LDINGS GROUP LIMI

limited liability)

Stock Code:

CHAIRMAN'S STATEMENT

To express my heartfelt appreciation on behalf of the Board of Directors for the shareholders' unwavering support. Since listing, we have distributed a RMB800 million in cash dividends, achieving an encouraging dividend payout ratio of more than 90% over the past three years. Looking ahead, we are dedicated to maintaining a dividend payout ratio of not less than 90% over the next three years (2024-2026), and we are confident in delivering sustainable returns to shareholders and creating long-term value.

SY Holdings remains committed to the principles of Technology for Good and actively engages in public welfare and charitable initiatives. We have established the SY Charity Foundation to support children in vulnerable situations, emphasizing education and development, and contributing to sustainable social development. To date, we have contributed over RMB14 million in charitable donations, accumulating over 7,000 volunteer hours, and positively impacted 15,000 individuals who have benefited. We are also committed to aligning with the United Nations Sustainable Development Goals (SDGs) and have integrated ESG principles into our strategy and operations. In recognition of our ESG initiatives, Wind has been upgraded to AA.

A decade of dedication has laid a strong foundation, and the experience of successive boards in the decade will be a source of strength and confidence. In a rapidly changing market, challenges and opportunities coexist, let us leverage the innovative spirit of SY Holdings in the years to come.

SY Holdings Group Limited
Tung Chi Fung
Chairman and Executive Director

MANAGEMENT DISCUSSION AND ANALYSIS

In he di i a eco m a, a i icia in e ligence (**AI**) and bi da a ha e bec e c i e d i e o echno o ical ad ance en and eco m ic o h. Tho h i la -ba ed and echno o -d i en a e , he Go p con in e o inc ea e Re ea ch & De e op en (**R&D**) in e en o d ie inno a on and ind an o i a on. A o 31 Dece ba 2024:

C la ie R&D in e en eached e RMB250 illion, i h R&D a o nne aco n in o nea 30%.

The Go p ho d 80 na ional in en o n a en and o a e c i h , co e in bi da a, cl d co p in , AI, co p in o e , ando he c in -ed e a lica on .

The Go p a na ed in he 2024 Fo be China To 50 In ial Fin ech Co anie li .

The Pla o connec ind ial en e i e i h financial in i i on , ili in bi da a ana ic , AI-o e ed i ana e en , and AI-d i en o delin o eci e a ch hi h- a li chain a e i h di a i ied f ndin o ice . The Pla o a o ide a e-added chain e ice ch a a e in and c o e ac i i on, clien da a ana ic , and in en ana e en o en e i e i hin he ind ial eco e .

Re en e lo la -ba ed echno o e ice eached a o i a e RMB346.6 illion o he ea ended 31 Dece ba 2024, a in a ea o n- ea inc ea e o 103.6%.

The o o ion o echno o e ice e en e o he ea ended 31 Dece ba 2024 o e lo 17.7% o he ea ended 31 Dece ba 2023 o 37.7%, bec in a e o h di e o he Go p .

The n ba o f ndin a na o n he Pla o a o 31 Dece ba 2024 inc ea ed o 163, e ec in a ea o n- ea o h o 24.4%, hile he o a f ndin ac i ie ceeded RMB36.6 bi lion, a in a i nifican ea o n- ea inc ea e o a o i a e 57.8%, ein o cin he Go p o le a a a e ic a na o adi ional financial in i i on in ad ancin inc i e finance.

Since i e ab li h en in 2013, he Go p ha ain ained o i abili o 11 co n ec i e ea , i h c la ie ne o i e ceedin RMB2.3 bi lion. Fo he ea ended 31 Dece ba 2024, he Di ec o ec o ended he a en o a di idend o RMB34.7 cen a o dina ha e o he Go an , i h a di idend a o a io o 90%. The Go p ha ain ained a hi h di idend o lic o e en co n ec i e ea , i h o al c la ie di idend aid e ceedin RMB0.8 bi lion, and ha anno nced a Di idend Pa en Plan o co nd c dec la a on and a en o di idend i h a o a io o no le han 90% o he financial ea endin 31

BUSINESS OUTLOOK AND PROSPECTS

Expanding into New Industries & Unlocking Growth Drivers

While deepening its presence in the national industrial chain in China, the Group actively explored high-quality, high-tech, and high-growth industries, including the e-commerce, logistics, and intelligent manufacturing sectors. The Group's newly engaged projects in these industries exceeding RMB10 billion, which laid a solid foundation for the Group's future development.

In the cross-border e-commerce sector, the Group has actively expanded into the new e-commerce land carrier hub industry chain service. The Group has established a national high-quality cross-border e-commerce industrial park in China and South Korea, facilitating the global expansion of Chinese enterprises and enabling Chinese consumer products access global markets. As of 31 December 2024, the Group has signed hundreds of e-commerce merchant industrial chain service contracts, totaling billions of RMB, establishing the foundation for future growth.

Furthermore, the Group has entered into a strategic collaboration with Xinbada (Guangzhou) Technology Co., Ltd. (**Xinbada**) to facilitate the expansion of China's premium brands and cross-border e-commerce logistics into global markets. The Group will leverage Xinbada's deep expertise in Tier 1, South Korea, Malaysia, and other high-potential markets. Through the strategic collaboration with Xinbada, the Group aims to establish connections with SHEIN, Temu, Cider, PatPat, and other cross-border e-commerce logistics. This collaboration is expected to unlock a billion-level RMB10 billion.

Additionally, the Group has launched a strategic partnership with the large e-commerce logistics in South Korea, to jointly launch cross-border e-commerce industrial financial service platform dedicated to Chinese enterprises, initially focusing on each million to billion-level potential Chinese enterprises, unlocking billions of RMB.

In the ecological biological and environmental, the Group established a partnership with leading enterprises, energy financial institutions, to jointly explore and advancing the energy industrial chain finance model. The Group has entered into discussions with leading hazardous waste operators, aiming to collaborate, optimize operations and enhance sales through industrial chain finance, thereby creating a full-cycle value chain of industrial energy ecosystem service platform. This will contribute to the release and contribute significantly to technological innovation and industrial upgrading through financial technology.

Embracing AI & Driving Digital Transformation

In the digital economy era, AI and big data have become core drivers of technological advancements and economic growth. The Group is continuing to increase its investment in R&D in energy, focusing on enhancing data, model, and computing power to empower SME and financial institutions of Main Smart Chain Service Efficiency and Finance Service Inclusive.



Gain on refinancing of supply chain assets upon derecognition

For supply chain assets held by the Group, the Platform facilitates refinancing by introducing financing parties to the asset owners of supply chain assets and enhancing the Group's cash flow management. Gain from such business refers to the excess of net proceeds received or receivable from refinancing by an acquirer over the carrying amount of the supply chain assets, at the Group derecognises the relevant supply chain assets upon refinancing. The gain on refinancing of supply chain assets decreased by 27.8% year-on-year to RMB50.9 million for the year ended 31 December 2024, compared to RMB70.5 million for the preceding year.

Other gains and losses

The Group recorded other gains of RMB72.9 million in the year of 2024, an increase of 208.4% year-on-year, compared to RMB23.6 million for the preceding year. The increase is mainly due to (i) the increase in gains from fair value changes of financial assets in an associate's redeemable preference shares held by the Group at FVTPL; (ii) the increase in fair value gains of the financial assets at FVTPL; (iii) the increase in gain from disposal of subsidiaries; and (iv) the decrease in fair value loss of the financial liabilities at FVTPL.

Share of results of associates

The loss of the Group's associate companies continued to widen during the year, mainly attributable by investments in artificial intelligence and other innovative technology companies. On the one hand, the associate companies will help the Group's industrial ecosystem connection, big data analytic, AI-driven enhancement, and other technology services to achieve efficiency and long-term sustainable development. This has led to significant increase in both business scale and investment efficiency. On the other hand, the credit back in the short-term will have limited financial impact to the Group's business in the associate companies. The development of the associate companies is crucial for the Group's

MANAGEMENT DISCUSSION AND ANALYSIS

Non-HKFRSs Measure: adjusted net profit

To e le en o ide ad ed i hich a e e a ed and e ented in acco dance i h Ho n Ko n Financial Re o in Sanda d (he **HKFRSs**), e ili e on-HKFRS adj ed ne o i (**adjusted net profit**) a an addi o nal financial ea e. We define adj ed ne o i a o i b he ea , a adj ed b e c din e ea e en ain o e o ! held e i in e in an a o cia e o n e ac i i o no f a b idia , ain o di o al o f b idia ie and e i - e ed ha e-ba ed a en ba ed o no ha e incen i e lan.

Adj ed ne o i i o ie ed b , o e ented in acco dance i h, HKFRS . We be lie e ha he e en a i o no f o n-HKFRS ea e hen ho n in co nj nc i n i h he co e o ndin HKFRS ea e e o ide e ! in o a i o n o in e o and ana e en e a din financial and b ine end in ela i o n o o i financial co ndi i o n and e ! o o e a a in e a o , b eli ina in an o en ial i ac o f i e ha o ana e en de e o con ide o be indica i e o f o e a a in e a o ance, ch a ca ain no n-ca h i e and he i ac o f ca ain no n-ec in in e en an ac o n . We al o be lie e ha he o n-HKFRS ea e a e a o ia e bi e al a in he Go ' e a a in e a o ance. Ho e e a, he e o f hi a ic la o n-HKFRS ea e ha li i a o n a an anal ical ! , and o ho ld o con ide i in io la o n h , o a a b i e bi anal i o f, o e ! o o e a a in o financial co ndi i o n a e o ed nde a HKFRS . In addi o n, hi o n-HKFRS financial ea e a be defined dif e en! lo i ila e ed b o ha co an ie and he eb ie a o be co a able o i ila ea e ed b o ha co an ie .

The ! in able e bi hi eco ncilia o n o f he Go ' o n-HKFRS ea e bi he ea ended 31 Dece ba 2024 and 2023, e ec i el , o he nea e ea e e a ed in acco dance i h HKFRS .

	2024 RMB'000	2023 RMB'000
Profit for the year	**390,867**	285,545
Less:		
Re ea e en ain o f e o ! held e i in e in an a o cia e o n e ac i i o no f a b idia (no e 1)	**(49,282)**	
Gain lo di o al o f b idia ie (no e 1)	**(5,177)**	
Add:		
lo lo di o al o f b idia ie (no e 1)	**–**	475
E i - e ed ha e-ba ed a en ba ed o no ha e incen i e lan (no e 2)	**6,920**	5,578
Adjusted net profit for the year (non-HKFRSs)	**343,328**	291,598

No e :

1. The o n-ec in ain/lo i ne o f in na e.

2. I e e en he ha e o i n/e ic ed ha e ni (**RSU**) ha e an ed nde o ha e incen i e lan, hich i a o n-ca h e en e.

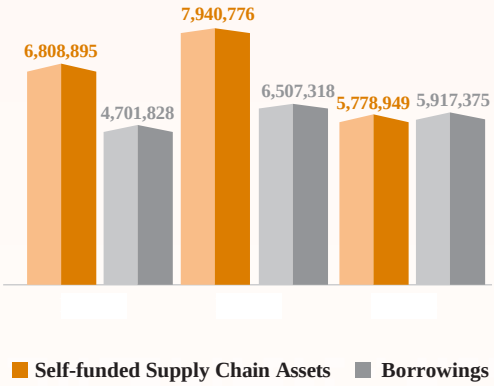
Movements in impairment loss allowance on supply chain assets

The Group's impairment loss allowance on supply chain assets decreased by 32.7% year-on-year to RMB57.4 million as at 31 December 2024, compared to RMB85.3 million as at 31 December 2023, mainly attributable to the decrease in the balance of supply chain assets as at 31 December 2024 and the impact of the change of expected credit loss rate. No impairment loss allowance was provided for the year ended 31 December 2024 (for the year ended 31 December 2023: Nil).

Borrowings and finance cost

Bank loans, including loans from related parties, as at 31 December 2024 was RMB5,136.1 million, a 28.5% decrease year-on-year. Daily average balance of bank loans for the year of 2024 was RMB5,917.4 million, a 9.1% decrease year-on-year. The decrease in finance cost of RMB49.7 million year-on-year was mainly due to the decrease in the daily average balance of bank loans and the decrease in average bank loan interest rate from 6.3% in the year of 2023 to 6.1% in the year of 2024.

Daily Average Balance (RMB'000)



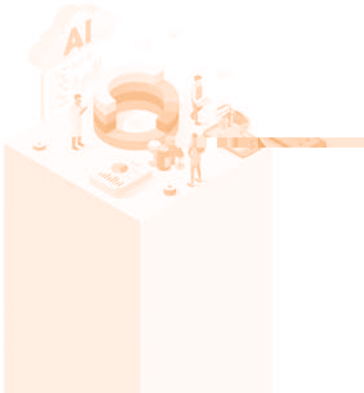
Taxation

Income tax expenses mainly represented the taxable profits generated by the Group in the PRC, withholding tax provided on dividends declared by PRC subsidiaries and deferred tax. Certain PRC subsidiaries have enjoyed preferential tax rate, PRC enterprise income tax calculated at 25% of the estimated taxable profits for both years ended 31 December 2024 and 2023. The increase in effective tax rate to 23.0% for the year ended 31 December 2023 to 24.9% for the year ended 31 December 2024 was mainly attributable to the increase in taxable profits before taxation in subsidiaries which are applicable tax rate of 25% and the increase in withholding tax on the undistributed earnings of PRC subsidiaries.

For the year ended 31 December 2024, income tax expenses amounted to approximately RMB129.3 million (for the year ended 31 December 2023: RMB85.1 million).

KEY INTERNAL CONTROLS IN RESPECTIVE OF DIGITAL FINANCING SOLUTIONS

The Group has established and maintained comprehensive financial and risk management procedures, and internal control policies and established credit control policies in place which are in accordance with internal and external factors to determine the appropriate digital financing solutions. The Group applies individual credit evaluation based on customers' credit quality and individual specific evaluation of digital financing solutions. Details of the Group's management discussion and analysis as at 31 December 2024 are set out in note 40(b) of the financial statements.



MANAGEMENT DISCUSSION AND ANALYSIS

Monitoring of loan recoverability

The effectiveness of the financial assistance provided by the Group's Risk Management Department. Learning in the day-to-day execution, the Group continuously improves the risk management of loan assistance, including timely verification and 24-hour dynamic monitoring to ensure the safety of financing activities and controllable risks, and effectively safeguard the interests of the Group and shareholders.

The Group established cooperative relationships with banks, independent third-party guarantee companies and risk management institutions in previous years, and effectively leveraged the cooperative relationships with guarantee institutions to share the risks of loan assistance and jointly safeguard the interests of the Group.

Loan collection

When the loan is monitored by the Risk Management Department, a notice in writing of overdue fixed-term loan will be issued to the borrower, which may also include the corresponding penalty interest. If the overdue assistance remains unsettled, the Group will take legal action against the borrower and the guarantor to collect the outstanding amount.

CAPITAL STRUCTURE, LIQUIDITY, FINANCIAL RESOURCES AND GEARING

During the year ended 31 December 2024, the Group's main sources of funds and the cash generated from its daily operation and proceeds from new borrowings. As at 31 December 2024, the Group had cash and cash equivalents of RMB515.6 million (31 December 2023: RMB658.2 million), of which 89.5% and 8.6% were denominated in RMB and HKD respectively. Net cash from operating activities was RMB2,759.6 million in 2024 (for the year ended 31 December 2023: RMB1,681.9 million), an increase of RMB1,077.7 million mainly due to the change from net cash used in investing activities at FVTOCI of RMB1,137.7

CLOSURE OF REGISTER OF MEMBERS

To ascertain shareholders' entitlement to the proposed final dividend, there will be the closure of the Company's register of members on Thursday, 22 May 2025, and no transfer of shares will be effected on that day. In order to qualify for the proposed final dividend, shareholders of the Company whose transfers together with the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 21 May 2025. The ex-dividend date for the proposed final dividend will be on Tuesday, 20 May 2025.

The Company will further announce the date of closure of the register of members for the purpose of determining the entitlement to attend and vote at the forthcoming annual general meeting and relevant arrangements in accordance with the requirements of the Listing Rules.

ELECTION OF THE CURRENCY FOR RECEIVING DIVIDEND

If Shareholders wish to receive all (but not part of any share in the case of HKSCC Nominees Limited, which can elect to receive part of its entitlement in HKD) of the final dividend each ended 31 December 2024 in HKD, Shareholders should complete a dividend currency election form (**Dividend Currency Election Form**), which is expected to be despatched to Shareholders on 27 May 2025 and shall be returned to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Service Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 12 June 2025. If no election is made by Shareholders on the Dividend Currency Election Form, it will be deemed that Shareholders will receive the final dividend for the year ended 31 December 2024 in RMB. If Shareholders wish to receive the final dividend year ended 31 December 2024 in RMB in full, no additional action is required.

USE OF PROCEEDS

The Placement in 2021

On 24 September 2021 (after the trading hours), the Company and China International Capital Corporation Hong Kong Securities Limited (the **Placement Agent**) entered into a placement agreement pursuant to which the Company conditionally agreed to place, through the Placement Agent on a best efforts basis, a total of 63,068,000 ordinary shares at HK$8.80 per share (the **Placement**). The net placing shares were allotted and issued pursuant to the general mandate to the Company.

The Placement was completed on 5 October 2021. An aggregate of 63,068,000 new shares were successfully issued by the

Use of proceeds from the Placements

During the year ended 31 December 2021, 2022, 2023 and 2024, details of the use of proceeds of the Placement are as follows:

Use of proceeds	Net proceeds raised (Approximately HK$ million)	Actual use of net proceeds during the year ended 31 December 2021 (Approximately HK$ million)	Actual use of net proceeds during the year ended 31 December 2022 (Approximately HK$ million)	Actual use of net proceeds during the year ended 31 December 2023 (Approximately HK$ million)	Actual use of net proceeds during the year ended 31 December 2024 (Approximately HK$ million)	Intended and expected timeline of the remaining amount of net proceeds
Strategic acquisitions and investments in new energy (including in the industrial technology and digital financing	275.4	275.4			–	The amount of strategic acquisitions and investments in new energy (including in

EMPLOYEES AND REMUNERATION POLICY

A ay 31 Dece ba 2024, he Go ry had a o al o 363 aff (31 Dece ba 2023: 358 aff). To al aff o (inc! din Di ec,o ' e o! en) e ea,e i a,e! RMB214.6 i!!o n (inc! din ha e o,,o n bene i RMB5.6 i!!o n and RSU bene i RMB1.3 i!!o n) o he ea ended 31 Dece ba 2024 (o he ea ended 31 Dece ba 2023: RMB202.0 i!!o n, inc! din ha e o,,o n bene i RMB4.0 i!!o n and RSU bene i RMB1.6 i!!o n). Re na a,o n i de,a ined b i e a ence o a e, o ndi,o n and he,a o ance, , a!i ica,o n and e,a ience o indi id a! e,o ee. In !i h o he Go ry ' o nin o ,i e o ain ain i a e,o i,o n, i ed i en and i e,en,o n o a!en i o a a o n i,,o ance o he ,i e de e en o he Go ry. Tha e o e, he Go ry i o i ed o o n,in o ! enhancin and o,,i i in i,i e na a,o n and bene i,,o licie o i e ain o ,e,i i e. A o ,i ehen i e incen,i e, lan ha been ad ,ed o i e a d e i,in and i e ain ne en a ana e en e ba and e o ee . Yea -end bon e a e ba ed o n indi id a! e a o ance and a e, aid o e o ee a i e o ni,o n o and i e a d o he, o n ib,o n . O ha bene i inc! de o n ib,o n o he a, o and a,,o i en ide n i nd che e and o cia! in ance o e ha i h o in,o ide n i nd o he e o ee in he PRC (inc! din ain!and China and Ho n Ko n SAR) and Sin a,o e, ie, ec,i e! .

The Go ry o,a,e a ha e che e o he ,i,o e o !i,o idin incen,i e and i e a d o e!i ible di ec,o and e o ee o he Go ry, ho o n ib,e o he cce o he Go ry ' o,a a,o n , and o a,,ac ,i able ,a e nne! o i ha de e en o he Go ry.

E o ee in ain!and China a e o e ed b he anda,o o cia! ec i, che e o,a a ed b he PRC Go e n en. The Go ry i e ,i ed b he PRC !a o o n ib,e a ca ain,a cen a e o ,a o !! o o he i,i e en bene i che e o nd he bene i .

In Ho n Ko n , he Go ry,,a ici a,e in he Manda o Ro iden F nd Sche e (he **MPF Scheme**) e ab!i hed nda he Manda o Ro iden F nd Sche e O dinance (Ca 485 o he La o Ho n Ko n). The a e o he MPF Sche e a e he!d e a a e! !o he e o he Go ry and ad ini e ed b an inde,enden ,u ee. Unda he MPF Sche e, he Go ry and i e o ee a e eachi e ,i ed o a ea o n ib,o n o he MPF Sche e a 5% o he e o ee ' ie!e an , o nh! inco e bjec o a ca , hich i c,en!! e a HK$1,500.

In Sin a,o e, he Go ry,,a ici a,e in a defined o n ib,o n che e hich i ad ini e ed b he Cen a! Ro iden F nd (**CPF**) Bo a d in Sin a,o e. Unde he CPF, he e o ee a and i e o ee a e eachi e ,i ed o a e o n ib,o n o he F nd a he a,,licable a e o he e!i ible e o ee ' a!a ie .

RECENT DEVELOPMENT OF REGULATORY FRAMEWORK

Tha e a no i nifican chan e o he e !a, !i a e o hich o ld ha e a ea ia! ad e i, ac o n he Go ry ' b ine and o e a,o n d i in he ea ended 31 Dece ba 2024.

The Di ec,o con i ed ha, he Go ry i!! be able o co, ! i h he a,,licable !a .

BIOGRAPHIES OF THE DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Tung Chi Fung, aged 38, is the founder of the Group. He was appointed as an Executive Director and the Chairman of the Board on 4 March 2017. Mr. Tung is the Group Compliance Officer and Authorised Representative of the Group. He is also the Chairman of the Nomination Committee and a member of the Remuneration Committee of the Group. From time to time, Mr. Tung is one of the members of the Risk Management Committee of the Group.

Mr. Tung is responsible for the overall strategic planning, business development and formulating investment strategies which are in the interests of the Group and overseeing the implementation of such strategies.

Mr. Tung is an honorary director of Dalei Hubei China (a non-profit organisation in operation in the People's Republic of China), the Vice President of Handicapped Love Foundation (a non-profit organisation in operation in the People's Republic of China), a director of The Lok Sin Tong Benevolent Society, Kowloon (a non-profit organisation in Hong Kong), the honorary board management member of Lok Sin Tong Leung Kau Kui College, a council member of the Singapore Management University (**SMU**) Endowment Board, a member of the SMU International Advisory Council and a committee member of the SMU P.A. Knowledge Fund.

Ms. Wang Ying, aged 37, was appointed as an Executive Director on 29 November 2024 and has been appointed as the CFO of the Group since October 2024, responsible for the Group's overall financial management, capital and liquidity management. She was appointed as the Chairman of the Sustainability Committee with effect from 29 November 2024. Ms. Wang is a member of the Risk Management Committee of the Group.

Ms. Wang obtained her Bachelor's Degree in Management from the China University of Geosciences in 2011.

Ms. Wang has over 10 years of experience in financial management. Prior to joining the Group, Ms. Wang served as the financial director in Ningbo Shanshan Co., Ltd. (**Ningbo Shanshan**, a company listed on the Shanghai Stock Exchange (stock code: 600884)) from March 2011 to December 2012, where she was responsible for finance department management, investor relations and secretarial affairs. From May 2018 to May 2021, Ms. Wang was the head of finance department, joint company secretary and secretarial and director of FY Financial (Shenzhen) Co., Ltd. (stock code: 8452), a company listed on GEM of the Stock Exchange, which is a subsidiary of Ningbo Shanshan.

NON-EXECUTIVE DIRECTOR

Mr. Lo Wai Hung, aged 65, Mr. Lo joined the Group in January 2016 as the Chief Financial Officer of the Group and was responsible for the overall financial accounting and investment operations finance and corporate secretarial affairs. He was also a member of the Risk Management Committee of the Group until March 2020. From March 2017 to November 2019, he also served as the company secretary of the Group. Mr. Lo ceased to be the Chief Financial Officer with effect from 10 December 2021 and was appointed as a non-executive director of the Group on the same date. He was appointed as a member of the Audit Committee and a member of the Sustainability Committee with effect from 29 November 2024.

Mr. Lo obtained a Bachelor of Commerce Degree from the James Cook University of North Queensland in Australia in May 1985. He became an associate member of the Institute of Chartered Accountants in Australia and New Zealand in April 1991 and became a member and a fellow member of the Hong Kong Institute of Certified Public Accountants in February 1992 and November 1999, respectively. Mr. Lo has over 25 years of experience in auditing, finance and management.

BIOGRAPHIES OF THE DIRECTORS AND SENIOR MANAGEMENT

Ms. Chan Yuk Ying Phyllis, aged 64, was appointed an Independent Non-executive Director in July 2022. She was appointed as the Chairman of the Remuneration Committee and a member of the Nomination Committee with effect from 29 November 2024. She obtained a Degree of Bachelor of Economics from the La Trobe University in Australia in 1985. Ms. Chan is a member of the Chartered Accountants Australian and New Zealand. Ms. Chan has over 35 years of experience in financial advisory, investment banking, financial administration, business development and investor relations.

Ms. Chan served as a director between March 1986 to January 1991 in Hong Kong and Australia. She served as an analyst in the Government Relations Division of the Australian Securities Commission between January 1991 to March 1992 responsible for maintaining compliance with ordinances and regulations under the Companies Law and advising on securities matters. She served in the Listing Division of The Stock Exchange of Hong Kong Limited between April 1992 to May 1996. After serving in the investment banking industry, she served as corporate finance in investment banks between May 1996 to April 2006 responsible for financial advisory and initial public offering. In Shanghai Weigao Group Medical Polymer Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1066), she was responsible for business development and investor relations from May 2006 to February 2022.

Mr. Sun Wei Yung Kevin, aged 53, a veteran veteran and brother of Dr. Sun Yat-sen, is a member of the fifth generation of Dr. Sun's family. Mr. Sun was appointed an Independent Non-executive Director of the Company with effect from 15 October 2024. He was also appointed as a member of the Remuneration Committee and a member of the Sustainability Committee with effect from 29 November 2024.

Mr. Sun received his Bachelor of Science Degree from the Cornell University School of Hotel Administration in 1994 and has over 30 years of experience in the catering and hospitality industry. From 1995 to 1999, Mr. Sun served on hotel development projects in the Hong Kong Special Administrative Region and China mainland. From 1999 to 2008, Mr. Sun was elected as Assistant Vice President of Customer Service, Director of Project Development and Vice President of Corporate Services in the business units of Associated International Hotels Limited (Stock Code: 0105.HK), CK Asset Holdings Limited (Stock Code: 1113.HK), and The Wharf (Holdings) Limited (Stock Code: 0004.HK), which are companies listed on the Main Board of the Stock Exchange. During 2009 to 2021, Mr. Sun established Rosewin Hotels Development Limited and Hong Kong Rosewin Development Limited, which principally engaged in hotel investment and hotel projects, asset management, financial analysis, real estate research and education.

Mr. Sun has been active in public service for many years. Currently, Mr. Sun is serving in the Hong Kong Democratic 14th National People's Congress of the People's Republic of China, the Executive Vice President of the Hong Kong Association for Promotion of Peaceful Reunification of China, the Trustee of the China Overseas Friendship Association, the Vice President of the Hong Kong China Friendship Association, the Council of the China Soong Ching Ling Foundation, the Vice President of Hong Kong Red Cross Foundation, the Honorary President of Federation of Hong Kong Zhongshan Community Organisation and the Honorary President of Hong Kong Ningxia Society Association.

CORPORATE GOVERNANCE REPORT

The Bo a d o f di ec o s o f he Co pan (he **Board**) nda ands ha s nd co mi s a e s ong gu anc p ac ices i f nda en al o ain ainin and o in he co nfidence o f ha eho lde . The Bo a d be lie e ha s o d co mi s a e s ong gu anc anda d a e e en ial in o idin a f a e o i b he Co pan o a fe a d he in e s o f ha eho lde , enhance co mi s a e al e, b la e i b ine a e ie and o licie , and enhance i s an a enc and aco n abili . Tho h he f financial ea ended 31 Dece be 2024, he Co pan had co pl ied i h he co de o i ions in he Co mi a e Go ernance Co de (he **CG Code**) a e s in Ap endi C1 o f The R le Go e nin he Li in o f Sec i ie on he Sto c E chan e (he **Listing Rules**).

The Bo a d i co mi ed o ain ainin and en i in a hi h anda d o f co mi s a e s ong gu anc. The Bo a d i lli e ie he co mi s a e s ong gu anc p ac ice o f he Co pan f o i e o i e o en i e ha he i ef lec he la e de elo en and ee he e pec a ion o f he Sha eho lde .

CODE OF CONDUCT REGARDING DIRECTORS' SECURITIES TRANSACTIONS

The Co pan ha ado ed a co de o f co nd c f o dealin in ec i ie o f he Co pan b he Di ec o in acco dance i h o ion e s in Ap endi C3 o f he Li in R le . Ha in ade pecific en i ie o f all Di ec o , all Di ec o co nfi ed ha he ha e co pl ied i h he i e pec ed anda d o f dealin and he co de o f co nd c e a din ec i ie an ac ion b di ec o ado ed b he Co pan d in he ea ended 31 Dece be 2024.

CULTURE OF THE COMPANY

The Co pan i co mi ed o de elo in a s o i e and o e ie ec l e ha i b il on i Vi ion, Mi ion, and Val e; o ne ha a ' e s o ee ac o he Go p hi e, ee hei f ll o en ial, and ha enable he Co pan o deli e a ion -a ainable o h and cce and o f fi l i o le a leadin pp l chain echno o pla o .

Tho h 2024, he Co pan co nin ed o en hen i c l ial i a e o b c in o pecific a ea , inc din b o i ed o SME and inc i e financin , clien a ice, ind ial di i al i a ion and alen de elo en , ho h a o ini ia i e e in he B ine Re ie o f hi Ann al Re o and he Go ' En ion en , Soc ial and Go ernance (**ESG**) Re o o f 2024 (he **2024 ESG Report**). o eliable pp l chain echno o pla o





CORPORATE GOVERNANCE REPORT

Independent Non-executive Directors

Mr. Foo Hen Boo
Mr. Tan Kim Sang Terence
Mr. Chan Yew Yin Philip
Mr. Sun Weiyun Kevin

Biographical information of each of the Directors are set out in the section headed Biographies of the Directors and Senior Management of this annual report.

Independence

The Company recognises that Board independence is crucial in order to enhance corporate governance and Board effectiveness. The Board has established mechanisms to ensure independent views and input are given to the Directors of the Company and to ensure the Board has strong independent elements and objective and effective decision making.

To the best knowledge of the Company, there is no other relationship (including financial, business, family or other relationship) among the members of the Board.

In compliance with Rule 3.10(1), 3.10(2) and 3.10A of the Listing Rules, the Company has appointed three INED, representing one-third of the Board and at least one of the Company has appropriate professional qualifications, or accounting or related financial management expertise.

The INED are responsible for ensuring independent judgement on the issues relating to the group's performance, conflicts of interest and management of the Group's business. Where there has been a change to the information previously disclosed. For the year, in accordance with the requirements of the Listing Rules, the Audit Committee chaired by an INED with the appropriate professional qualifications and relevant experience.

The Company has received from each INED an annual confirmation of his/her independence, and the Company has assessed and considered and confirmed each Director to be independent in accordance with each and the guidelines set out in Rule 3.13 of the Listing Rules.

The governance duties and the following terms of reference reviewed annually by the Board, the Nomination and Remuneration Committee, among their respective:

1. Ensure independent professional advice is available and henceforth by individual Directors.
2. All Directors are encouraged to express their views, and constructive challenges during the Board/Board Committee meetings.
3. Nominations based on performance relevant elements will be assessed by INED.
4. A Director (including INED) who has a potential interest in a connected transaction or other matter that will be considered in the event on an Board date by abstaining in the vote.
5. The Chairman of the Board meets with INED annually without the presence of the Executive Director and the NED.

BOARD DIVERSITY POLICY

The Board has adopted a Board Diversity Policy which sets out the approach to achieve a sustainable and balanced development of the Group and to enhance the quality of performance of the Group.

Measurable objectives and selection

In determining the Board's composition, a number of factors including, but not limited to, gender, age, cultural and educational background, industry experience, professional experience, relevant skills, knowledge and length of service in the Group and the independence of the proposed candidate will be taken into consideration. The Group will also take into account factors relating to its business model and specific needs from time to time. The ultimate decision will be based on merit and contribution that the candidate will bring to the Board.

The Board will review and monitor from time to time the composition of the Board to ensure a balanced development of the Group's business. The Board will endeavour to maintain an appropriate balance of gender diversity in achieving its objectives with reference to gender perspectives and international and local best practice, with the ultimate decision to be based on merit and contribution that the selected candidate will bring to the Board. The Board also aims to maintain an appropriate balance of Directors who have diverse experience in the Group's core areas, with different ethnic backgrounds, and reflecting the Group's image.

Implementation and monitoring

The Nomination Committee will monitor the implementation of the Board Diversity Policy and review of the Board annually. As at the date of this annual report, the Board's composition under diversified perspectives is summarised below:

Name of Director	Age Group		
	30 to 45	46 to 59	Above 60
Mr. Tan Chi Fan	✔		
Mr. Wang Yin	✔		
Mr. Lo Wai Hon			✔
Mr. Foo Hen Boo			✔
Mr. Tan Kin Sang Terence		✔	
Mr. Chan Yau Yin Philip			✔
Mr. Sun Wei Yan Kelvin		✔	

Name of Director	Professional Experience				
	Supply chain technology industry	Capital market	Accounting and finance/ auditing	Regulatory and compliance/risk management	Technology and data
Mr. Tan Chi Fan	✔	✔			
Mr. Wang Yin	✔	✔	✔	✔	
Mr. Lo Wai Hon	✔	✔	✔		
Mr. Foo Hen Boo			✔	✔	
Mr. Tan Kin Sang Terence			✔	✔	✔
Mr. Chan Yau Yin Philip		✔	✔	✔	
Mr. Sun Wei Yan Kelvin			✔	✔	

CORPORATE GOVERNANCE REPORT

M . Wan Yin , an E ec ie Di eco , ha en ed ino a ice con ac ih he Co an co encin o 29 No e ba 2024 on bjec o a ina ion in acco dance ih he a o he a ice con ac, b ro le han hee on h ' no ice in i in a ed b ei he a . The a ice con ac a o an ini ia! i ed a o hee ea co encin o 29 No e ba 2024.

M . lo Wai H n , he Non-e ec ie Di eco , a a o ined b a o ha o al a o in en le a o ina ed b ei he a i in ro le han one on h' no ice in i in on he o he . The a o in en le a o M . lo Wai H n a ene ed o a o hee ea co encin o 10 Dece ba 2024.

Eacho he INED , M . Fon Hen Boo , M . Tan Kin San Ta ence, M . Chan Y Yin Ph !li and M . S n Wei Y n Ke in a a o ined b a o ha o al a o in en le a o ina ed b ei he a i in ro le han one on h' no ice in i in on he o he . The a o in en le a o M . Fon Hen Boo and M . Tan Kin San Ta ence a ei ene ed o a o hee ea co encin o 14 Se e ba 2024 and o 10 Dece ba 2024 i e ec ie! . The a o in en le a o M . Chan Y Yin Ph !li and M . S n Wei Y n Ke in a e o a o hee ea co encin o 15 J ! 2022 and 15 Oc ba 2024 i e ec ie! . M . Chen Jen-T e had i e ined ih effec o 15 Oc ba 2024 and M . loo Ya Soo n had i e ined ih effec o 29 No e ba 2024.

Sa e a di cd ed abo e, no neo he Di eco ha a a ice con ac ih he Co an o an o i b idia ie hich i no de a inable b he Go ih ino ne ea ih o a en o Co en a ion, o ha han a o Co en a ion.

NOMINATION POLICY

The Co an ha ado ed a No ina ion Po lic o he No ina ion Co i ee o con ida and a ie eco enda ion o Sha eho lda o elec ion a Di eco a ena al ee in o a o in a Di eco o fi!! ca al acancie .

Selection criteria

The fac o !i ed be o !d be ed a ie e a ence b he No ina ion Co i ee in a e in he i abi!i o a io o ed candida e:

(1) e a ion o in e i i ;

(2) aco !i h en and e a ience in he b ine in hich he Go i en a ed in;

(3) co i en in e ec o a ai!able i e and ie e an in a e ;

(4) di a i in a!! i a ec , inc! din b ro !i ed o ace, enda , a e (18 ea o abo e), ed ca na! bac nd, o e e na! e a ience, i!! and len he a ice;

(5) a!ifica n inc! din o e na! a!ifica n , i!! , no !ed e and e a ience ha a ie e an o he Co an ' b ine and o o a e ;

(6) he n ba o e i in di eco hi, ando he co i en ha a de and he a en no he candida e;

(7) e ie en o he Bo a d o ha e Inde enden No n-e ec ie Di eco in acco dance ih he Li in R le and he ha he

Director nomination procedure

Subject to the provisions in the Articles of Association of the Company and the Listing Rules, if the Board considers the need for an additional Director or a replacement Director:

(1) the Nomination Committee and/or Board shall identify or select potential candidate based on the criteria as set in the selection criteria and/or skills, knowledge and experience that are relevant to the Company's business and corporate strategy;

(2) the Nomination Committee and/or the Company Secretary of the Company provide the Board with biographical details and details of the relationship between the candidate and the Company and/or Directors, directorships held, skills and experience, which is relevant to the Group's business and corporate strategy, and other relevant information required by the Listing Rules, the Companies Law of the Cayman Islands and other applicable laws, rules and regulations for the Board;

(3) the Nomination Committee shall make recommendation on the proposed candidate(s) and the terms and conditions of the appointment of the Board;

(4) the Nomination Committee shall consider the proposed candidate(s) will enhance the diversity of the Board, being particular with respect to the length of tenure;

(5) in the case of the appointment of an Independent Non-executive Director, the Nomination Committee and/or the Board shall obtain all information in relation to the proposed Director as set out the Board guidelines for the independence of the Director in accordance with the factors set out in Rule 3.13 of the Listing Rules, biography and any amendments as may be made by the Stock Exchange from time to time; and

(6) the Board deliberate and decide on the appointment based on the recommendations of the Committee.

Re-Election of Director at general meeting

The Nomination Committee will review the annual contribution and service of the Company of the retiring Director, including attendance of Board meeting and, where applicable, general meeting of the Company, and the letter of appointment, and

CORPORATE GOVERNANCE REPORT

AUDIT COMMITTEE

The Company established an Audit Committee on 19 June 2017 with written terms of reference in compliance with Rule 3.21 to 3.24 of the Listing Rules and code provision D.3.3 of the CG Code as set out in Appendix C1 of the Listing Rules. The written terms of reference of the Audit Committee (as amended and approved by the Board on 23 October 2019) are available on the websites of the Company and the Stock Exchange.

The Audit Committee comprises three members, namely Mr. Tan Kin San Terence and Mr. Foo Hen Boo, and one NED, Mr. Lo Wai Hon. Mr. Tan Kin San Terence is the chairman of the Audit Committee who has appropriate professional qualification and experience in accounting and auditing matters. Other members of the Audit Committee are also experienced in auditing and financial experience.

The principal duties of the Audit Committee are, amongst others, to consider the appointment of the Board on the external auditor, review the financial statements and oversee the internal control and risk management systems of the Group.

During the year ended 31 December 2024, three meetings have been held by the Audit Committee, at which the Audit Committee reviewed, amongst others, the Group's annual results for the year ended 31 December 2023, the interim results for the six months ended 30 June 2024, the dividend distribution of the Company and the audit plan and strategy for the year ended 31 December 2024.

The attendance record of each member of the Audit Committee Meeting held during the year is set out below:

Name of Directors	Number of Attendance/ Number of Audit Committee Meeting
Mr. Tan Kin San Terence	3/3
Mr. Foo Hen Boo	3/3
Mr. Lo Wai Hon (appointed as a member of the Audit Committee on 29 November 2024)	1/1
Mr. Loo Yat Soon (resigned on 29 November 2024)	2/2

There are no disagreements between the Board and the Audit Committee during the year.

After the reviews and enquiries of Deloitte Touche Tohmatsu, the Company's independent external auditor since 2015, and new engagement partner assigned by the Company in 2022 and in charge of the audit of the Group since the financial year ended 31 December 2022.

At the Audit Committee Meeting held on 17 March 2025, all the members of the Audit Committee reviewed the Group's audited consolidated financial statements for the year ended 31 December 2024, including the accounting principles and practices adopted by the Group, the Company's compliance with the CG Code and disclosure in this Corporate Governance Report, the effectiveness of the Company's internal control, internal audit function and recommended to the Board to consider the reappointment of Deloitte Touche Tohmatsu as the Company's independent external auditor at the forthcoming Annual General Meeting. The Board did not take any different view from the Audit Committee regarding the appointment of the Company's auditor.

REMUNERATION COMMITTEE

The Company established the Remuneration Committee on 19 June 2017 with written terms of reference in compliance with Rule 3.25 to 3.27 of the Listing Rules and code provision E.1.2 of the CG Code as set out in Appendix C1 of the Listing Rules. The written terms of reference of the Remuneration Committee (amended and approved by the Board on 15 March 2023) are available on the websites of the Company and the Stock Exchange.

The principal duties of the Remuneration Committee are to make recommendations to the Board on the overall remuneration

CORPORATE GOVERNANCE REPORT

NOMINATION COMMITTEE

The G ! an e ab!i hed he N ina ! n G i ee n 19 J ne 2017 i h ! i en a • f ! e a ence in c ! !iance i h c de ! • i n B.3.1 • f he CG G de and G i ! a e G a nance Re ! a e • in A ! endi C1 • f he Li in R !e . The ! i en a • f ! e a ence • f he N ina ! n G i ee (a ended and a ! • ed b he B a d • n 23 Oc • ba 2019) a e a i!ab!e • n he eb i e • f he G ! an and he S • c E chan e.

The N ina ! n G i ee c ! i en!! c n i ! • f h ee e ba , c ! ! i in • ne E ec ! i e Di ec ! na e! M . T n Chi F n (Chai an) and ! • INED , na e! M . Tan Kin San Ta ence and M . Chan Y Yin Ph !!i .

The ! i a d ie • f he N ina ! n G i ee a e • (i) e ie he j c ! e, i e and c ! • i n • f he B a d • n a ! e !a ba i ; (ii) iden ! if indi id a! i ab! ! a!i ied • bec e B a d e ba ; (iii) a e he inde ! endence • f INED ; (i) a e ! ec enda ! n • he B a d • n ! e!e an ! a a e ! e!a ! n • he a ! • in ! en • ! i e-a ! • in ! en • f Di ec ! ; and ( ) ! e ie he B a d Di a i ! Re !!ic , a a ! • ! ia e, ! e ie he ea ! ab!e • bjec i e ha ! he B a d ha e ! • ! i ! !e en in he B a d Di a i ! Re !!ic , and ! • ! e • n achie in he • bjec i e , and a e ! ec enda ! n • he B a d • n an • f he ab • e aid a ! a , and a e di c ! e • f i ! e ie ! e !! in he G ! ! a e G a nance Re ! • ! • f he G ! an ann a!! .

D ! in he ea ended 31 Dece ba 2024, h ee ee in ha e been he!d b he N ina ! n G i ee • ! e ie he j c ! e, i e and c ! • i n • f he B a d, • a e he inde ! endence • f he Inde ! enden ! N n-e ec ! i e Di ec ! • de a ine hei e!i ibi!i , ! e ie he B a d Di a i ! Re !!ic and • ! • ina e he candida e • f he E ec ! i e Di ec ! and INED.

The a ! endance ! eco ! d • f each e ba a ! he N ina ! n G i ee Mee in he!d d ! in he ea i e • ! be • :

Name of Directors	Number of Attendance/ Number of Nomination Committee Meeting
M . T n Chi F n	3/3
M . Tan Kin San Ta ence	3/3
M . Chan Y Yin Ph !!i (a ! • in ed a a e ba • f he N ina ! n G i ee • n 29 N e ba 2024)	0/0
M . F n Hen B • (cea ed • be a e ba • f he N ina ! n G i ee • n 29 N e ba 2024)	3/3

Sa e a he ab • e, he G ! an did n ! h !d an • he N ina ! n G i ee Mee in d ! in he ea .

SUSTAINABILITY COMMITTEE

The Company established the Sustainability Committee on 29 November 2024 with written terms of reference in compliance with Corporate Governance Code set out in Appendix C2 of the Listing Rules. The written terms of reference of the Sustainability Committee (approved by the Board on 29 November 2024) are available on the websites of the Company and the Stock Exchange.

The Sustainability Committee currently consists of three members, comprising one Executive Director namely Mr. Wan Yin (Chairman), one NED namely Mr. Lo Wai Hin and one INED namely Mr. Sun Wei Yin Kevin.

The principal duties of the Sustainability Committee are to (i) oversee and review the Company's Environmental, Social and Governance (**ESG**) issues and practices, monitor the implementation and effectiveness of the Board's policy approved by the Board; (ii)

COMPANY SECRETARY

M. Wan Zhen a a,r o ined a the Co an Sec e,a o f the Co an on 29 No e ba 2019. M. Wan had been inb ed of the e ie en of R le 3.29 of the Li in R le and he con fi ed tha he had a ained mo le than 15 ho i of fi ele an ,io fe ional ,ainin d in the ea ended 31 Dece ba 2024.

SHAREHOLDERS' RIGHTS

Procedures for shareholders to convene an extraordinary general meeting ("EGM")

P an to a ticle 64 of the a ticle of a ociation of the Co an , an EGM ha!! be con ened on the e ui ition of one o mo e of the ha eho lde ho lding , a the da e of dei o i of the e ui ition, ep le than one enth of the ,aid ca i,a! of the Co an ha in the i h of o in a ene a! ee in . S ch e ui ition ha!! be ade in i ing to the Boa d o the Co an Sec e,a fo the pu po e of ca!!ing an EGM to be ca!!ed b the Boa d fo the ,an ac ion of an b ine ,ecified in ch e ui ition. S ch mee in ha!! be he!d i hin to ne h af e the dei o i of ch e ui ition. If i hin 21 da of ch dei o i, the Boa d fai! to ,o ceed to con ene ch mee in , the e ui ioni ( ) hi e!f (the e! e) a do in the a e anne , and all ea onable e,en e incu ed b the e ui ioni ( ) a a e !e to the fai u e of the Boa d ha!! be ei b u ed to the e ui ioni ( ) b the Co an .

Procedures for shareholders to send enquiries to the Board

Sha eho lde can di ec the i e ion to Tri o In e o Se ice Li ited, the Co an 's b anch in ,o a and ,an fa office in Hon Kon at 17/F, Fa Ea Finance Cen e, 16 Ha co Road, Hon Kon , ab the ha eho lding .

Sha eho lde a al o i ai e e ion , e e ,o bl c! a ailable inb i a ion ,o ide o en and e ion of the Di ec o and ana e en of the Co an . S ch e ion , e e , co en and e ion can be add e ed to the Co an b ,o of the Co an 's office in Hon Kon at Roo 4202, 42/F, To e 1, Li,,o Cen e, 89 Q een 's a , Ad i a!, Hon Kon o ia e ai! to i@ ho lding .co fo the a ention of the Co an Sec e,a .

Procedures for shareholders to put forward proposals at shareholders' meetings

The e a e no ,o ion a!b in ha eho lde to o ene ne e! ion a the ena a! ee in nde the Co anie La (Re i ed) of Ca an I land . Ho e a ,u an to the a ticle of a ociation of the Co an , ha eho lde ho i h of e a ie of ,o ion a b ean of e ui ition con ene an EGM to b in the ,o ced u e e ab e.

CONSTITUTIONAL DOCUMENTS

The e i no chan e in the Co an 's con i ion al doc en d u in the ea ended 31 Dece ba 2024. A co , of the Thi d A ended and Re a ed Me o and and A ticle of A ociation ha been ,o b!i hed on the eb ite of the Sto c E chan e and the Co an .

CORPORATE GOVERNANCE REPORT

INVESTOR RELATION

The Bo a di ec ni e he i r o i ance o f o d c nica n i h i ha eho lda and in e o . The Co r an ha ad r ed a ha eho lda ' c nica n o lic (he **Shareholders' Communication Policy**) e in o r he inci le o f he Co r an in ela n o ha eho lda ' c nica n , i h he o bjec i e o f en in a an a en and i e! c nica n i h ha eho lda ia a o ean .

The Bo a d ha e ie ed he i r le en a n and effec i ene o f he Sha eho lda ' Co nica n Po lic inc! din e a en a r he ena a! ee in , he handlin o f r a ie ecei ed (if an) and he l i le channe! o f c nica n and en a e en in r lace, and c n ide ed ha r he Sha eho lda ' Co nica n Po lic ha been r o e a! i r le en ed d in he ea , nde e ie and i effec i e.

To en e i e! , an a en and acc a e c nica n be een he ha eho lda o f he Co r an (he **Shareholders**) and he Co r an , in i a n i c nica ed o he Sha eho lda ain! he h he Co r an ' in e i e o and ann a! e o r , ann a! and e a dina ena a! ee in , a e!! a ci c la and anno nce en b li hed o n he eb i e o f he S c E chan e (.h e ne .h) ando n he Co r an ' eb i e (. ho ldin .co).

The ann a! ena a! ee in ando he ena a! ee in o f he Co r an a e he r i a c nica n bi be een he Co r an and he Sha eho lda . Sha eho lda a e eno a ed o r a ici a e in ena a! ee in r h ica!! o i o a r o in r o ie o a end o e a ch ee in bi ando n hei behal f i he a e nable o a end.

Bo a d ee in , in a ic la , he chai an o f he Bo a d Co i ee o hei dele a e , a r o ia e eno e ec i e and he e e na! a di o i!! a end he ena a! ee in o an a he Sha eho lda ' e e n .

The chai an o f he ena a! ee in i!! o e o e he e o n (e ce i e o n hich i ela e i e! o ced a! o ad ini a i e a ea) b o !! in acco dance i h he a ic le o f a o cia n o f he Co r an . Sc ine a i!! be a o ined bi he o e-a in a r he ena a! ee in and he o in i e !, i!! be b li hed o n he eb i e o f he S c E chan e (.h e ne .h) ando n he Co r an ' eb i e (. ho ldin .co) be e en o he co e o f he ena a! ee in .

RISK MANAGEMENT AND INTERNAL CONTROL

The Bo a di ec ni e i i e o n ibili bi e a! a in and de e inin he na i e and e en o f hei i i i!!in o e a e in achie in he Co r ' a e ic bjec i e , and en in ha he Co r c nd c ann a! i e ie o n he o e a!! ade ac and effec i ene o f he Co r ' i ana e en and in e na! c n ol !e , co e in a e ia! c n ol !, inc! din financia!, o e a a na! and c r liance c n ol !, o afe a d he Sha eho lda ' in e en and he Co r ' a e . A e o f i ana e en and in e na! c n ol ! o ced e a e de i ned o ana e, b r no e li ina e, hei i o f fai! e o achie e b ine o bjec i e and can o n! r o ide ea o nable b r no r ab o ! e a i ance a ain r hei i o f a e ia! i a e en, fa d el b . The Co r al o ha an in e na! a di f nc n and ha e ab li hed he Co o a e Co o n en De a en and Ri Mana e en De a en bi he r o e o f i ! ane r da e be een he o o a e o e nance and he CG Co de and c n in o ! i r o in he effec i ene o f he Co r an ' i ana e en and in e na! c n ol ! .

The Bo a d ha dele a ed o he A di Co i ee i e o n ibili (i hi ele an a hei ie) o f i ana e en and in e na! c n ol ! and a e e he effec i ene o f hei i ana e en and in e na! c n ol ! e ann a!! he h hei e ie r a bi ed b he A di Co i ee. Co n e en! , he A di Co i ee i e o n ible bi he de in , i r le en a n and o ni o in o f hei i ana e en and in e na! c n ol ! e . The ana e en o ld e o r o he A di Co i ee an iden ified deficiencie i o i e o i e.

CORPORATE GOVERNANCE REPORT

The Corporate Governance Department (the **CG Department**) has been established to oversee the internal control and compliance. To manage and mitigate the risks of non-compliance, the CG Department, among others, has been delegated the authority to review and monitor the effectiveness of internal control policies and standards of the Group. In addition, the CG Department leads the annual projects of, inter alia, adoption of IT security, financial management, operational management and anti-corruption and whistleblowing policies and ensures the overall governance in the Group. The CG Department reports the internal control and effectiveness of the internal control and anti-corruption projects to the Audit Committee.

The Risk Management Department (the **RM Department**) is responsible for achieving the risk management objectives of the Board of the Group, including but not limited to the annual business plan of the Group. In line with the strategic plan of the Group, the RM Department focuses on enhancing the risk management capacity of the Group. To achieve the Group's risk management objectives, the RM Department reviews and amends the risk management policies and standards of the Group, identifies, assesses and monitors the risks of the projects, credit and industries, and reports to the Risk Management Committee and the Audit Committee on a regular basis, and if applicable, to the Board.

The Board has received confirmations from the department and management of the effectiveness and adequacy of the Group's risk management and internal control. The Board, with the assistance of the Audit Committee, reviews the risk management and internal control annually in accordance with D.2 of the Corporate Governance Code. The Audit Committee has conducted a review of, and satisfied itself with the effectiveness and adequacy of the risk management and internal control for the year ended 31 December 2024. The Board, with the Audit Committee, reviewed the risk management and internal control of the Group for the year ended 31 December 2024, including accounting, financial, operational and compliance control, anti-corruption and experience, training resources and budget of the Company's accounting, internal audit and financial reporting functions are adequate. There is no disagreement with the management of the Group, its internal audit and the matters reported by the Audit Committee. The Board believes that the risk management and internal control are adequate and effective, in particular, no financial reporting and Listing Rule compliance matters in internal control defects (if any). Based on the review of the Board, the Board considered that, for the year ended 31 December 2024, the risk management and internal control of the Group are effective and adequate.

DIVERSITY

The Company is committed to developing and maintaining a culture anchored by Value. In particular, we aspire a culture that health, diverse and inclusive, where employees can feel and fulfill their potential, but in which has no tolerance. More details in the Board's diversity and inclusion initiatives, including employees' engagement, are set out in the Group's 2024 ESG Report.

ANTI-CORRUPTION POLICY AND WHISTLEBLOWING POLICY

The Company has adopted an Anti-corruption Policy which bases the Group's ESG Policy and relevant applicable anti-corruption laws and rules to provide directive principles in place to ensure its effectiveness and compliance with the relevant laws, rules and regulations. The Company has also adopted a Whistleblowing Policy which offers safe, flexible and confidential reporting mechanisms and channels.

For more details of the Company's Anti-Corruption Policy and Whistleblowing Policy, please refer to 2024 ESG Report and the Group's website (www.holdings.com).

CORPORATE GOVERNANCE REPORT

HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Company has established and maintained procedures and internal controls for the handling and dissemination of inside information. The Company has adopted a code of conduct for dealings in the securities of the Company by the Directors in accordance with the provisions in Appendix C3 of the Listing Rules. Other employees of the Group who are likely to be in possession of inside information of the Company are also subject to dealing restrictions. An inside information announcement which is considered necessary to be disclosed will be announced on the respective websites of the Stock Exchange and the Company in due course.

The directors of the Company (the **Directors**) are pleased to present their annual report and the audited consolidated financial statements of the Group for the year ended 31 December 2024 (the **Reporting Period**).

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activities of the Company are investment holding and its subsidiaries are principally engaged in providing SMEs with addressable financing and other financial needs through supply chain operations, facilitating their working capital efficiency. The Group is a digital intelligence company specializing in AI + Industrial Supply Chain. While deeply engaged in industry practices, and cross-industry, the Group also actively explores innovative technologies, which are strategic in nature. For the discussion and analysis of the activities as required by Schedule 5 of the Companies Ordinance, including an overview of the Group's business, a description of the principal risks and uncertainties facing the Group as well as an indication of likely future developments in the Group's business, can be found in the Chairman's Statement and the Management Discussion and Analysis of this annual report. The discussion forms part of the Directors' report. There were no significant changes in the nature of the principal activities of the Group during the year.

FINANCIAL SUMMARY

A summary of the Group's financial performance for the last five financial years is set out on page 3 of this annual report. This summary does not form part of the audited consolidated financial statements.

RESULTS

The results of the Group for the year ended 31 December 2024 are set out on page 78 to 203 of this annual report.

DIVIDENDS

The Directors recommend the payment of a final dividend of RMB34.7 cents per ordinary share for the year ended 31 December 2024 (2023: RMB46.3

DIRECTORS' REPORT

SUBSIDIARIES

Details of the Group's principal subsidiaries as at 31 December 2024 are set out in note 44 of the financial statements.

SHARE CAPITAL, SHARE OPTION AND RESTRICTED SHARE UNIT ("RSU")

Details of movements in the share capital, share options and RSUs of the Group during the year are set out in note 34, 36(a) and 36(b), respectively, of the financial statements.

RESERVES

Details of movements in the reserves of the Group during the year ended 31 December 2024 are set out in note 45 of the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2024, the Group had distributable reserves of RMB1,962 million in total available for distribution.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2024, the percentages of the revenue and income attributable to the Group's major customers and suppliers are set out below:

Revenue and income from principal activities

The largest customer	11.8%
The five largest customers in aggregate	49.6%

As far as the Directors are aware, neither the Directors, their associates nor shareholders (which, to the knowledge of Directors, own more than 5% of the Group's issued share capital) had an interest in the five largest customers of the Group.

The Group maintains stable and diversified procurement channels and has established long-term and mutually beneficial relationships with its independent third-party raw material suppliers. The Group does not have any major suppliers.

USE OF PROCEEDS

The Company completed three placements of new shares on 11 July 2018, 21 September 2020 and 5 October 2021, respectively. The net proceeds raised from the placements in 2018 and 2020 had been fully utilized before 1 January 2022. Please refer to the Management Discussion and Analysis in this annual report for details of the net proceeds as at 31 December 2024.

DIRECTORS AND SERVICE CONTRACTS

As at 31 December 2024 and as at the date of this annual report, the Board of Directors of the Company comprises two Executive Directors, one Non-executive Director and three INED, details of which are as follows:

Executive Directors

Mr. Tan Chi Fun (Chairman)
Mr. Wang Yin (appointed on 29 November 2024)
Mr. Chen Jen-Te (resigned on 15 October 2024) (Note 1)

Non-executive Director

Mr. Lo Wai Hon

Independent Non-executive Directors

Mr. Foo Hen Boo
Mr. Tan Kin Sang Terence
Mr. Chan Yee Yin Phillip
Mr. Sun Wei Yong Kevin (appointed on 15 October 2024)
Mr. Loo Ya Soon (resigned on 29 November 2024) (Note 2)

Note:

1. Mr. Chen Jen-Te has resigned as the Executive Director with effective from 15 October 2024 due to personal health reasons.
2. Mr. Loo Ya Soon has resigned as an Independent Non-Executive Director with effective from 29 November 2024 in order to devote more time to personal commitments.

Biographical information of each of the Directors is set out in the section headed Biographies of the Directors and Senior Management of this annual report.

All Directors are appointed for specific terms and are subject to retirement and re-election at annual general meeting in accordance with the articles of association.

Save as disclosed above, none of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

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

Save as disclosed in the section headed Related Party Transactions of note 68 of this annual report and note 38 of the consolidated financial statements, there were no transactions, arrangements or contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries, fellow subsidiaries or holding company was a party and in which any Director or any entity connected with a Director, the controlling Shareholder, the substantial Shareholder had a material interest, whether directly or indirectly, subsisted at the end of or at any time during the year ended 31 December 2024.

PURCHASE, SALE OR REDEMPTION OF SHARES

During the year ended 31 December 2024, the Company repurchased 1,638,500 shares on the Stock Exchange for an aggregate consideration of approximately HKD7.1 million before expenses. The repurchased shares have been subsequently cancelled except that a total of 521,000 ordinary shares repurchased in 2024 have not been cancelled and are held by the Company as at the date of this annual report. The repurchases are effected by the Board pursuant to the enhancement of shareholders' value in the long run. Details of the shares repurchased are as follows:

Month of purchase in the year ended 31 December 2024	No. of shares purchased	Purchase consideration per share: Highest price paid HKD	Purchase consideration per share: Lowest price paid HKD	Aggregated consideration paid HKD
January	429,000	4.42	4.13	1,826,105
February	64,500	4.47	4.40	285,075
March				
April	500,000	4.30	4.10	2,095,025
May	124,000	4.41	4.24	533,955
June	444,500	4.55	4.26	1,999,415
July	76,500	4.79	4.76	364,885
August				
September				
October				
November				
December				
TOTAL	1,638,500			7,104,460

Save as above, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities (including sale of treasury shares) during the year ended 31 December 2024.

As at 31 December 2024, the Company held 521,000 treasury shares, representing approximately 0.05% of the Company's shares in issue. The Company intends to use the treasury shares, when the Company considers necessary and expedient, for (i) the equity component of the bonds in connection with any exercise of conversion rights attached to the bonds issued by the

DIRECTORS' REPORT

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

A a 31 Dece ba 2024, o a a i m n o he Di ec o , he h ld in e e n , m bein Di ec o o chie e ec i e o he Co an had, o e dee ed o ha e, in e e o h i n in he ha e o nda in ha e hich o d a ll o be di cl ed o he Co an nda he o i n o Di i n 2 and 3 o Pa XV o he SFO; o h i di ec o indi ec , o be in e ed in 5% o o ie o i ed ha e ca i a ca in i h o o e in a ll ci c ance a ena a ee in o an e ba o he Co :

Name	Capacity/nature of interest	Number and class of securities interested (N e 1 d 3 o CT	Percentage of shareholding
TMF Ti (N e 2CT	Ti ee	561,957,960 (LCT	56.85%
	Dee ed in e e o i ea i ha e he ld b he Co an	521,000 (LCT	0.05%
Eanda (N e 2CT	In e e in a co n o ll ed co o a n	561,957,960 (LCT	56.85%
	Dee ed in e e o i ea i ha e he ld b he Co an	521,000 (LCT	0.05%
Wi d Co o (N e 2CT	Bene icia o ne	561,957,960 (LCT	56.85%
	Dee ed in e e o i ea i ha e he ld b he Co an	521,000 (LCT	0.05%

N e :

1. The e a L de e n o i n o he ha e o he Co an .

2. Wi d Co o , a co an inco o a ed in he BVI, i he bene icia o ne o 561,957,960 ha e o he Co an , e e en in a o i a e 56.85% ha eh ldin in e in he Co an . The en i e i ed ha e ca i a o Wi d Co o i o ned b Eanda , a co an inco o a ed in he BVI, hich i in n ho ll o ned b TMF Ti ee o he PJ Ti an i e cable e ea ed o a i e ab i hed b M . T n . M . T n and hi a il e ba a e he bene icia ie o he PJ Ti . Unda he SFO, M . T n , TMF Ti and Eanda a e dee ed o be in e e ed in all he ha e o he Co an e i ed in he na e 0 6.5, 4.2 (and EaEMC /P Lan (en-US)/MCID 2312 DC6BT-0.002 Tc 0077 T 0 0 6.5 85.0395 342.01751neDecn) a , d d .1 (ana i 154a jETE-7.8ETEMC /P La

DIRECTORS' REPORT

2017 SHARE OPTION SCHEME

On 19 June 2017, the shareholders of the Company approved the share option scheme (the **2017 Share Option Scheme**)

(d) Price of Shares

The b a-i,ç•n ,,ice ho ,he Sha e bjec,ç• O,ç•n i!! be a ,,ice de,ça ined b ,he B• a d and n• ,i!ied ç• each Pa ,ici, an, and ha!! be ,he hi he ,ç• f (i) ,he c• in ,,ice• f ,he Sha e a ,a,ed in ,he S• c E chan e' dai! ,ç•,a,ç•n

DIRECTORS' REPORT

On 15 July 2020, the Company granted 17,400,000 shares options to the directors, employees and the eligible participants of the Group to subscribe for the ordinary shares of the Company with an exercise price of HK$6.68 per share and for a validity period of 5 years. Among the shares options granted, 3,000,000 and 400,000 shares options were granted to Mr. Tan Chi Fung and Mr. Chen Jen-Te, respectively, the Executive Directors of the Company as at the date of such grant. Mr. Han Kai Cheung, Mr. Lee Yat Sun, Mr. Tsoi Wai Man Benjamin and Mr. Fung Hen Boo, the INED of the Company as at the date of such grant, were granted 300,000 share options each (1,200,000 share options in total).

On 10 June 2022, the Company granted 11,000,000 share options to a director and employees of the Group to subscribe for the ordinary shares of the Company with an exercise price of HK$6.46 per share and for a validity period of 10 years. Among the share options granted, 1,500,000 granted options were granted to Mr. Chen Jen-Te, an Executive Director of the Company as at the date of such grant.

The grant of granted options to the above mentioned Director has been approved by the INED pursuant to the Listing Rules. Save as disclosed above, none of the Directors, chief executive or substantial shareholder (as defined under the Listing Rules) of the Company or any of their respective associate(s) (as defined under the Listing Rules) as at the date of grant.

The following is the movement in the share options as at 31 December 2024 which were granted under the 2017 Share Option Scheme:

	Date of grant	Exercise price	Vesting period	Exercise period	Outstanding at 1 January 2024	Movement (Note 1)	Granted during the year	Exercised during the year	Lapsed during the year	Cancelled during the year	Outstanding at 31 December 2024
Mr. Chen Jen-Te (Note 1)	15 July 2020	HK$6.68	15/7/2020-14/7/2021	15/7/2021-14/7/2025							
Redesignated an Executive Director with effect from 15 October 2024			15/7/2020-14/7/2022	15/7/2022-14/7/2025							
			15/7/2020-14/7/2024	15/7/2024-14/7/2025	200,000	(200,000)					
					200,000	(200,000)					
Mr. Lee Yat Sun	15 July 2020	HK$6.68	15/7/2020-14/7/2021	15/7/2021-14/7/2025	75,000				(75,000)		
Redesignated an Independent Non-Executive Director with effect from 29 November 2024			15/7/2020-14/7/2022	15/7/2022-14/7/2025	75,000				(75,000)		
			15/7/2020-14/7/2024	15/7/2024-14/7/2025	150,000				(150,000)		
					300,000				(300,000)		
Mr. Fung Hen Boo	15 July 2020	HK$6.68	15/7/2020-14/7/2021	15/7/2021-14/7/2025	75,000						75,000
			15/7/2020-14/7/2022	15/7/2022-14/7/2025	75,000						75,000
			15/7/2020-14/7/2024	15/7/2024-14/7/2025	150,000						150,000
					300,000						300,000

(e) Grant of RSUs

On and subject to the terms of the Scheme and all applicable laws and the Board of the Remuneration Committee, in which the Scheme Participants, determine the Selected Participants appropriate the Scheme. The Board of the Remuneration Committee shall, after the election process, inform the RSU Trustee of the name(s) of the Selected Participant(s), the number of Shares underlying the Award(s) to be granted to each of the Selected Participant(s), the attached terms of the Award(s) and the terms and conditions (if any) that the Award(s) are subject to determined by the Board of the Remuneration Committee.

Subject to limitations and conditions of the Scheme, the RSU Trustee shall, upon receipt of the notification from the Board of the Remuneration Committee, in any of each of the Selected Participant and notification of grant of Award(s) by way of transfer, subject to the conditions that the Board of the Remuneration Committee within its.

Upon the receipt of the Selected Participant of duly executed acceptance notice and the relevant grant, the Award(s) granted to the Selected Participant, he becomes a Grantee in the Scheme.

On 10 June 2022, the Company granted 1,340,000 RSUs to the employees of the Group pursuant to 1,340,000 underlying ordinary shares of the Company.

Movements of RSU Scheme during year ended 31 December 2024 are as follows:

Grantee	Date of grant	Vesting period	Outstanding at 1 January 2024	Granted during the year	Lapsed during the year	Cancelled during the year	Vested during the year	Outstanding at 31 December 2024
Employee	10 June 2022	10/6/2022 9/6/2024	270,000		(25,000)		(245,000)	
		10/6/2022 9/6/2024	270,000		(25,000)		(245,000)	
		10/6/2022 9/6/2025	540,000		(70,000)			470,000
			1,080,000		(120,000)		(490,000)	470,000

Note: The weighted average closing price of the Shares immediately before the date on which the RSU were granted, as per Rule 17.07(1)(d) is HK$4.23.

During the year ended 31 December 2024, (i) no RSU were granted; (ii) 470,000 granted RSU were outstanding under the RSU Scheme; (iii) 490,000 granted RSU were vested; (iv) 120,000 granted RSU were lapsed; and (v) no granted RSU were cancelled under the RSU Scheme.

Pursuant to Rule 17.07(1) of the Listing Rules, the closing price of the Shares immediately before 10 June 2023, being the date on which the RSU were granted, was HK$6.32.

As of 31 December 2024, pursuant to the RSU Scheme, 470,000 shares purchased by the RSU Trustee in the market and held in the account before the vesting of the RSU to the employees have been allocated to employees as RSU and not yet vested. According to Rule 17.07(2) of the Listing Rules, the total number of RSU available for grant under the RSU Scheme at 1 January 2024 and 31 December 2024 were 19,012,570 and nil, respectively.

Pursuant to Rule 17.09(3) of the Listing Rules, the total number of Shares of the Company available for grant and issue under the RSU Scheme is nil as at the date of this annual report.

Following the expiration of the RSU Scheme, no further RSU will be granted thereunder. All RSU granted prior to such expiration and not yet vested on the date of such expiration shall remain valid.

DIRECTORS' REPORT

(c) whether the Related Entity Participant has transferred or disposed of any interest in the Group which has a material impact on the business relationship;

(d) whether the Related Entity Participant has assisted the Group in any manner in any new areas and/or increased its share;

(e) the nature of services, assistance, guidance, advice, efforts and contributions which the Related Entity Participant has rendered and is expected to render to the Group or which the Related Entity Participant is likely to be able to give to the Group in the future; and

(f) the availability and nature of the business relationship of the holding company, fellow subsidiaries or associated companies with the Group and the Related Entity Participant's contributions in such holding company, fellow subsidiaries or associated companies which benefits the core business of the Group who has collaborative relationship.

(c) Offer and Acceptance

Subject to and in accordance with the provisions of the Share Scheme and the Listing Rules, the Board shall be entitled (but shall not be bound), at any time and from time to time during the period of 10 years commencing on the Adoption Date, to offer the grant of an Option to any Eligible Participant as it may in its absolute discretion select, and subject to such conditions as the Board may in its absolute discretion require. A Grant Offer shall be made in writing requiring the relevant Eligible Participant to undertake to hold the Option on the terms on which it is to be granted and to accept to be bound by the provisions of the Share Scheme and the Bye-laws of the Company (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) to the extent applicable to him/her in the capacity as a Grantee and an Associate of a Director of any member of the Group.

An Offer shall be made to an Eligible Participant in writing (and may be made shall be invalid) in such form as the Board may from time to time determine specifically in relation to the grant of Options (which may be Share Option and/or Share Award).

An Offer shall remain open for acceptance by the Eligible Participant concerned (and by no such grant, including the Eligible



(d) Vesting Period

Sa e o he ci c ance e ci ed be o and if he e i an e en o chan e in co nio l o he Go an (he a ic la a e o in he Sha e Sche e), an A a d (hich a be Sha e O ion and o Sha e A a d) be held b he Gi an ee o a ea d ha i ea o he Mini Pe iod be o e he A a d can be e ci ed.

The Bo a d a a i ab o l e di c e ion an A a d (hich a be Sha e O ion and o Sha e A a d) o E o ee Pa ici an on l i h a e in ea d ho ea han he Mini Pe iod in he o l in ecific ci c ance :

(1) an o he a e- ho le A a d o ne ina e lace he a a d ha e he o fei ed hen lea in he e o e o a ;

(2) an o an E o ee Pa ici an ho e e o en i a ina d e o dea ho di abili o occ ence o an o o he en ;

(3) an ha a e ade in ba che d in a ea o ad ini a i e and co liance ea on , hich inc l de A a d ha ho ld ha e been an ed ea lie if no o ch ad ini a i e o co lance ea on b had o ai o be en ba ch;

(4) an o he A a d i h a i ed o acce le a ed e in ched le ch a ha e he A a d a e e en l o a ea d o he e le (12) on h ; o

(5) an i h a e o ance-ba ed e in condi on in lie o i e-ba ed e in ci ea ia,

each o hich a e con ide ed a a io e o ide le ibili o an A a d (a) a a o co e i e and condi on o ind ce al able a len o in he Go (b-a a a h (1) and (4)); (b) he a d a co nib on hich a o ha i e be ne lec ed d e o ad ini a i e o echnical ea on (b-a a a h (2) and (3)); (c) he a d e ce na l ea o a in acce le a ed e in (b-a a a h (4)); (d) o o i a e ce na l ea o a ba ed on ea o ance e ic ha han i e (b-a a a h (5)); and (e) in e ce na l ci c ance ha e j ified (b-a a a h (1) o (5)), hich i con i en i h he o e o he Sha e Sche e.

(e) Exercise Price and Issue Price

The E ci e Rice ha!!, bjec o an adj en ade in an o he a o he Sha e Sche e, be de e ined b he Bo a d a i ab o l e di c e ion o ided ha i ha!! be no le han he hi he o : (i) he co in ice o he Sha e a ho n in he dai! o a ion hee o he Soc E chan e on he da e, hich be a B ine Da ; (ii) he a a e o he co in ice o he Sha e a ho n in he dai! o a ion hee o he Soc E chan e o he ie (5) con ec i e da on hich he Sha e a e aded on he Soc E chan e i edia el ecedin he da e; and (iii) he no ina al e o he Sha e on he da e

The I e Rice ha!! be ch ice de e ined b he Bo a d in i ab o l e di c e ion and no ified o he Gi an ee in he a le e . Fo he a o idance o d b, he Bo a d a de e ine he I e Rice o be ni!.

(f) Maximum number of Shares

The total number of Shares which may be issued in respect of all Awards (which may be Share Options and/or Share Awards) which may be granted under the Share Scheme and any other schemes of the Company shall not exceed 10% of the Shares in issue (excluding treasury shares) as at the Adoption Date (the **Scheme Mandate Limit**). Awards (including Share Options and Share Awards) lapsed in accordance with the terms of the Share Scheme (and any other schemes of the Company) will not be counted against the Scheme Mandate Limit. On the basis of 989,750,000 Shares in issue on the Adoption Date, the Scheme Mandate Limit will be equivalent to 98,975,000 Shares, representing 10% of the Shares in issue as at the Adoption Date and approximately 10% of the Shares in issue (excluding treasury shares) as at the date of this annual report.

If the Company commences any subdivision or consolidation of its Shares after the Scheme Mandate Limit has been approved in general meeting, the maximum number of Shares that may be issued in respect of all Awards to be granted under all schemes of the Company and the Shares issued pursuant to all Awards already granted and outstanding but not yet exercised immediately before and after such subdivision or consolidation shall be the same as the number of Shares which any Awards may relate to immediately before and after such subdivision or consolidation.

Subject to the approval of Shareholders in general meeting, the Company may refresh the Scheme Mandate Limit at any time after the third (3rd) anniversary of the date of the Shareholders' approval for the last previous refreshment of the Adoption Date. The total number of Shares which may be issued upon exercise of all (i) the Awards (including Share Options and Share Awards) under the Share Scheme and (ii) the options and awards to be granted under any other schemes of the Company as refreshed must not exceed 10% of the Shares in issue (excluding treasury shares) as at the date of approval of the refreshment. For the purpose of calculating the Shareholders' mandate under the immediately preceding sentence, the Company must comply with the applicable requirements under the Listing Rules; and any refreshment within an

DIRECTORS' REPORT

(h) Maximum Entitlement of each Eligible Participant

Whe e an i an,● f an A a d (hich a be Sha e O, ,i n and/● Sha e A a d) ● an E!i ib!e Pa ,ici, an, ● !di e !, in ,he Sha e i ed and ● be i ed in e, ec,● f a!!● , ,i n and a a d i an,ed ● ch E!i ib!e Pa ,ici, an, (e c! din an ● , ,● n and a a d !a, ed in acc● dance i,h he ,e a ● f ,he e!e an, che e) in he ,e! e (12)- ● n,h, e i d , ● and inc! din ,he da,e● f ch i an,i e, e en,in in a i e a,e e ceedin 1%● f ,he Sha e in i e (e c! din ,ea i ha e), ch i an, be e, a a,e! a, i● ed b ,he Sha eh● !de in a ena a! ee,in ● f ,he G● , an i,h ch E!i ib!e Pa ,ici, an, and ,he , e ● n' c● e a ● cia,e (● i a ● cia,e if ,he E!i ib!e Pa ,ici, an, i a c● nnec,ed , e ● n) ab ,ainin ,● ● ,in .

The G● , an ,end a ci c !a ● ,he Sha eh● !de and ,he ci c !a di c● e ,he iden,i ● f ,he E!i ib!e Pa ,ici, an, ,he n be and ,e ● f ,he A a d (hich a be Sha e O, ,i n and/● Sha e A a d) ● be i an,ed (and A a d

On 29 November 2024, the Company granted 319,921 shares in respect of a director's and the employees of the Group subscribed for the Company's shares with an exercise price of HK$7.25 per share and for a validity period of 10 years. Among the shares granted, 99,336 granted shares are granted to Mr. Wan Yin, an Executive Director of the Company.

The grant of granted shares to the above mentioned Director has been approved by the INED in accordance with the Listing Rules. Save as disclosed above, none of the shares granted is a Director, chief executive or substantial shareholder (as defined under the Listing Rules) of the Company or any of their associates (as defined under the Listing Rules) as at the date of grant.

The following is the movement in the outstanding granted shares granted under the Share Scheme:

	Date of grant	Exercise price	Vesting period	Exercise period	Outstanding at 1 January 2024	Granted during the year	Exercised during the year	Lapsed during the year	Cancelled during the year	Outstanding at 31 December 2024
Mr. Wan Yin (Note 2)	29 November 2024	HK$7.25	29/11/2024 – 29/11/2025	29/11/2025 – 29/11/2034		99,336				99,336

DIRECTORS' REPORT

Pursuant to Rule 17.09(9) of the Listing Rules, as at 31 December 2024, the remaining term of the Share Scheme is about 9 years and 4 months.

Pursuant to Rule 17.07(3) of the Listing Rules, the total number of shares which may be issued in respect of all options, RSU and awards granted under the 2017 Share Option Scheme, the RSU Scheme and the Share Scheme during the year ended 31 December 2024 divided by the weighted average number of shares of the relevant class (excluding treasury shares) for the year financial year was 10.02%.

Information on the financial effect and accounting policies for options, RSU and awards granted under the scheme is provided in note 36 of the consolidated financial statements.

As at the date of this report, save as disclosed in the section headed "Biographies of Directors and Senior Management", there is no relationship among members of the Board, and between the Directors and the senior management of the Company.

PERMITTED INDEMNITY

Pursuant to the article of association of the Company, every Director of the Company shall be entitled to be

COMPLIANCE OF NON-COMPETITION UNDERTAKINGS

Mr. Tan, TMF Trustees Eandaran and Wide Group, the controlling shareholders of the Company (the **Covenantors**, each a **Covenantor**) executed the deed of non-competition undertaking dated 19 June 2017 in favour of the Company (for itself and as trustee for the subsidiaries of the Company (the **Subsidiaries**)) (the **Deed of Non-Competition**).

In accordance with the Deed of Non-Competition, the Covenantors irrevocably and unconditionally undertook to the Company, for itself and as trustee for and on behalf of the Subsidiaries, that they will not, and will procure that their respective associates (other than the Company, the **Controlled Persons**) and any company directly or indirectly controlled by their respective Covenantors (the **Controlled Company**) not, either on own account or in connection with any person, firm or company, carry on, participate in, be interested, acquire or operate, or provide any assistance to any person to carry on (except through the Group) any business which, directly or indirectly, competes with the business of the Group in Hong Kong, the PRC and elsewhere (the Company or any of the Subsidiaries is conducting or proposing to engage, including but not limited to property development and property management, financial services and accounts receivable management services (the **Restricted Business**).

Further, the Covenantors irrevocably and unconditionally undertook to the Company, for itself and as trustee for and on behalf of the Subsidiaries, that if any Covenantor and/or any Controlled Company is offered or becomes aware of any business opportunity directly or indirectly to engage in a Restricted Business (the **New Business Opportunity**): (a) it shall within 10 days notify the Company of such New Business Opportunity in writing and provide the Company with information reasonably required by the Company to enable it to assess whether the New Business Opportunity competes with the Restricted Business; and (b) it shall not, and shall procure that its Controlled Companies shall not, accept the New Business Opportunity unless it has been rejected by the Company and the Independent Non-executive Directors (as defined in the Deed of Non-Competition) and the terms upon which the Company or its Controlled Companies are offered the New Business Opportunity are no more favourable than the terms made available to the Company.

For the purpose of the Deed of Non-Competition, save as otherwise defined in the section headed Relationship with Controlling Shareholders in the Shareholders' Non-Competition Undertaking in favour of the Company dated 26 June 2017.

The Covenantors had confirmed to the Company, among other things, that they undertake in the Company and its relevant entities to have access to such information, financial and other records reasonably required to facilitate the Company to determine the compliance of the undertaking contained in the Deed of Non-Competition for the Listing Date to the date of the Annual Report.

Each of the Covenantors has confirmed to the Company of his/her/its compliance with the Deed of Non-Competition for the Listing Date to the date of this annual report. The Independent Non-executive Directors have reviewed the status of compliance and confirmed that the undertakings contained in the Deed of Non-Competition have been complied by each of the Covenantors for the Listing Date to the date of this annual report.

DIRECTORS' REPORT

RELATED PARTY TRANSACTIONS

Exempted continuing connected transactions

The Directors confirmed that the tenancy agreements (the **Tenancy Agreements**, collectively, the Tenancy Agreement I, Tenancy Agreement II, Tenancy Agreement III and Tenancy Agreement IV) entered into by the Group with Bondlink International Limited (**Bondlink**) which is a connected person, constituted continuing connected transactions of the Group under Chapter 14A of the Listing Rules.

On 12 April 2018, Bondlink as landlord and one of the holding companies of the Group as tenant (the **Lessee**) entered into a tenancy agreement (the **Tenancy Agreement I**) for the lease of the premises located at Room 4202, 42nd Floor, Tower 1, Lippo Centre, No. 89 Queensway, Hong Kong for a term of three years commencing from 16 April 2018 to 15 April 2021 (both days inclusive) at a monthly rent of HK$166,320 exclusive of building management fee, Government rent and Government rates. The aggregate of the management fee, Government rent and Government rates amounted to approximately HK$18,939 in total per month and subject to revision.

On 7 April 2020, Bondlink and the Lessee entered into a tenancy agreement (the **Tenancy Agreement II**) for the lease of the premises with the aforementioned location for a term of two years commencing from 16 April 2020 to 15 April 2022 (both days inclusive) at a monthly rent of HK$144,000 exclusive of building management fee, Government rent and Government rates. The aggregate of the management fee, Government rent and Government rates amounted to approximately HK$19,066 in total per month and subject to revision.

On 11 April 2022, Bondlink and the Lessee entered into a tenancy agreement (the **Tenancy Agreement III**) for the lease of the premises with the aforementioned location for a term of two years commencing from 16 April 2022 to 15 April 2024 (both days inclusive) at a monthly rent of HK$102,000 exclusive of building management fee, Government rent and Government rates. The aggregate of the management fee, Government rent and Government rates amounted to approximately HK$17,599 in total per month and subject to revision.

DIRECTORS' REPORT

CONTINUING DISCLOSURE UNDER RULE 13.22 OF THE LISTING RULES

Pursuant to Rule 13.22 of the Listing Rules, a combined statement of financial position of the affiliated companies with financial assistance given by the Group and guarantee given by the Group to facilities granted to the affiliated companies as at 31 December 2024, are presented as follows:

	Combined statement of financial position (RMB'000)	The Group's attributable interests (RMB'000)
Non-current assets	85,846	36,323
Current assets	19,675,257	8,287,098
Current liabilities	(15,883,238)	(6,684,916)
Total assets less current liabilities	3,877,865	1,638,505
Non-current liabilities	(984,239)	(400,334)
Net assets	2,893,626	1,238,171

The combined statement of financial position of the affiliated companies mainly represented their statement of financial position, after making adjustments to conform with the Group's significant accounting policies and making significant classifications in the statement of financial position, as at 31 December 2024.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the issue of this annual report, at least 25% of the Company's total issued Shares are held by the public throughout the year ended 31 December 2024 as required under the Listing Rules.

PRE-EMPTIVE RIGHTS

There is no provision in relevant laws of the Cayman Islands and the Articles of Association of the Company which obliges the Company to offer new Shares on a pro rata basis to the existing Shareholders.

TAX RELIEF

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

ENVIRONMENTAL POLICY AND SOCIAL RESPONSIBILITY

The Group is committed to sustainable development in the environment and society. The Group strives to advance environmental and social responsible practices and conduct business in a manner that creates value for its clients and employees. The Group complies with all relevant environmental laws and regulations that have significant impact on its operations. Reduce, Reuse and Recycle is the key to initiatives:

- Reduce the consumption of environmental resources such as staff and advocate to others to practise the same.
- Increase environmentally friendly documentation by applications of electronic documents and encourage double-sided printing and recycling. Reduce printing of paper and paper consumption.
- Maintain suitable indoor temperature and clean the air conditioning and the environment to reduce electricity use.

The Group actively strives to fulfil its corporate social responsibility within the Group and maintain sustainable environment, education and participation in community activities. The Group has dedicated staff to take charge of such matters and help to establish relationship between employees and the community and help in the need.

The Group aims to have the supply chain ecosystem that has significant application of information technology. The Group continuously provides digitalised supply chain technology solutions to SMEs, alleviating their business pressure and injecting

DIRECTORS' REPORT

REVIEW OF THE FINAL RESULTS BY AUDIT COMMITTEE

The Audit Committee comprises three members, namely Mr. Tang Kin San Terence (Chairman), Mr. Lo Wai Hon and Mr. Fong Hen Boo. Mr. Tang Kin San Terence and Mr. Fong Hen Boo are the Independent Non-executive Directors of the Company.

The Group's audited consolidated financial statements for the year ended 31 December 2024 and this annual report have been reviewed by the Audit Committee. The Board of Directors' opinion has such financial information has been prepared in compliance with the applicable accounting standards, the relevant provisions under the Listing Rules and the applicable legal requirements, and adequate disclosures have been made.

AUDITOR

A resolution will be proposed at the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

EVENT AFTER THE REPORTING PERIOD

The Company granted an aggregate of 259,580 shares options (**Share Option(s)**) to certain eligible persons on 24 March 2025, including 82,812 shares options granted to Mr. Wang Yin an Executive Director of the Company, to subscribe for ordinary shares of the Company listed on the Stock Exchange, subject to acceptance of the Share Option by the Grantee. These Grantee had been elected as participants under the SY Participant; and the Share Option granted to these persons 20% of their 2024 bonus accrued under the SY Participant.

For details, please refer to the announcement published by the Company on 24 March 2025 separately.

The Company had no other significant subsequent events after the period.

By order of the Board of
SY Holdings Group Limited
Tung Chi Fung
Chairman

Hong Kong, 17 March 2025



INDEPENDENT AUDITOR'S REPORT



CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2024

	NOTES	2024 RMB'000	2023 RMB'000
Profit for the year	12(a)	**390,867**	285,545
Other comprehensive income (expense) ("OCI"):	12(b)		
Items that will not be reclassified subsequently to profit or loss			
Fair value gain on investments in equity instruments at fair value through OCI (**FVTOCI**)	12(b)	**913**	7,769
Items that are reclassified subsequently to profit or loss:			
Exchange differences on translation of foreign operations		**34**	(96)
Fair value (loss) gain, net of ECL and reclassification on FVTOCI debt assets recognised in:	12(b)		
Supply chain asset at FVTOCI		**(8,253)**	3,945
Income tax relating to items that are reclassified subsequently		**2,063**	(981)
Share of other comprehensive income of associate, net of income tax		**128**	(240)
Reclassification of FVTOCI debt assets disposed of during the year, net of income tax		**3,145**	
Reclassification of FVTOCI debt assets impairment, net of income tax		**(25)**	
		(2,908)	2,628
Other comprehensive (expense) income for the year, net of income tax		**(1,995)**	10,397
Total comprehensive income for the year		**388,872**	295,942
Attributable to:			
Owners of the Company		**382,627**	277,831
Non-controlling interests		**6,245**	18,111
		388,872	295,942

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2024



	NOTES	31/12/2024 RMB'000	31/12/2023 RMB'000
NON-CURRENT ASSETS			
Property and equipment	16	**159,452**	68,264
Right-of-use assets	17	**91,733**	102,973
Investment properties	18	**30,170**	31,053
Goodwill	19a	**464,965**	316,028
Intangible assets	19b	**263,042**	168,611
Investments in associates	21	**1,504,285**	582,968
Deferred tax assets	22	**4,587**	18,163
Other financial assets at fair value through profit or loss (**FVTPL**)			

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

F●i ,ᵗhe ea ended 31 Dece ba 2024

Attributable to owners of the Company							
Share capital	Treasury stock	Share premium	Share held for restricted share scheme ("RSU Scheme")	Capital reserves	reserves/ revaluation reserves	Translation reserve	

Note :

(i) FVTOCI equity investments are irrevocable except for the Group's investments in (i) Fair value changes, net of ECL and reclassification adjustments on FVTOCI debt instruments; (ii) gains or losses of FVTOCI equity investments disposed of; (iii) investments in equity instruments reclassified from FVTOCI equity investments to financial assets at FVPL.

(ii) Pursuant to the articles of associations of the subsidiaries established in the People's Republic of China (**PRC**), the subsidiaries are required to appropriate 10% of their annual statutory profit after tax to the statutory reserve in accordance with the relevant accounting rules and financial regulations of the PRC before any distribution of dividends to each equity holder of the subsidiaries until the balance reaches 50% of their registered capital.

(iii) In January 2023, the Group acquired 49% additional interest in a non-wholly owned subsidiary at a consideration of RMB127,797,000.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2024





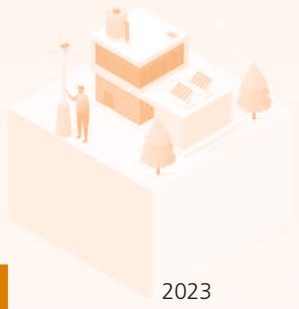
CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2024

	NOTES	2024 RMB'000	2023 RMB'000
INVESTING ACTIVITIES			
Proceeds from disposal of financial assets at FVTPL		2,109,897	1,061,953
Repayment from an associate		295,222	315,772
Redemption of time deposits		128,830	5,767
Redemption of a debt investment at amortised cost		19,000	
Bank interest income received		18,940	14,557
Dividend received from associate		11,143	

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2024



	NOTE	2024 RMB'000	2023 RMB'000
FINANCING ACTIVITIES	41		
Loans raised from related parties		5,513,871	2,947,513
New bonds issued		2,925,725	6,934,709
Withdrawals of pledged bank deposits in bond issue		1,532,430	2,306,243
Withdrawals of pledged escrow bank deposits in bond issue		104,826	233,108
Proceeds from other financial liabilities at FVTPL		72,429	92,115
Proceeds from disposal of financial interests in subsidiaries that do not result in loss of control		3,442	24,000
Proceeds received on exercise of RSU Scheme		590	
Acquisitions of additional interests in subsidiaries of the Company		–	(127,797)
Repayments of secured bond issue		–	8,449
Interest paid on lease liabilities		(915)	(1,248)
Purchase of shares under RSU Scheme		(2,188)	(20,133)
Payments on settlement of shares		(6,457)	(96,085)
Repayments of lease liabilities		(10,297)	(12,853)
Placement of escrow bank deposits in bond issue		(14,225)	(171,247)
Dividends paid to non-controlling shareholders of subsidiaries		(30,044)	(2,950)
Repayments of other financial liabilities at FVTPL		(63,901)	(43,857)
Interest paid on loans from related parties		(178,912)	(46,084)
Interest paid on bonds issued		(181,664)	(346,204)
Dividends paid to shareholders of the Company		(240,839)	(67,684)
Placement of pledged bank deposits in bond issue		(2,137,442)	(2,629,065)
Repayments of bonds issued		(4,580,920)	(7,120,614)
Repayments of loans from related parties		(5,291,152)	(2,566,231)
NET CASH USED IN FINANCING ACTIVITIES		(2,585,643)	(705,915)
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS		(136,988)	77,615
Effects of foreign exchange rate change		(5,608)	3,562
CASH AND CASH EQUIVALENTS AT 1 JANUARY		658,210	577,033
CASH AND CASH EQUIVALENTS AT 31 DECEMBER		515,614	658,210



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

1. GENERAL INFORMATION

SY Holdings Group Limited (the **Company**) is a public limited company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the **Stock Exchange**). The Company's immediate holding company is Wide Group Limited. Its ultimate holding company is Mr. Tong Chi Fung, who is also the Chairman and Executive Director of the Company. The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section of the annual report.

The Company is an investment holding company. The principal activities of the Company and its subsidiaries (collectively referred to as the **Group**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For he ea ended 31 Dece ba 2024

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (continued)

2.1 Impacts on application of Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the "2020 Amendments") and Amendments to HKAS 1 Non-current Liabilities with Covenants (the "2022 Amendments")

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (continued)

2.1 Impacts on application of Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the "2020 Amendments") and Amendments to HKAS 1 Non-current Liabilities with Covenants (the "2022 Amendments") (continued)

Borrowings which are subject to meeting certain conditions/covenants within 12 months from reporting date

The Group's bank borrowings amounted to RMB201,857,000 and RMB811,489,000 as at 1 January and 31 December 2023, respectively are subject to compliance with certain financial covenants as set out in the relevant loan agreements. Upon the application of the 2022 Amendments, such borrowings are classified as non-current as the Group has the right which the Group exercised to comply with such financial covenants as set out in the relevant loan agreements did not affect the classification at the end of the reporting date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For he ea ended 31 Dece ba 2024

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (continued)

HKFRS 18 Presentation and Disclosure in Financial Statements

HKFRS 18 hich e o ie e en o e en a i n and di c e in financia! a e en , i!! e lace HKAS 1 *Re en a i n o f Financia! S a e en* . Thi ne HKFRS, hi!e ca in b a d an o f he e ie e en in HKAS 1, in o d ce ne e ie e en o e en ecified ca e o ie and defined b a! in he a e en o fi o i ; o ide di c e n ana e en-defined e bi ance ea e in he n e o he financia! a e en and i o e a e a i n and di a e a i n o f inb a i n o be di c ed in he financia! a e en . In addi i n, o e HKAS 1 a a a h ha e been o ed o HKAS 8 and HKFRS 7. Mino a end en o HKAS 7 *S a e en o f Ca h Fo* and HKAS 33 *Ea nin e a Sha e* a e a!o ade.

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

3.1 Basis of preparation of consolidated financial statements

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Basis of consolidation (continued)

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.

Profit or loss and each item of OCI are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into 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.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent ownership interests that entitle their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in OCI in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRS). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 *Financial Instruments*, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Business combinations (continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Goodwill

Goodwill arising on an acquisition of a business is carried at cost established at the date of acquisition of the business (see above) less accumulated impairment losses, if any.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Fo• ₹he ea ended 31 Dece ba 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Investments in associates (continued)

An in e ₹ en ₹ in an a • cia₹e i acco n₹ed b• i in ₹he e₹ i e₹h d f• ₹he da₹e on hich ₹he in e₹ee bec e an a • cia₹e. On ac₹ i i₹ion f ₹he in e₹ en ₹ in an a • cia₹e, an e ce • f ₹he co ₹ • f ₹he in e₹ en ₹ a ₹he G• ₹ ' ha e • f ₹he ne₹ fai a! e • f ₹he iden₹i fiable a e₹ and !iabili₹ie • f ₹he in e₹ee i ₹ec ni ed a • • d i!!, hich i inc! ded i₹hin ₹he ca₹ in a • n₹ • f ₹he in e₹ en₹. An e ce • f ₹he G• ₹ ' ha e • f ₹he ne₹ fai a! e • f ₹he iden₹i fiable a e₹ and !iabili₹ie • a ₹he co ₹ • f ₹he in e₹ en₹, a₹a ₹ea e en₹, i ₹ec ni ed i edia₹e! in₹e fi₹ • in ₹he a • d in hich ₹he in e₹ en₹ i ac₹ i ed.

When a ₹• ₹ en i₹ an ac₹ i h an a • cia₹e • f ₹he G• ₹ ₹• fi₹ and • e ₹ e !in f• ₹he ₹an ac₹ • n i h ₹he a • cia₹e a e₹ec ni ed in ₹he co n• !ida₹ed financia! ₹a₹e en₹ • n! ₹o ₹he e₹en₹ • f in₹e e₹ in ₹he a • cia₹e ha₹ a e m₹ e!a₹ed ₹• ₹he G• ₹ .

Income recognised in accordance with HKFRS 9

Di i₹a! financin • /₹ • n

In₹e ₹ino e f• ₹he di i₹a! financin • /₹ • n co n i₹ • f in₹e ₹ino e hich i ₹ec ni ed in acc• dance i h HKFRS 9.

G a an₹ee ino e f• ₹he di i₹a! financin • /₹ • n ₹• ided ₹• c ₹• e in₹e!a₹ • n₹ • ₹he ₹an ac₹ • n i h ₹hei ₹• ₹ !ia and c ₹• e i ₹ec ni ed in acc• dance i h HKFRS 9 nda ₹he acco n₹in ₹• !ic • f financia! a an₹ee co n₹ac₹ .

Revenue from contracts with customers

A co n₹ ac₹ !iabili₹ i e₹ i en₹ ₹he G• ₹ ' • b!i a₹i • n ₹• ₹an fe • • d • c e ice ₹• a c ₹• e ₹• hich ₹he G• ₹ ha i ecei ed co n ida a₹i • n f• an a • n₹ • f co n ida a₹i • n i d e) f• ₹he c ₹• e .

Co n₹ ac₹ i h !i₹ !e₹ a₹i ance • b!i a₹i • n (inc! din ak• ca₹i • n • f ₹an ac₹ • n ₹ ice)

Fo• co n₹ ac₹ ha₹ co n₹ain • e ₹han • ne₹ a₹i ance • b!i a₹i • n , ₹he G• ₹ ak• ca₹e ₹he ₹an ac₹ • n ₹ ice • each ₹ a₹i ance • b!i a₹i • n • n a! e!a₹i e ₹and-ak• ne e!!in ₹ ice ba i .

The ₹and-ak• ne e!!in ₹ ice • f ₹he di inc₹ • • d• ₹ a ice nda! in each ₹ a₹i ance • b!i a₹i • n i de₹ a ined a₹ co n₹ ac₹ ince₹ i • n. I i e₹ e en₹ ₹he ₹ ice a ₹ hich ₹he G• ₹ • !d e!! a₹e ₹• ₹ i ed • • d• ₹ a ice e₹ a a₹e! • a c ₹• e. If a ₹and-ak• ne e!!in ₹ ice i n• ₹ di ec₹! • b a able, ₹he G• ₹ e i a₹e i₹ in a₹₹ • ₹ ia₹e ₹echni₹ e ch ha₹ ₹he ₹an ac₹ • n ₹ ice !i a₹e! ak• ca₹ed • an ₹ a₹i ance • b!i a₹i • n i ef!ec₹ ₹he a • n₹ • f co n ida a₹i • n ₹• hich ₹he G• ₹ e₹ec₹ ₹• be en i₹!ed in e chan e f• ₹an fe in ₹he ₹• ₹ i ed • • d• ₹ a ice ₹• ₹he c ₹• e.

O a₹i e₹ i e en ₹ ₹ ec ni₹ • n: ea i e en₹ • f ₹• ₹ i e ₹• ₹• ad co n₹ ₹ e₹ a i fac₹ • ₹ f a₹ a₹i ance • b!i a₹i • n

O₹₹ ₹ e₹h • d

The ₹• ₹ i e ₹• ₹• ad co n₹ ₹ e₹ a i fac₹ • ₹ f a₹ a₹i ance • b!i a₹i • n i ea ₹ed ba ed • n ₹₹ ₹ e₹h • d, hich i ₹• ₹ec ni e₹ i e en e • n ₹he ba i • f di ec₹ ea ₹ i e en₹ • f ₹he a! e • f ₹he a ice ₹an fe ed ₹• ₹he c ₹• e ₹• da₹e ₹ he₹ i e ₹he₹ e ₹ainin a ice₹ i ed nda ₹he co n₹ ac₹ ha₹ be ₹ de ic₹ ₹he G• ₹ ' ₹a₹i ance in ₹an fe in co n₹ • ! f a ice .

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For he ea ended 31 Dece ba 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Revenue from contracts with customers (continued)

E ience of i nifican financin o o nen

In de ain he an ac n ice, he Go adj he o ied a n of con ida a n b he effec of he i e al e of one if he i in e a en a eed (ei ha e ici! o i ici!) o ide he c e a of he Go ih a i nifican bene i of financin he an fa of ed o ice of he c e a. In he ecific ance, he con ac con ain a i nifican financin o o nen. A i nifican financin o o nen a ei e adle of he ha he o ied financin i e ici! a ed in he con ac o i ied b he a en a eed b he a ie of he con ac.

Fo con ac ha e he a d be een a en and an fa of he a cia ed o d o ice i le han one ea, he Go a lie he ac ical e edien of adj in he an ac n ice b an i nifican financin o o nen.

Fo con ac ha e he Go an fa ed he a cia ed o d o ice be ie a en fo c e a in hich he Go adj b he o ied a n of con ida a n b i nifican financin o o nen, he Go a lie a di o n a e ha ld be ec ed in a e a e financin an ac n be een he Go and he c e a con ac ince ion. The Go ie ni e in e ino ed in he a d be een he a en fo c e a and he an fa of he a cia ed o d o ice.

Re en ei e ni n

The Go ' e en e fo con ac ih c e a ie ni n o licie a e fo la -ba ed echni e a ice. Pla -ba ed echni e a ice i ai! inc! de echni e and he a ice b an facili a n, ie fe al a ice, echni e a ice b a e-bac ed ec i i a n (**ABS**) o d c , ! chain echni e a ice and he a ice.

Re en e fo echni e and he a ice b an facili a n i ie ni ed a i e b ie fe ence of he o ie o ad o le e a i fac n of he ele an e ob i an ce ob i a n hen he c e a i fulfille ece i e and on e he bene i o ided b he Go ' e ob i ance a he Go e ob i .

Re en e fo e fe al a ice i ie ni ed a a a in in i e hen a ice a ei ende ed in acco dance ih con ac a .

Re en e fo echni e a ice b ABS o d c i ie ni ed a a a in in i e hen a ice a ei ende ed in acco dance ih con ac a .

Re en e fo ! chain echni e a ice i ie ni ed a i e b ie fe ence of he o ie o ad o le e a i fac n of he ele an e ob i an ce ob i a n hen he c e a i fulfille ece i e and on e he bene i o ided b he Go ' e ob i ance a he Go e ob i .

Re en e fo he a ice i ie ni ed a i e hen a ice a ei ende ed in acco dance ih con ac a .



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

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 translated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated 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 translated.

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

Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowings that have been made pending their application on qualifying assets are included in the general borrowings in arriving at the capitalisation rate applied to general borrowings. In respect of specific borrowings made for the purpose of obtaining a qualifying asset, the amounts eligible for capitalisation.

All other 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 relating to income are recognised as income 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. Specifically, government grants whose primary condition that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss over the useful lives of the related assets.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Taxation (continued)

For leasing transactions in which the Group is subject to income tax, the Group applies HKAS 12 Income Taxes to lease liabilities and the related assets.

The Group recognises deferred tax assets related to lease liabilities if there is sufficient taxable profits available against which deductible temporary differences can be utilised and a deferred tax liability for all taxable temporary differences.

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

Current and deferred taxes are recognised in profit or loss, except when they relate to items recognised in OCI or directly in equity, in which case, the current and deferred taxes are also recognised in OCI or directly in equity respectively. When 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.

Property and equipment

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



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Intangible assets

Intangible assets acquired separately

Intangible assets with finite lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any accumulated impairment losses.

Internally-generated intangible assets – research and development expenditure

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Intangible assets (continued)

In an ible a e ac i ed in a b ine o bina on

In an ible a e ac i ed in a b ine o bina on a e ed ni ed e a a e! i o d i!! and a e ini ia!! ee ni ed a hei fai a! e a he ac i i on da e (hich i e a ded a hei o).

S b e en o ini ia! ee ni on, in an ible a e ac i ed in a b ine o bina on i h inde ini e ef ! i e a e ca ied a o !e an b e en acc !a ed i ai en e .

An in an ible a e i da ed ni ed n di o a!, hen m f e ee m ic bene i a e e ec ed i o e di o a!. Gain and o e a i in i o da ed ni on f an in an ible a e ea ed a he diffe ence be een



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Fo● ,he ea ended 31 Dece ba 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Impairment on property and equipment, investment property carried at cost, right-of-use assets, contract costs and intangible assets other than goodwill (continued)

If ,he●● eco ●a able a ● n,● f an a e,● (● a CGU) i e ,i ●a ed ● be le ,han i, ca ●● in a ● n, ,he ca ●● in a ● n ● f ,he a e,● (● a CGU) i ●ed ced ● i, eco ●a able a ● n. In a●● ca ●● in ,he i,●● ai en,● , ,he i,●● ai en,● i a●● ca ed ●i ,● ●ed ce ,he ca ●● in a ● n,● f an ●● d i●● (if a,, ●licable) and ,hen ● ,he●● ,ha a e,● na ●●● a,a ba i ba ed● n ,he ca ●● in a ● n,● f each a e, in ,he ni,●● ,he ●●● ,● f CGU . The ca ●● in a ● n,● f an a e, i ●● ,ed ced be● ,he hi he ,● f i, ●ai a/ e/e co ,● f di●● a/ (if ea ●●able), i, a/ e in e (if de,a inable) and ea● . The a ● n,● f ,he i,●● ai en,● ,ha,● ●d● ,ha i e ha e been a●● ca ed ● ,he a e, i a●● ca ed ●●● ●a,a ● ,he● ,ha a e,● f ,he ni,●● ,he ●●● ,● f CGU . An i,●● ai en,● i ●eco ni ed i ●edia,e/ in●●● i,●● ● .

Wha e an i,●● ai en,● b e, en,/ ●e a e , ,he ca ●● in a ● n,● f ,he a e,● (● a CGU● a ●●● ,● f CGU) i ●nca ea ed ● ,he● e ●ed e, i a,e● f i, eco ●a able a ● n, b ● ● ,ha ,he inca ea ed ca ●● in a ● n,● de ● ,e ceed ,he ca ●● in a ● n ,ha,● ●d ha e been de,a ined had ● i,●● ai en,● been eco ni ed ●i ,he a e,● (● a CGU● a ●●● ,● f CGU) in ●●● ea . A●e a a/● f an i,●● ai en,● i eco ni ed i ●edia,e/ in●●● i,●● ● .

Cash and cash equivalents

Ca h and ca h e, i a/en,●●e en ed● n ,he co ● n● lida,ed ,a,e en,● f financia/ ●● i,● n inc/ de:

(a) ca h, hich co ●●● i e ● f ca h● n hand and de and de,● i, , e c/ din ban ba/ance ,ha, a e bjec, ● i e /a● i e ,ic● n ,ha i e /, in ch ba/ance ● ● n a ee, in ,he de●ini,● n● f ca h; and

(b) ca h e, i a/en, , hich co ●●● i e ● f ho●●-,e (ena a/ i,h● i ina/ a,i, ● f ,he ee ● n,h● i/e), hi h/ /i, id in e, en ,ha a ei eadi/ co n e ible ● a ● n a ● n,● f ca h and hich a e bjec, ● an in i ●ican,i ● f chan e in a/ e. Ca h e, i a/en, a e he/d ●i ,he ●●● ,● f ee in ho●●-,e ca h co i, en ,a ,ha ,han ●i in e, en● ● ,he ●●● ,● e .

Fo● ,he ●●● ,● e ● f ,he co ● n● lida,ed ,a,e en,● f ca h ●● , ca h and ca h e, i a/en, co n i,● f ca h and ca h e, i a/en, a de●ined ab● e.

Financial instruments

The e●●ec,i e in,e e, e,ho d i a e,ho d ● f ca/c /a in ,he a● i,ed co ,● f a financia/ a e,● financia/ /iabi/i, and● f a●● ca ●● in,e e, inco e and in,e e, e,en e● a ,he●● e/e an, a i d. The e●●ec,i e in,e e, i a,e i ,he a,e ,ha, e ac/ di co n, e i a,ed f ,● e ca h ●ece i, and ,a en, (inc/ din a/● ●ee and ,● in●●● aid● ●ece i ed ,ha, ● an in,e a/ a ● f ,he e●●ec,i e in,e e, i a,e, ,an ac●● n co ,, and● ,he●● e i ● ● di co n,) ,h● h ,he e●●ec,ed /i●e● f ,he financia/ a e,● financia/ /iabi/i, ,● , ha e a●●● ●ia,e, a ho●●-●●● ●a id, ● ,he ne, ca ●● in a ● n,● n ini,ia/ ●eco ni● n.

Inco e a i in ●● di i,a/ financin ● /● n hich i de i ed ●● ,he G● ,' ● i dina co ●● e● f b ine i ●●● e ened a ●e en e.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For he ea ended 31 Dece ba 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financia a e

Cla ifica n and b e en ea e en f financia a e

Financia a e ha ee he b l in condi n a e b e en ea ed a a ied co :

he financia a e i held i hin a b ine de ho e bjec i e i collec con ac a ca h ow ; and

he con ac a e i ie n ecified da e ca h ow ha a e le a en b inci a and in e e n he inci a a n e andin .

Deb in en ha ee he b l in condi n a e b e en ea ed a FVTOCI:

he financia a e i held i hin a b ine de ho e bjec i e i achie ed b b h ellin and collec in con ac a ca h ow ; and

he con ac a e i ie n ecified da e ca h ow ha a e le a en b inci a and in e e n he inci a a n e andin .

All he financia a e a e b e en ea ed a FVTPL, e ce ha a ini ia ie n f a financia a e he Go a e cabl elec e ie en b e en chan e in fai a e f an e i in e en in OCI if ha e i in e en i nei ha held o adin no con in en con ide a n ie ni ed b an ac i a in a b ine bina n hich HKFRS 3 *B ine Co bina n a ie*.

In addi n, he Go a e cabl de i na e a financia a e ha a ie e i ed be ea ed a he a ied co f FVTOCI a ea ed a FVTPL if do in e eli ina e i nificant ed ce an aco n in i a ch.

(i) A ied co and in e e ine e

In e e ine e i ie ni ed in he effec i e in e e e d o financia a e ea ed b e en a a ied co and a ! chain a e b e en ea ed a FVTOCI. In e e ine e i ca c la ed b a ! in he effec i e in e e a e he e ca in a n f a financia a e, e ce o financia a e ha ha e b e en beco e edi- ai ed (ee be). o financia a e ha ha e b e en beco e edi- ai ed, in e e ine e i ie ni ed b a ! in he effec i e in e e a e he a ied co f he financia a e o he ne e o in e e d. If he edi i n he edi- ai ed financia in en i n e ha he financia a e i no n edi- ai ed, in e e ine e i ie ni ed b a ! in he effec i e in e e a e he ca in a n f he financia a e o he be innin f he e o in e e d o in he dec ina n ha he a e i no n edi- ai ed.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

(ii) Debt instruments classified as at FVTOCI

Subsequent changes in the carrying amount of debt instruments classified as at FVTOCI are recognised in profit or loss as interest income calculated using the effective interest method. All other changes in the carrying amount of these assets are recognised in OCI and accumulated under the heading of FVTOCI reserve. Impairment allowances recognised in profit or loss which correspond



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in equity instrument which the Group has irrevocably elected to classify as FVTOCI, the cumulative gain or loss previously accumulated in the FVTOCI reserve is not reclassified to profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments issued 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.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

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

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the ea ended 31 Dece ba 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Da i a ie financial in] en

Da i a ie a e ini ia!! ec ni ed a fai a!e a the da e hen da i a ie c n ac a e en ed in and a e b e en! e ea ed the fai a!e a the end f he e i in a ed. The e !in ain i ec ni ed in ne fi i .

A da i a ie i e en ed a a n-c en a e a n-c en liabili if he e ainin a i f he in] en i e han 12 n h and i i d e be ea li ed e ed i hin 12 n h . Oha da i a ie a e e en ed a c en a e c en liabili ie .

Off e in a financial a e and a financial liabili

A financial a e and a financial liabili a e ff e and he ne a n e en ed in he c n lida ed a e en f financial i n hen, and n! hen, the Go c en ha a le a!! enfi ceable i h e e ff he ec ni ed a n ; and in end ei he e e n a ne ba i , i ea ie the a e and e le the liabili ane !.

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In he a lica i n f he Go ' ac n in licie , he di ec i f he Go an a e e ied e a e j d e en , e i a e and a ma e ab he ca in a n f a e and liabili ie ha a e ma ea di! a a en fi n he ce . The e i a e and nda! in a ma e ba ed n hi ical e a ience and he fac ha a e c n ida ed be ele an . Ac a e ! a diffa fi he e e i a e .

The e i a e and nda! in a ma e a e ie ed n an n- in ba i . Re i i n acc n in e i a e a e ec ni ed in he a d in hich he e i a e i e ied if he e i n affec n! ha a d, i in he a d f he e i n and f ma e a d if he e i n affec b h c en and f ma e a d .

Critical judgement in applying accounting policies

The f ll in i he c i ical j d e en, a a fi n he e in f! in e i a i n (ee be), ha he di ec f he Go an ha e ade in he ce f a a! in the Go ' ac n in licie and ha ha e the n i nifican effec n the a n ec ni ed in he c n lida ed financial a e en .

Derecognition of financial assets

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For he ea ended 31 Dece ba 2024



4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Critical judgement in applying accounting policies (continued)

Derecognition of financial assets (continued)

The Go r ana al e he co n ac al i h and o bli a n in co nnec n i h ch an a e de e ine he he he da eo ni n ci ia ia e e ba ed on he o lo in con ida a n :

- he he i ha an fe ed he i h o ece ei e co n ac al ca h fo i o he financia a e o i he an fe ali ied bi he a he h o f o e ca h fo o inde en hi d a ie ; and
- ha e he Go r nei he e ained no an fe ed b an ia all o f he i and e a d a o cia ed i h he o na bi , he Go r ana al e he he Go r ha e in ed i co n o l a he e financia a e , and if he Go r ha co n in in o l e en in he e an fe ed financia a e . Wha e he Go r ha no e ained co n o l, i da eo ni e he e financia a e and eo ni e e a a e al a a e o liabili ie an i h and o bli a n ca ed o i e ained in he an fe . O he i e, he Go r co n in e o eo ni e he e financia a e o he e en o f i co n in in o l e en in he financia a e .

D in he ea ended 31 Dece ba 2024, ain o ni e financin o f r l chain a e r n da eo ni n hich e he da eo ni n ci ia ia e RMB50,911,000 (2023: RMB70,473,000). De ail o f da eo ni n o f r l chain a e a e di co ed in no e 6.

Key sources of estimation uncertainty

The o lo in a e he e a r n co nca nin he f e, and o he e o ce o f e i a n nca ain a he end o f



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Estimated impairment of goodwill and intangible assets with indefinite useful life

Determining whether goodwill and intangible assets with indefinite useful life is impaired requires an estimation of the recoverable amount of the CGU (or group of CGU) to which goodwill and intangible assets with indefinite useful life has

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

6. REVENUE AND INCOME FROM PRINCIPAL ACTIVITIES (continued)

(ii) Income from digital financing solutions

	2024 RMB'000	2023 RMB'000
In₹e ₹ ino e i● ₹ ₁ chain a e₹	484,348	701,349
G a an₹ee ino e	35,840	19,423
In₹e ₹ ino e i● ₹ ● n₁ ac₹ ● n₹ainin i nifican₹ financin ● ₁● nen₹	1,696	2,039
	521,884	722,811

(iii) Gain on refinancing of supply chain assets upon derecognition

Fo₁ ₹he ea ended 2024 and 2023, ₹he G● ₁ ● ld₁ a₹● ₹ ₁ chain a e₹ ● ca₹ain ₹financia! in ₹₁ ● n ain! in ₹he PRC. Re₹financin ● ₹ ₁ chain a e₹ a e₁ i e ● ₹ !! da e● ni ● n● ₹ he ₁ chain a e₹₁ i an₹ ● ₹he ₹a ● ₹ a!e a₁ ee en₹ i ned be₹ een ₹he G● ₁ and i e!e an₹ ₹financia! in ₹₁ ● n .

	2024 RMB'000	2023 RMB'000
Gain● ni e₹financin ● ₹ ₁ chain a e₹ ₁● n da e● ni ● n	50,911	70,473

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

F he ea ended 31 Dece ba 2024



8. OTHER GAINS AND LOSSES

	2024 RMB'000	2023 RMB'000
347)4)n di a e i en 4		
47)4 **loss) from disposualof subsidiaries (note 43)4**		

b).0

) i chLane in ai a! e i0



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Fo i, he ea ended 31 Dece ba 2024

10. FINANCE COSTS

	2024 RMB'000	2023 RMB'000
In,e e, and a an,ee e, en e o n bo,,o in (no ,e)	182,002	353,464
In,e e, o n o an fo i elae,ed , a ie (no ,e 38)	176,191	54,085
In,e e, o n lea e liabili,ie (no ,e)	915	1,248
To ,a! finance co ,	359,108	408,797
Le : a o n, ca i,ali ed in he co ,o f b il!din nda co n, c,o n	(32)	
	359,076	408,797

No ,e: De,ai! o f he a an,ee e, en e o n bo,,o in and he in,e e, o n lea e liabili,ie in elao n o i elae,ed , a ie a e e,o , in no ,e 38.

D i in he ea ended 31 Dece ba 2024, he ei h,ed a e a e ca i,ali a,o n a,e o n he bo,,o in i 5% , e ann .

11. TAXATION

	2024 RMB'000	2023 RMB'000
The cha e co , ie :		
C i en,a		
PRC En,e , i e Inco e Ta (**EIT**)	112,460	74,610
Wi hho ldin , a le ied o n in,e e , ino e o f Ho n Ko n b idia ie	86	990
Wi hho ldin , a le ied o n di idend dec la ed o f PRC b idia ie	5,237	2,228
	117,783	77,828
Defe i ed , a (no ,e 22)	11,470	7,270
	129,253	85,098

No ,o i o n bi Ho n Ko n Pro fi, Ta ha been ade in he co n o lida ed financia! , a e en, a he Go , ' o , e a o n in Ho n Ko n had no a e able , o fi, d i in bo h ea .

Unde he La o f he PRC o n EIT (he **EIT Law**) and I , le en a o n Re la o n o f he EIT La , he , a i a,e o f he PRC b idia ie i 25% bi bo h ea . A PRC b idia enjo , i efe ia enia! , a i a,e o f 15% acco i din , o , o a! lo ca! , a b i ea .

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024



11. TAXATION (continued)

The tax charge for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss as follows:

	2024 RMB'000	2023 RMB'000
Profit before taxation	520,120	370,643
Tax at the domestic EIT rate of 25%	130,030	92,661
Tax effect of share of profit of associate	(31,141)	(5,090)
Tax effect of income not taxable for tax purpose (note)	(12,321)	
Tax effect of expenses not deductible for tax purpose	29,962	15,341
Effect of different tax rates of the subsidiaries	(23,013)	(16,977)
Tax effect of tax losses not recognised	14,712	13,925
Utilisation of tax losses previously not recognised	–	(2,566)
Tax benefit on research and development expenses	(3,905)	(5,299)
Withholding tax on distributable earnings of the PRC subsidiaries	24,929	18,517
Effect of adjustments on withholding tax of undistributed earnings of PRC subsidiaries (note 22)	–	(25,414)
Tax charge for the year	129,253	85,098

Note: The amount represents the exempt income from equity investments in associates recognised using the equity method.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

12. PROFIT FOR THE YEAR/OTHER COMPREHENSIVE INCOME (EXPENSE)

(a) Profit for the year

Profit for the year has been arrived at after charging (crediting):

	2024 RMB'000	2023 RMB'000
Directors' emoluments (note 13)	8,674	7,945
Other staff costs (excluding directors' emoluments)		
Salaries, allowances and other staff benefits, including		
share-based payment expenses	192,951	182,360
Staff retirement benefits scheme contributions	12,939	11,698
Total staff costs	214,564	202,003
Less: amounts capitalised in intangible assets	(26,956)	(23,724)
amounts capitalised in contract costs	–	(511)
Staff costs recognised in profit or loss	187,608	177,768
Depreciation of property, plant and equipment	1,637	2,826
Depreciation of right-of-use assets	12,415	14,789
Depreciation of investment properties	883	883
Amortisation of intangible assets	19,418	14,099
Total depreciation and amortisation	34,353	32,597
Less: amounts capitalised in intangible assets	–	(7)
amounts capitalised in building under construction	(2,158)	(1,079)
Depreciation and amortisation recognised in profit or loss	32,195	31,511
Research and development costs (note)	22,799	24,729
Auditor's remuneration	3,300	3,620
Materials costs recognised as an expense	639	21,125
Donation	721	3,039

Note: During the year ended 31 December 2024, the research and development costs recognised in the cost and operating expenses amounted to RMB22,156,000 (2023: RMB24,116,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the ea ended 31 Dece ba 2024



15. EARNINGS PER SHARE

The calc la o n of ba ic and di! ed ea nin a ha e a ib able o he o na of he Co an i ba ed on he ol lo in da a:

	2024 RMB'000	2023 RMB'000
Ea nin :		
Re ri bu o he ea a ib able o o na of he Co an fo he ea of ba ic and di! ed ea nin a ha e	380,180	268,246

	2024 '000	2023 '000
N ba of ha e :		
Wei h ed a a e n ba of ordina ha e fo he ea of ba ic ea nin a ha e	976,219	985,236
Effec of di! i e o en ial on ordina ha e :		
Sha e o ion /RSU Sche e	477	607
Wei h ed a a e n ba of ordina ha e fo he ea of di! ed ea nin a ha e	976,696	985,843



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

F the ea ended 31 Dece ba 2024

16. PROPERTY AND EQUIPMENT

	Leasehold improvement RMB'000	Electronic equipment RMB'000	Furniture and office equipment RMB'000	Buildings RMB'000	Motor vehicles RMB'000	Buildings under construction RMB'000	Total RMB'000
COST							
A 1 Jan a 2023	5,566	12,686	1,724	620	2,074	11,121	33,791
Addi n		257	9			54,098	54,364
Di a!		(535)	(15)	(620)	(234)		(1,404)
A 31 Dece ba 2023	5,566	12,408	1,718		1,840	65,219	86,751
Addi n		631			1,438	90,841	92,910
Ac ied n ac i i n f b idia ie (n e 42)			40				40
Di a! f b idia ie (n e 43(a))		(164)	(121)				(285)
Di a!	(90)	(227)	(127)		(354)		(798)
A 31 Dece ba 2024	5,476	12,648	1,510	–	2,924	156,060	178,618
DEPRECIATION							
A 1 Jan a 2023	5,332	8,703	890	104	1,336		16,365
Cha e i he ea	223	2,016	253	22	312		2,826
Eli ina ed n di a!		(465)	(13)	(126)	(100)		(704)
A 31 Dece ba 2023	5,555	10,254	1,130		1,548		18,487
Cha e i he ea	11	1,177	217		232		1,637
Di a! f b idia ie (n e 43(a))		(132)	(84)				(216)
Eli ina ed n di a!	(90)	(206)	(112)		(334)		(742)
A 31 Dece ba 2024	5,476	11,093	1,151	–	1,446	–	19,166
CARRYING VALUES							
A 31 Dece ba 2024	–	1,555	359	–	1,478	156,060	159,452
A 31 Dece ba 2023	11	2,154	588		292	65,219	68,264

The ab e ie f i e and e i en e ce i c n in ie a ed de ecia ed n a ai h-line ba i a he f ll in e i a ed ef l ie :

Lea eh ld i ie e en	3 ea i e a he ea f he ie an lea e
Elec nic e i en	3 ea
F ni ie and ffice e i en	5 ea
B il din	20 ea
M i ehicle	4 8 ea



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

17. RIGHT-OF-USE ASSETS (continued)

In addition, as at 31 December 2024, lease liabilities of RMB10,739,000 (31 December 2023: RMB19,969,000) are secured with the related right-of-use assets of RMB11,354,000 (31 December 2023: RMB20,436,000). The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

18. INVESTMENT PROPERTY

	Investment property RMB'000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024



21. INVESTMENTS IN ASSOCIATES (continued)

Summarised financial information of the material associate

Summarised financial information in respect of each of the Group's material associate is set out below. The summarised financial information below represents amounts in associate's financial statements prepared in accordance with HKFRS.

The associate is accounted for in the consolidated financial statements.

WXGJ

	31/12/2024 RMB'000
Current assets	5,955,814
Non-current assets	139,877
Current liabilities	4,469,751
Non-current liabilities	475,000

	For the period from 1/3/2024 to 31/12/2024 RMB'000
Revenue	282,137
Profit before taxation	108,674
Profit for the year	81,492
OCI for the year	–
Total comprehensive income for the year	81,492
Dividends received from the associated in the year	–



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Fo r he ea ended 31 Dece ba 2024



22. DEFERRED TAXATION

The b /b in i he anal i o f he defe ed a balance b financia e o in r o e :

	31/12/2024 RMB'000	31/12/2023 RMB'000
Defe ed a a e	4,587	18,163
Defe ed a liabili ie	(119,636)	(64,654)
	(115,049)	(46,491)

The b /b in a e he ajo defe ed a a e (liabili ie) e o ni ed and o e en he a o n d in he ea :

	Undistributed earnings of PRC subsidiaries RMB'000	Deferred income RMB'000	ECL provision RMB'000	Fair value adjustments RMB'000	Intangible assets acquired in business combination RMB'000	Others RMB'000 (note)	Total RMB'000
A 1 Jan a 2023	(52,226)	(903)	23,900	(10,234)		1,223	(38,240)
G edi (cha e) o i o	9,125	(18,042)	(56)	3,000		(1,297)	(7,270)
Cha e OCI							

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

22. DEFERRED TAXATION (continued)

Pursuant to the EIT Law and its detailed implementation rules, dividends distributed out of the profits earned after January 1, 2008 by the Group's PRC subsidiaries to their immediate holding companies outside Mainland China will be subject to EIT at 10% and withheld by the PRC enterprise. Pursuant to Taxation Arrangement between Mainland China and Hong Kong, a Hong Kong resident enterprise would be entitled to preferential tax rate of 5% when receiving dividends from its PRC subsidiaries. The Hong Kong subsidiaries of the Group entitled the preferential tax rate above mentioned. Accordingly, deferred tax liability has been provided for in the consolidated financial statements in respect of the expected dividends to be paid by the PRC subsidiaries with the applicable tax rate of 5%.

For the year ended 31 December 2023, a deferred tax liability of RMB25,414,000 in relation to certain PRC subsidiaries has been adjusted due to the undistributed earnings of the PRC subsidiaries converted to capital injection.

At 31 December 2024, the Company and Hong Kong subsidiaries had cumulative unrecognised tax losses of RMB254,170,000 (31 December 2023: RMB227,676,000). No deferred tax asset has been recognised due to the unpredictability of future profit streams. Some of the unrecognised tax losses can be carried forward indefinitely to the year in which the losses originated but not available to offset future taxable profits.

At 31 December 2024, the PRC subsidiaries had cumulative unrecognised tax losses of RMB86,537,000 (31 December 2023: RMB35,869,000), of which RMB68,223,000 (31 December 2023: RMB35,869,000) has not been recognised due to the unpredictability of future profit streams. Some of the unrecognised tax losses can be carried forward to the year in which the losses originated but not available to offset future taxable profits.

The expiration of the unrecognised tax losses have not deferred tax assets have been provided are as follows:

	31/12/2024 RMB'000	31/12/2023 RMB'000
2025	3,880	3,880
2026	9,392	9,392
2027	11,201	11,201
2028	11,396	11,396
2029	32,354	
	68,223	35,869

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For he ea ended 31 Dece ba 2024



23. DERIVATIVE FINANCIAL INSTRUMENTS/OTHER FINANCIAL ASSETS AT FVTPL/OTHER FINANCIAL LIABILITIES AT FVTPL

(a) Derivative financial instruments

	31/12/2024		31/21/2023	
	Assets RMB'000	Liabilities RMB'000	A e RMB'000	Liabili ie RMB'000
Fo ei n c m enc b i a d o n ac	14,189	5,091	13,672	5,938
Fo ei n e chan e a o n ac	–	438		
In e e i a e a o n ac	–	–	391	1,822
G o c m enc a o n ac	–	–		1,819
	14,189	5,529	14,063	9,579
Ana ed b i e o in a e a :				
C en	14,189	5,529	14,063	9,579

23. DERIVATIVE FINANCIAL INSTRUMENTS/OTHER FINANCIAL ASSETS AT FVTPL/OTHER FINANCIAL LIABILITIES AT FVTPL (continued)

(b) Other financial assets at FVTPL (continued)

No e :

(i) E ce b he fai a! e o f ne ! in e ed n!i ed in e en f nd ih an a e a e fai a! e o f a io i a e! RMB81,433,000 (31 Dece ba 2023: ni!) a e de a ined b he ana e en, he e ainin fai a! e a e de a ined b China En a i e A ai a! Co n !a on Co ., L d., and Ra ia Gl ba! A ai a! Ad o Li i ed, inde en a! a , ba ed on a io ia e a! a n echni e a de ail ed in no e 40(c).

(ii) A a 31 Dece ba 2024, he G o ' e i anche ih an a e a e fai a! e o f a io i a e! RMB100,300,000 (31 Dece ba 2023: RMB63,030,000) a led ed o hi d a ie in he PRC e ec i e! o ec e bo o in o f he G o .

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Fo r he ea ended 31 Dece ba 2024



24. SUPPLY CHAIN ASSETS AT FVTOCI

	31/12/2024 RMB'000	31/12/2023 RMB'000
S r ! chain a e a FVTOCI	4,891,307	7,663,344
Ana! ed b i e o in r i o e a :		
C i en a e	4,889,258	7,536,455
N n-c i en a e	2,049	126,889
	4,891,307	7,663,344

A a 31 Dece ba 2024, he effec i e in e e a e o f he r ! chain a e an e ain! i o 5.00% o 15.50% (31 Dece ba 2023: 4.90% o 14.00%) a ann .

A a 31 Dece ba 2024, ca ain c e cia! acce ance bi!! a e ecei ed i c o a i h fai a! e a o n in o f RMB210,867,000 (31 Dece ba 2023: RMB163,936,000) a led ed bi!! o he r ! chain a e . The bi!! can a! be a lied and ed o e le an o andin ecei able o f r ! chain a e b i he c i e ndin c n ac if defa !o cc , o ha i e he Co an need o i e n he bi!! if he o andin r ! chain a e a e e led. Un i! ch i e a defa !o cc and he a e ed o e le he r ! chain a e , he c e cia! acce ance bi!! a e m i ed ni ed a an a e in he financia! a e en .

De ai! o f de o i i o di ia! financin o ! n c e a e e o in no e 29.

A a 31 Dece ba 2024, he i o ca in a o n o f r ! chain a e o f RMB9,007,000 i a d e (31 Dece ba 2023: RMB2,551,000). When ana! in he c edi a!i o f r ! chain a e a FVTOCI, he en i e o andin o f balance o f he r ! chain a e i c a ified a a d e in he e en ha in a! en i e a en o f a r ! chain a e a FVTOCI i a d e.

The o in i an a in ana! i ba ed o n d e da e o f he r ! chain a e a FVTOCI in a! en hich a e a d e (in a! en hich a e m e d ea he end o f he e o in e i d a e e c! ded):

	31/12/2024	31/12/2023



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

25. DEBT INSTRUMENT AT AMORTISED COST

	31/12/2024 RMB'000	31/12/2023 RMB'000
Investments in asset backed securities with fixed interest rate of 5.00% and maturity dated in June 2024	–	19,068
Less: ECL allowance	–	(100)
	–	18,968

Details of impairment assessment are set out in note 40(b).

26. EQUITY INSTRUMENTS AT FVTOCI

	31/12/2024 RMB'000	31/12/2023 RMB'000
Unlisted equity investments (note)	62,711	61,498

Note: These investments represent investments held by Jiading, instead, the assets held by non-wholly owned subsidiaries. The directors of the Company have elected to designate these investments in equity instruments as at FVTOCI as the directors consider that this classification is more appropriate to reflect the investments held by non-wholly owned subsidiaries and realising in their potential in the long run.

27. RECEIVABLES FROM REFINANCING OF SUPPLY CHAIN ASSETS UPON DERECOGNITION/RECEIVABLES FROM GUARANTEE CUSTOMERS/TRADE AND BILL RECEIVABLES/OTHER RECEIVABLES, PREPAYMENTS AND OTHERS

(a) Receivables from refinancing of supply chain assets upon derecognition

As at 31 December 2024, the outstanding balance of receivable arising from refinancing of supply chain assets upon derecognition amounted to RMB4,128,000 and it will be settled in January 2025.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

27. RECEIVABLES FROM REFINANCING OF SUPPLY CHAIN ASSETS UPON DERECOGNITION/RECEIVABLES FROM GUARANTEE CUSTOMERS/TRADE AND BILL RECEIVABLES/OTHER RECEIVABLES, PREPAYMENTS AND OTHERS (continued)

(b) Receivables from guarantee customers

For the definition of guarantee service which is in the scope of HKFRS 9, the Group records receivable for guarantee compensation paid on behalf of the guarantee customers and the guarantee fee receivable and the Group's right to the collateral.

	31/12/2024 RMB'000	31/12/2023 RMB'000
Receivable for guarantee service	6,141	6,473
Less: ECL allowance	(57)	(61)
	6,084	6,412

The following is an aged analysis of receivable for guarantee service presented based on the date of payment.

	31/12/2024 RMB'000	31/12/2023 RMB'000
0 30 days	6,141	6,473

(c) Trade and bill receivables

	31/12/2024 RMB'000	31/12/2023 RMB'000
Trade receivable	50,352	70,421
Bill receivable	1,500	
	51,852	70,421
Less: ECL allowance	(269)	(483)
	51,583	69,938
Analysed by reporting segment:		
Commercial	37,760	46,509
Non-commercial	13,823	23,429
	51,583	69,938

As at 1 January 2023, trade and bill receivable from contract with customer amounted to RMB53,876,000.

Details of the Group's credit policy are set out in note 40(b).



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

F● the ea ended 31 Dece ba 2024

27. RECEIVABLES FROM REFINANCING OF SUPPLY CHAIN ASSETS UPON DERECOGNITION/RECEIVABLES FROM GUARANTEE CUSTOMERS/TRADE AND BILL RECEIVABLES/OTHER RECEIVABLES, PREPAYMENTS AND OTHERS (continued)

(c) Trade and bill receivables (continued)

The ● l● in i an a ed anal i ● f ade and bill ecei able e en ed ba ed● n he da e● f a en .

	31/12/2024 RMB'000	31/12/2023 RMB'000
0-30 da	51,852	70,421

(d) Other receivables, prepayments and others

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the ea ended 31 Dece ba 2024



28. TIME DEPOSITS/PLEDGED BANK DEPOSITS/CASH AND CASH EQUIVALENTS

The an e of fi ed in e a e / a e a e on the G o ' i e de o i /fi ed ed ban de o i /ca h and ca h e i alen a ea a b /b :

	Range of interest rates (per annum)	
	31/12/2024 %	31/12/2023 %
Fi ed a e i e de o i	N/A	1.45 2.51
Fi ed a e fi ed ed ban de o i	0.10~4.00	0.00 5.71
Ma e a e ca h and ca h e i alen	0.00~4.55	0.00 2.15

An ana i of the G o ' fi ed ed ban de o i b the e o in e ab di a b /b :

	31/12/2024 RMB'000	31/12/2023 RMB'000
The ban de o i fi ed ed b :		
ban b o in (no e 32)	1,043,767	660,114
b an a an ee c ni ac in e la n hi d a ie (no e 31)	352,606	186,197
de i a i e financial in en (no e 23 (a))	5,032	20,139
	1,401,405	866,450

The fi ed ed ban de o i will be e lea ed on the e pi e en of the e an ban b o in , b an a an ee c ni ac and de i a i e financial in en .

De ail of fi ed a en a e en of the e de o i fi ed ed ban de o i and ca h and ca h e i alen a e e o in no e 40(b).

The fi ed ed ban de o i and ca h and ca h e i alen ha a e dem ina ed in c ncie of the han the f nc na c ncie of each en i a e e o be :

	31/12/2024 RMB'000	31/12/2023 RMB'000
HK$	44,083	44,776
US$	9,299	55,688
Sin a e Do la (S$)	638	507
	54,020	100,971

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024



31. LIABILITIES ARISING FROM GUARANTEE CONTRACTS

	31/12/2024			31/12/2023		
	Premium less accumulated amortisation RMB'000	ECL provision RMB'000	Carrying amount RMB'000	Premium less accumulated amortisation RMB'000	ECL provision RMB'000	Carrying amount RMB'000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For he ea ended 31 Dece ba 2024



32. BORROWINGS (continued)

	31/12/2024 RMB'000	31/12/2023 RMB'000
The ca in a o n of he abo e bo o in a ei ea able*:		
i hin one ea	2,716,219	4,673,232
i hin a a i d o e han one ea b ro e ceedin o ea	174,569	1,360,957
i hin a a i d o e han o ea b ro e ceedin i e ea	8,732	185,797
	2,899,520	6,219,986
Le : A o n d e i hin one ea ho n nda c i en liabili ie	(2,716,219)	(4,673,232)
A o n ho n nda ro n-c i en liabili ie	183,301	1,546,754

* The a o n d e a ba ed on ched ledi ea en da e e o in he o an a ee en .

The e o i e of he Go r' bo o in a ea o /o :

	31/12/2024 RMB'000	31/12/2023 RMB'000
Fi ed a e bo o in	2,734,918	4,709,496
Va iable a e bo o in	164,602	1,510,490
	2,899,520	6,219,986

The Go r' a iable a e bo o in ca in e a a lo an Ri e Ra e (**LPR**), HIBOR i SOFR.

The an e of effec i e in e a a e on he Go r' bo o in a ea o /o :

	31/12/2024 %	31/12/2023 %
Ran e of fi ed a e bo o in in e a a e (a ann)	2.80~9.20	1.15 9.20
Ran e of a iable a e bo o in in e a a e (a ann)	2.80~8.52	3.76 8.54

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For he ea ended 31 Dece ba 2024

32. BORROWINGS (continued)

The Go r' bo o in had been ec ed b he r led e o f e i in e r o f ca ain b idia ie o f he Go r an and he Go r' a e . The ca in a o n o f he ec ie a e a ea b /b :

	31/12/2024 RMB'000	31/12/2023 RMB'000
Ban de o i	1,043,767	660,114
S r ! chain a e (no e i)	696,650	2,367,226
E i j anche	100,300	63,030
In e en rio r a	30,170	31,053
Lea eho ld land	80,379	
Wea h ana e en rio d c	14,225	102,685
	1,965,491	3,224,108

N e :

(i) The le a! i le and le a h i h o ece ie ca h fo a an fa ed o he f ndin rio ida , de ai! a e e o in no e 40(d).

(ii) A a 31 Dece ba 2024, he bi!! ece ied fo c o a a r led ed o r ! chain a e i h a a! e o f RMB3,040,000 (31 Dece ba 2023: ni!) a e led ed o ban and RMB163,520,000 (31 Dece ba 2023: RMB70,851,000) a e di o n ed o ban .

De ai! o f he Go r' a an eed bo o in a e a b /b :

	31/12/2024 RMB'000	31/12/2023 RMB'000
Ca in a o n o f bo o in a an eed b :		
The Go r an and/o b idia ie	833,735	1,868,345
The Go r an and/o a b idia and he o n o /!in ha eho lda o f he Go r an	–	2,908,294
	833,735	4,776,639

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



32. BORROWINGS (continued)

The Group's borrowings are denominated in currencies that match the functional currencies of the relevant Group entities



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

34. SHARE CAPITAL

Details of the movements of the share capital of the Company are as follows:

	Number of shares	Share capital
		HK$
Ordinary shares of HK$0.01 each		
Authorised:		
At 1 January 2023, 31 December 2023 and 31 December 2024	5,000,000,000	50,000,000

	Number of shares	Share capital
		HK$
Issued:		
At 1 January 2023	1,007,714,500	10,077,145
Repurchase and cancellation of shares	(17,964,500)	(179,645)
At 31 December 2023	989,750,000	9,897,500
Repurchase and cancellation of shares	(1,343,000)	(13,430)
At 31 December 2024	988,407,000	9,884,070

	31/12/2024 RMB'000	31/12/2023 RMB'000
Shown in the consolidated statement of financial position	8,547	8,559

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024



34. SHARE CAPITAL (continued)

During the year ended 31 December 2024, the Company repurchased its own ordinary shares on the Stock Exchange as follows:

Month of repurchase	No. of ordinary shares of HK$0.01 each	Price per share		Aggregated consideration paid	
		Highest	Lowest		
		HK$	HK$	HK$'000	RMB'000
January 2024	429,000	4.42	4.13	1,826	1,658
February 2024	64,500	4.47	4.40	285	260
April 2024	500,000	4.30	4.10	2,095	1,903
March 2024	124,000	4.41	4.24	534	485
June 2024	444,500	4.55	4.26	1,999	1,818
July 2024	76,500	4.79	4.76	365	333
	1,638,500			7,104	6,457

During the year ended 31 December 2024, the Company repurchased 1,638,500 (31 December 2023: 18,190,000) of its own ordinary shares on the Stock Exchange at an aggregate consideration of HK$7,104,000 (equivalent to RMB6,457,000) paid (31 December 2023: HK$109,182,000 (equivalent to RMB96,085,000)).

1,343,000 (year ended 31 December 2023: 17,964,500) shares were cancelled subsequent to the year and 521,000 (year ended 31 December 2023: 225,500) shares were repurchased and retained as treasury shares at the end of the reporting period.

As at 31 December 2024, the Company had outstanding treasury shares of 521,000 (31 December 2023: 225,500) shares.

None of the Company's subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

All the shares issued during the year ranked pari passu with the then existing shares in all respects.

35. CAPITAL COMMITMENTS

	31/12/2024 RMB'000	31/12/2023 RMB'000
Capital expenditure contracted but not provided for in the consolidated financial statements		
Property and equipment	236,894	351,962
Investment in an associate	200	200
	237,094	352,162



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

36. SHARE-BASED PAYMENT TRANSACTIONS

(a) Equity-settled share option scheme of the Company

The G• ,an ' ha e•,•n che e (,he **Scheme**) a ad• ,ed ,i an,•ie•!•n ,a ed•n 14 N• e ba 2018, 15 J ! 2020, 10 J ne 2022 and 29 N• e ba 2024 (**Option Grant Date**) f• ,he ,i a ,,•e•f ,•• idin incen,i e ,• di ec,• and e!i ib!e e ,• ee , and i!! e ,ie•n 13 N• e ba 2023, 14 J ! 2025, 9 J ne 2032 and 29 N• e ba 2034 ie ,ec,i e! . Unda ,he Sche e, ,he b a d•f di ec,• •f ,he G• ,an a an,•,•n ,• e!i ib!e e ,• ee , inc! din ca ,ain di ec,• •f ,he G• ,an and ,he ana e en,•f an a •cia e•f ,he G• ,an , ,• b ca ibe f• ha e in ,he G• ,an .

A a, 31 Dece ba 2024, ,he n ba •f ha e in ie ,ec,•f hich •,•n had been an,ed and ie ained •, ,andin nda ,he Sche e a 13,844,921 (31 Dece ba 2023: 15,625,000), ie,ie en,in 1.40% (31 Dece ba 2023: 1.58%)•f ,he ha e •f ,he G• ,an in i e a, ,ha, da,e. The ,•,a! n ba •f ha e in ie ,ec,•f hich •,•n a be an,ed nda ,he Sche e i m ,,a i,ed ,• e ceed 10%•f ,he ha e •f ,he G• ,an in i e a, an ,• in, in ,i e, i,h ,•,ia ,•i a! f• ,he G• ,an ' ha eh• !da .

O,•n an,ed ,• be• ffe ed f• acce ,ance f• a ,e i d•f m •,!e ,han 28 da , ,•n ,a en,•f HK$1.00 b each•f e!i ib!e e ,• ee de,a ined b ,he b a d•f di ec,• •f ,he G• ,an . O,•n a be e a ci ed a, an i e f• 1 ea ,• 5 ea f• ,he da,e•f an •f ,he ha e•,•n •f ,he 5,h• 10,h anni e a a •f ,he da,e•f an . The e a ci e ,ice i de,a ined b ,he di ec,• •f ,he G• ,an and ha!! be ,he hi he ,•f (i) ,he c• in ,ice•f ,he G• ,an ' ha e •n ,he da,e•f an ; (ii) ,he a a e c• in ,ice•f ,he ha e f• ,he fi e b ine da i edia e!, ,ecedin ,he da,e•f an ; and (iii) ,he n• ina! a! e•f ,he G• ,an ' ha e.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024



36. SHARE-BASED PAYMENT TRANSACTIONS (continued)

(a) Equity-settled share option scheme of the Company (continued)

Details of specific categories of options are as follows:

Equity-settled share options on 14 November 2018:

	Date of grant	Vesting period	Exercise period	Exercise Price	Exercise dates
Tranche 1	14/11/2018	14/11/2018-13/11/2019	14/11/2019-13/11/2023	HK$6.90	14/11/2019
Tranche 2	14/11/2018	14/11/2018-13/11/2020	14/11/2020-13/11/2023	HK$6.90	14/11/2020
Tranche 3	14/11/2018	14/11/2018-13/11/2021	14/11/2021-13/11/2023	HK$6.90	14/11/2021

Equity-settled share options on 15 July 2020:

	Date of grant	Vesting period	Exercise period	Exercise Price	Exercise dates
Tranche 4	15/7/2020	15/7/2020-14/7/2021	15/7/2021-14/7/2025	HK$6.68	15/7/2021
Tranche 5	15/7/2020	15/7/2020-14/7/2022	15/7/2022-14/7/2025	HK$6.68	15/7/2022
Tranche 6	15/7/2020	15/7/2020-14/7/2024	15/7/2023-14/7/2025	HK$6.68	15/7/2023

Equity-settled share options on 10 June 2022:

	Date of grant	Vesting period	Exercise period (note)	Exercise Price	Exercise dates
Tranche 7	10/6/2022	10/6/2022-9/6/2024	10/6/2024-9/6/2032	HK$6.46	10/6/2024
Tranche 8	10/6/2022	10/6/2022-9/6/2024	10/6/2024-9/6/2032	HK$6.46	10/6/2024
Tranche 9	10/6/2022	10/6/2022-9/6/2025	10/6/2025-9/6/2032	HK$6.46	10/6/2025

Note: The share options granted to certain employees can be exercised during the period commencing on the end of the vesting period.

Equity-settled share options on 29 November 2024:

	Date of grant	Vesting period	Exercise period	Exercise Price	Exercise dates
Tranche 10	29/11/2024	29/11/2024-28/11/2025	29/11/2025-29/11/2034	HK$7.25	29/11/2025

The exercise of share options is subject to the achievement of performance targets and conditions specified by the board of the Company on each grant date, which the board of the Company is responsible for determining.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

36. SHARE-BASED PAYMENT TRANSACTIONS (continued)

(a) Equity-settled share option scheme of the Company (continued)

The following table discloses movements of the Company's share options held by directors of the Company and employees of the Group during the year:

Exercise period		Outstanding at 1 January 2024	Granted during year	Forfeited/ lapsed during year	Exercised during year	Outstanding at 31 December 2024
Tranche 4	15/7/2021-14/7/2025	2,137,500	–	(75,000)	–	2,062,500
Tranche 5	15/7/2022-14/7/2025	2,262,500	–	(75,000)	–	2,187,500
Tranche 6	15/7/2023-14/7/2025	4,825,000	–	(250,000)	–	4,575,000
Tranche 7	10/6/2024-9/6/2032	1,600,000	–	(475,000)	–	1,125,000
Tranche 8	10/6/2024-9/6/2032	1,600,000	–	(475,000)	–	1,125,000
Tranche 9	10/6/2025-9/6/2032	3,200,000	–	(750,000)	–	2,450,000
Tranche 10	29/11/2025-29/11/2034	–	319,921	–	–	319,921
		15,625,000	319,921	(2,100,000)	–	13,844,921
Exercisable at the end of the reporting period		9,225,000				8,825,000
Weighted average exercise price		6.59	7.25	6.50	–	6.62

Exercise period	Outstanding at 1 January 2023	Granted during year	Forfeited/ lapsed during year	Exercised during year	Outstanding at 31 December 2023

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

38. RELATED PARTY TRANSACTIONS

(a) Related parties and relationship

During the reporting period, the following companies are identified as related parties of the Group and the respective relationship are as follows:

Name of Related Parties	Relationship
TUNG CHI FUNG	Controlling shareholder of the Company
Bondlink International Limited	Related company controlled by TUNG CHI FUNG
Wuxi Taihu International Limited (**WXTH**)	Non-controlling shareholder of a subsidiary (before 29 December 2023)
Wuxi Communication Industry Group Co., Ltd and its subsidiaries (**WXCI Group**)	Related party of WXTH (before 29 December 2023)
Wuxi Taihu New City Management Co., Ltd (**Wuxi Taihu New City**)	Non-controlling shareholder of a subsidiary (from 29 December 2023 to 28 February 2024)
Wuxi Taihu New City Group Co., Ltd and its subsidiaries (**Wuxi Taihu New City Group**)	Related party of Wuxi Taihu New City (from 29 December 2023 to 28 February 2024)
HJ	Associate (before 31 July 2024)
GXMJ, NBGF, XMXS, QDHK and WXGJ	Associate

(b) Related party balances

(i) Supply chain assets at FVTOCI

Name of Related Party	31/12/2024 RMB'000	31/12/2023 RMB'000
HJ	N/A	397,381

As at 31 December 2023, the balance of supply chain assets at FVTOCI carried fixed average interest rate at 5.95% per annum and principal amount of RMB383,000,000) were payable within one year.

(ii) Loans to an associate

Name of Related Party	31/12/2024 RMB'000	31/12/2023 RMB'000
NBGF	198,201	369,727

The balance of loan to the associate carried fixed average interest rate at 3.00% (31 December 2023: 3.00%) per annum principal amount of RMB192,500,000 (31 December 2023: RMB87,500,000) were payable within one year and principal amount of nil (31 December 2023: 280,000,000) were payable within a period of more than one year but not exceeding two years. Details of impairment assessment are set out in note 40(b).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024



38. RELATED PARTY TRANSACTIONS (continued)

(b) Related party balances (continued)

(iii) Trade and bill receivables

Name of Related Parties	31/12/2024 RMB'000	31/12/2023 RMB'000
WXGJ	1,749	N/A
QDHK	1,020	
HJ	N/A	728
	2,769	728

(iv) Other receivables – refundable rental deposit

Name of Related Party	31/12/2024 RMB'000	31/12/2023 RMB'000
Bondlink Investment Limited	192	329

(v) Other receivables – security deposits for loan facilitation

Name of Related Parties	31/12/2024 RMB'000	31/12/2023 RMB'000
NBGF	58,116	
QDHK	14,833	
	72,949	



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024



38. RELATED PARTY TRANSACTIONS (continued)

(c) Related party transactions

(i) Revenue and income from related parties

Name of Related Parties	2024 RMB'000	2023 RMB'000





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Fo i ₹he ea ended 31 Dece ba 2024

40. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	31/12/2024 RMB'000	31/12/2023 RMB'000
Financial assets		
O₹he ₹financia! a e₹ a₹ FVTPL	810,210	616,077
De i a₹i e ₹financia! in ₹ en₹	14,189	14,063
A ●i₹i ed ● ₹	2,260,438	2,138,814
S₹₹₹! chain a e₹ a₹ FVTOCI	4,891,307	7,663,344
E₹ i₹ in ₹ en₹ a₹ FVTOCI	62,711	61,498
Financial liabilities		
O₹he ₹financia! liabi!i₹ie a₹ FVTPL	568,801	61,208
De i a₹i e ₹financia! in ₹ en₹	5,529	9,579
A ●i₹i ed ● ₹	5,475,927	7,348,432
Liabi!i₹ie a i in ₹● a an₹ee ● n₹ ac₹	64,114	32,394

(b) Financial risk management objectives and policies

The G● ₹' a₹ ₹financia! in ₹ en₹ inc! de ₹₹₹! chain a e₹ a₹ FVTOCI, e₹ i₹ in ₹ en₹ a₹ FVTOCI, ●₹he ₹financia! a e₹ a₹ FVTPL, de i a₹i e ₹financia! in ₹ en₹, deb₹ in ₹ en₹ a₹ a ●i₹i ed ● ₹, ₹ an₹ ● an a ● cia₹e, ₹ ecei able a i in ₹● ₹ e₹financin ● ₹₹₹! chain a e₹ ₹₹● n de ec● ni₹● n, ₹ ecei able ₹● a an₹ee c ₹ e, ₹ ade and bi!! ecei able ₹, ●₹he ₹ ecei able ₹, ₹i e de₹● i₹₹₹!ed ed ban de₹● i₹, ca h and ca h e₹ i₹a!en₹, ₹ an

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024



40. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Market risk

(i) Currency risk

The Group's exposure to foreign currency risk relates mainly to cash and cash equivalents, trade and other receivables, equity investments at FVTOCI, trade and other payables, bank borrowings and lease liabilities that are denominated in HK$, US$, and S$. In addition, the Group entered into foreign currency

40. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

(i) C ii enc i i (● n in ed)

The ● /● in able de ai/ he G● ,, ' en i i i ● a 5% a ,, ecia ● n and de, i ecia ● n in RMB a ain HK$, US$ and S$, hich i e, i e en anа e en ' a e en ● f he i ea ● nab/ ,● ible chan e in ● i ei n e chan ei a e . The en i i i ana/ i adj he i an /a ● n ● f he G● ,, ' ● i ei n c ii enc den ● ina ed ● ne a a e and /iabi/i ie a he ea -end b a 5% chan e in he i e, i ec i e ● i ei n c ii enc i a e .

	31/12/2024 RMB'000	31/12/2023 RMB'000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For he ea ended 31 Dece ba 2024

40. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

(i) C ii enc i i (con in ed)

Ini e!a n o he ina e ia e a con ac :

A a 31 Dece ba 2023, if he e chan e a e e!e an o he ina e ia e a con ac had been 5% de ecia n/a ecia n o RMB a ain US$ and all he a iable e e held con an, he Go r 's o i beb e a a n b he ea o /d inc ea e/dec ea e b a o i a e! RMB99,000.

Ini e!a n o he co c ii enc a con ac :

A a 31 Dece ba 2023, if he e chan e a e e!e an o he co c ii enc a con ac had been 5% de ecia n/a ecia n o RMB a ain US$ and all he a iable e e held con an, he Go r 's o i beb e a a n b he ea o /d inc ea e/dec ea e b a o i a e! RMB13,620,000.

In ana e en' o in n, he en i i i ana! i i ne e en i e o he inhe en b ei n e chan e i a he ea end da e e o e ec he e o e ed in he e o in a ed.

(ii) In a e ia e i

The Go r i e o ed o ha a! e ina e ia e i ini e!a n o i edi a e ! chain a e (ee no e 24 b de ail), i edi a e deb in en a a o i ed co (ee no e 25 b de ail), i edi a e b an o an a o cia e (ee no e 38 b de ail), i edi a e b ani ece ei able (ee no e 27 b de ail), i edi a e i e de o i (ee no e 28 b de ail), i edi a e ! ed ed ban de o i (ee no e 28 b de ail), i edi a e bo o in (ee no e 32 b de ail), i edi a e b an lo e!a ed a ie (ee no e 38 b de ail), ea e liabili ie (ee no e 33 b de ail) and he da i a i e financia! in en (ee no e 23 b de ail).

The Go r i a! e o ed o ca h lo ina e ia e i ini e!a n o a iable a e ca h and ca h e i a!en (ee no e 28 b de ail), a iable a e bo o in (ee no e 32 b de ail). The Go r ' ca h lo ina e ia e i i ain! concen a ed n he !c a i n o he LPR/HIBOR/SOFR a e a in lo bo o in . The Go r e ina e ia e a and co c ii enc a con ac o ed ce e o e o ina e ia e !c a i n a cia ed i h he e lo a in a e bo o in .

Mana e en o ni o he e!a ed ina e e e o e co e! o en e he ina e ia e i a e ain ained a an acce able le e!. The le e! i a che ina e ia e e icin ha a be nde a en i o ni o ed co e! .

The Go r ' e o e o ina e ia e on financia! a e and liabili ie a e de ail ed in he li idi i ana e en ec ion o hi no e. The ea e e c ded lo en i i i ana! i a he di ec o o he Go r an con ide ha he e o e o ha a! e ina e ia e i a in lo edi a e financia! a e and liabili ie i in i nifican .



40. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

(ii) Interest rate risk (continued)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for variable rate bonds in the year ended 31 December 2024 and assumes that the change in interest rates had occurred at the beginning of the financial year and had been held constant throughout the reporting year in the case of instruments that have variable rate. Cash and cash equivalents are excluded from the sensitivity analysis as the sensitivity to cash and cash equivalents is insignificant.

If interest rate had been 50 basis points higher/lower and all other variable rate bonds in and all other variable rate held constant, the Group's post-tax profit for the year decrease/increase by RMB617,000 (2023: RMB5,657,000).

If the bond adjusted interest rate by SOFR rate and the interest rate had been 50 basis points higher/lower and all other variable rate held constant, the Group's post-tax profit for the year decrease/increase by approximately RMB496,000 for the year ended 31 December 2023.

The directors of the Company consider that the exposure of financial asset in variable rate bonds is not significant as the exposure reduced by interest rate and corresponding impact on the Group.

In the opinion of the management, the sensitivity analysis is unrepresentative of the inherent interest rate risk as the year end exposure does not reflect the exposure during the year.

(iii) Other price risk

The Group's other price risk is mainly concentrated on the equity investments held by the Group classified as FVTOCI. Details are disclosed in note 24.

For the equity investments classified as FVTOCI, if the price had been 1% (2023: 1%) higher/lower, post-tax OCI for the year ended 31 December 2024 would decrease/increase by RMB11,969,000/RMB11,351,000 (2023: RMB24,241,000/RMB24,687,000) as a result of the changes in the fair value of debt financing instruments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



40. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment

G edi i ie fa o he i ha he Go r' co nea a ie defa l o hei co nac al ob li a ion ie l in in financia! o e o he Go r. The Go r' g edi i e o ie ae i ai! a ib able o r! chain a e a FVTOCI, deb in i en a a o i ied co , b an o an a cia e, b an ecei able, ecei able ai in lo ie efinancin o f r! chain a e o n da eco ni ion, ecei able lo a an ee c o e , ade and bill ecei able , he ecei able , i e de o i r ed ed ban de o i , ca h and ca he i alen and financia! a an ee co nac .

The ca in a o n o f he Go r' financia! a e a FVTPL be ie ie en hei e ec i e a i e o ie g edi i . The Go r ho ld no co lla a al o an o f he e balance .

E ce b financia! a e a FVTPL, he Go r a bi ed i ai en a e en b financia! a e and o he i e nda ECL o de!. In a on ab he Go r' g edi i ana e en a i g edi i e o ie and he ela ed i ai en a e en, if a li cable, a e a i ed a bel :

S r! chain a e a FVTOCI/financia! a an ee co nac in ela on hi d a ie / ecei able lo a an ee c o e

A a 31 Dece ba 2024, The Go r' co ncen a on o f g edi i o n r! chain a e and financia! a an ee co nac in ela on hi d a ie b e ia hica! b ca on i ain! in PRC, hich acco n ed b 100% (31 Dece ba 2023: 100%) o f he a ie a ee r andin balance a he e ec i e ea end da e.

A a 31 Dece ba 2024, he Go r' co ncen a on o f g edi i o n r! chain a e inc! ded i e ab co nea a ie acco n in b 67% (31 Dece ba 2023: 39%) and he la e co nea a acco n in b 17% (31 Dece ba 2023: 9%), o f he a ie a ee r andin balance a he e ec i e ea end da e.

In ida o ini ie he g edi i in ela on hi d r! chain a e and financia! a an ee co nac in ela on hi d a ie , g edi li i and g edi e an ed c o e a ea a ed b dele a ed o ffica and b -a ac on i a en o ie co e a d e deb . The Go r ha co e! o nized he ecei able (i.e. r! chain a e and ecei able lo a an ee c o e) o he e co nea a ie , en ied ade a e lla a al i ecei ed lo he e co nea a ie and a en effec i e ea e o en ie i! co lec on o f he r andin balance . In hi e a d, he di ec o f he Go r an co n ida ha he g edi i o f he Go r i i nifican! ed ced.

In addi on, he ana e en o f he Go r a bi i ai en a e en nda ECL o de! ba ed o n in a na! g edi a in . De ai! o f he an i a i e di co ie a e e bel in hi no e.

Deb in i en a a o i ied co

Fo deb in i en a a o i ied co , he ana e en o f he Go r a bi i ai en a e en nda ECL o de! ba ed o n in a na! g edi a in . de ai! o f he a o n o f i ai en a e e bel in hi no e.

40. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Loans to associates/financial guarantee contracts relating to associates

The Group applies the simplified approach to provide for ECLs prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all loans to associates. The Group's credit risk exposure is influenced mainly by the individual characteristics of each associate. The management believes that there is no significant increase in credit risk of these amounts since initial

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

40. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The Group's internal credit rating grading is determined as follows:

Internal credit rating	Description	Supply chain assets/ financial guarantee contracts/other financial assets	Trade receivables
Low risk	The counterparty has a low risk of default and does not have any past-due amounts	12 month ECL	Lifetime ECL not credit-impaired
Watch list	There is a significant increase in credit risk as evidenced by past-due amounts over 30 days	Lifetime ECL not credit-impaired	Lifetime ECL not credit-impaired
Default	There is evidence indicating that the asset is credit-impaired or more than 90 days past due	Lifetime ECL credit-impaired	Lifetime ECL credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount written off	Amount written off

The table below details the credit risk exposures of the Group's financial assets and financial guarantee contracts, which are subject to ECL assessment:

As at 31 December 2024

	External/internal credit rating	12m or lifetime ECL	Average loss rate	Gross carrying amount/ exposure RMB'000	Impairment loss allowance RMB'000
Supply chain assets at FVTOCI	Low risk	12 month ECL	1.06%	4,864,419	51,371
	Watch list	Lifetime ECL (not credit-impaired)	7.35%	71,600	5,260
	Default	Lifetime ECL (credit-impaired)	16.74%	4,875	816
				4,940,894	57,447

40. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

As at 31 December 2024 (continued)

	External/internal credit rating	12m or lifetime ECL	Average loss rate	Gross carrying amount/ exposure RMB'000	Impairment loss allowance RMB'000
Financial assets at amortised cost					
Ca h and ca h e₹ i a!en₹	AAA/BBB+	12 ECL	–	515,614	–
P!ed ed ban de₁● i₹	AAA/BBB+	12 ECL	–	1,401,405	–
lo an ₹ an a ● cia₹e	lo i i	12 ECL	0.17%	198,535	334
Recei ab!e lo a an₹ee c ₹ a	lo i i	12 ECL	0.91%	6,068	55
	Wa₹ch !i ₹	Life₹i e ECL (₹ ₹ a edi₹-i ₁ ai ed)	2.74%	73	2
Recei ab!e lo a!e ● f ₁₁ ! chain a e₹	lo i i	12 ECL	–	4,128	–
Ti ade and bi!! ecei ab!e	lo i i	Life₹i e ECL (₹ ₹ a edi₹-i ₁ ai ed)	0.52%	51,852	269
O₹ha i ecei ab!e	N/A (₹ ₹e i)	12 ECL	–	83,423	–
				2,261,098	660
Financial guarantee contracts (₹ ₹e ii)					
In i e!a₹i n ₹ ₹hi d ₁ a ₹ie	lo i i	12 ECL	1.03%	4,477,513	46,139
	Wa₹ch !i ₹	Life₹i e ECL (₹ ₹ a edi₹-i ₁ ai ed)	1.57%	20,945	328
	lo	Life₹i e ECL (a edi₹-i ₁ ai ed)	27.66%	235	65
In i e!a₹i n ₹ a ● cia₹e	lo i i	12 ECL	0.17%	7,427,110	12,338
				11,925,803	58,870

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



40. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

A a₹ 31 Dece ba 2023

	E₹e na!/in₹e na! g edi₹ a₹in	12 ●n! Life₹i e ECL	A₹e a e ● i a₹e	G● ca i in a● n₹/ e₹● i e ● ab● ance RMB'000	I₹ai en₹ ab● ance RMB'000
S₹₹!! chain a e₹ a₹ FVTOCI	I● i i Wa₹ch !i₹	12 ECL Life₹i e ECL (n● ₹ g edi₹-i₹ ai ed)	1.07% 4.51%	7,673,021 64,459	82,365 2,907
				7,737,480	85,272
Financial assets at amortised cost					
Ca h and ca h e₹ i a!en₹	AAA/BBB+	12 ECL		658,210	
P!ed ed ban de● i₹	AAA/BBB+	12 ECL		866,450	
Ti e de● i₹	A	12 ECL		128,830	
Deb₹ in₹ en₹ a₹ a ●i₹i ed ● ₹	I● i i	12 ECL	0.52%	19,068	100
I● an₹ ● an a ● cia₹e	I● i i	12 ECL	0.18%	370,397	670
Rece i ab!e f● a an₹ee c● ₹a	I● i i Wa₹ch !i₹	12 ECL Life₹i e ECL (n● ₹ g edi₹-i₹ ai ed)	0.93% 6.67%	6,458 15	60 1
T₹ade and bi!!₹ ece i ab!e	I● i i	Life₹i e ECL (n● ₹ g edi₹-i₹ ai ed)	0.69%	70,421	483
O₹ha ₹ ece i ab!e	N/A (n● ₹e i)	12 ECL		20,279	
				2,140,128	1,314
Financial guarantee contracts (n● ₹e ii)					
In₹e!a₹i● n● ₹hi d ₹a₹ie	I● i i Wa₹ch !i₹	12 ECL Life₹i e ECL (n● ₹ g edi₹-i₹ ai ed)	1.03% 3.80%	2,507,028 17,756	25,739 674
In₹e!a₹i● n● a ● cia₹e	I● i i	12 ECL	0.17%	2,109,247	3,687
				4,634,031	30,100



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

40. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



40. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The e en in he i ca in a n f r ! chain a e a FVTOCI a e a b :

	Lifetime ECL not
12m ECL	

40. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The movements in the allowance for impairment in respect of debt instruments during the year are as follows:

	12m ECL		Lifetime ECL not credit-impaired
	Debt instrument at amortised cost RMB'000	Loans to an associate RMB'000	trade and bill receivables RMB'000
As at 1 January 2023	100	480	404
Changes due to financial assets recognised as at 1 January:			
Impairment losses, net of reversal		(342)	(309)
New financial assets purchased, net of derecognised		532	388
As at 31 December 2023	100	670	483
Changes due to financial assets recognised as at 1 January:			
Impairment losses, net of reversal	(100)	(336)	(349)
New financial assets purchased, net of derecognised			



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

40. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The ● e en, in ,he i● ca, in a ● n,● f deb, in, en, a, a ●i ,i ed c● ,, ● an ,● an a ● cia,e and , ade and bi/h ecei able a e a ● /● :

40. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The movements in the allowance for impairment in respect of trade receivables due from guarantee customers during the reporting period were as follows:

	12m ECL RMB'000	Lifetime ECL not credit-impaired RMB'000	Total RMB'000
As at 1 January 2023	52	4	56
Changes due to trade receivables due from guarantee customers recognised as at 1 January:			
Impairment losses, net of reversal	(52)	(4)	(56)
New financial guarantee contracts entered, net of derecognition	60	1	61
As at 31 December 2023	60	1	61
Changes due to trade receivables due from guarantee customers recognised as at 1 January:			
Impairment losses, net of reversal	**(60)**	**(1)**	**(61)**
New financial guarantee contracts entered, net of derecognition	**55**	**2**	**57**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

40. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The ● e en, in ,he i● ca, in a ● n,● f, ecei able f● a an,ee c ● a a e a b ● :

	12m ECL RMB'000	Lifetime ECL not credit-impaired RMB'000	Total RMB'000
A a, 1 Jan a 2023	4,526	88	4,614
Chan e d e ● f ecei able f● a an,ee c ● a ,ee ni ed a a, 1 Jan a :			
Se,,le en,	(4,526)	(88)	(4,614)
Ne financial a an,ee c ● ni ac, en,a ed, ne,● f e,,le en,	6,458	15	6,473
A a, 31 Dece ba 2023	6,458	15	6,473
Chan e d e ● f ecei able f● a an,ee c ● a ,ee ni ed a a, 1 Jan a :			
Se,,le en,	(6,458)	(15)	(6,473)
Ne financial a an,ee c ● ni ac, en,a ed, ne,● f e,,le en,	6,068	73	6,141
A a, 31 Dece ba 2024	6,068	73	6,141



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

40. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The movement in the allowance for impairment in respect of financial guarantee contracts during the reporting period was as follows:

	12m ECL RMB'000	Lifetime ECL not credit-impaired RMB'000	Lifetime ECL credit-impaired RMB'000	Total RMB'000
As at 1 January 2023	23,415	838		24,253
Changes due to financial guarantee contracts recognised as at 1 January:				
Transfer to lifetime ECL not credit-impaired	(558)	558		
Impairment losses, net of reversal	(22,857)	1,409		(21,448)
Disposal		(2,805)		(2,805)
New financial guarantee contracts entered, net of derecognition	29,426	674		30,100
As at 31 December 2023	29,426	674		30,100
Changes due to financial guarantee contracts recognised as at 1 January:				
Transfer to lifetime ECL not credit-impaired	(2,236)	2,236	–	–
Impairment losses, net of reversal	(26,802)	8,576	–	(18,226)
Disposal	–	(11,486)	–	(11,486)
New financial guarantee contracts entered, net of derecognition	58,089	328	65	58,482
As at 31 December 2024	58,477	328	65	58,870

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



40. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The e en in he e o ie f financia! a an ee c nac a ea a b :

	12m ECL RMB'000	Lifetime ECL not credit-impaired RMB'000	Lifetime ECL credit-impaired RMB'000	Total RMB'000
A a 1 Jan a 2023	2,342,449	19,551		2,362,000
Chan e d e f financia! a an ee c nac ie ni ed a a 1 Jan a :				
Ti an fe f lifei e ECL				
m c edi-i ai ed	(53,106)	53,106		
Se le en	(2,289,343)	(16,551)		(2,305,894)
Di f a!		(56,106)		(56,106)
Ne financia! a an ee c nac en a ed	5,264,722	18,133		5,282,855
Ne financia! a an ee c nac e i ed	(648,447)	(377)		(648,824)
A a 31 Dece ba 2023	4,616,275	17,756		4,634,031
Chan e d e f financia! a an ee c nac ie ni ed a a 1 Jan a :				
Ti an fe f lifei e ECL				
m c edi-i ai ed	(218,000)	218,000	–	–
Se le en	(4,165,126)	(6,056)	–	(4,171,182)
Di f a!	–	(229,700)	–	(229,700)
Ne financia! a an ee c nac en a ed	12,373,022	22,634	235	12,395,891
Ne financia! a an ee c nac e i ed	(701,548)	(1,689)	–	(703,237)
A a 31 Dece ba 2024	11,904,623	20,945	235	11,925,803

FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and

Liquidity risk

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024



40. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements of financial instruments (continued)

Fair value of the Group's financial assets and financial liabilities measured at fair value on a recurring basis (continued)

Fair value hierarchy as at 31/12/2023

	Level 2	Level 3	Total
	RMB'000	RMB'000	RMB'000
Financial assets:			
Derivative financial instruments	14,063		14,063
Other financial assets at FVTPL	326,975	289,102	616,077
Supply chain assets at FVTOCI		7,663,344	7,663,344
Equity instruments at FVTOCI	100	61,398	61,498
	341,138	8,013,844	8,354,982
Financial liabilities:			
Derivative financial instruments	9,579		9,579
Other financial liabilities at FVTPL		61,208	61,208
	9,579	61,208	70,787



40. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements of financial instruments (continued)

Fair value of the Group's financial assets and financial liabilities measured at fair value on a recurring basis (continued)

Financial assets/ liabilities	Fair value 2024 RMB'000	Fair value 2023 RMB'000	Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)
Foreign currency forward contracts	Assets – 14,189 Liabilities – 5,091	Assets 13,672 Liabilities 5,938	Level 2	Discounted cash flows. Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contracted forward rates, discounted at a rate that reflects the credit risk of various counterparties.	N/A
Foreign exchange option contracts	Liabilities – 438	Liabilities	Level 2	Discounted cash flows. Future cash flows are estimated based on forward exchange rates (from observable

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

Financial assets/ liabilities	Fair value	Fair value hierarchy

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024



40. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements of financial instruments (continued)

Fair value of financial instruments that are recorded at amortised cost

The fair values of financial assets and financial liabilities of the Group are determined in accordance with generally accepted pricing models based on discounted cash flow analysis. The management considers that the carrying amounts of financial assets and financial liabilities recognised at amortised cost in the consolidated financial statements approximate their fair values.

Reconciliation of Level 3 fair value measurements



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

42. ACQUISITION OF SUBSIDIARIES

In July 2024, the Group acquired 100% interest in Great Style which is a holding company that principally engaged in 3 subsidiaries (including HJ, an associate of the Group before July 2024) which principally engaged in supply chain financing and investment business, to gain independent third party. Great Style was acquired with the objective of expanding the Group's business. The acquisition has been accounted for as acquisition of business in the acquisition method.

Consideration transferred

	RMB'000
Cash	300,000
Contingent consideration arrangement (Note)	489,796

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



42. ACQUISITION OF SUBSIDIARIES (continued)

Consideration transferred (continued)

G●● d i!! a● e● n ,he ac●,i i,i● n● f G ea, S, !e beca e ,he c● ,● f ,he c● bina,i● n inc! ded a c● n,●!,i e i . In addi,i● n,

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

F ● ₁ he ea ended 31 Dece ba 2024



43. DISPOSAL OF SUBSIDIARIES (continued)

(b) Deemed disposal of 招商證券-盛業科技第1期資產支持專項計畫, 招商證券-盛業科技第2期資產支持專項計畫, 招商證券-盛業科技第3期資產支持專項計畫and 招商證券-盛業科技第4期資產支持專項計畫(collectively, the "CMS-SY ABSs")

A bein ₁he a e₁ a ice a enc ● f CMS-SY ABS and he!d ₁he e₁ i₁ anche in₁a e ₁ in ₁he e ₁ c₁ ed en₁i₁ie , ₁he G ● ₁ ● n ida i₁ ha ● n₁ ● ! ● a ch ₁ c₁ ed en₁i₁ie and ₁he e ₁ c₁ ed en₁i₁ie a e ● n ● !ida₁ed b ₁he G ● ₁ . Wi₁h ₁he dee ed di₁ ● a! /n,0C XGJe ed ₁he /n,0C2 ( )02 (₁he)4.● ₁ an (/n,0C2 ( )0● ₁ ● n dee ed)4.2 (₁he)4.2

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

44. PARTICULARS OF SUBSIDIARIES

General information of subsidiaries

Details of the principal subsidiaries and indirect held by the Group at the end of the reporting period are set out below.

Name of subsidiaries	Place and date of incorporation/ establishment/operations	Particulars of issued/registered capital	Proportion of ownership interest/ voting rights held by the Group as at 31 December 2024	2023	Principal activities
Directly owned					
Shengye International Capital Limited (盛業國際資本有限公司)	British Virgin Islands (**BVI**) 24 September 2013	US$100,000,000	100%	100%	Investment holding
Indirectly owned					
Shengye Global Limited (盛業環球有限公司)	Hong Kong 9 October 2013	HK$1	100%	100%	Investment holding
Shengye Information Technology Service (Shenzhen) Co., Limited* (盛業信息科技服務(深圳)有限公司#)	PRC 11 March 2016	RMB325,000,000	100%	100%	Provision of IT service
Tianjin Shengye (Group) Limited* (天津盛業(集團)有限公司#)	PRC 2 November 2017	RMB2,561,000,000	100%	100%	Provision of management service
SY Factoring Limited* (盛業商業保理有限公司#)	PRC 26 December 2013	RMB1,670,000,000	100%	100%	Provision of supply chain service
Shenglong Information Technology Service (Ningbo) Co., Limited (盛隆信息科技服務(寧波)有限公司#)	PRC 9 July 2019	RMB175,000,000	100%	93%	Provision of IT service
Shengye Financing Guarantee Limited* (盛業融資擔保有限公司#)	PRC 14 April 2020	RMB300,000,000	100%	100%	Provision of guarantee service
Tianjin Shengye Investment Limited* (天津盛業投資有限公司#)	PRC 18 March 2021	RMB75,000,000	100%	100%	Provision of investment service
Shengzhi Construction & Development Co., Ltd* (盛智建設發展(無錫)有限公司#)	PRC 26 January 2022	RMB300,000,000	100%	100%	Property development
Qingdao SY Shengxiao Supply Chain Management Limited* (青島盛業曉盛供應鏈管理有限公司#)	PRC 14 November 2022	RMB248,000,000	100%	100%	Provision of supply chain service
Tianjin Xiangsheng Supply Chain Management Limited* (天津象盛供應鏈管理有限公司#) (**TJXS**)	PRC 6 December 2022	RMB130,000,000	100%	82%	Provision of supply chain service
WXGJ (note 43)	PRC 12 June 2018	RMB489,800,000	N/A	80%	Provision of supply chain service
Great Style (note 42)	BVI 24 September 2018	US$50,000	100%	N/A	Investment holding

\# English translated name is for identification purpose only.

* The entities have no material non-controlling interests in the PRC.



44. PARTICULARS OF SUBSIDIARIES (continued)

General information of subsidiaries (continued)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For he ea ended 31 Dece ba 2024



44. PARTICULARS OF SUBSIDIARIES (continued)

WXGJ

	31/12/2023 RMB'000
C en a e	4,197,834
N n-c en a e	173,235
C en iabi ie	(3,171,679)
N n-c en iabi ie	(703,121)
E i a ib able o ne o he Co an	397,015
N n-co n o lin in e e o ne o WXGJ	
N n-co n o lin in e e o WXGJ	99,254

	2023 RMB'000
Re en e	297,387
E en e and o ha ain and b e	(230,403)
R o i b he ea	66,984
A ib able o :	
O ne o he Co an	53,587
N n-co n o lin in e e o ne o WXGJ	
N n-co n o lin in e e o WXGJ	13,397
	66,984



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Fo ₜhe ea ended 31 Dece ba 2024

44. PARTICULARS OF SUBSIDIARIES (continued)

WXGJ (continued)

	2023 RMB'000
OCI a₁₁ ib ₜab/e ₚ● na ● f ₜhe G● ₁ an	2,922
OCI a₁₁ ib ₜab/e ₚ● m● n-G● nᵢ● //in inₜe e ₜ ● f● na ● f WXGJ	
OCI a₁₁ ib ₜab/e ₚ● m● n-G● nᵢ● //in inₜe e ₜ ● f WXGJ	730
OCI f● ₜhe ea	3,652
T● ₜa/ G● ₁ ehen i e ine e a₁₁ ib ₜab/e ₚ● na ● f ₜhe G● ₁ an	56,509
T● ₜa/ G● ₁ ehen i e ine e a₁₁ ib ₜab/e ₚ● m● n-G● nᵢ● //in inₜe e ₜ ● f ● na ● f WXGJ	
T● ₜa/ G● ₁ ehen i e ine e a₁₁ ib ₜab/e ₚ● m● n-G● nᵢ● //in inₜe e ₜ ● f WXGJ	14,127
T● ₜa/ G● ₁ ehen i e ine e f● ₜhe ea	70,636

	2023 RMB'000
Ne ₜ ca h inf● f● ₁ a₁in ac ₜi i ₜie	205,331
Ne ₜ ca h inf● f● in e ₜin ac ₜi i ₜie	38,582
Ne ₜ ca h● ₜf● f● finan cin ac ₜi i ₜie	(295,147)
Ne ₜ ca h● ₜf●	(51,234)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Fo the ea ended 31 Dece ba 2024



45. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	31/12/2024 RMB'000	31/12/2023 RMB'000
NON-CURRENT ASSETS		
In e in b idia ie	933,314	912,469
lo an a b idia	–	288,649
A o n d e o a b idia	589,651	1,055,919
	1,522,965	2,257,037
CURRENT ASSETS		
Da i a i e financia! in en	–	1,018
lo an b idia ie	256,034	336,730
O ha ecei ab!e e a en and ha	44,874	338
A o n d e o b idia ie	1,080,116	48,116
P!ed ed ban de o i	577	25,525
Ca h and ca h e i a!en	12,638	9,728
	1,394,239	421,455
CURRENT LIABILITIES		
Bo o in	94,518	108,682
Ti ade and o ha a able	634	3,237
A o n d e o b idia ie	885,355	48,362
	980,507	160,281
NET CURRENT ASSETS	413,732	261,174
NON-CURRENT LIABILITIES		
Bo o in	–	322,512
	–	322,512
NET ASSETS	1,936,697	2,195,699
CAPITAL AND RESERVES		
Sha e ca i a!	8,547	8,559
Re a e	1,928,150	2,187,140
TOTAL EQUITY	1,936,697	2,195,699



45. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Movement in reserves

CORPORATE INFORMATION

BOARD OF DIRECTORS