

Asia Strategy Digit Technology Holdings Limited 亞洲策略數字科技控股有限公司

(formerly known as 中國集成控股有限公司 China Jicheng Holdings Limited)

(前稱中國集成控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code 股份代號 : 1027)



2025 年報

Annual Report



→ 2025

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Mr. Steve Andrew Chen (*Chairman*)
Mr. Huang Wenji
Mr. Yang Guang
Mr. Lin Zhenshuang
Mr. Chung Kin Hung, Kenneth

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tso Sze Wai
Mr. Yang Xuetai
Ms. Lee Kit Ying, Winnie

BOARD COMMITTEES

AUDIT COMMITTEE

Mr. Tso Sze Wai (*Chairman*)
Mr. Yang Xuetai
Ms. Lee Kit Ying, Winnie

REMUNERATION COMMITTEE

Ms. Lee Kit Ying, Winnie (*Chairperson*)
Mr. Tso Sze Wai
Mr. Yang Xuetai

NOMINATION COMMITTEE

Mr. Yang Xuetai (*Chairman*)
Mr. Tso Sze Wai
Ms. Lee Kit Ying, Winnie

COMPANY SECRETARY

Mr. Yuen Wai Keung

AUTHORISED REPRESENTATIVES

Mr. Huang Wenji
Mr. Yuen Wai Keung

REGISTERED OFFICE

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

董事會

執行董事

陳安之 (*主席*)
黃文集先生
楊光先生
林貞雙先生
鍾健雄先生

獨立非執行董事

曹思維先生
楊學太先生
李結英女士

董事委員會

審核委員會

曹思維先生 (*主席*)
楊學太先生
李結英女士

薪酬委員會

李結英女士 (*主席*)
曹思維先生
楊學太先生

提名委員會

楊學太先生 (*主席*)
曹思維先生
李結英女士

公司秘書

袁偉強先生

授權代表

黃文集先生
袁偉強先生

註冊辦事處

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

CORPORATE INFORMATION

公司資料

COMPANY WEBSITE

www.china-jicheng.cn

網址

www.china-jicheng.cn

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

Yonghe Industrial Section
Yonghe Town
Jinjiang City
Fujian Province
PRC

中國總辦事處及主要營業地點

中國
福建省
晉江市
永和鎮
永和工業園

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 905, 9/F
San Toi Building
137-139 Connaught Road Central
Sheung Wan, Hong Kong

香港主要營業地點

香港上環
干諾道中137-139號
三台大廈
9樓905室

STOCK CODE

01027

股份代號

01027

CAYMAN ISLANDS SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Ltd.
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

開曼群島股份過戶登記處

Ocorian Trust (Cayman) Ltd.
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

HONG KONG SHARE REGISTRAR

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

香港股份過戶登記處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

AUDITOR

Infinity CPA Limited
Room 1501, 15/F
Olympia Plaza
255 King's Road
North Point, Hong Kong

核數師

致寶信勤會計師事務所有限公司
香港北角
英皇道255號
國都廣場
15樓1501室

PRINCIPAL BANKERS

Bank of China Limited Jinjiang Branch
China Construction Bank Corporation Jinjiang Branch

主要往來銀行

中國銀行股份有限公司晉江支行
中國建設銀行股份有限公司晉江分行

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the board (the “Board”) of directors (the “Directors”) of Asia Strategy Digit Technology Holdings Limited (formerly known as China Jicheng Holdings Limited) (the “Company”), I am pleased to present our annual report of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2025.

The Group is principally engaged in the manufacturing and sale of POE umbrellas, nylon umbrellas and umbrella parts such as plastic cloth and shaft. During the year ended 31 December 2025, the Group's revenue decreased to approximately RMB277 million, representing a decrease of approximately 21.5% in comparison to that of 2024. For the year ended 31 December 2025, the Group recorded a loss for the year of approximately RMB10 million, as compared with profit of approximately RMB11 million for the year ended 31 December 2024. The Directors do not recommend the payment of final dividend for the year ended 31 December 2025.

The revenue of the Group's POE umbrellas products increased by approximately RMB11 million, or 25.6%, from approximately RMB43 million for the year ended 31 December 2024 to approximately RMB54 million for the year ended 31 December 2025.

The revenue of the Group's nylon umbrellas products increased by approximately RMB1 million, or 0.7%, from approximately RMB145 million for the year ended 31 December 2024 to approximately RMB146 million for the year ended 31 December 2025.

The revenue of the Group's umbrella parts products decreased by approximately RMB88 million, or 53.3%, from approximately RMB165 million for the year ended 31 December 2024 to approximately RMB77 million for the year ended 31 December 2025.

致列位股東：

本人謹代表亞洲策略數字科技控股有限公司（前稱中國集成控股有限公司）（「本公司」）董事（「董事」）會（「董事會」）欣然提呈本公司及其附屬公司（統稱「本集團」）截至二零二五年十二月三十一日止年度之年度報告。

本集團主要從事製造及銷售POE雨傘、尼龍雨傘及雨傘零部件，如塑料布及中棒。截至二零二五年十二月三十一日止年度，本集團之收益減少至約人民幣277百萬元，較二零二四年減少約21.5%。截至二零二五年十二月三十一日止年度，本集團錄得年內虧損約人民幣10百萬元，而截至二零二四年十二月三十一日止年度錄得溢利約人民幣11百萬元。董事會不建議派發截至二零二五年十二月三十一日止年度之末期股息。

本集團POE雨傘產品之收益由截至二零二四年十二月三十一日止年度之約人民幣43百萬元增加約人民幣11百萬元或25.6%至截至二零二五年十二月三十一日止年度之約人民幣54百萬元。

本集團尼龍雨傘產品之收益由截至二零二四年十二月三十一日止年度之約人民幣145百萬元增加約人民幣1百萬元或0.7%至截至二零二五年十二月三十一日止年度之約人民幣146百萬元。

本集團雨傘零部件產品之收益由截至二零二四年十二月三十一日止年度之約人民幣165百萬元減少約人民幣88百萬元或53.3%至截至二零二五年十二月三十一日止年度之約人民幣77百萬元。

CHAIRMAN'S STATEMENT

主席報告

Our principal objectives are to maintain and strengthen our position as a leading umbrella manufacturer focused in Japan market and on our own branded umbrella products in the People's Republic of China ("PRC") market, and increase our market share in existing markets such as Hong Kong, Cambodia and Republic of Korea.

Looking ahead, the Group will shift business focus from developing upstream manufacturing to downstream distribution network and brand building so as to facilitate promotion of the Group's branded umbrellas which command higher margins and create higher values as well as bringing better return to our shareholders. To diversify its business and explore potential business opportunities, the Group is exploring and developing business opportunities and projects.

On behalf of the Board of Directors, I would like to thank all the colleagues for their diligence, dedication, loyalty and integrity. I would also like to thank all the shareholders, customers, bankers and other business associates for their trust and support.

Steve Andrew Chen
Chairman

Fujian Province, the PRC, 26 March 2026

本集團之主要目標旨在維持及鞏固本集團作為日本市場雨傘製造商及中華人民共和國（「中國」）市場自有品牌雨傘製造商之領先地位以及擴大本集團於香港、柬埔寨及韓國等現有市場之市場份額。

展望未來，本集團將業務重心自發展上游製造轉移至下游分銷網絡及品牌建設以促進推廣利潤率較高之本集團品牌雨傘以及創造更多價值，從而為本集團的股東帶來更豐厚回報。為多元化發展業務，並物色潛在商機，本集團正在物色及開發商業機會及項目。

本人謹代表董事會感謝全體同寅的勤勉工作、盡忠職守、忠誠效力及誠信操守。本人亦感謝各位股東、客戶、往來銀行及其他業務夥伴的信任及支持。

主席
陳安之

中國·福建省·二零二六年三月二十六日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

BUSINESS REVIEW

The Group is principally engaged in the manufacturing and sale of POE umbrellas, nylon umbrellas and umbrella parts such as plastic cloth and shaft. The Group manufactures products at the production site located in Dongshi Town and Yonghe Town of Jinjiang City in Fujian Province of the PRC.

The Group principally engaged in selling POE umbrellas, nylon umbrellas and umbrella parts on export basis to the Group's overseas customers which accounted for approximately 71% of the Group's total revenue for the year ended 31 December 2025. The Group exported its POE umbrellas, nylon umbrellas and umbrella parts to markets such as Japan, Hong Kong, Republic of Korea, Taiwan, Spain and Cambodia. The Group's overseas customers would usually provide the Group with their design and specification. The Group's sales personnel would closely communicate with the Group's customers. Depending on the specific needs of these overseas customers, the Group's sales personnel would put forward the Group's suggestions for modifications to design and specification from its research and development staff to the Group's customers for their consideration. When customers decide on the final design and specification, the Group would make samples and provide to the Group's customers for approval.

For domestic market, the Group sold its POE umbrellas, nylon umbrellas and umbrella parts to the Group's customers in the PRC which accounted for approximately 29% of the Group's total revenue for the year ended 31 December 2025. The Group's domestic customers would usually place orders with the Group from selection of its existing POE umbrellas and nylon umbrellas products which are all designed by its research and development team. The Group also sell some of its POE umbrellas and nylon umbrellas under the Group's Jicheng (集成) brand through sales to our non-trading customers such as supermarkets.

The Group also manufactured umbrella parts as an ancillary products mainly for the Group's existing customers, both overseas and domestic customers, some of which also purchased POE umbrellas and nylon umbrellas from the Group.

The Group's new business strategy is to shift business focus from developing upstream manufacturing to downstream distribution network and brand building so as to facilitate promotion of the Group's branded umbrellas which command higher margins.

To diversify its business and explore potential business opportunities, the Group is exploring and developing business opportunities and projects.

業務回顧

本集團主要從事製造及銷售POE雨傘、尼龍雨傘及雨傘零部件，如塑料布及中棒。本集團位於中國福建省晉江市東石鎮及永和鎮的生產場地生產產品。

本集團主要以出口形式向本集團之海外客戶銷售POE雨傘、尼龍雨傘及雨傘零部件，其於截至二零二五年十二月三十一日止年度佔本集團總收益之約71%。本集團向日本、香港、韓國、台灣、西班牙及柬埔寨等市場出口POE雨傘、尼龍雨傘及雨傘零部件。本集團之海外客戶通常向本集團提供設計及規格。本集團之銷售人員與本集團之客戶進行緊密溝通。根據該等海外客戶之特定需求，本集團之銷售人員將向本集團之客戶提供本集團研發團隊對設計及規格之修改建議，以供其考慮。當客戶決定最終設計及規格後，本集團將製作樣本並提供予本集團之客戶，以待其批准。

就國內市場而言，本集團向本集團之中國客戶銷售POE雨傘、尼龍雨傘及雨傘零部件，其於截至二零二五年十二月三十一日止年度佔本集團總收益之約29%。本集團之國內客戶通常自全部由本集團之研發團隊設計之現有POE雨傘及尼龍雨傘產品中進行甄選並下單。本集團亦透過向非貿易客戶（如超市）銷售本集團之集成品牌下之若干POE雨傘及尼龍雨傘。

本集團亦主要為本集團之現有客戶（海外及國內客戶）製造作為輔助產品之雨傘零部件，其中若干客戶亦自本集團採購POE雨傘及尼龍雨傘。

本集團的新業務策略是將業務重心自發展上游製造轉移至下游分銷網絡及品牌建設以促進推廣利潤率較高之本集團品牌雨傘。

為多元化發展業務，並物色潛在商機，本集團正在物色及開發商業機會及項目。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

FINANCIAL REVIEW

REVENUE

The revenue decreased from approximately RMB353 million for the year ended 31 December 2024 to approximately RMB277 million for the year ended 31 December 2025, representing a decrease of approximately 21.5%, which was mainly attributable to the decrease demand for the Umbrella parts.

COST OF SALES

The cost of sales decreased from approximately RMB323 million for the year ended 31 December 2024 to approximately RMB256 million for the year ended 31 December 2025, representing a decrease of approximately 20.7%. The decrease was mainly attributable to the corresponding decrease in direct materials costs and direct labour costs were in line with the Group's decrease in revenue during the year ended 31 December 2025.

GROSS PROFIT AND GROSS MARGIN

As a result of the foregoing, the gross profit decreased by approximately RMB11 million, or 35.5%, from approximately RMB31 million for the year ended 31 December 2024 to approximately RMB20 million for the year ended 31 December 2025. The gross profit margin decreased from approximately 8.8% for the year ended 31 December 2024 to approximately 7.2% for the year ended 31 December 2025.

OTHER INCOME AND NET GAIN

The Group recorded other income and net gain of approximately RMB6.0 million for the year ended 31 December 2025 as compared with other income and net gain of approximately RMB3 million for the year ended 31 December 2024. It was mainly due to the exchange loss of approximately RMB3 million was primarily due to the weakening of the United States dollar and the Japanese yen against the RMB during the year ended 31 December 2025, and offset by a gain on financial assets at fair value through profit or loss of approximately RMB8 million during the year ended 31 December 2025.

SELLING AND DISTRIBUTION EXPENSES

Selling and distribution expenses decreased by approximately RMB2 million or 12.5% from approximately RMB16 million for the year ended 31 December 2024 to approximately RMB14 million for the year ended 31 December 2025. The decrease was mainly due to lower sales volume.

財務回顧

收益

收益由截至二零二四年十二月三十一日止年度之約人民幣353百萬元減少至截至二零二五年十二月三十一日止年度之約人民幣277百萬元，降幅為約21.5%，主要是由於雨傘零部件的需求減少。

銷售成本

銷售成本由截至二零二四年十二月三十一日止年度之約人民幣323百萬元減少至截至二零二五年十二月三十一日止年度之約人民幣256百萬元，降幅為約20.7%。該減少乃主要由於直接材料成本及直接勞工成本相應減少，這與本集團截至二零二五年十二月三十一日止年度收益的減少一致。

毛利及毛利率

由於上述原因，毛利由截至二零二四年十二月三十一日止年度之約人民幣31百萬元減少約人民幣11百萬元或35.5%至截至二零二五年十二月三十一日止年度之約人民幣20百萬元。毛利率由截至二零二四年十二月三十一日止年度之約8.8%下降至截至二零二五年十二月三十一日止年度之約7.2%。

其他收入及收益淨額

截至二零二五年十二月三十一日止年度，本集團錄得其他收入及收益淨額約人民幣6.0百萬元，而截至二零二四年十二月三十一日止年度則錄得其他收入及收益淨額約人民幣3百萬元，主要由於截至二零二五年十二月三十一日止年度，美元及日圓兌人民幣走弱導致匯兌虧損約人民幣3百萬元，並被截至二零二五年十二月三十一日止年度按公平值計入損益的金融資產收益約人民幣8百萬元所抵銷。

銷售及分銷開支

銷售及分銷開支由截至二零二四年十二月三十一日止年度之約人民幣16百萬元減少約人民幣2百萬元或12.5%至截至二零二五年十二月三十一日止年度之約人民幣14百萬元。減少主要由於銷量下降。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

ADMINISTRATIVE EXPENSES

Administrative expenses increased by approximately RMB3 million, or 8.1%, from approximately RMB37 million for the year ended 31 December 2024 to approximately RMB40 million for the year ended 31 December 2025. The increase in administrative expenses was mainly due to the increase in staff costs of approximately RMB1 million during the year ended 31 December 2025.

FINANCE COSTS

Finance costs remained stable as approximately RMB4 million and RMB4 million for the years ended 31 December 2025 and 2024.

IMPAIRMENT LOSS ON PROPERTY, PLANT AND EQUIPMENT

During the year ended 31 December 2025, the Group incurred losses and experienced a significant decline in revenue of 21.5% compared with the previous year. These factors were identified by management as impairment indicators for the Group's non-current assets.

Accordingly, management estimated the recoverable amount of the relevant assets based on their value in use, determined using discounted cash flow forecasts. As the recoverable amounts were lower than the carrying amounts of the property, plant and equipment, an impairment loss of approximately RMB10 million was recognised during the year ended 31 December 2025.

(LOSS)/PROFIT FOR THE YEAR

For the year ended 31 December 2025, the Group recorded a loss for the year of approximately RMB10 million, as compared with profit of approximately RMB11 million for the year ended 31 December 2024. The decline in the financial performance of the Group were mainly due to (i) the decrease in the revenue of approximately RMB76 million during the year ended 31 December 2025, as the demand for umbrella parts has decreased significantly due to poor market conditions; and (ii) the impairment losses on property, plant and equipment amounted to approximately RMB10 million for the year ended 31 December 2025.

行政開支

行政開支由截至二零二四年十二月三十一日止年度之約人民幣37百萬元增加約人民幣3百萬元或8.1%至截至二零二五年十二月三十一日止年度之約人民幣40百萬元。行政開支增加主要是由於截至二零二五年十二月三十一日止年度員工成本增加約人民幣1百萬元。

財務成本

財務成本於截至二零二五年及二零二四年十二月三十一日止年度保持穩定，分別約為人民幣4百萬元及人民幣4百萬元。

物業、廠房及設備減值虧損

截至二零二五年十二月三十一日止年度，本集團產生虧損且收益較去年同期大幅下跌21.5%。管理層將該等因素識別為本集團非流動資產的減值跡象。

因此，管理層根據使用價值估計相關資產的可收回金額，該使用價值使用貼現現金流量預測釐定。由於可收回金額低於物業、廠房及設備的賬面值，截至二零二五年十二月三十一日止年度確認減值虧損約人民幣10百萬元。

年內（虧損）／溢利

截至二零二五年十二月三十一日止年度，本集團錄得年內虧損約人民幣10百萬元，而截至二零二四年十二月三十一日止年度則錄得溢利約人民幣11百萬元。本集團財務表現下降的主要因為：(i) 截至二零二五年十二月三十一日止年度，由於市況不佳，對雨傘零部件的需求大幅減少，故收益減少約人民幣76百萬元；及(ii) 截至二零二五年十二月三十一日止年度，物業、廠房及設備減值虧損約人民幣10百萬元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2025, the Group's bank balances and cash (including pledged time deposits of approximately RMB17 million (2024: approximately RMB23 million)) amounted to approximately RMB22 million (2024: approximately RMB27 million), and short-term bank borrowings amounted to RMB99 million (2024: approximately RMB81 million). The annual interest rates of loans ranged from 1.5% to 4.53% (2024: 3.4% to 4.55%).

The Group's current ratio decreased from 2.3 times as at 31 December 2024 to 2.2 times as at 31 December 2025, which was calculated based on the total current assets divided by the total current liabilities. As at 31 December 2025, the gearing ratio was approximately 53% (2024: approximately 45%), which was calculated based on the bank borrowings and bills payables to the percentage of the total equity.

INVENTORIES

As at 31 December 2025, the inventories were approximately RMB118 million (2024: approximately RMB136 million). The inventory turnover days were increased from approximately 142 days in 2024 to approximately 181 days in 2025, which was calculated based on the average of the beginning and ending balance of inventories for the year divided by cost of sales for the year, and multiplied by 365 days.

TRADE RECEIVABLES

As at 31 December 2025, the trade receivables were approximately RMB119 million (2024: approximately RMB114 million). The Group generally allows an average credit period of 90 to 180 days to its trade customers. The average trade receivables turnover day was increased from approximately 107 days in 2024 to approximately 154 days in 2025, which was calculated based on the average of the beginning and ending trade receivable balances for the year divided by revenue for the year and multiplied by 365 days.

PREPAYMENTS

As at 31 December 2025, the prepayments were approximately RMB63 million (2024: approximately RMB30 million). The increase of prepayments to suppliers of raw material represented advance payments to our existing major suppliers, who are independent of the Company, to secure a steady supply of raw materials/lock in pricing in response to current market conditions. The advances were payments for procurement of materials were conducted in the ordinary and usual course of business.

流動資金及財務資源

於二零二五年十二月三十一日，本集團之銀行結餘及現金（包括已抵押定期存款約人民幣17百萬元（二零二四年：約人民幣23百萬元））約為人民幣22百萬元（二零二四年：約人民幣27百萬元），而短期銀行借款達人民幣99百萬元（二零二四年：約人民幣81百萬元）。貸款年利率介乎1.5%至4.53%（二零二四年：3.4%至4.55%）。

本集團之流動比率由二零二四年十二月三十一日的2.3倍下降至二零二五年十二月三十一日的2.2倍，乃根據流動資產總值除以流動負債總額計算得出。於二零二五年十二月三十一日，資產負債比率為約53%（二零二四年：約45%），乃根據銀行借款及應付票據佔權益總額之百分比計算得出。

存貨

於二零二五年十二月三十一日，存貨為約人民幣118百萬元（二零二四年：約人民幣136百萬元）。存貨週轉日數由二零二四年之約142日上升至二零二五年之約181日，其按本年度年初及年末存貨結餘之平均值除以本年度銷售成本再乘以365日計算得出。

貿易應收款項

於二零二五年十二月三十一日，貿易應收款項為約人民幣119百萬元（二零二四年：約人民幣114百萬元）。本集團一般授予其貿易客戶之平均信貸期為90至180日。貿易應收款項之平均週轉日數由二零二四年之約107日上升至二零二五年之約154日，其按本年度年初及年末貿易應收款項結餘之平均值除以本年度收益再乘以365日計算。

預付款項

於二零二五年十二月三十一日，預付款項約為人民幣63百萬元（二零二四年：約人民幣30百萬元）。向原材料供應商作出的預付款項增加，乃為向我們現有主要供應商（獨立於本公司）支付的預付款項，以確保原材料的穩定供應／因應當前市況鎖定價格。該等預付款項乃為於一般及日常業務過程中進行材料採購所支付的款項。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

TRADE AND BILLS PAYABLES

As at 31 December 2025, the trade and bills payables were approximately RMB38 million (2024: approximately RMB51 million). The Group's suppliers typically grant us a credit terms ranging from 30 days to 120 days. The average trade and bills payables turnover days were slightly increased from approximately 55 days in 2024 to approximately 63 days in 2025, which was calculated based on the average of the beginning and ending of trade and bills payable balance of the year divided by cost of sales of the year and multiplied by 365 days.

The Company considers that the terms of the advance are fair and reasonable. The Company is of the view that the advance would be able to maintain stable long-term commercial relationship as a domestic semi-finished product approved supplier to the Group. We believe that the domestic supply of these materials is currently satisfactory and we have not experienced any material shortage or delay in the supply of these raw materials. Having ascertained that we were able to comply with the stringent standards in relation to product quality, production process and environmental compliance. We believe that our stable product quality with a stable relationship with our suppliers and our ability to deliver a wide range of products to our customers have enabled us to earn recurring business. The Company considers that the advance is in the interests of the Company and its shareholders as a whole and also meet the group's business strategy.

PRINCIPAL RISKS AND UNCERTAINTIES

The business of the Group is subject to numerous risks and uncertainties. The following is a summary of some of the principal risks and uncertainties affecting the Group's business:

- The Group's business, financial condition and results of operations may be affected by the loss of key customers.

It is important for the Group to maintain close and mutually beneficial relationships with the Group's key overseas and domestic customers. The Group's revenue is also subject to the Group's customers' business, product quality, sales strategy, industry conditions and the overall economic market environments. Any significant reduction of sales to or loss of any of the Group's key customers could materially and adversely affect our business, financial condition and results of operations.

貿易應付款項及應付票據

於二零二五年十二月三十一日，貿易應付款項及應付票據為約人民幣38百萬元（二零二四年：約人民幣51百萬元）。本集團供應商一般授予本集團介乎30日至120日之信貸期。貿易應付款項及應付票據之平均週轉日數由二零二四年之約55日略微上升至二零二五年之約63日，其按本年度年初及年末貿易應付款項及應付票據結餘之平均值除以本年度銷售成本再乘以365日計算。

本公司認為該筆墊款的條款屬公平合理。本公司認為該筆墊款有助本集團與該名獨立第三方（作為本集團國內半成品的認可供應商）維持穩定的長期商業關係。我們認為目前該等原材料在國內的供應情況令人滿意，且我們並無遭遇任何該等原材料供應嚴重短缺或延誤的情況。在確定我們能夠在產品質量、生產流程及環境合規方面符合嚴格的標準之後，我們相信，憑藉我們穩定的產品質量、與供應商的穩定關係以及向客戶交付多種產品的能力，我們可透過經常性業務賺取收益。本公司認為，該筆墊款符合本公司及其股東的整體利益，亦符合本集團的業務策略。

主要風險及不確定因素

本集團業務面臨多項風險及不確定因素。影響本集團業務之部分主要風險及不確定因素概述如下：

- 失去主要客戶可能對本集團之業務、財務狀況及經營業績造成影響。

與本集團海外及國內主要客戶維持密切及互惠互利之關係對本集團而言相當重要。本集團之收益亦受限於其客戶之業務、產品質素、銷售策略、行業狀況及整體經濟及市場環境。對本集團任何主要客戶之銷售大幅減少或失去任何主要客戶均可能對本集團之業務、財務狀況及經營業績造成重大不利影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

- The Group may be subject to certain risks, such as political and economic instability and fluctuations in currency rates of foreign currencies, associated with selling our umbrella products to Japan, the PRC and other overseas customers.
 - Any change in market demand levels for the Group's umbrella products in Japan, the PRC and in the Group's other export destinations may have a significant effect on the Group's business, financial condition and results of operations. In particular, the Group is affected by changes in the economic condition of Japan, a major destination of our products, and the PRC.
 - As the Group's sales are primarily made in US dollar, RMB and Japanese Yen whereas the Group's purchases of materials and payment of wages and salaries to the PRC workers are in RMB and US dollar, therefore, the Group is exposed to exchange rate risk. In addition, the Group is exposed to the risks associated with the currency conversion and exchange rate system in the PRC.
 - Fluctuations in prices of raw materials or unstable supply of raw materials could negatively impact our operations and may adversely affect our profitability.
- The prices of most of the Group's raw materials generally follow the price trends of, and vary with, market conditions. Supplies of these raw materials may also be subject to a variety of factors that are beyond our control, including but not limited to market shortages, suppliers' business interruptions, government control, weather conditions and overall economic conditions, all of which may have an impact on their respective market prices from time to time.
- The Group may experience a shortage of labour or our labour costs may continue to increase.
- 本集團可能面臨若干與向日本、中國及其他海外客戶銷售本集團雨傘產品相關的風險，例如政治及經濟不穩定以及外幣匯率波動。
 - 日本、中國及本集團其他出口目的地市場對本集團雨傘產品之需求水平如有任何變動，可能對本集團之業務、財務狀況及經營業績產生重大影響。尤其是，本集團可能受日本（本集團產品主要市場）以及中國之經濟狀況變動影響。
 - 由於本集團主要以美元、人民幣及日元進行銷售，而本集團以人民幣及美元購買原材料及向中國工人支付工資及薪水，故本集團面臨匯兌風險。此外，本集團亦面臨中國之貨幣兌換及匯兌制度之相關風險。
 - 原材料價格波動或原材料供應不穩定可能對本集團之業務營運造成負面影響，或會對本集團之盈利能力造成不利影響。
- 本集團大部分原材料之價格一般跟隨市況之價格趨勢並隨市況變化。該等原材料之供應亦可能取決於多項並非我們所能控制之因素，包括但不限於市場短缺、供應商業務中斷、政府控制、天氣狀況及整體經濟狀況，該等因素均不時影響原材料各自之市價。
- 本集團可能面臨勞工短缺或勞工成本繼續攀升的風險。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 31 December 2025, the Group had no material capital commitment (2024: nil). As at 31 December 2025, the Group did not have any significant contingent liabilities (2024: nil).

PLEDGE OF ASSETS

As at 31 December 2025, the Group's leasehold land and buildings with a carrying amounts of approximately RMB43 million (2024: approximately RMB47 million) and the fixed time deposits with a carrying amounts of approximately RMB17 million (2024: approximately RMB23 million) were pledged to banks for bank borrowings and bills payables.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2025, the Group employed a total of 507 employees (2024: 523 employees). The emolument policy of the employees of the Group was set up by the Board based on their experience, qualifications and competence. Other employees' benefits include contributions to statutory mandatory provident funds, and social insurance together with housing provident funds to its employees in Hong Kong and the PRC respectively.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES AND CAPITAL ASSETS

The Group had no significant investments, material acquisitions and disposals of subsidiaries and capital assets during the year.

SIGNIFICANT EVENTS OR TRANSACTIONS DURING THE FINANCIAL YEAR

Following the Group's weaker financial performance during the year, management identified indicators of impairment and carried out an impairment review of property, plant and equipment. As a result of that assessment, the Group recognized an impairment charge of RMB10.1 million against long term assets in 2025.

The key assumptions and basis which will be also disclosed under note 17. "PROPERTY, PLANT AND EQUIPMENT".

The Company is of the view that the impairment recognized is fair and reasonable and adequately reflects the Company's loss exposure at the reporting date, and is in line with the Company's actual situation, and can fairly, objectively and truly reflect the Company's financial position as at 31 December 2025.

資本承擔及或然負債

於二零二五年十二月三十一日，本集團並無重大資本承擔（二零二四年：無）。於二零二五年十二月三十一日，本集團並無任何重大或然負債（二零二四年：無）。

抵押資產

於二零二五年十二月三十一日，本集團之租賃土地及樓宇（賬面值約人民幣43百萬元（二零二四年：約人民幣47百萬元））及定期存款（賬面值約人民幣17百萬元（二零二四年：約人民幣23百萬元））已抵押予銀行以獲取銀行借款及應付票據。

僱員及薪酬政策

於二零二五年十二月三十一日，本集團僱用合共507名僱員（二零二四年：523名僱員）。本集團僱員之薪酬政策乃由董事會根據僱員經驗、資質及能力設立。其他僱員福利包括分別為其香港及中國僱員作出之法定強制性公積金、社會保險以及住房公積金供款。

重大投資、重大收購及出售附屬公司及資本資產

本集團於本年度並無重大投資、重大收購及出售附屬公司及資本資產。

財政年度內的重大事件或交易

由於本集團年內財務表現疲弱，管理層識別出減值跡象，並對物業、廠房及設備進行減值評估。基於該項評估，本集團於二零二五年確認長期資產減值費用人民幣10.1百萬元。

相關主要假設及依據，亦將於附註17.「物業、廠房及設備」中披露。

本公司認為，已確認的減值屬公平合理，充分反映本公司於報告日期面臨的虧損風險，且符合本公司的實際情況，能夠公允、客觀及真實地反映本公司於二零二五年十二月三十一日的財務狀況。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

FUTURE PROSPECTS

The Group principal objectives are to maintain and strengthen its position as a leading umbrella manufacturer focused in Japan market and its own branded umbrella products in the PRC market, and increase its market share in the existing markets such as Hong Kong, Cambodia and Republic of Korea.

Looking ahead, the Group will shift business focus from developing upstream manufacturing to downstream distribution network and brand building so as to facilitate promotion of the Group's branded umbrellas which command higher margins and create higher values as well as bringing better return to our shareholders. To diversify its business and explore potential business opportunities, the Group is exploring and developing business opportunities and projects. Details of the development of new business, please refer to the announcement dated 20 March 2026.

未來展望

本集團之主要目標為維持及鞏固本集團作為日本市場雨傘製造商及中國市場自有品牌雨傘製造商之領先地位以及擴大本集團於香港、柬埔寨及韓國等現有市場之市場份額。

展望未來，本集團將業務重心自發展上游製造轉移至下游分銷網絡及品牌建設以促進推廣利潤率較高之本集團品牌雨傘以及創造更多價值，為本集團的股東帶來更豐厚回報。為多元化發展其業務，並物色潛在商機，本集團正在物色及開發商業機會及項目。有關發展新業務的詳情，請參閱日期為二零二六年三月二十日的公佈。

CORPORATE GOVERNANCE REPORT

企業管治報告

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standard of corporate governance and has steered its development and protected the interests of its shareholders in an enlightened and open manner. The Board comprises five executive Directors and three independent non-executive Directors. The Company has adopted and complied with the Corporate Governance Code (the “CG Code”) as set out in Appendix C1 to the Listing Rules since the Listing Date with the following deviations:

Code provision C.1.5 stipulates that independent non-executive Directors should attend general meeting of the Company. Mr. Yang Xuetai, Mr. Tso Sze Wai and Ms. Lee Kit Ying, Winnie, being the independent non-executive Directors, did not attend the Company’s annual general meeting held on 2 June 2025 and extraordinary general meeting held on 19 December 2025 due to their other business engagements.

MODEL CODE FOR SECURITIES TRANSACTIONS BY THE DIRECTORS

The Directors have adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix C3 to the Listing Rules as the code of conduct for Directors in dealing in the Company’s securities. Specific enquiries have been made to all Directors and all Directors have confirmed that they have fully complied with the required standard of dealings as set out in the Model Code during the year.

BOARD OF THE DIRECTORS

The Board is committed to providing effective and responsible leadership for the Company. The Directors, individually and collectively, must act in good faith in the best interests of the Company and its shareholders. The Board has established three Board committees, being the Audit Committee, the Remuneration Committee and the Nomination Committee (each a “Board Committee” and collectively the “Board Committees”), to oversee different areas of the Company’s affairs.

The Board currently comprises five executive Directors, namely Mr. Steve Andrew Chen, Mr. Huang Wenji, Mr. Yang Guang, Mr. Lin Zhenshuang and Mr. Chung Kin Hung, Kenneth and three independent non-executive Directors, namely, Mr. Tso Sze Wai, Mr. Yang Xuetai and Ms. Lee Kit Ying, Winnie.

企業管治常規守則

本公司一直致力保持高水平企業管治，以開明和開放的理念引導公司發展及保障股東權益。董事會由五名執行董事及三名獨立非執行董事組成。本公司自上市日期起已採納並遵守上市規則附錄C1所載之企業管治守則（「企管守則」），惟以下偏離者除外：

守則條文第C.1.5條規定獨立非執行董事應出席本公司之股東大會。由於有其他公務，獨立非執行董事楊學太先生、曹思維先生及李結英女士並未出席本公司於二零二五年六月二日舉行之股東週年大會及於二零二五年十二月十九日舉行之股東特別大會。

董事進行證券交易之標準守則

董事已採納上市規則附錄C3所載上市發行人董事進行證券交易之標準守則（「標準守則」），作為董事買賣本公司證券之操守守則。經向全體董事進行具體查詢後，全體董事已確認彼等於年內全面遵守標準守則所載之規定交易準則。

董事會

董事會致力為本公司提供有效及負責任之領導。董事須個別及共同地為本公司及其股東之最佳利益真誠行事。董事會已設立三個董事委員會（即審核委員會、薪酬委員會及提名委員會（各自為一個「董事委員會」及統稱為「董事委員會」），以監督本公司不同範疇之事務。

董事會現時由五名執行董事（即陳安之先生、黃文集先生、楊光先生、林貞雙先生及鍾健雄先生）及三名獨立非執行董事（即曹思維先生、楊學太先生及李結英女士）組成。

CORPORATE GOVERNANCE REPORT

企業管治報告

There is no financial, business, family or other material/relevant relationship amongst Directors. 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 30 to 32 in the annual report. A list of the Directors identifying their role and functions and whether they are independent non-executive Directors are available on the Company’s website.

The Board sets the Group’s overall objectives and strategies, monitors and evaluates its operating and financial performance and reviews the corporate governance standard of the Group. It also decides on matters such as annual and interim results, major transactions, director appointments or re-appointments, investment policy, dividend and accounting policies. The Board has delegated the authority and responsibility for implementing its business strategies and managing the daily operations of the Group’s businesses to the executive Directors and members of senior management. The functions and power that are so delegated are reviewed periodically to ensure that they remain appropriate.

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.

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.

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 organisation. These interests are updated on an annual basis and when necessary.

Newly appointed Director will be arranged a comprehensive, formal and tailored induction which includes provision of key guidelines, documents and publications relevant to their roles, responsibilities and ongoing obligations; a briefing on the Company’s structure, businesses, risk management and other governance practices and meeting with other fellow Directors so as to help the newly appointed Directors familiarize with the management, business and governance policies and practices of the Company, and ensure that they have a proper understanding of the operations and businesses of the Company.

各董事間並不存在任何財務、業務、家族或其他重大／相關關係。彼等之履歷詳情及（如適用）彼等之親屬關係載於年報第30至32頁「董事及高級管理人員履歷詳情」一節。列明董事角色及職能以及獨立非執行董事身份之董事名單可於本公司網站查閱。

董事會制定本集團之整體目標及策略、監察及評估其營運及財務表現並審閱本集團之企業管治準則。其亦就年度及中期業績、主要交易、董事委任或續聘、投資政策、股息及會計政策等事宜作出決定。董事會已指派及授權執行董事及高級管理層成員負責執行其業務策略及管理本集團業務之日常營運。董事會定期檢討所委派職能及權力以確保有關指派仍屬合適。

董事會亦負責制定、檢討及監察本集團之企業管治政策及慣例與遵守法律及法規情況，以及董事及高級管理層之培訓及持續專業發展。董事會亦審閱企業管治報告內之披露資料以確保符合要求。

各董事會成員可分別獨立接觸本集團之高級管理層，以履行彼等之職責。相關董事亦可要求徵詢獨立專業意見，協助彼等履行職責，費用由本集團承擔。

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之董事或其他職務，有關利益申報每年及於需要時更新。

新委任的董事將獲得量身定制的全面且正式的入職培訓，包括提供與其角色、職責及持續責任有關的主要指引、文件及刊物，以及有關本公司架構、業務、風險管理及其他管治常規的簡介。新任董事亦獲安排與其他董事會面，以協助其熟悉本公司的管理、業務以及管治政策及常規，確保彼等對本公司的營運及業務有適當的理解。

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ATTENDANCE OF DIRECTORS AT MEETINGS

The attendance of the Directors at the general meetings of the Company, meetings of the Board, the Audit Committee, the Remuneration Committee and the Nomination Committee during the year ended 31 December 2025 are set out below:

董事出席會議情況

截至二零二五年十二月三十一日止年度，董事出席本公司股東大會、董事會會議、審核委員會、薪酬委員會及提名委員會會議情況載列如下：

	General Meeting	Board meetings	Audit committee meetings	Remuneration committee meetings	Nomination committee meetings
	股東大會	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

(number of meetings attended/number of meetings held during respective director's tenure)
(各董事任職期間出席會議次數/舉行會議次數)

Executive Directors

執行董事

Mr. Steve Andrew Chen (appointed as a Director on 3 October 2025)	陳安之先生 (於二零二五年十月三日獲委任為董事)	0/1	2/2	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Huang Wenji	黃文集先生	0/2	6/6	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Yang Guang	楊光先生	0/2	6/6	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Lin Zhenshuang	林貞雙先生	0/2	6/6	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Chung Kin Hung, Kenneth	鍾健雄先生	2/2	6/6	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. Tso Sze Wai	曹思維先生	0/2	6/6	4/4	4/4	4/4
Mr. Yang Xuetai	楊學太先生	0/2	6/6	4/4	4/4	4/4
Ms. Lee Kit Ying, Winnie	李結英女士	0/2	6/6	4/4	4/4	4/4

During the year ended 31 December 2025, the Chairman held one meeting with the independent non-executive Directors without presence of the other executive Directors and non-executive Directors.

截至二零二五年十二月三十一日止年度，主席在並無其他執行董事及非執行董事出席的情況下，與獨立非執行董事舉行了一次會議。

DIRECTORS' AND OFFICERS' INSURANCE

Appropriate insurance coverage has been arranged in respect of potential legal actions against the Directors and officers of the Company.

董事及高級人員投保

本公司已就董事及高級人員可能面對之潛在法律行動作出適當的投保安排。

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CONTINUOUS PROFESSIONAL DEVELOPMENT

Pursuant to Code provision C.1, all Directors must participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. All the Directors also understand the importance of continuous professional development and are committed to participating in any suitable training or relevant materials reading in order to develop and refresh their knowledge and skills. The Company has received from each Director a confirmation and a record of their participation in continuous professional development by attending training course or reading relevant materials on the topics related to corporate governance and regulations.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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. They serve actively on the Board and its committees to provide their independent and objective views.

In compliance with Rules 3.10(1) and 3.10A of the Listing Rules, the Company has appointed three independent non-executive Directors, representing more than one-third of the Board. One of the independent non-executive Directors has the appropriate professional qualifications in accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules.

Each independent non-executive Director has submitted 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.

持續專業發展

根據守則條文第C.1條，全體董事均須參與持續專業發展，以發展及更新彼等的知識及技能。有關規定旨在確保各董事在知情情況下向董事會作出切合需要的貢獻。全體董事亦知悉持續專業發展的重要性，並承諾參與任何適合的培訓課程或閱讀相關資料，以發展及更新彼等的知識及技能。本公司已接獲各董事參與持續專業發展的確認書及記錄，參與方式為出席培訓課程或閱讀有關企業管治及規例的相關資料。

獨立非執行董事之獨立身份

獨立非執行董事的角色乃向董事會提供獨立及客觀的意見，為本集團提供足夠的制約及平衡，以保障股東及本集團整體利益。彼等於董事會及其委員會上積極提供獨立及客觀的意見。

為遵守上市規則第3.10(1)條及3.10A條，本公司已委任三名獨立非執行董事，超過董事會人數三分之一。按上市規則第3.10(2)條的規定，其中一名獨立非執行董事具備合適會計專業資格或相關財務管理專業知識。

各獨立非執行董事已按上市規則第3.13條規定，向本公司提交其獨立身份確認書。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屬獨立。

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BOARD COMMITTEES

The Board is supported by three committees, namely the Audit Committee, Nomination Committee and Remuneration Committee. Each Board Committee has its defined and written terms of reference approved by the Board covering its duties, powers and functions. Their terms of reference are available on the Company's website.

All Board Committees are provided with sufficient resources to discharge their duties, including access to management or professional advice if considered necessary.

(I) AUDIT COMMITTEE

The Company established an Audit Committee on 23 January 2015 with specific written terms of reference in compliance with the Code. The primary duties of the Audit Committee are to assist the Board by providing an independent view on the effectiveness of the financial reporting process, internal control and risk management systems of the Group, overseeing the audit process and performing other duties and responsibilities as assigned by the Board.

As at the date of this annual report, the Audit Committee comprises three independent non-executive Directors, namely Mr. Tso Sze Wai (Chairman of the Audit Committee), Ms. Lee Kit Ying, Winnie and Mr. Yang Xuetai.

During the year ended 31 December 2025, the Audit Committee held four meetings to review the annual and interim results of the Group, review terms of reference of audit committee and make recommendations to the Board and the management in respect of the Group's financial reporting and internal control procedures. During the year ended 31 December 2025, the Audit Committee has also discussed with the management and the Company's auditor, the Group's significant internal controls and financial matters in accordance with the Audit Committee's written terms of reference and made relevant recommendations to the Board. The Audit Committee's review covered the audit scope and findings, external auditor's independence and performance, the Group's accounting principles and practices, the Listing Rules and statutory compliance, connected transactions, internal controls, risk management, financial reporting matters (including the interim and annual financial reports for the Board's approval). It also reviewed re-appointment of external auditor and engagement of non-audit services.

董事委員會

董事會獲得三個委員會（即審核委員會、提名委員會及薪酬委員會）支援。各董事委員會均設經董事會批准的明確書面職權範圍，涵蓋其職責、權力及職能。彼等的職權範圍於本公司網站可供查閱。

所有董事委員會均獲提供足夠資源以履行其職責，包括於需要時取得管理層意見或專業意見。

(I) 審核委員會

本公司於二零一五年一月二十三日成立審核委員會，並根據守則制定具體的書面職權範圍。審核委員會的主要職責乃就本集團的財務申報過程、內部監控及風險管理系統是否有效提供獨立意見、監督審核過程及履行董事會委派的其他職責和責任，藉以協助董事會履行職責。

於本年報刊發日期，審核委員會包括三名獨立非執行董事，即曹思維先生（審核委員會主席）、李結英女士及楊學太先生。

截至二零二五年十二月三十一日止年度，審核委員會舉行四次會議，以審閱本集團的年度及中期業績、審閱審核委員會的職權範圍以及就本集團的財務申報及內部監控程序向董事會及管理層作出建議。截至二零二五年十二月三十一日止年度，審核委員會亦已根據審核委員會的書面職權範圍與管理層及本公司核數師共同討論本集團的重大內部監控及財務事宜並向董事會作出相關建議。審核委員會的審閱涵蓋審核範圍及結果、外聘核數師的獨立性及表現、本集團的會計原則及慣例、上市規則及合規情況、關連交易、內部監控、風險管理、財務申報事宜（包括中期及年度財務報告供董事會批准）。其亦審議了外聘核數師的續聘及非審核服務的委聘事宜。

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(II) REMUNERATION COMMITTEE

The Company established a Remuneration Committee on 23 January 2015 with written terms of reference in compliance with the Code. The primary duties of the remuneration committee include making recommendations to the Board on the policy and structure for all Directors and senior management, reviewing the terms of remuneration packages, determining the award of bonuses and considering the grant of options under the share option scheme of the Company. As at the date of this annual report, the remuneration committee comprises three independent non-executive Directors, namely Ms. Lee Kit Ying, Winnie (Chairperson of the Remuneration Committee), Mr. Tso Sze Wai and Mr. Yang Xuetai.

During the year ended 31 December 2025, the Remuneration Committee held four meetings to review the remuneration policy, determine the remuneration of Mr. Steve Andrew Chen as our director of the Company, review terms of reference of the Remuneration Committee, remuneration packages of the Directors and the senior management in accordance with the Remuneration Committee's written terms of reference.

The Company has adopted a director remuneration policy, it sets out the general principles which guide the Group to deal with the remuneration matters. This remuneration policy aims to provide a fair market level of remuneration to retain and motivate high quality directors, senior management of the Group and attract experienced people of high calibre to oversee the business and development of the Group.

Particulars regarding Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix D2 to the Listing Rules are set out in note 14 to the consolidated financial statements.

(II) 薪酬委員會

本公司於二零一五年一月二十三日成立薪酬委員會，並根據守則訂立書面職權範圍。薪酬委員會的主要職責包括就全體董事及高級管理層的薪酬政策及架構向董事會作出建議，審閱薪酬待遇條款，釐定花紅獎勵及考慮根據本公司的購股權計劃授出購股權。於本年報刊發日期，薪酬委員會包括三名獨立非執行董事，即李結英女士（薪酬委員會主席）、曹思維先生及楊學太先生。

截至二零二五年十二月三十一日止年度，薪酬委員會曾舉行四次會議，以根據薪酬委員會的書面職權範圍檢討薪酬政策、釐定陳安之先生作為本公司董事之薪酬、審閱薪酬委員會的職權範圍及檢討董事及高級管理層的薪酬待遇。

本公司已採納一套董事薪酬政策，當中載列指引本集團處理薪酬事宜的一般原則。該薪酬政策旨在提供公允的市場薪酬水平，以挽留及激勵本集團董事及高級管理層中表現出色的成員，並吸引具有才幹及經驗豐富的人才，以監督本集團的業務及發展。

根據上市規則附錄D2須予披露的董事酬金及五名最高薪酬僱員的詳情載於綜合財務報表附註14。

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(III) NOMINATION COMMITTEE

The Company established a Nomination Committee on 23 January 2015 with written terms of reference in compliance with the Code. As at the date of this annual report, the nomination committee comprises three independent non-executive Directors, namely Mr. Yang Xuetai (Chairman of the Nomination Committee), Mr. Tso Sze Wai and Ms. Lee Kit Ying, Winnie. The principal responsibilities of the Nomination Committee are to review the composition of the Board, including its structure, size and diversity at least annually to ensure that it has a balance of expertise, skills and experience appropriate to the requirements of the business of the Group. 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. The Nomination Committee will also give consideration to the Board Diversity Policy (as defined below) when identifying suitably qualified candidates to become members of the Board, and the Board will review the Board Diversity Policy (as defined below), so as to develop and review measurable objectives for the implementing the Board Diversity Policy (as defined below) and to monitor the progress on achieving these objectives.

During the year ended 31 December 2025, four meetings was held by the Nomination Committee to, among other things, review the structure, size and composition of the board, assess the independence of each of the independent non-executive Directors, assess the eligibility of Mr. Steve Andrew Chen as our director of the Company, review terms of reference of nomination committee, formulate the board diversity policy and recommend to the board for approval. The Nomination Committee reviewed the board diversity policy to ensure its effectiveness and considered the Group achieved the policy since its adoption.

When identifying suitable candidates for directorship, the Nomination Committee will carry out the selection process by making reference to the skills, experience, education background, professional knowledge, personal integrity and time commitments of the proposed candidates, and also the Company's needs and other relevant statutory requirements and regulations required for the positions. All candidates must be able to meet the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive Director should also meet the independence criteria set out in Rule 3.13 of the Listing Rules. Qualified candidates will then be recommended to the Board for approval.

(III) 提名委員會

本公司於二零一五年一月二十三日成立提名委員會，並根據守則訂立書面職權範圍。於本年報日期，提名委員會包括三名獨立非執行董事，即楊學太先生（提名委員會主席）、曹思維先生及李結英女士。提名委員會的主要職責為最少每年檢討董事會的組成，內容包括其架構、規模及多元化，以確保董事會具備適合本集團業務所需的均衡專業知識、技能及經驗。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以及評估獨立非執行董事的獨立身份。提名委員會於物色適當合資格人選加入董事會時，亦考慮董事會多元化政策（定義見下文），而董事會將檢討董事會多元化政策（定義見下文）以為執行董事會多元化政策（定義見下文）訂立可計量目標並加以檢討，並監察達成該等目標的進度。

截至二零二五年十二月三十一日止年度，提名委員會曾舉行四次會議，以（其中包括）審閱董事會的架構、規模及組成、評估各獨立非執行董事的獨立身份、評估陳安之先生擔任本公司董事之資格、審閱提名委員會的職權範圍、制定董事會多元化政策及建議董事會批准該政策。提名委員會已審閱董事會多元化政策以確保其成效，並認為本集團自採納該政策以來行之有效。

於物色合適董事候選人時，提名委員會將參考建議候選人的技能、經驗、教育背景、專業知識、個人誠信及時間投入，以及本公司需求及其他相關法規要求以及有關職位的規定而進行篩選程序。所有候選人須符合上市規則第3.08及3.09條所載標準。將獲委任為獨立非執行董事的候選人亦須符合上市規則第3.13條所載獨立性標準。合資格候選人屆時將獲推薦以供董事會批准。

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The Nomination Committee met once to review the structure, size and composition of the Board and the independence of the Independent Non-executive Directors and to consider the qualifications of the retiring directors standing for election at the Annual General Meeting. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained.

提名委員會舉行一次會議，以檢討董事會架構、人數及成員組成及獨立非執行董事的獨立性，並考慮擬於股東週年大會上重選的退任董事的資格。提名委員會認為，董事會於多元化方面維持適當平衡。

CORPORATE GOVERNANCE FUNCTION

The Company's corporate governance function is carried out by the Board pursuant to a set of written terms of reference adopted by the Board on 23 January 2015 in compliance with provision A.2.1 of the CG Code, which include (a) to develop and review the Company's policies and practices on corporate governance; (b) to review and monitor the training and continuous professional development of the Directors and senior management of the Group; (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees of the Group and the Directors; and (e) to review the Company's compliance with the CG Code and relevant disclosure in the corporate governance report of the annual report of the Company.

企業管治職能

本公司之企業管治職能由董事會根據其遵照企管守則之條文第A.2.1條於二零一五年一月二十三日採納之一套書面職權範圍而履行，其中包括(a)制定及審閱本公司的企業管治政策及常規；(b)審閱及監察本集團董事及高級管理人員的培訓及持續專業發展；(c)審閱及監察本公司在遵守法律及監管規定方面的政策及常規；(d)制定、檢討及監察適用於本集團僱員及董事的操守準則及合規手冊（如有）；及(e)審閱本公司遵守企管守則的情況及在本公司年報企業管治報告內的相關披露。

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.

董事會程序

董事會定期每季度舉行會議，並於有需要時召開額外會議，以商討整體策略方針、本集團的營運、財務表現及批准中期及年度業績及其他重大事宜。就定期會議而言，董事會成員於相關會議舉行前最少14天接獲通知，而議程（連同相關文件）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建議於定期董事會會議議程內增加事項。

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.

董事會在董事會會議考慮任何動議或交易時，董事須申報其直接或間接利益（如有），並在適當情況下就相關董事會決議案放棄投贊成票。

Minutes of meetings of the Board and Board Committees are kept by the Company Secretary in sufficient details of 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.

董事會及董事委員會的會議記錄由公司秘書負責保存，當中須載列會議所考慮事項及所作出決定的足夠詳情，包括所表達反對意見，而有關記錄可公開由任何董事於合理通知下查閱。於董事會會議召開後合理時間內，全體董事均獲發會議記錄的初稿和定稿，以供彼等提供意見和記錄存檔。

CORPORATE GOVERNANCE REPORT

企業管治報告

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

APPOINTMENT AND RE-ELECTION OF DIRECTORS

In accordance with the Company's articles of association, a person may be appointed as a Director either by the shareholders in general meeting or by the Board. Any Directors appointed by the Board as additional Directors or to fill casual vacancies shall hold office until the first general meeting of the Company after his/her appointment, 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.

Mr. Yang Xuetai, being independent non-executive Director has entered into an appointment letter with the Company for an initial term of three years commencing from the Listing Date. Each of Mr. Tso Sze Wai and Ms. Lee Kit Ying, Winnie have entered into an appointment letter with the Company for a term of one year.

With the recommendation of Nomination Committee, Mr. Steve Andrew Chen and Chung Kin Hung, Kenneth, being executive Directors and Mr. Tso Sze Wai, independent non-executive Director will be subject to retirement and re-election at the forthcoming annual general meeting of the Company in accordance with the Company's articles of association.

BOARD DIVERSITY POLICY

Pursuant to the CG Code, the Board has adopted a board diversity policy (the "Board Diversity Policy"). The Company recognises and embraces the benefits of diversity of Board members. While all Board appointments will continue to be made on a merit basis, the Company will ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the Company's business. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge.

COMPANY SECRETARY

The Company has appointed Mr. Yuen Wai Keung, a member of the Hong Kong Chartered Governance Institute and Hong Kong Institute of Chartered Secretaries, who is an employee of the Company as the Company Secretary. The Company Secretary reported to the Board from time to time. All Directors have access to the advice and services of the Company Secretary to ensure that Board procedures, and all applicable laws, rules and regulations are followed.

為確保遵守董事會程序，全體董事皆可向公司秘書尋求建議及服務。

委任及重選董事

根據本公司的組織章程細則，任何人士均可由股東於股東大會上或由董事會委任為董事。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的任期直至其獲委任後的本公司首屆股東大會為止，惟彼等符合資格由股東重選。此外，全體董事均須最少每三年於股東週年大會上輪值告退一次，並符合資格由股東重選。

獨立非執行董事楊學太先生已與本公司訂立委任函，初步任期為自上市日期起計三年。曹思維先生及李結英女士已各自與本公司訂立委任函，任期均為一年。

根據提名委員會的建議，執行董事陳安之先生及鍾健雄先生以及獨立非執行董事曹思維先生將須根據本公司的組織章程細則於本公司應屆股東週年大會上退任及重選。

董事會多元化政策

根據企管守則，董事會已採納董事會多元化政策（「董事會多元化政策」）。本公司認同及肯定董事會成員多元化的益處。在董事會所有任命將繼續奉行任人唯才的原則的同時，本公司將確保董事會在切合本公司業務所需的技能、經驗及多元化角度方面取得平衡。挑選候選人將基於多元化的標準，包括但不限於性別、年齡、文化及教育背景、經驗（專業或其他經驗）、技術及知識。

公司秘書

本公司已委任袁偉強先生為公司秘書，彼為香港公司治理公會及香港特許秘書公會的會員及本公司僱員。公司秘書須不時向董事會報告。全體董事均可獲得公司秘書的建議及服務，以確保遵守董事會程序及所有適用法律、條例及法規。

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During the year under review, Mr. Yuen Wai Keung has taken not less than 15 hours of relevant professional training and has fulfilled the requirement pursuant to Rule 3.29 of the Listing Rules.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board is overall responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and ensuring that the Group established and maintained appropriate and effective risk management and internal control systems.

The Audit Committee reviews the risk management and internal controls that are significant to the Group on an on-going basis. The Audit Committee would consider the adequacy of resource, qualifications and experience and training of staff and external advisor of the Group's accounting, internal audit and financial reporting function.

The management of the Group is responsible for designing, maintaining, implementing and monitoring of the risk management and internal control system to ensure adequate control in place to safeguard the Group's assets and stakeholder's interest.

The Group has established risk management procedures to address and handle the all significant risks associate with the business of the Group. The Board would perform annual review on any significant change of the business environment and establish procedures to response the risks result from significant change of business environment. The risk management and internal control systems are designed to mitigate the potential losses of the business.

於回顧年度，袁偉強先生已接受不少於15個小時的相關專業培訓及已達成上市規則第3.29條的規定。

風險管理及內部監控

董事會總體負責評估及釐定在達致本集團策略目標過程中其願意承擔的風險的性質及程度，並確保本集團已建立及具備適當且有效的風險管理及內部監控系統。

審核委員會審閱對本集團持續經營屬重大的風險管理及內部監控。審核委員會將考慮本集團會計、內部審核及財務報告職能方面的資源、員工及外聘顧問的資格、經驗及培訓之充足性。

本集團管理層負責設計、維持、實施及監察風險管理及內部監控系統以確保具備充足監控以保障本集團資產及利益相關者之權益。

本集團已制定風險管理程序以解決及處理有關本集團業務的所有重大風險。董事會將對業務環境的任何重大變動進行年度審閱並制定程序以應對業務環境重大變動所產生的風險。風險管理及內部監控系統旨在減輕業務的潛在虧損。

CORPORATE GOVERNANCE REPORT

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The management would identify the risks associate with the business of the Group by considering both internal and external factors and events which include political, economic, technology, environmental, social and staff. Each of risks has been assessed and prioritised based on their relevant impact and occurrence opportunity. The relevant risk management strategy would be applied to each type of risks according to the assessment results, type of risk management strategy has been listed as follow:

- Risk retention and reduction: accept the impact of risk or undertake actions by the Group to reduce the impact of the risks;
- Risk avoidance: change business process or objective so as to avoid the risk;
- Risk sharing and diversification: diversify the effect of the risk or allocate to different location or product or market;
- Risk transfer: transfer ownership and liability to a third party.

The internal control systems are designed and implemented to reduce the risks associated with the business accepted by the Group and minimise the adverse impact results from the risks. The risk management and internal control system are design to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

For the year ended 31 December 2025, the Group has engaged an external advisory firm to undertake the internal audit function to ensure the effectiveness and efficiency of the risk management and internal control system of the Group. There is no significant deficiency and weakness on the internal control system has been identified by the external advisory firm for the year ended 31 December 2025.

The Board considered that, for the year ended 31 December 2025, the risk management and internal control system and procedures of the Group, covering all material controls including financial, operational and compliance controls and risk management functions were reasonably effective and adequate.

管理層將透過考慮內部及外部因素及事件（包括政治、經濟、技術、環境、社會及員工）識別有關本集團業務的風險。各風險已根據其相關影響及發生的可能性進行評估並確定優先次序。相關風險管理策略將根據評估結果而應用於各類風險，風險管理策略的類別載列如下：

- 風險自留及降低：承擔風險的影響或本集團採取行動降低風險的影響；
- 風險規避：改變業務程序或目標以規避風險；
- 風險分擔及分散：分散風險的影響或將風險分配至不同的區域、產品或市場；
- 風險轉移：將所有權及負債轉移至第三方。

設計及實施內部監控系統乃為減輕本集團所承受的業務相關風險並最大程度降低該等風險所造成的不利影響。風險管理及內部監控系統旨在管理而非消除未能達致業務目標的風險，且僅能合理保證而非絕對保證不出現重大錯誤陳述或損失。

截至二零二五年十二月三十一日止年度，本集團已委聘一間外部顧問公司承擔內部審核職能以確保本集團風險管理及內部監控系統的有效性及效率。截至二零二五年十二月三十一日止年度，該外聘顧問公司並無發現內部監控系統存在任何重大缺陷及不足。

董事會認為截至二零二五年十二月三十一日止年度，本集團涵蓋財務、營運及合規監控等所有重大監控以及風險管理職能的風險管理及內部監控系統及程序屬合理有效且充足。

CORPORATE GOVERNANCE REPORT

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FINANCIAL REPORTING AND AUDIT

FINANCIAL REPORTING

The Board acknowledges its responsibility to prepare the Company's financial statements 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 Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants, and the disclosure requirements of the Hong Kong Companies Ordinance. The Company has selected appropriate accounting policies and has applied them consistently based on prudent and reasonable judgments and estimates. The Board considers that the Group has adequate resources to continue in business for the foreseeable future and not aware of any material uncertainties relating to events or conditions that may affect the business of the Company or cast doubts on its ability to continue as going concern. The responsibilities of Infinity CPA Limited, the Company's external auditor, with respect to financial reporting are set out in the section headed "Independent Auditor's Report" in this annual report.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Particulars of the Directors' remuneration for the year ended 31 December 2025 are set out in note 14 to the consolidated financial statements.

Pursuant to code provision E.1.5 of the CG Code, the remuneration of the members of the senior management (other than the Directors) whose particulars are contained in the section headed "Biographical Details of Directors and Senior Management" in this annual report for the year ended 31 December 2025 by band is set out below:

Remuneration Bands	Number of Senior Management
薪酬範圍	高級管理人員人數
Nil to HK\$1,000,000	1

AUDITOR'S REMUNERATION

During the year, the Group engaged external auditor to perform audit and non-audit services amounted to approximately RMB544,000 and RMB nil respectively. The non-audit services included primarily ESG reporting advisory, internal control consultancy and reviewing certain financial information.

財務報告及審核

財務報告

董事會明白本身有責任根據香港會計師公會頒佈的香港財務報告準則及香港公司條例之披露規定編製本公司財務報表，真實公平反映本集團於本年度的事務狀況、業績及現金流量。本公司已根據審慎及合理的判斷及估計選擇合適的會計政策並貫徹採用。董事會認為本集團備有充足資源於可見未來繼續經營業務，且並不知悉有關可能影響本公司業務或致令本公司持續經營能力成疑的事件或狀況有關之任何重大不確定因素。本公司外聘核數師致寶信勤會計師事務所有限公司就財務申報承擔的責任載於本年報「獨立核數師報告」一節。

董事及高級管理人員薪酬

董事截至二零二五年十二月三十一日止年度之薪酬詳情載於綜合財務報表附註14。

根據企管守則之守則條文第E.1.5條，按薪酬等級披露高級管理人員（不包括董事，彼等之詳情載於本年報「董事及高級管理人員履歷詳情」一節）截至二零二五年十二月三十一日止年度之薪酬如下：

核數師薪酬

年內，本集團委聘外聘核數師進行審核及非審核服務，相關薪酬金額分別約為人民幣544,000元及人民幣零元。非審核服務主要包括環境、社會及管治報告諮詢、內部監控諮詢及審閱若干財務資料。

CORPORATE GOVERNANCE REPORT

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WHISTLEBLOWING POLICY AND ANTICORRUPTION POLICY

The Company has established the whistle blowing policy which allows all employees and independent third parties, including customers, suppliers and contractors, to report any possible improprieties, misconducts, malpractices or irregularities in matters of financial reporting, internal control or other matters to the Board or the Audit Committee anonymously. The Group will handle the reports and complaints with care and will treat the whistle-blower's concerns fairly and properly. The Audit Committee has the overall responsibility for the whistleblowing policy but has delegated day-to-day responsibility for overseeing and implementing it to a designated officer. Any person who is found to have victimized or retaliated against those who have raised concerns under this policy will subject to disciplinary sanctions.

The Group has adopted anti-corruption policy on a zero-tolerance basis for any form of corruption, including bribery and extortion, fraud and money laundering, and promise to operate our business in an honest, ethical and creditable manner. The policies are revised in due course and all Directors and employees are reminded with its requirement from time to time. In particular, the Group has established a code of conduct and stipulated in the compliance manual of the Company. Additionally, the Group has implemented an effective internal manual on inside information or price sensitive information and has provided separate channels for the reporting of any suspected business irregularities, fraud and corruption.

Please refer to the Environmental, Social and Governance Report for more details.

HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Company has in place a policy on handling and dissemination of inside information ("Policy") which sets out the procedures and internal controls for handling and dissemination of inside information in a timely manner in such a way so as not to place any person in a privileged dealing position and to allow time for the market to price the listed securities of the Company with the latest available information. This Policy also provides guidelines to staff of the Company to ensure proper safeguards exist to prevent the Company from breaching the statutory disclosure requirements. It also includes appropriate internal control and reporting systems to identify and assess potential inside information. Dissemination of inside information of the Company shall be conducted by publishing the relevant information on the websites of the Stock Exchange and the Company, according to the requirements of the Listing Rules.

舉報政策及反貪污政策

本公司已制定舉報政策，讓所有僱員及獨立第三方（包括客戶、供應商及承包商）可向董事會或審核委員會匿名舉報有關財務報告、內部監控或其他事宜的任何潛在不當行為、失當行為、瀆職行為或違規行為。本集團將審慎處理接獲的舉報及投訴，並將公正妥善地處理舉報人提出的關注事項。審核委員會對舉報政策負有總體責任，並已授權專人負責監督及執行舉報政策。對根據本政策提出疑慮的人士進行打擊報復的任何人員均將受到紀律處分。

本集團已採納一項反貪污政策，對任何形式的貪污（包括賄賂及勒索、欺詐及洗黑錢）持零容忍態度。本集團承諾將以誠實、合乎道德及誠信的方式經營業務。本公司將適時修訂相關政策，並不時提醒全體董事及僱員關注有關規定。本集團已制定一套行為守則，並將其納入本公司的合規手冊。此外，針對內幕消息或股價敏感資料，本集團執行一套行之有效的內部手冊，並為任何疑似業務違規行為、欺詐及貪污行為提供單獨的舉報渠道。

有關更多詳情，請參閱環境、社會及管治報告。

處理及發佈內幕消息

本公司已制定一項處理及發佈內幕消息的政策（「政策」），當中列載及時處理及發佈內幕消息的程序及內部監控措施，不得使任何人士在交易中處於有利地位並使市場有時間依據最新可得之資料對本公司的上市證券進行定價。此政策亦為本公司員工提供指引以確保有妥善的防範措施，防止本公司違反法定披露規定。其中亦包含適當的內部監控及報告系統以識別及評估潛在內幕消息。本公司內幕消息的發佈須根據上市規則的規定在聯交所及本公司網站刊發。

COMMUNICATION WITH SHAREHOLDERS AND SHAREHOLDERS' RIGHTS

The Company aims to, via its corporate governance structure, enable all its shareholders an equal opportunity to exercise their rights in an informed manner and allow all shareholders to engage actively with the Company. Under the Company's articles of association, the shareholder communication policy and other relevant internal procedures of the Company, the shareholders of the Company enjoy, among others, the following rights:

(I) PARTICIPATION AT GENERAL MEETINGS

The general meetings of the Company provide an opportunity for direct communication between the Board and the shareholders. The Company encourages the participation of the shareholders through annual general meetings and other general meetings where the shareholders meet and exchange views with the Board, and to exercise their right to vote at meetings. The Company shall arrange notices of meetings and circulars containing details on proposed resolutions to be sent to the shareholders no less than 20 business days before the meeting. At general meetings, separate resolutions are proposed on each substantial issue, including the election of individual Directors.

(II) ENQUIRIES AND PROPOSALS TO THE BOARD

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 principal place of business of the Company in Hong Kong currently situated at Room 905, 9/F, San Toi Building, 137-139 Connaught Road Central, Sheung Wan, Hong Kong or via email to enquiry@jcumbrella.com.

與股東溝通及股東權利

本公司旨在透過其企業管治架構，讓全體股東有平等機會在知情情況下行使其權利，並讓全體股東積極參與本公司業務。根據本公司的組織章程細則、股東溝通政策及本公司其他相關內部程序，本公司股東可享（其中包括）以下權利：

(I) 參加股東大會

本公司的股東大會提供機會讓董事會與股東直接溝通。本公司鼓勵股東透過出席股東週年大會及其他股東大會參與本公司事務，會上股東可與董事會會面及交流意見，及行使其投票權利。本公司將安排於舉行大會前不少於20個營業日向股東發出大會通告及載有提呈決議案詳情的通函。於股東大會上，將就各重大事項（包括選舉個別董事）提呈獨立決議案。

(II) 向董事會查詢及提出建議

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通知送交本公司的香港主要營業地點（現時地址為香港上環干諾道中137-139號三台大廈9樓905室），或電郵至 enquiry@jcumbrella.com 以呈交公司秘書。

CORPORATE GOVERNANCE REPORT

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(III) CONVENING EXTRAORDINARY GENERAL MEETINGS

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 principal place of business of the Company in Hong Kong currently situated at Room 905, 9/F, San Toi Building, 137-139 Connaught Road Central, Sheung Wan, 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.

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.

(III) 召開股東特別大會

董事可酌情隨時召開股東特別大會。於提呈有關要求當日持有附帶權利於股東大會投票的本公司繳足股本不少於十分之一的一名或多名股東亦可要求召開股東特別大會。有關要求應以書面方式向董事或公司秘書提出，並送交本公司的香港主要營業地點（現時地址為香港上環干諾道中137-139號三台大廈9樓905室），以要求董事就處理有關要求所指任何事務召開股東特別大會。有關大會須於提出要求後兩個月內召開。倘於提出有關要求後二十一(21)日內董事仍未召開有關大會，則提出要求的人士可以相同形式自行召開大會，而提出要求人士因董事未有召開大會而產生的所有合理開支將由本公司向其償付。

本公司組織章程細則或開曼群島第22章公司法（一九六一年第3號法案，經綜合及修訂）概無有關股東在股東大會提出建議的程序的規定（提名候選董事的建議除外）。股東可根據上述程序召開股東特別大會以處理有關書面要求提出的任何事務。

股東週年大會通告連同上市規則規定須列明相關資料的隨附通函於大會前至少20個完整營業日向股東發出。於股東大會上的決定乃採納按股數投票表決方式，以確保每股股份均有一票投票權。按股數投票表決程序的詳情載於在大會前寄發予股東的通函，並於大會開始時加以解釋。投票表決結果於股東週年大會當日在本公司網站公佈。

(IV) PROCEDURES FOR PROPOSING A PERSON FOR ELECTION AS A DIRECTOR

Pursuant to the Article 113 of the articles of association of the Company, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the head office or at the registration office of the Company. The period for lodgement of the notices required will commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.

CONSTITUTIONAL DOCUMENTS

The Company has adopted the amended and restated memorandum and articles of association of the Company by special resolution passed on 29 June 2023 and effective on the same day. Save as disclosed, there was no change in the memorandum and articles of association of the Company.

(IV) 提名人士參選董事的程序

根據本公司組織章程細則第113條，概無任何人士（於會上退任的董事除外）有資格於任何股東大會上膺選董事，除非獲董事推薦膺選，且已發出書面通知表明建議提名相關人士膺選董事，亦附上獲提名人士簽署的書面通知表明願意膺選，交予本公司總辦事處或過戶登記處。發出所規定通知的限期，為不早於寄發有關推選董事之股東大會通告翌日起至不遲於該股東大會舉行日期前七日，惟可向本公司發出通知的最短期限不得少於七日。

章程文件

本公司已透過於二零二三年六月二十九日通過之特別決議案採納本公司經修訂及重列之組織章程大綱及細則，並於同日生效。除所披露者外，本公司之組織章程大綱及細則概無變動。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員履歷詳情

DIRECTORS

EXECUTIVE DIRECTORS

Mr. Steve Andrew Chen (陳安之), aged 58, is the Chairman of the Board. He was appointed as a Director on 3 October 2025, is a renowned speaker and one of best-selling author in Asia. He has over 30 years of experience in education and training. Mr. Chen has established himself as a leading authority, delivering impactful speeches at numerous conferences attended by thousands of participants. His impressive portfolio includes over a hundred events across more than 10 countries, with engagements in over 60 cities throughout mainland China. Mr. Chen has been featured in a variety of prominent media outlets in mainland China, including Sina.com, Alibaba, CCTV, Hunan TV, Jiangsu TV, and Shenzhen TV, reflecting his significant influence in the industry. His recent publications, *AI Successology* (AI成功學) (latest release in February 2025), newly launched to empower individuals and organizations to excel in today's competitive landscape, adapt to the evolving global economy, and achieve significant success.

Mr. Huang Wenji (黃文集), aged 57, Mr. Huang was appointed as a Director on 12 June 2014 and re-designated as an executive Director on 25 September 2014. He founded our Group in May 1996 and is responsible for the overall management, strategic development and major decision-making of our Group. Mr. Huang completed his secondary education in the PRC in July 1987.

Mr. Yang Guang (楊光), aged 57, was appointed as an executive Director on 25 September 2014. He joined our Group in November 2007 as financial controller as well as secretary to the board of directors of Fujian Jicheng Umbrella Co., Ltd. (福建集成傘業有限公司) ("Fujian Jicheng"). Mr. Yang has been the deputy general manager of Fujian Jicheng since November 2010, and is responsible for supervising our Group's production. He worked for 大冶特殊鋼股份有限公司 (Daye Special Steel Co., Ltd.) as finance officer from November 1999, and was promoted to finance manager in August 2001. He then worked for 福建潯興集團有限公司 (Fujian Xunxing Group Company Limited) as finance manager from May 2002 to October 2007. Mr. Yang graduated from Zhongnan University of Economics with finance major in July 1994.

Mr. Lin Zhenshuang (林貞雙), aged 47, was appointed as an executive Director on 25 September 2014. He joined our Group in August 2001. He is responsible for supervising our Group's sales and marketing operations. Mr. Lin graduated from Huaqiao University with a diploma in Japanese Language in June 2000.

董事

執行董事

陳安之先生，58歲，為董事會主席。彼於二零二五年十月三日獲委任為董事，是亞洲知名演說家及暢銷書作家，在教育培訓領域擁有逾30年經驗。作為行業權威人物，陳先生曾在眾多會議上發表頗具影響力的演講，吸引數千名與會者參與。彼曾參與各類活動逾百場，足跡遍佈十餘個國家，並深入中國內地60多個城市。陳先生曾獲中國內地多家主流媒體（包括新浪網、阿里巴巴、中央電視台、湖南衛視、江蘇衛視及深圳衛視）進行專題報道，彰顯其在業界的深遠影響力。其近期力作《AI成功學》（二零二五年二月最新出版）旨在賦能個人與組織，在當今充滿競爭的環境中脫穎而出，適應瞬息萬變的全球經濟形勢，實現卓越成就。

黃文集先生，57歲，黃先生於二零一四年六月十二日獲委任為董事並於二零一四年九月二十五日調任為執行董事。彼於一九九六年五月創建本集團，負責本集團之整體管理、策略發展及主要決策。黃先生於一九八七年七月在中國完成中學教育。

楊光先生，57歲，於二零一四年九月二十五日獲委任為執行董事。彼於二零零七年十一月加盟本集團，擔任財務總監以及福建集成傘業有限公司（「福建集成」）董事會秘書。自二零一零年十一月起，楊先生一直為福建集成之副總經理，並負責監管本集團之生產。彼自一九九九年十一月起任大冶特殊鋼股份有限公司之財務人員，並於二零零一年八月晉升為財務經理。之後，彼於二零零二年五月至二零零七年十月任福建潯興集團有限公司之財務經理。楊先生於一九九四年七月畢業於中南財經大學財政專業。

林貞雙先生，47歲，於二零一四年九月二十五日獲委任為執行董事。彼於二零零一年八月加盟本集團，負責監管本集團之銷售及市場推廣活動。林先生於二零零零年六月畢業於華僑大學，獲日語文憑。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員履歷詳情

Mr. Chung Kin Hung, Kenneth (鍾健雄), aged 59, was appointed an executive Director of the Company on 13 April 2015. He has more than 10 years' experience in project management and business strategic planning. Mr. Chung worked as a production manager in the field of consumer electronics products for over 5 years and his responsibilities mainly focused on overseeing the production process. Mr. Chung is responsible for the strategic planning and finance of the Group.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tso Sze Wai (曹思維), aged 55, was appointed as an independent non-executive Director on 7 October 2016. Mr. Tso holds a Bachelor degree in Commerce awarded by University of New South Wales, Australia and a postgraduate diploma in Computing in the University of Western Sydney, Australia. He is a member of the Hong Kong Institute of Certified Public Accountants. He has over 20 years of experience in accounting, corporate finance and corporate secretarial matters. He is also independent non-executive directors of China Asia Valley Group Limited (Stock Code: 63), Hop Fung Group Holdings Limited (Stock Code: 2320) and Willas-Array Electronics (Holdings) Limited (Stock Code: 854). He is also an independent non-executive directors of two companies the shares of which are listed on the Singapore Stock Exchange, namely Net Pacific Financial Holdings Limited (Stock Code: SGX:5QY), since July 2020 and KTL Global Limited (Stock Code: SGX:EB7), since June 2020 and subsequently resigned on August 2021. He was the company secretary of China Carbon Neutral Development Group Limited (Stock Code: 1372). He had held senior management positions in a number of listed companies in Hong Kong and Singapore.

Mr. Yang Xuetai (楊學太), aged 52, was appointed as an independent non-executive Director on 23 January 2015. Mr. Yang graduated from China Academy of Art with a bachelor degree in industrial design in July 1998 and a master degree in art in January 2010. He has been working for the art faculty of The Huaqiao University as assistant professor since 2010. He had also been a visiting scholar of Tunghai University in Taiwan for five months in 2012.

Ms. Lee Kit Ying, Winnie (李結英), aged 52, was appointed as an independent non-executive Director on 21 August 2015. Ms. Lee holds a Postgraduate certificate in Business Administration from The Open University of Hong Kong and Diploma in Accounting from The University of Hong Kong, School of Professional and Continuing Education. Ms. Lee has over 20 years of experience in finance and administration. She has worked for various foreign and multi-national organisation.

鍾健雄先生，59歲，於二零一五年四月十三日獲委任為本公司之執行董事。彼於項目管理及業務策劃方面擁有逾10年經驗。鍾先生在消費電子產品領域擔任生產經理逾五年之久，主要負責專注監視生產過程。鍾先生負責本集團之策略規劃及財務。

獨立非執行董事

曹思維先生，55歲，於二零一六年十月七日獲委任為獨立非執行董事。曹先生持有澳洲新南威爾士大學商學士學位及澳洲西悉尼大學電腦學研究生文憑。彼為香港會計師公會會員，於會計、企業財務及企業秘書事宜方面積逾20年經驗。彼亦為中亞烯谷集團有限公司（股份代號：63）、合豐集團控股有限公司（股份代號：2320）及威雅利電子（集團）有限公司（股份代號：854）之獨立非執行董事。彼亦自二零二零年七月及二零二零年六月起分別擔任兩家新加坡證券交易所上市公司利通太平洋金融控股有限公司（股份代號：SGX：5QY）及KTL Global Limited（股份代號：SGX：EB7）的獨立非執行董事，其後於二零二一年八月辭任。彼曾擔任中國碳中和發展集團有限公司（股份代號：1372）的公司秘書，亦曾於香港及新加坡多間上市公司出任高級管理層職位。

楊學太先生，52歲，於二零一五年一月二十三日獲委任為獨立非執行董事。楊先生於一九九八年七月畢業於中國美術學院，取得工業設計學士學位，並於二零一零年一月取得藝術碩士學位。彼自二零一零年起一直於華僑大學美術系任副教授。彼亦於二零一二年於台灣東海大學擔任五個月之訪問學者。

李結英女士，52歲，於二零一五年八月二十一日獲委任為獨立非執行董事。李女士持有香港公開大學頒授的工商管理深造證書及香港大學專業進修學院頒授的會計學文憑。李女士於財務及行政方面擁有逾20年經驗。彼曾於多家外資及跨國機構工作。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員履歷詳情

SENIOR MANAGEMENT

Mr. Liu Liangping (劉良平), aged 57, is the manager of the Group's research and development department. He joined our Group in 2000 as manager of the production department of Jinjiang Jicheng. He has later become the manager of the Group's research and development department and is responsible for supervising our Group's product design, and research and development operations. Mr. Liu completed his secondary education in the PRC in June 1986.

高級管理層

劉良平先生，57歲，為本集團研發部經理。彼於二零零零年加盟本集團，擔任晉江集成生產部經理。之後，彼成為本集團之研發部經理，負責監管本集團之產品設計以及研發事務。劉先生於一九八六年六月在中國完成中學教育。

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 2025.

PRINCIPAL PLACE OF BUSINESS

The Company was incorporated in the Cayman Islands. The Group's principal place of business is in the PRC.

PRINCIPAL ACTIVITIES

The principal activities of the Group are manufacture and sale of umbrellas and the relevant products. The principal activities and other particulars of the subsidiaries are set out in note 33 to the consolidated financial statements.

BUSINESS REVIEW

A business review in respect of the Group's performance for the year ended 31 December 2025 and the material factors underlying its results and financial position, principal risks and uncertainties facing the Group, as well as the Group's environmental policies, are set out in the section headed "Management Discussion and Analysis" on pages 6 to 13 of this report.

ENVIRONMENTAL POLICIES AND COMPLIANCE WITH LAWS AND REGULATIONS

The Group is committed to the long term sustainability of the environment and communities in which it operates. The Group is committed adopt effective measures to achieve efficient use of resources, energy saving and waste reduction. We strive to minimize our environmental impact by energy saving, recycling of used papers, office supplies and other materials. For details, please refer to the Environmental, Social and Governance (ESG) Report.

During the year, the Group was not aware of any incidence of non-compliance with the relevant laws and regulations that have a significant impact on the Group's business and operations.

董事欣然提呈本年報連同本集團截至二零二五年十二月三十一日止年度經審核綜合財務報表。

主要業務地點

本公司在開曼群島註冊成立。本集團的主要業務地點位於中國。

主要業務

本集團的主要業務為製造及銷售雨傘及相關產品。附屬公司的主要業務及其他詳情載於綜合財務報表附註33。

業務回顧

有關本集團截至二零二五年十二月三十一日止年度之表現及與其業績以及財務狀況相關的重要因素、本集團面臨的主要風險及不確定因素以及本集團的環境政策之業務回顧載於本報告第6至13頁「管理層討論與分析」一節。

環境政策與遵守法律及法規

本集團致力於維持其運營所在環境及社區的長期可持續發展，努力採取有效措施以實現資源的高效利用、節能及減廢目標。我們透過節約能源、回收廢棄紙張、辦公用品及其他材料盡最大努力減輕對環境的影響。有關詳情，請參閱環境、社會及管治報告。

年內，本集團並不知悉對本集團的業務及營運有重大影響的任何違反相關法律及法規之事項。

REPORT OF THE DIRECTORS

董事會報告

RELATIONS WITH KEY STAKEHOLDERS

The Board recognises that our employees are one of the greatest assets contributing to the Group's future success. The Group strives to motivate its employees with competitive remuneration package and opportunities for advancement and improvement of their skills to attract and retain our employees. The Board reviews the remuneration package of our employees annually and makes necessary adjustments to conform to the prevailing market practices. The Group also adopted share options scheme to reward the contribution of the employees as an incentive.

The Board also strives to develop long-standing and good relationships with our customers and suppliers in order to achieve the Group's long-term goals.

During the year, there was no significant dispute between the Group and our business partners.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2025, aggregate sales to the Group's largest and top five customers accounted for approximately 18% (2024: approximately 23%) and approximately 53% (2024: approximately 63%), respectively, of the Group's total Revenue for the year.

During the year ended 31 December 2025, aggregate purchases from the Group's largest and top five suppliers of raw materials accounted for approximately 7% (2024: approximately 13%) and approximately 29% (2024: approximately 44%), respectively, of the Group's total purchases for the year.

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 the Group's top five customers and suppliers.

與主要利益相關方之關係

董事會深明僱員是確保本集團未來成功最寶貴的資產之一。本集團努力以具競爭力的薪酬待遇激勵僱員，並提供晉升及提升技能的機會以吸引並挽留僱員。董事會每年審閱本集團僱員的薪酬待遇並作出必要調整以適應當前市場實際狀況。本集團亦已採納購股權計劃作為獎勵僱員所作貢獻的一項激勵措施。

董事會亦致力於發展與本集團客戶及供應商的長期良好關係，以實現本集團的長期目標。

年內，本集團與其業務夥伴之間並無任何重大糾紛。

主要客戶及供應商

截至二零二五年十二月三十一日止年度，對本集團最大及五大客戶的總銷售額分別佔本集團於本年度的總收益的約18%（二零二四年：約23%）及約53%（二零二四年：約63%）。

截至二零二五年十二月三十一日止年度，對本集團最大及五大原材料供應商的總採購額分別佔本集團於本年度的總採購額的約7%（二零二四年：約13%）及約29%（二零二四年：約44%）。

年內概無任何董事、彼等的聯繫人或任何本公司股東（據董事所知擁有本公司已發行股本5%以上）擁有本集團五大客戶及供應商的任何權益。

REPORT OF THE DIRECTORS

董事會報告

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 140 of the annual report. This summary does not form part of the audited consolidated financial statements.

FINANCIAL STATEMENTS

The results of the Group for the year ended 31 December 2025 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 58 to 139 of the annual report.

PROPERTY, PLANT AND EQUIPMENT

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

RESERVES

Details of reserves of the Company and the Group are set out in note 32(B) and the consolidated statement of changes in equity respectively.

DISTRIBUTABLE RESERVES

There was no reserve available for distribution to the shareholders of the Company as at 31 December 2025.

FINAL DIVIDEND

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2025 (2024: nil).

五年財務概要

本集團於最近五個財政年度的業績及資產以及負債概要載於年報第140頁。此概要不屬於經審核綜合財務報表之部分。

財務報表

本集團截至二零二五年十二月三十一日止年度的溢利，以及本公司與本集團於該日的事務狀況載於年報第58至139頁的綜合財務報表內。

物業、廠房及設備

本集團於截至二零二五年十二月三十一日止年度的物業、廠房及設備的變動詳情載於綜合財務報表附註17。

儲備

本公司及本集團之儲備詳情分別載於附註32(B)及綜合權益變動表。

可分派儲備

本公司於二零二五年十二月三十一日並無可供分派予股東的儲備。

末期股息

董事不建議派發截至二零二五年十二月三十一日止年度之末期股息（二零二四年：無）。

REPORT OF THE DIRECTORS

董事會報告

DIVIDEND POLICY

The Board regularly reviews and manages its capital structure to ensure an optimal capital structure and shareholder returns when its dividend policy considers:

- the Group's actual and expected financial performance;
- retained earnings and distributable reserves of the Group;
- return on equity and other corresponding restrictions of the Group;
- the Group's capital requirement and surplus;
- the Group's liquidity position;
- general economic conditions, business cycle of the Group's business and internal or external factors that may have an impact on the business, financial results and position of the Company; and
- other factors that the Board deems relevant.

The Board will continue to review the Group's dividend policy from time to time and there can be no assurance that dividends will be paid in any particular amount for any given period. The payment of dividend is also subject to any restrictions under the applicable laws and the Company's Articles of Association.

CHARITABLE DONATIONS

During the year, the Group donated approximately RMB2,542,000 (2024: approximately RMB156,000).

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 28 to the consolidated financial statements.

股息政策

董事會定期審閱及管理其資本架構以在其股息政策考慮以下各項時確保最理想的資本架構及股東回報：

- 本集團的實際及預期財務表現；
- 本集團的保留盈利及可分派儲備；
- 本集團的股本回報及其他相應限制；
- 本集團的資本需求及盈餘；
- 本集團的流動資金狀況；
- 整體經濟狀況、本集團業務的業務週期以及可能對本公司的業務、財務業績及狀況有影響之內外部因素；及
- 董事會視為相關的其他因素。

董事會將繼續不時審閱本集團的股息政策，但可能無法保證將就任何特定期間派付任何特定金額的股息。股息的派付亦受到適用法律及本公司組織章程細則項下任何限制的影響。

捐贈

年內，本集團捐贈約人民幣2,542,000元（二零二四年：約人民幣156,000元）。

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28。

REPORT OF THE DIRECTORS

董事會報告

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 latest practicable date prior to issue of this report, the Company has maintained the prescribed public float under the Listing Rules.

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 was 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 2025.

DIRECTORS

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

EXECUTIVE DIRECTORS

Mr. Steve Andrew Chen (appointed as a Director on 3 October 2025)
Mr. Huang Wenji
Mr. Yang Guang
Mr. Lin Zhenshuang
Mr. Chung Kin Hung, Kenneth

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tso Sze Wai
Mr. Yang Xuetai
Ms. Lee Kit Ying, Winnie

On 3 October 2025, Mr. Steve Andrew Chen ("Mr. Chen") was appointed as an executive Director and Chairman of the Board. In compliance with Rule 3.09D of the Listing Rules, Mr. Chen received training and legal advice on 3 October 2025, prior to his appointment taking effect. Mr. Chen confirmed that he has understood his obligation as a director of the Company. In accordance with the Company's Article of Association, Mr. Chen shall remain as a director of the Company until the following annual general meeting of the Company and will be eligible for re-election at that meeting.

足夠的公眾持股量

根據本公司公開取得的資料，以及就本公司董事所知，於本報告刊發前的最後實際可行日期，本公司維持上市規則所規定的公眾持股量。

優先購買權

本公司的組織章程細則或本公司註冊成立所在地開曼群島的法例並無優先購買權條款。

購買、出售或贖回本公司的上市證券

本公司或其任何附屬公司於截至二零二五年十二月三十一日止年度概無購買、贖回或出售本公司任何上市證券。

董事

於財政年度內及截至本報告日期之董事為：

執行董事

陳安之先生（於二零二五年十月三日獲委任為董事）
黃文集先生
楊光先生
林貞雙先生
鍾健雄先生

獨立非執行董事

曹思維先生
楊學太先生
李結英女士

於二零二五年十月三日，陳安之先生（「陳先生」）獲委任為本公司執行董事及主席。根據上市規則第3.09D條，陳先生已於其委任生效日期前之二零二五年十月三日接受培訓及法律意見。陳先生確認已理解其作為本公司董事須承擔的責任。根據本公司組織章程細則，陳先生將出任本公司董事職務直至本公司下屆股東週年大會為止，並符合資格於該大會上重選連任。

REPORT OF THE DIRECTORS

董事會報告

Pursuant to Article 108 and Article 112 of the Company's articles of association, Mr. Steve Andrew Chen and Mr. Chung Kin Hung, Kenneth being executive Directors, and Mr. Tso Sze Wai, being independent non-executive Director shall retire at the forthcoming annual general meeting. All the retiring Directors are eligible for re-elections.

During the year and up to the date of this Directors' Report, Mr. Huang Wenji, Mr. Yang Guang, Mr. Lin Zhenshuang and Mr. Chung Kin Hung, Kenneth are also directors of certain subsidiaries of the Company. Other director of the Company's subsidiaries include Mr. Chen Ruixin.

DIRECTORS' SERVICE CONTRACTS

None of the Directors, including those proposed for re-election at the forthcoming annual general meeting, has a service agreement which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or in existence during the year ended 31 December 2025.

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 IN SECURITIES

As at 31 December 2025, the interests or short positions of the Directors and the chief executive in the shares, underlying shares or debentures of the Company and its associated corporations of the Company, within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

根據本公司的組織章程細則第108條及第112條，執行董事陳安之先生及鍾健雄先生以及獨立非執行董事曹思維先生將於應屆股東週年大會退任。全體退任董事均符合資格膺選連任。

於年內及直至本董事會報告日期，黃文集先生、楊光先生、林貞雙先生及鍾健雄先生亦為本公司若干附屬公司之董事。本公司附屬公司的其他董事包括陳瑞鑫先生。

董事服務合約

概無董事（包括建議於應屆股東週年大會上重選之董事）訂有不可由本公司於一年內免付補償（法定補償除外）而予以終止的服務協議。

管理合約

截至二零二五年十二月三十一日止年度，概無就本集團整體或任何業務重大部分的管理及行政工作訂立或存續任何合約。

獨立身份確認

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出的年度獨立身份確認書，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證券的權益

於二零二五年十二月三十一日，董事及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、相關股份或債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例的有關條文被當作或視為擁有的權益及淡倉），或根據標準守則須知會本公司及聯交所的權益或淡倉如下：

REPORT OF THE DIRECTORS

董事會報告

LONG POSITIONS IN THE COMPANY

於本公司的好倉

Name of Director	Nature of Interests	Capacity	Number of issued shares 已發行 股份數目	Approximately percentage of shareholding* 概約 持股百分比*
董事姓名	權益性質	身份		
Mr. Huang Wenji 黃文集先生	Long Position 好倉	Beneficial owner 實益擁有人	1,890,000	0.46%
Mr. Yang Guang 楊光先生	Long Position 好倉	Beneficial owner 實益擁有人	1,890,000	0.46%
Mr. Lin Zhenshuang 林貞雙先生	Long Position 好倉	Beneficial owner 實益擁有人	1,890,000	0.46%
Mr. Chung Kin Hung, Kenneth 鍾健雄先生	Long Position 好倉	Beneficial owner 實益擁有人	1,890,000	0.46%
Mr. Tso Sze Wai 曹思維先生	Long Position 好倉	Beneficial owner 實益擁有人	1,890,000	0.46%
Ms. Lee Kit Ying, Winnie 李結英女士	Long Position 好倉	Beneficial owner 實益擁有人	1,890,000	0.46%

Saved as disclosed above, as at 31 December 2025, none of the Directors and the chief executives of the Company and their respective associates had any interests and short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register of the Company required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

* The percentage of interest in the Company is calculated by reference to the number of ordinary shares in issue as at 31 December 2025, that is 412,550,000 ordinary shares of the Company.

除上文披露者外，於二零二五年十二月三十一日，按照本公司根據證券及期貨條例第352條須存置的登記冊所載，或根據標準守則已知會本公司及聯交所者，概無董事及本公司主要行政人員及彼等各自的聯繫人於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中擁有任何權益及淡倉。

* 本公司權益百分比乃參考於二零二五年十二月三十一日的已發行普通股數量（即412,550,000股本公司普通股）計算。

REPORT OF THE DIRECTORS

董事會報告

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 31 December 2025, the persons or corporations who had an interest or short position in the shares or underlying shares of the Company which were required to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register to be kept under section 336 of the SFO were as follows:

主要股東的權益及淡倉

於二零二五年十二月三十一日，以下人士或法團於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露或記錄於按證券及期貨條例第336條規定所存置登記冊的權益或淡倉：

Name of Director 董事姓名／名稱	Nature of interests 權益性質	Capacity 身份	Number of shares interested 股份數目	Approximate percentage of shareholding* 概約持股百分比*
Benefit Gateway Limited	Long position 好倉	Beneficial owner 實益擁有人	123,140,900	29.85%
Ms. Lou (Note 1)	Long position	Interest in a controlled corporation and beneficial owner	123,140,900	29.85%
盧秀梅女士（附註1）	好倉	於受控制法團的權益及實益擁有人		

Notes:

1. Benefit Gateway Limited is wholly and beneficially owned by Ms. Lou Sao Mui. Accordingly, Ms. Lou Sao Mui is deemed to be interested in the shares held by Benefit Gateway Limited under the SFO.

* The percentage of interest in the Company is calculated by reference to the number of ordinary shares in issue as at 31 December 2025, that is 412,550,000 ordinary shares of the Company.

附註：

1. Benefit Gateway Limited 由盧秀梅女士全資及實益擁有。因此，根據證券及期貨條例，盧秀梅女士被視作於 Benefit Gateway Limited 所持股份中擁有權益。

* 本公司權益百分比乃參考於二零二五年十二月三十一日的已發行普通股數量（即 412,550,000 股本公司普通股）計算。

REPORT OF THE DIRECTORS

董事會報告

Save as disclosed above, as at 31 December 2025, the Directors were not aware of any other persons or corporation having an interest or short position in shares or underlying shares of the Company which were required to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 December 2025, except for those disclosed in note 30 to the consolidated financial statements, the Group had no material connected transactions and continuing connected transactions between the Group and its connected persons (as defined under the Listing Rules) which are subject to the reporting, announcement and the independent shareholders' approval requirement under the Listing Rules.

DIRECTORS' INTEREST IN CONTRACTS

No 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.

EQUITY-LINKED AGREEMENTS

Save for the share option scheme of the Company as disclosed in the section headed "Share Option Scheme" below, no equity-linked agreements were entered into by the Group, or existed during the year.

PERMITTED INDEMNITY PROVISION

Under the Articles of Association, every Director or other officers of the Company acting in relation to any of the affairs of the Company shall be entitled to be indemnified against all actions, costs, charges, losses, damages and expenses which he/she may incur or sustain in or about the execution of his/her duties in his/her office. The Company has arranged appropriate insurance cover in respect of legal action against its Directors and officers.

除上文披露者外，於二零二五年十二月三十一日，董事並不知悉有任何其他人士或法團於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露或記錄於按證券及期貨條例第336條規定所存置登記冊的權益或淡倉。

關連交易及持續關連交易

截至二零二五年十二月三十一日止年度，除綜合財務報表附註30所披露者外，本集團與其關連人士（定義見上市規則）並無進行須遵守上市規則項下的申報、公佈及獨立股東批准規定的重大關連交易及持續關連交易。

董事於合約的權益

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合約中擁有重大權益。

股權掛鈎協議

除下文「購股權計劃」一節披露之本公司購股權計劃外，年內，本集團概無訂立任何股權掛鈎協議，亦無任何該等協議存續。

獲准許之彌償條文

根據組織章程細則，就本公司任何事務而行使的本公司各董事或其他高級職員有權就其因履行職責而可能產生或蒙受的所有訴訟、成本、費用、損失、損害及開支獲得彌償。本公司已就針對其董事及高級職員的法律訴訟安排適當之保險。

REPORT OF THE DIRECTORS

董事會報告

NON-COMPETITION UNDERTAKING BY DIRECTOR

The independent non-executive Directors have also reviewed the confirmation given by Mr. Huang Wenji being executive director of the Company, to ensure his compliance with the non-competition undertakings as disclosed in the prospectus (the “Prospectus”) of the Company dated 3 February 2015.

OTHER UNDERTAKINGS BY DIRECTOR

As disclosed in the Prospectus, the Mr. Huang Wenji, the executive director has also undertaken to indemnify the Group against all actions, claims, demands, proceedings, costs and expenses, losses and liabilities whatsoever made, suffered or incurred by the Group arising from (i) the restructuring and reorganisation undergone by the Group on or before the date on which the global offering becomes unconditional; or (ii) the Group’s non-compliance with the PRC laws, rules and regulations as disclosed under the paragraph headed “Business – Non-compliance” of the Prospectus. No provision has been made for the above during the year ended 31 December 2025.

CONTRACTS WITH CONTROLLING SHAREHOLDERS

There had been no contract of significance between the Company or any of its subsidiaries and controlling shareholders (as defined in the Listing Rules) of the Company or any of its subsidiaries during the year.

COMPETING BUSINESS

None of the Directors or any of their respective associates, has engaged in any business that competes or may compete with the business of the Group, or has any other conflict of interest with the Group.

董事的不競爭承諾

獨立非執行董事亦已審閱本公司執行董事黃文集先生的確認書，以確保其遵守不競爭承諾（詳情披露於本公司日期為二零一五年二月三日之招股章程（「招股章程」））。

董事之其他承諾

誠如招股章程所披露，執行董事黃文集先生亦已承諾就本集團因(i)本集團於全球發售成為無條件之日或之前進行重組或重整；或(ii)招股章程「業務－不合規」一段所披露本集團違反中國法律、制度及法規之事件所引起而採取、遭受或產生的所有行動、申索、要求、法律程序、成本及開支、損失及責任而對本集團作出彌償保證。本公司於截至二零二五年十二月三十一日止年度概無就上述費用計提撥備。

與控股股東的合約

本公司或其任何附屬公司與本公司或其任何附屬公司的控股股東（定義見上市規則）於年內並無訂立重大合約。

競爭業務

概無董事或彼等各自的任何聯繫人從事任何與本集團業務構成或可能構成競爭的業務，或與本集團有任何其他利益衝突。

REPORT OF THE DIRECTORS

董事會報告

SHARE OPTION SCHEME

The existing share option scheme was expired on 22 January 2025. To comply with the amendments to Chapter 17 of the Listing Rules which has come into effect on 1 January 2023, the Company proposes to adopt the new share option scheme.

At the extraordinary general meeting of the Company held on 19 December 2025, the shareholders of the Company approved the adoption of a new share option scheme (the “New Share Option Scheme”) under which the Directors may grant options to eligible participants to subscribe for the Company’s shares subject to the terms and conditions as stipulated therein. Unless otherwise cancelled or amended, the 2025 Scheme will remain valid for a period of 10 years from the date of its adoption. The terms of the Scheme are in accordance with the provisions of Chapter 17 of the Listing Rules. The following is a summary of the principal terms of the New Share Option Scheme adopted.

PURPOSE OF THE NEW SHARE OPTION SCHEME

The purpose of the New Share Option Scheme is to provide eligible participants to recognize and acknowledge the contributions which the eligible participants have made to the Group and to encourage eligible participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and the Shareholders as a whole.

EMPLOYEE PARTICIPANTS

The eligible participants include Directors (including independent non-executive Directors) and employees of any member of the Group.

MAXIMUM ENTITLEMENT OF EACH PARTICIPANT

The total number of shares issued and to be issued upon exercise of options and/or vesting of awards involving new shares granted and to be granted (whether under the New Share Option Scheme or any other share scheme) to any single eligible participant, whether or not already a grantee, in any 12-month period shall be subject to a limit that it shall not exceed 1% of the shares in issue (excluding treasury shares, if any) at the relevant time (the “Individual Limit”).

購股權計劃

現有購股權計劃已於二零二五年一月二十二日屆滿。為遵守於二零二三年一月一日生效的上市規則第17章之修訂，本公司建議採納新購股權計劃。

於二零二五年十二月十九日舉行的本公司股東特別大會上，本公司股東批准採納新購股權計劃（「新購股權計劃」），據此，董事可按購股權計劃所載條款及條件向合資格參與者授出購股權以認購本公司股份。除非另行取消或修訂，否則二零二五年計劃自採納日期起計10年內維持有效。計劃條款符合上市規則第17章的規定。以下為所採納新購股權計劃的主要條款概要。

新購股權計劃的目的

新購股權計劃的目的是表彰及認可合資格參與者對本集團的貢獻，並鼓勵合資格參與者致力提升本公司及其股份的價值，促進本公司及股東的整體利益。

僱員參與者

合資格參與者包括任何本集團成員公司的董事（包括獨立非執行董事）及僱員。

各參與者的最高配額

於任何12個月期間因行使已授出及將授出購股權及／或歸屬涉及新股份的獎勵（無論根據新購股權計劃或任何其他股份計劃）予任何一位合資格參與者（無論已經是獲授人與否）而發行及將予發行的股份總數，不得超過當時已發行股份（不包括庫存股份（如有））的1%（「個別上限」）。

REPORT OF THE DIRECTORS

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Any grant or further grant of options to an eligible participant (whether or not already a grantee) which would result in the shares issued and that may be issued upon exercise of all options and/or vesting of all awards involving new shares granted and to be granted (whether under the New Share Option Scheme or any other share scheme) to such eligible participant (excluding those shares issued or issuable in respect of options and/or awards lapsed in accordance with the terms of the corresponding scheme) in the 12-month period up to and including the date of such further grant exceeding the Individual Limit shall be subject to the prior approval of shareholders, on which approval the eligible participant, his or her close associates (or associates, if the eligible participant is a connected person) shall abstain from voting. The Company shall send a circular to the shareholders containing all the terms required under the Listing Rules. The number and terms of options proposed to be granted to such eligible participant shall be fixed before shareholders' approval is sought. In respect of any options to be granted, the date of the board meeting for proposing such grant should be taken as the date of grant for the purpose of calculating the exercise price.

SCHEME LIMIT

The total number of new Shares which may be issued in respect of all options and awards to be granted under the New Share Option Scheme and all other share scheme(s) which are funded by the issue of new Shares, must not exceed 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of approval of the New Share Option Scheme.

PERIOD OF THE NEW SHARE OPTION SCHEME

The New Share Option Scheme will remain in force for a period of ten years commencing on 19 December 2025, being the date of adoption of the New Share Option Scheme, to 18 December 2035.

TIME OF ACCEPTANCE OF THE OFFER AND CONSIDERATION FOR THE OPTION

An offer of the grant of an option may be accepted within 30 days from the offer date together with a remittance of HK\$1.00 by way of consideration for the grant.

倘若授出或進一步授出購股權予合資格參與者（無論已經是獲授人與否），將導致已發行股份及因行使截至有關進一步授出日期（包括當日）前12個月內該合資格參與者所獲授及可獲授的所有購股權及／或歸屬所有涉及新股份的獎勵（無論根據新購股權計劃或任何其他股份計劃）而可能發行的股份（購股權及／或獎勵根據相應的計劃條款失效所涉及的已發行或可發行股份除外）超出個別上限，則須事先取得股東批准。該合資格參與者及其緊密聯繫人（或如該合資格參與者為關連人士，則其聯繫人）均須就上述批准放棄投票。本公司須根據上市規則規定，向股東寄發一份載有所有條款的通函。擬授予該合資格參與者的購股權的數量及條款應在尋求股東批准前訂定。對於擬授出的任何購股權，就計算購股權的行使價而言，建議授出的董事會會議日期應視為授出日期。

計劃限額

根據新購股權計劃及所有其他股份計劃將予授出並由發行新股份撥付的所有購股權及獎勵而可發行的新股份總數，不得超過批准新購股權計劃之日已發行股份總數（不包括庫存股份（如有））的10%。

新購股權計劃期限

新購股權計劃將於二零二五年十二月十九日（即新購股權計劃採納日期）起至二零三五年十二月十八日止十年期間維持有效。

接納要約之時間及購股權代價

授出購股權之要約可於要約日期起計30日內獲接納，並支付1.00港元作為授出要約之代價。

VESTING PERIOD

The vesting period in respect of any option granted to any eligible participant shall not be less than 12 months from the date of grant. However, where the eligible participant is an employee, the Remuneration Committee (in the case where such employee is a Director or a senior manager identified by the Company) or the Directors (in the case where such employee is neither a director nor a senior manager identified by the Company) shall have the authority to determine a shorter vesting period, if the Remuneration Committee (or, as the case may be, the directors) considers that a shorter vesting period is appropriate to align with the purpose of the New Share Option Scheme. Please refer to the circular dated 2 December 2025 for the detail of the exhaustive circumstances which may trigger a shorter vesting period.

EXERCISE PRICE

The exercise price in relation to each option shall be determined by the Board in its absolute discretion but in any event shall not be less than the higher of (i) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant; and (ii) the average closing price of the shares as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the date of grant.

TRANSFER OR ASSIGNMENT

An option shall be personal to the grantee and shall not be assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any option or attempt so to do. Any breach of the foregoing shall entitle the Company to cancel any outstanding options or part thereof granted to such grantee (including, but not limited to, the option in question).

TERMINATION OF THE NEW SHARE OPTION SCHEME

The Company by resolution in general meeting or the Board may at any time terminate the operation of the New Share Option Scheme and in such event no further options shall be granted thereunder but in all other respects the provisions of the New Share Option Scheme shall in all other respects remain in force and options granted prior to such termination shall continue to be valid and exercisable in accordance with the New Share Option Scheme.

歸屬期

授予任何合資格參與者的任何購股權的歸屬期不得少於授出日期起12個月。然而，合資格參與者為僱員之情況下，倘薪酬委員會（或董事（視乎情況而定））認為較短歸屬期就符合新購股權計劃目的而言屬適當，則薪酬委員會（倘有關僱員為董事或本公司指定之高級管理人員）或董事（倘有關僱員並非董事或本公司指定之高級管理人員）應有權釐定較短歸屬期。有關可能觸發較短歸屬期的詳盡情況，請參閱日期為二零二五年十二月二日的通函。

行使價

每份購股權的行使價將由董事會全權酌情釐定，惟在任何情況下均不得低於以下兩者中的較高者：(i) 股份於授出日期在聯交所每日報價表所載的收市價；及(ii) 股份於緊接授出日期前五個營業日在聯交所每日報價表所載的平均收市價。

轉讓或出讓

購股權乃屬獲授人個人所有，且不可出讓；獲授人不得以任何方式出售、轉讓、質押、按揭、以任何第三方為受益人或就任何購股權設置產權負擔或任何權益（法定或實益）或擬作此行動。如有違反任何上述限制，本公司有權註銷該獲授人獲授的任何尚未行使購股權或部分購股權（包括但不限於本規定所涉及的購股權）。

終止新購股權計劃

本公司透過股東大會決議案或董事會可隨時終止新購股權計劃的運作，在此情況下，不得再授出購股權，惟就其他各方面而言，新購股權計劃的條文仍維持有效，而在終止計劃前授出的購股權將根據新購股權計劃維持有效及可予行使。

REPORT OF THE DIRECTORS

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As at 31 December 2025, the total number of securities available for issue under the New Share Option Scheme was 41,255,000 shares, representing 10% the total number of issued shares of the Company.

- (i) the number of options available for grant under the scheme mandate of the share option scheme at the beginning and the end of the financial year 2025 (the “FY2025”) were 41,255,000 Shares and nil Shares respectively;

the number of options available for grant under the scheme mandate of the New Share Option Scheme at the beginning and the end of the financial year 2025 (the “FY2025”) were nil Shares and 41,255,000 Shares respectively;

- (ii) the number of shares that may be issued in respect of options and awards granted under the New Share Option Scheme of the Company during FY2025 divided by the weighted average number of Shares in issue for FY2025 was approximately 4.54%; and

- (iii) Taking into consideration that the grant is to provide incentives or rewards to the grantee, which is critical for the Company's future development and growth, the Remuneration Committee of the Company is of the view that it is not necessary to set any performance target or clawback mechanism for the grant of Share Options because such grant could retain high-calibre employees for the continual operation and development of the Group. As such, the arrangement is aligned with the purpose of the New Share Option Scheme.

The Remuneration Committee is tasked within its term of reference to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules. Following the Consultation Conclusions on Proposed Amendments to Listing Rules relating to Share Schemes of Listed Issuers and Housekeeping Rule Amendment published by the Stock Exchange in July 2022, Chapter 17 of the Listing Rules was amended and became effective from 1 January 2023.

於二零二五年十二月三十一日，根據新購股權計劃可供發行的證券總數為41,255,000股股份，佔本公司已發行股份總數的10%。

- (i) 於二零二五財政年度（「二零二五財年」）年初及年末，根據購股權計劃之計劃授權可供授出的購股權數目分別為41,255,000份及零份；

於二零二五財政年度（「二零二五財年」）年初及年末，根據新購股權計劃之計劃授權可供授出的購股權數目分別為零份及41,255,000份；

- (ii) 二零二五財年根據本公司新購股權計劃授出的購股權及獎勵而可能發行的股份數目除以二零二五財年已發行股份的加權平均數約為4.54%；及

- (iii) 考慮到授予購股權的目的是向對本公司未來發展及增長起著關鍵作用的承授人提供激勵或回報，本公司薪酬委員會認為，毋須就授予購股權設定任何表現目標或回撥機制，因為授予購股權可挽留優秀員工為本集團的持續營運及發展效力。因此，此項安排與新購股權計劃的目的之一致。

薪酬委員會負責於其職權範圍內審閱及／或批准上市規則第17章項下有關股份計劃的事宜。繼聯交所於二零二二年七月刊發建議修訂有關上市發行人股份計劃的《上市規則》條文的諮詢總結後，上市規則第17章已作出修訂，並自二零二三年一月一日起生效。

REPORT OF THE DIRECTORS

董事會報告

The following table disclosed movements in the Company's share options during the year:

下表披露本公司購股權於本年度之變動：

Name or category of participants	Date of grant	Exercise period	Adjusted exercise price (HK\$)	Outstanding as at 01.01.2025	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding as at 31.12.2025
參與者名稱或類別	授出日期	行使期	經調整行使價 (港元) (Note 1) (附註1)	於二零二五年一月一日尚未行使	年內已授出	年內已行使	年內已失效	於二零二五年十二月三十一日尚未行使

Category: Employees

類別：僱員

Employees 僱員	10 April 2019 二零一九年四月十日	10 April 2019 to 9 April 2029 二零一九年四月十日至 二零二九年四月九日	0.900	18,750,000	-	-	-	18,750,000
				18,750,000	-	-	-	18,750,000

Note:

附註：

- The exercise price and the number of share options granted has been adjusted for the Share Consolidation which was effective on 6 July 2020.
- 18,750,000 share options to employees granted on 10 April 2019 were immediately vested at the date of grant.

- 已授出購股權的行使價及數量已因於二零二零年七月六日生效的股份合併作出調整。
- 於二零一九年四月十日授予僱員之18,750,000份購股權於授出日期即時歸屬。

ARRANGEMENT FOR DIRECTORS TO PURCHASE SHARES OR DEBENTURES

At no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director of the Company or their respective spouses or minor children, or were such rights exercised by them, or was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of the Company or any other body corporate.

董事購買股份或債權證的安排

於年內任何時間，概無向任何本公司董事或彼等各自之配偶或未成年子女授出透過收購本公司股份或債權證而獲益的權利，彼等亦無行使該等權利，且本公司、其控股公司或其任何附屬公司並無於年內任何時間為讓本公司董事可透過收購本公司或任何其他法團的股份或債務證券（包括債權證）獲利的任何安排的訂約方。

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. During the years ended 31 December 2025 and 2024, the Group had no forfeited contributions under the MPF scheme and the retire benefit scheme in the PRC that might be used by the Group to reduce the existing level of contributions.

退休計劃

本集團就其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。截至二零二五年及二零二四年十二月三十一日止年度，本集團強制性公積金計劃及中國退休福利計劃項下並無被沒收之供款，可用於降低現有供款水平。

REPORT OF THE DIRECTORS

董事會報告

CORPORATE GOVERNANCE

The Company is committed to adopt corporate governance practice. The Company's corporate governance practices are set out in the Corporate Governance Report on pages 14 to 29.

AUDITORS

On 29 October 2024, Elite Partners CPA Limited resigned as the auditor of the Company and Infinity CPA Limited ("Infinity") was appointed as the auditor of the Company to fill the vacancy following the resignation of Elite Partners CPA Limited. Please refer to the announcement of the Company dated 29 October 2024 for more details regarding the change of auditor.

The consolidated financial statements of the Company for the year ended 31 December 2025 were audited by Infinity. Infinity shall retire as auditor of the Company at the forthcoming annual general meeting and shall be subject to appointment by the shareholders. A resolution for the re-appointment of Infinity as auditor of the Company will be proposed at the forthcoming annual general meeting.

IMPORTANT EVENTS AFFECTING THE GROUP AFTER THE END OF THE PERIOD

Reference is made to the announcements of the Company dated 3 March 2026, 20 March 2026 and 26 March 2026 (the "Announcements") in relation to, amongst others, the placing of new shares under general mandate (the "Placing") and its completion on 26 March 2026. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

After trading hours on 3 March 2026, the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Company has appointed the Placing Agent to procure, on a best efforts basis, placees to subscribe for up to 5,000,000 new shares at a price of HK\$1.80 per Placing Share. The gross proceeds from the Placing were approximately HK\$9.0 million and the net proceeds were approximately HK\$8.7 million. It was intended that the net proceeds from Placing would be utilised for the following arrangements: (i) The net proceeds of HK\$3.7 million are used for the development of new business; (ii) The net proceeds of HK\$5.0 million are used for general working capital as for salaries expenses, including directors' emoluments and other staff costs.

Details of the Placing and Placing Agreement, please refer to the Announcements.

企業管治

本公司致力於採納企業管治常規。本公司的企業管治常規載於第14至29頁的企業管治報告。

核數師

於二零二四年十月二十九日，開元信德會計師事務所有限公司辭任本公司核數師，致寶信勤會計師事務所有限公司（「致寶信勤」）獲委任為本公司核數師，以填補開元信德會計師事務所有限公司辭任後出現之臨時空缺。有關核數師變動之更多詳情，請參閱本公司日期為二零二四年十月二十九日之公佈。

本公司截至二零二五年十二月三十一日止年度之綜合財務報表乃由致寶信勤審核。致寶信勤將於應屆股東週年大會上退任本公司核數師，其續聘須經股東批准。續聘致寶信勤為本公司核數師之決議案將於應屆股東週年大會上提呈。

期末後影響本集團的重大事件

茲提述本公司日期為二零二六年三月三日、二零二六年三月二十日及二零二六年三月二十六日之公佈（「該等公佈」），內容有關（其中包括）根據一般授權配售新股份（「配售事項」）及其已於二零二六年三月二十六日完成。除非另有界定，本文所用詞彙與該等公佈所界定者具有相同涵義。

於二零二六年三月三日交易時段後，本公司與配售代理訂立配售協議，據此，本公司已委任配售代理按盡力基準促使承配人認購最多5,000,000股新股份，每股配售股份價格為1.80港元。配售事項所得款項總額約為9.0百萬港元，所得款項淨額約為8.7百萬港元。配售事項所得款項淨額擬用於以下安排：(i) 所得款項淨額3.7百萬港元用於發展新業務；(ii) 所得款項淨額5.0百萬港元用作一般營運資金，以支付薪金開支，包括董事酬金及其他員工成本。

有關配售事項及配售協議的詳情，請參閱該等公佈。

REPORT OF THE DIRECTORS

董事會報告

On 13 January 2026, the Board approved the grant of 4,100,000 share options to Mr. Steve Andrew Chen (the “Grantee”), the chairman of the Board and executive Director, subject to the acceptance of the Grantees to subscribe for a total of 4,100,000 ordinary shares of the Company of HK\$0.032 each. Details of the grant of share options are set out in the Company’s announcement dated 13 January 2026.

With effect from 22 December 2025, the English name of the Company has been changed from “China Jicheng Holdings Limited” to “Asia Strategy Digit Technology Holdings Limited” and the dual foreign name in Chinese of the Company has been changed from “中國集成控股有限公司” to “亞洲策略數字科技控股有限公司”. And following the change of Company names, the stock short name of the Company for trading of the Shares on the Stock Exchange has been changed from “CHINA JICHENG” to “ASIA STRAT TECH” in English and from “中國集成控股” to “亞洲策略科技” in Chinese with effect from 9:00 a.m. on 28 January 2026. Details of the change of company name and stock short name are set out in the Company’s Announcement dated 22 January 2026.

Save as disclosed above, there were no other significant events requiring disclosure that has taken place subsequent to 31 December 2025 and up to the date of this report.

By order of the Board

Mr. Steve Andrew Chen

Chairman and Executive Director

Fujian Province, the PRC, 26 March 2026

於二零二六年一月十三日，董事會批准向董事會主席兼執行董事陳安之先生（「承授人」）授出4,100,000份購股權（須待承授人接納後方可作實），可認購本公司合共4,100,000股每股面值0.032港元的普通股。有關授出購股權的詳情載於本公司日期為二零二六年一月十三日的公佈。

自二零二五年十二月二十二日起，本公司之英文名稱已由「China Jicheng Holdings Limited」更改為「Asia Strategy Digit Technology Holdings Limited」，及本公司之中文雙重外文名稱已由「中國集成控股有限公司」更改為「亞洲策略數字科技控股有限公司」。且繼更改本公司名稱後，本公司股份於聯交所進行買賣之英文股份簡稱已由「CHINA JICHENG」更改為「ASIA STRAT TECH」，及中文股份簡稱已由「中國集成控股」更改為「亞洲策略科技」，自二零二六年一月二十八日上午九時正起生效。有關更改公司名稱及股份簡稱的詳情，載於本公司日期為二零二六年一月二十二日的公佈內。

除上文所披露者外，於二零二五年十二月三十一日後及直至本報告日期，並無發生其他須披露的重大事件。

承董事會命

主席兼執行董事

陳安之先生

中國，福建省，二零二六年三月二十六日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



Infinity CPA Limited

Room 1501, 15th Floor, Olympia Plaza
255 King's Road, North Point, Hong Kong

致實信勤會計師事務所有限公司

香港北角英皇道255號
國都廣場15樓1501室

TO THE MEMBERS OF ASIA STRATEGY DIGIT TECHNOLOGY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Asia Strategy Digit Technology Holdings Limited (formerly known as China Jicheng Holdings Limited) (the "Company") and its subsidiaries (collectively, the "Group") set out on pages 58 to 139, which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

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.

致亞洲策略數字科技控股有限公司股東

(於開曼群島註冊成立之有限公司)

意見

我們已審核載列於第58頁至139頁之亞洲策略數字科技控股有限公司(前稱中國集成控股有限公司)(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表,包括於二零二五年十二月三十一日之綜合財務狀況表、截至該日止年度之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及綜合財務報表附註(包括重要會計政策資料)。

我們認為,綜合財務報表根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則會計準則真實公平地反映貴集團於二零二五年十二月三十一日之綜合財務狀況及其於截至該日止年度之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編製。

意見之基礎

我們已根據香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行審核工作。我們於該等準則項下之責任於本報告「核數師就審核綜合財務報表之責任」一節進一步詳述。根據香港會計師公會的「職業會計師道德守則」(「守則」)中適用於公眾利益實體財務報表審計的規定,我們獨立於貴集團。我們亦已履行守則項下其他道德責任。我們認為我們已獲得充足和適當之審核憑證,以作為我們意見之基礎。

關鍵審核事項

關鍵審核事項是根據我們的職業判斷,對於我們對本期之綜合財務報表的審核最為重要的事項。該等事項乃於我們審核整體綜合財務報表及出具相關意見時進行處理,我們不會對該等事項提供單獨的意見。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS *(continued)*

Key audit matters identified in our audit are summarised as follows:

我們在審核過程中識別的關鍵審核事項概述如下：

- Impairment assessment of trade receivables; and
貿易應收款項之減值評估；及
- Impairment assessment of property, plant and equipment.
物業、廠房及設備減值評估。

Key audit matter

關鍵審核事項

Impairment assessment of trade receivables

貿易應收款項之減值評估

Refer to notes 4, 5, 7(B) and 21 to the consolidated financial statements.

參閱綜合財務報表附註4、5、7(B)及21。

We identified the impairment assessment of trade receivables as a key audit matter due to the significant balances of these assets at the end of the reporting period and the significant judgements and estimates exercised by the Group's management.

鑒於該等資產於報告期末的結餘金額龐大，且貴集團管理層在評估過程中需作出重大判斷及估計，我們將貿易應收款項的減值評估列為關鍵審核事項。

Management estimated, with the assistance of an external valuer (the "Valuer"), the ECL by considering factors including the ageing profile, debtors' repayment history and the current and forward-looking information on macroeconomic factors that involve the exercise of management judgement.

在外部估值師（「估值師」）的協助下，經考量包括賬齡組合、債務人還款記錄以及涉及管理層判斷的宏觀經濟因素之當前及前瞻性資料等各項因素，管理層估算了預期信貸虧損。

關鍵審核事項 (續)

How our audit addressed the key audit matter

我們的審核處理關鍵審核事項之方式

Our audit procedures in relation to impairment assessment of trade receivables included:

我們就貿易應收款項的減值評估執行的審核程序包括：

- obtained an understanding of the key controls over credit assessment procedures performed by management, including the periodic review of aged trade receivables and management's estimation of the allowance for ECL on these receivables;
了解管理層就信貸評估程序所執行的關鍵控制措施，包括對長賬齡的貿易應收款項的定期檢討，以及管理層對該等應收款項預期信貸虧損撥備的估算；
- evaluated the Group's policy for estimating the ECL with reference to the requirements of the prevailing accounting standard;
參照現行會計準則的規定，評估貴集團用於估算預期信貸虧損的政策；
- tested the accuracy of the ageing profile of these receivables by checking to supporting documents on a sample basis;
通過抽樣核對至支持性文件，測試該等應收款項賬齡分析的準確性；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS *(continued)*

Key audit matter

關鍵審核事項

Impairment assessment of trade receivables *(continued)*

貿易應收款項之減值評估 (續)

關鍵審核事項 (續)

How our audit addressed the key audit matter

我們的審核處理關鍵審核事項之方式

- examined the estimation on the ECL of individual balances on sample basis and the expected loss rate of each category groups and evaluating the basis and factors used in the estimation to the appropriateness of the identification of significant increase in credit risk, defaults and credit-impaired receivables;
抽樣審查個別結餘的預期信貸虧損估算及每個類別組別的預期虧損率，並評估估算中所採用的基準及因素，以判斷識別信貸風險顯著增加、違約及出現信貸減值的應收款項是否恰當；
- evaluated the independence, competence, objectivity and experience of the Valuer engaged by management;
評估管理層所委聘的估值師的獨立性、能力、客觀性及經驗；
- discussed with the Valuer to understand the methodology and estimates used to assess the ECL rate and evaluated the reasonableness of the methodology and the key data inputs and assumptions used to determine the ECL; and
與估值師進行討論，以了解用於評估預期信貸虧損率的方法及估算，並評估該方法的合理性，以及用於釐定預期信貸虧損的關鍵數據輸入值及假設；及
- tested the mathematical accuracy of the calculation of ECL rates and the calculation of the allowance for ECL.
測試預期信貸虧損率計算及預期信貸虧損撥備計算的數學準確性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (continued)

Key audit matter

關鍵審核事項

Impairment assessment of property, plant and equipment

物業、廠房及設備減值評估

Refer to notes 4, 5 and 17 to the consolidated financial statements.

參閱綜合財務報表附註4、5及17。

We identified the impairment assessment of property, plant and equipment as a key audit matter due to the significant judgements and estimates exercised by the Group's management.

由於貴集團管理層在評估物業、廠房及設備減值時作出重大判斷及估計，我們將此項減值評估識別為關鍵審核事項。

As at 31 December 2025, the net carrying amount of property, plant and equipment amounted to approximately RMB31,625,000 relating to the Group's assets of manufacturing and sales of Poly-Olefin-Elastomer umbrella, nylon umbrella and umbrella parts business.

於二零二五年十二月三十一日，物業、廠房及設備的賬面淨值約為人民幣31,625,000元，與貴集團生產及銷售聚烯烴彈性體雨傘、尼龍雨傘及雨傘零部件業務的資產有關。

Having considered the loss-making performance of the Group as impairment indicator, the management estimated the recoverable amount of these assets based on value-in-use by preparing discounted cash flow forecasts.

經考慮作為減值跡象的貴集團的虧損表現，管理層根據使用價值，透過編製貼現現金流量預測估計該等資產的可收回金額。

Based on such assessment, impairment loss on property, plant and equipment amounting to RMB10,108,000 was provided during the year ended 31 December 2025.

基於該評估，截至二零二五年十二月三十一日止年度計提物業、廠房及設備減值虧損人民幣10,108,000元。

關鍵審核事項 (續)

How our audit addressed the key audit matter

我們的審核處理關鍵審核事項之方式

Our audit procedures in relation to impairment assessment of property, plant and equipment included:

我們就物業、廠房及設備的減值評估執行的審核程序包括：

- obtained an understanding of the key controls over the asset impairment assessment process; 了解資產減值評估流程中的關鍵控制措施；
- evaluated the appropriateness of methodology used by the management and assessed the reasonableness of key data inputs and assumptions used by the management in assessing the value-in-use of these assets; and 評估管理層所使用方法的恰當性，並評估管理層在評估該等資產使用價值時所採用的關鍵數據輸入值及假設的合理性；及
- tested the mathematical accuracy of the underlying calculations in the impairment assessment and agreed the calculations to the financial budget and future forecasts. We compared actual results to those budgeted to assess the quality of management's forecast. 測試減值評估中相關計算的算數準確性，並將計算結果與財務預算及未來預測進行核對。我們將實際業績與預算業績作比較，以評估管理層預測的質量。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our 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 AND THOSE CHARGED WITH GOVERNANCE 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 HKFRS Accounting Standards issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

其他資料

董事負責編製其他資料。其他資料包括列入年報之資料，惟不包括綜合財務報表及我們就此出具的核數師報告。

我們就綜合財務報表發表之意見不涵蓋其他資料，且我們不就其他資料作出任何形式之鑒證結論。

就我們審核綜合財務報表而言，我們的責任為閱讀其他資料並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核中所了解者存在重大不一致，或似乎存在重大錯誤陳述。倘基於我們已經進行的工作，我們認為其他資料存在重大錯誤陳述，我們須報告該事實。而就此我們並無任何報告。

董事及治理層就綜合財務報表之責任

董事負責根據香港會計師公會頒佈之香港財務報告準則會計準則及香港公司條例的披露規定編製真實公平之綜合財務報表，並對其認為能夠使綜合財務報表之編製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。

於編製綜合財務報表時，董事負責評估貴集團持續經營之能力、披露（如適用）有關持續經營之事宜及使用持續經營之會計基礎，惟董事擬將貴集團清盤或停止營業或除此之外別無其他可行替代方案則除外。

治理層負責監督貴集團之財務報告程序。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs 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 HKSAAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

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

核數師就審核綜合財務報表之責任

我們的目標，是對整體綜合財務報表是否不存在由於欺詐或錯誤而導致的任何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。我們根據協定的委聘條款僅向閣下（作為整體）作出報告，除此之外別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按香港審計準則進行的審核在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們個別或匯總起來可能影響使用者基於綜合財務報表所作出的經濟決定，則有關的錯誤陳述被視作重大。

在根據香港審計準則進行審核的過程中，我們運用了職業判斷並在整個審核過程中保持了職業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對該等風險，以及取得充足和適當的審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險較因錯誤而導致的重大錯誤陳述的風險為高。
- 了解與審核相關的內部監控，以設計於相關環境下屬適當的審核程序，但目的並非對貴集團內部監控的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

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

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

核數師就審核綜合財務報表之責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所得的審核憑證，決定是否存在與事件或情況有關的重大不確定性，而可能對貴集團持續經營的能力構成重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請對綜合財務報表中的相關披露資料予以關注，倘有關的披露資料不足，則須修訂我們的意見。我們的結論是基於截至核數師報告日期止所取得的審核憑證。然而，未來事件或情況可能導致貴集團不能繼續持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露資料，以及綜合財務報表是否公允呈列相關交易及事項。
- 規劃並執行集團審核工作，以就貴集團中實體或業務單位的財務資料獲取充分、適當的審核憑證，作為對綜合財務報表發表意見的基礎。我們負責指導、監督和覆核就集團審核開展的審核工作。我們僅對我們的審核意見承擔負責。

我們與治理層就（其中包括）審核的計劃範圍及時間以及重大審核發現（包括我們於審核中識別的內部監控的任何重大缺陷）進行溝通。

我們亦向治理層提交聲明，說明我們已符合有關獨立性的相關職業道德要求，並與他們溝通所有合理地被認為會影響我們獨立性的關係和其他事項，以及在適用的情況下為消除對我們獨立性的威脅所採取的行動或防範措施。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

From the matters communicated with those charged with governance, 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.

Infinity CPA Limited

Certified Public Accountants

Au Yeung Ming Yin Gordon

Practising certificate number P08219

Hong Kong, 26 March 2026

核數師就審核綜合財務報表之責任 (續)

從與治理層溝通的事項中，我們釐定對本期間綜合財務報表的審核最為重要的事項，進而釐定關鍵審核事項。我們會在核數師報告中描述該等事項，除非法律法規不允許對某件事項作出公開披露，或在極端罕見的情況下，若有合理預期在我們報告中溝通某事項而造成的負面後果將會超過其產生的公眾利益，我們將不會在此等情況下在報告中溝通該事項。

致寶信勤會計師事務所有限公司

註冊會計師

歐陽明賢

執業證書編號 P08219

香港，二零二六年三月二十六日

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 2025 截至二零二五年十二月三十一日止年度

		Notes 附註	2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Revenue	收益	8	276,520	353,264
Cost of sales	銷售成本		(256,065)	(322,584)
Gross profit	毛利		20,455	30,680
Other income and net gains	其他收入及收益淨額	8	6,036	3,131
Selling and distribution expenses	銷售及分銷開支		(13,585)	(15,890)
Administrative expenses	行政開支		(39,742)	(36,672)
Finance costs	財務成本	10	(3,609)	(4,102)
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損		(10,108)	–
Reversal of expected credit losses ("ECLs"), net	預期信貸虧損撥回淨額		32,118	36,209
(Loss)/profit before tax	除稅前（虧損）／溢利		(8,435)	13,356
Income tax expense	所得稅開支	11	(1,681)	(2,477)
(Loss)/profit for the year attributable to owners of the Company	本公司擁有人應佔 年內（虧損）／溢利	12	(10,116)	10,879
Other comprehensive (expense)/ income	其他全面（開支）／ 收益			
<i>Item that will not be reclassified to profit or loss:</i>	<i>不會重新分類至損益之項目：</i>			
Exchange differences arising on translation of financial statements	換算財務報表產生之 匯兌差額		(908)	760
Total comprehensive (expense)/ income for the year attributable to owners of the Company	本公司擁有人應佔 年內全面（開支）／ 收益總額		(11,024)	11,639
(Loss)/earnings per share	每股（虧損）／盈利			
Basic (RMB)	基本（人民幣）	13	(2.45) cents 分	2.64 cents 分
Diluted (RMB)	攤薄（人民幣）	13	(2.45) cents 分	2.64 cents 分

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

隨附之附註構成本綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2025 於二零二五年十二月三十一日

		Notes 附註	2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	31,625	46,003
Right-of-use assets	使用權資產	18	11,514	12,050
			43,139	58,053
Current assets	流動資產			
Inventories	存貨	19	117,638	135,648
Financial assets at fair value through profit or loss ("FVTPL")	按公平值計入損益的金融資產	20	13,949	6,427
Trade receivables	貿易應收款項	21	118,578	114,156
Prepayments and other receivables	預付款項及其他應收款項	22	77,600	47,907
Loan receivables	應收貸款	23	7,255	10,398
Pledged time deposits	已抵押定期存款	24	17,433	22,843
Bank balances and cash	銀行結餘及現金	24	4,409	4,145
			356,862	341,524
Current liabilities	流動負債			
Trade and bills payables	貿易應付款項及應付票據	25	37,537	51,398
Accruals, other payables and contract liabilities	應計費用、其他應付款項及合約負債	26	20,302	12,595
Bank borrowings	銀行借款	27	99,120	81,470
Tax payable	應付稅項		2,323	2,665
			159,282	148,128
Net current assets	流動資產淨值		197,580	193,396
Net assets	資產淨值		240,719	251,449

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2025 於二零二五年十二月三十一日

		Notes 附註	2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Capital and reserves	資本及儲備			
Share capital	股本	28	10,818	10,818
Reserves	儲備		229,901	240,631
Total equity	權益總額		240,719	251,449

The consolidated financial statements were approved and authorised for issue by the board of directors on 26 March 2026 and are signed on its behalf by:

綜合財務報表已由董事會於二零二六年三月二十六日批准並授權刊發，並由以下代表簽署：

Steve Andrew Chen

陳安之

Director

董事

Chung Kin Hung, Kenneth

鍾健雄

Director

董事

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

隨附之附註構成本綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Share capital	Share premium*	Translation reserve*	Statutory reserve*	Share option reserve*	Other reserve*	Merger reserve*	Accumulated losses*	Total equity
		股本 RMB'000 人民幣千元	股份溢價* RMB'000 人民幣千元 (note (a)) (附註(a))	匯兌儲備* RMB'000 人民幣千元 (note (b)) (附註(b))	法定儲備* RMB'000 人民幣千元 (note (c)) (附註(c))	購股權儲備* RMB'000 人民幣千元 (note (d)) (附註(d))	其他儲備* RMB'000 人民幣千元 (note (e)) (附註(e))	合併儲備* RMB'000 人民幣千元 (note (e)) (附註(e))	累計虧損* RMB'000 人民幣千元	權益總額 RMB'000 人民幣千元
At 1 January 2024	於二零二四年一月一日	10,818	177,394	5,772	22,884	5,960	1,008	81,521	(65,759)	239,598
Profit for the year	年內溢利	-	-	-	-	-	-	-	10,879	10,879
Exchange differences arising on translation of financial statement	財務報表換算產生之匯兌差額	-	-	760	-	-	-	-	-	760
Total comprehensive income for the year	年內全面收入總額	-	-	760	-	-	-	-	10,879	11,639
Contribution from shareholders	股東注資	-	-	-	-	-	212	-	-	212
Lapse of share options	購股權失效	-	-	-	-	(13)	-	-	13	-
At 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日及二零二五年一月一日	10,818	177,394	6,532	22,884	5,947	1,220	81,521	(54,867)	251,449
Loss for the year	年內虧損	-	-	-	-	-	-	-	(10,116)	(10,116)
Exchange differences arising on translation of financial statement	財務報表換算產生之匯兌差額	-	-	(908)	-	-	-	-	-	(908)
Total comprehensive expense for the year	年內全面開支總額	-	-	(908)	-	-	-	-	(10,116)	(11,024)
Contribution from shareholders	股東注資	-	-	-	-	-	294	-	-	294
At 31 December 2025	於二零二五年十二月三十一日	10,818	177,394	5,624	22,884	5,947	1,514	81,521	(64,983)	240,719

* These reserve accounts comprise the consolidated reserves of approximately RMB229,901,000 (2024: RMB240,631,000) in the consolidated statement of financial position.

* 該等儲備賬包括綜合財務狀況表中的綜合儲備約人民幣229,901,000元(二零二四年:人民幣240,631,000元)。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

Notes:

附註：

- | | |
|--|--|
| <p>(a) Share premium represents the excess of consideration received for issue of shares over the corresponding par value of the issued shares. The application of the share premium account is governed by the applicable laws of the Cayman Islands.</p> | <p>(a) 股份溢價指就發行股份收取的代價超出已發行股份相應面值的部分。股份溢價賬的應用受開曼群島適用法律規管。</p> |
| <p>(b) Translation reserve refers to exchange differences arising from translating the assets and liabilities of the Group's operations into the presentation currency of the Group (i.e. Renminbi) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period.</p> | <p>(b) 匯兌儲備指將本集團業務的資產及負債按各報告期末的通行匯率換算為本集團的呈列貨幣（即人民幣）而產生的匯兌差額。收入及開支項目按期內平均匯率換算。</p> |
| <p>(c) The statutory reserve fund is non-distributable and the transfer to this reserve is determined by the board of directors in accordance with the relevant laws and regulations of the People's Republic of China (the "PRC"). This reserve can be used to offset accumulated losses and increase capital upon approval from the relevant government authorities.</p> | <p>(c) 法定儲備金不得分派，而轉至該項儲備由董事會根據中華人民共和國（「中國」）相關法律及法規釐定。獲得有關政府當局批准後，該項儲備可用作抵銷累計虧損及增加資本。</p> |
| <p>(d) Share option reserve represents the fair value of services estimated to be received in exchange for the grant of the relevant share options over the relevant vesting periods, the total of which is based on the fair value of the share options at grant date. The amount for each period is determined by spreading the fair value of the share options over the relevant vesting period (if any) and is recognised in other operating expenses with a corresponding increase in the share option reserve.</p> | <p>(d) 購股權儲備指於有關歸屬期就授出有關購股權而估計將接獲之服務之公平值，其總額乃基於購股權於授出日期之公平值。於各報告期之金額乃透過按有關歸屬期（如有）攤分購股權公平值予以釐定，並於其他經營開支確認，而相應增加計入購股權儲備。</p> |
| <p>(e) The merger reserve represented the difference between the nominal value of the share capital of the subsidiaries acquired as a result of the reorganisation as fully explained in the paragraph headed "Reorganisation" in the section headed "History and Corporate Structure" of the prospectus of the Company dated 3 February 2015 and the nominal value of the share capital of the Company issued in exchange thereof.</p> | <p>(e) 合併儲備指因本公司日期為二零一五年二月三日之招股章程「歷史及公司架構」一節「重組」一段全面闡述的重組所收購附屬公司的股本面值與本公司為交換該等股本而發行的股本面值之間的差額。</p> |

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
CASH FLOWS FROM OPERATING ACTIVITIES 經營活動之現金流量			
(Loss)/profit before tax	除稅前（虧損）／溢利	(8,435)	13,356
Adjustments for:	調整：		
Bank interest income	銀行利息收入	(540)	(55)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	4,809	4,719
Depreciation of right-of-use assets	使用權資產折舊	536	537
Finance costs	財務成本	3,609	4,102
(Gain)/loss on financial assets at FVTPL	按公平值計入損益的金融資產之（收益）／虧損	(7,996)	2,063
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	10,108	—
Loan interest income	貸款利息收入	(912)	(1,073)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	734	73
Reversal of impairment recognised in respect of allowance of credit loss model, net	就信貸虧損撥備模式確認之減值撥回淨額	(32,118)	(36,209)
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	(30,205)	(12,487)
Decrease/(increase) in inventories	存貨減少／（增加）	18,010	(20,282)
Decrease in trade receivables	貿易應收款項減少	26,912	14,739
(Increase)/decrease in prepayments and other receivables	預付款項及其他應收款項（增加）／減少	(29,988)	10,708
Increase in financial assets at FVTPL	按公平值計入損益的金融資產增加	(20)	(483)
(Decrease)/increase in trade and bills payables	貿易應付款項及應付票據（減少）／增加	(11,184)	9,366
Increase/(decrease) in accruals, other payables and contract liabilities	應計費用、其他應付款項及合約負債增加／（減少）	7,724	(9,366)
Cash used in operations	經營活動所用現金	(18,751)	(7,805)
PRC Enterprise Income Tax paid	已付中國企業所得稅	(2,023)	(1,914)
Net cash used in operating activities	經營活動所用現金淨額	(20,774)	(9,719)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動之現金流量		
Acquisition of property, plant and equipment	收購物業、廠房及設備	(1,273)	(1,909)
Placement of pledged time deposits	存放已抵押定期存款	(17,433)	(22,318)
Withdrawal of pledged time deposits	提取已抵押定期存款	22,843	22,148
Bank interest received	已收銀行利息	540	55
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	–	12
Repayment from loan receivables	應收貸款還款	3,852	–
Loan interest received	已收貸款利息	912	1,384
Net cash from/(used in) investing activities	投資活動所得／（所用）現金淨額	9,441	(628)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動之現金流量		
Proceeds from new bank borrowings	新造銀行借款的所得款項	113,070	106,390
Repayment of bank borrowings	償還銀行借款	(95,420)	(98,310)
(Repayment)/advance under supplier finance arrangements, net	供應商融資安排下之（還款）／墊款淨額	(2,677)	(3,009)
Interest paid	已付利息	(3,609)	(4,102)
Contribution from shareholders	股東注資	294	212
Net cash from financing activities	融資活動所得現金淨額	11,658	1,181
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／（減少）淨額	325	(9,166)
Cash and cash equivalents at the beginning of the reporting period	報告期初之現金及現金等價物	4,145	13,094
Effect of foreign exchange rate changes	外匯匯率變動影響	(61)	217
Cash and cash equivalents at the end of the reporting period	報告期末之現金及現金等價物	4,409	4,145
Bank balances and cash	銀行結餘及現金		

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

1. GENERAL

Asia Strategy Digit Technology Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 12 June 2014 as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). In the opinion of the directors of the Company, the Company has no immediate and ultimate holding company or ultimate controlling party as at 31 December 2025.

Pursuant to the special resolution of the shareholders of the Company on 19 December 2025, the English name of the Company has been changed from “China Jicheng Holdings Limited” to “Asia Strategy Digit Technology Holdings Limited” and the dual foreign name in Chinese name of the Company had been changed from “中國集成控股有限公司” to “亞洲策略數字科技控股有限公司”.

The address of the registered office is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of the principal place of business of the Company in Hong Kong is Room 904, Loon Kee Building, 275 Des Voeux Road Central, Hong Kong. The Company is engaged in investment holding while the principal subsidiaries are principally engaged in manufacture and sales of umbrellas and the relevant products.

The functional currency of the Company is Hong Kong dollar (“HKD”). The consolidated financial statements are presented in Renminbi (“RMB”) since the principal subsidiaries are operating in RMB environment and the functional currency of these subsidiaries is RMB.

1. 一般資料

亞洲策略數字科技控股有限公司（「本公司」）於二零一四年六月十二日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司且其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司董事認為，於二零二五年十二月三十一日，本公司並無直接及最終控股公司或最終控股方。

根據本公司二零二五年十二月十九日的股東特別決議案，本公司之英文名稱已由「China Jicheng Holdings Limited」更改為「Asia Strategy Digit Technology Holdings Limited」，及本公司之中文雙重外文名稱已由「中國集成控股有限公司」更改為「亞洲策略數字科技控股有限公司」。

註冊辦事處地址為Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands。本公司於香港之主要營業地點位於香港德輔道中275號龍記大廈904室。本公司從事投資控股，而主要附屬公司主要從事製造及銷售雨傘及相關產品。

本公司之功能貨幣為港元（「港元」）。由於主要附屬公司於人民幣（「人民幣」）環境經營且主要附屬公司之功能貨幣為人民幣，故綜合財務報表以人民幣呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

2.1 AMENDMENTS TO HKFRS ACCOUNTING STANDARDS THAT ARE MANDATORILY EFFECTIVE FOR THE CURRENT YEAR

In the current year, the Group has applied the following amendments to HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2025 for the preparation of the consolidated financial statements:

Amendments to HKAS 21 Lack of Exchangeability

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

2. 應用新訂及經修訂香港財務報告準則會計準則

2.1 於本年度強制生效的經修訂香港財務報告準則會計準則

於本年度，本集團已就編製綜合財務報表首次應用下列由香港會計師公會（「香港會計師公會」）頒佈並於二零二五年一月一日或之後開始的年度期間強制生效的經修訂香港財務報告準則會計準則：

香港會計準則 缺乏可兌換性
第21號（修訂本）

於本年度應用經修訂香港財務報告準則會計準則對本集團於本年度及過往年度的財務狀況及表現及／或此等綜合財務報表所載披露並無重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. APPLICATION OF NEW AND AMENDMENTS HKFRS ACCOUNTING STANDARDS (continued)

2.2 NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS IN ISSUE BUT NOT YET EFFECTIVE

The Group has not early applied the following new and amendments to HKFRS Accounting Standards that have been issued but are not yet effective:

HKFRS 18
香港財務報告準則第18號
HKFRS 19 and its amendments
香港財務報告準則第19號及其修訂本
Amendments to HKFRS 9 and HKFRS 7
香港財務報告準則第9號及香港財務報告準則第7號(修訂本)
Amendments to HKFRS 9 and HKFRS 7
香港財務報告準則第9號及香港財務報告準則第7號(修訂本)
Amendments to HKAS 21
香港會計準則第21號(修訂本)
Amendments to HKAS 28 and HKFRS 10
香港會計準則第28號及香港財務報告準則第10號(修訂本)
Annual Improvements to HKFRS Accounting Standards – Volume 11
香港財務報告準則會計準則之年度改進—第11卷

Presentation and Disclosure in Financial Statements²
財務報表的呈列及披露²
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投資者與其聯營公司或合營企業之間的資產出售或投入³
Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7¹
香港財務報告準則第1號、香港財務報告準則第7號、香港財務報告準則第9號、香港財務報告準則第10號及香港會計準則第7號的修訂¹

¹ Effective for annual reporting periods beginning on or after 1 January 2026

² Effective for annual reporting periods beginning on or after 1 January 2027

³ No mandatory effective date yet determined but available for adoption

2. 應用新訂及經修訂香港財務報告準則會計準則(續)

2.2 已發佈但尚未生效的新訂及經修訂香港財務報告準則會計準則

本集團尚未提前應用以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則會計準則：

¹ 於二零二六年一月一日或之後開始的年度報告期間生效

² 於二零二七年一月一日或之後開始的年度報告期間生效

³ 尚未確定強制性生效日期，但可供採納

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2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (continued)

2.2 NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS IN ISSUE BUT NOT YET EFFECTIVE (continued)

Except for the new and amendments to HKFRS Accounting Standards mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRS Accounting Standards are not expected to have any significant impact on the Group's consolidated financial statements.

HKFRS 18 replaces HKAS 1 Presentation of Financial Statements, carrying forward many of the requirements in HKAS 1 unchanged and complementing them with new requirements. HKFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss into one of the five categories: operating, investing, financing, income taxes and discontinued operations, and to present two new defined subtotals. It also requires disclosures about management-defined performance measures in a single note and introduces enhanced requirements on the grouping (aggregation and disaggregation) and the location of information in both the primary financial statements and the notes. Some requirements previously included in HKAS 1 are moved to HKAS 8 Accounting Policies, Changes in Accounting Estimates and Errors, which is renamed as HKAS 8 Basis of Preparation of Financial Statements. As a consequence of the issuance of HKFRS 18, limited, but widely applicable, amendments are made to HKAS 7 Statement of Cash Flows, HKAS 33 Earnings Per Share and HKAS 34 Interim Financial Reporting. In addition, there are minor consequential amendments to other HKFRSs. HKFRS 18 and the consequential amendments to other HKFRSs will be effective for annual reporting periods beginning on or after 1 January 2027 with earlier application permitted. Retrospective application is required. The Group is currently analysing the new requirements and assessing the impact of HKFRS 18 on the presentation and disclosure of the Group's consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則會計準則 (續)

2.2 已發佈但尚未生效的新訂及經修訂香港財務報告準則會計準則 (續)

除下文所述的新訂及經修訂香港財務報告準則會計準則外，本公司董事預計應用所有其他新訂及經修訂香港財務報告準則會計準則不會對本集團的綜合財務報表產生任何重大影響。

香港財務報告準則第18號取代香港會計準則第1號「財務報表的呈列」，承沿香港會計準則第1號的多項規定保持不變，並以新規定加以補充。香港財務報告準則第18號對損益表的呈列引入新規定，包括指定的總計及小計項目。實體須將損益表內的所有收入及開支分類為以下五個類別之一：經營類、投資類、融資類、所得稅類及已終止經營業務類，並呈列兩個新界定的小計項目。另外，亦要求在一個獨立的附註中披露管理層界定的業績指標，並對主要財務報表及附註中的資料歸類（匯總及分拆）及列報位置引入更嚴格的規定。先前包含在香港會計準則第1號中的若干規定已移至香港會計準則第8號「會計政策、會計估計變更及差錯更正」中，並更名為香港會計準則第8號「財務報表的編製基準」。由於香港財務報告準則第18號的頒佈，香港會計準則第7號「現金流量表」、香港會計準則第33號「每股盈利」及香港會計準則第34號「中期財務報告」作出了有限但廣泛適用的修訂。此外，其他香港財務報告準則亦作出輕微的相應修訂。香港財務報告準則第18號及其他香港財務報告準則的相應修訂將於二零二七年一月一日或之後開始的年度報告期間生效，並可提早採用。該等修訂應追溯應用。本集團現正分析新規定及評估香港財務報告準則第18號對本集團綜合財務報表的呈列及披露的影響。

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

3. STATEMENT OF COMPLIANCE AND BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

STATEMENT OF COMPLIANCE

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards, which includes all Hong Kong Financial Reporting Standards (“HKFRS”), Hong Kong Accounting Standards (“HKAS”), and HK (IFRIC) Interpretations, HK Interpretations and HK (SIC) Interpretations (collectively referred to as “Interpretations”), issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rule”) and by the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements have been prepared on the historical cost basis except for financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

3. 合規聲明及綜合財務報表之編製基準

合規聲明

綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則會計準則（包括所有香港財務報告準則（「香港財務報告準則」）、香港會計準則（「香港會計準則」）以及香港（國際財務報告詮釋委員會）詮釋、香港詮釋及香港（準則詮釋委員會）詮釋（統稱「詮釋」））編製。此外，綜合財務報表包括聯交所證券上市規則（「上市規則」）及香港公司條例的披露規定所規定的適用披露。

綜合財務報表之編製基準

綜合財務報表乃按歷史成本基準編製，惟於各報告期末按公平值計量之金融工具除外，詳見下文所載會計政策。

歷史成本一般以為換取貨物及服務所給予代價之公平值為基準。

公平值為在市場參與者之間於計量日按有序交易出售一項資產所收取或轉讓一項負債所支付之價格（不論該價格是否可直接觀察或採用另一估值方法估計）。

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綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION

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

BASIS OF CONSOLIDATION

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

4. 重要會計政策資料

編製綜合財務報表所採用的重要會計政策載列如下。除另有說明外，該等政策於所有呈列年度貫徹應用。

綜合基準

綜合財務報表包括本公司及由本公司及其附屬公司控制之實體之財務報表。在本集團取得附屬公司之控制權時附屬公司開始綜合入賬，而在本集團失去對附屬公司之控制權時則不再綜合入賬。具體而言，年內購入或出售之附屬公司之收支項目自本集團取得控制權之日起直至本集團不再控制附屬公司之日止列入綜合損益及其他全面收益表。

附屬公司之財務報表於必要時會作出調整，以使其會計政策與本集團之會計政策一致。

所有集團內公司間資產及負債、權益、收入、開支及與本集團成員公司之間之交易有關的現金流量於綜合賬目時全數對銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the property, plant and equipment, the expenditure is capitalised as an additional cost of that asset.

Construction in progress for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

OWNERSHIP INTERESTS IN LEASEHOLD LAND AND BUILDING

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

4. 重要會計政策資料 (續)

物業、廠房及設備

物業、廠房及設備為持作生產或供應貨品或服務或作行政用途之有形資產。物業、廠房及設備按成本減其後累計折舊及其後累計減值虧損（如有）於綜合財務狀況表中列賬。

資產之成本包括其購買價及任何使資產達至可使用狀態及地點作擬定用途之直接應佔成本。物業、廠房及設備項目投入運作後所產生之開支（例如維修保養），一般於其產生期間自損益扣除。當可清楚顯示開支令使用物業、廠房及設備預期取得的未來經濟利益有所增加時，則開支作為該項資產的額外成本撥充資本。

用作生產、供應或行政用途的在建工程按成本減任何已確認減值虧損入賬。成本包括使資產達到能夠按照管理層擬定的方式開展經營所必要的位置及條件而直接產生的任何成本，而就合資格資產而言，借貸成本根據本集團的會計政策撥充資本。該等資產於可用作擬定用途時開始折舊，基準與其他物業資產相同。

租賃土地及樓宇之所有權權益

倘本集團就包括租賃土地及樓宇部分之物業的所有權權益付款，全部代價按初步確認時的相對公平值比例於租賃土地與樓宇部分之間分配。

在相關付款可作可靠分配的情況下，租賃土地權益於綜合財務狀況表中呈列為「使用權資產」。倘代價無法在相關租賃土地的非租賃樓宇部分與未分割權益之間可靠分配，全部物業分類為物業、廠房及設備。

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4. MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

OWNERSHIP INTERESTS IN LEASEHOLD LAND AND BUILDING

(continued)

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

LEASES

The Group as a lessee

Short-term leases

The Group applies the short-term lease recognition exemption to leases of premises that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

4. 重要會計政策資料 (續)

租賃土地及樓宇之所有權權益 (續)

折舊乃經扣減資產之剩餘價值，於其估計可使用年期以直線法撇銷成本。估計可使用年期、剩餘價值及折舊法於各報告期末檢討，而任何估計變動之影響按預期基準入賬。

物業、廠房及設備項目於出售或當預期持續使用該資產不再帶來未來經濟利益時終止確認。出售或廢棄物業、廠房及設備項目產生之任何收益或虧損按出售所得款項與資產賬面值間之差額計算，並於損益內確認。

租賃

本集團作為承租人

短期租賃

對於租期自開始日期起計為12個月或以內且並無包含購買選擇權的物業租賃，本集團應用短期租賃確認豁免。短期租賃的租賃付款於租期內按直線法或另一系統基準確認為開支。

使用權資產

使用權資產按成本減任何累計折舊及減值損失計量。

倘本集團合理確定於租期結束時取得相關租賃資產所有權，則使用權資產於開始日期至可使用年期結束期間折舊。否則，使用權資產於其估計可使用年期或租期（以較短者為準）按直線法折舊。

本集團於綜合財務狀況表將使用權資產呈列為單獨項目。

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4. MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

LEASES (continued)

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term.

IMPAIRMENT ON PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property, plant and equipment and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs.

Recoverable amount is the higher of 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 (or a CGU) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount.

FOREIGN CURRENCIES

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

4. 重要會計政策資料 (續)

租賃 (續)

經營租賃付款 (包括獲得根據經營租賃所持土地之成本) 於租期按直線法確認為開支。

物業、廠房及設備以及使用權資產減值

於報告期末，本集團審閱其物業、廠房及設備以及使用權資產之賬面值，以釐定有否跡象表明該等資產已發生減值虧損。倘存在任何有關跡象，則估計相關資產的可收回金額以釐定減值虧損 (如有) 的程度。

對物業、廠房及設備以及使用權資產之可收回金額作出個別估計。倘不可能單獨估計可收回金額時，本集團估計該資產所屬現金產生單位 (「現金產生單位」) 的可收回金額。

可收回金額是指公平值減去出售成本後的餘額與使用價值兩者中的較高者。評估使用價值時，乃採用稅前貼現率將估計未來現金流量貼現至其現值，而該稅前貼現率反映現行市場對金錢時間價值及資產 (或現金產生單位) (其未來現金流量估計未經調整) 特定風險之評估。

倘估計資產 (或現金產生單位) 的可收回金額少於其賬面值，則資產 (或現金產生單位) 賬面值減少至其可收回金額。

外幣

編製各個別集團實體的財務報表時，以該實體的功能貨幣以外的貨幣 (外幣) 進行的交易乃按交易日通行的匯率確認。於報告期末，以外幣計值的貨幣項目乃按當天通行的匯率重新換算。按外幣之公平值計量之非貨幣項目乃採用公平值釐定當日之匯率換算。以歷史成本計量並以外幣計值的非貨幣項目不會重新換算。

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4. MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

FOREIGN CURRENCIES (continued)

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. RMB) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve. Such exchange differences accumulated in the translation reserve are not reclassified to profit or loss subsequently.

INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur 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.

4. 重要會計政策資料 (續)

外幣 (續)

結算貨幣項目及重新換算貨幣項目產生的匯兌差額於其產生期間於損益中確認。

就呈列綜合財務報表而言，本集團的業務之資產及負債按於報告期末的適用匯率以本集團的呈報貨幣（即人民幣）列示。收入及開支項目按期內的平均匯率換算，除非期內匯率出現大幅波動，在此情況下，則使用交易當日的匯率換算。所產生的匯兌差異（如有）將於其他全面收入中確認及於權益之換算儲備項下累計。該等於換算儲備累計之匯兌差額其後不會重新分類至損益。

存貨

存貨按成本及可變現淨值兩者中之較低者列賬。存貨成本利用加權平均法釐定。可變現淨值指存貨估計售價減所有估計完工成本和銷貨成本。進行銷售所需的成本包括直接歸因於銷售的增量成本及本集團進行銷售必須產生的非增量成本。

當出售存貨時，該等存貨之賬面值於確認相關收益之期間確認為一項開支。

任何撇減存貨至可變現淨值之金額及所有存貨虧損均於撇減或虧損產生之期間內確認為一項開支。存貨之任何撇減之任何撥回金額於撥回發生期間內確認為獲確認為一項開支之存貨金額之削減。

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4. MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the carrying amount on initial recognition.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

4. 重要會計政策資料 (續)

金融工具

當集團實體成為工具合約條款的一方時，會確認金融資產及金融負債。

實際利率法乃計算金融資產或金融負債之攤銷成本及按有關期間分配利息收入及利息開支之方法。實際利率為將估計日後現金收款及付款（包括構成實際利率不可或缺的一部份之所有已付或已收費用及利率差價、交易成本及其他溢價或折扣）於金融資產或金融負債之預期使用年期或較短期間（倘合適）準確折現至初步確認時之賬面值之利率。

金融資產

金融資產的分類及後續計量

符合下列條件的金融資產其後按攤銷成本計量：

- 於目標為持有金融資產以收取合約現金流量的業務模式持有的金融資產；及
- 金融資產的合約條款於指定日期產生現金流量，而純粹作為本金及尚未清償本金的利息的付款。

所有其他金融資產其後按公平值計入損益計量，惟倘該等權益投資並非持作買賣用途及收購方於香港財務報告準則第3號業務合併所適用之業務合併中確認的或然代價，則本集團可於初始確認金融資產時不可撤銷地選擇於其他全面收入中呈列權益投資公平值的後續變動。

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4. MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

FINANCIAL INSTRUMENTS (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) Financial assets at fair value through profit or loss ("FVTPL")

Financial assets that do not meet the criteria for being measured at amortised cost or fair value through other comprehensive income (FVOCI) or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other income and net gain" line item.

4. 重要會計政策資料 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及後續計量 (續)

(i) 攤銷成本及利息收入

就其後按攤銷成本計量的金融資產而言，利息收入乃使用實際利率法確認。就除已購入或原本出現信貸減值的金融資產以外的金融工具而言，利息收入應用實際利率按金融資產（惟其後出現信貸減值的金融資產除外）之賬面總值計算。就其後出現信貸減值的金融資產而言，利息收入透過於下個報告期間的金融資產的攤銷成本應用實際利率確認。倘有關信貸減值的金融工具信貸風險得到改善以致有關金融資產不再出現信貸減值，則利息收入透過於緊隨釐定有關資產不再出現信貸減值的報告期間開始之金融資產總賬面值應用實際利率確認。

(ii) 按公平值計入損益（「按公平值計入損益」）的金融資產

不符合按攤銷成本或按公平值計入其他全面收益或指定為按公平值計入其他全面收益的計量標準的金融資產按公平值計入損益計量。

按公平值計入損益的金融資產按各報告期末的公平值計量，任何公平值收益或虧損於損益確認。於損益確認的收益或虧損淨額不包括金融資產賺取的任何股息或利息，並計入「其他收入及收益淨額」項目。

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4. MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

FINANCIAL INSTRUMENTS (continued)

Financial assets (continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under ECL model on financial assets (including trade receivables, other receivables, amount due from the ultimate holding company, loan receivable, pledged time deposits and bank balances) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at the end of each reporting period to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the end of the reporting period. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the end of the reporting period as well as the forecast of future conditions.

4. 重要會計政策資料 (續)

金融工具 (續)

金融資產 (續)

根據香港財務報告準則第9號須進行減值評估的金融資產減值

本集團對須根據香港財務報告準則第9號進行減值評估之金融資產(包括貿易應收款項、其他應收款項、應收最終控股公司款項、應收貸款、已抵押定期存款及銀行結餘)根據預期信貸虧損模式進行減值評估。預期信貸虧損金額於各報告期末更新,以反映信貸風險自初始確認以來的變動。

全期預期信貸虧損指於相關工具預計年期內所有可能違約事件產生的預期信貸虧損。十二個月預期信貸虧損(「十二個月預期信貸虧損」)則指預計於報告期末後12個月內可能發生的違約事件產生的部分全期預期信貸虧損。評估乃根據本集團過往信貸虧損經驗,並就債務人特定因素、一般經濟狀況以及對於報告期末之當時狀況及未來狀況預測的評估作調整。

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4. MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

FINANCIAL INSTRUMENTS (continued)

Financial assets (continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (continued)

The Group always recognises lifetime ECL for trade receivables without significant financing component. The ECL on these assets are assessed collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the end of the reporting period with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

4. 重要會計政策資料 (續)

金融工具 (續)

金融資產 (續)

根據香港財務報告準則第9號須進行減值評估的金融資產減值 (續)

本集團一直確認無重大融資組成部分的貿易應收款項之全期預期信貸虧損。該等資產的預期信貸虧損乃使用合適分組的撥備矩陣進行整體評估。

就所有其他工具而言，本集團計量虧損撥備等於十二個月預期信貸虧損，除非當信貸風險自初始確認以來顯著上升，則本集團確認全期預期信貸虧損。評估是否應確認全期預期信貸虧損乃基於自初始確認以來發生違約的可能性或風險是否顯著上升。

(i) 信貸風險大幅增加

於評估信貸風險是否自初始確認以來大幅增加時，本集團比較金融工具於報告期末出現違約的風險與該金融工具於初始確認日期出現違約的風險。作此評估時，本集團會考慮合理及有理據的定量及定性資料，包括歷史經驗及毋須花費不必要成本或精力即可獲得的前瞻性資料。

尤其是，評估信貸風險是否大幅增加時會考慮下列資料：

- 金融工具外部（如有）或內部信貸評級的實際或預期重大惡化；
- 信貸風險的外界市場指標的重大惡化，例如信貸息差大幅增加、債務人的信貸違約掉期價顯著攀升；

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4. MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

FINANCIAL INSTRUMENTS (continued)

Financial assets (continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (continued)

- (i) Significant increase in credit risk (continued)
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
 - an actual or expected significant deterioration in the operating results of the debtor;
 - an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

4. 重要會計政策資料 (續)

金融工具 (續)

金融資產 (續)

根據香港財務報告準則第9號須進行減值評估的金融資產減值 (續)

- (i) 信貸風險大幅增加 (續)
- 預期將導致債務人履行其債務責任的能力大幅下降的業務、財務或經濟狀況的現有或預測不利變動；
 - 債務人經營業績的實際或預期重大惡化；
 - 導致債務人履行其債務責任的能力大幅下降的債務人監管、經濟或技術環境的實際或預期重大不利變動。

無論上述評估結果如何，本集團假定合約付款逾期超過30日時，信貸風險自初始確認以來已大幅增加，除非本集團有合理及有理據的資料證明可予收回則當別論。

本集團定期監察識別信貸風險是否大幅增加所用標準的有效性，並酌情修訂以確保該標準能夠在款項逾期前識別信貸風險的大幅增加。

(ii) 違約的定義

無論上述情況如何，本集團認為倘金融資產逾期超過90天，則發生違約事件，除非本集團有合理且有理據的資料說明更寬鬆的違約標準更為合適，則作別論。

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4. MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

FINANCIAL INSTRUMENTS (continued)

Financial assets (continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (continued)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

(iv) Write-off policy

The gross carrying amount of financial assets 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.

4. 重要會計政策資料 (續)

金融工具 (續)

金融資產 (續)

根據香港財務報告準則第9號須進行減值評估的金融資產減值 (續)

(iii) 信貸減值金融資產

當發生一項或多項對金融資產估計未來現金流量有不利影響之事件時，金融資產出現信貸減值。金融資產信貸減值之證據包括以下事件的可觀察數據：

- (a) 發行人或借款人出現嚴重財政困難；
- (b) 違反合約，如違約或逾期事件；
- (c) 借款人之放款人因與借款人出現財務困難有關之經濟或合約理由而給予借款人在一般情況下放款人不予考慮之優惠條件；或
- (d) 借款人很可能倒閉或進行其他財務重組。

(iv) 撤銷政策

若日後實際上不可回收款項，本集團則會撤銷（部分或全部）金融資產的總賬面值。該情況通常出現在本集團確定債務人並無資產或收入來源可產生足夠現金流量以償還被撤銷的金額。

隨後收回先前撤銷之資產於回收期間在損益中確認為減值撥回。

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4. MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

FINANCIAL INSTRUMENTS (continued)

Financial assets (continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments through a loss allowance account.

4. 重要會計政策資料 (續)

金融工具 (續)

金融資產 (續)

根據香港財務報告準則第9號須進行減值評估的金融資產減值 (續)

(v) 預期信貸虧損計量及確認

預期信貸虧損計量取決於違約概率、違約損失率 (即違約時的損失程度) 及違約風險敞口。評估違約概率及違約損失率乃基於經前瞻性質料進行調整的歷史數據。預期信貸虧損的估計反映無偏頗及概率加權數額，其乃根據加權的相應違約風險而釐定。

一般而言，預期信貸虧損為合約應付本集團的所有合約現金流量與本集團預期將收取的現金流量之間的差額，並按初始確認時釐定的實際利率貼現。

倘預期信貸虧損按統一基準計量或因個別工具層面之證據尚未提供之情況，金融工具按以下基準分組：

- 逾期情況；
- 債務人的性質、規模及所屬行業；及
- 外部信貸評級 (倘有)。

管理層定期檢討分組，以確保各組別的組成部分繼續擁有類似的信貸風險特徵。

利息收入根據金融資產之賬面總值計算，除非金融資產出現信貸減值，在該情況下利息收入根據金融資產之攤銷成本計算。

本集團透過虧損撥備賬於損益確認所有金融工具的減值收益或虧損。

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4. MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

FINANCIAL INSTRUMENTS (continued)

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Financial liabilities at amortised cost

Financial liabilities including trade and bills payables, accrued expenses, other payables and bank borrowings are subsequently measured at amortised cost, using the effective interest method.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

4. 重要會計政策資料 (續)

金融工具 (續)

金融負債及權益

分類為債務或權益

債務及股本工具乃根據合約安排的具體內容及金融負債與股本工具的定義分類為金融負債或股本。

按攤銷成本計量的金融負債

金融負債 (包括貿易應付款項及應付票據、應計費用、其他應付款項及銀行借款) 其後採用實際利息法按攤銷成本計量。

現金及現金等價物

於綜合財務狀況表呈列的現金及現金等價物包括：

- (a) 現金，包括手頭現金及活期存款，不包括受監管限制而導致該等結餘不再符合現金定義的銀行結餘；及
- (b) 現金等價物，包括可隨時變現為已知數額現金且無重大價值變動風險的高流動性短期（一般為三個月或以內到期）投資。現金等價物乃為應對短期現金承擔而持有，而非用作投資或其他用途。

就綜合現金流量表而言，現金及現金等價物包括上文定義的現金及現金等價物。

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4. MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

REVENUE FROM CONTRACTS WITH CUSTOMERS

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

Revenue from sales of goods

Revenue from sales of goods is recognised at a point in time when control of the goods has been transferred, being when the goods have been delivered to the customers. The average credit period is 90 days upon delivery.

4. 重要會計政策資料 (續)

客戶合約收入

當本集團符合履約義務時確認收入，即當貨品或服務按特定的履約義務轉移並由客戶「控制」時，方會確認。

履約責任指不同的商品或服務（或一組商品或服務）或一系列不同的商品或大致相同的服務。

控制權隨時間轉移，而倘滿足以下任何其中一項標準，則收益乃參照滿足相關履約責任的進展情況而隨時間確認：

- 隨本集團履約，客戶同時取得並耗用本集團履約所提供的利益；
- 本集團之履約創建或強化一項資產，該資產於本集團履約時由客戶控制；或
- 本集團的履約並未產生對本集團有替代用途的資產，且本集團對迄今已完成履約之款項具有可執行之權利。

否則，收益於客戶獲得相關商品或服務控制權時確認。

合約負債指本集團因已自客戶收取代價（或代價款項到期），而須轉讓商品或服務予客戶之義務。

銷售貨品的收益

銷售貨品的收益於轉讓貨品控制權的時間點（即貨品交付予客戶時）確認。平均信貸期為交付後90日。

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4. MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

BORROWING COSTS

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

GOVERNMENT GRANTS

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

INCOME TAX

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit or loss before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

4. 重要會計政策資料 (續)

借款成本

所有借款成本於產生期間在損益內確認。

政府補助

政府補助直至可合理確保本集團將遵守所附帶之條件及收取補助時方予以確認。

政府補助按系統基準於本集團確認與政府補助擬補償的成本有關的開支之期間在損益內確認。

作為已產生開支或虧損之補償或向本集團提供即時財務資助(並無日後相關成本)而應收取之政府補助,乃於其成為應收款項之期間於損益確認。

所得稅

所得稅開支指現行應繳稅項與遞延稅項的總和。

現行應繳稅項乃按年內應課稅溢利計算。應課稅溢利與除稅前溢利或虧損不同,乃由於存在其他年度應課稅或可扣減之收入或開支以及毋須課稅或不可扣減之項目。本集團的即期稅項負債採用報告期末已頒佈或實際已頒佈的稅率計算。

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4. MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

INCOME TAX (continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

4. 重要會計政策資料 (續)

所得稅 (續)

遞延稅項按綜合財務報表內資產及負債的賬面值與計算應課稅溢利所使用之相應稅基間的暫時差額確認。一般會就所有應課稅暫時差額確認遞延稅項負債。遞延稅項資產一般於可能有應課稅溢利用以抵銷可扣稅暫時差額時就所有可扣稅暫時差額確認。倘有關暫時差額乃因初步確認(業務合併除外)既不影響應課稅溢利或會計溢利的交易中的資產及負債所引起,則不會確認該等遞延稅項資產及負債。此外,倘暫時差額產生於初始確認商譽,則不會確認遞延稅項負債。

與於附屬公司投資相關的應課稅暫時差額確認為遞延稅項負債,惟若本集團可控制暫時差額的撥回而暫時差額於可見將來可能不會撥回的情況除外。與該等投資相關的可扣稅暫時差額所產生的遞延稅項資產僅於可能有足夠應課稅溢利抵銷暫時差額利益,且預期暫時差額於可見將來撥回時確認。

遞延稅項資產及負債按償還負債或變現資產的期間內預期適用之稅率,根據報告期末已頒佈或實際已頒佈的稅率(及税法)計算。

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4. MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

INCOME TAX (continued)

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

RETIREMENT BENEFIT OBLIGATIONS

Payments to the Mandatory Provident Fund Scheme (the “MPF Scheme”) and state-managed retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

The Group operates a MPF Scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution scheme, the assets of which are held in separate trustee-administered funds.

4. 重要會計政策資料 (續)

所得稅 (續)

遞延稅項負債及資產的計量反映本集團於報告期末預期收回或償還其資產及負債賬面值的方式所產生的稅務後果。

倘存在合法可執行權利，可將即期稅項資產與即期稅項負債抵銷，且即期稅項資產與即期稅項負債與同一稅務機關對同一應課稅實體徵繳的所得稅有關，則遞延稅項資產與負債予以對銷。

即期及遞延稅項在損益中確認，惟當其與在其他全面收入或直接在權益中確認的項目有關時，則即期及遞延稅項亦分別於其他全面收入或直接於權益確認。倘即期稅項或遞延稅項因就業務合併進行初步會計處理而產生，則稅務影響會計入業務合併之會計處理。

退休福利責任

強制性公積金計劃（「強積金計劃」）及國家管理退休福利計劃的供款，於僱員提供服務而享有供款時確認為開支。

本集團根據香港強制性公積金計劃條例為香港僱傭條例管轄範圍內所僱用的僱員運行一項強積金計劃。強積金計劃為界定供款計劃，其資產由獨立的受託人管理的基金持有。

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4. MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

RETIREMENT BENEFIT OBLIGATIONS (continued)

Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, with the employers' contributions subject to a cap of monthly relevant income of HK\$30,000. The Group's contributions to the scheme are expensed as incurred and are vested in accordance with the scheme's vesting scales. Where employees leave the scheme prior to the full vesting of the employer's contributions, the amount of forfeited contributions is used to reduce the contributions payable by the Group.

The employees employed by the Group's subsidiaries in the PRC are members of state-managed retirement benefit schemes operated by the government of the PRC. The subsidiaries are required to contribute a specific percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits schemes operated by the government of the PRC is to make the specified contributions under the schemes.

SHORT-TERM EMPLOYEE BENEFITS

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS Accounting Standards requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

4. 重要會計政策資料 (續)

退休福利責任 (續)

根據強積金計劃，僱主及其僱員均須按僱員有關收入的5%向計劃供款，僱主供款的每月相關收入上限為30,000港元。本集團對計劃的供款於產生時支銷，並根據計劃歸屬標準歸屬。倘僱員於有權享有僱主供款之前退出計劃，沒收之供款將用作扣減本集團之應付供款。

本集團位於中國之附屬公司所聘請僱員為中國政府所營辦並為國家管理之退休福利計劃成員。該等附屬公司須按僱員薪金之指定百分比向退休福利計劃支付供款，藉此為福利撥資。本集團就中國政府營辦之退休福利計劃所負唯一責任乃向該等計劃作出所須供款。

短期僱員福利

短期僱員福利按於及當僱員提供服務時預期將支付的福利未貼現金額確認。所有短期僱員福利確認為開支，惟另一項香港財務報告準則會計準則要求或允許將該福利納入資產的成本除外。

經扣除任何已付金額後的僱員應得福利（如工資及薪金、年假及事假）確認為負債。

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4. MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

SHARE-BASED PAYMENTS

Equity-settled share-based payment transactions

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of the number of equity instruments that will eventually vest, with a corresponding increase in equity (share option reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share option reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained profits.

PROVISIONS

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

4. 重要會計政策資料 (續)

以股份為基礎的付款

以權益結算並以股份為基礎支付的交易

以權益結算並以股份為基礎支付予員工的款項及其他提供的類似服務按授出日期股本工具的公平值計量。

於授出日期釐定的以權益結算以股份為基礎之付款的公平值（不考慮所有非市場歸屬條件）乃根據本集團對最終歸屬權益工具數目的估計，於歸屬期內按直線法列支，並在權益（購股權儲備）內計入相應增額。於各報告期末，本集團會根據所有相關非市場歸屬條件的評估修訂預期歸屬權益工具的估計數目。修訂原有估計的影響（如有）將於損益內確認，令累計開支反映經修訂估計，並相應調整購股權儲備。對於授出日期即時歸屬的購股權，所授出的購股權公平值即時於損益內支銷。

於行使購股權之時，之前於購股權儲備確認之金額將轉撥至股份溢價。倘購股權在歸屬日期後被沒收或於屆滿日期尚未行使，先前於購股權儲備確認的數額將轉撥至保留溢利。

撥備

當本集團因過往事件而承擔現時責任（法定或推定），且本集團有可能須履行該等責任並能夠可靠估計責任金額時，則會確認撥備。

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4. MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

PROVISIONS (continued)

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

SEGMENT REPORTING

Operating segments, and the amounts of each segment item reported in the consolidated 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.

RELATED PARTY

A party is considered to be related to the Group if:

- (a) A person, or a close member of that person's family, is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.

4. 重要會計政策資料 (續)

撥備 (續)

確認為撥備的金額為於報告期末履行現時責任所需代價的最佳估計，而估計乃經考慮圍繞責任的風險及不確定性後作出。倘撥備以估計履行現時責任的現金流量計量時，其賬面值為該等現金流量的現值（倘金錢的時間價值的影響屬重大）。

分部報告

經營分部及於綜合財務報表所呈報的各分部項目之金額乃於財務資料中確認，該等財務資料定期提供予本集團最高管理層，以分配資源及評估本集團各業務線及地域位置之表現。

個別重大經營分部不會因財務報告而進行綜合，惟各分部具有類似的經濟性質，以及產品與服務的性質、生產工序性質、客戶類別或階層、分銷產品或提供服務的方法以及監管環境的性質相似的情況除外。個別不屬重大的經營分部倘於該等大部份標準上屬類似，則可能進行綜合。

關聯方

任何一方如屬以下情況，即被視為本集團之關連人士：

- (a) 倘屬以下人士，則該人士或人士之近親與本集團有關連：
 - (i) 對本集團有控制權或共同控制權；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理層成員之一。

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4. MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

RELATED PARTY (continued)

(b) An entity is related to the Group if any of the following conditions applies:

- (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
- (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
- (iii) both entities are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

A related party transaction is a transfer of resources, services or obligations between the Group and a related party, regardless of whether a price is charged.

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

4. 重要會計政策資料 (續)

關聯方 (續)

(b) 符合任何以下條件的實體會被視為與本集團有關連：

- (i) 該實體與本集團屬同一集團成員（即母公司、附屬公司及同系附屬公司各自互有關連）；
- (ii) 一家實體為另一實體的聯營公司或合營公司（或另一實體所屬集團旗下成員公司之聯營公司或合營公司）；
- (iii) 兩實體皆為同一第三方的合營公司；
- (iv) 一實體為第三方的合營公司，而另一實體為該第三方的聯營公司；
- (v) 該實體為本集團或與本集團有關連的實體就僱員利益設立之離職後福利計劃；
- (vi) 該實體受附註(a)所識別人士控制或受共同控制；
- (vii) 在(a)(i)內所確定的人士對該實體有重大影響力或該人士為該實體（或該實體的母公司）的主要管理層成員之一；或
- (viii) 實體或集團屬下任何成員公司向本集團或本集團的母公司提供主要管理人員服務。

關聯方交易為本集團與關聯方之間轉讓資源、服務或責任，而無論是否收費。

一名人士的近親是指在與實體往來的過程中，預期可影響該人士或受該人士影響的家庭成員。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

In the application of the Group's major accounting policies, which are described in note 4 to the consolidated financial statements, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going 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.

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Provision of ECL for trade and other receivables and loan receivables

Trade and other receivables and loan receivables are assessed for ECL. In addition, the Group uses a provision matrix to calculate ECL for trade receivables. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable, supportable and available without undue costs or effort. At the end of each reporting period, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables, other receivables and loan receivables are disclosed in note 7 to the consolidated financial statements.

5. 關鍵判斷及主要估計

於應用本集團的主要會計政策時（如綜合財務報表附註4所述），董事須在無法依循其他途徑即時得知資產及負債的賬面值時作出判斷、估計及假設。估計及相關假設乃基於過往經驗及被視作相關的其他因素作出。實際結果或會有別於該等估計。

估計及相關假設按持續基準予以審閱。如會計估計的修訂僅對作出修訂的期間產生影響，則有關修訂只會在該期間內確認；如會計估計的修訂對現時及未來期間均產生影響，則會在作出該修訂期間及未來期間內確認。

以下為有關未來之主要假設，以及於報告期末之其他估計不確定性之主要來源，該等假設及估計存在可能導致有關資產及負債之賬面值於下一財政年度出現重大調整之重大風險。

貿易及其他應收款項以及應收貸款之預期信貸虧損撥備

本集團會就貿易及其他應收款項以及應收貸款評估預期信貸虧損。此外，本集團使用撥備矩陣計算貿易應收款項的預期信貸虧損。經計及無須付出不必要成本或努力即可得的合理、可靠的前瞻性資料，撥備矩陣乃基於本集團的過往違約率計算。於各報告期末，重新評估過往觀察違約率，並考慮前瞻性資料的變動。

預期信貸虧損撥備對估計變動較為敏感。有關預期信貸虧損及本集團貿易應收款項、其他應收款項及應收貸款之資料於綜合財務報表附註7披露。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

Impairment on property, plant and equipment

At the end of each period, the Group reviews the information to identify indications that property, plant and equipment may be impaired. The Group determined the recoverable amount of the cash generating unit ("CGU") to which the assets belongs using the value in use model.

Management judgement is required in the area of impairment on property, plant and equipment, particularly in assessing whether: (1) an event has occurred that may affect asset values; (2) the carrying value of an asset can be supported by the net present value of future cash flows from the asset using estimated cash flow projections; and (3) the cash flow is discounted using an appropriate rate. An impairment loss of property, plant and equipment is established when there is objective evidence that the carrying amount of property, plant and equipment and right-of-use assets exceeds its recoverable amount.

In assessing whether there is any indication that an asset might be impaired, management considers information including that trading performance of the CGU. Management has performed discounted cash flow analysis on the CGU with impairment indicators and the recoverable amounts were determined based on value-in-use calculations of these CGU. Key assumptions used in the calculations including the revenue growth rate, gross margin, costs such as rent, payroll costs and general operating costs and discount rate.

As at 31 December 2025, the Group had property, plant and equipment of approximately RMB31,625,000 (2024: RMB46,003,000). During the year ended 31 December 2025 the Group provided the impairment loss of approximately RMB10,108,000 (2024: nil) to property, plant and equipment.

5. 關鍵判斷及主要估計 (續)

物業、廠房及設備減值

於各期間末，本集團審閱資料，以識別物業、廠房及設備可能出現減值的跡象。本集團利用使用價值模式釐定資產所屬現金產生單位（「現金產生單位」）的可收回金額。

於物業、廠房及設備減值範疇，管理層須作出判斷，特別是評估：(1) 可能影響資產價值的事件是否已發生；(2) 資產的賬面值能否以使用估計現金流量預測計算的資產未來現金流量淨現值支援；及(3) 現金流量是否以合適比率貼現。倘有客觀證據顯示物業、廠房及設備的賬面值超過其可收回金額，則會對物業、廠房及設備以及使用權資產確認減值虧損。

評估資產有否出現減值跡象時，管理層考慮包括現金產生單位之營業表現等資料。管理層對有減值跡象的現金產生單位進行貼現現金流量分析，而可收回金額根據此等現金產生單位的使用價值計算釐定。在計算中使用的主要假設包括收益增長率、毛利率、成本（如租金、工資成本及一般經營成本）及貼現率。

於二零二五年十二月三十一日，本集團有物業、廠房及設備分別約為人民幣31,625,000元（二零二四年：人民幣46,003,000元）。截至二零二五年十二月三十一日止年度，本集團就物業、廠房及設備作出減值虧損撥備約人民幣10,108,000元（二零二四年：無）。

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6. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior years.

The capital structure of the Group consists of net debt, which includes bills payables and bank borrowings, net of bank balances and cash, and equity attributable to the owner of the Company, which comprises issued share capital and reserves.

The directors review the capital structure regularly. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on the recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, issuance of new shares as well as the issue of new debts or the redemption of the existing debts.

The Group is not subject to any external imposed capital requirements.

The gearing ratio at the end of the reporting period was as follows:

6. 資本風險管理

本集團管理其資本以確保本集團的實體可持續經營，並透過優化債務及權益結餘為股東帶來最大回報。本集團之整體策略與過往年度維持不變。

本集團的資本架構包括債務淨額（包括應付票據及銀行借款），扣除銀行結餘及現金以及本公司擁有人應佔權益（包括已發行股本及儲備）。

董事定期檢討資本架構。作為該檢討的一部分，董事考慮資本成本及各類資本的相關風險。本集團將根據董事之推薦意見透過支付股息、發行新股及發行新債務或贖回現有借貸，平衡其整體資本結構。

本集團毋須遵守任何外部施加的資本規定。

於報告期末的資產負債比率如下：

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Total debts (note)	債務總額（附註）	127,701	112,728
Less: Bank balances and cash	減：銀行結餘及現金	(4,409)	(4,145)
Net debt	債務淨額	123,292	108,583
Total equity	權益總額	240,719	251,449
Net debt to equity ratio	淨負債權益比率	51%	43%
Total debts to equity ratio	總負債權益比率	53%	45%

Note: Total debts comprise bills payables and bank borrowings as detailed in notes 25 and 27 to the consolidated financial statements, respectively.

附註：債務總額包括綜合財務報表附註25及27分別詳述的應付票據及銀行借款。

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7. FINANCIAL INSTRUMENTS

(A) CATEGORIES OF FINANCIAL INSTRUMENTS

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Financial assets	金融資產		
At amortised cost	按攤銷成本	151,137	157,018
At FVTPL	按公平值計入損益	13,949	6,427
Financial liabilities	金融負債		
At amortised cost	按攤銷成本	141,315	138,853

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include trade receivables, other receivables, loan receivables, pledged time deposits, bank balances and cash, financial assets at FVTPL, trade and bills payables, accrued expenses, other payables and bank borrowings. Details of the financial instruments for the Group are disclosed in respective notes to the consolidated financial statements.

The risks associated with these financial instruments include market risk (currency risk, other price risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

There has been no change to the types of the Group's exposure in respect of financial instruments or the manner in which it manages and measures the risks.

7. 金融工具

(A) 金融工具的類別

本集團的主要金融工具包括貿易應收款項、其他應收款項、應收貸款、已抵押定期存款、銀行結餘及現金、按公平值計入損益的金融資產、貿易應付款項及應付票據、應計費用、其他應付款項及銀行借款。本集團的金融工具詳情披露於綜合財務報表各附註。

該等金融工具之相關風險包括市場風險（貨幣風險、其他價格風險及利率風險）、信貸風險及流動資金風險。下文載列如何降低該等風險的政策。管理層管理及監控該等風險，以確保及時有效地實施適當措施。

本集團就金融工具承擔的風險類別或其管理與計量有關風險的方式並無任何改變。

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7. FINANCIAL INSTRUMENTS (continued)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Market risk

Currency risk

The Group has foreign currency sales and purchases denominated in United States dollar ("USD"), Japanese Yen ("JPY") and HKD, which are different from the functional currencies of the group entities carrying out the transactions.

Also, certain trade receivables, bank balances and cash and contract liabilities are denominated in USD, JPY and HKD which are currencies other than the functional currency of the relevant group entities. The carrying amounts of the foreign currency denominated monetary assets of the Group at the end of the reporting period are as follows:

		Assets 資產		Liabilities 負債	
		2025 二零二五年	2024 二零二四年	2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
USD	美元	73,403	86,928	(14,537)	—
JPY	日元	27,373	22,797	—	—
HKD	港元	1,366	783	—	—

The Group currently does not have a foreign currency hedging policy. However, the directors continuously monitor the related foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

7. 金融工具 (續)

(B) 財務風險管理目標及政策 (續)

市場風險

貨幣風險

本集團有以美元(「美元」)、日元(「日元」)及港元計值之外幣買賣，該等貨幣不同於本集團實體進行交易之功能貨幣。

此外，若干貿易應收款項、銀行結餘及現金以及合約負債以美元、日元及港元計值，美元、日元及港元並非相關集團實體之功能貨幣。本集團於報告期末以外幣計值之貨幣資產之賬面值如下：

本集團當前並無外幣對沖政策。然而，管理層持續監控有關外匯風險，並會考慮於必要時對沖重大外幣風險。

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7. FINANCIAL INSTRUMENTS (continued)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Market risk (continued)

Currency risk (continued)

Sensitivity analysis

The Group is mainly exposed to currency risk of USD, JPY and HKD.

The following table details the Group's sensitivity to a 5% for all periods increase or decrease in USD, JPY and HKD against the functional currency. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of each reporting period for a 5% change in foreign currency rates. A positive number below indicates an decrease (2024: increase) in post-tax loss (2024: profit) where USD, JPY and HKD strengthen 5% against the functional currency. For a 5% weakening of USD, JPY and HKD against the functional currency, there would be an equal or opposite impact on the loss (2024: profit) and other equity and the balances below would be positive (2024: negative).

Impact on loss (2024: profit) for the year

7. 金融工具 (續)

(B) 財務風險管理目標及政策 (續)

市場風險 (續)

貨幣風險 (續)

敏感度分析

本集團主要面臨美元、日元及港元外幣風險。

下表載列於所有期間本集團對美元、日元及港元兌功能貨幣升值或貶值5%之敏感度詳情。5%乃為於公司內部向主要管理人員呈報外幣風險採用之敏感度比率，並代表管理層對外幣匯率合理可能變動之評估。敏感度分析僅包括以外幣計值之尚未支付貨幣項目，並於各報告期末就外幣匯率5%之變動調整匯兌。下列之正數表示美元、日元及港元兌功能貨幣升值5%時，除稅後虧損（二零二四年：溢利）減少（二零二四年：增加）數額。美元、日元及港元兌功能貨幣貶值5%時，將對虧損（二零二四年：溢利）及其他權益有等額且相反之影響，而以下結餘將為正數（二零二四年：負數）。

對年內虧損（二零二四年：溢利）的影響

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
USD	美元	2,207	3,260
JPY	日元	1,026	855
HKD	港元	51	29

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7. FINANCIAL INSTRUMENTS (continued)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Market risk (continued)

Other price risk

The Group is exposed to equity price risk through its investments in equity securities measured at FVTPL. For equity securities measured at FVTPL quoted in the Stock Exchange, the management manages this exposure by maintaining a portfolio of investments with different risks. The Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

Sensitivity analysis

The sensitivity analyses have been determined based on the exposure to equity price risk at the reporting date. For sensitivity analysis of equity securities with fair value measurement categorised within Level 1, If the prices of the respective equity instruments had been 5% (2024: 5%) higher/lower, the pre-tax loss (2024: Profit) for the year ended 31 December 2025 would decrease/increase approximately by RMB697,000 (2024: increase/decrease approximately by RMB321,000) as a result of the changes in fair value of investments at FVTPL.

Interest rate risk

The Group's fair value interest rate risk relates primarily to fixed time deposits and fixed rate bank borrowings (see notes 24 and 27 to the consolidated financial statements for details respectively). The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider other necessary action when significant interest rate exposure is anticipated.

The Group's cash flow interest rate risk relates primarily to variable-rate bank balances (see note 24 to the consolidated financial statements for details of these balances). The exposure to the interest rate risk for variable rate bank balances is insignificant as the bank balances have a short maturity period.

7. 金融工具 (續)

(B) 財務風險管理目標及政策 (續)

市場風險 (續)

其他價格風險

本集團因其按公平值計入損益之股本證券投資而面臨股本價格風險。就於聯交所報價的按公平值計入損益之股本證券而言，本集團管理層維持一個集合不同風險之投資組合管理此類風險。本集團已委聘一支特定團隊監控價格風險並將考慮於需要時對沖風險。

敏感度分析

敏感度分析乃根據於報告日期之股本價格風險釐定。就按公平值計量分類為第一級的股本證券的敏感度分析而言，倘相關股本工具的價格上升／下降5%（二零二四年：5%），則截至二零二五年十二月三十一日止年度的除稅前虧損（二零二四年：溢利）將因按公平值計入損益的投資的公平值變動而減少／增加約人民幣697,000元（二零二四年：增加／減少約人民幣321,000元）。

利率風險

本集團之公平值利率風險主要與定期存款及定息銀行借款（詳情請分別參閱綜合財務報表附註24及27）有關。本集團現時並無利率對沖政策。然而，管理層監控利率風險，倘預料有重大利率風險，將考慮其他必要之行動。

本集團之現金流量利率風險主要與浮息銀行結餘（有關該等結餘之詳情請參閱綜合財務報表附註24）有關。由於浮息銀行結餘於短期內到期，故該等銀行結餘之利率風險甚微。

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7. FINANCIAL INSTRUMENTS (continued)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations relating in financial losses to the Group. The Group's credit risk is primarily attributable to trade receivables, other receivables, loan receivables, amount due from ultimate holding company, pledged time deposits and bank balances. The Group's maximum exposure to credit risk, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties arising from the carrying amounts of the respective recognised financial assets as stated in the consolidated statement of financial position. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

The Group deposited pledged time deposits and bank balances with approved and reputable banks. Bankruptcy or insolvency of the banks may cause the Group's right with respect to fixed time deposits and bank balances held to be delayed or limited. The directors monitor the credit rating of these banks on an ongoing basis, and consider that the Group's exposure to credit risk as at 31 December 2025 and 2024 were minimal.

For other receivables, loan receivables and amount due from the ultimate holding company, the directors make periodic assessment on the recoverability of other receivables, loan receivables and amount due from the ultimate holding company, based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The directors believe that there is no material credit risk inherent in the Group's outstanding balances of other receivables and amount due from the ultimate holding company.

Trade receivables of the Group consist of a large number of customers and spread across geographical areas.

7. 金融工具 (續)

(B) 財務風險管理目標及政策 (續)

信貸風險及減值評估

信貸風險指本集團對手方違反其合約責任導致本集團財務虧損的風險。本集團的信貸風險主要歸因於貿易應收款項、其他應收款項、應收貸款、應收最終控股公司款項、已抵押定期存款及銀行結餘。本集團因對手方未能履行責任令本集團遭受財務損失所承擔的最高信貸風險產生於綜合財務狀況表所載各已確認金融資產的賬面值。本集團並無持有任何抵押品或其他信貸增強措施以為其金融資產相關之信貸風險提供保障。

本集團將已抵押定期存款及銀行結餘存入經核准的知名銀行。銀行破產或無力償債或會令本集團有關所持定期存款及銀行結餘的權利延遲或受限制。董事持續監督該等銀行的信用評級，並認為本集團於二零二五年及二零二四年十二月三十一日所面臨的信貸風險極低。

對於其他應收款項、應收貸款及應收最終控股公司款項，董事基於過往結算記錄、過往經驗以及屬於合理且有理據的前瞻性資料的定性及定量資料，對其他應收款項、應收貸款及應收最終控股公司款項的可收回性進行定期評估。董事認為本集團其他應收款項及應收最終控股公司款項的未結清結餘並無固有的重大信貸風險。

本集團的貿易應收款項涉及大量客戶且遍及各地理區域。

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7. FINANCIAL INSTRUMENTS (continued)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk and impairment assessment (continued)

The Group's policy to manage credit risk is to deal only with credit worthy counterparties. In order to minimise the credit risk, the management of the Group has formulated a credit policy and, delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken.

In addition, the Group performs impairment assessment under ECL model on trade receivables based on a provision matrix and on individual basis for those material and/or long outstanding balances. The trade receivables are grouped under a provision matrix based on shared credit risk characteristics by reference to repayment histories for recurring customers. In this regard, the directors consider that the Group's credit risk is significantly reduced.

As part of the Group's credit risk management, the Group uses debtors' ageing to assess the impairment for its customers because these customers consist of a large number of customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the exposure to credit risk for trade receivables which are assessed based on a provision matrix within lifetime ECL or individual assessment.

7. 金融工具 (續)

(B) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

本集團管理信貸風險的政策為僅與信譽卓著的對手方交易。為盡力減低信貸風險，本集團管理層制定信貸政策，並委派負責釐定信貸限額、信貸審批及其他監管程序的團隊，確保作出跟進行動。

此外，本集團根據撥備矩陣按預期信貸虧損模式對貿易應收款項進行減值評估，對重大及／或長期拖欠的款項則按逐項基準進行減值評估。貿易應收款項乃根據共同信貸風險特徵並參考經常性客戶的還款記錄於撥備矩陣內分類。就此而言，董事認為本集團的信貸風險已大幅降低。

作為本集團信貸風險管理的一部分，本集團使用債務人的賬齡評估其客戶的減值，乃由於該等客戶包括大量具有共同風險特徵的客戶，代表客戶有能力按照合約條款支付所有到期款項。下表載列有關貿易應收款項的信貸風險敞口，乃基於全期預期信貸虧損中的撥備矩陣進行評估或逐項進行的單獨評估。

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7. FINANCIAL INSTRUMENTS (continued)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk and impairment assessment (continued)

The follow tables show the analysis of gross carrying amount and loss allowance of trade receivables based on past due ageing and provision matrix and individual assessment:

As at 31 December 2025

		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
Not yet due	尚未逾期	0.08	29,784	24
1-90 days past due	逾期1至90天	0.09	6,930	6
91-180 days past due	逾期91至180天	0.15	4,301	6
181-365 days past due	逾期181至365天	0.37	12,632	47
Over 365 days past due	逾期365天以上	—	—	—
Individual assessed	個別評估	13.81	75,434	10,420
			129,081	10,503

As at 31 December 2024

		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
Not yet due	尚未逾期	0.18	46,104	82
1-90 days past due	逾期1至90天	0.20	15,060	30
91-180 days past due	逾期91至180天	0.33	6,784	22
181-365 days past due	逾期181至365天	0.76	18,075	137
Over 365 days past due	逾期365天以上	—	—	—
Individual assessed	個別評估	59.40	69,970	41,566
			155,993	41,837

The trade receivables which were 181-365 days and over 365 days past due were all assessed as credit-impaired based on the results of the individual assessments of ECL of these balances, including their respective balances that are less than 180 days past due and not yet due. There are approximately RMB3,822,000 (2024: RMB34,017,000) of balances of trade receivables which were individually assessed and determined to be credit-impaired based on its risk characteristics and ECL amounting to RMB939,000 (2024: RMB34,017,000) has been made.

7. 金融工具 (續)

(B) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表載列基於逾期賬齡、撥備矩陣及個別評估的貿易應收款項賬面總值及虧損撥備的分析：

於二零二五年十二月三十一日

於二零二四年十二月三十一日

根據對逾期181至365天及逾期365天以上的貿易應收款項（包括相關的未逾期及逾期不足180天部分）逐項進行的預期信貸虧損評估結果，該等應收款項結餘均認為為出現信貸減值。貿易應收款項結餘約人民幣3,822,000元（二零二四年：人民幣34,017,000元）經單獨評估後根據其風險特徵被確定為出現信貸減值，並已作出預期信貸虧損人民幣939,000元（二零二四年：人民幣34,017,000元）。

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7. FINANCIAL INSTRUMENTS (continued)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk and impairment assessment (continued)

The expected loss rate are estimated based on provision matrix and individual basis for those material and/or long outstanding balances. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

During the year ended 31 December 2025, the Group has net reversal of impairment loss of approximately RMB31,334,000 for trade receivables (2024: reversal of impairment loss of approximately RMB35,970,000).

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach.

		Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (無信貸減值) RMB'000 人民幣千元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) RMB'000 人民幣千元
As at 1 January 2024	於二零二四年一月一日	17,640	60,167
Impairment losses recognised	已確認減值虧損	111	–
Reversal of impairment losses (note)	撥回減值虧損 (附註)	(4,810)	(31,271)
Transfer to credit-impaired	轉撥至信貸減值	(5,121)	5,121
As at 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日及 二零二五年一月一日	7,820	34,017
Impairment losses recognised	已確認減值虧損	8,538	866
Reversal of impairment losses (note)	撥回減值虧損 (附註)	(7,520)	(33,218)
Transfer to non-credit-impaired	轉撥至無信貸減值	798	(798)
Transfer to credit-impaired	轉撥至信貸減值	(72)	72
As at 31 December 2025	於二零二五年十二月三十一日	9,564	939

For other receivables and amount due from ultimate holding company, the ECL had been provided under 12m ECL. For loan receivables, the ECL had been provided under lifetime ECL.

Note: The reversal of impairment losses was mainly due to trade receivables in life time ECL (credit-impaired) that are substantially received during the year.

7. 金融工具 (續)

(B) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

對於重大及／或長期拖欠的款項，預期虧損率乃根據撥備矩陣逐項估算。管理層定期檢討分類，以確保更新有關特定債務人的相關資料。

截至二零二五年十二月三十一日止年度，本集團就貿易應收款項撥回減值虧損淨額約人民幣31,334,000元（二零二四年：撥回減值虧損約人民幣35,970,000元）。

下表載列按簡化法就貿易應收款項確認的全期預期信貸虧損變動。

就其他應收款項及應收最終控股公司款項而言，預期信貸虧乃按12個月預期信貸虧損計提。就應收貸款而言，預期信貸虧損乃按全期預期信貸虧損計提。

附註：減值虧損撥回乃主要由於年內收到已計提全期預期信貸虧損（信貸減值）的大部分貿易應收款項。

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7. FINANCIAL INSTRUMENTS (continued)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk and impairment assessment (continued)

For other receivables, the ECL has been provided under 12m ECL assessment. The 12m ECL was calculated by multiplying the 12m probability of default ("PD"), loss given default ("LGD") and exposure at default ("EAD"). The 12m PDs represented the probability of default occurring over the next 12 months and the remaining maturity of the instrument respectively.

During the year ended 31 December 2025, the Group has recognised net impairment loss of approximately RMB285,000 for other receivables (2024: reversal of net impairment loss of approximately RMB134,000). The following table shows the movement in 12m ECL that has been recognised for other receivables under general approach:

		12m ECL 十二個月預期 信貸虧損 RMB'000 人民幣千元
As at 1 January 2024	於二零二四年一月一日	291
Reversal of impairment loss	撥回減值虧損	(255)
Impairment losses recognised	已確認減值虧損	121
As at 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日 及二零二五年一月一日	157
Reversal of impairment loss	撥回減值虧損	(125)
Impairment losses recognised	已確認減值虧損	410
As at 31 December 2025	於二零二五年十二月三十一日	442

The Group categorises trade or other receivables as credit-impaired when a customer or debtor breaches the contract, such as a default or past due event. Where trade or other receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

The Group has concentration of credit risk as 24% (2024: 24%) and 67% (2024: 73%) of the total trade receivables was due from the Group's largest customer, which is located in Cambodia, and the five largest customers which are located in Japan and Cambodia respectively within the manufacturing and sales of umbrellas and the umbrella parts segment. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals.

7. 金融工具 (續)

(B) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

就其他應收款項而言，預期信貸虧損根據12個月預期信貸虧損評估計提撥備。12個月預期信貸虧損乃按12個月違約概率（「違約概率」）、違約損失率（「違約損失率」）及違約風險敞口（「違約風險敞口」）相乘計算得出。12個月違約概率指工具於未來12個月及餘下期限發生違約的可能性。

截至二零二五年十二月三十一日止年度，本集團就其他應收款項確認減值虧損淨額約人民幣285,000元（二零二四年：撥回減值虧損淨額約人民幣134,000元）。下表載列按一般方法就其他應收款項確認的十二個月預期信貸虧損的變動：

本集團於客戶或債務人違反合約（如發生違約或逾期事件）時將貿易或其他應收款項分類為發生信貸減值。倘撇銷貿易或其他應收款項，本集團會持續採取強制行動以收回到期的應收款項。倘收回，則於損益內確認。

由於貿易應收款項總額之24%（二零二四年：24%）及67%（二零二四年：73%）分別為應收本集團製造及銷售雨傘及雨傘零部件分部之最大客戶（位於柬埔寨）及前五大客戶（位於日本及柬埔寨）之款項，故本集團面臨信貸集中風險。為盡量降低信貸風險，本集團管理層已指派團隊負責釐定信貸限額及進行信貸審批。

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7. FINANCIAL INSTRUMENTS (continued)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk and impairment assessment (continued)

Except for the above described, the Group does not have any other significant concentrations of credit risk. The exposures to these credit risks are monitored on an ongoing basis.

During the years ended 31 December 2025, the Group calculated the ECL of loan receivables using three main components: PD ranging from 27.78% to 37.18% (2024: 31.76% to 42.51%), LGD of 66.10% (2024: 66.10%) and EAD. During the year ended 31 December 2025, there were no transfers between 12m ECL, lifetime ECL (not credit-impaired) and lifetime ECL (credit-impaired). During the year ended 31 December 2024, the loan receivables of approximately HK\$3,222,000 were transferred from lifetime ECL (credit-impaired) to lifetime ECL (not credit-impaired). The lifetime ECL was calculated by multiplying the PD, LGD and EAD. The EAD represented the expected balance at default, taking into account the repayment of principal and interest from the balance sheet date to the default event together with any expected drawdowns of committed facilities. The LGD represented expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value at the time it was expected to be realised and the time value of money.

During the year ended 31 December 2025, the Group has net reversal of impairment loss of approximately RMB1,069,000 for loan receivables (2024: Net reversal of impairment loss of approximately RMB105,000).

An analysis of the gross carrying amount of loan receivables as at 31 December 2025 and 2024 is as follow:

7. 金融工具 (續)

(B) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

除以上所述者外，本集團並無其他重大集中信貸風險。該等信貸風險會持續受到監控。

截至二零二五年十二月三十一日止年度，本集團使用三個主要組成部分計算應收貸款的預期信貸虧損：介乎27.78%至37.18%（二零二四年：31.76%至42.51%）的違約概率、66.10%（二零二四年：66.10%）的違約損失率以及違約風險敞口。截至二零二五年十二月三十一日止年度，12個月預期信貸虧損、全期預期信貸虧損（無信貸減值）及全期預期信貸虧損（信貸減值）之間並無轉撥。截至二零二四年十二月三十一日止年度，約3,222,000港元之應收貸款由全期預期信貸虧損（信貸減值）轉撥至全期預期信貸虧損（無信貸減值）。全期預期信貸虧損按違約概率、違約損失率及違約風險敞口的乘積計算。違約風險敞口指預期違約結餘，經考慮自結算日起至違約事件發生期間的本金及利息還款，連同任何預期根據信貸承諾提取的貸款。違約損失率指違約事件發生時違約風險敞口的預期損失，並經計及（其中包括）預期變現時抵押品價值對緩解損失的作用及貨幣的時間價值。

截至二零二五年十二月三十一日止年度，本集團就應收貸款撥回減值虧損淨額約人民幣1,069,000元（二零二四年：撥回減值虧損淨額約人民幣105,000元）。

於二零二五年及二零二四年十二月三十一日，應收貸款賬面總額的分析如下：

	2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
12m ECL 十二個月預期信貸虧損	-	-
Lifetime ECL (not credit-impaired) 全期預期信貸虧損（無信貸減值）	9,296	13,623
	9,296	13,623

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7. FINANCIAL INSTRUMENTS (continued)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk and impairment assessment (continued)

The following table shows the movement in 12m ECL and lifetime ECL that has been recognised for loan receivables under general approach.

		12m ECL	Lifetime ECL (not credit-impaired)	Lifetime ECL (credit-impaired)	Total
		十二個月預期 信貸虧損 RMB'000 人民幣千元	全期預期 信貸虧損 (無信貸減值) RMB'000 人民幣千元	全期預期 信貸虧損 (信貸減值) RMB'000 人民幣千元	總計 RMB'000 人民幣千元
As at 1 January 2024	於二零二四年一月一日	–	–	3,222	3,222
Transfer to lifetime ECL (credit-impaired)	轉撥至全期預期信貸虧損 (信貸減值)	–	3,222	(3,222)	–
Reversal of impairment losses	撥回減值虧損	–	(1,439)	–	(1,439)
Impairment losses recognised	已確認減值虧損	–	1,334	–	1,334
Exchange realignment	匯兌調整	–	108	–	108
As at 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日及 二零二五年一月一日	–	3,225	–	3,225
Reversal of impairment losses	撥回減值虧損	–	(1,069)	–	(1,069)
Exchange realignment	匯兌調整	–	(115)	–	(115)
As at 31 December 2025	於二零二五年十二月三十一日	–	2,041	–	2,041

Liquidity risk

In management of liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. Management monitors the utilisation of bank borrowings and ensures compliance with loan covenants. The Group relies on bank borrowings as a significant source of liquidity.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

7. 金融工具 (續)

(B) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表載列按一般方法就應收貸款確認的12個月預期信貸虧損及全期預期信貸虧損的變動：

流動資金風險

為管理流動資金風險，本集團監察及維持現金及現金等價物於管理層視為足以撥付本集團營運之水平，減低現金流量波動之影響。管理層監察銀行借款之動用情況並確保符合貸款契諾。本集團依賴銀行借款作為流動資金的重要來源。

下表根據議定償還期限詳列本集團非衍生金融負債之餘下合約到期情況。該表乃根據本集團須付款之最早日期按金融負債之未折現現金流量而編製。該表包括利息及本金現金流量。

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7. FINANCIAL INSTRUMENTS (continued)

7. 金融工具 (續)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(B) 財務風險管理目標及政策 (續)

Liquidity risk (continued)

流動資金風險 (續)

		As at 31 December 2025 於二零二五年十二月三十一日			
		Weighted average interest rate 加權 平均利率	On demand or within 1 year 按要求或於 1年內 RMB'000 人民幣千元	2-5 years 2至5年內 RMB'000 人民幣千元	Total undiscounted cash flows 未折現現金 流量總額 RMB'000 人民幣千元
					Carrying amount 賬面值 RMB'000 人民幣千元
Non-derivative financial liabilities	非衍生金融負債				
Trade and bills payables	貿易應付款項及 應付票據	N/A 不適用	37,537	-	37,537
Accrued expenses and other payables	應計費用及其他 應付款項	N/A 不適用	4,658	-	4,658
Bank borrowings	銀行借款	3.81%	100,629	-	100,629
Total	總計		142,824	-	142,824
					141,315

		As at 31 December 2024 於二零二四年十二月三十一日			
		Weighted average interest rate 加權 平均利率	On demand or within 1 year 按要求或於 1年內 RMB'000 人民幣千元	2-5 years 2至5年內 RMB'000 人民幣千元	Total undiscounted cash flows 未折現現金 流量總額 RMB'000 人民幣千元
					Carrying amount 賬面值 RMB'000 人民幣千元
Non-derivative financial liabilities	非衍生金融負債				
Trade and bills payables	貿易應付款項及 應付票據	N/A 不適用	51,398	-	51,398
Accrued expenses and other payables	應計費用及其他 應付款項	N/A 不適用	5,985	-	5,985
Bank borrowings	銀行借款	4.14%	82,223	-	82,223
Total	總計		139,606	-	139,606
					138,853

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

7. FINANCIAL INSTRUMENTS (continued)

(C) FAIR VALUE OF FINANCIAL INSTRUMENTS

In estimating the fair value, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages independent qualified valuers to perform the valuation. The management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The management reports the findings to the directors at the end of each reporting period to explain the cause of fluctuations in fair value of the asset.

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 HKFRS 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 input for which market data are not available; and
- Level 3 valuations: fair value measured using significant unobservable inputs.

7. 金融工具 (續)

(C) 金融工具的公平值

估計公平值時，本集團盡量使用市場可觀察數據。未能取得第一級輸入值時，本集團會委聘獨立合資格估值師進行估值。管理層與該合資格外聘估值師緊密合作，確立適當估值技術及該模式之輸入值。管理層於各報告期末向董事匯報調研結果，以解釋資產公平值波動之原因。

下表呈列本集團於報告期末按經常基準計量的金融工具的公平值，其乃按香港財務報告準則第13號 *公平值計量* 所界定劃分為三級公平值層級。公平值計量劃分的級別乃參考估值技術所使用輸入值的可觀察性及重要性釐定如下：

- 第一級估值：僅使用第一級輸入值計量的公平值，即相同資產或負債於計量日期於活躍市場的未經調整報價；
- 第二級估值：使用第二級輸入值計量的公平值，即不符合第一級的可觀察輸入值且並無使用重大不可觀察輸入值。不可觀察輸入值為市場數據不可用的輸入值；及
- 第三級估值：使用重大不可觀察輸入值計量的公平值。

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綜合財務報表附註

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

7. FINANCIAL INSTRUMENTS (continued)

7. 金融工具 (續)

(C) FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(C) 金融工具的公平值 (續)

		Level 1 第一級 RMB'000 人民幣千元
As at 31 December 2025	於二零二五年十二月三十一日	
Fair value on a recurring basis	按經常基準計量的公平值	
Financial assets at FVTPL	按公平值計入損益的金融資產	
– Equity securities listed in the Stock Exchange	– 於聯交所上市的股本證券	
		13,949
As at 31 December 2024	於二零二四年十二月三十一日	
Fair value on a recurring basis	按經常基準計量的公平值	
Financial assets at FVTPL	按公平值計入損益的金融資產	
– Equity securities listed in the Stock Exchange	– 於聯交所上市的股本證券	
		6,427

The Group's policy is to recognise transfers into and out of fair value hierarchy levels at the end of the date of the events or change in circumstances that caused the transfer.

本集團之政策為確認於導致轉撥之事件或情況變動出現之日結束時的公平值層級等級間轉撥。

During the years ended 31 December 2025 and 2024, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3.

截至二零二五年及二零二四年十二月三十一日止年度，第一級與第二級之間並無轉撥，亦並無轉入或轉出第三級。

Fair value of financial assets and liabilities carried at other than fair value

並非按公平值計量的金融資產及負債的公平值

The directors consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values.

董事認為於綜合財務報表中確認的金融資產及金融負債的賬面值與其公平值相若。

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綜合財務報表附註

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

8. REVENUE AND OTHER INCOME AND NET GAINS

(I) REVENUE FROM CONTRACTS WITH CUSTOMERS

	2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Sales of umbrellas and umbrella parts 銷售雨傘及雨傘零部件	276,520	353,264
Timing of revenue recognition 確認收益的時間		
At point in time 時間點	276,520	353,264

For sales of umbrellas and umbrella parts, revenue is recognised when control of the goods has transferred, being when the goods have been shipped to the customer's specific location (delivery). Transportation and handling activities that occur before customers obtain control are considered as fulfilment activities. Following the delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. The average credit period is 90 to 180 days upon delivery.

There is no sales-related warranty, refund or return associated with umbrellas and umbrella parts in the performance obligation.

Transaction allocated to the remaining performance obligation for contracts with customers

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to its sales contracts for umbrellas and the umbrella parts such that the Group does not disclose information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under the contracts for sales of umbrellas and the umbrella parts that had an original expected duration of one year or less.

8. 收益及其他收入及收益淨額

(I) 客戶合約收益

就銷售雨傘及雨傘零部件而言，當貨品的控制權發生轉移，即貨品已付運至客戶指定地點（交貨）時，即確認收益。在客戶取得控制權之前發生的運輸及裝卸活動被視為履約活動。於交貨後，客戶可全權酌情決定貨品的分銷方式及售價，於銷售貨品時承擔主要責任，並承擔貨品過時及損失的風險。平均信貸期為交貨後90至180日。

履約責任並不包含與雨傘及雨傘零部件銷售相關的保修、退款及退貨。

分配至客戶合約剩餘履約義務的交易

本集團已就其雨傘及雨傘零部件銷售合約應用香港財務報告準則第15號第121段中的可行權宜法，因此，本集團並無披露有關本集團滿足原預定期限為一年或以下的雨傘及雨傘零部件銷售合約中的剩餘履約義務時有權收取的收益的資料。

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

8. REVENUE AND OTHER INCOME AND NET GAINS (continued)

8. 收益及其他收入及收益淨額 (續)

(II) OTHER INCOME AND NET GAINS

(II) 其他收入及收益淨額

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Bank interest income	銀行利息收入	540	55
Exchange (losses)/gains, net	匯兌(虧損)/收益淨額	(3,489)	3,689
Gain/(loss) on financial assets at FVTPL	按公平值計入損益的 金融資產之收益/(虧損)	7,996	(2,063)
Government grants (note)	政府補助(附註)	77	417
Loan interest income	貸款利息收入	912	1,073
Others	其他	-	(40)
		6,036	3,131

Note:

During the year ended 31 December 2025, government grants of approximately RMB77,000 (2024: RMB417,000) were received, where the Group had fulfilled the relevant criteria, in respect of international market expansion, overseas exhibition participation and employment support scheme. There were no unfulfilled conditions or contingencies relating to these government grants.

附註：

截至二零二五年十二月三十一日止年度，本集團已就國際市場拓展、境外參展及就業支持計劃收到政府補助約人民幣77,000元（二零二四年：人民幣417,000元），且已符合相關標準。概無與該等政府補助有關的未達成條件或或然事項。

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綜合財務報表附註

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9. SEGMENT INFORMATION

The Group is engaged in a single operating segment, which is the manufacture and sales of umbrellas and the umbrella parts. Operating segment is reported in a manner consistent with the internal reporting provided to the board of directors, being the chief operating decision maker of the Group (the “CODM”). The CODM is responsible for allocating resources and assessing performance of the operating segments, no other discrete financial information is provided other than the Group's results and financial position as a whole. Accordingly, only entity-wide disclosures, product information, major customers and geographic information are presented.

PRODUCT INFORMATION

The Group has been engaged in manufacturing and sales of Poly-Olefin-Elastomer (“POE”) umbrella, nylon umbrella and umbrella parts. The POE umbrella and nylon umbrella are sold to various distributors and the umbrella parts are sold to other umbrella manufacturers. An analysis of the Group's revenue by product category is as follows:

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
POE umbrella	POE 雨傘	53,845	43,368
Nylon umbrella	尼龍雨傘	145,731	144,819
Umbrella parts	雨傘零部件	76,944	165,077
		276,520	353,264

9. 分部資料

本集團經營單一分部，即製造及銷售雨傘及雨傘零部件。經營分部乃按與提供予董事會（即本集團的主要營運決策者（「主要營運決策者」）之內部報告一致之方式呈報。主要營運決策者負責分配資源及評估經營分部表現。除本集團的整體業績及財務狀況外，概無提供其他分散獨立的財務資料。因此，僅呈列了整個實體的披露、產品資料、主要客戶及地區資料。

產品資料

本集團從事製造及銷售聚烯烴彈性體（「POE」）雨傘、尼龍雨傘及雨傘零部件。POE 雨傘及尼龍雨傘銷售予各種不同的分銷商，雨傘零部件則銷售予其他雨傘製造商。本集團按產品類別劃分之收益分析如下：

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

9. SEGMENT INFORMATION (continued)

GEOGRAPHICAL INFORMATION

The Group's operation is located in the PRC, accordingly, no geographical information about the Group's non-current assets has been presented. An analysis of the Group's revenue from external customers based on the location of operation of the customers (i.e. determined based on the location to which the products were delivered) presented by geographical location is detailed below:

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Japan	日本	119,413	105,498
PRC (country of domicile)	中國 (營運所在國)	78,798	103,945
Kingdom of Cambodia	柬埔寨王國	56,178	124,243
Europe	歐洲	1,229	1,583
Republic of Korea	韓國	18,028	17,362
Other Asian countries	其他亞洲國家	2,874	633
		276,520	353,264

INFORMATION ABOUT MAJOR CUSTOMERS

Details of the customers individually representing 10% or more of the Group's revenue are as follows:

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Customer A	客戶 A	49,858	52,098
Customer B	客戶 B	N/A 不適用*	39,131
Customer C	客戶 C	49,601	81,713

* The corresponding revenue did not contribute over 10% of the total revenue of the Group.

Except disclosed above, no other customers contributed 10% or more to the Group's revenue for both years.

9. 分部資料 (續)

地區資料

本集團之營運位於中國，因此並無呈列有關本集團非流動資產的地區資料。按客戶經營地點（即按交貨地點確定）所在地區對本集團來自外部客戶之收益作出之分析詳述如下：

有關主要客戶之資料

個別佔本集團收益10%或以上之客戶之詳情如下：

* 相應收益佔本集團總收益不足10%。

除上文所披露者外，於兩個年度概無其他客戶貢獻本集團收益10%或以上。

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10. FINANCE COSTS

10. 財務成本

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Interest expense on:	下列各項之利息開支：		
– bank borrowings	– 銀行借款	3,609	4,102

11. INCOME TAX EXPENSE

11. 所得稅開支

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
PRC Corporate Income Tax	中國企業所得稅		
– current tax	– 即期稅項	1,681	2,477

- (i) Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in the Cayman Islands and the BVI.

- (ii) Under the two-tiered profits tax rates regime in Hong Kong, the first HK\$2 million of profits of the qualifying group entity in Hong Kong are taxed at 8.25%, and profits above HK\$2 million are taxed at 16.5%. The profits of group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime continue to be taxed at a flat rate of 16.5%.

The directors considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

No provision for Hong Kong Profits Tax has been made for both years as the Group's income neither arises in, nor is derived from, Hong Kong.

- (iii) Under the Law of the PRC on Corporate Income Tax and Implementation Regulation of the Corporate Income Tax Law, the tax rate of the PRC subsidiaries is 25% for both years.

- (i) 根據開曼群島及英屬處女群島之規則及法規，本集團毋須繳付任何開曼群島及英屬處女群島之所得稅。

- (ii) 根據香港利得稅兩級制，香港境內合資格集團實體之首二百萬港元溢利按8.25%之稅率繳納稅項，超過二百萬港元之溢利按16.5%之稅率繳納稅項。香港境內不符合利得稅兩級制資格之集團實體的溢利繼續按16.5%的劃一稅率繳納稅項。

董事認為，實施利得稅兩級制所涉及之金額對綜合財務報表而言並不重大。因此，兩個年度的香港利得稅均按估計應課稅溢利之16.5%計算。

由於該兩個年度本集團並未於香港產生或獲得任何收入，故未就香港利得稅作出撥備。

- (iii) 根據中國企業所得稅法及企業所得稅法實施條例，中國附屬公司於該兩個年度的稅率均為25%。

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11. INCOME TAX EXPENSE (continued)

(ii) (continued)

The income tax expense for the year can be reconciled to the (loss)/profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
(Loss)/profit before tax	除稅前（虧損）／溢利	(8,435)	13,356
Tax calculated at tax rates applicable to the jurisdictions concerned	按適用於相關司法權區的稅率計算的稅項	(2,556)	3,716
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(3,716)	(10,342)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	13,032	3,940
Tax effect of tax loss not recognised	未確認稅項虧損之稅務影響	156	526
Tax effect of deductible temporary differences not recognised	未確認可扣稅暫時差額之稅務影響	(5,235)	4,637
Income tax expense	所得稅開支	1,681	2,477

As at 31 December 2025, the Group has unused tax losses of approximately RMB622,000 (2024: RMB19,109,000) available to offset against future profits. No deferred tax assets has been recognised in respect of tax losses due to unpredictability of future profit streams and unrecognised tax losses will be expired within five years as at 31 December 2025.

As at 31 December 2025, the Group has also not recognised deferred tax assets in respect of deductible temporary differences of approximately RMB39,261,000 (2024: 22,699,000).

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the Company's subsidiary in the PRC from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary difference attributable to the retained profits earned by the subsidiary in the PRC of approximately RMB19,876,000 (2024: RMB35,595,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary difference will not reverse in the foreseeable future.

11. 所得稅開支（續）

(ii) （續）

年內所得稅開支與綜合損益及其他全面收益表之除稅前（虧損）／溢利對賬如下：

於二零二五年十二月三十一日，本集團有未動用稅項虧損約人民幣622,000元（二零二四年：人民幣19,109,000元）可用於抵銷未來利潤。於二零二五年十二月三十一日，由於未來利潤流不可預測，且未確認稅項虧損將於五年內到期，故並未就稅項虧損確認遞延稅項資產。

於二零二五年十二月三十一日，本集團亦未就可扣稅暫時差額約人民幣39,261,000元（二零二四年：人民幣22,699,000元）確認遞延稅項資產。

根據中國企業所得稅法，自二零零八年一月一日起，就本公司的中國附屬公司所賺取溢利宣派的股息須繳納預扣稅。由於本集團可控制暫時差額的撥回時間，且暫時差額不大可能於可見將來撥回，故並未於綜合財務報表就中國附屬公司賺取的保留溢利約人民幣19,876,000元（二零二四年：人民幣35,595,000元）引致的暫時差額計提遞延稅項撥備。

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12. (LOSS)/PROFIT FOR THE YEAR

(Loss)/profit for the year has been arrived at after charging/
(crediting):

12. 年內（虧損）／溢利

年內（虧損）／溢利經扣除／（計入）下
列各項後得出：

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Wages, salaries and allowances (excluding directors' emoluments)	工資、薪金及津貼 (不包括董事酬金)	36,324	35,643
Retirement benefit schemes contributions (excluding directors)	退休福利計劃供款 (不包括董事)	2,594	1,962
Total staff costs (note (i))	員工成本總額（附註(i)）	38,918	37,605
Cost of materials used in production	生產所用材料成本	261,666	346,847
Reversal of impairment loss in respect of trade receivables, net	就貿易應收款項撥回減值虧損 淨額	(31,334)	(35,970)
Impairment loss recognised/(reversal of impairment loss) in respect of other receivables, net	就其他應收款項確認減值 虧損／（撥回減值虧損）淨額	285	(134)
Reversal of impairment loss in respect of loan receivables, net	就應收貸款撥回減值虧損淨額	(1,069)	(105)
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	10,108	—
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	734	73
Depreciation of property, plant and equipment included in	物業、廠房及設備折舊計入	4,809	4,719
– cost of sales	— 銷售成本	1,207	1,180
– administrative expenses	— 行政開支	3,602	3,539
Depreciation of right-of-use assets	使用權資產折舊	536	537
Research and development expenses included in administrative expenses (note (ii))	計入行政開支的研發開支 (附註(ii))	13,197	13,376
Auditor's remuneration	核數師酬金	544	500

Notes:

- (i) During the year ended 31 December 2025, included in the cost of sales was approximately RMB27,335,000 (2024: RMB26,036,000) related to staff cost.
- (ii) During the year ended 31 December 2025, included in the research and development expenses was approximately RMB2,791,000 (2024: RMB3,062,000) related to staff cost.

附註：

- (i) 截至二零二五年十二月三十一日止年度，銷售成本中包括約人民幣27,335,000元（二零二四年：人民幣26,036,000元）的員工成本。
- (ii) 截至二零二五年十二月三十一日止年度，研發開支中包括約人民幣2,791,000元（二零二四年：人民幣3,062,000元）的員工成本。

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13. (LOSS)/EARNINGS PER SHARE

The calculation of basic and diluted (loss)/earnings per share attributable to owners of the Company is based on the following data:

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
(Loss)/profit	(虧損)／溢利		
(Loss)/profit for the purposes of basic and diluted (loss)/earnings per share for the year attributable to owners of the Company	用於計算本年度本公司擁有人應佔每股基本及攤薄(虧損)／盈利的(虧損)／溢利	(10,116)	10,879
		2025 二零二五年 '000 千股	2024 二零二四年 '000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic and diluted (loss)/earnings per share	用作計算每股基本及攤薄(虧損)／盈利的普通股加權平均數	412,550	412,550

For the year ended 31 December 2025, as the Company's outstanding share options where applicable had an anti-dilutive effect to the basic loss per share calculation, the exercise of these potential ordinary shares is not assumed in the calculation of diluted loss per share. The basic and diluted loss per share are the same for the year ended 31 December 2025.

For the year ended 31 December 2024, diluted earnings per share is the same as the basic earnings per share because the exercise price of the Company's outstanding share options was higher than the average market price for shares.

13. 每股(虧損)／盈利

本公司擁有人應佔的每股基本及攤薄(虧損)／盈利乃根據以下數據計算：

截至二零二五年十二月三十一日止年度，由於本公司尚未行使之購股權（倘適用）對每股基本虧損之計算具有反攤薄影響，故計算每股攤薄虧損時並無假設此等潛在普通股獲行使。截至二零二五年十二月三十一日止年度每股基本虧損與每股攤薄虧損相同。

截至二零二四年十二月三十一日止年度，由於本公司尚未行使購股權的行使價高於股份的平均市價，因此每股攤薄盈利與每股基本盈利相同。

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14. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S AND EMPLOYEES' EMOLUMENTS

(A) DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS

Details of emoluments paid and payable to the directors of the Company for the year are as follows:

Name of director	董事姓名	Fees 袍金		Salaries and allowances 薪金及津貼		Retirement benefits scheme contributions 退休福利計劃供款		Total 總計	
		2025	2024	2025	2024	2025	2024	2025	2024
		二零二五年	二零二四年	二零二五年	二零二四年	二零二五年	二零二四年	二零二五年	二零二四年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive directors	執行董事								
Steve Andrew Chen	陳安之	-	-	-	-	-	-	-	-
Mr. Huang Wenji	黃文集先生	-	-	386	315	11	10	397	325
Yang Guang	楊光	-	-	310	295	9	7	319	302
Lin Zhenshuang	林貞雙	-	-	315	328	5	5	320	333
Chung Kin Hung, Kenneth	鍾健雄	166	166	-	-	-	-	166	166
Independent non-executive directors	獨立非執行董事								
Lee Kit Ying, Winnie	李結英	166	166	-	-	-	-	166	166
Yang Xuetai	楊學太	60	60	-	-	-	-	60	60
Tso Sze Wai	曹思維	166	166	-	-	-	-	166	166
		558	558	1,011	938	25	22	1,594	1,518

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group. Emoluments of the independent non-executive directors shown above were mainly for their services as directors of the Company.

No emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors waived or agreed to waive any emoluments in both years.

14. 董事、行政總裁及僱員酬金

(A) 董事及行政總裁酬金

年內向本公司董事已付及應付之酬金詳情如下：

上文所示執行董事的酬金主要為彼等就管理本公司及本集團事務提供服務的酬金。上文所示獨立非執行董事的酬金主要為彼等作為本公司董事提供服務的酬金。

本集團並無支付薪酬予董事，作為彼等加入本集團或於加入本集團後之獎勵，或作為離職之補償。該兩個年度，概無董事放棄或同意放棄任何酬金。

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14. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S AND EMPLOYEES' EMOLUMENTS (continued)

(A) DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS (continued)

No transactions, arrangements and contracts in relation to the Group's business to which the Company or any subsidiaries of the Company was a party and in which a director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

(B) FIVE HIGHEST PAID INDIVIDUALS

The five individuals whose emoluments were the highest in the Group for the year include three (2024: three) directors. The emoluments payable to the remaining two (2024: two) individuals during the year which are employees were as follows:

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Salaries and allowances	薪金及津貼	510	648
Retirement benefits scheme contributions	退休福利計劃供款	13	12
		523	660

The aggregated emoluments of each of the remaining two (2024: two) highest paid individuals fell within the following bands:

		Number of individuals 人數	
		2025 二零二五年	2024 二零二四年
Nil to HKD1,000,000	零至1,000,000港元	2	2

No emoluments were paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the five highest paid individuals waived or agreed to waive any emoluments in both years.

14. 董事、行政總裁及僱員酬金 (續)

(A) 董事及行政總裁酬金 (續)

本公司或本公司附屬公司概無訂立與本集團業務有關且董事於其中直接或間接擁有重大權益且於本年末或本年度任何時間仍有效之交易、安排及合約。

(B) 五名最高薪酬人士

本年度本集團五名最高薪酬人士包括三名(二零二四年:三名)董事。年內應付其餘兩名(二零二四年:兩名)人士的酬金如下:

其餘兩名(二零二四年:兩名)最高薪酬人士的總薪酬介乎以下範圍:

本集團並無支付薪酬予五名最高薪酬人士,作為彼等加入本集團或於加入本集團後之獎勵,或作為離職之補償。該兩個年度,五名最高薪酬人士概無放棄或同意放棄任何酬金。

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15. DIVIDEND

No final dividend was paid or proposed during the year, nor any dividend has been proposed by the board of directors subsequent to the end of the reporting period (2024: nil).

16. RETIREMENT BENEFITS SCHEMES

- (a) The Group operates a MPF Scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the MPF Scheme, the employees are required to contribute 5% of their monthly salaries or up to a maximum of HK\$1,500 and they can choose to make additional contributions. The employer's monthly contributions are calculated at 5% of the employee's monthly salaries or up to a maximum of HK\$1,500 (the "Mandatory Contributions"), and this is the only obligation of the Group with respect to the MPF Scheme to make the required contribution. The employees are entitled to 100% of the employer's Mandatory Contributions upon their retirement at the age of 65, death or total incapacity.
- (b) The employees of the Group's subsidiary in the PRC are members of state-managed retirement benefit schemes operated by the government of the PRC. The subsidiary is required to contribute a specific percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes operated by the government of the PRC is to make the specified contributions under the schemes. The contributions are charged to profit or loss as incurred.

The total expense recognised in the consolidated profit or loss of approximately RMB2,619,000 (2024: RMB1,984,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plans during the year ended 31 December 2025.

15. 股息

年內概無派付或建議派付末期股息，報告期末後董事會亦未建議派付任何股息（二零二四年：無）。

16. 退休福利計劃

- (a) 本集團根據香港強制性公積金計劃條例設有強積金計劃。強積金計劃的資產與本集團資產分開持有，並由獨立受託人管控的基金持有。根據強積金計劃，僱員須按其月薪5%或上限最高1,500港元作出供款，並可選擇作出額外供款。僱主的每月供款按僱員月薪5%或上限最高1,500港元計算（「強制性供款」），而此為本集團根據強積金計劃作出規定供款的唯一責任。僱員於65歲退休、身故或完全喪失工作能力時有權獲得全部僱主強制性供款。
- (b) 本集團的中國附屬公司的僱員參與中國政府運營的國家管理的退休福利計劃。附屬公司須按薪金成本的特定百分比向退休福利計劃作出供款。本集團就中國政府營運的退休福利計劃的唯一責任為根據該計劃作出指定供款。供款於產生時計入損益。

於綜合損益中確認的總開支約為人民幣2,619,000元（二零二四年：人民幣1,984,000元），為本集團於截至二零二五年十二月三十一日止年度按計劃規則指定的比率向該等計劃支付的供款。

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17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Buildings 樓宇 RMB'000 人民幣千元	Machinery and equipment 機器及設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
COST	成本				
As at 1 January 2024	於二零二四年一月一日	86,521	27,208	4,319	118,048
Additions	添置	–	598	1,311	1,909
Disposals	出售	–	(328)	(61)	(389)
As at 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日及二零二五年一月一日	86,521	27,478	5,569	119,568
Additions	添置	–	1,264	9	1,273
Disposals	出售	–	(2,967)	–	(2,967)
As at 31 December 2025	於二零二五年十二月三十一日	86,521	25,775	5,578	117,874
ACCUMULATED DEPRECIATION AND IMPAIRMENT	累計折舊及減值				
As at 1 January 2024	於二零二四年一月一日	48,716	17,677	2,757	69,150
Charge	支出	3,096	1,180	443	4,719
Eliminated on disposals	出售時對銷	–	(261)	(43)	(304)
As at 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日及二零二五年一月一日	51,812	18,596	3,157	73,565
Charge	支出	3,084	1,207	518	4,809
Eliminated on disposals	出售時對銷	–	(2,233)	–	(2,233)
Impairment	減值	–	8,205	1,903	10,108
As at 31 December 2025	於二零二五年十二月三十一日	54,896	25,775	5,578	86,249
NET CARRYING AMOUNTS	賬面淨值				
As at 31 December 2025	於二零二五年十二月三十一日	31,625	–	–	31,625
As at 31 December 2024	於二零二四年十二月三十一日	34,709	8,882	2,412	46,003

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17. PROPERTY, PLANT AND EQUIPMENT (continued)

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Buildings	Over the shorter of the term of the lease or 2.5%
Machinery and equipment	10%-25%
Motor vehicles	10%-33%

As at 31 December 2025, buildings with carrying amounts of approximately RMB31,625,000 (2024: RMB34,709,000) have been pledged to secure banking facilities granted to the Group.

During the year ended 31 December 2025, the Group incurred losses and a 21.5% decline in revenue. Management identified these as impairment indicators and estimated the recoverable amounts of the property, plant and equipment based on value in use calculations using discounted cash flow forecasts. As the recoverable amounts were lower than the carrying amounts, an impairment loss of approximately RMB10,108,000 was recognised in the consolidated statement of profit or loss for the year.

The recoverable amount of CGUs has been determined based on a value-in-use calculations. That calculation used a cash flow projections based on financial budgets approved by the management covering the next 5 years with a pre-tax discount rate of 9.8% (2024: 8.0%). The Group estimates pre-tax discount rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The annual revenue growth rate used is 5.0% (2024: 5.0%), which is based on the industry growth forecasts and does not exceed the long-term average growth rate for the relevant industry. Another key assumption for the value-in-use calculation is the budgeted gross margin of ranging from 7.7% to 8.0% (2024: 7.9% to 13.3%), which is determined based on the CGUs' past performance.

17. 物業、廠房及設備 (續)

上述物業、廠房及設備項目按直線法以下列年率計算折舊：

樓宇	租期或2.5%， 以較短者為準
機器及設備	10%至25%
汽車	10%至33%

於二零二五年十二月三十一日，賬面值約為人民幣31,625,000元（二零二四年：人民幣34,709,000元）之樓宇已抵押作為本集團獲授銀行融資之擔保。

截至二零二五年十二月三十一日止年度，本集團錄得虧損，且收益下降21.5%。管理層將該等情況識別為減值跡象，並根據使用價值計算，採用貼現現金流量預測，估計物業、廠房及設備的可收回金額。由於可收回金額低於賬面值，因此於本年度綜合損益表中確認減值虧損約人民幣10,108,000元。

現金產生單位之可收回金額乃根據使用價值計算釐定。該計算使用之現金流量預測乃基於管理層批准的未來5年的財務預算，除稅前貼現率為9.8%（二零二四年：8.0%）。本集團估計之除稅前貼現率反映當前市場對貨幣時間價值及現金產生單位特定風險之評估。所用年收益增長率為5.0%（二零二四年：5.0%），乃根據行業增長預測得出，且不超過相關行業之長期平均增長率。計算使用價值之另一項主要假設為預算毛利率介乎7.7%至8.0%（二零二四年：7.9%至13.3%），乃基於現金產生單位之過往業績而釐定。

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18. RIGHT-OF-USE ASSETS

18. 使用權資產

		Leasehold land 租賃土地 RMB'000 人民幣千元
Carrying amount as at 1 January 2024	於二零二四年一月一日的賬面值	12,587
Depreciation	折舊	(537)
As at 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日 及二零二五年一月一日	12,050
Depreciation	折舊	(536)
Carrying amount as at 31 December 2025	於二零二五年十二月三十一日 的賬面值	11,514

The leasehold land is located in the PRC under the medium-term lease. The Group is the registered owner of the leasehold land. Lump sum payments were made upfront to acquire the leasehold land from their previous owners, and there are no longer payments to be made under the term of the land lease, other than payments based on rateable values set by the relevant government authorities. These payments vary from time to time and are payable to the relevant government authorities. The leasehold land components of these owned properties are presented separately only if the payment can be allocated reliably.

As at 31 December 2025, leasehold land with carrying amount of approximately RMB11,514,000 (2024: RMB12,050,000) have been pledged to secure banking facilities granted to the Group.

根據中期租約租賃的土地位於中國。本集團為該租賃土地的登記業主。一次過付清全部款項，以從其先前的業主購買該租賃土地，且根據土地租賃條款無須再付款，惟根據相關政府部門設定的應課稅價值付款除外。該等付款隨時間而變化，且須支付予相關政府部門。僅當付款能可靠分配時，該等自有物業的租賃土地成分方可單獨呈列。

於二零二五年十二月三十一日，賬面值約為人民幣11,514,000元（二零二四年：人民幣12,050,000元）之租賃土地已抵押作為本集團獲授銀行融資之擔保。

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19. INVENTORIES

19. 存貨

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Raw materials	原材料	99,494	117,207
Work-in-progress	在製品	6,653	6,291
Finished goods	製成品	11,491	12,150
		117,638	135,648

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

20. 按公平值計入損益的金融資產

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Financial assets mandatorily measured at FVTPL:	強制按公平值計入損益計量的金融資產：		
Listed securities held for trading:	持作買賣的上市證券：		
– Equity securities listed in the Stock Exchange (note)	– 於聯交所上市的股本證券（附註）	13,949	6,427

Note: Fair value of the listed equity investment has been determined by reference to its quoted market price at the reporting date in an active market. Fair value is classified as Level 1 recurring fair value measurement.

附註：上市股本投資之公平值乃參考其於報告日期在活躍市場之市場報價釐定。公平值分類為第一級經常性公平值計量。

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21. TRADE RECEIVABLES

21. 貿易應收款項

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Trade receivables arising from contracts with customers	來自客戶合約的貿易應收款項	129,081	155,993
Less: Allowance for credit losses	減：信貸虧損撥備	(10,503)	(41,837)
		118,578	114,156

The Group generally allows average credit period of 90 to 180 days (2024: 90 to 180 days) to its trade customers. The Group does not hold any collateral over these balances.

本集團一般給予其貿易客戶的平均信貸期為90日至180日（二零二四年：90日至180日）。本集團並無就該等結餘持有任何抵押品。

The following is an ageing analysis of the gross amount of trade receivables, presented based on the invoice date:

以下乃按發票日期呈列的貿易應收款項總額的賬齡分析：

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
0 to 90 days	0至90日	33,709	62,300
91 to 180 days	91至180日	28,979	29,845
181 to 365 days	181至365日	28,644	25,817
Over 365 days	超過365日	37,749	38,031
		129,081	155,993

As at 31 December 2025, included in the Group's trade receivables balance are debtors with aggregate gross carrying amount of approximately RMB64,618,000 (2024: RMB65,222,000) which are past due at the end of the reporting period. Out of these gross carrying amount of past due balances, approximately RMB45,903,000 (2024: RMB44,363,000) have been past due 90 days or more.

於二零二五年十二月三十一日，本集團貿易應收款項餘額包括於報告期末已逾期賬面總值約為人民幣64,618,000元（二零二四年：人民幣65,222,000元）的應收款項。於逾期的賬面總值結餘中，約人民幣45,903,000元（二零二四年：人民幣44,363,000元）逾期90天或以上。

In determining the recoverability of a trade receivable, the directors consider any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period.

釐定貿易應收款項的可收回性時，董事考慮從最初授信之日起至報告期末，貿易應收款項的信貸質量的任何變化。

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21. TRADE RECEIVABLES (continued)

The Group's trade receivables that are denominated in currency other than the functional currency of the relevant Group entities are as follows:

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
USD	美元	73,402	86,479
JPY	日元	27,373	22,797

Details of impairment assessment of trade receivables are set out in note 7 to the consolidated financial statements.

21. 貿易應收款項 (續)

以本集團相關實體的功能貨幣以外的貨幣計值的本集團貿易應收款項如下：

貿易應收款項的減值評估詳情載於綜合財務報表附註7。

22. PREPAYMENT AND OTHER RECEIVABLES

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Other receivables (note)	其他應收款項 (附註)	3,860	5,587
Value-added tax receivables	應收增值稅	11,385	12,110
Prepayments to suppliers of raw materials	預付原材料供應商款項	62,753	30,321
Amount due from the ultimate holding company	應收最終控股公司款項	44	46
		78,042	48,064
Less: Allowance for credit losses	減：信貸虧損撥備	(442)	(157)
		77,600	47,907

The amount due from the ultimate holding company is unsecured and interest-free and has no repayable terms.

Details of impairment assessment of other receivables and amount due from the ultimate holding company are set out in note 7 to the consolidated financial statements.

Note: The allowance for credit losses on other receivables has been made at approximately RMB442,000 (2024: RMB157,000).

22. 預付款項及其他應收款項

應收最終控股公司款項為無抵押、免息及無還款期。

其他應收款項及應收最終控股公司款項的減值評估詳情載於綜合財務報表附註7。

附註：其他應收款項的信貸虧損撥備約為人民幣442,000元（二零二四年：人民幣157,000元）。

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23. LOAN RECEIVABLES

23. 應收貸款

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Fixed-rate loan receivables	定息應收貸款	9,296	13,623
Less: Allowance for credit losses	減：信貸虧損撥備	(2,041)	(3,225)
		7,255	10,398

The amounts represented loans to independent third parties, which are unsecured, interest-bearing with 8% per annum and repayable within one year. During the year ended 31 December 2025, the maturity of loan receivables was extended by one year to December 2026.

The loan receivables were denominated in HKD, the functional currency of the relevant Group entities.

Details of impairment assessment of loan receivables are set out in note 7 to the consolidated financial statements.

該款項指向獨立第三方提供的貸款，為無抵押、按年利率8%計息及須於一年內償還。於截至二零二五年十二月三十一日止年度，應收貸款的到期日延長一年至二零二六年十二月。

應收貸款以港元（本集團相關實體之功能貨幣）計值。

應收貸款的減值評估詳情載於綜合財務報表附註7。

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24. PLEDGED TIME DEPOSITS AND BANK BALANCES AND CASH

Bank balances carry interest at prevailing market rates. The pledged time deposits are fixed interest bearing ranging from 0.7% to 3.3% (2024: 0.1% to 3.3%) per annum and mature within 1 year to 3 years (2024: within 1 year to 3 years) from the placement dates. The pledged time deposits with the amounts of approximately of RMB17,433,000 (2024: RMB22,843,000) were pledged to secure bills payables (2024: bill payables) granted to the Group and will be released upon settlement of bills payables (2024: bill payables).

The Group's pledged time deposits and bank balances and cash denominated in RMB of approximately RMB20,475,000 (2024: RMB25,788,000) which are located in the PRC are subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sales and Payment of Foreign Exchange Regulations.

Bank balances and pledged time deposits are placed with credit worthy banks with no history of default.

The Group's pledged time deposits and bank balances and cash that are denominated in currency other than the functional currency of the relevant Group entities are as follows:

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
USD	美元	1	449
HKD	港元	1,366	749

Details of impairment assessment of pledged time deposits and bank balances are set out in note 7 to the consolidated financial statements.

24. 已抵押定期存款及銀行結餘及現金

銀行結餘按通行的市場利率計息。已抵押定期存款按介乎0.7%至3.3%（二零二四年：0.1%至3.3%）的固定年利率計息，期限為自存放日期起計1年至3年不等（二零二四年：1年至3年）。金額約人民幣17,433,000元（二零二四年：人民幣22,843,000元）的已抵押定期存款乃作為本集團的應付票據（二零二四年：應付票據）的擔保，將於結清應付票據（二零二四年：應付票據）後解除。

本集團於中國境內以人民幣計值之已抵押定期存款及銀行結餘及現金約人民幣20,475,000元（二零二四年：人民幣25,788,000元）受中國外匯管理條例以及結匯、售匯及付匯管理規定規管。

銀行結餘及已抵押定期存款存放於信譽良好且無違約記錄的銀行。

本集團以相關集團實體的功能貨幣以外的貨幣計值之已抵押定期存款及銀行結餘及現金如下：

已抵押定期存款及銀行結餘的減值評估詳情載於綜合財務報表附註7。

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25. TRADE AND BILLS PAYABLES

25. 貿易應付款項及應付票據

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Trade payables	貿易應付款項	8,956	20,140
Bills payables (Note)	應付票據 (附註)	28,581	31,258
		37,537	51,398

An ageing analysis of trade payables presented based on the invoice date at the end of the reporting period is as follows:

於報告期末按發票日期呈列之貿易應付款項之賬齡分析如下：

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
0 to 90 days	0至90日	6,201	15,466
91 to 180 days	91至180日	497	1,748
181 to 365 days	181至365日	2,258	2,926
		8,956	20,140

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25. TRADE AND BILLS PAYABLES (continued)

An ageing analysis of bills payables presented based on the invoice date at the end of the reporting period is as follows:

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
0 to 90 days	0至90日	20,461	17,631
91 to 180 days	91至180日	8,120	13,627
		28,581	31,258

Note: These relate to trade payables in which the Group has been offered by main suppliers to settle purchase of goods with bills payables. Before bills payables expired, the Group continues to recognise these obligations to suppliers as the Group is obliged to make payments only on due dates of the bills, under the same conditions as agreed with the suppliers without further extension. In the consolidated statement of cash flows, settlements of these bills are included within operating cash flows based on the nature of the arrangements.

The credit periods granted by the suppliers normally ranging from 30 days to 120 days for both years. As at 31 December 2025 and 2024, the maturity date of bills payables was ranged from 90 days to 180 days. All are denominated in RMB.

The fixed time deposits with the amounts of approximately RMB17,433,000 (2024: RMB22,843,000) were pledged to the banks to secure bills payables granted to the Group and will be released upon settlement of bills payables.

25. 貿易應付款項及應付票據 (續)

於報告期末按發票日期呈列之應付票據之賬齡分析如下：

附註：該等款項涉及主要供應商向本集團提出以應付票據結算採購貨物的貿易應付款項。於應付票據到期前，本集團繼續確認對供應商的該等責任，原因在於根據與供應商協定的相同條件，本集團僅需於票據到期日履行付款責任，且無進一步延期安排。於綜合現金流量表中，該等票據的結算根據安排的性質計入經營現金流量。

兩個年度內供應商授予的信貸期一般介乎30日至120日。於二零二五年及二零二四年十二月三十一日，應付票據的到期日介乎90日至180日。所有應付票據均以人民幣計值。

金額約為人民幣17,433,000元（二零二四年：人民幣22,843,000元）的定期存款已抵押予銀行作為本集團應付票據的擔保，抵押將於應付票據結清後解除。

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26. ACCRUALS, OTHER PAYABLES AND CONTRACT LIABILITIES

26. 應計費用、其他應付款項及合約負債

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Contract liabilities	合約負債	15,644	6,106
Other payables	其他應付款項	1,182	1,682
Accrued expenses	應計費用	3,476	4,303
Interest received in advance	預收利息	—	504
		20,302	12,595

Contract liabilities represented advance payments received from customers for sales of umbrella and the umbrella parts pursuant to the respective sales contracts before the control of the products are passed to the customers. Contract liabilities have changed as a result of negotiations with customers based on historical performance.

合約負債指將產品的控制權轉移給客戶之前，根據各銷售合約從客戶處獲得的銷售雨傘及雨傘零部件的預付款。由於根據過往履約情況與客戶進行磋商，合約負債已發生變動。

The movement in contract liabilities are as follows:

合約負債變動如下：

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
At 1 January	於一月一日	6,106	16,597
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	因年內確認收益（於年初計入合約負債）導致合約負債減少	(5,199)	(15,821)
Increase in contract liabilities as a result of billing in advance, excluding those recognised as revenue in the current year	因提前開票導致合約負債增加（不包括於本年度確認為收益的合約負債）	15,053	5,272
Exchange realignment	匯兌調整	(316)	58
At 31 December	於十二月三十一日	15,644	6,106

As at 31 December 2025, accrued expenses and other payables denominated in HKD amounted to approximately RMB764,000 and RMB60,000 respectively (2024: RMB486,000 and RMB542,000 respectively).

於二零二五年十二月三十一日，以港元計值的應計費用及其他應付款項分別約為人民幣764,000元及人民幣60,000元（二零二四年：分別為人民幣486,000元及人民幣542,000元）。

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27. BANK BORROWINGS

27. 銀行借款

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Secured, repayable within one year from the end of the reporting period	有抵押，須於自報告期末 起一年內償還	99,120	81,470

As at 31 December 2025, the bank borrowings are at the fixed interest rate ranging from 1.50% to 4.53% per annum (2024: 3.40% to 4.55% per annum).

於二零二五年十二月三十一日，銀行借款按介乎1.50%至4.53%（二零二四年：3.40%至4.55%）之固定年利率計息。

As at 31 December 2025, the Group's bank borrowings of approximately RMB99,120,000 were secured by: (i) the Group's buildings with carrying amount of approximately RMB31,625,000, (ii) right-of-use assets with carrying amount of approximately RMB11,514,000, (iii) personal guaranteed by Mr. Huang Wenji, an executive director of the Company, and his spouse and (iv) corporate guaranteed by three related parties.

於二零二五年十二月三十一日，本集團約人民幣99,120,000元的銀行借款以(i)本集團賬面值約為人民幣31,625,000元的樓宇；(ii)賬面值約為人民幣11,514,000元的使用權資產；(iii)本公司執行董事黃文集先生及其配偶提供的個人擔保及(iv)三名關聯方提供的公司擔保作抵押。

As at 31 December 2024, the Group's bank borrowings of approximately RMB81,470,000, were secured by: (i) the Group's buildings with carrying amount of approximately RMB34,709,000, (ii) right-of-use assets with carrying amount of approximately RMB12,050,000 and (iii) personal guaranteed by Mr. Huang Wenji, an executive director of the Company, and his spouse.

於二零二四年十二月三十一日，本集團約人民幣81,470,000元的銀行借款以(i)本集團賬面值約為人民幣34,709,000元的樓宇；(ii)賬面值約為人民幣12,050,000元的使用權資產及(iii)本公司執行董事黃文集先生及其配偶提供的個人擔保作抵押。

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28. SHARE CAPITAL

28. 股本

		Number of shares 股份數目		Amount 金額	
		31 December 2025 二零二五年 十二月 三十一日 '000 千股	31 December 2024 二零二四年 十二月 三十一日 '000 千股	31 December 2025 二零二五年 十二月 三十一日 HK\$'000 千港元	31 December 2024 二零二四年 十二月 三十一日 HK\$'000 千港元
Ordinary shares of HK\$0.032 each	每股面值0.032港元 的普通股				
Authorised: At the beginning and at the end of the reporting period	法定： 於報告期初及期末	1,562,500	1,562,500	50,000	50,000
Issued and fully paid: At the beginning and the end of the reporting period	已發行及繳足： 於報告期初及期末	412,550	412,550	13,201	13,201
Nominal values of ordinary shares in RMB	普通股面值 (以人民幣計值)			10,818	10,818

The owners of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at the meeting of the Company. All ordinary share rank equally with regard to the Company's residual assets.

普通股擁有人可享有不時宣派的股息且可於本公司大會上享有一股一票的投票權。所有普通股就本公司剩餘資產享有同等權益。

29. EQUITY-SETTLED SHARE OPTIONS TRANSACTIONS

29. 以權益結算之購股權交易

The Company adopted the share option scheme (the "Old Share Option Scheme") on 23 January 2015 for the purpose of rewarding certain eligible persons for their past contributions and attracting and retaining, or otherwise maintaining on-going relationships with, such eligible persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group. Subject to the earlier termination of the Old Share Option Scheme in accordance with the rule thereof, the Old Share Option Scheme shall remain in force for a period of ten years commencing on the listing date. The Old Share Option Scheme was expired on 22 January 2025.

本公司於二零一五年一月二十三日採納購股權計劃(「舊購股權計劃」)，旨在獎勵若干合資格人士過往的貢獻，吸引及留聘對本集團的表現、增長或成功屬重要及／或其貢獻現時或將來會對本集團的表現、增長或成功有利的合資格人士或以其他方式維持與彼等的持續關係。除根據舊購股權計劃的規則將其提前終止外，舊購股權計劃將自上市日期起計十年期間維持有效。舊購股權計劃已於二零二五年一月二十二日屆滿。

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29. EQUITY-SETTLED SHARE OPTIONS TRANSACTIONS

(continued)

On 19 December 2025, the Company adopted a new share option scheme (the "New Share Option Scheme"). Under the New Share Option Scheme, the Company may grant options to eligible persons for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The New Share Option Scheme will remain valid for a period of 10 years commencing from the date of its adoption.

Eligible participants of the New Share Option Scheme include any proposed, full-time or part-time employees, executive or officers of the Company or any of its subsidiaries; any directors or proposed director (including non-executive director and independent non-executive directors) of any of its subsidiaries; any direct or indirect shareholder of the Company or any of its subsidiaries; and any advisers, consultants, suppliers, customers and agents to the Company or any of its subsidiaries.

The maximum number of shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other schemes of the Group shall not in aggregate exceed 10% of the shares in issue as at the date of the shareholders' approval in general meeting. Subject to the issue of a circular by the Company and the approval of the shareholders in general meeting and/or such other requirements prescribed under the Listing Rules from time to time, the board may:

- (i) renew this limit at any time to 10% of the shares in issue as at the date of the approval by the shareholders in general meeting; and/or
- (ii) grant options beyond the 10% limit to eligible participants specifically identified by the board.

Notwithstanding the foregoing, the maximum number of shares to be issued upon the exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the shares of the Company in issue from time to time.

29. 以權益結算之購股權交易 (續)

於二零二五年十二月十九日，本公司採納一項新購股權計劃（「新購股權計劃」）。根據新購股權計劃，本公司可向合資格人士授予購股權，以向為本集團業務成功作出貢獻之合資格參與者提供獎勵及報酬。新購股權計劃將自採納日期起計十年期間維持有效。

新購股權計劃的合資格參與者包括本公司或其任何附屬公司的任何建議、全職或兼職僱員、行政人員或高級職員；其任何附屬公司的任何董事或建議董事（包括非執行董事及獨立非執行董事）；本公司或其任何附屬公司的任何直接或間接股東；及本公司或其任何附屬公司的任何諮詢人、顧問、供應商、客戶及代理。

因行使根據新購股權計劃及本集團任何其他計劃授出的所有購股權而可能發行的最高股份數目，合共不得超過股東於股東大會批准日期已發行股份的10%。在本公司刊發通函及股東於股東大會批准及／或上市規則不時規定的有關其他要求規限下，董事會可：

- (i) 隨時更新有關限額至獲股東在股東大會批准當日已發行股份的10%；及／或
- (ii) 向董事會指定的合資格參與者授出超過10%限額的購股權。

儘管上文有所規定，根據新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獲行使而將予發行的股份數目合共最多不得超過本公司不時已發行股份的10%。

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29. EQUITY-SETTLED SHARE OPTIONS TRANSACTIONS

(continued)

The maximum number of shares issuable upon the exercise of options granted under the New 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-months period, is limited to 1% of the shares of the Company in issue (excluding treasury shares, if any) at the relevant time. Any further grant of options in excess of 1% limit shall be subject to: (i) the issue of a circular by the Company; and (ii) the approval of the shareholders in general meeting and/or other requirements prescribed under the listing rules from time to time.

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. In addition, any share options granted to a substantial shareholder or an independent non-executive director, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time within any 12-month period, are subject to shareholders' approval in advance in general meeting.

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. The vesting period in respect of any option granted to any Eligible Participant shall not be less than 12 months from the date of grant. Participants of the New Share Option Scheme are required to pay the Company HK\$1.0 upon acceptance of the grant within 30 days from the offer date.

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.

29. 以權益結算之購股權交易 (續)

因行使根據新購股權計劃及本集團採納的任何其他購股權計劃向每名獲授人授出的購股權(包括已行使或尚未行使購股權)可發行的股份的最大數目,於任何十二個月期間內不得超過本公司於有關時間已發行股份(不包括庫存股份(如有))的1%。凡進一步授出的購股權超過1%限額,須受以下事項所限:(i)本公司刊發通函;及(ii)獲股東於股東大會上批准及/或符合上市規則項下不時規定的其他要求。

向本公司董事、主要行政人員或主要股東或任何彼等聯繫人授予購股權,必須獲獨立非執行董事事先批准,方可作實。此外,倘於任何十二個月期間內,向主要股東或獨立非執行董事或任何彼等的聯繫人授出任何購股權,超過本公司任何時間已發行股份的0.1%,則須獲股東於股東大會事先批准,方可作實。

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,至購股權授出日起計不超過十年止,並受限於有關提早終止條文。凡授予任何合資格參與者之購股權,其歸屬期不得少於自授出日期起計12個月。新購股權計劃參與者須就接納授予於提呈日期後30日內向本公司支付1.0港元。

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)在聯交所的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授出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。

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29. EQUITY-SETTLED SHARE OPTIONS TRANSACTIONS

(continued)

As at 31 December 2025, the number of shares in respect of which may be issued upon exercise of share options granted and remain outstanding under the Old Share Option Scheme was 18,750,000 (2024: 18,750,000), representing 4.6% (2024: 4.6%) of the shares of the Company in issue at that date.

The following table discloses details of the Company's share options held by the employees and consultants and movements in such holdings:

29. 以權益結算之購股權交易 (續)

於二零二五年十二月三十一日，根據舊購股權計劃已授出而未行使的購股權獲行使後可予發行的股份數目為18,750,000股（二零二四年：18,750,000股），佔當日本公司已發行股份的4.6%（二零二四年：4.6%）。

下表披露僱員及顧問所持本公司購股權之詳情及變動：

Category of participants	Date of grant	Exercisable period	Exercise price per share	Number of share options		
				Vested and exercisable as at 01.01.2024	Lapsed	Vested and exercisable as at 31.12.2024, 01.01.2025 and 31.12.2025
參與者類別	授出日期	行使期	每股行使價 HK\$ 港元	於二零二四年一月一日已歸屬及可行使	已失效	於二零二四年十二月三十一日、二零二五年一月一日及二零二五年十二月三十一日已歸屬及可行使
Employees of the Group 本集團僱員	10.04.2019	10.04.2019 – 10.04.2029 (note)	0.900	18,750,000	–	18,750,000
	二零一九年四月十日	二零一九年四月十日至二零二九年四月十日（附註）				
	12.05.2022	12.05.2022 – 11.05.2024 (note)	0.462	88,000	(88,000)	–
	二零二二年五月十二日	二零二二年五月十二日至二零二四年五月十一日（附註）				
				18,838,000	(88,000)	18,750,000
Weighted average exercise price (HK\$) 加權平均行使價（港元）				0.898	0.462	0.900

Note: These share options have no vesting conditions and the vesting date is the date of grant.

During the year ended 31 December 2025, no share options was lapsed, exercised, expired or cancelled.

During the year ended 31 December 2024, 88,000 share options were lapsed, no share option was exercised, expired or cancelled.

附註：該等購股權並無設置歸屬條件，歸屬日期為授出日期。

截至二零二五年十二月三十一日止年度，概無購股權已失效、獲行使、到期或註銷。

截至二零二四年十二月三十一日止年度，88,000份購股權已失效，概無購股權獲行使、到期或註銷。

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30. RELATED PARTY DISCLOSURES

Save as disclosed in elsewhere to the consolidated financial statements, the Group also has the following material related party transactions.

COMPENSATION OF KEY MANAGEMENT PERSONNEL

Other than the remuneration paid to the directors and employees of the Group as set out in note 14 to the consolidated financial statements, who are considered as the key management personnel of the Group, the Group did not have any other significant compensations to key management personnel.

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

30. 關聯方披露

除綜合財務報表其他部分所披露者外，本集團亦有以下重大關聯方交易。

主要管理人員補償

除如綜合財務報表附註14所述向被視為本集團主要管理人員之本集團董事及僱員支付之酬金外，本集團並無向主要管理人員支付任何其他重大補償。

董事及主要執行人員之酬金由薪酬委員會考慮個人表現及市場趨勢後釐定。

31. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

31. 融資活動產生的負債對賬

下表載列本集團自融資活動產生的負債變動詳情，包括現金及非現金之變動。融資活動產生的負債乃指現金流量或未來現金流量已於或將於本集團綜合現金流量表分類為融資活動現金流量的負債。

		Interest payables 應付利息 RMB'000 人民幣千元	Bank borrowings 銀行借款 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2024	於二零二四年一月一日	–	73,390	73,390
Financing cash flows	融資現金流量	(4,102)	8,080	3,978
Non-cash changes:	非現金變動：			
Interest expense recognised (note 10)	已確認利息支出 (附註10)	4,102	–	4,102
As at 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日及二零二五年一月一日	–	81,470	81,470
Financing cash flows	融資現金流量	(3,609)	17,650	14,041
Non-cash changes:	非現金變動：			
Interest expense recognised (note 10)	已確認利息支出 (附註10)	3,609	–	3,609
As at 31 December 2025	於二零二五年十二月三十一日	–	99,120	99,120

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32. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVE OF THE COMPANY

32. 本公司的財務狀況及儲備變動表

(A) STATEMENT OF FINANCIAL POSITION OF THE COMPANY

(A) 本公司財務狀況表

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Non-current asset	非流動資產		
Investment in subsidiaries	投資附屬公司	219,132	219,132
Current assets	流動資產		
Prepayments	預付款項	181	180
Amounts due from subsidiaries	應收附屬公司款項	20,480	17,661
Bank balances and cash	銀行結餘及現金	165	174
		20,826	18,015
Current liabilities	流動負債		
Accruals expenses and other payables	應計費用及其他應付款項	757	479
Amounts due to subsidiaries	應付附屬公司款項	36,224	37,912
		36,981	38,391
Net current liabilities	流動負債淨額	(16,155)	(20,376)
Net assets	資產淨值	202,977	198,756
Capital and reserves	資本及儲備		
Share capital	股本	10,818	10,818
Reserves	儲備	192,159	187,938
Total equity	權益總額	202,977	198,756

The Company's statement of financial position was approved and authorised for issue by the Board of Directors on 26 March 2026 and are signed on its behalf by:

本公司財務狀況表已於二零二六年三月二十六日獲董事會批准及授權刊發，並由下列人士代表董事會簽署：

Steve Andrew Chen

陳安之

Director

董事

Chung Kin Hung, Kenneth

鍾健雄

Director

董事

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32. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVE OF THE COMPANY (continued)

32. 本公司的財務狀況及儲備變動表 (續)

(B) MOVEMENT OF RESERVE OF THE COMPANY

(B) 本公司儲備的變動

		Share capital	Share premium	Translation reserve	Share option reserve	Merger reserve	Accumulated losses	Total
		股本	股份溢價	匯兌儲備	購股權儲備	合併儲備	累計虧損	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 1 January 2024	於二零二四年一月一日	10,818	177,394	40,929	5,960	229,897	(262,423)	202,575
Loss for the year	年內虧損	-	-	-	-	-	(3,195)	(3,195)
Exchange differences on translation of financial statements	換算財務報表產生之匯兌差額	-	-	(624)	-	-	-	(624)
Total comprehensive expense for the year	年內全面開支總額	-	-	(624)	-	-	(3,195)	(3,819)
Lapse of share options	購股權失效	-	-	-	(13)	-	13	-
As at 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日及二零二五年一月一日	10,818	177,394	40,305	5,947	229,897	(265,605)	198,756
Profit for the year	年內溢利	-	-	-	-	-	3,405	3,405
Exchange differences on translation of financial statements	換算財務報表產生之匯兌差額	-	-	816	-	-	-	816
Total comprehensive income for the year	年內全面收入總額	-	-	816	-	-	3,405	4,221
As at 31 December 2025	於二零二五年十二月三十一日	10,818	177,394	41,121	5,947	229,897	(262,200)	202,977

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33. PARTICULARS OF SUBSIDIARIES

As at 31 December 2025 and 2024, particulars of the subsidiaries of the Company are listed as follows:

33. 附屬公司之詳情

於二零二五年及二零二四年十二月三十一日，本公司附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Country/place of incorporation/ date of incorporation 註冊成立國家/ 地點/日期	Class of shares held 所持股份類別	Proportion of ownership interest and voting power held by the Company 本公司所持所有權權益及 表決權比例		Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Principal activities 主要業務
			2025	2024		
			二零二五年	二零二四年		
			% 百分比	% 百分比		
Jicheng Umbrella Holding Limited	BVI	Ordinary	100	100	USD1	Investment holding
Jicheng Umbrella Holding Limited	英屬處女群島	普通股			1美元	投資控股
Jicheng Umbrella Hong Kong Company Limited	Hong Kong	Ordinary	100	100	HK\$1	Investment holding
集成傘業香港有限公司	香港	普通股			1港元	投資控股
HK Baohui Industry Limited	Hong Kong	Ordinary	100	100	HK\$20,000	Dormant
香港寶輝實業有限公司	香港	普通股			20,000港元	暫無營業
Zenith Century Limited	BVI	Ordinary	100	100	USD100	Dormant
Zenith Century Limited	英屬處女群島	普通股			100美元	暫無營業
Fujian Jicheng Umbrella Co., Ltd.*^	PRC	Paid up capital	100	100	HK\$180,000,000	Manufacturing and sales of umbrellas and umbrella parts
福建集成傘業有限公司^	中國	繳足資本			180,000,000港元	製造及銷售雨傘 及雨傘配件
Wing Ka Investment Holdings Limited	BVI	Ordinary	100	100	USD10,000	Investment holding
Wing Ka Investment Holdings Limited	英屬處女群島	普通股			10,000美元	投資控股
Wing Wing (Hong Kong) Industrial Limited	Hong Kong	Ordinary	100	100	HK\$1,000,000	Investment holding
永榮香港實業有限公司	香港	普通股			1,000,000港元	投資控股
Jinjiang Jingting Trading Co., Limited**	PRC	Paid up capital	100	100	RMB1,000,000	Sale of umbrellas and rain gears
晉江就靈貿易有限公司^	中國	繳足資本			人民幣1,000,000元	銷售雨傘及雨具用品

* For identification purpose only.

* 僅供識別。

^ The entity is a wholly foreign owned enterprise established in the PRC.

^ 該實體為於中國成立的外商獨資企業。

* For identification purposes only

* 僅供識別

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

33. PARTICULARS OF SUBSIDIARIES *(continued)*

Except for Jicheng Umbrella Holding Limited, Zenith Century Limited and Wing Ka Investment Holdings Limited, all other subsidiaries are indirectly held by the Company.

None of the subsidiaries had debt securities outstanding at the end of the year or at any time during the year.

All of the above subsidiaries operate principally in their respective place of incorporation/establishment.

34. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 26 March 2026.

33. 附屬公司之詳情 (續)

除 Jicheng Umbrella Holding Limited、Zenith Century Limited 及 Wing Ka Investment Holdings Limited 外，所有其他附屬公司均由本公司間接持有。

於年末或年內任何時間，概無附屬公司有尚未償還的債務證券。

上述所有附屬公司主要在其各自的註冊成立／成立地點營運。

34. 批准綜合財務報表

綜合財務報表已於二零二六年三月二十六日獲董事會批准及授權刊發。

FINANCIAL SUMMARY

財務概要

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

以下載列本集團於過往五個財政年度的已刊發業績以及資產及負債概要，乃摘錄自己刊發的經審核綜合財務報表。

RESULTS

業績

		For the year ended 31 December 截至十二月三十一日止年度				
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Revenue	收益	276,520	353,264	294,467	353,948	306,054
Gross profit	毛利	20,455	30,680	21,392	35,366	26,900
(Loss)/profit before tax	除稅前（虧損）／溢利	(8,435)	13,356	(92,705)	(24,641)	(125,182)
(Loss)/profit for the year attributable to owners of the Company	本公司擁有人應佔年內（虧損）／溢利	(10,116)	10,879	(92,751)	(29,433)	(127,729)

		As at 31 December 於十二月三十一日				
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Non-current assets	非流動資產	43,139	58,053	66,485	71,141	101,333
Current assets	流動資產	356,862	341,254	315,575	397,299	349,099
Current liabilities	流動負債	159,282	148,128	142,462	136,313	133,862
Non-current liabilities	非流動負債	—	—	—	315	364
Net assets	資產淨值	240,719	251,449	239,598	331,812	316,206

Asia Strategy Digit Technology Holdings Limited
亞洲策略數字科技控股有限公司