

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**SHENGLONG**  
**盛 龙**

**SHENGLONG SPLENDECOR INTERNATIONAL LIMITED**

**盛龍錦秀國際有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8481)**

**ANNUAL RESULTS ANNOUNCEMENT  
FOR THE YEAR ENDED 31 DECEMBER 2023**

The board (the “**Board**”) of directors (the “**Directors**”) of Shenglong Splendecor International Limited (the “**Company**” and its subsidiaries, collectively the “**Group**”) is pleased to announce the audited condensed consolidated results of the Group for the year ended 31 December 2023. This announcement, containing the full text of the 2023 annual report of the Company, complies with the relevant requirements of The Rules Governing the Listing of Securities on GEM (“**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to information to accompany preliminary announcement of annual results. Printed version of the Company’s 2023 annual report will be delivered to the shareholders of the Company (if requested by the relevant Shareholders of the Company) and available for viewing on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and of the Company at [www.splendecor.com](http://www.splendecor.com) in due course.

By order of the Board

**Shenglong Splendecor International Limited**

**Sheng Yingming**

*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 28 March 2024

*As at the date of this announcement, the Board comprises (i) three executive Directors, namely Mr. Sheng Yingming, Mr. Fangxu and Ms. Sheng Sainan and (ii) three independent non-executive Directors, namely Mr. Ma Lingfei, Mr. Tso Ping Cheong Brian and Mr. Zheng Yong.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website (<http://www.hkexnews.hk>) for at least 7 days from the date of its publication and on the Company’s website (<http://www.splendecor.com>).*

*In case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.*

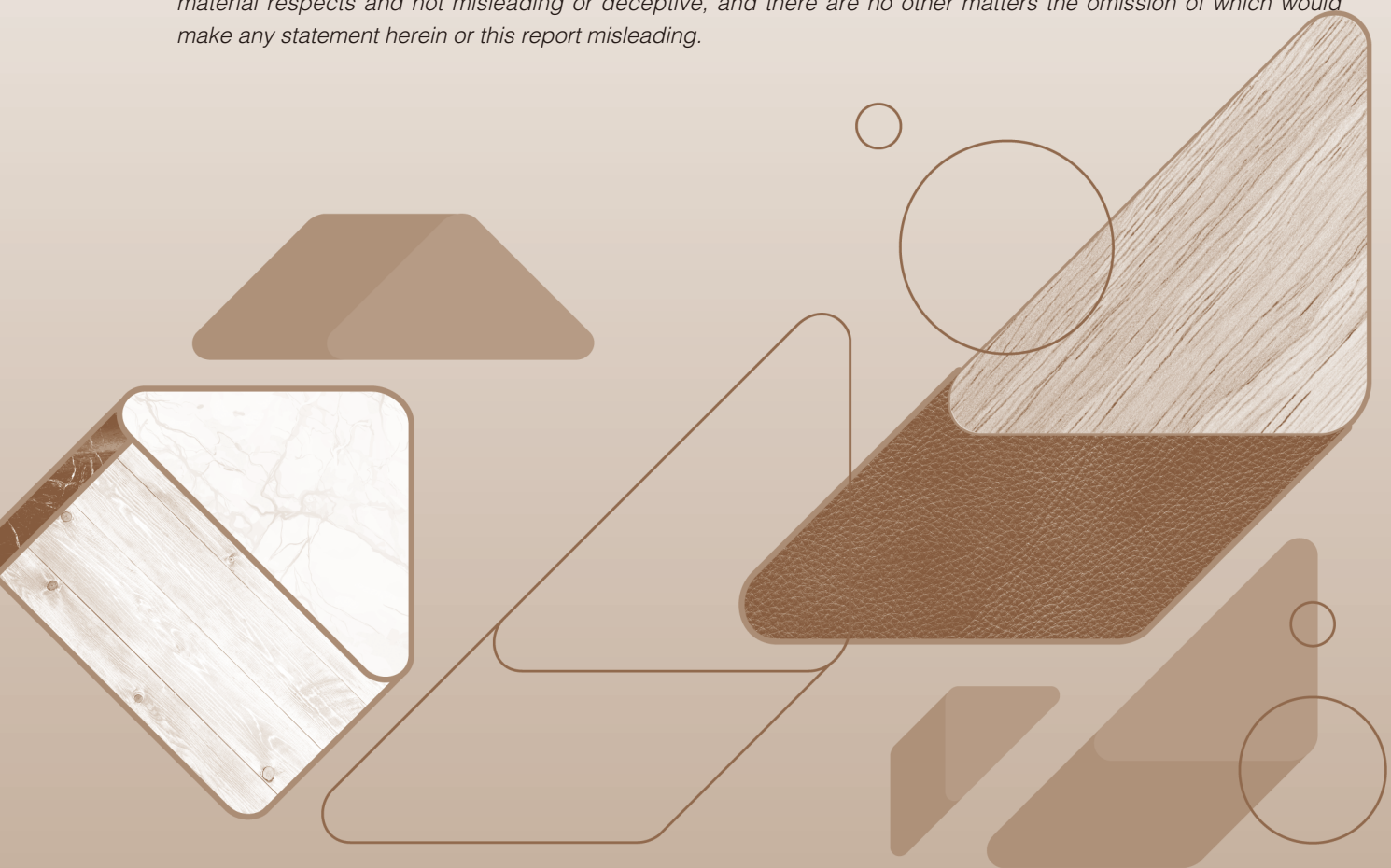
## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

*Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.*

*This report, for which the directors (the “Directors”) of Shenglong Splendecor International Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

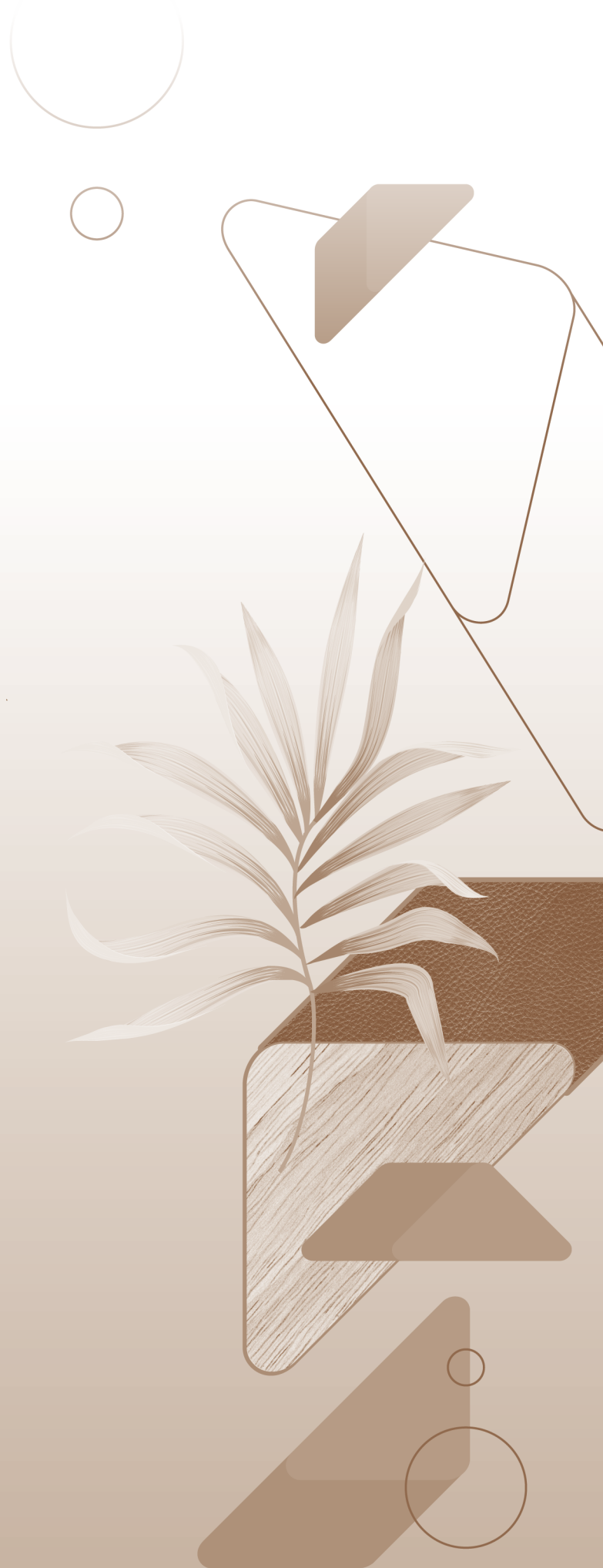


# CONTENTS

---

## Page

Corporate Information	3
Financial Highlights	5
Chairman's Statement	6
Management Discussion and Analysis	7
Biographical Details of Directors and Senior Management	15
Report of the Directors	19
Corporate Governance Report	28
Environmental, Social and Governance Report	41
Independent Auditor's Report	62
Consolidated Income Statement	69
Consolidated Statement of Comprehensive Income	70
Consolidated Statement of Financial Position	71
Consolidated Statement of Changes in Equity	73
Consolidated Cash Flow Statement	74
Notes to the Consolidated Financial Statements	75
Financial Summary	136



# CORPORATE INFORMATION

## EXECUTIVE DIRECTORS

Mr. Sheng Yingming  
Mr. Fang Xu  
Ms. Sheng Sainan

## INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tso Ping Cheong Brian  
Mr. Ma Lingfei  
Mr. Zheng Yong

## AUTHORISED REPRESENTATIVES

Mr. Sheng Yingming  
Mr. Chan Wai Lung

## COMPLIANCE OFFICER

Mr. Fang Xu

## COMPANY SECRETARY

Mr. Chan Wai Lung

## AUDIT COMMITTEE

Mr. Tso Ping Cheong Brian (*Chairman*)  
Mr. Ma Lingfei  
Mr. Zheng Yong

## REMUNERATION COMMITTEE

Mr. Zheng Yong (*Chairman*)  
Mr. Ma Lingfei  
Mr. Tso Ping Cheong Brian

## NOMINATION COMMITTEE

Mr. Ma Lingfei (*Chairman*)  
Mr. Tso Ping Cheong Brian  
Mr. Zheng Yong

## LEGAL ADVISER AS TO HONG KONG LAWS

Llinks Law Offices LLP

## AUDITOR

Confucius International CPA Limited  
*Certified Public Accountants*  
Public Interest Entity Auditor registered in accordance with the Financial Reporting Council Ordinance

## PRINCIPAL BANKERS

China Construction Bank Corporation  
Shanghai Pudong Development Bank Corporation

## REGISTERED OFFICE

P.O. Box 1350  
Windward 3, Regatta Office Park  
Grand Cayman KY1-1108  
Cayman Islands

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 3201, 32/F, Alexandra House  
18 Chater Road, Central  
Hong Kong

## PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA

No. 55 Shangyang Road, Yangdai Village  
Jinnan sub-district, Lin'an, Hangzhou, Zhejiang, PRC



## CORPORATE INFORMATION

### **PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE**

Ocorian Trust (Cayman) Limited  
P.O. Box 1350  
Windward 3, Regatta Office Park  
Grand Cayman KY1-1108  
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

### **WEBSITE**

[www.splendecor.com](http://www.splendecor.com)

### **STOCK CODE**

8481.HK

## FINANCIAL HIGHLIGHTS

	Notes	2023	2022	Changes
<b>Results</b>				
Revenue (RMB'000)		<b>540,544</b>	448,796	+20.4%
Profit before income tax (RMB'000)		<b>32,950</b>	12,154	+171.1%
Profit attributable to owners of the Company (RMB'000)		<b>28,353</b>	12,058	+135.1%
Earnings per share (Basic and diluted) (RMB cents)		<b>5.67</b>	2.41	+3.26
<b>Financial Position</b>				
Non-current assets (RMB'000)		<b>390,880</b>	390,688	0.0%
Current assets (RMB'000)		<b>303,191</b>	190,268	+59.3%
Non-current liabilities (RMB'000)		<b>201,450</b>	160,462	+25.5%
Current liabilities (RMB'000)		<b>237,084</b>	193,339	+22.6%
Total equity (RMB'000)		<b>255,537</b>	227,155	+12.5%
<b>Key financial ratios</b>				
Gross profit margin	1	<b>28.9%</b>	22.7%	+6.2%
Net profit margin	2	<b>5.2%</b>	2.7%	+2.5%
Interest coverage	3	<b>4.2 times</b>	2.3 times	+1.9 times
Gearing ratio	4	<b>0.98</b>	0.95	+0.03
Inventory turnover days	5	<b>26.5</b>	36.0 days	-9.5 days
Trade receivables turnover days	6	<b>103.4</b>	101.5 days	+1.9 days
Trade payables turnover days	7	<b>57.3</b>	61.4 days	-4.1 days

### Notes:

- (1) Gross profit margin is calculated by the gross profit divided by the revenue and multiplied by 100.0%.
- (2) Net profit margin is calculated by the net profit attributable to owner of the Company divided by the revenue and multiplied by 100.0%.
- (3) Interest coverage is calculated by the profit before interest and tax divided by the finance costs, net (interest).
- (4) Gearing ratio is calculated based on the total bank borrowings divided by the total equity.
- (5) Inventory turnover days are calculated as the average of the beginning and ending balance of inventories divided by cost of sales and multiplied by the number of days in the year.
- (6) Trade receivables turnover days are calculated as the average of the beginning and ending trade receivables, net balance divided by revenue and multiplied by the number of days in the year.
- (7) Trade payables turnover days are calculated as the average of the beginning and ending trade payables balance divided by cost of sales and multiplied by the number of days in the year.



# CHAIRMAN'S STATEMENT

Dear shareholders

On behalf of the board of Directors of the Company (the "Board"), I am pleased to present the annual report of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 December 2023 (the "Year").

## FINANCIAL PERFORMANCE

In 2023, the first year of post-pandemic economic recovery, consumption habits and concepts of the general public evolved, posing challenges to business operation as well as new opportunities for growth. During the Year, the Group's revenue set another record high, reaching Renminbi ("RMB") 540.5 million for the Year, representing an increase of 20.4% as compared to the year ended 31 December 2022 ("FY2022"). The Group recorded a significant increase in gross profit during the Year as the Group continuously and proactively optimises its product mix and combination, reinforces planning in the production processes and improves resources utilisation efficiency to better control production costs. There were increases in selling and administrative expenses for facilitating sales orders and increase in income tax expense which was attributable to the increase in the profit before income tax, therefore the net profit of the Group recorded an increase of approximately RMB16.2 million from approximately RMB12.1 million for FY2022 to approximately RMB28.3 million for the Year.

## OUTLOOK

With the steady recovery of China's economy in 2023 and looking forward, we will be more proactively integrating into this dynamic market. The decorative printing material industry may keep on the growth track in the coming year as demand for decorative paper will increase due to the economy recovery. Going forward, the Group will continue to focus on expanding our business operations. We are confident to maintain our current market position by upgrading our research and development ("R&D") and production technologies, and reinforcing our sales and marketing capability, with a view to further improve the financial returns for our shareholders.

## APPRECIATION

On behalf of the Board, I would like to thank the shareholders for their continued support and to extend my thanks to every management and staff at all levels for their contributions and efforts over the Year. I would also like to express our sincere appreciation to all my fellow Directors for their incisive contributions as we continue our efforts on positioning the Group and we look forward to the years ahead.

**Sheng Yingming**

*Chairman and Chief Executive Officer*

Hong Kong, 28 March 2024



# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW

The Group is principally engaged in the manufacturing and sales of decorative printing materials products which mainly comprise of (i) decorative paper; (ii) melamine impregnated paper; (iii) finish foil paper; (iv) PVC furniture film; and (v) PVC flooring film. The Group served over 500 customers in both domestic and overseas markets for the Year.

## FINANCIAL REVIEW

### Revenue

The Group's revenue for the Year was approximately RMB540.5 million (FY2022: RMB448.8 million), representing an increase of approximately 20.4% on a year-on-year basis. The increase in the Group's revenue was driven by the increase in demand in the People's Republic of China (the "PRC") and overseas markets simultaneously. The demand from PRC customers remained strong and recorded a significant increase of approximately 18.6% compared to FY2022. The revenue from overseas markets also recorded an increase of approximately 24.5% compared to FY2022, which was mainly derived from the increase in demand in Pakistan, India, the United Arab Emirates, Indonesia and other overseas markets. The following table sets forth the revenues by products:

	For the year ended 31 December			
	2023		2022	
	RMB'000	%	RMB'000	%
Decorative paper	414,948	76.8	276,057	61.5
Melamine impregnated paper	89,270	16.5	128,691	28.7
Finish foil paper	612	0.1	7,987	1.8
PVC furniture film	—	—	1,888	0.4
PVC flooring film	35,662	6.6	34,090	7.6
Others <sup>(Note)</sup>	52	—	83	—
	<b>540,544</b>	<b>100.0</b>	448,796	100.0

Note: Others mainly include laminated board and plate rollers.

The increase in total revenue was mainly derived from the increase in sales of decorative paper and PVC flooring film, which was partially set off by the decrease in sales of melamine impregnated paper, finish foil paper and PVC furniture film. Revenue from sales of decorative paper increased significantly by approximately 50.3% as a result of the overall increase in sales of decorative paper in the PRC and overseas markets simultaneously, while revenue from sales of melamine impregnated paper, finish foil paper and PVC furniture film decreased by approximately 30.6%, 92.3% and 100.0%, respectively, on a year-to-year basis.



## MANAGEMENT DISCUSSION AND ANALYSIS

### Cost of sales

The cost of sales increased by approximately RMB37.5 million or approximately 10.8%, from approximately RMB346.9 million for FY2022 to approximately RMB384.4 million for the Year, which was primarily due to the increase in the production volume and efficient control over production costs during the Year.

### Gross profit and gross profit margin

The Group's gross profit increased significantly by approximately RMB54.2 million, or approximately 53.1%, from approximately RMB101.9 million for FY2022 to approximately RMB156.1 million for the Year, primarily due to the corresponding increase in the Group's revenue, the stable prices of production materials and the improvement in production efficiency as cost-efficient measures taken by the Company had achieved favorable results, which led to an increase in the gross profit margin for the Year to approximately 28.9% (the gross profit margin for FY2022: 22.7%).

### Selling expenses

The Group's selling expenses mainly comprised of (i) transportation expenses; (ii) wages, salaries and welfare of our sales staff; (iii) travelling and entertainment expenses; (iv) marketing and exhibition expenses; (v) sales commission; and (vi) other selling expenses. The selling expenses increased by approximately RMB8.1 million or 21.5% from approximately RMB38.1 million for FY2022 to approximately RMB46.2 million for the Year. The increase was primarily attributable to the (i) increase in salaries and welfare of our sales staff, (ii) increase in the sale commission, entertainment, marketing and exhibition expenses in order to maintain the marketability of the products and facilitate sales orders, and set-off by the (iii) decrease in licensing fee incurred from the decrease in the sale of relevant licensed products.

### Administrative expenses

The administrative expenses increased significantly by approximately RMB24.6 million or 49.3% from approximately RMB49.7 million for FY2022 to approximately RMB74.3 million for the Year. The increase was mainly attributable to the (i) increase in salaries and welfare of our administrative staff; (ii) increase in repair and maintenance expenses due to the ancillary renovation work of the factory site, (iii) increase in entertainment expenses in order to maintain relationship with business partners, and (iv) increase in the depreciation and amortisation expenses upon the completion of the administration building.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Net impairment losses on financial assets

Net impairment losses on financial assets decreased by approximately RMB0.4 million, from approximately RMB0.9 million for FY2022 to approximately RMB0.5 million for the Year, mainly arising from the expected credit loss for trade and other receivables at amortised cost. The expected credit loss was derived with reference to the payment profiles of the sales record and the corresponding historical credit losses experienced within the Year. The historical loss rates were then adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

### Other income and other gains – net

The Group's other incomes and other gains – net decreased by approximately RMB0.5 million, from approximately RMB8.6 million for FY2022 to approximately RMB8.1 million for the Year, primarily resulting from the (i) decrease in government grants income, (ii) decrease in foreign exchange gain due to the appreciation of US dollar ("USD") against RMB and set-off by the (iii) increase in rental income derived from lease of the warehouse.

### Finance costs – net

The finance costs – net increased by approximately RMB0.6 million or 6.8% from approximately RMB9.7 million for FY2022 to approximately RMB10.3 million for the Year. This was primarily due to (i) the increase in interest expenses attributable to the increase in the amount of bank borrowings; and (ii) the decrease in the bank interest income during the Year.

### Income tax expense

The income tax expense increased significantly from approximately RMB0.1 million for FY2022 to approximately RMB4.6 million for the Year, which was mainly due to the increase in profit before income tax during the Year.

### Profit attributable to owners of the Company

As a result of the foregoing, the Group recorded a profit attributable to owners of the Company of approximately RMB28.3 million for the Year as compared to a profit of approximately RMB12.1 million for FY2022, representing a significant increase of approximately 135.1% as compared to FY2022.



## MANAGEMENT DISCUSSION AND ANALYSIS

### PROSPECTS

During the Year, the Group's business has fully recovered from the haze caused by the COVID-19 pandemic in the past few years and has returned to its pre-pandemic growth track. The latest monetary easing policies and stimulus plans introduced by the Central Government of China may help to boost local consumption and investment and promote economic growth. However, challenges including high interest rates, geo-political tensions and Sino-US trade conflicts would still cloud the global economy despite the emergence of positive signals. The global business environment is consistently challenging in the short run and the geopolitical uncertainties have brought increased challenges to the Group.

The Group will further improve its operational efficiency and achieve better quality control by adopting advanced technologies. The Group has been actively adopting and enhancing flexible strategies in its production process, supply chains, logistics and marketing to maintain its competitive position among decorative printing materials manufacturers. The Group will keep evaluating its manufacturing technique and equipment to maintain its production capacity and flexibility. The Group is considering further expansion of its manufacturing factory building in order to satisfy the expanding demand of products. Meanwhile, the Group is seeking for continuous optimisation in quality control measure and procedure to maintain its product quality and customer satisfaction. The Group is also committed to enhancing its R&D capabilities, and optimising its product mix, color pattern and specification. The Group will continue to allocate sufficient resources to R&D, enhancement of product quality and development of new products, materials, models and features, as well as to explore new markets, increase production efficiency and conduct staff training for the purpose of maintaining the safety standards and competitiveness of its products and, ultimately, enhancing its profitability.

The Group will stick to its proven business strategies to maintain and strengthen its growth and performance. To sustain its well-recognised reputation in the market, the Group is exploring opportunities for expanding its business presence in the global decorative printing material market as well as developing other business partnerships that would be beneficial to the overall business development of the Group.

## MANAGEMENT DISCUSSION AND ANALYSIS

### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group had current assets of approximately RMB303.2 million (2022: RMB190.3 million) which comprised cash and cash equivalents of approximately RMB77.3 million (2022: RMB10.3 million) and restricted bank deposits of approximately RMB7.1 million (2022: Nil) as at 31 December 2023. The Group had current liabilities amounted to approximately RMB237.1 million as at 31 December 2023 (2022: RMB193.3 million). Accordingly, the current ratio, being the ratio of current assets to current liabilities, was approximately 1.28 times as at 31 December 2023 (2022: 0.98 times).

The Group had net current assets of approximately RMB66.1 million (2022: net current liabilities of approximately RMB3.1 million) as at 31 December 2023, the Directors are of the view that the Group will have sufficient working capital to meet its financial obligations as and when they fall due in the coming twelve months from the date of approval for issuance of these consolidated financial statements.

As at 31 December 2023, the Group's total bank borrowings amounted to approximately RMB251.1 million (2022: RMB216.6 million), representing an increase of approximately 15.9% as compared to that of 31 December 2022. Accordingly, the gearing ratio of the Group, calculated based on the total bank borrowings divided by the total equity, was approximately 0.98 (2022: 0.95).

The Group adopted a prudent treasury policy and thus maintained a healthy liquidity position throughout the Year. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

### FINANCIAL RATIOS

During the Year, the inventory turnover days of the Group slightly decreased to approximately 26.5 days (2022: 36.0 days). Such decrease was mainly attributable to the fact that the Group maintained a low inventory level despite the increase in revenue during the Year. The Group's inventories were steadily maintained at approximately RMB28.3 million as at 31 December 2023 (2022: RMB27.6 million).

Trade receivables turnover days of the Group during the Year slightly increased to approximately 103.4 days (2022: 101.5 days), as the customers of the Group took a bit longer time to settle our payments. Trade receivables as at 31 December 2023 increased by approximately RMB29.7 million to approximately RMB168.0 million (31 December 2022: RMB138.3 million).

Trade payables turnover days of the Group for the Year slightly decreased to approximately 57.3 days (2022: 61.4 days). The trade payables of the Group increased to approximately RMB62.8 million as at 31 December 2023 (31 December 2022: RMB57.9 million). The Group will continue to maintain solid relationships with its suppliers.



## MANAGEMENT DISCUSSION AND ANALYSIS

### FOREIGN EXCHANGE EXPOSURE

The Group mainly operates in the PRC, but a significant portion of its sales is made to foreign countries, and thus the Group is exposed to foreign currency risks arising from various currency exposures, mainly with respect to USD, Euro and Hong Kong dollars. The Group regularly and closely monitors the level of foreign exchange risk exposures and will make necessary hedging arrangements to minimise its foreign currency exposure arising from the change in foreign exchange in the future.

As a result of appreciation of USD against RMB, the Group recorded a net foreign exchange gain of approximately RMB1.6 million during the Year, compared to a net foreign exchange gain of approximately RMB2.1 million for FY2022.

During the Year, the Group did not engage in any derivatives activities and did not commit to any financial instruments to hedge its exposure to foreign currency risk.

### INFORMATION ON EMPLOYEES

As at 31 December 2023, the Group had 381 employees (2022: 347 employees), including the executive Directors. The Group recorded staff costs (including Directors' remuneration) of approximately RMB74.0 million (2022: RMB63.8 million). Remuneration is determined with reference to market norms and the performance, qualification and experience of individual employee.

On top of basic salaries, bonuses may be paid by reference to the Group's performance as well as individual's performance. The Group also operates a defined contributions to Mandatory Provident Fund scheme (the "MPF Scheme") for its employees in Hong Kong and provides its PRC employees with welfare schemes (the "Welfare Schemes") as required by the applicable laws and regulations of the PRC. For the Year and FY2022, there were no forfeited contributions under the MPF Scheme and the Welfare Schemes which may be used by the Group to reduce the contribution payable in the future years. Details of the MPF Scheme and the Welfare Schemes are set out in Note 2.22(a) to the consolidated financial statements of this annual report. The Group also encourages the employees to persist in on-the-job training.

## MANAGEMENT DISCUSSION AND ANALYSIS

### MATERIAL ACQUISITIONS OR DISPOSALS

There were no significant investments held by the Company as at 31 December 2023, nor were there any material acquisitions and disposals of subsidiaries, associates and joint ventures during the Year.

### CHARGES ON ASSETS

As at 31 December 2023, the Group's bank borrowings that are secured by its assets were set out as below:

Land use rights with a total carrying amount of approximately RMB36.9 million (2022: RMB38.0 million) were pledged as collateral for the Group's borrowings.

Property, plant and equipment with a total carrying amount of approximately RMB273.7 million (2022: RMB258.8 million) were pledged as collateral for the Group's borrowings.

### CAPITAL COMMITMENT

As at 31 December 2023, the capital commitments which the Group had contracted for but were not provided for in the consolidated financial information in respect of the acquisition of property, plant and equipment amounted to approximately RMB20.9 million (2022: RMB14.3 million).

### CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 31 December 2022 and 2023.



## MANAGEMENT DISCUSSION AND ANALYSIS

### RISK FACTORS FACED BY THE GROUP

The Group's key risk exposures are summarised as follows:

- (i) The Group's business, financial condition and results of operation may be affected by the decrease or loss of overseas markets.
- (ii) The Group relies on sales agents to approach new customers and liaise with existing customers. Failure to effectively manage and maintain good relationship with the sales agents may materially and adversely affect the Group's revenue and brand recognition.
- (iii) Fluctuations in prices of raw materials or unstable supply of raw materials could negatively impact the Group's operations and may affect its profitability.
- (iv) The Group does not enter into long-term supply contracts with its suppliers so the production cost and schedule may be adversely affected if the Group fails to secure supply.
- (v) If the Group is unable to maintain existing level of utilisation rates at the production facilities, the Group's margin and profitability may be materially and adversely affected.

During the Year, there were no changes in the nature and extent of the key risks of the Group. Further details of the principal risks and uncertainties faced by the Company are set out in the section headed "Risk Factors" in the prospectus of the Company dated 30 June 2017 (the "Prospectus").

### EVENT AFTER THE REPORTING PERIOD

There is no material event affecting the Group that occurred from 31 December 2023 to the date of this annual report.

### FORWARD LOOKING STATEMENTS

This report contains forward looking statements with respect to the financial conditions, results of operations and business of the Group. These forward looking statements represent the Company's expectations or beliefs concerning future events and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such statements.



# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## EXECUTIVE DIRECTORS

**Mr. Sheng Yingming (盛英明)** (“Mr. Sheng”), aged 60, is the chief executive officer and the chairman of the Board. He is also a director of certain subsidiaries of the Group. He founded the Group in July 1993 and has over 20 years of experience in the decorative printing materials industry. Mr. Sheng is responsible for overall management, strategic development and major decision-making of the Group.

Prior to founding the Group, Mr. Sheng worked at Lin'an Ling Long Silk Factory\* (臨安玲瓏絲廠) which was primarily engaged in manufacturing of bedding from September 1980 to July 1986, as the chief of supply and marketing section, and was primarily responsible for the procurement of raw materials, sales of products and maintaining customer relationships. During the period from August 1986 to August 1993, he was the chief of supply and marketing section at Lin'an No.2 Paper Mill\* (臨安第二造紙廠), which was primarily engaged in manufacturing base papers, decorative papers and plates, and was primarily responsible for the procurement of raw materials, sales of products and updating the latest market trend.

He is the father of Ms. Sheng Sainan and the father-in-law of Mr. Fang Xu, both of whom are executive Directors.

**Mr. Fang Xu (方旭)**, aged 37, was appointed as an executive Director on 23 August 2016. He is responsible for overseeing the sales and marketing activities and participating in the day-to-day management and operation of the Group. He joined the Group in June 2012 as a production assistant, who was primarily responsible for assisting the head of production department in the management of production and has been the vice general manager of Zhejiang Shenglong Decoration Material Co., Ltd (“Shenglong Decoration”) since June 2015.

Prior to joining the Group, Mr. Fang worked as a technician at Hangzhou Shenzhou Digital Co., Ltd.\* (杭州神州數碼有限公司) which was an integrated IT services provider, who was primarily responsible for design and development of audio and video application systems from August 2010 to May 2012. Mr. Fang graduated from Hangzhou Dianzi University\* (杭州電子科技大學) in the PRC with a bachelor's degree in integrated circuit design and integration system in June 2009.

He is the spouse of Ms. Sheng Sainan and the son-in-law of Mr. Sheng, both of whom are executive Directors.

\* for identification purposes only



## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

**Ms. Sheng Sainan (盛賽男)**, aged 36, is responsible for overall financial management of the Group. She joined the Group in October 2012 as a director of Shenglong Decoration and is responsible for overseeing the financial management of Shenglong Decoration. She has been a deputy manager of the financial department of Shenglong Decoration since October 2013, who was primarily responsible for financial management and financial accounting. She completed courses in financial management professional accounting option and obtained a diploma of technology from British Columbia Institute of Technology in Canada in July 2013.

She is the spouse of Mr. Fang Xu and the daughter of Mr. Sheng, both of whom are executive Directors.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Tso Ping Cheong Brian (曹炳昌)**, aged 44, was appointed as an independent non-executive Director on 1 June 2018. He is responsible for providing independent advice to the Board. He is the chairman of the audit committee, and a member of the nomination committee and remuneration committee of the Company.

Mr. Tso has over 18 years of experience in accounting and financial management. From September 2003 to November 2008, he worked in Ernst & Young with last position as manager. From December 2008 to May 2010, he was the financial controller of Greenheart Group Limited (formerly known as Omnicorp Limited) (Stock code: 94). From May 2010 to August 2012, He was the senior vice president of Maxdo Project Management Company Limited. From January 2013 to present, he has been the sole proprietor of Teton CPA Company, an accounting firm.

Mr. Tso obtained his bachelor's degree in accountancy from the Hong Kong Polytechnic University in November 2003. He obtained his master's degree in corporate governance from the Hong Kong Polytechnic University in October 2013. Mr. Tso is currently a practising and fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Chartered Governance Institute.

Mr. Tso served as an independent non-executive director of Larry Jewelry International Company Limited (Stock code: 8351) from October 2014 to September 2019, Guru Online (Holdings) Limited (Stock code: 8121) from May 2014 to May 2023 and EFT Solutions Holdings Limited (Stock code: 8062) from September 2019 to January 2024. He is currently an independent non-executive director of Huasheng International Holding Limited (formerly known as Newtree Group Holdings Limited) (Stock code: 1323) since February 2015 and Maxicity Holdings Limited (Stock code: 2295) since November 2019.

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

**Mr. Ma Lingfei (馬靈飛)**, aged 65, was appointed as an independent non-executive Director on 22 June 2017. He is responsible for providing independent advice to the Board. He is the chairman of the nomination committee, and a member of the audit committee and remuneration committee of the Company.

Mr. Ma, who has currently retired, was engaged in wood science and technology research before retirement. He worked as a professor at School of Engineering, Zhejiang A & F University\* (浙江農林大學), and served as a deputy director of National Engineering Research Center for Comprehensive Utilisation of Wood Resources\* (國家木質資源綜合利用工程技術研究中心) who was primarily engaged in the research of processing plate. Mr. Ma graduated from Zhejiang A & F University majoring in forestry in January 1982. He obtained a doctorate degree in agriculture from Kyoto University in Japan in November 1998. Since January 1982, Mr. Ma worked at Zhejiang A & F University as a lecturer and researcher of wood science and technology research. During the period from April 1999 to May 2002, Mr. Ma joined the Institute of Wood Technology, Akita Prefectural University in Japan as a temporary research scientist. From September 2007 to March 2008, he was a foreign visiting scholar\* (招聘外國人學者) of Research Institute for Sustainable Humanosphere, Kyoto University in Japan.

**Mr. Zheng Yong (鄭永)**, aged 51, was appointed as an independent non-executive Director on 1 June 2022. He is responsible for providing independent advice to the Board. He is the chairman of the remuneration committee, and a member of the audit committee and nomination committee of the Company.

Mr. Zheng is mainly engaged in teaching and research in the areas of accounting, taxation, higher education studies, and corporate management. Mr. Zheng was a visiting scholar at the University of Toledo in July 2011. Since June 2016, Mr. Zheng has acted as the director of the accounting department social service center\* (會計學院社會服務中心) of Zhejiang University of Finance and Economics and deputy director of Zhejiang Province College Finance and Accounting Information Contest Office\* (浙江省大學生財會資訊化競賽辦公室副主任), respectively.

\* for identification purposes only



## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### SENIOR MANAGEMENT

**Mr. Yu Zemin (俞澤民)**, aged 64, is responsible for overseeing the production and participating in the day-to-day management and operation of the Group. Mr. Yu retired from his position as an executive Director and compliance officer of the Company with effect from 20 December 2019 and continues to serve the Company in the capacity of vice general manager.

Mr. Yu graduated from Zhejiang Radio & Television University\* (浙江廣播電視大學) in the PRC with a diploma of party and politics cadre management foundation\* (黨政管理幹部基礎) in December 1988. Prior to joining the Group, Mr. Yu worked as a ticket staff primarily responsible for management and distribution of food stamps at Lin'an City Chengguan Staple Food Control Office\* (臨安市城關糧管所) from December 1976 to March 1978. During the period from April 1978 to October 1981, he served in the armed forces of the PRC. From October 1981 to August 2001, he was a section chief primarily responsible for the management of the local transactions for certain types of food at Lin'an City Grain Bureau\* (臨安市糧食局). He joined the Surveillance of the Commodity Price Substation of the Lin'an City Development and Reform Bureau\* (臨安市發展和改革局物價檢查分局) as the chief and was primarily responsible for the supervision and administration of local prices for education and health sectors in September 2001 and retired in January 2007.

**Ms. Lu Miaoling (呂妙玲)**, aged 44, is primarily responsible for supervising the research and development department and monitoring the development of technical projects of the Group. She joined the Group in January 1998 and she is currently the manager of the research and development department. Ms. Lu has more than 15 years of experience in research and development of the decorative printing materials industry. Ms. Lu attended part-time adult higher education\* (成人高等教育) top-up degree course\* (專升本課程) majoring in accounting at Zhejiang A & F University\* (浙江農林大學) in the PRC and graduated in June 2016.

### COMPANY SECRETARY

**Mr. Chan Wai Lung (陳偉龍)**, aged 47, is the company secretary of the Group. Mr. Chan is responsible for secretarial work of the Group. He was appointed as the company secretary of the Group on 30 June 2020. Mr. Chan has approximately 21 years of experience in financial and accounting management, corporate governance and compliance affairs. Mr. Chan holds a master's degree in Professional Accounting from The Hong Kong Polytechnic University and is a member of the Hong Kong Institute of Certified Public Accountants.

\* for identification purposes only

# REPORT OF THE DIRECTORS

The Directors are pleased to present this report and the audited financial statements for the Year.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its subsidiaries include the manufacturing and sales of decorative printing materials products which mainly comprise of (i) decorative paper; (ii) melamine impregnated paper, (iii) finish foil paper; (iv) PVC furniture film; and (v) PVC flooring film. There were no significant changes in the nature of the Group's principal activities during the Year.

## SUBSIDIARIES

Details of the Company's subsidiaries as at 31 December 2023 are set out in Note 11 to the consolidated financial statements.

## BUSINESS REVIEW

### General

Further discussion and analysis of these activities as required by Schedule 5 to the Companies Ordinance (Chapter 622, the Laws of Hong Kong) (the "Companies Ordinance"), including a description of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group's business, can be found in the Management Discussion and Analysis set out on pages 7 to 14 of this annual report. This discussion forms part of this report of the Directors.

### Environmental Policies and Compliance with Law and Regulations

The Group is committed to supporting environmental sustainability. Being a manufacturing Group in the PRC, the Group is subject to various environmental laws and regulations set by the PRC national, provincial and municipal governments. Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations. During the Year, the Group has complied with relevant laws and regulations that have significant impact on the operations of the Group.

A report on the environmental, social and governance aspects is prepared in accordance with Appendix C2 to the GEM Listing Rules are set out in pages 41 to 61 of this annual report.

### Relationship with Stakeholders

The Group recognises that employees, customers and business partners are keys to its sustainable development. The Group is committed to establishing a close and caring relationship with its employees, providing quality services to its customers and enhancing cooperation with its business partners.

## SEGMENT INFORMATION

Detail of segment information are set out in Note 6 to the consolidated financial statements.



## REPORT OF THE DIRECTORS

### RESULTS AND DIVIDENDS

The Group's profit for the Year and the Group's financial position as at 31 December 2023 are set out in the consolidated financial statements on pages 69 to 135.

The Board does not recommend the distribution of a final dividend for the Year.

### CLOSURE OF REGISTER OF MEMBERS

The annual general meeting of the Company will be held on Friday, 24 May 2024. For determining the shareholders' entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Tuesday, 21 May 2024 to Friday, 24 May 2024 (both dates inclusive), during which no transfer of shares will be effected. In order to qualify for attending and voting at the annual general meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 20 May 2024.

### FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 136 of this annual report.

### CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

During the Year, there had been no convertible securities, options, warrants or other similar rights issued or granted by the Company or any of its subsidiaries and there had been no exercise of convertible securities, options, warrants or similar rights by the Company or any of its subsidiaries.

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

During the Year, the Company purchased a total of 1,450,000 of its own ordinary shares with nominal value of HK\$0.01 each share on the Stock Exchange at a total cash consideration of approximately HK\$0.3 million (the "Share Repurchase") and all these shares will subsequently be cancelled by the Company according to the laws of Cayman Islands. Before cancellation, the repurchased shares were recorded as treasury shares of the Company. Details of the Share Repurchase are as follows:

<b>Month of repurchase in 2023</b>	<b>Number of shares repurchased</b>	<b>Price per share (highest) (HK\$)</b>	<b>Price per share (lowest) (HK\$)</b>	<b>Aggregated consideration paid (HK\$)</b>
December	1,450,000	0.315	0.218	349,000

The Directors considered that the Share Repurchase would enhance the net asset value of the Company and was in the interest of the Company and its shareholders.

## REPORT OF THE DIRECTORS

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Year.

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the Year are set out in Note 14 to the consolidated financial statements.

### SHARE CAPITAL

Details of the movements in the share capital of the Company during the Year are set out in Note 21 to the consolidated financial statements.

### RESERVES

Details of the movements in the reserves of the Group and the Company during the Year are set out in Note 22 and Note 33(b) to the consolidated financial statements. As at 31 December 2023, the reserves of the Company available for distribution, as calculated in accordance with statutory provisions applicable in the Cayman Islands was approximately RMB103.9 million (2022: RMB104.6 million).

### CORPORATE GOVERNANCE

The principal corporate governance practices as adopted by the Company are set out in the section headed "CORPORATE GOVERNANCE REPORT" from pages 28 to 40 of this annual report.

### COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

To the best knowledge of the Directors, the Group has complied with all relevant laws, rules and regulations during the Year and there is no material breach of or non-compliance with applicable laws, rules and regulations by the Group that has a significant impact on the Group.

### DISCLOSURES UNDER RULES 17.22 TO 17.24 OF THE GEM LISTING RULES

As at 31 December 2023, the Group had no circumstances which would give rise to a disclosure obligation under Rules 17.22 to 17.24 of the GEM Listing Rules.

### MAJOR CUSTOMERS AND SUPPLIERS

During the Year, sales to the Group's five largest customers accounted for approximately 48.7% of the total sales for the Year, and the sales to the largest customer include therein amounted to approximately 14.5% of the total sales. Purchases from the Group's five largest suppliers accounted for approximately 70.7% of the total purchases for the Year, and purchases from the largest supplier included therein amounted to approximately 36.8% of the total purchase.

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



## REPORT OF THE DIRECTORS

### DIRECTORS

The Directors during the Year and up to the date of this annual report were:

#### **Executive Directors**

Mr. Sheng Yingming (*Chairman and Chief Executive Officer*)

Mr. Fang Xu

Ms. Sheng Sainan

#### **Independent non-executive Directors**

Mr. Tso Ping Cheong Brian

Mr. Ma Lingfei

Mr. Zheng Yong

The biographical details of the Directors are set out in “Biographical Details of Directors and Senior Management” in this report.

In accordance with the second Amended and Restated Articles of Association of the Company (the “Articles”), Mr. Sheng Yingming and Mr. Fang Xu will retire and be eligible to offer themselves for re-election at the forthcoming annual general meeting.

Each Director is subject to retirement by rotation in accordance with the Articles.

The Company has received annual confirmation of independence from each of the independent non-executive Directors pursuant to Rule 5.09 of the GEM Listing Rules. As at the date of this annual report, they are considered to be independent.

### EMOLUMENT POLICY

In order to attract and retain high quality staff and to enable smooth operation within the Group, the Group offers competitive remuneration packages (with reference to market conditions and individual qualifications and experience). The remuneration packages are subject to review on a regular basis.

The emoluments of the Directors are recommended by the remuneration committee of the Company, having regard to the Group’s operating results, market competitiveness, individual performance and achievement, to the Board for determination.

### REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors and the five individuals with the highest emoluments are set out in Note 9 to the consolidated financial statements.



## REPORT OF THE DIRECTORS

### DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company for a term of three years and will continue thereafter subject to termination by either party giving not less than three month's written notice. Each of the independent non-executive Directors has entered into a service contract with the Company for a term of one year, renewable automatically for successive terms of one year each commencing from the day after the expiry of the then current term of the service contract and until terminated by either party giving not less than three months' written notice.

No Director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company and/or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation, other than statutory compensation.

### PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance covering the liabilities of its Directors and officers in respect of legal actions that may be brought against them. The Company has maintained appropriate insurance coverage for the Directors and officers throughout the Year and are currently in force.

### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in this annual report, no Director nor a connected entity of a Director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the holding company of the Company, or any of the Company's subsidiaries was a party during the Year.

### CONTROLLING SHAREHOLDERS' INTEREST IN CONTRACTS

No contract of significance has been entered into among the Company, or its subsidiaries and the controlling shareholders or any of their associates during the Year.

No contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries has been entered into during the Year.

### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Year.



## REPORT OF THE DIRECTORS

### DIRECTORS' AND THE CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2023, the interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation (with the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, the Laws of Hong Kong (the "SFO")) held by the Directors and chief executive of the Company which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO) or have been entered in the register maintained by the Company pursuant to section 352 of the SFO, or as otherwise have been notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules are as follows:

#### Long position in ordinary shares of the Company

<b>Name of Director</b>	<b>Capacity/Nature of interest</b>	<b>Number of ordinary shares held</b>	<b>Percentage of shareholding</b> <small>(Note 2)</small>
Mr. Sheng <small>(Note 1)</small>	Beneficial owner and interest in controlled corporation	322,760,000 shares	64.55%

#### Notes:

(1) *There are 239,950,000 shares held by Bright Commerce Investment Limited ("Bright Commerce") which is wholly owned by Mr. Sheng and hence, Mr. Sheng is deemed or taken to be interested in all the shares held by Bright Commerce for the purpose of SFO.*

(2) *The percentage is calculated on the basis of 500,000,000 shares in issue at the date of this annual report.*

Save as disclosed above, as at 31 December 2023, none of the Directors or the chief executive of the Company had any other interests or short positions in any shares, underlying shares or debentures of the Company, any of its Group members or its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

## REPORT OF THE DIRECTORS

### INTEREST AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS OF THE COMPANY AND IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as was known to the Directors and the chief executive of the Company, as at 31 December 2023, the following persons/entities (not being the Director or chief executive of the Company) had, or deemed to have, interests or short positions in the shares or underlying shares of the Company, its Group members and/or associated corporations which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name of Shareholder	Capacity/Nature of interest	Number of ordinary shares held <sup>(Note 1)</sup>	Percentage of shareholding
Bright Commerce	Beneficial interest	239,950,000 shares (L)	47.99%
Mr. Sheng	Beneficial interest and interest in controlled corporation	322,760,000 shares (L)	64.55%
Ms. Chen Deqin <sup>(Note 2)</sup>	Interest of spouse	322,760,000 shares (L)	64.55%

Notes:

(1) All interests stated are long positions.

(2) Ms. Chen Deqin is the spouse of Mr. Sheng. She is deemed, or taken to be, interested in all shares in which Mr. Sheng is interested for the purposes of SFO.

Save as disclosed above, as at 31 December 2023, according to the register of interests required to be kept by the Company under Section 336 of the SFO, there was no person or corporation (other than the Directors and chief executive of the Company) who had any interests or short position in the shares and/or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 or Part XV of the SFO.

### SHARE OPTION SCHEME

The Company has adopted a share option scheme on 22 June 2017 (the “Share Option Scheme”). Details of the Share Option Scheme are set out in Note 23 to the consolidated financial statements in this report.

The purpose of the Share Option Scheme is to recognise and acknowledge the contributions made by the eligible participants, to attract skilled and experienced personnel, to incentivise them to remain with the Company and to motivate them to strive for the future development and expansion of the Group, by providing them with the opportunity to acquire equity interests in the Company.

No option has been granted since the adoption of the Share Option Scheme.



## REPORT OF THE DIRECTORS

### **PRE-EMPTIVE RIGHTS**

There is no provision for pre-emptive rights under the Articles or the laws of Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro-rata basis to its existing shareholders.

### **EQUITY-LINKED AGREEMENTS**

During the Year or subsisted at the end of the Year, save for the Share Option Scheme, the Company did not enter into any equity-linked agreements in respect of shares of the Company that will or may result in the Company issuing shares or that require the Company to enter into any agreement that will or may result in the Company issuing shares.

### **SUFFICIENCY OF PUBLIC FLOAT**

Based on the information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total number of issued shares were held by the public as at the date of this annual report.

### **DIRECTORS' INTERESTS IN A COMPETING BUSINESS**

During the Year and up to the date of this annual report, none of the Directors or substantial shareholders of the Company or any of their respective associates has engaged in any business that competes, or may compete, either directly or indirectly with the businesses of the Group, as defined in the GEM Listing Rules.

### **NON-COMPETITION UNDERTAKING BY CONTROLLING SHAREHOLDERS**

In order to avoid potential conflicts of interests with the Company, each of the controlling shareholders, namely Bright Commerce and Mr. Sheng, have entered into a Deed of Non-Competition (the "Deed") in favour of the Company (for itself and for the benefits of other members of the Group) on 22 June 2017, pursuant to which they (individually or with their close associates) have undertaken, among others, not to compete with the business of the Group. Each of the controlling shareholders furthers that if he/it/she or his/its/her close associates is offered or becomes aware of any business opportunity which may compete with the business of the Group, he/it/she shall promptly notify the Group in writing and the Group shall have a right of first refusal to take up such opportunities. Details of the Deed are set out in the section headed "Deed of Non-Competition" in the Prospectus.

Each of the controlling shareholders has made a written confirmation to the Board in respect of their compliance with the undertakings in the Deed since the entering of the Deed on 22 June 2017 to 31 December 2023. Upon receiving the confirmations from the controlling shareholders, the independent non-executive Directors had reviewed the same as part of the annual review process and confirmed that the controlling shareholders had complied with the Deed during the Year.

## REPORT OF THE DIRECTORS

### RELATED PARTY TRANSACTIONS

Details of the related party transactions undertaken by the Group during the Year are set out in Note 31 to the consolidated financial statements in this annual report. None of such related party transactions constitutes connected transaction or continuing connected transaction, which is subject to the reporting, annual review, announcement and/or shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

### CONNECTED TRANSACTIONS

During the Year, the Group has not conducted any "connected transaction" or "continuing connected transaction" (as defined under Chapter 20 of the GEM Listing Rules) which is subject to reporting and annual review requirements under the GEM Listing Rules.

### AUDITOR

Following the resignation of PricewaterhouseCoopers as the auditor of the Group on 14 July 2020, Confucius International CPA Limited was appointed as the auditor of the Group from 21 July 2020 to fill in the vacancy.

Save as disclosed above, there were no other changes in auditors of the Company during the past three years.

The consolidated financial statements of the Company for the Year have been audited by Confucius International CPA Limited who will retire and be eligible to offer themselves for re-appointment at the forthcoming annual general meeting.

On behalf of the Board

**Sheng Yingming**

*Chairman, Executive Director and Chief Executive Officer*

28 March 2024



# CORPORATE GOVERNANCE REPORT

The Board is pleased to present this corporate governance report in the Company's annual report for the Year.

The Board is committed to enhance the standard of corporate governance practices and business ethics with the firm belief that they are essential for maintaining and promoting investors' confidence and maximising shareholders' returns. The Board reviews its corporate governance practices from time to time in order to meet the rising expectations of stakeholders and comply with increasingly stringent regulatory requirements, and to fulfill its commitment to excellent corporate governance.

## CORPORATE GOVERNANCE

Subject to the deviation as disclosed in this report, the Company has complied with all the code provisions on Corporate Governance Code (the "Code") as set out in Appendix C1 to the GEM Listing Rules throughout the Year.

## BOARD OF DIRECTORS

The Board currently consists of three executive Directors and three independent non-executive Directors:

### **Executive Directors**

Mr. Sheng Yingming (*Chairman and Chief Executive Officer*)

Mr. Fang Xu

Ms. Sheng Sainan

### **Independent non-executive Directors**

Mr. Tso Ping Cheong Brian

Mr. Ma Lingfei

Mr. Zheng Yong

The Board is responsible for the Company's corporate policy formulation, business strategies planning, business development, risk management, major acquisitions, disposals and capital transactions, and other significant operational and financial matters. Major corporate matters that are specifically delegated by the Board to the management include the preparation of annual, quarterly and interim accounts for Board approval before public reporting, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements and rules and regulations.

Pursuant to Article 108 of the Articles, at each annual general meeting one-third of the Directors shall retire from office by rotation and every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

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

## CORPORATE GOVERNANCE REPORT

Details of the backgrounds and qualifications of the chairman of the Company and the other Directors are set out on pages 15 to 18 of this annual report. All Directors have given sufficient time and attention to the affairs of the Group. Each executive Director has sufficient experience to hold the position so as to carry out his duties effectively and efficiently. The family relationships among the Board members, if any, are disclosed under “Biographical Details of Directors and Senior Management” section in this annual report.

The Company has three independent non-executive Directors who have appropriate and sufficient experience and qualification to carry out their duties so as to protect the interests of shareholders. Mr. Tso Ping Cheong Brian, Mr. Ma Lingfei and Mr. Zheng Yong are the independent non-executive Directors. All of them were appointed for a term of one year, renewable automatically for successive terms of one year commencing from the day after the expiry of the then current term of service contract and are subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles.

The Company has received from each independent non-executive Director an annual confirmation of his/her independence, and the Company considers such Directors to be independent in accordance with Rule 5.09 of the GEM Listing Rules. All independent non-executive Directors are identified in all corporate communications containing the names of Directors.

The Company has arranged Directors' and officers' liability insurance for the Directors and officers of the Company.

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Sheng acted as both the chairman and the chief executive officer who would provide a strong and consistent leadership to the Group and allow for more effective planning and management of the Group. Pursuant to code provision C.2.1 of Part 2 of the Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. However, in view of Mr. Sheng's extensive experience in the industry, personal profile and critical role in the Group and the Group's historical development, the Group considered that it would be beneficial to the business prospects of the Group that Mr. Sheng acts as both the chairman and the chief executive officer. The Board further believes that the balance of power and authority for the present arrangement will not be impaired and is adequately ensured by current Board which comprises of experienced and high caliber individuals with sufficient number thereof being independent non-executive Directors.

### Training and Support for Directors

All Directors, including executive Directors and independent non-executive Directors, are encouraged to participate in continuous professional development to keep abreast of their collective responsibilities as Directors and of the businesses and activities of the Group. Each newly appointed Director would receive an induction package covering the Group's businesses and the statutory and regulatory obligations of a director of a listed company. The Group also provides briefings and other training to develop and refresh the Directors' knowledge and skills, and updates all Directors on the latest developments regarding the GEM Listing Rules and other applicable regulatory requirements to ensure compliance and to enhance their awareness of good corporate governance code.

During the Year, each of the Directors participated in appropriate continuous professional development activities by way of attending training and/or reading materials relevant to the Group's business, the GEM Listing Rules and directors' duties. Training records of all Directors have been provided to the company secretary.



## CORPORATE GOVERNANCE REPORT

### BOARD MEETINGS

The Board held a full board meeting for each quarter. For regular Board meetings, notice of at least 14 days are given to the Directors to give them an opportunity to attend. The Directors are provided with all agenda and adequate information for their review within reasonable time before the board meetings. Appropriate arrangements are in place to ensure that all Directors are given an opportunity to include matters in the agenda. During the Year, the number of Board meetings and general meetings attended by each Director is set out in the following table.

	<b>Number of Board meetings attended</b>	<b>Number of general meetings attended</b>
Mr. Sheng	4/4	1/1
Mr. Fang Xu	4/4	1/1
Ms. Sheng Sainan	4/4	1/1
Mr. Ma Lingfei	4/4	1/1
Mr. Tso Ping Cheong Brian	3/4	0/1
Mr. Zheng Yong	4/4	1/1

Under code provision C.1.6 of Part 2 of the Code, independent non-executive directors and other non-executive directors should attend general meetings to gain and develop a balanced understanding of the views of shareholders. Due to conflicting business schedules, Mr. Tso Ping Cheong Brian, being an independent non-executive Director, were unable to attend the 2023 Annual General Meeting.

Apart from the above regular Board meetings of the Year, the Board will meet on other occasions when a Board-level decision on a particular matter is required. The Directors will receive details of agenda items for decision in advance of each Board meeting. For all the other Board meetings, reasonable notice are given to all the Directors.

Board minutes with sufficient details of the matters considered and decisions reached are kept by the company secretary and are open for inspection by the Directors. Every Board member is entitled to have access to Board papers and related materials, and has unrestricted access to the advice and services of the company secretary, and has the liberty to seek external professional advice if so required. The Board is responsible for maintaining an on-going dialogue with shareholders and in particular, uses annual general meetings or other general meetings to communicate with them and encourage their participation. The Board notes that the chairman of the Board and the chairmen or, in their absence, other members of the audit committee (“Audit Committee”), nomination committee (“Nomination Committee”) and remuneration committee (“Remuneration Committee”) of the Company should attend the annual general meeting to answer questions and collect views of shareholders.



# CORPORATE GOVERNANCE REPORT

## REMUNERATION COMMITTEE

Under Rules 5.34 and 5.35 of the GEM Listing Rules, a listed issuer should establish a remuneration committee with specific written terms of reference which deal clearly with its authority and duties, the Company established a Remuneration Committee on 22 June 2017 as required under Rules 5.34 and 5.35 of the GEM Listing Rules. The current chairman of the committee is Mr. Zheng Yong, an independent non-executive Director, and the other members are Mr. Ma Lingfei and Mr. Tso Ping Cheong Brian (both are independent non-executive Directors).

The roles and functions of the Remuneration Committee include, among others, making recommendations to the Board on the remuneration packages of individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment) and making recommendations to the Board for the remuneration of Directors. The Remuneration Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration. The Remuneration Committee should also consult the chairman and chief executive officer, Mr. Sheng about his remuneration proposals for the other executive Directors.

During the Year, one meeting of the Remuneration Committee was held. Details of the attendance of the meetings of the Remuneration Committee are as follows:

### Members Attendance Times

Mr. Ma Lingfei	1/1
Mr. Tso Ping Cheong Brian	1/1
Mr. Zheng Yong	1/1

During the Year, the Remuneration Committee has been provided with sufficient resources to perform its duties. The Remuneration Committee has assessed the performance of the executive Directors and reviewed the existing terms of employment contracts of the executive Directors and appointment letters of the independent non-executive Directors. The Remuneration Committee considers that the existing terms of employment contracts of the executive Directors and appointment letters of the independent non-executive Directors are fair and reasonable. The emolument policy of the Company is set out in page 22 of this annual report. Details of the emoluments of the Directors are set out in Note 9 to the consolidated financial statements.

### NOMINATION COMMITTEE

The Nomination Committee was established on 22 June 2017 with specific written terms of reference which deal clearly with its authority and duties. The current chairman of the committee is Mr. Ma Lingfei, an independent non-executive Director, and the other members are Mr. Tso Ping Cheong Brian and Mr. Zheng Yong, both of whom are independent non-executive Directors. The duties of the Nomination Committee include, among others, formulating nomination policies and making recommendation to the Board regarding nomination, appointment and replacement of Directors. The Nomination Committee also establishes recruitment procedures, reviews the structure, number of members and composition of the Board and assesses the independence of the independent non-executive Directors. The Nomination Committee held one meeting during the Year.

#### Members Attendance Times

Mr. Ma Lingfei	1/1
Mr. Tso Ping Cheong Brian	1/1
Mr. Zheng Yong	1/1

The Nomination Committee considers the past performance, qualification, general market conditions and the Articles in selecting and recommending candidates for directorship during the Year. The Nomination Committee has been provided with sufficient resources to perform its duties during the Year.

### NOMINATION POLICY

The Board has adopted a nomination policy (the "Nomination Policy") which sets out the selection criteria and nomination procedures to identify, select and recommend candidates for Directors.

#### Selection Criteria

When evaluating and selecting candidates for directorships, the members of the Nomination Committee or the Board shall consider the following criteria:

- Character and integrity;
- Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategies;
- Willingness to devote adequate time to discharge duties as a Board member and other directorships and significant commitments;

## CORPORATE GOVERNANCE REPORT

- In case of independent non-executive Directors, whether the candidates would be considered independent in accordance with the GEM Listing Rules;
- The board diversity policy (“Board Diversity Policy”) and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board; and
- Such other perspectives appropriate to the Company’s business.

These factors are for reference only, and are not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

### Nomination Procedures

#### *Appointment of New Director*

- The Nomination Committee shall, upon receipt of the proposal on appointment of new Director and the personal information (or relevant details) of the proposed candidate(s), evaluate such candidate(s) based on the criteria as set out above to determine whether such candidate(s) is qualified for directorship;
- If there is more than one desirable candidate, the Nomination Committee shall rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable);
- The Nomination Committee shall then recommend to the Board to appoint the appropriate candidate for directorship; and
- For any person that is nominated by a shareholder for election as a Director at the general meeting of the Company, the Nomination Committee shall evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

#### *Re-election of Director at General Meeting*

- The Nomination Committee shall review the overall contribution and service to the Company of the retiring Director including his/her attendance of Board meetings and, where applicable, general meetings, and his/her level of participation and performance on the Board and the Company’s business;
- The Nomination Committee shall also review and determine whether the retiring Director continues to meet the selection criteria as set out above; and
- The Board, with the recommendation from Nomination Committee, shall then make recommendation to shareholders in respect of the proposed re-election of Director at the general meeting.

The Nomination Committee will monitor the implementation of the Nomination Policy and report to the Board when necessary. Also, the Nomination Committee will review the Nomination Policy, as appropriate, to ensure the effectiveness of the Nomination Policy and will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.



## CORPORATE GOVERNANCE REPORT

### BOARD DIVERSITY POLICY

The Board adopted the Board Diversity Policy in accordance with the requirement set out in the Code. Such policy aims to set out the approach to achieve diversity on the Board.

The Nomination Committee is responsible for: (i) reviewing the Board Diversity Policy, considering factors including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service of Board members; (ii) reviewing the measurable objectives that the Board has set for implementing the Board Diversity Policy; and (iii) monitoring the progress on achieving the measurable objectives.

The Nomination Committee monitors, from time to time, the implementation of the policy, and reviews, as appropriate, the policy on an annual basis to ensure the effectiveness of the policy. The Nomination Committee will continue to give adequate consideration to these measurable objectives when making recommendations of candidates for appointment to the Board.

As at the date of this annual report, the Board consists of five male members and one female member, aging from 36 to 65 years old. Based on the membership and composition of the Board, the Nomination Committee is of the view that the Board has achieved the measurable objective of at least one female director, and the experiences and skills of the Directors in various aspects and files can enable the Company to maintain high standard of operation. The Board will strive to enhance its female representation and achieve appropriate balance of gender diversity with reference to the stakeholders' expectations. The Group will also ensure that there is gender diversity when recruiting staff at mid to senior level and the Group is committed to providing career development opportunities for female staff. A detailed breakdown of employees by gender and age group as at 31 December 2023 is set out in page 49 of this annual report.

### DIVIDEND POLICY

The Board adopted the dividend policy ("Dividend Policy") in accordance with the requirement set out in the Code. Such policy aims to set out the approach to maintain a balance between meeting shareholders' expectations and prudent capital management with a sustainable dividend policy. In view of this, the dividend payout ratio shall be determined by the Board from time to time. Such declaration and payment of dividends shall remain to be recommended by the Board. In addition, any final dividend for a financial year will be subject to shareholders' approval. The remaining net profit will be used for the Group's operations and development.

The Company's ability to pay dividends will depend upon, among other things, the Company's current and future operations, corporate development plans, liquidity position, capital requirements and future expected capital needs, as well as dividends received from the Company's subsidiaries and associates. The payment of dividend is also subject to any restrictions under the relevant laws, rules and regulations and subject to the Articles.

The Dividend Policy reflects the Company's current views on the financial and cash-flow position of the Group prevailing at the time of its adoption. The Board will continue to review the Dividend Policy from time to time and may adopt changes as appropriate at the relevant time as part of its commitment to maximising shareholder value, taking into consideration the financial performance of the Company and market conditions. There is no guarantee that any particular amount of dividends will be distributed for any specific periods.

## CORPORATE GOVERNANCE REPORT

### AUDIT COMMITTEE

On 22 June 2017, the Company established an Audit Committee with written terms of reference in compliance with Rules 5.28, 5.29 and 5.33 of the GEM Listing Rules and code provisions D.3.3 and D.3.7 of Part 2 of the Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process, financial controls, internal control and risk management systems of the Group and provide advice and comments on the Group's draft annual reports and accounts, half year reports and quarterly reports to Directors. The Audit Committee comprises of three members, all of whom are independent non-executive Directors. The current chairman of the committee is Mr. Tso Ping Cheong Brian and the other members are Mr. Ma Lingfei and Mr. Zheng Yong.

The Audit Committee held four meetings during the Year. Full minutes of the Audit Committee have been kept by the company secretary. Details of the attendance of the Audit Committee meetings are as follows:

#### Members Attendance Times

Mr. Tso Ping Cheong Brian	3/4
Mr. Ma Lingfei	4/4
Mr. Zheng Yong	4/4

The Group's unaudited quarterly and interim results and audited annual results for the Year have been reviewed by the Audit Committee during the Year, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosure have been made. During the Year, the Audit Committee has been provided with sufficient resources to perform its duties.

### COMPANY SECRETARY

Mr. Chan Wai Lung was appointed as the company secretary of the Company on 30 June 2020. The biographical details of Mr. Chan are set out under the section headed "Biographical Details of Directors and Senior Management" in the annual report. According to the requirements of Rule 5.15 of the GEM Listing Rules, Mr. Chan has confirmed that for the Year, he has taken no less than 15 hours of relevant professional training.

### REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Particulars of the Directors' remuneration for the Year are set out in Note 9(a) to the consolidated financial statements.

Pursuant to code provision E.1.5 of Part 2 of the Code, the remuneration payment of the members of the senior management (other than the Directors) of the Group for the Year falls within the following band:

	Number of Individuals
Nil – RMB1,000,000	2
RMB1,000,000 – RMB2,000,000	1



## CORPORATE GOVERNANCE REPORT

### **AUDITORS' REMUNERATION**

The Audit Committee is responsible for considering the appointment of the external auditor and reviewing any non-audit functions performed by the external auditor, including whether such non-audit functions could lead to any potential material adverse effect on the Group.

During the Year, the fees charged by Confucius International CPA Limited for audit services of the Group amounted to approximately RMB850,000. No non-audit service was provided by Confucius International CPA Limited during the Year.

### **DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

The Directors acknowledged their responsibilities for preparing the accounts of the Group. In preparing the accounts for the financial year under review, the Directors have:

- based on a going concern basis;
- selected suitable accounting policies and applied them consistently; and
- made judgments and estimates that were prudent, fair and reasonable.

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

The statement of the auditor of the Group, Confucius International CPA Limited, about its reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report on pages 62 to 68 of this annual report.

## CORPORATE GOVERNANCE REPORT

### INTERNAL CONTROL AND RISK MANAGEMENT

The Board acknowledges its responsibility for the effectiveness of the Group's internal control and risk management systems. Such internal control and risk management systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable but not absolute assurance against material misstatement or loss. The Group does not have an internal audit function. The Board currently takes the view that there is no immediate need to set up an internal audit function in light of the size, nature and complexity of the Group's business. The need for an internal audit function will be reviewed from time to time.

The Company believes that good corporate governance practices are very important for maintaining and promoting investor confidence and for the sustainable growth of the Company. The Company has therefore made continuous efforts to uplift its quality of corporate governance. It has established a highly effective system of internal controls and adopted a series of measures to ensure its safety and effectiveness. As a result, the Company is able to safeguard its assets and protect the interests of its shareholders.

#### Main features of the risk management and internal control systems

To ensure the efficient and effective operation of the Company's business, relevant internal control procedures have been adopted for safeguarding assets against unauthorised use or disposition, controlling over capital expenditure, maintaining proper accounting records and ensuring the reliability of financial information used for publication. The procedures are reviewed by the Board from time to time and updated when necessary.

The processes used to identify, evaluate and manage significant risks by the Group are summarised as follows:

#### *Risk Identification*

- Identifies risks that may potentially affect the key processes of the Group's business and operations.

#### *Risk Assessment*

- Assesses the risks identified by using the assessment criteria developed by the management; and
- Considers the impact on the business and the likelihood of their occurrence.

#### *Risk Response*

- Prioritises the risks by comparing the results of the risk assessment; and
- Determines the risk management strategies and internal control processes to prevent, avoid or mitigate the risks.



## CORPORATE GOVERNANCE REPORT

### *Risk Monitoring and Reporting*

- Performs ongoing and periodic monitoring of the risk and ensures that appropriate internal control processes are in place;
- Revises the risk management strategies and internal control processes in case of any significant change of situation; and
- Report the results of risk monitoring to the management and the Board regularly.

The Board had conducted one annual review on the effectiveness of the Group's internal control and risk management systems during the Year which covered financial, operational, compliance procedural and risk management functions and had considered the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function. The Board is of the view that the systems of internal control and risk management are effective and there are no irregularities, improprieties, fraud, significant control failings or weaknesses, or other deficiencies that suggest material deficiency in the effectiveness of the Group's internal control system. The Board expects that a review of the risk management and internal control systems will be performed annually.

### **BUSINESS ACTIVITIES IN SANCTIONED COUNTRIES**

The U.S. government and other jurisdictions or organisations, including the European Union, the United Nations and the Australia government, have comprehensive or broad economic sanctions targeting the Sanctioned Countries (Note 1) and Sanctioned Persons (Note 2).

*Note 1 – Sanctioned Countries are those countries or territory subject to a general and comprehensive export, import, financial or investment embargo under sanctions related law or regulation of the U.S., the European Union, the United Nations and Australia.*

*Note 2 – Sanctioned Persons are certain person(s) and entity(ies) listed on the United States Department of Treasury's Office of Foreign Assets Control ("OFAC") Specially Designated Nationals and Blocked Persons List or other restricted parties lists maintained by the European Union, the United Nations or Australia.*

The Board had effectively monitored and evaluated the Group's business exposure to sanctions risk, including assigning senior staff to review and approve all relevant business transaction documents from customers or potential customers from Sanctioned Countries and Sanctioned Persons. The designated staff reviewed information relating to the counterparty of the contract (such as identity, nature of business, etc.) along with the draft business transaction documentation. The designated staff checked the counterparty against the various lists of restricted parties and countries maintained by the U.S., the European Union, Australia or the United Nations, including, without limitation, any government, individual or entity that is the subject of any OFAC-administered sanctions which lists are publicly available, and determine whether the counterparty is, or is owned or controlled by, a person located in any of the Sanctioned Countries or a Sanctioned Person. If any potential sanctions risk is identified, we will seek advice from external legal counsel with necessary expertise.

During the Year, the Board had conducted a review of the effectiveness in preventing any prohibited or otherwise restricted sales to Sanctioned Countries or Sanctioned Persons. During the Year and up to the date of this annual report, none of the products of the Group were sold to any Sanctioned Countries.



## CORPORATE GOVERNANCE REPORT

### AUDITOR

During the Year, the performance of the external auditor of the Company has been reviewed and the Board proposed to put forward a resolution to re-appoint Confucius International CPA Limited as the external auditor in the forthcoming annual general meeting.

### INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

During the Year, the Company has disclosed all necessary information to the shareholders and investors in compliance with GEM Listing Rules and uses a number of formal communications channels to communicate with shareholders and investors of the Company. These include (i) the publication of quarterly, interim and annual reports; (ii) the annual general meeting or extraordinary general meeting providing a forum for shareholders of the Company to raise comments and exchanging views with the Board; (iii) replying to the enquires from shareholders timely; (iv) updated and key information of the Company available on the website of the Company; (v) the Company's website offering communication channel between the Company and its shareholders and investors; and (vi) the Company's branch share registrar in Hong Kong providing services to the shareholders regarding all share registration matters. The Board reviewed the Group's shareholders' communication activities conducted during the Year and was satisfied with the implementation and effectiveness of the shareholders communication policy. The Board will regularly review such policy to ensure its effectiveness. In addition, the Company will continue to promote investor relations and enhance communication with the existing shareholders and potential investors. The Company welcomes suggestions from investors, stakeholders and the public.

### CONVENING OF EXTRAORDINARY GENERAL MEETING ON REQUISITION BY SHAREHOLDERS

Pursuant to article 64 of the Articles, shareholder(s) holding not less than one tenth of the paid up capital of the Company having the right of voting at general meetings may make a request in writing for the convening of an extraordinary general meeting and the Board shall convene an extraordinary general meeting within two months of such requisition.

All resolutions put forward at shareholders' meeting will be voted by poll pursuant to the GEM Listing Rules and the poll voting results will be posted on the Stock Exchange's website and the Company's website after the relevant shareholders' meeting. Shareholders may put forward proposals with general meeting of the Company by sending the same to the Company at the principal place of business in Hong Kong located at Room 3201, 32/F, Alexandra House, 18 Chater Road, Central, Hong Kong by post or by email to [sljx@splendecor.com](mailto:sljx@splendecor.com).

### PUTTING FORWARD ENQUIRIES TO THE BOARD

For putting forward any enquiries to the Board, shareholders may send written enquiries to the Company by addressing them to the principal place of business of the Company in Hong Kong located at Room 3201, 32/F, Alexandra House, 18 Chater Road, Central, Hong Kong by post or by email to [sljx@splendecor.com](mailto:sljx@splendecor.com).



## CORPORATE GOVERNANCE REPORT

### **DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.46 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, the Directors have complied with such code of conduct and the required standard of dealings regarding securities transactions throughout the Year.

The Company has also adopted a code of conduct governing securities transactions by employees who may possess or have access to the inside information.

### **DISCLOSURE OF INSIDE INFORMATION**

The Group acknowledges its responsibilities under the SFO and the GEM Listing Rules and the overriding principle that inside information should be announced immediately when it is the subject of a decision. The procedures and internal controls for the handling and dissemination of inside information are as follows:

- the Group conducts its affairs with close regard to the disclosure requirement under the GEM Listing Rules as well as the "Guidelines on Disclosure of Inside Information" published by the Securities and Futures Commission of Hong Kong in June 2012;
- the Group has formulated inside information policies and disclosed its policies on fair disclosure by pursuing broad, non-exclusive distribution of information to the public through channels such as financial reporting, public announcements and its website;
- the Group has strictly prohibited unauthorised use of confidential or inside information; and
- the Group regularly reminds the Directors and employees about due compliance with all policies regarding the inside information, as well as keeps them apprised of the latest regulatory updates.

### **SIGNIFICANT CHANGES IN CONSTITUTIONAL DOCUMENTS**

During the Year, there had been no significant changes in the constitutional document of the Company.

### **LOOKING FORWARD**

The Company will keep on reviewing its corporate governance standards on a timely basis and the Board will endeavor to take the necessary actions to ensure compliance with the required practices and standards including the provisions of the Code introduced by the Stock Exchange.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## ABOUT THIS REPORT

This is our annual Environmental, Social and Governance (“ESG”) Report (the “ESG Report”) for 2023, which disclose the policies, actions and performance of the Group involved in sustainability in a transparent and open manner, so as to boost the confidence of the stakeholders in the Group and deepen their understanding about the Group.

## REPORTING YEAR

All information provided in this report covers the period from 1 January 2023 to 31 December 2023 (“Reporting Period” or “FY2023”), which is consistent with the financial year of the Group’s 2023 annual report.

## SCOPE OF THIS REPORT

This ESG Report focuses on ESG matters prioritised by the Group in relation to the Company and its principal subsidiaries as listed in Note 11 to the consolidated financial statements. Entities included in this ESG Report covers the major operating segment of the Group. Unless otherwise specified, the scope of this ESG Report is the same as last year.

## BASIS OF PREPARATION

This report is prepared in compliance with the “Environmental, Social and Governance Reporting Guide” of the Stock Exchange as set out in Appendix C2 to the GEM Listing Rules (hereinafter referred to as the “ESG Guide”), the description of which sets forth the ESG performance of the Group in a simplified form. The Group has complied with the disclosure requirements of the mandatory disclosure requirements and “comply or explain” provisions set out in the ESG Guide.

Information as contained in this report is derived from the statistics and analytical results of the Group.

## REPORTING PRINCIPLES

The content of this annual ESG Report follows the reporting principles of the ESG Reporting Guide.

**Materiality:** To reflect the application of the principle of materiality, the Group carried out a materiality assessment of the Reporting Period through internal discussion and consultation with various stakeholders. For details, please refer to the section headed “Materiality Assessment” of this ESG Report.

**Quantitative:** Environmental and social measurable key performance indicators (“KPIs”) of this ESG Report are organised and disclosed in a quantitative manner to ensure that stakeholders can have a deep understanding of the Group’s ESG performance.

**Balance:** this ESG Report is based on an objective and impartial manner to ensure that the information provided reflects the Group’s overall ESG performance. Data comparisons have been provided to formulate an unbiased comparison of the ESG performance from time to time.

**Consistency:** Unless otherwise stated, the Group’s disclosure and statistical methods are consistent with financial year 2022 (“FY 2022”). The Group believes that the consistency and coherence of reporting structure would be beneficial for meaningful comparison.



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### INTRODUCTION

The Group is principally engaged in the manufacturing and sales of decorative printing materials products. The Group has been active in this industry for over 21 years. In addition to its sophisticated equipment and advanced production lines, the Group always persists in following the principle of “Quality First and Customer First” by continuously transforming and introducing high-tech printing equipment to improve its production efficiency and quality.

The Group stresses the importance of technological innovation, research and development, which is validated by the various invention patents and design patents over the years. Operating business under the brand SPLENDECOR, the Group has successfully developed a series of novel and environmental decor materials, including finish foil paper, decorative paper, melamine impregnated paper and PVC decorative films, and has offered colour scheme solutions based on customer requirements. The Group’s products, which are sold throughout the world, are widely used in various areas, including furniture, cabinets, framework, door panels, fire proof boards, melamine boards, chip boards, density boards and floorboards.

By always adhering to the corporate spirit of “responsibility, honour, innovation and improvement”, the Group strives to develop green business focusing on environmental decorative materials. With the aim to achieve customer satisfaction and to uphold the standards of health, safety and environmental protection, the Group is committed to carrying out its corporate mission of “Creating Customer Values, Developing Opportunities for Employees, Providing Better Places to the Communities, and Maintaining the Natural Harmony”.

### ESG GOVERNANCE STRUCTURE

Assuming the ultimate responsibility for all the ESG strategies, management, performance and reporting, the Board takes the lead and has the oversight of the Group’s ESG issues. The Board examines and approves the Group’s ESG objectives, strategies, priorities, targets and goals, as well as the related policies and frameworks. The Board also ensures the effectiveness of ESG management and internal control mechanism. This ESG Report has undergone the internal review process of the Group and was approved by the Board.

The Group’s business and functional departments also help with the implementation of relevant strategies in their respective areas and monitoring the effectiveness of the ESG strategies and/or policies. Meetings are arranged regularly to evaluate the effectiveness of the current policies and procedures and develop appropriate solutions to improve the over performance of the Group’s ESG policies. The Group’s business and functional departments report to the Board periodically and assist the Board to discharge its oversight ESG responsibilities. The implementation of the Group’s ESG strategies also relies on the support of designated personnel from various departments who are responsible for ESG-related data collection.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## STAKEHOLDERS ENGAGEMENT

Based on the experience and frequency of relevant business management personnel's responses to customers, as well as the experience and frequency of consultations and interactive communications between external bodies and in-house employees, the Group filters and selects six major categories of stakeholders, which are identified government/regulatory bodies, investors/shareholders/media, customers, employees, communities and suppliers.

Major Stakeholders	Communications Channel	Aspects in concern
<b>Government/regulatory bodies</b>	Due submission Inspection of compliance	Compliance with laws and regulations Corporate governance
<b>Investors/shareholders/media</b>	Information disclosed on the websites of the Company and the Stock Exchange General meetings Road shows	Market image Corporate governance Economic performance
<b>Customers</b>	Business visits Liaison through e-mail and telephone Regular meetings	Product quality Product management Environmental management
<b>Employees</b>	Training Employees' opinions and complaints Publications for employees	Safety Employee benefits Labour rights
<b>Communities</b>	Volunteer activities Sponsorship for public welfare events in communities Interviews	Emissions Social responsibility Community activities
<b>Suppliers</b>	Business visits Liaison through e-mail and telephone Regular meetings	Supply management and requirements Operating conditions

The Group will continue to communicate with stakeholders, improve the social responsibility management system, and further enhance the Group's performance in respect of environmental, social and governance aspects.



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### MATERIALITY ASSESSMENT

The Group believes that sound ESG performance is important to the Group's sustainable business development and the whole community. With the assist of an independent third-party consultant in 2018, the Group started identifying each of the material issues in respect of environment, society and governance that might affect the Group's businesses or stakeholders. The Group is committed to protecting and improving the ecological environment and social factors and minimising the impact of its activities on the environment. Throughout the stakeholder engagement exercise, the Group's management has assisted the Board to review its operations, identify key ESG issues and assess the importance of these issues to its businesses and stakeholders. It is the Group's policy to promote environmentally friendly operation, thereby gradually achieving the coordinated development of the Group, the environment, and the society. All identified material ESG issues, including environmental protection, employment and labor practices, product responsibility, and community investment, have been disclosed in this ESG Report. The Group will keep creating value for stakeholders and supporting charities and environmental protection.

### ENVIRONMENTAL PROTECTION

#### Emissions

In accordance with the national laws of the PRC, including the Environmental Protection Law\* (《環境保護法》), the Law on the Prevention and Control of Air Pollution\* (《大氣污染防治法》), the Law on the Prevention and Control of Environmental Pollution by Solid Waste\* (《固體廢棄物污染環境防治法》), the Law on the Prevention and Control of Water Pollution\* (《水污染防治法》), as well as local rules and regulations, including Zhejiang Ordinances on the Prevention and Control of Air Pollution\* (《浙江省大氣污染防治條例》), Zhejiang Ordinances on the Prevention and Control of Water Pollution\* (《浙江省水污染防治條例》), and Zhejiang Ordinances on the Prevention and Control of Environmental Pollution by Solid Waste\* (《浙江省固體廢棄物污染環境防治條例》), the Group has established the "Integrated Management System for Exhaust Gases", "Integrated Management System for Wastewater", and "Management System for Solid Waste", the purposes of which are regulating the management of production activities, domestic exhaust gases, wastewater and solid waste, preventing water and soil pollution, minimising environmental impacts on the surroundings and protecting and improving the environment.

To dispose wastewater, the Company adopts measures to separate drainage and sewage, under which, raindrops, production sewage, and domestic sewage at the preliminary stage will be transported in separate pipelines to its self-constructed sewage treatment station for treatment. Wastewater that is in compliance with the emission standard under the Integrated Wastewater Discharge Standard (GB8978-1996)\* (污水綜合排放標準) and the corporate standards set by Hangzhou Lin'an Wastewater Discharge Limited\* (杭州臨安排水有限公司) will be directed to the municipal sewage pipeline. Hangzhou Lin'an Wastewater Discharge Limited will carry out subsequent treatment processes.

To dispose hazardous waste, electroplating sludge generated each year is delivered to a qualified recycling company for hazard-free treatments. Non-hazardous waste is also collected and handled by the recycling company. To dispose exhaust gases, the Company installs exhaust gases collecting devices for production equipment that generates exhaust gases. The exhaust gases so collected will be transported to an exhaust gas treatment facility in a pipeline network, the discharge concentration level and speed ratio of which will meet the Integrated Emission Standard of Air Pollutants (GB16297-1996)\* (大氣污染物綜合排放標準).

\* for identification purposes only

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Every year, the Group appoints the relevant qualified third-party inspection and testing body to conduct inspection and testing over exhaust gases, sewage and noise to ensure that all emission levels are in compliance with the limitation requirements under the Integrated Emission Standard of Air Pollutants (GB16297-1996) and the Integrated Wastewater Discharge Standard (GB8978-1996). During the Reporting Period, none of the Group's plants reported non-compliance of the relevant environmental laws and regulations. During the Reporting Period, the total amount of non-hazardous waste and its intensity were 413.7 tonne and 0.00077 tonne/Revenue RMB'000 (2022: the amount of non-hazardous waste and its intensity were 309.4 tonne and 0.00067 tonne/Revenue RMB'000) and the total amount of hazardous waste and its intensity were 11.6 tonne and 0.000021 tonne/Revenue RMB'000 (2022: the amount of hazardous waste and its intensity were 6.6 tonne and 0.000014 tonne/Revenue RMB'000), respectively. Committed to reducing emission and promoting resources conservation, the Group has set a target to reduce the intensity of hazardous waste and greenhouse gas emissions of the Group ("GHG Emission") and the other major air pollutants emission gradually throughout financial year 2024 ("FY2024") by 5% as compared to FY2023. In order to achieve the target, the Group endeavour to reduce and replace the use of toxic and hazardous substances in its manufacturing and operational activities.

The GHG Emission mainly discharged from its self-owned vehicles and indirect energy consumed by the Group for its daily operations, including electricity, natural gas, petrol and diesel.

Major air pollutants emission during the Reporting Period and the corresponding period in 2022 are as follows:

Air Pollutant Emission		
Type of Air Pollutants	Air Pollutant Emission (kg)	Air Pollutant Emission (kg)
	2023	2022
Sulphur dioxide	412.4	386.4
Nitrogen oxides	1,526.4	1,430.1
Particulate matter	1.1	1.0

The GHG emission from the operation during the Reporting Period and the corresponding period in 2022 are set out below:

GHG Emission		
Type of GHG emissions	Equivalent CO2 emission (tonne)	Equivalent CO2 emission (tonne)
	2023	2022
Scope 1 Direct emissions	134.7	111.8
Scope 2 Indirect emissions	4,688.0	4,392.3
Total	4,822.7	4,504.1
Intensity	0.009 tonne/Revenue RMB'000	0.010 tonne/Revenue RMB'000

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Notes: The calculation of the greenhouse gas is based on the "Corporate Accounting and Reporting Standard" from greenhouse gas protocol.

Scope 1: Direct emission from vehicles that are owned by the Group

Scope 2: Indirect emissions from the generation of purchased electricity consumed by the Group

Scope 3 is not disclosed as it is an optional disclosure and the corresponding emission is not controlled by the Group

### Use of resources

In addition to formulate the "Control Procedures for Energy Conservation and Efficient Consumption", the Group adopts various measures to reduce the level of resources consumed during its business operations.

The Group strives to conserve energy and raw materials by setting a target to achieve a 5% reduction in total energy and raw material consumption by FY2024, using FY2023 as the baseline year. When making production plan, the Group aligns orders that consume the same paper for centralised production in order to reduce the number of powering on machinery and equipment. As a result, the utilisation rate of energy and raw materials will be increased. In respect of transportation, the Group's plant sites also align orders in close proximity for transportation in the same vehicle to reduce the number of commutes, which will further reduce fuel consumption.

Furthermore, the Group also sets a target to achieve 5% reduction in water consumption by FY2024, using FY2023 as the baseline year. The Group installs water metres to facilities that require water consumption so that water consumption of the facilities can be monitored. If there is any abnormal water consumption, the environmental protection department, together with concerned departments, shall investigate into the causes and take corrective and precautionary measures accordingly.

### Overview of environmental performance indicators for various natural resources

	Unit	2023 Total Amount	2022 Total Amount
Total water consumption	Tonne	66,786	79,721
Water Intensity	Tonne/Revenue RMB'000	0.12	0.17
Electricity	kWh	5,058,720	4,739,640
Natural gas	m <sup>3</sup>	2,661,604	2,716,300
Petrol	L	15,294	23,075
Diesel	L	35,557	32,013



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Group’s products packaging materials comprise of packaging paper, plastic films, paper core barrels and paper spools, etc. The Group utilises various packaging materials reasonably and effectively to reduce environmental impacts.

Major packaging materials	Unit	2023 Total Amount	2022 Total Amount
Packaging paper	kilogram	287,269	205,287
Plastic films	kilogram	45,429	58,288
Paper core barrels	kilogram	158,314	127,078
Paper spools	kilogram	37,685	10,909

## Environmental and natural resources

The Group is committed to minimise environmental impacts brought by its corporate activities in a responsible manner, and utilise its resources and efforts in concert with all employees to make contributions to environmental protection. On one hand, the Group enhances environmental promotions among its employees to raise their environmental awareness, and encourages them to adopt environmental practices. On the other hand, the Group designs sustainable workplaces. Furthermore, the Group manages its resources in a responsible manner, for example, using steam condensate as a supplement to its fire-fighting water to reduce the discharge of sewage and installing exhaust gas processing facilities to reduce waste emissions. For the purpose of reducing the discard of chemical packaging barrels, the Group entered into agreements in respect of the recycle of chemical packaging barrels with related suppliers with our best efforts to minimise the environmental impacts.

## Green office

The Group actively promotes the environmental practices of low-carbon office operations by encouraging its employees to conserve water, power, use of paper and other office supplies in daily office activities, as well as encouraging its employees to upload and share documents and materials through the internet, instant messaging software and other electronic communications means to reduce unnecessary printing.

Besides these practices, the Group implements the following measures to reduce waste of resources and carbon emissions:

- To reduce energy consumption used for the standby mode of computers, printers, photocopy machines, and other office equipment;
- To enhance its energy consumption management of air-conditioners;
- To improve its management of lighting power, such as selective lighting in bigger offices;



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

- To fully utilise the video-based conference system;
- To promote the recycling of the office paper and other resources and reduce use of disposable paper cups;
- To improve the utilisation rate of its business vehicles by picking up passengers who are in close proximity, and providing regular maintenance to reduce fuel consumption.

### Climate change

The Group aims to enhance its climate change preparedness and resilience by duly identifying and assessing the climate-related risks that might pose significant impacts on its business operation. During the Reporting Period, the Board has conducted a regular review to identify climate-related risks and evaluate the potential financial and operational impacts. With reference to the recommendations of the Task Force on Climate related Financial Disclosures framework, the climate-related risks that may affect the Group and the corresponding mitigation measures are as follows:

#### *Physical Risks*

**Risk:** The changes in weather patterns such as level of precipitation and the temperature as well as higher frequency and intensity of extreme weather events may have adverse impacts on the Group' manufacturing and operational activities, which may in turn affect the Group's ability to meet customers' demand thus affecting the Group's business operations and ultimately affecting the Group's relationship with customers.

**Mitigation measures:** The Group has established contingency measures that encompasses a variety of weather-related events to reduce the resilient risk. The Group also provides training to its employees on how to deal with extreme weather events.

#### *Transition Risks*

**Risk:** Policy changes regarding carbon emission restriction, carbon pricing and reporting obligations may increase the Group's operating costs. The Group is expected to replace its equipment with higher efficiency model to reduce the use of electricity, natural gas, petrol and diesel.

**Mitigation measures:** In an attempt to reduce carbon emissions, the Group actively promotes the environmental practices of low-carbon office by encouraging its employees to conserve water, power, use of paper and other office supplies in daily office activities. For details, please refer to the section headed "Environmental and natural resources – Green office" of this ESG Report.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### ABOUT THE EMPLOYEES

As at 31 December 2023, the Group had a total number of 381 employees (2022: 347 employees) including 1 senior management male staff located in Hong Kong and the remaining located in the PRC. As the plant site in Lin'an is principally engaged in production activities and most production related positions require massive physical labour, male employees outnumbered female employees.

Below is a detailed breakdown of full time employees by gender and age group as at 31 December 2023 and 2022:

	2023		2022	
	Number of staff	% of total	Number of staff	% of total
<b>By gender</b>				
Male	285	75	250	72
Female	96	25	97	28
<b>Total</b>	<b>381</b>	<b>100</b>	<b>347</b>	<b>100</b>
<b>By age group</b>				
Under 30	108	28	79	23
31–50	220	58	211	61
51 or above	53	14	57	16
<b>Total</b>	<b>381</b>	<b>100</b>	<b>347</b>	<b>100</b>

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Below is a detailed breakdown of our employees turnover rate by gender and age group as at 31 December 2023 and 2022:

	2023	2022
<b>Turnover rate by gender</b>		
Male	47%	42%
Female	40%	43%
<b>Turnover rate by age group</b>		
Under 30	84%	92%
31–50	32%	30%
51 or above	19%	19%

The Group's plant sites treat men and women equally by offering the same fringe benefits and remuneration packages for the same position. During the Reporting Period, the Group's plant sites did not have any non-compliance on the laws and regulations governing employment and labour.

### Working hours and rest periods

The working hours and rest periods of every employee are set out in the employment contract, which are in compliance with the local employment laws and regulations, including "Provisions of the State Council on Employee's Working Hours"\* (《國務院關於職工工作時間的規定》). On top of basic paid annual leave and statutory holidays, employees are entitled to additional leave benefits, such as sick leave, marriage leave, maternity/paternity leave etc.

### Welfare and benefits

The Group cares about the physical and mental health of its employees and provides employees with regular health checks. By providing a full-range health service platform for employees, the Group maintains the health level of its employees with precautions against the spread of diseases, thus ensuring the healthy conditions of employees.

The Group offers employees an extensive range of fringe benefits, including lucky money or festive gifts to employees on Chinese New Year, Mid-autumn Festival, Women's Days, and other statutory holidays. Furthermore, the Group extends such benefits package to the family members and relatives of employees, such as birthday blessing to the parents of employees.

\* for identification purposes only

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### Compensation and dismissal

The Group's human resources department regularly reviews the internal policies and compensation packages to ensure compliance with the latest relevant laws and regulations. According to the remuneration policy, fair and competitive remuneration packages are offered to its employees. The remuneration packages will be reviewed periodically in view of the competitive labour market as well as to show recognition to staff with outstanding performance.

Further, the Group ensures that any termination of the employment contract is based on reasonable and lawful grounds. The Group's internal policies regulate the procedures for dismissal of employees which strictly prohibit any kinds of unfair or unreasonable dismissals. For employee who has committed very serious misconduct or fails to improve himself/herself after the Group's repeated warning, the Group will terminate the employment relationship with the relevant employee with or without prior notice.

### Recruitment and promotion

Overseeing by its human resources department, the Group's recruitment and promotion matters are strictly aligned with the principles listed in the human resources policies manual. Having made high commitment to local employment, all of the Group's job postings are opened to local candidates. In view of the fierce market competition, the Group ensures its talent acquisition, retention and promotion are fair and transparent according to its remuneration policy.

### Equal opportunity, diversity and anti-discrimination

The Group is committed to providing a workplace which supports and motivates its employees. In compliance with the Group's human resources policies manual, the Group strives to promote a working environment without any prejudice or discrimination based on nationality, race, religion, age, gender, pregnancy, family status, disability, or any other non-job related factors.

### Prioritising safety based on precautions

The Group places a high emphasis on the workplace safety of our employees to prevent any physical injury. In particular, the Group stresses the importance of various safety measures implemented in production workshops and provide effective induction training to employees along with safety promotions and instructions, risk management, first aid and other related work. Furthermore, the Group organises regular safety drills, including fire drills. The Group always emphasises the idea of "prioritising safety based precautions".

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### Caring a healthy amateur life

As a production-driven enterprise, it is important for the Group to ensure the occupational health and safety of employees. In compliance with the industry standards and the statutory requirements under the Production Safety Law of the People's Republic of China\* (《中華人民共和國安全生產法》), the Group is committed to providing employees with a healthy and safe workplace in the course of its business. On one hand, the plant sites provide employees with personal protective equipments based on their various positions. For example, printer operators are provided with dust-proof masks and earplugs, while ink production specialists are provided with toxic-proof masks and gloves. On the other hand, the plant sites organise regular safety education programs for employees to raise their safety awareness over the course of production activities. In addition, the plant sites organise fire drills and fire safety training every year to enhance the fire safety awareness of employees.

The Group cares about the physical and mental health of employees and provides employees with regular health checks. By providing a full-range health service platform for employees, the Group maintains the health level of its employees with precautions against the spread of diseases, thus ensuring the healthy conditions of employees. During the Reporting Period, the Group arranged 445 health checks for its employees (2022: 357).

### Overview of health and safety performance indicators

	2023	2022
<b>Number of injuries</b>	15	24
<b>Injury description</b>	Mainly cuts and scratches	Mainly cuts and scratches
<b>Workplace injury rate per 100 employees</b>	4%	7%
<b>Total hours of absence</b>	3,525	8,249
<b>Percentage of workday loss due to workplace injuries</b>	0.28%	0.54%
<b>Corrective measure to prevent reoccurrence of the same accidents</b>	To raise the safety awareness of employees through enhanced safety training programs	To raise the safety awareness of employees through enhanced safety training programs

During the Reporting Period, the Group found no material occupational health and safety incident.

During the past three years including the Reporting Period, there was no work-related fatalities occurred in the Group.

\* for identification purposes only

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### Valuing talents through education and training

The Group pays attention to the career development of its employees by establishing a full-fledge education and training system. Under such system, all of its employees are encouraged to persist in on-the-job training. Furthermore, the Group strives hard to create growth opportunities for talented employees through education and training that will boost individual quality, sharpen the workplace skills and enhance the teamwork performance.

#### *Overview of training and development performance indicators for 2023*

		Managerial staff <small>(Note)</small>	General Staff	Total percentage of trained employees
Percentage of trained employees	Male	100%	100%	100%
	Female	100%	100%	

*Note: managerial staff includes senior management and middle management.*

During the Reporting Period, the average training hours per employee are approximately 15 hours. The breakdown of the average training hours completed per employee by gender and employee category are as follows:

		Managerial staff	General Staff
Average training hours (hours)	Male	45	18
	Female	45	18

Besides, the Group operates a fresh graduate cultivation scheme that is conducive to the smooth and effective adaption of fresh graduates to the workplace, enabling them to recognise the shift in their social role and adjust their attitude on their path to career development.



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### Labour standards

The Group fully recognises that child labour and forced labour violate the basic human rights and the International Labour Convention, which will pose a threat against the sustainability of communities and economic growth.

Therefore, the Group is in strict compliance with the provisions that prohibit use of child labour and safeguards human rights. In addition, the Group prohibits any form of forced labour or child labour.

Over the course of recruitment, the employees are required to provide the Group with their identification documents to verify whether they meet the statutory age of 18 years old. Once the Group has identified any cases of forced labour or child labour, the relevant employment contract will be immediately terminated and the relevant employees responsible for the management of human resources will be disciplined accordingly. A report will also be made to the supervisory authority when the senior management considers it necessary. If there is any overtime work at the plant sites, the management is required to ensure that the employees take up overtime work on voluntary basis rather than being forced. If any employee is forced to work overtime, the employee representative may collect evidence and communicate with the management to seek viable solutions.

Overtime payments are made in accordance with the standards as prescribed by law in case of workday overtime, weekend overtime, and overtime during national and statutory holidays.

During the Reporting Period, the Group's plant sites in Lin'an found no violation against the laws and regulations governing the prevention of child labour or forced labour.

### Diverse communications channel

The employees and management of the Group may engage in horizontal or vertical communications through its diverse communication channels, including complaint box, e-mail, routine meetings or announcements. Specified staff are designated to handle complaints lodged inside the complaint box on confidential terms.



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## OPERATING PRACTICE

### Supply chain management

During the course of selecting potential suppliers, the procurement department is required to analyse their competitiveness, and identified suppliers will be further approved by the production department of the plant sites and other related departments following their consensus. In this case, the supplier will become a member of the qualified supplier list of the Group.

In accordance with the requirements under the ISO 9001:2015 quality management system, the Group establishes the selection and assessment standards, and investigates into the operating conditions, the quality management system, production capacities, services, implementation of effective environmental and safety management system and delivery capabilities of these suppliers, the findings derived from which serves as the bases for selecting strategic suppliers. By introducing a regular assessment scheme, the Group conducts regular reviews and inspections over the performance of its suppliers in various aspects. The Group's regular assessment indicators cover quality, pricing, delivery schedule, services, etc. for the purposes of achieving risk control over the supply chain. In order to identify and minimise the environmental and social risks along the supply chain, the Group requires all its suppliers to monitor and control potential social and environment risks within the acceptable range under the national and industrial standard. The Group's management team may conduct on-site visit to inspect and monitor the environment, health and safety conditions of the suppliers. Persisting in its stringent approval system for all strategic suppliers, the Group will promote the quality management of its suppliers of raw materials and green management, while timely disqualifying unfit suppliers. During the Reporting Period, the Group had a total of approximately 400 suppliers all of which are in the PRC, the above selection and assessment standards are universally applicable to all suppliers. To ensure that the Group's purchase of products and services does not induce significant environmental impacts and social costs, environmental and social considerations are among the prioritised considerations during the supplier selection process of the Group. The Group is committed to green procurement to carry out sustainable development in the Group's operating model. During the procurement process, the Group prioritises environmentally friendly products and services, hoping to reduce the carbon footprint caused.

### Product responsibility

By insisting on the idea of "achieve customer satisfaction, seek improvement and prioritise quality", the Group provides its customers with premium services that are delivered "on schedule with the quality and quantity". In terms of delivery schedule, quality and pricing, the Group continues to enhance its service quality and responds timely to the demands of its customer. As a result, the dependence of our brand customers on the product development and premium services of the Group have been strengthened and deepened. Furthermore, the Group continues to improve the service system of its plant sites by actively tapping into various channels for collecting customers' feedback on our products and services. To ensure that the products of the Group fulfill the expectations of its customers, the Group welcomes any suggestions and/or complaints made by the customers. All responses received from customers will be reviewed by the management of the Group to facilitate improvement in the future. Every individual complaint made by the customers will be followed up in a fair and timely manner.



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### Quality assurance

Our quality management system has been accredited by the ISO 9001 quality management system. The stringent quality assurance system encompasses the entire manufacturing cycle from product design, manufacturing to sales. Our products as well as the raw materials used by our products have fully complied with all applicable regulatory requirements and standards. The Group will proactively recall its products if there is any non-compliance with the quality standards.

### Intellectual property right protection

The Group understands the importance of protecting its own intellectual property right and the intellectual property right of its customers or suppliers. The Group follows the legitimate intellectual protection laws and regulations of the PRC and Hong Kong. All the software and information used in the daily business operations are with legal licenses and we only procure genuine products. The Group regularly monitors to ensure that intellectual property rights are not being infringed upon.

### Data protection and privacy policies

The Group attaches great importance to the protection of personal data and identifiable information of its clients. All confidential information relating to the customers are securely protected and only use for internal purposes. Contracts between the Group, its employees and suppliers contain a confidentiality clause to prevent the disclosure of sensitive information.

During the Reporting Period, the Group did not violate any laws and regulations regarding the product responsibility, data protection, privacy and intellectual property rights. The Group has no products sold being recalled for safety and health reasons and received no substantial complaints.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### Anti-corruption

The Group has always persisted in business operations and productions in good faith in accordance with the laws and regulations. According to its “Incentive and Penalty Management System”, the plant sites implement specific rules on improper gains, including prohibitions against personal gains by abusing office power, acceptance of bribes, gifts, rebates or other improper gains, bribery through document forgery or dealing with customers under table, extortion and money laundering. The Group has established a whistle-blowing channel which allows the employees to report any misconduct behavior. All employees at its plant sites are entitled to and obligated to report the misconducts in various forms, including corporate email, employee interview, open speeches at the meetings or direct reports to the management.

The “Staff Handbook” of the Group also stipulates that employees should enter into the “Undertaking of Confidentiality” and be strictly bound to the relevant provisions thereto. The directors and employees of the Group are encouraged to attend anti-corruption training organised by the Group in respect of the guidelines contained in the “Staff Handbook” and the updates on relevant laws and regulations.

During the Reporting Period, the Group found no corruption or non-compliance cases or litigation against the Group or its employees.

### Certification in respect of ESG areas

The Group successively passes the certification under the ISO 9001 quality management system, ISO 14001 environmental management system, OHSAS 18001 occupational health and safety management system and FSC Chain-of-Custody certification.

## COMMUNITY INVESTMENT

The Group adopts people-oriented management policy. Besides providing fringe benefits and packages to its employees, the Group conducts regular visits to employees with difficulties every year, and those employees who suffer severe health issues or experience family-related misfortunes will receive specific assistance.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE CONTENT INDEX

Key Aspects	Description Page	Index
<b>A1 Emissions</b>		
<b>General Disclosure</b>	information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer, relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	44
<b>KPI A1.1</b>	The types of emissions and respective emissions data.	45
<b>KPI A1.2</b>	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions and, where appropriate, intensity.	45–46
<b>KPI A1.3</b>	Total hazardous waste produced and, where appropriate, intensity.	45
<b>KPI A1.4</b>	Total non-hazardous waste produced and, where appropriate, intensity.	45
<b>KPI A1.5</b>	Description of emission target(s) set and steps taken to achieve them.	45
<b>KPI A1.6</b>	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	44
<b>A2 Use of Resources</b>		
<b>General Disclosure</b>	Policies on the efficient use of resources, including energy, water and other raw materials.	46
<b>KPI A2.1</b>	Direct and/or indirect energy consumption by type in total and intensity.	46
<b>KPI A2.2</b>	Water consumption in total and intensity.	46
<b>KPI A2.3</b>	Description of energy use efficiency target(s) set and steps taken to achieve them.	46
<b>KPI A2.4</b>	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	46
<b>KPI A2.5</b>	Total packaging material used for finished products and, if applicable, with reference to per unit produced.	47
<b>A3 The Environmental and Natural Resources</b>		
<b>General Disclosure</b>	Policies on minimising the issuer's significant impacts on the environment and natural resources.	47
<b>KPI A3.1</b>	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	47

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Key Aspects	Description Page	Index
<b>A4 Climate Change</b>		
<b>General Disclosure</b>	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	48
<b>KPI A4.1</b>	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	48
<b>B1 Employment</b>		
<b>General Disclosure</b>	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare.	50–51
<b>KPI B1.1</b>	Total workforce by gender, employment type, age group and geographical region.	49
<b>KPI B1.2</b>	Employee turnover rate by gender, age group and geographical region.	50
<b>B2 Health and Safety</b>		
<b>General Disclosure</b>	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer, relating to providing a safe working environment and protecting employees from occupational hazards.	51–52
<b>KPI B2.1</b>	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	52
<b>KPI B2.2</b>	Lost days due to work injury.	52
<b>KPI B2.3</b>	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	51–52
<b>B3 Development and Training</b>		
<b>General Disclosure</b>	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	53
<b>KPI B3.1</b>	The percentage of employees trained by gender and employee category.	53
<b>KPI B3.2</b>	The average training hours completed per employee by gender and employee category.	53

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Key Aspects	Description Page	Index
<b>B4 Labour Standards</b>		
<b>General Disclosure</b>	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	54
<b>KPI B4.1</b>	Description of measures to review employment practices to avoid child and forced labour.	54
<b>KPI B4.2</b>	Description of steps taken to eliminate such practices when discovered.	54
<b>B5 Supply Chain Management</b>		
<b>General Disclosure</b>	Policies on managing environmental and social risks of the supply chain.	55
<b>KPI B5.1</b>	Number of suppliers by geographical region.	55
<b>KPI B5.2</b>	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	55
<b>KPI B5.3</b>	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	55
<b>KPI B5.4</b>	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	55
<b>B6 Product Responsibility</b>		
<b>General Disclosure</b>	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer, relating to health and safety, advertising, labeling and privacy matters relating to products and services provided and methods of redress.	55–56
<b>KPI B6.1</b>	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	56
<b>KPI B6.2</b>	Number of products and service related complaints received and how they are dealt with.	55-56
<b>KPI B6.3</b>	Description of practices relating to observing and protecting intellectual property rights.	56
<b>KPI B6.4</b>	Description of quality assurance process and recall procedures.	56
<b>KPI B6.5</b>	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	56

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Key Aspects	Description Page	Index
<b>B7 Anti-corruption</b>		
<b>General Disclosure</b>	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer, relating to bribery, extortion, fraud and money laundering.	57
<b>KPI B7.1</b>	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	57
<b>KPI B7.2</b>	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	57
<b>KPI B7.3</b>	Description of anti-corruption training provided to directors and staff.	57
<b>B8 Community Investment</b>		
<b>General Disclosure</b>	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	57
<b>KPI B8.1</b>	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	57
<b>KPI B8.2</b>	Resources contributed (e.g. money or time) to the focus area.	57

# INDEPENDENT AUDITOR'S REPORT



**天健國際會計師事務所有限公司**  
Confucius International CPA Limited

Certified Public Accountants

香港灣仔莊士敦道181号大有大厦1501-08室  
Rooms 1501-08, 15th Floor, Tai Yau Building,  
181 Johnston Road, Wanchai, Hong Kong  
电话 Tel: (852) 3103 6980  
传真 Fax: (852) 3104 0170

## To the members of Shenglong Splendecor International Limited

*(Incorporated in the Cayman Islands with limited liability)*

### OPINION

We have audited the consolidated financial statements of Shenglong Splendecor International Limited (the "Company") and its subsidiaries (the "Group") set out on pages 69 to 135, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity, and the consolidated cash flow statement for the year then ended, and the notes to the consolidated financial statements, which include material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

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



## INDEPENDENT AUDITOR'S REPORT

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. 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

##### Revenue recognition

Refer to Note 2.23 and Note 6 to the Group's consolidated financial statements.

During the year ended 31 December 2023, the Group recognised revenue from sales of goods amounting to RMB540.5 million.

We identified the recognition of revenue as a key audit matter as there are large volume of revenue transactions generated from numerous customers across different locations.

Revenue from the sale of goods is recognised when control of the products has been transferred, being when the products are delivered to customers, and there is no unfulfilled obligation that could affect customers' acceptance of the products.

#### How our audit addressed the Key Audit Matter

Our procedures in relation to revenue recognition included:

- Understanding, evaluating and validating management's key controls in respect of the Group's sales transactions from contract approval, recording of sales based on underlying documents, including sales orders, invoices, goods delivery notes, bills of lading and customs declaration forms ("underlying documents"), to reconciliations with cash receipts and customers' records;
- Performing tests of details on revenue transactions covering different locations and customers, on a sampling basis, by examining the underlying documents and evidence of settlement;
- Confirming customers' balances at the statement of financial position date on a sampling basis, by considering the amount, nature and characteristics of those customers; and
- Testing sales transactions that occurred around the statement of financial position date.

Based on our audit procedures, we found the Group's revenue recognition was supported by the evidence that we gathered.



## INDEPENDENT AUDITOR'S REPORT

### Key Audit Matter

#### Impairment assessment of trade receivables

Refer to Note 19 to the consolidated financial statements.

Trade receivables in total represented 24.2% of the Group's total assets as at 31 December 2023 and impairment assessment of trade receivables under expected credit losses model involved the use of significant management judgements and estimation. Accordingly, we have identified impairment assessment of trade receivables as a key audit matter.

Trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit loss rates are determined based on historical credit losses experience over the past 36 months and are adjusted to reflect current and forward-looking information such as macroeconomic factors affecting the ability of the customers to settle the receivables.

### How our audit addressed the Key Audit Matter

Our procedures in relation to management's impairment assessments included:

- Understanding and assessing the design and implementation of management's key internal controls relating to estimation of expected credit losses;
- Checking, on a sample basis, the aging profile of the trade receivables to the underlying financial records and post year-end settlements to bank receipts;
- Discussing with management about the recoverability of amounts that were past due at the reporting date; and
- Assessing the appropriateness of the expected credit loss ("ECL") methodology, examining the key data inputs on a sample basis to assess their accuracy and completeness, and challenging the assumptions, including both historical and forward-looking information used to determine the ECL.

We found that the management judgement and estimation used to assess the recoverability of the trade receivables and determine the impairment provision to be supportable by available evidence.

## INDEPENDENT AUDITOR'S REPORT

### Key Audit Matter

#### Valuation of inventories

Refer to Note 18 to the consolidated financial statements.

As at 31 December 2023, the carrying amounts of inventories were RMB28,286,000 and reversal of impairment provisions of RMB813,000 for the year were recorded.

We identified the valuation of inventories as a key audit matter because of the significant management judgement required to determine the appropriate level of inventory write-downs and provisions.

Management identifies slow moving and obsolete inventories and assesses the net realisable value of all inventories with reference to actual selling price, contract price, anticipated future selling prices, market price of similar products, sales forecasts and costs to sell. Inventories are written down to their new realisable value where this falls below their cost.

### How our audit addressed the Key Audit Matter

Our procedures in relation to management's impairment assessments included:

- Understanding and assessing the design and implementation of management's key internal controls relating to the identification of slow moving and obsolete inventories and making relevant inventory provisions;
- Reviewing, on a sample basis, the management's anticipated future selling price of inventory and comparing the estimated price with historical price, post year-end conditions and market information;
- Obtaining the list of slow moving and obsolete inventories identified by management and comparing this information, on a sample basis, with our observations during our attendance at the year-end inventory count and the data contained in the inventory ageing report; and
- Re-performing the management's calculation of the net realisable value of inventories.

We found that management's assessment of the impairment of inventories to be supportable by available evidence.



## INDEPENDENT AUDITOR'S REPORT

### OTHER INFORMATION

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

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

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

### RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

## INDEPENDENT AUDITOR'S REPORT

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

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

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

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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



## INDEPENDENT AUDITOR'S REPORT

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year 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.

**Confucius International CPA Limited**

*Certified Public Accountants*

**Ng Fai Fiona**

Practising Certificate Number: P04986

Hong Kong, 28 March 2024

# CONSOLIDATED INCOME STATEMENT

	Notes	Year ended 31 December	
		2023 RMB'000	2022 RMB'000
Revenue from contracts with customers	6	540,544	448,796
Cost of sales of goods	8	(384,450)	(346,850)
<b>Gross profit</b>		<b>156,094</b>	101,946
Selling expenses	8	(46,232)	(38,061)
Administrative expenses	8	(74,282)	(49,751)
Net impairment losses on financial assets	3.1(b)	(457)	(909)
Other income and other gains, net	7	8,130	8,580
<b>Operating profit</b>		<b>43,253</b>	21,805
Finance income	10	212	301
Finance costs	10	(10,515)	(9,952)
Finance costs, net	10	(10,303)	(9,651)
<b>Profit before income tax</b>		<b>32,950</b>	12,154
Income tax expense	12	(4,597)	(96)
<b>Profit for the year</b>		<b>28,353</b>	12,058
<b>Profit attributable to owners of the Company</b>		<b>28,353</b>	12,058
<b>Earnings per share attributable to owners of the Company for the year (expressed in RMB cents per share)</b>			
– Basic and diluted	13	5.67	2.41

The notes on pages 75 to 135 are an integral part of these consolidated financial statements.

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Year ended 31 December	
	2023 RMB'000	2022 RMB'000
<b>Profit for the year</b>	<b>28,353</b>	12,058
<b>Other comprehensive income</b> <i>Item that may be reclassified subsequently to profit or loss</i>		
Currency translation differences	<b>345</b>	(292)
<b>Other comprehensive income for the year, net of tax</b>	<b>345</b>	(292)
<b>Total comprehensive income for the year</b>	<b>28,698</b>	11,766
<b>Total comprehensive income for the year attributable to owners of the Company</b>	<b>28,698</b>	11,766

The notes on pages 75 to 135 are an integral part of these consolidated financial statements.



## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Notes	As at 31 December	
		2023 RMB'000	2022 RMB'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Land use rights	15(a)	36,902	37,971
Prepayments for land use rights	15(b)	4,900	4,900
Property, plant and equipment	14(a)	338,626	322,042
Right-of-use assets	14(b)	332	437
Intangible assets	16	5,661	5,699
Deposit for acquisition of a property	15(c)	–	15,453
Deposit for property, plant and equipment		1,442	–
Deferred income tax assets	27	3,017	4,186
		<b>390,880</b>	390,688
<b>Current assets</b>			
Inventories	18	28,286	27,596
Trade and other receivables	19	190,457	152,391
Restricted bank deposits	20	7,100	–
Cash and cash equivalents	20	77,348	10,281
		<b>303,191</b>	190,268
<b>Total assets</b>		<b>694,071</b>	580,956

The notes on pages 75 to 135 are an integral part of these consolidated financial statements.

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Notes	As at 31 December	
		2023 RMB'000	2022 RMB'000
<b>EQUITY AND LIABILITIES</b>			
<b>Equity attributable to owners of the Company</b>			
Share capital	21	4,253	4,253
Other reserves	22	100,056	100,027
Retained earnings		151,228	122,875
<b>Total equity</b>		<b>255,537</b>	227,155
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Long-term bank borrowings	26(a)	197,900	154,613
Trade and other payables (non-current)	25	898	2,890
Deferred revenue	24	2,416	2,618
Lease liabilities	26(b)	236	341
		<b>201,450</b>	160,462
<b>Current liabilities</b>			
Trade and other payables	25	179,581	130,781
Tax payables		4,198	494
Short-term bank borrowings	26(a)	50,000	49,300
Current portion of lease liabilities	26(b)	105	101
Current portion of long-term bank borrowings	26(a)	3,200	12,663
		<b>237,084</b>	193,339
<b>Total liabilities</b>		<b>438,534</b>	353,801
<b>Total equity and liabilities</b>		<b>694,071</b>	580,956
<b>Net current assets/(liabilities)</b>		<b>66,107</b>	(3,071)
<b>Total assets less current liabilities</b>		<b>456,987</b>	387,617

The notes on pages 75 to 135 are an integral part of these consolidated financial statements.

The consolidated financial statements on pages 69 to 135 were approved by the Board of Directors on 28 March 2024 and are signed on its behalf by:

**Sheng Yingming**  
Director

**Fang Xu**  
Director

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Attributable to equity owners of the Company			
	Share capital RMB'000 (Note 21)	Other reserves RMB'000 (Note 22)	Retained earnings RMB'000	Total RMB'000
<b>Balance at 1 January 2022</b>	4,253	100,319	110,817	215,389
<b>Comprehensive income</b>				
Profit for the year	–	–	12,058	12,058
<b>Other comprehensive income</b>				
Currency translation differences	–	(292)	–	(292)
<b>Total comprehensive income</b>	–	(292)	12,058	11,766
<b>Balance at 31 December 2022</b>	4,253	100,027	122,875	227,155
<b>Balance at 1 January 2023</b>	<b>4,253</b>	<b>100,027</b>	<b>122,875</b>	<b>227,155</b>
<b>Comprehensive income</b>				
Profit for the year	–	–	<b>28,353</b>	<b>28,353</b>
<b>Other comprehensive income</b>				
Currency translation differences	–	<b>345</b>	–	<b>345</b>
<b>Total comprehensive income</b>	–	<b>345</b>	<b>28,353</b>	<b>28,698</b>
<b>Transactions with Shareholders in their capacity as owners</b>				
Repurchase of ordinary shares	–	<b>(316)</b>	–	<b>(316)</b>
<b>Total transactions with Shareholders in their capacity as owners</b>	–	<b>(316)</b>	–	<b>(316)</b>
<b>Balance at 31 December 2023</b>	<b>4,253</b>	<b>100,056</b>	<b>151,228</b>	<b>255,537</b>

The notes on pages 75 to 135 are an integral part of these consolidated financial statements.

# CONSOLIDATED CASH FLOW STATEMENT

		Year ended 31 December	
		2023	2022
		RMB'000	RMB'000
	Notes		
<b>Cash flows from operating activities</b>			
Cash generated from/(used in) operations	29(a)	72,677	(10,000)
Income tax refund		276	28
<b>Net cash generated from/(used in) operating activities</b>		<b>72,953</b>	<b>(9,972)</b>
<b>Cash flows from investing activities</b>			
Purchase of property, plant and equipment		(20,741)	(53,063)
Increase of intangible assets		(2,289)	(1,046)
Proceeds from disposal of property, plant and equipment	29(b)	84	349
(Increase)/decrease in restricted bank deposits		(7,100)	31,507
Net proceeds from disposal of financial assets at fair value through profit or loss		12	12,079
Interest received		212	433
<b>Net cash used in investing activities</b>		<b>(29,822)</b>	<b>(9,741)</b>
<b>Cash flows from financing activities</b>			
Proceeds from bank borrowings raised		445,600	390,173
Repayments of bank borrowings		(411,076)	(363,702)
Interest paid		(9,904)	(9,515)
Repayments of lease liabilities		(115)	(86)
Repurchase of ordinary shares		(316)	–
<b>Net cash generated from financing activities</b>		<b>24,189</b>	<b>16,870</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>			
Cash and cash equivalents at beginning of the year		10,281	13,081
Exchange (loss)/gains on cash and cash equivalents		(253)	43
<b>Cash and cash equivalents at end of the year</b>		<b>77,348</b>	<b>10,281</b>

The notes on pages 75 to 135 are an integral part of these consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 1 GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 25 July 2013 as an exempted company with limited liability under the Cayman Companies Law of the Cayman Islands. The address of its registered office and principal place of business of the Company are disclosed in the Corporation Information section to the annual report.

The Company is an investment holding company. The Group is principally engaged in the manufacturing and sales of decorative printing materials products in the PRC and overseas. The ultimate holding company of the Company is Bright Commerce which is incorporated in the British Virgin Islands.

On 17 July 2017, shares of the Company were listed on the GEM of the Stock Exchange.

Mr. Sheng Yingming (“Mr Sheng”), who is the chairman of the Board and the chief executive of the Company holding approximately 64.55% beneficial equity interest in the Company, was the single largest shareholder of the Company as at 31 December 2023.

The audited consolidated financial statements are presented in RMB, unless otherwise stated.

The English names of companies mentioned in these consolidated financial statements represented the best effort by Directors in translating their Chinese names as they may not have official English names.

## 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### 2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the GEM Listing Rules and by the Companies Ordinance. The consolidated financial statements have been prepared under the historical cost convention, except for certain financial instruments that are measured at fair value at the end of each reporting period.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 5.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

#### 2.1 Basis of preparation (Cont'd)

##### 2.1.1 Change in accounting policy and disclosure

###### (a) Amended standards adopted by the Group

During the current year, the Group has for the first time applied the following amendments to HKFRSs and the Amendments to the References to the Conceptual Framework in HKFRS Standards issued by HKICPA which became effective for the financial year beginning on 1 January 2023:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform-Pillar Two model Rules
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies

The application of the amendments to HKFRSs during the current year will have no material impact on the financial performance and/or disclosures as set out in the consolidated financial statements for the current year.

###### (b) New and amended standards and interpretations not yet adopted

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective. The Directors anticipate that the application of these new and amendments to HKFRSs will have no material impact on the results and the financial position of the Group.

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>1</sup>
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback <sup>2</sup>
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) <sup>2</sup>
Amendments to HKAS 1	Non-current Liabilities with Covenants <sup>2</sup>
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements <sup>2</sup>
Amendments to HKAS 21	Lack of Exchangeability <sup>3</sup>

<sup>1</sup> Effective date to be determined.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2024.

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2025.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Cont'd)*

#### 2.1 Basis of preparation *(Cont'd)*

##### *2.1.2 New HKICPA guidance on the accounting implications of the abolition of the MPF-LSP offsetting mechanism*

In June 2022, the Government of the Hong Kong SAR (the “Government”) gazetted the Hong Kong Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (the “Amendment Ordinance”), which will come into effect from 1 May 2025 (the “Transition Date”).

Once the Amendment Ordinance takes effect, an employer can no longer use any of the accrued benefits derived from its mandatory contributions to mandatory provident fund (“MPF”) scheme to reduce the long service payment (“LSP”) in respect of an employee’s service from the Transition Date (the abolition of the “offsetting mechanism”). In addition, the LSP in respect of the service before the Transition Date will be calculated based on the employee’s monthly salary immediately before the Transition Date and the years of service up to that date.

In July 2023, the HKICPA published the captioned accounting guidance relating to the abolition of the offsetting mechanism. In particular, the guidance indicates that entities may account for the accrued benefits derived from mandatory MPF contributions that are expected to be used to reduce the LSP payable to an employee as deemed contributions by that employee towards the LSP.

To better reflect the substance of the abolition of the offsetting mechanism, the Group has applied the above HKICPA guidance and changed its accounting policy in connection with its LSP liability.

The directors of the Company anticipate that the abolition of the offsetting mechanism did not have a material impact on the Group’s profit or loss for the years ended 31 December 2022 and 2023 and the Group’s and the Company’s financial position as at 31 December 2022 and 2023. In light of the immaterial impact, the Group did not apply the change in its accounting policy retrospectively.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Cont'd)*

#### 2.2 Principles of consolidation

##### *2.2.1 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 to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

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 would be changed where necessary to ensure consistency with the policies adopted by the Group.

#### 2.3 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.

#### 2.4 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, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board that makes strategic decisions.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Cont'd)*

#### 2.5 Foreign currency translation

##### *(a) 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 ("functional currency"). The Company's functional currency is Hong Kong dollar ("HKD"). As the major operations of the Group are in the PRC, the Group presents its consolidated financial statements in RMB, unless otherwise stated.

##### *(b) Transactions and balances*

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

Foreign exchange gains and losses that relate to borrowings, cash and cash equivalents are presented in the income statement within finance costs. All other foreign exchange gains and losses are presented in the income statement on a net basis within other income or other expenses.

##### *(c) Group companies*

The results and financial position of all the Group entities (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:

- (i) 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;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average 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 rate on the dates of the transaction); and
- (iii) all resulting exchange differences are recognised in other comprehensive income.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

#### 2.6 Land use rights

Land use rights are up-front payments to acquire long-term interests in the usage of land. They are stated at cost and charged to the consolidated income statement over the remaining period of the lease on a straight-line basis, net of any impairment losses.

#### 2.7 Property, plant and equipment

Property, plant and equipment, other than construction in progress, are stated at historical cost less accumulated depreciation, net of any 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 the replaced part is derecognised. All other repairs and maintenance are charged to the consolidated income statement during the financial period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate their cost, net of to their residual values over their estimated useful lives, as follows:

	<b>Useful lives</b>	<b>Residual values</b>
Buildings	20–25 years	5%
Machinery and equipment	10 years	5%
Furniture and other equipment	5 years	5%
Motor vehicles	5 years	5%

Assets under construction represent buildings on which construction work has not been completed and plant, machinery and equipment pending installation. It is carried at cost which includes construction expenditures and other direct costs less any impairment losses. On completion, assets under construction are transferred to the appropriate categories of property, plant and equipment at cost, net of impairment losses, if any. No depreciation is charged for assets under construction until they are completed and available for use.

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.

Gains and losses on disposal are determined by comparing the proceeds with the carrying amount and are recognised as 'Other income and other gains – net' in the consolidated income statement.

Construction in progress is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Cont'd)*

#### 2.8 Intangible assets

Intangible assets are stated in the statement of financial position at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses. For an intangible asset with finite useful life, its cost less residual value and impairment loss is amortised on the straight-line method or other more appropriate methods that can reflect the pattern in which the asset's economic benefits are expected to be realised over its estimated useful life.

For an intangible asset with a finite useful life, review of its useful life and amortisation method is performed at each year-end, with adjustment made as appropriate.

Intangible assets represent the capitalised development costs and computer software measured at historical costs.

##### *2.8.1 Capitalised development costs including patents*

Research expenditure is recognised as an expense as incurred. Costs incurred on development projects (relating to the design and testing of new products and technique) are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the new products and technique so that it will be available for use;
- management intends to complete the new products and technique and use or sell it;
- there is an ability to use or sell the new products and technique;
- it can be demonstrated how the new products and technique will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the new products and technique are available; and
- the expenditure attributable to the new products and technique during its development can be reliably measured.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense will not be recognised as an asset in a subsequent period.

The Group amortises capitalised development costs with limited useful life using straight-line method over 5 years.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Cont'd)*

#### 2.8 Intangible assets *(Cont'd)*

##### *2.8.2 Computer software*

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over the estimated useful lives of 10 years on a straight-line basis.

#### 2.9 Impairment of non-financial assets

Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed 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 to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

#### 2.10 Investment and other financial assets

##### *2.10.1 Classification*

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at FVOCI or FVTPL, and
- those to be measured at amortised cost.

The classification depends on the entity'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, it will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at FVOCI.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

#### 2.10 Investment and other financial assets (Cont'd)

##### 2.10.2 Recognition and derecognition

Regular way of 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.

##### 2.10.3 Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of FVOCI, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety 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. There are three measurement categories into which the Group classifies its debt instruments:

- **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 the consolidated income statement.
- **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 income 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). 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) and impairment expenses are presented as separate line item in the consolidated income statement.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Cont'd)*

#### 2.10 Investment and other financial assets *(Cont'd)*

##### 2.10.3 Measurement *(Cont'd)*

###### **Debt instruments** *(Cont'd)*

- 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 recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

###### **Equity instruments**

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVTPL are recognised in other gains/(losses) in the consolidated income statement as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not charged to profit or loss.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

##### 2.10.4 Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables and other receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see Note 3.1(b) for further details.

#### 2.11 Offsetting financial instruments

Financial assets and liabilities are offset with the net amount reported in the statement of financial position when there is 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 company or the counterparty.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Cont'd)*

#### 2.12 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

#### 2.13 Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are generally due for settlement within 90 days and therefore are all classified as current.

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

#### 2.14 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

#### 2.15 Restricted bank deposits

Restricted bank deposits represent deposits held by the bank in a segregated account as security for issuing bank acceptance. Such restricted bank deposits will be released when the Group repays the related notes payables.

#### 2.16 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

#### 2.17 Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 60 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

#### 2.18 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.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

#### 2.19 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.

Other borrowing costs are expensed in the period in which they are incurred.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Cont'd)*

#### 2.20 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grants will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the consolidated income statement over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to property, plant and equipment are included in non-current liabilities as deferred government grants and are credited to the income statement on a straight-line basis over the expected lives of the related assets.

#### 2.21 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.

##### *(a) Current income tax*

The current income tax charge is calculated on the basis of the tax laws enacted or substantially enacted at the statement of financial position date in the countries where the Company and its 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.

##### *(b) Deferred income tax*

Deferred income tax is recognised using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred income tax is not recognised 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/loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the statement of financial position date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

The deferred tax liability in relation to investment property that is measured at fair value is determined assuming the property will be recovered entirely through sale.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Cont'd)*

#### 2.21 Current and deferred income tax *(Cont'd)*

##### *(b) Deferred income tax (Cont'd)*

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

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.

#### 2.22 Employee benefits

The Group operates various defined contribution plans, including pension obligations, housing funds, medical insurances and other social insurances.

##### *(a) Pension obligations*

The Group contributes on a monthly basis to various defined contribution plans organised by the relevant governmental authorities. The Group operates the MPF Scheme for its employees in Hong Kong and provides its PRC employees with Welfare Schemes as required by the applicable laws and regulations of the PRC. The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the employer and the employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the MPF Scheme vest immediately. Under the Welfare Schemes, the Group's PRC subsidiaries are required to contribute a certain percentage of payroll to the Welfare Schemes to fund the benefits. The only obligation of the Group's PRC subsidiaries with respect to the Welfare Schemes is the required contributions under the Welfare Schemes. During the years ended 31 December 2023 and 2022, the Group had no forfeited contributions under MPF Scheme and the Welfare Schemes which may be used by the Group to reduce the contribution payable in the future years. The Group has no significant legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior years. The contributions are recognised as employee benefit expense when they are due.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Cont'd)*

#### 2.22 Employee benefits *(Cont'd)*

##### *(b) Long service payments*

Employees who have completed certain years of services with the Group are entitled to a LSP. The Group's net obligations in respect of LSP are the amounts of future benefits that employees have earned in return for their services in the current and prior years, calculated in accordance with the applicable laws in Hong Kong.

Effective from 1 May 2025, an employer can no longer use any of the accrued benefits derived from its mandatory contributions to MPF scheme to reduce the LSP. For detail, please refer to Note 2.1.2.

##### *(c) Housing funds, medical insurances and other social insurances*

Employees of the Group in the PRC 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 year.

#### 2.23 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts, returns and value added taxes. The Group recognises revenue when the amount of revenue can be reliably measured, when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities as described below.

##### *(a) Sales of goods*

Revenue from the sale of goods is recognised when control of the products has transferred, being when the products are delivered to customers, and there is no unfulfilled obligation that could affect customers' acceptance of the products. Delivery occurs when the products have been shipped to the specified location, the risks of obsolescence and loss have been transferred to customers, and the customers have accepted the products in accordance with the sales contracts.

##### *(b) Rental income*

Rental income from the properties and land leases is recognised in the consolidated income statement on a straight-line basis over the term of the lease.

##### *(c) Interest income*

Interest income is presented as finance income where it is earned from financial assets that are held for cash management purposes.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Cont'd)*

#### 2.24 Leases

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.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate of which the Group is a lessee, the Group has elected not to separate lease and non-lease components, instead it accounts for these as a single lease component.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

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 payment that are based on an index or a rate
- amounts expected to be payable by the lessee under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the Group's incremental borrowing rate.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Cont'd)*

#### 2.24 Leases *(Cont'd)*

Right-of-use assets are measured at cost comprising the following:

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

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

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 statement of financial position based on their nature.

#### 2.25 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders or Directors, where appropriate.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3 FINANCIAL RISK MANAGEMENT

#### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risks (foreign exchange risk, cash flow and fair value interest rate 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 under policies approved by the Board. The Board provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investment of excess liquidity.

#### (a) Market risk

##### (i) Foreign exchange risk

The Group mainly operates in the PRC, but a significant portion of its sales is made to foreign countries, and thus the Group is exposed to foreign currency risks arising from various currency exposures, mainly with respect to USD, Euro ("EUR") and HKD.

Exchange rate fluctuations and market trends have always been the concerns of the Group. The Group regularly and closely monitors the level of its foreign exchange risk exposure, and may take prudent measures, including entering into forward exchange contracts or currency swap contracts despite the Group did not have such arrangements during the year ended 31 December 2023.

The carrying amount of the Group's foreign currency denominated monetary assets and monetary liabilities at the statement of financial position date are as follows:

	As at 31 December	
	2023 RMB'000	2022 RMB'000
<b>Assets</b>		
USD	23,114	30,781
HKD	16,760	238
EUR	107	627
<b>Total</b>	<b>39,981</b>	<b>31,646</b>
<b>Liabilities</b>		
USD	—	—
EUR	—	—
<b>Total</b>	<b>—</b>	<b>—</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3 FINANCIAL RISK MANAGEMENT (Cont'd)

#### 3.1 Financial risk factors (Cont'd)

##### (a) Market risk (Cont'd)

##### (i) Foreign exchange risk (Cont'd)

If RMB had strengthened/weakened by 5% against the relevant foreign currencies, with all other variable being held constant, the profit before income tax would (decrease)/increase as follows:

	Year ended 31 December			
	2023		2022	
	(Decrease)/increase on profit before income tax if exchange rates change by		(Decrease)/increase on profit before income tax if exchange rates change by	
	+5%	-5%	+5%	-5%
	RMB'000	RMB'000	RMB'000	RMB'000
USD	(1,156)	1,156	(1,539)	1,539
HKD	(838)	838	(12)	12
EUR	(5)	5	(31)	31

##### (ii) Cash flow and fair value interest rate risk

The Group's main interest rate risk arises from long-term borrowings with variable rates, which expose the Group to cash flow interest rate risk. The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate borrowings. During the years ended 31 December 2023 and 2022, the Group's borrowings at variable rate were denominated in RMB.

The exposure of the Group's borrowings to interest rate changes at the end of the reporting period are as follows:

	2023	% of total	2022	% of total
	RMB'000	borrowings	RMB'000	borrowings
Variable rate borrowings	94,000	37%	27,476	13%
Fixed rate borrowings	157,100	63%	189,100	87%
	<b>251,100</b>	<b>100%</b>	<b>216,576</b>	<b>100%</b>

An analysis by maturities is provided in Note 3.1(c) below. The percentage of total loans shows the proportion of loans that are currently at variable rates in relation to the total amount of borrowings.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3 FINANCIAL RISK MANAGEMENT *(Cont'd)*

#### 3.1 Financial risk factors *(Cont'd)*

##### *(a) Market risk (Cont'd)*

##### **(ii) Cash flow and fair value interest rate risk *(Cont'd)***

###### ***Sensitivity***

As at 31 December 2023, it is estimated that a general increase/decrease of 100 basis points in variable interest rates, with all other variables held constant, would decrease/increase the Group's profit after tax for the year and retained earnings by approximately RMB940,000 (2022: RMB275,000). This sensitivity analysis has been determined assuming that the change in interest rates had occurred at the end of the reporting period and the change was applied to the Group's variable rate borrowings at that date with exposure to cash flow interest rate risk. The impact on the Group's profit after tax and retained earnings is estimated as an annualised impact on interest expense of such a change in interest rates. The analysis is performed on the same basis for 2022.

##### *(b) Credit risk*

The carrying amounts of cash and cash equivalents, restricted bank deposits and trade and other receivables included in the consolidated statement of financial position represent the Group's maximum exposure to credit risk in relation to its financial assets.

##### **(i) Risk management and security**

The Group expects that there is no significant credit risk associated with cash and cash equivalents and restricted bank deposits since they are substantially deposited at state-owned banks and other medium or large size listed banks. Management does not expect that there will be any significant losses from non-performance by these counterparties.

In addition, the Group has policies to limit the credit exposure on trade and other receivables. The Group assesses the credit quality of and sets credit limits on their customers by taking into account their financial position, their credit history and other factors such as current market conditions. The credit history of the customers is regularly monitored by the Group. In respect of customers with poor credit history, the Group will use methods such as written payment reminders, or shorten or cancel credit periods, to ensure that the overall credit risk of the Group is limited to a controllable extent.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3 FINANCIAL RISK MANAGEMENT *(Cont'd)*

#### 3.1 Financial risk factors *(Cont'd)*

##### *(b) Credit risk (Cont'd)*

###### **(ii) Impairment of financial assets**

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

- trade receivables
- other receivables

While cash and cash equivalents and restricted bank deposits are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.

###### **Trade receivables**

The Group applies the HKFRS 9 simplified approach in measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

To measure the expected credit losses of trade receivables, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

The expected loss rates are based on the payment profiles of sales over a period of the last 36 months and the corresponding historical credit losses experience within this 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 GDP to be the most relevant factor, and accordingly adjusts the historical loss rates based on expected changes in these factors.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3 FINANCIAL RISK MANAGEMENT (Cont'd)

#### 3.1 Financial risk factors (Cont'd)

##### (b) Credit risk (Cont'd)

##### (ii) Impairment of financial assets (Cont'd)

##### Trade receivables (Cont'd)

On that basis, the loss allowance provision as at 31 December 2023 and 2022 is determined as follows for trade receivables:

	Less than 3 months RMB'000	More than 3 months but not exceeding 1 year RMB'000	More than 1 year RMB'000	Total RMB'000
<b>31 December 2023</b>				
Expected loss rate	0.26%	4.68%	63.37%	
Gross carrying amount – trade receivables	141,561	19,051	4,623	165,235
<b>Loss allowance</b>	<b>361</b>	<b>891</b>	<b>2,930</b>	<b>4,182</b>
	Less than 3 months RMB'000	More than 3 months but not exceeding 1 year RMB'000	More than 1 year RMB'000	Total RMB'000
<b>31 December 2022</b>				
Expected loss rate	0.23%	4.36%	73.05%	
Gross carrying amount – trade receivables	107,992	26,460	4,060	138,512
<b>Loss allowance</b>	<b>250</b>	<b>1,153</b>	<b>2,966</b>	<b>4,369</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3 FINANCIAL RISK MANAGEMENT (Cont'd)

#### 3.1 Financial risk factors (Cont'd)

##### (b) Credit risk (Cont'd)

##### (ii) Impairment of financial assets (Cont'd)

##### Trade receivables (Cont'd)

	Trade receivables	
	2023	2022
	RMB'000	RMB'000
<b>Opening loss allowance at 1 January</b>	<b>4,369</b>	4,011
Increase in trade receivables loss allowance recognised in profit or loss during the year	<b>10</b>	879
Receivables written off during the year as uncollectible	<b>(197)</b>	(521)
<b>Closing loss allowance at 31 December</b>	<b>4,182</b>	4,369

Trade receivables is written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of more than 3 years past due.

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.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3 FINANCIAL RISK MANAGEMENT *(Cont'd)*

#### 3.1 Financial risk factors *(Cont'd)*

##### *(b) Credit risk (Cont'd)*

##### **(ii) Impairment of financial assets *(Cont'd)***

##### **Other receivables**

Other receivables at amortised cost mainly includes advances to employees, deposits for utilities and product quality assurance, deposits paid to suppliers, interests receivables and others which are included in trade and other receivables (Note 19).

The loss allowance provision as at 31 December 2023 and 2022 is determined as follows for other receivables, the expected credit losses below also incorporated forward looking information.

	<b>Other receivables at amortised cost</b>	
	<b>2023</b>	2022
	<b>RMB'000</b>	RMB'000
<b>Opening loss allowance at 1 January</b>	<b>1,194</b>	1,164
Increase in other receivables loss allowance recognised in profit or loss during the year	<b>447</b>	30
Other receivables written off as uncollectible during the year	<b>(73)</b>	–
<b>Closing loss allowance at 31 December</b>	<b>1,568</b>	1,194

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3 FINANCIAL RISK MANAGEMENT (Cont'd)

#### 3.1 Financial risk factors (Cont'd)

##### (c) Liquidity risk

The Group's objective is to maintain sufficient cash and sources of funding through committed credit facility and to maintain flexibility in funding by maintaining committed credit lines. To manage the liquidity risk, management monitors rolling forecasts of the Group's liquidity reserve (including unutilised banking facilities) and cash and cash equivalents on the basis of expected cash flow. The Group expects to fund the future cash flow needs through internally generated cash flows from operations and borrowings from financial institutions.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the statement of financial position date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than 1 year RMB'000	Between 1 and 2 years RMB'000	Between 2 and 5 years RMB'000	More than 5 years RMB'000	Total contractual cash flows RMB'000	Carrying amount RMB'000
<b>At 31 December 2023</b>						
Bank borrowings (including interest payable upon maturity)	62,045	84,145	124,874	–	271,064	251,100
Trade and other payables excluding non-financial liabilities	168,845	5,235	–	–	174,080	174,080
Lease liabilities	115	115	130	–	360	341
<b>Total</b>	<b>231,005</b>	<b>89,495</b>	<b>125,004</b>	<b>–</b>	<b>445,504</b>	<b>425,521</b>

	Less than 1 year RMB'000	Between 1 and 2 years RMB'000	Between 2 and 5 years RMB'000	More than 5 years RMB'000	Total contractual cash flows RMB'000	Carrying amount RMB'000
<b>At 31 December 2022</b>						
Bank borrowings (including interest payable upon maturity)	69,709	10,441	151,143	4,190	235,483	216,576
Trade and other payables excluding non-financial liabilities	124,621	5,929	935	–	131,485	131,485
Lease liabilities	115	115	245	–	475	442
<b>Total</b>	<b>194,445</b>	<b>16,485</b>	<b>152,323</b>	<b>4,190</b>	<b>367,443</b>	<b>348,503</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3 FINANCIAL RISK MANAGEMENT (Cont'd)

#### 3.2 Capital management

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

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

The Group monitors capital on the basis of the gearing ratio periodically to ensure the gearing ratio is in an acceptable range. This ratio is calculated as total bank borrowings divided by total equity.

The gearing ratio as at 31 December 2023 and 2022 is as follows:

	As at 31 December	
	2023	2022
	RMB'000	RMB'000
Total bank borrowings	251,100	216,576
Total equity	255,537	227,155
Gearing ratio	98%	95%

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3 FINANCIAL RISK MANAGEMENT (Cont'd)

#### 3.3 Fair value measurements of financial instruments

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: 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 3: Inputs for the asset or liability that are not based on any observable market data (that is, unobservable inputs).

The following table presents the carrying value of financial instruments measured at fair value at 31 December 2023 across the three levels of the fair value hierarchy as defined in HKFRS 13 "Fair value measurement".

	31 December 2023			31 December 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Financial assets at FVTPL						
– unlisted wealth management product	–	–	–	–	–	–
Financial assets at FVOCI						
– note receivables	–	6,915	–	–	4,124	–
	–	6,915	–	–	4,124	–

The fair value of unlisted wealth management product and note receivables were determined by quoted prices provided by banks in PRC.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 4 FAIR VALUE ESTIMATION

The carrying amounts less impairment allowance of trade and other receivables excluding prepayments, restricted bank deposits, cash and cash equivalents, short-term bank borrowings, and trade and other payables excluding non-financial liabilities approximate their fair values due to their short maturities.

The carrying amounts of long-term bank borrowings approximate their fair values because the Group's borrowings bear floating interest rates which approximate to the market borrowings interest rate. As at 31 December 2023 and 2022, the Group had no level 1 and level 3 financial instrument.

### 5 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below.

#### (a) Income taxes and deferred taxation

Significant judgment is required in determining the provision for income tax. There are many transactions and calculations for which the ultimate determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers it probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

#### (b) Impairment of trade receivables

The Group applies the HKFRS 9 simplified approach in measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

The expected loss rates are based on the Group's past loss experiences, existing market conditions, export credit insurance as well as forward looking estimates at the end of each reporting periods.

The estimation of expected credit loss requires the use of judgment.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 5 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS *(Cont'd)*

#### (c) Capitalisation of internal development costs

Costs incurred on development projects are recognised as intangible assets when it is probable that the projects will be successful considering the criteria set out in Note 2.8.1. Significant judgements applied by management in determining the development costs to be capitalised include whether it is technical feasible to complete the development projects, whether the new manufacturing technique can generate probable future economic benefits, and whether costs incurred were directly attributed to the development of the technique.

#### (d) Impairment of other receivables

The loss allowances for other receivables are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions based on past history market conditions as well as forward-looking information at the end of each reporting period.

#### (e) Provision for inventory

The Group regularly estimates the net realisable value of inventory to determine whether the difference between the cost of inventory and the net realisable value results in an impairment (Note 18). When assessing the net realisable value, the Group considers the purpose of holding inventory. The assessment is based on the available information which includes the market price of the inventory and the former operative cost of the Group. The actual selling price, selling expense and tax may vary with changes in market conditions or actual use which results in the changes in the price of inventory. The adjustment of the impairment losses of inventory will affect current profit or loss.

### 6 REVENUE AND SEGMENT INFORMATION

The Board assesses the performance and allocates the resources of the Group as a whole, as all of the Group's activities are related to manufacturing and sales of decorative printing materials products. The Group's operating assets and liabilities are mainly located in PRC. Therefore, management considers that there is only one operating segment under the requirements of HKFRS 8 "Operating Segments".

The Group's five largest customers accounted for approximately 48.7% (2022: 34.7%), in which a single external customer contributed approximately 14.5%, amounting RMB78,565,000 of the Group's total revenue for the year ended 31 December 2023.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 6 REVENUE AND SEGMENT INFORMATION *(Cont'd)*

Revenue from external customers, all of which are recognised at a point in time, by geographic locations is as follows:

	Year ended 31 December	
	2023 RMB'000	2022 RMB'000
PRC	364,568	307,466
Pakistan	66,884	55,620
India	30,043	21,190
The United Arab Emirates	23,368	14,897
Indonesia	9,644	7,027
Other countries	46,037	42,596
	<b>540,544</b>	<b>448,796</b>

### 7 OTHER INCOME AND OTHER GAINS, NET

	Year ended 31 December	
	2023 RMB'000	2022 RMB'000
Government grants income including amortisation of deferred government grants	886	3,631
Income of sales of scrap and surplus materials	95	404
Rental income, net*	2,251	1,610
Foreign exchange gain, net	1,569	2,090
Loss on disposal of property, plant and equipment <i>(Note 29(b))</i>	(90)	(389)
Loss on derecognition of right-of-use assets	–	(19)
Increase in fair value of financial assets at fair value through profit and loss	12	74
Refund for taxes and levies**	2,603	–
Others	804	1,179
	<b>8,130</b>	<b>8,580</b>

\* It represents gross rental income of RMB2,409,000 (2022: RMB1,929,000), net of depreciation expense of RMB158,000 (2022: RMB319,000) for the year ended 31 December 2023.

\*\* On September 2023, Chinese government issued "Announcement on the additional value-added tax deduction policy for advanced manufacturing enterprises". It states that from 1 January 2023 to 31 December 2027, the taxpayer who is an advanced manufacturing enterprise is allowed to deduct an additional 5% of the value-added tax payable based on the current deductible input tax. Benefit from this policy, the Group has other gains of approximate RMB 2,603,000 (2022: Nil) for the year ended 31 December 2023.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 8 EXPENSES BY NATURE

	Year ended 31 December	
	2023 RMB'000	2022 RMB'000
Raw materials and consumables used	309,473	262,954
Changes in inventories of finished goods and work in progress	(4,535)	7,903
Employee benefit expenses ( <i>Note 9</i> )	66,129	56,398
Depreciation and amortisation	34,267	28,069
Utilities	13,448	14,818
Transportation expenses	8,420	7,998
Travelling expenses	3,297	2,165
Commission expenses	4,350	3,898
Entertainment expenses	11,865	5,447
Other taxes and levies	4,394	2,213
Marketing and exhibition expenses	9,123	3,954
Licensing fee	3	8,998
Auditor's remuneration-audit service	850	850
Legal and professional expenses	4,396	2,043
Reversal of impairment provisions on inventories	(813)	(210)
Research and development costs		
– Employee benefit expenses ( <i>Note 9</i> )	7,899	7,403
– Depreciation and amortisation	1,832	1,054
– Raw materials and consumables used and others	11,052	7,229
Repairs and maintenance	8,213	4,618
Other expenses	11,301	6,860
Total cost of sales, selling expenses and administrative expenses	504,964	434,662

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 9 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

	Year ended 31 December	
	2023 RMB'000	2022 RMB'000
Directors' fees	256	251
Salaries, wages and bonuses	64,406	54,498
Pension costs	6,661	6,951
Other social security costs	2,705	2,101
	<b>74,028</b>	<b>63,801</b>

#### (a) Directors' and chief executive's emoluments

The remuneration of the directors and chief executives for the years ended 31 December 2023 and 2022 are set out below:

Year ended 31 December 2023:

Name	Fees RMB'000	Salaries RMB'000	Discretionary bonuses RMB'000	Allowances and benefit in kind RMB'000	Pension and other social security costs RMB'000	Total RMB'000
<b>Executive directors</b>						
Mr. Sheng (i)	–	1,153	420	12	100	1,685
Mr. Fang Xu ("Mr. Fang")	–	1,270	366	6	83	1,725
Ms. Sheng Sainan	–	448	50	6	83	587
	–	2,871	836	24	266	3,997
<b>Independent non-executive directors</b>						
Mr. Tso Ping Cheong	108	–	–	–	–	108
Mr. Ma Lingfei	74	–	–	6	–	80
Mr. Zheng Yong	74	–	–	6	–	80
	256	–	–	12	–	268

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 9 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) (Cont'd)

#### (a) Directors' and chief executive's emoluments (Cont'd)

Year ended 31 December 2022:

Name	Fees RMB'000	Salaries RMB'000	Discretionary bonuses RMB'000	Allowances and benefit in kind RMB'000	Pension and other social security costs RMB'000	Total RMB'000
<b>Executive directors</b>						
Mr. Sheng (i)	-	963	420	12	71	1,466
Mr. Fang	-	704	140	6	52	902
Ms. Sheng Sainan	-	308	30	6	52	396
	-	1,975	590	24	175	2,764
<b>Independent non-executive directors</b>						
Mr. Tso Ping Cheong	103	-	-	-	-	103
Mr. Ma Lingfei	74	-	-	6	-	80
Mr. Zheng Yong (Appointed on 1 June 2022)	43	-	-	3	-	46
Ms. Huang Yueyuan (Resigned on 1 June 2022)	31	-	-	3	-	34
	251	-	-	12	-	263

(i) Mr. Sheng is also the chief executive of the Company.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 9 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) (Cont'd)

#### (b) Five highest paid individuals

For the year ended 31 December 2023, the five individuals whose emoluments were the highest in the Group included two Directors (2022: two) whose emoluments are reflected in the analysis shown in Note 9(a). The emoluments payable to the remaining three individuals (2022: three) during the years are as follows:

	Year ended 31 December	
	2023 RMB'000	2022 RMB'000
Salaries and wages	1,887	1,418
Discretionary bonuses	1,034	221
Pension costs	39	22
Other social security costs	152	100
	<b>3,112</b>	<b>1,761</b>

The emoluments fell within the following bands:

#### *Number of individuals*

	Year ended 31 December	
	2023	2022
Emolument bands		
Nil – RMB1,000,000	2	3
RMB1,000,000 – RMB2,000,000	1	–

During the years ended 31 December 2023 and 2022, no emoluments were paid by the Group to the Directors and the five highest paid individuals (including the Directors and employees) as an inducement to join or upon joining the Group, leave the Group or as compensation for loss of office. No Director waived or agreed to waive any emoluments during the years ended 31 December 2023 and 2022.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 10 FINANCE COSTS, NET

	Year ended 31 December	
	2023	2022
	RMB'000	RMB'000
<b>Finance costs:</b>		
– Interest expenses on borrowings	9,930	9,657
Add: interest on lease liabilities	14	12
Less: interest capitalised ( <i>Notes 14 and 15</i> )	(116)	(439)
	<b>9,828</b>	9,230
– Bank service charges	687	722
	<b>10,515</b>	9,952
<b>Finance income:</b>		
– Interest income derived from bank deposits	(212)	(301)
<b>Finance costs, net</b>	<b>10,303</b>	9,651

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 11 SUBSIDIARIES

The following is a list of the principal subsidiaries at 31 December 2023:

Name	Place of incorporation/ establishment and nature of legal entity	Particulars of issued/paid-in capital	Proportion of equity interest held by the Group (%)	Principal activities and place of operation
Directly owned: Haoyu Capital Limited (“Haoyu Capital”)	Incorporated in the BVI, limited liability company	–	100%	Investment holding in HK
Indirectly owned: Splendecor Hong Kong Limited	Incorporated in HK, limited liability company	HKD100	100%	Investment holding in HK
Zhejiang Shenglong Decoration Material Co., Ltd. (“Shenglong Decoration”)	Established in the PRC, limited liability company <sup>#</sup>	RMB20,650,000	100%	Manufacturing and sales of decorative printing materials products in the PRC
Hangzhou Splendor Decoration Co. Ltd. (“Splendor Decoration”)	Established in the PRC, limited liability company <sup>*</sup>	RMB22,710,000	100%	Manufacturing and sales of decorative printing materials products in the PRC
Hangzhou Jiayou Art Co. Ltd.	Established in the PRC, limited liability company	RMB3,000,000	100%	Manufacturing and sales of craft pictures in the PRC

<sup>#</sup> Registered as wholly foreign owned enterprises under PRC law.

<sup>\*</sup> Registered as Sino-foreign equity joint ventures under PRC law.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 12 INCOME TAX EXPENSE

	Year ended 31 December	
	2023	2022
	RMB'000	RMB'000
Current income tax	3,428	–
Deferred income tax ( <i>Note 27</i> )	1,169	96
	<b>4,597</b>	<b>96</b>

#### (a) PRC corporate income tax (“CIT”)

The corporate income tax rate applicable to the Group entities located in PRC other than Shenglong Decoration is 25% according to the PRC Corporate Income Tax Law (the “CIT Law”) effective on 1 January 2008.

Shenglong Decoration obtained the certificate of High and New Technology Enterprises from local government, in accordance with which, Shenglong Decoration enjoyed a preferential tax rate of 15% for the year ended 31 December 2023 (2022: 15%).

#### (b) Overseas income tax

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, Cap 22 of Cayman Islands and, is exempted from Cayman Islands income tax. Haoyu Capital was incorporated under the International Business Companies Act of the British Virgin Islands and, is exempted from British Virgin Islands income tax. Under the current Inland Revenue Ordinance (Chapter 112, the Laws of Hong Kong), Splendecor Hong Kong Limited is subject to profits tax at the rate of 8.25% on assessable profits up to HKD2,000,000, and 16.5% on any part of assessable profits over HKD2,000,000.

No provision for profits tax in the Cayman Islands, British Virgin Islands or Hong Kong has been made, as the Group had no assessable profit arising in or derived from these jurisdictions for the year ended 31 December 2023 (2022: Nil).

#### (c) PRC withholding tax (“WHT”)

According to the applicable PRC tax regulations, dividends distributed by a company established in the PRC to a foreign investor with respect to profits derived after 1 January 2008 are generally subject to a 10% withholding income tax. If a foreign investor incorporated in Hong Kong meets the conditions and requirements under the double taxation treaty arrangement entered into between the PRC and Hong Kong, the relevant withholding tax rate will be reduced from 10% to 5%. During the year ended 31 December 2023, the Directors reassessed the dividend policy of its major subsidiaries established in the PRC, Shenglong Decoration and Splendor Decoration, based on the Group’s current business plan and financial position, and no retained earnings as of 31 December 2023 would be distributed to its non-PRC registered intermediate holding company in the foreseeable future. As such, no deferred liability has been provided for WHT by the Group for the earnings expected to be retained by the Shenglong Decoration and Splendor Decoration in the PRC and not to be remitted out of the PRC in the foreseeable future.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 12 INCOME TAX EXPENSE (Cont'd)

#### (d) Taxation on the Group's profit

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the statutory tax rate in the PRC of 25% as follows:

	Year ended 31 December	
	2023 RMB'000	2022 RMB'000
Profit before income tax	32,950	12,154
Tax calculated at applicable corporate income tax rate of 25%	8,237	3,038
Effect of different tax rates and preferential tax rates of subsidiaries	(3,213)	(932)
Expenses not deductible for taxation purposes	2,568	343
Adjustments for current tax of prior periods	122	–
Additional deductible allowance for research and development expenses (i)	(3,117)	(2,353)
	<b>4,597</b>	<b>96</b>

(i) Pursuant to the CIT Law, the Group can enjoy an additional tax deduction calculated at 100% (2022: 100%) of the actual research and development expenses recognised.

### 13 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares outstanding excluding treasury shares during the year.

	Year ended 31 December	
	2023	2022
Profit attributable to owners of the Company (RMB'000)	28,353	12,058
Weighted average number of ordinary shares outstanding ('000)	499,908	500,000
Basic and diluted earnings per share (RMB cents)	<b>5.67</b>	<b>2.41</b>

The Company did not have any potential ordinary shares outstanding during the years ended 31 December 2023 and 2022. Diluted earnings per share is equal to basic earnings per share.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 14 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

#### (a) Property, plant and equipment

	Buildings RMB'000	Machinery and equipment RMB'000	Furniture and other equipment RMB'000	Motor vehicles RMB'000	Construction- in-progress RMB'000	Total RMB'000
<b>At 1 January 2022</b>						
Cost	193,084	175,882	30,405	5,769	55,290	460,430
Accumulated depreciation	(35,633)	(110,721)	(5,839)	(4,140)	–	(156,333)
Carrying amount	157,451	65,161	24,566	1,629	55,290	304,097
<b>Year ended 31 December 2022</b>						
Opening carrying amount	157,451	65,161	24,566	1,629	55,290	304,097
Additions	–	6,112	2,979	4,239	35,212	48,542
Disposals	(14)	(4,526)	(80)	(18)	–	(4,638)
Transfer	15,440	42,045	1,846	–	(59,331)	–
Depreciation	(8,867)	(13,999)	(2,514)	(579)	–	(25,959)
Closing carrying amount	164,010	94,793	26,797	5,271	31,171	322,042
<b>At 31 December 2022</b>						
Cost	208,478	197,578	34,507	9,805	31,171	481,539
Accumulated depreciation	(44,468)	(102,785)	(7,710)	(4,534)	–	(159,497)
Carrying amount	164,010	94,793	26,797	5,271	31,171	322,042
<b>Year ended 31 December 2023</b>						
Opening carrying amount	164,010	94,793	26,797	5,271	31,171	322,042
Additions	16,027	6,750	669	4,885	21,183	49,514
Disposals	–	(76)	(43)	(55)	–	(174)
Transfer	1,968	18,251	4,855	638	(25,712)	–
Depreciation	(10,268)	(17,799)	(3,094)	(1,595)	–	(32,756)
Closing carrying amount	171,737	101,919	29,184	9,144	26,642	338,626
<b>At 31 December 2023</b>						
Cost	226,473	222,229	39,549	14,323	26,642	529,216
Accumulated depreciation	(54,736)	(120,310)	(10,365)	(5,179)	–	(190,590)
Carrying amount	171,737	101,919	29,184	9,144	26,642	338,626

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 14 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS (Cont'd)

#### (a) Property, plant and equipment (Cont'd)

As at 31 December 2023, the construction-in-progress was mainly capital expenditures incurred for the construction of a new plant in the PRC, the amount transferred out from the construction-in-progress mainly represented part of the buildings and production lines which had been completed and put into use.

Depreciation charges have been charged to consolidated income statement as follows:

	Year ended 31 December	
	2023 RMB'000	2022 RMB'000
Cost of sales	21,682	18,599
Administrative expenses	10,916	7,041
Other income – net rental income	158	319
	<b>32,756</b>	<b>25,959</b>

As at 31 December 2023, property, plant and equipment with a total carrying amount of approximately RMB273,656,000 (2022: RMB258,803,000) were pledged as collateral for the Group's bank borrowings (Note 26).

No borrowing cost has been capitalised in assets under construction for the years ended 31 December 2023 and 2022.

#### (b) Right-of-use assets

Carrying amounts of right-of-use assets as below:

	As at 31 December	
	2023 RMB'000	2022 RMB'000
Other properties lease for own use	516	516
Depreciation	(184)	(79)
Carrying amounts	<b>332</b>	<b>437</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 15 LAND USE RIGHTS, PREPAYMENTS FOR LAND USE RIGHTS AND DEPOSIT FOR ACQUISITION OF A PROPERTY

#### (a) Land use rights

Movement of land use rights is analysed as follows:

	As at 31 December	
	2023 RMB'000	2022 RMB'000
Opening carrying amount	37,971	39,040
Amortisation for the year	(1,069)	(1,069)
Closing carrying amount	36,902	37,971
Representing:		
Cost	52,069	52,069
Accumulated amortisation	(15,167)	(14,098)
Carrying amount	36,902	37,971

The lease periods of land use rights are 50 years starting from the date of grant and the lands are located in the PRC.

As at 31 December 2023, land use rights with a total carrying amount of approximately RMB36,902,000 (2022: RMB37,971,000) were pledged as collateral for the Group's borrowings (Note 26).

#### (b) Prepayment for land use rights

The prepayments for land use rights of RMB4,900,000 (2022: RMB4,900,000) as at 31 December 2023 represented the land compensation fee paid by the Group for the government's requisition of collective use land and thus is considered as the prepayment of the Group to obtain the land use rights in the future. The amount is refundable if the Group cannot obtain the land use rights subsequently.

#### (c) Deposit for acquisition of a property

As at 31 December 2022, carrying amount of the deposit for acquisition of a property of RMB15,453,000 were pledged as collateral for the Group's borrowings (Note 26).

As of 31 December 2023, borrowing cost of RMB116,000 (2022: RMB439,000) has been capitalised.

The capitalisation rate of borrowings for the year ended 31 December 2023 was 5.35% (2022: 5.2%) per annum.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 16 INTANGIBLE ASSETS

	<b>Capitalised development costs including patents RMB'000</b>	<b>Computer software RMB'000</b>	<b>Total RMB'000</b>
<b>At 1 January 2022</b>			
Cost	12,004	972	12,976
Accumulated amortisation	(5,558)	(509)	(6,067)
Carrying amount	6,446	463	6,909
<b>Year ended 31 December 2022</b>			
Opening carrying amount	6,446	463	6,909
Additions	737	309	1,046
Amortisation	(2,090)	(166)	(2,256)
Closing carrying amount	5,093	606	5,699
<b>At 31 December 2022</b>			
Cost	12,741	1,281	14,022
Accumulated amortisation	(7,648)	(675)	(8,323)
Carrying amount	5,093	606	5,699
<b>Year ended 31 December 2023</b>			
Opening carrying amount	5,093	606	5,699
Additions	–	2,289	2,289
Amortisation	(2,114)	(213)	(2,327)
Closing carrying amount	2,979	2,682	5,661
<b>At 31 December 2023</b>			
Cost	12,741	3,570	16,311
Accumulated amortisation	(9,762)	(888)	(10,650)
Carrying amount	2,979	2,682	5,661

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 16 INTANGIBLE ASSETS (Cont'd)

Amortisation has been charged to consolidated income statement as follows:

	Year ended 31 December	
	2023 RMB'000	2022 RMB'000
Cost of sales	1,275	1,346
Administrative expenses	1,052	910
	<b>2,327</b>	<b>2,256</b>

### 17 FINANCIAL INSTRUMENTS BY CATEGORY

Financial assets by category	As at 31 December	
	2023 RMB'000	2022 RMB'000
<b>Financial assets at amortised cost</b>		
Trade and other receivables excluding non-financial assets	165,842	143,719
Restricted bank deposits	7,100	–
Cash and cash equivalents	77,348	10,281
	<b>250,290</b>	<b>154,000</b>
<b>Financial assets at fair value through profit or loss</b>		
Wealth management product	–	–
<b>Financial assets at fair value through other comprehensive income</b>		
Trade and other receivables excluding non-financial assets	6,915	4,124
	<b>257,205</b>	<b>158,124</b>

Financial liabilities by category	As at 31 December	
	2023 RMB'000	2022 RMB'000
<b>Financial liabilities at amortised cost</b>		
Borrowings	251,100	216,576
Trade and other payables excluding non-financial liabilities	174,080	131,485
Lease liabilities	341	442
	<b>425,521</b>	<b>348,503</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 18 INVENTORIES

	As at 31 December	
	2023 RMB'000	2022 RMB'000
Raw materials	9,252	13,911
Work in progress	860	1,836
Finished goods	18,174	11,849
	<b>28,286</b>	<b>27,596</b>

The cost of inventories recognised as expense and included in “cost of sales” and “administrative expenses” amounted to RMB304,070,000 and RMB8,053,000 for the year ended 31 December 2023 (2022: RMB269,979,000 and RMB7,229,000) respectively. Reversal of impairment provision for obsolete inventory amounted to RMB813,000 for the year ended 31 December 2023 (2022: reversal of impairment provision of RMB210,000) were included in “cost of sales”.

### 19 TRADE AND OTHER RECEIVABLES

	As at 31 December	
	2023 RMB'000	2022 RMB'000
Trade receivables	165,235	138,512
Notes receivables	6,915	4,124
Less: allowance for impairment of trade receivables	(4,182)	(4,369)
Trade receivables, net	<b>167,968</b>	<b>138,267</b>
Advances to employees	3,411	5,101
Advances to a construction supplier (ii)	7,931	3,529
Deposits paid to suppliers	19	64
Deposits for utilities and product quality	1,974	1,975
Prepayments of raw materials	179	3,226
Prepayments of expenses (i)	9,581	1,197
Others	962	226
Less: allowance for impairment of other receivables	(1,568)	(1,194)
	<b>22,489</b>	<b>14,124</b>
	<b>190,457</b>	<b>152,391</b>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 19 TRADE AND OTHER RECEIVABLES (Cont'd)

- (i) The amount mainly included a prepayment of service fee amounted to approximately RMB8,248,000, the prepayment was incurred as the Company has entered into a service contract on May 2023 with an independent third party for market share enhancement purposes. Out of the prepayment RMB4,333,000 is considered as service charge which will be recognised to profit or loss during the service period. The remaining RMB3,915,000 of the prepayment will be charged based on the successful establishment of a customer relationship, as stipulated in the service contract. The prepayment is interest-free. If the service provider fails to introduce new customer to the Company during the remaining service period of the contract, the remaining balance of the prepayment will be refunded to the Company.
- (ii) It represents the advances to a construction company for expansion of factory building.
- (a) The credit terms of trade receivables granted by the Group are normally within 3 months. The ageing analysis of trade receivables based on the invoice date is as follows:

	As at 31 December	
	2023	2022
	RMB'000	RMB'000
Less than 3 months	141,561	107,992
More than 3 months but not exceeding 1 year	19,051	26,460
More than 1 year	4,623	4,060
	<b>165,235</b>	<b>138,512</b>

- (b) The carrying amounts of the Group's trade receivables were denominated in the following currencies:

	As at 31 December	
	2023	2022
	RMB'000	RMB'000
RMB	144,722	108,228
USD	20,510	29,813
EUR	3	471
	<b>165,235</b>	<b>138,512</b>

- (c) Notes receivables represented trade related bank acceptance with maturity period within 1 year and non-interest bearing.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 20 CASH AND CASH EQUIVALENTS AND RESTRICTED BANK DEPOSITS

	As at 31 December	
	2023 RMB'000	2022 RMB'000
Cash on hand	139	71
Cash in investment account	2,402	–
Cash at bank	81,907	10,210
Cash at bank and on hand	84,448	10,281
Less: Restricted bank deposits	(7,100)	–
Cash and cash equivalents	77,348	10,281

Cash at bank and on hand were denominated in the following currencies:

	As at 31 December	
	2023 RMB'000	2022 RMB'000
RMB	64,985	8,924
USD	2,604	968
EUR	104	156
HKD	16,755	233
	84,448	10,281

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 21 SHARE CAPITAL

	Number of ordinary shares '000	Nominal value of ordinary shares HKD'000
<b>Authorised</b>		
1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	10,000,000	100,000
	<b>Number of ordinary shares '000</b>	<b>Nominal value of ordinary shares HKD'000</b>
		<b>Equivalent nominal value of ordinary shares RMB'000</b>
<b>Issued</b>		
1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	500,000	5,000
		4,253

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 22 OTHER RESERVES

	Share premium RMB'000	Treasury stocks RMB'000 <i>(Note a)</i>	Merger reserve RMB'000	Statutory reserves RMB'000 <i>(Note b)</i>	Translation reserve RMB'000	Other reserves RMB'000	Total RMB'000
<b>At 1 January 2022</b>	111,659	-	(24,645)	14,164	(2,681)	1,822	100,319
Currency translation differences	-	-	-	-	(292)	-	(292)
<b>At 31 December 2022</b>	111,659	-	(24,645)	14,164	(2,973)	1,822	100,027
<b>At 1 January 2023</b>	<b>111,659</b>	-	<b>(24,645)</b>	<b>14,164</b>	<b>(2,973)</b>	<b>1,822</b>	<b>100,027</b>
Repurchase of ordinary shares	-	(316)	-	-	-	-	(316)
Currency translation differences	-	-	-	-	345	-	345
<b>At 31 December 2023</b>	<b>111,659</b>	<b>(316)</b>	<b>(24,645)</b>	<b>14,164</b>	<b>(2,628)</b>	<b>1,822</b>	<b>100,056</b>

#### (a) Treasury stocks

During the year ended 31 December 2023, the Company repurchased 1,450,000 ordinary shares of the Company on the Stock Exchange of Hong Kong Limited with a total cash consideration of RMB316,000 (approximately HK\$349,000). The lowest and the highest repurchase prices per share is HK\$0.218 and HK\$0.315, respectively. All repurchases were executed in December 2023. None of the repurchased ordinary shares had been cancelled and deducted from the share capital and share premium within shareholders' equity, and the repurchased shares were recorded as treasury stock as at 31 December 2023.

#### (b) Statutory reserves

Pursuant to the Company Law of the PRC and the articles of association of certain PRC subsidiaries, the subsidiaries in the PRC are required to appropriate 10% of each year's net profit (after offsetting previous year' losses) to statutory surplus reserve until the fund aggregates to 50% of their respective registered capital; after the appropriation to statutory surplus reserve, the subsidiaries in the PRC can appropriate profit, subject to respective equity holders' approval, to discretionary surplus reserve.

The appropriation to statutory and discretionary surplus reserves must be made before distribution of dividends to equity holders. These reserves shall only be used to make up for previous year' losses, to expand production operations, or to increase the capital of the respective companies. The entities in the PRC may transfer their respective statutory surplus reserves into paid-in capital, provided that the balance of the statutory surplus reserve after such transfer is not less 25% of the registered capital.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 23 SHARE OPTION SCHEME

Pursuant to the Share Option Scheme, the Company may grant options to any individual who is an employee of the Group (including Directors) or any entity in which the Company holds any equity interest and such other persons who has or will contribute to the Group as approved by the Board from time to time, to subscribe for shares in the Company with the payment of HKD1.00 upon each option granted. Service providers are not included in the participants of the Share Option Scheme and no service provider sublimit is set under the Share Option Scheme.

The subscription price of a share shall be at least the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date the option is offered, which must be a business day; (ii) the average of the closing prices of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date the option is offered; and (iii) the par value of the shares of the Company on the date the option is offered.

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company shall not exceed 30% of the number of shares of the Company in issue from time to time. The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes must not, in aggregate, exceed 10% of the number of shares of the Company in issue on the date the shares of the Company commence trading on the Stock Exchange, being 50,000,000 shares. As at the date of this annual report, the Company had 50,000,000 shares available for issue under the Share Option Scheme, representing 10% of the issued share capital of the Company. The total number of shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) in any 12 months period up to the date of grant shall not exceed 1% of the shares of the Company then in issue.

The Share Option Scheme is valid and effective for 10 years from the date on which the last conditions of the Share Option Scheme is fulfilled (i.e. 21 June 2027), after which time no further option will be granted but the provisions of the Scheme shall remain in full force and effect in all other respects. The remaining life of the Share Option Scheme is approximately 3 years and 3 months as at the date of this annual report. An offer of grant of an option shall be made to a participant of the Share Option Scheme by letter (the "Offer Letter") in such form as the Board may from time to time determine, requiring the participant to undertake to hold the option on the terms on which it is to be granted (which may include a minimum period for which the option must be held before it can be exercised and a performance target that must be reached before the option can be exercised in whole or in part). The offer shall remain open for acceptance for such time to be determined by the Board. An option shall be deemed to have taken effect after the Offer Letter signed by the grantee together with a remittance in favour of the Company of HKD1.00 or the equivalent amount in any currency is received by the Company. No share option was granted, exercised, cancelled or lapsed since the adoption date of the Share Option Scheme on 22 June 2017 and there was no outstanding share option under the Share Option Scheme as at 31 December 2023 (2022: Nil).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 24 DEFERRED REVENUE

Rental income receipt in advance and deferred government grants are included in deferred revenue. Rental received from lease of certain land use rights to an independent third party was deferred and recognised in the consolidated income statement on a straight-line basis over the contractual lease term. Government grants relating to the construction of several environmentally-conscious projects related to assets were deferred and recognised in the consolidated income statement on a straight-line basis over the assets' useful lives.

Movements of deferred revenue are as follows:

	Year ended 31 December	
	2023 RMB'000	2022 RMB'000
At beginning of the year	2,618	2,820
Amortisation of deferred government grant	(106)	(106)
Amortisation of deferred rental income	(96)	(96)
At end of the year	2,416	2,618

### 25 TRADE AND OTHER PAYABLES

	As at 31 December	
	2023 RMB'000	2022 RMB'000
Trade payables	62,806	57,871
Notes payables	71,000	33,000
Payables for purchase of property, plant and equipment	7,634	13,610
Accrued operating expenses (a)	4,565	4,711
Employee benefit payable	21,627	16,759
Other taxes payable	5,662	1,365
Contract liabilities (e)	737	821
Others	6,448	5,534
Less: other payables, non-current portion	(898)	(2,890)
	179,581	130,781

(a) The amount mainly included accruals for transportation expenses.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 25 TRADE AND OTHER PAYABLES (Cont'd)

- (b) The Group's trade and other payables excluding non-financial liabilities were denominated in the following currencies:

	As at 31 December	
	2023 RMB'000	2022 RMB'000
RMB	174,080	131,485
USD	–	–
EUR	–	–
	<b>174,080</b>	<b>131,485</b>

- (c) As at 31 December 2023, the ageing analysis of the trade payables and notes payables based on invoice date is as follows:

	As at 31 December	
	2023 RMB'000	2022 RMB'000
Less than 3 months	102,166	66,157
More than 3 months but not exceeding 1 year	31,476	24,357
More than 1 year	164	357
	<b>133,806</b>	<b>90,871</b>

- (d) As at 31 December 2023, all trade and other payables of the Group were unsecured and non-interest bearing.
- (e) The balance of contract liabilities in relation to sales of goods as at 31 December 2022 was RMB821,000 of which RMB658,000 was recognised as revenue during the year ended 31 December 2023. The balance of contract liabilities in relation to sales of goods as at 31 December 2021 was RMB1,098,000 of which RMB833,000 was recognised as revenue during the year ended 31 December 2022.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 26 BORROWINGS AND LEASE LIABILITIES

#### (a) Bank borrowings

	As at 31 December	
	2023 RMB'000	2022 RMB'000
<b>Long-term bank borrowings</b>		
Secured bank borrowings (a)	201,100	167,276
Less: current portion of long-term borrowings	(3,200)	(12,663)
	<b>197,900</b>	<b>154,613</b>

	As at 31 December	
	2023 RMB'000	2022 RMB'000
<b>Short-term bank borrowings</b>		
Secured bank borrowings (a)	20,000	19,300
Unsecured bank borrowings (b)	30,000	30,000
	<b>50,000</b>	<b>49,300</b>

As at 31 December 2023 and 2022, the Group's borrowings were repayable as follows:

	2023 RMB'000	2022 RMB'000
Within one year	53,200	61,963
More than one year but not exceeding two years	76,900	3,502
More than two years but not exceeding five years	121,000	147,363
More than five years	–	3,748
	<b>251,100</b>	<b>216,576</b>

(a) The bank borrowings of RMB221,100,000 (2022: RMB169,800,000) as at 31 December 2023, were secured by property, plant and equipment (Note 14), land use rights. Bank borrowings of RMB16,776,000 were pledged by trade receivables, and deposit for acquisition of a property (Note 15) as at 31 December 2022.

(b) The bank borrowings of RMB10,000,000 and RMB10,000,000 among unsecured bank borrowings were guaranteed by one of the director of the Company and one of the subsidiaries of the Company as at 31 December 2022 respectively.

The effective interest rates of bank borrowings range from 2.4% to 4.0% per annum for the year ended 31 December 2023 (2022: 2.5% to 5.2%).



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 26 BORROWINGS AND LEASE LIABILITIES (Cont'd)

#### (b) Lease liabilities

As at 31 December 2023 and 2022, the repayment of lease liabilities for Group as below:

	As at 31 December	
	2023 RMB'000	2022 RMB'000
<b>Lease Liabilities</b>		
Within one year	105	101
More than one year but less than two years	109	105
More than two years but less than 5 years	127	236
	<b>341</b>	<b>442</b>

In according with HKFRS 16 Leases, the impact on the consolidated income statement and consolidated statement of cash flows is as follows

	2023 RMB'000	2022 RMB'000
Depreciation charge on right-of-use assets	105	158
Interest on lease liabilities (Note 10)	14	12
Expense relating to short term leases	280	321
Additions to right-of-use assets (Note 14(b))	–	516
Loss on derecognition of right-of-use assets	–	19
Cash outflows in respect of leases (Note 29(c))	115	86
Carrying amount of right-of-use assets (Note 14(b))	332	437

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 27 DEFERRED INCOME TAX ASSETS

The analysis of deferred income tax assets is as follows:

	As at 31 December	
	2023 RMB'000	2022 RMB'000
Deferred income tax assets		
– to be recovered after more than 12 months	667	1,655
– to be recovered within 12 months	2,350	2,531
	<b>3,017</b>	<b>4,186</b>

Movement of deferred income tax assets is as follows:

Deferred income tax assets	Allowance for impairment of trade and other receivables RMB'000	Inventory impairment provision RMB'000	Deferred government grants RMB'000	Unrealised profit on intra-group transactions RMB'000	Tax losses RMB'000	Total RMB'000
As at 1 January 2022	1,103	370	207	1,057	1,545	4,282
Recognised/(reversed) in the consolidated income statement	(16)	(32)	(16)	(344)	312	(96)
As at 31 December 2022	1,087	338	191	713	1,857	4,186
As at 1 January 2023	1,087	338	191	713	1,857	4,186
Recognised/(reversed) in the consolidated income statement	29	(122)	(15)	(344)	(717)	(1,169)
As at 31 December 2023	1,116	216	176	369	1,140	3,017

### 28 DIVIDEND

No dividend has been paid or declared by the Company during the year ended 31 December 2023 (2022: Nil).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 29 NOTES TO CONSOLIDATED CASH FLOW STATEMENT

(a) Reconciliation of profit before income tax to cash generated from operations:

	Year ended 31 December	
	2023 RMB'000	2022 RMB'000
Profit before income tax	32,950	12,154
Adjustments for:		
Depreciation of property, plant and equipment ( <i>Note 14(a)</i> )	32,756	25,959
Depreciation of right-of-use assets	105	158
Amortisation of land use rights	1,069	1,069
Amortisation of intangible assets ( <i>Note 16</i> )	2,327	2,256
Loss on disposal of property, plant and equipment ( <i>Note 7</i> )	90	389
Loss on derecognition of right-of-use assets	-	19
Increase in fair value of financial assets measured at fair value through profit and loss	(12)	(74)
Finance costs – net ( <i>Note 10</i> )	10,303	9,651
Allowance for impairment of trade receivables and other financial assets at amortised cost	457	909
	80,045	52,490
Changes in working capital:		
Decrease/(increase) in inventories	(5,748)	7,961
Increase in trade and other receivables	(58,291)	(47,903)
Increase/(decrease) in trade and other payables	56,671	(22,548)
Cash generated from/(used in) operations	72,677	(10,000)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 29 NOTES TO CONSOLIDATED CASH FLOW STATEMENT (Cont'd)

- (b) In the consolidated statement of cash flows, proceeds from disposal of property, plant and equipment comprise:

	Year ended 31 December	
	2023 RMB'000	2022 RMB'000
Carrying amount	174	4,638
Loss on disposal of property, plant and equipment (Note 7)	(90)	(389)
Set-off trade and other payables	–	(3,900)
Proceeds from disposal	84	349

- (c) Net debt reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

Net debt	Year ended 31 December	
	2023 RMB'000	2022 RMB'000
Cash and cash equivalents	77,348	10,281
Repayable within one year		
– Borrowings	(53,200)	(61,963)
– Lease liabilities	(105)	(101)
Repayable after one year		
– Borrowings	(197,900)	(154,613)
– Lease liabilities	(236)	(341)
Net debt	(174,093)	(206,737)
Cash and cash equivalents	77,348	10,281
Total debt	(251,441)	(217,018)
Net debt	(174,093)	(206,737)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 29 NOTES TO CONSOLIDATED CASH FLOW STATEMENT (Cont'd)

#### (c) Net debt reconciliation (Cont'd)

	Other assets	Liabilities from financing activities			Total RMB'000
	Cash RMB'000	Borrowing due within 1 year RMB'000	Borrowing due after 1 year RMB'000	Lease liabilities RMB'000	
<b>Net debt as at 1 January 2022</b>	13,081	(146,127)	(43,978)	(472)	(177,496)
Addition	–	–	–	(516)	(516)
Cash flows	(2,843)	84,164	(110,635)	–	(29,314)
Repayment of lease liabilities					
– capital element	–	–	–	74	74
– interest element	–	–	–	12	12
Interest expense	–	–	–	(12)	(12)
Derecognition of lease liabilities	–	–	–	472	472
Foreign exchange adjustments	43	–	–	–	43
<b>Net debt as at 31 December 2022 and 1 January 2023</b>	<b>10,281</b>	<b>(61,963)</b>	<b>(154,613)</b>	<b>(442)</b>	<b>(206,737)</b>
Cash flows	<b>67,320</b>	<b>8,763</b>	<b>(43,287)</b>	–	<b>32,796</b>
Repayment of lease liabilities					
– capital element	–	–	–	101	101
– interest element	–	–	–	14	14
Interest expense	–	–	–	(14)	(14)
Foreign exchange adjustments	(253)	–	–	–	(253)
<b>Net debt as at 31 December 2023</b>	<b>77,348</b>	<b>(53,200)</b>	<b>(197,900)</b>	<b>(341)</b>	<b>(174,093)</b>

#### (d) Non-cash investing and financing activities

	2023 RMB'000	2022 RMB'000
Acquisition of property, plant and equipment by notes receivables and inventories	24,827	23,634

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 30 COMMITMENTS

#### (a) Capital commitments

Capital expenditures contracted for at the end of the year but not yet incurred are as follows:

	As at 31 December	
	2023 RMB'000	2022 RMB'000
Property, plant and equipment	<b>20,874</b>	14,312

#### (b) Operating lease arrangement

##### *The Group as lessor*

The Group leases its properties under operating lease arrangements which run for an initial period of half to five years, with an option to renew the lease terms at the expiry date or at dates as mutually agreed between the Group and the tenants. None of the leases include contingent rentals receivable.

Undiscounted lease payments under non-cancellable operating leases in place at the reporting date will be receivable by the Group in future periods as follows:

	As at 31 December	
	2023 RMB'000	2022 RMB'000
Within one year	<b>1,215</b>	1,215
More than one year but not exceeding two years	–	504
	<b>1,215</b>	1,719

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 31 RELATED PARTY TRANSACTIONS

#### Key management personnel compensation

The compensations paid or payable to key management personnel (including Directors and senior management) for employee services are shown below:

	Year ended 31 December	
	2023 RMB'000	2022 RMB'000
Directors' fees	256	251
Wages, salaries and bonuses	6,789	4,504
Other social security costs	440	310
	<b>7,485</b>	5,065

The Group paid rental expenses amounting to RMB115,200 (2022: RMB86,400) as a place of residence for Mr. Fang, an executive Director.

### 32 CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 31 December 2023 and 2022.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 33 STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY

(a) Statement of financial position of the Company

		<b>The Company</b>	
		<b>As at 31 December</b>	
<i>Notes</i>	<b>2023</b>	2022	
	<b>RMB'000</b>	RMB'000	
<b>ASSETS</b>			
<b>Non-current assets</b>			
Investments in subsidiaries	<b>90,062</b>	107,510	
<b>Current assets</b>			
Amounts due from subsidiaries	<b>1,335</b>	1,318	
Prepayment, deposits and other receivables	<b>10</b>	10	
Cash and cash equivalents	<b>16,755</b>	32	
	<b>18,100</b>	1,360	
<b>Total assets</b>	<b>108,162</b>	108,870	
<b>EQUITY</b>			
<b>Equity attributable to owners of the Company</b>			
Share capital	<b>4,253</b>	4,253	
Other reserves	<b>114,977</b>	114,383	
Accumulated losses	<b>(11,068)</b>	(9,766)	
<b>Total equity</b>	<b>108,162</b>	108,870	
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Other payables and accruals	–	–	
<b>Total equity and liabilities</b>	<b>108,162</b>	108,870	

The statement of financial position of the Company was approved by the Board of Directors on 28 March 2024 and is signed on its behalf by:

**Sheng Yingming**  
Director

**Fang Xu**  
Director



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 33 STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY (Cont'd)

(b) Reserves movement of the Company

	Share premium RMB'000	Treasury stocks RMB'000	Translation reserve RMB'000	Sub-Total RMB'000	Accumulated losses RMB'000	Total RMB'000
<b>At 1 January 2022</b>	111,659	–	(782)	110,877	(8,194)	102,683
Currency translation differences	–	–	3,506	3,506	–	3,506
Loss for the year	–	–	–	–	(1,572)	(1,572)
<b>At 31 December 2022</b>	111,659	–	2,724	114,383	(9,766)	104,617
<b>At 1 January 2023</b>	111,659	–	2,724	114,383	(9,766)	104,617
Repurchase of ordinary shares	–	(316)	–	(316)	–	(316)
Currency translation differences	–	–	910	910	–	910
Loss for the year	–	–	–	–	(1,302)	(1,302)
<b>At 31 December 2023</b>	111,659	(316)	3,634	114,977	(11,068)	103,909

## FINANCIAL SUMMARY

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.

### RESULTS

	For the year ended 31 December				
	2023 RMB'000	2022 RMB'000	2021 RMB'000	2020 RMB'000	2019 RMB'000
Revenue	540,544	448,796	494,958	368,914	347,267
Profit before income tax	32,950	12,154	14,657	9,710	22,356
Income tax expenses	(4,597)	(96)	(1,061)	(438)	(3,115)
Profit for the year	28,353	12,058	13,596	9,272	19,241

### ASSETS AND LIABILITIES

	As at 31 December				
	2023 RMB'000	2022 RMB'000	2021 RMB'000	2020 RMB'000	2019 RMB'000
Total assets	694,071	580,956	593,945	501,051	454,637
Total liabilities	438,534	353,801	378,556	299,654	262,746
Total equity	255,537	227,155	215,389	201,397	191,891