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利郎

CHINA LILANG LIMITED

中國利郎有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1234)

About 關於 China Lilang 中國利郎

China Lilang is one of the leading PRC menswear enterprises. As an integrated fashion enterprise, the Group designs, sources and manufactures high-quality business and casual apparel for men and sells under the “利郎 LILANZ” and “利郎 LESS IS MORE” brands across an extensive retail and distribution network, covering 31 provinces, autonomous regions and municipalities in the PRC.

中國利郎是中國領先的男裝企業之一。作為一家綜合時裝企業，集團設計、採購、生產並以主系列「利郎 LILANZ」及輕商務系列「利郎 LESS IS MORE」銷售優質男士商務及休閒服裝。其產品於遍佈中國 31 個省、自治區及直轄市的廣闊零售及分銷網絡銷售。



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Corporate Information

公司資料

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Mr. Wang Liang Xing

Mr. Wang Cong Xing

Mr. Pan Rong Bin

Mr. Wang Jun Hong

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Mr. Pan Rong Bin



Corporate Information (Continued)

公司資料(續)

AUTHORISED REPRESENTATIVES

Mr. Wang Dong Xing
Mr. Shum Chi Chung

REGISTERED OFFICE

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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Tower One
No. 89 Queensway
Hong Kong

HEAD OFFICE IN THE PRC

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Jinjiang City
Fujian Province
The PRC

SHARE REGISTRARS AND TRANSFER OFFICES

SUNTERA (CAYMAN) LIMITED

Suite 3204, Unit 2A
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P.O. Box 1586
Gardenia Court
Camana Bay
Grand Cayman, KY1-1100
Cayman Islands

HONG KONG REGISTRAR

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Hong Kong

AUDITOR

KPMG, Certified Public Accountants
(Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance)

PRINCIPAL BANKERS

Industrial Bank Co., Ltd.
Agricultural Bank of China Limited
Bank of China (Hong Kong) Limited

授權代表

王冬星先生
岑嗣宗先生

註冊辦事處

Cricket Square, Hutchins Drive
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Grand Cayman, KY1-1111
Cayman Islands

香港主要營業地點

香港
金鐘道89號
力寶中心
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香港股份登記處

香港中央證券登記有限公司
香港
皇后大道東183號
合和中心17樓
1712-1716號舖

核數師

畢馬威會計師事務所，執業會計師
(於《會計及財務匯報局條例》下的註冊公眾
利益實體核數師)

主要往來銀行

興業銀行股份有限公司
中國農業銀行股份有限公司
中國銀行(香港)有限公司

Financial Highlights

財務摘要

		Year ended 31 December 截至十二月三十一日止年度		
		2024 二零二四年 (RMB million) (人民幣百萬元)	2023 二零二三年 (RMB million) (人民幣百萬元)	Changes(%) 變幅 (%)
Revenue	收入	3,650.0	3,542.8	+3.0
Gross profit	毛利	1,739.3	1,706.8	+1.9
Profit from operations	經營利潤	552.5	610.6	-9.5
Profit attributable to equity shareholders	權益股東應佔利潤	461.1	530.4	-13.1
		(RMB cents) (人民幣分)	(RMB cents) (人民幣分)	Changes(%) 變幅 (%)
Earnings per share	每股盈利			
– Basic	– 基本	38.51	44.30	-13.1
– Diluted	– 攤薄	38.51	44.30	-13.1
Shareholders' equity per share	每股股東權益	336.2	331.3	+1.5
Interim dividend per share	每股中期股息	HK13 cents 港仙	HK13 cents 港仙	0
Special interim dividend per share	每股特別中期股息	HK5 cents 港仙	HK5 cents 港仙	0
Final dividend per share	每股末期股息	HK9 cents 港仙	HK13 cents 港仙	-30.8
Special final dividend per share	每股特別末期股息	HK3 cents 港仙	HK5 cents 港仙	-40.0
		(%)	(%)	(% points) (百分點)
Gross profit margin	毛利率	47.7	48.2	-0.5
Operating profit margin	經營利潤率	15.1	17.2	-2.1
Margin of profit attributable to equity shareholders	股東應佔利潤率	12.6	15.0	-2.4
Return on average shareholders' equity ⁽¹⁾	平均股東權益回報 ⁽¹⁾	11.4	13.7	-2.3
Effective tax rate	有效稅率	24.3	19.4	+4.9
Advertising, promotional and renovation expenses (as a percentage of revenue)	廣告、宣傳及裝修開支 (佔收入百分比)	13.1	14.7	-1.6

Financial Highlights (Continued)

財務摘要(續)

		Year ended 31 December 截至十二月三十一日止年度		Six months ended 30 June 2024 截至 二零二四年 六月三十日 止六個月
		2024 二零二四年	2023 二零二三年	
Average inventory turnover days ⁽²⁾	平均存貨週轉天數 ⁽²⁾	183	170	189
Average trade receivables turnover days ⁽³⁾	平均應收貿易賬款週轉天數 ⁽³⁾	36	42	39
Average trade payables turnover days ⁽⁴⁾	平均應付貿易賬款週轉天數 ⁽⁴⁾	157	130	162

Notes:

- (1) Return on average total shareholders' equity is equal to the profit attributable to equity shareholders divided by the average balance of total shareholders' equity.
- (2) Average inventory turnover days is equal to the average of the beginning and closing inventory balance divided by cost of sales and multiplied by the number of days in the year.
- (3) Average trade receivables turnover days is equal to the average of the beginning and closing trade and bills receivables balance divided by revenue (including value-added tax) and multiplied by the number of days in the year.
- (4) Average trade payables turnover days is equal to the average of the beginning and closing trade and bills payables balance divided by cost of sales and multiplied by the number of days in the year.

附註：

- (1) 平均股東權益總額回報以本公司權益股東應佔利潤除以股東權益總額的平均結餘計算。
- (2) 平均存貨週轉天數以年初及年末平均存貨結餘除以銷售成本，再乘以年內天數計算。
- (3) 平均應收貿易賬款週轉天數以年初及年末平均應收貿易賬款及應收票據結餘除以收入(含增值稅)，再乘以年內天數計算。
- (4) 平均應付貿易賬款週轉天數以年初及年末平均應付貿易賬款及應付票據結餘除以銷售成本，再乘以年內天數計算。

Chairman's Statement

主席報告

In response to future challenges and opportunities, China Lilang will adopt a prudent yet optimistic stance. The Company will resolutely execute its established strategies, continuously promote the expansion of its new retail business, and concurrently integrate its "Multi-brands and Internationalization" strategy to increase market share and strengthen brand competitiveness. The Group is dedicated to attaining higher-quality, robust growth, thereby reinforcing its leading position in the menswear sector, providing consumers with higher-quality products and services, and generating greater returns for the shareholders.

面對未來的挑戰與機遇，中國利郎將保持審慎樂觀的態度。在堅定推行既定戰略，持續推動新零售業務增長的同時，配合多品牌、國際化策略，擴大市場份額，提升品牌競爭力。集團致力實現更高質量的健康增長，從而鞏固自身在男裝行業的領導地位，為消費者提供更優質的產品與服務，並為股東創造更大的價值。





To all shareholders,

In 2024, amidst global complexity and volatility, the Chinese economy exhibited stronger resilience. Under the Central Government's consumption-driven policies, the retail market experienced a gradual recovery with over growth in consumption improved, but external uncertainties continued to dampen consumer confidence, resulting in cautious market sentiments. Within this dynamic business landscape, China Lilang Limited (the "Company" or "China Lilang", and collectively with its subsidiaries the "Group") diligently advanced its strategic transformation throughout the year. The Group intensified research and development efforts, expanded into new brands



Chairman's Statement (Continued)

主席報告(續)

The Board recommends a final dividend of HKD9 cents per share and a special final dividend of HKD3 cents per share, totalling HKD143.7 million, thereby upholding a consistent dividend payout ratio.

The Group actively innovated and adapted, striving to progress further amid market changes. Channel reforms in recent years have further improved the Group's sales network structure. Through the achievements accumulated regarding the "LESS IS MORE" smart casual collection, "LILANZ" core collection business model has been reformed and has made good progress. While preserving strong distributor relationships, the Group strategically implemented a direct-to-consumer ("DTC") model in select markets, supplanting the prior model of dominance by distributors. As of 31 December 2024, China Lilang maintained 2,773 stores nationwide, with a net increase of 78 stores, including 994 consignment stores and 64 direct-to-retail stores under the core collection.

During the year, the Group launched a new retail strategy, transforming its e-commerce platforms from inventory clearance channels into primary retail outlets for new products. Strengthening the positioning of various e-commerce platforms and a fully upgraded retail management system enabled seamless online-offline connectivity, enhancing customer service and experience, with new retail sales for the year growing significantly by 24%.

Since the proposal of the "Multi-brands and Internationalization" strategy last year, China Lilang took decisive steps to elevate brand value and enhance corporate influence. The Group secured the brand ownership of the premium golf apparel brand "MUNSINGWEAR" through a controlling joint venture structure in China in August last year, enriching its high-end portfolio. Simultaneously, our efforts to expand internationally gained momentum, with plans to open the first store in Malaysia in the first half of this year, introducing quality Chinese menswear to Southeast Asia, as the Group's first stop for tapping into emerging overseas markets.

董事會建議派發末期股息每股9港仙及特別末期股息每股3港仙，合計派息143.7百萬港元，維持穩定的派息比率。

我們積極創新求變，尋求在市場變化中更進一步。過去數年的渠道改革，進一步優化了集團的銷售渠道佈局。我們通過利用「利郎LESS IS MORE」輕商務系列所累積的成功經驗，改革「利郎LILANZ」主系列的經營模式並取得良好進展，在與分銷商保持緊密合作的同時，針對性地在個別市場推行直面消費者「DTC」模式，取代過去由一級分銷商主導的經營方式。截至二零二四年十二月三十一日，中國利郎在全國擁有2,773家門店，年內淨增78家，主系列代銷店及直營店數量分別達到994家及64家。

年內，集團推行全新的新零售戰略，將電商平台從庫存清理渠道轉型為主攻新品的零售渠道。我們加強在各大電商平台的佈局，並全面升級零售管理系統，實現線上線下無縫對接，提升客戶服務和消費體驗，年內新零售銷售顯著增長24%。

自集團去年提出「多品牌、國際化」戰略以來，中國利郎積極落實該策略，以提升品牌的價值及加強企業的影響力。集團成功在去年八月透過控股合資公司的形式，獲得了高端高爾夫服飾品牌「MUNSINGWEAR」在中國的品牌所有權，進一步豐富了旗下高端產品組合。同時，我們也積極與將品牌推向國際市場。我們預計今年上半年在馬來西亞開設首間門店，將中國優質男裝品牌引入東南亞市場，作為開拓新興海外市場的首站。



Chairman's Statement (Continued)

主席報告(續)

Adhering to its “Simplicity but Not Simple” brand philosophy, the Group pursued a “Simple Design, Excellent Quality” strategy, offering young male consumers high-value products. During the year, we collaborated with designers for a new down jacket series, and launched durable white non-iron shirts and elite suit series through fabric innovation, both gaining strong market favor, demonstrating the Group's long-standing commitment to research, development and innovation.

The impact of a warm winter, together with DTC channel reforms and the increase in sales proportion of consignment stores, have resulted in an increase in inventory levels. The Group has adopted multiple measures to actively accelerate inventory clearance. In 2024, it opened 26 new outlet stores to sell off unsold seasonal products, while using e-commerce platforms to clear additional stock. The Group also employed flexible sales strategies, such as promotions and live-streaming sales, to quickly move inventory to market and convert stock into sales. With logistic efficiency improved through the smart logistics system in the logistics centre established during previous years, the Group plans to expand its outlet store presence to attract more customers and effectively reduce inventory levels.

In brand management and promotion, the Group centered its efforts on “innovation, quality, and youthfulness,” using diverse marketing strategies and brand upgrades to reach consumers across different cities and age groups. Celebrity endorsements amplified brand influence, while a collaboration with China National Geographic on the “From the Silk Road to Paris” (沿著絲路到巴黎) IP journey deepened the brand's “new business aesthetics” narrative. A fashion short film produced by the Group won the Best Director Award at the Beijing International Film Festival, reinforcing China Lilang's “Simplicity but Not Simple” philosophy.

As we look toward 2025, China Lilang will continue to leverage its leadership position, seize market consolidation opportunities, and focus on the core development of the “LILANZ” core collection and “LESS IS MORE” smart casual collection. Supported by multi-brand strategies, international expansion and new retail initiatives, the Group aims to grow its market share and strengthen brand competitiveness, endeavoring to distinguish ourselves in a dynamic market environment by capitalizing on China Lilang's own advantages.

集團秉承「簡約不簡單」的品牌理念，實踐「簡約設計、卓越品質」的策略，為青年男性

提供高品質、耐穿、易打理的服裝。通過與設計師合作，推出新款

Chairman's Statement (Continued)

主席報告(續)

After the implementation to a DTC model, the "LILANZ" core collection will focus on enhancing connections with consumers. The Group expects a positive sales impact of this model to become evident starting from 2025. The smart casual collection has shown strong momentum in recent years, and with the rise of the new middle class and younger consumers, the Group will increase investment in product R&D specifically to improve quality and design, reinforcing its differentiated edge.

Building on a solid foundation, the Group will advance its "Multi-brands and Internationalization" strategy, actively expanding in domestic and international markets. The goal is to maintain core brand values while introducing diverse, market-driven products to meet different consumer needs.

We place great importance on the online and offline parallel development. As for offline measures, the Group will continue to expand its physical store network by adding a net total of 100 stores in 2025, targeting prime shopping centers in provincial capitals and prefecture-level cities, while also expanding its outlet network to clear inventory and boost sales. As for online measures, the Group will harness online-offline synergy, including TikTok live-streaming and other new retail efforts to offer personalized shopping experiences. This year, it aims to increase online sales of new products, targeting a rise to 80% of total e-commerce sales, with new retail business achieving over 15% growth by 2025 and overall sales growing by at least 10%.

In inventory management, the Group will continue to enhance supply chain efficiency to respond quickly to market demands and improve overall profitability. Meanwhile, further automated production will also be facilitated to manufacture higher-quality products at lower costs while providing employees with a better working environment, achieving mutually beneficial outcome for our employees, consumers, and the Company itself.

In the long-term, China Lilang remains committed to delivering menswear with minimal design and high quality. Through unique product designs and effective marketing approaches, it will strengthen its competitive edge, solidify its leadership in the menswear industry, and create greater value for shareholders, employees, and consumers.

WANG DONG XING

Chairman

18 March 2025

主系列「利郎 LILANZ」在推行DTC模式後會聚焦於加強品牌與消費者的聯繫。集團預計DTC模式對銷售增長產生的積極影響，將從二零二五年起開始體現。輕商務在近年的發展勢頭良好，隨著新中產階級的崛起和年輕消費者的興起，我們將針對性地加大對產品研發的投入，提升產品的品質和設計，進一步強化品牌的差異化優勢。

在穩健的基石上，我們將繼續推進「多品牌、國際化」的發展策略，積極拓展國內外市場。我們的目標是在保持品牌核心價值的同時，推出更多符合市場需求的多元化產品，以滿足不同消費者的需求。

我們重視線上線下同步發展。線下，我們會繼續精準拓展實體店舖。在二零二五年淨增加100家店舖，重點選址於省會及地級市的優質購物中心，同時擴展在奧特萊斯的佈局，以便有效清理庫存並提升銷售。線上，我們將充分利用線上線下的協同效應，通過抖音直播等新零售業務，為顧客提供個性化的購物體驗。集團今年將增加在線上銷售新產品，目標新貨品銷售佔電商銷售總金額的比重能提高至80%，爭取新零售業務在二零二五年實現15%以上的增長，而總銷售達到不少於10%的增長。

在庫存管理方面，我們將繼續提升供應鏈的效率，確保能快速響應市場需求，從而提高整體盈利能力。同時，我們也將進一步推動自動化生產，以更低成本生產更優質產品，並讓員工在更理想環境工作，達至員工、消費者和公司三贏。

長期而言，中國利郎將持續專注於提供簡約設計、卓越品質的男士服裝。我們將通過獨特的產品設計和有效的市場推廣，提升品牌競爭力，鞏固在男裝行業的領導地位，並為股東、員工及消費者創造更大的價值。

主席

王冬星

二零二五年三月十八日



Management Discussion and Analysis

管理層討論及分析

INDUSTRY REVIEW

In 2024, China's annual gross domestic product (GDP) recorded a year-on-year increase of 5.0%; the total retail sales of consumer goods recorded a year-on-year increase of 3.5%, with the retail sales of apparel, footwear, headwear and knitwear recording a year-on-year growth of only 0.3%.

During the year, new types of consumption have shown remarkable development advantages. Online sales have become a crucial driver of growth in consumption. Online retail sales recorded a year-on-year growth of 7.2% throughout the year, among which the online retail sales of physical goods grew by 6.5%.

行業回顧

二零二四年，中國全年國內生產總值(GDP)按年增長5.0%；社會消費品零售總額按年增長3.5%，當中服裝、鞋帽及針紡織品類商品增幅只有0.3%。

年內，新型消費發展優勢顯著，網絡銷售成為消費增長的重要支撐，全年網上零售額按年增長7.2%，其中實物商品網上零售額增長6.5%。





Management Discussion and Analysis (Continued)

管理層討論及分析(續)

As a leading player in the industry, China Lilang carried through the facilitation of its strategic transformation during the year, while leveraging technology for better corporate management and enhancing operational efficiency to achieve higher-quality and healthy growth. The Group continued to facilitate strategic transformation and strengthened its domestic sales network and further optimized channel layout effectively with the outstanding partnerships with distributors and various partners during the year to improve operational efficiency. With the extensive data accumulated from the retail business and the valuable experience of successful direct-to-retail model implementation of the “LESS IS MORE” smart casual collection, the Group has also innovated the business model of the “LILANZ” core collection, and initiated the DTC model (hybrid operation of direct-to-retail stores and stores of sub-distributors) in North-Eastern China and Jiangsu Province during the year to replace the previous business model operated by distributors. As at the end of December 2024, the Group had a total of 2,773 stores nationwide, representing a net increase of 78 stores during the year. Among the 2,451 stores under the core collection, there are 994 consignment stores and 64 direct-to-retail stores, respectively.

The Group has adopted a brand-new retail strategy. E-commerce platforms have transformed from a channel for inventory clearance to a retail sales channel mainly for new products. Through the integration of online and offline resources, the Group optimized customer experience regarding services and consumption, while enhancing overall retail management to support the development of e-commerce. Meanwhile, the Group proactively expanded live-streaming e-commerce on TikTok during the year and launched various exclusive new products online. During the year, e-commerce achieved 24% growth, outperforming the overall business.

Based upon the solid foundation of brand building, the Group launched its brand new “Multi-brands and Internationalization” development strategy to expand into broader markets. In terms of multi-brands, a joint venture of the Group secured the brand ownership of premium golf apparel brand “MUNSINGWEAR” in the PRC in August 2024, being China Lilang's first brand besides its self-developed brands, with the first store expected to commence operation in 2025. As for overseas development outside of the PRC, the Group has established a subsidiary company in Malaysia during the year, with plans to open its first international store in 2025. In this way, the Group is positioned to achieve its goal of operating three brands – “LILANZ”, “LESS IS MORE” and “MUNSINGWEAR” in two markets, China and Malaysia, by the end of 2025.

作為行業的領先者，中國利郎於年內貫徹推進戰略轉型，善用科技加強企業管理，提升營運效率，以實現更高質量的健康增長。集團於年內繼續推進戰略轉型，在維持與分銷商及各個夥伴的良好合作關係，並鞏固全國銷售網路的基礎上，進一步優化渠道佈局，提升營運效率，利用在「利郎 LESS IS MORE」輕商務系列在零售業務累積的豐富數據和成功實踐直營的寶貴經驗，改革「利郎 LILANZ」主系列的經營模式，於年內在東北地區及江蘇省率先推行 DTC 模式(集團直營店與二級分銷商店混合營運)，取代過去由一級分銷商的經營模式。截至二零二四年十二月底，集團於全國共有 2,773 家門市，年內淨增加 78 家。主系列共 2,451 家門店中，代銷店及直營店分別佔 994 家及 64 家。

集團採取全新的新零售戰略，電商平台已從清理庫存的渠道，改革成為主攻新品的零售渠道。集團通過整合線上線下資源，一方面加強客戶服務和消費體驗，另一方面提升整體零售管理，以支援電商的發展。同時，集團於年內積極拓展抖音直播帶貨推出多款新產品獨家在網上銷售。年內電商實現優於整體的 24% 增長。

在紮實的品牌發展基礎上，集團推出全新「多品牌、國際化」發展策略，向更廣闊的市場邁進。多品牌方面，二零二四年八月，集團旗下合資公司獲得高端高爾夫服飾品牌「MUNSINGWEAR」在中國地區的品牌所有權，是利郎發展的自有品牌以外的首個品牌，預期首家門店將於二零二五年開展業務。至於中國境外的發展，集團已於年內在馬來西亞開設分公司，並計劃於二零二五年開設首間海外門店。藉此，集團佈局於二零二五年年底實現以「利郎 LILANZ」、「利郎 LESS IS MORE」和「MUNSINGWEAR」三個品牌，並在中國和馬來西亞兩個市場經營的目標。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

As of 31 December 2024, annual revenue amounted to RMB3,650 million. Profit attributable to equity shareholders was RMB461.1 million. The earnings per share were RMB38.51 cents.

The Board has recommended a final dividend of HK9 cents per share and a special final dividend of HK3 cents per share, making a total dividend payment of HK\$143.7 million. This reflects a stable dividend payout ratio.

FINANCIAL REVIEW

The Group's annual revenue in 2024 increased to RMB3,650.0 million, marking a year-on-year increase of 3.0%. The smart casual collection grew by 27.2% during the year, continuing the positive momentum from 2023, which was mainly benefited from surge in average sales per store and contribution from in new retail channels. The sales of the core collection recorded a decrease of 3.0%, mainly due to the Group's recovery of distribution rights in the three provinces of the North-Eastern China and Jiangsu Province and the transition to DTC model for operation, resulting in the decline of sales in the distribution business. In addition, the Group paid compensation to former distributors in the four provinces, with the amount directly deducted from sales revenue.

By product category, sales of tops increased by 7.4% year-on-year, accounting for 65.5% of total revenue (2023: 64.7%), with the overall down jacket product category achieving a significant growth of 40.8% driven by the strong sales of innovative lightweight down collections launched during the year. Sales of pants accounted for 21.8% (2023: 20.9%) of total revenue, with a 10.5% increase in sales. Sales of accessories decreased by 6.0% and accounted for 6.6% of total revenue.

截至二零二四年十二月三十一日，年度收入為人民幣3,650百萬元。權益股東應佔利潤為人民幣461.1百萬元。每股盈利為人民幣38.51分。

董事會建議派發末期股息每股9港仙及特別末期股息每股3港仙，合計派息143.7百萬港元，維持穩定的派息比率。

財務回顧

集團於二零二四年的年度收入按年增長3.0%至人民幣3,650.0百萬元。輕商務系列延續二零二三年的良好勢頭，年內增長27.2%，主要得益於單店平均銷售額的強勁提升以及新零售渠道的顯著成效。主系列銷售下跌3.0%，主要由於集團於年內收回東北三省和江蘇省的分銷商的分銷權，轉以DTC模式經營，導致分銷業務銷售出現下降。此外，集團需向四省原分銷商支付補償金，並直接從銷售收入扣減。

按產品類劃分，上衣類銷售額同比增長7.4%，佔總收入65.5%，(二零二三年全年：64.7%)，其中，羽絨服產品年內推出創新的輕薄羽絨系列銷售強勁，帶動整體羽絨服產品，取得了40.8%的顯著增長。褲類佔總收入21.8%(二零二三年全年：20.9%)，銷售額增長10.5%，配件銷售額下降6.0%，佔總收入6.6%。

Revenue by collection

按系列劃分收入

Collections	系列	2024 二零二四年		2023 二零二三年		Increase 增加
		RMB million 人民幣百萬	% of revenue 佔收入%	RMB million 人民幣百萬	% of revenue 佔收入%	
Core collection	主系列	2,756.4	75.5%	2,841.1	80.2%	-3.0%
Smart casual collection	輕商務	893.6	24.5%	702.7	19.8%	27.2%
Total	總計	3,650.0	100.0%	3,543.8	100.0%	3.0%



Management Discussion and Analysis *(Continued)*

管理層討論及分析(續)

REVENUE BY REGION

Eastern China remained as the largest sales region of the Group, with sales growth of approximately 2.7% during the year, indicating a growth rate below average, which was mainly due to the one-off deduction from income caused by compensation incurred by the recovery of distribution rights from the distributors in Jiangsu. Excluding this factor, sales revenue in Eastern China still maintained solid growth, mainly driven by the sales contributions from the smart casual collection within the region.

The Northern China and North-Western China experienced significant sales growth, primarily due to increases in number of stores and satisfactory performance at outlet stores.

The sales growth in the Central and Southern China and South-Western China was relatively low, mainly due to the steady number of stores in these regions and the short-term impact on sales from the distributor switching process in Chongqing.

Sales in North-Eastern China declined, mainly due to the deduction of sales revenue from the one-off compensation paid to distributors for recovering the distribution rights during the year. Excluding this factor, sales revenue in North-Eastern China showed solid growth, reflecting improvement in operation efficiency following the implementation of the DTC model.

按區域劃分收入

華東地區繼續是集團最大銷售區域，年內銷售增長約為2.7%，增速低於平均增長水平，主要受到收回江蘇分銷商的分銷權所產生的補償金的一次性收入扣減所致。剔除有關因素後，華東地區的銷售收入仍然保持理想增長，主要由區內輕商務的銷售推動。

華北和西北地區的銷售增長顯著，主要受益於該地區門店數目的增加，以及奧特萊斯的良好銷售表現所致。

中南和西南地區的銷售增長較低，主要是因為該地區的門店數目平穩，以及重慶地區更換分銷商的過程中，對銷售造成短期影響。

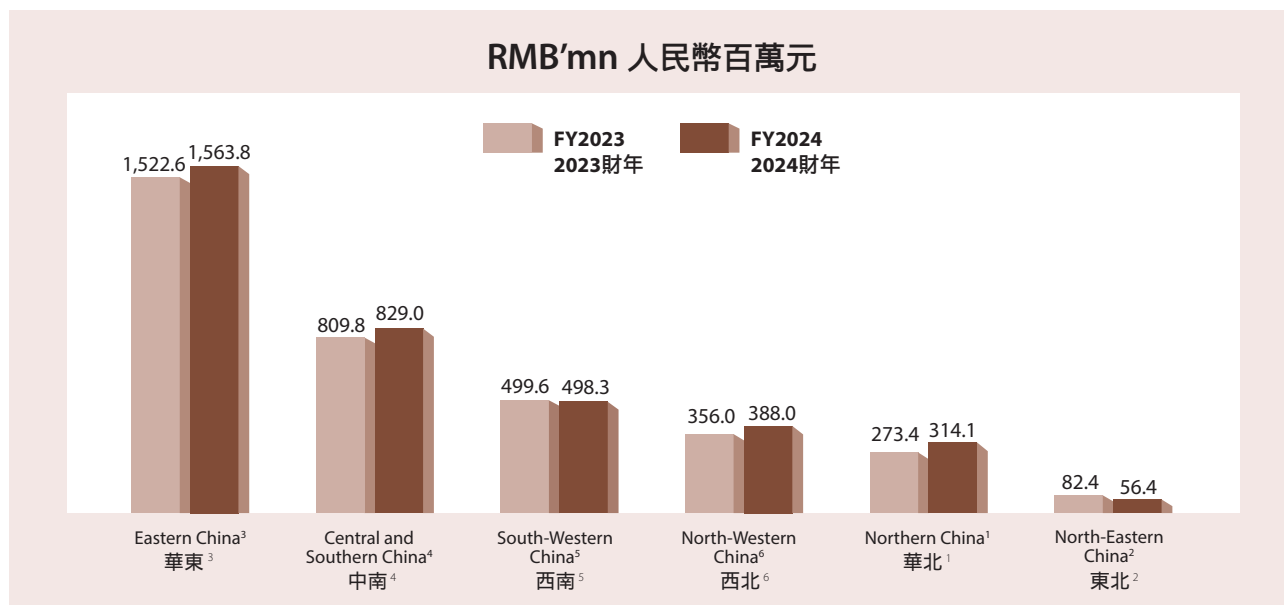
東北地區的銷售出現下滑，主要因為年內收回分銷商的分銷權所支付的補償金的一次性從銷售收入中扣除。剔除有關因素後，東北區的銷售收入增長理想，反映出DTC模式實行後的營運效率提升。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

REVENUE BY REGION FOR THE YEAR IS SET OUT BELOW:

下表按區域劃分年內的收入：



Regional Revenue

區域收入

The Group	集團	2024 二零二四年		2023 二零二三年		Increase 增加
		RMB million 人民幣百萬	% of revenue 佔收入%	RMB million 人民幣百萬	% of revenue 佔收入%	
Northern China	華北	314.187	8.61%	273.431	7.72%	14.9%
North-Eastern China	東北	56.474	1.55%	82.424	2.33%	-31.5%
Eastern China	華東	1,563.879	42.85%	1,522.622	42.97%	2.7%
Central and Southern China	中南	829.033	22.71%	809.831	22.85%	2.4%
South-Western China	西南	498.387	13.65%	499.563	14.10%	-0.2%
North-Western China	西北	388.040	10.63%	355.924	10.04%	9.0%
		3,650.0	100.0%	3,543.8	100.0%	3.0%

- (1) Northern China includes Beijing, Hebei, Shanxi, Tianjin and Inner Mongolia.
- (2) North-Eastern China includes Heilongjiang, Jilin and Liaoning.
- (3) Eastern China includes Jiangsu, Zhejiang, Shanghai, Anhui, Fujian, Shandong and Jiangxi.
- (4) Central and Southern China includes Henan, Hubei, Hunan, Guangdong, Guangxi and Hainan.
- (5) South-Western China includes Chongqing, Sichuan, Guizhou, Yunnan and Xizang.
- (6) North-Western China includes Shaanxi, Gansu, Qinghai, Ningxia and Xinjiang.

- (1) 華北包括北京、河北、山西、天津和內蒙古。
- (2) 東北包括黑龍江、吉林、遼寧。
- (3) 華東包括江蘇、浙江、上海、安徽、福建、山東和江西。
- (4) 中南包括河南、湖北、湖南、廣東、廣西及海南。
- (5) 西南包括重慶、四川、貴州、雲南和西藏。
- (6) 西北包括陝西、甘肅、青海、寧夏和新疆。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

COST OF SALES AND GROSS PROFIT MARGIN

Cost of sales increased by 4.0% year-on-year to RMB1,910.7 million. The gross profit margin decreased by 0.5 percentage points year-on-year to 47.7%, mainly due to the deduction of sales revenue from the one-off compensation paid to distributors for recovery of distribution rights. In addition, due to further improvement in inventory management capabilities, the reversal of inventory provision in 2024 was RMB31.42 million lower than that in 2023, which increased the cost of sales.

OTHER NET INCOME

Other income amounted to RMB70.0 million (2023: RMB51.0 million), which included grants from Chinese local governments of RMB66.9 million (2023: RMB47.5 million), subsidy income increased during the year. These local government grants are awarded unconditionally and at the discretion of the relevant authorities.

SELLING AND DISTRIBUTION EXPENSES

The Group's selling and distribution expenses for the year increased by RMB 101.7 million to RMB1,058.9 million. These expenses accounted for 29.0% of total revenue, up by 2.0 percentage points compared to the same period last year.

Advertising expenses and renovation subsidies and expenses decreased by RMB38.2 million to RMB483.2 million during the year, accounting for 13.2% (2023: 14.7%) of total revenue. This reflected the Group's efforts to save costs in response to a weak consumer market. Expenses from direct-to-retail stores and online stores increased by RMB67.8 million to RMB355.6 million, accounting for 9.7% of total revenue (2023: 8.1%), mainly due to strong growth of the smart casual collection and transition to the DTC model.

銷售成本及毛利率

銷售成本同比增加4.0%至人民幣1,910.7百萬元。毛利率為47.7%，同比下降0.5個百分點，主要因為支付一次性補償金予分銷商以收回分銷權而扣除銷售收入所致。此外，由於庫存管理進一步改善，二零二四年計提存貨撥備回撥較二零二三年減少人民幣31.42百萬元，增加了銷售成本。

其他收入淨額

其他收入為人民幣70.0百萬元(二零二三年：人民幣51.0百萬元)，其中包括中國地區政府補助人民幣66.9百萬元(二零二三年：人民幣47.5百萬元)，年內補貼收入增加。中國地區政府補助為無條件授予，並由有關機構酌情決定。

銷售及分銷開支

集團年內銷售及分銷開支增加人民幣101.7百萬元至人民幣1,058.9百萬。費用佔總收入29.0%，較去年同期增加2.0個百分點。

年內，廣告開支及裝修補貼和開支減少人民幣38.2百萬元至人民幣483.2百萬元，佔總收入13.2%(二零二三年：14.7%)，反映集團應對疲弱消費市場而節約成本的努力。直營店及電商費用增加人民幣67.8百萬元至人民幣355.6百萬元，佔總收入9.7%(二零二三年：8.1%)，主要因輕商務業務強勁增長以及轉型DTC模式。

Management Discussion and Analysis *(Continued)*

管理層討論及分析(續)

ADMINISTRATIVE EXPENSES

Administrative expenses amounted to RMB188.2 million, an increase of RMB11.1 million compared to the same period last year, with expenses-to-sales ratio rising to 5.2% (2023: 5.0%), primarily due to higher staff costs during the year.

OTHER OPERATING EXPENSES

Other operating expenses amounted to RMB9.7 million (2023: RMB12.8 million), with the decrease primarily due to a reduction in charitable donations.

行政開支

行政開支人民幣188.2百萬元，較去年同期增加人民幣11.1百萬元，佔銷售比增加至5.2%(二零二三年：5.0%)，費用增加原因主要由於年內員工成本增加所致。

其他經營開支

其他經營開支人民幣9.7百萬元(二零二三年：人民幣12.8百萬元)，減少主要由於慈善捐款減少所致。





Management Discussion and Analysis (Continued)

管理層討論及分析(續)

PROFIT FROM OPERATIONS

Operating profit decreased by 9.5% to RMB552.5 million, mainly due to the positive impact on gross profit margin contributed by strong growth in sales of smart casual collection and implementation of DTC model being offset by one-off compensation expense incurred in the recovery of distribution rights, along with the increase in operating expenses. The operating profit margin decreased by 2.1 percentage points to 15.1%.

NET FINANCE INCOME

Net finance income was RMB56.2 million, an increase of RMB9.0 million over the previous year. The increase was mainly due to higher interest income from additional fixed deposits and a foreign exchange gain of RMB3.3 million recorded by the Group, compared to a foreign exchange loss of RMB 2.7 million over last year.

INCOME TAX

The effective income tax rate for the year was 24.3%, representing an increase of 4.9 percentage points compared with last year. One of the Group's Chinese subsidiaries qualified as a high-tech enterprise, and therefore enjoyed a preferential tax rate of 15%. The other three subsidiaries of the Group registered in Xizang also enjoyed the local preferential tax rate of 15%. Provisions during the year decreased compared to last year, while deferred tax deductions declined, leading to an increase in the effective tax rate.

PROFIT ATTRIBUTABLE TO EQUITY SHAREHOLDERS

Profit attributable to equity shareholders was RMB461.1 million, representing a decrease of 13.1%. The margin of profit attributable to equity shareholders decreased by 2.4 percentage points to 12.6%.

EARNINGS PER SHARE

Earnings per share were RMB38.51 cents, representing a decrease of 13.1%.

經營利潤

經營利潤減少 9.5% 至人民幣 552.5 百萬元，主要由於輕商務業務的強勁增長及推行 DTC 模式對毛利率的正面影響，回收分銷權產生的一次性補償開支所抵銷，以及經營費用增加所致。經營利潤率下降 2.1 百分點至 15.1%。

融資收入淨額

融資收入淨額為人民幣 56.2 百萬元，較去年增加人民幣 9.0 百萬元。增加主要由於增加定期存款而提高利息收入，以及集團錄得人民幣 3.3 百萬元匯兌收益，去年錄得匯兌虧損人民幣 2.7 百萬元。

所得稅

年內所得稅有效稅率為 24.3%，較去年增加 4.9 個百分點。集團旗下一家中國子公司取得高新技術稅務資格，享有優惠稅率 15%，集團另外三家在西藏註冊的子公司亦享有當地的優惠稅率 15%。年內撥備比去年減少，遞延稅項抵扣減少，使有效稅率提高。

權益股東應佔利潤

權益股東應佔利潤為人民幣 461.1 百萬元，下降 13.1%。權益股東應佔利潤率下降 2.4 百分點至 12.6%。

每股盈利

每股盈利為人民幣 38.51 分，下降 13.1%。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FINAL DIVIDEND

The Board has resolved to pay a final dividend of HK9 cents (2023: HK13 cents) per ordinary share and a special final dividend of HK3 cents (2023: HK5 cents) per ordinary share in respect of this financial year, making a total dividend payment of approximately HK\$143.7 million (equivalent to approximately RMB135.4 million). The final dividend and the special final dividend will be paid in cash on or around 22 May 2025 to shareholders whose names appear on the Company's register of members on 7 May 2025.

BUSINESS REVIEW

SALES CHANNEL MANAGEMENT

Currently, the Group adopted consignment, distribution, DTC and e-commerce direct-to-retail models for its core collection, with adoption of offline and e-commerce direct-to-retail models for its smart casual collection. Such diversified sales channels and precise market positioning align our products and services more closely with the buying habits of Chinese menswear consumers, thereby driving sales growth.

The Group advanced its channel transformation during the year. It first implemented the DTC model for the "LILANZ" core collection in the North-Eastern China and Jiangsu Province, replacing the previous model operated by distributors. Streamlining the sales channel structure will greatly enhance the store operation efficiency and inventory management capabilities of the "LILANZ" core collection in the region, while utilizing an advanced digital operation system and fully integrated value chain from production to retail could better leverage the Group's competitive advantages, delivering higher value-for-money products and an enhanced shopping experience to consumers. Within less than a year of implementation, these initiatives have already delivered significant growth for the Group of the sales in the North-Eastern China and Jiangsu Province and are anticipated to provide even greater contributions to the Group's long-term performance. By the end of December 2024, the total number of stores under DTC model stores had reached 203.

Regarding store location strategy, the Group continued to concentrate its opening stores in prime locations within premium shopping malls and outlet centers and leveraging renovations with the most distinctive brand identity to attract customers to boost sales.

末期股息

董事會建議就本財政年度派發末期股息每股普通股9港仙(二零二三年:13港仙)及特別末期股息每股普通股3港仙(二零二三年:5港仙),合共派息額約港幣143.7百萬元(約相等於人民幣135.4百萬元)。末期股息及特別末期股息將於二零二五年五月二十二日或前後以現金支付予於二零二五年五月七日名列本公司股東名冊之股東。

業務回顧

銷售渠道管理

目前,集團的主系列採用代銷、分銷、DTC和電商直營模式;輕商務則採用線下及電商純直營模式。這多元的銷售渠道和精準的市場定位使我們的產品和服務能夠更切合中國男裝消費者的購買習慣,從而促進銷售提升。

集團年內佈局渠道轉型,在東北地區及江蘇省率先推行主系列「利郎LILANZ」的DTC模式,取代過去由一級分銷商經營的模式。渠道架構的精簡將大幅增強「LILANZ主系列」在該地區的門店營運效率與貨品管理能力,借助先進的數字化營運體系和從生產至零售的全價值鏈整合能力,更好發揮集團的自身競爭優勢,為消費者帶來更高質價比的產品和更卓越的購物體驗。該等舉措在推動不足一年已經讓集團在東北地區及江蘇省的銷售實現顯著增長,並預期為集團長遠提供更大的貢獻。於二零二四年十二月底,DTC模式門店共有203家。

門店佈局方面,集團繼續集中在優質購物中心中的優越舖位和奧特萊斯開店,及通過最具品牌個性的裝修吸引顧客,提升銷售。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

As at the end of December 2024, 933 stores (31 December 2023: 879) were located in shopping malls, representing approximately 33.6% of the total store count and approximately 36.5% of the total retail floor area. In addition, there were 103 outlet stores (31 December 2023: 77).

As at the end of December 2024, the Group had a total of 2,773 retail stores nationwide, a net increase of 78 stores during the year. This included a net increase of 58 core collection stores and 20 smart casual collection stores. The new stores are mainly concentrated in North-Western China and Northern China. As at the end of December 2024, the total retail store floor area was approximately 460,205 square meters (31 December 2023: 429,543 square meters), representing an increase of 7.1% compared with the end of the previous year.

Changes in the number of stores by region are as follows:

於二零二四年十二月底，購物商場店有933家(二零二三年十二月三十一日：879家)，佔店舖總數目約33.6%，約佔總店舖面積36.5%；另外，奧特萊斯店則有103家(二零二三年十二月三十一日：77家)。

於二零二四年十二月底，集團於全國共有2,773家零售店，年內淨增加78家。其中，主系列淨開58家，輕商務淨開20家，新增門店主要集中在西北及華北地區。截至二零二四年十二月底，零售門店總店舖面積約為460,205平方米(二零二三年十二月三十一日：429,543平方米)，較去年底增加7.1%。

各區店舖的數量變動如下：

		Number of Stores			
		店舖數量			
Region	區域	As at 1 January 2024 於二零二四年 一月一日	Opened during the year 年內開店	Closed during the year 年內關店	As at 31 December 2024 於二零二四年 十二月三十一日
Northern China	華北	267	75	32	310
North-Eastern China	東北	132	29	20	141
Eastern China	華東	774	178	163	789
Central and Southern China	中南	721	131	127	725
South-Western China	西南	491	72	75	488
North-Western China	西北	310	49	39	320
		2,695	534	456	2,773

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The breakdown of the store numbers is as follows:

店舖數目分類如下：

		31 December 2024 二零二四年十二月三十一日			31 December 2023 二零二三年十二月三十一日		
		Core collection 主系列	Smart casual collection 輕商務	Total 總計	Core collection 主系列	Smart casual collection 輕商務	Total 總計
By operations	以經營方式						
Direct-to-retail stores	直營店	64	318	382	1	296	297
Consignment	代銷店	994	0	994	936	0	936
Distribution	分銷店	1,393	4	1,397	1,456	6	1,462
Total number of stores	總店數	2,451	322	2,773	2,393	302	2,695
By type of stores	以店舖類型						
Stores in shopping malls and outlet stores	購物中心及奧特萊斯店	764	272	1,036	703	253	956
Shop-in-shops in department stores	百貨店中店	272	35	307	261	34	295
Street stores	街邊店	1,415	15	1,430	1,429	15	1,444
Total number of stores	總店數	2,451	322	2,773	2,393	302	2,695



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

NEW RETAIL DEVELOPMENT

The Group continued to prioritize new retail as one of its key areas of business development, with a considerable 24% growth recorded during the year. The Group continues to strengthen new retail's all-platform positioning, not only increasing the input strength toward TikTok and traditional e-commerce platforms, but also opening up multiple online channels such as "Pinduoduo", "Poizon" and so forth. In addition, the Group actively explores integrated marketing approach combining Weibo, Xiaohongshu, and other online social media with offline stores, digging out new retail business's development opportunities.

To meet business development needs, the Group has comprehensively upgraded its retail management system to achieve seamless docking of online-offline platforms and real-time data sharing, as well as leveraging the technological characteristics of WeChat Mall for the complementary advantages of online and offline services, providing better customer service and shopping experiences while enhancing store efficiency. Meanwhile, the Group kept investing in automated production facilities and a smart warehouse and logistics distribution system, the Group has improved its ability to restock quickly.

PRODUCT DESIGN AND DEVELOPMENT

Adhering to the brand philosophy of "Simplicity but not Simple", the Group continued to provide consumers with high-quality products with value through the implementation of the strategy of "Simplified Design, Excellent Quality".

新零售發展

新零售繼續是集團的發展重點之一。年內錄得24%的可觀增長。繼續強化新零售的全平台佈局，不僅加大對抖音和傳統電商平台投入力度，也開拓了拼多多、得物等等多元線上渠道。此外，集團積極探索微博、小紅書等線上社交媒體與線下門店相結合的整合營銷，發掘新零售業務的發展機會。

為配合業務發展的需要，集團已全面升級零售管理系統，實現線上線下平台的無縫對接與數據實時共享，又利用微商城的技術特點，發揮線上線下優勢互補，提供更好的客戶服務及消費體驗，提升店效。同時，集團繼續投資於智能車間及智能化倉儲物流配送體系，提升集快速補單能力。

產品設計與開發

集團秉承「簡約不簡單」的品牌理念，透過實踐「簡約設計、卓越品質」的策略，為消費者提供優質優價的產品。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

During the year, the Group collaborated with prominent Chinese designer Chen Peng to launch and release the 24 Winter “Cheng Qi” capsule collection of down jackets. This collection draws inspiration from the cultural philosophy of traditional wood-fired ceramics from Jingdezhen, China. It is based on the aesthetics of Eastern craftsmanship and skillfully incorporates modern Western fashion techniques, evoking reflections on the quality of a minimalist lifestyle. Meanwhile, the Group's newly introduced: “Fearless of Wet and Cold, Water-Resistant and Warmer” Water-Repellent Down 3.0. This product uses Hoplion Downtek PFC Free™, referred to as the “International Top Water-Repellent Down”, a non-fluorinated, ultra-strong water-repellent down. It achieved an excellent result of over 10,000 minutes in the IDFL Shake Test, providing long-lasting water resistance, high loft for warmth retention, and cleanliness for health. This innovation addresses issues such as the damp cold in Southern China, susceptibility to stains, difficulty in cleaning, and lengthy maintenance time. It resonated with a broad consumer base and also led to a year-on-year increase of 41% in the Group's overall down product sales.

The Group strived for the innovation and upgrading of fabrics. During the year, it launched its debut original durable white non-iron shirts with two durable white patented technologies. The shirts maintain a drip-dryness grade of DP3.5 and a whiteness value of 150+ after 30 machine washes, effectively solving the shortcomings of traditional white shirts that often develop a yellow tin after washing. In addition, its high-density and high-knit long staple cotton fabrics can correct the shortcomings of ordinary white shirts that are too transparent while ensuring extra comfort.

Aiming at young consumers' unique pursuit of “sense of ritual”, the Group introduced the “SMART Elite Collection” this year. The products showcase the minimalist philosophy of China Lilang's brand, while also featuring exquisite design details to attract Gen-Z consumers. Together with targeted promotion on platforms such as TikTok and Xiaohongshu, the products have received positive reviews from users.

The Group continued to increase investment in research and development and product upgrades during the year. The proportion of the products with original designs for sale was approximately 75%, while the proportion of products proprietary fabrics developed by the Group was around 58%. The Group's research and development department has a total of approximately 368 staff members, who are meticulously focusing on areas such as product design, material development and sample creation, so as to achieve exquisiteness through innovation, enhance the overall competitiveness of the Group's products, and lead aesthetic trends.

年內，集團攜手中國先鋒設計師陳鵬，推出並發佈24冬季「成器」膠囊系列羽絨。該系列從中國景德鎮柴燒陶器文化哲學中尋找靈感，以東方製造美學為基底，巧妙結合西方現代時裝手法，喚起大眾對簡約生活品質的思考。此外，集團最新推出「無懼濕冷，拒水更保暖」的拒水羽絨3.0，採用擁有「國際頂級拒水羽絨」之稱的合隆Downtek PFC free™非氟系超強拒水絨，在IDFL的震盪測試中取得超過10,000分鐘的優異成績，實現長效拒水、高蓬鎖溫、潔淨健康，攻克了南方濕冷、易髒難洗、打理時間長等難題，引起廣泛消費者的共鳴，亦帶動集團整體羽絨銷售同比增長41%。

集團致力於面料創新升級。年內推出首創持久白免燙襯衫，採用雙項持久白專利技術，30次機洗後依然保持DP3.5級的免燙及150+的超高白度值，有效解決傳統白襯衫洗後容易發黃的痛點。而且其高密高織長絨棉面料，既修正一般白襯衫過於通透的缺點，同時保證高度的舒適感。

針對年輕消費群體追求「儀式感」的特點，集團於年內推出SMART精英系列西服。產品展現中國利郎品牌的簡約理念，同時設計上以精緻細節為亮點，吸引Z



Management Discussion and Analysis *(Continued)*

管理層討論及分析(續)

BRAND MANAGEMENT AND PROMOTION

The Group has actively explored diverse new marketing approaches with a focus on “innovation, quality, and youthfulness” as key themes. Through initiatives such as brand strategy upgrades, celebrity endorsements, digital marketing, and corporate social responsibility efforts, the Group has successfully reached consumers across cities of different tiers and age groups, resulting in both better performance and public praise.

The Group leveraged the influence of “star” power by closely integrating celebrities, its brands, and cities to enhance its brands’ local influence. Earlier this year, the Group named Xu Kai as the brand ambassador for LESS IS MORE to boost its standing in the young business wear market, establishing itself as the preferred brand for young business professionals. During the year, the Group collaborated for the third time with Mango TV’s S+ level variety show Call Me by Fire 4. The Group signed program guests Wang Zhengliang and Hu Xia as the chief brand ambassadors for Lilang’s minimalist menswear. Through methods such as commercial breaks, brand logo displays, product close-ups, and immersive scene placements, the brand deeply communicated its philosophy of “Strength in Simplicity.” The Group invited renowned celebrities, including Wu Kequn, Yang He Su, and MC Jin, to wear the “LESS IS MORE” collection and host brand meet-and-greet events in Jinan, Guiyang, Xuzhou, Zhengzhou and Nanchang. These events showcased a new paradigm for young business professionals, enhanced the Group’s penetration in the regional markets, and strengthened consumer recognition of China Lilang brand.

During the Paris Olympics, China Lilang partnered with National Geographic China to launch the “Journey Along the Silk Road to Paris (沿著絲路到巴黎)” IP collaboration. The initiative featured renowned individuals, including sports champions Zhong Man, Bao Chunlai, Qi Guangpu, Antarctic ambassador Wang Yuheng, and actor Gao Zhiting, wearing Lilang’s SMART Elite Collection suits. Starting from Zhangye in Northwest China, the journey passed through seven countries and thirteen cities before reaching Paris, France. By leveraging the Intellectual Men’s Group, Lilang traveled along the Silk Road to Paris to attend a global event, further elaborating on the brand connotation of “New Business Aesthetics”.

品牌管理及宣傳

集團不斷積極探索多元營銷新方式，以「創

Management Discussion and Analysis *(Continued)*

管理層討論及分析 *(續)*

In addition, the short fashion film “Best Wishes” (《往前走，別回頭》), sponsored by China Lilang, was awarded “Best Director” in the Film and Fashion Section of the 2024 Beijing International Film Festival. In the short film, China Lilang shirt symbolizes heritage through time and travels with the protagonist through the past, present and future, introducing Lilang’s brand philosophy of “Simplicity but not Simple” and brand concept of “Creating a Better Life” to the public through a cinematic narrative.





Management Discussion and Analysis (Continued)

管理層討論及分析(續)

AWARDS

During the year, the Group debuted its durable white non-iron shirts, which earned the title of “the world’s outstanding extra durable white non-iron shirt” from the World Record Certification Agency (WRCA).

The Group’s newly upgraded Water-Resistant Down Jacket 3.0 has received dual certifications from WRCA as the “Down Jacket with the Highest Water-Resistance Performance” and the “World-Class Outstanding Ultra-Warm Technology Water-Resistant Down Jacket”. It has also won six international awards, including the Gold Award at the French Design Awards, Silver Award at the London Design Awards, Silver Award at the MUSE Design Awards in the United States, Silver Award at the Titan Innovation Awards, the 2024 Hong Kong and Greater Bay Area Design Competition Gold Award, and the Silver Award at the New York Product Design Awards.

Carrying through its design philosophy of “Simplicity but not Simple”, the Group was awarded the “CHIC AWARD 2024 Brand Award” at the 2024 CHIC AWARD. This accolade highlights the corporate responsibility and determination of China’s LILANZ brand.

CHARITY

China Lilang fulfills its corporate social responsibility through concrete actions, contributing to the harmonious development and progress of society. The year 2024 marks the third year of the Group’s implementation of the “2022-2027 Aesthetic Education Public Welfare Program”. To date, the Group has donated over RMB6.58 million and established 23 Dream Centers, providing children in underdeveloped areas with opportunities to learn artistic creation. Approximately 30,881 children have benefited from the program, supporting them in realizing their dreams.

During the year, the Group initiated the establishment and collaborations with multiple public welfare funds, expanding the coverage of its charitable efforts to more regions and populations. To support the development of the medical and healthcare sector in Jinjiang and to align with the national strategy for establishing regional medical centers, the Lilang Charity Foundation (利郎慈善基金會) donated RMB5 million to Jinjiang Municipal Hospital (Shanghai Sixth People’s Hospital Fujian Branch) during the year. The Group also collaborated with the Tencent Charity Foundation to donate RMB1.10 million to the “Tencent 99 Giving Day – Fen Fen Juan (騰訊99公益日 — 分分捐)” initiative, helping bring various charitable dreams to life.

獎項

年內，集團首次推出的持久白免燙襯衫，獲世界紀錄認證機構WRCA認證為「世界卓越的超強持久白免燙襯衫」。

集團再次創新升級的拒水羽絨3.0，獲WRCA頒發「拒水性能最高的羽絨服」及「世界卓越的超強保暖科技拒水羽絨服」雙項認證，以及法國設計獎金獎、倫敦設計獎銀獎、美國MUSE繆斯設計獎銀獎、Titan創新獎銀獎、二零二四年香港及灣區設計大賽金獎及紐約產品設計獎銀獎等六項國際大獎。

集團亦憑藉貫徹的「簡約不簡單」的設計哲學於二零二四CHIC AWARD頒獎典禮摘得「CHIC AWARD二零二四品牌價值獎」，彰顯中國利郎的企業擔當與魄力。

公益

中國利郎以實際行動踐行企業社會責任，助力社會進步和諧發展。二零二四年是集團實行「二零二二至二零二七美育公益計劃」的第三年，累計捐贈超過人民幣6.58百萬元，23間夢想中心，為欠發達地區孩子提供學習藝術創作的機會，已惠及和助力約30,881名孩子實現夢想。

集團於年內開展與多個公益基金設立及合作，擴闊覆蓋地區及人群。為支持晉江市醫療衛生事業發展及響應國家區域醫療中心建設戰略，利郎慈善基金會於年內向晉江市醫院(即上海市第六人民醫院福建醫院)捐贈人民幣5百萬元善款；集團又攜手騰訊公益捐贈人民幣1.10百萬元愛心資金，用於「騰訊99公益日 — 分分捐」活動，助力不同公益夢想的落地。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

PROSPECTS

Looking ahead, the prospects of geopolitical and economic environment remain complex and the impact of factors such as international trade tariffs on real economy is unpredictable. As an industry leader, China Lilang will continue to leverage its own advantages to drive transformations and actively seize opportunities arising from market consolidation. With the cultivation of its core collection and smart casual collection, as well as the advancement of "Multi-brands and Internationalization", and new retail strategies, the Group will actively expand its market share and enhance brand competitiveness. We will continue to introduce innovative and differentiated new products to meet consumers' demand for "high-quality products with value" and leverage the advantages of sales channel reforms to enhance overall operational efficiency, endeavoring to distinguish ourselves in a dynamic market environment by capitalizing on China Lilang's own advantages and further strengthening its leadership position in the menswear industry.

The "LILANZ" core collection would continue the implementation of channel reform in 2025. With the successful implementation of the DTC model for the first time in 2024, the Group would enhance the connection between our brands and consumers with a more effective way, so as to respond to market changes more flexibly, swiftly and precisely, and satisfy the needs of consumers to enhance store efficiency and boost profit margin. The Group anticipates that the potential of DTC model will further be unlocked from 2025 onward and contribute to sales growth.

The Group will also seize the gaining momentum of the "LESS IS MORE" smart casual collection and focus on the development of Tier-1 and Tier-2

前景

展望未來，地緣政治及經濟環境前景仍然複雜，國際貿易和關稅等因素對實際經濟的影響難以預測。中國利郎作為行業的領先者，將繼續發揮自身優勢，推動變革轉型，把握市場整合的機會。主系列和輕商務系列的深耕，以及多品牌、國際化發展和新零售策略的推進，積極擴大市場份額，提升品牌競爭力。我們將持續推出創新和差異化的新產品，以滿足消費者對「優質優價」商品的需求，並利用銷售渠道改革的優勢，提升整體運營效率，務求在多變的市場環境下，憑著利郎自身優勢脫穎而出，進一步鞏固自身在男裝行業的領導地位。

二零二五年主系列「利郎 LILANZ」會延續渠道的改革。利用二零二四年首次推行的 DTC 模式，以更有效的方式，加強品牌與消費者之間的聯繫，以做到更靈活、更迅速、精準地應對市場變化，滿足消費者的需求，以提升店效及提高利潤率。集團期望 DTC 模式的潛力將從二零二五年起進一步釋放，為銷售增長作出貢獻。

集團亦會把握輕商務系列「利郎 LESS IS MORE」的良好勢頭，於二零二五年繼續專注於在一、二線市場的發展，聚焦都市年輕男性消費者的目標客戶群。面對市場環境和消費需求的變化，集團將繼續改良店舖位置和空間利用，提升顧客的購物體驗，增強品牌吸引力，同時堅持開發高品質且具功能性的產品，滿足青年男性消費者對時尚實用兼備、高性價比產品的需求。

中國利郎重視銷售網絡佈局與發展，目標在二零二五年淨增加 100 家店舖。我們將優先選擇在省會及地級市的優質購物商場開設新店，選址在高流量和高消費潛力的地區；同時增加在奧特萊斯商場的開店規模，以更相宜的價吸引消費者，並有效清理庫存。集團亦會靈活關閉低效店舖，以提升整體店效。我們將嚴格控制成本開支，確保資源對準投放於目標消費群。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

In terms of new retail business, the Group will increase the sales of new products online during the year, targeting to raise the proportion of sales of new products to 80% of e-commerce sales. To align with its development, the Group will strengthen online promotion and continue to leverage e-commerce live-streaming on popular social media platforms such as TikTok and Xiaohongshu and reach consumers across the country to drive sales growth. The Group aims to achieve 15% or more growth in new retail business for the year, with total sales achieving growth of no less than 10%.

China Lilang will leverage fully the advantages of its brands and channels developed throughout the years to strategically upgrade its brand position during the process of market consolidation, and in turn raise the Group's competitiveness in the market. The Group has put forward and facilitate its development strategies of "Multi-brands and Internationalization" last year. The online sales of "MUNSINGWEAR" are expected to officially commence during the first half of this year, while the first physical store will open during the second half of this year. In addition, the Group's plan of opening international stores in Malaysia is proceeding smoothly. The first store is expected to open in the country during the first half of this year, marking the official venture of Lilang brands of household words domestically, into the international market.

In inventory management, the Group will continue refining operations and supply chain efficiency to respond quickly to market demands and improve overall profitability. Meanwhile, further automated production will also be facilitated to manufacture higher-quality products at lower costs while providing employees with a better working environment, achieving mutually beneficial outcome for our employees, consumers, and the Company itself.

China Lilang will seize the opportunities brought by the policies of vigorous consumption-boosting and overall domestic demand expansion by the PRC government to implement various development plans and further consolidate its leading position in the menswear industry and create better value for the shareholders and consumers.

新零售業務方面，集團今年將增加在線上銷售新產品，目標新貨品銷售佔電商銷售總金額的比重能提高至80%。為配合發展，集團將加大線上推廣力度，繼續利用抖音、小紅書等熱門社交媒體平台，通過直播帶貨等方式深度觸達全國消費者，帶動銷售增長。集團新零售業務的目標是於全年實現15%或以上的增長，而總銷售達到不少於10%的增長。

中國利郎充分利用多年發展建立起的品牌和渠道優勢，在市場整合中，策略性提升品牌檔次，以提升集團在市場的競爭力。集團去年提出「多品牌、國際化」發展策略，亦按計劃推進，「MUNSINGWEAR」的線上銷售預期在今年上半年正式啟動，並於下半年開設首家實體門店。此外，集團籌備在馬來西亞開設海外門店進展順利，預計上半年於當地開設首間門店，意味著在中國家喻戶曉的利郎品牌正式踏足國際。

在庫存管理方面，我們將繼續優化庫存運作，提升供應鏈的效率，確保能快速回應市場需求，從而提高整體盈利能力。同時，我們也將進一步推動自動化生產，以更低成本生產更優質產品，並讓員工在更理想環境工作，達至員工、消費者和公司三贏。

中國利郎將把握中國政府大力提振消費和全方位擴大內需的政策機遇，落實各項發展計劃，將進一步鞏固在男裝行業中的領導地位，為股東和消費者創造更大的價值。

Management Discussion and Analysis *(Continued)*

管理層討論及分析(續)

LIQUIDITY AND FINANCIAL RESOURCES

CASH AND BANK BALANCES AND CASH FLOWS

Year ended 31 December
截至十二月三十一日止年度

	Year ended 31 December 截至十二月三十一日止年度

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

- Net cash used in investing activities amounting to RMB306.3 million, comprising mainly capital expenditure totalling RMB112.8 million, placement of deposits totalling RMB207.2 million less interest income of RMB19.5 million.
- Net cash inflows used in financing activities amounting to RMB471.6 million, comprising mainly the payments of final dividends in respect of 2023 and the interim dividends for the year totalling RMB398.2 million, the capital and interest elements of lease rentals paid totalling RMB109.8 million, less net borrowing of bank loans of RMB20.2 million.
- 投資活動所用現金淨額為人民幣306.3百萬元，主要包括資本開支合共人民幣112.8百萬元，存放存款合共人民幣207.2百萬元，減利息收入人民幣19.5百萬元。
- 融資活動所用現金流入淨額為人民幣471.6百萬元，主要包括派付二零二三年之末期股息及本年度之中期股息合共人民幣398.2百萬元，已付租賃租金之本金及利息部分合共人民幣109.8百萬元，減銀行貸款借貸淨額人民幣20.2百萬元。

TRADE WORKING CAPITAL TURNOVER DAYS

		Year ended 31 December 截至十二月三十一日止年度	
		2024 二零二四年	2023 二零二三年
Average inventory turnover days	平均存貨週轉天數	183	170
Average trade receivables turnover days	平均應收貿易賬款週轉天數	36	42
Average trade payables turnover days	平均應付貿易賬款週轉天數	157	130

INVENTORY TURNOVER DAYS

The Group's average inventory turnover days was 183 days for the year, an increase of 13 days as compared to last year. The increase of average inventory turnover days is mainly due to increase in the proportion of sales in direct retail and consignment during the year. Besides, sales of winter collection decreased because of warm winter effect in late 2024.

Total inventory balance increased by RMB261.2 million to RMB1,086.9 million.

As at 31 December 2024, total provision of RMB49.0 million was made in accordance with the Group's inventory provision policy.

TRADE RECEIVABLES TURNOVER DAYS

The Group's average trade receivables turnover days was 36 days for the year. Turnover days reduced as a result of increase in sales proportion of direct retail sales during the year.

As at 31 December 2024, a loss allowance provision of RMB11.4 million was made in accordance with the Group's trade receivables provision policy.

貿易營運資金週轉天數

存貨週轉天數

年內集團平均存貨週轉天數為183天，與去年相比增加13天。平均存貨週轉天數增加乃主要由於年內直營銷售及代銷的銷售比例增加。此外，受二零二四年底的暖冬影響，冬季系列的銷售有所下降。

總存貨結餘增加人民幣261.2百萬元至人民幣1,086.9百萬元。

於二零二四年十二月三十一日，已按照集團之存貨撥備政策作出撥備總額人民幣49.0百萬元。

應收貿易賬款週轉天數

集團年內平均應收貿易賬款週轉天數為36天。週轉天數減少乃由於年內直營銷售的銷售比例增加。

於二零二四年十二月三十一日，虧損撥備人民幣11.4百萬元乃按照集團之應收貿易賬款撥備政策作出。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

TRADE PAYABLES TURNOVER DAYS

The Group's average trade and bills payables turnover days was 157 days for the year. There was no material change in the payment terms with suppliers. The increase in trade payables turnover days is mainly because of the increase in usage of trade bills which will be settled in later stage and increase in purchase of raw materials.

Trade and bills payables balance increased by RMB185.0 million during the year to RMB914.9 million.

DIVIDEND POLICY

The Group adopts a dividend policy of providing shareholders with regular dividends with a normal target payout ratio of about 45% to 55% of the Group's profit for the year. The Board may also recommend the payment of additional special dividends depending on the following conditions: (i) the overall profitability of the Group; (ii) the cash flows of the Group; and (iii) the capital requirement for expansions.

PLEDGE OF ASSETS

As at 31 December 2024, deposits with certain banks totalling RMB995.7 million (2023: RMB971.6 million) were pledged as securities for bills payable and bank loans. The pledged bank deposits will be released upon the settlement of relevant bills payable and bank loans.

CAPITAL COMMITMENTS AND CONTINGENCIES

As at 31 December 2024, the Group had total capital commitments of RMB16.6 million, primarily related to improvement project of automated plant and production facilities.

These capital commitments are expected to be financed by internal resources of the Group.

As at 31 December 2024, the Group had no material contingent liabilities.

應付貿易賬款週轉天數

年內集團平均應付貿易賬款及應付票據週轉天數為157天。與供應商的付款條款並無重大變動。應付貿易賬款週轉天數增加乃由於將於稍後階段清償的貿易票據用量增加及原材料採購量增加。

年內應付貿易賬款及應付票據結餘增加人民幣185.0百萬元至人民幣914.9百萬元。

股息政策

集團採取定期向股東派息的政策，目標派息率一般約為集團年度利潤約45%至55%。董事會亦會建議派付額外特別股息，惟視乎下列條件而定：(i)集團整體的盈利能力；(ii)集團的現金流量；及(iii)擴張所需的資金。

資產抵押

於二零二四年十二月三十一日，總額人民幣995.7百萬元(二零二三年：人民幣971.6百萬元)的若干銀行存款抵押為應付票據及銀行貸款的擔保。已抵押銀行存款將於清償相關應付票據及銀行貸款後獲解除。

資本承擔及或然負債

於二零二四年十二月三十一日，集團的資本承擔總額為人民幣16.6百萬元，主要與智能廠房與生產設施改造項目有關。

該等資本承擔預期以集團的內部資源支付。

於二零二四年十二月三十一日，集團並無重大或然負債。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

PRINCIPAL RISKS AND UNCERTAINTIES

During the year, the Company conducted an exercise based on the ERM Framework, as set out in the paragraph headed “Risk Management and Internal Controls” in the Corporate Governance Report on pages 49 to 51 of this Annual Report, to review, assess and control the identified risks faced by the Group. The Group’s key risk exposures are summarized as follows:

Strategic Risks	(i) Slow-down of the economy and consumer spending
	(ii) Deterioration of market competition
Operational Risks	(i) Ineffective management of the retail operations of distributors
	(ii) Misjudgement of fashion trends or changes in consumers’ demand or failure to respond to such changes in a timely manner
	(iii) Ineffective brand promotion activities or failure to maintain and promote the brand, particularly in the first- and second-tier cities where the Group targets to expand
Financial Risks	(i) Distributors’ and consignees’ credit risks
	(ii) Inventory risks
Hazard Risks	(i) Business susceptible to extreme or unseasonable weather conditions

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to achieving environmental sustainability and incorporating it in daily operations. Details of the Group’s environmental policies and performance are summarized in the Environmental, Social and Governance Report.

主要風險及不明朗因素

年內，本公司根據本年報第49至51頁所載企業管治報告「風險管理及內部監控」一段所述的企業風險管理框架，就集團所面對的已識別的風險作出檢討、評估及控制。集團面對的主要風險概述如下：

策略風險	(i) 經濟及消費開支放緩
	(ii) 市場競爭惡化
經營風險	(i) 未能有效管理分銷商零售業務
	(ii) 對時裝流行趨勢或消費者需求變動判斷錯誤或未能及時應對該等變動
	(iii) 品牌推廣活動低效或未能維持及提升品牌，尤其是在集團計劃進行擴張的一、二線城市
財務風險	(i) 分銷商及代銷商信貸風險
	(ii) 庫存風險
災害風險	(i) 業務易受極端或不合時宜的天氣狀況影響

環境政策及表現

集團致力實現環境的可持續發展並將其納入日常運作。集團的環境政策及表現詳情概述於環境、社會及管治報告。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FINANCIAL MANAGEMENT POLICIES

The Group continues to control financial risks in a prudent manner. The functional currency of the Company is the Hong Kong Dollars and the Company's financial statements are translated into Renminbi for reporting and consolidation purposes. Foreign exchange differences arising from the translation of financial statements are directly recognized in equity as a separate reserve. As the Group conducts business transactions principally in Renminbi, the exchange rate risk at the Group's operational level is not significant.

HUMAN RESOURCES

As at 31 December 2024, the Group had 4,977 staff. Total staff costs for the year amounted to approximately RMB515.4 million (2023: RMB393.3 million). Details of the Group's policies on human resources are summarised in the Environmental, Social and Governance Report.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 25 April 2025 to Wednesday, 30 April 2025 (both days inclusive) for the purpose of determining shareholders who are entitled to attend and vote at the 2025 annual general meeting ("2025 AGM"). In order to qualify for attending and voting at the 2025 AGM, all transfers accompanied by the relevant share certificate must be lodged with the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 24 April 2025.

In addition, subject to the approval of the proposed final dividend and the special final dividend by the shareholders at the 2025 AGM, the register of members of the Company will be closed from Thursday, 8 May 2025 to Monday, 12 May 2025 (both days inclusive) for the purpose of determining shareholders who qualify for the proposed final dividend and special final dividend. In order to qualify for the proposed final dividend and special final dividend, all transfers accompanied by the relevant share certificate must be lodged with the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 7 May 2025.

財務管理政策

集團繼續審慎監控財務風險。本公司功能貨幣為港元，而本公司財務報表因匯報和編製綜合賬目而換算為人民幣。因換算財務報表而產生的匯兌差額直接於權益中確認為獨立儲備。由於集團主要以人民幣進行業務交易，集團於營運上的匯率風險並不重大。

人力資源

於二零二四年十二月三十一日，集團有4,977名員工。年內員工成本總額約為人民幣515.4百萬元(二零二三年：人民幣393.3百萬元)。有關集團人力資源政策的詳情概述於環境、社會及管治報告。

暫停股份過戶登記

本公司將於二零二五年四月二十五日(星期五)至二零二五年四月三十日(星期三)(首尾兩天包括在內)暫停辦理股份過戶登記手續，以確定股東出席二零二五年股東週年大會(「二零二五年股東週年大會」)並於會上投票的資格。為符合資格出席二零二五年股東週年大會並於會上投票，股東最遲須於二零二五年四月二十四日(星期四)下午四時三十分前，將所有過戶文件連同有關股票一併送達本公司的股份過戶登記處香港中央證券登記有限公司，地址為香港皇后大道東183號合和中心17樓1712-1716號舖。

此外，若擬派末期股息及特別末期股息於二零二五年股東週年大會上獲股東通過，本公司將於二零二五年五月八日(星期四)至二零二五年五月十二日(星期一)(首尾兩天包括在內)暫停辦理股份過戶登記手續，以確定股東收取擬派末期股息及特別末期股息的資格。為符合資格收取擬派末期股息及特別末期股息，股東最遲須於二零二五年五月七日(星期三)下午四時三十分前，將所有過戶文件連同有關股票一併送達本公司的股份過戶登記處香港中央證券登記有限公司，地址為香港皇后大道東183號合和中心17樓1712-1716號舖。



Corporate Governance Report

企業管治報告

The Board is firmly committed to compliance of statutory and regulatory corporate governance standards and adherence to the principles of corporate governance emphasizing transparency, accountability and integrity. Policies and practices on corporate governance are reviewed on a regular basis and as required to ensure that they remain appropriate and compliance with legal and regulatory requirements.

The Company complied with all code provisions of the Corporate Governance Code (the “Code Provisions”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) during the year ended 31 December 2024.

VISION AND MISSIONS

The Company has the vision to excel in the menswear business in PRC market, and is dedicated to the missions of enhancing shareholder value, and cultivating a competent and committed team.

Under the leadership of the Board, the Company achieves the visions and missions in our daily operations. Information on the Company's performance and the basis on which the Company generate the above vision and missions are set out in the Chairman's Statement on pages 6 to 10 of the Annual Report.

(A) BOARD OF DIRECTORS

The Board is responsible for governing the Company and managing assets entrusted by the shareholders. The Directors recognize their collective and individual responsibility to the shareholders and perform their duties diligently to achieve positive results for the Company and to maximize returns for shareholders.

董事會矢志秉持法定及監管的企業管治標準，並堅守強調透明度、問責性及誠信度的企業管治原則。本公司定期並按需要檢討企業管治政策及慣例，以確保有關政策及慣例為適當並遵守法例及監管規定。

截至二零二四年十二月三十一日止年度，本公司已遵守《香港聯合交易所有限公司證券上市規則》「上市規則」附錄十四所載《企業管治守則》的所有守則條文（「守則條文」）。

抱負及使命

本公司矢志在中國市場成為傑出的男裝企業，並致力提升股東價值以及培養一支高效及對工作有承擔的團隊。

在董事會的領導下，本公司於日常營運中實現該等抱負及使命。有關本公司的表現及本公司訂定上述抱負及使命的依據的資料載於年報第6至10頁的主席報告。

(A) 董事會

董事會負責本公司的管治工作，並管理股東所委託的資產。董事明白彼等須共同及個別對股東負責，並勤勉盡職，為本公司達到理想業績及為股東爭取最大回報。

Corporate Governance Report (Continued)

企業管治報告(續)

The Board currently comprises five Executive Directors, three Non-executive Directors and four Independent Non-executive Directors:

EXECUTIVE DIRECTORS

Mr. Wang Liang Xing
Mr. Wang Cong Xing
Mr. Pan Rong Bin
Mr. Wang Jun Hong
Mr. Wang Zhi Yong

NON-EXECUTIVE DIRECTORS

Mr. Wang Dong Xing (*Chairman*)
Mr. Cai Rong Hua
Mr. Hu Cheng Chu

INDEPENDENT NON EXECUTIVE DIRECTORS

Mr. Lai Shixian
Mr. Zhang Shengman
Prof. Liao Jianwen
Prof. Jiang Zhan

Their biographical details and (where applicable) their family relationships are set out in the section headed “Biographical Details of Directors and Senior Management” on pages 55 to 65 of the Annual Report. A list of the Directors identifying their role and function and whether they are Independent Non-executive Directors are available on the Company’s website.

The principal responsibilities of the Board include the formulation of the Group’s business strategies and management objectives, supervision of the management and evaluation of the effectiveness of management strategies. Day-to-day management of the Group’s businesses is delegated to the Executive Directors or senior management. The functions and power that are so delegated are reviewed periodically to ensure that they remain appropriate.

董事會現由五名執行董事、三名非執行董事及四名獨立非執行董事組成：

執行董事

王良星先生
王聰星先生
潘榮彬先生
王俊宏先生
王智勇先生

非執行董事

王冬星先生(主席)
蔡榮華先生
胡誠初先生

獨立非執行董事

賴世賢先生
章晟曼先生
廖建文教授
蔣展教授

彼等的個人履歷及(倘適用)彼等之間的親屬關係載於年報第55至65頁「董事及高級管理層履歷」一節。識別董事角色及職能以及彼等是否為獨立非執行董事的董事名單可於本公司網站查閱。

董事會的主要職責包括制定集團的業務策略和管理目標、監督其管理及評估管理策略的成效。集團的日常業務管理授權予執行董事或高級管理層負責，而集團會定期檢討彼等獲授的職能及權力，以確保授權仍然適合。

Corporate Governance Report *(Continued)*

企業管治報告(續)

Matters reserved for the Board include those affecting the Group's overall strategies, budget and plans, publication of financial statements, dividend policy, appointment of members to the various Board Committees and major investments. The Board is also responsible for developing, reviewing and monitoring the policies and practices on corporate governance and legal and regulatory compliance of the Group, and the training and continuous professional development of Directors and senior management. The Board also reviews the disclosures in the Corporate Governance Report to ensure compliance. Besides, the Board reviews the policies and monitors the implementations in relation to corporate governance, internal controls, risk management and sustainability practices.

All Board members have separate and independent access to the Group's senior management to fulfill their duties.

Independent professional advice can be sought to assist the relevant Directors to discharge their duties at the Group's expense upon their request. No such advice was sought during 2024.

All Directors are required to declare to the Board upon their first appointment, the directorships or other positions they are concurrently holding at other companies or organizations. These interests are updated on an annual basis and when necessary.

DIRECTORS' AND OFFICERS' INSURANCE

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors and officers. In 2024, no claims under the insurance policy were made.

董事會負責處理包括影響集團整體策略、預算及計劃、刊發財務報表、股息政策、委任各董事委員會成員及主要投資等事項。董事會亦負責制定、檢討及監察集團的企業管治政策及慣例與法律法規遵守情況，以及董事及高級管理層的培訓及持續專業發展。董事會亦審閱企業管治報告內的披露資料以確保符合要求。此外，董事會審閱有關企業管治、內部監控、風險管理及可持續發展實踐方面的政策並監督其執行。

所有董事會成員均可單獨、獨立地接觸集團高級管理層以履行其職責。

董事會成員亦可要求徵詢獨立專業意見，協助有關董事履行職責，費用由集團承擔。於二零二四年，概無徵詢有關意見。

全體董事須於首次獲委任時向董事會申報彼等同時在其他公司或機構擔任的董事或其他職務。有關利益申報每年及於需要時更新。

董事及行政人員的保險

本公司已就其董事及行政人員可能會面對的法律訴訟作出適當的投保安排。於二零二四年，概無根據保單提出申索。

Corporate Governance Report (Continued)

企業管治報告(續)

DIRECTORS' CONTINUOUS TRAINING AND PROFESSIONAL DEVELOPMENT

All Directors are provided with monthly updates on the Company's performance and financial position to enable the Board as a whole and each Director to discharge their duties. In addition, briefings and updates on the latest development regarding the Listing Rules and other applicable regulatory requirements are provided to the Board during Board meetings to ensure compliance and enhance their awareness of good corporate governance practices.

All Directors are also encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. According to the records provided by the Directors, a summary of training received by the Directors during the year ended 31 December 2024 is as follows:

Directors	董事	Types of continuous professional development programmes 持續專業發展培訓類別
Executive Directors		
Mr. Wang Liang Xing	王良星先生	B
Mr. Wang Cong Xing	王聰星先生	B
Mr. Pan Rong Bin	潘榮彬先生	B
Non-executive Directors		
Mr. Wang Dong Xing	王冬星先生	B
Mr. Cai Rong Hua	蔡榮華先生	B
Mr. Hu Cheng Chu	胡誠初先生	B
Independent Non-executive Directors		
Mr. Lai Shixian	賴世賢先生	A, B
Mr. Zhang Shengman	章晟曼先生	A
Prof. Liao Jianwen	廖建文教授	A
Prof. Jiang Zhan	蔣展教授	B

Notes:

- A: Attending courses/seminars on business management, and/or corporate governance.
- B: Viewing director training webcasts on connected transactions, discloseable transactions, ESG governance and reporting.

董事持續培訓及專業發展

全體董事每月均獲提供有關本公司表現及財務狀況的最新資料，以便董事會全體成員及各董事履行其職務。此外，於董事會會議期間，董事會獲提供上市規則及其他適用監管規定的最新發展簡介及更新資料，確保有關規定獲得遵守及提升董事對良好企業管治常規的關注。

全體董事亦獲鼓勵參與持續專業發展培訓，以培養及重溫本身的知識及技能。根據董事提供的記錄，董事於截至二零二四年十二月三十一日止年度接受的培訓簡列如下：

附註：

- A：出席有關業務管理及或企業管治的課程研討會。
- B：觀看有關關連交易、須予披露交易、環境、社會及管治規管以及報告方面的董事培訓網絡廣播。

Corporate Governance Report (Continued)

企業管治報告(續)

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Chairman of the Board, Mr. Wang Dong Xing, is responsible for the overall management of and leadership for the Board and ensuring that good corporate governance practices and procedures are established. He is also responsible to ensure all Directors receive adequate information in a timely manner and are properly briefed on issues arising on board meetings.

The Chief Executive Officer, Mr. Wang Liang Xing, is responsible for managing the day-to-day operations of the Group's business.

The Company has kept these roles separated and distinctive as this ensures better checks and balances and hence better corporate governance.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Independent Non-executive Directors bring with them expertise in different areas. The role of the Independent Non-executive Directors is to provide independent and objective opinions to the Board, giving adequate control and balances for the Group to protect the overall interests of the shareholders and the Group. The Independent Non-executive Directors are expressly identified as such in all corporate communications that disclose the names of Directors.

Mr. Lai Shixian ("Mr. Lai") has been serving for more than nine years on the Board as Independent Non-executive Directors. The length of tenure of Mr. Lai with the Company as at the date of this Annual Report was more than 12 years. Mr. Zhang Shengman, Prof. Liao Jianwen and Prof. Jiang Zhan were appointed as an Independent Non-executive Directors with effect from 17 March 2023, 5 February 2024 and 5 February 2024, respectively. Each Independent Non-executive Director has submitted annual confirmation of his/her independence to the Company pursuant to Rule 3.13 of the Listing Rules. Based on the contents of such confirmations, the Company considers that all of the Independent Non-executive Directors are independent.

主席兼行政總裁

董事會主席王冬星先生負責董事會整體管理及領導，並確保建立良好企業管治常規及程序。彼亦負責確保全體董事就董事會會議上提出的事項及時獲得充足的資料及適當簡報。

行政總裁王良星先生負責管理集團業務的日常運作。

本公司一直清楚區分此等角色以確保較好的制衡作用，從而達至更佳的企業管治。

獨立非執行董事的獨立性

獨立非執行董事均具備各方面專業知識。獨立非執行董事的角色是向董事會提供獨立及客觀的意見，為集團提供足夠的制約及平衡，以保障股東及集團整體利益。所有載有董事姓名的公司通訊中，均明確說明獨立非執行董事的身份。

賴世賢先生(「賴先生」)已擔任獨立非執行董事並為董事會服務超過九年。於本年報日期，賴先生在本公司的任期超過12年。章晟曼先生、廖建文教授及蔣展教授已獲委任為獨立非執行董事，分別自二零二三年三月十七日、二零二四年二月五日及二零二四年二月五日起生效。根據上市規則第3.13條，各獨立非執行董事已向本公司提交其年度獨立性確認書。根據該等確認書的內容，本公司認為全體獨立非執行董事均為獨立人士。

Corporate Governance Report (Continued)

企業管治報告(續)

Mr. Lai who has served as Independent Non-executive Director of the Company for over nine years. Mr. Lai has thorough understanding of the Company's operations and business. As an Independent Non-executive Director, Mr. Lai has always contributed objectively in advising the Board and the senior management, expressing objective views, and giving valuable independent guidance to the Company in their capacity as Independent Non-executive Director over the years. Mr. Lai is currently the Chairman of the Remuneration Committee and a member of the Audit Committee. Mr. Lai has been continuously demonstrating firm commitments to his roles. Mr. Lai always place great importance on high standards of corporate governance. Due to the extensive experience in the consumer market and financial management, Mr. Lai is able to provide valuable and useful advices and guidance to the Company in the relevant industry. Mr. Lai has never been engaged in any executive management of the Group and Mr. Lai has provided confirmation of his independence according to Rule 3.13 of the Listing Rules. The Board, with the recommendation of the Nomination Committee of the Company, considers that Mr. Lai remains independent for the purpose of the Listing Rules despite the fact that he has served the Board for over nine years. In accordance with Code Provision A.4.3 of the CG Code, the Company will include in the notice and the circular of the forthcoming annual general meeting of the Company the reasons why the Board still considers Mr. Lai as independent.

TIME COMMITMENT OF DIRECTORS

The Directors have demonstrated a strong commitment to the Board affairs and they are well aware that they are expected to have a sufficient time commitment to the Board. Directors have given certain confirmations and made disclosures about their other commitments.

(I) SUFFICIENT TIME AND ATTENTION

Directors have confirmed that they have given sufficient time and attention to the affairs of the Company for the year ended 31 December 2024.

(II) OTHER OFFICES AND COMMITMENTS

Directors disclose to the Company annually the number, identity and nature of offices held in Hong Kong or overseas listed public companies and organisations and other significant commitments.

賴先生在本公司擔任獨立非執行董事超過九年。賴先生充分了解本公司的營運及業務。作為獨立非執行董事，賴先生多年來一直向董事會及高級管理層提供客觀意見，闡述客觀觀點，並以獨立非執行董事的身份向本公司提供寶貴的獨立指引。賴先生現時為薪酬委員會主席及審核委員會成員。賴先生一直堅定承擔其角色職責。賴先生一直非常重視高標準的企業管治。憑藉其於消費者市場及財務管理方面豐富的經驗，賴先生能夠就相關行業方面為本公司提供寶貴且實用的意見及指引。賴先生從未參與集團的任何行政管理工作，並已根據上市規則第3.13條提供其獨立性確認。董事會經參考本公司提名委員會的推薦建議後認為，儘管賴先生在董事會任職超過九年，就上市規則而言，其仍屬獨立人士。根據《企業管治守則》守則條文第A.4.3條，本公司將於應屆本公司股東週年大會通告及通函中載列董事會認為賴先生仍屬獨立人士的理由。

董事投入的時間

董事對於董事會事務展現出堅定的承擔，並清楚了解董事會對彼等投入足夠時間處理董事會事務的期望。董事已就彼等的其他承擔作出若干確認及披露。

I 足夠的時間及關注

董事已確認，彼等已對截至二零二四年十二月三十一日止年度的本公司事務投入足夠的時間及關注。

II 其他職務及承擔

董事每年向本公司披露在香港或海外上市公眾公司及機構擔任職務的數目、身份及性質以及其他重大承擔。



Corporate Governance Report *(Continued)*

企業管治報告(續)

BOARD EVALUATION

The Board has a structured process to evaluate its own performance and Directors' contribution on an annual basis including a self-

Corporate Governance Report *(Continued)*

企業管治報告(續)

The Audit Committee had two meetings during the year ended 31 December 2024. During the meetings, the Audit Committee had considered internal control review findings, the annual report of the Group for the year ended 31 December 2023 and the interim report of the Group for the six months ended 30 June 2024, as well as the reports prepared by the external auditor covering major findings in the course of its audit/review.

(II) REMUNERATION COMMITTEE

The Remuneration Committee currently comprises two Independent Non-executive Directors and one Executive Director, namely Mr. Lai Shixian, Mr. Zhang Shengman and Mr. Wang Cong Xing. Mr. Lai Shixian is the Chairman of the Remuneration Committee.

The principal responsibilities of the Remuneration Committee are to review and make recommendations to the Board on the overall remuneration structure and policy as well as the specific remuneration packages for the Directors and senior management and on the establishment of a formal and transparent process for developing such remuneration policy. No Director will take part in any discussion on his/her own remuneration.

The Company's objective for its remuneration policy is to maintain fair and competitive packages based on business requirements and industry practice. In order to determine the level of remuneration and fees paid to members of the Board of Directors, market rates and factors such as each director's workload, performance, responsibility, job complexity, sustainability and the Group's performance are taken into account.

截至二零二四年十二月三十一日止年度，審核委員會曾舉行兩次會議。會議上，審核委員會已考慮內部監控審閱的發現、集團截至二零二三年十二月三十一日止年度的年報及集團截至二零二四年年六月三十日止六個月的中期報告，以及外聘核數師就審核審閱過程中的重大發現而編製的報告。

II 薪酬委員會

薪酬委員會現由兩名獨立非執行董事賴世賢先生及章晟曼先生以及一名執行董事王聰星先生組成。賴世賢先生為薪酬委員會主席。

薪酬委員會的主要責任是檢討董事及高級管理層的整體薪酬架構及政策以及個別薪酬待遇，及就制定此等薪酬政策設立正規而具透明度的程序，並向董事會提供建議。董事概無參與有關其本身薪酬的討論。

本公司對薪酬政策的目標是根據業務所需及行業慣例，確保薪酬待遇公平及具競爭力。本公司因應市場水平、各董事的工作量、表現、職責、工作難度、可持續性及集團表現等因素，釐定向董事會成員支付的薪酬及袍金水平。

Corporate Governance Report (Continued)

企業管治報告(續)

During the year ended 31 December 2024, the Remuneration Committee held one meeting to discuss and approve for recommendation to the Board the bonus (if any) for the year ended 31 December 2023 and salary adjustments (if any) for the year ended 31 December 2024 of Executive Directors and senior management.

Details of Directors' and senior management's remuneration are set out in notes 8 to 10 to the financial statements.

(III) NOMINATION COMMITTEE

The Nomination Committee currently comprises one Non-executive Director and three Independent Non-executive Directors, namely Mr. Wang Dong Xing, Mr. Zhang Shengman, Prof. Liao Jianwen and Prof. Jiang Zhan. Mr. Wang Dong Xing is the Chairman of the Nomination Committee.

The Company recognizes the benefits of having a Board that has a balance of experience, skills and diversity of perspectives appropriate to the requirements of the Company's businesses. The Board has adopted a Board Diversity Policy that appointment to the Board should be based on merit that compliments and expands the skills and experience of the Board as a whole, and after due regard to factors which include but not limited to gender, age, educational background, professional experience, skills and knowledge, and any other factors that the Board may consider relevant and applicable from time to time towards achieving a diverse Board. The Board shall review the structure, size and composition of the Board from time to time to ensure that it has a balanced composition of skills, experience and gender appropriate to the requirements of the Company's business, with due regard to the benefits of diversity of the Board.

截至二零二四年十二月三十一日止年度，薪酬委員會曾舉行一次會議，以討論及批准就執行董事與高級管理層截至二零二三年十二月三十一日止年度的花紅(如有)及截至二零二四年十二月三十一日止年度的薪酬調整(如有)向董事會提供推薦意見。

有關董事及高級管理層的薪酬詳列於財務報表附註8至10。

III 提名委員會

提名委員會現由一名非執行董事王冬星先生以及三名獨立非執行董事章晟曼先生、廖建文教授及蔣展教授組成。王冬星先生為提名委員會主席。

本公司認為，董事會因應本公司業務需要而具備適當的經驗、技能及多元化的觀點與角度平衡可帶來裨益。董事會已採納董事會成員多元化政策，在委任董事會成員時，會以用人唯才為原則，及就有關人選可否補足及提升董事會整體技能及經驗作出考慮，並充分顧及多項因素，包括但不限於性別、年齡、教育背景、專業經驗、技能及知識，以及董事會不時認為對達致董事會成員多元化相關及適用的任何其他因素。董事會於充分顧及董事會成員多元化的裨益下，不時檢討董事會的架構、人數及成員組合，確保董事會由具備適當配合本公司業務所需技能、經驗及性別的人士組成。

Corporate Governance Report (Continued)

企業管治報告(續)

As at the date of this report, the Board comprises eleven male Directors and one female Directors. The Nomination Committee considered that the Board had achieved gender diversity and possessed skill and expertise and a diverse mix appropriate for the business of the Company and will review the composition and diversity of the Board annually to ensure its continued effectiveness.

Measures to develop a pipeline of potential successors to achieve gender diversity:

- The Board will identify potential successors internally, having regard to the industry expertise, leadership skills, decision making capabilities, communication skills and professional qualification of the staff.
- The Board will also consider outside sources such as head hunter and referral.

The details of workforce composition were disclosed under Environmental, Social and Governance Report in this report.

The Board is not aware of any factors or circumstances which make achieving gender diversity across the workforce (including senior management) of the Group more challenging or less relevant.

The Nomination Committee is responsible for monitoring the implementation of the Board Diversity Policy and will at the appropriate time set measurable objectives for achieving diversity of the Board. It is also responsible to consider and recommend to the Board suitably qualified persons to become a member of the Board, monitor the succession planning of Directors and assess the independence of Independent Non-executive Directors.

於本報告日期，董事會由十一名男性董事及一名女性董事組成。提名委員會認為，董事會已實現性別多元化，具備與本公司業務相適應的技能、專業知識及多元化組合，並將每年檢討董事會的組成及多元化，以確保其持續有效。

培養大量潛在繼任者以實現性別多元化的措施：

- 董事會將根據員工的行業專長、領導技能、決策能力、溝通技巧及專業資格，於內部物色潛在繼任者。
- 董事會亦將考慮外部來源，如獵頭公司及轉介。

員工組成詳情已於本報告環境、社會及管治報告內披露。

董事會並不知悉令集團員工(包括高級管理層)實現性別多元化更具挑戰性或較不相關的任何因素或情況。

提名委員會負責監察董事會成員多元化政策的執行，並將適時就達致董事會成員多元化制定可計量目標。提名委員會亦負責考慮及向董事會推薦適當合資格人士加入董事會，並監察董事繼任安排及評估獨立非執行董事的獨立性。

Corporate Governance Report (Continued)

企業管治報告(續)

During the year ended 31 December 2024, the Nomination Committee held one meeting. In the meeting, the Nomination Committee had assessed the independence of Independent Non-executive Directors, considered and recommended to the Board on the retirement by rotation and re-election of Directors at the 2024 annual general meeting. The Committee considered the current size and composition of the Board to be sufficient to meet the Company's business needs and that the Directors bring with them complementing skills and experience appropriate to the requirements of the Company's business. No candidate had been nominated for appointment as additional Director during the year.

(IV) RISK MANAGEMENT COMMITTEE

The Risk Management Committee currently comprises one Non-executive Director and two Executive Directors, namely Mr. Wang Dong Xing, Mr. Wang Cong Xing and Mr. Pan Rong Bin. Mr. Wang Dong Xing is the Chairman of the Risk Management Committee.

The principal responsibilities of the Risk Management Committee are to review the risks facing the Group and to oversee management in the design, implementation and monitoring of the risk management system.

During the year ended 31 December 2024, the Risk Management Committee held one meeting to discuss and assess the principal risks facing the Group and the related control measures being taken. Key risk exposures of the Group identified are set out in the Management Discussion and Analysis on pages 11 to 34 of the Annual Report.

(V) ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

The environmental, Social and Governance Committee was established on 11 December 2024. It currently comprises one Executive Director and two Independent non-Executive Directors and one senior management, namely Mr. Wang Cong Xing, Prof. Liao Jianwen, Prof. Jiang Zhan and Mr. Song Chen. Mr. Wang Cong Xing is the Chairman of the Environmental, Social and Governance Committee.

截至二零二四年十二月三十一日止年度，提名委員會曾舉行一次會議。會議上，提名委員會已評估獨立非執行董事的獨立性，並考慮及向董事會推薦須於二零二四年股東週年大會上輪值告退及重選連任的董事。委員會認為董事會現時的規模及組成將足夠應付本公司業務需要，並認為董事具備與本公司業務要求相應的技能及經驗。年內概無候選人被提名委任為額外董事。

IV 風險管理委員會

風險管理委員會現由一名非執行董事王冬星先生以及兩名執行董事王聰星先生及潘榮彬先生組成。王冬星先生為風險管理委員會主席。

風險管理委員會的主要責任是檢討集團面臨的風險以及監督管理層對風險管理系統的設計、實施及監察。

於截至二零二四年十二月三十一日止年度，風險管理委員會曾舉行一次會議，以討論並評估集團所面臨的主要風險及採取的相關監控措施。集團已識別的主要風險載於年報第 11 至 34 頁的管理層討論及分析。

V 環境、社會及管治委員會

環境、社會及管治委員會於二零二四年十二月十一日成立。其目前由一名執行董事王聰星先生、兩名獨立非執行董事廖建文教授、蔣展教授，及一名高級管理層宋晨先生組成。王聰星先生為環境、社會及管治委員會主席。

Corporate Governance Report (Continued)

企業管治報告(續)

The primary duties of the Environmental, Social and Governance Committee are to assist the Board in overseeing the Company's Environmental, Social and Governance ("ESG") initiatives. Supported by the Environmental, Social and Governance Working Group which comprises the heads of various business and operations units, the Board-level Environmental, Social and Governance Committee oversees the ESG management approach, the implementation progress of the ESG initiatives, the achievement of the KPIs that are set out under our long-term sustainability plan and communicates all ESG-related issues to internal and external stakeholders. It also monitors the Company's sustainability and ESG information reporting and disclosure in annual ESG report and advises the Board on all the matters in the applicable code provision(s) of the ESG Reporting Guide (Appendix C2) of the Listing Rules. During the year ended 31 December 2024, one meeting were held by the Environmental, Social and Governance Committee.

BOARD PROCEEDINGS

Regular Board meetings are held at quarterly intervals with additional meetings convened as and when necessary to discuss the overall strategic directions, the Group's operations, financial performance, and to approve interim and annual results and other significant matters. For regular meetings, Board members are given at least 14 days prior notice and agenda with supporting papers are sent to Directors not less than 3 days before the relevant meeting is held. Directors may propose to the Chairman or the Company Secretary to include matters in the agenda for regular Board meetings.

Directors are requested to declare their direct or indirect interests, if any, in any proposals or transactions to be considered by the Board at Board meetings and abstain from voting in favour of the related Board resolutions as appropriate.

Minutes of meetings of the Board and Board Committees are kept by the Company Secretary in sufficient details the matters considered and decisions reached, including dissenting views expressed, and are open for inspection on reasonable notice by any Director. Draft and final versions of minutes are sent to all Directors for their comments and records respectively within a reasonable time after the Board meeting is held.

All Directors have access to the advice and services of the Company Secretary with a view to ensuring the Board procedures are followed.

環境、社會及管治委員會的主要職責是協助董事會監督本公司的環境、社會及管治(「ESG」)舉措。在由不同業務及營運單位主管組成的環境、社會及管治工作小組支援下，董事會層面的環境、社會及管治委員會監督ESG管理方針、ESG舉措實施進度、本集團長遠可持續發展計劃項下所載的關鍵績效指標的達成情況，並與內部及外部利益相關方就所有ESG相關議題溝通。該委員會亦監督本公司於年度ESG報告的可持續發展及ESG資料匯報及披露，並向董事會就上市規則《ESG報告指引》(附錄C2)適用守則條文的所有事宜提供意見。截至二零二四年十二月三十一日止年度，環境、社會及管治委員會曾舉行一次會議。

董事會程序

董事會定期每季舉行會議，並於有需要時召開額外會議，以商討整體策略方針、集團的營運、財務表現以及批准中期及年度業績及其他重大事宜。就定期會議而言，董事會成員於舉行相關會議前最少14天接獲通知，而議程(連同開會文件)於相關會議舉行前最少3天送呈各董事。董事可向主席或公司秘書提議於定期董事會會議議程內增加事項。

董事在董事會會議將審議任何動議或交易時，須申報其涉及的直接或間接利益(如有)，並在適當情況下放棄就相關董事會決議案投贊成票。

董事會及董事委員會的會議記錄，對會議所審議事項及所作出決定作足夠詳細的記錄，包括董事表達的反對意見，由公司秘書負責保存，並且可由任何董事於合理通知下查閱。於董事會會議舉行後合理時間內，全體董事均獲發會議記錄的初稿及定稿，分別供彼等提供意見及記錄存檔。

為確保遵守董事會程序，全體董事均可向公司秘書尋求建議及服務。

Corporate Governance Report (Continued)

企業管治報告(續)

MEETINGS

The attendance of individual Directors at Board meetings, Audit Committee meetings, Remuneration Committee meeting, Nomination Committee meeting, Risk Management Committee meeting, Environmental, Social and Governance Committee meeting and Annual General Meeting held during the year ended 31 December 2024 are set out below:

No. of meetings held during the year ended 31 December 2024	截至二零二四年十二月三十一日止年度舉行的會議次數	Board	Audit	Remuneration	Nomination	Risk	Environmental, Social and	2024
		Meetings	Committee	Committee	Committee	Management	Governance	Annual
		董事會會議	審核委員會會議	薪酬委員會會議	提名委員會會議	風險管理委員會會議	環境、社會及管治委員會會議	二零二四年股東週年大會
		10	2	2	2	1	1	1
Executive Directors 執行董事								
Mr. Wang Liang Xing	王良星先生	8	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	-	-
Mr. Wang Cong Xing	王聰星先生	10	N/A 不適用	2	N/A 不適用	1	1	1
Mr. Pan Rong Bin	潘榮彬先生	6	N/A 不適用	N/A 不適用	N/A 不適用	-	-	-
Non-executive Directors 非執行董事								
Mr. Wang Dong Xing	王冬星先生	10	N/A 不適用	N/A 不適用	2	1	-	1
Mr. Cai Rong Hua	蔡榮華先生	8	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	-	-
Mr. Hu Cheng Chu	胡誠初先生	9	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	-	-
Independent Non-executive Directors 獨立非執行董事								
Mr. Lai Shixian	賴世賢先生	4	2	2	N/A 不適用	N/A 不適用	-	1
Mr. Zhang Shengman	章晟曼先生	5	2	2	1	N/A 不適用	-	1
Prof. Liao Jianwen	廖建文教授	4	2	N/A 不適用	1	N/A 不適用	1	1
Prof. Jiang Zhan	蔣展教授	1	1	1	1	N/A 不適用	1	1

To supplement the formal Board meetings, the Chairman held regular gatherings with Directors to consider issues in an informal setting.

During the year, the Chairman had one meeting with the Independent Non-executive Directors without other Executive Directors present.

會議

截至二零二四年十二月三十一日止年度，個別董事於董事會會議、審核委員會會議、薪酬委員會會議、提名委員會會議、風險管理委員會會議、環境、社會及管治委員會會議及股東週年大會的出席紀錄載列如下：

為補充正式董事會會議，主席曾定期與董事聚會，以便於非正式場合考慮各項事宜。

年內，主席曾在並無其他執行董事出席的情況下與獨立非執行董事舉行一次會議。

Corporate Governance Report (Continued)

企業管治報告(續)

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the Executive Directors, Non-executive Directors and Independent Non-executive Directors has entered into a service contract with the Company for a specific term subject to his/her retirement and re-election at annual general meeting in accordance with the Company's articles of association.

In accordance with the Company's articles of association, a person may be appointed as a Director either by the shareholders in general meetings or by the Board. Any Directors appointed by the Board as additional Directors or to fill casual vacancies shall hold office until the next following general meeting, and are eligible for re-election by the shareholders. In addition, all Directors are required to retire by rotation at least once every three years at the annual general meeting, and are eligible for re-election by the shareholders.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules as the Company's code of conduct regarding Directors' securities transactions ("Securities Dealing Code"). Upon specific enquiries, all Directors confirmed that they have complied with the relevant provisions of the Securities Dealing Code throughout the year.

Senior management who, because of their office in the Company, are likely to be in possession of unpublished price sensitive information, have also been requested to comply with the provisions of the Securities Dealing Code.

COMPANY SECRETARY

Mr. Shum Chi Chung, the Company Secretary of the Company, is a full time employee of the Group and has day-to-day knowledge of the Company's affairs. During the financial year, Mr. Shum has complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules. The biographical details of Mr. Shum is set out in the section headed "Biographical Details of Directors and Senior Management" on page 64 of the Annual Report.

委任及重選董事

各執行董事、非執行董事及獨立非執行董事均與本公司訂有指定任期的服務合約，惟須根據本公司組織章程細則於股東週年大會退任及重選。

根據本公司組織章程細則，董事可由股東於股東大會上或董事會任命。任何獲董事會委任為新增董事或委任以填補臨時空缺的董事任期僅直至下屆股東大會為止，惟彼等符合資格由股東重選。此外，全體董事均須最少每隔三年於股東週年大會上輪值告退，並符合資格由股東重選。

董事進行證券交易

本公司已採納上市規則附錄十所載《上市發行人董事進行證券交易的標準守則》作為本公司有關董事進行證券交易的行為守則（「證券交易守則」）。經作出特定查詢後，全體董事均已確認彼等於年內一直遵守證券交易守則有關規定。

高級管理層因其在本公司所擔任的職務可能擁有未公佈股價敏感資料，亦已獲要求遵守證券交易守則的規定。

公司秘書

本公司的公司秘書岑嗣宗先生為集團全職僱員，且熟悉本公司的日常事務。於本財政年度，岑先生已遵守上市規則第3.29條下相關專業培訓規定。岑先生的履歷詳情載於年報第64頁「董事及高級管理層履歷」一節。

Corporate Governance Report (Continued)

企業管治報告(續)

(B) FINANCIAL REPORTING, RISK MANAGEMENT AND INTERNAL CONTROL

FINANCIAL REPORTING

The Board acknowledges its responsibility to prepare the Company's accounts which give a true and fair view of the Group's state of affairs, results and cash flows for the year and in accordance with the International Financial Reporting Standards issued by the International Accounting Standards Board, the disclosure requirements of the Companies Ordinance and applicable disclosure provisions of the Listing Rules. The Company has selected appropriate accounting policies and has applied them consistently based on prudent and reasonable judgments and estimates.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board recognizes its responsibility to evaluate and determine the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives and to ensure that the Group establishes and maintains effective risk management and internal control systems. Such systems are designed to manage rather than eliminate the risk of failure to business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

(I) ENTERPRISE RISK MANAGEMENT ("ERM") FRAMEWORK

The Company's ERM processes are summarized as follows:



The risk management systems are reviewed annually to ensure appropriateness and effectiveness.

Key risks exposures of the Group are summarized in the paragraph headed "Principal Risks and Uncertainties" in the Management Discussion and Analysis set out on page 33 of this Annual Report.

(B) 財務報告、風險管理及內部監控

財務報告

董事會明白本身有責任編製本公司賬目，真實而中肯地反映集團於本年度的事務狀況、業績及現金流量，並根據國際會計準則委員會頒佈的國際財務報告準則、《公司條例》的披露規定及上市規則的適用披露條文編製賬目。本公司基於審慎合理的判斷及估計選擇適當的會計政策並貫徹應用。

風險管理及內部監控

董事會明白本身有責任評估及釐定集團就達成策略目標所願意接納的風險性質及程度，並確保集團設立及維持有效的風險管理及內部監控系統。該等系統旨在管理而非消除未能達成業務目標的風險，並且僅能提供合理而非絕對保證可防範重大錯誤陳述或損失。

I 企業風險管理(「企業風險管理」)框架

本公司的企業風險管理程序概述如下：

風險管理系統每年進行檢討，以確保其合適性及有效性。

集團面對的主要風險概要載於本年報第33頁所載的管理層討論及分析的「主要風險及不明朗因素」一段。

Corporate Governance Report (Continued)

企業管治報告(續)

(II) INTERNAL CONTROLS

The Group's internal control system is designed to safeguard assets against misappropriation and unauthorized disposition and to manage risks. A designated staff has been appointed to carry out internal control review on a day-to-day basis. The Group also continues to engage KPMG Advisory (China) Limited as internal control review advisor to assist in the review of the effectiveness of the internal control system. Review of the Group's internal controls covering major financial, operational and compliance controls, as well as risk management functions of different systems has been done on a systematic rotational basis based on the risk assessments of the operations and controls. The scope of review for the year had been determined and approved by the Audit Committee. No major issues but areas for improvement have been identified. The Board and the Audit Committee considered that the key areas of the Group's internal control systems are reasonably implemented.

The Company recognises that the release of inside information to place anyone in a privileged dealing position is strictly prohibited and has adopted an Inside Information Policy to ensure compliance of the Listing Rules. Prior to the announcement of any inside information, all Directors and senior management are requested to take all reasonable steps to maintain strict confidentiality and where it is reasonably likely that confidentiality may have been lost in respect of the inside information, the Company shall as soon as reasonably practicable, apply to the Stock Exchange for a trading suspension of its shares.

EXTERNAL AUDITOR

KPMG has been appointed as the external auditor of the Company. The Audit Committee has been notified of the nature and the service charges of non-audit services performed by KPMG and considered that such services have no adverse effect on the independence of the external auditor.

II 內部監控

集團的內部監控系統旨在確保資產不會被不當挪用及未經授權處理，以及管理風險。一名指定員工獲委派進行日常內部監控審查。集團亦繼續委聘畢馬威企業諮詢(中國)有限公司為內部監控審核顧問，以協助審閱內部監控系統的有效性。集團已根據各業務及監控的風險評估，對不同系統的內部監控(包括主要財務、營運與合規監控以及風險管理職能)有系統地輪流進行審閱檢討。年度審閱範圍已由審核委員會釐定及批准。集團並無發現重大事項，惟需要改進的地方已予確認。董事會及審核委員會認為集團已合理實施內部監控系統的主要部分。

本公司確認嚴格禁止發佈內幕消息以令任何人士處於特權交易地位，並已採取內幕消息政策以確保遵守上市規則。於公佈任何內幕消息前，所有董事及高級管理層均須採取一切合理措施以保持嚴格保密，倘可能合理認為內幕消息出現洩密情況，本公司將於合理可行情況下盡快向聯交所申請暫停其股份買賣。

外聘核數師

畢馬威會計師事務所已獲委任為本公司外聘核數師。審核委員會已獲知畢馬威會計師事務所提供非審核服務的性質及服務費，並認為有關服務對外聘核數師的獨立性並無不利影響。



Corporate Governance Report *(Continued)*

企業管治報告(續)

During the year, the fees payable to KPMG in respect of its statutory audit services (including interim review) provided to the Group was RMB3,650,000. Fees payable to KPMG for non-audit services in respect of internal control review and tax advisory services for the year amounted to RMB427,000.

There was no disagreement between the Board and the Audit Committee on the selection and appointment of the external auditor during the year under review.

(C) NON-COMPETE UNDERTAKING BY CONTROLLING SHAREHOLDERS

Mr. Wang Dong Xing, Mr. Wang Liang Xing, Mr. Wang Cong Xing, Xiao Sheng International Limited and Ming Lang Investments Limited are the controlling shareholders (within the meaning of the Listing Rules) of the Company ("Controlling Shareholders"). Each of the Controlling Shareholders has confirmed to the Company that none of them is engaged in, or interested in any business (other than the Group) to compete directly or indirectly with the Group. To protect the Group from any potential competition, the Controlling Shareholders have given an irrevocable non-compete undertaking in the Group's favour on 4 September 2024 (by deed) (the "Undertaking").

Corporate Governance Report (Continued)

企業管治報告(續)

- (iii) the Company will disclose in the corporate governance report on how the terms of the non-compete undertaking have been complied with and enforced; and
- (iv) in the event that any of the Directors and/or their respective associates has material interest in any matter to be deliberated by the Board in relation to the compliance and enforcement of the non-compete undertaking, he may not vote on the resolutions of the Board approving the matter and shall not be counted towards the quorum for the voting pursuant to the applicable provisions in the Company's articles of association.

The Directors consider that the above corporate governance measures are sufficient to manage any potential conflict of interests between the Controlling Shareholders and their respective associates and the Group and to protect the interests of the shareholders, in particular, the minority shareholders.

Each of the Controlling Shareholders has confirmed to the Company that he/it has complied with the non-compete undertaking during the year. The Independent Non-executive Directors of the Company have reviewed the status of compliance and enforcement of the non-compete undertaking and confirmed that all the undertakings thereunder have been complied with.

(D) COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS RELATIONS

INVESTORS RELATIONS

The Company believes that effective communication with its shareholders and the investment community in a fair and timely basis is essential. Continuous dialogue is held with research analysts and institutional investors by means of one-on-one meetings, conference calls and investors conferences to keep them abreast of the Group's business and development.

- (iii) 本公司將於企業管治報告中披露不競爭承諾條款如何獲遵守及執行；及
- (iv) 倘任何董事及或彼等各自的聯繫人士於董事會審議的任何有關遵守及執行不競爭承諾的事宜擁有重大權益，根據本公司組織章程細則適用條文，則不可就批准有關事宜的董事會決議案投票，且不會計入投票的法定人數。

董事認為，上述企業管治措施足以管理控股股東及彼等各自的聯繫人士與集團之間的任何潛在利益衝突，並保障股東(尤其為少數股東)的利益。

各控股股東已向本公司確認，其於年內已遵守不競爭承諾。本公司獨立非執行董事已審閱不競爭承諾的遵守及執行情況，並確認一切有關承諾已獲遵守。

(D) 與股東的溝通及投資者關係

投資者關係

本公司相信，在公平及時的基礎上與股東及投資界有效溝通是必需的。本公司通過一對一會議、電話會議及投資者會議的方式，與研究分析師及機構投資者進行持續對話，致使彼等了解集團的業務及發展。



Corporate Governance Report *(Continued)*

企業管治報告(續)

SHAREHOLDERS' RIGHTS

The Company encourages shareholders to attend Shareholders' meetings and make proposals by either directly raising questions on both operational and governance matters to the Board and Board committees at the general meetings or providing written notice of such proposals for the attention of the Company Secretary at the registered office of the Company in Hong Kong currently situated at 3402, 34 Floor, Lippo Centre, Tower One, No. 89 Queensway, Hong Kong or via email to ir@lilanz.com.hk.

The Directors may, whenever they think fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Directors or the Company Secretary and deposited at the registered office of the Company in Hong Kong currently situated at 3402, 34 Floor, Lippo Centre, Tower One, No. 89 Queensway, Hong Kong for the purpose of requiring an extraordinary general meeting to be called by the Directors for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Directors fail to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the requisitionist(s) by the Company.

There are no provisions under the Company's articles of association or the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands regarding procedures for Shareholders to put forward proposals at general meetings other than a proposal of a person for election as Director. Shareholders may follow the procedures set out above to convene an extraordinary general meeting for any business specified in such written requisition.

股東權利

本公司鼓勵股東出席股東大會，並透過於股東大會向董事會及董事委員會就有關營運及管治事宜直接提問作出建議，或將有關建議的書面

Corporate Governance Report *(Continued)*

企業管治報告(續)

The notice of annual general meeting together with the accompanying circular setting out the relevant information as required under the Listing Rules are sent to Shareholders at least 20 clear business days prior to the meeting. Poll voting has been adopted for decision-making at Shareholders' meetings to ensure that each share is entitled to one vote. Details of the poll voting procedures are set out in the circular sent to Shareholders prior to the meeting and explained at the commencement of the meeting. Voting results are posted on the Company's website on the day of the annual general meeting.

The attendance record of the Directors at the annual general meeting held during the year is set out under the paragraph headed "Meetings" above.

The dividend policy of the Company is set out under the paragraph headed "Dividend Policy" in the Management Discussion and Analysis set out on page 32 of the Annual Report.

股東週年大會通告連同根據上市規則要求列明有關資料的隨附通函，須於大會舉行前至少 20 個完整營業日向股東發出。於股東大會上的決定乃採納投票表決方式，以確保每股股份均有一票投票權。投票表決程序的詳情載於大會舉行前寄予股東的通函，並於大會開始時解釋。投票表決結果於股東週年大會當日在本公司網站上公佈。

年內所舉行股東週年大會的董事出席紀錄載於上文「會議」一段。

本公司的股息政策載於年報第 32 頁所載的管理層討論及分析的「股息政策」一段。



Biographical Details of Directors and Senior Management

董事及高級管理層履歷

DIRECTORS

EXECUTIVE DIRECTORS

Mr. Wang Liang Xing (王良星先生), aged 62, is the vice chairman, the chief executive officer and an executive Director of the Company. He was appointed as an executive Director on 13 June 2008. He has been with the Group since its establishment in April 1995 and is one of the founders of the Group. Mr. Wang is responsible for the Group's overall business development, strategic planning and corporate management. He is also responsible for the corporate development of the Group and recommending the appointment of senior management to the Board. He completed an advanced programme of excellent corporate operation and management (卓越企業經營管理高級課程研修班) from the School of Continuing Education of Tsinghua University (清華大學繼續教育學院), an EMBA programme organised by Xiamen University (廈門大學), a China CEO Programme (中國企業CEO課程) organized by Cheung Kong Graduate School of Business (長江商學院) and a Global CEO Programme (全球CEO課程) organized by China Europe International Business School (中歐國際工商學院). Mr. Wang has over 30 years of manufacturing and management experience in the menswear industry in the PRC.

Mr. Wang is the vice-chairman and standing supervisor of the Enterprises Credit Management Association of Quanzhou City (泉州市企業合同信用管理協會第一屆理事會) and a supervisor of the Garment Association of the PRC (中國服裝協會). He was one of 50 persons honoured with a 2005 PRC Enterprises trademark Award (2005中國企業商標50人) and was accredited as the "Brand China People of the Year 2010" (2010品牌中國年度人物) and the "16th session of Excellent Entrepreneur of Fujian Province 2015" (2015第十六屆福建省優秀企業家).

Mr. Wang is the brother of Mr. Wang Dong Xing and the brother-in-law of Mr. Cai Rong Hua, who are also non-executive Directors of the Company. Mr. Wang is also the brother of Mr. Wang Cong Xing, father of Mr. Wang Zhi Yong and uncle of Mr. Wang Jun Hong, who are executive Directors of the Company. He is also one of the shareholders of Xiao Sheng International Limited and Ming Lang Investments, which are the controlling shareholders (within the meaning of The Listing Rules) of the Company.

董事

執行董事

王良星先生，現年62歲，為本公司副主席、行政總裁兼執行董事。彼於二零零八年六月十三日獲委任為執行董事。彼自集團於一九九五年四月成立起一直任職於集團，且為集團創辦人之一。王先生負責集團的整體業務發展、策略企劃及企業管理。彼亦負責集團的企業發展，以及就高級管理層的委任向董事會作出建議。彼修畢清華大學繼續教育學院的卓越企業經營管理高級課程研修班、廈門大學舉辦的高級管理人員工商管理碩士課程、長江商學院舉辦的中國企業CEO課程及中歐國際工商學院舉辦的全球CEO課程。王先生於中國男裝行業已有逾30年的生產及管理經驗。

王先生為泉州市企業合同信用管理協會第一屆理事會副主席兼常任理事及中國服裝協會理事。彼獲選為「2005中國企業商標50人」之一，亦獲授「2010品牌中國年度人物」及「2015第十六屆福建省優秀企業家」的榮譽稱號。

王先生為本公司非執行董事王冬星先生的胞弟及本公司非執行董事蔡榮華先生的姻親兄弟。王先生亦為本公司執行董事王聰星先生的胞兄、本公司執行董事王智勇先生的父親及本公司執行董事王俊宏先生的叔父。彼亦為本公司控股股東(定義見上市規則)曉升國際有限公司及銘郎投資有限公司的股東之一。

Biographical Details of Directors and Senior Management *(Continued)*

董事及高級管理層履歷 *(續)*

Mr. Wang Cong Xing (王聰星先生), aged 56, is the vice chairman and an executive Director of the Company. He was appointed as an executive Director on 2 January 2008. Mr. Wang has been with the Group since its establishment in April 1995 and is one of the founders of the Group. He is responsible for finance and information technology management for the Group. He is also responsible for the internal management system of the Group and supervising the implementation of the annual, quarterly and monthly financial plans of the Group. He completed an advanced programme of excellent corporate operation and management (卓越企業經營管理高級課程研修班) from the School of Continuing Education of Tsinghua University (清華大學繼續教育學院) in 2006. Mr. Wang has over 30 years of manufacturing and management experience in the menswear industry in the PRC. He is a committee member of the Political Consultative Conference of Quanzhou City (泉州市政協委員).

Mr. Wang is the brother of Mr. Wang Dong Xing, who is a non-executive Director of the Company, and Mr. Wang Liang Xing, and he is the uncle of Mr. Wang Jun Hong and Mr. Wang Zhi Yong, who are also executive Directors of the Company. He is also a director and one of the shareholders of Ming Lang Investments Limited and Xiao Sheng International Limited, which are the controlling shareholders (within the meaning of the Listing Rules) of the Company.

On 18 March 2025, the annual remuneration has been revised to RMB900,000.

王聰星先生，現年56



Biographical Details of Directors and Senior Management (Continued)

董事及高級管理層履歷(續)

Mr. Pan Rong Bin (潘榮彬先生), aged 51, is an executive Director of the Company. He joined the Group in February 2003 and was appointed as an executive Director on 13 June 2008. Prior to acting as the general manager of the Group's 利郎 LILANZ brand since March 2011, Mr. Pan was responsible for the marketing and distribution operations of 利郎 LILANZ.

Mr. Pan completed an advanced programme of excellent corporate operation and management (卓越企業經營管理高級課程研修班) from the School of Continuing Education of Tsinghua University (清華大學繼續教育學院) in 2006. From 2001 to 2005, Mr. Pan was a representative in the Nanping Municipal People's Congress, Fujian Province (福建省南平市人民代表大會). From 1995 to 2007, he was a member of the Chinese People's Political Consultative Conference of Jianyang City, Fujian Province (中國人民政治協商會議福建省建陽市委員會). He was honoured with the award for the Model of Labour in Quanzhou City, Fujian Province (福建省泉州市勞動模範) in May 2006. He was also accredited as the outstanding personage in the development of retail industry (零售業卓越推動人物) in the "Golden Coordinate" (金座標) award organised by winshang.com 《贏商網》 together with mainstream commercial real estate media in China in April 2018. He has over 20 years of management experience in the menswear industry in the PRC.

Mr. Pan is also one of the shareholders of Xiao Sheng International Limited and Ming Lang Investments Limited, which are the controlling shareholders (within the meaning of the Listing Rules) of the Company.

潘榮彬先生，現年51歲，為本公司執行董事。彼於二零零三年二月加入集團，於二零零八年六月十三日獲委任為執行董事。潘先生自二零一一年三月起擔任集團「利郎 LILANZ」品牌總經理，之前負責「利郎 LILANZ」的營銷及分銷營運事務。

彼於二零零六年修畢清華大學繼續教育學院的卓越企業經營管理高級課程研修班。自二零零一年至二零零五年，潘先生為福建省南平市人民代表大會代表。自一九九五年至二零零七年，彼為中國人民政治協商會議福建省建陽市委員會委員。彼於二零零六年五月獲得「福建省泉州市勞動模範」榮譽稱號。於二零一八年四月，彼亦獲授《贏商網》聯合中國商業地產主流媒體評選「金座標」獎的「零售業卓越推動人物」榮譽稱號。彼於中國男裝行業已有逾20年的管理經驗。

潘先生亦為本公司的控股股東(定義見上市規則)曉升國際有限公司及銘郎投資有限公司的股東之一。

Biographical Details of Directors and Senior Management *(Continued)*

董事及高級管理層履歷(續)

Mr. Wang Jun Hong (王俊宏先生), aged 38, is an executive Director of the Company. He was appointed as an executive Director on 5 February 2024. Mr. Wang has over 14 years of experience in fashion and design. Since April 2012, Mr. Wang has served various positions within the Group. Mr. Wang is currently serving as the general manager of Lilang (China) Co., Ltd. ("Lilang China"), where he is responsible for brand management and product development, as well as vice president of the design department of Lilang (Hong Kong) International Co., Ltd. Mr. Wang obtained a bachelor's degree in fashion design from the China Academy of Art (中國美術學院) in July 2008 and a master's degree in brand management from Instituto Marangoni in June 2009. He was named as one of the "Outstanding Young Talents of Contemporary China" by ADMEN International Award and the International Brand Association in 2020.

Mr. Wang is the son of Mr. Wang Dong Xing, a non-executive Director of the Company and the chairman of the Board, nephew of Mr. Wang Liang Xing and Mr. Wang Cong Xing, and cousin of Mr. Wang Zhi Yong. Mr. Wang Liang Xing, Mr. Wang Cong Xing and Mr. Wang Zhi Yong are executive Directors of the Company.

Mr. Wang Zhi Yong (王智勇先生), aged 39, is an executive Director of the Company. He was appointed as an executive Director on 5 February 2024. Mr. Wang has over 14 years of experience in fashion sales and marketing. Since June 2009, Mr. Wang has served various positions within the Group, and from March 2018 to November 2019, Mr. Wang was promoted to deputy director of Lilang China, where he was responsible for the management of new retail development in Fujian; from December 2019 to February 2022, he was promoted to general manager of Lilang China's online retail center, where he was responsible for the development and management of online retail for the Group's smart casual collection "利郎 LESS IS MORE". He is currently serving as the sales channel director of Lilang China's marketing center. Mr. Wang studied at Wuhan University between 2003 to 2007.

Mr. Wang is the son of Mr. Wang Liang Xing, an executive Director of the Company, and nephew of Mr. Wang Dong Xing, a non-executive Director of the Company and chairman of the Board and Mr. Wang Cong Xing, and cousin of Mr. Wang Jun Hong. Mr. Wang Liang Xing, Mr. Wang Cong Xing and Mr. Wang Jun Hong are executive Directors of the Company.

王俊宏先生，現年38歲，為本公司執行董事。彼於二零二四年二月五日獲委任為執行董事。王先生於時裝及設計方面擁有超過14年經驗。自二零一二年四月起，王先生於集團擔任多個職務。王先生目前擔任利郎(中國)有限公司(「利郎中國」)總經理，負責品牌管理及開發產品工作，同時亦擔任香港利郎國際有限公司設計部副總監。王先生於二零零八年七月在中國美術學院取得時裝設計學士學位，並於二零零九年六月在馬蘭戈尼學院取得品牌管理碩士學位。於二零二零年，彼獲ADMEN國際大獎及國際品牌協會評為「當代中國傑出青年人才」其中之一。

王先生為本公司非執行董事兼董事會主席王冬星先生之子、王良星先生及王聰星先生之侄兒，以及王智勇先生之堂弟。王良星先生、王聰星先生及王智勇先生均為本公司執行董事。

王智勇先生，現年39歲，為本公司執行董事，彼於二零二四年二月五日獲委任為執行董事。王先生於時裝銷售及營銷方面擁有逾14年經驗。自二零零九年六月起，王先生於集團擔任多個職務，於二零一八年三月至二零一九年十一月期間，王先生獲晉升為利郎中國副總監，負責於福建管理新零售發展；於二零一九年十二月至二零二二年二月期間，彼獲晉升為利郎中國線上零售中心總經理，負責發展及管理集團輕商務系列「利郎 LESS IS MORE」的線上零售。彼目前於利郎中國的營銷中心擔任銷售渠道總監。王先生於二零零三年至二零零七年期間就讀於武漢大學。

王先生為本公司執行董事王良星先生之子、本公司非執行董事兼董事會主席王冬星先生及王聰星先生之侄兒，以及王俊宏先生之堂兄。王良星先生、王聰星先生及王俊宏先生均為本公司執行董事。



Biographical Details of Directors and Senior Management (Continued)

董事及高級管理層履歷(續)

NON-EXECUTIVE DIRECTORS

Mr. Wang Dong Xing (王冬星先生), aged 64, is the chairman and a non-executive Director of the Company. He was appointed as an executive Director on 13 June 2008 and re-designated as a non-executive Director on 11 December 2023. Mr. Wang has been with the Group since its establishment in April 1995 and is one of the founders of the Group. He is responsible for the Group's overall business development, strategic planning and corporate management. He is also responsible for formulating operation direction, devising annual plan and financial budget and making recommendations on significant investments of the Group to the Board for approval. He completed a diploma programme for chief executive officers of enterprises (企業總裁高級研修班) from the Economics College of Peking University (北京大學經濟學院), an EMBA programme organised by Lingnan College, Sun Yat-sen University (中山大學嶺南學院), a China CEO Programme (中國企業CEO課程) organized by Cheung Kong Graduate School of Business (長江商學院) and a CEO to Lead the Future Programme (引領未來CEO課程) organized by the Shanghai Advanced Institute of Finance at Shanghai Jiao Tong University (上海交通大學上海高級金融學院). Mr. Wang has over 30 years of manufacturing and management experience in the menswear industry in the PRC.

Mr. Wang is a member of the Fujian Province Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議福建省委員會), a representative of the Quanzhou Municipal People's Congress (泉州市人民代表大會) and standing vice chairman of the Jinjiang City Sewing and Apparel Association (晉江市紡織服裝協會). He is also vice chairman of the Jinjiang Committee of China Democratic National Construction Association (民主建國會晉江委員會), standing committee member of the Jinjiang Chamber of Commerce (晉江市工商聯(總商會)) and chairman of the Quanzhou APEC Business Travel Card Association (泉州市APEC(亞太經合組織)商務旅行卡協會). He was also accredited as the "16th session of Excellent Entrepreneur of Fujian Province 2015" (2015第十六屆福建省優秀企業家) and "Excellent Entrepreneur of Lhasa Economic and Technological Development Zone 2020" (2020年拉薩經濟技術開發區優秀企業家).

Mr. Wang is the elder brother of Mr. Wang Liang Xing and Mr. Wang Cong Xing, who are executive Directors of the Company. He is also the father of Mr. Wang Jun Hong and the uncle of Mr. Wang Zhi Yong, who are also executive Directors to the Company. He is the brother-in-law of Mr. Chen Wei Jin, a member of the senior management of the Company. He is also one of the shareholders of Xiao Sheng International Limited and Ming Lang Investments Limited, which are the controlling shareholders (within the meaning of the Listing Rules) of the Company.

非執行董事

王冬星先生，現年64歲，為本公司主席兼非執行董事。彼於二零零八年六月十三日獲委任為執行董事，並於二零二三年十二月十一日獲調任為非執行董事。王先生自集團於一九九五年四月成立起一直任職於集團，且為集團創辦人之一。彼負責集團的整體業務發展、策略企劃及企業管理。彼亦負責制訂經營方向、訂立年度計劃及財政預算，以及就集團的重大投資提出建議予董事會批核。彼修畢北京大學經濟學院的企業總裁高級研修班、中山大學嶺南學院舉辦的高級管理人員工商管理碩士課程、長江商學院的中國企業CEO課程，以及上海交通大學上海高級金融學院的引領未來CEO課程。王先生於中國男裝行業已有逾30年的生產及管理經驗。

王先生為中國人民政治協商會議福建省委員會委員、泉州市人民代表大會代表以及晉江市紡織服裝協會常務副主席。彼亦為民主建國會晉江委員會副主席、晉江市工商聯(總商會)常務委員會委員、以及泉州市APEC(亞太經合組織)商務旅行卡協會會長。彼亦獲授「2015第十六屆福建省優秀企業家」及「2020年拉薩經濟技術開發區優秀企業家」的榮譽稱號。

王先生為本公司執行董事王良星先生及王聰星先生的胞兄，彼亦為王俊宏先生的父親及王智勇先生的伯父，彼等皆為本公司執行董事，以及本公司高級管理層陳維進先生的姻親兄弟。彼亦為本公司的控股股東(定義見上市規則)曉升國際有限公司及

Biographical Details of Directors and Senior Management (Continued)

董事及高級管理層履歷(續)

Mr. Cai Rong Hua (蔡榮華先生), aged 56, is a non-executive Director of the Company. He joined the Group in April 1998 and was appointed as an executive Director on 13 June 2008. He was re-designated as a non-executive Director on 11 December 2023. Mr. Cai completed an advanced programme of excellent corporate operation and management (卓越企業經營管理高級課程研修班) from the School of Continuing Education of Tsinghua University (清華大學繼續教育學院) and an EMBA programme organised by Lingnan College, Sun Yat-sen University (中山大學嶺南學院). He is the president of the Jinjiang Qingyang Chamber of Commerce (晉江市青陽商會). He has over 20 years of manufacturing and management experience in the menswear industry in the PRC.

Mr. Cai is the brother-in-law of Mr. Wang Liang Xing and uncle of Mr. Wang Zhi Yong, who are also executive Directors of the Company. He is also one of the shareholders of Xiao Sheng International Limited and Ming Lang Investments Limited, which are the controlling shareholders (within the meaning of the Listing Rules) of the Company.

Mr. Hu Cheng Chu (胡誠初先生), aged 80, is a non-executive Director of the Company. He joined the Group in April 1998 and was appointed as an executive Director on 13 June 2008. He was re-designated as a non-executive Director on 11 December 2023. Mr. Hu completed part-time professional political engineering course and professional administrative management course from Fudan University in 1988 and 1989, respectively, and an advanced programme of excellent corporate operation and management (卓越企業經營管理高級課程研修班) from the School of Continuing Education of Tsinghua University (清華大學繼續教育學院). He is currently the vice chairman of the Quanzhou Association of Professional Managers (泉州職業經理人協會), a supervisor of the Association of China Brand Managers of the Brand China Industry Union (品牌中國產業聯盟之中國品牌經理人協會) and the honorary chairman of Fujian Micro Electronic Commerce Industry Association (福建省微電商行業協會). He was honoured as Jinjiang City Honorable Citizen (晉江市榮譽市民) in 2012 and also accredited as:

- one of the top 10 planners for corporate sales and marketing in the PRC for the year 2007 to 2008, and for the year 2009 to 2010 (2007-2008年及2009-2010年中國十大企業營銷策劃人);
- one of the top 10 brand managers in China for the year 2010 (2010中國十大品牌經理人);
- the China Great Wall outstanding advertising personage award for the year 2011 (2011年中國廣告主長城獎 - 人物獎之功德獎);
- the excellent chief brand officer in China for the year 2013 (2013中國卓越首席品牌官);

蔡榮華先生，現年56歲，為本公司非執行董事。彼於一九九八年四月加入集團，並於二零零八年六月十三日獲委任為執行董事。彼於二零二三年十二月十一日獲調任為非執行董事。蔡先生修畢清華大學繼續教育學院的卓越企業經營管理高級課程研修班，以及中山大學嶺南學院舉辦的高級管理人員工商管理碩士課程。彼為晉江市青陽商會會長。彼於中國男裝行業已有逾20年的生產及管理經驗。

蔡先生為本公司執行董事王良星先生的姻親兄弟及王智勇先生的姑丈。彼亦為本公司的控股股東(定義見上市規則)曉升國際有限公司及銘郎投資有限公司的股東之一。

胡誠初先生，現年80歲，為本公司非執行董事。彼於一九九八年四月加入集團，並於二零零八年六月十三日獲委任為執行董事。彼於二零二三年十二月十一日獲調任為非執行董事。胡先生分別於一九八八年及一九八九年完成復旦大學的政工專業專修班(業餘)及行政管理專業專修班(業餘)課程，並修畢清華大學繼續教育學院的卓越企業經營管理高級課程研修班。彼現為泉州職業經理人協會副主席，亦為品牌中國產業聯盟之中國品牌經理人協會常務理事，以及福建省微電商行業協會名譽會長。彼於二零一二年獲授予「晉江市榮譽市民」稱號，彼亦獲頒以下榮譽稱號：

- 「2007-2008年及2009-2010年中國十大企業營銷策劃人」之一；
- 「2010中國十大品牌經理人」之一；
- 「2011年中國廣告主長城獎 - 人物獎之功德獎」；
- 「2013中國卓越首席品牌官」；



Biographical Details of Directors and Senior Management (Continued)

董事及高級管理層履歷(續)

- one of the top 10 planners for brand marketing of China's enterprises for the year 2015 (2015中國企業十大品牌營銷策劃人);
 - the excellent brand officer in China for the year 2016 (2016中國卓越品牌官); and
 - one of the top 10 planners for brand marketing in China for the year 2016 (2016中國十大品牌營銷策劃人).
- 「2015中國企業十大品牌營銷策劃人」之一；
 - 「2016中國卓越品牌官」；及
 - 「2016中國十大品牌營銷策劃人」之一。

Mr. Hu is also one of the shareholders of Xiao Sheng International Limited and Ming Lang Investments Limited, which are the controlling shareholders (within the meaning of the Listing Rules) of the Company.

胡先生亦為本公司的控股股東(定義見上市規則)曉升國際有限公司及銘郎投資有限公司的股東之一。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lai Shixian (賴世賢先生), aged 50, is an independent non-executive Director of the Company. He joined the Board on 13 December 2012. Mr. Lai is the Co-Chief Executive Officer and an executive director of ANTA Sports Products Limited (安踏體育用品有限公司) (stock code: 2020), the shares of which are listed on the Stock Exchange, and is primarily responsible for the administration of ANTA Brand and all other brands except FILA, the procurement function and several functions of the ANTA Group. Mr. Lai holds an EMBA degree from China Europe International Business School.

獨立非執行董事

賴世賢先生，現年50歲，為本公司獨立非執行董事。彼於二零一二年十二月十三日加入董事會。賴先生為安踏體育用品有限公司(股份代號：2020，其股份於聯交所上市)的聯席首席執行官兼執行董事，彼分管安踏品牌、除FILA品牌以外的所有其他品牌、安踏集團採購以及安踏集團的若干職能。賴先生擁有中歐國際工商學院的高層管理人員工商管理碩士學位。

Mr. Zhang Shengman (章晟曼先生), aged 67, has over 30 years of experience in corporate and financial matters. From May 1981 to October 1992, Mr. Zhang served various positions in the Ministry of Finance of the People's Republic of China, with his last position as the Deputy Director. In November 1992, Mr. Zhang joined the World Bank Group as the country representative for China. From November 1992 to October 2005, Mr. Zhang took up various roles in the World Bank Group, with his last position as the Managing Director in charge of world-wide operations and the chairman of several committees. Subsequently, Mr. Zhang joined Citigroup Inc. ("Citigroup"), a company listed on the New York Stock Exchange (Stock Code: C), in February 2006 as the chairman of the Global Public Sector Group. From February 2006 to May 2016, Mr. Zhang has taken up various roles in Citigroup with his last position as the Chairman of Citigroup's Asia Pacific Region. Mr. Zhang is currently and has been a director of several companies listed on the Stock Exchange, including a non-executive director of Seazen Group Limited (stock code: 1030) since 21 March 2018, and an

章晟曼先生，現年67歲，在公司及財務事宜方面擁有逾30年經驗。於一九八一年五月至一九九二年十月期間，章先生於中華人民共和國財政部擔任多個職位，離職前任職副部長。於一九九二年十一月，章先生加入世界銀行集團擔任中國國家代表。於一九九二年十一月至二零零五年十月，章先生在世界銀行集團擔任多個職務，離職前任職負責全球業務的常務董事及多個委員會的主席。隨後，章先生於二零零六年二月加入紐約證券交易所上市公司花旗集團(「花旗集團」，股份代號：C)，擔任全球公共部門銀行業務部主席。於二零零六年二月至二零一六年五月，章先生在花旗集團擔任多個職務，離職前擔任花旗集團亞太區主席。章先生目前及一直擔任數間聯交所上市公司的董事，包括：自二零一八年三月二十一日起擔任新城發展控股有限公司(股份代號：1030)的非執行董事、自二零零六年十二月一日起擔任復星國際有限公司(股份代號：656)及自二零

Biographical Details of Directors and Senior Management (Continued)

董事及高級管理層履歷(續)

independent non-executive director of Fosun International Limited (stock code: 656) since 1 December 2006 and Green Economy Development Limited (stock code: 1315) since 28 February 2023.

Mr. Zhang obtained a bachelor's degree in English literature from Fudan University in 1978 and a master's degree in public administration from University of the District of Columbia in 1986. Mr. Zhang completed the Harvard Advanced Management Program from Harvard University in June 1997.

On 5 February 2024, the annual remuneration has been revised to HK\$360,000.

Prof. Liao Jianwen (廖建文教授), aged 57, has extensive research and practical experience in strategic innovation management across both academia and industries. Currently, Prof. Liao holds positions of Executive Fellow of Harvard Business School and Senior Advisor to the chairman of JD.com, Inc. (NASDAQ: JD; and HKEx: 9618 (HKD counter) and 89618 (RMB counter)). Since 2012, Prof. Liao served as the Associate Dean of Cheung Kong Graduate School of Business until March 2017. From April 2017 to July 2021, Prof. Liao was the chief strategy officer of Beijing Jingdong Century Trade Co., Ltd. He has also been an independent director of Origin Asset Management Co., Ltd. since February 2022. Prof. Liao has also served, or is serving, on the boards of the below listed companies: (1) director of China United Network Communications Ltd. (a company whose shares are listed on the main board of the Shanghai Stock Exchange, stock code: 600050) from February 2018 to March 2021 and non-independent director from March 2021 to December 2021; (2) director of Yonghui Superstores Co., Ltd. (a company whose shares are listed on the main board of the Shanghai Stock Exchange, stock code: 601933) from April 2018 to December 2021; (3) director of Farfetch Limited (a company whose shares are listed on the New York Stock Exchange, stock code: FTCH) since February 2019; (4) independent director of Zhewen Interactive Group Co., Ltd. (a company whose shares are listed on the main board of the Shanghai Stock Exchange, stock code: 600986) since November 2020; (5) independent director of Juewei Food Co., Ltd. (a company whose shares are listed on the main board of the Shanghai Stock Exchange, stock code: 603517) from December 2021 to December 2024; and (6) independent non-executive director of Bairong Inc. (a company whose shares are listed on the main board of the Stock Exchange, stock code: 06608) from 20 October 2023 to 20 November 2023 and re-designated to non-executive director since 20 November 2023.

二三年二月二十八日起擔任綠色經濟發展有限公司(股份代號: 1315)的獨立非執行董事。

章先生於一九七八年從復旦大學取得英國文學學士學位, 其後於一九八六年從哥倫比亞特區大學取得公共管理碩士學位。章先生於一九九七年六月完成哈佛大學的哈佛高級管理課程。

於二零二四年二月五日, 每年酬金調整為360,000港元。

廖建文教授, 現年57歲, 於學術界及業界的策略創新管理方面均擁有豐富的研究及實際經驗。目前, 廖教授為哈佛商學院高級研究員及京東集團股份有限公司(納斯達克代號: JD; 及香港聯交所代號: 9618(港幣櫃台)及89618(人民幣櫃台))主席之資深顧問。自二零一二年起, 廖教授擔任長江商學院副院長, 直至二零一七年三月為止。自二零一七年四月至二零二一年七月期間, 廖教授為北京京東世紀貿易有限公司之首席戰略官。自二零二二年二月起, 彼亦為Origin Asset Management Co., Ltd之獨立董事。廖教授亦曾經或正於下列上市公司擔任董事會成員: (1) 於二零一八年二月至二零二一年三月期間, 擔任中國聯合網絡通信集團有限公司(其股份於上海證券交易所主板上市之公司, 股份代號: 600050)之董事; 並於二零二一年三月至二零二一年十二月期間擔任非獨立董事; (2) 於二零一八年四月至二零二一年十二月期間, 擔任永輝超市股份有限公司(其股份於上海證券交易所主板上市之公司, 股份代碼: 601933)之董事; (3) 自二零一九年二月起, 擔任Farfetch Limited(其股份於紐約證券交易所上市之公司, 股份代號: FTCH)之董事; (4) 自二零二零年十一月起, 擔任浙文互聯集團股份有限公司(其股份於上海證券交易所主板上市之公司, 股份代碼: 600986)之獨立董事; (5) 於二零二一年十二月至二零二四年十二月期間, 擔任絕味食品股份有限公司(其股份於上海證券交易所主板上市之公司, 股份代碼: 603517)之獨立董事; 及(6) 於二



Biographical Details of Directors and Senior Management (Continued)

董事及高級管理層履歷(續)

Prof. Liao obtained a master's degree in economics from Renmin University of China in February 1991, and a Ph.D. in Business Administration from Southern Illinois University in August 1996.

Prof. Jiang Zhan (蔣展教授), aged 48, is currently a professor at the Shanghai Advanced Institute of Finance of the Shanghai Jiao Tong University (上海交通大學). Recognised for her research and expertise in corporate finance, valuation, fintech and supply chain finance, she has over 17 years' experience in teaching and academic research. She is a frequent contributor of leading academic journals and a recurring guest speaker. She obtained a bachelor's degree in thermal engineering from Tong Ji University (同濟大學) in July 1998, a master's degree in mechanical engineering from the Southern Illinois University in December 2002 and Ph.D. in business administration from the University of Iowa in August 2008.

零二三年十月二十日至二零二三年十一月二十日期間，擔任百融雲創(其股份於聯交所主板上市之公司，股份代號：06608)之獨立非執行董事，並於二零二三年十一月二十日起調任為非執行董事。廖教授於一九九一年二月取得中國人民大學經濟學碩士學位，並於一九九六年八月取得南伊利諾大學工商管理博士學位。

蔣展教授，現年48歲，目前為上海交通大學上海高級金融學院教授。彼在企業融資、估值、科技金融及供應鏈金融方面的研究及專業知識得到廣泛認可，並擁有逾17年的教學及學術研究經驗。彼經常於著名學術期刊發表文章，並為恆常客席講師。彼於一九九八年七月取得同濟大學熱能工程學士學位，於二零零二年十二月取得南伊利諾大學機械工程碩士學位，並於二零零八年八月取得愛荷華大學工商管理博士學位。

Biographical Details of Directors and Senior Management *(Continued)*

董事及高級管理層履歷(續)

SENIOR MANAGEMENT

Mr. Shum Chi Chung (岑嗣宗先生), aged 50, is the chief financial officer and company secretary of the Company. He joined the Group in August 2021. Mr. Shum graduated from the Hong Kong University of Science and Technology with a bachelor's degree in Business and Administration (Accountancy). He has over 25 years of extensive experience in audit, financial management, corporate finance and compliance. Prior to joining the Group, he had worked in an international accounting firm and other companies listed on the Main Board of the Stock Exchange. Mr. Shum is a fellow member of the Hong Kong Institute of Certified Public Accountants.

Ms. Shi Mei Ya (施美芽女士), aged 48, is the head of the production management department of the Group. She completed a programme in fine chemical engineering at Fujian Radio and TV University (福建省廣播電視大學) in 1998 and an advanced programme of excellent corporate operation and management (卓越企業經營管理高級課程研修班) from the School of Continuing Education of Tsinghua University (清華大學繼續教育學院) in 2006. She also completed a programme in project management and a master programme in business administration for senior managers (高級經理工商管理碩士課程) at Xiamen University (廈門大學). Ms. Shi joined the Group on 1 August 1998 and has been the head of production management department of the Group since November 2008.

Mr. Song Chen (宋晨先生), aged 31, is the head of group strategy development department of the Group, assistant to Chief Executive and member of the Environmental, Social and Governance Committee. He graduated from University of Bristol with a master's degree in mechanical engineering in 2016. From 2016 to 2018, he had worked in China Development Bank Capital FoF Management (開元國創母基金) as analyst. From 2018 to 2023, he worked in Legend Capital Management Limited (君聯資本管理有限公司) as investment manager with extensive experience in industry and company analysis and due diligence. He joined the Group in August 2023.

Mr. Zhuang Zhi Han (莊志函先生), aged 55, is the financial controller of the Group. He graduated from Faculty of Accountancy from East China Technology University (華東工業大學) with a bachelor's degree in economics major in accounting in 1994. He obtained an EMBA degree from Xiamen University (廈門大學) in December 2012. Prior to joining the Group, he worked in Xiixin Electronic Stock Company Limited (夏新電子股份有限公司), responsible for the overall financial affairs. He joined the Group on 1 September 2008.

高級管理層

岑嗣宗先生，現年50歲，為本公司首席財務官兼公司秘書。彼於二零二一年八月加入集團。岑先生畢業於香港科技大學，持有工商管理(會計)學士學位。彼於審計、財務管理、企業財務及合規方面擁有逾25年豐富經驗。在加入集團前，彼曾於一家國際性會計師事務所及其他於聯交所主板上市公司任職。岑先生為香港會計師公會資深會員。

施美芽女士，現年48歲，為集團的生產管理中心總監。彼於一九九八年於福建省廣播電視大學修畢精細化工課程，及於二零零六年修畢清華大學繼續教育學院的卓越企業經營管理高級課程研修班。彼亦修畢廈門大學的項目管理課程以及高級經理工商管理碩士課程。施女士於一九九八年八月一日加入集團，自二零零八年十一月起一直擔任集團的生產管理中心總監。

宋晨先生，現年31歲，為集團的集團戰略發展中心總監、集團總裁助理及環境、社會及管治委員會成員。彼於二零一六年畢業於布里斯托大學，獲得機械工程碩士學位。自二零一六年至二零一八年，彼曾於開元國創母基金擔任分析師。自二零一八至二零二三年，彼曾於君聯資本管理有限公司擔任投資經理，於行業及公司分析以及盡職調查方面饒富經驗。彼於二零二三年八月加入集團。

莊志函先生，現年55歲，為集團財務總監。彼於一九九四年獲得華東工業大學會計學專業經濟學學士學位，於二零一二年十二月獲得廈門大學高級管理人員工商管理碩士專業學位。在加入集團之前，彼在夏新電子股份有限公司全面負責該公司整體財務工作。莊先生於二零零八年九月一日加入集團。



Biographical Details of Directors and Senior Management (Continued)

董事及高級管理層履歷(續)

Mr. Chen Wei Jin (陳維進先生), aged 55, is the head of the group ordering department of the Group. He graduated from Zhangzhou Normal University (漳州師範學院) with a professional diploma in administration in July 2000 and completed an advanced programme of excellent corporate operation and management (卓越企業經營管理高級課程研修班) from the School of Continuing Education of Tsinghua University (清華大學繼續教育學院) in 2006. From 1989 to 2004, he served as the general manager of Jinjiang Weixin Knitters Factory (晉江維信針織廠). From 1996 to 2004, he also worked in the Jinjiang branch office of the China Life Insurance Company Limited (中國人壽保險有限公司晉江支公司) as the general manager of the sales department, where he was recognised as pioneer of sales and marketing (營銷標兵) from 1998 to 2000 and outstanding supervisor (優秀理事) for the year 2002. He joined the Group on 1 March 2004 as the manager of the group ordering department of the Group. Mr. Chen is the brother-in-law of Mr. Wang Dong Xing, an executive Director of the Company.

Mr. Huang Ming Hai (黃明海先生), aged 49, is the financial controller of the Group's brand 利郎 LILANZ. He completed an advanced programme of excellent corporate operation and management (卓越企業經營管理高級課程研修班) from the School of Continuing Education of Tsinghua University (清華大學繼續教育學院), a programme in financial management at the Adult Education College of Huaqiao University (華僑大學成人教育學院), an advanced programme for head of finance (財務領袖高級研修班課程) at Commerce College of Huaqiao University (華僑大學商學院), and a distance-learning professional programme in accounting for higher education of adults (成人高等教育會計學專業函授課程) at the Fujian Agriculture and Forestry University Continuing Education School (福建農林大學成人教育學院). He joined the Group on 24 April 1995.

Mr. Liang Chao (梁超先生), aged 62, is the vice president of Lilang (China) Co., Ltd. ("Lilang China"). He graduated from Sichuan University (四川大學) with a master's degree in business administration in 2003. He joined the Group in 2004 and is responsible for management of distributors.

Mr. Chen Hong Sheng (陳宏勝先生), aged 50, is the executive president of Lilang China. He graduated from Anhui University (安徽大學) with a bachelor's degree in law in 1995. He joined the Group in 2001 and is responsible for brand management, product development and consignment operations.

Mr. Liu Guang Liang (劉光亮先生), aged 42, is the vice president of Lilang China. He graduated from Jiangxi Institute of Fashion Technology with a bachelor's degree in Design in 2004. He joined the Group in 2005 and is responsible for the operation of the business of "利郎 LESS IS MORE".

陳維進先生，現年55歲，為集團團體定制部總監。彼於二零零零年七月畢業於漳州師範學院並獲行政管理專業證書，並於二零零六年修畢清華大學繼續教育學院的卓越企業經營管理高級課程研修班。自一九八九年至二零零四年，彼任晉江維信針織廠總經理。自一九九六年至二零零四年，彼亦於中國人壽保險有限公司晉江支公司擔任銷售部總經理，彼自一九九八年至二零零零年在該公司被評為營銷標兵及於二零零二年被評為優秀理事。彼於二零零四年三月一日加入集團並擔任集團團體定制部經理。陳先生為本公司執行董事王冬星先生的姻親兄弟。

黃明海先生，現年49歲，為集團品牌「利郎 LILANZ」的財務總監。彼修畢清華大學繼續教育學院的卓越企業經營管理高級課程研修班、華僑大學成人教育學院的財務管理課程、華僑大學商學院的財務領袖高冬星先生喜麟 現加木桐 雍 賴 衿 或 曼 雨 欄

Report of the Directors

董事會報告

The Directors are pleased to present the Annual Report together with the audited consolidated financial statements of the Group for the year ended 31 December 2024.

PRINCIPAL PLACE OF BUSINESS

The Company was incorporated in the Cayman Islands and is domiciled in Hong Kong and has its registered office at Suite 3402, 34/F., Lippo Centre, Tower One, 89 Queensway, Hong Kong. The Group's principal place of business is in the PRC.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activities of the Group are manufacturing and sale of branded menswear and related accessories in the PRC. The principal activities and other particulars of the subsidiaries are set out in note 34 to the financial statements.

Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group's business, can be found in the Management Discussion and Analysis set out on pages 11 to 34 of this Annual Report. This discussion forms part of this directors' report.

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the financial year is as follows:

		2024 二零二四年		2023 二零二三年	
		Percentage of the Group's Total 佔集團總額百分比		Percentage of the Group's Total 佔集團總額百分比	
		Sales 銷售	Purchases 採購	Sales 銷售	Purchases 採購
The largest customer	最大客戶	6.2%		4.9%	
Five largest customers in aggregate	五個最大客戶合計	16.2%		15.0%	
The largest supplier	最大供應商		4.79%		5.1%
Five largest suppliers in aggregate	五個最大供應商合計		19.06%		18.9%

At no time during the year have the Directors, their associates or any shareholder of the Company (who or which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had any interest in these major customers and suppliers.

董事會欣然提呈本集團截至二零二四年十二月三十一日止年度的年報及經審核綜合財務報表。

主要營業地點

本公司在開曼群島註冊成立，並駐於香港，其註冊辦事處位於香港金鐘道89號力寶中心一座34樓3402室。本集團的主要營業地點位於中國。

主要業務及業務回顧

本集團的主要業務為於中國製造及銷售品牌男裝及相關配飾。附屬公司的主要業務及其他資料載於財務報表附註34。

按香港《公司條例》附表5所規定有關該等業務的進一步討論及分析，包括有關本集團面對的主要風險及不明朗因素的討論以及本集團業務的未來可能發展動向，載於本年報第11至34頁的管理層討論及分析中。該討論構成本董事會報告的一部分。

主要客戶及供應商

於本財政年度主要客戶及供應商分別應佔集團銷售及採購資料如下：

董事、彼等的聯繫人士或本公司任何股東（就董事所知擁有超過5%本公司已發行股本的股東）於年內概無於此等主要客戶及供應商中擁有任何權益。

Report of the Directors *(Continued)*

董事會報告 *(續)*

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the latest five financial years is set out on page 164 of the Annual Report.

FINANCIAL STATEMENTS

The profit of the Group for the year ended 31 December 2024 and the state of the Company's and the Group's affairs as at that date are set out in the consolidated financial statements on pages 89 to 163 of the Annual Report.

TRANSFER TO RESERVES

Profit attributable to equity shareholders, before dividends, of RMB461,118,000 (2023: RMB530,427,000) has been transferred to reserves. Other movements in reserves of the Group are set out in the consolidated statement of changes in equity.

An interim dividend of HK13 cents (2023: HK13 cents) per ordinary share and a special interim dividend of HK5 cents (2023: HK5 cents) per ordinary share were paid on 23 September 2024. The Directors now recommend the payment of a final dividend of HK9 cents (2023: HK13 cents) per ordinary share and a special final dividend of HK3 cents (2023: HK5 cents) per ordinary share in respect of the year ended 31 December 2024.

CHARITABLE DONATIONS

Charitable donations made by the Group during the year amounted to RMB9,694,000 (2023: RMB12,829,000).

NON-CURRENT ASSETS

Details of acquisitions and other movements of non-current assets (including property, plant and equipment, investment properties, right-of-use assets and intangible assets) are set out in notes 12 to 15 to the consolidated financial statements.

BANK FACILITIES

Particulars of bank facilities of the Group as at 31 December 2024 are set out in note 20 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 26(a) to the consolidated financial statements.

五年財務概要

本集團於最近五個財政年度的業績及資產與負債概要載於年報第164頁。

財務報表

本集團截至二零二四年十二月三十一日止年度的利潤以及本公司及集團於該日的財務狀況載於年報第89至163頁的綜合財務報表。

轉撥至儲備

派息前權益股東應佔利潤人民幣461,118,000元(二零二三年：人民幣530,427,000元)已轉撥至儲備。本集團其他儲備變動載於綜合權益變動表。

於二零二四年九月二十三日派付中期股息每股普通股13港仙(二零二三年：13港仙)及特別中期股息每股普通股5港仙(二零二三年：5港仙)。董事現建議就截至二零二四年十二月三十一日止年度派付末期股息每股普通股9港仙(二零二三年：13港仙)及特別末期股息每股普通股3港仙(二零二三年：5港仙)。

慈善捐款

本集團於年內的慈善捐款為人民幣9,694,000元(二零二三年：人民幣12,829,000元)。

非流動資產

非流動資產(包括物業、廠房及設備、投資物業、使用權資產以及無形資產)的購置及其他變動詳情載於綜合財務報表附註12至15。

銀行信貸額度

本集團於二零二四年十二月三十一日的銀行信貸額度詳情載於綜合財務報表附註20。

股本

本公司於年內的股本變動詳情載於綜合財務報表附註26(a)。

Report of the Directors (Continued)

董事會報告(續)

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company as at the date of this Annual Report, the Company has maintained the prescribed public float under the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") throughout the year ended 31 December 2024 and at any time up to the date of this Annual Report.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands where the Company is incorporated.

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

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

DIRECTORS

The Directors during the financial year were:

EXECUTIVE DIRECTORS

Mr. Wang Liang Xing
Mr. Wang Cong Xing
Mr. Pan Rong Bin
Mr. Wang Jun Hong
Mr. Wang Zhi Yong

NON-EXECUTIVE DIRECTORS

Mr. Wang Dong Xing (Chairman)
Mr. Cai Rong Hua
Mr. Hu Cheng Chu

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lai Shixian
Mr. Zhang Shengman
Prof. Liao Jianwen
(appointed on 5 February 2024)
Prof. Jiang Zhan (appointed on 5 February 2024)

足夠公眾持股量

於本年報日期，根據本公司可公開取得的資料及就本公司董事所知，本公司於截至二零二四年十二月三十一日止年度及於直至本年報日期的任何時間維持香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)所指定的公眾持股量。

優先購股權

本公司組織章程細則或開曼群島(即本公司註冊成立地點)的法律項下概無有關優先購股權的條文。

購買、出售或贖回本公司上市證券

截至二零二四年十二月三十一日止年度，本公司或其任何附屬公司均無購買、贖回或出售任何本公司上市證券。

董事

本財政年度的董事為：

執行董事

王良星先生
王聰星先生
潘榮彬先生
王俊宏先生
王智勇先生

非執行董事

王冬星先生(主席)
蔡榮華先生
胡誠初先生

獨立非執行董事

賴世賢先生
章晟曼先生
廖建文教授
(於二零二四年二月五日獲委任)
蔣展教授(於二零二四年二月五日獲委任)



Report of the Directors *(Continued)*

董事會報告 *(續)*

Details of the Directors' biographies are set out on pages 55 to 65 of the Annual Report.

In accordance with article 105(a) of the Company's articles of association, Mr. Wang Liang Xing, Mr. Pan Rong Bin, Mr. Cai Rong Hua and Mr. Lai Shixian will retire from the Board by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

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

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the Independent Non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the Independent Non-executive Directors to be independent.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2024, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") contained in Appendix 10 to the Listing Rules:

董事的詳細履歷載於年報第55至65頁。

根據本公司組織章程細則第105(a)條，王良星先生、潘榮彬先生、蔡榮華先生及賴世賢先生將於應屆股東週年大會輪值告退董事會，彼等符合資格並願意重選連任。

本集團概無與任何擬於應屆股東週年大會重選連任的董事訂有不可於一年內由本公司或其任何附屬公司終止而免付賠償(法定賠償除外)的未屆滿服務合約。

獨立性確認

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出的年度獨立性確認書，並認為全體獨立非執行董事均為獨立人士。

董事及主要行政人員於股份、相關股份及債權證的權益及淡倉

於二零二四年十二月三十一日，董事及本公司主要行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中，擁有本公司須根據證券及期貨條例第352條記入所置存登記冊內或須根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)另行知會本公司及聯交所的權益及淡倉：



Report of the Directors *(Continued)*

董事會報告(續)



Report of the Directors (Continued)

董事會報告(續)

Name of shareholder 股東名稱	Name of Group company/ associated corporation 本集團成員公司 相聯 法團名稱	Capacity/nature of interest 身份 權益性質	Number of shares 股份數目 (Note 1) (附註1)	Number of underlying shares 相關股份數目 (Notes 1 & 2) (附註1及2)	Approximate percentage of shareholding 股權概約百分比
Mr. Hu Cheng Chu 胡誠初先生	The Company 本公司	Beneficial owner 實益擁有人	4,500,000 shares (L) 4,500,000 股股份 (L)	–	0.376%
Mr. Pan Rong Bin 潘榮彬先生	The Company 本公司	Beneficial owner 實益擁有人	3,171,000 shares (L) 3,171,000 股股份 (L)	–	0.264%
	The Company 本公司	Interest of spouse 配偶權益	–	150,000 shares (L) 150,000 股股份 (L)	0.013%
	Xiao Sheng International (Note 3) 曉升國際(附註3)	Beneficial owner 實益擁有人	300 shares of US\$1.00 each (L) 300 股每股面值 1.00 美元的股份 (L)	–	3.093%
Mr. Wang Jun Hong 王俊宏先生	The Company 本公司	Beneficial owner 實益擁有人	522,000 shares (L) 522,000 股股份 (L)	350,000 shares (L) 350,000 股股份 (L)	0.07%
Mr. Wang Zhi Yong 王智勇先生	The Company 本公司	Beneficial owner 實益擁有人	2,517,000 shares (L) 2,517,000 股股份 (L)	350,000 shares (L) 350,000 股股份 (L)	0.24%
	The Company 本公司	Interest of spouse 配偶權益	760,000 shares (L) 760,000 股股份 (L)	–	0.06%

Report of the Directors (Continued)

董事會報告(續)

Notes:

1. The letter "L" denotes the Directors' long position in the shares and underlying shares of the Company or the relevant associated corporation.
2. The interests in underlying shares represent the interests in share options granted pursuant to the Company's share option scheme, details of which are set out in the paragraph headed "Equity-Settled Share-Based Payments" in this report.
3. Xiao Sheng International is owned as to 26.289% by each of Mr. Wang Dong Xing, Mr. Wang Liang Xing and Mr. Wang Cong Xing, 8.247% by Jia Fa International Limited (note 4), 5.155% by Ms. Hu Jie, 3.093% by Mr. Pan Rong Bin, 2.062% by Mr. Chen Wei Jin, 0.515% by each of Mr. Xu Tian Min, Ms. Wang Cui Rong and Ms. Wang Hui Rong, 0.412% by each of Mr. Wang Ming Hong and Mr. Wang Ming Jie and 0.206% by Mr. Wang Qiao Xing.
4. The interests of Mr. Cai Rong Hua in 7,200,000 shares of the Company and 800 shares of Xiao Sheng International are held through Jia Fa International Limited ("JFIL"). The entire issued share capital of JFIL is held by Vistra Trust (Singapore) Pte. Limited in its capacity as the trustee of an irrevocable discretionary trust set up by Mr. Cai as the settlor. The beneficiaries under capital of JFIL is hry member Mse capita45.1 of is dechednt tb(he int)6 (er)11 (iat)6.1 (e(in

Report of the Directors (Continued)

董事會報告(續)

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 31 December 2024, the persons or corporations (not being a Director or chief executive of the Company) who had an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

主要股東的權益及淡倉

於二零二四年十二月三十一日，於本公司股份及相關股份中擁有本公司須根據證券及期貨條例第336條記入所存置登記冊內的權益或淡倉的人士或法團(並非董事或本公司主要行政人員)如下：

Name of shareholder 股東名稱	Capacity/nature of interest 身份 權益性質	Number of shares 股份數目 (Note 1) (附註1)	Approximate percentage of shareholding 股權概約百分比
Xiao Sheng International 曉升國際	Beneficial owner 實益擁有人	699,158,000 shares (L) (Note 2) 699,158,000 股股份(L)(附註2)	58.39%
Ming Lang Investments Limited ("Ming Lang Investments") 銘郎投資有限公司(「銘郎投資」)	Beneficial owner 實益擁有人	74,905,000 shares (L) (Note 3) 74,905,000 股股份(L)(附註3)	6.26%

Notes:

- (1) the letter "L" denotes the person's long position in the shares of the Company.
- (2) These shares were held by Xiao Sheng International. Xiao Sheng International is owned as to 26.289% by each of Mr. Wang Dong Xing, Mr. Wang Liang Xing and Mr. Wang Cong Xing, 8.247% by Jia Fa International Limited (note 4), 5.155% by Ms. Hu Jie, 3.093% by Mr. Pan Rong Bin, 2.062% by Mr. Chen Wei Jin, 0.515% by each of Mr. Xu Tian Min, Ms. Wang Cui Rong and Ms. Wang Hui Rong, 0.412% by each of Mr. Wang Ming Hong and Mr. Wang Ming Jie and 0.206% by Mr. Wang Qiao Xing.
- (3) These shares were held by Ming Lang Investments. Ming Lang Investments is owned as to 26.289% by each of Mr. Wang Dong Xing, Mr. Wang Liang Xing and Mr. Wang Cong Xing, 8.247% by Jia Fa International Limited (note 4), 5.155% by Mr. Hu Cheng Chu, 3.093% by Mr. Pan Rong Bin, 2.062% by Mr. Chen Wei Jin, 0.515% by each of Mr. Xu Tian Min, Ms. Wang Cui Rong and Ms. Wang Hui Rong, 0.412% by each of Mr. Wang Ming Hong and Mr. Wang Ming Jie and 0.206% by Mr. Wang Qiao Xing.

附註：

- (1) 英文字母「L」代表股東於本公司股份中的好倉。
- (2) 該等股份由曉升國際持有。曉升國際則由王冬星先生、王良星先生及王聰星先生各自擁有26.289%、佳發國際有限公司(附註4)擁有8.247%、胡捷女士擁有5.155%、潘榮彬先生擁有3.093%、陳維進先生擁有2.062%、許天民先生、王翠榕女士及王惠榕女士各自擁有0.515%、王銘鴻先生及王銘傑先生各自擁有0.412%以及王巧星先生擁有0.206%。
- (3) 該等股份由銘郎投資持有。銘郎投資則由王冬星先生、王良星先生及王聰星先生各自擁有26.289%、佳發國際有限公司(附註4)擁有8.247%、胡誠初先生擁有5.155%、潘榮彬先生擁有3.093%、陳維進先生擁有2.062%、許天民先生、王翠榕女士及王惠榕女士各自擁有0.515%、王銘鴻先生及王銘傑先生各自擁有0.412%以及王巧星先生擁有0.206%。

Report of the Directors (Continued)

董事會報告(續)

(4) The entire issued share capital of Jia Fa International Limited is held by Vistra Trust (Singapore) Pte. Limited in its capacity as the trustee of an irrevocable discretionary trust set up by Mr. Cai Rong Hua as the settlor. The beneficiaries under the trust are Mr. Cai and his family members. Mr. Cai is deemed to be interested in these shares as the settlor of the discretionary trust.

Save as disclosed above, as at 31 December 2024, the Directors were not aware of any other person or corporation having an interest or short position in shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the Directors of the Company is currently in force and was in force throughout this year. The Company has taken out and maintained appropriate insurance cover in respect of potential legal actions against its Directors and officers.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in note 31 to the consolidated financial statements, no transaction, arrangement or contract of significance to which the Company, or any of its holding company, subsidiaries or fellow subsidiaries was a party, and in which a Director of the Company had a material interest, subsisted at the end of the year or at any time during the year.

CONTRACTS OF SIGNIFICANCE

During the year, save as disclosed in note 31 to the consolidated financial statements, there had been no contract of significance between the Company or any of its subsidiaries and a controlling shareholder (as defined in the Listing Rules) of the Company or any of its subsidiaries.

COMPETING BUSINESS

Each of Mr. Wang Dong Xing, Mr. Wang Liang Xing, Mr. Wang Cong Xing, Xiao Sheng International and Ming Lang Investments (the controlling shareholders (within the meaning of the Listing Rules) of the Company) has confirmed to the Company that he/it has complied with the non-compete undertaking given by them to the Company on 4 September 2009. The Independent Non-executive Directors of the Company have reviewed the status of compliance and enforcement of the non-compete undertaking and confirmed that all the undertakings thereunder have been complied with throughout the year ended 31 December 2024.

(4) 佳發國際有限公司的全部已發行股本由 Vistra Trust (Singapore) Pte. Limited 以不可撤回全權信託的受託人身份持有，該信託由委託人蔡榮華先生設立，信託受益人為蔡先生及其家族成員。作為全權信託的委託人，蔡先生被視為於該等股份中擁有權益。

除上文披露者外，於二零二四年十二月三十一日，董事並無得悉任何其他人士或法團於本公司股份及相關股份中，擁有記入本公司根據證券及期貨條例第 336 條須予存置的登記冊內的權益或淡倉。

獲准許的彌償條文

基於本公司董事利益的獲准許彌償條文現已生效且於本年度一直有效。本公司已就其董事及行政人員可能會面對的法律訴訟作出及維持適當的投保安排。

董事所佔交易、安排或合約權益

除綜合財務報表附註 31 披露者外，概無本公司董事於本公司或其任何控股公司、附屬公司或同系附屬公司於年終結算日或年內任何時間所訂立的重大交易、安排或合約中擁有重大權益。

重大合約

年內，除綜合財務報表附註 31 披露者外，本公司或其任何附屬公司概無與本公司控股股東(定義見上市規則)或其任何附屬公司訂立重大合約。

競爭業務

王冬星先生、王良星先生、王聰星先生、曉升國際及銘郎投資(本公司控股股東(定義見上市規則))已各自向本公司確認，彼等已遵守於二零零九年九月四日向本公司出具的不競爭承諾。本公司獨立非執行董事已檢討不競爭承諾的遵守及執行情況，並確認於截至二零二四年十二月三十一日止年度全年所有承諾已獲遵守。



Report of the Directors (Continued)

董事會報告(續)

EQUITY-SETTLED SHARE-BASED PAYMENTS

The Company has adopted a share option scheme (the “2019 Share Option Scheme”) pursuant to an ordinary resolution passed by the Shareholders in the extraordinary general meeting on 23 April 2019 for the purpose of providing incentives and rewards to eligible participants who contribute to the Group.

Eligible participants of the 2019 Share Option Scheme include (i) any employee (whether full time or part time, including any executive director but excluding any non-executive director) of the Company, its subsidiaries or invested entity; (ii) any non-executive directors (including independent non-executive directors) of the Company, its subsidiaries or invested entity; (iii) any supplier or customer of the Group or any invested entity; (iv) any person or entity that provides design, research, development or other technological support to the Group or any invested entity; (v) any shareholder of any member of the Group or any invested entity or any holder of any securities issued by any member of the Group or any invested entity; (vi) any advisor (professional or otherwise) or consultant to any area of business or business development of the Group or any invested entity; (vii) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group; and (viii) any company wholly-owned by one or more eligible participants as referred to in (i) to (vii) above.

Subject to the earlier termination of the 2019 Share Option Scheme in accordance with the rules thereof, the 2019 Share Option Scheme shall remain in force for a period of ten years commencing on 23 April 2019.

The maximum number of shares issuable upon the exercise of options granted under the 2019 Share Option Scheme and any other share option scheme adopted by the Group (including both exercised or outstanding options) to each grantee within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

以股份為基礎的股權結算開支

本公司已根據於二零一九年四月二十三日的股東特別大會上獲股東通過之普通決議案採納購股權計劃(「二零一九年購股權計劃」), 作為對本集團作出貢獻的合資格參與者提供鼓勵及獎賞。

二零一九年購股權計劃的合資格參與者包括 (i) 本公司、其附屬公司或所投資公司的任何全職或兼職僱員(包括任何執行董事, 惟不包括任何非執行董事); (ii) 本公司、其附屬公司或所投資公司的任何非執行董事(包括獨立非執行董事); (iii) 本集團或任何所投資公司的任何供應商或客戶; (iv) 任何為本集團或任何所投資公司提供設計、研究、開發或其他技術支援的個人或公司; (v) 本集團任何成員公司或所投資公司的任何股東或本集團任何成員公司或所投資公司所發行任何證券的任何持有人; (vi) 本集團或任何所投資公司在任何業務範疇或業務發展的專業或其他諮詢人或顧問; (vii) 曾經或可能藉合資經營、業務聯盟或其他業務安排而對本集團的發展及增長作出貢獻的任何其他類別參與者; 及 (viii) 由上述第 (i) 至 (vii) 項所述一名或多名合資格參與者全資擁有的任何公司。

在根據二零一九年購股權計劃的規則將其提前終止的規限下, 二零一九年購股權計劃將自二零一九年四月二十三日起有效十年。

因行使根據二零一九年購股權計劃及本集團採納的任何其他購股權計劃於任何十二個月期間向每名承授人授出的購股權(包括已行使或尚未行使的購股權)可予發行的股份最高數目不得超過本公司任何時間已發行股份的1%。凡超過此限制而授出購股權, 必須獲股東於股東大會上批准後, 方可作實。

Report of the Directors (Continued)

董事會報告(續)

Share options granted to a Director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the Independent Non-executive Directors of the Company. In addition, any share options granted to a substantial shareholder or an Independent Non-executive Director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the closing price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The total number of shares which may be issued upon the exercise of all options (excluding for this purpose options which have lapsed) which have been or may be granted under the 2019 Share Option Scheme and any share option scheme of the Group must not in aggregate exceed 119,748,491 shares, representing 10% of the shares of the Company in issue as at 23 April 2019 (the date of approval of the 2019 Share Option Scheme) and as at the end of reporting period and the date of approval of this report. The maximum number of shares which may fall to be issued upon exercise of the options to be granted under the 2019 Share Option Scheme and the options granted under any other share option scheme of the Group (including both exercised and outstanding options) to be granted by the Company or any other member of the Group in any given financial year of the Company shall not exceed 5% of the Shares in issue as at the beginning of such financial year. The maximum number of shares to be issued upon the exercise of all outstanding options granted and yet to be exercised under the 2019 Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the shares of the Company in issue from time to time.

The offer of a grant of share options may be accepted within 21 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the Directors, which period may commence from the date of the offer of the share options, and ends on a date which is not later than ten years from the date of grant of the share options subject to the provisions for early termination thereof.

向董事、本公司主要行政人員或主要股東或任何彼等的聯繫人士授予購股權，必須獲本公司獨立非執行董事事先批准後，方可作實。此外，倘於任何十二個月期間內，向本公司主要股東或獨立非執行董事或任何彼等的聯繫人士授出任何購股權，超過本公司任何時間已發行股份的0.1%或(根據本公司股份於授出日期的收市價計算的)總值超過5,000,000港元，則須獲股東於股東大會事先批准後，方可作實。

因行使根據二零一九年購股權計劃及本集團的任何購股權計劃項下已經或可能授出的全部購股權(就此目的而言，不包括已失效的購股權)而可予發行股份總數合共不得超過119,748,491股股份，相當於本公司於二零一九年四月二十三日(批准二零一九年購股權計劃日期)以及於報告期末及批准本報告當日本公司已發行股份的10%。於本公司任何特定財政年度因行使本公司或本集團任何其他成員公司根據二零一九年購股權計劃將授出的購股權及根據本集團任何其他購股權計劃已授出的購股權(包括已行使及尚未行使購股權)而將予發行的股份最高數目，不得超過於該財政年度初已發行股份的5%。因行使根據二零一九年購股權計劃及本集團任何其他購股權計劃已授出但尚未行使的所有購股權而發行的股份最高數目，不得超過本公司不時的已發行股份的30%。

承授人可於建議授出購股權日期起計21天內支付象徵式代價合共1港元以接納有關購股權。授出的購股權行使期由董事釐定，該期間可自購股權建議授出日期開始，至購股權授出日期起計不超過十年止，惟須受購股權計劃提前終止條文所限。

Report of the Directors (Continued)

董事會報告(續)

The exercise price of the share options is determinable by the Directors, but shall not be less than the highest of (i) the closing price of the Company's shares as quoted on the Stock Exchange's daily quotations sheet for trade in one or more board lots of the shares on the date of the offer for the grant, which must be a business day; (ii) the average closing price of the Company's shares as quoted on the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of offer; and (iii) the nominal value of a share.

On 3 July 2020, the Company granted options to subscribe for an aggregate 11,500,000 shares of the Company to its senior management and employees under the 2019 Share Option Scheme. The closing prices of the Company's shares immediately before the date of grant and on the date of grant were HK\$4.23 and HK\$4.31 respectively. Details of the options granted are set out below:

購股權行使價由董事釐定，惟不得低於下列最高者：(i) 本公司股份於建議授出購股權當日(必須為營業日)在聯交所每日報價表就買賣一手或以上股份所報收市價；(ii) 本公司股份於緊接建議日期前五個營業日在聯交所每日報價表所報平均收市價；及(iii) 股份面值。

於二零二零年七月三日，本公司根據二零一九年購股權計劃向其高級管理層及僱員授出合共11,500,000股本公司股份的購股權。本公司股份於緊接授出日期前及於授出日期的收市價分別為4.23港元及4.31港元。授出購股權詳情載列如下：

Name or category of participants 參與者姓名或類別	Number of options 購股權數目					As at 31 December 2024		Exercise price 行使價	Exercise period 行使期
	As at 1 January 2024 於二零二四年 一月一日	Granted 已授出	Exercised 已行使	Cancelled 已註銷	Lapsed 已失效	As at 31 December 2024 於二零二四年 十二月三十一日			
Mr. Chen Wei Jin (note 1(a)) 陳維進先生(附註1(a))	433,000	-	-	-	-	433,000	HK\$4.31 4.31 港元	Note 2(a) 附註2(a)	
Mr. Wang Jun Hong (note 1(b)) 王俊宏先生(附註1(b))	350,000	-	-	-	-	350,000	HK\$4.31 4.31 港元	Note 2(b) 附註2(b)	
Mr. Wang Zhi Yong (note 1(c)) 王智勇先生(附註1(c))	350,000	-	-	-	-	350,000	HK\$4.31 4.31 港元	Note 2(b) 附註2(b)	
Ms. Chen Zhi Mei (note 1(d)) 陳志梅女士(附註1(d))	150,000	-	-	-	-	150,000	HK\$4.31 4.31 港元	Note 2(b) 附註2(b)	
Employees 僱員	9,574,000	-	-	-	51,000	9,523,000	HK\$4.31 4.31 港元	Note 2(c) 附註2(c)	
	10,857,000				51,000	10,806,000			

Report of the Directors (Continued)

董事會報告(續)

Notes:

- 1 Options granted to associates (as defined in the Listing Rules):
- Mr. Chen Wei Jin, the head of the group ordering department of the Group, is the brother-in-law of Mr. Wang Dong Xing, an executive Director and a controlling shareholder of the Company.
 - Mr. Wang Jun Hong, general manager of Lilang China, is the son of Mr. Wang Dong Xing, a non-executive Director and a controlling shareholder of the Company. He was appointed as an executive Director of the Company on 5 February 2024.
 - Mr. Wang Zhi Yong, the sales channel director of Lilang China's marketing center, is the son of Mr. Wang Liang Xing, an executive Director and a controlling shareholder of the Company. He was appointed as an executive Director of the Company on 5 February 2024.
 - Ms. Chen Zhi Mei, the assistant to the head of the sales and marketing department of the Group, is the wife of Mr. Pan Rong Bin, an executive Director of the Company.
- 2 Exercisable periods of options granted:
- The options are exercisable by the grantee during the period commencing from the day immediately following the expiry of the two year period after the date of grant, and ending on the day falling ten years after the date of grant, during which, (i) up to 129,000 options granted may be exercised on or prior to the end of the third year after the date of grant; (ii) subject to (i), up to 130,000 options granted may be exercised on or prior to the end of the fourth year after the date of grant; and (iii) subject to (i) and (ii), all outstanding options may be exercised prior to the expiry of the said exercise period, failing which the options will lapse and no longer be exercisable.
 - The options are exercisable by the grantees during the period commencing from the day immediately following the expiry of the two year period after the date of grant, and ending on the day falling ten years after the date of grant, during which, (i) up to 30% of the options granted may be exercised on or prior to the end of the third year after the date of grant; (ii) subject to (i), up to 60% of the options granted may be exercised on or prior to the end of the fourth year after the date of grant; and (iii) subject to (i) and (ii), all outstanding options may be exercised prior to the expiry of the said exercise period, failing which the options will lapse and no longer be exercisable.

附註：

- 1 授予聯繫人(定義見上市規則)之購股權：
- 本集團團體訂制部總監陳維進先生，為本公司執行董事兼控股股東王冬星先生的姻親兄弟。
 - 利郎中國總經理王俊宏先生，為本公司非執行董事兼控股股東王冬星先生的兒子。彼於二零二四年二月五日獲委任為本公司執行董事。
 - 利郎中國營銷中心銷售渠道總監王智勇先生，為本公司執行董事兼控股股東王良星先生的兒子。彼於二零二四年二月五日獲委任為本公司執行董事。
 - 本集團營銷中心總裁助理陳志梅女士，為本公司執行董事潘榮彬先生的妻子。
- 2 授出購股權可予行使期間：
- 購股權可由承授人於自緊隨授出日期兩年屆滿後之日起，至授出日期後十年止的期間內行使，期間：(i) 不超過129,000份獲授購股權可於授出日期後第三年年底或之前行使；(ii) 不超過130,000份獲授購股權可於授出日期後第四年年底或之前行使(惟須受(i)的規限)；及(iii)所有尚未行使的購股權可於所述行使期間屆滿之前行使(惟須受(i)及(ii)的規限)，否則購股權將告失效及不可再獲行使。
 - 購股權可由承授人於自緊隨授出日期兩年屆滿後之日起，至授出日期後十年止的期間內行使，期間：(i) 不超過30%的獲授購股權可於授出日期後第三年年底或之前行使；(ii) 不超過60%的獲授購股權可於授出日期後第四年年底或之前行使(惟須受(i)的規限)；及(iii)所有尚未行使的購股權可於所述行使期間屆滿之前行使(惟須受(i)及(ii)的規限)，否則購股權將告失效及不可再獲行使。

Report of the Directors (Continued)

董事會報告(續)

- c. The options are exercisable by the grantees during the period commencing from the day immediately following the expiry of the two year period after the date of grant, and ending on the day falling ten years after the date of grant, during which, (i) up to 3,214,000 options granted may be exercised on or prior to the end of the third year after the date of grant; (ii) subject to (i), up to 3,256,000 options granted may be exercised on or prior to the end of the fourth year after the date of grant; and (iii) subject to (i) and (ii), all outstanding options may be exercised prior to the expiry of the said exercise period, failing which the options will lapse and no longer be exercisable.

Information on the accounting policy for share options granted is provided in note 1(o)(ii). As at 31 December 2024, the total grant date fair value of the outstanding share options, all being unvested, measured in accordance with the accounting policy set out in note 1(o)(ii) to the financial statements, amounted to RMB10,009,000. Assuming that all the options outstanding as at 31 December 2024 are exercised, the Company will receive proceeds of HK\$46,574,000.

RETIREMENT SCHEMES

The Group participates in defined contribution retirement benefit schemes organized by the PRC municipal and provincial government authorities for the Group's eligible employees in the PRC, and operates a Mandatory Provident Fund Scheme for the employees in Hong Kong. Particulars of these retirement plans are set out in note 27 to the consolidated financial statements.

AUDITOR

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditor of the Company is to be proposed at the forthcoming annual general meeting.

By order of the Board

Wang Dong Xing
Chairman

Hong Kong, 18 March 2025

- c. 購股權可由承授人於自緊隨授出日期後兩年期間屆滿後之日起，至授出日期後十年止的期間內行使，期間：(i) 不超過3,214,000份獲授購股權可於授出日期後第三年年底或之前行使；(ii) 不超過3,256,000份獲授購股權可於授出日期後第四年年底或之前行使(惟須受(i)的規限)；及(iii)所有尚未行使的購股權可於所述行使期間屆滿之前行使(惟須受(i)及(ii)的規限)，否則購股權將告失效及不可再獲行使。

有關授出購股權會計政策的資料載於附註1(o)(ii)。於二零二四年十二月三十一日，根據財務報表附註1(o)(ii)所載的會計政策計量，所有尚未行使購股權(均未歸屬)的授出日期公平值總額為人民幣10,009,000元。假設所有於二零二四年十二月三十一日尚未行使的購股權獲行使，本公司將收取所得款項46,574,000港元。

退休計劃

本集團就合資格的中國僱員，參與由中國省及市政府機關組織的定額供款退休福利計劃，並為香港僱員安排參與強制性公積金計劃。該等退休計劃的詳情載於綜合財務報表附註27。

核數師

畢馬威會計師事務所退任，惟符合資格並願意接受續聘。本公司將於應屆股東週年大會提呈決議案，以續聘畢馬威會計師事務所為本公司核數師。

承董事會命

主席
王冬星

香港，二零二五年三月十八日

Independent Auditor's Report

獨立核數師報告



to the shareholders of China Lilang Limited
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of China Lilang Limited ("the Company") and its subsidiaries ("the Group") set out on pages 89 to 163, which comprise the consolidated statement of financial position as at 31 December 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including material accounting policy information.

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

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

致中國利郎有限公司股東
(於開曼群島註冊成立的有限公司)

意見

本核數師(以下簡稱「我們」)已審計第89至163頁所載中國利郎有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表,該等綜合財務報表包括於二零二四年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括重大會計政策資訊。

我們認為,該等綜合財務報表已根據國際會計準則委員會(「國際會計準則委員會」)頒佈的《國際財務報告準則》會計準則真實而中肯地反映貴集團於二零二四年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》的披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會(「香港會計師公會」)頒佈的《香港審計準則》(「《香港審計準則》」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表須承擔的責任」一節中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(「守則」)以及任何與我們對開曼群島綜合財務報表的審計相關的道德要求,我們獨立於貴集團,並已履行該等要求及守則中的其他道德責任。我們相信,我們獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

關鍵審計事項是指根據我們的專業判斷,認為對本期綜合財務報表的審計最為重要的事項。這些事項均在我們審計整體綜合財務報表及出具意見時進行處理,我們不會對這些事項提供單獨的意見。



Independent Auditor's Report (Continued)

獨立核數師報告(續)

Revenue recognition of sales to distributors and consignees 向分銷商及代銷商銷售的收入確認	
Refer to note 3 to the consolidated financial statements and the accounting policy note 1(r). 請參閱綜合財務報表附註3及會計政策附註1(r)。	
The key audit matter 關鍵審計事項	How the matter was addressed in our audit 我們的審計如何處理該事項
<p>Revenue of sales to distributors and consignees principally comprises sales of menswear and related accessories. 向分銷商及代銷商銷售的收入主要包括銷售男裝產品及相關配飾。</p> <p>Every year, the Group enters into a framework distribution agreement with each distributor and a consignment agreement with each consignee and manufactures or sources its products in accordance with the terms of separate purchase orders. 貴集團每年與各名分銷商訂立框架分銷協議及與各名代銷商訂立代銷協議，並根據單獨的採購訂單條款生產或採購其產品。</p> <p>For sales to distributors, once the products are delivered to the location designated by the distributor which is the point at which the control of the menswear goods is considered to have been transferred to the distributor and the point at which revenue is recognised. 就向分銷商作出的銷售而言，一旦產品交付至分銷商指定的地點時，男裝產品的控制權此時即被認為已轉移至分銷商，而貴集團會於此時確認收入。</p>	<p>Our audit procedures to assess the recognition of revenue included the following: 我們就評估收入確認執行的審計程序包括以下各項：</p> <ul style="list-style-type: none"> • assessing the design, implementation and operating effectiveness of management's key internal controls over revenue recognition; • 評估管理層有關收入確認的關鍵內部控制的設計、實施及運作成效； • inspecting agreements with distributors and consignees, on a sample basis, to understand the terms of the sales transactions including the terms of delivery, rebate and sales return to assess if the Group's revenue recognition criteria were in accordance with the requirements of the prevailing accounting standards; • 抽樣檢查與分銷商及代銷商訂立的協議，了解銷售交易條款(包括交付、回扣及銷售退回條款)，以評估貴集團的收入確認標準與現行的會計準則要求是否一致； • inspecting, on a sample basis, whether revenue transactions around the financial year end had been recognised in the appropriate financial period by comparing the transactions selected with goods delivery notes or other relevant underlying documents; • 透過比較所選交易與發貨單或其他相關文件，抽樣檢查財政年度結束前後的收入交易是否已於適當的財政期間確認；

Independent Auditor's Report *(Continued)* 獨立核數師報告(續)

Revenue recognition of sales to distributors and consignees 向分銷商及代銷商銷售的收入確認	
Refer to note 3 to the consolidated financial statements and the accounting policy note 1(r). 請參閱綜合財務報表附註3及會計政策附註1(r)。	
The key audit matter 關鍵審計事項	How the matter was addressed in our audit 我們的審計如何處理該事項
<p>For sales through consignees, once the products are sold to end users by the consignee, the control of the goods is considered to have been transferred in accordance with the terms of consignment agreements and revenue is recognised at that point. The Group receives confirmations of the transaction amounts from the consignees on a monthly basis.</p> <p>就透過代銷商作出的銷售而言，產品一旦透過代銷商售予終端用戶，貨物的控制權即被視為已根據代銷協議的條款轉移，而貴集團會於此時確認收入。貴集團每月接收代銷商有關交易金額的確認書。</p> <p>We identified the recognition of revenue of sales to distributors and consignees as a key audit matter because revenue is one of the key performance indicators of the Group and therefore there is an inherent risk of manipulation of the timing of revenue recognition by management to meet specific targets or expectations.</p> <p>由於收入為貴集團其中一項主要表現指標，以致存在管理層為了達到特定目標或期望而操控收入確認時間的內在風險，因此我們識別向分銷商及代銷商銷售的收入確認為關鍵審計事項。</p>	<ul style="list-style-type: none"> (ar)10e((ar)10 31 D)-5rararmation.0D6



Independent Auditor's Report (Continued)

獨立核數師報告(續)

Valuation of inventories 存貨估值	
<i>Refer to note 16 to the consolidated financial statements and the accounting policy note 1(i).</i> <i>請參閱綜合財務報表附註 16 及會計政策附註 1(i)。</i>	
The key audit matter 關鍵審計事項	How the matter was addressed in our audit 我們的審計如何處理該事項
<p>Inventories are carried at the lower of cost and net realisable value in the consolidated financial statements of the Group. In the event that net realisable value falls below cost, the difference is taken as write-down of inventories.</p> <p>存貨按貴集團綜合財務報表內成本與可變現淨值中較低者列賬。倘可變現淨值低於成本，有關差額會當作存貨撇減處理。</p> <p>Sales of menswear goods to end customers can be volatile due to changing fashion trends, consumer demand and economic conditions. The Group organises various promotional activities to accelerate the selling of past-season inventories. Accordingly, the actual future selling prices of certain items of inventory may fall below their costs.</p> <p>由於時裝流行趨勢、消費者需求及經濟狀況不斷轉變，向終端客戶銷售男裝產品可能出現波動。貴集團舉行多項促銷活動，加快銷售過季庫存。因此，若干庫存項目的未來實際售價或會低於其成本。</p>	<p>Our audit procedures to assess the valuation of inventories included the following:</p> <p>我們就評估存貨估值執行的審計程序包括以下各項：</p> <ul style="list-style-type: none"> • assessing whether the calculation of the provision for inventories at the reporting date was consistent with the Group's inventory provision policy by recalculating the provision based on the relevant parameters in accordance with the Group's inventory provision policy and evaluating the Group's inventory provision policy with reference to the requirements of the prevailing accounting standards; • 根據貴集團存貨撥備政策按照相關參數重新計算撥備，以評估於報告日期的存貨撥備計算是否與貴集團的存貨撥備政策相符，並參考現行的會計準則規定評價貴集團的存貨撥備政策； • inspecting, on a sample basis, whether items in the inventory report were classified within the appropriate season by comparing the individual inventory items with the underlying documents which indicated the product season of the items; • 透過比較個別存貨項目與相關文件(註明項目所屬產品季度)，抽樣檢查存貨報告內的項目是否已分類至適當的季度；

Independent Auditor's Report (Continued)

獨立核數師報告(續)

Valuation of inventories 存貨估值	
<i>Refer to note 16 to the consolidated financial statements and the accounting policy note 1(i).</i> 請參閱綜合財務報表附註 16 及會計政策附註 1(i)。	
The key audit matter 關鍵審計事項	How the matter was addressed in our audit 我們的審計如何處理該事項
<p>Management considers several factors in determining the appropriate level of inventory provisions, including product season of inventory, sales history at normal prices and discounted prices, and the channels available for selling past-season inventories.</p> <p>管理層於釐定適當的存貨撥備水平時考慮了若干因素，包括存貨產品季度、正常價及折扣價的銷售記錄以及過季庫存的銷售渠道。</p> <p>We identified the valuation of inventories as a key audit matter as significant judgement is required to be exercised by management in determining the net realisable value of inventories, which involves predicting the amounts of inventory which will be sold in different channels and the discounts to offer in order to sell these inventories. These predictions can be inherently uncertain.</p> <p>由於管理層於釐定存貨的可變現淨值時需要作出重大判斷，當中涉及預測將透過不同渠道銷售的存貨金額以及為售出該等存貨所提供的折扣，因此我們識別存貨估值為關鍵審計事項。該等預測在本質上或不確定。</p>	<ul style="list-style-type: none"> • performing a retrospective review by comparing the carrying value of inventories at the end of the previous reporting period with the actual price for their sales transactions during the reporting period, on a sample basis, to assess the historical accuracy of management's assessment of inventory write-downs and whether there is any indication of management bias; • 透過抽樣比較存貨於上一報告期末的賬面值與報告期內銷售交易的實際價格進行追溯審閱，以評估管理層過往評估存貨撇減的準確度及是否有任何跡象顯示存在管理層偏見； • inspecting the Group's inventory provision policy by comparing management's prediction of the amounts of inventory which will be sold and the discounts to offer in order to sell these inventories with historical sales of inventories and discount offered for the current and prior years; and • 透過比較管理層對將銷售的存貨金額以及為售出該等存貨所提供的折扣的預測與本年度及過往年度的存貨銷售記錄及所提供的折扣，檢查貴集團的存貨撥備政策；及 • enquiring of management about any expected changes in plans for promotional activities to accelerate the selling of past-season inventories and comparing, on a sample basis, the carrying value of inventories at the reporting date with the actual price for their sales transactions subsequent to the reporting date. • 詢問管理層有關為加快銷售過季庫存的促銷活動計劃的任何預期變動，並抽樣比較存貨於報告日期的賬面值與報告日期後銷售交易的實際價格。



Independent Auditor's Report *(Continued)*

獨立核數師報告(續)

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

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

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

綜合財務報表及其核數師報告以外的資料

董事須對其他資料負責。其他資料包括刊載於年報內的所有資料，惟不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表發表的意見並不涵蓋其他資料，我們亦不會就此發表任何形式的鑒證結論。

就我們對綜合財務報表的審計而言，我們的責任是閱讀其他資料，在此過程中考慮其他資料是否與綜合財務報表或我們在審計過程中獲悉的資料存在重大不符或似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，倘我們認為此其他資料存在重大錯誤陳述，則我們須報告該事實。在此方面，我們並無任何報告。

董事就綜合財務報表須承擔的責任

董事須負責根據國際會計準則委員會頒佈的《國際財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所必需的內部監控負責。

在擬備綜合財務報表時，董事須負責評估貴集團持續經營的能力，在適用情況下披露與持續經營有關的事項以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助董事履行監督貴集團財務報告過程的責任。

Independent Auditor's Report *(Continued)*

獨立核數師報告(續)

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

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

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

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

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

核數師就審計綜合財務報表須承擔的責任

我們的目標為對綜合財務報表整體是否存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向整體股東作出本報告，除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容對任何其他人士負責或承擔法律責任。

合理保證為高水準的保證，但不能保證按照《香港審計準則》進行的審計在某一重大錯誤陳述存在時總能發現。錯誤陳述可由欺詐或錯誤引起，倘合理預期有關錯誤陳述單獨或匯總起來可能影響綜合財務報表使用者根據該等綜合財務報表作出的經濟決定，則被視作重大。

作為根據《香港審計準則》進行審計的一部分，我們會在審計過程中運用專業判斷及保持專業懷疑態度。我們亦會：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，並獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現由於欺詐而導致的重大錯誤陳述的風險高於未能發現由於錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部監控，以設計適當的審計程序，但目的並非對貴集團內部監控的有效性發表意見。



Independent Auditor's Report (Continued)

獨立核數師報告(續)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the Group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.
- 評價董事所採用的會計政策是否恰當及所作出的會計估計和相關披露是否合理。
- 對董事採用持續經營為會計基礎是否恰當作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定因素，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定因素，則須在核數師報告中提請使用者注意綜合財務報表中的相關披露，或倘有關的披露不足，則應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體呈報、結構和內容(包括披露)以及綜合財務報表是否以中肯呈報的方式反映有關交易和事項。
- 計劃和執行集團審計，以獲取關於集團內實體或業務單位財務信息的充足、適當的審計憑證，作為構成集團財務報表意見的基礎。我們負責指導、監督和覆核就集團審計目的而執行的審計工作。我們為審計意見承擔全部責任。

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

除其他事項外，我們就審計的計劃範圍、時間安排及重大審計發現(包括我們在審計中識別出內部控制的任何重大缺陷)與貴公司審核委員會溝通。

Independent Auditor's Report *(Continued)*

獨立核數師報告(續)

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

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

The engagement partner on the audit resulting in this independent auditor's report is Liu Hin Pan.

KPMG

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

18 March 2025

我們亦向貴公司審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並就有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及為消除威脅而採取的行動或已採取防範措施(如適用)與他們溝通。

從與貴公司審核委員會溝通的事項中，我們決定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，我們認為披露這些事項所造成的負面後果合理預期將可能超過公眾知悉事項的利益而不應在報告中披露，否則我們會在核數師報告中描述這些事項。

出具本獨立核數師報告的審計項目合夥人是廖顯斌。

畢馬威會計師事務所
執業會計師

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2024 (Expressed in Renminbi) 截至二零二四年十二月三十一日止年度(以人民幣為單位)

		Note	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Revenue	收入	3	3,649,983	3,543,795
Cost of sales	銷售成本		(1,910,688)	(1,836,960)
Gross profit	毛利		1,739,295	1,706,835
Other net income	其他收入淨額	4	70,015	51,052
Selling and distribution expenses	銷售及分銷開支		(1,058,929)	(957,269)
Administrative expenses	行政開支		(188,200)	(177,146)
Other operating expenses	其他經營開支		(9,694)	(12,829)
Profit from operations	經營利潤		552,487	610,643
Net finance income	融資收入淨額	5	56,197	47,172
Profit before taxation	除稅前利潤	6	608,684	657,815
Income tax	所得稅	7(a)	(147,882)	(127,388)
Profit for the year	年度利潤		460,802	530,427
Attributable to:	歸屬於：			
Equity shareholders of the company	本公司權益股東		461,118	530,427
Non-controlling interests	非控股權益		(316)	–
Other comprehensive income for the year	年度其他全面收益			
Item that are or may be reclassified subsequently to profit or loss:	其後會或可能重新分類至損益之項目：			
Exchange differences on translation of financial statements of the Company and subsidiaries outside the mainland of the People's Republic of China (the "PRC")	換算本公司及中華人民共和國(「中國」)內地境外附屬公司財務報表的匯兌差額		(5,026)	1,908
Total comprehensive income for the year	年度全面收益總額		455,776	532,335
Attributable to:	歸屬於：			
Equity shareholders of the company	本公司權益股東		456,092	532,335
Non-controlling interests	非控股權益		(316)	–
Earnings per share	每股盈利	11		
Basic (cents)	基本(分)		38.51	44.30
Diluted (cents)	攤薄(分)		38.51	44.30

The notes on pages 94 to 163 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 26(c).

第94至163頁的附註乃此等財務報表的組成部分。應付本公司權益股東年度利潤應佔股息詳情載於附註26(c)。



Consolidated Statement of Financial Position (Continued)

綜合財務狀況表(續)

At 31 December 2024 (Expressed in Renminbi) 截至二零二四年十二月三十一日(以人民幣為單位)

			2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Non-current liabilities	非流動負債			
Bank loans	銀行貸款	20	671,486	853,348
Deferred tax liabilities	遞延稅項負債	24(b)	24,815	10,453
Lease liabilities	租賃負債	22	51,407	48,752
			747,708	912,553
Net assets	資產淨值		4,055,206	3,967,392
Capital and reserves	資本及儲備			
Share capital	股本	26(a)	105,517	105,517
Reserves	儲備		3,920,206	3,861,875
Total equity attributable to equity shareholders of the company	本公司權益股東應佔權益總值		4,025,723	3,967,392
Non-controlling interests	非控股權益		29,483	-
Total equity	權益總額		4,055,206	3,967,392

Approved and authorised for issue by the board of directors on 18 March 2025.

於二零二五年三月十八日經董事會批准及授權刊發。

Mr. Wang Dong Xing
王冬星先生
Chairman
主席

Mr. Wang Liang Xing
王良星先生
Chief Executive Officer
行政總裁

Mr. Wang Cong Xing
王聰星先生
Executive Director
執行董事

The notes on pages 94 to 163 form part of these financial statements.

第94頁至163頁的附註乃此等財務報表的組成部分。

Consolidated Statement of Changes In Equity

綜合權益變動表

For the year ended 31 December 2024 (Expressed in Renminbi) 截至二零二四年十二月三十一日止年度(以人民幣為單位)

		Attributable to equity shareholders of the company 本公司權益股東應佔						Non-controlling interests		Total equity
		Share capital	Share premium	Statutory reserve	Capital reserve	Exchange reserve	Retained profits	Total	Non-controlling interests	Total equity
		(Note 26(a))	(Note 26(d)(i))	(Note 26(d)(ii))	(Note 26(d)(iii))	(Note 26(d)(iv))				
		(附註 26(a))	(附註 26(d)(i))	(附註 26(d)(ii))	(附註 26(d)(iii))	(附註 26(d)(iv))				
Note		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
附註		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2023	於二零二三年一月一日	105,517	31,411	271,826	30,556	(33,622)	3,376,543	3,782,231	-	3,782,231
Changes in equity for 2023:	二零二三年權益變動:									
Profit for the year	年度利潤	-	-	-	-	-	530,427	530,427	-	530,427
Other comprehensive income for the year	年度其他全面收益	-	-	-	-	1,908	-	1,908	-	1,908
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	1,908	530,427	532,335	-	532,335
Equity-settled share-based payment	以股份為基礎的股權結算開支	26(d)(iii)	-	-	1,361	-	-	1,361	-	1,361
Dividends approved in respect of the previous year	已批准上一年度股息	26(c)	-	-	-	-	(148,630)	(148,630)	-	(148,630)
Dividends declared in respect of the current year	已宣派本年度股息	26(c)	-	-	-	-	(199,905)	(199,905)	-	(199,905)
Appropriation to statutory reserve	轉撥至法定儲備	-	-	1,043	-	-	(1,043)	-	-	-
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日	105,517	31,411	272,869	31,917	(31,714)	3,557,392	3,967,392	-	3,967,392
Changes in equity for 2024:	二零二四年權益變動:									
Profit for the year	年度利潤	-	-	-	-	-	461,118	461,118	(316)	460,802
Other comprehensive income for the year	年度其他全面收益	-	-	-	-	(5,026)	-	(5,026)	-	(5,026)
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	(5,026)	461,118	456,092	(316)	455,776
Equity-settled share-based payment	以股份為基礎的股權結算開支	26(d)(iii)	-	-	435	-	-	435	-	435
Capital contribution by non-controlling interests of a subsidiary	附屬公司非控股權益出資	-	-	-	-	-	-	-	29,799	29,799
Dividends approved in respect of the previous year	已批准上一年度股息	26(c)	-	-	-	-	(196,712)	(196,712)	-	(196,712)
Dividends declared in respect of the current year	已宣派本年度股息	26(c)	-	-	-	-	(201,484)	(201,484)	-	(201,484)
Appropriation to statutory reserve	轉撥至法定儲備	-	-	9,955	-	-	(9,955)	-	-	-
At 31 December 2024	於二零二四年十二月三十一日	105,517	31,411	282,824	32,352	(36,740)	3,610,359	4,025,723	29,483	4,055,206

The notes on pages 94 to 163 form part of these financial statements.

第94頁至163頁的附註乃此等財務報表的組成部分。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2024 (Expressed in Renminbi) 截至二零二四年十二月三十一日止年度(以人民幣為單位)

	Note 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Operating activities	經營活動		
Cash generated from operations	經營業務所產生現金	19(b) 623,210	1,182,492
Tax paid	已付稅項	24(a) (95,905)	(81,748)
Net cash generated from operating activities	經營業務所產生現金淨額	527,305	1,100,744
Investing activities	投資活動		
Payments for purchases of property, plant and equipment	購買物業、廠房及設備的付款	(112,797)	(131,714)
Payments of lease rental deposits	租賃之租金按金的付款	(8,428)	(25)
Payments for purchases of intangible assets	購買無形資產的付款	(2,230)	(2,411)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	4,854	724
Placement of fixed bank deposits with maturity over three months	存入到期日在三個月後的銀行定期存款	(207,198)	(1,099,000)
Interest income received	已收利息收入	19,506	20,461
Net cash used in investing activities	投資活動所用現金淨額	(306,293)	(1,211,965)
Financing activities	融資活動		
Capital contribution by non-controlling interests of a subsidiary	附屬公司非控股權益出資	20,000	–
Capital element of lease rentals paid	已付租賃之租金之本金部分	19(c) (104,299)	(98,279)
Proceeds from bank loans	銀行貸款所得款項	19(c) 299,400	1,126,800
Repayment of bank loans	償還銀行貸款	19(c) (279,200)	(439,290)
Interest element of lease rentals paid	已付租賃之租金之利息部分	19(c) (5,456)	(5,777)
Interest expense paid on bank loans	已付銀行貸款利息開支	19(c) (3,851)	(6,925)
Dividends paid	已付股息	26(c) (398,196)	(348,535)
Net cash (used in)/generated from financing activities	融資活動(所用) 產生現金淨額	(471,602)	227,994
Net (decreased)/increase in cash and cash equivalents	現金及現金等價物(減少) 增加淨額	(250,590)	116,773
Cash and cash equivalents at 1 January	於一月一日的現金及現金等價物	1,077,225	960,114
Effect of foreign exchange rate changes	外幣匯率變動的影響	345	338
Cash and cash equivalents at 31 December	於十二月三十一日的現金及現金等價物	19(a) 826,980	1,077,225

The notes on pages 94 to 163 form part of these financial statements.

第94至163頁的附註乃此等財務報表的組成部。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi)(以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable International Financial Reporting Standards (“IFRSs”), which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards (“IASs”) and interpretations issued by the International Accounting Standards Board (the “IASB”) and the applicable disclosure requirements of the Hong Kong Companies Ordinance.

These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). A summary of material accounting policies adopted by the Group is set out below.

The IASB has issued certain amendments to IFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting period reflected in these financial statements.

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2024 comprise the Company and its subsidiaries (together referred to as the “Group”).

The consolidated financial statements are presented in Renminbi (“RMB”) rounded to the nearest thousand. The measurement basis used in the preparation of the financial statements is the historical cost basis.

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

1 重大會計政策

(a) 合規聲明

此等財務報表乃按照國際會計準則委員會(「國際會計準則委員會」)頒佈的全部適用國際財務報告準則(「國際財務報告準則」)編製，國際財務報告準則的統稱包括全部適用個別國際財務報告準則、國際會計準則(「國際會計準則」)及詮釋，以及香港《公司條例》的適用披露規定。

此等財務報表亦遵守香港聯合交易所有限公司(「聯交所」)證券上市規則的適用披露條文。本集團所採納的重大會計政策概要載列如下。

國際會計準則委員會已頒佈若干於本集團當前會計期間首次生效或可提早採納的國際財務報告準則的修訂。附註2提供初次應用該等變動所導致的任何會計政策變動資料，惟僅限於反映於此等財務報表的當前會計期間內與本集團相關者。

(b) 財務報表的編製基準

截至二零二四年十二月三十一日止年度的綜合財務報表涵蓋本公司及其附屬公司(統稱「本集團」)。

綜合財務報表以人民幣(「人民幣」)呈列，並調整至最接近的千位數。編製財務報表所用的計量基準為歷史成本法。

編製符合國際財務報告準則的此等財務報表需要管理層作出判斷、估計和假設，此舉會影響政策的應用和資產與負債、收入與開支的呈報金額。此等估計和相關假設是以過往經驗及以在具體情況下確信為合理的各種其他因素為基礎，其結果作判斷該等無法從其他渠道直接獲得的資產及負債的賬面值的依據。實際結果可能與此等估計有所不同。



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

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

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

Judgements made by management in the application of IFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 32.

(c) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised income and expense(except for foreign currency transaction gain or losses) arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 1(h)(ii)).

1 重大會計政策(續)

(b) 財務報表的編製基準(續)

該等估計和相關假設乃持續審閱。倘修訂會計估計僅影響作出修訂的期間，則有關修訂在該期間內確認；倘修訂會計估計影響當前及未來期間，則有關修訂會在作出修訂的期間和未來期間內確認。

管理層在應用國際財務報告準則時所作出對財務報表具有重大影響的判斷，以及估計不明朗因素的主要來源，乃於附註32論述。

(c) 附屬公司及非控股權益

附屬公司指本集團所控制實體。倘本集團承受或有權藉參與實體業務而享有可變回報，並有能力運用其對該實體的權力影響該等回報，則本集團對該實體擁有控制權。在評估本集團是否有權時，僅會考慮本集團及其他各方所持實際權利。

於附屬公司的投資自控制權開始當日起計入綜合財務報表，直至有關控制權終止當日為止。集團內公司間的結餘及交易，以及集團內公司間的交易所產生現金流量及任何未實現收入及開支(外匯交易收益或虧損除外)已於編製綜合財務報表時全面抵銷。集團內公司間的交易所產生未實現虧損則僅在並無證據顯示已出現減值情況下，方以與未實現收益相同的方式予以抵銷。

在本公司財務狀況表內，於附屬公司的投資乃按成本減減值虧損(見附註1(h)(ii))列賬。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

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

Non-controlling interests (“NCI”) are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Group.

NCI in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between NCI and the equity shareholders of the Group.

(d) Property, plant and equipment

Property, plant and equipment (including construction in progress) are stated at cost less accumulated depreciation and impairment losses (see note 1(h)(ii)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 1(t)).

1 重大會計政策(續)

(c) 附屬公司及非控股權益(續)

非控股權益(「非控股權益」)在綜合財務狀況表中的權益項下列示，與歸屬於本集團權益股東的權益分別。

本集團業績中的非控股權益在綜合損益表及綜合損益及其他全面收益表中呈列為非控股權益與本集團權益股東之間的年度損益總額與全面收益總額的分配。

(d) 物業、廠房及設備

物業、廠房及設備(包括在建工程)按成本減累計折舊及減值虧損(見附註1(h)(ii))列賬。

自建物業、廠房及設備項目的成本包括物料成本、直接工資、拆卸及移除有關項目並將該等項目所在地修復的初步預計成本(如有關)，及適當比例的生產間接費用及借貸成本(見附註1(t))。



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(d) Property, plant and equipment (continued)

No depreciation is provided in respect of construction in progress.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

- Buildings held for own use which are situated on leasehold land are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 40 years after the date of completion.
- Leasehold improvements shorter of 5 years or remaining term of the lease
- Plant and machinery 10 years
- Motor vehicles 8 years
- Office equipment 3 years
- Furniture and fixtures 3 years

Depreciation method, useful life of an asset and its residual value, if any, are reviewed annually.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

(e) Investment properties

Investment properties are stated at cost less accumulated depreciation and impairment losses (see note 1(h)(ii)).

Depreciation is calculated to write off the cost of items of investment properties, less their estimated residual value, if any, on a straight-line basis over the estimated useful life being no more than 40 years after the date of completion.

Depreciation method, useful life of an asset and its residual value, if any, are reviewed annually.

1 重大會計政策(續)

(d) 物業、廠房及設備(續)

在建工程概無計提任何折舊。

折舊乃於物業、廠房及設備項目的估計可使用年期內，以直線法減去其估計剩餘價值(如有)計算，以撇銷其成本，詳情如下：

- 位於租賃土地的特作自用樓宇按未屆滿租賃期及其估計可使用年期(自完成日期起計不超過40年)(以較短者為準)內計提折舊。
- 租賃裝修 5年或餘下租期(以較短者為準)
- 廠房及機器 10年
- 汽車 8年
- 辦公室設備 3年
- 傢俬及裝置 3年

折舊方法、資產的可使用年期及其剩餘價值(如有)均每年複核。

報廢或出售一項物業、廠房及設備項目所產生的盈虧，按出售所得款項淨額與有關項目的賬面值之間的差額釐定，並在報廢或出售當日於損益內確認。

(e) 投資物業

投資物業按成本減累計折舊及減值虧損(見附註1(h)(ii))列賬。

折舊是根據投資物業的估計可用年期(自完成日期起計不超過40年)，在扣除估計剩餘價值(如有)後以直線法撇銷其成本計算。

折舊方法、資產的可使用年期及其剩餘價值(如有)均每年複核。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(f) Leased assets

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

(i) As a lessee

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

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

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

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see note 1(h)(ii)).

1 重大會計政策(續)

(f) 租賃資產

本集團於訂立合約時評估該合約是否屬於或包含租賃。倘合約授予權利在一段時間內控制已識別資產的使用以換取代價，則該合約屬於或包含租賃。當客戶同時有權利指定已識別資產的使用及從該使用獲得實質上所有經濟利益時，控制權獲轉移。

(i) 作為承租人

倘合約包含租賃部分及非租賃部分，本集團已選擇不分離所有租賃的非租賃部分，並將各租賃部分及任何相關非租賃部分作為單一租賃部分列賬。

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租賃期限為12個月或以下的短期租賃及低價值資產的租賃除外。當本集團就低價值資產訂立租賃時，本集團按每項租賃基準決定是否將租賃資本化。與該等未資本化租賃相關的租賃付款於租賃期內按系統基準確認為開支。

倘租賃予以資本化，則租賃負債初步按租賃期內應付租賃付款額的現值確認，使用租賃中隱含的利率或(倘無法輕易確定該利率)使用相關的增量借貸利率予以貼現。初步確認後，租賃負債按攤銷成本計量，利息開支採用實際利率法計算。不依賴於指數或利率的浮動租賃付款不計入租賃負債的計量，故在其產生的會計期間扣自損益。

租賃資本化時確認的使用權資產初步按成本計量，其中包括租賃負債的初始金額加於開始日期或之前作出的任何租賃付款，以及所產生的任何初始直接成本。適用情況下，使用權資產成本亦包括拆除及移除相關資產或恢復相關資產或其所在場地的成本估算，貼現至其現值，減去收到的任何租賃優惠。使用權資產隨後按成本減累計折舊及減值虧損(見附註1(h)(ii))列賬。



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(f) Leased assets (continued)

(i) As a lessee (continued)

Depreciation is calculated to write off the cost of items of right-of-use assets, using the straight-line method over the unexpired term of leases as follows:

- Land use rights	50 years
- Properties leased for own use	1-5 years

The initial fair value of refundable rental deposits is accounted for separately from the right-of-use assets in accordance with the accounting policy applicable to investments in debt securities carried at amortised cost (see note 1(r)(ii) and 1(h)(i)). Any excess of the nominal value over the initial fair value of the deposit is accounted for as additional lease payments made and is included in the cost of right-of-use.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

The Group presents right-of-use assets and lease liabilities separately in the consolidated statement of financial position. The current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

1 重大會計政策(續)

(f) 租賃資產(續)

(i) 作為承租人(續)

折舊乃於使用權資產項目的未屆滿租賃期內，以直線法計算，以撇銷其成本，詳情如下：

- 土地使用權	50年
- 租賃作自用的物業	1至5年

根據適用於按攤銷成本列賬的債務證券投資的會計政策，可退回租金按金的初始公平值與使用權資產分開列賬(見附註1(r)(ii)及1(h)(i))。按金的面值超出其初始公平值的面值入賬列作額外租賃付款並計入使用權資產成本。

當指數或利率變動導致日後租賃付款額變動，或者本集團對剩餘價值擔保項下的預期應付金額的估計發生變動，或因重新評估本集團是否可合理確定地進行購買、擴展或終止選擇權而發生變動時，租賃負債予以重新計量。以此種方式重新計量租賃負債時，對使用權資產的賬面值進行相應調整，倘使用權資產的賬面值減少至零，則計入損益。

倘租賃範圍或租賃合約(並非作單獨租賃入賬)中原來並無規定的租賃代價出現變動(「租賃修訂」)，租賃負債亦予以重新計量。於此情況下，租賃負債根據經修訂租賃付款及租賃期，使用經修訂貼現率在修訂生效日期重新計量。

本集團於綜合財務狀況表分別呈列使用權資產及租賃負債。長期租賃負債的即期部分乃按於報告期後十二個月內到期結付的合約付款現值釐定。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(f) Leased assets (continued)

(ii) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with note 1(r)(ii).

(g) Intangible assets

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 1(h)(ii)).

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

- Computer software	5 years
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Amortisation methods, useful lives and residual values are reviewed annually.

(h) Credit losses and impairment of assets

(i) Credit losses from financial assets

The Group recognises a loss allowance for expected credit losses ("ECLs") on financial assets measured at amortised cost (including cash and cash equivalents, pledged bank deposits, fixed deposits held at banks and trade and other receivables).

1 重大會計政策(續)

(f) 租賃資產(續)

(ii) 作為出租人

倘本集團作為出租人，其於租賃開始時釐定各租賃為融資租賃或經營租賃。倘租賃轉移相關資產所有權附帶的絕大部分風險及回報至承租人，則租賃分類為融資租賃。否則，租賃分類為經營租賃。

倘合約包含租賃及非租賃部分，本集團按相關單獨售價基準將合約代價分配至各部分。經營租賃所得租金收入根據附註1(r)(ii)確認。

(g) 無形資產

本集團購入的無形資產按成本減累計攤銷(如估計可使用年期屬有限)及減值虧損(見附註1(h)(ii))列賬。

有限可使用年期的無形資產的攤銷於資產的估計可使用年期內以直線法扣自損益。以下有限可使用年期的無形資產自可供使用日期起進行攤銷，而其估計可使用年期如下：

- 電腦軟件	5年
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攤銷方法、可使用年期及剩餘價值均每年複核。

() 信貸虧損及資產減值

(i) 金融資產的信貸虧損

本集團會確認按攤銷成本計量的金融資產(包括現金及現金等價物、已抵押銀行存款、銀行定期存款以及應收貿易賬款及其他應收款項)預期信貸虧損(「預期信貸虧損」)的虧損撥備。



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(h) Credit losses and impairment of assets (continued)

(i) Credit losses from financial assets (continued)

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls between the contractual and expected amount.

The expected cash shortfalls are discounted using the following rates if the effect is material:

- fixed-rate financial assets and trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

1 重大會計政策(續)

() 信貸虧損及資產減值(續)

(i) 金融資產的信貸虧損(續)

計量預期信貸虧損

預期信貸虧損是信貸虧損的概率加權估計。信貸虧損以合約與預期金額之間的所有預期現金差額現值計量。

倘影響重大，則預期現金差額使用以下利率貼現：

- 固定利率金融資產以及應收貿易賬款及其他應收款項：初步確認時釐定的實際利率或其近似值；
- 浮動利率金融資產：即期實際利率。

於估計預期信貸虧損時考慮的最長期間為本集團承受信貸風險的最長合約期間。

在計量預期信貸虧損時，本集團考慮合理及有理據而無需付出不必要的成本或資源獲得的資料。這包括過去事件、當前狀況及未來經濟狀況預測的資料。

預期信貸虧損基於下列其中一個基準計量：

- 12個月的預期信貸虧損：預計在報告日後12個月內可能發生的違約事件而導致的虧損；及
- 整個存續期的預期信貸虧損：預計該等採用預期信貸虧損模式的項目在預期年內所有可能發生的違約事件而導致的虧損。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(h) Credit losses and impairment of assets (continued)

(i) Credit losses from financial assets (continued)

Measurement of ECLs (continued)

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-months ECLs:

- financial instruments that are determined to have low credit risk at the reporting date; and
- other financial instruments for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs.

Significant increases in credit risk

When determining whether the credit risk of a financial instrument has increased significantly since initial recognition and when measuring ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment, that includes forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is 90 days past due.

1 重大會計政策(續)

() 信貸虧損及資產減值(續)

(i) 金融資產的信貸虧損(續)

計量預期信貸虧損(續)

本集團以相當於整個存續期的預期信貸虧損的金額計量虧損撥備，下列以12個月的預期信貸虧損計量者除外：

- 該金融工具於報告日被釐定為具有較低的信貸風險；及
- 其他金融工具，其信貸風險(即在金融工具預期存續期間發生違約的風險)自初步確認後並未顯著增加。

應收貿易賬款之虧損撥備始終以整個存續期的預期信貸虧損的金額計量。

信貸風險顯著增加

在釐定金融工具的信貸風險自初步確認後是否顯著增加及在計量預期信貸虧損時，本集團會考慮相關無需付出不必要的成本或資源獲得的合理及有理據資料，其包括根據本集團過往經驗及已知信貸評估(包括前瞻性資料)的定量和定性資料以及分析。

本集團假設倘金融資產逾期超過30天時，該金融資產的信貸風險即顯著增加。

在下列情況下，本公司認為該金融資產出現違約：

- 在本集團無追索行動的情況下，例如將證券變現(如持有)，債務人很大可能不會全額支付其對本集團的信貸義務；或
- 金融資產逾期90日以上。



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

1 重大會計政策(續)

() 信貸虧損及資產減值(續)

(i) 金融資產的信貸虧損(續)

信貸風把 2 卯鞅 六增加冉

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(h) Credit losses and impairment of assets (continued)

(i) Credit losses from financial assets (continued)

Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(ii) Impairment of other non-current assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- construction in progress;
- investment properties;
- right-of-use assets;
- intangible assets; and
- investment in a subsidiary in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated.

1 重大會計政策(續)

() 信貸虧損及資產減值(續)

(i) 金融資產的信貸虧損(續)

撇銷政策

倘屬日後實際上不可收回的金融資產，本集團會撇銷其(部分或全部)賬面總值。該情況通常出現於本集團確定債務人並無可產生足夠現金流量的資產或收入來源以償還須撇銷金額之時。

隨後收回先前撇銷的資產會作為減值撥回在收回期間於損益內確認。

(ii) 其他非流動資產減值

本集團於各報告期末審閱內部和外部資料來源，以確定下列資產是否可能出現減值跡象，或之前確認的減值虧損是否不再存在或可能有所減少：

- 物業、廠房及設備；
- 在建工程；
- 投資物業；
- 使用權資產；
- 無形資產；及
- 本公司財務狀況表中於一家附屬公司的投資。

倘出現任何減值跡象，則會估計資產的可收回金額。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(h) Credit losses and impairment of assets (continued)

(ii) Impairment of other non-current assets (continued)

- Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit). A portion of the carrying amount of a corporate asset (for example, head office building) is allocated to an individual cash-generating unit if the allocation can be done on a reasonable and consistent basis, or to the smallest group of cash-generating units if otherwise.

- Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

- Reversals of impairment losses

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. A reversal of impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(i) Inventories

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process.

Inventories are carried at the lower of cost and net realisable value.

1 重大會計政策(續)

() 信貸虧損及資產減值(續)

(ii) 其他非流動資產減值(續)

- 計算可收回金額

資產的可收回金額乃其公平值減出售成本及使用價值兩者中的較高者。在評估使用價值時，估計未來現金流量會按可以反映當時市場對貨幣時間值及該資產特定風險評估的除稅前貼現率貼現至其現值。倘資產所產生的現金流入基本上並非獨立於其他資產所產生的現金流入，則以能夠獨立產生現金流入的最小資產組別(即現金產生單位)來釐定可收回金額。倘公司資產(例如總辦事處大樓)部分賬面值按合理一致的基準分配至個別現金產生單位，否則會分配至最小現金產生單位組別。

- 確認減值虧損

倘資產或其所屬的現金產生單位的賬面值超過其可收回金額，則於損益內確認減值虧損。就現金產生單位確認的減值虧損，將按比例分配至該單位(或一組單位)的資產，以削減該等資產的賬面值，惟資產的賬面值不會減少至低於其各自的公平值減出售成本(如可計量)或使用價值(如可釐定)。

- 減值虧損撥回

倘用以釐定可收回金額的估計數字出現有利的變動，則減值虧損會予以撥回。所撥回的減值虧損以假設過往年度並無確認減值虧損而原應釐定的資產賬面值為限。所撥回的減值虧損在確認撥回的年度內計入損益。

() 存貨

存貨為在日常業務過程中持有以作銷售、在有關銷售的生產過程中或以材料或供應品的形式在生產過程中消耗的資產。

存貨按成本與可變現淨值中較低者列賬。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(i) Inventories (continued)

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

A right to recover returned goods is recognised for the right to recover products from customers sold with a right of return. It is measured in accordance with the policy set out in note 1(r).

(j) Contract liabilities

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see note 1(r)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 1(k)).

(k) Trade and other receivables

Trade and other receivables are recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due.

Trade receivables that do not contain a significant financing component are initially measured at their transaction price. Trade receivables that contain a significant financing component and other receivables are initially measured at fair value plus transaction costs. All receivables are subsequently stated at amortised cost (see note 1(h)(i)).

1 重大會計政策(續)

(i) 存貨(續)

成本乃以加權平均成本法計算，其中包括所有採購成本、加工成本以及將存貨運至現址及達致現狀所產生的其他成本。

可變現淨值乃以日常業務過程中估計售價減完成生產及銷售所需估計成本後所得數額。

售出存貨時，該等存貨的賬面值會於確認有關收入的期間內確認為開支。將存貨撇減至可變現淨值的任何撇減金額及所有存貨虧損均於進行撇減或錄得虧損的期間內確認為開支。存貨的任何撇減撥回金額會於撥回期間內從確認為開支的存貨金額中扣減。

就收回來自客戶並於銷售時附帶退貨權的產品之權利，收回退還貨物權獲確認，其按附註1(r)載列的政策計量。

(j) 合同負債

合同負債於客戶在本集團確認相關收入前支付不可退回代價時確認(見附註1(r))。倘本集團在本集團確認相關收入前擁有無條件收取不可退回代價的權利，亦會確認合同負債。在此情況下，亦會確認相應的應收款項(見附註1(k))。

(k) 應收貿易賬款及其他應收款項

應收貿易賬款及其他應收款項於本集團具備無條件收取代價的權利時予以確認。倘於代價到期支付前，只需待時間過去，則收取代價的權利即為無條件。

不包含重大融資組成部分的應收貿易賬款初步按其交易價格計量。包含重大融資組成部分的應收貿易賬款及其他應收款項初步按公平值加交易成本計量。所有應收款項其後按攤銷成本列賬(見附註1(h)(i))。



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(l) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

(m) Trade and other payables

Trade and other payables are initially recognised at fair value and subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

Refund liabilities arising from rights of returns are recognised in accordance with the policy set out in note 1(r).

(n) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 1(t)).

(o) Employee benefits

(i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

1 重大會計政策(續)

() 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、存放於銀行及其他金融機構的活期存款、以及於購入日期起三個月內到期，並可隨時轉換為已知現金金額且所承受的價值變動風險甚微的其他短期高度流動投資。

() 應付貿易賬款及其他應付款項

應付貿易賬款及其他應付款項初步按公平值確認，其後按攤銷成本列賬，惟倘貼現影響並不重大，則按發票金額列賬。

退貨權所產生之退款負債按附註 1(r) 載列的政策確認。

() 計息借貸

計息借貸初步按公平值減應佔交易成本確認。於初步確認後，計息借貸按攤銷成本列賬，初步確認金額與贖回價值之間的任何差額連同任何應付利息及費用，於借貸期間按實際利率法在損益內確認。利息開支根據本集團有關借貸成本(見附註 1(t))的會計政策進行確認。

() 員工待遇

(i) 短期僱員福利及定額供款退休計劃的供款

薪金、年終花紅、受薪年假、定額供款退休計劃供款及非貨幣性福利的成本會在僱員提供相關服務的年度內計提。如延遲付款或清償會產生重大影響，該等數額則按現值列賬。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(o) Employee benefits (continued)

- (i) Short term employee benefits and contributions to defined contribution retirement plans (continued)

Contributions to appropriate local defined contribution retirement schemes pursuant to the relevant labour rules and regulations in the PRC are recognised as an expense in profit or loss as incurred, except to the extent that they are included in the cost of inventories not yet recognised as an expense.

- (ii) Share-based payments

The fair value of share options granted to employees of the Group is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at the grant date using applicable option-pricing models, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On the vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

() I c . e a

Income tax expense comprises current tax and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

1 重大會計政策(續)

() 員工待遇(續)

- (i) 短期僱員福利及定額供款退休計劃的供款(續)

根據中國相關勞工規則及規例，就合適之當地定額供款退休計劃所作的供款，除非列入尚未確認為開支的存貨成本中，否則，供款產生時於損益內確認為開支。

- (ii) 以股份為基礎的開支

向本集團僱員授出的購股權公平值乃確認為僱員成本，而權益內的資本儲備則相應增加。公平值於授出日期採用適用期權定價模式計量，並計及購股權的授出條款和條件。倘僱員須符合歸屬條件方可無條件享有購股權的權利，則經考慮購股權歸屬的可能性後，購股權的估計公平值總額會在歸屬期內攤分。

於歸屬期內，將複核預期歸屬的購股權數目。除原有僱員開支合資格確認為資產外，於過往年度確認的任何累計公平值相應調整會在審閱的年度扣自計入損益，而資本儲備亦作相應調整。於歸屬日期，確認為開支的數額會作出調整，以反映歸屬購股權的實際數目(而資本儲備亦作相應調整)，惟倘純粹因為未能達成與本公司股份市價有關的歸屬條件而被沒收者則作別論。權益金額於資本儲備內確認，直至購股權獲行使(轉撥至股份溢價賬)或購股權屆滿(直接撥回至保留溢利)為止。

() 所得稅

所得稅開支包括即期稅項及遞延稅項。其於損益中確認，惟倘其與業務合併事項或直接於權益或其他全面收益中確認的項目有關則除外。



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

1 重大會計政策(續)

() 所得稅(續)

即期稅項包括年內應課稅收入或虧損的估計應付或應收稅項，以及過往年度應付或應收稅項的任何調整。應付或應收即期稅項的金額為對預期將予支付或收取的稅項金額的最佳估計，其反映與所得稅有關的任何不明朗因素。即期稅項按報告日期已實施或實際上已實施的稅率計算。即期稅項亦包括宣派股息產生的任何稅項。

即期稅項資產及負債僅於達成若干條件後方獲抵銷。

遞延稅項乃因就財務報告目的資產與負債之賬面值與用於稅務目的之數值之間產生暫時性差異而確認。遞延稅項不會就下列各項予以確認：

- 初步確認某項不屬業務合併且對會計處理或應課稅利潤或虧損均無影響的交易的資產或負債所產生的暫時性差異，且不產生相等的應課稅及可抵扣暫時性差異；
- 與於附屬公司、聯營公司及合營企業的投資有關而本集團能控制其撥回的時間且其很可能不會於可見將來予以撥回的暫時性差異；
- 初步確認商譽所產生的應課稅暫時性差異；及
- 為執行經濟合作暨發展組織頒佈的支柱二號示範規則而頒佈或實質頒佈的稅法所產生的所得稅。

本集團就其租賃負債及使用權資產分別確認遞延稅項資產及遞延稅項負債。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(p) Income tax (continued)

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

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

Deferred tax assets and liabilities are offset only if certain criteria are met.

(q) Provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

1 重大會計政策(續)

() 所得稅(續)

遞延稅項資產就未使用稅項虧損、未使用稅項抵免及可抵扣暫時性差異被確認，惟以未來應課稅溢利很可能用以抵銷該等應課稅溢利為限。未來應課稅溢利乃根據相關應課稅暫時性差異的撥回釐定。倘應課稅暫時性差異的金額不足以全額確認遞延稅項資產，則根據本集團個別附屬公司的業務計劃，考慮對現有暫時性差異的撥回進行調整的未來應課稅溢利。遞延稅項資產於各報告日期進行檢討，並減少至不再可能實現相關稅項優惠的程度，當未來應課稅溢利的可能性提高時，這種減少就會被轉回。

遞延稅項的計量反映了本集團預期在報告日期收回或結算其資產及負債賬面值的方式所產生的稅務後果。

遞延稅項資產及負債只有在滿足某些條件時方可予以抵銷。

() 撥備及或然負債

倘本集團須就已發生的事件承擔法定或推定責任，並可能需要流出經濟利益以履行有關責任，且可作出可靠估計，本集團會就該時間或金額不定的其他負債確認撥備。倘貨幣時間值重大，有關撥備則按預計履行責任所需開支的現值列賬。

倘不一定須流出經濟利益，或無法對有關金額作出可靠估計，則會將該責任披露為或然負債，惟流出經濟利益的可能性極低則除外。倘集團的責任須視乎一宗或多宗未來事件是否發生方能確定是否存在，則亦會披露為或然負債，惟流出經濟利益的可能性極低則除外。



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

1 重大會計政策(續)

() 撥備及或然負債(續)

倘預期部分或所有清償撥備所需的開支將由另一方償還，則本集團會就基本確定能夠收到的任何預期償還金額單獨確認一項資產。所確認的償還金額不超過撥備的賬面值。

() 收入及其他收入

本集團將於其日常業務過程中銷售貨物或由其他方使用本集團租賃項下的資產所產生的收入分類為收入。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(r) Revenue and other income (continued)

(i) Revenue from contracts with customers (continued)

The Group typically offers retail customers (including direct store retail, e-commerce channel and consignees terminal customers) that are not made-to-order rights of return for a period of 7-20 days upon customer acceptance. Such rights of return give rise to variable consideration. The Group uses an expected value approach to estimate variable consideration based on the Group's current and future performance expectations and all information that is reasonably available. This estimated amount is included in the transaction price to the extent it is highly probable that a significant reversal of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is resolved. At the time of sale of goods, the Group recognises revenue after taking into account adjustment to transaction price arising from returns as mentioned above. A refund liability is recognised for the expected returns, and is included in other payables. A right to recover returned goods (included in inventories) and corresponding adjustment to cost of sales are also recognised for the right to recover products from customers. This right to recover returned goods is measured at the former carrying amount of the inventory less any expected costs to recover goods (including potential decreases in the value of the returned goods).

Further details of the Group's revenue and other income recognition policies are as follows:

For sales to distributors, once the products are delivered to the location designated by the distributor which is the point at which the control of the goods is considered to have been transferred to the distributor and the point at which revenue is recognised.

For sales through consignees, once the products are sold to end users by the consignee, the control of the goods is considered to have been transferred in accordance with the terms of consignment agreements and revenue is recognised at that point.

1 重大會計政策(續)

() 收入及其他收入(續)

(i) 來自客戶合約之收入(續)

本集團通常向零售客戶(包括直營店零售、電商渠道及代銷商終端客戶)提供客戶接納後為期7至20天的退貨權。有關退貨權會產生可變代價。本集團根據本集團當前及未來業績估計及所有合理可得的資料,採用預計價值法估計可變代價。該估計價值包含在交易價格中,前提是當與可變代價相關的不確定因素得以解決時,已確認的累計收入很可能不會發生重大撥回。在銷售商品時,本集團在考慮上述退貨對交易價格作出的調整後確認收入。退款負債就預期退貨確認,並計入其他應付款項。收回退回貨品(計入存貨中)的權利及相應的銷售成本調整亦被確認為向客戶收回產品的權利。收回退回貨品的權利按存貨的原賬面值減收回貨品的任何預期成本(包括退回貨品價值的潛在減少)計量。

有關本集團收入及其他收入確認政策的進一步詳情載列如下:

就向分銷商作出的銷售而言,一旦產品交付至分銷商指定的地點時,貨物的控制權此時即被視為已轉移至分銷商,而本集團會於此時確認收入。

就透過代銷商作出的銷售而言,產品一旦透過代銷商售予終端用戶,貨物的控制權即被視為已根據代銷協議的條款轉移,而本集團會於此時確認收入。

就零售銷售而言,產品一旦售予終端用戶,貨物的控制權即被視為已轉移,而本集團會於此時確認收入。

就電商業務銷售而言,產品一旦交予客戶並接受,貨物的控制權即被視為已轉移,而本集團會於此時確認收入。



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(r) Revenue and other income (continued)

(ii) Revenue from other sources and other income

(a) Interest income

Interest income is recognised using the effective interest method. The “effective interest rate” is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

(b) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are initially recognised as deferred income and subsequently recognised in profit or loss on a systematic basis over the useful life of the asset.

(c) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

1 重大會計政策(續)

() 收入及其他收入(續)

(ii) 來自其他來源之收入及其他收入

(a) 利息收入

利息收入採用實際利率法確認。「實際利率」指將金融資產在預期年期內將估計未來所收取現金貼現至該金融資產賬面總值的利率。在計算利息收入時，實際利率適用於資產的賬面總值(於資產未發生信貸減值時)。然而，對於初步確認後已發生信貸減值的金融資產，則根據該金融資產的攤餘成本採用實際利率計算來確定利息收入。如資產不再發生信貸減值，則利息收入的計算將恢復到總額基礎。

(b) 政府補助

當可以合理確定本集團將會收到政府補助並會履行該等補助的附帶條件時，便會初步於財務狀況表內確認政府補助。用於彌補本集團已產生費用的補助乃於費用產生的相同期間有系統地於損益內確認為收入。用於彌補本集團資產成本的補助初步確認為遞延收入，其後則於該資產的可使用年期有系統地於損益內確認。

(c) 來自經營租賃的租金收入

經營租賃的應收租金收入在租賃期所涵蓋的期間以等額分期於損益確認，倘另有一種方法更能代表從已租賃資產的使用中獲取利益的形態，則為例外。所授出的租賃激勵作為應收租賃款項淨額總額的組成部分於損益確認。不取決於指數或利率的可變租賃款項於賺取的會計期間確認為收入。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(s) Translation of foreign currencies

Items included in the financial statements of each entity in the Group are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity ("functional currency"). The functional currency of the Company and its subsidiaries outside mainland China is Hong Kong dollars and the functional currency of the subsidiaries in mainland China is Renminbi.

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the company initially recognises such non-monetary assets or liabilities.

The results of operations outside mainland China are translated into Renminbi at the average exchange rates for the year which approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Renminbi at the closing foreign exchange rates ruling at the end of reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of an operation outside mainland China, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

(t) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the year in which they are incurred.

1 重大會計政策(續)

() 外幣換算

載於本集團各實體財務報表的項目以最能反映有關該實體的相關事宜及環境的經濟特徵的貨幣(「功能貨幣」)計量。本公司及其中國內地境外附屬公司的功能貨幣為港元，而其中國內地附屬公司的功能貨幣則為人民幣。

年內的外幣交易按交易日的匯率換算。以外幣計值的貨幣資產及負債則按於報告期末的匯率換算。匯兌盈虧於損益內確認。

以外幣按歷史成本計量的非貨幣資產及負債按交易日的匯率換算。交易日為公司初步確認有關非貨幣資產或負債的日期。

中國內地境外業務的營運業績按年內與交易日匯率相若的平均匯率換算為人民幣。財務狀況表的項目按於報告期末的收市匯率換算為人民幣。由此產生的匯兌差額於其他全面收益內確認並單獨於匯兌儲備權益中累計。

出售中國內地境外的業務時，有關海外業務的累計匯兌差額在出售損益獲確認時由權益重新分類至利潤或虧損。

() 借貸成本

凡直接與收購、建造或生產某項資產(該資產必須經過頗長時間籌備以作預定用途或銷售)有關的借貸成本，均資本化為該資產的部分成本。其他借貸成本均於產生年度內支銷。



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(u) Research and development

Research and development costs comprise all costs that are directly attributable to research and development activities or that can be allocated on a reasonable basis to such activities. Because of the nature of the Group's research and development activities, the criteria for the recognition of such costs as an asset are generally not met until late in the development stage of the project when the remaining development costs are immaterial. Hence both research costs and development costs are generally recognised as expenses in the period in which they are incurred.

(v) Related parties

- (i) A person, or a close member of that person's family, is related to the Group if that person:
 - (a) has control or joint control over the Group;
 - (b) has significant influence over the Group; or
 - (c) is a member of the key management personnel of the Group or the Group's parent.
- (ii) An entity is related to the Group if any of the following conditions applies:
 - (a) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (b) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (c) Both entities are joint ventures of the same third party.
 - (d)

1 重大會計政策(續)

() 研究及開發

研發成本包括所有直接由研發活動產生之成本，或可合理分配至有關活動之成本。基於本集團研發活動之性質，有關成本確認為資產之條件一般須在專案開發階段之後期才達成，而餘下之開發成本已微不足道。因此，研究成本及開發成本一般於發生期間內確認為開支。

() 關連方

- (i) 倘屬以下人士，則該人士或該人士的近親家庭成員與本集團有關連：
 - (a) 控制或共同控制本集團；
 - (b) 對本集團有重大影響力；或
 - (c) 為本集團或本集團母公司的主要管理層成員。
- (ii) 倘符合以下任何條件，即實體與本集團有關連：
 - (a) 實體與本集團屬同一集團的成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
 - (b) 一家實體為另一實體的聯營公司或合營企業(或為另一實體為成員公司的集團成員公司的聯營公司或合營企業)。
 - (c) 兩家實體均為同一第三方的合營企業。
 - (d) 一家實體為第三方實體的合營企業，而另一實體為同一第三方實體的聯營公司。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(v) Related parties (continued)

- (e) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (f) The entity is controlled or jointly controlled by a person identified in (i).
- (g) A person identified in (i)(a) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (h) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

(w) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

The Group operates in a single business segment, manufacturing and sale of menswear and accessories in the PRC. Accordingly, no segmental analysis is presented.

1 重大會計政策(續)

() 關連方(續)

- (e) 實體為本集團或與本集團有關連的實體就僱員利益而設的離職後福利計劃。
- (f) 實體受(i)所述人士控制或共同控制。
- (g) 於(i)(a)所述人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
- (h) 實體、或一家集團之任何成員公司(為集團之一部分)向本集團或本集團母公司提供主要管理人員服務。

個別人士的近親家庭成員是指與該實體交易時預期可影響該個別人士或受該個別人士影響的家庭成員。

() 分部報告

營運分部及各分部項目於財務報表所呈報的金額從定期向本集團主要高級執行管理層提供，以向本集團的各業務範圍及地理分佈分配資源以及評估其表現的財務資料識別。

個別重大營運分部不會因財務報告而進行聚合，惟各分部具有類似的經濟特徵，以及產品與服務的性質、生產過程的性質、客戶類型或級別、分銷產品或提供服務所用的方法及監管環境的性質雷同的情況除外。不屬重大的個別營運分部倘符合絕大部分此等標準則可能進行聚合。

本集團經營單一業務分部，即於中國製造及銷售男裝及配飾。因此，並無呈列分部分析。



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

2 CHANGES IN ACCOUNTING POLICIES

The IASB has issued a number of amendments to IFRSs that are first effective for the current accounting period of the Group, none of the developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

3 REVENUE

The principal activities of the Group are manufacturing and sale of branded menswear and related accessories in the PRC. Revenue represents the sales value of goods sold less returns, discounts, rebates and value added taxes ("VAT").

The Group's revenue, expenses, results, assets and liabilities are predominantly attributable to a single geographical region, which is mainland China. Therefore, no analysis by geographical regions is presented.

During the years ended 31 December 2024 and 2023, there was no customer with whom transactions exceeded 10% of the Group's revenue. Details of concentrations of credit risk arising from customers are set out in note 29(a).

The Group has applied the practical expedient in paragraph 121 of IFRS 15 to its sales contracts that had an original expected duration of one year or less and does not disclose information about remaining performance obligations as at 31 December 2023 and 2024.

2 會計政策變更

國際會計準則委員會已頒佈若干於本集團當前會計期間首次生效的國際財務報告準則的修訂本。該等修訂本概無對本集團於當前期間或過往期間的業績及財務狀況的編製或呈列方式有重大影響。本集團並無應用任何於當前會計期間尚未生效的新準則或詮釋。

3 收入

本集團的主要業務為於中國製造及銷售品牌男裝及相關配飾。收入指已售貨品銷售額扣除退貨、折扣、回扣及增值稅(「增值稅」)。

本集團收入、開支、業績、資產及負債絕大部分來自單一地區(即中國內地)。因此,概無呈列地區分析。

截至二零二四年及二零二三年十二月三十一日止年度,概無客戶與本集團的交易額超過本集團收入的10%。有關客戶所產生集中信貸風險的詳情載於附註29(a)。

本集團已就其原訂預計期限為一年或以內的銷售合約應用國際財務報告準則第15號第121段的實際權宜方法,且並無披露於二零二三年及二零二四年十二月三十一日的剩餘履約責任。

Notes to the Financial Statements (Continued)**財務報表附註** (續)

(Expressed in Renminbi)(以人民幣為單位)

4 OTHER NET INCOME

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Government grants (Note)	政府補助(附註)	66,945	47,518
Rental income from investment properties	投資物業租金收入	6,221	4,642
Compensation income in respect of suppliers' fault	有關供應商失誤賠償收入	2,538	1,782
Impairment losses on investment property (Note 13)	投資物業的減值虧損(附註13)	(4,899)	(4,820)
Others	其他	(790)	1,930
		70,015	51,052

Note: Government grants included a total amount of RMB66,945,000 (2023: RMB47,518,000) received from several local government authorities in the PRC for the Group's contribution to local economies, of which the entitlements were unconditional and under the discretion of the relevant authorities.

4 其他收入淨額

附註：政府補助包括因本集團對地方經濟的貢獻而獲中國若干地方政府機關發放總額人民幣66,945,000元(二零二三年：人民幣47,518,000元)，其中補助是無條件的，並由有關機關酌情決定。

5 NET FINANCE INCOME

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Interest income on financial assets measured at amortised cost	按攤銷成本計量的金融資產的利息收入	84,021	81,752
Net foreign exchange gain/(loss)	匯兌收益 (虧損)淨額	3,335	(2,704)
Interest on lease liabilities (Note 19(c))	租賃負債利息(附註19(c))	(5,456)	(5,777)
Interest on bank loans (Note 19(c))	銀行貸款利息(附註19(c))	(25,703)	(26,099)
		56,197	47,172

5 融資收入淨額

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

6 PROFIT BEFORE TAXATION (CONTINUED)

Notes:

- (i) Cost of inventories sold includes research and development costs, subcontracting charges, related staff costs, and depreciation totalling RMB718,356,000 (2023: RMB579,377,000) included in items disclosed above.
- (ii) Subcontracting charges include service charges and auxiliary raw material costs payable to subcontractors.

7 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

- (a) Income tax in the consolidated statement of profit or loss and other comprehensive income represents:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Current tax – PRC Corporate Income Tax (Note 24(a))	即期稅項 – 中國企業所得稅 (附註 24(a))	135,327	109,212
Deferred tax (Note 24(b))	遞延稅項(附註 24(b))	12,555	18,176
		147,882	127,388

Notes:

- (i) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands ("BVI"), the Group is not subject to any income tax in the Cayman Islands and the BVI.
- (ii) No provision for Hong Kong Profits Tax has been made as the Group did not have assessable profits subject to Hong Kong Profits Tax for the years ended 31 December 2024 and 2023.
- (iii) Taxation for the Group's PRC subsidiaries is calculated using the income tax rates applicable to the subsidiaries. In accordance with the relevant PRC Corporate Income Tax Law, regulations and implementation guidance notes. One of the subsidiaries has been granted Advanced and New Technology Enterprise status which entitles the subsidiary to a reduced income tax rate at 15% for 2023 and 2024. In addition, three of the Group's subsidiaries incorporated in the Xizang Autonomous Region of the PRC are entitled to a reduced income tax rate at 15% for 2024, and two of the Group's subsidiaries incorporated in the Xizang Autonomous Region of the PRC are entitled to a reduced income tax rate at 15% for 2024.

6 除稅前利潤(續)

附註：

- (i) 已售存貨成本包括上文所披露項目內的研發成本、分包費用、相關員工成本及折舊合共人民幣718,356,000元(二零二三年：人民幣579,377,000元)。
- (ii) 分包費用包括應付分包商的服務費用及輔助原材料成本。

7 綜合損益及其他全面收益表內的所得稅

- (a) 綜合損益及其他全面收益表內的所得稅指以下各項：

附註：

- (i) 根據開曼群島及英屬處女群島(「英屬處女群島」)的條例及規例，本集團毋須繳納任何開曼群島及英屬處女群島的所得稅。
- (ii) 由於本集團於截至二零二四年及二零二三年十二月三十一日止年度並無須繳納香港利得稅的應課稅利潤，故並無就香港利得稅作出任何撥備。
- (iii) 本集團中國附屬公司的稅項以該等附屬公司所適用的所得稅稅率計算。根據相關中國企業所得稅法、條例及實施指引，其中一家附屬公司已獲授高新技術企業資格，有權於二零二三年及二零二四年享有15%的較低所得稅稅率。此外，本集團其中三家於中國西藏自治區註冊成立的附屬公司在二零二四年享有15%的較低所得稅稅率，其中兩家於中國西藏自治區註冊成立的附屬公司在二零二四年享有15%的較低所得稅稅率。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

7 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

(a) Income tax in the consolidated statement of profit or loss and other comprehensive income represents: (continued)

Notes: (continued)

(iv) According to the Corporate Income Tax Law and its implementation rules, dividends receivable by non- PRC corporate residents from PRC enterprises are subject to withholding tax at a rate of 10%. In addition, under the Sino-Hong Kong Double Tax Arrangement and its relevant regulations, a qualified Hong Kong tax resident will be liable for withholding tax at the rate of 5% for dividend income derived from the PRC if the Hong Kong tax resident is the "beneficial owner" and holds 25% or more of the equity interests of the PRC company. Deferred tax liabilities have been provided for in this regard based on the expected dividends to be distributed from the Group's PRC subsidiaries in the foreseeable future in respect of the profits generated since 1 January 2008.

Deferred tax included PRC dividend withholding tax of RMB16,875,000 provided for the year (2023: RMB18,550,000).

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

7 綜合損益及其他全面收益表內的所得稅(續)

(a) 綜合損益及其他全面收益表內的所得稅指以下各項:(續)

附註:(續)

(iv) 根據企業所得稅法及其實施條例,非中國居民企業獲中國企業派發股息時,將按10%稅率繳付扣繳稅。此外,根據中國內地與香港的避免雙重徵稅安排及其相關法規,合資格香港稅務居民如屬中國公司的「實益擁有人」及持有其25%或以上的股本權益,該香港稅務居民將須承擔源自中國的股息收入的5%扣繳稅。根據本集團中國附屬公司在可見將來會派發自二零零八年一月一日起所產生利潤的預期股息,已就遞延稅項負債作撥備。

遞延稅項包括年內計提的中國股息扣繳稅人民幣16,875,000元(二零二三年:人民幣18,550,000元)。

(b) 按適用稅率計算的稅項開支與會計利潤之間的對賬:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Profit before taxation	除稅前利潤	608,684	657,815
Notional tax on profit before taxation, calculated at the rates applicable in the tax jurisdictions concerned	除稅前利潤的名義稅項,按有關稅務司法管轄權區的適用稅率計算	152,400	162,959
Tax effect of non-deductible expenses	不可扣稅支出的稅務影響	26,462	3,493
Tax effect of non-taxable income	免課稅收入的稅務影響	(833)	(111)
Tax effect of tax concessions (Note 7(a)(iii))	稅務優惠的稅務影響(附註7(a)(iii))	(52,956)	(46,994)
Over-provision in prior year	上年度超額撥備	(5,416)	(10,509)
Tax effect of unused tax losses not recognised	未確認的未使用稅項虧損的影響	589	-
Withholding tax effect of undistributed profits retained by PRC subsidiaries (Note 24(b))	中國附屬公司未分派保留溢利的扣繳稅影響(附註24(b))	27,636	18,550
Actual tax expense	實際稅項開支	147,882	127,388

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

8 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

8 董事薪酬

根據香港《公司條例》第383(1)條及公司規例第二部分(關於董事福利的資料披露)所披露的董事薪酬如下：

		Basic salaries, allowances and other benefits		Contributions to retirement benefit scheme	Discretionary bonuses	2024 Total
		Fees	基本薪金、津貼及其他福利	退休福利計劃供款	酌情花紅	二零二四年總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive Directors	執行董事					
Wang Liang Xing	王良星	-	1,300	13	-	1,313
Wang Cong Xing	王聰星	-	900	13	-	913
Pan Rong Bin	潘榮彬	-	1,040	13	720	1,773
Wang Jun Hong	王俊宏	-	800	21	320	1,141
Wang Zhi Yong	王智勇	-	650	5	16	671
Non-Executive Directors	非執行董事					
Wang Dong Xing	王冬星	-	1,040	13	-	1,053
Cai Rong Hua	蔡榮華	-	585	13	-	598
Hu Cheng Chu	胡誠初	-	585	-	-	585
Independent Non-executive Directors	獨立非執行董事					
Lu Hong Te	呂鴻德	19	-	-	-	19
Lai Shixian	賴世賢	332	-	-	-	332
Zhang Shengman	章晟曼	332	-	-	-	332
Liao Jianwen	廖建文	302	-	-	-	302
Jiang Zhan	蔣展	302	-	-	-	302
Total	總計	1,287	6,900	91	1,056	9,334

Notes to the Financial Statements (Continued)**財務報表附註** (續)

(Expressed in Renminbi)(以人民幣為單位)

8 DIRECTORS' EMOLUMENTS (CONTINUED)**8 董事薪酬(續)**

		Basic salaries, allowances and other benefits 基本薪金、 津貼及 其他福利	Contributions to retirement benefit scheme 退休福利 計劃供款	Discretionary bonuses 酌情花紅	2023 Total 二零二三年 總計	
	Fees 袍金	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Executive Directors	執行董事					
Wang Liang Xing	王良星	–	1,300	13	–	1,313
Wang Cong Xing	王聰星	–	780	13	–	793
Pan Rong Bin	潘榮彬	–	1,040	13	187	1,240
Non-Executive Directors	非執行董事					
Wang Dong Xing	王冬星	–	1,040	13	–	1,053
Cai Rong Hua	蔡榮華	–	585	13	–	598
Hu Cheng Chu	胡誠初	–	585	–	–	585
Independent Non-executive Directors	獨立非執行董事					
Lu Hong Te	呂鴻德	200	–	–	–	200
Lai Shixian	賴世賢	200	–	–	–	200
Zhang Shengman	章晟曼	156	–	–	–	156
Total	總計	556	5,330	65	187	6,138

Mr. Wang Jun Hong and Mr. Wang Zhi Yong were appointed as executive Directors of the Company on 5 February 2024. They are senior managements of the Company before 5 February 2024 and their emolument disclosed above include those for services rendered by as senior management.

王俊宏先生及王智勇先生於二零二四年二月五日獲委任為本公司執行董事。彼等於二零二四年二月五日前為本公司高級管理人員，上文披露的薪酬包括彼等作為高級管理人員所提供的服務的薪酬。

Mr. Lu Hong Te resigned as an independent non-executive director of the Company on 5 February 2024. Mr. Liao Jianwen and Mr. Jiang Zhan were appointed as independent non-executive directors of the Company on 5 February 2024.

呂鴻德先生於二零二四年二月五日辭任本公司獨立非執行董事。廖建文先生及蔣展先生於二零二四年二月五日獲委任為本公司獨立非執行董事。

During the year, no amount was paid or payable by the Group to the directors of the Company ("the Directors") or any of the five highest paid individuals set out in note 9 below as an inducement to join or upon joining the Group or as compensation for loss of office.

年內，本集團概無支付或應付本公司董事（「董事」）或下文附註9載列的五名最高薪酬人士任何款項，作為加盟本集團或加盟本集團時的獎綬或加離職補奇。

Notes to the Financial Statements (Continued)**財務報表附註** (續)

(Expressed in Renminbi) (以人民幣為單位)

9 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, two (2023: three) are Directors whose emoluments are disclosed in note 8. The emoluments in respect of the remaining three (2023: two) individual are as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Salaries and other benefits	薪金及其他福利	2,407	1,359
Discretionary bonuses	酌情花紅	1,345	575
Contributions to retirement benefit schemes	退休福利計劃供款	45	53
Share-based compensation	以股份為基礎的報酬	42	66
		3,839	2,053

10 REMUNERATION OF SENIOR MANAGEMENT

Remuneration of senior management of the Group, including amounts paid to the highest paid employee other than Directors as disclosed in note 9 is as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Salaries and other benefits	薪金及其他福利	5,255	3,956
Discretionary bonuses	酌情花紅	3,269	2,342
Contributions to retirement benefit schemes	退休福利計劃供款	192	137
Share-based compensation	以股份為基礎的報酬	90	345
		8,806	6,780

Remunerations of the senior management of the Group are within the following bands:

		2024 二零二四年 Number of individuals 人數	2023 二零二三年 Number of individuals 人數
Nil to HK\$1,000,000	零至 1,000,000 港元	5	10
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	4	1

9 最高薪酬人士

五名最高薪酬人士當中，有兩名(二零二三年：三名)為董事，彼等的薪酬已於附註8披露。其餘三名(二零二三年：兩名)人士的薪酬如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Salaries and other benefits	薪金及其他福利	2,407	1,359
Discretionary bonuses	酌情花紅	1,345	575
Contributions to retirement benefit schemes	退休福利計劃供款	45	53
Share-based compensation	以股份為基礎的報酬	42	66
		3,839	2,053

10 高級管理人員酬金

本集團高級管理人員的酬金(包括附註9所披露已付除董事外最高薪酬僱員的款項)如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Salaries and other benefits	薪金及其他福利	5,255	3,956
Discretionary bonuses	酌情花紅	3,269	2,342
Contributions to retirement benefit schemes	退休福利計劃供款	192	137
Share-based compensation	以股份為基礎的報酬	90	345
		8,806	6,780

本集團高級管理人員的酬金屬於以下範圍：

		2024 二零二四年 Number of individuals 人數	2023 二零二三年 Number of individuals 人數
Nil to HK\$1,000,000	零至 1,000,000 港元	5	10
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	4	1



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

11 EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to equity shareholders of the Company for the year of RMB461,118,000 (2023: RMB530,427,000) and the weighted average number of ordinary shares in issue of 1,197,485,000 (2023: 1,197,485,000).

(b) Diluted earnings per share

There were no dilutive potential ordinary shares for the year ended 2024 and 2023; therefore, dilutive earnings per share are equivalent to the basic earnings per share.

11 每股盈利

(a) 每股基本盈利

每股基本盈利乃按年度內本公司權益股東應佔利潤人民幣461,118,000元(二零二三年：人民幣530,427,000元)，以及已發行普通股加權平均股數1,197,485,000股(二零二三年：1,197,485,000股)計算。

(b) 每股攤薄盈利

截至二零二四年及二零二三年止年度，概無潛在攤薄普通股；因此每股攤薄盈利相當於每股基本盈利。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

12 PROPERTY, PLANT AND EQUIPMENT

12 物業、廠房及設備

		Properties and buildings 物業及樓宇 RMB'000 人民幣千元	Leasehold improvements 租賃裝修 RMB'000 人民幣千元	Plant and machinery 廠房及機器 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Office equipment 辦公室設備 RMB'000 人民幣千元	Furniture and fixtures 傢俬及裝置 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost:	成本:								
At 1 January 2023	於二零二三年一月一日	1,126,905	182,480	156,869	13,844	67,386	10,859	41,668	1,600,011
Additions	添置	7,738	52,397	3,771	1,970	4,982	543	26,367	97,768
Transfer from construction in progress	轉撥自在建工程	6,354	-	58,896	-	3,001	-	(68,251)	-
Transfer to construction in progress	轉撥至在建工程	-	-	(4,215)	-	-	-	4,215	-
Disposals	出售	-	-	(2,570)	(1,740)	(427)	(2,067)	-	(6,804)
Exchange adjustment	匯兌調整	23	-	-	-	11	3	-	37
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日 及二零二四年一月一日	1,141,020	234,877	212,751	14,074	74,953	9,338	3,999	1,691,012
Additions	添置	-	77,747	3,343	1,547	6,085	29	23,918	112,669
Transfer from construction in progress	轉撥自在建工程	-	-	13,864	-	1,265	-	(15,129)	-
Transfer to Investment properties	轉撥至投資物業	(7,489)	-	-	-	-	-	-	(7,489)
Transfer from Investment properties	轉撥自投資物業	6,461	-	-	-	-	-	-	6,461
Disposals	出售	-	(4,386)	(5,088)	(1,700)	(7,700)	(58)	-	(18,932)
Exchange adjustment	匯兌調整	-	26	-	2	13	3	-	44
At 31 December 2024	於二零二四年十二月三十一日	1,139,992	308,264	224,870	13,923	74,616	9,312	12,788	1,783,765
Accumulated depreciation:	累計折舊:								
At 1 January 2023	於二零二三年一月一日	112,789	132,387	71,353	8,891	52,555	9,092	-	387,067
Transfer to construction in progress	轉撥至在建工程	-	-	(1,099)	-	-	-	1,099	-
Charge for the year	年度費用	50,436	35,905	19,762	1,294	7,033	2,044	-	116,474
Written back on disposals	出售後撥回	-	-	(2,389)	(1,489)	(399)	(1,968)	-	(6,245)
Exchange adjustment	匯兌調整	23	-	-	-	11	3	-	37
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日 及二零二四年一月一日	163,248	168,292	87,627	8,696	59,200	9,171	1,099	497,333
Transfer from construction in progress	轉撥自在建工程	-	-	1,099	-	-	-	(1,099)	-
Transfer to Investment properties	轉撥至投資物業	(633)	-	-	-	-	-	-	(633)
Transfer to Investment properties	轉撥至投資物業	235	-	-	-	-	-	-	235
Charge for the year	年度費用	54,348	49,622	23,467	1,152	8,854	2	-	137,445
Written back on disposals	出售後撥回	-	(1,206)	(4,023)	(1,387)	(7,406)	(56)	-	(14,078)
Exchange adjustment	匯兌調整	-	26	-	-	13	3	-	42
At 31 December 2024	於二零二四年十二月三十一日	217,198	216,734	108,170	8,461	60,661	9,120	-	620,344
Net book value:	賬面淨值:								
At 31 December 2024	於二零二四年十二月三十一日	922,794	91,530	116,700	5,462	13,955	192	12,788	1,163,421
At 31 December 2023	於二零二三年十二月三十一日	977,772	66,585	125,124	5,378	15,753	167	2,900	1,193,679

Construction in progress comprises costs incurred on buildings and plant and equipment not yet completed at the end of the respective reporting periods.

在建工程包括於各報告期末尚未完工的樓宇、廠房及設備已產生的成本。

Notes to the Financial Statements (Continued)**財務報表附註** (續)

(Expressed in Renminbi)(以人民幣為單位)

13 INVESTMENT PROPERTIES**13 投資物業**

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Cost:	成本：		
At 1 January	於一月一日	307,618	307,618
Transfer from property, plant and equipment (Note 12)	轉撥自物業、廠房及設備(附註12)	7,489	-
Transfer to property, plant and equipment (Note 12)	轉撥至物業、廠房及設備(附註12)	(6,461)	-
At 31 December	於十二月三十一日	308,646	307,618
Accumulated depreciation and impairment:	累計折舊及減值：		
At 1 January	於一月一日	47,629	35,718
Transfer from property, plant and equipment (Note 12)	轉撥自物業、廠房及設備(附註12)	633	-
Transfer to property, plant and equipment (Note 12)	轉撥至物業、廠房及設備(附註12)	(235)	-
Charge for the year	年度費用	6,784	7,091
Impairment losses	減值虧損	4,899	4,820
At 31 December	於十二月三十一日	59,710	47,629
Net book value:	賬面淨值：		
At 31 December	於十二月三十一日	248,936	259,989

Investment properties represent retail outlets and office premises that are leased to distributors and a property management company. As at 31 December 2024, the fair value of the investment properties as determined by the Directors of the Company by reference to the market price of similar properties in the respective area amounted to RMB292,824,000 (2023: RMB304,491,000).

As at 31 December 2024, as of the decreasing market price of retail outlets, the Group assessed the recoverable amounts of the retail outlets and as a result the carrying amount of two retail outlets were written down to their recoverable amount of RMB53,441,000. An impairment loss of RMB4,899,000 was recognised in "other net income". The estimates of recoverable amount were based on the retail outlets' fair values less costs of disposal, using market comparison approach by reference to recent sales price of similar assets. The fair value on which the recoverable amount is based on is categorised as level 3 measurement.

投資物業為租賃予分銷商及一家物業管理公司的零售店舖及辦公物業。於二零二四年十二月三十一日，由本公司董事經參考有關地區類似物業的市價後釐定的投資物業公平值總額為人民幣292,824,000元(二零二三年：人民幣304,491,000元)。

於二零二四年十二月三十一日，由於零售店舖的市價下跌，本集團評估了零售店的可收回金額，因此兩家零售店舖的賬面值減值至其可收回金額人民幣53,441,000元。減值虧損人民幣4,899,000元於「其他收入淨額」中確認。可收回金額的估計乃根據零售店舖的公平值減出售成本使用市場比較法計算，並經參考業內同類資產的近期銷售價得出。可收回金額所依據之公平值分類為第三級計量。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

14 RIGHT-OF-USE ASSETS

14 使用權資產

		Land use rights 土地使用權 RMB'000 人民幣千元	Properties leased for own use 租賃作自用的物業 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost:	成本：			
At 1 January 2023	於二零二三年一月一日	143,659	267,102	410,761
Additions	添置	–	102,637	102,637
Disposals	出售	–	(53,714)	(53,714)
Exchange adjustment	匯兌調整	–	59	59
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日 及二零二四年一月一日	143,659	316,084	459,743
Additions	添置	–	127,693	127,693
Disposals	出售	–	(64,065)	(64,065)
Exchange adjustment	匯兌調整	–	68	68
At 31 December 2024	於二零二四年十二月三十一日	143,659	379,780	523,439
Accumulated depreciation and impairment:	累計折舊及減值：			
At 1 January 2023	於二零二三年一月一日	23,715	136,899	160,614
Charge for the year	年度費用	2,958	93,974	96,932
Reversal of impairment loss	減值虧損撥回	–	(2,456)	(2,456)
Disposals	出售	–	(44,337)	(44,337)
Exchange adjustment	匯兌調整	–	13	13
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日 及二零二四年一月一日	26,673	184,093	210,766
Charge for the year	年度費用	2,958	103,596	106,554
Reversal of impairment loss	減值虧損撥回	–	(2,800)	(2,800)
Disposals	出售	–	(51,628)	(51,628)
Exchange adjustment	匯兌調整	–	37	37
At 31 December 2024	於二零二四年十二月三十一日	29,631	233,298	262,929
Net book value:	賬面淨值：			
At 31 December 2024	於二零二四年十二月三十一日	114,028	146,482	260,510
At 31 December 2023	於二零二三年十二月三十一日	116,986	131,991	248,977



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

14 RIGHT-OF-USE ASSETS (CONTINUED)

The Group's right-of-use assets contain land use rights and properties leased for own use. The interest of land use rights in the PRC are prepaid upon acquisition. The leases related to properties are typically run for an initial period of one to five years. Some leases include an option to renew the lease upon expiry when all terms are renegotiated. 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 and restrictions. As at 31 December 2024, rental deposits of RMB50,078,000 (2023: RMB41,650,000) were paid for the leases, which will be held by the lessors throughout the respective lease terms.

15 INTANGIBLE ASSETS

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Cost:	成本：		
At 1 January	於一月一日	41,874	39,463
Additions	添置	2,230	2,411
At 31 December	於十二月三十一日	44,104	41,874
Accumulated amortisation:	累計攤銷：		
At 1 January	於一月一日	38,146	34,784
Charge for the year	年度費用	3,242	3,362
At 31 December	於十二月三十一日	41,388	38,146
Net book value:	賬面淨值：		
At 31 December	於十二月三十一日	2,716	3,728

Intangible assets represent the enterprise resource planning and information technology system software.

The amortisation charge for the year is included in administrative expenses in the consolidated statement of profit or loss and other comprehensive income.

14 使用權資產(續)

本集團使用權資產包括土地使用權及租賃作自用的物業。中國土地使用權之權益於購買時預付。有關物業的租賃初步期限通常為一至五年。若干租賃包括有權於租賃屆滿時重新協商所有條款後予以重簽。租期按個別基準磋商，並載有廣泛類別的不同條款及條件。租賃協議不會施加任何契諾及限制。於二零二四年十二月三十一日，就租賃已支付租金按金為人民幣50,078,000元(二零二三年：人民幣41,650,000元)，租金按金於分別租賃期內由出租人持有。

15 無形資產

無形資產指企業資源規劃及資訊技術系統軟件。

本年度攤銷費用已計入綜合損益及其他全面收益表的行政開支內。

Notes to the Financial Statements (Continued)**財務報表附註** (續)

(Expressed in Renminbi)(以人民幣為單位)

16 INVENTORIES

(a) Inventories in the consolidated statement of financial position comprise:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Raw materials	原材料	119,970	133,551
Work-in-progress	在製品	43,390	44,442
Finished goods	製成品	923,558	647,677
		1,086,918	825,670

(b) An analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Carrying amount of inventories sold	已出售存貨的賬面值	1,869,116	1,796,688
Write-down of inventories	存貨撇減	41,572	40,272
		1,910,688	1,836,960

17 TRADE AND OTHER RECEIVABLES

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Trade receivables	應收貿易賬款	432,093	422,025
Less: Loss allowance	減：虧損撥備	(11,412)	(29,171)
Trade receivables, net of loss allowance	應收貿易賬款，扣除虧損撥備	420,681	392,854
Prepayments to suppliers	預付供應商款項	1,582	1,760
Prepaid advertising expenses	預付廣告開支	584	740
VAT deductible	可抵扣增值稅	311,507	256,283
Other deposits, prepayments and receivables	其他按金、預付款項及應收款項	93,443	81,404
		827,797	733,041

All of the trade and other receivables (net of loss allowance) are expected to be recovered or recognised as expense within one year.

16 存貨

(a) 綜合財務狀況表內的存貨包括：

	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Raw materials	119,970	133,551
Work-in-progress	43,390	44,442
Finished goods	923,558	647,677
	1,086,918	825,670

(b) 確認為開支並計入損益的存貨金額分析如下：

	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Carrying amount of inventories sold	1,869,116	1,796,688
Write-down of inventories	41,572	40,272
	1,910,688	1,836,960

17 應收貿易賬款及其他應收款項

	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Trade receivables	432,093	422,025
Less: Loss allowance	(11,412)	(29,171)
Trade receivables, net of loss allowance	420,681	392,854
Prepayments to suppliers	1,582	1,760
Prepaid advertising expenses	584	740
VAT deductible	311,507	256,283
Other deposits, prepayments and receivables	93,443	81,404
	827,797	733,041

預期所有應收貿易賬款及其他應收款項(扣除虧損撥備)將於一年內收回或確認為開支。



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

17 TRADE AND OTHER RECEIVABLES (CONTINUED)

An ageing analysis of the trade receivables, based on the invoice date and net of loss allowance, is as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Within 3 months	三個月內	389,893	362,572
Over 3 months but within 6 months	超過三個月但六個月內	25,597	20,161
Over 6 months but within 1 year	超過六個月但一年內	5,191	10,121
		420,681	392,854

Trade receivables are due within 30-180 days (2023: 30-240 days) from the date of billing. Further details on the Group's credit policy and credit risk arising from trade receivables are set out in note 29(a).

The movement in the loss allowance account for trade receivables during the year is as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
At 1 January	於一月一日	29,171	23,335
(Reversal of)/impairment losses for the year	年度(減值虧損撥回) 減值虧損	(17,759)	5,836
At 31 December	於十二月三十一日	11,412	29,171

18 PLEDGED BANK DEPOSITS

Bank deposits have been pledged as security for bank loans (see note 20) and bills payable (see note 21). The pledged bank deposits will be released upon the settlement of the relevant bank loans and bills payable.

17 應收貿易賬款及其他應收款項(續)

應收貿易賬款(扣除虧損撥備)按發票日期計算的賬齡分析如下:

	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Within 3 months	389,893	362,572
Over 3 months but within 6 months	25,597	20,161
Over 6 months but within 1 year	5,191	10,121
	420,681	392,854

應收貿易賬款自發票日期起計30至180天(二零二三年:30至240天)內到期。有關本集團除賬政策及應收貿易賬款所產生信貸風險的進一步詳情載於附註29(a)。

年內應收貿易賬款的虧損撥備賬變動如下:

	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
At 1 January	29,171	23,335
(Reversal of)/impairment losses for the year	(17,759)	5,836
At 31 December	11,412	29,171

18 已抵押銀行存款

銀行存款已抵押,作為銀行貸款(見附註20)及應付票據(見附註21)的擔保。已抵押銀行存款將於償還有關銀行貸款及應付票據後獲解除。

Notes to the Financial Statements (Continued)**財務報表附註** (續)

(Expressed in Renminbi)(以人民幣為單位)

19 CASH AND CASH EQUIVALENTS, FIXED DEPOSITS HELD AT BANKS, PLEDGED DEPOSITS AND OTHER CASH FLOW INFORMATION

(a) Cash and cash equivalents, fixed deposits held at banks and pledged deposits comprise:

19 現金及現金等價物、銀行定期存款、已抵押存款以及其他現金流量資料

(a) 現金及現金等價物、銀行定期存款及已抵押存款包括：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Cash and cash equivalents in the consolidated statement of financial position and consolidated statement of cash flows	綜合財務狀況表及綜合現金流量表內的現金及現金等價物		
– cash at bank and on hand	– 銀行及手頭現金	826,980	1,077,225
Fixed deposits held at banks	銀行定期存款	1,334,719	1,090,491
Pledged bank deposits (Note 18)	已抵押銀行存款(附註18)	995,744	971,563
Total	總計	3,157,443	3,139,279

At 31 December 2024, cash and cash equivalents, fixed deposits held at banks and pledged deposits held in the mainland China amounted to RMB3,088,102,000 (2023: RMB3,118,463,000). Remittance of funds out of the mainland China is subject to exchange restrictions imposed by the PRC government.

於二零二四年十二月三十一日，於中國內地持有的現金及現金等價物、銀行定期存款及已抵押存款為人民幣3,088,102,000元（二零二三年：人民幣3,118,463,000元）。將資金匯出中國內地境外須受中國政府的外匯管制所規限。



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

19 CASH AND CASH EQUIVALENTS, FIXED DEPOSITS HELD AT BANKS, PLEDGED DEPOSITS AND OTHER CASH FLOW INFORMATION (CONTINUED)

(b) Reconciliation of profit before taxation to cash generated from operations:

19 現金及現金等價物、銀行定期存款、已抵押存款以及其他現金流量資料(續)

(b) 除稅前利潤與經營業務所產生現金的對賬：

		Note 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Profit before taxation	除稅前利潤		608,684	657,815
Adjustments for:	就以下各項作出的調整：			
– Depreciation	– 折舊	6(b)	250,783	220,497
– Amortisation of intangible assets	– 無形資產攤銷	6(b)	3,242	3,362
– Equity-settled share-based payment expense	– 以股份為基礎的股權結算開支	6(a)	435	1,361
– Impairment losses on right-of-use assets and investment property	– 使用權資產及投資物業減值虧損	6(b)	2,099	2,364
– Gain on disposal of property, plant and equipment and right-of-use assets	– 出售物業、廠房及設備以及使用權資產的收益	6(b)	(1,028)	(3,053)
– Interest on bank loans	– 銀行貸款利息	5	25,703	26,099
– Interest on lease liabilities	– 租賃負債利息	5	5,456	5,777
– Interest income	– 利息收入	5	(84,021)	(81,752)
– Unrealised foreign exchange (gain)/ losses	– 未實現的匯兌(收益) 虧損		(5,635)	1,564
Changes in working capital:	營運資金變動：			
– (Increase)/decrease in inventories	– 存貨(增加) 減少		(252,576)	59,472
– (Increase)/decrease in trade and other receivables	– 應收貿易賬款及其他應收款項(增加) 減少		(94,756)	97,506
– Decrease in pledged bank deposits	– 已抵押銀行存款減少		3,304	41,542
– Increase in trade and other payables	– 應付貿易賬款及其他應付款項增加		145,819	154,238
– Increase/(decrease) in contract liabilities	– 合同負債增加 (減少)		15,701	(4,300)
Cash generated from operations	經營業務所產生的現金		623,210	1,182,492

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

19 CASH AND CASH EQUIVALENTS, FIXED DEPOSITS HELD AT BANKS, PLEDGED DEPOSITS AND OTHER CASH FLOW INFORMATION (CONTINUED)

(c) Reconciliation of liabilities arising from financing activities

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

		2024 二零二四年			2023 二零二三年		
		Bank loans 銀行貸款 RMB'000 人民幣千元 (Note 20) (附註20)	Lease liabilities 租賃負債 RMB'000 人民幣千元 (Note 22) (附註22)	Total 總計 RMB'000 人民幣千元	Bank loans 銀行貸款 RMB'000 人民幣千元 (Note 20) (附註20)	Lease liabilities 租賃負債 RMB'000 人民幣千元 (Note 22) (附註22)	Total 總計 RMB'000 人民幣千元
At 1 January	於一月一日	1,143,210	124,058	1,267,268	436,526	131,926	568,452
Changes from financing cash flows:	融資現金流量變動：						
Proceeds from new bank loans	新銀行貸款所得款項	299,400	-	299,400	1,126,800	-	1,126,800
Repayment of bank loans	償還銀行貸款	(279,200)	-	(279,200)	(439,290)	-	(439,290)
Capital element of lease rentals paid	已付租賃之租金之本金部分	-	(104,299)	(104,299)	-	(98,279)	(98,279)
Interest element of lease rentals paid	已付租賃之租金之利息部分	-	(5,456)	(5,456)	-	(5,777)	(5,777)
Interest paid	已付利息	(3,851)	-	(3,851)	(6,925)	-	(6,925)
Total changes from financing cash flows	融資現金流量變動總額	16,349	(109,755)	(93,406)	680,585	(104,056)	576,529
Other changes:	其他變動：						
Increase in lease liabilities from entering into new leases during the financial year	於財政年度內訂立新租賃導致之租賃負債增加	-	127,693	127,693	-	102,637	102,637
Early termination of lease contracts	租賃合約提早終止	-	(13,465)	(13,465)	-	(12,265)	(12,265)
Interest expenses (Note 5)	利息開支(附註5)	25,703	5,456	31,159	26,099	5,777	31,876
Exchange adjustments	匯兌調整	-	(231)	(231)	-	39	39
Total other changes	其他變動總額	25,703	119,453	145,156	26,099	96,188	122,287
At 31 December	於十二月三十一日	1,185,262	133,756	1,319,018	1,143,210	124,058	1,267,268

19 現金及現金等價物、銀行定期存款、已抵押存款以及其他現金流量資料(續)

(c) 融資活動所產生負債的對賬

下表載列本集團融資活動所產生的負債變動詳情，包括現金及非現金變動。融資活動所產生的負債指過往現金流量或未來現金流量將於本集團綜合現金流量表分類為融資活動所產生的現金流量的負債。

Notes to the Financial Statements (Continued)**財務報表附註** (續)

(Expressed in Renminbi)(以人民幣為單位)

19 CASH AND CASH EQUIVALENTS, FIXED DEPOSITS HELD AT BANKS, PLEDGED DEPOSITS AND OTHER CASH FLOW INFORMATION (CONTINUED)

(d) Total cash outflow for leases

Amounts included in the consolidated statement of cash flows for leases comprise the following:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Within operating cash flows (Note 6(b))	經營現金流量內(附註6(b))	55,234	35,146
Within investing cash flows	投資現金流量內	8,428	25
Within financing cash flows	融資現金流量內	109,755	104,056
		173,417	139,227

These amounts relate to the following:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Leases rentals paid	已付租賃租金	164,989	139,202
Payment of lease rental deposits	租賃之租金按金的付款	8,428	25
		173,417	139,227

20 BANK LOANS AND FACILITIES

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

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Within 1 year or repayable on demand	一年內或按要求償還	513,776	289,862
Over 1 year but within 2 years	超過一年但兩年內	671,486	189,000
Over 2 years but within 3 years	超過兩年但三年內	-	664,348
		1,185,262	1,143,210

19 現金及現金等價物、銀行定期存款、已抵押存款以及其他現金流量資料(續)

(d) 租賃的現金流出總額

綜合現金流量表內的租賃金額包括下列各項：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Within operating cash flows (Note 6(b))	經營現金流量內(附註6(b))	55,234	35,146
Within investing cash flows	投資現金流量內	8,428	25
Within financing cash flows	融資現金流量內	109,755	104,056
		173,417	139,227

該等金額與下列各項有關：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Leases rentals paid	已付租賃租金	164,989	139,202
Payment of lease rental deposits	租賃之租金按金的付款	8,428	25
		173,417	139,227

20 銀行貸款及信貸額度

銀行貸款還款時間表分析如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Within 1 year or repayable on demand	一年內或按要求償還	513,776	289,862
Over 1 year but within 2 years	超過一年但兩年內	671,486	189,000
Over 2 years but within 3 years	超過兩年但三年內	-	664,348
		1,185,262	1,143,210

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

20 BANK LOANS AND FACILITIES (CONTINUED)

As at 31 December 2024, bank loans of RMB830,500,000 (2023: RMB838,500,000) were secured by the bank deposit of RMB900,000,000 (2023: RMB900,000,000).

As at 31 December 2024, bank loans of RMB311,000,000 (2023: RMB282,800,000), which were discounted bank acceptance bills (financing in nature), were secured by the bank deposit of RMB36,380,000 (2023: RMB38,380,000). Discounted bank acceptance bills (financing in nature) were bills of exchange which were denominated at Renminbi, measured at amortised cost and repayable within one year.

The amounts of banking facilities and the utilisation at the end of each reporting period are set out as follows:

20 銀行貸款及信貸額度(續)

於二零二四年十二月三十一日，銀行貸款人民幣830,500,000元(二零二三年：人民幣838,500,000元)由銀行存款人民幣900,000,000元(二零二三年：人民幣900,000,000元)作抵押。

於二零二四年十二月三十一日，屬於已貼現銀行承兌票據(融資性質)的銀行貸款人民幣311,000,000元(二零二三年：人民幣282,800,000元)由銀行存款人民幣36,380,000元(二零二三年：人民幣38,380,000元)作抵押。已貼現銀行承兌票據(融資性質)為以人民幣計值的匯票，按攤銷成本計量，並須於一年內償還。

於各報告期末，銀行信貸額度及已動用金額載列如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Facility amount	信貸額度	2,877,000	2,715,500
Utilised facility amount in respect of:	就以下項目已動用的信貸額度：		
– Bills payable (Note 21)	– 應付票據(附註21)	327,250	243,825
– Bank loans	– 銀行貸款	275,700	256,440

21 TRADE AND OTHER PAYABLES

21 應付貿易賬款及其他應付款項

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Trade payables	應付貿易賬款	586,567	485,045
Bills payable (Note ii)	應付票據(附註ii)	328,330	244,900
Trade and bills payables (Note iii)	應付貿易賬款及應付票據(附註iii)	914,897	729,945
Accrued salaries and wages	應計薪金及工資	68,630	51,100
Payables for purchase of property, plant and equipment	購買物業、廠房及設備應付款項	9,981	15,687
Retirement benefit contribution payable	應付退休福利供款	25,524	25,524
Other payables and accruals	其他應付款項及應計款項	128,352	186,373
		1,147,384	1,008,629



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

21 TRADE AND OTHER PAYABLES (CONTINUED)

Notes:

- (i) All of the trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.
- (ii) Bills payable were secured by pledged bank deposits of RMB1,080,000 (2023: RMB1,305,000) as disclosed in Note 18.
- (iii) An ageing analysis of trade and bills payables based on the invoice date is as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Within 3 months	三個月內	655,490	555,740
Over 3 months but within 6 months	超過三個月但六個月內	256,646	173,016
Over 6 months but within 1 year	超過六個月但一年內	2,185	625
Over 1 year	超過一年	576	564
		914,897	729,945

22 LEASE LIABILITIES

As at 31 December 2024, the lease liabilities were repayable as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Within 1 year (current)	一年內(即期)	82,349	75,306
After 1 year but within 2 years	一年後但兩年內	37,897	35,245
After 2 years but within 5 years	兩年後但五年內	13,454	13,507
After 5 years	超過五年	56	-
Sub-total (non-current)	小計(非即期)	51,407	48,752
Total	總計	133,756	124,058

21 應付貿易賬款及其他應付款項(續)

附註：

- (i) 預期所有應付貿易賬款及其他應付款項將於一年內結清或確認為收入，或應要求償還。
- (ii) 誠如附註18所披露，應付票據乃以已抵押銀行存款人民幣1,080,000元(二零二三年：人民幣1,305,000元)作抵押。
- (iii) 應付貿易賬款及應付票據按發票日期的賬齡分析如下：

22 租賃負債

於二零二四年十二月三十一日，租賃負債按以下年期償還：

Notes to the Financial Statements (Continued)**財務報表附註** (續)

(Expressed in Renminbi)(以人民幣為單位)

23 CONTRACT LIABILITIES

Revenue that was included in the contract liability balance at the beginning of the reporting period was fully recognised in the reporting period. The balance of contract liabilities at 31 December 2024 is expected to be recognised as revenue within one year.

24 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) Current taxation in the consolidated statement of financial position:

23 合同負債

於報告期初計入合同負債結餘的收入已於報告期內全部確認。於二零二四年十二月三十一日的合同負債結餘預期將於一年內被確認為收入。

24 綜合財務狀況表內的所得稅

(a) 綜合財務狀況表內的即期稅項：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
At 1 January	於一月一日	222,000	194,536
Provision for PRC Corporate Income Tax (Note 7(a))	中國企業所得稅撥備(附註7(a))	135,327	109,212
PRC Corporate Income Tax paid	已付中國企業所得稅	(95,905)	(81,748)
At 31 December	於十二月三十一日	261,422	222,000
Reconciliation to the consolidated statements of financial position:	與綜合財務狀況表的對賬：		
Current tax payable	應付即期稅項	266,453	223,880
Prepaid income tax	預付所得稅	(5,031)	(1,880)
		261,422	222,000

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

24 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

(b) Deferred tax assets and liabilities recognised:

The components of deferred tax assets and (liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

		Deferred tax assets/(deferred tax liabilities) arising from 遞延稅項資產 (遞延稅項負債) 來自下列項目							
		Impairment of trade receivables, inventories and Accrued expenses and others 計提費用及 其他項目 RMB'000 人民幣千元	investment property 存貨及投資 物業減值 RMB'000 人民幣千元	Tax losses of PRC subsidiaries 中國附屬公司 稅項虧損 RMB'000 人民幣千元	Lease liability 租賃負債 RMB'000 人民幣千元	Right of use assets 使用權資產 RMB'000 人民幣千元	Undistributed profits of PRC subsidiaries 中國附屬公司 未分派溢利 RMB'000 人民幣千元	Delayed payment of taxes 延期繳納稅款 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2023	於二零二三年一月一日	20,863	25,756	18,202	31,157	(32,106)	(11,726)	-	52,146
Credited/(charged) to consolidated statement of profit or loss and other comprehensive income	計入 (扣除自) 綜合損益及其他 全面收益表	2,416	(9,522)	(11,297)	(279)	(767)	(18,550)	-	(37,999)
Released upon distribution of dividends	分派股息時解除	-	-	-	-	-	19,823	-	19,823
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及 二零二四年一月一日	23,279	16,234	6,905	30,878	(32,873)	(10,453)	-	33,970
Credited/(charged) to consolidated statement of profit or loss and other comprehensive income	計入 (扣除自) 綜合損益及其他 全面收益表	(13,439)	(3,456)	16,547	1,872	(3,073)	(16,875)	(4,584)	(23,008)
Released upon distribution of dividends	分派股息時解除	-	-	-	-	-	10,453	-	10,453
At 31 December 2024	於二零二四年十二月三十一日	9,840	12,778	23,452	32,750	(35,946)	(16,875)	(4,584)	21,415

Reconciliation to the consolidated statement of financial position:

與綜合財務狀況表的對賬：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Deferred tax assets	遞延稅項資產	46,230	44,423
Deferred tax liabilities	遞延稅項負債	(24,815)	(10,453)
		21,415	33,970

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

24 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

(c) Deferred tax liabilities not recognised

The Group is subject to 5% withholding tax on dividends receivable from its PRC subsidiaries in respect of their profits generated. As at 31 December 2024, deferred tax liabilities in respect of temporary differences relating to such undistributed profits of RMB3,467,942,000 (2023: RMB2,983,183,000) were not recognised as the Company controls the dividend policy of these subsidiaries and it has been determined that those profits will not be distributed in the foreseeable future.

There were no other significant temporary differences relating to deferred tax assets or liabilities not provided for as at 31 December 2024 and 2023.

25 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

	Note	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Non-current asset			
Investment in a subsidiary		149,784	145,054
Current assets			
Amount due from a subsidiary		326,339	259,920
Prepayments and other receivables		270	251
Cash and cash equivalents		271	123
		326,880	260,294
Current liabilities			
Amount due to a subsidiary		2,392	2,317
Other payables and accruals		82	85
		2,474	2,402
Net current assets		324,406	257,892
Net assets		474,190	402,946
Capital and reserves			
Share capital	26(a)	105,517	105,517
Reserves		368,673	297,429
Total equity		474,190	402,946

24 綜合財務狀況表內的所得稅(續)

(c) 未確認遞延稅項負債

本集團須就來自其中國附屬公司所產生利潤中派發的股息繳納5%的扣繳稅。由於本公司掌控此等附屬公司的股息政策，並已確定不會於可見未來分派該等利潤，故於二零二四年十二月三十一日，並未就與該等未分派利潤人民幣3,467,942,000元(二零二三年：人民幣2,983,183,000元)有關的暫時性差異確認遞延稅項負債。

概無與於二零二四年及二零二三年十二月三十一日遞延稅項資產或負債有關的其他重大暫時性差異並未計提。

25 公司層面的財務狀況表

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

26 CAPITAL, RESERVES AND DIVIDENDS

(a) Share capital

26 資本、儲備及股息

(a) 股本

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Authorised:	法定：		
100,000,000,000 shares of HK\$0.10 each	100,000,000,000 股 每股面值0.10港元的股份	10,000,000	10,000,000

Number of
shares
股份數目
'000
千股HK\$'000

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

26 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(b) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

The Company

		Share capital 股本 (Note 26(a)) (附註26(a))	Share premium 股份溢價 (Note 26(d)(i)) (附註26(d)(i))	Capital reserve 資本儲備 (Note 26(d)(iii)) (附註26(d)(iii))	Exchange reserve 匯兌儲備 (Note 26(d)(iv)) (附註26(d)(iv))	Retained profits 保留溢利	Total equity 權益總額
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2023	於二零二三年一月一日	105,517	31,411	8,376	(7,307)	243,563	381,560
Changes in equity for 2023:	二零二三年權益變動:						
Total comprehensive income for the year	年度全面收益總額	-	-	-	12,267	356,293	368,560
Equity-settled share-based payment	以股份為基礎的股權結算開支 26(d)(iii)	-	-	1,361	-	-	1,361
Dividends approved in respect of the previous year	已批准上一年度股息 26(c)	-	-	-	-	(148,630)	(148,630)
Dividends declared in respect of the current year	已宣派本年度股息 26(c)	-	-	-	-	(199,905)	(199,905)
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及 二零二四年一月一日	105,517	31,411	9,737	4,960	251,321	402,946
Changes in equity for 2024:	二零二四年權益變動:						
Total comprehensive income for the year	年度全面收益總額	-	-	-	14,564	454,441	469,005
Equity-settled share-based payment	以股份為基礎的股權結算開支 26(d)(iii)	-	-	435	-	-	435
Dividends approved in respect of the previous year	已批准上一年度股息 26(c)	-	-	-	-	(196,712)	(196,712)
Dividends declared in respect of the current year	已宣派本年度股息 26(c)	-	-	-	-	(201,484)	(201,484)
At 31 December 2024	於二零二四年十二月三十一日	105,517	31,411	10,172	19,524	307,566	474,190

26 資本、儲備及股息(續)

(b) 權益組成部分變動

本集團綜合權益各組成部分於期初及期末結餘的對賬載於綜合權益變動表。本公司權益個別組成部分於年初至年終的變動詳情載列如下：

本公司

Notes to the Financial Statements (Continued)**財務報表附註** (續)

(Expressed in Renminbi)(以人民幣為單位)

26 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)**(c) Dividends**

- (i) Dividends payable to equity shareholders of the Company attributable to the year:

26 資本、儲備及股息(續)**(c) 股息**

- (i) 應付本公司權益股東年度應佔股息：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Interim dividend declared and paid of HK13 cents (2023: HK13 cents) per share	已宣派及派付中期股息 每股13港仙(二零二三年： 13港仙)	145,516	144,376
Special interim dividend declared and paid of HK5 cents (2023: HK5 cents) per share	已宣派及派付特別中期股息 每股5港仙(二零二三年： 5港仙)	55,968	55,529
Final dividend proposed after the end of the reporting period of HK9 cents (2023: HK13 cents) per share	於報告期末後擬派付末期股息每 股9港仙(二零二三年： 13港仙)	101,563	142,070
Special final dividend proposed after the end of the reporting period of HK3 cents (2023: HK5 cents) per share	於報告期末後擬派付特別末期股 息每股3港仙(二零二三年： 5港仙)	33,854	54,642
		336,901	396,617

Notes to the Financial Statements (Continued)**財務報表附註** (續)

(Expressed in Renminbi)(以人民幣為單位)

26 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(c) Dividends (continued)

The final dividend and special final dividend proposed after the end of the reporting period have not been recognised as liabilities at the end of the reporting period.

- (ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year:

26 資本、儲備及股息(續)

(c) 股息(續)

於報告期末後擬派付的末期股息及特別末期股息於報告期末尚未確認為負債。

- (ii) 已於年內批准及派付的應付本公司權益股東過往財政年度應佔股息：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Final dividend in respect of the previous financial year of HK13 cents (2023: HK9 cents) per share	過往財政年度的末期股息 每股 13 港仙(二零二三年： 9 港仙)	142,070	95,548
Special final dividend in respect of the previous financial year of HK5 cents (2023: HK5 cents) per share	過往財政年度的特別末期股息每 股 5 港仙(二零二三年：5 港仙)	54,642	53,082
		196,712	148,630



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

26 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(d) Nature and purpose of reserves

(i) Share premium

Under the Companies Law of the Cayman Islands, the share premium account of the Company may be applied for payment of distributions or dividends to shareholders provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business.

(ii) Statutory reserve

As stipulated by regulations in the PRC, the Company's subsidiaries established and operated in the PRC are required to appropriate 10% of their after-tax-profit (after offsetting prior year losses) as determined in accordance with the PRC accounting rules and regulations, to the statutory surplus reserve until the reserve balance reaches 50% of the registered capital. The transfer to this reserve must be made before distribution of a dividend to equity owners.

The statutory reserve can be utilised, upon approval by the relevant authorities, to offset accumulated losses or to increase paid-in capital of the subsidiary, provided that the balance after such issue is not less than 25% of its registered capital.

(iii) Capital reserve

The capital reserve comprises the following:

- (i) Fair value of design consultancy services contributed by the then shareholders and fair rental value of properties owned by the then shareholders but occupied by the Group prior to the listing of the Company's shares on the Main Board of the Stock Exchange amounting to RMB1,143,000.
- (ii) The excess of net asset value of subsidiaries acquired over the nominal amount of shares issued upon the group reorganisation in 2007.
- (iii) The portion of the grant date fair value of unexercised share options granted to employees of the Group that has been recognised in accordance with the accounting policy adopted for the share-based payments in note 1(o)(ii).
- (iv) The nominal amount of the shares repurchased.

26 資本、儲備及股息(續)

(d) 儲備的性質及目的

(i) 股份溢價

根據開曼群島公司法，本公司的股份溢價賬可用作支付向股東作出的分派或股息，惟前提為緊隨擬派付有關分派或股息當日後，本公司有能力清償在其日常業務過程中到期的債務。

(ii) 法定儲備

按中國法規規定，本公司於中國成立及營運的附屬公司須將其按中國會計法例及法規釐定的除稅後利潤的10%(經抵銷往年虧損後)撥入法定盈餘公積金，直至公積金結餘達註冊資本的50%為止。撥款予法定盈餘公積金必須於向權益擁有人分派股息前進行。

法定儲備經有關當局許可後可用作抵銷累計虧損或用作增加附屬公司的實繳資本，惟經動用有關款項後的餘額不得少於其註冊資本25%。

(iii) 資本儲備

資本儲備包括以下各項：

- (i) 由當時股東提供的設計顧問服務的公平值，及由當時股東擁有但於本公司股份於聯交所主板上市前由本集團佔用的物業的租賃公平值，金額為人民幣1,143,000元。
- (ii) 於二零零七年集團重組所收購附屬公司的資產淨值超出已發行股份面值的部分。
- (iii) 授予本集團僱員的未行使購股權的授出日期公平值部分已根據附註1(o)(ii)所述就以股份為基礎的開支所採納的會計政策而予以確認。
- (iv) 購回股份的面值。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

26 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(d) Nature and purpose of reserves (continued)

(iv) Exchange reserve

Exchange reserve comprises all foreign exchange differences arising from the translation of financial statements of operations outside mainland China which are dealt with in accordance with the accounting policies as set out in note 1(s).

(e) Distributability of reserves

At 31 December 2024, the aggregate amount of reserves available for distribution to equity shareholders of the Company was RMB338,977,000 (2023: RMB282,732,000).

(f) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholders' returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

26 資本、儲備及股息(續)

(d) 儲備的性質及目的(續)

(iv) 匯兌儲備

匯兌儲備包括因換算在中國內地境外業務的財務報表而產生的所有外匯差額，已根據附註1(s)所載會計政策處理。

(e) 儲備的可分派性

於二零二四年十二月三十一日，可供分派予本公司權益股東的儲備總額為人民幣338,977,000元(二零二三年:人民幣282,732,000元)。

(f) 資本管理

本集團的主要資本管理目標乃保障本集團能繼續營運，透過與風險水平相稱的方式為產品及服務定價及以合理成本取得融資，繼續為股東及其他利益相關方提供回報及利益。

本集團定期主動審視及管理其資本架構，以於較高水平借貸可能帶來的較高股東回報與維持健全資本狀況帶來的優勢及保障之間取得平衡，而本集團亦會因應經濟狀況變動而對資本架構作出調整。

本公司或其任何附屬公司均不受外界資金需求所規限。



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

27 EMPLOYEE RETIREMENT BENEFITS

Defined contribution retirement plans

The PRC subsidiaries of the Group participate in defined contribution retirement benefit schemes (the “Schemes”) organised by the PRC municipal and provincial government authorities whereby the PRC subsidiaries are required to make contributions at the rate of 12% to 20% of the eligible employees’ salaries to the Schemes. The Group has accrued for the required contributions which are remitted to the respective local government authorities when the contributions become due. The local government authorities are responsible for the pension obligations payable to the retired employees covered under the Schemes.

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

The Group has no other material obligation for the payment of pension benefits beyond the contributions described above.

27 僱員退休福利

定額供款退休計劃

本集團旗下各中國附屬公司參與由中國省及市政府機關組織的定額供款退休福利計劃(「該等計劃」)，據此，該等中國附屬公司須按合資格僱員薪金的12%至20%向該等計劃作出供款。本集團已計提所需供款，供款於到期時向各相應地方政府機關匯出。地方政府機關負責向受益於該等計劃的退休僱員支付退休金。

本集團亦根據香港強制性公積金計劃條例為其香港的僱員安排強制性公積金計劃(「強積金計劃」)。強積金計劃為定額供款退休計劃，由獨立受託人管理。強積金計劃規定本集團及其僱員各自按僱員相關收入的5%向該計劃作出供款，以每月相關收入30,000港元為上限。該計劃的供款一經作出即歸受益人所有。

除上述供款外，本集團毋須承擔其他退休福利付款的重大責任。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

28 EQUITY-SETTLED SHARE-BASED TRANSACTIONS

The Company adopted a share option scheme on 23 April 2019 (the "2019 Share Option Scheme") whereby the Directors may invite, at their discretion, eligible participants, including employees and directors of any company in the Group, to take up options to subscribe for shares of the Company to a maximum of 119,748,491 shares.

On 3 July 2020, the Company granted options to subscribe for an aggregate 11,500,000 shares of the Company to eligible employees under the 2019 Share Option Scheme.

(a) The terms and conditions of the grant are as follows:

Contractual life of options: 10 years from date of grant
購股權的合約年期：授出日期起計 10 年

Exercise price: HK\$4.31
行使價：4.31 港元

Vesting period: The options are exercisable by the grantees during the period commencing from the day immediately following the expiry of the two year period after the date of grant, and ending on the day falling ten years after the date of grant, during which, (i) up to 3,417,000 options granted may be exercised on or prior to the end of the third year after the date of grant; (ii) subject to (i), up to 6,882,000 options granted may be exercised on or prior to the end of the fourth year after the date of grant; and (iii) subject to (i) and (ii), all outstanding options may be exercised prior to the expiry of the said exercise period, failing which the options will lapse and no longer be exercisable.

歸屬期：購股權可由承授人於自緊隨授出日期後兩年期間屆滿後之日起，至授出日期後十年止的期間內行使，期間：(i) 不超過 3,417,000 份獲授購股權可於授出日期後第三年年底或之前行使；(ii) 不超過 6,882,000 份獲授購股權可於授出日期後第四年年底或之前行使(惟須受(i)的規限)；及(iii) 所有尚未行使的購股權可於所述行使期間屆滿之前行使(惟須受(i)及(ii)的規限)，否則，購股權將告失效及不可再獲行使。

The closing prices of the Company's shares immediately before the date of grant and on the date of grant were HK\$4.23 and HK\$4.31 respectively.

28 以股份為基礎的股權結算交易

本公司於二零一九年四月二十三日採納購股權計劃(「二零一九年購股權計劃」)，據此，董事可酌情邀請合資格參與者(包括本集團旗下任何公司的僱員及董事)接納購股權，以認購最多 119,748,491 股本公司股份。

於二零二零年七月三日，本公司根據二零一九年購股權計劃向合資格僱員授出可認購合共 11,500,000 股本公司股份的購股權。

(a) 授出的條款及條件如下：

本公司股份於緊接授出日期前及於授出日期的收市價分別為 4.23 港元及 4.31 港元。



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

28 EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

(b) The number and weighted average exercise price of share options are as follows:

		Weighted average exercise price 加權平均行使價	Number of options 購股權數目
Outstanding at 1 January 2023	於二零二三年一月一日尚未行使	HK\$4.31 4.31 港元	10,952,000
Granted during the year	年內授出	-	-
Exercised during the year	年內行使	-	-
Lapsed during the year	年內失效	HK\$4.31 4.31 港元	(95,000)
Outstanding at 31 December 2023	於二零二三年十二月三十一日 尚未行使	HK\$4.31 4.31 港元	10,857,000
Exercisable at 31 December 2023	於二零二三年十二月三十一日 可行使	HK\$4.31 4.31 港元	6,500,000
Granted during the year	年內授出	-	-
Exercised during the year	年內行使	-	-
Lapsed during the year	年內失效	HK\$4.31 4.31 港元	(51,000)
Outstanding at 31 December 2024	於二零二四年十二月三十一日 尚未行使	HK\$4.31 4.31 港元	10,806,000
Exercisable at 31 December 2024	於二零二四年十二月三十一日 可行使	HK\$4.31 4.31 港元	6,470,000

The share options outstanding at 31 December 2024 had a weighted average remaining contractual life of 5.5 years (2023: 6.5 years).

28 以股份為基礎的股權結算交易 (續)

(b) 購股權數目及加權平均行使價如下：

		Weighted average exercise price 加權平均行使價	Number of options 購股權數目
Outstanding at 1 January 2023	於二零二三年一月一日尚未行使	HK\$4.31 4.31 港元	10,952,000
Granted during the year	年內授出	-	-
Exercised during the year	年內行使	-	-
Lapsed during the year	年內失效	HK\$4.31 4.31 港元	(95,000)
Outstanding at 31 December 2023	於二零二三年十二月三十一日 尚未行使	HK\$4.31 4.31 港元	10,857,000
Exercisable at 31 December 2023	於二零二三年十二月三十一日 可行使	HK\$4.31 4.31 港元	6,500,000
Granted during the year	年內授出	-	-
Exercised during the year	年內行使	-	-
Lapsed during the year	年內失效	HK\$4.31 4.31 港元	(51,000)
Outstanding at 31 December 2024	於二零二四年十二月三十一日 尚未行使	HK\$4.31 4.31 港元	10,806,000
Exercisable at 31 December 2024	於二零二四年十二月三十一日 可行使	HK\$4.31 4.31 港元	6,470,000

於二零二四年十二月三十一日尚未行使之購股權加權平均剩餘合約年期為 5.5 年(二零二三年：6.5 年)。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUE

Exposure to credit, liquidity and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade and bills receivables. The Group's exposure to credit risk arising from cash and cash equivalents and bank deposits is limited because the counterparties are banks for which the Group considers to have low credit risk.

The Group does not provide any guarantees which would expose the Group to credit risk.

Trade receivables

In respect of trade receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 30 to 240 days from the date of billing. The Group will also obtain deposits from customers prior to delivery of goods when credit limits granted are temporarily exceeded.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer, therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 4.57% (2023: 4.3%) and 15.21% (2023: 8.9%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

29 金融風險管理及公平值

本集團所面對的信貸、流動資金及貨幣風險均來自日常業務過程。本集團所面對的此等風險及本集團為管理此等風險而採用的金融風險管理政策及慣例載於下文。

(a) 信貸風險

信貸風險指因對手方不履行其合約義務導致本集團出現財務虧損的風險。本集團的信貸風險主要來自應收貿易賬款及應收票據。由於對手方為本集團認為具有低信貸風險的銀行，故本集團承擔的來自現金及現金等價物以及銀行存款的信貸風險有限。

本集團並無提供任何擔保令本集團承擔信貸風險。

應收貿易賬款

就應收貿易賬款而言，本集團會對所有需要超過一定金額信貸的客戶進行個別信貸評估。此等評估集中於客戶過往支付到期款項的記錄及現時的付款能力，並計及客戶的特定資料及客戶經營業務的經濟環境。應收貿易賬款乃於發票日期後30至240天內到期。當所授信貸暫時超越額度，本集團亦將會於交付貨品前向客戶收取訂金。

本集團所面對信貸風險主要受各客戶的個別特色所影響，因此，倘本集團應收個別客戶的款項屬重大，將產生高度集中的信貸風險。於報告期末，應收貿易賬款總額中分別有4.57%(二零二三年：4.3%)應收本集團最大客戶，以及15.21%(二零二三年：8.9%)應收五大客戶。

本集團使用撥備矩陣按整個存續期的預期信貸虧損金額計量應收貿易賬款之虧損撥備。由於本集團過往信貸虧損經驗並未就不同客戶分部呈現顯著不同的虧損模式，故並未就本集團不同客戶群體進一步區分根據逾期情況作出的虧損撥備。



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUE (CONTINUED)

(a) Credit risk (Continued)

Trade receivables (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables:

		2024 二零二四年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Current (not past due)	即期(未逾期)	0.6%	325,150	2,064
Less than 3 months or equal to 3 months past due	逾期三個月以內或 三個月	2.9%	90,996	2,657
Past due over 3 months	逾期三個月以上	42.0%	15,947	6,691
			432,093	11,412

		2023 二零二三年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Current (not past due)	即期(未逾期)	0.6%	323,354	1,940
Less than 3 months or equal to 3 months past due	逾期三個月以內或 三個月	10.0%	63,943	6,394
Past due over 3 months	逾期三個月以上	60.0%	34,728	20,837
			422,025	29,171

29 金融風險管理及公平值(續)

(a) 信貸風險(續)

應收貿易賬款(續)

下表提供有關本集團所承擔信貸風險及應收貿易賬款預期信貸虧損的資料：

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUE (CONTINUED)

(a) Credit risk (Continued)

Trade receivables (Continued)

The Group keeps assessing the expected loss rates based on the Group's historical credit loss experience over the past years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position.

The Group only accepts bank acceptance bills issued by major banks in the PRC and considers that the credit risk associated with such bank acceptance bills to be insignificant.

(b) Liquidity risk

The Group's policy is to regularly monitor its current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables present the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates prevailing at the end of the reporting period) and the earliest date the Group can be required to pay.

29 金融風險管理及公平值(續)

(a) 信貸風險(續)

應收貿易賬款(續)

本集團依據本集團於過往年度的過往信貸虧損經驗持續評估預期虧損率。此等比率為反映收集往績數據期間內的經濟狀況差異、目前狀況及本集團對應收款項預期存續期的經濟狀況的意見，而加以調整。

所承受最高信貸風險為各項金融資產於綜合財務狀況表內所列賬面值。

本集團僅接納由中國大型銀行發出的銀行承兌票據，並認為該等銀行承兌票據帶來的信貸風險屬輕微。

(b) 流動資金風險

本集團的政策乃定期監察當期及預期流動資金的需求，以確保其備存的現金儲備及向各大金融機構取得的承諾信貸額度足以應付短期及長期的流動資金需求。

下表列示本集團於報告期末的金融負債的已訂約餘下清償日期，乃根據已訂約未貼現現金流量(包括按合約利率計算的利息付款，或如按浮動利率計息，則以於報告期末的現行利率計算)以及本集團須支付的最早日期計算。



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUE (CONTINUED)

(b) Liquidity risk (Continued)

29 金融風險管理及公平值(續)

(b) 流動資金風險(續)

		31 December 2024 二零二四年十二月三十一日					
		Contractual Undiscounted Cash Outflow 已訂約未貼現現金流出					
		Within 1 year or on demand 一年內或 按要求 RMB'000 人民幣千元	More than 1 year but less than 2 years 一年以上 至兩年內 RMB'000 人民幣千元	More than 2 years but less than 5 years 兩年以上 至五年內 RMB'000 人民幣千元	More than 5 years 五年以上 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Carrying Amount 賬面值 RMB'000 人民幣千元
Bank loans	銀行貸款	514,424	689,096	-	-	1,203,520	1,185,262
Trade and other payables	應付貿易賬款及其他 應付款項	1,147,384	-	-	-	1,147,384	1,147,384
Lease liabilities	租賃負債	83,797	40,295	15,122	69	139,283	133,756
		1,745,605	729,391	15,122	69	2,490,187	2,466,402

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUE (CONTINUED)

(b) Liquidity risk (Continued)

29 金融風險管理及公平值(續)

(b) 流動資金風險(續)

31 December 2023

二零二三年十二月三十一日

		Contractual Undiscounted Cash Outflow				
		已訂約未貼現現金流出				
		Within 1 year or on demand 一年內或 按要求 RMB'000 人民幣千元	More than 1 year but less than 2 years 一年以上 至兩年內 RMB'000 人民幣千元	More than 2 years but less than 5 years 兩年以上 至五年內 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Carrying Amount 賬面值 RMB'000 人民幣千元
Bank loans	銀行貸款	289,862	189,000	702,654	1,181,516	1,143,210
Trade and other payables	應付貿易賬款及其他 應付款項	1,008,629	-	-	1,008,629	1,008,629
Lease liabilities	租賃負債	77,814	37,768	16,400	131,982	124,058
		1,376,305	226,768	719,054	2,322,127	2,275,897

Notes to the Financial Statements (Continued)**財務報表附註** (續)

(Expressed in Renminbi)(以人民幣為單位)

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUE (CONTINUED)**(c) Interest rate risk****(i) Interest rate risk profile**

The Group's interest rate risk arises primarily from bank loans issued at variable rates, and lease liabilities.

The following table details the interest rate profile of the Group's liabilities at the end of the reporting period:

		Notional amount 名義金額	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Fixed rate liabilities:	固定利率負債：		
Lease liabilities	租賃負債	133,756	124,058
Bank loans	銀行貸款	701,023	676,710
		834,779	800,768
Variable rate liabilities:	浮息負債：		
Bank loans	銀行貸款	484,239	466,500

(ii) Sensitivity analysis

At 31 December 2024, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have decreased/increased the group's profit after tax and retained profits by approximately RMB4,116,000.

29 金融風險管理及公平值(續)**(C) 利率風險****(i) 利率風險概況**

本集團的利率風險主要來自按浮動利率發放的銀行貸款以及租賃負債。

下表詳列本集團於報告期末的負債利率概況詳情：

		Notional amount 名義金額	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Fixed rate liabilities:	固定利率負債：		
Lease liabilities	租賃負債	133,756	124,058
Bank loans	銀行貸款	701,023	676,710
		834,779	800,768
Variable rate liabilities:	浮息負債：		
Bank loans	銀行貸款	484,239	466,500

(ii) 敏感性分析

於二零二四年十二月三十一日，估計利率整體增加 減少100個基點，在所有其他變量維持不變的情況下，本集團的除稅後利潤及保留溢利將會減少 增加約人民幣4,116,000元。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUE (CONTINUED)

(d) Currency risk

The Group's businesses are principally conducted in RMB and most of the Group's monetary assets and liabilities are denominated in RMB. Accordingly, the management consider the Group's exposure to currency risk is not significant. The Group does not employ any financial instruments for hedging purposes.

(e) Fair value

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

All financial assets and liabilities are carried at amounts not materially different from their fair values as at 31 December 2024 and 2023.

29 金融風險管理及公平值(續)

(d) 貨幣風險

本集團的業務主要以人民幣進行且本集團大部分的貨幣資產及負債乃以人民幣計值。因此，管理層認本集團面臨的貨幣風險並不重大。本集團並無採用任何金融工具作對沖之用。

(e) 公平值

下表呈列本集團於報告期末按經常性基準所計量的金融工具公平值。該等金融工具已歸入國際財務報告準則第13號公平值計量所界定的三個公平值層級。本集團參照以下估值方法所採用的輸入數據的可觀察程度及重要性，釐定公平值計量數值所應歸屬的層級：

- 第一級估值：公平值僅使用第一級數據計量，即於計量日期根據相同資產或負債於活躍市場之未經調整報價。
- 第二級估值：公平值使用第二級數據計量，即可觀察數據未能達到第一級，且並未使用重大不可觀察數據。不可觀察數據為其市場數據不可用之數據。
- 第三級估值：公平值使用重大不可觀察數據計量。

於二零二四年及二零二三年十二月三十一日，所有金融資產及負債的賬面值與其公平值並無重大差別。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

30 COMMITMENTS

Capital commitments of the Group in respect of property, plant and equipment outstanding at 31 December 2024 not provided for in the financial statements were as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Contracted for	已訂約	4,522	20,971
Authorised but not contracted for	已授權但未訂約	12,034	9,922
		16,556	30,793

31 MATERIAL RELATED PARTY TRANSACTIONS

(A) Related party transactions

Except for the related party information disclosed elsewhere in the financial statements, the Group did not have any related party transactions for the year ended 31 December 2023 and 2024.

(B) Balances with related parties

The Group did not have any outstanding balances with related parties as at 31 December 2024 and 31 December 2023.

30 承擔

於二零二四年十二月三十一日，本集團尚未於財務報表作出撥備的有關物業、廠房及設備的資本承擔如下：

31 重大關連方交易

(a) 關連方交易

除財務報表其他部分披露的關聯方資料外，截至二零二三年及二零二四年十二月三十一日止年度，本集團概無任何關聯方交易。

(b) 與關連方之結餘

於二零二四年十二月三十一日及二零二三年十二月三十一日，本集團與關連方概無任何未償還的結餘。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

32 ACCOUNTING ESTIMATES AND JUDGEMENTS

The methods, estimates and judgements the Directors used in applying the Group's accounting policies have a significant impact on the Group's financial position and operating results. Some of the accounting policies require the Group to apply estimates and judgements, on matters that are inherently uncertain. The main accounting judgements in applying the Group's accounting policies are described below.

(a) Depreciation and amortisation

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives. Intangible assets except for those with indefinite lives are amortised on straight line basis over the estimated useful lives. The Group reviews annually the useful life of an asset and its residual value, if any, based on the Group's experience with similar assets and taking into account anticipated technology changes. The depreciation and amortisation expenses for future periods are adjusted if there are significant changes from previous estimation.

(b) Impairments for non-current assets

The Group reviews the carrying amounts of the non-current assets at the end of each reporting period to determine whether there is objective evidence of impairment. When indication of impairment is identified, management determines the recoverable amount to assess the differences between the carrying amount and recoverable amount and provide for impairment loss. Any change in the assumption adopted in the cash flow forecasts and fair value measurement would increase or decrease in the provision of impairment loss and affect the Group's net asset value.

An increase or decrease in the above impairment loss would affect the net profit in the year and in future years.

(c) Income taxes

Determining income tax provisions involves judgement on the future tax treatment of certain transactions and interpretation of tax rules. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation.

Deferred tax assets are recognised for deductible temporary differences. As those deferred tax assets can only be recognised to the extent that it is probable that future profit will be available against which the deductible temporary differences can be utilised, management's judgement is required to assess the probability of future taxable profits.

32 會計估計及判斷

董事應用本集團的會計政策時所用方法、估計及判斷，對本集團的財務狀況及經營業績產生重大影響。部分會計政策要求本集團對本質上不確定的事項作出估計及判斷。應用本集團會計政策時所作出的主要會計判斷載於下文。

(a) 折舊及攤銷

物業、廠房及設備乃按其估計可使用年期以直線法折舊。無形資產(無限使用年期者除外)按其估計可使用年期以直線法攤銷。本集團就類似資產的經驗及考慮到的預期技術變動，每年複核資產的可使用年期及其殘值(如有)。倘原有估計發生重大變動，則會對未來期間的折舊及攤銷開支作出調整。

(b) 非流動資產減值

本集團於各報告期末複核非流動資產的賬面值，以釐定是否有客觀證據顯示資產出現減值。當識別資產有減值跡象，管理層釐定可收回金額以評估賬面值與可收回金額之間的差額，並對減值虧損計提撥備。於現金流量預測及公平值計量中所採用假設的任何改變，或會導致減值虧損撥備增加或減少，並對本集團的資產淨值構成影響。

上述減值虧損的增減可能會影響該年度及未來年度的淨利潤。

(c) 所得稅

釐定所得稅撥備涉及對若干交易未來稅務處理的判斷及對稅務規則的詮釋。本集團慎重評估各項交易的稅務影響，並計提相應的稅項撥備。本集團會根據稅務法規的所有改動，定期重新考慮此等交易的稅務處理。

遞延稅項資產乃就可抵扣暫時性差異而獲確認。由於該等遞延稅項資產僅限於很可能獲得可以利用可抵扣暫時性差異的未來利潤時方會確認，故需要管理層判斷獲得未來應課稅利潤的可能性。



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

32 ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(d) Net realisable value of inventories

The Group performs regular reviews of the carrying amounts of inventories with reference to aged inventories analysis, projections of expected future saleability of goods and management experience and judgement. Based on this review, write-down of inventories will be made when the carrying amounts of inventories decline below their estimated net realisable value. Due to changes in market conditions, actual saleability of goods may be different from estimation and profit or loss could be affected by differences in this estimation.

(e) Loss allowance for trade receivables

The Group estimates the loss allowances for trade receivables by assessing the ECLs. This requires the use of estimates and judgements. ECLs are based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the end of reporting period. Where the estimation is different from the original estimate, such difference will affect the carrying amounts of trade receivables and thus the impairment loss in the period in which such estimate is changed. The Group keeps assessing the expected credit loss of trade receivables during their expected lives.

(f) Bank acceptance bills

As set out in note 29(a), the Group considers that the credit risk associated with bank acceptance bills issued by major banks in the PRC to be insignificant. The Group monitors the credit risk of issuing banks. The judgement to derecognise bank acceptance bills upon discounting or endorsement is reviewed when the credit risk of issuing banks deteriorates significantly.

32 會計估計及判斷(續)

(d) 存貨的可變現淨值

本集團會參考存貨賬齡分析、預期貨品未來的銷售情況以及管理層的經驗及判斷而定期複核存貨的賬面值。據此，倘存貨的賬面值跌至低於其估計可變現淨值，本集團則會撇減存貨。鑑於市況出現變動，貨品的實際銷售情況可能與估計有所不同，而此估計的差額可能影響損益。

(e) 應收貿易賬款的虧損撥備

本集團透過評估預期信貸虧損估計應收貿易賬款的虧損撥備。這要求使用估計及判斷。預期信貸虧損乃基於本集團的過往信貸虧損經驗，按在報告期末債務人的特定因素及對當前及預測整體經濟狀況的評估進行調整。倘該估計有別於原有估計，有關差異將影響應收貿易賬款的賬面值，進而影響有關估計變動期間的減值虧損。本集團持續評估應收貿易賬款於預期存續期內的預期信貸虧損。

(f) 銀行承兌票據

誠如附註 29(a) 所載，本集團認為由中國大型銀行發出的銀行承兌票據帶來的信貸風險屬輕微。本集團監察發行銀行的信貸風險。倘發行銀行的信貸風險明顯惡化，則會複核於貼現或背書時終止確認銀行承兌票據的判斷。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

33 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2024

Up to the date of issue of these financial statements, the IASB has issued a number of new or amended standards, which are not yet effective for the year ended 31 December 2024 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the group.

33 截至二零二四年十二月三十一日止年度已頒佈但並未生效的修訂、新準則及詮釋可能造成的影響

直至此等財務報表的刊發日期，國際會計準則委員會已頒佈多項新訂或經修訂準則，該等準則於截至二零二四年十二月三十一日止年度尚未生效，且並無於此等財務報表內採納。該等準則包括以下可能與本集團相關的項目。

	Effective for accounting periods beginning on or after 於以下日期或之後開始的 會計期間生效
Amendments to IAS 21, The effects of changes in foreign exchange rates: Lack of exchangeability 國際會計準則第21號(修訂本)，外匯匯率變動之影響：缺乏可兌換性	1 January 2025 二零二五年一月一日
Amendments to IFRS 9, Financial instruments and IFRS 7, Financial instruments: disclosures – Amendments to the classification and measurement of financial instruments 國際財務報告準則第9號(修訂本)，金融工具及國際財務報告準則第7號， 金融工具：披露 – 金融工具的分類與計量(修訂本)	1 January 2026 二零二六年一月一日
Annual improvements to IFRS Accounting Standards – Volume 11 國際財務報告準則會計準則的年度改進 – 第11冊	1 January 2026 二零二六年一月一日
IFRS 18, Presentation and disclosure in financial statements 國際財務報告準則第18號，財務報表的呈列及披露	1 January 2027 二零二七年一月一日
Amendments to IFRS 19, Subsidiaries without public accountability disclosures 國際財務報告準則第19號，非公共受託責任附屬公司之披露	1 January 2027 二零二七年一月一日

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團正在評估此等修訂於首次應用期間預期將造成的影響。截至目前，本集團認為採納該等修訂不太可能對綜合財務報表造成重大影響。



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

34 SUBSIDIARIES

34 附屬公司

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊成立 成立及經營地點	Particular of issued and fully paid-up capital 已發行及 繳足股本的詳情	Proportion of ownership interest 所有權權益比例			Principal activities 主要業務
			The Group's effective interest 本集團的 實際權益	Held by the Company 由本公司 持有	Held by a subsidiary 由一家附屬 公司持有	
Lilang Holdings Limited 利郎控股有限公司	BVI 英屬處女群島	US\$20,000 20,000 美元	100%	100%	–	Investment holding 投資控股
Lilang (Hong Kong) International Co., Limited 香港利郎國際有限公司	Hong Kong 香港	HK\$20,000 20,000 港元	100%	–	100%	Trading, investment holding and provision of management services 貿易、投資控股及提供管理服務
Lilang (Fujian) Garment Co., Ltd. (Note b) 利郎(福建)時裝有限公司(附註 b)	The PRC 中國	HK\$20,000,000 20,000,000 港元	100%	–	100%	Sales of menswear and accessories 男士服裝及配飾的銷售
Lilang (China) Co., Ltd. ("Lilang China") (Note b) 利郎(中國)有限公司(「利郎中國」) (附註 b)	The PRC 中國	HK\$315,000,000 315,000,000 港元	100%	–	100%	Manufacturing and sales of menswear and accessories 男士服裝及配飾的製造及銷售
Lilang (Shanghai) Co., Ltd. (Note b) 利郎(上海)有限公司(附註 b)	The PRC 中國	HK\$120,000,000 120,000,000 港元	100%	–	100%	Sales of menswear and accessories 男士服裝及配飾的銷售
Lilang (Jiangxi) Garment Co., Ltd. (Note b) 利郎(江西)服飾有限公司(附註 b)	The PRC 中國	HK\$10,000,000 10,000,000 港元	100%	–	100%	Sales of menswear and accessories 男士服裝及配飾的銷售
Xizang Lilang Garment Co., Ltd. ("Xizang Lilang") (Note c) 西藏利郎服飾有限公司(「西藏利郎」) (附註 c)	The PRC 中國	Note a 附註 a	100%	–	100%	Sales of menswear and accessories 男士服裝及配飾的銷售
Xizang Ling Shang Garment Co., Ltd. (Note b) 西藏領尚服飾有限公司(附註 b)	The PRC 中國	HK\$50,000,000 50,000,000 港元	100%	–	100%	Sales of menswear and accessories 男士服裝及配飾的銷售
Bujiandan (Xiamen) Garment Co., Ltd. (Note b) 布簡單(廈門)服飾有限公司(附註 b)	The PRC 中國	US\$27,000,000 27,000,000 美元	100%	–	100%	Sales of menswear and accessories 男士服裝及配飾的銷售
Lilang (F 100%).						

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

34 SUBSIDIARIES (CONTINUED)

34 附屬公司(續)

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊成立 成立及經營地點	Particular of issued and fully paid-up capital 已發行及 繳足股本的詳情	Proportion of ownership interest 所有權權益比例		Principal activities 主要業務	
			The Group's effective interest 本集團的 實際權益	Held by the Company 由本公司 持有		Held by a subsidiary 由一家附屬 公司持有
Fujian Lilang Logistic Technology Co., Ltd. ("Lilang Logutie") (Note b) 福建利郎物流科技有限公司 (「利郎物流」)(附註 b)	The PRC 中國	Note a 附註 a	100%	-	100%	Provision of transaction and storage services 提供運輸及儲存服務
Xizang Lilang Minimalist Menswear Co., Ltd. ("Xizang Minimalist") (Note b) 西藏利郎簡約男裝有限公司 (「西藏簡約」)(附註 b)	The PRC 中國	Note a 附註 a	100%	-	100%	Sales of menswear and accessories 男士服裝及配飾的銷售
Lilang Qihang (Fujian) Clothing Co., Ltd. ("Lilang Qihang") (Note c) 利郎啟航(福建)服飾有限公司 (「利郎啟航」)(附註 c)	The PRC 中國	RMB10,000,000 人民幣 10,000,000	100%	-	100%	Sales of menswear and accessories 男士服裝及配飾的銷售
Munsingwear (Shanghai) Brand Management Co., Ltd ("Munsingwear") (Note b) 萬星威(上海)品牌管理有限公司 (「萬星威」)(附註 b)	The PRC 中國	Note a 附註 a	54%	-	54%	Brand management and sales of apparel and accessories 品牌管理和服裝及配飾的銷售
Lilanz (Malaysia) Sdn Bhd ("Lilang Malaysia") 利郎(馬來西亞)有限公司 (「利郎馬來西亞」)	Malaysia 馬來西亞	Note a 附註 a	100%	-	100%	Sales of menswear and accessories 男士服裝及配飾的銷售

Notes:

- (a) The registered capital of Xizang Lilang, Lilang Commerce, Lilang E-commerce, Lilang Minimalist, Lilang Logistic, Xizang Minimalist, Munsingwear and Lilanz Malaysia are RMB20,000,000, HK\$20,000,000, HK\$50,000,000, RMB10,000,000, RMB20,000,000, RMB20,000,000, RMB277,777,000 and HK\$10,000,000 respectively, of which RMB20,000,000, HK\$11,847,180, HK\$6,519,660, RMB10,000,000, RMB20,000,000, RMB20,000,000, RMB97,978,000 and HK\$8,000,000 were yet to be contributed by the Group at 31 December 2024.
- (b) These entities are wholly foreign owned enterprises established in the PRC.
- (c) These entities are limited liability companies established in the PRC.

附註：

- (a) 西藏利郎、利郎商務、利郎電子商務、利郎簡約、利郎物流、西藏簡約、萬星威及利郎馬來西亞的註冊資本分別為人民幣 20,000,000 元、20,000,000 港元、50,000,000 港元、人民幣 10,000,000 元、人民幣 20,000,000 元、人民幣 20,000,000 元、人民幣 277,777,000 元及 10,000,000 港元，其中人民幣 20,000,000 元、11,847,180 港元、6,519,660 港元、人民幣 10,000,000 元、人民幣 20,000,000 元、人民幣 20,000,000 元、人民幣 97,978,000 元及 8,000,000 港元於二零二四年十二月三十一日尚未獲本集團注資。
- (b) 該等實體為於中國成立的外商獨資企業。
- (c) 該等實體為於中國成立的有限公司。



Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi)(以人民幣為單位)

35 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 31 December 2024, the Directors consider the immediate and ultimate controlling party of the Group to be Xiao Sheng International Limited, which is incorporated in the British Virgin Islands. This entity does not produce financial statements available for public use.

35 直系及最終控股公司

董事認為，於二零二四年十二月三十一日，本集團直系及最終控股公司為曉升國際有限公司，該公司於英屬處女群島註冊成立。此實體並無編製公開財務報表。



Five Years Summary

五年概要

(Expressed in Renminbi)(以人民幣為單位)

