虧損均可結轉最長五年。根據中國財政部及國家稅務總局於2020年2月6日頒佈的第8號通知，若干經營困難的行業（例如餐飲業）受2019冠狀病毒病影響所引致的稅項虧損的最長結轉期由五年延長至八年。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

25 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(continued)*

(d) Deferred tax liabilities not recognised

According to the CIT Law and its implementation rules, dividends receivable by non-PRC corporate residents from PRC enterprises are subject to withholding income tax at 10%, unless reduced by tax treaties or arrangements, for profits earned since 1 January 2008.

As at 31 December 2024, deferred tax liabilities in respect of the dividend withholding tax relating to the distributable profits of the Company's subsidiaries were not recognised as the Company controls the dividend policy of the subsidiaries. Based on the assessment made by management as at 31 December 2024, it was determined that the distributable profits of the Company's subsidiaries would not be distributed to the Hong Kong and overseas holding companies in the foreseeable future. The amounts of undistributed profit of the Company's subsidiaries in PRC as at 31 December 2024 was RMB1,251,964,000 (2023: RMB1,057,522,000).

25 綜合財務狀況表的所得稅 (續)

(d) 未確認遞延稅項負債

根據企業所得稅法及其實施條例，中國企業如派發於2008年1月1日後賺取的溢利予非中國企業居民時，除非按稅務協定或安排減免，非中國企業居民應收股息將按10%稅率徵收預扣所得稅。

於2024年12月31日，概無就與本公司附屬公司的可分派溢利有關的股息預扣稅確認遞延稅項負債，原因為本公司控制附屬公司的股息政策。根據管理層於2024年12月31日作出的評估，其釐定本公司附屬公司的可分派溢利於可見未來不會分派予香港及海外控股公司。本公司中國附屬公司的未分派溢利金額於2024年12月31日為人民幣1,251,964,000元（2023年：人民幣1,057,522,000元）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

26 EQUITY SETTLED SHARE-BASED PAYMENTS

During the year ended 31 December 2024, the Group has the following share-based payment arrangements:

(a) Restricted Stock Units Scheme

The Group's ultimate controlling party, Mr. Guan Yihong, operates a share-based incentive scheme under which the restricted stock units ("RSUs") would be granted as share incentives to qualified directors and employees. The RSUs granted would vest on specific dates, on condition that employees remain in service without any performance requirements. Once the vesting conditions underlying the respective RSUs are met, the RSUs are considered duly and validly issued to the holder, and free of restrictions on transfer.

During the year ended 31 December 2024, the Group recognised share-based expenses of nil (2023: RMB518,000).

As at 31 December 2024, none of the employees (2023: none) of the Group have been granted with any RSUs (31 December 2023: any RSUs), and the outstanding number of RSUs that could be granted under the Scheme was 6,218,254 (31 December 2023: 6,218,254).

(b) Employees' Share Option Scheme

The Company has a share option scheme which was adopted on 6 December 2019 whereby the directors of the Company are authorised, at their discretion, to invite employees of the Group, including directors of any company in the Group, to take up options at predetermined consideration to subscribe for shares of the Company. The options vest after one year from the date of grant and are then exercisable within a period of two years. Each option gives the holder the right to subscribe for one ordinary share in the Company and is settled gross in shares.

26 以權益結算以股份為基礎的付款

截至2024年12月31日止年度，本集團擁有以下以股份為基礎的付款安排：

(a) 受限制股份單位計劃

本集團的最終控制方管毅宏先生實行股份激勵計劃，根據該計劃，受限制股份單位（「受限制股份單位」）將授予合資格董事及僱員作為股份激勵。已授出受限制股份單位將於特定日期歸屬，條件是僱員仍在職，但並無任何表現要求。有關受限制股份單位的相關歸屬條件一經達成，受限制股份單位即被視為正式及有效發行予持有人，且並無轉讓限制。

於截至2024年12月31日止年度，本集團確認以股份為基礎的開支零元（2023年：人民幣518,000元）。

於2024年12月31日，概無本集團僱員（2023年：無）獲授任何受限制股份單位（2023年12月31日：任何受限制股份單位），根據該計劃可授出的受限制股份單位的剩餘數量為6,218,254個（2023年12月31日：6,218,254個）。

(b) 僱員購股權計劃

本公司已於2019年12月6日採納一項購股權計劃，據此，本公司董事獲授權酌情邀請本集團僱員（包括本集團內任何公司的董事）以預定代價獲得購股權認購本公司股份。購股權於授出日期起一年後歸屬，然後可於兩年內行使。每份購股權賦予持有人認購本公司一股普通股的權利，並以股份總額結算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

26 EQUITY SETTLED SHARE-BASED PAYMENTS

(continued)

(b) Employees' Share Option Scheme (continued)

(i) The terms and conditions of the grants are as follows:

Date of grant	Tranche number	Number of options granted 已授出 購股權數目	Vesting period	Contractual life of options 購股權的 合約年期
授出日期	批數		歸屬期	
Options granted to directors and key management personnel: 授予董事及主要管理人員的購股權：				
– on 3 November 2023	2023 T1	1,238,000	One year after the date of grant	3 years
– 於2023年11月3日	2023年第一批		授出日期後一年	3年
Options granted to other employees: 授予其他僱員的購股權：				
– on 3 November 2023	2023 T2	5,816,000	One year after the date of grant	3 years
– 於2023年11月3日	2023年第二批		授出日期後一年	3年
Total share options granted		7,054,000		
已授出購股權總數				

Date of grant	Tranche number	Number of options granted 已授出 購股權數目	Vesting period	Contractual life of options 購股權的 合約年期
授出日期	批數		歸屬期	
Options granted to directors and key management personnel: 授予董事及主要管理人員的購股權：				
– on 30 October 2024	2024 T1	3,524,000	One year after the date of grant	5 years
– 於2024年10月30日	2024年第一批		授出日期後一年	5年
Options granted to other employees: 授予其他僱員的購股權：				
– on 30 October 2024	2024 T2	11,431,000	One year after the date of grant	5 years
– 於2024年10月30日	2024年第二批		授出日期後一年	5年
Total share options granted		14,955,000		
已授出購股權總數				

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

26 EQUITY SETTLED SHARE-BASED PAYMENTS

(continued)

(b) Employees' Share Option Scheme (continued)

(ii) The number and weighted average exercise prices of share options are as follows:

		2024 2024年		2023 2023年	
		Weighted average exercise price 加權平均 行使價 HKD 港元	Number of options 購股權數目	Weighted average exercise price 加權平均 行使價 HKD 港元	Number of options 購股權數目
Outstanding at 1 January	於1月1日尚未行使	13.44	14,071,200	17.64	9,982,500
Granted during the year	年內已授出	3.44	14,955,000	8.35	7,054,000
Exercised during the year	年內已行使	–	–	18.87	(299,600)
Forfeited during the year	年內已沒收	17.89	(3,984,200)	15.12	(2,665,700)
Outstanding at 31 December	於12月31日尚未行使	6.76	25,042,000	13.44	14,071,200
Exercisable at 31 December	於12月31日可行使	11.68	10,087,000	17.61	7,728,200
Non vested at 31 December	於12月31日未歸屬	3.44	14,955,000	8.35	6,343,000

During the year ended 31 December 2024, no shares options have been exercised.

The share options outstanding at 31 December 2024 had an exercise price of HKD3.44, HKD8.35 or HKD16.04 (31 December 2023: HKD8.35, HKD16.04 or HKD20.24) and a weighted-average remaining contractual life of 3.5 years (31 December 2023: 2.1 years).

The Group recognised share option expenses of RMB18,227,000 during the year ended 31 December 2024 (2023: RMB20,635,000).

26 以權益結算以股份為基礎的付款 (續)

(b) 僱員購股權計劃 (續)

(ii) 購股權數目及加權平均行使價如下：

截至2024年12月31日止年度，概無購股權獲行使。

於2024年12月31日尚未行使購股權的行使價為3.44港元、8.35港元或16.04港元（2023年12月31日：8.35港元、16.04港元或20.24港元）及加權平均剩餘合約年期為3.5年（2023年12月31日：2.1年）。

本集團於截至2024年12月31日止年度確認購股權開支人民幣18,227,000（2023年：人民幣20,635,000元）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

26 EQUITY SETTLED SHARE-BASED PAYMENTS

(continued)

(b) Employees' Share Option Scheme (continued)

(iii) Fair value of share options and assumptions:

The fair value of services received in return for the share options granted is measured by reference to the fair value of share options granted. The estimated fair value of the share options granted is measured based on a binomial option pricing model. The contractual life of the share options is used as an input into this model. Expectations of early exercise are incorporated into the binomial tree model.

Fair value of share options and inputs

購股權公平值及輸入數據

		Tranche number	
		批數	
		2024 T1	2024 T2
		2024年第一批	2024年第二批
Fair value at measurement date (being the date of grant) (HKD)	於計量日期(即授出日期)的 公平值(港元)	5,845,000	17,025,000
Share price (HKD)	股份價格(港元)	3.43	3.43
Exercise price (HKD)	行使價(港元)	3.44	3.44
Expected volatility	預期波幅	66.49%	66.49%
Expected option life	預計購股權年期	5 years 5年	5 years 5年
Early exercise level	早期行權級別	2.8	2.2
Dividend yield	股息收益率	1.79%	1.79%
Risk-free rate	無風險利率	2.9297%	2.9297%

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. The fair values calculated are inherently subjective and uncertain due to the assumptions made and limitations of the model used. Changes in the subjective input assumptions could materially affect the fair value estimate.

26 以權益結算以股份為基礎的付款(續)

(b) 僱員購股權計劃(續)

(iii) 購股權公平值及假設：

以授出購股權換取所得服務的公平值乃參考已授出購股權的公平值計量。已授出購股權的估計公平值乃根據二項式期權定價模型計量。購股權的合約年期用作此模型的輸入數據。提早行使的預期已納入至二項式樹模型。

預期波幅乃根據歷史波幅(按購股權的加權平均剩餘年期計算)計算，並根據公開可得資料就未來波幅的任何預期變動作出調整。預期股息乃根據過往股息計算。由於所作出的假設及所使用的模型有所限制，計算出的公平值存在固有的主觀性及不確定因素。主觀輸入假設的變動可能對公平值估計造成重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

26 EQUITY SETTLED SHARE-BASED PAYMENTS

(continued)

(b) Employees' Share Option Scheme (continued)

(iii) Fair value of share options and assumptions: (continued)

Share options were granted under a service condition. This condition has not been taken into account in the grant date fair value measurement of the services received. Where share options are forfeited due to a failure by the employee to satisfy the service conditions, any expenses previously recognised in relation to such share options are reversed effective the date of the forfeiture. There were no market conditions associated with the share option grants.

27 CAPITAL, RESERVES AND DIVIDENDS

(a) Share capital

(i) Issued share capital

26 以權益結算以股份為基礎的付款 (續)

(b) 僱員購股權計劃 (續)

(iii) 購股權公平值及假設：(續)

購股權乃根據服務條件授出。該條件並未計入所得服務於授出日期的公平值計量。倘因僱員無法滿足服務條件導致購股權被沒收，任何過往就此等購股權確認的開支於沒收生效日期撥回。購股權授出事項並無附帶市場條件。

27 資本、儲備及股息

(a) 股本

(i) 已發行股本

		2024 2024年		
		No. of shares 股份數目	Nominal value of fully paid shares	Nominal value of fully paid shares
			繳足	繳足
			股份的面值	股份的面值
			USD 美元	RMB equivalent 人民幣等值
Ordinary shares, issued and fully paid:	已發行及繳足普通股：			
At 1 January 2024	於2024年1月1日	1,436,567,700	143.66	973
Shares repurchased (note 27(a)(iii))	購回股份 (附註27(a)(iii))	(38,934,000)	(3.89)	(28)
At 31 December 2024	於2024年12月31日	1,397,633,700	139.77	945

The ordinary share of the Company has a par value of USD0.0000001 each.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

本公司普通股每股面值為0.0000001美元。

普通股持有人有權收取不時宣派的股息，並有權在本公司大會上以每股一票的方式投票。所有普通股在本公司剩餘資產方面享有同等地位。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

27 CAPITAL, RESERVES AND DIVIDENDS (continued)

(a) Share capital (continued)

(ii) Shares issued under Share Option Scheme

During the year ended 31 December 2024, no share options were exercised to subscribe for ordinary shares in the Company.

During the year ended 31 December 2023, share options were exercised to subscribe for a total of 299,600 ordinary shares in the Company at a consideration of HKD5,652,000 (equivalent to approximately RMB4,940,000), of which RMB0.2 and RMB5,974,000 were credited to share capital and the share premium account respectively. RMB1,034,000 was transferred from the share-based payments reserve to the share premium account.

(iii) Purchase of own shares

During the year ended 31 December 2024, the Company repurchased its own ordinary shares on The Stock Exchange of Hong Kong Limited as follows:

Month/year	年／月	Number of shares repurchased 已購回股份 數目	Highest price paid per share 每股已付最高 價格 HKD 港元	Lowest price paid per share 每股已付最低 價格 HKD 港元	Aggregate price paid 已付總價格 HKD 港元	Aggregate price paid 已付總價格 RMB equivalent 人民幣等值
May 2024	2024年5月	2,795,000	5.47	4.79	14,058,000	12,794,000
June 2024	2024年6月	18,664,000	4.99	3.91	79,125,000	72,121,000
July 2024	2024年7月	4,554,000	3.96	3.04	15,020,000	13,715,000
August 2024	2024年8月	2,443,000	2.51	2.42	6,011,000	5,489,000
September 2024	2024年9月	10,478,000	2.54	2.18	24,420,000	22,260,000
		38,934,000				126,379,000

During the year ended 31 December 2024, 38,934,000 shares were repurchased and cancelled (2023: 17,944,000 shares).

27 資本、儲備及股息 (續)

(a) 股本 (續)

(ii) 根據購股權計劃發行的股份

於截至2024年12月31日止年度，概無行使任何購股權以認購本公司普通股。

於截至2023年12月31日止年度，購股權已獲行使，以按代價5,652,000港元（相當於約人民幣4,940,000元）認購本公司合共299,600股普通股，其中人民幣0.2元及人民幣5,974,000元分別計入股本及股份溢價賬。人民幣1,034,000元由以股份為基礎的付款儲備轉撥至股份溢價賬。

(iii) 購回自身股份

於截至2024年12月31日止年度，本公司於香港聯合交易所有限公司購回自身普通股如下：

於截至2024年12月31日止年度，38,934,000股股份已購回及註銷（2023年：17,944,000股股份）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

27 CAPITAL, RESERVES AND DIVIDENDS (continued)

27 資本、儲備及股息 (續)

(b) Movements in components of equity

(b) 權益組成部分的變動

Details of the changes in the Company's individual components of equity are set out below:

本公司個別權益組成部分的變動詳情載列如下：

The Company

本公司

	Note	Share capital	Share premium	Treasury shares	Share-based payment reserve	Exchange reserve	Fair value reserve (non-recycling)	Accumulated losses	Total
	附註	股本 RMB'000 人民幣千元	股份溢價 RMB'000 人民幣千元	庫存股 RMB'000 人民幣千元	以股份為基礎的 付款儲備 RMB'000 人民幣千元	匯兌儲備 RMB'000 人民幣千元	公平值儲備 (不可撥回) RMB'000 人民幣千元	累計虧損 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2023	於2023年1月1日	1	2,780,454	-	17,501	(4,941)	(9,176)	(25,071)	2,758,768
Profit for the year	年度溢利	-	-	-	-	-	-	202	202
Other comprehensive income	其他全面收益	-	-	-	-	39,188	(4,827)	-	34,361
Purchase of own shares	購回自身股份	27(a)(iii)	-	(137,255)	-	-	-	-	(137,255)
Cancellation of shares	註銷股份	27(a)(i) & (iii)	-*	(137,255)	137,255	-	-	-	-
Equity-settled share-based transactions	以權益結算以股份為基礎的交易	26	-	-	20,635	-	-	-	20,635
Shares issued under Share Option Scheme	根據購股權計劃發行的股份	27(a)(ii)	-*	5,974	-	(1,034)	-	-	4,940
Share options forfeited during the year	年內被沒收的購股權	26	-	-	(3,826)	-	-	3,826	-
Dividends declared in respect of previous year	過往年度的已宣派股息	27(d)	-	(12,795)	-	-	-	-	(12,795)
At 31 December 2023 and 1 January 2024	於2023年12月31日及2024年1月1日	1	2,636,378	-	33,276	34,247	(14,003)	(21,043)	2,668,856
Loss for the year	年度虧損	-	-	-	-	-	-	(22,541)	(22,541)
Other comprehensive income	其他全面收益	-	-	-	-	49,516	(220)	-	49,296
Purchase of own shares	購回自身股份	27(a)(iii)	-	(126,379)	-	-	-	-	(126,379)
Cancellation of shares	註銷股份	27(a)(i) & (iii)	-	(126,379)	126,379	-	-	-	-
Equity-settled share-based transactions	以權益結算以股份為基礎的交易	26	-	-	18,227	-	-	-	18,227
Share options forfeited during the year	年內被沒收的購股權	26	-	-	(12,072)	-	-	12,072	-
Dividends declared in respect of previous year	過往年度的已宣派股息	27(d)	-	(192,678)	-	-	-	-	(192,678)
At 31 December 2024	於2024年12月31日	1	2,317,321	-	39,431	83,763	(14,223)	(31,512)	2,394,781

* The amount represents amount less than RMB1,000.

* 有關金額少於人民幣1,000元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

27 CAPITAL, RESERVES AND DIVIDENDS (continued)

(c) Nature and purposes of reserves

(i) Capital reserve

During the year ended 31 December 2020, the Group disposed 20% and 0.1% equity interest of Xi Qin Catering to non-controlling shareholders at consideration of RMB10,000 in aggregate and retain 79.9% equity interests after disposal. The capital reserve of the Group as at 31 December 2024 and 31 December 2023 represented the difference between the consideration obtained and the disposed proportionate interests in identifiable net assets of the above subsidiary.

(ii) Share premium

The share premium represents the difference between the par value of the shares of the Company and proceeds received from the issuance of the shares of the Company.

Under the Companies Act of the Cayman Islands, the funds in the share premium account of the Company are distributable to the equity shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(iii) Share-based payments reserve

The share-based payments reserve represents the portion of the grant date fair value of RSUs and unexercised share options granted to the directors and employees of the Group that has been recognised in accordance with the accounting policy adopted for share-based payments in note 1(s)(ii).

27 資本、儲備及股息 (續)

(c) 儲備的性質及用途

(i) 資本儲備

於截至2020年12月31日止年度，本集團以代價合共人民幣10,000元向非控股股東出售西芹餐飲20%及0.1%股權，並於出售后保留79.9%股權。於2024年12月31日及2023年12月31日，本集團的資本儲備指已取得代價與出售以上附屬公司可識別淨資產的比例權益之間的差額。

(ii) 股份溢價

股份溢價指本公司股份面值與發行本公司股份所收取的所得款項之間的差額。

根據開曼群島公司法，本公司股份溢價賬內的資金可分派予本公司權益股東，惟前提是緊隨建議分派股息日期後，本公司將可於債務到期時，在其一般業務過程中償還債務。

(iii) 以股份為基礎的付款儲備

以股份為基礎的付款儲備指授予本集團董事及僱員的受限制股份單位於授出日期公平值的部分及未行使購股權，其已根據附註1(s)(ii)所述就以股份為基礎的付款採納的會計政策確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

27 CAPITAL, RESERVES AND DIVIDENDS (continued)

(c) Nature and purposes of reserves (continued)

(iv) Statutory reserve

According to the PRC Company Law, the Company's PRC subsidiaries are required to transfer 10% of their profit after taxation, as determined under the PRC accounting regulations, to statutory reserve until the reserve balance reaches 50% of the registered capital. For the purpose of calculating the transfer to reserve, the profit after taxation shall be the amount determined based on the statutory financial statements prepared in accordance with PRC accounting standards. The transfer to this reserve must be made before distribution of dividend to shareholders.

Statutory reserve fund can be used to cover previous years' losses, if any, and may be converted into share capital by the issue of new shares to shareholders in proportion to their existing shareholdings or by increasing the par value of the shares currently held by them, provided that the balance after such issue is not less than 25% of the registered capital.

(v) Exchange reserve

The exchange reserve comprise all foreign exchange differences arising from the translation of the financial information of operations with functional currency other than RMB.

(vi) Fair value reserve (non-recycling)

The fair value reserve (non-recycling) include post-tax accumulated gains or losses arising from the remeasurement of the unlisted equity securities designated at FVOCI (non-recycling).

27 資本、儲備及股息 (續)

(c) 儲備的性質及用途 (續)

(iv) 法定儲備

根據中國公司法，本公司的中國附屬公司須轉撥其除稅後溢利的10%（根據中國會計法規釐定）至法定儲備，直至儲備結餘達至註冊資本的50%。為計算對儲備的轉撥，除稅後溢利應為基於根據中國會計準則所編製法定財務報表所釐定的金額。對此儲備的轉撥必須於向股東分派股息前作出。

法定儲備可用作彌補過往年度的虧損（如有），並可透過按現有股東的持股比例向股東發行新股或增加其現時持有的股份面值的方式轉化為股本，惟上述發行後的結餘不低於註冊資本的25%。

(v) 匯兌儲備

匯兌儲備包括所有因換算以人民幣以外的功能貨幣計值業務的財務資料產生的外匯差額。

(vi) 公平值儲備（不可撥回）

公平值儲備（不可撥回）包括指定為按公平值計入其他全面收益的非上市股本證券（不可撥回）重新計量產生的稅後累計損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

27 CAPITAL, RESERVES AND DIVIDENDS (continued)

(c) Nature and purposes of reserves (continued)

(vii) Acquisition of NCI

During the year ended 31 December 2023, the Group acquired additional 3.24% equity interests in Tai Er Catering for RMB199,494,000 and held 91.24% equity interests of Tai Er Catering in aggregate upon completion of the acquisition (Note 30(b)).

During the year ended 31 December 2024, the Group acquired additional 20.1% equity interests in Guangzhou Xi Qin Catering Management Co., Ltd.* ("Xi Qin Catering") for RMB10,000 and held 100% equity interests of Xi Qin Catering in aggregate upon completion of the acquisition. The carrying amount of Xi Qin Catering's net assets on the date of the acquisition was RMB5,954,000. The Group recognised a decrease in non-controlling interests of RMB1,197,000 and an increase in retained earnings of RMB1,187,000.

* The official name of this entity is in Chinese. The English translation of the name is for identification only.

(d) Dividends

(i) Dividends payable to equity shareholders of the Company attributable to the year

27 資本、儲備及股息 (續)

(c) 儲備的性質及用途 (續)

(vii) 收購非控股權益

於截至2023年12月31日止年度，本集團以人民幣199,494,000元收購太二餐飲額外3.24%股權，並於收購完成後合共持有太二餐飲的91.24%股權（附註30(b)）。

於截至2024年12月31日止年度，本集團以人民幣10,000元收購廣州西芹餐飲有限公司*（「西芹餐飲」）額外20.1%股權，並於收購完成後合共持有西芹餐飲的100%股權。西芹餐飲於收購日期的淨資產賬面值為人民幣5,954,000元。本集團確認非控股權益減少人民幣1,197,000元及保留盈利增加人民幣1,187,000元。

* 該實體的官方名稱為中文。相關名稱的英文翻譯僅供識別。

(d) 股息

(i) 年內應向本公司權益股東派付的股息

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Final dividend proposed after the end of the year of HKD0.02 per ordinary share (2023: HKD0.15 per ordinary share)	年度結束後建議的末期股息 每股普通股0.02港元 (2023年：每股普通股0.15港元)	25,813	195,600
Special dividend proposed after the end of the year of HKD0.02 per ordinary share (2023: nil)	年度結束後建議的特別股息每股 普通股0.02港元 (2023年：無)	25,813	—
		51,626	195,600

Final dividend and special dividend proposed after the end of the year have not been recognised as liabilities as at the end of the year.

年度結束後建議的末期股息及特別股息於年末並未確認為負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

27 CAPITAL, RESERVES AND DIVIDENDS (continued)

(d) Dividends (continued)

- (ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

27 資本、儲備及股息 (續)

(d) 股息 (續)

- (ii) 上一財政年度應向本公司權益股東派付的股息，已於年內批准及派付

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Final dividend in respect of the previous financial year of HKD0.15 per ordinary share (2023: HKD0.01)	有關上一財政年度的末期股息 每股普通股0.15港元 (2023年：0.01港元)	192,678	12,795

Dividends of RMB9,811,000 (31 December 2023: RMB27,000,000) was declared by Tai Er Catering to their NCI holders during the year. Dividend of RMB9,811,000 (31 December 2023: RMB25,600,000) were paid during the year and unpaid dividends of RMB1,400,000 (2023: RMB1,400,000) were accrued and presented in "Trade and other payables" as at 31 December 2024.

年內太二餐飲向其非控股權益持有人宣派股息人民幣9,811,000元(2023年12月31日：人民幣27,000,000元)。股息人民幣9,811,000元(2023年12月31日：人民幣25,600,000元)已於年內派付，未派付股息人民幣1,400,000元(2023年：人民幣1,400,000元)已於2024年12月31日計提及列示於「貿易及其他應付款項」內。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

27 CAPITAL, RESERVES AND DIVIDENDS (continued)

(e) Distributability of reserves

As at 31 December 2024, the aggregate amount of distributable reserves of the Company, calculated in accordance with the Companies Act of the Cayman Islands, amounted to RMB2,394,780,000 (2023: RMB2,668,855,000).

(f) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group's overall strategy remains unchanged throughout the years ended 31 December 2024 and 2023. The Group monitors its capital structure with reference to its debt position. The Group's strategy is to maintain the equity and debt in a balanced position and ensure there are adequate working capital to service its debt obligations. The Group's debt to asset ratio, being the Group's total liabilities over its total assets, as at 31 December 2024 was 51.4% (31 December 2023: 48.5%).

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

27 資本、儲備及股息 (續)

(e) 儲備可分派性

於2024年12月31日，根據開曼群島公司法計算的本公司可分派儲備總額為人民幣2,394,780,000元（2023年：人民幣2,668,855,000元）。

(f) 資本管理

本集團在管理資本時的主要目標為保障本集團能夠可持續經營，透過將產品及服務的價格訂於與風險相稱的水平及按合理成本籌措融資，使其能繼續為股東提供回報及為其他持份者提供利益。

本集團積極及經常檢討及管理其資本結構，以期在較高股東回報（可能附帶較高借貸水平）與雄厚資本帶來的優勢及保障之間取得平衡，並因應經濟情況改變對資本結構作出調整。

於截至2024年及2023年12月31日止年度，本集團的整體策略保持不變。本集團參照其債務情況監察其資本結構。本集團的策略是保持權益與債務的平衡，確保有足夠營運資金履行其債務責任。於2024年12月31日，本集團的債務資產比率（即本集團的總負債除以其總資產）為51.4%（2023年12月31日：48.5%）。

本公司或其任何附屬公司均不受限於外部施加的資本要求。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade and other receivables. The Group's exposure to credit risk arising from cash and cash equivalents and restricted deposits is limited because the counterparties are banks and financial institutions with high-credit-quality, for which the Group considers to have low credit risk. The Group's exposure to credit risk arising from refundable rental deposits is considered to be low, taking into account (i) the landlords' credit rating and (ii) the remaining lease term and the period covered by the rental deposits.

The Group's trade receivables mainly due from payment platforms such as Unionpay, Alipay or WeChat Pay, and the shopping malls in cooperation with the Group are with high credit rating and no past due history.

The management of the Group considers these assets are short-term in nature and the probability of default is negligible on the basis of high-credit-rating issuers during the years ended 31 December 2024 and 2023, and accordingly, no provision for impairment of trade receivables is considered necessary by management for the years ended 31 December 2024 and 2023.

28 金融風險管理及公平值

本集團的日常業務過程會產生信貸、流動資金、利率及外幣風險。

本集團面對該等風險的程度及本集團為管理該等風險而採用的金融風險管理政策及慣例載述如下。

(a) 信貸風險

信貸風險指交易對手將違反其合約責任而導致本集團面臨財務虧損的風險。本集團的信貸風險主要來自貿易及其他應收款項。由於交易對手為本集團認為信貸風險較低的具有較高信貸質素的銀行及金融機構，故本集團因現金及現金等價物及受限制存款而產生的信貸風險有限。經考慮(i)業主的信貸評級及(ii)剩餘租期及租金按金涵蓋的期間，本集團因可退回租金按金而產生的信貸風險被視為較低。

本集團的貿易應收款項主要來自銀聯、支付寶或微信支付等支付平台，且與本集團合作的購物商場具有較高的信貸評級且無逾期歷史。

於截至2024年及2023年12月31日止年度，本集團管理層認為該等資產屬短期性質且違約概率在高信貸評級發行人的基礎上可忽略不計，因此管理層認為無須於截至2024年及2023年12月31日止年度就貿易應收款項減值作出撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(a) Credit risk (continued)

We have concentration of credit risk on amounts due from related parties as of each reporting period with details set out in note 30. Our management has made periodic assessments as well as individual assessment on recoverability based on historical settlement records and adjusts for forward-looking information. In view of the strong financial capability of these related parties and considered the future prospects of the industry these related parties operate, our management does not consider there is a risk of default and does not expect any losses from non-performance by these related parties, and accordingly, no impairment was recognised in respect of the amounts due from related parties.

In determining the ECL for other receivables (excluding rental deposits and amounts due from related parties), the management of the Group has taken into account the historical default experience and forward-looking information, as appropriate. The management of the Group has assessed that other receivables have not had a significant increase in credit risk since initial recognition and risk of default is insignificant, and therefore, no provision for impairment of other receivables is considered necessary by management for the years ended 31 December 2024 and 2023.

The expected credit loss rate is insignificant and close to zero.

The Group does not provide any guarantee which would expose the Group to credit risk.

(b) Liquidity risk

In management of liquidity risk, the Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash, readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

28 金融風險管理及公平值 (續)

(a) 信貸風險 (續)

截至各報告期間，我們的應收關聯方款項具有集中信貸風險，有關詳情載於附註30。我們的管理層按照過往結算記錄及根據對前瞻性資料所作的調整就可收回性進行定期評估以及個別評估。鑒於該等關聯方財政實力雄厚，並經考慮該等關聯方經營業務所在行業的未來前景，我們的管理層認為不存在違約風險且不預期會因該等關聯方不履約而招致任何損失，因此並無就應收關聯方款項確認減值。

在釐定其他應收款項（不包括租金按金及應收關聯方款項）的預期信貸虧損時，本集團管理層已計及歷史違約經驗及前瞻性資料（視情況而定）。本集團管理層已評估其他應收款項自初步確認後信貸風險並無顯著增加且違約風險微不足道，因此管理層認為無須於截至2024年及2023年12月31日止年度就其他應收款項減值作出撥備。

預期信貸虧損率微不足道，接近於零。

本集團並無提供任何可能令本集團面臨信貸風險的擔保。

(b) 流動資金風險

於管理流動資金風險時，本集團政策是定期監察其流動資金需求及其遵守貸款保證契約的情況，以確保其維持充足的現金儲備，易於變現的有價證券以及主要金融機構提供足夠的承諾資金，以滿足短期及較長期的流動資金需求。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(b) Liquidity risk (continued)

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contracted rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay.

28 金融風險管理及公平值 (續)

(b) 流動資金風險 (續)

下表顯示本集團金融負債於報告期末的剩餘合約到期日，以合約未折現現金流量（包括使用合約利率或（倘屬浮動利率）根據於報告期末的當前利率計算的利息付款）及本集團可能須支付的最早日期為基礎。

		Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Carrying amount at 31 December 2024 於2024年 12月31日的 賬面值
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Trade and other payables	貿易及其他應付款項	622,597	–	–	–	622,597
Bank loans	銀行貸款	309,138	74,823	–	–	383,961
Lease liabilities	租賃負債	612,643	558,749	1,030,164	235,623	2,437,179
		1,544,378	633,572	1,030,164	235,623	3,443,737

		Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Carrying amount at 31 December 2023 於2023年 12月31日的 賬面值
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Trade and other payables	貿易及其他應付款項	696,971	–	–	–	696,971
Bank loans	銀行貸款	95,033	155,638	–	–	250,671
Lease liabilities	租賃負債	548,260	503,350	1,011,908	280,071	2,343,589
		1,340,264	658,988	1,011,908	280,071	3,291,231

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

28 金融風險管理及公平值 (續)

(c) Interest rate risk

The Group's interest rate risk arises primarily from bank loans. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. The Group's interest rate profile as mentioned by management is set out in (i) below.

(c) 利率風險

本集團的利率風險主要來自銀行貸款。以浮動利率發行的借款使本集團面臨現金流量利率風險。管理層所提及的本集團的利率概況載於下文(i)。

(i) Interest rate profile

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period:

(i) 利率概況

下表詳列於報告期末本集團借款的利率概況：

		2024 2024年		2023 2023年	
		Effective interest rates 實際利率 %	Amount 金額 RMB'000 人民幣千元	Effective interest rates 實際利率 %	Amount 金額 RMB'000 人民幣千元
Fixed rate borrowings:	定息借款：				
Bank loans	銀行貸款	1.00% – 1.30%	140,000	1.25% – 2.60%	60,000
Lease liabilities	租賃負債	2.69% – 8.52%	2,183,071	2.69% – 8.50%	2,084,523
			2,323,071		2,144,523
Variable rate borrowings:	浮息借款：				
Bank loans	銀行貸款	2.35% – 2.70%	239,425	2.3% – 3.0%	184,162
Total borrowings	借款總額		2,562,496		2,328,685
Fixed rate borrowings as a percentage of total borrowings	定息借款佔借款總額的 百分比		91%		92%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(c) Interest rate risk (continued)

(ii) Sensitivity analysis

At 31 December 2024, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variable held constant, would have decreased/increased the Group's profit after tax and retained profits by approximately RMB1,796,000 (31 December 2023: RMB1,381,000) in response to the general increase/decrease in interest rates.

The sensitivity analysis above indicates the instantaneous change in the Group's profit after tax and retained profits that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the end of the reporting period. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's profit after tax and retained profits is estimated as an annualised impact on interest expense or income of such a change in interest rates.

(d) Currency risk

As the Group's principal activities are carried out in the PRC, the Group's transactions are mainly denominated in RMB, which is not freely convertible into foreign currencies. All foreign exchange transactions involving RMB must take place through the People's Bank of China or other institutions authorised to buy and sell foreign exchange. The exchange rates adopted for the foreign exchange transactions are the rates of exchange quoted by the People's Bank of China that are determined largely by supply and demand.

The Group is exposed to currency risk primarily from cash and cash equivalents, trade and other receivables and trade and other payables that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The Group's currency risk mainly arises from transactions denominated in RMB and United States Dollars ("USD") that are entered by operations with a functional currency risk of HKD. As HKD is currently pegged to USD, it is assumed that there would be no material currency risk exposure of HKD to USD.

28 金融風險管理及公平值 (續)

(c) 利率風險 (續)

(ii) 敏感度分析

於2024年12月31日，估計利率整體上升／下降100個基點，而所有其他變量保持不變，本集團的除稅後溢利及保留溢利將減少／增加約人民幣1,796,000元（2023年12月31日：人民幣1,381,000元），以應對利率的整體上升／下降。

上述敏感度分析顯示本集團除稅後溢利及保留溢利可能產生的即時變動，當中假設利率變動已於報告期末發生，並已用於重新計量本集團所持有並於報告期末使本集團面臨公平值利率風險的金融工具。就本集團於報告期末所持有浮動利率非衍生工具產生的現金流量利率風險而言，本集團除稅後溢利及保留溢利所受影響乃按有關利率變動對年度化利息支出或收入的影響作估計。

(d) 貨幣風險

由於本集團的主要業務在中國進行，本集團的交易主要以人民幣計值。人民幣不可自由兌換為外幣。所有涉及人民幣的外匯交易必須通過中國人民銀行或其他獲授權買賣外匯的機構進行。外匯交易採用的匯率乃中國人民銀行所報的匯率，該匯率主要按供求釐定。

本集團承受的貨幣風險主要產生自以外幣（即與交易相關業務的功能貨幣以外的貨幣）計值的現金及現金等價物、貿易及其他應收款項以及貿易及其他應付款項。本集團的貨幣風險主要來自以人民幣及美元（「美元」）計值的交易，該等交易由功能貨幣風險為港元的業務訂立。由於港元目前與美元掛鈎，故假設港元兌美元並無重大貨幣風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(d) Currency risk (continued)

(i) Exposure to currency risk

The following table details the Group's exposure at the end of reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in RMB translated using the spot rate at the period end date. Differences resulting from the translation of the financial statements of foreign operations into the Group's presentation currency are excluded.

28 金融風險管理及公平值 (續)

(d) 貨幣風險 (續)

(i) 貨幣風險

下表詳列本集團於報告期末所承受以相關實體功能貨幣以外貨幣計值的已確認資產或負債所產生的貨幣風險。為呈報目的，所承受風險的金額已按報告期結日的即期匯率換算為人民幣。這不包括將海外業務的財務報表換算為本集團的呈列貨幣所產生的差額。

		Exposure to foreign currencies 外幣風險 (expressed in Renminbi) (以人民幣列示)	
		2024 2024年 Renminbi 人民幣 RMB'000 人民幣千元	2023 2023年 Renminbi 人民幣 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	218,907	720,955
Trade and other receivables	貿易及其他應收款項	44	3,885
Intercompany receivables	公司間應收款項	974,964	913,867
Trade and other payables	貿易及其他應付款項	(7,488)	(6,245)
Intercompany payables	公司間應付款項	(469,154)	(282,129)
Gross and net exposure arising from recognised assets and liabilities	已確認資產及負債的風險總額 及淨額	717,273	1,350,333
Notional amounts of a forward exchange contract	遠期外匯合約名義金額	46,300	45,310
Net exposure arising from recognised assets and liabilities	已確認資產及負債的風險淨額	763,573	1,395,643

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(d) Currency risk (continued)

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit after tax and retained profits that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant.

		2024 2024年		2023 2023年	
		Increase in foreign exchange rate 匯率上升	Effect on profit after tax and retained profit 對除稅後溢利及 保留溢利的影響 RMB'000 人民幣千元	Increase in foreign exchange rate 匯率上升	Effect on profit after tax and retained profit 對除稅後溢利及 保留溢利的影響 RMB'000 人民幣千元
Renminbi	人民幣	1% (1)%	7,733 (7,733)	1% (1)%	14,017 (14,017)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' profit after tax measured in the respective functional currencies, and then translated into RMB at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period, including inter-company payables and receivables within the Group which are denominated in a currency other than the functional currencies of the lender or the borrower. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency. The analysis is performed on the same basis as 2023.

28 金融風險管理及公平值 (續)

(d) 貨幣風險 (續)

(ii) 敏感度分析

下表列示假設其他所有風險變量保持不變，倘於報告期結日對本集團於報告期末有重大風險的匯率出現變動，本集團除稅後溢利及保留溢利可能出現的即時變動。

上表呈列的分析結果乃反映對本集團各實體的除稅後溢利（按各自的功能貨幣計量，其後為呈報而按報告期末的適用匯率換算為人民幣）所造成的合計即時影響。

敏感度分析假設匯率的變動已予應用，以重新計量該等令本集團於報告期末面臨外幣風險的本集團所持金融工具，包括以貸款人或借款人的功能貨幣以外的貨幣計值的本集團內部公司間應付款項及應收款項。該分析不包括因換算海外業務的財務報表金額為本集團呈列貨幣而引起的差額。該分析按與2023年相同的基準進行。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(e) Fair value measurement

(i) Financial assets and liabilities measured at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs

The Group has a team headed by the finance manager performing valuations for the financial instruments, including unlisted equity securities and limited partnership enterprises which are categorised into Level 3 of the fair value hierarchy. The team reports directly to the chief financial officer. A valuation report with analysis of changes in fair value measurement is prepared by the team at each interim and annual reporting date, and is reviewed and approved by the chief financial officer.

28 金融風險管理及公平值 (續)

(e) 公平值計量

(i) 以公平值計量的金融資產及負債

公平值等級

下表列示本集團於報告期末按經常性基準計量的金融工具的公平值，其歸類為國際財務報告準則第13號公平值計量所界定三個公平值架構級別。公平值計量所歸類的級別乃參照以下估值技術所用輸入數據的可觀察程度及重要程度而釐定：

- 第一級估值：僅用第一級輸入數據（即於計量日期相同資產或負債在活躍市場的未經調整報價）計量的公平值
- 第二級估值：使用第二級輸入數據（即未能符合第一級規定的可以觀察得到的輸入數據，以及不使用不可觀察得到的重要輸入數據）計量的公平值。不可觀察得到的輸入數據指未有相關市場數據的輸入數據。
- 第三級估值：使用不可觀察得到的重要輸入數據計量的公平值

本集團擁有一支由財務經理領導的團隊，以對金融工具進行估值，包括分類為公平值架構第三級的非上市股本證券及有限合夥企業。該團隊直接向首席財務官報告。該團隊於各中期及年度報告日期編製載有公平值計量變動分析的估值報告，並由首席財務官審閱及批准。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

28 金融風險管理及公平值 (續)

(e) Fair value measurement (continued)

(e) 公平值計量 (續)

(i) Financial assets and liabilities measured at fair value (continued)

(i) 以公平值計量的金融資產及負債 (續)

Fair value hierarchy (continued)

公平值等級 (續)

The following table presents the Group's financial assets that are measured at fair value at the end of the reporting date:

下表列示本集團於報告期末按公平值計量的金融資產：

		Fair value at 31 December 2024 於2024年 12月31日 的公平值	Fair value measurements as at 31 December 2024 categorised into 於2024年12月31日的公平值計量分類為		
			Level 1 第一級	Level 2 第二級	Level 3 第三級
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Recurring fair value measurement	經常性公平值計量				
Financial assets:	金融資產：				
Other non-current financial assets:	其他非流動金融資產：				
– Unlisted equity securities and investments in limited partnership enterprises	– 非上市股本證券及於有限合夥企業的投資	96,068	–	–	96,068
– Listed equity securities	– 上市股本證券	6,695	6,695	–	–
– Investments in funds	– 於基金的投資	51,345	–	51,345	–
– Key management insurance contracts	– 主要管理層保險合約	246,394	–	246,394	–
Financial liabilities:	金融負債：				
Derivative financial liabilities	衍生金融負債				
– Forward exchange contracts	– 遠期外匯合約	27,551	–	27,551	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

28 金融風險管理及公平值 (續)

(e) Fair value measurement (continued)

(e) 公平值計量 (續)

(i) Financial assets and liabilities measured at fair value (continued)

(i) 以公平值計量的金融資產及負債 (續)

Fair value hierarchy (continued)

公平值等級 (續)

		Fair value at 31 December 2023 於2023年 12月31日 的公平值	Fair value measurements as at 31 December 2023 categorised into 於2023年12月31日的公平值計量分類為		
			Level 1 第一級	Level 2 第二級	Level 3 第三級
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Recurring fair value measurement					
Financial assets:					
Other non-current financial assets:					
	金融資產：				
	其他非流動金融資產：				
	— 非上市股本證券及				
– Unlisted equity securities and investments	於有限合夥企業				
in limited partnership enterprises	的投資	75,180	–	–	75,180
– Listed equity securities	— 上市股本證券	6,716	6,716	–	–
– Investments in funds	— 於基金的投資	55,413	–	55,413	–
Financial liabilities:					
Derivative financial liabilities					
	金融負債：				
	衍生金融負債				
– Forward exchange contracts	— 遠期外匯合約	8,905	–	8,905	–

The listed equity securities are accounted for at fair value in level 1 and measured by referencing to the stock price.

上市股本證券按第一級公平值入賬，並參考股價計量。

During the years ended 31 December 2024 and 2023, there were no transfers between Level 1 and Level 2, or transfer into or out of Level 3.

截至2024年及2023年12月31日止年度，第一級與第二級之間並無轉移，亦無轉入或轉出第三級。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(e) Fair value measurement (continued)

(i) Financial assets and liabilities measured at fair value (continued)

Information about Level 2 fair value measurements

The Group held investments in funds operated by the fund management companies. The investments are accounted for at fair value in level 2. Since the units in the funds are redeemable at the net asset value of the funds, fair value of such investments is measured according to the net asset value as at 31 December 2024.

The fair value of forward exchange contracts in Level 2 is determined by the prevailing market rates of different parameters reflecting the market conditions at the end of the reporting period, as well as the remaining terms and tenor of the transaction.

The fair values of key management insurance contracts in Level 2 is determined by reference to the cash surrender value of the insurance policies at the end of each reporting period.

Information about Level 3 fair value measurements

The Group invested in unlisted equities in several entities and limited partnership enterprises as its strategic investments.

28 金融風險管理及公平值 (續)

(e) 公平值計量 (續)

(i) 以公平值計量的金融資產及負債 (續)

有關第二級公平值計量的資料

本集團持有由基金管理公司經營的基金的投資。該等投資按第二級公平值入賬。由於基金單位可按基金的資產淨值贖回，因此該等投資的公平值按2024年12月31日的資產淨值計量。

第二級遠期外匯合約的公平值乃根據反映報告期末市況的不同參數的現行市場利率以及交易的剩餘年期及期限釐定。

第二級主要管理層保險合約的公平值乃參照各報告期末保單的現金退保價值釐定。

有關第三級公平值計量的資料

本集團投資於若干實體及有限合夥企業的非上市股權作為其戰略投資。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

28 金融風險管理及公平值 (續)

(e) Fair value measurement (continued)

(e) 公平值計量 (續)

(i) Financial assets and liabilities measured at fair value (continued)

(i) 以公平值計量的金融資產及負債 (續)

Information about Level 3 fair value measurements (continued)

有關第三級公平值計量的資料 (續)

The quantitative information about the significant unobservable inputs used in the fair value measurement are as follows:

公平值計量中所用不可觀察得到的重要輸入數據的量化資料如下：

	Fair value at 31 December 2024 於2024年 12月31日 的公平值 RMB'000 人民幣千元	Valuation techniques 估值技術	Significant unobservable inputs 不可觀察得到的重要輸入 數據	Range 範圍
Unlisted equity securities 非上市股本證券	66,654	Market approach-market comparable companies 市場法－市場可資比較 公司	Price-to-earning ratios Price-to-sales ratios Discount for lack of marketability 缺乏市場流通性折讓	16.64 to 26.04 (2023: N/A) 16.64至26.04 (2023年：不適用) 27.7% (2023: 27.7%) 27.7% (2023年：27.7%)
	1,916	Market approach-market comparable companies 市場法－市場可資比較 公司	Price-to-sales ratios Price-to-sales ratios Discount for lack of marketability 缺乏市場流通性折讓	0.39 to 2.37 (2023: N/A) 0.39至2.37 (2023年：不適用) 27.7% (2023: N/A) 27.7% (2023年：不適用)
Investments in limited partnership enterprises 於有限合夥企業的投資	27,498	Market approach-market comparable companies 市場法－市場可資比較 公司	Price-to-sales ratios Price-to-sales ratios Discount for lack of marketability 缺乏市場流通性折讓	1.29 to 6.68 (2023: 1.56 to 4.85) 1.29至6.68 (2023年：1.56至4.85) 27.7% (2023: 27.7%) 27.7% (2023年：27.7%)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(continued)*

(e) Fair value measurement *(continued)*

(i) Financial assets and liabilities measured at fair value *(continued)*

Information about Level 3 fair value measurements (continued)

The fair value of unlisted equity securities is determined using the price-to-earnings ratios or price-to-sales ratios of comparable listed companies adjusted for lack of marketability discount. The fair value measurement is positively correlated to the price-to-earnings ratios or price-to-sales ratios of comparable listed companies and negatively correlated to the discount for lack of marketability. As at 31 December 2024, it is estimated that with all other variables held constant, an increase/decrease in the price-to-earnings ratios or price-to-sales ratios of comparable listed companies by 1% would have increased/decreased the Group's other comprehensive income by RMB514,000, while a decrease/increase in the discount for lack of marketability by 1% would have increased/decreased the Group's other comprehensive income by RMB711,000.

The fair value of investments in limited partnership enterprises is determined using the price-to-sales ratios of comparable listed companies adjusted for lack of marketability discount. The fair value measurement is positively correlated to the price-to-sales ratios of comparable listed companies and negatively correlated to the discount for lack of marketability. As at 31 December 2024, it is estimated that with all other variables held constant, an increase/decrease in the price-to-sales ratios of comparable listed companies by 1% would have increased/decreased the Group's profit by RMB269,000, while a decrease/increase in the discount for lack of marketability by 1% would have increased/decreased the Group's profit by RMB371,000.

28 金融風險管理及公平值 (續)

(e) 公平值計量 (續)

(i) 以公平值計量的金融資產及負債 (續)

有關第三級公平值計量的資料 (續)

非上市股本證券的公平值乃使用可資比較上市公司的市盈率或市銷率釐定，並就缺乏市場流通性折讓作出調整。公平值計量與可資比較上市公司的市盈率或市銷率正相關，而與缺乏市場流通性折讓負相關。於2024年12月31日，估計在所有其他變量保持不變的情況下，可資比較上市公司的市盈率或市銷率增加／減少1%將導致本集團其他全面收益增加／減少人民幣514,000元，而缺乏市場流通性折讓減少／增加1%將導致本集團其他全面收益增加／減少人民幣711,000元。

於有限合夥企業的投資的公平值乃使用可資比較上市公司的市銷率釐定，並就缺乏市場流通性折讓作出調整。公平值計量與可資比較上市公司的市銷率正相關，而與缺乏市場流通性折讓負相關。於2024年12月31日，估計在所有其他變量保持不變的情況下，可資比較上市公司的市銷率增加／減少1%將導致本集團溢利增加／減少人民幣269,000元，而缺乏市場流通性折讓減少／增加1%將導致本集團溢利增加／減少人民幣371,000元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(e) Fair value measurement (continued)

(i) Financial assets and liabilities measured at fair value (continued)

Information about Level 3 fair value measurements (continued)

The movement during the period in the balance of Level 3 fair value measurements is as follows:

28 金融風險管理及公平值 (續)

(e) 公平值計量 (續)

(i) 以公平值計量的金融資產及負債 (續)

有關第三級公平值計量的資料 (續)

期內第三級公平值計量結餘的變動如下：

		At 31 December 2024 於2024年 12月31日 RMB'000 人民幣千元	At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元
Unlisted equity securities and investments in limited partnership enterprises:	非上市股本證券及於有限合夥企業的投資：		
At 1 January	於1月1日	75,180	83,610
Changes in fair value recognised in profit or loss during the year	年內於損益確認的公平值變動	859	(2,962)
Net unrealised gains/(losses) recognised in other comprehensive income during the year	年內於其他全面收益確認的未變現收益／(虧損)淨額	20,029	(5,468)
At 31 December	於12月31日	96,068	75,180

Any gains or losses arising from the remeasurement of the Group's unlisted equity securities held for strategic purposes are recognised in the fair value reserve (non-recycling) in other comprehensive income. Upon disposal of the equity securities, the amount accumulated in other comprehensive income is transferred directly to retained earnings.

Any gains or losses arising from the remeasurement of the Group's investment in limited partnership enterprises held for strategic purposes are recognised in the profit or loss.

重新計量本集團就策略目的所持有的非上市股本證券所產生的任何收益或虧損於其他全面收益確認為公平值儲備（不可撥回）。出售股本證券後，於其他全面收益累計的金額會直接轉撥至保留盈利。

重新計量本集團於持作策略用途的有限合夥企業的投資所產生的任何收益或虧損於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(e) Fair value measurement (continued)

(ii) Fair values of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at amortised cost are not materially different from their fair values as at 31 December 2024 and 2023 because of the short-term maturities of all these financial instruments.

29 COMMITMENTS

Capital commitments of the Group outstanding at 31 December 2024 not provided for in the financial statements were as follows:

28 金融風險管理及公平值 (續)

(e) 公平值計量 (續)

(ii) 非按公平值列賬的金融資產及負債的公平值

由於所有該等金融工具的到期日較短，故本集團按攤銷成本列賬的金融工具賬面值與於2024年及2023年12月31日的公平值並無重大差異。

29 承擔

於2024年12月31日，尚未履行且並未在財務報表內作出撥備的本集團的資本承擔如下：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Contracted for acquisition of property, plant and equipment and right-of-use assets	已訂約購置物業、廠房及設備以及使用權資產	327,235	265,978
Authorised but not contracted for acquisition of property, plant and equipment and right-of-use assets	經批准但尚未訂約購置物業、廠房及設備以及使用權資產	—	68
Total	總計	327,235	266,046

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

30 MATERIAL RELATED PARTY TRANSACTIONS

In addition to the related party information disclosed elsewhere in the financial statements, the Group entered into the following material related party transactions.

(a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 7 and certain of the highest paid employees as disclosed in note 8, is as follows.

30 重大關聯方交易

除財務報表其他部分披露的關聯方資料外，本集團已訂立以下重大關聯方交易。

(a) 主要管理人員薪酬

本集團主要管理人員的薪酬（包括附註7所披露向本公司董事支付的金額及附註8所披露向若干最高薪酬僱員支付的金額）如下。

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Salaries, wages and other benefits	薪金、工資及其他福利	8,466	8,419
Contributions to defined contribution retirement plan	定額供款退休計劃供款	152	157
Equity-settled share-based payment expenses	以權益結算以股份為基礎的 付款開支	5,624	7,228
		14,242	15,804

Total remuneration is included in "staff costs" (see note 5(b)).

總薪酬載於「員工成本」（見附註5(b)）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

30 MATERIAL RELATED PARTY TRANSACTIONS

(continued)

(b) Related parties transactions

During the year, the Group entered into the following material related party transactions:

30 重大關聯方交易 (續)

(b) 關聯方交易

於年內，本集團進行以下重大關聯方交易：

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Provision of services to associates	向聯營公司提供服務	480	240
Loans to associates	貸款予聯營公司	22,000	52,440
Repayment from associates	聯營公司還款	15,950	49,000
Conversion of loans to associates to long-term equity investments	對聯營公司的貸款轉為長期股權投資	24,500	–
Interest income from associates	來自聯營公司的利息收入	1,474	2,912
Purchase of materials from associates	向聯營公司購買材料	121,782	176,936
Variable lease payments to Mr. Guan (note)	向管先生支付的可變租賃付款 (附註)	572	884
Dividends approved to a NCI holder controlled by a director of the Group	向本集團一名董事控制的非控股權益持有人批准的股息	9,811	27,000

Note:

During the years ended 31 December 2024 and 2023, the Group entered into several lease contracts in respect of certain leasehold properties from Mr. Guan under variable lease payment terms. The amount of rent payable by the Group under the lease is based on sales generated from the restaurants. All of the above lease payment amounts was determined with reference to amounts charged by Mr. Guan to third parties.

附註：

截至2024年及2023年12月31日止年度，本集團根據可變租賃付款條款就來自管先生的若干租賃物業訂立若干租賃合約。本集團根據租賃應付的租金金額乃根據餐廳產生的銷售額計。上述所有租賃付款金額乃參考管先生向第三方收取的金額釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

30 MATERIAL RELATED PARTY TRANSACTIONS

(continued)

30 重大關聯方交易 (續)

(c) Balance with related parties

As at 31 December 2024, the Group had the following balances with related parties:

Amounts due from related parties

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Loans to associates (note (i))	貸款予聯營公司 (附註(i))	60,910	53,390
Amounts due from an associate	應收一間聯營公司款項	3,808	1,112
Advances to associates (note (ii))	向聯營公司墊款 (附註(ii))	63,200	89,170
		127,918	143,672

Notes:

- (i) Included in "Trade and other receivables" (note 18) and "Other non-current assets" (note 16) are the loans to the associates which bear interest rate at 5% per annum.
- (ii) Included in "Trade and other receivables" (note 18) and "Other non-current assets" (note 16) are the advances to the associates which are interest-free.

Prepayments to an associate

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Prepayments for purchase food ingredients	就購買食材作出預付款	223	7,864

The prepayments are included in "Trade and other receivables" (note 18).

(c) 與關聯方的結餘

於2024年12月31日，本集團與關聯方有以下結餘：

應收關聯方款項

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Loans to associates (note (i))	貸款予聯營公司 (附註(i))	60,910	53,390
Amounts due from an associate	應收一間聯營公司款項	3,808	1,112
Advances to associates (note (ii))	向聯營公司墊款 (附註(ii))	63,200	89,170
		127,918	143,672

附註：

- (i) 「貿易及其他應收款項」(附註18) 及「其他非流動資產」(附註16) 包括向聯營公司提供貸款，有關款項乃按年利率5%計息。
- (ii) 「貿易及其他應收款項」(附註18) 及「其他非流動資產」(附註16) 包括向聯營公司提供墊款，有關款項乃免息。

向一間聯營公司作出預付款

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Prepayments for purchase food ingredients	就購買食材作出預付款	223	7,864

預付款計入「貿易及其他應收款項」(附註18)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

30 MATERIAL RELATED PARTY TRANSACTIONS

(continued)

(c) Balance with related parties (continued)

Amounts due to related parties

		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Trade and other payables	貿易及其他應付款項		
– ultimate controlling shareholder	– 最終控股股東	110	200
– a NCI holder controlled by a director of the Group	– 本集團一名董事控制的非控股權益持有人	1,400	70,894
		1,510	71,094

The balances with these related parties are unsecured, interest-free and have no fixed repayment terms.

- (d) Save for above related party transactions and the connected transactions as disclosed in the section headed “Connected Transactions” in this annual report, there were no transactions, arrangements or contracts of significance to which the Company or any of its subsidiaries was a party and in which a director and/or any of his/her connected entity had a material interest, whether directly or indirectly, and there was no transaction, arrangement or contract of significance between the Company or any of its subsidiaries and the Company’s controlling shareholders or any of its subsidiaries, subsisted at the end of, or at any time during the year ended 31 December 2024 (2023: Nil).

30 重大關聯方交易 (續)

(c) 與關聯方的結餘 (續)

應付關聯方款項

	2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Trade and other payables		
– ultimate controlling shareholder	110	200
– a NCI holder controlled by a director of the Group	1,400	70,894
	1,510	71,094

與該等關聯方的結餘為無抵押、免息且無固定還款期限。

- (d) 除上述關聯方交易及本年報「關連交易」一節披露的關連交易外，於截至2024年12月31日止年度結束時或其期間任何時間內，概無存在本公司或其任何附屬公司為訂約方之一，而董事及／或其任何關連實體於其中直接或間接擁有重大權益的重大交易、安排或合約，亦無存在由本公司或其任何附屬公司與本公司控股股東或其任何附屬公司訂立的重大交易、安排或合約（2023年：無）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

31 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION 31 公司層面財務狀況表

		Note 附註	31 December 2024 於2024年 12月31日 RMB'000 人民幣千元	31 December 2023 於2023年 12月31日 RMB'000 人民幣千元
Non-current asset	非流動資產			
Investment in a subsidiary	於一間附屬公司的投資		59,246	41,019
Property, plant and equipment	物業、廠房及設備		1	3
Right-of-use assets	使用權資產		85	166
Rental deposits	租賃押金		32	32
Amount due from subsidiaries	應收附屬公司款項		1,577,784	1,648,357
Other non-current financial assets	其他非流動金融資產		58,040	62,129
Other non-current assets	其他非流動資產		7,188	–
			1,702,376	1,751,706
Current assets	流動資產			
Other receivables	其他應收款項		16,505	4,534
Amounts due from subsidiaries	應收附屬公司款項		21,081	32,081
Deposits with banks with original maturity date over three months	原到期日超過三個月的銀行存款		100,638	120,406
Cash and cash equivalents	現金及現金等價物		635,436	803,874
			773,660	960,895
Current liabilities	流動負債			
Other payables	其他應付款項		53,616	34,670
Lease liabilities	租賃負債		88	170
			53,704	34,840
Net current assets	流動資產淨值		719,956	926,055
Total assets less current liabilities	總資產減流動負債		2,422,332	2,677,761
Non-current liabilities	非流動負債			
Derivative financial liabilities	衍生金融負債		27,551	8,905
NET ASSETS	資產淨值		2,394,781	2,668,856
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	27(a)	1	1
Reserves	儲備		2,394,780	2,668,855
TOTAL EQUITY	權益總額		2,394,781	2,668,856

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

32 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

After the end of the reporting period, the directors proposed a final dividend. Further details are disclosed in note 27(d).

32 報告期後的非調整事項

報告期末後，董事建議末期股息。進一步詳情於附註27(d)披露。

33 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

As at the date of this report, the Directors consider the immediate parent of the Group to be GYH J Limited, which is incorporated in the BVI, and the ultimate controlling party of the Company to be Mr. Guan.

33 直接及最終控股方

於本報告日期，董事認為本集團的直接母公司為在英屬維爾京群島註冊成立的GYH J Limited，及本公司的最終控股方為管先生。

34 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE ACCOUNTING YEAR BEGINNING ON OR AFTER 31 DECEMBER 2024

Up to the date of issue of these financial statements, the IASB has issued a number of new or amended standards, which are not yet effective for the year ended 31 December 2024 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

34 已頒佈但尚未於2024年12月31日或之後開始的會計年度生效的修訂本、新訂準則及詮釋的可能影響

截至本財務報表刊發日期，國際會計準則理事會已頒佈多項新訂或經修訂準則（於截至2024年12月31日止年度尚未生效，且尚未在本財務報表中採納）。有關新訂或經修訂準則包括以下可能與本集團相關者。

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

Amendments to IAS 21, <i>Lack of Exchangeability</i>	國際會計準則第21號之修訂， 缺乏可兌換性	1 January 2025 2025年1月1日
Amendments to IFRS 9 and IFRS 7, <i>Contracts Referencing Nature-dependent Electricity</i>	國際財務報告準則第9號及國際財務 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	1 January 2026 2026年1月1日
Amendments to IFRS 9 and IFRS 7, <i>Amendments to the Classification and Measurement of Financial Instruments</i>	國際財務報告準則第9號及國際財務 報告準則第7號之修訂，金融工具 的分類及計量之修訂	1 January 2026 2026年1月1日

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有說明外，以人民幣列示)

34 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE ACCOUNTING YEAR BEGINNING ON OR AFTER 31 DECEMBER 2024 (Continued)

34 已頒佈但尚未於2024年12月31日或之後開始的會計年度生效的修訂本、新訂準則及詮釋的可能影響 (續)

		Effective for accounting periods beginning on or after 於下列日期或之後 開始的會計期間生效
Annual Improvements to IFRS Accounting Standards – Volume 11, Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7	國際財務報告準則年度改進 – 第11冊，國際財務報告準則第1號、國際財務報告準則第7號、國際財務報告準則第9號、國際財務報告準則第10號及國際會計準則第7號之修訂	1 January 2026 2026年1月1日
IFRS 18, Presentation and disclosure in financial statements	國際財務報告準則第18號，財務報表的呈列及披露	1 January 2027 2027年1月1日
IFRS 19, Subsidiaries without public accountability: disclosures	國際財務報告準則第19號，不具公共問責性的附屬公司：披露	1 January 2027 2027年1月1日
Amendments to IFRS 10 and IAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint venture	國際財務報告準則第10號及國際會計準則第28號之修訂，投資者與其聯營公司或合營企業之間之資產銷售或注資	Note 附註

Note: The effective date for these amendments was deferred indefinitely. Early adoption continues to be permitted.

附註：該等修訂的生效日期被無限期推遲。仍允許提前採納。

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.

本集團正在評估該等新訂或經修訂準則於首次應用期間預期產生的影響。迄今為止，本集團斷定採納該等新訂或經修訂準則不大可能對綜合財務報表造成重大影響。

Jiumaojiu International Holdings Limited
九毛九国际控股有限公司

