



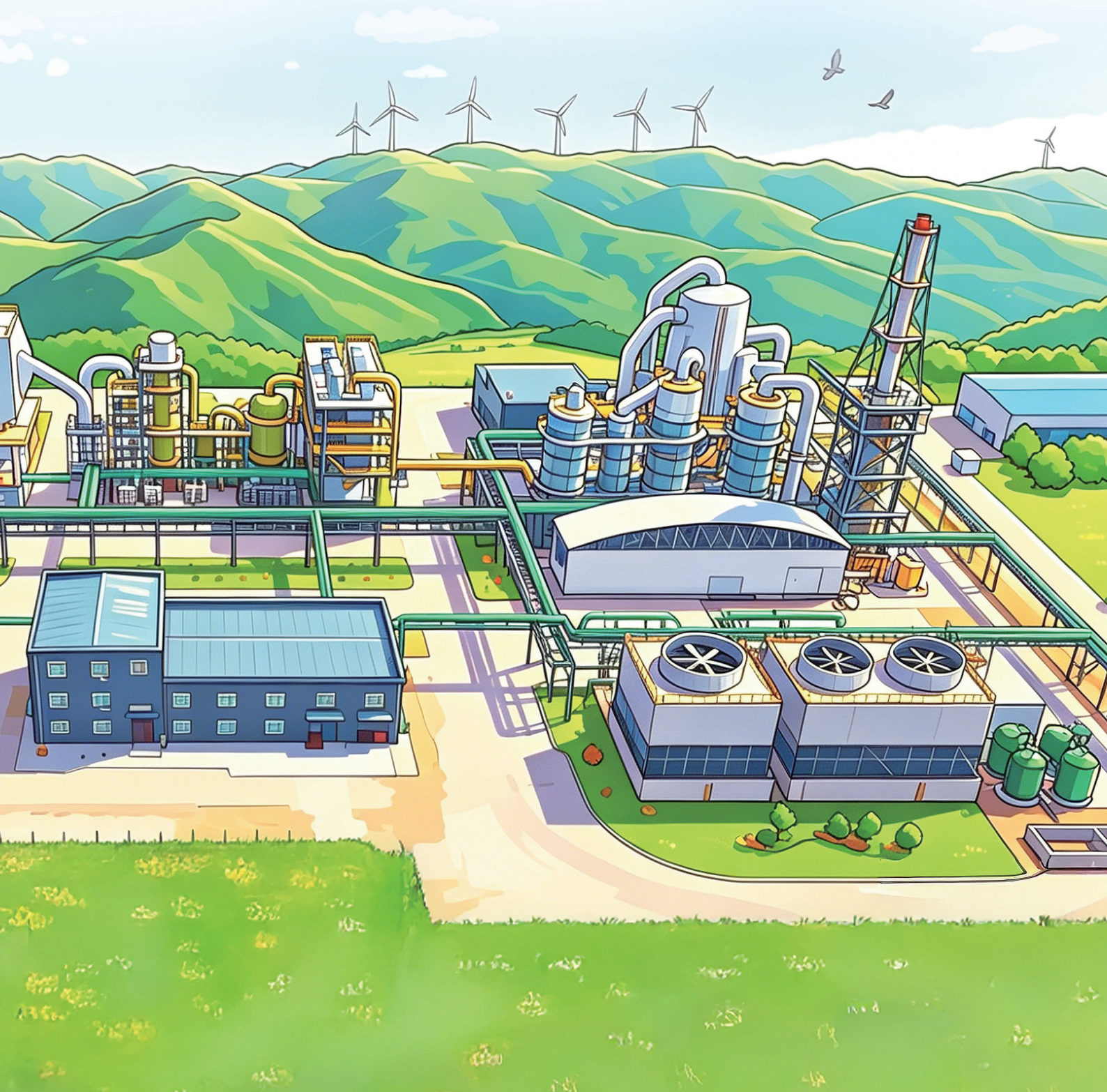
ANNUAL REPORT
年報 **2025**

HONGCHENG ENVIRONMENTAL
TECHNOLOGY COMPANY LIMITED
鴻承環保科技有限公司

(Incorporated in the Cayman Islands with limited liability)

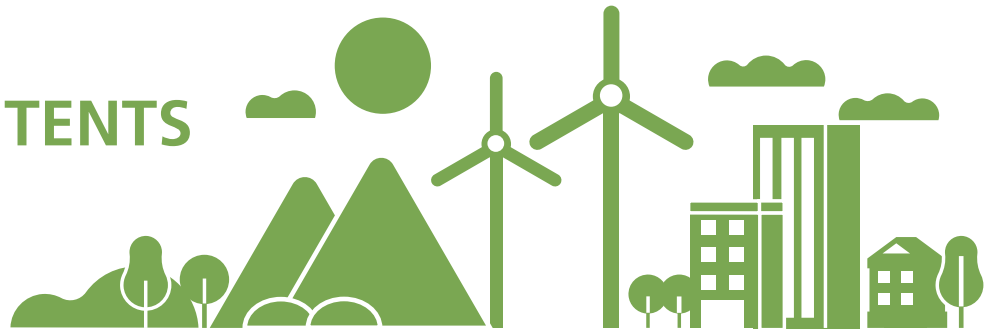
(於開曼群島註冊成立的有限公司)

Stock code 股份代號 : 2265



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CORPORATE INFORMATION

公司資料



BOARD OF DIRECTORS

Mr. Liu Zeming (*Executive Director and Chairman*)
Mr. Zhan Yirong (*Executive Director and Chief Executive Officer*)
Mr. Sheng Haiyan (*Executive Director and Chief Technical Officer*)
Mr. Zhang Shijun (*Independent non-executive Director*)
Ms. Liu Ye (*Independent non-executive Director*)
Mr. Lau Chung Wai (*Independent non-executive Director*)

COMPANY SECRETARY

Mr. Wong Yun Fai

AUTHORISED REPRESENTATIVES

Mr. Wong Yun Fai
Mr. Zhan Yirong

AUDIT COMMITTEE

Mr. Lau Chung Wai (*Chairman*)
Mr. Zhang Shijun
Ms. Liu Ye

REMUNERATION COMMITTEE

Ms. Liu Ye (*Chairlady*)
Mr. Lau Chung Wai
Mr. Liu Zeming

NOMINATION COMMITTEE

Mr. Liu Zeming (*Chairman*)
Ms. Liu Ye
Mr. Zhang Shijun

EXTERNAL AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor
22/F, Prince's Building
Central
Hong Kong

董事會

劉澤銘先生 (*執行董事兼主席*)
戰乙榮先生 (*執行董事兼行政總裁*)
盛海燕先生 (*執行董事兼技術總監*)
張式軍先生 (*獨立非執行董事*)
劉曄女士 (*獨立非執行董事*)
劉仲緯先生 (*獨立非執行董事*)

公司秘書

王潤輝先生

授權代表

王潤輝先生
戰乙榮先生

審核委員會

劉仲緯先生 (*主席*)
張式軍先生
劉曄女士

薪酬委員會

劉曄女士 (*主席*)
劉仲緯先生
劉澤銘先生

提名委員會

劉澤銘先生 (*主席*)
劉曄女士
張式軍先生

外聘核數師

羅兵咸永道會計師事務所
執業會計師
註冊公眾利益實體核數師
香港
中環
太子大廈22樓



HONG KONG LEGAL ADVISER

Fangda Partners
26/F, One Exchange Square
8 Connaught Place
Central
Hong Kong

香港法律顧問

方達律師事務所
香港
中環
康樂廣場8號
交易廣場一座26樓

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

股份過戶登記總處

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

REGISTERED OFFICE IN THE CAYMAN ISLANDS

Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

開曼群島註冊辦事處

Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN THE PRC

Yeyan Road North
Dadongzhuang Village North
Shahe Town, Laizhou City
Shandong Province
PRC

中國主要營業地點

中國
山東省
萊州市沙河鎮
大東莊村北
葉延路北段

CORPORATE INFORMATION

公司資料



PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 4351, 43/F,
Champion Tower,
3 Garden Road,
Central, Hong Kong

PRINCIPAL BANK

China Construction Bank (Laizhou Branch)
No. 566 Guangzhou East Road
Laizhou City
Shandong Province
PRC

Shandong Laizhou Rural Commercial Bank (Jincheng Branch)
No. 9 Fuqian Street
Jincheng Town
Laizhou City
Shandong Province
PRC

Bank of China (Hong Kong) Limited
1 Garden Road
Hong Kong

STOCK CODE

2265

COMPANY WEBSITE

www.sdhcgroup.cn

DATE OF LISTING

12 November 2021

香港主要營業地點

香港中環
花園道3號
冠君大廈
43樓4351室

主要往來銀行

中國建設銀行(萊州分行)
中國
山東省
萊州市
光州東路566號

山東萊州農村商業銀行(金城分行)
中國
山東省
萊州市
金城鎮
府前街9號

中國銀行(香港)有限公司
香港
花園道1號

股份代號

2265

公司網站

www.sdhcgroup.cn

上市日期

二零二一年十一月十二日



FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

A summary of the results and assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements, is set out below.

本集團於過去五個財政年度的業績與資產及負債概要載列如下，乃摘錄自經審核綜合財務報表。

RESULTS

業績

		Year ended 31 December 截至十二月三十一日止年度				
		2025	2024	2023	2022	2021
		二零二五年	二零二四年	二零二三年	二零二二年	二零二一年
		(RMB'000)	(RMB'000)	(RMB'000)	(RMB'000)	(RMB'000)
		(人民幣千元)	(人民幣千元)	(人民幣千元)	(人民幣千元)	(人民幣千元)
Revenue	收益	323,637	233,908	107,988	222,801	257,043
Gross profit	毛利	194,330	131,786	59,634	144,015	166,614
Profit before income tax	除所得稅前溢利	109,995	73,244	21,146	103,763	117,144
Profit and total comprehensive income for the year, attributable to owners of the Company	本公司擁有人應佔年內溢利及全面收益總額	89,256	59,703	17,573	81,565	85,613

ASSETS AND LIABILITIES

資產及負債

		As at 31 December 於十二月三十一日				
		2025	2024	2023	2022	2021
		二零二五年	二零二四年	二零二三年	二零二二年	二零二一年
		(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)
Total assets	資產總額	1,169,660	921,193	796,655	757,787	622,664
Total liabilities	負債總額	537,675	378,290	325,465	304,170	234,480
Total equity	權益總額	631,985	542,903	471,190	453,617	388,184



CHAIRMAN'S STATEMENT 主席報告

LIU ZEMING 劉澤銘
CHAIRMAN AND EXECUTIVE DIRECTOR
主席兼執行董事

Dear Shareholders:

On behalf of the Board of Directors, I am pleased to present the annual report of the Group for the year ended 31 December 2025.

各位股東：

本人謹代表董事會欣然提呈截至二零二五年十二月三十一日止年度之年度報告。



REVIEW

In 2025, the global economy continued to face pressure under the challenges of multiple structural factors, persistently high interest rates, and intensified geopolitical risks. Nevertheless, through the effective execution of strategic cooperation and its operating model, the Group demonstrated strong operational resilience. The Group's annual revenue reached approximately RMB323.6 million, representing an increase of approximately 38.3% compared with the previous year. Net profit increased significantly by approximately 47.5%, reaching approximately RMB88.5 million, while the gross profit margin further improved to 60.0%. These results fully reflect the high quality of our business development and our solid leading position within the industry.

As the only company in Laizhou City, Shandong Province holding a hazardous waste business license, the Group has actively promoted industrial upgrading through technological research and development. The steady commencement of production for new product lines marks a breakthrough in the comprehensive utilisation of hazardous waste from gold mines. This has not only directly driven performance growth but also allowed the Group to establish strong competitive barriers in its circular economy layout.

STRATEGIC EXTENSION AND EMPOWERMENT THROUGH SCIENTIFIC RESEARCH

Guided by the strategy of "extending the industrial chain", the Group reached a major milestone in the fourth quarter of 2025 with the official commissioning of its new sulfamic acid and magnesium fertiliser production lines. These projects effectively convert self-produced sulfuric acid into high value-added products, further diversifying our revenue streams.

At the same time, we firmly believe that technological innovation is the core engine of industrial upgrading. During the year, the Group established the "Joint Laboratory for Gold Tailings Resource Utilisation" with Shandong University and was recognised as a "One Enterprise, One Technology" R&D Centre in Yantai City. Furthermore, our core technology was selected for the "Catalogue of Advanced and Applicable Technologies for Mineral Resources Conservation and Comprehensive Utilisation (2025 Edition)" issued by the Ministry of Natural Resources of the People's Republic of China, further consolidating our technological "moat".

回顧

二零二五年，全球經濟在多重結構性因素、利率高企以及地緣政治風險加劇的挑戰下，持續面臨壓力。儘管如此，本集團通過有效執行戰略合作及經營模式，展現出強大的經營韌性。本集團全年收入達到約人民幣323.6百萬元，較去年增長約38.3%；純利則大幅上升約47.5%，達到約人民幣88.5百萬元，毛利率亦進一步提升至60.0%。這些成果充分體現了我們業務發展的高質量以及在行業內的穩固領先地位。

作為山東省萊州市唯一持有危險廢物經營許可證的公司，本集團積極透過技術研發推動產業升級。新產品線的穩健投產，標誌著我們在金礦有害廢物綜合利用上取得重大突破，不僅直接帶動了業績增長，更讓集團在循環經濟的佈局上展現出強大的競爭壁壘。

戰略延伸與科研賦能

在「延伸產業鏈」戰略的引領下，本集團在二零二五年第四季度迎來了重大里程碑，全新的氨基磺酸及硫鎂肥生產線正式投產。這些項目有效地將自產硫酸轉化為高附加值產品，進一步實現了收入來源的多元化。

同時，我們深信科技創新是產業升級的核心引擎。年內，本集團與山東大學成立了「黃金尾礦資源化聯合實驗室」，並獲認定為煙台市「一企一技術」研發中心。此外，我們的核心技術入選了國家自然資源部頒布的《礦產資源節約與綜合利用先進適用技術目錄（2025年版）》，進一步鞏固了我們的技術護城河。

CHAIRMAN'S STATEMENT

主席報告



DEEPEN ESG STRATEGY, LEAD GREEN DEVELOPMENT

In active response to the national “dual carbon” goals, the Group has deeply integrated ESG concepts into its governance system. Our subsidiary was awarded the title of “Yantai Green Factories” in 2025, reflecting our determination in green manufacturing. Our deep processing production lines continue to demonstrate the advantage of “negative energy consumption”, providing solid support for the realisation of a circular economy. We will continue to improve our green production models and create long-term stable value for shareholders through high-quality sustainable development.

OUTLOOK

In 2026, the Group will continue to seize the historic opportunities under the “Fourteenth Five-Year Plan” and focus on the following directions:

- **Dual-Engine Driven Growth:** Implement capacity upgrades and leverage the synergy between capacity expansion and operations.
- **Innovation-Led Diversification:** Deepen cooperation with scientific research institutions, construct a full resource-based industrial chain, and enhance market competitiveness.
- **Comprehensive ESG Implementation:** Accelerate green transformation and contribute to the national goal of green, high-quality development.

APPRECIATION

The Group's continued success depends on all its employees' commitment, dedication and professionalism. The Board would like to thank every employee for their diligence and dedication and to express its sincere appreciation to the Group's shareholders, customers and suppliers for their continuous and valuable support.

HONGCHENG ENVIRONMENTAL TECHNOLOGY COMPANY LIMITED

Liu Zeming

Chairman and Executive Director

31 March 2026

深化ESG戰略，領航綠色發展

積極響應國家「雙碳」目標，本集團將ESG理念深度融入治理體系。我們的子公司榮獲二零二五年度「煙台市綠色工廠」稱號，體現了我們在綠色製造上的決心。我們的深加工生產線持續展現「負耗能」優勢，為循環經濟的實現提供了堅實支撐。我們將繼續完善綠色生產模式，通過高品質的可持續發展為股東創造長期穩定的價值。

展望

二零二六年，本集團將繼續緊握《第十四個五年規劃》下的歷史機遇，並專注於以下方向：

1. **雙引擎驅動增長：**落實產能提升，發揮產能擴張與協同效應。
2. **創新引領多元化：**深化與科研機構合作，構建資源化全產業鏈，提升市場競爭力。
3. **全面踐行ESG：**加速綠色轉型，為國家綠色高品質發展大局貢獻力量。

致謝

本集團的持續成功有賴全體員工的投入、奉獻及專業精神。董事會要感謝每位員工的勤奮及奉獻，並對本集團的股東、客戶及供應商的持續寶貴支持表示衷心感謝。

鴻承環保科技有限公司

主席兼執行董事

劉澤銘

二零二六年三月三十一日



BUSINESS REVIEW

Consolidate the Leading Position in the Industry Based on Our Own Strengths

The Group, based in Shandong province, the PRC, has been focusing on the treatment of gold mine hazardous waste as well as the resource recovery and comprehensive utilisation of gold mine hazardous waste. We collect cyanide tailings (a kind of gold mine hazardous waste generated in the gold smelting process) from upstream customers (mainly including gold smelting companies under gold mining companies engaged in mining operations in Shandong Province (particularly Yantai City)). Leveraging its own experience and professional expertise, the Group decomposes hazardous substances from cyanide tailings and recovers economically valuable resources such as pyrite concentrates therefrom. To further expand profit margins and strengthen its capability in comprehensive resource utilisation, the Group also reprocesses pyrite concentrates with the addition of other raw materials to produce sulphuric acid, iron powder and electricity for sale to downstream customers or for use in the production of downstream products, thereby achieving the comprehensive utilisation of gold mine hazardous waste. Commencing from the fourth quarter of 2025, the Group's production lines for sulfamic acid and magnesium fertiliser have commenced operation to expand the Group's product coverage.

The Group is the only company in Laizhou city, Shandong province that has obtained the Hazardous Waste Business Licence issued by Yantai Municipal Ecology and Environment Bureau. During the Reporting Period, a wholly-owned subsidiary of the Group was successfully included in the 2025 List of "Specialised, Sophisticated, Unique and New" (專精特新) Small and Medium-sized Enterprises promulgated by the Department of Industry and Information Technology of Shandong Province, further demonstrating our leading position in the industry.

Looking back on 2025, amid the combined impact of multiple structural factors, the global economy faced significant pressure on its growth momentum. On the one hand, persistently high interest rate policies restrained global economic activities; on the other hand, geopolitical risks exacerbated market uncertainty and exerted a profound impact on global supply chains and resource allocation.

業務回顧

立足自身優勢，鞏固行業龍頭地位

本集團紮根於中國山東省，專注於金礦有害廢物處理及金礦有害廢物的資源回收及綜合利用。我們從上游客戶（主要包括在山東省（尤其是煙臺市）經營採礦業務的採金公司旗下的黃金冶煉公司）收集氰化尾渣（是在黃金冶煉過程中產生的一種金礦有害廢物），利用自身的經驗和專業知識，為氰化尾渣分解有害物質，並從中回收硫精礦等具有經濟價值的資源。為進一步擴大利潤空間並加強資源綜合利用的能力，本集團還對硫精礦進行再加工，並輔以其他原材料，以產出硫酸、鐵粉和電力以供銷售予下游客戶或用作生產下游產品，實現金礦有害廢物的綜合利用。由二零二五年第四季度開始，本集團的氨基磺酸及硫鎂肥生產線已開始投產經營，以擴大本集團的產品覆蓋。

本集團是山東省萊州市唯一一間獲煙台市生態環境局發出危險廢物經營許可證的公司。於報告期間，本集團的全資子公司成功入選由山東省工業和信息化廳頒布的二零二五年度「專精特新」中小企業名單，進一步彰顯了我們的行業領先地位。

回顧二零二五年，全球經濟在多重結構性因素的疊加影響下，增長動力面臨顯著壓力。一方面，持續高企的利率政策抑制了全球經濟活動；另一方面，地緣政治風險加劇了市場的不確定性，並對全球供應鏈和資源配置帶來深遠影響。



In the hazardous waste treatment industry, market competition remained intense, and the industry development was undergoing severe restructuring and challenges. Meanwhile, the volatility of prices in the commodity market also intensified significantly. Despite the severe macroeconomic and industrial operating conditions as well as the uncertainty in commodity prices, the Group demonstrated strong operational resilience. Through deepening strategic cooperation and effective implementation of various operating strategies, all core financial indicators for the current year still achieved remarkable year-on-year growth against the headwinds.

For the year ended 31 December 2025, the Group's revenue and profit attributable to owners of the Company amounted to approximately RMB323.6 million and RMB88.5 million respectively, representing an increase of approximately 38.3% and 47.5% respectively as compared with the year ended 31 December 2024.

The Group's gross profit increased from approximately RMB131.8 million for the year ended 31 December 2024 to approximately RMB194.3 million for the year ended 31 December 2025. Meanwhile, the overall gross profit margin rose from approximately 56.3% for the year ended 31 December 2024 to approximately 60.0% for the year ended 31 December 2025.

在危廢處理行業，市場競爭依然激烈，行業發展正經受較為嚴峻的格局重塑與挑戰，同時大宗商品市場價格的波動性亦顯著加劇。儘管面對嚴峻的宏觀經濟、行業經營形勢以及大宗商品價格的不確定性，本集團展現出強大的經營韌性。通過深化戰略合作和有效執行各項經營策略，本年度的各項核心財務指標依然逆勢取得顯著的同比增長。

本集團截至二零二五年十二月三十一日止年度收入和本公司擁有人應佔年內溢利分別為約人民幣323.6百萬元和人民幣88.5百萬元，較截至二零二四年十二月三十一日止年度分別上升約38.3%和47.5%。

本集團的毛利由截至二零二四年十二月三十一日止年度的約人民幣131.8百萬元上升至截至二零二五年十二月三十一日止年度的約人民幣194.3百萬元。同時，整體毛利率由截至二零二四年十二月三十一日止年度的約56.3%上升到截至二零二五年十二月三十一日止年度的約60.0%。



Establish a resource recycling industrial system, extend the industrial chain and expand product coverage

To continuously drive business diversification and enhance profitability, the Group has actively deployed downstream high value-added products. Commencing from the fourth quarter of 2025, the Group's brand-new production lines for sulfamic acid and magnesium fertiliser have officially commenced operation, which are expected to provide an annual production capacity of 30,000 tonnes of sulfamic acid and 180,000 tonnes of magnesium fertiliser. These new projects fully utilise sulphuric acid produced internally by the Group as raw materials, further strengthening the extension of the industrial chain and the efficient utilisation of resources. This has not only effectively expanded the Group's product coverage but also further improved our circular economy industrial chain, injecting new impetus into sustainable growth in the future.

The Group has continued to pave the way for the extension of the industrial chain. During the Reporting Period, a wholly-owned subsidiary of the Group was recognised as a "One Enterprise, One Technology" (一企一技術) R&D Centre issued by the Yantai Bureau of Industry and Information Technology by virtue of the "Technology for Harmless and Comprehensive Resource Utilisation of Gold Cyanide tailings" (黃金氰化尾渣無害化資源綜合利用技術) and the "Technology for Recovery and Utilisation of Valuable Elements from High-Silica Flotation Tailings of Gold Cyanide tailings" (黃金氰化尾渣高矽浮選尾礦有價元素回收利用技術).

構建資源循環產業體系，延伸產業鏈，擴大產品覆蓋

為持續推動業務多元化及提升盈利能力，本集團積極佈局下游高附加值產品。由二零二五年第四季度開始，本集團全新的氨基磺酸及硫酸鎂肥生產線已正式投產經營，預計可以每年提供3萬噸氨基磺酸和18萬噸硫酸鎂肥產能。這些新項目充分利用集團內部自產的硫酸為原材料，進一步強化了產業鏈的延伸與資源的高效利用。這不僅有效擴大了本集團的產品覆蓋面，更進一步完善了我們的循環經濟產業鏈，為未來的可持續增長注入新動力。

本集團持續為產業鏈延伸鋪路。在報告期內，本集團的全資子公司憑藉「黃金氰化尾渣無害化資源綜合利用技術」和「黃金氰化尾渣高矽浮選尾礦有價元素回收利用技術」，獲由煙臺市工業和資訊化局頒布的「一企一技術」研發中心認定。



Empower Resource Recycling through Scientific Research and Lead Industrial Upgrading and Technological Innovation

The Group has vigorously promoted innovation-driven development and built competitive advantages for differentiated development. Centering on the main line of “resource recycling”, it leads industrial upgrading through technological innovation. During the Reporting Period, the Group established the “Joint Laboratory for Gold Tailings Resource Utilisation” with Shandong University to further enhance the treatment efficiency and technical barriers of gold tailings resource utilisation. During the Reporting Period, projects under the Group also successfully obtained approval for the “Special Central Budgetary Investment for Pollution Control” (中央預算內污染治理投資專項) and the “Special Central Budgetary Investment for the Integrated Development of Advanced Manufacturing and Modern Service Industries” (中央預算內先進製造業和現代服務業融合發展專項), marking the high recognition of the PRC government towards the Group’s technological route and development direction.

Deepen the ESG Governance System and Lead the Circular Economy

The Group has fully integrated the ESG (Environmental, Social and Governance) philosophy into its corporate strategy and daily operations, promoted the full integration of ESG governance into the corporate governance system, and is committed to achieving high-quality sustainable development. During the Reporting Period, a wholly-owned subsidiary of the Group was successfully selected into the 2025 List of “Yantai Green Factories” (煙臺市綠色工廠) issued by the Yantai Bureau of Industry and Information Technology. Projects under the Group were selected into the “Catalogue of Advanced and Applicable Technologies for Mineral Resources Conservation and Comprehensive Utilisation (2025 Edition)” issued by the Ministry of Natural Resources of the People’s Republic of China by virtue of the “Technology for Harmless and Comprehensive Utilisation of Gold Cyanide tailings” (黃金氰化尾渣無害化綜合利用技術). This fully demonstrates the Group’s efforts in thoroughly implementing the national, provincial and municipal work arrangements for the development of the green manufacturing system, and has successfully established an advanced model of green manufacturing, leading the enterprise towards a green, low-carbon and high-quality development path.

科研賦能資源循環，引領產業升級與技術革新

本集團大力推動創新驅動發展，構築差異化發展的競爭優勢。圍繞「資源循環利用」主線，以技術革新引領產業升級。在報告期內，本集團與山東大學成立「黃金尾礦資源化聯合實驗室」，以進一步提升金尾礦資源化的處理效率與技術壁壘。於報告期間，本集團旗下項目更成功獲得「中央預算內污染治理投資專項」和「中央預算內先進製造業和現代服務業融合發展專項」的審批，這標誌著中國政府對本集團技術路線與發展方向的高度認可。

深化ESG治理體系，領航循環經濟

本集團將ESG（環境、社會及管治）理念充分納入企業戰略及日常運營，推動ESG治理充分融入公司治理體系，致力於實現高品質可持續發展。在報告期內，本集團的一家全資子公司成功入選由煙臺市工業和信息化局頒布的二零二五年度「煙臺市綠色工廠」名單。本集團的旗下項目憑藉「黃金氰化尾渣無害化綜合利用技術」入選了由中華人民共和國自然資源部頒布的《礦產資源節約與綜合利用先進適用技術目錄（二零二五年版）》。這充分體現了本集團在深入貫徹落實國家和省市關於綠色製造體系建設工作部署上的努力，成功打造綠色製造先進典型，引領企業向綠色、低碳、高品質方向發展。



OUTLOOK

In 2026, with the continuous and in-depth implementation of the “14th Five-Year Plan and Outline of Vision 2035 (第十四個五年規劃和2035年遠景目標綱要)” and the continuous strengthening of the national green development strategy, the Group will uphold the spirit of pragmatism and enterprise, seize the opportunities of the times, take the initiative to integrate into the overall national development and actively promote green transformation and upgrading. To this end, the Group will focus on the following strategic arrangements:

Drive high-quality business growth with capacity expansion and industrial chain extension as the dual engines

To break through the bottleneck of existing capacity approaching saturation, the Group successfully completed a key acquisition in February 2026 and obtained a production facility under construction adjacent to its existing plant in Shandong. Upon the commissioning of this project, it is expected to add approximately 200,000 tonnes of sulphuric acid production capacity for the Group and generate significant logistics and management synergies through geographical advantages. Meanwhile, by integrating downstream production lines such as sulfamic acid and magnesium sulphate of this facility, the Group will successfully extend its business reach to high value-added products.

Drive diversified development through innovation and establish a new pattern of the full resource-based industrial chain

The Group will continue to consolidate the foundation of technological innovation and focus on technical research and achievement transformation in the comprehensive utilisation of solid waste and hazardous waste resources. In terms of business layout, we are committed to optimising the existing product matrix, expanding product diversity horizontally and extending the industrial chain vertically, so as to achieve the collaborative development of multi-field, multi-category and in-depth resource utilisation, and comprehensively enhance the comprehensive service capacity of the entire industrial chain.

展望

二零二六年，隨著《第十四個五年規劃和二零三五年遠景目標綱要》持續深入推進，國家綠色發展戰略不斷加強，本集團將秉持務實進取精神，緊握時代契機，主動融入國家發展大局，積極推動綠色轉型升級。為此，本集團將著重於以下戰略部署：

以產能擴張與產業鏈延伸為雙引擎，驅動業務的高質量增長

為突破現有產能趨於飽和的瓶頸，本集團已於二零二六年二月成功落實一項關鍵收購，取得毗鄰山東現有廠房的在建生產設施。預期於該項目投產後，將為本集團新增約20萬噸硫酸產能，並透過地緣優勢發揮顯著的物流與管理協同效應。同時，藉由整合該設施的氨基磺酸及硫酸鎂等下游生產線，本集團將成功把業務觸角延伸至高附加值產品。

以創新驅動多元發展，構建資源化全產業鏈新格局

本集團將持續夯實科技創新根基，聚焦固廢及危廢資源綜合利用的技術攻關與成果轉化。在業務佈局上，我們致力於優化現有產品矩陣，橫向拓展產品多樣性，縱向延伸產業鏈條，以實現多領域、多品類及深度資源化的協同發展，全面提升全產業鏈的綜合服務能力。



Furthermore, the Group will deepen strategic synergy with research institutions and industry partners. With “maximising the recycling of renewable resources” as our core objective, we will promote product iteration through continuous technological upgrading to further enhance resource recovery efficiency and market competitiveness. Looking ahead, we will unswervingly empower our business with innovation, deepen the circular economy development model, and while comprehensively strengthening our comprehensive competitive advantages, contribute to the industry’s march towards high-quality and sustainable development.

Integrate the ESG Strategy to Outline a Blueprint for Sustainable Development

Faced with the rising global demand for resource recycling and the in-depth advancement of the national “dual carbon” strategy, the circular economy industry is embracing historic opportunities. To actively respond to the national policy directions of “strengthening the green and efficient utilisation of resources” and “further fighting the battle to defend blue skies, clear waters and pure lands”, as a key participant in the industry, the Group seizes the opportunities of the times, takes sustainable development as the core orientation, accelerates technological innovation and improves resource recovery efficiency, so as to ensure steady progress and achieve long-term development in the new era.

In terms of green production practices, the Group’s deep processing production line for pyrite concentrates demonstrated a landmark “negative energy consumption” advantage during the Reporting Period — the electricity generated during its production process substantially exceeded its own consumption. Based on current production capacity, this production line can generate electricity through waste heat recovery, reaching an annual power generation of 39,000 megawatt-hours (MWh). This achievement not only serves as strong evidence of our efficient resource utilisation and promotion of energy conservation and emission reduction, but also provides solid support for the establishment of a circular economy system, and fully demonstrates our corporate commitment to developing an environment-friendly economy.

Looking ahead, we will continue to uphold the concept of sustainable development, firmly promote the implementation of the ESG strategy, continuously improve green production and operation models, and contribute to the healthy development of the industry, the achievement of the national “dual carbon” goals and the creation of long-term value for the Shareholders.

此外，本集團將深化與科研機構及行業夥伴的戰略協同。我們以「再生資源循環利用最大化」為核心目標，透過持續的技術升級推動產品迭代，進一步提升資源回收效率與市場競爭力。展望未來，我們將堅定不移地以創新賦能業務，深化循環經濟發展模式，在全面築牢綜合競爭優勢的同時，助力行業邁向高品質與可持續發展。

融入 ESG 戰略，勾勒可持續發展藍圖

面對全球資源循環利用需求的攀升及國家「雙碳」戰略的深入推進，循環經濟產業正迎來歷史性機遇。為積極響應國家「強化資源綠色高效利用」及「深入打好藍天、碧水、淨土保衛戰」的政策導向，作為行業的重要參與者，本集團緊抓時代契機，以可持續發展為核心導向，加速推動技術創新、提高資源回收效率，確保在新時代中穩步前行，實現長遠發展。

在綠色生產實踐上，本集團旗下的硫精礦深加工生產線於報告期內展現了標誌性的「負耗能」優勢——其生產過程中產出的電力大幅超越了自身消耗。按目前產能，該生產線可以通過餘熱發電，年發電量達到39,000兆瓦時。這項成果不僅是我們高效利用資源、推動節能減排的有力印證，更為構建循環經濟體系提供了堅實支撐，亦充分彰顯了我們致力於發展環境友好型經濟的企業擔當。

展望未來，我們將繼續秉承可持續發展理念，堅定不移地推動 ESG 戰略落地，不斷完善綠色生產和運營模式，為行業的健康發展、國家「雙碳」目標的實現以及股東的長期價值創造貢獻力量。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

FINANCIAL REVIEW

Revenue

財務回顧

收益

		For the year ended 31 December 截至十二月三十一日止年度			
		2025 二零二五年		2024 二零二四年	
		RMB'000 人民幣千元	%	RMB'000 人民幣千元	%
Provision of gold mine hazardous waste treatment services	提供金礦有害廢物處理服務	38,769	12.0	41,506	17.8
Sales of pyrite concentrate	銷售硫精礦	101,853	31.5	67,663	28.9
Provision of hazardous waste storage rental services and rental income	提供有害廢物倉儲租賃服務及租賃收益	9,603	3.0	9,558	4.1
Sales of products from the reprocessing of pyrite concentrate and sulphuric acid	銷售硫精礦及硫酸再加工產品	161,731	50.0	115,181	49.2
Revenue from sales of magnesium fertiliser	銷售鎂肥收益	11,681	3.5	–	–
		323,637	100	233,908	100

The Group principally collects cyanide tailings, which are a kind of gold mine hazardous waste, from the Group's upstream customers and applies our technical know-how to (i) detoxify those wastes to meet the required safety standards; and (ii) recover and recycle therefrom resources with economic value for sale and recycling, such as pyrite concentrate. Moreover, the Group reprocesses pyrite concentrate into sulphuric acid, iron powder, and electricity, and further processes sulphuric acid into sulfamic acid and magnesium sulfate for sale. Since the fourth quarter of 2025, the Group started to produce and sell magnesium fertiliser. Therefore, revenue of the Group is mainly derived from (i) provision of gold mine hazardous waste treatment services; (ii) sale of pyrite concentrate; (iii) sale of products derived from the reprocessing of pyrite concentrate and sulphuric acid; and (iv) sales of magnesium fertiliser.

本集團主要從上游客戶收集氰化尾渣（為金礦有害廢物的一種），並應用我們的技術知識(i) 對該等廢物進行解毒，以符合安全標準；及(ii) 從中回收及再利用具有經濟價值的資源（如硫精礦）以供銷售以及再利用。此外，本集團將硫精礦再加工成硫酸、鐵粉及電力，並將硫酸進一步加工成氨基磺酸及硫酸鎂以供銷售。自二零二五年第四季度起，本集團開始生產及銷售鎂肥。因此，本集團的收益主要來自(i) 提供金礦有害廢物處理服務；(ii) 銷售硫精礦；(iii) 銷售來自硫精礦及硫酸再加工的產品；及(iv) 銷售鎂肥。



For the year ended 31 December 2025, the Group's total revenue was approximately RMB323.6 million, representing an increase of approximately 38.3% as compared to that of approximately RMB233.9 million for the year ended 31 December 2024. In particular, the revenue from sales of pyrite concentrate and sales of products from the reprocessing of pyrite concentrate and sulphuric acid recorded a year-on-year increase of approximately 50.5% and 40.4%, respectively, while sales of magnesium fertiliser was a new income stream for the Group during the Reporting Period.

The significant increase in revenue was primarily and collectively attributable to: (i) a rise in the selling prices of the Group's main products, namely pyrite concentrate and sulphuric acid, during the Reporting Period, which substantially boosted the Group's overall revenue and profitability. The Group's gross profit margin increased from approximately 56.3% for the year ended 31 December 2024 to approximately 60.0% for the Reporting Period; and (ii) the Group's commencement of the production and sales of new downstream sulphuric acid products, namely sulfamic acid and magnesium fertiliser, in the fourth quarter of 2025, which contributed additional revenue for the Reporting Period.

Gross profit and gross profit margin

For the year ended 31 December 2025, the Group's gross profit was approximately RMB194.3 million, representing an increase of approximately 47.4% as compared to gross profit of approximately RMB131.8 million for the year ended 31 December 2024. This growth was in line with the increase in revenue during the same period.

截至二零二五年十二月三十一日止年度，本集團總收益約為人民幣323.6百萬元，較截至二零二四年十二月三十一日止年度的約人民幣233.9百萬元上升約38.3%。其中，銷售硫精礦的收益及銷售硫精礦及硫酸再加工產品收益分別錄得同比增長約50.5%及40.4%，而銷售鎂肥則為本集團於報告期間內的新收入來源。

收益大幅增加主要及共同歸因於：(i) 於報告期間，本集團主要產品（即硫精礦及硫酸）的售價上升，此舉大幅提升本集團的整體收益及盈利能力。本集團的毛利率由截至二零二四年十二月三十一日止年度的約56.3%上升至報告期間的約60.0%；及(ii) 本集團於二零二五年第四季度開始生產及銷售新的下游硫酸產品，即氨基磺酸及鎂肥，為報告期間帶來額外收益。

毛利及毛利率

截至二零二五年十二月三十一日止年度，本集團毛利約人民幣194.3百萬元，較截至二零二四年十二月三十一日止年度的約人民幣131.8百萬元上升約47.4%。此上升與同期收入的上升一致。



The overall gross profit margin increased from approximately 56.3% for the year ended 31 December 2024 to approximately 60.0% for the year ended 31 December 2025. Such increase was primarily attributable to (i) the increase in gross profit margin of sales of pyrite concentrate from approximately 60.4% for the year ended 31 December 2024 to approximately 71.8% for the year ended 31 December 2025; and (ii) the increase in gross profit margin of sales of products (including sulphuric acid, sulfamic acid, magnesium sulfate, iron powder and electricity) derived from the reprocessing of pyrite concentrate and sulphuric acid from approximately 52.8% for the year ended 31 December 2024 to approximately 56.4% for the year ended 31 December 2025. However, the increase was partially offset by the decrease of gross profit margin for provision of gold mine hazardous waste treatment services from approximately 60.2% for the year ended 31 December 2024 to approximately 51.9% for the year ended 31 December 2025.

Other income

Our other income mainly comprises (i) agency service income from acting as an agent that facilitates the trading of magnesite materials, stones and gold/silver concentrates between a third-party supplier and customers; and (ii) government grants. Other income increased from approximately RMB1.3 million for the year ended 31 December 2024 to approximately RMB1.6 million for the year ended 31 December 2025. Such increase was mainly attributable to the increase in government grants as compared to the previous year.

Selling expenses

Our selling expenses mainly consist of (i) entertainment expenses; (ii) employee salary and benefit expenses for our sales team; and (iii) promotion expenses. For the year ended 31 December 2025, the Group's selling expenses were approximately RMB5.2 million, representing an increase of approximately 147.6% as compared to that of selling expenses of approximately RMB2.1 million for the year ended 31 December 2024. The increase was mainly due to the increase of approximately RMB2.2 million in entertainment expenses and the increase of approximately RMB0.8 million in promotion expenses as compared to the previous year.

整體毛利率由截至二零二四年十二月三十一日止年度的約56.3%上升至截至二零二五年十二月三十一日止年度的約60.0%。該上升主要由於：(i) 硫精礦銷售毛利率由截至二零二四年十二月三十一日止年度的約60.4%增加至截至二零二五年十二月三十一日止年度的約71.8%；及(ii) 銷售來自硫精礦及硫酸再加工的產品（包括硫酸、氨基磺酸、硫酸鎂、鐵粉和電力）的毛利率由截至二零二四年十二月三十一日止年度的約52.8%增加至截至二零二五年十二月三十一日止年度的約56.4%。然而，該增加部分被提供金礦有害廢物處理服務的毛利率由截至二零二四年十二月三十一日止年度的約60.2%下降至截至二零二五年十二月三十一日止年度的約51.9%所抵銷。

其他收入

我們的其他收入主要包括(i) 作為代理促進第三方供應商與客戶之間的菱鎂礦、石材及金/銀精礦貿易的代理服務收入；及(ii) 政府補助。其他收入由截至二零二四年十二月三十一日止年度的約人民幣1.3百萬元增加至截至二零二五年十二月三十一日止年度的約人民幣1.6百萬元。該增長主要由於政府補助較去年有所增加。

銷售開支

銷售開支主要包括(i) 招待費用；(ii) 銷售團隊的員工薪金及福利開支；及(iii) 推廣開支。截至二零二五年十二月三十一日止年度，本集團銷售開支約人民幣5.2百萬元，較截至二零二四年十二月三十一日止年度的銷售開支約人民幣2.1百萬元上升約147.6%。該上升的主要原因是與去年相比，招待費用上升約人民幣2.2百萬元及推廣開支上升約人民幣0.8百萬元。



Administrative expenses

The administrative expenses of the Group mainly represent (i) employee benefit expenses, including salaries and wages and staff welfare for administrative and management staff; (ii) taxes and levies which primarily represented various kinds of government levies or taxes such as real estate tax, urban construction tax, tenure tax and stamp duty; (iii) depreciation and amortisation of right-of-use assets and administrative facilities; (iv) office expenses and utilities; (v) entertainment expense; (vi) professional and consultation fee; (vii) transportation and related expenses, including those incurred in business travels of administrative and management staff and business use of vehicles expenses; and (viii) other expenses of similar nature.

For the year ended 31 December 2025, the Group's administrative expenses were approximately RMB53.2 million, representing an increase of approximately 35.7% as compared to administrative expenses of approximately RMB39.2 million for the year ended 31 December 2024.

The increase in the Group's administrative expenses was the combined effect of (i) the increase in salaries and wages and staff welfare of approximately RMB3.7 million which was due to the commencement of new production line of sulfamic acid and magnesium fertiliser; (ii) the increase of taxes and levies, in line with the overall growth in revenue; and (iii) increase in other office expenses due to the expansion of the operation and additional production line.

Research and development expenses

The research and development expenses of the Group mainly represent (i) depreciation and amortisation of research and development facilities; (ii) employee benefit expenses, including salaries and wages and staff welfare for research and development staff; (iii) materials used in research and development activities; and (iv) other consultancy expenses. For the year ended 31 December 2025, the Group's research and development expenses were approximately RMB19.3 million, representing an increase of approximately 50.8% as compared to that of approximately RMB12.8 million for the year ended 31 December 2024. The increase was mainly due to the increase of approximately RMB2.2 million in other consultancy expenses and increase of approximately RMB3.9 million in materials used in research and development activities as compared to the previous year.

行政開支

本集團的行政開支主要指(i)僱員福利開支，包括行政及管理人員的薪金及工資以及員工福利；(ii)稅項及徵費，主要指各種政府徵費或稅項，例如房產稅、城市建設維護稅、土地使用稅及印花稅；(iii)使用權資產及行政設施的折舊及攤銷；(iv)辦公室開支和水電費用；(v)招待費用；(vi)專業及諮詢費；(vii)運輸及相關開支，包括行政及管理人員在差旅中產生的開支以及業務用途的汽車開支；及(viii)其他類似性質的開支。

截至二零二五年十二月三十一日止年度，本集團行政開支約人民幣53.2百萬元，較截至二零二四年十二月三十一日止年度的行政開支約人民幣39.2百萬元上升約35.7%。

本集團行政開支增加乃以下各項因素共同作用所致：(i)因氨基磺酸及鎂肥新生產線投產，薪金及員工福利增加約人民幣3.7百萬元；(ii)稅項及徵費隨著整體收益增長而增加；及(iii)因業務擴張及新增生產線，其他辦公室開支增加。

研發開支

本集團的研發開支主要包括：(i)研發設施的折舊及攤銷；(ii)僱員福利開支，包括研發人員的薪金及工資以及員工福利；(iii)研發活動所使用的材料；以及(iv)其他諮詢開支。截至二零二五年十二月三十一日止年度，本集團的研發開支約為人民幣19.3百萬元，較截至二零二四年十二月三十一日止年度的研發開支約人民幣12.8百萬元增加約50.8%。該增長主要由於其他諮詢開支較上年增加約人民幣2.2百萬元，以及研發活動所用材料增加約人民幣3.9百萬元。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Net finance costs

Our net finance costs reflected interest expenses on bank borrowings, borrowings under finance lease arrangement, lease liabilities and other liabilities after offsetting interest income we received from bank balances. For the year ended 31 December 2025, the Group's net finance costs were approximately RMB5.6 million, which were comparable to the net finance costs of approximately RMB5.5 million for the year ended 31 December 2024. It was the combined effect of the increase in amounts of borrowings; the increase in the amount of capitalisation of borrowing costs; and the decrease in the effective interest rate during the Reporting Period.

Income tax expense

Our Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Act and accordingly is exempted from Cayman Islands income tax. Our Company's direct wholly owned subsidiary was incorporated in the BVI as a business company with limited liability under the BVI Companies Act 2004 and accordingly is exempted from BVI income tax.

Hong Kong profits tax

No Hong Kong profits tax has been provided for as the Group did not generate any assessable profit in Hong Kong for the years ended 31 December 2025 and 2024.

PRC corporate income tax ("CIT")

Taxation on PRC income has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the PRC in which the Group's subsidiaries operate. The Company's subsidiaries incorporated in PRC are subject to CIT at the rate of 25% (2024: 25%) for the year ended 31 December 2025, except for Shandong Jinjia, which has applied for High and New Technology Enterprise ("HNTE") status and is eligible for a preferential CIT rate of 15%. The relevant HNTE certificate is still in the process of being obtained.

融資成本淨額

融資成本淨額反映銀行借款、融資租賃安排項下借款、租賃負債及其他負債利息開支（抵銷我們自銀行結餘收取的利息收入後）。截至二零二五年十二月三十一日止年度，本集團融資成本淨額約人民幣5.6百萬元，與截至二零二四年十二月三十一日止年度的融資成本淨額約人民幣5.5百萬元相若。此乃報告期間借款金額增加；借款成本的資本化金額增加；及實際利率下降所產生的綜合影響。

所得稅開支

本公司根據公司法在開曼群島註冊成立為獲豁免有限公司，因而獲豁免繳納開曼群島所得稅。本公司直接全資持有的附屬公司根據二零零四年英屬維爾京群島公司法在英屬維爾京群島註冊成立為商業有限公司，因而獲豁免繳納英屬維爾京群島所得稅。

香港利得稅

截至二零二五年及二零二四年十二月三十一日止年度，由於本集團於香港並無產生任何應課稅溢利，故概無就香港利得稅計提撥備。

中國企業所得稅（「企業所得稅」）

中國所得稅乃按本集團附屬公司經營所在中國本年度的估計應課稅利潤及現行稅率計算。截至二零二五年十二月三十一日止年度，於中國註冊成立的本公司附屬公司須按25%稅率（二零二四年：25%）繳納企業所得稅，惟山東金嘉除外，該公司已申請高新技術企業（「高新技術企業」）資格，並有資格享用15%的優惠企業所得稅稅率。有關高新技術企業證書仍在辦理領取中。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析



In accordance with the Circular of the Ministry of Finance and the State Administration of Taxation on Issues concerning Implementing the Enterprise Income Tax Incentive Catalogue for Comprehensive Utilization of Resources Cai Shui [2008] No. 47 (《財政部、國家稅務總局關於執行資源綜合利用企業所得稅優惠目錄有關問題的通知》財稅[2008]47號), an enterprise, which uses the raw materials under the catalogue to produce recycled resource products under the catalogue and the products meet the national or industrial standards, is entitled to incentive tax arrangement such that 90% of the sales revenue of the products is subject to the calculation of the taxable income. The Group's sales of pyrite concentrate qualify for the incentive tax arrangement and therefore 10% of the Group's revenue from sales of pyrite concentrate was exempted from the taxable income of the Group in the calculation of CIT during the years ended 31 December 2025 and 2024.

In addition, during the years ended 31 December 2025 and 2024, the Group's PRC subsidiaries, HC Mining and Shandong Jinjia, were entitled to claim additional tax deduction of research and development expenses incurred.

For the year ended 31 December 2025, the Group's income tax expense was approximately RMB21.7 million, representing an increase of approximately 60.7% as compared to income tax expense of approximately RMB13.5 million for the year ended 31 December 2024, reflecting effective tax rates (equivalent to income tax expense divided by profit before income tax) of approximately 19.7% and 18.4% for the year ended 31 December 2025 and the year ended 31 December 2024, respectively.

The increase in the effective tax rate from approximately 18.4% for the year ended 31 December 2024 to approximately 19.7% for the year ended 31 December 2025 was mainly due to a lower proportion of research and development super deductions, despite an increase in absolute research and development expenses when comparing with that in the previous year.

PRC withholding income tax

According to the CIT Law, a 10% withholding tax on dividends received/receivable will be levied on the PRC companies' immediate holding companies established out of the PRC. A lower withholding tax rate may be applied if there is a tax treaty arrangement between the PRC and the jurisdiction of the foreign immediate holding companies and simultaneously certain conditions are satisfied.

根據《財政部、國家稅務總局關於執行資源綜合利用企業所得稅優惠目錄有關問題的通知》(財稅[2008]47號)，企業使用該目錄所列原材料生產目錄所列再生資源產品且產品符合國家或行業標準的，可享有稅務優惠安排，即該等產品銷售收入的90%計入應納稅所得額。本集團硫精礦銷售符合該稅務優惠安排資格，因此於截至二零二五年及二零二四年十二月三十一日止年度計算企業所得稅時，本集團硫精礦銷售收益的10%豁免計入本集團應納稅所得額。

此外，截至二零二五年及二零二四年十二月三十一日止年度，本集團的中國附屬公司鴻承礦業及山東金嘉有權就產生的研發開支申請加計扣除。

截至二零二五年十二月三十一日止年度，本集團所得稅開支約人民幣21.7百萬元，較截至二零二四年十二月三十一日止年度的所得稅開支約人民幣13.5百萬元上升約60.7%，反映截至二零二五年十二月三十一日止年度及截至二零二四年十二月三十一日止年度，實際稅率（等於所得稅開支除以除所得稅前溢利）分別為約19.7%及18.4%。

實際稅率由截至二零二四年十二月三十一日止年度約18.4%上升至截至二零二五年十二月三十一日止年度的約19.7%，主要是由於研發超額扣除額的比例下降，儘管與前一年度相比研發開支的絕對金額有所增加。

中國預扣所得稅

根據企業所得稅法，在中國境外成立的中國公司的直接控股公司將被徵收已收/應收股息的10%預扣稅。倘中國與外國直接控股公司的司法管轄區之間有稅務條約安排，並同時滿足若干條件，則可適用較低的預扣稅率。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Capital expenditures

Our capital expenditure mainly comprises expenditure for the acquisition of items of property, plant and equipment, right-of-use assets and intangible assets. During the year ended 31 December 2025, we incurred capital expenditure of approximately RMB211.5 million (31 December 2024: RMB133.6 million).

Capital commitments

As at 31 December 2025, the Group had capital commitments of approximately RMB18.9 million (31 December 2024: approximately RMB47.4 million).

Pledge of assets

As at 31 December 2025, the total net book value of assets pledged to secure the Group's bank borrowings and finance lease borrowings amounted to approximately RMB28.3 million (31 December 2024: approximately RMB25.1 million) for land use rights, approximately RMB104.0 million (31 December 2024: approximately RMB74.2 million) for buildings, approximately RMB96.7 million (31 December 2024: approximately RMB73.7 million) for machinery and approximately RMB112.0 million (31 December 2024: approximately RMB116.4 million) for investment properties.

Contingent liabilities

As at 31 December 2025, we did not have any material contingent liabilities. We are not currently involved in any material legal proceedings, nor are we aware of any pending or potential material legal proceedings, to the knowledge of the Board, threatened against the Group and could have a material adverse effect on our business or operations.

Treasury policy

The Group adopts a prudent approach towards its treasury policies. To manage the liquidity risk, the Group closely monitors its liquidity position to ensure the liquidity structure of the Group's assets, liabilities and commitments and to ensure the fulfilment of its funding requirements for business development.

資本開支

我們的資本開支主要包括購置物業、廠房及設備項目、使用權資產及無形資產的開支。我們截至二零二五年十二月三十一日止年度產生的資本開支為約人民幣211.5百萬元（二零二四年十二月三十一日：人民幣133.6百萬元）。

資本承擔

於二零二五年十二月三十一日，本集團的資本承擔為約人民幣18.9百萬元（二零二四年十二月三十一日：約人民幣47.4百萬元）。

資產質押

於二零二五年十二月三十一日，已作抵押以擔保本集團的銀行借款和融資租賃借款的資產的賬面淨值總額分別為約人民幣28.3百萬元（二零二四年十二月三十一日：約人民幣25.1百萬元）的土地使用權，約人民幣104.0百萬元（二零二四年十二月三十一日：約人民幣74.2百萬元）的樓宇，約人民幣96.7百萬元（二零二四年十二月三十一日：約人民幣73.7百萬元）的機器及約人民幣112.0百萬元（二零二四年十二月三十一日：約人民幣116.4百萬元）的投資物業。

或然負債

於二零二五年十二月三十一日，我們並無任何重大或然負債。據董事會所知，我們現時未牽涉任何重大法律訴訟，亦不知悉我們涉及任何對本集團構成威脅，並可能對我們的業務或營運產生重大不利影響的待決或潛在的重大法律訴訟。

庫務政策

本集團對其庫務政策採取審慎態度。為管理流動性風險，本集團密切監控流動性狀況，以確保本集團資產、負債及承諾的流動性結構，確保滿足業務發展的資金需求。



Foreign exchange risk management

The Group carries out its business operations in the PRC with most of the transactions denominated and settled in RMB save for certain fees payable to professional parties and miscellaneous administrative expenses that are denominated in Hong Kong dollars. Hence the Group does not currently have a hedging policy on foreign exchange risk as the Board does not consider the Group's exposure to foreign exchange fluctuations (primarily in the HKD) to be significant, and that any fluctuation thereof will not have any material impact on the Group's business operations or its financial results. The management will, however, closely monitor its foreign currency exposure and will consider hedging significant foreign currency exposure should the need arise.

Liquidity, finance resources and capital structure

As at 31 December 2025, the Group had net current liabilities of approximately RMB6.1 million (31 December 2024: net current liabilities of approximately RMB56.8 million). As at 31 December 2025, the net gearing ratio was approximately 30.3% (31 December 2024: approximately 24.8%). The net gearing ratio is calculated by dividing net debt by total equity at the end of the relevant year and multiplying by 100%. Net debt is defined as amounts payable that are not incurred in the ordinary course of business and includes bank and other borrowings, lease liabilities, amount due to related parties and other liabilities payable to LZ Assets in relation to the warehouse lease arrangement minus cash and bank balances and time deposits.

As at 31 December 2025, the Group maintained a strong financial position with cash and cash equivalents of approximately RMB154.8 million (31 December 2024: approximately RMB65.2 million). The Group met and expects to continue meeting its operating capital, capital expenditure and other capital needs with cash generated from operations and proceeds from the Listing.

During the Reporting Period, the Company had no material change in its capital structure. The capital of the Company comprised only ordinary shares.

外匯風險管理

本集團於中國經營業務，除了應付專業人士的若干費用及雜項行政開支以港元計值外，大部分交易均以人民幣計值及結算。故此，本集團目前並無就外匯風險設立對沖政策，乃因董事會認為本集團所面對的外匯波動（主要以港元計值）並不重大，其任何波動不會對本集團之業務營運或財務業績造成重大影響。然而，管理層將密切監察其外匯風險，並於必要時考慮對沖重大外幣風險。

流動資金、財務資源及資本結構

於二零二五年十二月三十一日，本集團流動負債淨值約為人民幣6.1百萬元（二零二四年十二月三十一日：流動負債淨值約為人民幣56.8百萬元）。於二零二五年十二月三十一日，資產負債淨值比率約為30.3%（二零二四年十二月三十一日：約24.8%）。資產負債淨值比率乃按相關年末的債務淨值除以權益總額，再乘以100%計算。債務淨值的定義是並非在一般業務過程中產生的應付款項，包括銀行和其他借款、租賃負債、應付關聯方款項，以及與倉庫租賃安排有關而應付予萊州資產的其他負債，並扣除現金及銀行結餘以及定期存款。

本集團維持穩健的財務狀況，於二零二五年十二月三十一日的現金及現金等價物為約人民幣154.8百萬元（二零二四年十二月三十一日：約人民幣65.2百萬元）。本集團以營運所得現金及上市所得款項滿足並預期將繼續滿足其營運資金、資本開支及其他資金需求。

於報告期間，本公司的資本結構概無重大變化。本公司資本僅包括普通股。



EXECUTIVE DIRECTORS

Mr. Liu Zeming (劉澤銘) (formerly known as Liu Zeming (劉澤明)), aged 50

Mr. Liu is an executive Director and chairman of the Board who is responsible for the overall management of the business operations and strategic and corporate development of the Group. He is also a member of the Remuneration Committee and chairman of the Nomination Committee. He was appointed as Director on 12 January 2021 and re-designated as executive Director on 8 April 2021. Mr. Liu is a founder of the Group and our Controlling Shareholder. Mr. Liu has over 10 years of experience in operation and management business of metal ore waste processing. Mr. Liu has been an executive director and general manager of HC Mining since April 2011. He has obtained the qualification of PRC Intermediate Assistant Economist (中級助理經濟師) from Yantai Engineering & Technical Position Intermediate Evaluation Committee (煙臺市工程技術職務中級評審委員會) in February 2003. He was appointed as a member of the standing committee of Shandong People's Political Consultative Conference (中國人民政治協商會議山東省委員會) in January 2013 and January 2018, respectively.

Prior to joining the Group, Mr. Liu worked for Laizhou Jinshan Stone Raw Materials Trading Co., Ltd. (萊州市金山石材銷售有限公司), which principally engaged in the trading of stone raw materials, from September 2003 to April 2011 holding his last position as sales manager. He worked as a manager at Laizhou Property Development Company Limited (萊州房地產開發有限公司) from July 1997 to August 2003. He also worked at the former People's Government of Xiyou Town, Laizhou City (萊州市西由鎮人民政府), and was primarily responsible for clerical works from September 1995 to July 1997.

Mr. Liu has received various awards with social impact throughout the years. He was awarded a certificate of honour for his personal contribution in fighting the COVID-19 in Shandong Province (「山東省抗擊新冠病毒肺炎疫情先進個人」榮譽證書) issued by the Shandong Provincial Committee of the China Peasants' and Workers' Democratic Party (中國農工民主黨山東省委員會) in December 2020; the title of "Model Worker of Yantai" ("煙臺市勞動模範") jointly issued by the Yantai Municipal Committee of the Communist Party of China and the Yantai Municipal People's Government (中共煙臺市委和煙臺市人民政府) in April 2019; the "Economic

執行董事

劉澤銘 (前稱為劉澤明) 先生, 50歲

劉先生為執行董事兼董事會主席，彼負責本集團整體業務營運管理及策略和企業發展。彼亦為薪酬委員會成員及提名委員會主席。彼於二零二一年一月十二日獲委任為董事，並於二零二一年四月八日調任為執行董事。劉先生為本集團創辦人及控股股東。劉先生擁有超過10年營運及管理金屬礦石廢料加工業務的經驗。劉先生自二零一一年四月起為鴻承礦業的執行董事及總經理。彼於二零零三年二月取得煙臺市工程技術職務中級評審委員會評定的中國中級助理經濟師資格。彼分別於二零一三年一月及二零一八年一月獲委任為中國人民政治協商會議山東省委員會常委。

加入本集團前，於二零零三年九月至二零一一年四月，劉先生在萊州市金山石材銷售有限公司（主要從事石材貿易）任職，最後職位為銷售經理。彼於一九九七年七月至二零零三年八月在萊州房地產開發有限公司擔任科長。彼於一九九五年九月至一九九七年七月亦在前萊州市西由鎮人民政府任職，主要負責文職工作。

多年來，劉先生曾數度獲得具有社會影響力的獎項。彼於二零二零年十二月獲得由中國農工民主黨山東省委員會頒發的「山東省抗擊新冠病毒肺炎疫情先進個人」榮譽證書；於二零一九年四月獲得中共煙臺市委及煙臺市人民政府聯合頒發的「煙臺市勞動模範」稱號；於二零一九年二月獲得中共萊州市委員會及萊州市人民政府聯合頒發的2018年度「經濟發展進步

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層



Development Progress Award” for the year 2018 (2018年度「經濟發展進步獎」) jointly issued by the Laizhou Municipal Committee of the Communist Party of China and the Laizhou Municipal People’s Government (中共萊州市委員會及萊州市人民政府) in February 2019; the 13th “Ten Outstanding Youth Nomination Award of Yantai City (“煙臺十大傑出青年”)” jointly issued by the Yantai Municipal Committee of the Communist Youth League and the Yantai Youth Federation (共青團煙臺市委及煙臺市青年聯合會) in October 2015; and the honorary title of “Model Youth of Laizhou” (“萊州市模範青年”) jointly issued by the Organisation Department of the Laizhou Municipal Committee of the Communist Party of China (中共萊州市委組織部) and other four departments in December 2012.

Mr. Liu completed the tertiary education program in business administration from Shandong Agricultural Management College (山東省農業管理幹部學院) (currently known as 山東農業工程學院) in July 1999. He further completed a post-graduate education program in modern Chinese history from Shandong Normal University (山東師範大學) in July 2000. Mr. Liu obtained a doctorate’s degree in Business Administration at North Borneo University College in Malaysia by way of distance learning in February 2022.

Mr. Zhan Yirong (戰乙榮) (formerly known as Zhan Dongtang (戰冬棠)) (“Mr. Zhan”), aged 36

Mr. Zhan is an executive Director and the chief executive officer of our Company who is responsible for the overall administrative and operational management of our Group. He was appointed as an executive Director on 8 April 2021. Mr. Zhan has more than ten years of experience in corporate management in the gold mine hazardous waste treatment industry. He joined the Group in March 2012. During the years, he worked as deputy manager and manager of business administration department, general manager assistant and deputy general manager of HC Mining and acquired experiences in sales and business administration. Mr. Zhan served as the general manager of a subsidiary of the Group from January 2017 to August 2023. He has been the general manager of HC Mining since January 2017. He was appointed as a representative of the 18th People’s Congress of Yantai City in February 2022.

Mr. Zhan obtained a bachelor’s degree in mechanical design, manufacturing and automation from Qingdao Binhai University (青島濱海學院) in July 2012. He obtained the PRC Cartographer at Senior Skill Level qualification from Shandong Vocational Skills Identification and Guidance Center (山東省職業技能鑒定中心) in February 2011.

獎」；於二零一五年十月獲得由共青團煙臺市委及煙臺市青年聯合會聯合頒發的第十三屆「煙臺十大傑出青年」提名獎；以及於二零一二年十二月獲得由中共萊州市委組織部及另外四個部門聯合頒發的「萊州市模範青年」榮譽稱號。

劉先生於一九九九年七月於山東省農業管理幹部學院(現名為山東農業工程學院)完成工商管理大學本科課程，並於二零零零年七月於山東師範大學完成中國近代史研究生課程。劉先生於二零二二年二月在馬來西亞北婆羅洲大學以遙距教育方式獲得工商管理博士學位。

戰乙榮(前稱為戰冬棠)先生(「戰先生」)，36歲

戰先生為執行董事兼本公司行政總裁，負責本集團的整體行政及營運管理。彼於二零二一年四月八日獲委任為執行董事。戰先生在金礦有害廢物處理行業的企業管理方面擁有逾十年經驗。彼於二零一二年三月加入本集團，多年來擔任鴻承礦業商業管理部門的副經理及經理、總經理助理及副總經理，累積了銷售及商業管理經驗。戰先生由二零一七年一月至二零二三年八月擔任本集團一間附屬公司的總經理。彼自二零一七年一月起擔任鴻承礦業的總經理。彼於二零二二年二月獲委任為煙臺市第十八屆人民代表大會代表。

戰先生於二零一二年七月取得青島濱海學院機械設計、製造及自動化學士學位。彼於二零一一年二月在山東省職業技能鑒定中心取得中國制圖員高級技能資格。



DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. Sheng Haiyan (盛海燕) (“Mr. Sheng”), aged 59

Mr. Sheng is an executive Director and chief technical officer of our Company who is responsible for the overall research and development and technical management of the Group. He was appointed as an executive Director on 8 April 2021. He has more than 30 years of experience in chemical related industry. He joined the Group in December 2012 and was mainly engaged in research and development related work of the Group’s subsidiaries. Prior to joining our Group, Mr. Sheng worked at Laizhou Jinxing Chemicals Co., Ltd. (萊州金興化工有限公司), which principally engaged in, among other things chemicals manufacturing and processing from August 1991 to November 2012 holding his last position as chief engineer.

Mr. Sheng obtained a bachelor’s degree in organic chemistry from Jiangxi University (江西大學) (currently known as Nanchang University (南昌大學)) in July 1991. He obtained the qualification of intermediate engineer from Yantai Chemical Engineering and Technical Evaluation Committee (煙臺市化工工程技術職務中級評審委員會) in October 1998.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Zhang Shijun (張式軍) (“Mr. Zhang”), aged 60

Mr. Zhang is an independent non-executive Director who is responsible for supervising and providing independent judgement to the Board. He is also a member of the Audit Committee and the Nomination Committee. He was appointed as an independent non-executive Director on 23 October 2021. Mr. Zhang has over 36 years of experience in education and environmental management. He has been teaching at Shandong University (山東大學) since July 2005 and has been working as a professor of law since October 2020. Mr. Zhang served at Qingdao Municipal Bureau of Ecology and Environment (青島市生態環境局), a government bureau located in Qingdao, Shandong province, which principally engaged in the environmental management and supervision of Qingdao city from July 1996 to August 2002, holding his last position as engineer of environmental management. Mr. Zhang served as a lecturer at Normal College of Qingdao University (青島大學師範學院) from April 1996 to June 1996. He also worked as a teacher at No. 3 Middle School of Laoshan Qingdao (青島市嶗山區第三中學) from July 1984 to August 1993. Mr. Zhang served as an independent non-executive director in Shandong Sunway Chemical Group CO., Ltd. (山東三維化學集團股份有限公司), a company listed on Shenzhen Stock Exchange (stock code: 002469), from April 2017 to December 2023.

盛海燕先生 (「盛先生」), 59歲

盛先生為執行董事兼本公司技術總監，負責本集團整體研發及技術管理。彼於二零二一年四月八日獲委任為執行董事。彼擁有超過30年的化工相關行業經驗。彼於二零一二年十二月加入本集團，主要擔任本集團子公司的研發相關的工作。加入本集團前，盛先生曾於一九九一年八月至二零一二年十一月在萊州金興化工有限公司工作，該公司主要從事（其中包括）化學品製造及加工，最後擔任總工程師一職。

盛先生於一九九一年七月獲江西大學（現名南昌大學）有機化學專業學士學位。彼於一九九八年十月獲煙臺市化工工程技術職務中級評審委員會評定為中級工程師資格。

獨立非執行董事

張式軍先生 (「張先生」), 60歲

張先生為獨立非執行董事，負責監督董事會的工作並向董事會提供獨立判斷。彼亦為審核委員會及提名委員會成員。彼於二零二一年十月二十三日獲委任為獨立非執行董事。張先生在教育及環境管理方面擁有超過36年的經驗。彼自二零零五年七月起在山東大學任教，並自二零二零年十月起擔任法學教授。張先生於一九九六年七月至二零零二年八月任職於青島市生態環境局（位於山東省青島市的政府部門），主要從事青島市的環境管理和監督，其最終職位為環境管理工程師。張先生於一九九六年四月至一九九六年六月擔任青島大學師範學院講師。彼亦於一九八四年七月至一九九三年八月在青島市嶗山區第三中學任教。張先生自二零一七年四月至二零二三年十二月於山東三維化學集團股份有限公司任職獨立非執行董事，該公司於深圳證券交易所上市（股份代號：002469）。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層



Mr. Zhang obtained a bachelor's degree in geography from Shandong Normal University (山東師範大學) in June 1990. He then obtained a master's degree in environmental chemistry from Zhejiang University (浙江大學) in March 1996. Mr. Zhang further obtained a doctorate's degree in science of environment and natural resources protection law from Wuhan University (武漢大學) in June 2005.

Ms. Liu Ye (劉曄) ("Ms. Liu"), aged 51

Ms. Liu is an independent non-executive Director who is responsible for supervising and providing independent judgement to the Board. She is also the chairlady of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee. She was appointed as an independent non-executive Director of our Group on 23 October 2021. Ms. Liu has approximately 26 years of teaching experience and approximately 10 years of part-time working experience in the legal industry. She has worked as a part-time lawyer at Shandong Zhongcheng Renhe Law Firm (山東眾成仁和律師事務所) from March 2012 to May 2015 and Grandall Law Firm (Ji Nan Office) (國浩律師(濟南)事務所) from May 2015 to June 2016 respectively. She has been working as a senior partner at Shandong Ray & Young Law Firm (山東睿揚律師事務所) since June 2016. Ms. Liu taught at Shandong Police Officer Training Institute (山東省警官培訓學院) as a teacher from December 1997 to December 2013. She has been teaching at Shandong University of Political Science and Law (山東政法學院) since May 2014 and has been working as an associate professor since November 2017.

Ms. Liu obtained a bachelor's degree in economics from Yantai University (煙臺大學) in July 1997. She further obtained a master's degree in economics from Shandong University (山東大學) in December 2003. Ms. Liu obtained the qualification of PRC Legal Professional Qualification Certificate in February 2009. She also obtained the qualification of PRC Securities Practice Certificate in April 2017.

張先生於一九九零年六月獲得山東師範大學地理學學士學位。彼隨後於一九九六年三月在浙江大學取得環境化學碩士學位。張先生於二零零五年六月在武漢大學再取得環境與資源保護法學博士學位。

劉曄女士(「劉女士」), 51歲

劉女士為獨立非執行董事，負責監督董事會的工作並向董事會提供獨立判斷。彼亦為薪酬委員會主席以及審核委員會及提名委員會成員。彼於二零二一年十月二十三日獲委任為本集團獨立非執行董事。劉女士擁有約26年教學經驗，以及約10年在法律行業兼職工作的經驗。彼先後於二零一二年三月至二零一五年五月在山東眾成仁和律師事務所，以及於二零一五年五月至二零一六年六月在國浩律師(濟南)事務所出任兼職律師。彼自二零一六年六月起擔任山東睿揚律師事務所的高級合夥人。劉女士於一九九七年十二月至二零一三年十二月在山東省警官培訓學院任教。彼自二零一四年五月起在山東政法學院任教，並自二零一七年十一月起出任副教授。

劉女士於一九九七年七月自煙臺大學取得經濟學學士學位。彼於二零零三年十二月再自山東大學取得經濟學碩士學位。劉女士於二零零九年二月取得中國法律職業資格證書。彼亦於二零一七年四月取得中國證券從業資格證書。



DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. Lau Chung Wai (劉仲緯), aged 44

Mr. Lau is an independent non-executive Director who is responsible for supervising and providing independent judgement to the Board. He is also the chairman of the Audit Committee and a member of the Remuneration Committee. He was appointed as an independent non-executive Director on 23 October 2021. He is the independent non-executive Director who has the qualifications and experience to meet the requirements under Rule 3.10(2) of the Listing Rules.

Mr. Lau has over 19 years of experience in accounting and finance and is currently the sole practitioner of Yanten (Hong Kong) CPA & Co.. He has been serving as company secretary of Kwung's Aroma Holdings Limited, a company listed on the Main Board (stock code: 1925), since March 2019. Mr. Lau has also been working as an independent non-executive director of Fufeng Group Limited, a company listed on the Main Board (stock code: 546), and Metropolis Capital Holdings Limited, a company listed on the GEM of the Stock Exchange (stock code: 8621), since June 2019 and November 2018, respectively. He has been working as a company secretary of Omnibridge Holdings Limited, a company listed on the GEM of the Stock Exchange (stock code: 8462), Hygieia Group Limited, a company listed on the Main Board (stock code: 1650) and MaxWin International Holdings Limited, a company listed on the GEM of the Stock Exchange (stock code: 8513), since April 2022, December 2019 and August 2017, respectively. He worked as chief financial officer of Kwung's Aroma Holdings Limited, a company listed on the Main Board (stock code: 1925), from March 2019 to April 2022. Mr. Lau worked as company secretary and chief financial officer of Da Sen Holdings Group Limited, a company listed on the Main Board (stock code: 1580), from August 2015 to March 2019. He worked as group financial controller of Passion Art International Holdings Limited, a company primarily engaged in manufacture and sale of furniture and home decoration products, from May 2013 to July 2015. Mr. Lau worked as financial manager of Starcom Worldwide, a media agency company which is a subsidiary of Publicis Groupe SA, a company listed on the Euronext Paris (stock code: PUB), from September 2011 to April 2013. He worked at the Hong Kong office of Ernst & Young from September 2004 to September 2011, holding his last position as manager in the assurance department.

Mr. Lau graduated from the Hong Kong University of Science and Technology with a degree of bachelor of business administration in accounting in November 2004. He was admitted as a certified public accountant of HKICPA in January 2008 and a fellow member of HKICPA in May 2015.

劉仲緯先生，44歲

劉先生為獨立非執行董事，負責監督董事會的工作並向董事會提供獨立判斷。彼亦為審核委員會主席及薪酬委員會成員。彼於二零二一年十月二十三日獲委任為獨立非執行董事。彼為具備符合上市規則第3.10(2)條規定的資格及經驗的獨立非執行董事。

劉先生在會計及財務方面擁有超過19年經驗並現任駿裕（香港）會計師事務所的獨資擁有人。彼自二零一九年三月起擔任主板上市公司曠世芳香控股有限公司（股份代號：1925）的公司秘書。劉先生亦自二零一九年六月及二零一八年十一月起分別擔任主板上市公司阜豐集團有限公司（股份代號：546）及聯交所GEM上市公司Metropolis Capital Holdings Limited（股份代號：8621）的獨立非執行董事。彼自二零二二年四月、二零一九年十二月及二零一七年八月起分別擔任聯交所GEM上市公司中安控股集團有限公司（股份代號：8462）、主板上市公司Hygieia Group Limited（股份代號：1650）及聯交所GEM上市公司加和國際控股有限公司（股份代號：8513）的公司秘書。彼自二零一九年三月至二零二二年四月擔任主板上市公司曠世芳香控股有限公司（股份代號：1925）的首席財務官。劉先生於二零一五年八月至二零一九年三月擔任主板上市公司大森控股集團有限公司（股份代號：1580）的公司秘書及首席財務官。彼於二零一三年五月至二零一五年七月擔任Passion Art International Holdings Limited的集團財務總監，該公司主要從事製造及銷售傢俱及家居裝飾產品。劉先生於二零一一年九月至二零一三年四月擔任媒體代理公司Starcom Worldwide的財務經理，該公司為Publicis Groupe SA（一間於巴黎泛歐交易所上市的公司，股份代號：PUB）的附屬公司。彼於二零零四年九月至二零一一年九月在安永會計師事務所香港辦事處工作，最後職位為審計服務部經理。

劉先生於二零零四年十一月畢業於香港科技大學，獲頒會計學工商管理學士學位。彼於二零零八年一月獲准成為香港會計師公會的執業會計師，並於二零一五年五月成為香港會計師公會的資深會員。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層



SENIOR MANAGEMENT

Mr. Zhang Weiping (張衛平) (“Mr. Zhang”), aged 56

Mr. Zhang is the deputy general manager of HC Mining who is responsible for the overall production safety. Mr. Zhang has over 30 years of experience in production safety and operation. He joined our Group in May 2017 working as the supervisor of production safety and environmental protection at a subsidiary of the Group from May 2017 to September 2018. He then worked at HC Mining as deputy general manager for production safety and operation from September 2018 to February 2020. Mr. Zhang has been serving as the deputy general manager of a subsidiary of the Group from February 2020 to August 2023. He has been serving as the deputy general manager of HC Mining since August 2023. Prior to joining our Group, Mr. Zhang worked at Shandong Tiancheng Biological Golden Industry Co., Ltd. (山東天承生物金業有限公司) (“**Shandong Tiancheng**”) which principally engages in metal processing from February 1990 to May 2017 holding his last position as supervisor of environmental protection safety.

Mr. Zhang obtained a diploma in mechatronics engineering from Qingdao University of Technology (青島理工大學) in July 2018 by way of distance learning. He obtained the certificate of PRC senior environmental protection safety engineer from AXKG Appraisal Organisation (AXKG 全國職業技能考試鑒定中心) in October 2020.

Mr. Zhu Guangping (朱廣平) (“Mr. Zhu”), aged 54

Mr. Zhu is the deputy general manager of HC Mining who is responsible for the overall daily operation of HC Mining and overall environmental and safety operation of HC Mining. Mr. Zhu has over 34 years of experience in production and manufacturing industry. He joined our Group in November 2017 working as the deputy general manager for production safety and environmental protection of a subsidiary of the Group from November 2017 to March 2020. He has been serving as the deputy general manager of HC Mining since March 2020. Prior to joining our Group, Mr. Zhu worked at Shandong Tiancheng from December 1987 to July 2017 holding his last position as workshop supervisor.

Mr. Zhu obtained a diploma in metallurgical technology from Northeastern University (東北大學) in July 2015 by way of distance learning. He obtained the certificate of PRC senior solid waste processing engineer from China Association of Machinery Equipment Maintenance and Renovation (中國機電裝備維修與改造技術協會) in September 2020.

高級管理層

張衛平先生(「張先生」)，56歲

張先生為鴻承礦業的副總經理，負責整體生產安全。張先生於生產安全及營運方面擁有超過30年經驗。彼於二零一七年五月加入本集團，在二零一七年五月至二零一八年九月期間擔任本集團一間附屬公司的生產安全及環境保護監督。其後，彼於二零一八年九月至二零二零年二月在鴻承礦業擔任生產安全及營運副總經理。自二零二零年二月至二零二三年八月，張先生為本集團一間附屬公司的副總經理。彼自二零二三年八月起擔任鴻承礦業副總經理。加入本集團前，於一九九零年二月至二零一七年五月，張先生在山東天承生物金業有限公司(「山東天承」)任職，該公司主要從事金屬加工，其最終職位為環保安全監理。

張先生於二零一八年七月通過遙距學習取得青島理工大學機械電子工程學文憑。彼於二零二零年十月自AXKG全國職業技能考試鑒定中心取得中國高級環保安全工程師證書。

朱廣平先生(「朱先生」)，54歲

朱先生為鴻承礦業副總經理，負責鴻承礦業的整體日常營運及鴻承礦業的整體環境及安全營運。朱先生在生產製造行業擁有超過34年的經驗。彼於二零一七年十一月加入本集團，自二零一七年十一月至二零二零年三月擔任本集團一間附屬公司的安全生產及環保副總經理。彼自二零二零年三月起擔任鴻承礦業副總經理。於加入本集團之前，朱先生於一九八七年十二月至二零一七年七月在山東天承工作，所擔任最終職位為車間主管。

朱先生於二零一五年七月以遠程學習方式取得東北大學冶金技術文憑。彼於二零二零年九月自中國機電裝備維修與改造技術協會取得中國高級固體廢物處理工程師證書。



DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. Wong Yun Fai (王潤輝) (“Mr. Wong”), aged 38

Mr. Wong is the company secretary and chief financial officer of the Group who is responsible for the overall financial management of the Group. He joined the Group on 21 December 2020 and was subsequently appointed as the chief financial officer of our Group on 23 April 2021. Mr. Wong has over 10 years of experience in audit and accounting. He has been serving as company secretary of Artini Holdings Limited, a company listed on the Main Board (stock code: 789), since December 2023. He has also been working as an independent non-executive director of iTonic Holdings Ltd (formerly Pheton Holdings Ltd), a company listed on the NASDAQ (stock code: ITOC) from March 2024 to January 2026. Prior to joining our Group, Mr. Wong worked at certain PRC subsidiaries of Shenzhen Huaruixin Asset Management Co., Ltd. (深圳市華睿信資產管理有限公司) (“HRX”), a company which principally engaged in asset management from January 2018 to December 2020, holding his last position as chief financial officer of both HRX and EMP Capital Limited, a Hong Kong subsidiary of HRX. He worked at the Xiamen office of Deloitte Touche Tohmatsu and the Hong Kong office of Deloitte Touche Tohmatsu from January 2016 to December 2017 and from February 2015 to January 2016, respectively, holding his last position as a manager of the audit and assurance department. Mr. Wong worked as senior operations planning executive at Neo Derm (HK) Limited, a company which principally engaged in providing medical aesthetics services, from April 2014 to January 2015. He worked at Moore Stephens Associates Limited (currently know as Moore Stephens CPA Limited) from October 2010 to April 2014, holding his last position as audit senior.

Mr. Wong obtained a bachelor’s degree in accountancy from the Hong Kong Polytechnic University in November 2010. He was admitted as a certified public accountant of HKICPA in July 2014. Mr. Wong was further admitted as a certified public accountant by the Washington State Board of Accountancy in January 2020.

王潤輝先生 (「王先生」)，38歲

王先生為本集團的公司秘書及財務總監，負責本集團的整體財務管理。彼於二零二零年十二月二十一日加入本集團，其後於二零二一年四月二十三日獲委任為本集團的財務總監。王先生在審計及會計方面擁有超過10年經驗。彼自二零二三年十二月起擔任主板上市公司雅天妮集團有限公司(股份代號：789)的公司秘書。於二零二四年三月至二零二六年一月，彼亦擔任納斯達克上市公司iTonic Holdings Ltd (前稱Pheton Holdings Ltd) (股份代號：ITOC)的獨立非執行董事。在加入本集團之前，王先生於二零一八年一月至二零二零年十二月在深圳市華睿信資產管理有限公司(「華睿信」)(一間主要從事資產管理的公司)的若干中國附屬公司工作，所擔任最終職位為華睿信及華睿信的香港附屬公司盈創資本有限公司的財務總監。彼於二零一六年一月至二零一七年十二月及二零一五年二月至二零一六年一月分別於德勤華永會計師事務所廈門分所及德勤•關黃陳方會計師行香港辦事處任職，所擔任最終職位為審計及鑒證部門經理。王先生於二零一四年四月至二零一五年一月在Neo Derm (HK) Limited (一間主要從事提供醫學美容服務的公司)擔任高級運營策劃主管。彼於二零一零年十月至二零一四年四月任職於馬施雲聯繫有限公司(現稱大華馬施雲會計師事務所有限公司)，所擔任最終職位為高級審計師。

王先生於二零一零年十一月獲得香港理工大學會計學學士學位。彼於二零一四年七月獲得香港會計師公會的執業會計師資格。王先生於二零二零年一月進一步獲得華盛頓州會計理事會(Washington State Board of Accountancy)的執業會計師資格。



The Company recognises the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of the Group so as to achieve effective accountability.

CORPORATE GOVERNANCE PRACTICES

The Company has adopted the principles and complied with the applicable code provisions in the Corporate Governance Code contained in Appendix C1 to the Listing Rules during the year ended 31 December 2025. The Group is committed to maintaining a high standard of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability.

THE BOARD OF DIRECTORS

The Board is responsible for the overall leadership of the Group, oversees the Group's strategic decisions and monitors business and performance. The management is delegated with authorities and responsibilities by the Board for the Company's daily operations and businesses management according to the Board's instructions. The Board has established various Board committees and has delegated various duties to the Board committees, including the Audit Committee, the Remuneration Committee, and the Nomination Committee (collectively, the "**Board Committees**"). All the Board Committees perform their distinct duties in accordance with their respective terms of reference.

All Directors have carried out duties in good faith and in compliance with applicable laws and regulations, and have acted in the interests of the Company and the Shareholders at all times.

The Company has arranged appropriate liability insurance in respect of legal action against the Directors. The insurance coverage will be reviewed on an annual basis.

Chairman and Chief Executive Officer

Under code provision C.2.1 of the Corporate Governance Code contained in Appendix C1 to the Listing Rules, the roles of chairman and chief executive officer should be separated, and should not be performed by the same individual.

For the year ended 31 December 2025, Mr. Liu, an executive Director, was the chairman of the Board while Mr. Zhan, an executive Director, was the chief executive officer of the Company.

本公司深知在本集團的管理架構及內部監控程序引入良好企業管治的元素至為重要，藉以達致有效的問責。

企業管治常規

本公司截至二零二五年十二月三十一日止年度已採用上市規則附錄C1所載企業管治守則的原則並遵守適用的守則條文。本集團致力維持高規格的企業管治，以保障股東的權益，並提高企業價值和問責制。

董事會

董事會負責本集團的整體領導，監督本集團的戰略決策及監察業務與表現。董事會已向管理層授予有關按照董事會的指示為本公司進行日常運作及業務管理的權力及職責。董事會已成立各個董事委員會，並向董事委員會授予各項職務，包括審核委員會、薪酬委員會及提名委員會（統稱「**董事委員會**」）。所有董事委員均會根據各自的職權範圍擔當其特定角色。

全體董事均以竭誠態度執行職務，並遵守適用法律法規，且始終本着本公司及股東的利益行事。

本公司已就董事面臨的法律訴訟安排適當的責任保險。承保範圍將每年進行檢討。

主席及行政總裁

根據上市規則附錄C1所載企業管治守則的守則條文第C.2.1條，主席與行政總裁的角色應有區分，並不應由一人同時兼任。

截至二零二五年十二月三十一日止年度，執行董事劉先生為董事會主席，執行董事戰先生為本公司行政總裁。



The roles of the chairman and the chief executive officer remains separated with a clear division of responsibilities performed by different individuals to maintain their independence, accountability, well-balanced power and authority.

During the year ended 31 December 2025, Mr. Liu, the chairman of the Board, met with the independent non-executive Directors (without the presence of the executive Directors) once to discuss, and obtain independent views of, the Board affairs.

Board Composition

As at 31 December 2025, the Board consists of six Directors, comprising three executive Directors and three independent non-executive Directors.

Executive Directors:

Mr. Liu Zeming (*Chairman*)
Mr. Zhan Yirong (*Chief Executive Officer*)
Mr. Sheng Haiyan (*Chief Technical Officer*)

Independent Non-executive Directors:

Mr. Zhang Shijun
Ms. Liu Ye
Mr. Lau Chung Wai

The Company has entered into service agreement with each of the executive Directors, and letter of appointment with each of the independent non-executive Directors. Further details of the term of appointment of the Directors are set out in the section headed "Directors' Service Contracts" in Report of the Directors on pages 56 to 57 of this annual report.

The Directors' respective biographical information is set out in the section headed "Directors and Senior Management" on pages 23 to 29 of this annual report.

There is no personal relationship (including financial, business, family or other material relationship) between members of the Board.

For the year ended 31 December 2025, the Board at all times met the requirements of Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications or accounting or related financial management expertise.

主席與行政總裁的角色仍有區分，職責的分工清晰，由不同人士擔任以維持各自的獨立性、問責和權力及授權的分佈平衡。

於截至二零二五年十二月三十一日止年度，董事會主席劉先生曾與獨立非執行董事會面一次（執行董事未出席），以討論董事會事務並聽取獨立意見。

董事會組成

於二零二五年十二月三十一日，董事會由六名董事組成，包括三名執行董事及三名獨立非執行董事。

執行董事：

劉澤銘先生（主席）
戰乙榮先生（行政總裁）
盛海燕先生（技術總監）

獨立非執行董事：

張式軍先生
劉曄女士
劉仲緯先生

本公司已與各執行董事訂立服務協議，並與各獨立非執行董事訂立委任函。董事任期的進一步詳情載於本年報第56至57頁的董事會報告中的「董事服務合約」一節。

董事各自的履歷資料載於本年報第23至29頁的「董事及高級管理層」一節。

董事會成員之間概無個人關係（包括財務、業務、家族或其他重大關係）。

截至二零二五年十二月三十一日止年度，無論何時，董事會均符合上市規則第3.10(1)及3.10(2)條的規定，即委任至少三名獨立非執行董事，而其中至少一名獨立非執行董事必須具備適當的專業資格或會計或相關的財務管理專長。



The Company also complied with Rule 3.10A of the Listing Rules relating to the appointment of independent non-executive director representing at least one-third of the Board. Each of the independent non-executive Directors has confirmed his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers each of them has satisfied his independence to the Group.

ANALYSIS OF THE DIVERSITY OF THE BOARD

The Company believes that the diversity of Board members will be immensely beneficial for the enhancement of the Company's performance.

We have adopted a board diversity policy (the “**Board Diversity Policy**”) which sets out the approach to achieve and maintain an appropriate balance of diversity perspectives of our Board that are relevant to our Company's development. Our Board and senior management team have a balanced mix of experiences and background, including but not limited to, experiences in metal ore waste processing, business administration, corporate management, manufacturing and processing, environmental management, legal, education, and audit and accounting industries. Our Board and senior management team obtained degrees in various majors including business administration, mechanical design, manufacturing and automation, chemistry, geography, environmental chemistry, international trading, political economy, accounting, metallurgical technology, and mechatronics. We have three independent non-executive Directors with different industry backgrounds and of both genders. Moreover, our Board members has a wide range of age, ranging from 36 years old to 60 years old.

The Company will take into account factors relating to the Company's own business model and specific needs from time to time in determining our diversity perspectives. The ultimate decision is based on merit and contribution that the selected candidates will bring to the Board.

The Nomination Committee has been delegated with the overall responsibility for implementation, monitoring and periodic review of our Board Diversity Policy. Any revisions to the policy as recommended by the Nomination Committee will be submitted to the Board for consideration and approval.

本公司亦已遵守上市規則第3.10A條的規定，即所委任的獨立非執行董事必須佔董事會成員人數至少三分之一。各獨立非執行董事均已根據上市規則第3.13條就其獨立性作出確認，而本公司認為彼等各自確為獨立於本集團的人士。

董事會多元化的分析

本公司相信，董事會成員多元化對本公司提升業績表現大有裨益。

我們已採納董事會多元化政策（「**董事會多元化政策**」），該政策載列使董事會多元化觀點達致及維持適當平衡的方針，與本公司的發展相關。董事會及高級管理層團隊具有均衡的經驗和背景，包括但不限於金屬礦石廢物處理、工商管理、企業管理、生產加工、環境管理、法律、教育和審計及會計行業的經驗。董事會及高級管理層團隊已獲得工商管理、機械設計、製造與自動化、化學、地理學、環境化學、國際貿易、政治經濟、會計、冶金技術及機電一體化等不同專業的學位。我們擁有三名具有不同行業背景及性別的獨立非執行董事。此外，董事會成員年齡跨度很大，由36歲至60歲不等。

本公司將不時考慮與本公司自身業務模式及特定需求有關的因素以決定我們的多元化觀點。最終決定以選定候選人的才幹及將會為董事會帶來的貢獻為依據。

提名委員會已獲授權全面負責實施、監察及定期檢討我們的董事會多元化政策。提名委員會建議的任何政策修訂均會提交董事會審議及批准。



MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding transactions of securities of the Company by the Directors on terms no less exacting than the required standard set out in the Model Code.

Having made specific enquiry with each of the Directors, the Directors have confirmed that they have complied with the required standards as set out in the Model Code and the Company's code of conduct for the year ended 31 December 2025.

INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT OF THE DIRECTORS

Each newly appointed Director is provided with necessary induction and information to ensure that he/she has a proper understanding of the Company's operations and businesses as well as his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements upon commencement of their directorship in the Company.

To ensure that each Director's better understanding in respect of the Company's conduct and business activities to perform their responsibilities as a Director, the Company will arrange appropriate training, including arranging and funding suitable training and professional development programme for the Directors.

According to the records kept by the Company, all the Directors (a) attended seminars and/or trainings that are relevant to the Directors' professional knowledge and skills and in performing their duties and responsibilities as Directors; and (b) read materials that are relevant to the Directors' professional knowledge and skills and in performing their duties and responsibilities as Directors.

Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The company secretary of the Company has from time to time updated and provided written training materials relating to the roles, functions and duties of a director.

董事進行證券交易的標準守則

本公司已就董事進行本公司的證券交易採取一套操守守則，其條款不遜於標準守則所載的規定標準。

經向各董事作出具體查詢後，董事已確認，彼等於截至二零二五年十二月三十一日止年度一直遵守標準守則及本公司操守守則所載的規定標準。

董事的入職培訓及持續專業發展

每位新委任的董事均獲提供必要的入職培訓及資料，以確保其在上任本公司董事時對本集團的營運及業務以及其於相關監管規定下的責任及義務有適當的了解。

為確保各董事更為了解本公司的事務及業務活動，以履行其作為董事的職責，本公司將安排適當的培訓，包括為董事安排及資助合適的培訓及專業發展計劃。

根據本公司保存的記錄，所有董事均有 (a) 參與有關董事的專業知識和技能以及履行董事職務和職責的研討會及／或培訓；及 (b) 閱讀有關董事的專業知識和技能以及履行董事職務和職責的資料。

本公司鼓勵董事參與持續專業發展，以發展及更新其知識和技能。本公司的公司秘書不時更新及提供與董事的角色、職能及職務有關的書面培訓資料。



The training received by the Directors during the year ended 31 December 2025 is summarised below:

董事於截至二零二五年十二月三十一日止年度接受的培訓概述如下：

Name of Director	董事姓名	Training Areas		
		Corporate Governance	Legal and Regulatory	Businesses/ Directors' Duties
		企業管治	法律及監管	商業/董事職責
Executive Directors	執行董事			
Mr. Liu Zeming	劉澤銘先生	✓	✓	✓
Mr. Zhan Yirong	戰乙榮先生	✓	✓	✓
Mr. Sheng Haiyan	盛海燕先生	✓	✓	✓
Independent Non-executive Directors	獨立非執行董事			
Mr. Zhang Shijun	張式軍先生	✓	✓	✓
Ms. Liu Ye	劉 曄女士	✓	✓	✓
Mr. Lau Chung Wai	劉仲緯先生	✓	✓	✓

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of our executive Directors has entered into a service contract with our Company pursuant to which they agreed to act as executive Directors for an initial term of three years with effect from the Listing Date which may be terminated by either party by giving not less than three months' written notice. The term of service contract shall be renewed and extended automatically for successive terms of one year upon expiry of the then current term until terminated by either party by giving not less than three months' written notice to the other.

Each of the independent non-executive Directors has been appointed for an initial term of three years commencing from 23 October 2021 which may be terminated by either party by giving not less than three months' written notice. The term of appointment shall be renewed and extended automatically for successive terms of two years upon expiry of the then current term until terminated by either party giving not less than three months' written notice to the other.

All the Directors are appointed for a specific term and subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

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

董事的委任及重選

各執行董事已與本公司訂立服務合約，據此，彼等同意出任執行董事，初步任期為三年，自上市日期起生效，惟任何一方可發出不少於三個月的書面通知將其終止。服務合約期限在當時的現有任期屆滿時自動更新及延長一年任期，直至任何一方向另一方發出不少於三個月的書面通知將其終止為止。

各獨立非執行董事的初步任期自二零二一年十月二十三日起計為期三年，惟任何一方可發出不少於三個月的書面通知將其終止。委任期限在當時的現有任期屆滿時自動更新及延長兩年任期，直至任何一方向另一方發出不少於三個月的書面通知將其終止為止。

所有董事均有特定任期，並且根據組織章程細則須在本公司的股東週年大會上輪流退任及重選連任。

概無董事訂有本公司在一年內可在不予賠償（法定賠償除外）的情況下終止的服務合約。



The procedures and process of appointment, re-election and removal of Directors are set out in the Articles of Association. The Nomination Committee is responsible for reviewing the Board composition and making recommendations to the Board on the appointment or re-election of Directors and succession planning for Directors.

In accordance with article 83(2) of the Articles of Association, subject to the articles and the legal requirements, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.

In accordance with article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with article 83(7) of the Articles of Association, the Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall never be less than two.

BOARD MEETINGS

The Company has adopted the practice of holding Board meetings regularly, at least four times a year, and at approximately quarterly intervals. Notices of not less than 14 days will be given for all regular Board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting.

For other Board and Board Committee meetings, reasonable notice will generally be given. The agenda and accompanying Board papers are dispatched to the Directors or committee members seven days (and in any event not less than three days) before the meetings to ensure that they have sufficient time to review the papers and be adequately prepared for the meetings. When Directors or committee members are unable to attend a meeting, they will be advised on the matters to be discussed and given an opportunity to make their views known to the chairman prior to the meeting.

委任、重選及罷免董事的程序及流程載於組織章程細則。提名委員會負責檢討董事會組成，並就董事的委任或重選以及董事的繼任計劃向董事會提出建議。

根據組織章程細則第83(2)條，在細則及法律規定規限下，本公司可通過普通決議案選舉任何人士擔任董事，以填補董事會的臨時空缺或作為現有董事會的新增成員。

根據組織章程細則第83(3)條，董事有權不時及隨時委任任何人士為董事，以填補董事會的臨時空缺或作為現有董事會的新增成員。任何由董事會委任以填補臨時空缺的董事應任職至其委任後的首次股東大會，並須在該大會上重選連任，任何由董事會委任作為現有董事會的新增成員的董事應僅任職至本公司下次股東週年大會，屆時符合資格重選連任。

根據組織章程細則第83(7)條，本公司可不時在股東大會上通過普通決議案增加或減少董事人數，但有關董事人數不得少於兩人。

董事會會議

本公司採用定期舉行董事會會議的做法，每年召開至少四次，大約每季一次。所有董事會定期會議均會發出不少於十四天的通知，以使所有董事均有機會出席並將事項列入定期會議的議程。

對於其他董事會及董事委員會會議，一般會給予合理通知。議程及相關會議文件會在會議前七天（及無論如何不少於三天）送交董事或委員會成員，以確保彼等有足夠時間審閱文件並為會議作好充分準備。若董事或委員會成員未能出席會議，彼等會獲告知討論事項，並有機會在會議召開前向主席表達其意見。



Minutes of the Board meetings and committee meetings will be recorded in sufficient detail the matters considered by the Board and the committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each Board meeting and committee meeting are/will be sent to the Directors for comments within a reasonable time after the date on which the meeting is held.

董事會會議及委員會會議記錄將詳盡記錄董事會及委員會審議的事項和達成的決定，包括董事提出的任何關注事項。每次董事會會議及委員會會議的記錄草稿均會在舉行會議當日期後的合理時間內發送予董事以供評論。

ATTENDANCE RECORDS OF BOARD MEETINGS, BOARD COMMITTEE MEETINGS AND GENERAL MEETINGS

The attendance of each Director for the Board meetings, board committee meetings and general meetings held during the year ended 31 December 2025 is set out in the following table:

董事會會議、董事會委員會會議及股東大會的出席記錄

於截至二零二五年十二月三十一日止年度舉行的董事會會議、董事會委員會會議及股東大會中，各董事出席會議的情況載於下表：

Directors	董事	Meeting attended/meetings eligible to attend				
		Board	Audit	Remuneration	Nomination	General
		董事會	committee	committee	committee	Meeting
			審核委員會	薪酬委員會	提名委員會	股東大會
Executive Directors	執行董事					
Mr. Liu Zeming	劉澤銘先生	4/4	N/A 不適用	1/1	1/1	1/1
Mr. Zhan Yirong	戰乙榮先生	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. Sheng Haiyan	盛海燕先生	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Independent Non-executive Directors	獨立非執行董事					
Mr. Zhang Shijun	張式軍先生	4/4	2/2	N/A 不適用	1/1	1/1
Ms. Liu Ye	劉 曄女士	4/4	2/2	1/1	1/1	1/1
Mr. Lau Chung Wai	劉仲緯先生	4/4	2/2	1/1	N/A 不適用	1/1

DELEGATION BY THE BOARD

The Board reserves for its decision all major matters of the Company, including approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters. Directors could have resource to seek independent professional advice in performing their duties at the Company's expense and are encouraged to consult with the Company's senior management independently.

董事會的授權

董事會保留本公司所有重大事項的決定權，包括批准及監察所有政策事項、整體策略及預算、內部監控及風險管理系統、重大交易（尤其是可能涉及利益衝突的交易）、財務資料、委任董事及其他重大財務及營運事項。董事在履行職務時可運用資源尋求獨立專業意見，費用由本公司支付，並可個別諮詢本公司的高級管理層。

The daily management, administration and operation of the Group are delegated to the senior management of the Group. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board before the senior management decides to enter into any significant transactions.

本集團的日常管理、行政及運作均授權予本集團的高級管理層。董事會定期審核所授予的職能及職責。在高級管理層決定進行任何重大交易之前，均須獲得董事會的批准。



BOARD COMMITTEES

The Board has established the Audit Committee, the Remuneration Committee and the Nomination Committee and delegated various responsibilities to these committees, which assist the Board in overseeing particular aspects of the Group's activities. Each of the Board Committees has specific written terms of reference which clearly specify their authority and duties.

Audit Committee

We established the Audit Committee with written terms of reference in compliance with Rule 3.21 and the Corporate Governance Code as set out in Appendix C1 to the Listing Rules on 23 October 2021. The primary duties of the Audit Committee include ensuring that effective financial reporting, internal control and risk management systems are in place and compliance of the Listing Rules, controlling the completeness of our Company's financial statements, selecting external auditors and assessing their independence and qualifications, and ensuring the effective communication between our internal and external auditors.

The Audit Committee comprises three members, namely Mr. Lau Chung Wai, Mr. Zhang Shijun and Ms. Liu Ye. Mr. Lau Chung Wai is the chairman of the Audit Committee who holds the appropriate professional qualifications as required under Rule 3.10(2) of the Listing Rules.

The Audit Committee has reviewed together with the management and the Board the accounting principles and practices adopted by the Group and discussed matters concerning the audit, internal control and risk management and financial reporting, including reviewing the Group's annual results and the audited consolidated financial statements for the year ended 31 December 2025. The Audit Committee also recommended and submitted the annual results and the consolidated financial statements for the year ended 31 December 2025 to the Board for approval.

董事委員會

董事會已成立審核委員會、薪酬委員會及提名委員會，並授予該等委員會各項職責，協助董事會督導本集團業務的特定範疇。每個董事委員會均有具體的書面職權範圍，明確規定其權力及職務。

審核委員會

我們已於二零二一年十月二十三日成立審核委員會及根據上市規則第3.21條及附錄C1所載企業管治守則訂明書面職權範圍。審核委員會的主要職責包括確保財務報告、內部控制及風險管理系統能有效實施及遵守上市規則，監控本公司財務報表的完整性，甄選外聘核數師並評估其獨立性及資格，以及確保內部與外聘核數師之間有效溝通。

審核委員會由三名成員組成，即劉仲緯先生、張式軍先生及劉擘女士。劉仲緯先生為審核委員會主席，持有上市規則第3.10(2)條所要求的適當專業資格。

審核委員會已連同管理層和董事會一起審視本集團所採用的會計原則和常規，並討論有關審核、內部控制和風險管理以及財務報告的事宜，包括審閱本集團截至二零二五年十二月三十一日止年度的全年業績及經審核綜合財務報表。審核委員會亦推薦及提呈截至二零二五年十二月三十一日止年度的全年業績及綜合財務報表予董事會以作審批。



Remuneration Committee

We established the Remuneration Committee with written terms of reference in compliance with Rule 3.25 and the Corporate Governance Code as set out in Appendix C1 to the Listing Rules on 23 October 2021. The primary duties of the Remuneration Committee include assisting our Board in determining the remuneration policy for and structure of our Directors and senior management of our Group, reviewing incentive schemes and service contracts of our Directors, to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules, and ensuring the execution of the remuneration packages of the executive Directors and senior management of our Group.

The Remuneration Committee comprises three members, including two independent non-executive directors, namely Ms. Liu Ye, Mr. Lau Chung Wai and one executive Director, namely Mr. Liu Zeming. Ms. Liu Ye is the chairlady of the Remuneration Committee.

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

For the year ended 31 December 2025, the Remuneration Committee held one meeting to (i) discuss and make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration; (ii) review the remuneration packages of individual Directors and senior management of the Company; and (iii) assess the performance of Directors and review the terms of service agreements for the Directors and senior management.

Nomination Committee

We established a Nomination Committee with written terms of reference in compliance with the Corporate Governance Code in Appendix C1 to the Listing Rules on 23 October 2021. The primary duties of the Nomination Committee include assisting our Board in identifying suitable candidates for our Directors and making recommendations to our Board, assessing the structure and composition of our Board at least annually and making recommendations on any proposed changes to the Board to complement the Group's corporate strategy, preparing, making recommendations to and supervising the execution of the nomination policy of the Company, making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, and assessing the independence of the independent non-executive Directors.

薪酬委員會

我們於二零二一年十月二十三日按照上市規則第3.25條及附錄C1所載企業管治守則的規定成立薪酬委員會，並制定書面職權範圍。薪酬委員會的主要職責包括協助董事會釐定本集團董事及高級管理層的薪酬政策及架構，審閱本集團董事的獎勵計劃及服務合約，檢討及／或批准上市規則第17章所述有關股份計劃的事宜，並確保執行本集團執行董事及高級管理層的薪酬方案。

薪酬委員會由三名成員（包括兩名獨立非執行董事，即劉擘女士、劉仲緯先生以及一名執行董事，即劉澤銘先生）組成。劉擘女士為薪酬委員會主席。

薪酬委員會的書面職權範圍可在聯交所及本公司的網站上查閱。

截至二零二五年十二月三十一日止年度，薪酬委員會舉行了一次會議，以(i)討論本公司所有董事及高級管理層的薪酬政策及架構並就此向董事會提出建議；(ii)檢討本公司個別董事及高級管理層的薪酬方案；及(iii)評估董事的表現並審視董事及高級管理層的服務協議條款。

提名委員會

我們於二零二一年十月二十三日按照上市規則附錄C1所載企業管治守則的規定成立薪酬委員會，並制定書面職權範圍。提名委員會的主要職責包括協助本公司董事會物色合適的董事人選並向本公司董事會提出建議；至少每年評核本公司董事會的架構及組成，並就任何為配合本集團企業策略而擬對董事會作出的變動提出建議；編製本公司的提名政策並就其提出建議及監督其執行；就董事的委任或重新委任以及董事的繼任計劃向董事會提出建議；以及評估獨立非執行董事的獨立性。



The Nomination Committee comprises three members, including one executive Director, namely Mr. Liu Zeming, and two independent non-executive Directors, namely Ms. Liu Ye and Mr. Zhang Shijun. Mr. Liu Zeming is the chairman of the Nomination Committee.

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

For the year ended 31 December 2025, the Nomination Committee held one meeting to (i) review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board; (ii) assess the independence of independent non-executive Directors; (iii) review the policy on Board diversity and measurable objectives for implementing the Board Diversity Policy; (iv) review the Nomination Policy; and (v) review the re-appointment of Directors who are subject to retire by rotation at the forthcoming AGM.

NOMINATION POLICY

The Company has adopted the nomination policy (the “**Nomination Policy**”) which sets out the selection criteria and procedures to nominate Board candidates. When making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, the Nomination Committee would consider a number of factors in assessing the suitability of the proposed candidate, including but not limited to:

- (i) reputation for integrity;
- (ii) accomplishment, experience and reputation in the recycling, environmental and other related industries;
- (iii) commitment in respect of sufficient time and attention to the Group’s business;
- (iv) diversity of the Board in all aspects, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge;
- (v) possessing the qualification and ability to assist and support management and make significant contributions to the Group;
- (vi) the number of existing directorships and other commitments that may demand the attention of the candidate;

提名委員會由三名成員（包括一名執行董事，即劉澤銘先生，以及兩名獨立非執行董事，即劉擘女士及張式軍先生）組成。劉澤銘先生為提名委員會主席。

提名委員會的書面職權範圍可在聯交所及本公司的網站上查閱。

截至二零二五年十二月三十一日止年度，提名委員會舉行了一次會議，以(i)審視董事會的架構、規模及組成（包括技能、知識、經驗及多元化觀點）；(ii)評估獨立非執行董事的獨立性；(iii)檢討董事會多元化政策及實施董事會多元化政策的可衡量目標；(iv)檢討提名政策；及(v)審視在即將舉行的股東週年大會上輪流退任的董事的重新委任。

提名政策

本公司已採納提名政策（「**提名政策**」），其列明提名董事會候選人的甄選標準及程序。就董事委任或重新委任及董事繼任計劃向董事會作出推薦建議時，提名委員會要考慮包括但不限於以下各項因素以評估建議候選人是否合適：

- (i) 誠信聲譽；
- (ii) 於回收與環境及其他相關行業的成就、經驗及聲譽；
- (iii) 承諾就本集團的業務投入足夠時間及關注；
- (iv) 董事會各方面的多元化，包括但不限於性別、年齡、文化及教育背景、經驗（專業或其他方面）、技能及知識；
- (v) 具資格及能力協助及支持管理層，並對本集團作出重大貢獻；
- (vi) 現有董事職位數量及可能需要候選人關注的其他職務；



- (vii) compliance with the criteria of independence as prescribed under Rule 3.13 of the Listing Rules for the appointment or re-appointment of an independent non-executive Directors; and
- (viii) any other relevant factors as may be determined by the Nomination Committee or the Board from time to time.

Appointment of any proposed candidates to the Board or re-appointment of any existing members of the Board shall be made in accordance with the Articles of Association and other applicable rules and regulations and taking into account the Board Diversity Policy. The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at a general meeting.

BOARD DIVERSITY POLICY

We have adopted the Board Diversity Policy which sets out the approach to achieve and maintain an appropriate balance of diversity perspectives of our Board that are relevant to our Company's development. Pursuant to the Board Diversity Policy, selection of our Board candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry experience. The ultimate decision will be based on merit and contribution that the selected candidates will bring to our Board.

Based on the Nomination Committee's review for the year ended 31 December 2025, the Nomination Committee considered that these measurable objectives (including gender diversity) have been satisfactorily implemented and that there was sufficient diversity in the Board for the Company's corporate governance and business development needs. The Nomination Committee will review the Nomination Policy and the Board Diversity Policy from time to time to ensure its continued effectiveness.

WORKFORCE DIVERSITY

The Company's 2025 environmental, social and governance report which will be available on our website on the same date as the publication date of this annual report also discloses gender diversity of all staff (including the senior management).

- (vii) 符合上市規則第3.13條項下對委任或重新委任獨立非執行董事所規定的獨立性準則；及
- (viii) 提名委員會或董事會不時決定的任何其他相關因素。

無論是委任任何董事會建議候選人或重新委任董事會任何現有成員，均須按照組織章程細則及其他適用規則和規例，並在考慮董事會多元化政策後進行。對推薦候選人於股東大會上參選的所有事宜，董事會擁有最終決定權。

董事會多元化政策

我們已採納董事會多元化政策，其載列方針以達至及維持與本公司發展相關的適當的董事會多元化平衡觀點。根據董事會多元化政策，甄選董事會候選人時將以一系列的多元化觀點為基準，包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識及行業經驗。最終的決定將基於所選候選人的優點及將為董事會帶來的貢獻。

根據提名委員會對截至二零二五年十二月三十一日止年度的審核，提名委員會認為，這些可衡量的目標（包括性別多元化）已經圓滿實施，董事會對本公司的公司治理和業務發展需求有足夠的多元化。提名委員會將不時檢討提名政策及董事會多元化政策，以確保其持續有效。

員工多元化

本公司二零二五年的環境、社會及管治報告（將於本年報發佈當日登載於本公司網站）亦會披露所有員工（包括高級管理層）的性別多元化。



REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The Company has established a formal and transparent procedure for formulating policies on remuneration of Directors and senior management of the Group. Details of the remuneration of each of the Directors for the year ended 31 December 2025 are set out in Note 39 to the consolidated financial statements in this annual report.

The biographies of the senior management are disclosed in the section headed “Directors and Senior Management” in this annual report. Remuneration paid to the top five senior management (excluding the Directors) for the year ended 31 December 2025 fell within the following bands are as follows:

Emolument bands	酬金範圍	No. of employees 僱員人數
Nil to HKD1,000,000	零至 1,000,000 港元	2

DIRECTORS’ RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for the preparation of consolidated financial statements of the Group for the year ended 31 December 2025 which give a true and fair view of operating results and cash flow for the year. The Directors consider that the financial statements have been prepared in accordance with statutory requirements and applicable accounting standards.

The Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group’s ability to continue as a going concern.

The statements of the auditor of the Group about its reporting responsibility on the consolidated financial statements of the Group are set out in the section headed “Independent Auditor’s Report” on pages 67 to 76 of this annual report.

董事及高級管理層薪酬

本公司已設立正式且透明的程序，以就本集團董事及高級管理層的薪酬制訂政策。有關各董事於截至二零二五年十二月三十一日止年度的薪酬，詳情載於綜合財務報表附註39。

高級管理層的履歷於本年報「董事及高級管理層」一節披露。於截至二零二五年十二月三十一日止年度，已付五位最高級管理層（不包括董事）的酬金介乎以下範圍：

董事就財務報表的財務報告責任

董事知悉彼等有責任編製本集團截至二零二五年十二月三十一日止年度的綜合財務報表，以真實公平地反映年內的經營業績及現金流量情況。董事認為財務報表已遵照法律規定及適用會計準則編製。

就董事所知，並無有關任何事件或情況的重大不明朗因素可能對本集團持續經營的能力產生重大質疑。

本集團核數師就其對本集團綜合財務報表的呈報責任的聲明載於本年報第67至76頁的「獨立核數師報告」一節。



CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance functions set out in code provision A.2.1 of the Corporate Governance Code. The Board has reviewed and monitored: (i) the Company's corporate governance policies and practices; (ii) training and continuous professional development of directors and senior management; (iii) the Company's policies and practices on compliance with legal and regulatory requirements; (iv) the Company's code of conduct; and (v) the Company's compliance with the Corporate Governance Code disclosures requirements. The Company's corporate governance practices have complied with the Corporate Governance Code for the year ended 31 December 2025.

DEED OF NON-COMPETITION

The details and compliance of the are set out in the section headed "Compliance With Non-competition Undertakings By Controlling Shareholders" in Report of the Directors on page 64 of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board, as the main body responsible for risk management and internal control of the Company, have adopted a series of internal control policies, procedures and programmes designed to provide reasonable assurance for achieving objectives including effective and efficient operations, reliable financial reporting and compliance with applicable laws and regulations. The Audit Committee reviews the effectiveness of the Group's risk management and internal control systems on an on-going basis and reports to the Board on, at least, an annual basis.

企業管治職能

董事會負責履行企業管治守則的守則條文A.2.1中所載的企業管治職能。董事會已審視及監察：(i) 本公司的企業管治政策和常規；(ii) 董事及高級管理層的培訓和持續專業發展；(iii) 本公司遵守法律和監管規定的政策和常規；(iv) 本公司的操守守則；及(v) 本公司遵守企業管治守則的披露規定。截至二零二五年十二月三十一日止年度，本公司的企業管治措施已遵守企業管治守則的規定。

不競爭契據

有關詳情及遵守情況載於本年報第64頁「董事會報告」內「控股股東對不競爭承諾的遵守情況」一節。

風險管理及內部監控

董事會作為本公司風險管理及內部監控的責任主體，已採取一系列內部監控政策、程序及計劃，旨在為達成切實有效的營運、可靠的財務申報及遵守適用法律法規等目標提供合理保證。審核委員會持續審視本集團風險管理及內部監控制度的有效性，每年至少向董事會匯報一次。



Our code of conduct explicitly communicates to each employee our values, acceptable criteria for decision-making and our ground rules for behaviour. Our anti-corruption and anti-bribery policies provide the tools and resources necessary to enable, monitor and enforce full compliance with the anti-bribery and anti-corruption laws of the PRC and other countries where we conduct our business operations. In order to comply with the applicable laws and regulations in relation to anti-corruption and anti-bribery, we have established and implemented anti-corruption and anti-bribery policies and measures to prohibit all forms of bribery and corruption acts or intention of such acts. The policy also sets out the requirements of a company-wide anti-bribery and corruption training and disciplinary actions to be taken in situation of violation of the policy and/or relevant laws and regulations, including termination of employment and bringing forward to legal proceedings. We have also put in place a whistle-blowing system which is overseen by the Audit Committee.

The Group regularly provides training to our Directors, senior management and employees with respect to our internal control policies and the duties and responsibilities of directors and management of listed companies under the Listing Rules and other applicable laws and regulations.

The Group established the internal audit team which regularly monitors key controls and procedures in order to assure our management that the internal control system is functioning as intended. The Audit Committee is responsible for supervising our internal audit function.

The Board confirms that it has conducted a review of the risk management and internal control systems of the Group for the year ended 31 December 2025. The Board concludes, based on the result of the review, that the risk management and internal control systems currently in place are adequate and effective, in particular, for financial reporting and Listing Rules compliance as well as for resolving internal control defects (if any). In particular, the Board considered the resources, staff qualifications and experience, training programs and budget of the Group's accounting, internal audit and financial reporting functions are adequate. The review was conducted through discussions with the management of the Group, its external and internal auditors and the assessment performed by the Audit Committee. The Board expects that a review of the risk management and internal control systems will be performed annually.

我們的行為守則向各僱員明確傳達我們的價值、決策的可接受標準及行為基本規則。我們的反貪污及反賄賂政策提供必要的工具及資源，以幫助、監控及執行全面遵守中國及我們開展業務的其他國家的反賄賂及反貪污法律。為遵守與反貪污及反賄賂有關的適用法律及法規，我們已建立及實施反貪污及反賄賂政策和措施，以禁止一切形式的賄賂及貪污行為或此類行為的意圖。該政策亦規定全公司反賄賂及反貪污培訓的要求，以及在違反政策及／或相關法律及法規的情況下應採取的紀律行動，包括終止僱用及提出法律訴訟。我們亦已設立舉報系統，由審核委員會監督。

本集團定期向董事、高級管理層及僱員提供有關我們的內部監控政策及上市規則及其他適用法律法規下上市公司董事及管理層職責及責任的培訓。

本集團已成立內部審核團隊，以定期監察主要控制措施及程序，以向管理層確保內部監控系統按預期運作。審核委員會負責監督我們的內部審核職能。

董事會確認，彼等已審視本集團截至二零二五年十二月三十一日止年度的風險管理及內部監控系統。根據審視結果，董事會判斷既有風險管理及內部監控系統充分和有效，特別是在財務報告與上市規則合規以及填補內部監控漏洞（如有）方面。具體而言，董事會認為本集團會計、內部審核及財務報告部門的資源、員工資歷與經驗、培訓計劃及預算均屬充分。審視過程包括與本集團管理層、外聘及內部核數師進行討論，以及由審核委員會作出評估。董事會預期會每年審視風險管理及內部監控系統一次。



AUDITOR'S REMUNERATION

The Company has appointed PricewaterhouseCoopers (“PwC”) as its external auditor for the year ended 31 December 2025.

During the year ended 31 December 2025, the remunerations paid or payable to PwC in respect of its statutory audit services and non-audit services are RMB1,770,000 and Nil, respectively.

DISSEMINATION OF INSIDE INFORMATION

The Company has adopted an inside information policy in accordance with the SFO and the Listing Rules, and made corresponding information disclosures in a timely manner. Before the information is fully disclosed to the public, any persons who possess the knowledge of such information must ensure strict confidentiality, so as to ensure effective protection of the rights and interests of investors and stakeholders. Unauthorised access and use of inside information are strictly prohibited. Any potential inside information identified by senior management will be assessed, and where appropriate, will be escalated for the attention of the Board to resolve on further actions.

INFORMATION DISCLOSURE

The Company discloses information in compliance with the Listing Rules and other applicable laws, and publishes periodic reports and announcements to the public in accordance with relevant laws and regulations. The primary focus is to ensure that information disclosure is timely, fair, accurate, truthful and complete, thereby enabling Shareholders, investors as well as the public to make informed decisions.

COMPANY SECRETARY

The company secretary supports the chairman, the Board and the Board committees by ensuring good information flow and the Board policies and procedures are followed. The company secretary is responsible for ensuring the proper convening and conducting of the Board and Board Committees meetings, with the relevant notices, agenda, and the Board's and the Board Committees papers being provided to the Directors and the relevant Board Committees members respectively in a time manner before the meetings. The company secretary is responsible for keeping minutes of all the Board and the Board Committees meetings. The Board and the Board Committees minutes are available for inspection by the Directors and the relevant Board Committees members.

核數師酬金

截至二零二五年十二月三十一日止年度，本公司已委聘羅兵咸永道會計師事務所（「羅兵咸永道」）為外聘核數師。

於截至二零二五年十二月三十一日止年度，就法定審核服務及非審核服務已付或應付羅兵咸永道的酬金分別為人民幣1,770,000元及零。

發佈內幕消息

本公司已根據《證券及期貨條例》及上市規則採納內幕消息政策，及時進行相應的信息披露。於向公眾全面披露有關消息前，知悉有關消息的任何人士須確保嚴格保密，從而確保有效保護投資者和利益相關方的權益。嚴禁未經授權取得及利用內幕消息。高級管理層會評估發現的任何潛在內幕消息，並在適當情況下上報董事會作進一步行動解決。

資料披露

本公司根據上市規則及其他適用法例披露資料，及根據有關法律法規向公眾刊發定期報告及公告。本公司的首要任務是確保資料披露的及時、公平、準確、真實及完整，務求使股東、投資者及公眾能作出知情決定。

公司秘書

公司秘書支援主席、董事會及董事會轄下委員會，確保資訊無阻以及董事會政策及程序得到遵循。公司秘書負責確保董事會及董事委員會會議妥善召開及進行，並於會議前及時將相關通知、議程及董事會及董事委員會文件分別提供予董事及相關董事委員會成員。公司秘書負責保存所有董事會及董事委員會會議的會議記錄。董事會及董事委員會會議的會議記錄可供董事及相關董事委員會成員查閱。



Mr. WONG Yun Fai (“**Mr. Wong**”) has been appointed as the company secretary of the Company since 8 March 2021. Mr. Wong, who possesses the requisite qualification and experience of a company secretary as required under Rule 3.28 of the Listing Rules, has assisted on the company secretarial matters of the Company since the Listing, and has duly complied with relevant training requirement under Rule 3.29 of the Listing Rules for 2025.

DIVIDEND POLICY

The Company adopted a dividend policy (the “**Dividend Policy**”) on 31 March 2022. Pursuant to the Dividend Policy, the dividend payout ratio shall be determined by the Board from time to time. The remaining net profit will be used for the Group’s operations and development. In deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, among other things, the following factors:

1. Financial results of the Company;
2. Shareholders’ interests;
3. General business conditions, strategies and future expansion needs of the Company;
4. The Company’s capital requirements;
5. Possible effects on liquidity and financial position of the Company; and
6. The amount of profit that can be distributed under applicable accounting standards and other factors that the Board may deem relevant and appropriate.

Any final dividends declared by the Company must be approved by an ordinary resolution of the Shareholders at an annual general meeting and must not exceed the amount recommended by the Board. The Board may from time to time pay to the Shareholders such interim and/or special dividends as it considers to be justified by the profits of the Group.

Any dividend shall be declared by the Company in accordance with the Companies Act, the Memorandum of Association and Articles of Association of the Company and other applicable laws and regulations, and shall not affect the normal operation of the Company and its subsidiaries. The Board will review the Dividend Policy, as appropriate, which will include an assessment of the effectiveness of the Dividend Policy and approve any amendments thereto if necessary.

王潤輝先生(「**王先生**»)自二零二一年三月八日起獲委任為本公司的公司秘書。王先生具備上市規則第3.28條規定公司秘書所須的資歷及經驗，自上市起即協助本公司處理公司秘書事務，彼於二零二五年已妥為遵守上市規則第3.29條的相關培訓規定。

股息政策

本公司已於二零二二年三月三十一日採納一項股息政策(「**股息政策**»)。根據股息政策，股息支付比例由董事會不時釐定。餘下淨溢利將用於本集團經營發展。在決定是否建議派發股息及釐定股息金額時，董事會將考慮(其中包括)以下因素：

1. 本公司財務業績；
2. 股東利益；
3. 本公司的整體業務狀況、策略及未來擴張需求；
4. 本公司所需資金；
5. 對本公司流動資金及財務狀況的可能影響；及
6. 根據適用會計準則可作分派的溢利金額，以及董事會可能認為相關及恰當的其他因素。

本公司宣派任何末期股息前，必須經股東於股東週年大會上以普通決議案批准，且金額不得超過董事會的建議。董事會可參照本集團溢利，不時向股東派付其認為恰當的中期及/或特別股息。

本公司將根據公司法、本公司組織章程大綱及細則以及其他適用法律法規宣派所有股息，而宣派股息不得影響本公司及其附屬公司的正常運作。董事會將按情況審視股息政策，包括評估股息政策的有效性，並在必要時批准對其進行任何修訂。



COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Group recognises the importance of transparent and timely disclosure of corporate information, which enables the Shareholders and investors to make the best investment decision. The Company believes the effective communication with the Shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies.

The Company maintains a website at www.sdhcgroup.cn as a communication platform with Shareholders and investors, where information on the Company's announcements, financial information and other up-to-date information are available for public access.

Besides, shareholders' meetings provide an opportunity for communication between the Board and the Shareholders, Board members, in particular, either the chairmen of Board Committees or their delegates, appropriate management executives will be available at the meeting to answer any questions raised by the Shareholders. The Company's auditor will also attend the AGM to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

The Company has also established a shareholders communication policy to ensure the shareholders are provided with timely information about the Company. The policy is regularly reviewed to ensure its effectiveness.

During the Reporting Period, the Board has reviewed the implementation of the shareholder communication policy and confirmed its effectiveness.

SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, a separate resolution will be proposed for each substantially separate issue at general meetings, including the election of individual Directors.

All resolutions put forward at general meetings will be voted by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each general meeting.

股東通訊及投資者關係

本集團認為，透明和及時披露公司資料十分重要，這可使股東及投資者作出最佳投資決定。本公司相信，有效的股東通訊，對增進投資者關係及投資者對本集團的業務表現及策略的了解至關重要。

本公司已於 www.sdhcgroup.cn 架設網站，作為與股東及投資者溝通的平台，公眾可於該網站查閱本公司的公告、財務資料及其他最新資料。

此外，股東大會亦提供董事會與股東溝通的機會。董事會成員（尤其是董事委員會主席或其指定人員）、適當的管理行政人員將出席大會，回應股東提出的任何問題。本公司核數師亦會出席股東週年大會，回應有關審核過程、核數師報告編製過程及內容、會計政策及核數師獨立性的問題。

本公司亦已制定股東通訊政策，確保及時向股東提供本公司資料。政策將定期予以審視以確保其成效。

於報告期間，董事會已審視股東通訊政策的實施情況並確認其成效。

股東權利

為保障股東利益及權利，每一重大事項（包括選舉個別董事）均會於股東大會上以單獨決議案提出。

所有提呈股東大會的決議案，均會根據上市規則以投票方式表決，投票結果會儘快於每屆股東大會後在本公司及聯交所網站公佈。



Procedures for the convening of an extraordinary general meeting by shareholders and putting forward proposals

Under the Articles of Association, an extraordinary general meeting (“EGM”) may be convened by the Board upon requisition of one or more shareholders as at the date of deposit of the requisition holding not less than one tenth of the paid up capital of the Company having the right of voting at general meetings of the Company. The shareholder(s) shall make a written requisition to the Board or the secretary of the Company at the Company’s principal place of business in Hong Kong, specifying the shareholding information of the shareholder(s), his/her/their contact details and the proposal regarding any specifying transaction/business and its supporting documents, to require an extraordinary general meeting of the Company to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition.

If within 21 days of such deposit, the Board fails to proceed to convene such EGM, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Making enquiries to the Board

Shareholders can at any time raise enquiries about the Company to the Board. The enquiries must be in writing with contact information of the Shareholder(s) and deposited at the principal place of business of Company in Hong Kong at Room 4351, 43/F, Champion Tower, 3 Garden Road, Central, Hong Kong for the attention of the company secretary of the Company or at admin@sdhcgroun.cn.

CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2025, there has been no change in the Company’s constitutional documents.

股東召開股東特別大會及提呈建議的程序

根據組織章程細則，董事會可應一位或以上股東要求召開股東特別大會（「股東特別大會」），惟於提出請求當日，有關股東須持有不少於十分之一的本公司繳足股本，且有權在本公司股東大會投票。股東須向本公司的香港主要營業地點提出書面請求，交董事會或本公司秘書處理，當中須註明股東的股權資料、聯絡資料及有關任何特定交易／業務的建議及其證明文件，以要求董事會就請求中列明的任何業務交易召開本公司股東特別大會，而有關大會須於提出有關請求後兩個月內舉行。

倘董事會未有於提出請求後21日內召開有關股東特別大會，請求人本身可以同樣方式召開股東特別大會，請求人因董事會未有召開大會而承擔的合理費用，由本公司全數償付請求人。

向董事會提出查詢

股東可隨時就本公司事宜向董事會提出查詢。查詢必須以書面形式提出，並須附上股東聯絡資料，查詢可投遞至本公司的香港主要營業地點，地址為香港中環花園道3號冠君大廈43樓4351室，交本公司的公司秘書處理，亦可電郵至 admin@sdhcgroun.cn。

憲章文件

截至二零二五年十二月三十一日止年度，本公司的憲章文件並無任何變動。

REPORT OF THE DIRECTORS

董事會報告



The Directors present their report together with the audited consolidated financial statements of the Group for the year ended 31 December 2025.

CORPORATE INFORMATION AND LISTING

The Company was incorporated in the Cayman Islands on 12 January 2021 as an exempted company with limited liability under the Companies Act.

The Company's Shares were listed on the Main Board of the Stock Exchange on 12 November 2021.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is engaged in (i) the provision of gold mine hazardous waste treatment services and sales of pyrite concentrate; (ii) the production and sales of products from reprocessing of pyrite concentrate and sulphuric acid; and (iii) the production and sales of magnesium fertiliser in the PRC. Details of the principal activities of the Company's subsidiaries are set out in Note 37 to the consolidated financial statements of this annual report.

BUSINESS REVIEW

A fair review of the business of the Group, the outlook of future development of the business of the Group as well as a discussion and analysis of the Group's performance during the year ended 31 December 2025 and the material factors underlying its financial performance and financial position as required by section 388(2) and Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) can be found in the section headed "Management Discussion and Analysis" set out on pages 9 to 22 of this annual report. The financial risk management of the Group are set out in Note 3 to the consolidated financial statements of this annual report.

董事欣然提呈本集團截至二零二五年十二月三十一日止年度的董事會報告，連同經審核綜合財務報表。

公司資料及上市

本公司於二零二一年一月十二日根據公司法在開曼群島註冊成立為獲豁免有限公司。

本公司股份已於二零二一年十一月十二日在聯交所主板上市。

主要業務

本公司為投資控股公司。本集團於中國從事(i)提供金礦有害廢物處理服務及銷售硫精礦；(ii)生產及銷售硫精礦及硫酸再加工產品；以及(iii)生產及銷售鎂肥。本公司附屬公司的主要業務詳情載於本年報綜合財務報表附註37。

業務回顧

有關本集團業務的合理回顧、本集團業務的未來發展展望以及本集團截至二零二五年十二月三十一日止年度表現的討論與分析，以及香港法例第622章公司條例第388(2)條及附表5所規定有關其財務表現及財務狀況的重要因素，載於本年報第9至22頁「管理層討論與分析」一節。本集團金融風險管理載於本年報綜合財務報表附註3。



RESULTS

The Group's profit for the year ended 31 December 2025 and the Group's financial position at that date are set out in the Group's audited financial statements on pages 77 to 80 of this annual report.

FINAL DIVIDEND

No final dividend for the year ended 31 December 2025 was recommended by the Board.

AGM AND CLOSURE OF REGISTER OF MEMBERS

The AGM is expected to be held on Friday, 26 June 2026. A notice convening the AGM will be published and despatched in the manner as required by the Listing Rules in due course. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. The record date will be Friday, 26 June 2026. In order to be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, on 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 22 June 2026.

業績

本集團截至二零二五年十二月三十一日止年度的溢利及本集團於該日的財務狀況載於本年報第77至80頁的本集團經審核財務報表。

末期股息

董事會概無建議截至二零二五年十二月三十一日止年度之末期股息。

股東周年大會及暫停辦理股份過戶登記手續

預期股東週年大會將於二零二六年六月二十六日（星期五）舉行。股東週年大會召開通告將於適當時以上市規則規定的方式刊發及寄發。為釐定出席股東週年大會並於會上投票之權利，本公司將於二零二六年六月二十三日（星期二）至二零二六年六月二十六日（星期五）（包括首尾兩日）暫停股份過戶登記，於有關期間內將不會辦理本公司任何股份過戶登記手續。記錄日期為二零二六年六月二十六日（星期五）。為符合資格出席股東週年大會並於會上投票，所有股份過戶文件連同有關股票必須於二零二六年六月二十二日（星期一）下午四時三十分前送達本公司的香港股份過戶登記分處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓，以供登記。



ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is principally engaged in the provision of gold mine hazardous waste treatment services and recycling and extracting therefrom resources with economic value for sale. The Group is committed to the long-term sustainability of the environment and communities in which it operates. The Group complies with applicable environmental protection laws and regulations for its business operations, and has implemented relevant environmental protection measures in compliance with applicable laws and regulations of PRC. The Company's 2025 environmental, social and governance report will be available on our website on the same date as the publication date of this annual report.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed under the section headed "Future Plans and Use of Proceeds" in the Prospectus, "Management Discussion and Analysis" section of this annual report and the Acquisition disclosed in the announcement of the Company dated 26 January 2026 and 9 February 2026, the Group does not have any other plans for material investments or capital assets.

USE OF NET PROCEEDS FROM THE LISTING AND UPDATE IN EXPECTED TIMELINE FOR FULL UTILISATION

The shares of the Company were listed on the Main Board of the Stock Exchange on the Listing Date by way of global offering, upon which 250,000,000 shares were issued, raising the total net proceeds (after deducting underwriting commissions and other related listing expenses) of approximately RMB177.3 million (equivalent to approximately HKD217.3 million).

環境政策及表現

集團主要從事提供金礦有害廢物處理服務及從中回收及提取具有經濟價值的資源以供銷售。本集團致力於其經營所在環境和社區的長期可持續發展。本集團在業務營運中遵守適用環保法律及法規，並按照中國適用法律及法規實施相關環保措施。本公司二零二五年的環境、社會及管治報告將於本年報發佈當日登載於本公司網站。

重大投資或資本資產的未來計劃

除招股章程「未來計劃及所得款項用途」一節、本公告「管理層討論及分析」一節所披露者及本公司於二零二六年一月二十六日及二零二六年二月九日公告中所披露的收購事項外，本集團並無任何其他重大投資或資本資產計劃。

上市所得款項淨額用途及預期悉數動用之最新時間表

本公司股份於上市日期以全球發售方式在聯交所主板上市，發行250,000,000股股份，合共籌集所得款項淨額（扣除包銷佣金及其他相關上市開支後）約人民幣177.3百萬元（相當於約217.3百萬港元）。



REPORT OF THE DIRECTORS 董事會報告

The table below sets forth the allocation and status of utilisation of the net proceeds during the Reporting Period and the expected timeline of the use of the unutilised proceeds:

下表載列截至報告期間所得款項淨額的分配及動用狀況，以及預期使用未動用所得款項的時間表：

	Percentage to total amount	Planned use of net proceeds	Planned use of net proceeds	Net proceeds utilised during the year ended 31 December 2025 截至二零二五年十二月三十一日止年度已動用之所得款項淨額 RMB million 人民幣百萬元	Net proceeds utilised as at 31 December 2025 於二零二五年十二月三十一日已動用之所得款項淨額 RMB million 人民幣百萬元	Net proceeds unutilised as at 31 December 2025 未動用之所得款項淨額 RMB million 人民幣百萬元	Expected timeline for full utilisation of the unutilised proceed 預期悉數動用未動用之所得款項之時間表
Establish the New Production Facility, comprising two production compartments, with a permitted annual treatment capacity of 600,000 tonnes, and diversification of our product offerings 設立新生產設施，包括兩個許可年處理能力600,000噸的生產區及拓展產品種類	86.7%	188.4	153.7	3.9	149.6	4.1	Will be fully utilised by 30 June 2026 將於二零二六年六月三十日悉數動用
Strengthen our research and development capabilities to enhance existing products and diversify our product offering 加強研發能力以優化現有產品及拓展產品種類	3.9%	8.5	6.9	-	6.9	-	
General working capital purpose 一般營運資金用途	9.4%	20.4	16.7	-	16.7	-	
	100%	217.3	177.3	3.9	173.2	4.1	

REPORT OF THE DIRECTORS 董事會報告



During the year ended 31 December 2025, the net proceeds were utilised in accordance with the purposes as disclosed in the section headed “Future Plans and Use of Proceeds” in the Prospectus. The unutilised net proceeds have been deposited as short-term deposits in the bank account maintained by the Group.

The expected timeline for utilising the unutilised net proceeds is based on the best estimation of the Directors barring unforeseen circumstances, and would be subject to change based on the future development of market conditions. Further details of the breakdown and description of the proceeds are set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

During the Reporting Period, the Group did not hold any significant investments, nor did it have any material acquisitions or disposals of any subsidiaries, associates or joint ventures.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

Save as disclosed above, as far as the Board and management are aware, the Group has complied in all material aspects with the relevant laws and regulations that have a significant impact on the business and operations of the Group. During the year ended 31 December 2025, there was no material breach of, or non-compliance with, applicable laws and regulations by the Group.

RELATIONSHIP WITH MAJOR STAKEHOLDERS

The Group’s primary stakeholder groups include its customers, suppliers, and employees.

截至二零二五年十二月三十一日止年度，所得款項淨額已根據招股章程「未來計劃及所得款項用途」一節所披露的用途動用。未動用之所得款項淨額已存入本集團所開設之銀行賬戶作為短期存款。

除非出現不可預見的情況，否則預期動用未動用所得款項淨額的時間表乃基於董事的最佳估計，並會基於未來市場情況的發展而有所變動。所得款項明細及描述的更多詳情載於招股章程「未來計劃及所得款項用途」一節。

所持重大投資、重大收購及出售附屬公司、聯營公司及合營企業

報告期內，本集團並無持有任何重大投資，並無任何重大收購或出售任何附屬公司、聯營公司或合營企業。

遵守相關法律及法規

除上文所披露者外，據董事會及管理層所知，本集團已於所有重大方面遵守對本集團業務及營運有重大影響之相關法律及法規。截至二零二五年十二月三十一日止年度，本集團概無重大違反或不遵守適用法律及及法規的情況。

與主要持份者的關係

本集團的主要持份者包括其客戶、供應商及僱員。



Customers

The Group maintains active relationship with its customers to explore new business opportunities and is highly committed to delivering superior quality of services and products to its customers on time.

Suppliers

The Group maintains a list of approved and qualified suppliers (based on their prices, quality, past performance and capacity) and strives to establish long term business relationship with them.

Employees

Employees are regarded as valuable assets of the Group. The objective of the Group's human resource management is to reward and recognise well-performed staff by providing a competitive remuneration package and implementing a sound performance appraisal system with appropriate incentives. In particular, the Group promotes career development and advancement by providing appropriate training and opportunities in order to enhance the employees' work performance.

MAJOR CUSTOMERS AND SUPPLIERS

For the years ended 31 December 2025, our five largest customers accounted for approximately 38.2% of our total revenue and our largest customer accounted for approximately 13.5% of our total revenue.

For the years ended 31 December 2025, our five largest suppliers accounted for approximately 52.8% of our total cost of sales and our largest supplier accounted for approximately 16.2% of our total cost of sales.

None of the Directors or any of their associates or any shareholders (whom, to the best knowledge of the Directors, own more than 5% of the Company's total issued share capital), had any beneficial interest in the Group's five largest customers or suppliers during the year ended 31 December 2025.

CHARITABLE DONATION

Charitable donation made by the Group during the Reporting Period amounted to approximately RMB284,000 (2024: approximately RMB165,000).

客戶

本集團與客戶保持積極的關係，以探索新商機，並高度致力及時向客戶提供優質服務及產品。

供應商

本集團存有一份認可合格供應商名單（根據其價格、品質、以往表現及能力），並努力與彼等建立長期業務關係。

僱員

僱員被視為本集團的寶貴資產。本集團人力資源管理的目標是通過提供有競爭力的薪酬待遇和實施健全的績效評估制度，連同給予適當的激勵，來獎勵和表彰表現出色的僱員。特別是，本集團通過提供適當的培訓和機會，促進職業發展和晉升，以提高僱員的工作表現。

主要客戶及供應商

截至二零二五年十二月三十一日止年度，五大客戶佔我們總收益約38.2%，以及最大客戶佔我們總收益約13.5%。

截至二零二五年十二月三十一日止年度，五大供應商佔我們總銷售成本約52.8%，以及最大供應商佔我們總銷售成本約16.2%。

截至二零二五年十二月三十一日止年度，概無任何董事或其任何聯繫人或任何股東（據董事所深知，彼等擁有本公司全部已發行股本5%以上）於本集團五大客戶或供應商中擁有任何實益權益。

慈善捐款

本集團於報告期間的慈善捐款約為人民幣284,000元（二零二四年：約人民幣165,000元）。

REPORT OF THE DIRECTORS

董事會報告



PROPERTY, PLANT AND EQUIPMENT

Details of movements of the property, plant and equipment of the Group during the year are set out in Note 15 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company for the Reporting Period are set out in Note 25 to the consolidated financial statements.

DEBENTURE

The Group did not issue any debenture during the Reporting Period (2024: Nil).

EQUITY-LINKED AGREEMENTS

There are no equity-linked agreements which were entered into or remained subsisting during the Reporting Period or as of the end of the year ended 31 December 2025 (2024: Nil).

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the Companies Act which would oblige the Company to offer new shares on a pro-rata basis to the 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.

SUBSIDIARIES

Particulars of the Company's subsidiaries are set out in Note 37 to the consolidated financial statements in this annual report.

RESERVES

Movements during the year in the reserves of the Group and the Company are set out in the consolidated statement of changes in equity, Notes 25 and 26 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2025, the Company's reserves available for distribution as dividends, calculated in accordance with the relevant rules and regulations, amounted to approximately RMB172.1 million.

物業、廠房及設備

本集團年內物業、廠房及設備的變動詳情載於綜合財務報表附註15。

股本

本公司於報告期間的股本變動詳情載於綜合財務報表附註25。

債券

本集團於報告期間並無發行任何債券（二零二四年：無）。

股權掛鈎協議

於報告期間或截至二零二五年十二月三十一日止年度結束時概無訂立或仍然有效的股權掛鈎協議（二零二四年：無）。

優先購買權

本公司的組織章程細則或公司法並無有關優先購買權的規定，要求本公司按比例向現有股東提呈發售新股份。

稅項減免

董事並不知悉股東因持有本公司證券而享有任何稅務減免。

附屬公司

本公司附屬公司的詳情載於本年報綜合財務報表附註37。

儲備

本集團及本公司於本年度內儲備之變動詳情載於綜合權益變動表、綜合財務報表附註25及26。

可供分派儲備

於二零二五年十二月三十一日，本公司根據相關規則及法規計算可供分派作股息的儲備約為人民幣172.1百萬元。



FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the past five years is set out on page 5 of this annual report.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended 31 December 2025 are set out in Note 25 to the consolidated financial statements.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor its subsidiaries had purchased, sold or redeemed any of the Company's listed securities for the year ended 31 December 2025. As at 31 December 2025, the Company did not hold any treasury shares (2024: nil).

BORROWINGS

The Group had interest-bearing borrowings of approximately RMB283.2 million as at 31 December 2025 (2024: RMB138.6 million). Borrowings were denominated in RMB and interests on borrowings were mainly charged at fixed rate.

Particulars of borrowings of the Group as at 31 December 2025 are set out in Note 29 to the consolidated financial statements in this annual report.

DIRECTORS

The Directors during the year ended 31 December 2025 and up to the date of this annual report were:

Executive Directors:

Mr. Liu Zeming (劉澤銘) (*Chairman*)
Mr. Zhan Yirong (戰乙榮) (*Chief Executive Officer*)
Mr. Sheng Haiyan (盛海燕) (*Chief Technical Officer*)

Independent Non-executive Directors:

Mr. Zhang Shijun (張式軍)
Ms. Liu Ye (劉擘)
Mr. Lau Chung Wai (劉仲緯)

財務概要

本集團過去五年之業績、資產及負債概要載於本年報第5頁。

股本

截至二零二五年十二月三十一日止年度，本公司股本變動詳情載於綜合財務報表附註25。

購買、出售或贖回上市證券

截至二零二五年十二月三十一日止年度，本公司或其附屬公司均未有購買、出售或贖回本公司的任何上市證券。於2025年12月31日，本公司未持有任何庫存股（2024年：無）。

借款

本集團於二零二五年十二月三十一日有計息借款約人民幣283.2百萬元（二零二四年：人民幣138.6百萬元）。借款乃以人民幣計值，而借款的利息主要按固定利率收取。

本集團於二零二五年十二月三十一日的借款詳情載於本年報綜合財務報表附註29。

董事

截至二零二五年十二月三十一日止年度及截至本年報日期的董事如下：

執行董事：

劉澤銘先生（主席）
戰乙榮先生（行政總裁）
盛海燕先生（技術總監）

獨立非執行董事：

張式軍先生
劉擘女士
劉仲緯先生



In accordance with the provisions of the Articles of Association, at each annual general meeting, one third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The Directors to retire by rotation shall include any Director who wishes to retire and not offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment but as between persons who became or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot.

In accordance with articles 84.(1) and 84.(2) of the Articles of Association, Mr. Sheng Haiyan, being an executive Director and Mr. Lau Chung Wai, being an independent non-executive Director, will retire by rotation and being eligible, will offer themselves for re-election at the AGM.

Details of the Directors to be re-elected at the AGM are set out in the circular to the Shareholders.

ANNUAL CONFIRMATION OF INDEPENDENCE FROM INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received annual confirmations of independence from all independent non-executive Directors regarding each of the factors referred to in rule 3.13 of the Listing Rules. As at the date of this report, the Company still considers all of the independent non-executive Directors to be independent.

DIRECTORS' SERVICE CONTRACTS

Each of our executive Directors has entered into a service contract with our Company pursuant to which they agreed to act as executive Directors for an initial term of three years with effect from the Listing Date which may be terminated by either party by giving not less than three months' written notice. The term of service contract shall be renewed and extended automatically for successive terms of one year upon expiry of the then current term until terminated by either party by giving not less than three months' written notice to the other.

根據組織章程細則，在每屆股東週年大會上，當時三分之一的董事（若人數並非三的倍數，則以最接近但不少於三分之一的人數）須輪流退任，惟每位董事必須最少每三年於股東週年大會上退任一次。輪流退任的董事包括任何有意退任且無意膺選連任的董事。其餘退任董事乃自上次膺選連任或獲委任以來任期最長的董事，但若多位董事於同一日履任或膺選連任，則以抽籤方式決定須退任的董事（除非彼等另有協定）。

根據組織章程細則第84.(1)條及第84.(2)條，執行董事盛海燕先生及獨立非執行董事劉仲緯先生將輪席退任，並符合資格且彼等願意於股東週年大會上膺選連任。

將於股東週年大會上膺選連任的董事詳情載於致股東的通函內。

獨立非執行董事的年度獨立性確認

本公司已收到全體獨立非執行董事就上市規則第3.13條所述各項因素的年度獨立性確認。截至本報告日期，本公司仍然認為全體獨立非執行董事均為獨立。

董事的服務合約

各執行董事已與本公司訂立服務合約，據此，彼等同意出任執行董事，初步任期為三年，自上市日期起生效，可透過由任何一方向另一方發出不少於三個月的書面通知終止。服務合約期限在當時的現有任期屆滿時自動更新及延長一年任期，直至任何一方向另一方發出不少於三個月的書面通知終止為止。



REPORT OF THE DIRECTORS 董事會報告

Each of the independent non-executive Directors has been appointed for an initial term of three years commencing from 23 October 2021 which may be terminated by either party by giving not less than three months' written notice. The term of appointment shall be renewed and extended automatically for successive terms of two years upon expiry of the then current term until terminated by either party giving not less than three months' written notice to the other.

Save as disclosed above, none of our Directors has or is proposed to have a service contract with our Company or any of our subsidiaries other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation).

DIRECTORS' MATERIAL INTEREST IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

Save as disclosed in this annual report, there were no significant transactions, arrangements and contracts of significance in relation to the Group's business to which the Company was a party and in which a director of the Company or an entity connected with a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

CONTRACTS OF SIGNIFICANCE WITH CONTROLLING SHAREHOLDER

Save as disclosed in this annual report, none of the Company or any of its subsidiaries entered into any contracts of significance with the Controlling Shareholder(s) or any of its subsidiaries, nor was there any contracts of significance between the Company or any of its subsidiaries and the Controlling Shareholder or any of its subsidiaries in relation to provision of services for the Reporting Period.

REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the remuneration of the Directors and the five highest paid individuals of the Group for the Reporting Period are set out in Notes 39 and 9 to the consolidated financial statements.

During the Reporting Period, there were no arrangements under which a Director or the five highest paid individuals waived or agreed to waive any emoluments. In addition, no emoluments were paid by the Group to the Directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the Reporting Period.

各獨立非執行董事初步任期自二零二一年十月二十三日起計為期三年，可透過由任何一方發出不少於三個月的書面通知終止。委任期限在當時的現有任期屆滿時自動更新及延長兩年任期，直至任何一方向另一方發出不少於三個月的書面通知終止為止。

除上文所披露者外，董事並無與本公司或其任何附屬公司訂立或擬訂立任何服務合約，惟於一年內屆滿或於一年內由僱主終止而毋須補償者（法定補償除外）除外。

董事於重大交易、安排或合約中的重大權益

除本年報所披露者外，於年末或年內任何時間，本公司並無訂立與本集團業務有關且本公司董事或與本公司董事有關連的實體於當中直接或間接擁有重大權益的重大交易、安排及合約。

與控股股東之間的重要合約

除本年報所披露者外，概無本公司或其任何附屬公司與控股股東或其任何附屬公司訂立任何重大合約，且本公司或其任何附屬公司與控股股東或其任何附屬公司之間在報告期間亦並無任何有關提供服務的重大合約。

董事及五位最高薪酬人士的薪酬

於報告期間，本集團董事及五位最高薪酬人士的薪酬詳情載於綜合財務報表附註39及9。

於報告期間，並無董事或五位最高薪酬人士放棄或同意放棄任何酬金的任何安排。此外，本集團於報告期間並無向董事或五位最高薪酬人士支付酬金作為加入本集團或加入本集團時的獎勵或離職補償。



EMPLOYEE AND REMUNERATION POLICY

As at 31 December 2025, the Group had 417 employees. For the year ended 31 December 2025, the staff cost of the Group was approximately RMB38.9 million.

The remuneration packages for our employees include salary, bonuses and allowances. The Group participates in social insurance schemes operated by the relevant local government authorities and maintain mandatory pension contribution plans, medical insurance, work-related injury insurance, unemployment insurance, housing accumulation funds and maternity insurance for some of our employees. The Group has also participated in the mandatory provident fund retirement benefit scheme in Hong Kong.

The Group's employee remuneration policy is determined by reference to factors such as remuneration standard of the local market, the overall remuneration standard in the industry, market condition, operating efficiency and employee performance. The Group provides sufficient training to our employees depending on their roles.

The emoluments of the Directors are first reviewed by the Remuneration Committee and then approved by the Board, with regard to the Directors' skill, knowledge, involvement in the Group's affairs and the performance of each Director, together with reference to the profitability of the Group, remuneration benchmarks in the industry, and prevailing market conditions.

The Company has adopted a share option scheme (the "Share Option Scheme") as an incentive to the Directors and eligible employees, details of which are set out in the Prospectus. No share option has been granted, exercised, cancelled or lapsed under the Share Option Scheme since its adoption and up to the date of this annual report.

During the Reporting Period, the Group has not experienced any significant problems with its employees due to labour disputes nor has it experienced any difficulty in the recruitment and retention of experienced staff.

RETIREMENT BENEFITS PLAN

Details of retirement benefits plan of the Group for the year ended 31 December 2025 are set out in Note 40.18 to the consolidated financial statements.

僱員及薪酬政策

於二零二五年十二月三十一日，本集團聘有417名僱員。截至二零二五年十二月三十一日止年度，本集團的員工成本約為人民幣38.9百萬元。

僱員薪酬待遇包括薪金、獎金及津貼。本集團參加由相關地方政府機構運作的社會保險計劃，並為部分僱員設立強制性養老金供款計劃並投購醫療保險、工傷保險、失業保險、住房公積金及生育保險。本集團亦參與香港的強積金退休福利計劃。

本集團的僱員薪酬政策乃參照當地市場的薪酬標準、行業的整體薪酬標準、市場狀況、經營效益和僱員表現等因素釐定。本集團視乎僱員的崗位，為彼等提供足夠的培訓。

董事的薪酬先由薪酬委員會審視，然後再經董事會批准，當中會考慮董事的技能、知識、對本集團事務的參與以及各董事的表現，同時亦參考本集團的盈利能力、行業的薪酬基準以及當時的市場情況。

本公司已採納購股權計劃（「購股權計劃」）作為對董事和合資格僱員的激勵，購股權計劃的詳情載於招股章程。自採納購股權計劃起至本公告日期，概無購股權根據購股權計劃獲授出、行使、註銷或失效。

於報告期間，本集團並無因勞資糾紛而與僱員發生任何重大問題，且在招聘及挽留有經驗僱員時亦沒有遇到任何困難。

退休福利計劃

本集團截至二零二五年十二月三十一日止年度的退休福利計劃詳情載於綜合財務報表附註40.18。



PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, every Director shall be indemnified and secured harmless out of the assets of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty in their offices. Such permitted indemnity provision has been in force for the year ended 31 December 2025. The Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group and it remains in force at the date of this annual report.

CHANGES TO INFORMATION OF DIRECTORS

There was no change in the Directors' information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules for the Reporting Period and up to the date of this annual report.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of the Directors and senior management are set out in the section headed "Directors and Senior Management" on pages 23 to 29 of this annual report.

SHARE OPTION SCHEME

The Share Option Scheme was conditionally adopted by the Company on 23 October 2021 and shall be valid until 22 October 2031. On and subject to the terms of the Share Option Scheme and the requirements of the Listing Rules, the Board shall be entitled to, at its absolute discretion and on such terms as it deems fit, grant any employee (full-time or part-time), director, supplier, customer, consultant, adviser, shareholder, service provider of the Group or other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of us, options to subscribe for such number of Shares as the Board may determine in accordance with the terms of the Share Option Scheme. The purpose of the Share Option Scheme is to enable us to grant options to selected participants as incentives or rewards for their contribution to us. Our Directors consider the Share Option Scheme, with its broadened basis of participation, will enable us to reward the employees, our Directors and other selected participants for their contributions to us. A Summary of principal terms of the Share Option Scheme is set out in the paragraph headed "14. Share Option Scheme" in Appendix V to the Prospectus.

獲準許的彌償條文

根據組織章程細則，每名董事就彼等或彼等任何一人任其職位履行其職務時所做、同意或不做的任何行為而可能招致或蒙受的所有訴訟、費用、收費、損失、損害及開支，均可自本公司的資產獲得彌償，確保免就此受損。該等獲準許的彌償條文於截至二零二五年十二月三十一日止年度一直有效。本公司已就本集團之董事及高級職員購買適當的董事及高級職員責任保險，且該保險於本年報日期仍然有效。

董事資料變動

於報告期間及直至本年報日期，概無董事資料變動須根據上市規則第13.51B(1)條予以披露。

董事及高級管理層履歷詳情

董事及高級管理層的履歷詳情載於本年報第23至29頁之「董事及高級管理層」一節。

購股權計劃

購股權計劃由本公司於二零二一年十月二十三日有條件採納，有效期直至二零三一年十月二十二日。按照並遵循購股權計劃的條款和上市規則的規定，董事會有權全權酌情決定按其認為合適的條款，向本集團的任何僱員（全職或兼職）、董事、供應商、客戶、諮詢人、顧問、股東、服務供應商或其他通過合資、業務聯盟或其他商業安排，對我們的發展和增長作出貢獻或可能作出貢獻的參與者群組或類別授予購股權，以認購董事會根據購股權計劃的條款而釐定的股份數量。購股權計劃旨在使我們可向經挑選的參與者授出購股權，以推動或獎勵彼等對我們所作貢獻。董事認為，由於參與者基礎廣闊，購股權計劃將有助我們獎勵僱員、董事及其他經挑選的參與者對我們所作的貢獻。購股權計劃的主要條款概要載於招股章程附錄五「14. 購股權計劃」一段。



Pursuant to the terms of the Share Option Scheme and in compliance with the provisions in Chapter 17 of the Listing Rules, the total number of the Shares which may be allotted and issued upon the exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme of us) to be granted under the Share Option Scheme and any other share option scheme of us must not in aggregate exceed 10% of the number of Shares in issue as at the date of this annual report, being 100,000,000 Shares. As at 1 January and 31 December 2024, there are 100,000,000 options available for grant under the Share Option Scheme. The total number of shares available for issue under the Share Option Scheme is 100,000,000 which represents 10% of the total issued Shares of the Company as at the date of this annual report.

The maximum number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme adopted by us must not in aggregate exceed 30% of the share capital of our Company in issue from time to time.

The total number of Shares issued and which may fall to be issued upon the exercise of the options granted under the Share Option Scheme and any other share option scheme of us (including both exercised or outstanding options) to each grantee in any 12-month period shall not exceed 1% of the number of Shares in issue for the time being (“**Individual Limit**”). Any further grant of options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant must be separately approved by our Shareholders in general meeting of our Company with such grantee and his close associates (or his associates if the grantee is a connected person) abstaining from voting.

An option may be accepted by a participant within 21 days from the date of the offer of grant of the option.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by our Directors to each grantee, which period may commence from the date of the offer for the grant of options is made, but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof. Unless otherwise determined by our Directors and stated in the offer for the grant of options to a grantee, there is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised.

根據購股權計劃的條款及遵照上市規則第17章的條文，因行使根據購股權計劃及我們任何其他購股權計劃所授出所有購股權（就此而言，並不包括根據購股權計劃及我們任何其他購股權計劃的條款而失效者）而可予配發及發行的股份總數不得超過本年報日期已發行股份數目的10%，即100,000,000股股份。於二零二四年一月一日及十二月三十一日，100,000,000份購股權可根據購股權計劃可授出。根據購股權計劃可供發行的股份總數為100,000,000股，佔本年報日期本公司已發行股份總數的10%。

因行使根據購股權計劃及我們採納的任何其他購股權計劃所授出但尚未行使的所有購股權而可予發行的股份總數合共不得超過本公司不時已發行股本的30%。

於任何12個月期間，因行使根據購股權計劃及我們任何其他購股權計劃所授出的購股權（包括已行使或尚未行使購股權兩者）已向各參與者發行及將予發行的股份總數，不得超過當時已發行股份數目的1%（「**個別上限**」）。如進一步授出購股權，使數目超出進一步授出當日止任何12個月期間（包括該日）的個別上限，必須經股東於本公司的股東大會上批准，而有關承授人及其緊密聯繫人（或倘承授人為關連人士，則其聯繫人）須放棄投票。

參與者可於要約授出購股權日期起計21日內接納購股權。

購股權可於董事釐定並通知各承授人的期間內隨時根據購股權計劃的條款行使（該期間須由要約授出購股權日期起計，但無論如何須於購股權授出日期起計十年內屆滿，並可根據有關條文提早終止）。除非本公司董事另行決定及在向承授人授出購股權的要約中列明，購股權計劃並無規定在行使購股權前所需持有的最短期限。



Any grant of options under the Share Option Scheme to a Director, chief executive or substantial shareholder of our Company or any of their respective associates must be approved by independent non-executive Directors (excluding independent non-executive Director who or whose associates is the proposed grantee of the options).

Where any grant of options to a substantial shareholder or an independent non-executive director or any of their respective associates would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant: (i) representing in aggregate over 0.1% of the Shares in issue; and (ii) having an aggregate value, based on the closing price of the Shares at the date of each offer for the grant, in excess of HK\$5 million; such further grant of options must be approved by Shareholders in general meeting. Our Company must send a circular to our Shareholders, within such time as may be specified in the Listing Rules.

The subscription price for the Shares under the Share Option Scheme shall be a price determined by our Directors, but shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for trade in one or more board lots of the Shares on the date of the offer for the grant, which must be a business day; (ii) the average closing price of Shares as stated in the Stock Exchange's daily quotations for the five business days immediately preceding the date of the offer for the grant; and (iii) the nominal value of a Share.

A nominal consideration of HK\$1 is payable on acceptance of the grant of an option.

Since the adoption of the Share Option Scheme, no option has been granted. Therefore, no option was exercised, cancelled or lapsed since its adoption and up to the date of this annual report and there was no option outstanding as at 31 December 2025.

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

As at 31 December 2025, the interests and short positions of the Directors and the chief executives of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be entered in the register kept by the Company pursuant to section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code contained in Appendix C3 to the Listing Rules, are set out below:

根據購股權計劃向本公司董事、主要行政人員或主要股東或任何彼等各自的聯繫人授出任何購股權，必須經獨立非執行董事（不包括身為或其聯繫人為建議購股權承授人的獨立非執行董事）批准。

倘向主要股東或獨立非執行董事或任何彼等各自的聯繫人授出任何購股權，可能導致於有關授出當日止12個月期間（包括該日），因行使已向有關人士授出或將予授出的所有購股權（包括已行使、已註銷及尚未行使的購股權）而予以發行及將予發行的本公司股份：(i) 合共佔已發行股份的0.1%以上；及(ii) 按各授出的要約日期的股份收市價計算，總值超過5百萬港元；則進一步授出購股權須於股東大會上取得股東的批准。本公司必須於上市規則規定的有關限期內向股東寄發通函。

購股權計劃項下股份的認購價將由董事釐定，但不得低於(i) 要約授出購股權日期（必須為營業日）在聯交所的每日報價表以一手或以上股份買賣單位列示的股份收市價；(ii) 緊接要約授出購股權日期前五個營業日在聯交所的每日報價表所示股份平均收市價；及(iii) 股份面值三者中的最高者。

承授購股權之人士須在接納時支付名義代價1港元。

自採納購股權計劃以來，概無購股權獲授出。因此自其採納以來直至本年報日期概無購股權獲行使、註銷或失效，且於二零二五年十二月三十一日概無未行使購股權。

董事及最高行政人員於本公司或其任何相聯法團的股份、相關股份及債權證中擁有的權益及淡倉

於二零二五年十二月三十一日，本公司董事及最高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）的股份、相關股份及債權證中擁有須記入本公司根據證券及期貨條例第352條存置的登記冊或須根據上市規則附錄C3所載標準守則通知本公司及聯交所的權益及淡倉如下：



(i) Interest in the Company

(i) 於本公司的權益

Name of Director	Capacity/Nature of interest	Number of Shares	Approximate shareholding percentage (%)
董事姓名	身份／權益性質	股份數目	概約持股百分比 (%)
Mr. Liu 劉先生	Interest of a controlled corporation ⁽²⁾ 受控法團權益 ⁽²⁾	589,500,000	58.95%
	Beneficial owner 實益擁有人	34,730,000	3.47%
Mr. Zhan Yirong 戰乙榮先生	Beneficial owner 實益擁有人	1,000,000	0.1%
Mr. Sheng Haiyan 盛海燕先生	Beneficial owner 實益擁有人	1,000,000	0.1%

1. All interests stated are long position.

1. 所述所有權益均為好倉。

2. 589,500,000 Shares are registered in the name of Zeming International Investment Co., Ltd, the entire issued capital of which is legally and beneficially owned by Mr. Liu. By virtue of the SFO, Mr. Liu is taken to be interested in the Shares held by Zeming International Investment Co., Ltd.

2. 589,500,000股股份以Zeming International Investment Co., Ltd的名義登記。該公司的全部已發行股本由劉先生合法實益擁有。根據證券及期貨條例，劉先生被視為於Zeming International Investment Co., Ltd持有的股份中擁有權益。

(ii) Interest in associated corporation

(ii) 於相聯法團的權益

Name of Director	Name of associated corporation	Capacity/Nature	Approximate shareholding percentage (%)
董事名稱	相聯法團名稱	身份／性質	概約持股百分比 (%)
Mr. Liu 劉先生	Zeming International Investment Co., Ltd.	Beneficial owner	100%
	Zeming International Investment Co., Ltd.	實益擁有人	



DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, as at 31 December 2025, none of the Directors and chief executives of the Company had interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be entered in the register kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2025, according to the register kept by the Company under Section 336 of SFO and so far as was known to the Directors or the chief executives of the Company, the following persons (other than the Directors or chief executives of the Company) who had interests or short positions in the Shares or the underlying Shares of the Company which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO were as follows:

Name of Shareholder 股東姓名／名稱	Capacity/Nature of interest 身份／權益性質	Number of Shares 股份數目	Approximate shareholding percentage (%) 概約持股百分比 (%)
Zeming International Investment Co., Ltd.	Beneficial owner 實益擁有人	589,500,000	58.95
Ms. Li Liyan 李麗豔女士	Interest of spouse ⁽²⁾ 配偶權益 ⁽²⁾	624,230,000	62.42

- All interests stated are long position.
- Ms. Li Liyan is the spouse of Mr. Liu. Under the SFO, Ms. Li Liyan is taken to be interested in the same number of Shares in which Mr. Liu is interested.

董事認購股份或債權證的權利

除上文所披露者外，於二零二五年十二月三十一日，概無本公司董事及最高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）的股份、相關股份及債權證中擁有須記入本公司根據證券及期貨條例第352條存置的登記冊或須根據標準守則通知本公司及聯交所的權益或淡倉。

主要股東於股份及相關股份的權益及淡倉

於二零二五年十二月三十一日，根據本公司按證券及期貨條例第336條備存的登記冊及據董事或本公司最高行政人員所知，以下人士（本公司董事或最高行政人員除外）在本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須予披露的權益或淡倉如下：

- 所述所有權益均為好倉。
- 李麗豔女士為劉先生的配偶。根據證券及期貨條例，李麗豔女士被視為於劉先生擁有權益的相同數目股份中擁有權益。



Save as disclosed above, as at 31 December 2025, according to the register kept by the Company under Section 336 of the SFO and so far as were known to the Directors or the chief executives of the Company, there was no other person (other than the Directors or chief executives of the Company) who had an interest or short position in the Shares or the underlying Shares of the Company which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO.

COMPETING BUSINESS

During the year ended 31 December 2025 and up to the date of this annual report, none of the Directors is considered to have interests in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group pursuant to the Listing Rules.

COMPLIANCE WITH NON-COMPETITION UNDERTAKINGS BY CONTROLLING SHAREHOLDERS

On 23 October 2021, Zeming International Investment Co., Ltd. and Mr. Liu, each being a controlling shareholder of the Company, entered into a deed of non-competition (the “**Deed of Non-competition**”) in favour of the Company, details of which are set out in the section headed “Relationship with our Controlling Shareholders — Deed of Non-Competition” in the Prospectus.

Each of Zeming International Investment Co., Ltd. and Mr. Liu has confirmed to the Company that it/he has complied with the Deed of Non-competition as disclosed in the Prospectus for the year ended 31 December 2025.

The independent non-executive Directors have reviewed the compliance with the Deed of Non-competition by each of Zeming International Investment Co., Ltd. and Mr. Liu, and confirmed that Zeming International Investment Co., Ltd. and Mr. Liu have complied with and implemented the Deed of Non-competition.

CONNECTED TRANSACTIONS

The Group did not conducted any non-exempt connected transaction or continuing connected transaction for the year ended 31 December 2025. There was no connected transaction or continuing connected transaction that would be subject to, among other things, the reporting, announcement or independent shareholders’ approval requirements under Chapter 14A of the Listing Rules, and the Company has complied with the requirements under Chapter 14A of the Listing Rules.

除上文所披露者外，於二零二五年十二月三十一日，根據本公司按證券及期貨條例第336條規定備存的登記冊及據董事或本公司最高行政人員所知，並無任何其他人士（本公司董事或最高行政人員除外）在本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須予披露的權益或淡倉。

競爭業務

截至二零二五年十二月三十一日止年度及直至本年報日期，根據上市規則，概無董事被視為於與本集團業務直接或間接構成或可能構成競爭的任何業務中擁有權益。

控股股東遵守不競爭承諾的情況

二零二一年十月二十三日，Zeming International Investment Co., Ltd. 與劉先生（各為本公司控股股東）訂立以本公司為受益人的不競爭契據（「**不競爭契據**」），詳情載於招股章程「與控股股東的關係 — 不競爭契據」一節。

Zeming International Investment Co., Ltd. 及劉先生各自已向本公司確認，彼等於截至二零二五年十二月三十一日止年度，已遵守招股章程所披露的不競爭契據。

獨立非執行董事已檢視Zeming International Investment Co., Ltd. 及劉先生各自對不競爭契據的遵守情況，並確認Zeming International Investment Co., Ltd. 及劉先生已遵守及執行不競爭契據。

關連交易

本集團截至二零二五年十二月三十一日止年度並無進行任何非豁免關連交易或持續關連交易。概無關連交易或持續關連交易須（其中包括）根據上市規則第14A章遵守申報、公告或獨立股東批准規定，且本公司已遵守上市規則第14A章下的規定。



REPORT OF THE DIRECTORS 董事會報告

Details of the related party transactions carried out in the normal course of business are set out in Note 35 to the financial statements of this annual report. None of these related party transactions constitutes a non-exempt connected transaction or continuing connected transaction as defined under the Listing Rules, and the Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules.

MANAGEMENT CONTRACTS

For the year ended 31 December 2025, no management or administration contract concerning the management of the whole or substantial part of any business of the Company was entered into, or subsisted at the end of the year.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the knowledge of the Directors as at the date of this annual report, there was at least 25% of the Company's total issued shares, being a minimum percentage of sufficient prescribed public float of the issued shares of the Company under the Listing Rules.

CORPORATE GOVERNANCE

The Company is committed to maintaining the highest standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 30 to 47 of this annual report.

EVENTS AFTER THE REPORTING PERIOD

On 26 January 2026, Shandong Jinjia entered into the sale and purchase agreement to acquire the total equity interest in the Target Company at a total consideration of RMB71,170,000.

As at the date of this annual report, the total consideration for the Acquisition was fully settled and the registration of the transfer of the equity interest of the Target Company was completed.

於日常業務過程中進行的關聯方交易的詳情載於本年報財務報表附註35。概無該等關聯方交易構成上市規則下界定的未獲豁免的關連交易或持續關連交易，且本公司已遵守上市規則第14A章的披露規定。

管理合約

截至二零二五年十二月三十一日止年度，概無訂立有關管理本公司全部或重大部分業務的管理或行政合約或於年末仍然存續。

足夠公眾持股量

基於本公司公開可得的資料及就董事所知，於本年報日期，本公司的全部已發行股份中，至少有25%（即上市規則所訂明本公司已發行股份的充足公眾持股量最低百分比）由公眾人士持有。

企業管治

本公司致力於保持最高標準的企業管治常規。本公司所採納企業管治常規的資料載於本年報第30至47頁的企業管治報告內。

報告期後事項

於二零二六年一月二十六日，山東金嘉訂立買賣協議，以總代價人民幣71,170,000元收購目標公司的全部股權。

於本年報日期，收購事項的總代價已悉數結清，目標公司股權轉讓登記手續已辦理完畢。



The Target Company is currently focusing on the construction of the production facilities for the production of chemical products including sulphuric acid, sulfamic acid and magnesium sulfate. The principal assets of the Target Company comprise: (i) land use rights of a parcel of industrial land located in Yin Hai Chemical Industrial Park, Laizhou city, Shandong province, the PRC, with a total gross site area of approximately 175,155.81 sq.m with the expiry date of June 2072; (ii) properties under construction, including factory premises, buildings and warehouses with a current building area of approximately 125,064.63 sq.m, and (iii) other infrastructure, production lines and machineries.

For details of the Acquisition, please refer to the announcements of the Company dated 26 January 2026 and 9 February 2026.

Save as disclosed above, there are no other material subsequent events undertaken by the Company or by the Group after 31 December 2025.

AUDITOR

The consolidated financial statements of the Group for the year ended 31 December 2025 have been audited by PricewaterhouseCoopers, the auditor of the Company. A resolution for the re-appointment of PricewaterhouseCoopers as the Company's auditor will be proposed at the forthcoming AGM.

On behalf of the Board

HONGCHENG ENVIRONMENTAL TECHNOLOGY COMPANY LIMITED

LIU Zeming

Chairman and Executive Director

Shandong, PRC, 31 March 2026

目標公司現專注於建設用於生產硫酸、氨基磺酸及硫酸鎂等化工產品的生產設施。目標公司的主要資產包括：(i) 位於中國山東省萊州市銀海化工產業園的一幅工業用地土地使用權，總佔地面積約175,155.81平方米，有效期至二零七二年六月；(ii) 在建物業，包括目前建築面積約125,064.63平方米的廠房、樓宇及倉庫；及(iii) 其他基礎設施、生產線及機械設備。

有關收購事項的詳情，請參閱本公司日期為二零二六年一月二十六日及二零二六年二月九日的公告。

除上文所披露者外，本公司或本集團於2025年12月31日之後並無發生其他重大後續事件。

核數師

本集團截至二零二五年十二月三十一日止年度的綜合財務報表已由本公司核數師羅兵咸永道會計師事務所審核。續聘羅兵咸永道會計師事務所為本公司核數師的決議案將於應屆股東週年大會上提呈。

承董事會命

鴻承環保科技有限公司

主席兼執行董事

劉澤銘

中國山東，二零二六年三月三十一日



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

To the Shareholders of HONGCHENG ENVIRONMENTAL TECHNOLOGY COMPANY LIMITED

(incorporated in the Cayman Islands with limited liability)

致鴻承環保科技有限公司列位股東

(於開曼群島註冊成立的有限公司)

OPINION

What we have audited

The consolidated financial statements of HONGCHENG ENVIRONMENTAL TECHNOLOGY COMPANY LIMITED (the "Company") and its subsidiaries (the "Group"), which are set out on pages 77 to 192, comprise:

- the consolidated statement of financial position as at 31 December 2025;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

意見

吾等已審核的內容

鴻承環保科技有限公司(「貴公司」)及其附屬公司(「貴集團」)列載於第77至192頁的綜合財務報表，包括：

- 於二零二五年十二月三十一日的綜合財務狀況表；
- 截至該日止年度的綜合全面收益表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括重大會計政策資料及其他解釋資料。

吾等的意見

吾等認為，該等綜合財務報表已根據國際財務報告準則會計準則真實而中肯地反映了貴集團於二零二五年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為擬備。



BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the Code of Ethics for Professional Accountants as issued by the International Ethics Standards Board for Hong Kong Institute of Certified Public Accountants (the "Code"), as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the Code.

KEY AUDIT MATTERS

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

Key audit matter identified in our audit is related to revenue of provision of gold mine hazardous waste treatment services and cost allocation between detoxing treatment service and production of pyrite concentrate.

意見的基礎

吾等已根據香港會計師公會頒佈的國際審核準則（「國際審核準則」）進行審核。吾等在該等準則下承擔的責任已在本報告「核數師就審核綜合財務報表承擔的責任」一節作進一步闡述。

吾等相信，吾等所獲得的審核憑證能充足及適當地為吾等的意見提供基礎。

獨立性

吾等根據香港會計師公會轄下國際專業操守準則委員會頒佈的專業會計師道德守則（「守則」）（適用於公眾利益實體財務報表的審計）與本集團保持獨立。吾等亦已根據守則履行吾等的其他道德責任。

關鍵審核事項

關鍵審核事項是根據吾等的專業判斷，認為對本期綜合財務報表的審核最為重要的事項。該等事項是在吾等審核整體綜合財務報表及出具意見時進行處理的。吾等不會對該等事項提供單獨的意見。

吾等於審計中識別的關鍵審計事項，與提供金礦危險廢物處理服務的收入以及解毒處置服務與硫鐵礦精礦生產之間的成本分配有關。



Key Audit Matter 關鍵審核事項

Revenue recognition of provision of gold mine hazardous waste treatment services and cost allocation between detoxing treatment service and production of pyrite concentrate

提供金礦危險廢物處理服務的收入確認以及解毒處置服務與硫鐵礦精礦生產之間的成本分配

Refer to notes 4(a) and 5 to the consolidated financial statements.

參見綜合財務報表附註4(a)及5。

The Group recognised revenue from provision of gold mine hazardous waste treatment services amounting to RMB38.8 million for the year ended 31 December 2025. The Group's gold mine hazardous waste treatment services are conducted in various detoxing processes and integrated with the process of production of pyrite concentrate. The Group recognised revenue from detoxing treatment service as well as revenue from sales of the pyrite concentrate produced from the detoxing treatment process. The Group recognised revenue of detoxing treatment service on over time basis based on the percentage of completion applied on detoxing treatment services performance obligation which is in turn determined with reference to the percentage of cost incurred up to date to the total estimated cost of completion that are attributable to the treatment services. The allocation of processing costs between detoxing treatment service and production of pyrite concentrate involves estimation and judgement.

本集團於截至二零二五年十二月三十一日止年度確認來自提供金礦危險廢物處理服務的收入人民幣38.8百萬元。本集團的金礦危險廢物處理服務透過多項解毒工序進行，並與硫鐵礦精礦的生產流程一體化。本集團確認來自解毒處置服務的收入，以及來自銷售透過解毒處置流程生產的硫鐵礦精礦的收入。本集團按解毒處置服務履約責任的完工百分比於一段時間內確認解毒處置服務的收入，而該完工百分比乃參考截至當日產生的處理服務成本估計總完工處理服務成本的比例釐定。解毒處置服務與硫鐵礦精礦生產之間的加工成本分配涉及估計及判斷。

How our audit addressed the Key Audit Matter 吾等的審核如何處理關鍵審核事項

Our audit procedures in relation to this key audit matter included the following:

吾等就有關關鍵審計事項執行的審計程序包括以下各項：

For revenue recognised on gold mine Hazardous waste treatment services

就確認的金礦危險廢物處理服務收入而言

- Understood, evaluated and tested the Group's key controls over revenue recognition of the provision of gold mine hazardous waste treatment services and assessed the inherent risk of material misstatement by considering the level of complexity and other inherent risk factors;
了解、評估及測試本集團就提供金礦危險廢物處理服務的收入確認之主要內部監控，並透過考慮複雜程度及其他固有風險因素，評估重大錯報的固有風險；
- Checked, on a sample basis, the contracts signed with customers for provision of gold mine hazardous waste treatment services, including the unit price of treatment fee and the performance obligations;
以抽樣方式檢查與客戶就提供金礦危險廢物處理服務簽訂的合約，包括處理費單價及履約責任；



Key Audit Matter
關鍵審核事項

How our audit addressed the Key Audit Matter
吾等的審核如何處理關鍵審核事項

Revenue recognition of provision of gold mine hazardous waste treatment services and cost allocation between detoxing treatment service and production of pyrite concentrate (Continued)
提供金礦危險廢物處理服務的收入確認以及解毒處置服務與硫鐵礦精礦生產之間的成本分配(續)

- Arranged, on a sample basis, confirmations to customers to confirm the quantity of the gold mine hazardous waste collected from customers, the unit price of treatment fees and treatment service fees during the year;
以抽樣方式向客戶發出確認函，以確認年度內自客戶收取的金礦危險廢物數量、處理費單價及處理服務費用；
- Arranged stock take to verify the quantity of the hazardous waste have not completed the detoxing treatment processes as at balance sheet date;
安排盤點以核對結算日尚未完成解毒處置工序的危險廢物數量；
- Checked the calculation, on a sample basis, of the completion percentage of treatment services at the year end based on the costs incurred up to date to the total estimated cost of treatment service, and then the recalculation of the revenue amount; and
以抽樣方式檢查根據截至當日成本佔處理服務估計總成本計算的年末處理服務完工百分比，並重新計算收入金額；及



Key Audit Matter 關鍵審核事項

How our audit addressed the Key Audit Matter 吾等的審核如何處理關鍵審核事項

Revenue recognition of provision of gold mine hazardous waste treatment services and cost allocation between detoxing treatment service and production of pyrite concentrate (Continued)
提供金礦危險廢物處理服務的收入確認以及解毒處置服務與硫鐵礦精礦生產之間的成本分配(續)

We focused on this area due to the significant management judgements estimation involved in determination of performance obligations, and the determination of costs attributable to different processes, the allocation of common costs and also determination of the completion percentage of performance obligation attributable to treatment services.

吾等聚焦該領域，乃因釐定履約責任、釐定歸屬不同工序的成本、分配共同成本，以及釐定歸屬處理服務的履約責任完工百分比時，涉及重大管理判斷及估計。

On costs allocation between detoxing treatment service and production of pyrite concentrate
就解毒處置服務與硫鐵礦精礦生產之間的成本分配而言

- Assessed management's determination of costs attributable to the processes for treatment services and for production of pyrite concentrate. We (i) tested, on a sample basis, the costs incurred for detoxing treatment services during the year to supporting documents; (ii) for common costs that require allocation among the two processes, we enquired and challenged management the reasonableness of the basis of allocation; and (iii) checked the accuracy of calculation of allocations of costs.

評估管理層就歸屬處理服務工序及硫鐵礦精礦生產工序的成本釐定。吾等(i)以抽樣方式測試年度內解毒處置服務產生的成本並核對相關憑證；(ii)就需於兩項工序之間分配的共同成本，詢問及質疑管理層有關分配基準的合理性；及(iii)檢查成本分配計算的準確性。

We found the judgement and estimation involved in the determination of revenue recognition from provision of gold mine hazardous waste treatment services and cost allocation between detoxing treatment service and production of pyrite concentrate to be supportable based on available evidence.

吾等發現，根據可獲取的證據，釐定來自提供金礦危險廢物處理服務的收入確認以及解毒處置服務與硫鐵礦精礦生產之間的成本分配所涉及的判斷及估計屬可支持。



OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the Company's 2025 annual report (the "annual report") other than the consolidated financial statements and our auditor's report thereon. We have obtained some of the other information including the management discussion and analysis prior to the date of this auditor's report. The remaining other information, including corporate profile, chairman's statement, environmental, social and governance report, director's report, profiles of directors and senior management and the other sections to be included in the annual report, is expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will 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 identified above 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.

其他資料

貴公司董事對其他資料負責。其他資料包括 貴公司二零二五年報（「年報」）包含的所有資料，但綜合財務報表及核數師報告除外。吾等已於本核數師報告日期前獲得若干其他資料，包括管理討論及分析。餘下的其他資料（包括公司概覽、主席報告、環境、社會及管治報告、董事會報告、董事及高級管理層簡介以及將列入年報的其他部分）預期將於該日後提供予吾等。

吾等對綜合財務報表的意見並不涵蓋其他資料，吾等亦無且將不會對其他資料發表任何形式的核證結論。

就吾等審核綜合財務報表而言，吾等的責任為閱讀上述識別之其他資料，從而考慮其他資料是否與綜合財務報表或吾等在審核過程中獲悉的資料存在重大不符，或可能存在重大錯誤陳述。



INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, 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.

When we read the remaining other information to be included in the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Audit Committee and take appropriate action considering our legal rights and obligations.

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS Accounting Standards 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 Audit Committee is responsible for overseeing the Group's financial reporting process.

基於吾等已就於本核數師報告日期前取得的其他資料執行的工作，倘吾等認為其他資料有重大錯誤陳述，吾等須報告該事實。就此，本核數師毋須作出報告。

於吾等閱讀餘下待載入年報的其他資料時，倘得出當中存在重大錯誤陳述的結論，吾等須與審核委員會討論該事項，且於考慮到吾等的法定權力及責任後採取適當行動。

董事及審核委員會就綜合財務報表須承擔之責任

貴公司董事須負責根據國際財務報告準則會計準則及香港公司條例之披露規定，編製真實且公平之綜合財務報表，並落實其認為編製綜合財務報表所必要之內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

於編製綜合財務報表時，董事須負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營相關的事項，並運用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營或別無其他實際的替代方案。

審核委員會負責監管 貴集團之財務申報程序。



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. We report our opinion 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 ISAs 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 ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審核綜合財務報表須承擔之責任

吾等的目標為就綜合財務報表整體是否不存在因欺詐或錯誤而導致之重大錯誤陳述取得合理核證，並出具包含吾等意見在內之核數師報告。吾等之報告僅為閣下（作為一個整體）而編製，並不可用作其他用途。吾等不會就本報告之內容向任何其他人士負上或承擔任何責任。合理核證是高水平的核證，但不能保證按國際審核準則進行的審核在某一重大錯誤陳述存在時總能發現。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務報表作出的經濟決策時，則被視為重大錯誤陳述。

吾等根據國際審核準則執行審核的工作之一，是在審核的過程中運用職業判斷及保持職業懷疑。吾等亦：

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



INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

- 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 consolidated 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.
- 對董事採用持續經營會計基準的恰當性作出結論，並根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。倘有關披露不足，則修訂吾等意見。吾等的結論乃基於截至吾等的核數師報告日期止所得的審核憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評估綜合財務報表的整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否能公平反映相關交易和事項。
- 計劃和執行 貴集團審核，以就 貴集團內實體或業務單位財務資料獲取充足及適當的審核憑證，以便對綜合財務報表形成意見提供基礎。我們負責指導、監督和覆核為 貴集團審核而執行的審核工作。吾等為審核意見承擔全部責任。

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

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

吾等與審核委員會就（其中包括）審核的計劃範圍、時間安排及重大審核發現進行溝通，該等發現包括本核數師在審核過程中識別的內部監控的任何重大缺陷。

吾等亦向審核委員會作出聲明，表明吾等已符合有關獨立性的相關道德規定，並與其溝通可能被合理認為會影響吾等獨立性的所有關係及其他事宜，以及就消除威脅而採取的行動或相關防範措施（倘適用）。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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 Liao, Weining.

PricewaterhouseCoopers
Certified Public Accountants
Hong Kong, 31 March 2026

從與審核委員會溝通的事項中，吾等釐定對本期間綜合財務報表審核至關重要的事項，因而構成關鍵審核事項。吾等在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極少數情況下，倘合理預期在吾等的報告中溝通某事項造成的負面後果超出產生的公眾利益，則吾等決定不應在報告中溝通該事項。

出具本獨立核數師報告之審核項目合夥人為廖偉寧。

羅兵咸永道會計師事務所
執業會計師
香港，二零二六年三月三十一日



CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
	Note 附註		
Revenue	收益	5	323,637
Cost of sales	銷售成本	8	(129,307)
Gross profit	毛利		194,330
Other income	其他收入	6	1,596
Other losses — net	其他虧損淨額	7	(2,490)
(Provision for impairment)/reversal of provision on financial assets	金融資產(減值撥備)/撥備 撥回		(119)
Selling expenses	銷售開支	8	(5,215)
Administrative expenses	行政開支	8	(53,240)
Research and development expenses	研發開支	8	(19,290)
Operating profit	經營溢利		115,572
Finance income	融資收入	10	41
Finance costs	融資成本	10	(5,618)
Finance costs — net	融資成本淨額	10	(5,577)
Profit before income tax	除所得稅前溢利		109,995
Income tax expense	所得稅開支	11	(21,671)
Profit for the year	年內溢利		88,324
Other comprehensive income:	其他全面收益：		
<i>Item that may be reclassified to profit or loss</i>	<i>可重新分類至損益的項目</i>		
— Currency translation differences on foreign operation	— 海外業務的貨幣換算 差額		691
<i>Item that will not be reclassified to profit or loss</i>	<i>不會重新分類至損益的項目</i>		(251)
— Currency translation differences on translation from functional currency of the Company to presentation currency	— 由本公司功能貨幣 換算為呈列貨幣的 貨幣換算差額		67
			(58)
			758
			(309)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度



		Year ended 31 December 截至十二月三十一日止年度	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
	Note 附註		
Total comprehensive income for the year	年內全面收益總額	89,082	59,463
Profit for the year attributable to:	以下各項應佔年內溢利：		
Owners of the Company	本公司擁有人	88,498	60,012
Non-controlling interests	非控股權益	(174)	(240)
		88,324	59,772
Total comprehensive income for the year, attributable to:	以下各項應佔年內全面收益總額：		
Owners of the Company	本公司擁有人	89,256	59,703
Non-controlling interests	非控股權益	(174)	(240)
		89,082	59,463
Earnings per share for the year attributable to owners of the Company	本公司擁有人應佔年內每股盈利		
Basic and diluted (expressed in RMB per share)	基本及攤薄 (以每股人民幣元列示)	12	
		0.088	0.060

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

上述綜合全面收益表應與隨附附註一併閱讀。



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2025 於二零二五年十二月三十一日

		As at 31 December 於十二月三十一日	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
	Note 附註		
ASSETS	資產		
Non-current assets	非流動資產		
Right-of-use assets	使用權資產	14	73,056
Property, plant and equipment	物業、廠房及設備	15	666,119
Investment properties	投資物業	16	112,047
Intangible assets	無形資產	17	1,708
Prepayment for non-current assets	非流動資產預付款項	18	2,054
Deferred income tax assets	遞延所得稅資產	30	2,115
			857,099
			729,494
Current assets	流動資產		
Inventories	存貨	19	12,630
Trade and note receivables	貿易應收款項及應收票據	21	58,101
Other receivables and prepayments	其他應收款項及預付款項	22	53,191
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產	23	23,873
Cash and cash equivalents	現金及現金等價物	24	154,766
Time deposits	定期存款	24	10,000
			312,561
			191,699
Total assets	資產總值		1,169,660
			921,193
EQUITY	權益		
Equity attributable to owners of the Company	本公司擁有人應佔權益		
Share capital	股本	25	8,208
Share premium	股份溢價	25	517,965
Other reserves	其他儲備	26	(298,670)
Retained earnings	保留盈利		392,646
			620,149
			530,893
Non-controlling interests	非控股權益	37	11,836
			12,010
Total equity	權益總額		631,985
			542,903

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2025 於二零二五年十二月三十一日



		As at 31 December 於十二月三十一日	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
	Note 附註		
LIABILITIES	負債		
Non-current liabilities	非流動負債		
Borrowings	借款	29	117,789
Deferred income tax liabilities	遞延所得稅負債	30	9,033
Lease liabilities	租賃負債	14	–
Other long-term payables	其他長期應付款項		473
Other liabilities	其他負債	31	91,670
			218,965
			129,828
Current liabilities	流動負債		
Trade and note payables	貿易應付款項及應付票據	27	29,554
Other payables and accruals	其他應付款項及應計費用	28	88,301
Borrowings	借款	29	165,456
Current income tax liabilities	即期所得稅負債		20,872
Contract liabilities	合約負債	5	4,969
Lease liabilities	租賃負債	14	–
Other liabilities	其他負債	31	9,558
			318,710
			248,462
Total liabilities	負債總額		537,675
			378,290
Total equity and liabilities	權益及負債總額		1,169,660
			921,193

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

上述綜合財務狀況表應與隨附附註一併閱讀。

The consolidated financial statements on pages 77 to 192 were approved by the board of directors of the Company on 31 March 2026 and were signed on its behalf.

第77至192頁的綜合財務報表已於二零二六年三月三十一日由本公司董事會批准，並由其代表簽署。

Mr. Liu Zeming
劉澤銘先生
Chairman
主席

Mr. Zhan Yirong
戰乙榮先生
Director
董事



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

		Equity attributable to owners of the Company 本公司擁有人應佔權益						
			Share capital	Share premium	Other reserves	Retained earnings	Non-controlling interests	Total
		Note	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Balance at 1 January 2024	於二零二四年 一月一日的結餘		8,208	517,965	(299,119)	244,136	-	471,190
Comprehensive income	全面收益							
Profit/(loss) for the year	年內溢利/(虧損)		-	-	-	60,012	(240)	59,772
Other comprehensive income	其他全面收益							
— Currency translation differences	— 貨幣換算差額		-	-	(309)	-	-	(309)
Total comprehensive income	全面收益總額		-	-	(309)	60,012	(240)	59,463
Transactions with owners	與擁有人的交易							
Capital injection from non-controlling interests shareholders	非控股權益股東注資		-	-	-	-	12,250	12,250
Balance at 31 December 2024	於二零二四年 十二月三十一日的結餘		8,208	517,965	(299,428)	304,148	12,010	542,903
Balance at 1 January 2025	於二零二五年 一月一日的結餘		8,208	517,965	(299,428)	304,148	12,010	542,903
Comprehensive income	全面收益							
Profit/(loss) for the year	年內溢利/(虧損)		-	-	-	88,498	(174)	88,324
Other comprehensive income	其他全面收益							
— Currency translation differences	— 貨幣換算差額		-	-	758	-	-	758
Total comprehensive income	全面收益總額		-	-	758	88,498	(174)	89,082
Balance at 31 December 2025	於二零二五年 十二月三十一日的結餘		8,208	517,965	(298,670)	392,646	11,836	631,985

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes. 上述綜合權益變動表應與隨附附註一併閱讀。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度



		Year ended 31 December 截至十二月三十一日止年度	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
	Note 附註		
Cash flows from operating activities	經營活動現金流量		
Cash generated from operations	經營所得現金	32(a) 92,440	118,335
Interest received	已收利息	41	99
Interest paid	已付利息	(5,899)	(4,821)
Income tax paid	已付所得稅	(16,337)	(5,047)
Net cash generated from operating activities	經營活動所得現金淨額	70,245	108,566
Cash flows from investing activities	投資活動現金流量		
Loan to a third party	向第三方貸款	(28,468)	–
Purchase of property, plant and equipment	購買物業、廠房及設備	(102,459)	(142,956)
Placement for time deposits	存入定期存款	(10,000)	–
Purchase of intangible assets	購買無形資產	(1,716)	(6)
Proceeds from disposal of property, plant and equipment and other assets	出售物業、廠房及設備及其他資產所得款項	32(b) 683	630
Receipt of asset related government grants	收到與資產相關的政府補助	10,000	3,960
Net cash used in investing activities	投資活動所用現金淨額	(131,960)	(138,372)



CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
	Note 附註		
Cash flows from financing activities	融資活動現金流量		
Proceeds from bank borrowings	銀行借款所得款項	32(c) 136,150	64,800
Repayment of bank borrowings	償還銀行借款	32(c) (101,400)	(40,100)
Proceeds from borrowings under finance lease arrangement	融資租賃安排下借款所得款項	32(c) 125,000	19,000
Repayment of borrowings under finance lease arrangement	根據融資租賃安排償還借款	32(c) (37,617)	(37,231)
Deposits paid of borrowings under finance lease arrangement	融資租賃安排下借款的已付按金	(4,300)	(570)
Receipt of deposits paid for borrowings under finance lease arrangement	收到融資租賃安排下借款的已付按金	1,000	500
Proceeds from discounted receivables with recourse	帶追索權的貼現應收款項所得款項	32(c) 22,464	–
Increase in amounts due to related parties	應付關聯方款項增加	35(b) 49,998	18,710
Repayments of amounts due to related parties	償還應付關聯方款項	35(b) (39,821)	(18,131)
Capital injection from non-controlling interests	非控股權益注資	–	12,250
Principal and interest elements of lease payments	租賃付款的本金及利息部分	(192)	(420)
Net cash generated from financing activities	融資活動所得現金淨額	151,282	18,808
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	89,567	(10,998)
Cash and cash equivalents at beginning of year	年初的現金及現金等價物	65,213	76,119
Effect of exchange rate changes on cash and cash equivalents	現金及現金等價物匯率變動的影響	(14)	92
Cash and cash equivalents at end of year	年末的現金及現金等價物	24 154,766	65,213

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

上述綜合現金流量表應與隨附附註一併閱讀。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度



1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 12 January 2021 as an exempted company with limited liability under the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the "Companies Act"). The address of its registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company is an investment holding company. During the year ended 31 December 2025, the Group is engaged in (i) the provision of gold mine hazardous waste treatment services and sales of pyrite concentrate; (ii) the sales of products from the reprocessing of pyrite concentrate and sulphuric acid; and (iii) the sales of magnesium fertiliser in Laizhou city, Shandong province of the PRC. The Group's headquarter is in Laizhou city, Shandong province of the PRC.

The ultimate controlling party of the Company is Mr. Liu Zeming.

To prepare for the initial listing of the Company's shares on the Main Board of The Stock Exchange of Hong Kong Limited (the "Listing"), the Group has undertaken a reorganisation (the "Reorganisation") pursuant to which the Company became the holdings company of the subsidiaries comprising the Group. Details of the Reorganisation are set out in the prospectus of the Company dated 29 October 2021.

The shares of the Company have been listed on the Stock Exchange since 12 November 2021 by way of initial public offering.

The consolidated financial statements are presented in RMB and rounded to the nearest thousand RMB ("RMB'000"), unless otherwise stated.

2 BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied during the year ended 31 December 2025 and 2024, unless otherwise stated.

1. 一般資料

本公司於二零二一年一月十二日根據開曼群島法例第22章公司法（一九六一年第3號法律，經綜合及修訂）（「公司法」）在開曼群島註冊成立為獲豁免有限公司。其註冊辦事處地址為Cricket Square, Hutchins Drive, Po Box 2681, Grand Cayman, KY1-1111, Cayman Islands。

本公司為投資控股公司。截至二零二五年十二月三十一日止年度，本集團於中國山東省萊州市從事(i)提供金礦有害廢物處理服務及銷售硫精礦；(ii)銷售硫精礦及硫酸再加工產品；以及(iii)銷售鎂肥。本集團的總部位於中國山東省萊州市。

本公司的最終控股方為劉澤銘先生。

為籌備本公司股份於香港聯合交易所有限公司主板首次上市（「上市」），本集團進行了重組（「重組」），據此本公司成為本集團旗下附屬公司的控股公司。有關重組的詳情載於本公司日期為二零二一年十月二十九日的招股章程。

本公司的股份已於二零二一年十一月十二日以首次公开发售方式在聯交所上市。

除另外指明外，綜合財務報表以人民幣呈列，並已約至最接近的人民幣千元（「人民幣千元」）。

2 編製基準及會計政策之變動

以下列出了編製合併財務報表所採用的主要會計政策。除非另有說明，這些政策在截至二零二五年十二月三十一日和二零二四年十二月三十一日止年度均一致應用。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

2 BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation

2.1.1 Compliance with IFRS Accounting Standards and HKCO (as defined below)

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (“IFRS Accounting Standards”) and requirements of the Hong Kong Companies Ordinance (“HKCO”) Cap. 622.

2.1.2 Historical cost convention

The consolidated financial statements have been prepared on the historical cost convention, except for Financial assets at fair value through other comprehensive income (FVOCI), which are carried out at fair value.

2.1.3 Going concern

As at 31 December 2025, the Group had net current liability of RMB6,149,000. The Group’s cash and bank balances amounted to RMB154,766,000 and total amount of borrowings was RMB283,245,000. Out of the total amount, borrowings with aggregated amount of RMB165,456,000 were due for repayment within twelve months from 31 December 2025. The Group’s ability to continue as a going concern is primarily dependent upon cash flow from its operation and financing from bank borrowings. In preparing the financial statements, the directors of the Company have reviewed the cashflow forecast prepared by the management of the Company for a period not less than twelve months from period end date of these financial statements. Taking into consideration the Group’s net cash inflows from operating activities and the financing from bank borrowings under the existing revolving loan agreements and available bank credit quotas, the directors of the Company believe that the Group has adequate resources to continue operation for the foreseeable future of not less than twelve months. The directors, therefore, are of the opinion that it is appropriate to adopt the going concern basis in preparing its consolidated financial statements.

2 編製基準及會計政策之變動 (續)

2.1 編製基準

2.1.1 遵守國際財務報告準則會計準則及香港公司條例 (定義見下文)

本集團的綜合財務報表乃根據國際財務報告準則(「國際財務報告準則會計準則」)及第622章香港公司條例(「香港公司條例」)的規定編製。

2.1.2 歷史成本慣例

綜合財務報表以歷史成本慣例編製，惟按公平值計入其他全面收益(按公平值計入其他全面收益)的金融資產按公平值列賬。

2.1.3 持續經營

於二零二五年十二月三十一日，本集團流動負債淨額為人民幣6,149,000元。本集團現金及銀行結餘為人民幣154,766,000元，借款總額為人民幣283,245,000元。於該總額中，合共人民幣165,456,000元的借款須於二零二五年十二月三十一日起十二個月內償還。本集團持續經營的能力主要取決於其經營活動現金流量及銀行借款融資。於編製財務報表時，本公司董事已審閱本公司管理層就本財務報表期間結束日起不少於十二個月期間編製的現金流量預測。考慮到本集團經營活動產生的現金流入淨額以及根據現有循環貸款協議獲得的銀行借款融資及可用銀行授信額度，本公司董事認為本集團擁有充足資源於可見將來(不少於十二個月)持續經營。因此，董事認為採用持續經營基準編製其綜合財務報表屬適當。

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綜合財務報表附註

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度



2 BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

2.1.4 New and amended standards adopted by the Group

The following new and amended accounting standards and interpretations become applicable for annual reporting periods commencing on or after 1 January 2025, and have been adopted by the Group in current period:

Standards and amendments	Key requirements	Effective for annual periods beginning on or after
準則及修訂	主要規定	於下列日期或之後開始的年度期間生效
IAS 21 (Amendment) 國際會計準則第21號 (修訂本)	Lack of Exchange ability 缺乏可交換性	1 January 2025 二零二五年 一月一日

2 編製基準及會計政策之變動 (續)

2.1 編製基準 (續)

2.1.4 本集團採納的新訂及經修訂準則

以下新訂及經修訂會計準則及詮釋於二零二五年一月一日或之後開始的年度報告期間適用，並已由本集團於本期間採納：



2 BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

2.1.5 New and amended standards and interpretations not yet adopted by the Group

Certain new accounting standards and interpretations have been published that are not mandatory for the year ended 31 December 2025 and have not been early adopted by the Group. Those new standards, amendments of standards and interpretations are as follows:

2 編製基準及會計政策之變動 (續)

2.1 編製基準 (續)

2.1.5 本集團尚未採納的新訂及經修訂準則及詮釋

已頒佈的截至二零二五年十二月三十一日止年度的非強制性規定的若干新訂會計準則及詮釋，本集團概無提早採納。該等新訂準則、準則修訂及詮釋如下：

Standards and amendments 準則及修訂	Key requirements 主要規定	Effective for annual periods beginning on or after 於下列日期或之後開始的年度期間生效
IFRS 9 and IFRS 7 (Amendment) 國際財務報告準則第9號及國際財務報告準則第7號(修訂本)	Amendments to the Classification and Measurement of Financial Instruments 金融工具的分類及計量(修訂本)	1 January 2026 二零二六年一月一日
IFRS 9 and IFRS 7 (Amendment) 國際財務報告準則第9號及國際財務報告準則第7號(修訂本)	Contracts Referencing Nature-dependent Electricity 涉及依賴自然能源生產電力的合約	1 January 2026 二零二六年一月一日
Annual improvement project 年度改進項目	Annual improvements to IFRS Accounting Standards 國際財務報告準則會計準則年度改進	1 January 2026 二零二六年一月一日
IFRS 18 國際財務報告準則第18號	Presentation and Disclosure in Financial Statements 財務報表之呈列及披露	1 January 2027 二零二七年一月一日
IFRS 19 國際財務報告準則第19號	Subsidiaries without Public Accountability: Disclosures 非公共受托責任附屬公司：披露	1 January 2028 二零二八年一月一日
IFRS 10 (Amendment) and IAS 28 (Amendment) 國際財務報告準則第10號(修訂本)及國際會計準則第28號(修訂本)	Sale or contribution of Assets between an Investor and its Associate or Joint Venture 投資者與其聯營公司或合營企業之間的資產出售或注資	To be determined 待確定

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For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度



2 BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

2.1.5 New and amended standards and interpretations not yet adopted by the Group (Continued)

The directors have performed assessment on the new standards, and amendments, and has concluded on a preliminary basis that these new standards and amendments would not have a significant impact on the Group's consolidated financial statements when they become effective, except for IFRS 18 which will mainly impact the presentation of statement of profit and loss. The Group is still in the process of evaluating the impact of adoption of IFRS 18.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including fair value interest rate risk and cash flow interest rate risk, and foreign exchange risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by the senior management of the Group.

(a) Market risk

(i) Cash flow and fair value interest rate risk

The Group's interest rate risk arises from bank deposits and borrowings. Borrowings obtained at variable rates expose the Group to cash flow interest rate risk which is partially offset by cash at bank with variable interest rates. Borrowings obtained at fixed rates expose the Group to fair value interest rate risk. During the years ended 31 December 2025 and 2024, the Group's borrowings bore interest both at variable rates and fixed rates.

2 編製基準及會計政策之變動 (續)

2.1 編製基準 (續)

2.1.5 本集團尚未採納的新訂及經修訂準則及詮釋 (續)

董事已就新訂準則及修訂進行評估，並初步認為該等新訂準則及修訂於生效時不會對本集團的綜合財務報表構成重大影響，惟國際財務報告準則第18號除外，該準則主要影響損益表的呈列。本集團仍在評估採納國際財務報告準則第18號的影響。

3 財務風險管理

3.1 財務風險因素

本集團的活動面對各種財務風險：市場風險（包括公平值利率風險及現金流量利率風險及外匯風險）、信貸風險及流動資金風險。本集團的整體風險管理計劃集中於金融市場的不可預測性，並尋求盡量減低對本集團財務表現的潛在不利影響。風險管理由本集團的高級管理層進行。

(a) 市場風險

(i) 現金流量及公平值利率風險

本集團的利率風險來自銀行存款及借款。按浮動利率取得的借款令本集團承受現金流量利率風險，惟部分被按浮動利率計息的銀行現金所抵銷。按固定利率取得的借款令本集團承受公平值利率風險。截至二零二五年及二零二四年十二月三十一日止年度，本集團的借款按浮動利率及固定利率計息。



3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(i) Cash flow and fair value interest rate risk (Continued)

Bank deposits carried at prevailing market interest rate expose the Group to cash flow interest rate risk. The Group closely monitors trend of interest rate and its impact on the Group's interest rate risk exposure to ensure it is within an acceptable level. The Group currently has not used any interest rate swap arrangements but will consider hedging interest rate risk should the need arise.

During the years ended 31 December 2025 and 2024, if interest rate on borrowings had been higher/lower by 50 basis points of current interest rate, with other variables held constant, the Group's post-tax profit would have been approximately RMB348,000 lower/higher and RMB333,000 lower/higher, respectively.

(ii) Foreign exchange risk

Foreign exchange risk arises when future commercial transactions or recognized assets and liabilities are denominated in a currency that is not the Group entities' functional currency. The Group primarily conducts its operations in mainland China with majority of activities settled in Renminbi ("RMB"). The Group also sells to customers in Hong Kong, and is exposed to foreign exchange risk, primarily the Hong Kong dollar ("HKD"). The Group currently does not have a foreign currency hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(i) 現金流量及公平值利率風險 (續)

按現行市場利率計息的銀行存款令本集團承受現金流量利率風險。本集團密切監察利率走勢及其對本集團利率風險的影響，以確保風險在可接受水平。本集團目前並無使用任何利率掉期安排，但於有需要時會考慮對沖利率風險。

截至二零二五年及二零二四年十二月三十一日止年度，倘若借款利率較現時利率上升/下跌50個基點，而其他變量維持不變，則本集團的除稅後溢利將分別下跌/上升約人民幣348,000元及下跌/上升人民幣333,000元。

(ii) 外匯風險

當未來商業交易或已確認的資產和負債以非集團實體的功能貨幣計價時，便會產生外匯風險。本集團主要在中國內地開展業務，大部分交易以人民幣（「人民幣」）結算。本集團也向香港客戶銷售產品，因此面臨外匯風險，主要涉及港元（「港元」）。本集團目前沒有外匯避險策略。但是，本集團管理層會密切監控外匯風險敞口，並在必要時考慮對沖重大外匯風險敞口。



3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(ii) Foreign exchange risk (Continued)

The Group is exposed to changes in RMB/HKD exchange rates. As at 31 December 2025 and 2024, if RMB had strengthened/weakened by 5% against HKD with all other variables held constant, the loss before income tax for the year/period would have been RMB1,912,000 lower/higher and RMB28,000 lower/higher respectively, mainly as a result of net foreign exchange (losses)/gains on translation of HKD denominated cash and cash equivalents.

(b) Credit risk

Credit risk arises from cash and cash equivalents, as well as trade receivables and other receivables. The carrying amount of each class of the above financial assets represents the Group's maximum exposure to credit risk in relation to the corresponding class of financial assets.

Risk management

To manage this risk, cash and cash equivalents are mainly placed with state-owned or reputable financial institutions in Mainland China and reputable financial institutions outside of Mainland China.

To manage risk arising from trade receivables, the Group has policies in place to ensure that credit terms are made to counterparties with an appropriate credit history and management performs ongoing credit evaluations of the counterparties. Trade receivables have been grouped based on shared credit risk characteristics and aging to measure the expected credit losses. Trade receivables are written off when there is no reasonable expectation of recovery. Impairment losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(ii) 外匯風險 (續)

本集團受人民幣／港元幣匯率波動的影響。於2025年12月31日及2024年12月31日，若在其他所有變數維持不變的情況下，人民幣兌港元匯率上漲／下跌5%，則該年度／期間的所得稅前虧損將分別減少／增加人民幣1,912,000元及人民幣28,000元，主要由於以港元計值的現金及現金等價物兌換產生的淨外匯（虧損）／收益。

(b) 信貸風險

信貸風險來自現金及現金等價物以及貿易應收款項及其他應收款項。上述各類金融資產的賬面值指本集團有關相應類別金融資產所面臨的最大信貸風險。

風險管理

為管理此風險，現金及現金等價物主要存放於中國內地的國有或信譽良好的金融機構及中國內地以外的信譽良好的金融機構。

為管理貿易應收款項產生的風險，本集團已制定政策，以確保向具有適當信貸記錄的交易對手提供信貸條款，且管理層會對對手方進行持續信貸評估。貿易應收款項已根據共同信貸風險特徵及賬齡分類，以計量預期信貸虧損。貿易應收款項於並無合理預期可收回時撇銷。貿易應收款項之減值虧損於經營溢利內呈列為減值虧損淨額。其後收回先前已撇銷之金額，則計入同一項目。



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3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

Risk management (Continued)

For other financial assets carried at amortized cost (excluding input Value Added Tax (“VAT”) to be deducted and prepayments), management makes periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experiences.

Impairment of financial assets

The Group has four types of financial assets that are subject to the expected credit loss model:

- cash and cash equivalents and time deposits;
- trade receivables;
- other receivables;
- financial assets at fair value through other comprehensive income.

(i) Cash and cash equivalents

To manage risk arising from cash and cash equivalents, the Group only transacts with state-owned or reputable financial institutions in Mainland China and reputable international financial institutions outside of Mainland China. There has been no recent history of default in relation to these financial institutions. These instruments are considered to have low credit risk because they have a low risk of default and the counterparty has a strong capacity to meet its contractual cash flow obligations in the near term. Cash and cash equivalents are also subject to the impairment requirements of IFRS 9, while the identified impairment loss was immaterial.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

風險管理 (續)

就按攤銷成本列賬的其他金融資產 (不包括將予扣除的增值稅 (「增值稅」) 及預付款項) 而言，管理層根據過往結算記錄及過往經驗對其他應收款項的可收回性定期進行共同評估及個別評估。

金融資產減值

本集團有四類金融資產須遵守預期信貸虧損模式：

- 現金及現金等價物以及定期存款；
- 貿易應收款項；
- 其他應收款項；
- 按公平值計入其他全面收益的金融資產。

(i) 現金及現金等價物

為管理現金及現金等價物產生的風險，本集團僅與中國內地的國有或信譽良好的金融機構及中國內地以外的信譽良好的國際金融機構進行業務往來。該等金融機構近期並無違約記錄。該等工具被視為具有低信貸風險，原因為其違約風險較低，且對手方有較強的能力於短期內履行其合約現金流量義務。現金及現金等價物亦須遵守國際財務報告準則第9號的減值規定，而已確定的減值虧損並不重大。

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3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(ii) Trade receivables

The Group applies the IFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and aging.

The expected loss rates are based on the credit rating of counter parties and the payment profiles of sales over a period of 15 months before 31 December 2025 or 1 January 2025 respectively and probability of default of counter parties on an ongoing basis throughout each reporting period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the Gross Domestic Product ("GDP") in Mainland China and globally to be the most relevant factor, and accordingly adjusts the historical loss rates based on expected changes in these factors.

As at 31 December 2025, no loss allowance was provided for individually assessed receivables.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(ii) 貿易應收款項

本集團應用國際財務報告準則第9號簡化方法計量預期信貸虧損，對所有貿易應收款項使用全期預期虧損撥備。為計量預期信貸虧損，貿易應收款項已根據共同信貸風險特徵及賬齡分類。

預期虧損率根據對手方的信貸評級及各報告期內的銷售付款情況以及對手方分別於二零二五年十二月三十一日或二零二五年一月一日之前15個月期間內持續違約的可能性釐定。過往虧損率經調整以反映影響客戶償還應收款項能力的有關宏觀經濟因素的當前及前瞻性資料。本集團已識別出，中國內地及全球國內生產總值（「國內生產總值」）屬最為相關的因素，並根據該等因素的預期變動相應調整過往虧損率。

於二零二五年十二月三十一日，並無就個別評估的應收款項計提虧損撥備。



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3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(ii) Trade receivables (Continued)

The following table shows the loss allowance provision for the Group's trade receivables as at 31 December 2025 and 2024.

		1-90 days 1至90日 RMB'000 人民幣千元	91-180 days 91至180日 RMB'000 人民幣千元	181-270 days 181至270日 RMB'000 人民幣千元	271-360 days 271至360日 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 31 December 2025	於二零二五年 十二月三十一日					
Related to provision of gold mine hazardous waste treatment services	與提供金礦有害廢物處理服務相關					
Gross carrying amount	賬面總值	3,862	7,464	7,097	3,132	21,555
Expected loss rate	預期虧損率	0.16%	0.19%	0.30%	0.73%	0.30%
Loss allowance	虧損撥備	6	14	21	23	64
Related to sales of sulfuric acid, iron powder and electricity	與銷售硫酸、鐵粉及電力有關					
Gross carrying amount	賬面總值	6,452	-	22	-	6,474
Expected loss rate	預期虧損率	0.67%	-	4.55%	-	0.68%
Loss allowance	虧損撥備	43	-	1	-	44
Related to sales of magnesium fertilizer	與銷售鎂肥有關					
Gross carrying amount	賬面總值	7,789	-	-	-	7,789
Expected loss rate	預期虧損率	0.94%	-	-	-	0.94%
Loss allowance	虧損撥備	73	-	-	-	73
Total loss allowance	虧損撥備總額	122	14	22	23	181

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(ii) 貿易應收款項 (續)

下表顯示了本集團於二零二五年及二零二四年十二月三十一日就貿易應收款項計提的虧損撥備。

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3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(ii) Trade receivables (Continued)

		1-90 days	91-180 days	181-270 days	271-360 days	Total
		1至90日	91至180日	181至270日	271至360日	總計
		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
As at 31 December 2024	於二零二四年 十二月三十一日					
Related to provision of gold mine hazardous waste treatment services	與提供金礦有害廢物處理服務相關					
Gross carrying amount	賬面總值	7,480	11,258	4,618	–	23,356
Expected loss rate	預期虧損率	0.20%	0.24%	0.44%	–	0.27%
Loss allowance	虧損撥備	15	27	20	–	62
Related to sales of sulfuric acid, iron powder and electricity	與銷售硫酸、鐵粉及電力有關					
Gross carrying amount	賬面總值	914	–	–	–	914
Expected loss rate	預期虧損率	0.00%	–	–	–	0.00%
Loss allowance	虧損撥備	–	–	–	–	–
Total loss allowance	虧損撥備總額	15	27	20	–	62

(iii) Other receivables

Other receivables mainly include refundable deposits, amounts due from related parties and others. All of the Group's financial assets at amortized cost are measured as either 12-month expected credit losses or lifetime expected credit losses, depending on whether there has been a significant increase in credit risk since initial recognition.

Trade receivables and other receivables are written off when there is no reasonable expectation of recovery.

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(ii) 貿易應收款項 (續)

(iii) 其他應收款項

其他應收款項主要包括可退還按金、應收關聯方款項及其他。本集團所有按攤銷成本計量的金融資產以12個月的預期信貸虧損或全期預期信貸虧損計量，取決於自初次確認以來的信貸風險是否已顯著增加。

貿易應收款項及其他應收款項於並無合理預期可收回時撇銷。



3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(iii) Other receivables (Continued)

Impairment losses on trade receivables and other receivables are presented as net impairment losses within operating loss. Subsequent recoveries of amounts previously written off are credited against the same line item.

(iv) Debt investments at financial assets at FVOCI

Debt investments at FVOCI are notes receivable.

There was no loss allowance for debt investments at FVOCI as at 31 December 2025 and 2024.

(c) Liquidity risk

To manage the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The Group expects to fund its future cash flow needs through internally generated cash flows from operations and borrowings from financial institutions. Management believes that there is no significant liquidity risk in view of the expected cash flow from operations and continuous support from banks in the coming twelve months.

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(iii) 其他應收款項 (續)

貿易應收款項及其他應收款項的減值虧損於經營虧損內呈列為減值虧損淨額。其後收回先前已撇銷之金額，則計入同一項目。

(iv) 按公平值計入其他全面收益的金融資產的債務投資

按公平值計入其他全面收益的債務投資為應收票據。

於二零二五年及二零二四年十二月三十一日，按公平值計入其他全面收益的債務投資並無虧損撥備。

(c) 流動資金風險

為管理流動資金風險，本集團監察現金及現金等價物水平，並將其維持於管理層視為足夠的水平，以提供資金予本集團的營運及減低現金流量波動影響。本集團預期透過經營所得內部產生的現金流量及向金融機構借款為未來現金流量需求提供資金。管理層認為概無重大流動資金風險，當中已計及未來十二個月的營運預期現金流量及銀行的持續支援。

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3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

The tables below analyse the Group's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the end of each reporting period to the contractual maturity date. The amounts disclosed in the tables are the contractual undiscounted cash flows.

		Less than 1 year 少於1年 RMB'000 人民幣千元	Between 1 and 2 years 1至2年 RMB'000 人民幣千元	Between 2 and 5 years 2至5年 RMB'000 人民幣千元	Over 5 years 5年以上 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 31 December 2025	於二零二五年 十二月三十一日					
Trade and note payables	貿易應付款項及應付 票據	29,554	-	-	-	29,554
Other payables (excluding non-financial liabilities)	其他應付款項(不包括 非金融負債)	66,479	-	-	-	66,479
Borrowings, including interest	借款(包括利息)	174,042	57,947	64,225	-	296,214
Other long-term payables	其他長期應付款項	-	473	-	-	473
Other liabilities — payable to Laizhou City State-owned Assets Management Company Limited ("LZ Assets")	其他負債 — 應付萊州市 國有資產經營有限公司 (「萊州資產」)	-	-	72,000	-	72,000
		270,075	58,420	136,225	-	464,720
As at 31 December 2024	於二零二四年 十二月三十一日					
Trade and note payables	貿易應付款項及應付 票據	3,991	-	-	-	3,991
Other payables (excluding non-financial liabilities)	其他應付款項(不包括 非金融負債)	53,074	-	-	-	53,074
Borrowings, including interest	借款(包括利息)	107,925	34,599	-	-	142,524
Other long-term payables	其他長期應付款項	-	265	-	-	265
Other liabilities — payable to Laizhou City State-owned Assets Management Company Limited ("LZ Assets")	其他負債 — 應付萊州市 國有資產經營有限公司 (「萊州資產」)	-	-	36,000	36,000	72,000
		164,990	34,864	36,000	36,000	271,854

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 流動資金風險 (續)

下表根據各報告期末至合約到期日餘下期間將本集團的非衍生金融負債按相關到期組別作出分析。下表披露的金額為合約未貼現現金流量。



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3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Capital management

The Group's objectives when managing capital are to safeguard the ability to continue as a going concern, so that the Group can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio, being total net debt divided by total capital. Total capital is the total of net debts and total equity as shown on the consolidated statements of financial position.

The gearing ratios during the years ended 31 December 2025 and 2024 were as follow:

3. 財務風險管理 (續)

3.2 資本管理

本集團管理資本的目標為保障其持續經營能力，以讓本集團可以繼續為股東帶來回報及為其他持份者帶來利益，及維持最佳資本架構以減低資本成本。

為維持或調整資本結構，本集團可能會調整支付予股東的股息金額，向股東發還資金，或發行新股或出售資產以減少債務。

本集團基於資本負債比率（即淨債務總額除以總資本）監控資本。總資本為淨債務及總權益的總和（見綜合財務狀況表所示）。

於截至二零二五年及二零二四年十二月三十一日止年度的資本負債比率列載如下：

		As at 31 December 於十二月三十一日	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Borrowings (Note 29)	借款(附註29)	283,245	138,647
Lease liabilities (Note 14)	租賃負債(附註14)	—	807
Amount due to the related parties (Note 35(c))	應付關聯方款項 (附註35(c))	12,635	2,458
Other liabilities — payable to LZ Assets (Note 31)	其他負債 — 應付萊州資產 (附註31)	60,543	58,102
Total debt	總債務	356,423	200,014
Less: Cash and cash equivalents (Note 24)	減：現金及現金等價物 (附註24)	(154,766)	(65,213)
Time deposits (Note 24)	定期存款(附註24)	(10,000)	—
Net debt (a)	債務淨額(a)	191,657	134,801
Total equity (b)	權益總額(b)	631,985	542,903
Total capital	總資本	823,642	677,704
Net gearing ratio (a/b)	淨資本負債比率(a/b)	30%	25%



3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Capital management (Continued)

The gearing ratio increased due to the increase in borrowings to finance investment in fixed assets during the years ended 31 December 2025 and 2024.

3.3 Fair value estimation

The carrying values less impairment provision of trade receivables, deposits, financial assets at fair value through other comprehensive income and other receivables and payables are a reasonable approximation of their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

The table below analyses the Group's financial instruments carried at fair value as at each balance sheet date, by level of the input to valuation techniques used to measure fair value. Such input is categorised into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2); and
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

3. 財務風險管理 (續)

3.2 資本管理 (續)

截至二零二五年及二零二四年十二月三十一日止年度，由於為固定資產投資提供資金的借款增加，資產負債比率上升。

3.3 公平值估計

貿易應收款項、按金、按公平值計入其他全面收益的金融資產以及其他應收款項及應付款項的賬面值減去減值撥備後，為其公平值的合理近似值。就披露而言，金融負債的公平值乃透過將未來合約現金流量按本集團類似金融工具可得的現有市場利率貼現估計。

下表按計量公平值的估值技術所用輸入數據的層級，分析本集團於各資產負債表日期按公平值計量的金融工具。該等輸入數據歸入以下公平值層級內的三個層級：

- 相同資產或負債在活躍市場上的報價（未經調整）（第一級）；
- 並非納入第一級的報價，惟可直接（即作為價格）或間接（即源自價格）觀察的資產或負債的輸入數據（第二級）；及
- 並非依據可觀察市場數據的資產或負債的輸入數據（即不可觀察輸入數據）（第三級）。



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3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

The following table presents the Group's assets that are measured at fair value on 31 December 2025:

		Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Assets	資產				
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產	-	-	23,873	23,873

The following table presents the Group's assets that are measured at fair value on 31 December 2024:

		Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Assets	資產				
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產	-	-	5,687	5,687

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements:

		Fair value at 公平值		Range of inputs (probability-weighted average) 輸入數據的範圍(概率加權平均值)		
		31 December 2025 二零二五年 十二月三十一日 RMB'000 人民幣千元	31 December 2024 二零二四年 十二月三十一日 RMB'000 人民幣千元	Un-observable inputs 不可觀察輸入 數據	31 December 2025 二零二五年 十二月三十一日	31 December 2024 二零二四年 十二月三十一日
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產					
— Notes receivables	— 應收票據	23,873	5,687	Discount rate 貼現率	1.33%–1.65%	1.69%–2.16%

3. 財務風險管理 (續)

3.3 公平值估計 (續)

下表列示了本集團於二零二五年十二月三十一日按公平值計量的資產：

下表列示了本集團於二零二四年十二月三十一日按公平值計量的資產：

下表概述第三級公平值計量中使用的重大不可觀察輸入數據的量化資料：



4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of consolidated financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Cost allocation and revenue recognition of treatment services

The Group's gold mine hazardous waste treatment services are conducted in various detoxing processes and integrated with the production process of pyrite concentrate which can be sold for sales revenue. The Group obtains revenue from detoxing treatment service as well as revenue from sales of the pyrite concentrate produced from the detoxing treatment process. The allocation of processing costs between detoxing treatment services and production of pyrite concentrate involves estimation and judgement. In addition, the detoxing treatment services involve various detoxing processes, mainly including (i) airing (detoxing through evaporation), which takes one to three months, and (ii) detoxing using chemical reaction, which takes less than one day to process. The Group therefore recognises revenue from detoxing treatment service on overtime basis, and based on the completion percentage of the treatment services performance obligation which is in turn determined with reference to the percentage of cost incurred up to date to the total estimated cost of completion that are attributable to the treatment services. The determination of performance obligation and the completion percentage of performance obligation involves judgement.

4 關鍵會計估計及判斷

編製綜合財務報表須使用會計估計，根據定義，該等會計估計甚少會與實際結果相等。管理層亦須於應用本集團會計政策時作出判斷。

持續評估估計及判斷。估計及判斷乃基於過往經驗及其他因素，包括可能對實體產生財務影響並於此等情況下被視為合理之未來事件之預期。具有對未來財政年度的資產及負債的賬面值造成重大調整的重大風險的估計及假設載於下文。

(a) 處理服務的成本分配及收益確認

本集團的金礦有害廢物處理服務是在多個有害物質分解過程中進行，並與可出售賺取銷售收益的硫精礦的生產過程相結合。本集團從除毒處理服務及從除毒處理過程所產生的硫精礦銷售獲得收益。除毒處理服務與生產硫精礦之間的處理成本分配涉及估計及判斷。此外，除毒處理服務涉及多個除毒工序，主要包括(i) 晾曬（透過蒸發除毒），需時一至三個月，及(ii) 利用化學反應除毒，需時少於一天處理。因此，本集團根據處理服務履約責任的完成百分比隨著時間確認除毒處理服務的收益，而完成百分比則是參照處理服務迄今產生的成本佔完成總估計成本的百分比釐定。釐定履約責任及履約責任的完成百分比涉及判斷。



4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(b) Cost allocation of reprocessing of pyrite concentrate

The reprocessing of pyrite concentrate produces sulphuric acid, iron powder and electricity in an integrated process. The allocation of cost to sulphuric acid, iron powder and electricity involves management's judgement and estimation.

(c) Estimated lease term of investment properties

The Group leased two warehouses to Laizhou City State-owned Assets Management Company Limited ("LZ Assets") in October and December 2018, for a period of 20 years, out of which the first 5 years (October and December 2018 to 2023) were committed and non-cancellable. These lease contracts were modified in November 2023 to extend the committed and non-cancellable lease period for another 5 years till October and December 2028. The Group accounted for the leases as a five year lease contract at inception of the lease in 2018, and extended it to another five years based on the modified contract terms. The estimation of the lease periods involves interpretation of facts and judgement.

(d) Estimated useful lives and residual values of property, plant and equipment

The Group's management determines the estimated useful lives and residual values and consequently the related depreciation charges for its property, plant and equipment, and reviews the useful lives and residual values periodically to ensure that the method and rates of depreciation are consistent with the expected pattern of realization of economic benefits from property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. If there are significant changes from previously estimated useful lives and residual values, the amount of depreciation expenses may change.

4 關鍵會計估計及判斷 (續)

(b) 硫精礦再加工的成本分配

硫精礦再加工在集成工藝中產生硫酸、鐵粉及電力。硫酸、鐵粉及電力的成本分配涉及管理層的判斷及估計。

(c) 估計投資物業租期

於二零一八年十月及十二月，本集團向萊州市國有資產經營有限公司（「萊州資產」）租賃兩間倉庫，租期為20年，其中首五年（二零一八年十月及十二月至二零二三年）為已承諾且不可撤銷。該等租賃合約已於二零二三年十一月修訂，以將承諾及不可撤銷租期另外延長五年至二零二八年十月及十二月。本集團於二零一八年租賃開始時將租賃入賬列為五年租賃合約，並根據經修訂合約條款將其再延長五年。租期的估計涉及對事實的詮釋及判斷。

(d) 物業、廠房及設備的估計可用年期及餘值

本集團管理層為其物業、廠房及設備釐定估計可用年期及餘值，以至於相關折舊開支，並定期檢討可用年期及餘值，確保折舊方法及比率與物業、廠房及設備經濟利益變現的預期模式一致。此估計乃根據對類似性質及功能的物業、廠房及設備的實際可用年期的過往經驗。倘比起先前估計可用年期及餘值有重大變化，則折舊開支金額可能會改變。

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4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(e) Impairment of property, plant and equipment

The carrying amounts of items of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying amounts may not be recoverable in accordance with the accounting policy as disclosed in Note 15(b) to the consolidated financial statements. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use, and calculations of which involve the use of estimates and judgement. In estimating the recoverable amounts of assets, various assumptions, including future cash flows and discount rates, are made. If future events do not correspond to such assumptions, the recoverable amounts will need to be revised, and this may have an impact on the Group's results of operations or financial position. The carrying amounts of property, plant and equipment in the consolidated statements of financial positions are set out in Note 15 to the consolidated financial statements.

(f) Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in the Note 3.1(b).

4 關鍵會計估計及判斷 (續)

(e) 物業、廠房及設備減值

根據綜合財務報表附註15(b)所披露的會計政策，當事件或情況變動顯示賬面值可能無法收回時，會檢討物業、廠房及設備項目的賬面值是否出現減值。可收回金額為資產的公平值減出售成本及使用價值兩者間的較高者，其計算涉及使用估計及判斷。在估計資產的可收回金額時，會作出各種假設，包括未來現金流量及貼現率。倘未來事件與該等假設不符，則需修訂可收回金額，而這可能對本集團的經營業績或財務狀況造成影響。綜合財務狀況表中物業、廠房及設備的賬面值載於綜合財務報表附註15。

(f) 金融資產減值

金融資產的虧損撥備乃基於對違約風險及預期虧損率之假設而作出。基於本集團之過往記錄、現有市場狀況以及前瞻性估計，本集團於各報告期末作出該等假設及選擇計算減值之輸入數據時會採用判斷。所用的主要假設及輸入數據詳情於附註3.1(b)披露。



4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(g) Current and deferred income taxes

The Group is subject to income taxes in mainly Mainland China and Hong Kong. Judgement is required in determining the provision for income taxes. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current income tax and deferred income tax provisions in the periods in which such determinations are made.

Deferred income tax assets and liabilities relating to certain temporary differences are recognised as management considers that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Where the expectation is different from the original estimate, such differences will impact the recognition of deferred income tax assets and liabilities and taxation in the periods in which such estimate is changed.

4 關鍵會計估計及判斷 (續)

(g) 即期及遞延所得稅

本集團主要於中國內地及香港繳納所得稅。在釐定所得稅撥備時需要作出判斷。倘該等事項的最終稅務後果與最初記錄的金額不同，此等差額將影響作出定稅期間的即期所得稅及遞延所得稅撥備。

於管理層認為很可能有未來應課稅溢利可用作抵銷暫時性差異時，本集團確認與若干暫時性差異有關的遞延所得稅資產及負債。倘預期與原來的估計不同，該等差異將會影響有關估計變更期間遞延所得稅資產及負債及稅項的確認。

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For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度



5 REVENUE AND SEGMENT INFORMATION

(a) Revenue during the years

5 收益及分部資料

(a) 年度收益

		Year ended 31 December 截至十二月三十一日止年度	
		2025	2024
		二零二五年	二零二四年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue from contract with customers within the scope of IFRS 15	國際財務報告準則第15號範圍內的客戶合約收益：		
<i>Recognized over time</i>	<i>隨時間確認</i>		
Revenue from provision of gold mine hazardous waste treatment services	提供金礦有害廢物處理服務的收益	38,769	41,506
<i>Recognized at a point in time</i>	<i>於某時間點確認</i>		
Revenue from sales of pyrite concentrate	銷售硫精礦的收益	101,853	67,663
Revenue from sales of products from the reprocessing of pyrite concentrate and sulphuric acid	銷售硫精礦及硫酸再加工產品的收益	161,731	115,181
Revenue from sales of magnesium fertiliser	銷售鎂肥的收益	11,681	–
		314,034	224,350
Other revenue	其他收益		
Rental income	租金收入	9,603	9,558
		323,637	233,908



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綜合財務報表附註

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

5 REVENUE AND SEGMENT INFORMATION

(Continued)

(b) Description of segments and principal activities

The executive directors of the Board and the chief financial controller have been identified as the Group's chief operating decision-maker (the "CODM").

The Group is principally engaged (i) the provision of gold mine hazardous waste treatment services and sales of pyrite concentrate; (ii) the productions and sales of products from reprocessing of pyrite concentrate and sulphuric acid; and (iii) the productions and sales of magnesium fertiliser in Laizhou city, Shandong province of the PRC. The process of the treatment services and production of pyrite concentrate constitute one integrated process, whereas the reprocessing flow which includes the processing of pyrite concentrate into sulphuric acid, iron powder, and electricity, as well as the further processing of sulphuric acid into sulfamic acid and magnesium sulfate is another series of production activities; and the production of magnesium fertiliser comprises a distinct business activity, therefore the CODM assesses the performance of the Group now from these three segments: hazardous waste treatment and recycling; reprocessing of pyrite concentrate and sulphuric acid and others; and production of magnesium fertiliser. Unallocated cost mainly includes administrative expenses incurred by the Company and inter-mediate holding companies of the Group. Management of the Group assesses the performance of operating segments based on segment profit or loss.

Assets grouped under unallocated category comprise cash and bank balances and other receivables held by the Company and intermediate holding companies of the Group.

5 收益及分部資料 (續)

(b) 分部說明及主要活動

董事會執行董事及財務總監已識別為本集團的主要經營決策人（「主要經營決策人」）。

本集團主要於中國山東省萊州市從事(i)提供金礦有害廢物處理服務及銷售硫精礦；(ii)生產及銷售硫精礦及硫酸再加工產品；以及(iii)生產及銷售鎂肥。處理服務過程及硫精礦生產是一個完整的過程，而包含將硫精礦加工成硫酸、鐵粉及電力，及將硫酸進一步加工成氨基磺酸及硫酸鎂的再加工流程，則構成另一系列生產活動；以及鎂肥的生產則屬於一項獨立的業務活動，因此主要經營決策人現從這三個分部評估本集團的表現：有害廢物處理及回收；硫精礦及硫酸再加工及其他；以及鎂肥生產。未分配成本主要包括本公司及本集團中介控股公司產生的行政開支。本集團管理層根據分部損益評估經營分部的表現。

歸入未分配類別的資產包括由本公司及本集團中介控股公司持有的現金及銀行結餘以及其他應收款項。

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綜合財務報表附註

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度



5 REVENUE AND SEGMENT INFORMATION

(Continued)

(b) Description of segments and principal activities

(Continued)

Liabilities grouped under unallocated category comprise payroll payables, deferred income tax, other payables and accruals of the Company and intermediate holding companies of the Group.

Additions to non-current assets comprise additions to property, plant and equipment, right-of-use assets and intangible assets.

The Group's principal market, where majority of revenue and operating profit and all operations and non-current assets, are in Laizhou city of Shandong province of the PRC, except for revenue from magnesium fertiliser, which is derived from overseas customers.

5 收益及分部資料 (續)

(b) 分部說明及主要活動 (續)

歸入未分配類別的負債包括由本公司及本集團中介控股公司持有的應付薪金、遞延所得稅、其他應付款項及應計費用。

非流動資產添置包括添置物業、廠房及設備、使用權資產及無形資產。

本集團的主要市場、大部分收益及經營溢利及所有業務和非流動資產均位於中國山東省萊州市，惟來自海外客戶的鎂肥收益除外。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

5 REVENUE AND SEGMENT INFORMATION

(Continued)

(b) Description of segments and principal activities

(Continued)

The segment information for the year ended 31 December 2025 and 2024 is as follows:

5 收益及分部資料 (續)

(b) 分部說明及主要活動 (續)

截至二零二五年及二零二四年十二月三十一日止年度的分部資料如下：

		Hazardous waste treatment and recycling 有害廢物處理及回收	Reprocessing of pyrite concentrate and sulphuric acid and others 硫精礦及硫酸再加工及其他	Production of magnesium fertiliser 鎂肥生產	Unallocated 未分配	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
For the year ended 31 December 2025	截至二零二五年十二月三十一日止年度					
Segment revenue	分部收益	238,350	171,790	11,681	-	421,821
Inter-segment revenue	分部間收益	(88,125)	(10,059)	-	-	(98,184)
Revenue from external customers	來自外部客戶的收益	150,225	161,731	11,681	-	323,637
Segment result	分部業績	56,971	58,869	2,663	(2,931)	115,572
Finance costs — net	融資成本淨額	(3,518)	(2,064)	5	-	(5,577)
Profit before income tax	除所得稅前溢利					109,995
Income tax expense	所得稅開支					(21,671)
Profit for the year	年內溢利					88,324
Other information	其他資料					
Depreciation and amortisation	折舊及攤銷	18,340	16,704	381	-	35,425
Additions to non-current assets	添置非流動資產	134,865	47,623	28,962	-	211,450
As at 31 December 2025	於二零二五年十二月三十一日					
Segment assets	分部資產	435,464	678,839	50,405	4,952	1,169,660
Segment liabilities	分部負債	255,732	251,495	20,781	9,667	537,675

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綜合財務報表附註

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度



5 REVENUE AND SEGMENT INFORMATION

(Continued)

(b) Description of segments and principal activities

(Continued)

5 收益及分部資料 (續)

(b) 分部說明及主要活動 (續)

		Hazardous waste treatment and recycling 有害廢物處理 及回收 RMB'000 人民幣千元	Reprocessing of pyrite concentrate and others 硫精礦再加工 及其他 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
For the year ended 31 December 2024	截至二零二四年 十二月三十一日止年度				
Segment revenue	分部收益	172,793	117,111	–	289,904
Inter-segment revenue	分部間收益	(54,066)	(1,930)	–	(55,996)
Revenue from external customers	來自外部客戶的收益	118,727	115,181	–	233,908
Segment profit/(loss)	分部溢利/(虧損)	42,208	39,085	(2,505)	78,788
Finance costs — net	融資成本淨額	(4,401)	(1,143)	–	(5,544)
Profit before income tax	除所得稅前溢利				73,244
Income tax expense	所得稅開支				(13,472)
Profit for the year	年內溢利				59,772
Other information	其他資料				
Depreciation and amortisation	折舊及攤銷	17,107	16,414	–	33,521
Additions to non-current assets	添置非流動資產	69,385	64,165	–	133,550
As at 31 December 2024	於二零二四年十二月三十一日				
Segment assets	分部資產	486,288	432,723	2,182	921,193
Segment liabilities	分部負債	249,685	124,246	4,359	378,290



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綜合財務報表附註

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

5 REVENUE AND SEGMENT INFORMATION

(Continued)

收益及分部資料 (續)

(c) Contract liabilities

The Group recognised the following contract liabilities:

(c) 合約負債

本集團確認以下合約負債：

		As at 31 December 於十二月三十一日	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Contract liabilities related to provision of gold mine hazardous waste treatment services	與提供金礦有害廢物處理服務有關的合約負債	–	84
Contract liabilities related to sales of pyrite concentrate	與銷售硫精礦有關的合約負債	1,241	12,151
Contract liabilities related to sales of products from the reprocessing of pyrite concentrate and sulphuric acid	與銷售硫精礦及硫酸再加工產品有關的合約負債	3,728	4,187
		4,969	16,422

The following table shows how much of the revenue recognised during the years ended 31 December 2025 and 2024 relates to carried-forward contract liabilities:

下表列示於截至二零二五年及二零二四年十二月三十一日止年度確認並與結轉合約負債有關的收益金額：

		Year ended 31 December 截至十二月三十一日止年度	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Revenue recognized that was included in the balance of contract liabilities at the beginning of the year	計入年初合約負債結餘的已確認收益		
Provision of gold mine hazardous waste treatment services	提供金礦有害廢物處理服務	84	–
Sales of pyrite concentrate	銷售硫精礦	7,260	6,242
Sales of products from the reprocessing of pyrite concentrate and sulphuric acid	銷售硫精礦及硫酸再加工產品	3,932	414
		11,276	6,656

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綜合財務報表附註

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度



5 REVENUE AND SEGMENT INFORMATION

(Continued)

(d) Unsatisfied contracts

The following table shows unsatisfied performance obligations resulting from contracts with customers:

		As at 31 December	
		於十二月三十一日	
		2025	2024
		二零二五年	二零二四年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Expected to be recognized within one year	預期將於一年內確認		
Provision of gold mine hazardous waste treatment services	提供金礦有害廢物處理服務	—	84
Sales of pyrite concentrate	銷售硫精礦	1,241	12,151
Sales of products from the reprocessing of pyrite concentrate and sulphuric acid	銷售硫精礦及硫酸再加工產品	3,728	4,187
		4,969	16,422

5 收益及分部資料 (續)

(d) 未履行合約

下表列示與客戶訂立的合約所產生的未履行履約責任：



5 REVENUE AND SEGMENT INFORMATION

(Continued)

(e) Accounting policy of revenue recognition

(i) Revenue from contracts with customers

Revenue from contracts with customers is recognized when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

The portion of revenue received from customers but not earned is recorded as contract liabilities on the consolidated statements of financial position. Amounts which will be earned within one year is reflected as a current liability, and which will be earned beyond one year is reflected as a non-current liability.

5 收益及分部資料 (續)

(e) 收入確認的會計政策

(i) 與客戶簽訂合約的收益

與客戶簽訂合約的收益於貨物或服務的控制權轉移予客戶時予以確認，而該金額反映本集團預期就提供該等貨物或服務有權獲得的代價。

當合約中的代價包括可變金額時，估計代價為本集團將貨物或服務轉移予客戶而有權獲得的金額。可變代價在合約開始時作出估計並受其約束，直至與可變代價相關的不確定性其後消除時累計已確認收益金額極有可能不會發生重大收益撥回。

自客戶收到但未賺取的收益部分在綜合財務狀況表中記錄作合約負債。將於一年內賺取的金額呈列作流動負債，而將於一年後賺取的金額則呈列作非流動負債。



5 REVENUE AND SEGMENT INFORMATION

(Continued)

(e) Accounting policy of revenue recognition

(Continued)

(i) Revenue from contracts with customers (Continued)

Revenue from provision of gold mine hazardous waste treatment services

Revenue from the provision of gold mine hazardous waste treatment services is recognised over the relevant period in which the services are rendered based on the completion percentage of the treatment services performance obligation which is in turn determined with reference to the percentage of cost incurred up to date to the total estimated cost of completion that are attributable to the treatment services. Further analysis of the estimates and judgements applied in the recognition of revenue from provision of gold mine hazardous waste treatment services is set out in Note 4(a).

Sales of products

Revenue from sales of pyrite concentrate and sales of products from the reprocessing of pyrite concentrate (including sulphuric acid, sulfamic acid, magnesium sulfate, magnesium fertilizer, iron powder and electricity) are recognized at the point in time when control of the product is transferred to customers, which is generally on delivery of the products.

(ii) Rental income

The Group mainly derives rental income from investment properties. Rental income is recognised on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease (if any) are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. Further analysis of the estimates and judgements applied in the recognition of rental revenue is set out in Note 4(c).

5 收益及分部資料 (續)

(e) 收入確認的會計政策 (續)

(i) 與客戶簽訂合約的收益 (續)

提供金礦有害廢物處理服務的收益

提供金礦有害廢物處理服務所得收益於提供服務的相關期間根據處理服務履約責任的完成進度確認，而有關進度乃參考處理服務迄今產生的成本佔完成總估計成本的百分比釐定。有關確認提供金礦有害廢物處理服務的收益所用估計及判斷的更多分析載於附註4(a)。

銷售產品

銷售硫精礦及銷售硫精礦再加工產品（包括硫酸、氨基磺酸、硫酸鎂、鎂肥、鐵粉及電力）的收益於產品控制權轉移至客戶的時間點，一般為產品交付時確認。

(ii) 租金收入

本集團自投資主要物業產生租金收入。租金收入於租期內按直線法確認。為取得經營租賃而產生的初始直接成本（如有）計入相關資產賬面值及於租期內按與租賃收入相同的基準確認為開支。有關確認租金收入時應用的估計及判斷的進一步分析載於附註4(c)。



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6 OTHER INCOME

6 其他收入

		Year ended 31 December 截至十二月三十一日止年度	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Agency service income	代理服務收入	839	758
Government grants	政府補助	755	492
Others	其他	2	4
		1,596	1,254

7 OTHER LOSSES — NET

7 其他虧損 — 淨額

		Year ended 31 December 截至十二月三十一日止年度	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Net losses on disposal of property, plant and equipment and right-of-use assets (Note 32)	出售物業、廠房及設備以及使 用權資產的虧損淨額 (附註32)	(2,437)	(521)
Others	其他	(53)	—
		(2,490)	(521)

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8 EXPENSES BY NATURE

The analysis of cost of sales, selling expenses and administrative expenses and research and development expenses is as follow:

8 按性質劃分的開支

銷售成本、銷售開支及行政開支以及研發開支的分析如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Raw materials and consumables used in cost of sales	計入銷售成本的原材料及耗材	49,189	32,980
Materials used in research and development expenses	研發開支所使用的材料	6,659	2,806
Changes in inventories of finished goods and work-in-progress	製成品及在製品存貨變動	13,442	8,865
Employee benefit expenses including directors emolument (Note 9)	僱員福利開支(包括董事酬金)(附註9)	38,878	28,751
Amortisation of right-of-use assets (Note 14)	使用權資產攤銷(附註14)	1,703	1,900
Depreciation of property, plant and equipment (Note 15)	物業、廠房及設備折舊(附註15)	29,300	27,227
Depreciation of investment properties (Note 16)	投資物業折舊(附註16)	4,386	4,386
Amortisation of intangible assets (Note 17)	無形資產攤銷(附註17)	36	8
Utility expenses	公用事業開支	15,333	15,447
Taxes and levies	稅項及徵費	8,976	7,505
Transportation expenses	運輸開支	5,996	5,326
Consultation and professional fees	諮詢及專業費用	5,003	3,219
Auditor's remuneration — audit services	核數師薪酬 — 審核服務	1,855	1,852
Others	其他	26,296	15,936
Total	總計	207,052	156,208



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9 EMPLOYEE BENEFIT EXPENSES

9 僱員福利開支

		Year ended 31 December 截至十二月三十一日止年度	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Salaries, wages and bonuses	薪金、工資及花紅	34,986	25,317
Contributions to pension plans (a)	退休金計劃供款(a)	1,941	1,713
Medical insurance and other social insurance	醫療保險及其他社會保險	1,344	1,186
Housing fund	住房公積金	607	535
		38,878	28,751

(a) Contributions to pension plan

The PRC based employees of the Group participate in various defined contribution retirement and social benefit plans organized by the relevant municipal and provincial governments in the PRC. The Group and the employees are required to make monthly contributions to these plans calculated as a percentage of employees' salaries, subject to certain ceiling. The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC based employees payable under the plans described above. The assets of these plans are held separately from those of the Group in an independent fund managed by the PRC government. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefits of its employees. The Group's contributions to these plans are expensed as incurred.

There were no forfeited contributions (by employers on behalf of employees who leave the scheme prior to vesting fully in such contributions) to offset existing contributions under the defined contribution schemes.

(a) 退休金計劃供款

本集團的中國僱員參與由中國相關市政府及省政府組織的各種界定供款退休及社會福利計劃。本集團及僱員須每月向該等計劃供款，金額按僱員工資的百分比計算，設有特定上限。市政府及省政府承諾承擔根據上述計劃應付的所有現有及未來退休中國僱員的退休福利義務。該等計劃的資產與本集團的資產分開，由中國政府管理的獨立基金持有。除每月供款外，本集團並無支付其僱員退休及其他退休後福利的進一步責任。本集團對該等計劃的供款於產生時列為開支。

概無任何遭沒收的供款（由僱主代表在悉數歸屬此類繳款前離開計畫的僱員）以抵消固定供款計畫下的現有供款。

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9 EMPLOYEE BENEFIT EXPENSES (Continued)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group include three (2024: three) directors for the year ended 31 December 2025. Their emoluments are reflected in the analysis presented in Note 39. Details of the remunerations of the remaining two (2024: two) highest paid individuals during the years ended 31 December 2025 and 2024 are as follows:

		Year ended 31 December 截至十二月三十一日止年度	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Salaries, wages and bonuses	薪金、工資及花紅	1,011	1,054
Contributions to pension plans	退休金計劃供款	57	59
Housing fund, medical insurance and other social benefits	住房公積金、醫療保險及其他社會福利	39	43
		1,107	1,156

The number of highest paid non-director individuals whose remuneration for the years ended 31 December 2025 and 2024 fell within the following bands are as follows:

		Year ended 31 December 截至十二月三十一日止年度	
		2025 二零二五年	2024 二零二四年
Emolument bands (Nil to HK\$1,000,000)	酬金範圍 (零至1,000,000港元)	2	2

During the years ended 31 December 2025 and 2024, none of the five highest paid individuals waived or has agreed to waive any emoluments, and none of the five highest paid individuals received emoluments from the Group as inducement to join or upon joining the Group, or as compensation for loss of office.

9 僱員福利開支(續)

(b) 五名最高薪酬人士

截至二零二五年十二月三十一日止年度，本集團五位最高薪酬人士分別包括三名(二零二四年：三名)董事。彼等的酬金反映於附註39所載的分析。截至二零二五年及二零二四年十二月三十一日止年度，餘下兩名(二零二四年：兩名)最高薪酬人士的薪酬詳情如下：

於截至二零二五年及二零二四年十二月三十一日止年度，薪酬位於以下範圍的非董事最高薪酬人士的數目載列如下：

於截至二零二五年及二零二四年十二月三十一日止年度，五位最高薪酬人士概無放棄或同意放棄任何酬金，五位最高薪酬人士亦無向本集團收取酬金作為加入本集團或加入本集團時的獎勵或離職補償。



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10 FINANCE COSTS — NET

10 融資成本淨額

		Year ended 31 December 截至十二月三十一日止年度	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Finance income	融資收入		
— Interest income derived from bank balances	— 自銀行結餘產生的利息收入	(41)	(99)
Finance costs	融資成本		
— Interest expenses on bank borrowings	— 銀行借款利息開支	3,355	2,335
— Interest expenses on borrowings under finance lease arrangement	— 融資租賃安排項下的借款利息開支	2,545	2,485
— Interest expenses relating to warehouse lease arrangements (Note 31)	— 與倉庫租賃安排有關的利息開支(附註31)	2,441	2,340
— Interest expenses on lease liabilities (Note 14)	— 租賃負債利息開支(附註14)	15	44
		8,356	7,204
Less: borrowing costs capitalised in property, plant and equipment	減：資本化物業、廠房及設備的借款成本	(2,738)	(1,561)
		5,618	5,643
Finance costs — net	融資成本淨額	5,577	5,544

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11 INCOME TAX EXPENSE

11 所得稅開支

		Year ended 31 December 截至十二月三十一日止年度	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
PRC income tax	中國所得稅		
— Current income tax expense	— 即期所得稅開支	16,770	12,288
— Deferred income tax expense	— 遞延所得稅開支	4,901	1,184
		21,671	13,472

The Group's principal applicable taxes and tax rates are as follows:

本集團的主要適用稅項及稅率如下：

(a) Cayman Islands, British Virgin Islands ("BVI") and Hong Kong

The Company is an exempted company incorporated in the Cayman Islands and is not liable for taxation in the Cayman Islands.

Hong Kong profits tax is considered at the rate of 16.5% on the estimated assessable profits for the years. The Group did not have assessable profits in Hong Kong for the years.

(a) 開曼群島、英屬維爾京群島（「英屬維爾京群島」）及香港

本公司為於開曼群島註冊成立的獲豁免公司，毋須在開曼群島繳稅。

於年內，香港利得稅按估計應課稅溢利的16.5%計算。本集團於年內在香港並無應課稅溢利。

(b) PRC corporate income tax ("CIT")

Taxation on PRC income has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the PRC in which the Group's subsidiaries operate. The Company's subsidiaries incorporated in PRC are subject to CIT at the rate of 25% (2024: 25%) for the year ended 31 December 2025, except for Shandong Jinjia Environmental Co., Ltd. ("Shandong Jinjia"), which has applied for High and New Technology Enterprise ("HNTE") status and is eligible for a preferential CIT rate of 15%. The relevant HNTE certificate is still in the process of being obtained.

(b) 中國企業所得稅（「企業所得稅」）

中國所得稅乃根據本年度估計應課稅利潤，按本集團附屬公司經營所在地現行稅率計算。於截至二零二五年十二月三十一日止年度，本公司於中國註冊成立的附屬公司須按25%稅率繳納企業所得稅（二零二四年：25%），惟山東金嘉環保有限公司（「山東金嘉」）除外，該公司已申請高新技術企業（「高新技術企業」）資格，合資格享有15%的優惠企業所得稅稅率。有關高新技術企業證書仍在辦理當中。

**11 INCOME TAX EXPENSE (Continued)****(b) PRC corporate income tax ("CIT") (Continued)**

In accordance with the Circular of the Ministry of Finance and the State Administration of Taxation on Issues concerning Implementing the Enterprise Income Tax Incentive Catalogue for Comprehensive Utilization of Resources Cai Shui [2008] No. 47 (《財政部、國家稅務總局關於執行資源綜合利用企業所得稅優惠目錄有關問題的通知》財稅[2008]47號), an enterprise, which uses the raw materials under the catalogue to produce recycled resource products under the catalogue and the products meet the national or industrial standards, is entitled to incentive tax arrangement such that 90% of the sales revenue of the products is subject to the calculation of the taxable income. The Group's sales of pyrite concentrate qualify for the incentive tax arrangement and therefore 10% of the Group's revenue from sales of pyrite concentrate was exempted from the taxable income of the Group in the calculation of CIT during the years ended 31 December 2025 and 2024.

In addition, during the years ended 31 December 2025 and 2024, the Group's PRC subsidiaries, HC Mining and Shandong Jinjia, are entitled to claim additional tax deduction of research and development expenses incurred.

(c) PRC withholding income tax

According to the CIT Law, a 10% withholding tax on dividends received/receivable will be levied on the PRC companies' immediate holding companies established out of the PRC. A lower withholding tax rate may be applied if there is a tax treaty arrangement between the PRC and the jurisdiction of the foreign immediate holding companies and simultaneously certain conditions are satisfied.

PRC withholding income tax has been provided for the amounts the Group expects Mainland China subsidiaries to distribute their profits in the foreseeable future. As at 31 December 2025, deferred income tax liabilities of RMB1,800,000 (2024: RMB1,800,000) have been recognised for the withholding tax that would be payable on remitted earnings of PRC subsidiaries of the Group.

11 所得稅開支 (續)**(b) 中國企業所得稅 (「企業所得稅」) (續)**

根據《財政部、國家稅務總局關於執行資源綜合利用企業所得稅優惠目錄有關問題的通知》財稅[2008]47號，企業利用目錄內的原材料生產目錄內的再生資源產品，且產品符合國家標準或行業標準，可享受稅務寬減安排，即產品銷售收益的90%計入應課稅收入。本集團銷售硫精礦符合稅務寬減安排，因此，在計算企業所得稅時，本集團於截至二零二五年及二零二四年十二月三十一日止年度銷售硫精礦的收益的10%從應課稅收益中扣除。

此外，截至二零二五年及二零二四年十二月三十一日止年度，本集團的中國附屬公司鴻承礦業及山東金嘉有權就所產生的研發開支申請額外稅項扣減。

(c) 中國預扣所得稅

根據企業所得稅法，在中國境外成立的中國公司的直接控股公司將被徵收已收／應收股息的10%預扣稅。倘中國與外國直接控股公司的司法管轄區之間有稅務條約安排，並同時滿足若干條件，則可適用較低的預扣稅率。

已就本集團預期於可預見未來中國內地附屬公司將會分派該等溢利的金額計提中國預扣所得稅撥備。於二零二五年十二月三十一日，遞延所得稅負債人民幣1,800,000元(二零二四年：人民幣1,800,000元)已就本集團的中國附屬公司匯出盈利的預扣稅確認。

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11 INCOME TAX EXPENSE (Continued)

(c) PRC withholding income tax (Continued)

No PRC withholding income tax has been provided for the remaining earnings which will be retained in Mainland China for expansion of the Group's operation. As at 31 December 2025, deferred income tax liabilities of RMB42,046,000 (2024: RMB33,381,000) have not been recognised for the withholding tax that would be payable on unremitted earnings of PRC subsidiaries of the Group amounting to RMB420,460,000 (2024: RMB333,814,000).

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the statutory tax rate applicable to profit of the consolidated entities as follows:

11 所得稅開支 (續)

(c) 中國預扣所得稅 (續)

概無就餘下盈利計提中國預扣所得稅撥備，該等盈利將保留在中國內地以供本集團擴充營運。於二零二五年十二月三十一日，尚未確認遞延所得稅負債為人民幣42,046,000元（二零二四年：人民幣33,381,000元），此負債係因本集團的中國附屬公司未匯出盈利的應付預扣稅而產生，金額為人民幣420,460,000元（二零二四年：人民幣333,814,000元）。

對本集團除所得稅前溢利徵收的稅項與應用綜合實體溢利適用的法定稅率得出的理論金額有以下差異：

		Year ended 31 December 截至十二月三十一日止年度	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Profit before income tax	除所得稅前溢利	109,995	73,244
Tax calculated at the PRC statutory tax rate of 25% (2024: 25%)	按中國法定稅率 25% (二零二四年：25%) 計算之稅項	27,499	18,310
Tax effects of:	稅務影響：		
— Impact of different tax rates at a different tax regime	— 不同稅制下不同稅率的影響	763	340
— Expenses not deductible for income tax purpose	— 就所得稅而言的不可扣減開支	1,708	1,515
— Tax benefit in respect of revenue from sales of pyrite concentrate	— 有關銷售硫精礦收益的稅項優惠	(4,749)	(3,024)
— Tax losses for which no deferred income tax asset was recognised	— 並無就此確認遞延所得稅資產的稅項虧損	584	510
— Super deduction on research and development expenses	— 就研發開支的加計扣除	(3,973)	(3,200)
— Effect of changes in tax rates	— 稅率變動的影響	521	—
— Tax filing difference for prior year	— 上年度報稅差額	(682)	(979)
Tax charge	稅項支出	21,671	13,472



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12 EARNINGS PER SHARE

(a) Basic

The basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the years.

		Year ended 31 December 截至十二月三十一日止年度	
		2025 二零二五年	2024 二零二四年
Profit attributable to owners of the Company (RMB'000)	本公司擁有人應佔溢利 (人民幣千元)	88,498	60,012
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	1,000,000,000	1,000,000,000
Basic earnings per share (RMB)	每股基本盈利(人民幣元)	0.088	0.060

(b) Diluted

During the years ended 31 December 2025 and 2024, the diluted earnings per share presented is the same as the basic earnings per share as there were no instruments outstanding that could have a dilutive effect on the Company's ordinary shares.

13 DIVIDEND

No final dividend was recommended for the year ended 31 December 2025 and 31 December 2024.

12 每股盈利

(a) 基本

每股基本盈利乃透過將本公司擁有人應佔溢利除以年內的已發行普通股加權平均數計算。

(b) 攤薄

截至二零二五年及二零二四年十二月三十一日止年度，呈列的每股攤薄盈利與每股基本盈利相同，因為並無發行在外的工具可對本公司的普通股造成攤薄影響。

13 股息

概無建議截至二零二五年及二零二四年十二月三十一日止年度之末期股息。

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14 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

14 使用權資產及租賃負債

(a) Amounts recognised in the consolidated statement of financial position

(a) 於綜合財務狀況表確認的金額

		As at 31 December 於十二月三十一日	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Right-of-use assets	使用權資產		
Land use rights	土地使用權	73,056	75,231
Lease of building	租賃樓宇	-	789
		73,056	76,020
Lease liabilities	租賃負債		
Lease of building	租賃樓宇		
— Current	— 流動	-	(394)
— Non-current	— 非流動	-	(413)
		-	(807)

Movements in right-of-use assets in 2025 and 2024 are analysed as follows:

於二零二五年及二零二四年的使用權資產變動分析如下：

		Land use rights 土地使用權 RMB'000 人民幣千元	Building 樓宇 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2024	於二零二四年一月一日	77,406	-	77,406
Additions	添置	-	1,183	1,183
Depreciation (Note 8)	折舊(附註8)	(2,175)	(394)	(2,569)
As at 31 December 2024	於二零二四年十二月三十一日	75,231	789	76,020
At 1 January 2025	於二零二五年一月一日	75,231	789	76,020
Additions	添置	-	-	-
Depreciation (Note 8)	折舊(附註8)	(2,175)	(197)	(2,372)
Disposal	出售	-	(592)	(592)
As at 31 December 2025	於二零二五年十二月三十一日	73,056	-	73,056



14 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

(Continued)

(a) Amounts recognised in the consolidated statement of financial position (Continued)

The Group's land use rights comprise the factory sites of the Group's PRC subsidiaries that are located at Laizhou city of Shandong Province, the PRC.

The estimated useful life of the Group's land use rights is determined to be 50 years which is the best estimate of the useful lives based on the normal terms of land use right leases in the PRC.

As at 31 December 2025, land use rights of the Group with a total net book value of RMB12,086,000 (31 December 2024: RMB5,387,000), RMB16,227,000 (31 December 2024: RMB19,740,000) and Nil (31 December 2024: Nil) were pledged as security for long-term bank borrowings, short-term bank borrowings and long-term borrowings under finance lease arrangement of the Group, respectively.

14 使用權資產及租賃負債 (續)

(a) 於綜合財務狀況表確認的金額 (續)

本集團的土地使用權包括本集團中國附屬公司位於中國山東省萊州市的廠房地盤。

本集團土地使用權的估計可使用年期乃釐定為50年，其為根據中國土地使用權租賃一般條款對可使用年期的最佳估計。

於二零二五年十二月三十一日，本集團賬面淨值總額為人民幣12,086,000元（二零二四年十二月三十一日：人民幣5,387,000元）、人民幣16,227,000元（二零二四年十二月三十一日：人民幣19,740,000元）及零（二零二四年十二月三十一日：零）的土地使用權已分別抵押作為長期銀行借款、短期銀行借款及本集團融資租賃安排下長期借款的擔保。

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14 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

(Continued)

(b) Amounts recognised in the consolidated statements of comprehensive income

14 使用權資產及租賃負債 (續)

(b) 於綜合全面收益表確認的金額

		Year ended 31 December 截至十二月三十一日止年度	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Cost of sales	銷售成本	239	393
Administrative expenses	行政開支	1,464	1,507
Amount charged to profit or loss	於損益中扣除之金額	1,703	1,900
Capitalized in construction in progress	在建工程資本化	669	669
Total amount of depreciation	折舊總金額	2,372	2,569
Interest expenses (included in finance cost) (Note 10)	利息開支(計入融資成本) (附註10)	15	44

During the year ended 31 December 2025, the amortisation on Land use rights amounting to approximately RMB669,000 (year ended 31 December 2024: RMB669,000) was capitalised on qualifying assets.

The total cash outflow for leases during the years ended 31 December 2025 was RMB192,000 (2024: RMB420,000).

截至二零二五年十二月三十一日止年度，土地使用權攤銷約人民幣669,000元(截至二零二四年十二月三十一日止年度：人民幣669,000元)已於合資格資產中資本化。

截至二零二五年十二月三十一日止年度的租賃現金流出總額為人民幣192,000元(二零二四年：人民幣420,000元)。



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For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

15 PROPERTY, PLANT AND EQUIPMENT

15 物業、廠房及設備

		Buildings	Machineries	Furniture, fixtures and equipment	Vehicles	Construction in progress	Total
		樓宇	機器	傢具、固定裝置及設備	汽車	在建工程	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
As at 1 January 2024	於二零二四年一月一日						
Cost	成本	202,490	162,678	8,734	7,869	54,521	436,292
Accumulated depreciation	累計折舊	(25,252)	(20,346)	(3,569)	(2,265)	-	(51,432)
Net book amount	賬面淨值	177,238	142,332	5,165	5,604	54,521	384,860
Year ended 31 December 2024	截至二零二四年十二月三十一日止年度						
Opening net book amount	年初賬面淨值	177,238	142,332	5,165	5,604	54,521	384,860
Additions	添置	-	1,837	2,604	1,036	126,884	132,361
Transfer upon completion	完成後轉撥	1,095	204	-	-	(1,299)	-
Disposals	出售	-	(600)	-	(563)	-	(1,163)
Depreciation	折舊	(10,246)	(15,409)	(708)	(864)	-	(27,227)
Closing net book amount	年末賬面淨值	168,087	128,364	7,061	5,213	180,106	488,831
As at 31 December 2024	於二零二四年十二月三十一日						
Cost	成本	203,585	163,015	11,338	8,032	180,106	566,076
Accumulated depreciation	累計折舊	(35,498)	(34,651)	(4,277)	(2,819)	-	(77,245)
Net book amount	賬面淨值	168,087	128,364	7,061	5,213	180,106	488,831
Year ended 31 December 2025	截至二零二五年十二月三十一日止年度						
Opening net book amount	年初賬面淨值	168,087	128,364	7,061	5,213	180,106	488,831
Additions	添置	8,127	5,774	1,711	5,857	188,265	209,734
Transfer upon completion	完成後轉撥	53,363	31,688	1,962	24	(87,037)	-
Disposals	出售	(2,248)	(456)	-	(442)	-	(3,146)
Depreciation (Note 8)	折舊(附註8)	(11,010)	(15,574)	(1,583)	(1,133)	-	(29,300)
Closing net book amount	年末賬面淨值	216,319	149,796	9,151	9,519	281,334	666,119
As at 31 December 2025	於二零二五年十二月三十一日						
Cost	成本	262,827	200,021	15,011	13,471	281,334	772,664
Accumulated depreciation	累計折舊	(46,508)	(50,225)	(5,860)	(3,952)	-	(106,545)
Net book amount	賬面淨值	216,319	149,796	9,151	9,519	281,334	666,119

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15 PROPERTY, PLANT AND EQUIPMENT (Continued)

(a) Depreciation expenses

Depreciation of property, plant and equipment is included in the following categories in the consolidated statement of comprehensive income:

		Year ended 31 December 截至十二月三十一日止年度	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Cost of sales	銷售成本	20,626	19,428
Administrative expenses	行政開支	8,674	7,799
Total	總計	29,300	27,227

As at 31 December 2025, buildings of the Group with net book value of RMB37,633,000 (31 December 2024: RMB2,684,000) and RMB66,411,000 (31 December 2024: RMB71,562,000) were pledged to secure long-term and short-term bank borrowings of the Group (Note 29).

The Group's subsidiary, Shandong Jinjia Environmental Co., Ltd. ("Shandong Jinjia") and Shandong Hongcheng Mining (Group) Co., Ltd. ("HC Mining") obtained a number of borrowings from certain finance lease institutions through sales and leaseback arrangements (Note 29), whereby certain machineries of HC Mining and Shandong Jinjia were sold and leased back with a twenty-four months lease term. Shandong Jinjia and HC Mining have the option to purchase the machineries on completion of the leases at nominal values. During the lease term and before the exercise of repurchase options at the expiry of lease term, such machineries are effectively pledged as security for the borrowings and are restricted for pledge or disposal unless lessors' prior consent is obtained. As at 31 December 2025, machineries with net book value of RMB96,716,000 (31 December 2024: RMB73,716,000) were under this restriction.

15 物業、廠房及設備 (續)

(a) 折舊費用

物業、廠房及設備折舊於綜合全面收益表計入以下類別：

於二零二五年十二月三十一日，本集團賬面淨值分別為人民幣37,633,000元（二零二四年十二月三十一日：人民幣2,684,000元）及人民幣66,411,000元（二零二四年十二月三十一日：人民幣71,562,000元）的樓宇已抵押作為本集團長期及短期銀行借款的擔保（附註29）。

本集團之附屬公司山東金嘉環保有限公司（「山東金嘉」）及山東鴻承礦業（集團）有限公司（「鴻承礦業」）透過售後租回安排（附註29）從若干融資租賃機構取得若干借款，據此，鴻承礦業及山東金嘉若干機器於二十四個月租期內售後租回。山東金嘉及鴻承礦業有權於租賃完成後按面值購買機器。於租賃期內及於租賃期屆滿時行使回購選擇權前，該等機器實際上已抵押作為借款的擔保，並限制抵押或出售，除非取得承租人的事先同意。於二零二五年十二月三十一日，賬面淨值為人民幣96,716,000元（二零二四年十二月三十一日：人民幣73,716,000元）的機器受此限制。

**15 PROPERTY, PLANT AND EQUIPMENT (Continued)****(b) Accounting policies of property, plant and equipment**

Property, plant and equipment (other than construction in progress) are stated at historical cost less depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting year/period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives as follows:

Buildings including structures for storage of cyanide tailings and pyrite concentrate	3–30 years
Machineries	5–10 years
Furniture, fixtures and equipment	5 years
Vehicles	10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

15 物業、廠房及設備 (續)**(b) 會計政策之物業、廠房及設備**

物業、廠房及設備(在建工程除外)按歷史成本減折舊及累計減值虧損(如有)列賬。歷史成本包括收購該等項目直接應佔的開支。

其後成本僅在與該項目相關的未來經濟利益可能流入本集團及該項目的成本能可靠地計量的情況下,方會計入資產賬面值或確認為獨立資產(如適用)。列作獨立資產的任何部分的賬面值於重置時終止確認。所有其他維修及保養於其產生的報告年度/期間自損益扣除。

折舊使用直線法計算,於以下估計可使用年內分配成本(扣除剩餘價值):

樓宇(包括儲存氰化尾渣及硫精礦的構築物)	3至30年
機器	5至10年
固定裝置及設備	5年
汽車	10年

資產的剩餘價值及可使用年期於各報告期末審閱並作出適當調整。

倘資產賬面值高於其估計可收回金額,則即時將資產賬面值撇減至其可收回金額。



15 PROPERTY, PLANT AND EQUIPMENT (Continued)

(b) Accounting policies of property, plant and equipment (Continued)

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.

Construction in progress represents properties under construction and is stated at cost less accumulated impairment losses. This includes cost of construction and other direct costs. Construction in progress is not depreciated until such time as the assets are completed and are ready for operational use.

Impairment of non-financial assets

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

15 物業、廠房及設備 (續)

(b) 會計政策之物業、廠房及設備 (續)

出售收益及虧損按所得款項與賬面值的差額釐定，並計入損益。

在建工程指建造中的物業，按成本減累計減值虧損列賬，包括建造成本及其他直接成本。在建工程於資產完成及可供營運使用前不予折舊。

非金融資產減值

具無限可使用年期的資產（如商譽或其他非攤銷無形資產）毋須折舊，並每年進行減值測試。當發生事件或情況轉變，顯示賬面值可能無法收回時，則對資產進行減值測試。當資產賬面值超逾其可收回金額，則超出的金額將確認為減值虧損。可收回金額為資產公平值減出售成本與使用價值兩者中的較高者。就評估減值而言，資產按可獨立識別現金流入的最低層次分類，有關現金流入大致上獨立於其他資產或資產組別（現金產生單位）的現金流入。出現減值的非金融資產（商譽除外）將於各報告期末檢討是否有可能作出減值撥回。



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16 INVESTMENT PROPERTIES

16 投資物業

		Buildings and land use right 樓宇及 土地使用權 RMB'000 人民幣千元
As at 31 December 2023 於二零二三年十二月三十一日		
Cost	成本	142,565
Accumulated depreciation	累計折舊	(21,746)
Net book amount	賬面淨值	120,819
Year ended 31 December 2024 截至二零二四年十二月三十一日止年度		
Opening net book amount	年初賬面淨值	120,819
Depreciation (Note 8)	折舊(附註8)	(4,386)
Closing net book amount	年末賬面淨值	116,433
As at 31 December 2024 於二零二四年十二月三十一日		
Cost	成本	142,565
Accumulated depreciation	累計折舊	(26,132)
Net book amount	賬面淨值	116,433
Year ended 31 December 2025 截至二零二五年十二月三十一日止年度		
Opening net book amount	年初賬面淨值	116,433
Depreciation (Note 8)	折舊(附註8)	(4,386)
Closing net book amount	年末賬面淨值	112,047
As at 31 December 2025 於二零二五年十二月三十一日		
Cost	成本	142,565
Accumulated depreciation	累計折舊	(30,518)
Net book amount	賬面淨值	112,047

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16 INVESTMENT PROPERTIES (Continued)

- (a) As at 31 December 2025, investment properties of the Group with net book value of RMB61,477,000 (31 December 2024: RMB68,683,000) and RMB50,570,000 (31 December 2024: RMB47,750,000) were pledged to secure long-term and short-term bank borrowings of the Group (Note 29).
- (b) As at 31 December 2025, the fair value of the Group's investment properties were approximately RMB117,731,000 (2024: RMB131,053,000). The Group's investment properties were warehouses for storage of hazardous waste (Note 31) and the first floor of an office building, which are located at north of Dadongzhuang Village, Shahe Town, Laizhou City, Yantai, Shangdong Province, the PRC.

Valuation techniques

Income approach is adopted and takes into account the current rents of the property interests and the reversionary potentials of the tenancies, term yield and reversionary yield are then applied respectively to derive the market value of the property, there were no changes to the valuation techniques for each of the two investment properties during the years.

16 投資物業 (續)

- (a) 於二零二五年十二月三十一日，本集團賬面淨值分別為人民幣61,477,000元（二零二四年十二月三十一日：人民幣68,683,000元）及人民幣50,570,000元（二零二四年十二月三十一日：人民幣47,750,000元）的投資物業已抵押作為本集團長期及短期銀行借款的擔保（附註29）。
- (b) 於二零二五年十二月三十一日，本集團投資物業的公平值約為人民幣117,731,000元（二零二四年：人民幣131,053,000元）。本集團的投資物業為存儲有害廢棄物的倉庫（附註31）及一幢辦公樓的一樓，位於中國山東省煙臺市萊州市沙河鎮大東莊村村北。

估值技術

本集團已採用收入法，並計及物業權益現有租金，而其後分別應用租約的復歸潛力、租期回報率及復歸收益率以得出物業的市值；年內，兩項投資物業各自的估值技術均無變動。



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16 INVESTMENT PROPERTIES (Continued)

(b) (Continued)

Valuation techniques (Continued)

Information about fair value measurements of investment properties using significant unobservable inputs (level 3) is as follows:

		As at 31 December 於十二月三十一日	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Fair value (RMB'000)	公平值(人民幣千元)	117,731	131,053
Unobservable inputs	不可觀察輸入數據		
— Term yield	— 租期回報率	每年 5.6% per annum	每年 5.0% per annum
— Reversion yield	— 復歸收益率	每年 6.1% per annum	每年 5.5% per annum
— Annually market rent (RMB/square meter/annum)	— 年度市場租金 (人民幣/平方米/年)	158–252	132–264

(c) Rental income relating to the lease of investment properties was included in the consolidated statement of comprehensive income as follows:

		Year ended 31 December 截至十二月三十一日止年度	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Revenue	收益		
— rental income	— 租金收入	9,558	9,558

The Group leases investment properties under operating leases. Details of the lease arrangement and estimation of lease periods for accounting purpose are set out in Notes 4(c) and 31.

16 投資物業 (續)

(b) (續)

估值技術 (續)

有關使用重大不可觀察輸入數據(第三級)計算的投資物業公平值計量的資料如下:

(c) 與投資物業租賃有關的租金收入計入綜合全面收益表,詳情如下:

本集團根據經營租約出租投資物業。租賃安排及就會計目的而估計租期的詳情載於附註4(c)及31。

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17 INTANGIBLE ASSETS

17 無形資產

		As at 31 December 於十二月三十一日	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Software	軟件		
As at the beginning of the year	年初		
Cost	成本	76	70
Accumulated amortisation	累計攤銷	(48)	(40)
Net book amount	賬面淨值	28	30
Opening net book amount	年初賬面淨值	28	30
Additions	添置	1,716	6
Amortisation (Note 8)	攤銷(附註8)	(36)	(8)
Closing net book amount	年末賬面淨值	1,708	28
As at the end of the year	年末		
Cost	成本	1,792	76
Accumulated amortisation	累計攤銷	(84)	(48)
Net book amount	賬面淨值	1,708	28

Amortisation of the intangible assets was included in administrative expenses in the consolidated statements of comprehensive income.

無形資產攤銷於綜合全面收益表計入行政開支。



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18 PREPAYMENT FOR NON-CURRENT ASSETS

18 非流動資產的預付款項

		As at 31 December 於十二月三十一日	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Prepayment for construction in progress	在建工程的預付款項	–	23,047
Prepayment for purchase of equipment and vehicle	購買設備及汽車的預付款項	2,054	1,985
Prepayment for future purchase of office building	未來購買辦公大樓的預付款項	–	19,000
		2,054	44,032

19 INVENTORIES

19 存貨

		As at 31 December 於十二月三十一日	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Raw materials	原材料	6,158	1,644
Work-in-progress	在製品	1,513	187
Finished goods	製成品	4,959	19,727
Total	總計	12,630	21,558

During the years ended 31 December 2025 and 2024, the cost of inventories recognised in “cost of sales” amounted to RMB62,631,000 and RMB41,845,000, respectively.

於截至二零二五年及二零二四年十二月三十一日止年度，已於「銷售成本」確認的存貨成本分別為人民幣62,631,000元及人民幣41,845,000元。

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20 FINANCIAL INSTRUMENTS BY CATEGORY

The Group has the following financial instruments:

20 按類別劃分的金融工具

本集團擁有以下金融工具：

		As at 31 December 於十二月三十一日	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Assets at amortized cost	按攤銷成本列賬的資產		
Trade and note receivables (Note 21)	貿易應收款項及應收票據 (附註21)	58,101	24,208
Other receivables excluding non-financial assets (Note 22)	其他應收款項(不包括非金融 資產)(附註22)	37,910	24,398
Cash and cash equivalents (Note 24)	現金及現金等價物(附註24)	154,766	65,213
Time deposits (Note 24)	定期存款(附註24)	10,000	–
		260,777	113,819
Liabilities at amortized cost	按攤銷成本計量的負債		
Trade and note payables (Note 27)	貿易應付款項及應收票據 (附註27)	29,554	3,991
Other payables excluding non-financial liabilities (Note 28)	其他應付款項(不包括非金融 負債)(附註28)	66,006	53,074
Borrowings (Note 29)	借款(附註29)	283,245	138,647
Lease liabilities (Note 14)	租賃負債(附註14)	–	807
Other liabilities (Note 31)	其他負債(附註31)	60,543	58,102
		439,348	254,621



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21 TRADE AND NOTE RECEIVABLES

21 貿易應收款項及應收票據

		As at 31 December 於十二月三十一日	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Trade receivables	貿易應收款項		
— related to provision of gold mine hazardous waste treatment services	— 與提供金礦有害廢物處理服務有關	21,555	23,356
— related to sales of products from the reprocessing of pyrite concentrate and sulfuric acid	— 與銷售硫精礦及硫酸再加工產品有關	6,474	914
— related to sales of magnesium fertiliser	— 與銷售鎂肥有關	7,789	—
Note receivables (Note 29)	應收票據(附註29)	22,464	—
Less: provision for impairment	減：減值撥備	(181)	(62)
		58,101	24,208

(a) Ageing analysis of the trade receivables

The trade receivables mainly represent receivable relating to provision of gold mine hazardous waste treatment services. The credit terms grant to customers are generally from 30 to 60 days.

As at 31 December 2025 and 2024, the ageing analysis of the trade receivables based on the invoice date is as follows:

(a) 貿易應收款項賬齡分析

貿易應收款項主要指與提供金礦有害廢物處理服務相關的應收款項。授予客戶的信貸期通常為30至60日。

於二零二五年及二零二四年十二月三十一日，按發票日期列示的貿易應收款項賬齡分析如下：

		As at 31 December 於十二月三十一日	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
1–90 days	1至90日	18,103	8,394
91–180 days	91至180日	7,464	11,258
181–270 days	181至270日	7,119	4,618
271–360 days	271至360日	3,132	—
		35,818	24,270

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21 TRADE AND NOTE RECEIVABLES (Continued)

(b) Impairment of the trade receivables

The Group applies the simplified approach to provide for expected credit loss which was a lifetime expected loss allowance for all trade receivables and retention receivables as prescribed by IFRS 9. Details of the expected loss rates based on the payment profile of sales are set out in Note 3.1 b (ii).

The movements in provision for impairment of trade receivables were as follows:

		As at 31 December	
		於十二月三十一日	
		2025	2024
		二零二五年	二零二四年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
As at 1 January	於一月一日	62	417
Loss allowance recognised/(reversed)	年內於損益確認／		
in profit or loss during the year	(撥回)的虧損撥備	119	(355)
As at 31 December	於十二月三十一日	181	62

The carrying amounts of trade and note receivables approximated their fair values as at the balance sheet dates and were dominated in RMB.

21 貿易應收款項及應收票據 (續)

(b) 貿易應收款項減值

本集團採用簡化法計提預期信貸虧損，根據國際財務報告準則第9號規定，就所有貿易應收款項及應收保留金而言為全期預期虧損撥備。根據銷售付款情況所計算的預期虧損率詳情，載於附註3.1 b (ii)。

貿易應收款項減值撥備變動如下：

貿易應收款項及應收票據的賬面值與其於資產負債表日期的公平值相若，並以人民幣計值。



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22 OTHER RECEIVABLES AND PREPAYMENTS

22 其他應收款項及預付款項

		As at 31 December 於十二月三十一日	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Loan to a third party (a)	向第三方貸款(a)	28,468	–
Prepayments for purchase of raw materials, transportation cost and other expenses	原材料採購預付款項、運輸成本及其他開支	8,990	28,287
Value-added tax receivables	增值稅應收款項	6,291	22,348
Deposits with financial institutions under finance lease arrangements (Note 29)	融資租賃安排下的金融機構按金(附註29)	6,870	3,570
Deposits for bidding and performance	投標及履約保證金	500	2,600
Other receivable in relation to trading of mineral materials	與礦物材料貿易有關的其他應收款項	–	14,770
Others	其他	2,072	3,458
		53,191	75,033

The carrying amounts of other receivables approximated their fair values as at the balance sheet dates and were dominated in RMB.

其他應收款項的賬面值與其於資產負債表日期的公平值相若，並以人民幣計值。

(a) As at 31 December 2025, loan to a third party amounting to RMB28,468,000 bears the interest rate of 0.38% per month and was subsequently repaid on February 2026.

(a) 於2025年12月31日，向第三方提供的貸款金額為人民幣28,468,000元，月利率為0.38%，並於2026年2月償還。

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23 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

23 按公平值計入其他全面收益的金融資產

		As at 31 December 於十二月三十一日	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Debt investments at FVOCI	按公平值計入其他全面收益的債務投資		
Current assets — bank acceptance notes	流動資產 — 銀行承兌票據		
At 1 January	於一月一日	5,687	3,342
Additions	添置	179,073	85,673
Disposals	出售	(160,887)	(83,328)
As at year end	於年末	23,873	5,687

The Group's financial assets at FVOCI comprised bank acceptance notes, where the contractual cash flows are solely principal and the objective of the Group's business model is achieved both by collecting contractual cash flows and selling financial assets. Bank acceptance notes are classified as current assets due to short maturity.

On disposal of financial assets at FVOCI, any related balance within the FVOCI reserve is reclassified to profit or loss.

本集團按公平值計入其他全面收益的金融資產包括銀行承兌票據，其合約現金流完全為本金額且本集團通過收取合約現金流和出售金融資產兩種方式達到業務模式的目標。因銀行承兌票據的到期日較短，故分類為流動資產。

出售該等按公平值計入其他全面收益的金融資產後，按公平值計入其他全面收益儲備內的任何相關結餘重新分類至損益。



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24 CASH AND CASH EQUIVALENTS

24 現金及現金等價物

		As at 31 December 於十二月三十一日	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Cash on hand and at banks	手頭現金及銀行存款	164,766	65,213
Less: Time deposits (a)	減：定期存款 (a)	(10,000)	–
Cash and cash equivalents	現金及現金等價物	154,766	65,213

(a) Time deposits as at December 31, 2025 were bank deposits with original maturities of one year. The effective interest rate for the time deposits was 0.95% per annum.

(a) 於二零二五年十二月三十一日的定期存款為原到期期限為一年的銀行存款。該等定期存款的實際年利率為0.95%。

As at 31 December 2025 and 2024, the cash and bank balances were denominated in the following currencies:

於二零二五年及二零二四年十二月三十一日，現金及銀行結餘以下列貨幣計值：

		As at 31 December 於十二月三十一日	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
RMB	人民幣	37,135	59,855
HKD	港元	127,631	5,358
		164,766	65,213

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25 SHARE CAPITAL AND SHARE PREMIUM

25 股本及股份溢價

		Number of shares 股份數目	Nominal value 面值 HK\$ 港元		
Authorised:	法定：				
As at 1 January 2024 til 31 December 2024 and 2025	於二零二四年一月一日至 二零二四年及二零二五年 十二月三十一日	200,000,000,000	2,000,000,000		
		Number of shares 股份數目	Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Issued:	已發行：				
As at 1 January 2024 til 31 December 2024 and 2025	於二零二四年 一月一日至 二零二四年及 二零二五年 十二月三十一日	1,000,000,000	8,208	517,965	526,173



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26 OTHER RESERVES

26 其他儲備

		Capital reserve	Statutory surplus reserve	Translation reserve	Total
		資本儲備	法定盈餘儲備	換算儲備	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 1 January 2024	於二零二四年一月一日	(315,639)	15,091	1,429	(299,119)
Profit appropriation to statutory reserves	溢利轉撥至法定儲備	-	-	-	-
Currency translation differences	外幣換算差額	-	-	(309)	(309)
As at 31 December 2024	於二零二四年十二月三十一日	(315,639)	15,091	1,120	(299,428)
As at 1 January 2025	於二零二五年一月一日	(315,639)	15,091	1,120	(299,428)
Profit appropriation to statutory reserves	溢利轉撥至法定儲備	-	-	-	-
Currency translation differences	外幣換算差額	-	-	758	758
As at 31 December 2025	於二零二五年十二月三十一日	(315,639)	15,091	1,878	(298,670)

(a) Capital reserve

Capital reserve represents the aggregate paid-in capital of the subsidiaries acquired, offset by investment costs in subsidiaries of the Company, pursuant to the reorganization for the listing of the Company in year 2021.

(b) Statutory surplus reserves

Pursuant to the relevant laws and regulations in the PRC, the Company's subsidiaries in the PRC shall make appropriations from after-tax profit to non-distributable reserve funds as determined by the boards of directors of the relevant PRC subsidiaries.

(a) 資本儲備

資本儲備指根據本公司於二零二一年上市重組已收購附屬公司的實繳資本總額，經本公司於附屬公司的投資成本抵銷。

(b) 法定盈餘儲備

根據中國相關法律及法規，本公司於中國境內的附屬公司須按中國相關附屬公司董事會釐定的金額將除稅後溢利分撥至不可分派儲備基金。

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26 OTHER RESERVES (Continued)

(b) Statutory surplus reserves (Continued)

In accordance with the relevant laws and regulations in the PRC and Articles of Association of the PRC subsidiaries of the Group, they are required to appropriate 10% of the annual statutory net profits of the PRC subsidiaries, after offsetting any prior years' losses as determined under the PRC accounting standards, to the statutory reserves fund before distributing the net profit. When the balance of the statutory reserves fund reaches 50% of the registered capital of the PRC subsidiaries, any further appropriation is at the discretion of shareholders. The statutory reserves fund can be used to offset prior years' losses, if any, and may be converted into share capital by issuing new shares to shareholders in proportion to their existing shareholding, provided that the remaining balance of the statutory reserves fund after such issue is not less than 25% of registered capital.

27 TRADE AND NOTE PAYABLES

26 其他儲備 (續)

(b) 法定盈餘儲備 (續)

根據中國相關法律及法規，以及本集團中國附屬公司之組織章程細則，中國附屬公司抵銷過往年度按中國會計準則釐定的任何虧損後，必須在分派純利之前，將其年度法定純利的10%分撥至法定儲備基金。當法定儲備基金的結餘達致中國附屬公司註冊資本的50%時，任何進一步的撥款由股東酌情決定。法定儲備基金可用於抵銷過往年度的虧損（如有），及可轉換為股本，方法為按股東現有的股權比例向股東發行新股，惟法定儲備基金於有關發行後的餘額不得少於註冊資本的25%。

27 貿易應付款項及應付票據

		As at 31 December 於十二月三十一日	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Trade payables	貿易應付款項		
— related to transportation costs	— 與運輸成本相關	3,959	1,220
— related to raw materials	— 與原材料相關	5,595	2,771
Note payables	應付票據	20,000	—
		29,554	3,991



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27 TRADE PAYABLES AND NOTE PAYABLES

(Continued)

The ageing analysis of trade payables based on the invoice date is as follows:

		As at 31 December 於十二月三十一日	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
1–30 days	1至30日	6,488	1,794
31–60 days	31至60日	1,950	658
61–90 days	61至90日	494	178
91–180 days	91至180日	362	967
Over 180 days	超過180日	260	394
		9,554	3,991

The carrying amounts of trade and note payables approximated their fair values as at the balance sheet dates and were dominated in RMB.

根據發票日期的貿易應付款項賬齡分析如下：

貿易應付款項及應付票據的賬面值與其於資產負債表日期的公平值相若，並以人民幣計值。

28 OTHER PAYABLES AND ACCRUALS

		As at 31 December 於十二月三十一日	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Payables for purchase of property, plant and equipment	購買物業、廠房及設備應付款項	44,140	31,451
Other taxes payable	其他應付稅項	15,387	16,606
Amounts due to related parties (Note 35(c))	應付關聯方款項(附註35(c))	12,635	2,458
Employee benefits payables	僱員福利應付款項	6,908	5,632
Others	其他	9,231	19,165
Total	總計	88,301	75,312

The carrying amounts of other payables and accruals approximated their fair values as at the balance sheet dates and were denominated in RMB.

其他應付款項及應計費用的賬面值與其於資產負債表日期的公平值相若，並以人民幣計值。

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29 BORROWINGS

29 借款

		As at 31 December 於十二月三十一日	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Non-current:	非流動：		
Long term bank borrowings, secured and guaranteed (a)	長期銀行借款，有抵押及有擔保(a)	71,350	26,600
Borrowing under finance lease arrangement (b)	融資租賃安排項下借款(b)	124,630	37,247
Less: Current portion of long-term bank borrowings, secured and guaranteed	減：長期銀行借款即期部分，有抵押及有擔保	(4,300)	(200)
Current portion of borrowings under finance lease arrangement	融資租賃安排項下借款的即期部分	(73,891)	(29,847)
Total non-current borrowings	非流動借款總額	117,789	33,800
Current:	流動：		
Short term bank borrowings, secured and guaranteed	短期銀行借款，有抵押及有擔保	64,801	59,800
Current portion of long-term bank borrowings, secured and guaranteed (a)	長期銀行借款即期部分，有抵押及有擔保(a)	4,300	200
Current portion of borrowings under finance lease arrangement (b)	融資租賃安排項下借款的即期部分(b)	73,891	29,847
Other borrowings — discounted note receivables with recourse (c)	其他借款 — 附追索權的應收貼現票據(c)	22,464	
Other borrowings — liabilities under supplier finance arrangement (d)	其他借款 — 供應商融資安排項下的負債(d)	—	15,000
Total current borrowings	流動借款總額	165,456	104,847
Total borrowings	總借款	283,245	138,647

(a) The Group's long-term and short-term bank borrowings as at 31 December 2025 were secured by the pledge of the Group's land use rights (Note 14), property, plant and equipment (Note 15) and investment properties (Note 16). As at 31 December 2025, the Group's long-term borrowings of RMB28,395,000 (2024: 49,800,000) were guaranteed by the Controlling Shareholder.

For the year ended 31 December 2025, the weighted average effective interest rate of the bank borrowings was 3.17% (2024: 3.25%) per annum.

(a) 於二零二五年十二月三十一日，本集團的長期及短期銀行借款以質押本集團的土地使用權（附註14）、物業、廠房及設備（附註15）以及投資物業（附註16）作抵押。於二零二五年十二月三十一日，本集團的長期借款人民幣28,395,000元（二零二四年：49,800,000元）由控股股東提供擔保。

截至二零二五年十二月三十一日止年度，銀行借款的加權平均實際年利率為3.17%（二零二四年：3.25%）。



29 BORROWINGS (Continued)

- (b) The Group's long-term borrowings under finance lease arrangement as at 31 December 2025 were secured by the pledge of the Group's land use rights (Note 14), property, plant and equipment (Note 15), and supported by guarantees provided by the Group's subsidiary and the Controlling Shareholder.

For the years ended 31 December 2025, borrowings under finance lease arrangement bore effective interest at rate ranging from 5.26% to 7.51% (2024: from 4.64% to 9.30%) per annum.

- (c) As at 31 December 2025, other borrowings of RMB22,464,000 were discounted note receivables with recourse from certain banks with lower credit rating.
- (d) As at 31 December 2024, other borrowings — liabilities under supplier finance arrangement of RMB15,000,000 were guaranteed by a PRC subsidiary of the Group.

On 30 August 2024, the Group entered into a supplier finance arrangement with a bank in the PRC. Under the arrangement, the bank issued entrusted notes for the Group to settle its suppliers. The terms and conditions of the Group's obligation to pay its suppliers remained unchanged except that the due date of settlement of payables extended from the original 0-30 days to 31-365 days after the invoice date as a result of the supplier finance arrangement.

The Group applies IFRS 9's derecognition requirements when assessing whether and when to derecognise the trade and other payable. The Group derecognises trade and other payables and recognises a new financial liability.

29 借款 (續)

- (b) 於二零二五年十二月三十一日，本集團融資租賃安排項下的長期借款以質押本集團的土地使用權（附註14）、物業、廠房及設備（附註15）作抵押，並由本集團的附屬公司及控股股東擔保作支持。

截至二零二五年十二月三十一日止年度，融資租賃安排下的借款實際年利率介乎5.26%至7.51%（二零二四年：介乎4.64%至9.30%）。

- (c) 於二零二五年十二月三十一日，金額為人民幣22,464,000元的其他借款，為就若干信貸評級較低銀行進行的帶追索權應收票據貼現。
- (d) 於二零二四年十二月三十一日，金額為人民幣15,000,000元的其他借款 — 供應商融資安排項下負債，由本集團一家中國附屬公司擔保。

於二零二四年八月三十日，本集團與中國一間銀行訂立一項供應商融資安排。根據該安排，該銀行發行委託票據供本集團向其供應商付款。本集團向其供應商付款的責任條款及條件維持不變，惟應付賬款的結算到期日因供應商融資安排而由原來的發票日期後0至30日延長至發票日期後31至365日。

本集團在評估是否及何時終止確認應付貨款及其他應付款項時，應用國際財務報告準則第9號的終止確認規定。本集團終止確認貿易及其他應付款項，並確認一項新金融負債。

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29 BORROWINGS (Continued)

- (e) Other information:
The Group's borrowings as at 31 December 2025 and 2024 were all dominated in RMB.

The carrying amounts of the Group's current borrowings approximated their fair values as at the balance sheet dates due to their short term maturity.

The carrying amounts of the Group's non-current borrowings approximated their fair values as at the balance sheet dates as they were carried at fixed interest rates and the discounting impact was not material.

The Group's borrowings as at 31 December 2025 and 2024 were repayable as follows:

29 借款(續)

- (e) 其他資料：
本集團於二零二五年及二零二四年十二月三十一日的借款全部以人民幣計值。

由於本集團即期借款的到期日較短，故其賬面值與資產負債表日期的公平值相若。

由於本集團非即期借款以固定利率計息，且折現影響並不重大，故其賬面值與資產負債表日期的公平值相若。

本集團於二零二五年及二零二四年十二月三十一日的借款須按以下方式償還：

		Bank borrowings		Other borrowings and liabilities under finance lease arrangement	
		銀行借款		融資租賃安排下的其他借款及負債	
		2025	2024	2025	2024
		二零二五年	二零二四年	二零二五年	二零二四年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Within 1 year	1年內	69,101	60,000	96,355	44,846
Between 1 and 2 years	1至2年	4,300	26,400	50,739	7,401
Between 2 and 5 years	2至5年	62,750	-	-	-
		136,151	86,400	147,094	52,247

The Group has certain borrowings subject to restrictive covenants, which stipulate that the debt-to-asset ratio of a subsidiary of the Company should not exceed 70%. As at 31 December 2025, the subsidiary's debt-to-asset ratio stands at 46% (2024: 41%), indicating a strong financial position with sufficient solvency. Given this favorable ratio, the Group is fully capable of repaying these borrowings within 12 months after the reporting date. In accordance with IAS1 (amendment), these borrowings are classified as non-current liabilities amounted to RMB67,050,000 (2024: RMB26,400,000) and current portion of non-current liabilities amounted to RMB4,300,000 (2024: RMB200,000) in the financial statements.

本集團若干借款受限於限制性契約，該契約規定本公司附屬公司的負債資產比率不得超過70%。於二零二五年十二月三十一日，該附屬公司的負債資產比率為46%（二零二四年：41%），顯示其財務狀況穩健，償債能力充足。鑑於此有利比率，本集團完全有能力於報告日期後十二個月內償還該等借款。根據國際會計準則第1號（修訂本），該等借款在財務報表中分類為非流動負債人民幣67,050,000元（二零二四年：人民幣26,400,000元）及非流動負債的流動部分人民幣4,300,000元（二零二四年：人民幣200,000元）。



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30 DEFERRED INCOME TAX

Deferred income taxes are calculated in full on temporary differences under the liability method using the tax rates at which are expected to be applied at the time of reversal of the temporary differences. The analysis of deferred income tax assets and liabilities are as follows:

(a) Deferred income tax assets

30 遞延所得稅

遞延所得稅按負債法就暫時差額全額計算，並採用暫時差額撥回時預期適用之稅率。遞延所得稅資產及負債分析如下：

(a) 遞延所得稅資產

		As at 31 December 於十二月三十一日	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
The balance comprises temporary differences attributable to:	結餘包括以下各項應佔的暫時性差異：		
Deductible income tax loss	可扣減所得稅虧損	410	1,439
Unrealised profits — intercompany sales of inventories	未變現溢利 — 公司間存貨銷售	1,550	1,554
Provision and other temporary difference	撥備及其他暫時差額	2,300	3,090
Total deferred tax assets	遞延稅項資產總額	4,260	6,083
Net-off with deferred tax liabilities	與遞延稅項負債抵銷	(2,145)	(1,933)
Net deferred tax assets	遞延稅項資產淨額	2,115	4,150

		As at 31 December 於十二月三十一日	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Deferred income tax assets	遞延所得稅資產		
— to be recovered after 12 months	— 將於12個月後收回	2,110	3,872
— to be recovered within 12 months	— 將於12個月內收回	2,150	2,211
		4,260	6,083

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30 DEFERRED INCOME TAX (Continued)

(a) Deferred income tax assets (Continued)

Deferred income tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefit through the future taxable profits is possible.

The cumulative tax losses for which no deferred income tax assets have been recognized, including those with expiry dates and those without expiry dates, of the Group are as follows:

		As at 31 December 於十二月三十一日	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Year of expiration — PRC subsidiaries	屆滿年度 — 中國附屬公司		
— 2028	— 二零二八年	200	200
— 2029	— 二零二九年	897	897
— 2030	— 二零三零年	862	—
No expiry date — HK subsidiary	無屆滿日期 — 香港附屬公司	13,728	11,494
Total	總計	15,687	12,591

The tax losses incurred by subsidiaries in Hong Kong that are not likely to generate taxable income in the foreseeable future, which can be carried forward perpetually.

30 遞延所得稅 (續)

(a) 遞延所得稅資產 (續)

遞延所得稅資產乃就可通過未來應課稅溢利變現相關稅項優惠情況下結轉的稅項虧損確認。

本集團並無確認遞延所得稅資產的累計稅項虧損(包括已屆滿及未屆滿者)如下:

附屬公司(在可預見未來不大可能產生應課稅收入)在香港招致可永久結轉的稅項虧損。



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30 DEFERRED INCOME TAX (Continued)

(b) Deferred income tax liabilities

30 遞延所得稅 (續)

(b) 遞延所得稅負債

		As at 31 December 於十二月三十一日	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
The balance comprises temporary differences attributable to:	結餘包括以下各項應佔的暫時性差異：		
Accelerated depreciation of property, plant and equipment	物業、廠房及設備遞增折舊	(9,378)	(6,103)
Accrued withholding tax	應計預扣稅	(1,800)	(1,800)
Right-of-use assets	使用權資產	—	(197)
Total deferred tax liabilities	遞延稅項負債總額	(11,178)	(8,100)
Net off with deferred tax assets	與遞延稅項資產抵銷	2,145	1,933
Net deferred tax liabilities	遞延稅項負債淨額	(9,033)	(6,167)

Deferred income taxes are calculated in full on temporary differences under the liability method using the tax rates at which are expected to be applied at the time of reversal of the temporary differences. The analysis of deferred income tax liabilities is as follows:

遞延所得稅按負債法就暫時差額全額計算，並採用暫時差額撥回時預期適用的稅率。遞延所得稅負債分析如下：

		As at 31 December 於十二月三十一日	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Deferred income tax liabilities	遞延所得稅負債		
— to be settled after 12 months	— 將於12個月後結算	(10,117)	(7,491)
— to be settled within 12 months	— 將於12個月內結算	(1,061)	(609)
		(11,178)	(8,100)

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31 OTHER LIABILITIES

31 其他負債

		As at 31 December 於十二月三十一日	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Deferred income — asset related government grants (a)	遞延收入 — 與資產相關的 政府補助(a)		
— Non-current portion	— 非即期部分	13,102	3,498
Warehouse lease arrangements (b)	倉庫租賃安排(b)		
(i) Advances from lessee	(i) 承租人墊款		
— Current portion	— 即期部分	9,558	9,558
— Non-current portion	— 非即期部分	18,025	27,583
		27,583	37,141
(ii) Payables to LZ Assets	(ii) 應付萊州資產款項		
Non-current	非即期		
— First warehouse	— 第一間倉庫	27,347	26,245
— Second warehouse	— 第二間倉庫	33,196	31,857
		60,543	58,102
Advances to gold-bearing roasted cyanide tailings	載金焙燒氰化尾礦墊款	—	17,500
Total	總計	101,228	116,241
Presented on the statement of financial position as:	於財務狀況表呈列為：		
Other liabilities — current portion	其他負債 — 即期部分	9,558	27,058
Other liabilities — non-current portion	其他負債 — 非即期部分	91,670	89,183
		101,228	116,241

**31 OTHER LIABILITIES (Continued)****(a) Deferred income — asset related government grants**

These mainly represent asset related government grants received from certain municipal government of the PRC as an encouragement for the Group's construction of production sulphuric acid, sulfamic acid, magnesium sulfate and iron powder.

(b) Warehouse lease arrangements

In October and December 2018, HC Mining entered into two gold mine hazardous waste storage warehouse lease agreements with LZ Assets, a state-owned enterprise, for the storage of cyanide tailings hazardous waste. Pursuant to the lease agreements, LZ Assets advanced RMB72 million in the fourth quarter of 2018 and RMB88 million in the first half year of 2019, totalling RMB160 million, to HC Mining for leases of two warehouses at an annual rental of RMB3.6 million from 1 November 2018 for the first warehouse, and RMB4.4 million from 1 January 2019 for the second warehouse, totalling RMB8 million per annum (inclusive of value added tax on rental income), for a twenty years term.

Pursuant to the lease agreements, (i) the minimum term of the lease period shall be five years from the respective lease commencement dates, unless the cyanide tailings hazardous waste in the warehouses is put for tender for detoxing treatment during the five year term, and in the event that HC Mining won the tender, the lease term would terminate and the future treatment fee would then be deducted from the remaining amount of the advanced payments made by LZ Assets, after deduction of rental income up to the date of termination; (ii) from the sixth year, either LZ Assets or HC Mining has the right to terminate the lease arrangement by paying an amount equivalent to one year rental, being RMB8 million, as compensation to the other party, and HC Mining will be required to repay the remaining balance of the advances to LZ Assets within three years, being 20% for the first year, 30% for the second year and the remaining repayment in the third year, from the receipt of the notice of termination of the lease agreements.

31 其他負債 (續)**(a) 遞延收入 — 與資產相關的政府補助**

該等補助主要指從中國若干市政府收取的資產相關政府補助，以鼓勵本集團生產建設硫酸、氨基磺酸、硫酸鎂及鐵粉生產線。

(b) 倉庫租賃安排

於二零一八年十月及十二月，鴻承礦業與國有企業萊州資產訂立兩份金礦有害廢物倉庫租賃協議，以儲存氰化尾渣有害廢物。根據租賃協議，萊州資產於二零一八年第四季度及二零一九年上半年分別向鴻承礦業墊付人民幣72百萬元及人民幣88百萬元，合計人民幣160百萬元，用於租賃兩間倉庫，第一間倉庫的租金由二零一八年十一月一日起計，年租人民幣3.6百萬元；及第二間倉庫的租金由二零一九年一月一日起計，年租人民幣4.4百萬元，合計每年人民幣8百萬元（包括租金收入的增值稅），為期二十年。

根據租賃協議，(i) 租期至少應為期五年，由各自的租約開始日期起計，除非在五年期內，倉庫內的氰化尾渣有害廢物被安排進行除毒處理投標，且如果鴻承礦業中標，租期將告終止，而未來處理費其後將從萊州資產作出的墊款餘額（扣除直至終止日期的租金收入後）中扣減；(ii) 自第六年起，萊州資產或鴻承礦業有權終止租賃協議，惟須向對方支付相等於一年的租金，即人民幣8百萬元，作為補償，而鴻承礦業將須於收到終止租賃協議通知後三年內，償還墊款餘額予萊州資產，即首年為20%、第二年為30%及第三年償還餘下部分。



31 OTHER LIABILITIES (Continued)

(b) Warehouse lease arrangements (Continued)

At inception of the lease arrangement in 2018, the Group considered there is a likelihood that LZ Assets would exercise the right to terminate the lease agreements upon the expiry of the five years committed lease term by December 2023, by then the Group would have an obligation to pay back LZ Assets the remaining balances of the advanced payments from LZ Assets, being in total RMB112 million, representing the total advances of RMB160 million less five years' rental income of RMB40 million and compensation of RMB8 million. Accordingly, on initial recognition of the two warehouse lease arrangements in October and December 2018, the Group recorded "Other liabilities — payables to LZ Assets" of RMB84.2 million, being the present value by discounting the obligations to pay back LZ Assets by December 2023 of RMB112 million by instalments as mentioned above. The discount rate applied in deriving the present value of the amounts payable to LZ Assets was the market rate available to the Group for similar financial instruments, which is 4.65% per annum.

In November 2023, the lease agreements were modified to extend the committed and non-cancellable lease term for another five years after the expiry of the first five-year lease term in October and December 2023, with other terms of the original agreements remain unchanged. The Group accounted for the leases as a five year lease contract at inception of the lease in 2018, and extended it to another five years based on the modified contract terms. According to the revised lease term, the Group applied the same accounting treatment as the first five years lease term. The discount rate applied in deriving the present value of the amounts payable to LZ Assets was the market rate available to the Group for similar financial instruments, which is 4.2%. The Group recognised rental income of RMB9,558,000 (2024: RMB9,558,000) for the year ended 31 December 2025, and the resultant payable to LZ Assets amounted to RMB60,543,000 (2024: RMB58,102,000) as at 31 December 2025.

Interest expenses from other liabilities — payables to LZ Assets are recognised using the aforementioned discount rate. The amount of interest expenses relating to the two warehouse lease arrangements during the years ended 31 December 2025 and 2024 were RMB2,441,000 and RMB2,340,000, respectively.

31 其他負債 (續)

(b) 倉庫租賃安排 (續)

於二零一八年租賃安排開始時，本集團認為萊州資產於二零二三年十二月前於五年承諾租期屆滿後，有可能行使終止租賃協議的權利，屆時本集團有責任向萊州資產償還萊州資產的墊款餘額合計人民幣112百萬元，即墊款總額人民幣160百萬元減去五年租金收入人民幣40百萬元及補償金人民幣8百萬元。因此，於二零一八年十月及十二月初步確認兩項倉庫租賃安排時，本集團記錄「其他負債 — 應付萊州資產款項」人民幣84.2百萬元，即折現於二零二三年十二月前以上述分期向萊州資產償還人民幣112百萬元的責任的現值。計算應付萊州資產款項的現值時所採用的貼現率為本集團就類似金融工具可獲得的市場利率，為每年4.65%。

於二零二三年十一月，租賃協議已予修訂，於二零二三年十月及十二月首個五年租期屆滿後，將承諾及不可撤銷租期再延長五年，而原協議的其他條款維持不變。本集團於二零一八年租賃開始時將租賃入賬列為五年租賃合約，並根據經修訂合約條款將其再延長五年。根據經修訂租期，本集團採用與首五年租期相同的會計處理方法。計算應付萊州資產款項的現值時所採用的貼現率為本集團就類似金融工具可獲得的市場利率，為4.2%。截至二零二五年十二月三十一日止年度，本集團確認租金收入人民幣9,558,000元（二零二四年：人民幣9,558,000元），而於二零二五年十二月三十一日，因此應付萊州資產的款項為人民幣60,543,000元（二零二四年：人民幣58,102,000元）。

來自其他負債 — 應付萊州資產款項的利息開支乃使用上述貼現率確認。截至二零二五年及二零二四年十二月三十一日止年度，與兩項倉庫租賃安排有關的利息開支金額分別為人民幣2,441,000元及人民幣2,340,000元。



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32 CASH FLOW INFORMATION

(a) Cash generated from operations

32 現金流量資料

(a) 經營所得現金

		Year ended 31 December 截至十二月三十一日止年度	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Profit before income tax	除所得稅前溢利	109,995	73,244
Adjustments for	就以下各項作出調整		
— Amortisation of right-of-use assets (Note 14)	— 使用權資產攤銷 (附註14)	1,703	1,900
— Depreciation of property, plant and equipment (Note 15)	— 物業、廠房及設備折舊 (附註15)	29,300	27,227
— Depreciation of investment properties (Note 16)	— 投資物業折舊(附註16)	4,386	4,386
— Amortisation of intangible assets (Note 17)	— 無形資產攤銷(附註17)	36	8
— Loss on disposal of property, plant and equipment and right-of-use assets (Note 7)	— 出售物業、廠房及設備 及使用權資產虧損 (附註7)	2,437	521
— Provision/(reversal) of impairment on financial assets (Note 21)	— 金融資產減值(撥備)/ 撥回(附註21)	119	(355)
— Finance costs — net (Note 10)	— 融資成本 — 淨額 (附註10)	5,577	5,544
— Amortisation of asset related government grants	— 資產相關政府補助攤銷	(396)	(462)
Changes in working capital:	營運資金變動：		
— Inventories	— 存貨	8,928	12,790
— Contract liabilities	— 合約負債	(11,453)	9,559
— Advances from lessee	— 承租人墊款	(9,558)	(9,558)
— Trade and other payables	— 貿易及其他應付款項	(6,604)	20,756
— Trade and other receivables and prepayments	— 貿易及其他應收款項 以及預付款項	(42,030)	(27,225)
Cash generated from operating activities	經營活動所得現金	92,440	118,335

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32 CASH FLOW INFORMATION (Continued)

(b) Proceeds from disposal of properties, plant and equipment and other assets

32 現金流量資料 (續)

(b) 出售物業、廠房及設備及其他資產所得款項

		Year ended 31 December 截至十二月三十一日止年度	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Net book value of property, plant and equipment (Note 15)	物業、廠房及設備賬面淨值 (附註15)	3,146	1,163
Net book value of right-of-use assets and lease liabilities	使用權資產及租賃負債的 賬面淨值	(38)	–
Losses on disposal of property, plant and equipment (Note 7)	出售物業、廠房及設備虧損 (附註7)	(2,475)	(521)
Gain on disposal of right-of-use assets (Note 7)	出售使用權資產的收益 (附註7)	38	–
Decrease/(increase) in other receivables	其他應收款項減少/(增加)	12	(12)
Proceeds from the disposal	出售所得款項	683	630



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32 CASH FLOW INFORMATION (Continued)

(c) Reconciliation of liabilities arising from financing activities

32 現金流量資料 (續)

(c) 融資活動所產生負債對賬

		Borrowings	Lease liabilities	Amount due		Total
				to the Shareholders	Payable to LZ Assets	
		借款	租賃負債	股東款項	應付萊州資產款項	總計
		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
Total debt as at 1 January 2024	於二零二四年一月一日的總債務	117,179	–	1,879	55,762	174,820
Cashflows:	現金流量：					
— Inflow from financing activities	— 融資活動流入	83,800	1,183	18,710	–	103,693
— Outflow from financing activities	— 融資活動流出	(77,331)	(420)	(18,131)	–	(95,882)
Other changes:	其他變動：					
— Other borrowing of liabilities under supplier finance arrangement (i)	— 供應商融資安排下的其他負債借款(i)	15,000	–	–	–	15,000
— Interest expense	— 利息開支	4,820	44	–	2,340	7,204
— Interest payment (presented as operating cash flows)	— 利息付款(呈列為經營現金流量)	(4,821)	–	–	–	(4,821)
Total debt as at 31 December 2024	於二零二四年十二月三十一日的總債務	138,647	807	2,458	58,102	200,014
Cashflows:	現金流量：					
— Inflow from financing activities	— 融資活動流入	261,150	–	49,998	–	311,148
— Outflow from financing activities	— 融資活動流出	(139,017)	(822)	(39,821)	–	(179,660)
— Inflow from discounting note receivables	— 貼現應收票據流入	22,464	–	–	–	22,464
Other changes:	其他變動：					
— Interest expense	— 利息開支	5,900	15	–	2,441	8,357
— Interest payment (presented as operating cash flows)	— 利息付款(呈列為經營現金流量)	(5,899)	–	–	–	(5,900)
Total debt as at 31 December 2025	於二零二五年十二月三十一日的總債務	283,245	–	12,635	60,543	356,423

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32 CASH FLOW INFORMATION (Continued)

(c) Reconciliation of liabilities arising from financing activities (Continued)

(i) Non-cash transaction

During the year ended 31 December 2024, financing cash flows under a supplier finance arrangement include proceeds received under a supplier finance arrangement of RMB15,000,000 in terms of bank acceptance notes.

33 CONTINGENCIES

As at 31 December 2025 and 2024, the Group did not have material contingent liabilities.

34 CAPITAL COMMITMENTS

32 現金流量資料 (續)

(c) 融資活動所產生負債對賬 (續)

(i) 非現金交易

截至二零二四年十二月三十一日止年度，供應商融資安排下的融資現金流量包括根據供應商融資安排以銀行承兌票據收取的所得款項人民幣15,000,000元。

33 或然事項

於二零二五年及二零二四年十二月三十一日，本集團並無重大或然負債。

34 資本承擔

		As at 31 December 於十二月三十一日	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Contracted but not recognised as liabilities	已訂約但未確認為負債		
— Commitments for construction and acquisition of property, plant and equipment	— 建築及收購物業、廠房及設備的承擔	18,896	47,371



35 RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control, common significant influence or joint control.

The Controlling Shareholder, members of key management and their close family members of the Group are also considered as related parties. In the opinion of the Directors, the related party transactions were carried out in normal course of business and at terms negotiated between the Group and the respective related parties.

(a) Related parties of the Group

The following companies are related parties of the Company that had significant balances and/or transactions with the Company as at/or during the Track Record Period.

Name of related parties 關聯方名稱	Relationship 關係
Mr. Liu Zeming (劉澤銘) 劉澤銘先生	The Controlling Shareholder, Chairman and executive director 控股股東、主席兼執行董事
China United Cement Yantai Co., Ltd. (煙台中鴻水泥有限公司) 煙臺中鴻水泥有限公司	Controlled by the Controlling Shareholder 受控股股東控制
Shandong Overseas Chinese Businessmen Double Creation Industrial Park Co., Ltd. (山東僑商雙創產業園有限公司) 山東僑商雙創產業園有限公司	Controlled by the Controlling Shareholder (i) 受控股股東控制(i)
Laizhou Pinglei Blasting Engineering Service Co. Ltd.	Controlled by the Controlling Shareholder 受控股股東控制
Laizhou Xipeng Hotel Management Co., Ltd. (萊州市希朋酒店管理有限公司)	Controlled by the Controlling Shareholder 受控股股東控制

35 關聯方交易

若一方有能力直接或間接控制另一方，或在作出財務及經營決策時對另一方發揮重大影響，即視為有關聯。倘受到共同控制、共同重大影響力或聯合控制，則該方亦視為有關聯。

本集團控股股東、主要管理人員及其緊密家庭成員亦視為關聯方。董事認為，關聯方交易乃於一般業務過程中及按本集團與有關關聯方磋商的條款進行。

(a) 本集團關聯方

以下公司為於往績記錄期間與本公司有重大結餘及/或交易之本公司關聯方。

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35 RELATED PARTY TRANSACTIONS (Continued)

(a) Related parties of the Group (Continued)

- (i) Shandong Overseas Chinese Businessmen Double Creation Industrial Park Co., Ltd. ceased to be related party of the Company since September 2024.

Save as disclosed elsewhere in these consolidated financial statements, the Group had the following transactions and balances with its related parties at/ or during the year 2025.

(b) Transactions with related parties

35 關聯方交易 (續)

(a) 本集團關聯方 (續)

- (i) 山東僑商雙創產業園有限公司自二零二四年九月以來不再為本集團關聯方。

除此等綜合財務報表其他部分所披露者外，本集團於二零二五年及／或期間與關聯方有以下交易及結餘。

(b) 關聯方交易

		Year ended 31 December 截至十二月三十一日止年度	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Purchases of goods and services	購買商品及服務		
— Laizhou Xipeng Hotel Management Co., Ltd.	— 萊州市希朋酒店管理有限公司	89	—
— China United Cement Yantai Co., Ltd.	— 煙臺中鴻水泥有限公司	—	971
— Shandong overseas Chinese businessmen double creation Industrial Park Co., Ltd.	— 山東僑商雙創產業園有限公司	—	289
		89	1,260
Increase in amounts due to the Controlling Shareholder	應付控股股東款項增加	45,098	18,710
Increase in amounts due to the non-controlling shareholders	應付非控股股東款項增加	4,900	—
Payment by related parties on behalf of the Group	關聯方代本集團付款		
— the Controlling Shareholder	— 控股股東	243	130



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35 RELATED PARTY TRANSACTIONS (Continued)

(c) Balances with related parties

35 關聯方交易 (續)

(c) 關聯方結餘

		As at 31 December 於十二月三十一日	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
(i) Amounts due to related parties:	(i) 應付關聯方款項：		
Non-trade	非貿易		
Amount due to the Controlling Shareholder	應付控股股東款項	7,735	2,458
Amount due to the Non-Controlling Shareholders	應付非控股股東款項	4,900	–
		12,635	2,458

The amounts due from and due to related parties as at 31 December 2025 were unsecured, non-interest bearing and repayable on demand.

於二零二五年十二月三十一日，應收及應付關聯方款項為無抵押、免息及須按要求償還。

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35 RELATED PARTY TRANSACTIONS (Continued)

(d) Guarantees

As at 31 December 2025, the Group's long-term borrowings of RMB28,395,000 (31 December 2024: RMB49,800,000) were guaranteed by the Controlling Shareholder. The Group's borrowing under finance lease arrangement of RMB124,630,000 (31 December 2024: RMB37,247,000) was guaranteed by the Controlling Shareholder pursuant to the guarantee agreement between the individual and the financial institution. Further details are set out in Note 29.

(e) Key management compensation

Key management includes directors (executive and non-executive) and executive officers. The compensation paid or payable to key management for employee services is as follows:

		Year ended 31 December 截至十二月三十一日止年度	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Salaries and bonus	薪金及花紅	3,054	3,229
Other benefits	其他福利	593	525
		3,647	3,754

Salaries and bonus disclosed above include RMB265,000 (31 December 2024: RMB258,000) which were unpaid as at year end. Other benefits disclosed above include RMB52,000 (31 December 2024: RMB43,000) which were unpaid as at year end.

35 關聯方交易 (續)

(d) 擔保

於二零二五年十二月三十一日，本集團的長期借款人民幣28,395,000元（二零二四年十二月三十一日：人民幣49,800,000元）由控股股東提供擔保。進一步詳情載於附註29。於二零二五年十二月三十一日，本集團融資租賃安排下的借款人民幣124,630,000元（二零二四年十二月三十一日：人民幣37,247,000元）由控股股東根據個人與金融機構之間的擔保協議提供擔保。進一步詳情載於附註29。

(e) 主要管理層薪酬

主要管理層包括董事（執行及非執行）及管理人員。已付或應付主要管理層的僱員服務相關薪酬如下：

上述披露的薪金及花紅包括於年末尚未支付的人民幣265,000元（二零二四年十二月三十一日：人民幣258,000元）。上述披露的其他福利包括於年末尚未支付的人民幣52,000元（二零二四年十二月三十一日：人民幣43,000元）。



36 EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

36 結算日後發生的事項

(a) Acquisition of Laizhou Jinxing Chemical Industry Co.,Ltd.

(a) 收購萊州金興化工有限責任公司

(i) Summary of acquisition

(i) 收購概要

Pursuant to the agreement that Shandong Jinjia, Mr. Sheng Yunti and Mrs. Sheng Wenfeng entered into on 26 January 2026, Shandong Jinjia purchased 100% shares of Laizhou Jinxing Chemical Industry Co., Ltd. ("Jinxing Chemical") with total consideration of RMB71,170,000, which were paid on 14 February 2026.

根據山東金嘉、盛雲體先生及盛文峰女士於二零二六年一月二十六日訂立的協議，山東金嘉以代價總額人民幣71,170,000元收購萊州金興化工有限責任公司「金興化工」的全部股權，有關款項已於二零二六年二月十四日支付。

Jinxing Chemical is currently focusing on the construction of the production facilities for the production of chemical products including sulphuric acid, sulfamic acid and magnesium sulfate. The principal assets of Jinxing Chemical comprise: (i) land use rights of a parcel of industrial land located in Yin Hai Chemical Industrial Park, Laizhou city, Shandong province, the PRC, with a total gross site area of approximately 175,155.81 sq.m with the expiry date of June 2072; (ii) properties under construction, including factory premises, buildings and warehouses with a current building area of approximately 125,064.63 sq.m; and (iii) other infrastructure, production lines and machineries.

金興化工現專注建設用於生產硫酸、氨基磺酸及硫酸鎂等化工產品的生產設施。金星化工的主要資產包括：(i)位於中國山東省萊州市銀海化工園區的一幅工業用地的土地使用權，總佔地面積約175,155.81平方米，有效期至二零七二年六月；(ii)在建物業，包括廠房、樓宇及倉庫，現有建築面積約125,064.63平方米；及(iii)其他基礎設施、生產線及機械設備。

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

收購代價、所收購淨資產及商譽的詳情如下：

	RMB'000 人民幣千元
Purchase consideration	購買代價
Cash paid (ii)	已付現金 (ii) 71,170

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36 EVENTS OCCURRING AFTER THE BALANCE SHEET DATE (Continued)

(a) Acquisition of Laizhou Jinxing Chemical Industry Co., Ltd. (Continued)

(i) Summary of acquisition (Continued)

The assets and liabilities recognised as a result of the acquisition are as follows:

		Fair value 公平值 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	225
Other receivables	其他應收款項	8,893
Inventory	存貨	1,863
Property, plant and equipment	物業、廠房及設備	156,557
Right-of-use assets	使用權資產	53,978
Total Assets	資產總額	221,516
Short term borrowings	短期借款	10,000
Trade and other payables	應付貿易款項及其他應付款項	102,014
Long term borrowings	長期借款	34,850
Total Liabilities	負債總額	146,864
Net identifiable assets acquired	所收購的可識別資產淨額	74,652
Less: negative goodwill	減：負商譽	(3,482)
Net assets acquired	所收購的資產淨額	71,170

(ii) Purchase consideration — cash outflow

		RMB'000 人民幣千元
Consideration paid in cash	以現金支付的代價	71,170
Less: cash and cash equivalent balances acquired	減：所收購的現金及現金等價物結餘	(225)
Net outflow of cash — investing activities	現金淨流出 — 投資活動	70,945

Save as disclosed above, there are no other material subsequent events undertaken by the Company or by the Group after 31 December 2025.

36 結算日後發生的事項 (續)

(a) 收購萊州金興化工有限責任公司 (續)

(i) 收購概要 (續)

因本次收購而確認的資產及負債如下：

(ii) 購買代價 — 現金流出

除上文所披露者外，本公司或本集團於二零二五年十二月三十一日後並無其他重大事項。



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37 SUBSIDIARIES

37 附屬公司

Company name	Date of incorporation	Country/Place of incorporation, legal status and the place of principle activity	Subscribed Capital Contribution at 31 December 2024	Effective interest held as at 31 December	Principal activities
公司名稱	註冊成立日期	註冊成立國家／地點、法律狀態及主要業務地點	於二零二四年十二月三十一日的認繳出資額於十二月三十一日	於十二月三十一日所持的實際權益	主要活動
				2025 2024	
				二零二五年 二零二四年	
Directly hold:					
直接持有：					
Hongcheng International Investment Limited ("HC International")	30 March 2020	BVI	USD1	100%	Investment holding
鴻承國際投資有限公司					
鴻承國際投資有限公司 (「鴻承國際」)	二零二零年三月三十日	英屬維爾京群島	1美元		投資控股
Indirectly hold:					
間接持有：					
Hongkong Hongcheng Environmental Protection Development Group Co., Ltd. ("HC Hong Kong")	16 April 2020	Hong Kong, limited liability company	USD6,000,000	100%	Investment holding
香港鴻承環保開發集團有限公司					
香港鴻承環保開發集團有限公司 (「鴻承香港」)	二零二零年四月十六日	香港，有限公司	6,000,000美元		投資控股

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37 SUBSIDIARIES (Continued)

37 附屬公司 (續)

Company name	Date of incorporation	Country/Place of incorporation, legal status and the place of principle activity	Subscribed Capital Contribution at 31 December 2024 於二零二四年十二月三十一日的認繳出資額於十二月三十一日	Effective interest held as at 31 December 2025 於十二月三十一日所持的實際權益 二零二五年	Effective interest held as at 31 December 2024 二零二四年	Principal activities
公司名稱	註冊成立日期	註冊成立國家/地點、法律狀態及主要業務地點				主要活動
Indirectly hold: (Continued)						
間接持有： (續)						
Shandong Jinjia Environmental Co., Ltd. ("Shandong Jinjia") 山東金嘉環保有限公司	8 June 2020	PRC, limited liability company	USD60,000,000	100%	100%	Production of sulfuric acid, etc.
山東金嘉環保有限公司 (「山東金嘉」)	二零二零年六月八日	中國，有限公司	60,000,000美元			生產硫酸等
Shandong Hongcheng Mining (Group) Co., Ltd. ("HC Mining") 山東鴻承礦業(集團)有限公司	28 April 2011	PRC, limited liability company	RMB30,000,000	100%	100%	Provision of gold mine hazardous waste treatment services and recycling gold mine hazardous waste into resources with economic value for sale.
山東鴻承礦業(集團)有限公司 (「鴻承礦業」)	二零一一年四月二十八日	中國，有限公司	人民幣 30,000,000元			提供金礦有害廢物處理服務及回收金礦有害廢物為具經濟價值的資源以供銷售。
Shandong Hongcheng Resources Comprehensive Utilization Co., Ltd. ("HC Resources") 山東鴻承資源綜合利用有限公司	1 January 2019	PRC, limited liability company	RMB10,000,000	100%	100%	Provision of metal waste processing services, processing and sales of iron powder, building materials, metal products, etc.
山東鴻承資源綜合利用有限公司 (「鴻承資源」)	二零一九年一月一日	中國，有限公司	人民幣 10,000,000元			提供金屬廢物加工服務、加工及銷售鐵粉、建材、五金產品等。
Shandong Jinjia Fertilizer Co., Ltd. 山東金嘉肥業有限公司	10 January 2024	PRC, limited liability company	RMB17,260,000	51%	51%	Production of fertilizers
山東金嘉肥業有限公司	二零二四年一月十日	中國，有限公司	人民幣 17,260,000元			生產肥料



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38 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENTS OF THE COMPANY

38 本公司財務狀況表及儲備變動

(a) Statement of financial position of the Company

(a) 本公司財務狀況表

		As at 31 December 於十二月三十一日	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
	Note 附註		
ASSETS	資產		
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司之投資	345,858	345,858
		345,858	345,858
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	166,301	166,963
Cash and cash equivalents	現金及現金等價物	1	21
		166,302	166,984
Total assets	資產總值	512,160	512,842
EQUITY	權益		
Share capital	股本	8,208	8,208
Share premium	股份溢價	38(b) 517,965	517,965
Other reserves	其他儲備	38(b) 1,354	1,287
Accumulated losses	累計虧損	(24,406)	(23,710)
Total equity	權益總額	503,121	503,750

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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38 THE STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENTS OF THE COMPANY

(Continued)

(a) The statement of financial position of the Company (Continued)

38 本公司財務狀況表及儲備變動 (續)

(a) 本公司財務狀況表 (續)

		As at 31 December	
		於十二月三十一日	
		2025	2024
		二零二五年	二零二四年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	Note		
	附註		
LIABILITIES	負債		
Current liabilities	流動負債		
Other payables and accruals	其他應付款項及應計費用	38	34
Amount due to the Controlling Shareholder	應付控股股東款項	1,357	1,414
Amounts due to subsidiaries	應付附屬公司款項	7,644	7,644
		9,039	9,092
Total liabilities	負債總額	9,039	9,092
Total equity and liabilities	權益及負債總額	512,160	512,842

The statement of financial position of the Company was approved by the board of directors of the Company on 31 March 2026 and was signed on its behalf.

本公司財務狀況表已於二零二六年三月三十一日獲本公司董事會批准並由以下代表簽署。

Mr. Liu Zeming
劉澤銘先生
Chairman
主席

Mr. Zhan Yirong
戰乙榮先生
Director
董事



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

38 THE STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENTS OF THE COMPANY

(Continued)

(b) Reserve movements of the Company

38 本公司財務狀況表及儲備變動 (續)

(b) 本公司儲備變動

		Share premium 股份溢價 RMB'000 人民幣千元	Translation reserve 換算儲備 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2024	於二零二四年一月一日	517,965	1,345	519,310
Currency translation differences	外幣換算差額	–	(58)	(58)
At 31 December 2024	於二零二四年十二月三十一日	517,965	1,287	519,252
At 1 January 2025	於二零二五年一月一日	517,965	1,287	519,252
Currency translation differences	外幣換算差額	–	67	67
At 31 December 2025	於二零二五年十二月三十一日	517,965	1,354	519,319

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綜合財務報表附註

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度



39 BENEFITS AND INTERESTS OF DIRECTORS

(a) Remuneration of directors

The remuneration of each director of the Company paid/payable by the Group for the years ended 31 December 2025 and 2024 are set out as follows:

39 董事福利及權益

(a) 董事酬金

本集團於截至二零二五年及二零二四年十二月三十一日止年度已付／應付本公司各董事的薪酬列載如下：

Name of Directors	董事姓名	Basic salaries 基本薪金 RMB'000 人民幣千元	Pensions 養老金 RMB'000 人民幣千元	Other benefits 其他福利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Year ended 31 December 2025	截至二零二五年 十二月三十一日 止年度				
<i>Executive directors</i>	<i>執行董事</i>				
Mr. Liu	劉先生	379	43	45	467
Mr. Zhan Yirong	戰乙榮先生	296	43	45	384
Mr. Sheng Haiyan	盛海燕先生	369	43	45	457
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>				
Mr. Lau Chung Wai	劉仲緯先生	130	–	–	130
Mr. Zhang Shijun	張式軍先生	108	–	–	108
Ms. Liu Ye	劉擘女士	108	–	–	108
		1,390	129	135	1,654



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

39 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Remuneration of directors (Continued)

39 董事福利及權益 (續)

(a) 董事酬金 (續)

Name of Directors	董事姓名	Basic salaries 基本薪金 RMB'000 人民幣千元	Pensions 養老金 RMB'000 人民幣千元	Other benefits 其他福利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Year ended 31 December 2024	截至二零二四年 十二月三十一日 止年度				
<i>Executive directors</i>	<i>執行董事</i>				
Mr. Liu	劉先生	436	42	47	525
Mr. Zhan Yirong	戰乙榮先生	376	42	46	464
Mr. Sheng Haiyan	盛海燕先生	513	42	46	601
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>				
Mr. Lau Chung Wai	劉仲緯先生	133	–	–	133
Mr. Zhang Shijun	張式軍先生	111	–	–	111
Ms. Liu Ye	劉擘女士	111	–	–	111
		1,680	126	139	1,945



39 BENEFITS AND INTERESTS OF DIRECTORS

(Continued)

(b) Directors' other benefits

There were no retirement benefits paid to or receivable by any Directors in respect of their other services in connection with the management of the affairs of the Company or its subsidiaries undertakings during the years ended 31 December 2025 and 2024.

There were no termination benefits paid to or receivable by any Director during the years ended 31 December 2025 and 2024.

No payment was made to the former employer of Directors for making available the services of them as a Director of the Company during the years ended 31 December 2025 and 2024.

Other than those disclosed in Note 35(b), there were no loans, quasi-loans and other dealings entered into between the Group and the directors and in favour of the directors during the years ended 31 December 2025 and 2024.

Other than those as disclosed in Note 35, there were no significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the years ended 31 December 2025 and 2024.

39 董事福利及權益 (續)

(b) 董事的其他福利

於截至二零二五年及二零二四年十二月三十一日止年度，概無任何董事就本公司或其附屬公司事務的管理提供其他服務而獲支付或應收退休福利。

於截至二零二五年及二零二四年十二月三十一日止年度，概無向任何董事支付或其應收的離職福利。

於截至二零二五年及二零二四年十二月三十一日止年度，概無就以本公司董事身份提供服務而已付董事前僱主的款項。

除附註35(b)所披露者外，於截至二零二五年及二零二四年十二月三十一日止年度，本集團與董事之間概無訂立以董事為受益人的貸款、準貸款及其他交易。

除附註35所披露者外，於年末或於截至二零二五年及二零二四年十二月三十一日止年度任何時間，概無任何與本集團業務有關的、本公司參與及本公司董事直接或間接擁有重大權益的重大交易、安排及合約。



40 SUMMARY OF OTHER ACCOUNTING POLICIES

40.1 Principles of consolidation

(a) Subsidiaries

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

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group has directly disposed of the related assets or liabilities. It means the amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries are consistent with the policies adopted by the Group.

40 其他會計政策概要

40.1 綜合入賬原則

(a) 附屬公司

附屬公司為本集團擁有控制權的所有實體（包括結構性實體）。當本集團從參與實體業務而承擔取得其可變回報的風險或享有可變回報的權利，並有能力透過其對實體的權力影響該等回報時，則表示本集團控制該實體。附屬公司於控制權轉移至本集團當日起全面綜合入賬，並於控制權終止當日不再合併。

倘本集團不再擁有控制權，其於該實體的任何保留權益按其於失去控制權當日的公平值重新計算，而賬面值變動則於損益中確認。就其後入賬列作聯營公司、合營公司或金融資產的保留權益而言，公平值指初始賬面值。此外，先前於其他全面收益內確認與該實體有關的任何金額按猶如本集團已直接出售有關資產或負債的方式入賬。這可能意味著先前在其他全面收益內確認的金額重新分類至損益或轉撥至適用國際財務報告準則指明／允許的另一項權益類別。

本集團內公司間的交易、結餘和未變現的交易收益予以對銷。未變現虧損亦予對銷，除非該交易提供所轉讓資產減值的證據，則作別論。附屬公司的會計政策與本集團採納的政策一致。

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40 SUMMARY OF OTHER ACCOUNTING POLICIES

(Continued)

40.2 Separate financial statements

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

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill. Investments in subsidiaries are also assessed for impairment and written down to their recoverable amounts in accordance with note 37 (a).

40.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker of the Company assesses the financial performance and position of the Group, and makes strategic decisions. The chief operating decision maker of the Group consists of the executive directors and the chief financial officer.

40.4 Foreign currency translation

(i) Functional and presentation currency

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

40 其他會計政策概要 (續)

40.2 獨立財務報表

於附屬公司的投資按成本減減值列賬。成本包括直接應佔投資成本。附屬公司的業績由本公司按已收及應收股息入賬。

倘股息超出附屬公司宣派股息期間的全面收益總額，或倘獨立財務報表中投資的賬面值超出綜合財務報表所示投資對象資產淨值（包括商譽）的賬面值，則須於自該等投資收取股息時對該等附屬公司的投資進行減值測試。於附屬公司的投資亦根據附註37(a)進行減值評估及撇減至其可收回金額。

40.3 分部報告

經營分部的報告方式與向主要經營決策者提供的內部報告方式一致。本公司主要經營決策者評估本集團的財務表現及狀況並作出策略決定。本集團主要經營決策者包括執行董事及首席財務官。

40.4 外幣換算

(i) 功能及呈列貨幣

計入本集團各實體財務報表的項目按實體經營所在主要經濟環境的貨幣（「功能貨幣」）計量。綜合財務報表以人民幣（「人民幣」）呈列，其為本集團及本公司的呈列貨幣。本公司的功能貨幣為港元。

**40 SUMMARY OF OTHER ACCOUNTING POLICIES**

(Continued)

40.4 Foreign currency translation (Continued)**(ii) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statement of comprehensive income.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity instrument measured at fair value through other comprehensive income (FVOCI) are recognised in other comprehensive income. The Group does not have non-monetary items measured at fair value in a foreign currency as at 31 December 2025 and 2024.

40 其他會計政策概要 (續)**40.4 外幣換算 (續)****(ii) 交易及結餘**

外幣交易按交易或估值(倘重新計量項目)日期的匯率換算為功能貨幣。因結算該等交易及因按年結匯率換算以外幣計值的貨幣資產及負債而產生的外匯收益及虧損於綜合全面收益表中確認。

按公平值計量並以外幣計值的非貨幣性項目使用釐定公平值當日的匯率換算。按公平值列賬的資產及負債換算差額呈報為公平值收益或虧損的一部分。例如，非貨幣性資產及負債(如按公平值計入損益的權益)的換算差額於損益內確認為公平值收益或虧損的一部分，而非貨幣性資產(如按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量的股本工具)的換算差額於其他全面收益內確認。本集團於二零二五年及二零二四年十二月三十一日並無按公平值計量並以外幣計值的非貨幣性項目。



40 SUMMARY OF OTHER ACCOUNTING POLICIES

(Continued)

40.4 Foreign currency translation (Continued)

(iii) Group companies

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

Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;

Income and expenses for each statement of profit or loss and statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions);

All resulting exchange differences are recognised in other comprehensive income.

40 其他會計政策概要 (續)

40.4 外幣換算 (續)

(iii) 集團公司

功能貨幣與呈列貨幣不同的海外業務(當中沒有惡性通貨膨脹經濟的貨幣)的業績及財務狀況均換算為呈列貨幣,詳情如下:

所呈列每項財務狀況表之資產及負債均按照該財務狀況表日期之收盤匯率換算;

各項損益及全面收益表的收入和支出均按照平均匯率換算,但若此平均匯率未能合理地反映各交易日之匯率所帶來的累積影響,則按照交易日之匯率換算此等收入和開支;

所有產生的匯兌差額均於其他全面收益內確認。



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40 SUMMARY OF OTHER ACCOUNTING POLICIES

(Continued)

40.5 Investment properties

Investment properties, principally comprising buildings, are held for long-term rental yields or for capital appreciation or both, and that are not occupied by the Group. Investment properties are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses. Depreciation is calculated using a straight-line method to allocate the depreciable amounts over the estimated useful lives. The residual values and useful lives of investment properties are reviewed, and adjusted as appropriate, at each date of the consolidated statement of financial position. The effects of any revision are included in the income statement when the changes arise. The gain or loss on disposal of investment property is calculated as the difference between the net disposal proceeds and the carrying amount at the date of disposal.

Investment properties are depreciated over the estimated useful lives of 30 years.

40.6 Intangible assets

Software

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring the specific software into usage. These costs are amortised using the straight-line method over their estimated useful lives of 6 years, which is estimated by the Group based on the expected technical obsolescence and innovations and the useful life of similar computer software estimated by comparable companies in the market. Costs associated with maintaining computer software programmes are recognised as expense as incurred.

40 其他會計政策概要(續)

40.5 投資物業

投資物業主要由樓宇組成，持有為獲得長期租金收益或作為資本增值或兩者兼備，同時並非由本集團佔用。投資物業初始按成本確認，其後以成本減去累計折舊及累計減值虧損列示。折舊採用直線法，將可折舊成本分攤至預計可使用年限計算。投資物業的剩餘價值及可使用年期應於每個綜合財務狀況表日期進行覆核，並於必要時進行調整。由修正引起的任何影響應於修正的當期計入收益表。出售投資物業所產生的損益為出售所得款項淨額與出售日該等物業賬面值兩者間的差額。

投資物業於估計可使用年期30年內折舊。

40.6 無形資產

軟件

購入的電腦軟件版權按購入及達至指定軟件用途所產生的成本撥充資本。該等成本採用直線法在其6年的估計可使用年期內攤銷，該年期乃由本集團根據預期技術陳舊和創新以及市場上可比較公司所估計的類似電腦軟件的可使用年期估計。與維護電腦軟件程式有關的成本於產生時確認為開支。



40 SUMMARY OF OTHER ACCOUNTING POLICIES

(Continued)

40.7 Financial assets

(i) Classification

The Group classifies its financial assets in the following categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those to be measured at amortised cost.

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

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Recognition and derecognition

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

40 其他會計政策概要 (續)

40.7 金融資產

(i) 分類

本集團按以下類別對金融資產進行分類：

- 其後按公平值（計入其他全面收益或計入損益）計量的金融資產；及
- 按攤銷成本計量的金融資產。

該分類取決於本集團管理金融資產的業務模式及現金流量的合約條款。

就按公平值計量的資產而言，其收益及虧損於損益或其他全面收益列賬。至於並非持作買賣的權益工具投資，則取決於本集團有否於初步確認時不可撤銷地選擇將股本投資按公平值計入其他全面收益（「按公平值計入其他全面收益」）入賬。

當且僅當管理該等資產的業務模式有變時，本集團方重新分類債務投資。

(ii) 確認及終止確認

以常規方式購入及出售的金融資產在交易日（即本集團承諾購入或出售該資產之日）確認。當從金融資產收取現金流量的權利已屆滿或已轉讓，且本集團已將擁有權的絕大部分風險及回報轉讓時，即終止確認金融資產。



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40 SUMMARY OF OTHER ACCOUNTING POLICIES

(Continued)

40.7 Financial assets (Continued)

(iii) Measurement

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

Financial assets with embedded derivatives are considered in their entity when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group classifies its debt instruments as:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses), together with foreign exchange gains and losses. Impairment losses are presented as separate line item in profit or loss of the consolidated statements of comprehensive income.

40 其他會計政策概要 (續)

40.7 金融資產 (續)

(iii) 計量

初始計量時，本集團按金融資產的公平值加（倘並非按公平值計入損益（「按公平值計入損益」）的金融資產）直接歸屬於金融資產收購的交易成本計量。按公平值計入損益的金融資產的交易成本於損益支銷。

釐定現金流量是否純粹為支付本金及利息時，附帶嵌入衍生工具的金融資產作為整體考慮。

債務工具

債務工具其後計量取決於本集團管理該資產的業務模式及該資產的現金流量特徵。本集團將債務工具分為以下類別：

- 以攤銷成本計量：對於持有以收取合約現金流量的資產，如果合約現金流量僅代表對本金和利息的支付，則該資產以攤銷成本計量。該等金融資產的利息收入以實際利率法計算，計入財務收入。終止確認時產生的收益或虧損直接計入損益，並與匯兌收益和虧損一同列示在其他收益／（虧損）中。減值虧損作為單獨的項目在綜合全面收益表的損益中列報。

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40 SUMMARY OF OTHER ACCOUNTING POLICIES

(Continued)

40.7 Financial assets (Continued)

(iii) Measurement (Continued)

Debt instruments (Continued)

- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised in "other gains/(losses) — net". Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in "other gains/(losses) — net" and impairment losses are presented as a separate line item in profit or loss of the consolidated statements of comprehensive income.
- FVTPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is exchanged in profit or loss and presented net within "other gains/(losses) — net" in the period in which it arises.

40 其他會計政策概要 (續)

40.7 金融資產 (續)

(iii) 計量 (續)

債務工具 (續)

- 按公平值計入其他全面收益：對於業務模式為持有以收取合約現金流量及出售的金融資產，如果該資產的現金流量僅代表對本金和利息的支付，則該資產被分類為按公平值計入其他全面收益。除減值收益或虧損、利息收益以及匯兌收益和虧損計入損益外，賬面值的變動計入其他全面收益。當金融資產終止確認時，之前計入其他全面收益的累計收益或虧損從權益重分類至損益中，並於「其他收益／（虧損）淨額」內確認。該等金融資產的利息收入以實際利率法計算，計入財務收入。匯兌收益和虧損在「其他收益／（虧損）淨額」中列示，減值虧損作為單獨的項目在綜合全面收益表的損益中列報。
- 按公平值計入損益：不符合以攤銷成本計量或按公平值計入其他全面收益標準的金融資產，被分類為按公平值計入損益。對於其後按公平值計入損益計量的債務投資，其收益或虧損匯兌入損益，並於產生期間以淨值在「其他收益／（虧損）淨額」中列示。

**40 SUMMARY OF OTHER ACCOUNTING POLICIES**

(Continued)

40.7 Financial assets (Continued)**(iv) Impairment**

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at a amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 3.1(b) details how the Group determines whether there has been a significant increase in credit risk.

Expected credit losses are a probability-weighted estimation of credit losses (i.e. the present value of all cash shortfalls) over the expected life of the financial assets.

The Group has the following types of assets that are subject to IFRS 9's expected credit loss model:

- trade receivables
- other receivables
- cash and bank balances
- time deposits
- restricted bank balances
- bank acceptance notes

While cash and bank balances, time deposits, restricted bank balances and other receivables are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

40 其他會計政策概要 (續)**40.7 金融資產 (續)****(iv) 減值**

本集團按前瞻性基準評估與按攤銷成本列賬的債務工具相關的預期信貸虧損。所採用減值方法視乎信貸風險是否大幅增加而定。附註3.1(b)詳述本集團如何釐定信貸風險是否大幅增加。

預期信貸虧損乃對金融資產預期年期內信貸虧損的可能性加權估計(即所有現金差額的現值)。

本集團有以下類別的資產須遵守國際財務報告準則第9號的預期信貸虧損模式：

- 貿易應收款項
- 其他應收款項
- 現金及銀行結餘
- 定期存款
- 受限制的銀行結餘
- 銀行承兌票據

雖然現金及銀行結餘、定期存款、受限制銀行結餘及其他應收款項亦須遵守國際財務報告準則第9號的減值規定，但已確定的減值虧損並不重大。



40 SUMMARY OF OTHER ACCOUNTING POLICIES

(Continued)

40.7 Financial assets (Continued)

(iv) Impairment (Continued)

For trade receivables, the Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the assets. The provision matrix is determined based on historical observed default rates over the expected life of the trade receivables with similar risk characteristics and is adjusted for forward-looking estimates. At every reporting date the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Impairment on other receivables, cash and bank balances and restricted bank balances are measured as lifetime expected credit losses if a significant increase in credit risk of a receivable has occurred since initial recognition.

Impairment on other receivables and amounts due from related parties is measured as either 12-month expected credit losses or lifetime expected credit loss, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of a receivable has occurred since initial recognition, then impairment is measured as lifetime expected credit losses.

The Group recognises expected credit losses for bank acceptance notes measured at fair value through other comprehensive income using the simplified approach, whereby lifetime expected credit losses are recognised upon initial recognition. Expected credit losses are presented in the statement of profit or loss, with a corresponding reduction in the carrying amount of the bank acceptance notes through accumulated other comprehensive income.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the reversal of the previously recognised impairment loss is recognised in the consolidated statements of comprehensive income.

40 其他會計政策概要 (續)

40.7 金融資產 (續)

(iv) 減值 (續)

對於貿易應收款項，本集團使用國際財務報告準則第9號所允許的簡化法，其要求自資產初次確認起確認預期全期虧損。撥備矩陣基於具有類似風險特點的貿易應收款項預期年內過往觀察所得違約率釐定並就前瞻性估計作出調整。於各報告日期，過往觀察所得違約率會予以更新，並會分析前瞻性估計的變動。

如果應收款項的信貸風險自初始確認以來顯著增加，則其他應收款項、現金及銀行結餘和受限制銀行結餘的減值按全期預期信貸虧損計量。

其他應收款項及應收關聯方款項的減值以12個月的預期信貸虧損或全期預期信貸虧損計量，取決於自初次確認以來的信貸風險是否已顯著增加。倘應收款項的信貸風險自初次確認以來已顯著增加，則減值以全期預期信貸虧損計量。

本集團就按公平值計入其他全面收益計量的銀行承兌票據，採用簡化方法確認預期信貸虧損，即在初始確認時確認全期預期信貸虧損。預期信貸虧損於損益表中列示，並透過累計其他綜合收益相應減少銀行承兌票據的賬面金額。

倘後續期間減值虧損金額減少及該減少在客觀上與減值確認後發生的事件相關，則於綜合全面收益表內確認先前已確認的減值虧損撥回。



40 SUMMARY OF OTHER ACCOUNTING POLICIES

(Continued)

40.8 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position where the Group currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the relevant company or the counterparty.

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of:

- the amount determined in accordance with the expected credit loss model under IFRS 9 Financial Instruments; and
- the amount initially recognised less, where appropriate, the cumulative amount of income recognised in accordance with the principles of IFRS 15 Revenue from Contracts with Customers.

40.9 Trade and other receivables and amounts due from related parties

Trade receivables are amounts due from customers for the provision of gold mine hazardous waste treatment services and sales of pyrite concentrate. Amounts due from related parties are loans provided to related parties with interest, and they are unsecured and repayable on demand. If collection of trade and other receivables and amounts due from related parties is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

40 其他會計政策概要(續)

40.8 抵銷金融工具

當本集團目前有可合法強制執行權抵銷已確認金額及擬按淨額基準結算或同時變現資產及結算負債時，金融資產及負債相互抵銷，以淨額於綜合財務狀況表內呈報。合法強制執行權不能取決於未來事件，且必須於一般業務過程以及相關公司或對方公司處於違約、資不抵債、破產的情形中執行。

財務擔保合約於發出擔保時確認為金融負債。該負債初始按公平值計量，其後按下列較高者計量：

- 根據國際財務報告準則第9號金融工具項下的預期信貸虧損模式釐定的金額；及
- 初步確認的金額減去根據國際財務報告準則第15號來自客戶合約的收入確認的累計收入金額（如適用）。

40.9 貿易及其他應收款項以及應收關聯方款項

貿易應收款項為就提供金礦有害廢物處理服務及銷售硫精礦應收客戶的款項。應收關聯方款項為提供予關聯方的貸款連同利息，其為無抵押及須按要求償還。倘貿易及其他應收款項以及應收關聯方款項預期將於一年或以內（或更長時間之業務正常營運週期內）收回，其被分類為流動資產。否則其被呈列為非流動資產。



40 SUMMARY OF OTHER ACCOUNTING POLICIES

(Continued)

40.9 Trade and other receivables and amounts due from related parties (Continued)

Trade and other receivables and amounts due from related parties are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment.

40.10 Contract assets and liabilities

Upon entering into a contract with a customer, the Group obtains rights to receive consideration from the customer and assumes performance obligations to transfer goods or services to the customer. The combination of those rights and performance obligations gives rise to a net asset or a net liability depending on the relationship between the remaining rights and the performance obligations. The contract is an asset and recognised as contract assets if the measure of the remaining conditional rights to consideration exceeds the satisfied performance obligations. Conversely, the contract is a liability and recognised as contract liabilities if the measure of the remaining performance obligations exceeds the measure of the remaining rights.

40.11 Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labor and an appropriate proportion of overheads. Net realizable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

40 其他會計政策概要 (續)

40.9 貿易及其他應收款項以及應收關聯方款項 (續)

貿易及其他應收款項以及應收關聯方款項初步按公平值確認，其後使用實際利率法按攤銷成本減去減值撥備計量。

40.10 合約資產及負債

本集團於與客戶訂立合約後有權向客戶收取代價並承擔履約義務向客戶轉交貨品或服務。該等權利及履約義務匯總產生淨資產或淨負債，視乎餘下權利與履約義務之間的關係。當收取代價的剩餘有條件權利的計量超過已履行的履約義務時，則合約為一項資產及確認為合約資產。反之，當剩餘履約義務的計量超過剩餘權利的計量時，則合約為一項負債及確認為合約負債。

40.11 存貨

存貨按成本與可變現淨值兩者中較低者列賬。成本按加權平均基準釐定，對於在製品及製成品，成本包括直接材料、直接勞工及適當比例的間接費用。可變現淨值按估計售價減去完工及出售前產生的任何估計成本計算。



40 SUMMARY OF OTHER ACCOUNTING POLICIES

(Continued)

40.12 Cash and cash equivalents

Cash is cash on hand and demand deposits. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value. In the consolidated statements of cash flows, cash and cash equivalents includes cash at bank and on hand and short-term bank deposits with original maturities of three months or less.

40.13 Share capital

Ordinary shares are classified as equity (Note 25).

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where the Company issued shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the value of the premiums over share capital shall be classified as share premium.

40.14 Trade and other payables and amounts due to related parties

Trade payables represent liabilities for products and services provided to the Group prior to the end of the reporting year which are unpaid. Trade and other payables and amounts due to related parties are classified as current liabilities if payment is due within one year or less (or within the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables and amounts due to related parties are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

40 其他會計政策概要 (續)

40.12 現金及現金等價物

現金為手頭現金及活期存款。現金等價物為短期、高流通性的投資，其可隨時轉換成已知數額的現金，且價值變動的風險不大。在綜合現金流量表中，現金及現金等價物包括銀行及手頭現金以及原到期日為三個月或以下的短期銀行存款。

40.13 股本

普通股分類為權益（附註25）。

發行新股或購股權直接應佔的增量成本，於權益中列作所得款項的減項（扣除稅項）。

倘本公司以溢價發行股份，無論為換取現金或其他，相當於溢價超出股本價值總額的款項應分類為股份溢價。

40.14 貿易及其他應付款項及應付關聯方款項

貿易應付款項指於報告年度結束前向本集團提供的產品及服務而尚未支付的負債。貿易及其他應付款項及應付關聯方之款項如於一年或以內（或更長時間之業務正常營運週期內）到期，則分類為流動負債。否則，則列為非流動負債。

貿易及其他應付款項及應付關聯方款項初步按公平值確認，其後使用實際利率法按攤銷成本計量。



40 SUMMARY OF OTHER ACCOUNTING POLICIES

(Continued)

40.15 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Borrowings are classified as current liabilities unless at the end of the reporting period, the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting year/period.

40.16 Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognized in profit or loss in the year/period in which they are incurred.

40 其他會計政策概要 (續)

40.15 借款

借款初步按公平值扣除所產生交易成本後確認。借款其後按攤銷成本計量。所得款項(扣除交易成本)與贖回金額的差額於借款期間以實際利率法在損益中確認。設立貸款融資已付的費用,於可能提取若干或所有融資時確認為貸款的交易成本。於此情況下,該費用會遞延至提取融資為止。倘並無證據顯示可能提取若干或所有融資,則該費用會撥充資本,列作流動資金服務的預付款項,並於其融資相關期間攤銷。

當合約中規定的責任解除、取消或屆滿時,借款自財務狀況表中剔除。已消除或轉讓予另一方的金融負債的賬面值與已付代價(包括已轉讓的非現金資產或所承擔的負債)之間的差額,在損益中確認為其他收入或融資成本。

借款分類為流動負債,惟於報告期末,本集團擁有無條件權利將償還負債的日期遞延至報告年度/期間後最少12個月者則除外。

40.16 借款成本

收購、建設或生產合資格資產直接應佔的一般及特定借款成本,於完成收購、建設或生產及將資產達致擬定用途或銷售所需時間期限內撥充資本。合資格資產為需要較長時間達到擬定用途或銷售狀況的資產。

就有待用於合資格資產開支的特定借款作出暫時投資賺取的投資收入,自合資格撥充資本的借款成本中扣除。

所有其他借款成本均在其產生的年度/期間的損益中確認。

**40 SUMMARY OF OTHER ACCOUNTING POLICIES**

(Continued)

40.17 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

40 其他會計政策概要(續)**40.17 當期及遞延所得稅**

期內所得稅開支或抵免指根據各司法權區的適用所得稅率按即期應課稅收入支付的稅項，並根據由於暫時性差異及未使用稅務虧損而導致的遞延稅項資產和負債變動作出調整。

(i) 當期所得稅

當期所得稅支出根據本公司附屬公司營運及產生應課稅收入所在國家於報告期末已頒佈或實質頒佈的稅務法例計算。管理層就適用稅務法例以詮釋為準的情況定期評估稅項收益狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

(ii) 遞延所得稅

遞延所得稅使用負債法就資產與負債的稅基與其於綜合財務報表的賬面值兩者產生的暫時差額悉數計提。然而，倘遞延稅項負債因初始確認商譽產生，則不予確認。倘遞延所得稅乃因資產或負債在一宗交易（業務合併除外）中獲初始確認而產生，而於交易時對會計或應課稅溢利或虧損均無影響，並且不產生相等的應課稅及可扣稅暫時差額，則遞延所得稅亦不計算入賬。遞延所得稅採用在報告期末已頒佈或實質頒佈，並在變現有關遞延所得稅資產或償付遞延所得稅負債時預期將會適用的稅率（及法例）釐定。

遞延稅項資產僅在未來應課稅金額將可用於利用該等暫時差異及虧損時予以確認。



40 SUMMARY OF OTHER ACCOUNTING POLICIES

(Continued)

40.17 Current and deferred income tax (Continued)

(ii) *Deferred income tax* (Continued)

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

40.18 Employee benefits

(i) *Short-term obligations*

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the statement of financial position.

40 其他會計政策概要 (續)

40.17 當期及遞延所得稅 (續)

(ii) *遞延所得稅* (續)

倘本公司能控制撥回暫時差額的時間及該等差異很可能不會於可見將來撥回，則不會就外國業務投資賬面值與稅基之間的暫時差額確認遞延稅項負債及資產。

倘存在可依法強制執行的權利將即期稅項資產與負債抵銷，及倘遞延稅項結餘與同一稅務機構相關，則可將遞延稅項資產與負債抵銷。倘實體有可依法強制執行抵銷權利且有意按淨值基準清償或同時變現資產及清償負債時，則即期稅項資產與稅項負債抵銷。

即期及遞延稅項於損益中確認，惟有關於其他綜合收益或直接於權益確認的項目除外。在此情況下，稅項亦分別於其他綜合收益或直接於權益中確認。

40.18 僱員福利

(i) *短期義務*

工資及薪金的負債（包括預期將在僱員提供相關服務的期間結束後的12個月內完全結算的非貨幣性福利及累計病假）就僱員服務確認直至報告期末及按負債結算時預期支付的金額計量。負債於財務狀況表內列為當前僱員福利義務。

**40 SUMMARY OF OTHER ACCOUNTING POLICIES**

(Continued)

40.18 Employee benefits (Continued)**(ii) Pension obligations**

In accordance with the rules and regulations in the PRC, the PRC based employees of the Group participate in various defined contribution retirement benefit plans organized by the relevant municipal and provincial governments in the PRC under which the Group and the employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries, subject to certain ceiling. The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC based employees payable under the plans described above. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefits of its employees. The assets of these plans are held separately from those of the Group in an independent fund managed by the PRC government. The Group's contributions to these plans are expensed as incurred.

(iii) Housing funds, medical insurances and other social insurances

The PRC employees of the Group are entitled to participate in various government-supervised housing funds, medical insurance and other employee social insurance plan. The Group contributes on a monthly basis to these funds based on certain percentages of the salaries of the employees, subject to certain ceiling. The Group's liability in respect of these funds is limited to the contributions payable in each period.

40.19 Interest income

Interest income on financial assets at amortised cost and financial assets at FVOCI calculated using the effective interest method is recognised in profit or loss as part of other income and finance income.

Interest income is presented as finance income and where it is earned from financial assets that are held for cash management purposes.

40 其他會計政策概要 (續)**40.18 僱員福利 (續)****(ii) 養老金義務**

根據中國的規則及法規，本集團的中國僱員參與由中國相關市政府及省政府組織的各種界定供款退休福利計劃。根據該等計劃，本集團及僱員須每月供款，每月供款按僱員工資的百分比計算，但須符合特定上限。市政府及省政府承諾承擔根據上述計劃應付的所有現有及未來退休中國僱員的退休福利義務。除每月供款外，本集團並無支付其僱員退休及其他退休後福利的進一步責任。該等計劃的資產與本集團的資產分開，由中國政府管理的獨立基金持有。本集團對該等計劃的供款於產生時列為開支。

(iii) 住房公積金、醫療保險及其他社會保險

本集團的中國僱員有權參與各種政府監管的住房公積金、醫療保險及其他員工社會保險計劃。本集團根據員工工資的若干百分比按月向該等基金供款，但須符合特定上限。本集團對該等資金的責任僅限於每期應付的供款。

40.19 利息收入

按攤銷成本列賬的金融資產及按實際利率法計算的按公平值計入其他全面收益的金融資產的利息收入於損益中確認為其他收入及財務收入的一部分。

倘利息收入來自為現金管理目的而持有的金融資產，則利息收入作為財務收入列報。

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For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度



40 SUMMARY OF OTHER ACCOUNTING POLICIES

(Continued)

40.19 Interest income (Continued)

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

40.20 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets.

40.21 Leases

Lease of properties and equipment

The Group leases properties and equipment as a lessee. Rental contracts for properties and equipment are typically made for fixed periods of 2 to 3 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

40 其他會計政策概要 (續)

40.19 利息收入 (續)

利息收入透過將實際利率應用於金融資產的賬面總值(惟其後出現信貸減值的金融資產除外)而計算。就信貸減值的金融資產而言,實際利率應用於金融資產的賬面淨值(已扣除虧損撥備)。

40.20 政府補助

政府補助於有合理保證本集團將收到補助,且能符合補助的所有附帶條件時按公平值確認。

有關成本的政府補助將被遞延,並於其擬補償成本配對所需期間在損益中確認。

與購買物業、廠房及設備相關的政府補助作為遞延收入計入非流動負債,並按直線法於相關資產的預期年期計入損益。

40.21 租賃

物業及設備租賃

本集團以承租人身份租賃物業及設備。物業及設備租賃合約通常簽訂2至3年的固定期限。租賃條款按個別基礎磋商,並包含各種不同的條款及條件。

租賃在租賃資產可供本集團使用之日確認為使用權資產及相應負債。每筆租賃付款在負債及財務成本之間分配。財務成本在租賃期內自損益扣除,以便對各期間的負債餘額產生固定的定期利率。使用權資產按資產使用年期與租期兩者中較短者以直線法計提折舊。



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綜合財務報表附註

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40 SUMMARY OF OTHER ACCOUNTING POLICIES

(Continued)

40.21 Leases (Continued)

Lease of properties and equipment (Continued)

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payments that are based on an index or a rate are initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Group under residual value guarantees the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

The Group's right-of-use assets consist of up-front the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

40 其他會計政策概要 (續)

40.21 租賃 (續)

物業及設備租賃 (續)

租賃所產生的資產及負債初步按現值基準計量。租賃負債包括以下租賃付款的淨現值：

- 固定付款 (包括實質性固定付款) 減去任何應收的租賃激勵
- 基於指數或比率並於開始日期按指數或比率初步計量的可變租賃付款
- 剩餘價值擔保下的本集團預期應付款項購買選擇權的行使價 (倘本集團合理確定行使該選擇權)；及
- 於租賃期反映本集團會行使選擇權終止租賃時，終止租賃的相關罰款

根據合理確定擴大選擇權作出的租賃付款亦計入負債的計量。

租賃付款採用租賃所隱含之利率貼現。倘無法釐定該利率 (本集團中的租賃一般屬此類情況)，則使用承租人的增量借款利率，即個別承租人為在類似經濟環境下獲得與使用權資產類似價值的資產，以類似期限按類似抵押及條件借入資金而必須支付的利率。

本集團的使用權資產包括相應租賃負債的前期初步計量、在開始日或之前支付的租賃款項，減去所收到的任何租賃獎勵及任何初始直接成本。其後按成本減累計折舊及減值虧損計量。



40 SUMMARY OF OTHER ACCOUNTING POLICIES

(Continued)

40.21 Leases (Continued)

Land use rights

For land use rights, the cost comprise the payments to acquire long-term interest in the usage of land, which are stated at cost less accumulated amortisation and accumulated impairment losses. Cost represents consideration paid for the rights to use the land and other direct related costs from the date when the respective rights were granted.

Amortisation of prepaid land lease payments is calculated on a straight-line basis over the lease terms of 50 years as stated in the relevant land use right certificates granted for usage by the Group in the PRC or the best estimate based on the normal terms in the PRC and is charged to profit or loss in the consolidated statements of comprehensive income.

Leases where the Group is a lessor

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the consolidated statement of financial position based on their nature.

40.22 Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- the fair values of the assets transferred
- the liabilities incurred to the former owners of the acquired business

40 其他會計政策概要 (續)

40.21 租賃 (續)

土地使用權

就土地使用權而言，成本包括收購土地使用權的長期權益的付款，按成本減累計攤銷及累計減值虧損列賬。成本指自獲授有關權利之日起就土地使用權支付的代價及其他直接相關成本。

預付土地租賃款項攤銷乃以直線法按本集團於中國獲授使用的相關土地使用權證書所載的50年租期或根據中國一般條款作出的最佳估計計算，並於綜合全面收益表的損益中扣除。

本集團為出租人的租賃

當本集團為出租人時，經營租賃所得租賃收入會在租賃期按直線法確認為收入。獲得一項經營租賃的初步直接成本加至相關資產的賬面值且在租賃期內按與租賃收入相同的基準確認為開支。相關的租賃資產會按其性質計入綜合財務狀況表內。

40.22 業務合併

所有業務合併均採用收購法進行會計處理，不論所收購者為權益工具或其他資產。收購附屬公司所轉讓的代價包括：

- 所轉讓資產的公平值
- 向被收購業務的前擁有人產生的負債



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

40 SUMMARY OF OTHER ACCOUNTING POLICIES

(Continued)

40.22 Business combinations (Continued)

- the equity interests issued by the group,
- the fair value of any asset or liability resulting from a contingent consideration arrangement, and
- the fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. Acquisition-related costs are expensed as incurred.

The excess of the:

- the consideration transferred,
- the amount of any non-controlling interest in the acquired entity, and
- the acquisition-date fair value of any previous equity interest in the acquired entity.

Over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

40 其他會計政策概要(續)

40.22 業務合併(續)

- 本集團發行的權益工具，
- 因或然代價安排產生的任何資產或負債的公平值，及
- 於該附屬公司中任何先前已持有的權益的公平值。

除有限例外情況外，業務合併中所收購的可識別資產及承擔的負債與或然負債，初步按收購日期的公平值計量。本集團就逐項收購事項，按公平值或按非控股權益應佔被收購實體可識別淨資產的比例，確認被收購實體中的任何非控股權益。與收購相關的成本於產生時列作開支。

以下各項的總和：

- 轉讓的代價，
- 被收購實體中的任何非控股權益金額，及
- 於被收購實體中任何先前持有權益在收購日期的公平值。

超過所收購可識別淨資產公平值的差額，確認為商譽。倘該等金額低於所收購業務的可識別淨資產公平值，有關差額直接於損益中確認為廉價收購。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度



40 SUMMARY OF OTHER ACCOUNTING POLICIES

(Continued)

40.22 Business combinations (Continued)

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or as a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

40.23 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

40 其他會計政策概要 (續)

40.22 業務合併 (續)

倘任何部分現金代價的結算遞延，未來應付金額按交換日期的現值貼現。所採用的貼現率為實體的增量借款利率，即於可比較條款及條件下可從獨立融資方取得類似借款的利率。或然代價分類為權益或金融負債。分類為金融負債的金額其後按公平值重新計量，公平值變動於損益中確認。

40.23 股息分派

向本公司股東作出的股息分派於本公司股東或董事（如適用）批准股息的期間在本集團的財務報表中確認為負債。



DEFINITIONS

釋義

In this annual report, unless the context requires otherwise, the following terms have the meanings set out below, and words in plural shall include the singular and vice versa, as applicable:

於本年報中，除非文義另有所指，否則以下詞彙具有下文所載涵義，而複數形式的詞彙應包含單數，反之亦然（如適用）：

"Acquisition"		the acquisition of the 100% equity interest of the Target Company by Shandong Jinjia as contemplated under the sale and purchase agreement entered into between Shandong Jinjia, Mr. Sheng Yunti (盛雲體) and Mrs. Sheng Wenfeng (盛文峰) on 26 January 2026
「收購事項」	指	山東金嘉根據山東金嘉與盛雲體先生及盛文峰女士於二零二六年一月二十六日訂立的買賣協議所擬議，收購目標公司100% 股權
"AGM" 「股東週年大會」	指	the forthcoming annual general meeting of the Company 本公司應屆股東週年大會
"Articles of Association" or "Articles" 「章程細則」或「細則」	指	the second amended and restated articles of association of our Company, adopted at a general meeting held on 24 June 2022 本公司第二次經修訂及重列的組織章程細則，於二零二二年六月二十四日舉行的股東週年大會採納
"Audit Committee" 「審核委員會」	指	the audit committee of the Board 董事會審核委員會
"Board" 「董事會」	指	the board of Directors 董事會
"BVI" 「英屬維爾京群島」	指	the British Virgin Islands 英屬維爾京群島
"CIT Law" 「企業所得稅法」	指	PRC Corporate Income Tax Law (《中華人民共和國企業所得稅法》) issued by the NPC on 16 March 2007, and subsequently amended on 24 February 2017 and 29 December 2018 全國人大於二零零七年三月十六日頒佈，其後於二零一七年二月二十四日及二零一八年十二月二十九日修訂的《中華人民共和國企業所得稅法》
"Companies Act" 「公司法」	指	the Companies Act (As Revised) of the Cayman Islands 開曼群島公司法（經修訂）
"Company" or "our Company" 「本公司」	指	HONGCHENG ENVIRONMENTAL TECHNOLOGY COMPANY LIMITED (鴻承環保科技有限公司), a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 2265) 鴻承環保科技有限公司，一間於開曼群島註冊成立的有限公司，其已發行股份於聯交所主板上市（股份代號：2265）
"Controlling Shareholder(s)" 「控股股東」	指	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Liu and Zeming International Investment Co., Ltd 具有上市規則賦予該詞的涵義，除非文義另有所指，指劉先生及Zeming International Investment Co., Ltd

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“Corporate Governance Code” 「企業管治守則」	指	the Corporate Governance Code and Corporate Governance Report as set out in Appendix C1 to the Listing Rules 上市規則附錄C1所載企業管治守則及企業管治報告
“Director(s)” 「董事」	指	the director(s) of the Company 本公司董事
“Hazardous Waste Business License” 「危險廢物經營許可證」	指	the permit for operation of hazardous wastes within the territory of the PRC under the Measures for the Administration of Permit for Operation of Hazardous Wastes 《危險廢物經營許可證管理辦法》 根據《危險廢物經營許可證管理辦法》，在中國境內經營危險廢物的許可證
“HC Mining” 「鴻承礦業」	指	Shandong Hongcheng Mining (Group) Co., Ltd. (山東鴻承礦業(集團)有限公司) (formerly known as Shandong Hongcheng Mining Co., Ltd. (山東鴻承礦業有限公司) and Shandong Hongcheng Mining Co., Ltd. (山東鴻承礦業有限公司)), a limited liability company established under the laws of the PRC on 28 April 2011 and an indirect wholly owned subsidiary of our Company 山東鴻承礦業(集團)有限公司(前稱山東鴻承礦業有限公司及山東鴻承礦業有限公司)，一間於二零一一年四月二十八日根據中國法律成立的有限公司，為本公司的間接全資附屬公司
“HC Resources” 「鴻承資源」	指	Shandong Hongcheng Resources Comprehensive Utilisation Co., Ltd. (山東鴻承資源綜合利用有限公司), a limited liability company established under the laws of the PRC on 10 January 2019 and an indirect wholly owned subsidiary of our Company 山東鴻承資源綜合利用有限公司，一間於二零一九年一月十日根據中國法律成立的有限公司，為本公司的間接全資附屬公司
“HKD” 「港元」	指	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong 港元及港仙，香港的法定貨幣
“HKICPA” 「香港會計師公會」	指	the Hong Kong Institute of Certified Public Accountants 香港會計師公會
“Hong Kong” 「香港」	指	the Hong Kong Special Administrative Region of the People’s Republic of China 中華人民共和國香港特別行政區
“Hong Kong Branch Share Registrar” 「香港股份過戶登記分處」	指	Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of our Company 卓佳證券登記有限公司，本公司的香港股份過戶登記分處
“IFRSs” 「國際財務報告準則」	指	International Financial Reporting Standards 國際財務報告準則
“Listing” 「上市」	指	the listing of the Shares on the Main Board 股份於主板上市



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釋義

<p>“Listing Date” 「上市日期」</p>	<p>指</p>	<p>12 November 2021, on which the Shares are listed and from which dealings therein are permitted to take place on the Main Board 二零二一年十一月十二日，股份上市的日期及自該日起可於主板買賣股份</p>
<p>“Listing Rules” 「上市規則」</p>	<p>指</p>	<p>Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則</p>
<p>“LZ Assets” 「萊州資產」</p>	<p>指</p>	<p>Laizhou City State-owned Assets Management Company Limited (萊州市國有資產經營有限公司) 萊州市國有資產經營有限公司</p>
<p>“Main Board” 「主板」</p>	<p>指</p>	<p>the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange 聯交所營運的股票市場（不包括期權市場），獨立於聯交所GEM並與其並列營運</p>
<p>“Memorandum of Association” 「章程大綱」</p>	<p>指</p>	<p>the amended and restated memorandum of association of our Company adopted on 23 October 2021, as amended, supplemented or otherwise modified from time to time 本公司的經修訂及重列組織章程大綱，於二零二一年十月二十三日採納，經不時修訂、補充或以其他方式修改</p>
<p>“Model Code” 「標準守則」</p>	<p>指</p>	<p>the Model Code of Securities Transactions by Directors of the Listed Issuers as set out in Appendix C3 to the Listing Rules 上市規則附錄C3所載上市發行人董事進行證券交易的標準守則</p>
<p>“Mr. Liu” 「劉先生」</p>	<p>指</p>	<p>Mr. Liu Zeming (劉澤銘), chairman of our Board, an executive Director and a Controlling Shareholder 劉澤銘先生，董事會主席、執行董事及控股股東</p>
<p>“New Production Facility” 「新生產設施」</p>	<p>指</p>	<p>has the meaning ascribed to it in the Prospectus 具有招股章程所賦予之涵義</p>
<p>“Nomination Committee” 「提名委員會」</p>	<p>指</p>	<p>the nomination committee of the Board 董事會提名委員會</p>
<p>“PRC” and “China” 「中國」</p>	<p>指</p>	<p>the People’s Republic of China 中華人民共和國</p>
<p>“Prospectus” 「招股章程」</p>	<p>指</p>	<p>the prospectus of the Company dated 29 October 2021 本公司日期為二零二一年十月二十九日的招股章程</p>
<p>“Remuneration Committee” 「薪酬委員會」</p>	<p>指</p>	<p>the remuneration committee of the Board 董事會薪酬委員會</p>
<p>“Reporting Period” 「報告期」</p>	<p>指</p>	<p>the year ended 31 December 2025 截至二零二五年十二月三十一日止年度</p>

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“RMB” 「人民幣」	指	Renminbi, the lawful currency of the PRC 人民幣·中國的法定貨幣
“Shandong Jinjia” 「山東金嘉」	指	Shandong Jinjia Environment Co., Ltd (山東金嘉環保有限公司), a limited liability company established under the laws of the PRC on 8 June 2020 and an indirect wholly owned subsidiary of the Company 山東金嘉環保有限公司·一間於二零二零年六月八日根據中國法律成立的有限公司·為本公司的間接全資附屬公司
“SFO” 「證券及期貨條例」	指	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented and modified from time to time 香港法例第571章《證券及期貨條例》·經不時修訂·補充及修改
“Share(s)” 「股份」	指	ordinary share(s) in the share capital of our Company with a nominal value of HK\$0.01 each 本公司股本中每股面值0.01港元的普通股
“Shareholder(s)” 「股東」	指	holder(s) of the Share(s) 股份持有人
“Stock Exchange” 「聯交所」	指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Target Company” 「目標公司」	指	Laizhou Jinxing Chemical Co., Ltd.* (萊州金興化工有限責任公司), a company established in the PRC with limited liability 萊州金興化工有限責任公司·一間於中國成立的有限公司
“we”, “us”, “our”, “Group” and “our Group” 「我們」及「本集團」	指	the Company and its subsidiaries 本公司及其附屬公司
“%” 「%」	指	per cent 百分比



HONGCHENG ENVIRONMENTAL
TECHNOLOGY COMPANY LIMITED
鴻承環保科技有限公司

