



Huajin International Holdings Limited 華津國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 2738



ANNUAL REPORT 2023



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Xu Songqing (*Chairman*)
Mr. Xu Jianhong (*Vice Chairman*)
Mr. Luo Canwen (*Chief Executive Officer*)
Mr. Xu Songman

Independent non-executive Directors

Mr. Goh Choo Hwee
Mr. Ou Qiyuan
Mr. Suen To Wai

AUDIT COMMITTEE

Mr. Suen To Wai (*Chairman*)
Mr. Goh Choo Hwee
Mr. Ou Qiyuan

REMUNERATION COMMITTEE

Mr. Suen To Wai (*Chairman*)
Mr. Xu Songqing
Mr. Goh Choo Hwee
Mr. Ou Qiyuan

NOMINATION COMMITTEE

Mr. Xu Songqing (*Chairman*)
Mr. Goh Choo Hwee
Mr. Ou Qiyuan
Mr. Suen To Wai

COMPANY SECRETARY

Mr. Wong Chak Keung

PRINCIPAL BANKERS

Agricultural Bank of China Limited
Jiangmen Xinhui Branch
Jiangmen Rural Commercial Bank Company Limited
Bank of Guangzhou Jiangmen Branch

AUDITOR

Deloitte Touche Tohmatsu
Registered Public Interest Entity Auditors

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square, P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
Suites 3301-04, 33/F.
Two Chinachem Exchange Square
338 King's Road, North Point
Hong Kong

REGISTERED OFFICE

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

HEADQUARTER IN THE PEOPLE'S REPUBLIC OF CHINA (THE "PRC")

Xinsha Industrial Zone of Muzhou Town
Xinhui District, Jiangmen City
Guangdong Province, PRC

PRINCIPAL PLACE OF BUSINESS

Unit 18, 5/F, Tower A
New Mandarin Plaza
No. 14 Science Museum Road
Tsim Sha Tsui East
Kowloon, Hong Kong

STOCK CODE

2738

WEBSITE

www.huajin-hk.com

DEFINITIONS

In this report, unless otherwise indicated in the context, the following expressions have the meanings set out below:

“Abundant State”	Abundant State Ventures Limited (國溢創投有限公司), a limited liability company incorporated in BVI, and indirect wholly-owned subsidiary of the Company
“Articles of Association”	the articles of association of the Company
“associates”	having the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors of the Company
“BVI”	the British Virgin Islands
“China” or “PRC”	the People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Company”	Huajin International Holdings Limited (華津國際控股有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange
“Controlling Shareholder(s)”	having the meaning ascribed thereto under the Listing Rules
“Deed of Non-competition”	the deed of non-competition dated 23 March 2016 and executed by our Controlling Shareholders in favour of the Company
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Haiyi”	Haiyi Limited (海逸有限公司), a business company incorporated under the laws of BVI with limited liability and our Controlling Shareholder, which is wholly-owned by Intrend Ventures
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hua Jin Holdings”	Hua Jin Holdings Pte. Ltd., a limited liability company incorporated in Singapore, which is wholly-owned by Mr. Xu
“Huajin Investments”	Huajin Investments Limited (華津投資有限公司), a limited liability company incorporated in BVI, the entire issued share capital of which is owned by the Company and is a direct wholly-owned subsidiary of the Company

DEFINITIONS

“Huajin Metal Industrial Park”	the Group’s existing production plant located at Gujing Town, Xinhui District, Jiangmen City, Guangdong Province, the PRC
“Huajin Terminal”	Huajin terminal with the construction of three pier berths, with a maximum docking capacity of 30,000 deadweight tons for the Group’s own use and external operations, being built near to the coast of f Huajin Metal Industrial Park and the terminal’s coastline is approximately 650 metres.
“Independent Third Party(ies)”	individual(s) or company(ies) not connected with (within the meaning of the Listing Rules) any Director, chief executive or substantial Shareholder of the Company or any of its subsidiaries or any of their respective associates
“Inter Consortium”	Inter Consortium Holdings Limited (華滙控股有限公司), a limited liability company incorporated in Hong Kong, the entire issued shares of which is owned by Huajin Investments and is an indirect wholly-owned subsidiary of the Company
“Intrend Ventures”	Intrend Ventures Limited, a business company incorporated under the laws of BVI with limited liability and our Controlling Shareholder, which is wholly-owned by Mr. Xu
“Jiangmen Hairun”	江門市海潤再生資源回收有限公司 (Jiangmen Hairun Renewable Resources Recycling Company Limited*), a limited liability company established under the laws of PRC and an indirect wholly-owned subsidiary of the Company
“Jiangmen Huajin”	江門市華津金屬製品有限公司 (Jiangmen Huajin Metal Product Company Limited*), a limited liability company established under the laws of PRC and an indirect wholly-owned subsidiary of the Company
“Jiangmen Huajin Metal Trading”	江門市華津金屬交易市場有限公司 (Jiangmen Huajin Metal Trading Market Company Limited*), a limited liability company established under the laws of PRC and an indirect wholly-owned subsidiary of the Company
“Jiangmen Huamu”	江門市華睦五金有限公司 (Jiangmen Huamu Metals Company Limited*), a limited liability company established under the laws of PRC and an indirect wholly-owned subsidiary of the Company
“Jiangmen Huihan”	江門市匯涵精密五金製品有限公司 (Jiangmen Huihan Precision Metal Products Company Limited*), a limited liability company established under the laws of PRC, which is indirectly owned as to 5% by the Company

DEFINITIONS

“Jiangmen Huihao”	江門市匯浩精密五金製品有限公司 (Jiangmen Huihao Precision Metal Products Company Limited*), a limited liability company established under the laws of PRC, which is indirectly owned as to 5% by the Company
“Jiangmen Huiyang”	江門市匯洋精密五金製品有限公司 (Jiangmen Huiyang Precision Metal Products Company Limited*), a limited liability company established under the laws of PRC, which is indirectly owned as to 5% by the Company
“Jiangmen Jinhan Metal”	江門市津瀚金屬製品有限公司 (Jiangmen Jinhan Metal Product Company Limited*), a limited liability company established under the laws of PRC, and indirect wholly owned subsidiary of the Company
“Jiangmen Jinhao Metal Material”	江門市津浩金屬材料有限公司 (Jiangmen Jinhao Metal Material Company Limited*), a limited liability company established under the laws of PRC, and indirect wholly-owned subsidiary of the Company
“Jiangmen Jinhong Logistics”	江門市津鴻物流有限公司 (Jiangmen Jinhong Logistics Limited*), a limited liability company established under the laws of PRC, and indirect wholly-owned subsidiary of the Company
“Jiangmen Jinrun Ecotechnology”	江門市津潤環保科技有限公司 (Jiangmen Jinrun Ecotechnology Company Limited*)(formerly known as 江門市津潤金屬材料有限公司 Jiangmen Jinrun Metal Material Company Limited*), a limited liability company established under the laws of PRC, and indirect wholly-owned subsidiary of the Company
“Jiangmen Jinyang Metal Material”	江門市津洋金屬材料有限公司 (Jiangmen Jinyang Metal Material Company Limited*), a limited liability company established under the laws of PRC, and indirect wholly-owned subsidiary of the Company
“Jovial Idea”	Jovial Idea Ventures Limited (樂意創投有限公司), a limited liability company incorporated in BVI, and indirect wholly-owned subsidiary of the Company
“Listing” or “Listing Date”	the listing of our Shares on the Stock Exchange commenced on 15 April 2016
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company
“Mr. Luo”	Mr. Luo Canwen (羅燦文), the executive Director

DEFINITIONS

“Mr. Xu”	Mr. Xu Songqing (許松慶), the executive Director and Controlling Shareholder
“Oriental Surplus Link”	Oriental Surplus Link Limited (東方溢進有限公司), a limited liability company incorporated in Hong Kong, which is wholly-owned by Mr. Xu
“Prospectus”	the prospectus of the Company dated 5 April 2016
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sino Beauty”	Sino Beauty Group Limited (漢麗集團有限公司), a limited liability company incorporated in BVI, and indirect wholly-owned subsidiary of the Company
“substantial Shareholder(s)”	having the meaning ascribed thereto under the Listing Rules
“Zhong Cheng”	Zhong Cheng International Limited (中誠有限公司) (formerly known as China Reliance Limited (中誠有限公司)), a business company incorporated under the laws of BVI with limited liability, which is wholly-owned by Mr. Luo
“Vast Profit”	Vast Profit Enterprise Limited (浩利企業有限公司), a limited liability company incorporated in Hong Kong, and an indirect wholly-owned subsidiary of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“S\$”	Singapore dollars, the lawful currency of Singapore
“%”	per cent

* for identification purpose only and should not be regarded as the official English translation of the Chinese names. In the event of any inconsistency, the Chinese name prevails.

FINANCIAL HIGHLIGHTS

	2023	2022	Change
Revenue (RMB million)	6,589.9	4,663.6	+41.3%
Gross profit (loss) (RMB million)	296.6	(20.1)	n/a
Gross profit (loss) margin	4.5%	-0.4%	n/a
Profit (loss) attributable to owners of the Company (RMB million)	85.7	(165.3)	n/a
Basic and diluted earnings (loss) per Shares (RMB cent)	14.28	(27.55)	n/a
Sales volume (tonne) (note 1)	1,470,387	958,126	+53.5%
Average processing fee per tonne (RMB) (note 2)	418	336	+24.4%
	As at 31.12.2023	As at 31.12.2022	change
Net asset value (RMB million)	514.7	425.3	+21.0%
Net asset value per Share (RMB)	0.86	0.71	+21.1%
Borrowings (RMB million)	2,277.9	1,516.1	+50.2%
Gearing ratio (note 3)	442.6%	356.5%	

Notes:

1. It represents the sales volume of cold-rolled steel products and galvanized steel products during the reporting period.
2. The average processing fee is the difference between the average selling price and the average cost of direct materials charged for its cold-rolled steel products and galvanized steel products
3. Gearing ratio is calculated at borrowings divided by net asset value.

CHAIRMAN'S STATEMENT

On behalf of the Board, I am pleased to present our annual results of Huajin International Holdings Limited and its subsidiaries for the year ended 31 December 2023 to our Shareholders.

REVIEW

During the year of 2023, the Group generated revenue of approximately RMB6,589.9 million, representing an increase of RMB1,926.3 million or 41.3%, as compared to that of approximately RMB4,663.6 million during the year of 2022. Profit attributable to owners of the Company during the year of 2023 was approximately RMB85.7 million when compared with loss attributable to owners of the Company of approximately RMB165.3 million for the year of 2022.

The sales volume of cold-rolled steel products and galvanized steel products in aggregate was approximately 1,470,387 tonnes during the year of 2023, representing an increase of approximately 512,261 tonnes or 53.5%, as compared to that of approximately 958,126 tonnes during the year of 2022.

The Board considered that the net profit of the Group for the year of 2023 was mainly due to, among others, (i) the increase in the revenue and sales volume of the Group's products; (ii) the increase in the average processing fee (being the difference between the selling price and the cost of the raw materials) of the Group's cold-rolled steel products and galvanized steel products; and (iii) the decrease in the unit cost of sales.

In order to maintain its business growth in the long run, the Group invested substantially in property, plant and equipment to strengthen the scale and processing capacity of the existing production base and facilities. In 2023, the Group acquired property, plant and equipment and incurred construction costs of approximately RMB389.2 million.

For corporate social responsibility, the Group is committed to striking a balance between earnings and sustainable development. We believe outstanding business environment, society and corporate governance are fundamental to maintaining long-term sustainable success. The Group encourages our staff to participate in community services with non-profit organizations, social enterprises and governments to benefit countries and communities where the Group operates.

FUTURE PROSPECTS

The Group's existing production plant located at Gujing Town, Xinhui District, Jiangmen City, Guangdong Province, the PRC, has been developed into Huajin Metal Industrial Park. With reference to the local government plan and the support from the government, Huajin Terminal with the construction of three pier berths will be built near to the coast of Huajin Metal Industrial Park. The Group will build, operate and manage three berths with a maximum docking capacity of 30,000 deadweight tons for the Group's own use and external operations. In early 2024, the Group has completed the construction works for the berth no. 3 of Huajin Terminal and, on 23 January 2024, the Group has obtained the licence for port operations issued by Jiangmen Xinhui District Transportation Bureau for berth no. 3 of Huajin Terminal. The Board expects that the construction works for the berth no. 1 and 2 of Huajin Terminal will be completed in mid-2024.

CHAIRMAN'S STATEMENT

The cold-rolled and galvanized steel processing service business will continue to be the principal business providing a stable source of income to the Group. With our broad and diversified customer base, the Board believes that the terminal business will help broaden the income source of the Group with the saving of the transportation costs and time, and boosting distribution and warehousing.

PROPOSED DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2023.

APPRECIATION

To conclude, I would like to take this opportunity to express my heartfelt gratitude and appreciation to the Board for their support and contributions, to the devotion of our management team and staff over the past year. Last but not least, I would like to give my sincerest thanks to our Shareholders, business partners and customers for their unflagging support.

Xu Songqing

Chairman

Hong Kong, 28 March 2024

DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Executive directors

Mr. Xu Songqing (許松慶), aged 53, is the chairman of the Company and was appointed as an executive Director of the Company on 13 March 2015. Mr. Xu is also the chairman of the nomination committee and a member of remuneration committee of the Company. As a founder of the Group, Mr. Xu is also a director and legal representative of certain subsidiaries of the Company. Mr. Xu founded Jiangmen Huajin in July 2005 and Jiangmen Huamu in November 2006, and served as a director of Jiangmen Huajin and Jiangmen Huamu. He has been primarily responsible for overall strategic planning and business development. Prior to joining the Group, Mr. Xu served as a general manager at Zhongshan Guzhen Luhao Street Light Factory* (中山市古鎮路豪路燈廠) from December 2001 to July 2005, responsible for managing and supervising overall production of steel poles of street light. Mr. Xu served as a factory manager at Zhongshan Guzhen Henghua Lighting & Appliances Factory* (中山市古鎮恒華電器燈飾廠) from October 1999 to December 2001, responsible for managing the workshop and familiarising with characteristics and manufacturing requirements of all kinds of lamp poles. Mr. Xu worked in lighting and transportation industry as a self-employed entrepreneur from 1991 to 1999. Mr. Xu is the elder brother of Mr. Xu Songman and the father of Mr. Xu Jianhong, both are the executive Directors of the Company.

Mr. Xu Jianhong (許健鴻), aged 30, was appointed as a non-executive Director of the Company on 21 November 2017 and was re-designated from the non-executive Director to the executive Director of the Company on 1 May 2022. Mr. Xu Jianhong was also appointed as the vice chairman of the Company with effect from 24 February 2022. Mr. Xu Jianhong graduated from The Kilmore International School in Australia in 2014 and received his Bachelor of Science degree from The University of Melbourne, Australia in July 2018. Mr. Xu Jianhong is also a director of Inter Consortium, a director and the legal representative of Jiangmen Huajin Metal Trading, Jiangmen Jinrun Ecotechnology, Jiangmen Jinyang Metal Material and Jiangmen Jinhan Metal, all of which are indirect wholly-owned subsidiaries of the Company. Mr. Xu Jianhong is the son of Mr. Xu, a controlling shareholder, an executive Director and the chairman of the Company, and the nephew of Mr. Xu Songman, an executive Director of the Company.

Mr. Luo Canwen (羅燦文), aged 50, was appointed as an executive Director and chief executive officer of the Company on 18 December 2015. Mr. Luo joined the Group in May 2010 and currently serves as the raw material procurement director of Jiangmen Huajin and Jiangmen Huamu. Mr. Luo has been primarily responsible for the overall operation, management and raw material procurement of the Group. Mr. Luo is also a director of Inter Consortium and the supervisor of certain subsidiaries of the Company. Prior to joining the Group, Mr. Luo has over 12 years experience in the trading industry. Mr. Luo was the chief executive officer of Foshan Shunde Jinhong Trading Company Limited* (佛山市順德區晉虹貿易有限公司) (formerly known as Foshan Shunde Qianghong Trading Company Limited* (佛山順德區強虹貿易有限公司)) from May 2001 to April 2010. Mr. Luo also worked in the sales department in Foshan Dongying Trading Company Limited* (佛山市東盈貿易有限公司) (formerly known as Foshan Dongsheng Zhilian Trading Company Limited* (佛山市東升志聯貿易有限公司)) from May 1998 to April 2001.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Xu Songman, aged 47, was appointed as an executive Director of the Company on 18 December 2015. Mr. Xu Songman joined the Group in July 2005 and currently serves as the sales director of Jiangmen Huajin and Jiangmen Huamu. Mr. Xu Songman has been primarily responsible for the overall domestic and overseas marketing and logistics related services of the Group. Mr. Xu Songman is also a director of Inter Consortium. Prior to joining the Group, Mr. Xu Songman was involved in and managed his steel trading business in the Guangdong Province, the PRC, from 2002 to 2005. Mr. Xu Songman was engaged in the restaurant industry in the United Kingdom from 1997 to 2001. Mr. Xu Songman completed an EMBA course at Sun Yat-sen University (中山大學) located in Guangdong Province, the PRC in April 2014. Mr. Xu Songman is the younger brother of Mr. Xu and the uncle of Mr. Xu Jianhong.

Independent non-executive Directors

Mr. Goh Choo Hwee (吳慈飛), aged 52, was appointed as an independent non-executive Director of the Company on 23 March 2016. Mr. Goh is also a member of each of the audit, remuneration and nomination committees of the Company. Mr. Goh is a practising solicitor in Hong Kong and currently a consultant at Ma Tang & Co., a law firm in Hong Kong. Mr. Goh graduated from The University of Hong Kong with Postgraduate Certificate in Laws in June 1995.

Mr. Goh is currently an independent non-executive director of Tsui Wah Holdings Limited (stock code: 1314), a company listed on the Main Board of the Stock Exchange. Mr. Goh was also an independent non-executive director of China Ever Grand Financial Leasing Group Co., Ltd. (stock code: 379), a company listed on the Main Board of the Stock Exchange, from January 2012 to March 2022.

Mr. Ou Qiyuan (區啓源), aged 48, was appointed as an independent non-executive Director of the Company on 1 October 2022. Mr. Ou graduated from South China University of Technology, specializing in business administration, in 2013. Mr. Ou has been serving as the managing director of 江門市國旅國際旅行社有限公司 (Jiangmen International Travel Service Co., Ltd.*) since May 2007. Mr. Ou is also the sole shareholder of this company. Mr. Ou has over 14 years of operations and management experience in tourism business and corporate development.

Mr. Suen To Wai (孫多偉), aged 50, was appointed as an independent non-executive Director of the Company on 18 March 2023. Mr. Suen is also the chairman of audit committee and remuneration committee and a member of nomination committee of the Company. Mr. Suen received tertiary education both in Hong Kong and Australia. Mr. Suen obtained a bachelor's degree in commerce from The University of Western Australia in March 2001. Mr. Suen is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Suen has over 15 years of experience in finance and accounting. He also worked at an international audit firm from January 2001 to July 2013.

Mr. Suen is currently an independent non-executive director of MingZhu Logistics Holdings Limited, a company whose shares are listed on Nasdaq (stock code: YGMZ), since September 2020 and an independent non-executive director of Huisen Household International Group Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 2127), since December 2020.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Suen is an independent non-executive director of China Zenix Auto International Limited (a company whose American depositary shares were previously listed on the New York Stock Exchange under the stock code “ZX” but were subsequently delisted in December 2018, and then were quoted on the over-the-counter markets under the stock code “ZXAIY” but were subsequently delisted in January 2022) since April 2018.

Mr. Suen is an independent non-executive director of Ping An Securities Group (Holdings) Limited (“Ping An Securities”), a company whose shares were previously listed on the Main Board of the Stock Exchange (stock code: 231) but were subsequently delisted in November 2022, since February 2020. Ping An Securities was incorporated in Bermuda with limited liability. According to the 2020 annual report of Ping An Securities, Ping An Securities and its subsidiaries mainly engaged in the business of provision of securities brokerage, securities underwriting and placements and financial advisory services, insurance brokerage service and property development.

Save as disclosed above, each of the Directors has confirmed that he did not have any relationships with any other Directors, senior management or substantial or Controlling Shareholders, if any, of the Company as at the date of this annual report.

CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information of the Directors of the Company during the year ended 31 December 2023 and up to the date of this report are set out below:

Directors	Details of changes
Mr. Xu Jianhong	appointed as a director and the legal representative of 江門市津瀚金屬製品有限公司 (unofficially translated as Jiangmen Jinhan Metal Product Company Limited), an indirectly wholly-owned subsidiary of the Company, on 25 May 2023

Save for the information disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

DIRECTORS AND SENIOR MANAGEMENT

SENIOR MANAGEMENT

Mr. Chen Chunniu (陳春牛), aged 52, was appointed as an executive Director of the Company on 18 December 2015 and resigned as the executive director of the Company on 24 February 2022. Mr. Chen joined the Group in July 2005 and currently serves as the procurement director of ancillary materials of Jiangmen Huajin and Jiangmen Huamu. Mr. Chen has been primarily responsible for the overall procurement of ancillary materials for the Group. Prior to joining the Group, Mr. Chen worked in an oil pump repairing factory in Jiangmen. Mr. Chen graduated from Jiangmen Advanced Technical Institute (江門市高級技工學校) in June 1990. Mr. Chen also attained a certificate of junior safety officer in Guangdong Province (廣東省初級安全主任證書) issued by Jiangmen Administration of Work Safety (江門市安全生產監督管理局) on 26 October 2005.

Mr. Wong Chak Keung (黃澤強), aged 57, was appointed as the company secretary and the chief financial officer of the Company on 18 December 2015 and 10 July 2017, respectively. Mr. Wong has been in the accounting profession for over 15 years. In addition to his working experience in an international accounting firm in Hong Kong, Mr. Wong has also worked for listed and other companies engaged in investment, accounting, educational business, manufacturing and merger and acquisition. Mr. Wong obtained a bachelor degree in business from The University of Southern Queensland in Australia in 1995. Mr. Wong is also a member of the Hong Kong Institute of Certified Public Accountants and certified practising accountant of CPA Australia, respectively.

CORPORATE GOVERNANCE REPORT

The Board is pleased to present the Corporate Governance Report for the year ended 31 December 2023.

CORPORATE GOVERNANCE PRACTICES

The Board is committed to achieving high corporate governance standards. The Company recognises that sound and effective corporate governance practices are fundamental to the smooth, effective and transparent operation of a company and its ability to attract investment, protect the rights of the shareholders and stakeholders, and enhance shareholder value.

The corporate governance principles of the Group emphasise an effective Board, sound internal controls, appropriate independence policy, and transparency and accountability to the Shareholders. The Group is committed to striking a balance between earnings and sustainable development. The Company believes outstanding business environment, society and corporate governance are fundamental to maintaining long-term sustainable success.

The Company has applied the principles of good corporate governance and adopted the code provisions set out in the Corporate Governance Code (“CG Code”) contained in Appendix 14 to the Listing Rules as its code of corporate governance. The Company has complied with the applicable code provisions in the CG Code throughout the year ended 31 December 2023.

The Board considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are no less exacting than those set out in the CG Code.

The Directors will continue to use their best endeavours to procure the Company to comply with the CG Code.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”) as set out in Appendix 10 to the Listing Rules as the Company’s code of conduct regarding Directors’ securities transactions. Having made specific enquiry of all Directors, all the Directors confirmed that they had complied with the required standard set out in the Model Code throughout the year ended 31 December 2023.

The Company has also adopted the Model Code as the standard of dealings in the Company’s securities for relevant employees who are likely to possess unpublished inside information in relation to the Group. No incident of noncompliance by the relevant employees was noted by the Company during the year under review.

BOARD OF DIRECTORS

The Board is responsible for providing high-level guidance and effective oversight of the Group’s management and operation. In addition, the Board has also delegated various responsibilities to the Board committees and further details of these Board committees are set out in this report.

CORPORATE GOVERNANCE REPORT

The Board is also responsible for performing the corporate governance duties as set out below:

1. to develop and review the Company's policies and practices on corporate governance and make recommendations to the Company;
2. to review and monitor the training and continuous professional development of Directors and senior management;
3. to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
4. to develop, review and monitor the code of conduct applicable to Directors and employees; and
5. to review the Company's compliance with the GC Code and disclosure in the Corporate Governance Report under Appendix 14 to the Listing Rules.

(a) Board composition

The Board currently comprises a combination of four executive Directors and three independent non-executive Directors. The profile, role and function of each Director, their relationship with each other and the membership of the board committees are set out in the section headed "Directors and senior management" in this annual report.

During the year under review, the Company had complied with Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules regarding the appointment of a sufficient number of independent non-executive Directors representing at least one-third of the Board and at least one of the independent non-executive Directors having appropriate professional qualifications or accounting or related financial management expertise.

Mr. Xu is the elder brother of Mr. Xu Songman. Mr. Xu Jianhong is the son of Mr. Xu and a nephew of Mr. Xu Songman. Save as disclosed above, the Board members have no financial, business, family or other material/relevant relationship with each other.

(b) Board proceedings

During the year ended 31 December 2023, five board meetings were held. Prior notices convening the board meetings were despatched to the Directors setting out the matters to be discussed. At the meetings, the Directors were provided with an agenda, accompanying board papers and relevant documents to be discussed and approved. The company secretary is responsible for keeping minutes for the board meetings.

The Directors are requested to declare their and their connected entities' direct or indirect interests, if any, in any proposals or transactions to be considered by the Board at Board meetings and abstain from voting in the Board meetings as appropriate.

CORPORATE GOVERNANCE REPORT

(c) Directors' attendance at Board meetings and general meeting

The attendance record of each Director at the Board meetings and general meeting during the year ended 31 December 2023 is set out in the table below:

Name of Directors	number of attendance/number of meeting(s)	
	Board meetings	general meeting
Executive Directors		
Mr. Xu Songqing	5/5	1/1
Mr. Xu Jianhong	5/5	1/1
Mr. Luo Canwen	5/5	1/1
Mr. Xu Songman	5/5	1/1
Independent non-executive Directors		
Mr. Goh Choo Hwee	5/5	1/1
Mr. Ou Qiyuan	5/5	1/1
Mr. Suen To Wai (<i>note 1</i>)	4/4	1/1
Mr. Tam Yuk Sang Sammy (<i>note 2</i>)	n/a	n/a

Notes:

1. Mr. Suen To Wai was appointed as an independent non-executive Director with effect from 18 March 2023.
2. Mr. Tam Yuk Sang Sammy resigned as an independent non-executive Director with effect from 17 March 2023.

(d) Responsibilities, accountability and contributions of the Board and management

The Board is responsible for leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. The Board takes decisions objectively in the interests of the Company.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and make contributions to the Company and the Group that was commensurate with their role and board responsibilities. An updated list of the Directors identifying their roles and functions is maintained on the respective websites of the Company and the Stock Exchange.

The executive Directors are responsible for running the Group and executing the strategies adopted by the Board. They ensure that proper internal control system is in place and the Group's business conforms to applicable laws and regulations. All independent non-executive Directors bring their wealth of experience to the Board by making a positive contribution to the development of the Company's strategy and policies through independent, constructive and informed comments to ensure that the Board maintains high standards in financial and other mandatory reporting as well as providing adequate checks for safeguarding the interests of the Shareholders and the Company as a whole.

CORPORATE GOVERNANCE REPORT

The Directors acknowledge their responsibilities for preparing the consolidated financial statements that gives a true and fair view of the state of affairs of the Group. The Directors aim to present a balanced and understandable assessment of the Group's position and prospects with timely publication of the financial statements of the Group. In preparing the consolidated financial statements of the Company for the year ended 31 December 2023, the Directors, with the assistance of the management, selected the suitable accounting policies and applied them consistently, made judgements and estimates that are prudent, and prepared the accounts on the going concern basis. The reporting responsibilities of Deloitte Touche Tohmatsu are stated in the independent auditor's report on pages 54 to 58 of this annual report. As at the date of this report, the Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern.

The Directors had conducted a review of the effectiveness of the internal control system of the Group for the year ended 31 December 2023.

The Directors have each confirmed that he has allocated sufficient time and attention to the affairs of the Group, and have also disclosed their offices held in other public companies and organisations and updated the Company on any subsequent changes in a timely manner.

Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation and management of the Company are delegated to the management. The management has the obligation to supply the Board and the various Board committees with monthly updates giving a balanced and understandable assessment of the Group's performance, position and prospects in a timely manner to enable the Board members to make informed decisions. All Directors have full and timely access to all relevant information of the Company as well as the services and advice from the company secretary and senior management. The Directors may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

(e) Independence of independent non-executive Directors

The Board must be satisfied itself that an independent non-executive Directors does not have any material relationship with the Group. The Board is guided by the criteria of independence as set out in the Listing Rules in determining the independence of Directors.

The independent non-executive Directors of the Company, namely Mr. Goh Choo Hwee, Mr. Ou Qiyuan and Mr. Suen To Wai, have each provided annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Board continues to consider these Directors to be independent.

(f) Directors' induction and continuous professional development

On appointment to the Board, each Director receives a comprehensive induction package covering business operations, policy and procedures of the Company as well as the general, statutory and regulatory obligations of being a Director to ensure that he/she is sufficiently aware of his/her responsibilities under the Listing Rules and other relevant regulatory requirements.

CORPORATE GOVERNANCE REPORT

Pursuant to core provision C.1.4 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. For the year ended 31 December 2023, all Directors had participated in appropriate continuous professional development activities either by attending training courses or by reading materials relevant to the Company's business and/or the Directors' duties and responsibilities

(g) Directors' and officers' insurance

The Company has arranged appropriate Directors' and officers' ("D&O") insurance cover, which gives appropriate cover for any legal action brought against Directors and officers throughout the year ended 31 December 2023. To ensure sufficient cover is provided, we review the Company's D&O insurance policy annually to ensure that the coverage is sufficient and remains appropriate in light of recent trends in the insurance market and other relevant factors.

CHAIRMAN AND CHIEF EXECUTIVE

According to the CG Code, the roles of the chairman and chief executive should be separate and performed by different individuals to ensure a balance of power and authority so that power is not concentrated in any one individual.

The chairman and chief executive officer of the Company are Mr. Xu and Mr. Luo respectively. The roles of the chairman and chief executive officer are segregated and assumed by two separate individuals who have no relationship with each other. It is aimed at striking a balance of power and authority so that the job responsibilities are not concentrated on any one individual.

The chairman of the Board is responsible for the leadership and effective running of the Board and take primary responsibility for ensuring that good corporate governance practices and procedures are established. The chief executive officer is delegated with the authorities to manage the business of the Group in all aspects effectively.

NON-EXECUTIVE DIRECTORS

Each of the independent non-executive Directors is appointed for an initial term of three years which is renewable automatically unless terminated by either party in writing prior to the expiry of the term. All the independent non-executive Directors are also subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the Articles of Association.

CORPORATE GOVERNANCE REPORT

BOARD COMMITTEES

The Board has established three Board committees and has delegated various responsibilities to the committees including the audit committee (the "Audit Committee"), the remuneration committee (the "Remuneration Committee") and the nomination committee (the "Nomination Committee"). All the Board committees perform their distinct roles in accordance with their respective terms of reference which are available to Shareholders on the respective websites of the Company and the Stock Exchange. The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

Audit Committee

The Company has established an Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rule and core provision D.3.3 of the CG Code. The primary duties of the Audit Committee are to provide the Board with an independent review of the effectiveness of the financial reporting process, risk management and internal control systems of the Group, to oversee the audit process and to perform other duties and responsibilities as assigned by the Board.

The audit committee currently consists of three independent non-executive Directors, namely Mr. Goh Choo Hwee, Mr. Ou Qiyuan and Mr. Suen To Wai. The chairman of the Audit Committee changed from Mr. Tam Yuk Sang Sammy to Mr. Suen To Wai in mid-March 2023. In compliance with Rule 3.10(2) of the Listing Rules, Mr. Tam Yuk Sang Sammy, the then independent non-executive Director, and Mr. Suen To Wai possess the appropriate professional and accounting qualifications or accounting or related financial management expertise.

During the year ended 31 December 2023, the Audit Committee held three meetings to consider and review, among other things, the following:

- (a) the Company's annual report and the audited results announcement of the Group for the year ended 31 December 2022, and the Company's interim report and the unaudited results announcement of the Group for the six months ended 30 June 2023;
- (b) the reports to the Audit Committee prepared by Deloitte Touche Tohmatsu, the auditors, and the matters reported to the Audit Committee and recommended by the auditors, including any material concerns raised to the management in relation to accounting records, financial statements or internal control systems and the management's responses;
- (c) the accounting policies and practices adopted by the Group;
- (d) the independence and objectivity of the auditor, the scope of audit services and related audit fees payable to the auditor;
- (e) the adequacy and effectiveness of the Company's internal audit function, financial reporting system, internal control system, and risk management;

CORPORATE GOVERNANCE REPORT

- (f) the connected transactions of the Group; and
- (g) the audit planning for the year ended 31 December 2023 with the auditor.

There was no disagreement between the Board and the Audit Committee on the selection, appointment of the external auditor during the year ended 31 December 2023.

The Group's audited consolidated results for the year ended 31 December 2023 have been reviewed by the Audit Committee. The Audit Committee has been satisfied with the review of the audit scope, process and effectiveness, independence of Deloitte Touche Tohmatsu and thus recommended to the Board for the approval of the consolidated financial statements

The individual attendance record of each member of the Audit Committee is as follows:

Name of Directors	Number of attendance/ number of meetings
Mr. Goh Choo Hwee	3/3
Mr. Ou Qiyuan	3/3
Mr. Suen To Wai	3/3
Mr. Tam Yuk Sang Sammy	n/a

Nomination Committee

The Company established the Nomination Committee with written terms of reference in compliance with core provision B.3.1 of the CG Code. The primary duties of the Nomination Committee are to (i) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (ii) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; (iii) assess the independence of independent non-executive directors; and (iv) make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors.

The Nomination Committee consists of four members, of whom three are independent non-executive Directors. The current members are Mr. Xu, Mr. Goh Choo Hwee, Mr. Ou Qiyuan and Mr. Suen To Wai. Mr. Xu is the chairman of the Nomination Committee.

Board diversity policy

The Board recognizes and embraces the benefits of having a diverse Board to enhance its performance and to achieve a sustainable and balanced development. The Board has adopted a board diversity policy which sets out the approach to achieve and maintain its diversity. The board diversity policy provides that selection of Board candidates should be based on a range of different considerations, including but not limited to professional experience, skills, gender, age, cultural and educational background, ethnicity and length of service. When identifying potential candidates to the Board, the nomination committee and the Board will, among others, consider the criteria that promote diversity on the Board.

CORPORATE GOVERNANCE REPORT

The Company will also take into consideration factors based on its own business model and specific needs from time to time in determining the optimum composition of the Board. All Board appointments will be based on meritocracy having due regard for the benefits of diversity on the Board. The ultimate selection of Board candidates will be based on merit and potential contribution to the Board with reference to the board diversity policy as a whole.

The Board's composition as at the date of this report under diversified perspectives is summarised as follows:

Designation	4 executive Directors 3 independent non-executive Directors
Education background	postgraduate certificate: 1 Director bachelor degree: 3 Directors others: 3 Directors
Gender	7 male Directors 0 female Director
Age group	25 to 30: 1 Director 46 to 50: 4 Directors 51 to 55: 2 Directors
Directorship with the Company	1 to 2 years: 2 Directors 7 to 8 years: 1 Director 8 to 9 years: 4 Directors
Working or professional experience	5 to 6 years: 1 Director 15 to 16 years: 1 Director over 20 years: 5 Directors

The Board aims to achieve gender diversity by the appointment of one female Director on or before 31 December 2024. To develop a pipeline of potential successors to the Board to achieve gender diversity, the Company has adopted relevant hiring policies for considering candidates of director(s) (including senior management positions) which would take into account diversity perspectives including gender diversity.

As at 31 December 2023, the percentage of male and female in the workforce (including the senior management) was 79% and 21% respectively. The Board recognises that the manufacturing industry is largely male-dominated and the Group will continue to take into account diversity perspectives including gender diversity in its future hiring to maintain gender diversity across its workforce (including its senior management).

CORPORATE GOVERNANCE REPORT

Nomination policy

The Board has adopted the policy for the nomination of directors in relation to the nomination, appointment, reappointment of Directors and the nomination procedure of the Company, which provides that in evaluating and selecting any candidate for directorship, the nomination committee shall consider the candidates' character and integrity, professional qualifications, skills, knowledge and experience, independence, diversity on the Board, willingness to devote adequate time to discharge duties as a Board member and such other criteria that are appropriate to the business of the Company.

During the year ended 31 December 2023, the Nomination Committee held two meetings. The Nomination Committee carried out the process of selecting and recommending to the Board candidates for directorship with reference to diversity policy of the Company, including the candidate's professional knowledge, industry experience, personal ethics, integrity and skills, evaluated the Board's composition, assessed the independence of independent non-executive Directors and recommended the re-appointment of retiring Directors for Shareholders' approval at the general meeting.

The individual attendance record of each member of the Nomination Committee is as follows:

Name of Directors	Number of attendance/ number of meetings
Mr. Xu Songqing	2/2
Mr. Goh Choo Hwee	2/2
Mr. Ou Qiyuan	2/2
Mr, Suen To Wai	1/1
Mr. Tam Yuk Sang Sammy	n/a

Remuneration Committee

The Company established the Remuneration Committee with written terms of reference in compliance with core provision E.1.2 of the CG Code. The primary duties of the Remuneration Committee include (but not limited to): (a) making recommendations to the Board on the policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; (b) making recommendations on the terms of the specific remuneration package of the Directors and senior management; and (c) reviewing and approving performance-based remuneration proposals with reference to corporate goals and objectives resolved by the Board from time to time.

The Remuneration Committee consists of four members, of whom three are independent non-executive Directors. The current members are Mr. Xu, Mr. Goh Choo Hwee, Mr. Ou Qiyuan and Mr. Suen To Wai. The chairman of the Remuneration Committee changed from Mr. Tam Yuk Sang Sammy to Mr. Suen To Wai in mid-March 2023.

CORPORATE GOVERNANCE REPORT

During the year ended 31 December 2023, the Remuneration Committee held two meetings. The Remuneration Committee determined the policy for the remuneration of the Directors, assessed the performance of the Directors and approved the terms of their service contracts. The Remuneration Committee had also made recommendations to the Board regarding the Company's remuneration policy and the formulation and review of the remuneration package of all Directors and senior management of the Company for determination by the Board. Emoluments of the Directors of the Company, senior management and five highest paid individuals of the Group during the year under review are disclosed in note 10(a), 10(b) and 10(c), respectively, to the consolidated financial statements.

The individual attendance record of each member of the Remuneration Committee is as follows:

Name of Directors	Number of attendance/ number of meetings
Mr. Xu Songqing	2/2
Mr. Goh Choo Hwee	2/2
Mr. Ou Qiyuan	2/2
Mr. Suen To Wai	1/1
Mr. Tam Yuk Sang Sammy	n/a

EXTERNAL AUDITORS

Below is an analysis of remuneration in respect of audit and non-audit services provided by the external auditors for the year ended 31 December 2023 and the amount charged to profit or loss during the year ended 31 December 2023 is shown in note 9 to the consolidated financial statements on page 88 of this annual report.

	Deloitte Touche Tohmatsu RMB'000	Other auditors RMB'000	Total RMB'000
Audit service	2,439	438	2,877
Non-audit services*	464	194	658
Total	2,903	632	3,535

* The non-audit services included the review of interim consolidated financial statements, tax advising services and other fee of the Group.

The reporting responsibilities of Deloitte Touche Tohmatsu are stated in the independent auditor's report on pages 54 to 58 of this annual report.

CORPORATE GOVERNANCE REPORT

COMPANY SECRETARY

The company secretary plays an important role in supporting the Board by ensuring good information flow within the Board and that board policy and procedures are followed. The company secretary is responsible for advising the Board through the chairman and/or the chief executive on governance matters and should also facilitate induction and professional development of directors. All Directors should have access to the advice and services of the company secretary to ensure that board procedures, and all applicable law, rules and regulations, are followed.

The appointment of company secretary is appointed by the Board. The company secretary is an employee of the Group and has day-to-day knowledge of the Company's affairs. Biographical details of the company secretary are set out in the section "Directors and Senior Management" in this annual report. The company secretary confirmed that he undertook no less than 15 hours of relevant professional training and relevant updates during the year ended 31 December 2023.

SHAREHOLDER RIGHTS

(a) Convening an extraordinary general meeting ("EGM") and putting forward proposals at EGM

Pursuant to Article 58 of the Article of Association, the Board may whenever it thinks fit call EGM. Any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Save for the procedures for Shareholders to convene an EGM as set out above, there are no provisions allowing Shareholders to put forward proposals at the general meeting under the Articles of Association. Shareholders may follow the procedures set out above to convene an EGM for any business specified in such written requisition.

(b) Procedures for directing shareholders' enquiries to the Board

Shareholder(s) may at any time send their enquiries and concerns to the Board in writing through the company secretary by post at Unit 18, 5/F, Tower A, New Mandarin Plaza, No. 14 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong or via email at the contact information as provided on the website of the Company.

The company secretary shall forward the Shareholder(s)' enquiries and concerns to the Board and/or relevant Board committees of the Company, where appropriate, to respond to the Shareholder(s)' enquires.

CORPORATE GOVERNANCE REPORT

DIVIDEND POLICY

Under Cayman Islands law, dividends may be paid out of the profits of the Company or out of sums standing to the credit of the share premium account. Under the Articles, declaration of dividends is subject to the Shareholders' approval at our general meeting, but no dividend shall exceed the amount recommended by our Directors. In addition, our Directors may also pay interim or special dividends without Shareholders' approval as appear to our Directors to be justified by the financial conditions and the profits of the Company. Future dividends payments will also depend on the availability of dividends we will receive from our subsidiaries in the PRC. PRC laws require that dividends be paid only out of distributable profit according to the PRC accounting principles. Our PRC subsidiaries are also required to set aside part of their net profit as statutory reserves which are not available for distribution as cash dividends in accordance with PRC laws. Distributions from our PRC subsidiaries may also be subject to any restrictive covenants in bank credit facilities or loan agreements or other agreements that we or our PRC subsidiaries may enter into in the future.

Subject to the above, our Directors' discretion, and the applicable laws and regulations, the declaration, payment and amount of any dividends, if paid, will depend on our results of operations, operating and capital requirements, cash flows, financial condition, future prospects, and other factors that our Directors may consider relevant.

The Directors currently intend to recommend dividend(s) of around 30% of the net profit available for distribution to the Shareholders, subject to Shareholders' approval, if any, for each financial year ending 31 December in the foreseeable future. Shareholders will be entitled to receive the dividends pro rata according to the amounts paid up or credited as paid up on the Shares. The said intention does not amount to any guarantee or representation or indication that we must or will declare and pay dividends in such manner or declare and pay dividends at all.

INVESTOR RELATIONS

The Company believes that effective and proper investor relations play a vital role in creating Shareholders' value, enhancing the corporate transparency as well as establishing market confidence. The Company discloses information in compliance with the Listing Rules, and publishes periodic reports and announcements to the public via the respective websites of the Company and the Stock Exchange respectively in accordance with the relevant laws and regulations. The primary focus of the Company is to ensure information disclosure is timely, fair, accurate and complete, thereby enabling Shareholders, investors as well as the public to make rational and informed decisions.

The Company should ensure that Shareholders are given sufficient notice of general meeting(s) in accordance with the Articles of Association and as required under the Listing Rules. The procedures for demanding and conducting a poll are explained at the meeting(s) prior to the polls being taken. Voting results will be published on the respective websites of the Company and the Stock Exchange on the day of the general meeting(s).

CORPORATE GOVERNANCE REPORT

The Company also endeavours to maintain an on-going dialogue with Shareholders and in particular, through general meeting(s) which provides a forum for Shareholders to raise comments and exchange views with the Board. Mr. Xu Jianhong, the executive director and Vice Chairman of the Company, and Mr. Suen To Wai, the independent non-executive director of the Company, attended the annual general meeting of the Company held on 26 June 2023 (the "AGM") in person and other directors of the Company, namely, Mr. Xu Songqing, Mr. Luo Canwen, Mr. Xu Songman, Mr. Goh Choo Hwee and Mr. Ou Qiyuan attended the AGM by means of electronic facilities. The engagement partner of Deloitte Touche Tohmatsu also attended the AGM in person. The Directors were available at the general meeting(s) of the Company to address Shareholders' queries. The Company will continue to take measures to ensure effective Shareholders' communication and transparency.

CONSTITUTIONAL DOCUMENTS

There are no change in the constitutional documents of the Company during the year ended 31 December 2023 and up to the date of this report. Pursuant to Rule 13.90 of the Listing Rules, the Company has posted its Memorandum and Articles of Association on the respective websites of the Company and the Stock Exchange.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it is responsible for the risk management and internal control systems of the Group and ensuring review of the effectiveness of these systems has been conducted annually. The risk management and internal control systems, which is overseen by the executive Directors and the Group's management, is designed to provide reasonable assurance on the effectiveness and efficiency of operations to safeguard assets against unauthorized use or disposition and to maintain proper accounting records for producing reliable financial information.

The Group's management is responsible for the design, implementation and monitoring such systems while the Board members (including the audit committee) oversees the management in performing its duties on an ongoing basis.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks that the Group is willing to take in achieving its strategic objectives, and ensuring that the Group establishes and maintains appropriate and effective risk management system. The audit committee supports the Board in monitoring the Group's risk exposures and the design and operating effectiveness of the underlying risk management and internal control systems.

The Group emphasizes the importance of sound risk management and internal control systems which are indispensable for mitigating the Group's key risk exposures. The Group's risk management and internal control systems include a defined management structure with limits of authority, and are designed for the Group to identify and manage the significant risks to achieve its business objectives. For risk management system, the Group has applied risk assessment model to identify, assess and manage different types of risks. The Group is committed to the identification, evaluation, and management of risks associated with its business activities through ongoing assessment with a risk register, by considering and evaluating the likelihood and the impact of each identified risk. For any newly identified significant risks, the Group will evaluate the financial or operational impacts to the Group and adopt mitigating measures to manage such risks. During the reporting year under review, no material changes in the nature and extent of significant risks that might have an adverse impact on the financial position or operations of the Group has been identified.

CORPORATE GOVERNANCE REPORT

The Group has developed an internal control system, which covers major financial, operational and compliance controls to safeguard its assets against unauthorised use, ensure maintenance of proper accounting records and compliance with relevant laws and regulations. For any identified internal control weaknesses or defects, the Group will enhance control measures to rectify such control weaknesses or defects. During the reporting year under review, no significant weakness or defects in internal control that might have an adverse impact on the financial position or operations of the Group have been identified.

The Group's management (including the executive Directors, if needed) will hold meetings on a regular basis to discuss, identify, evaluate and manage potential risks and internal control weaknesses that are associated with the Group. The Group has an internal audit function which primarily carries out analysis and independent appraisal of the adequacy and effectiveness of its risk management and internal control systems on an on going basis. The risk management and internal control systems are reviewed by the Board and the audit committee at least annually.

The management has provided annual review report and confirmation to the Board and the audit committee on the effectiveness of the risk management and internal control systems for the reporting period under review. The Board has complied with the risk management and internal control code provisions of the CG Code by establishing and maintaining appropriate and effective risk management and internal control systems and reviewing the effectiveness of the Group's risk management and internal control system during the reporting period under review. Such review covered all material controls, including financial, operational and compliance controls. The Board considered that the resources, qualification, and experience of staff of the Group's accounting, internal audit function, and financial reporting function, and their training and budget were adequate. Such systems, however, are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss. During the reporting period under review, no significant area of concern that may affect the financial, operational, compliance controls, and risk management functions of the Group has been identified.

The Group regulates the handling and dissemination of inside information with reference to the "Guidelines on Disclosure of Inside Information" published by the SFC in June 2012 to ensure inside information of the Group remains confidential until the disclosure of such information is appropriately approved, and the dissemination of such information is efficiently and consistently made. The Company regularly reminds the Directors and the relevant employees about due compliance with all policies regarding the inside information.

The Board strives to uphold the highest level of business ethics and strictly prohibits and stands against any form of bribery, extortion, fraud, or corruption in our business operations. To comply with the applicable laws and regulations, the Group implements internal policies and control mechanisms to strengthen the management practices and prevent improper conduct and unethical behaviour. The Group has also communicated the preventive measures on bribery and corruption to the Directors and the Group's employees. Detailed policies and guidance relating to anti-corruption and conflict of interest are stipulated in the internal policies and staff handbook.

The Board also strictly prohibits all employees, either directly or indirectly, from soliciting or receiving any gifts, rewards, or advantages from any business associates. The Group has established a whistleblowing policy and mechanism to allow the employees and other stakeholders to raise concerns on any potential business misconduct and malpractice confidentially to the Board or the audit committee.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE AND ENVIRONMENTAL, SOCIAL AND GOVERNANCE (“ESG”)

Corporate governance provides the framework within which the Board forms its decisions and build its businesses with the aim to creating long-term sustainable growth for Shareholders and delivering long-term values to all stakeholders. An effective corporate governance structure allows the Group to have a better understanding of, evaluate and manage, risks and opportunities (including environmental and social risks and opportunities). The Board is responsible for effective governance and overseeing ESG matters, as well as assessment and management of material environmental and social risks. For details, please refer to the Company’s ESG Report for the year ended 31 December 2023 which is published on the respective websites of the Company and the Stock Exchange on or around 26 April 2024.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Company is an investment holding company and the Group is a leading cold-rolled steel processor in Guangdong Province, the PRC. The Group is principally engaged in processing of hot-rolled steel coils into cold-rolled steel strips, sheets and welded steel tubes and galvanized steel products customised to the specification of the customers covering a wide range of industries, including light industrial hardware, home appliances, furniture, motorcycle/bicycle accessories, LED and lighting. The Group provides processing, cutting, slitting, warehousing and delivery services on customized cold-rolled steel products and galvanized steel products.

During the year of 2023, the Group generated revenue of approximately RMB6,589.9 million, representing an increase of RMB1,926.3 million or 41.3%, as compared to that of approximately RMB4,663.6 million during the year of 2022. Profit attributable to owners of the Company during the year of 2023 was approximately RMB85.7 million when compared with loss attributable to owners of the Company of approximately RMB165.3 million for the year of 2022.

The Board considered that the net profit of the Group for the year of 2023 was mainly due to, among others, (i) the increase in the revenue and sales volume of the Group's products; (ii) the increase in the average processing fee (being the difference between the selling price and the cost of the raw materials) of the Group's cold-rolled steel products and galvanized steel products; and (iii) the decrease in the unit cost of sales.

The sales volume of cold-rolled steel products and galvanized steel products in aggregate was approximately 1,470,387 tonnes during the year of 2023, representing an increase of approximately 512,261 tonnes or 53.5%, as compared to that of approximately 958,126 tonnes during the year of 2022.

During the year of 2023, the Group acquired property, plant and equipment and incurred construction costs of approximately RMB389.2 million.

The net current liabilities position of approximately RMB266.7 million (31 December 2022: RMB452.1 million) as at 31 December 2023 was primarily attributable to the fact that short-term borrowings were obtained to finance the non-current capital expenditures on property, plant and equipment, and land use rights. The Directors are of the opinion that, in the absence of any unforeseen circumstances and after taking into account (i) the internal resources of the Group, and (ii) the Group's presently available financing facilities and the intended renewal of the existing financing facilities upon maturity, the Group would have sufficient working capital to meet its current liabilities or expand its operations as anticipated.

The capital commitments towards the acquisition of property, plant and equipment, as at 31 December 2023, was approximately RMB257.4 million (31 December 2022: RMB90.9 million), which will be financed by the Group's internal resources and borrowings.

The Board does not recommend the payment of a final dividend for the year of 2023.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Revenue

The Group primarily generates revenue from the sales of cold-rolled steel products and galvanized steel products. The revenue increased to approximately RMB6,589.9 million during the year of 2023, by approximately RMB1,926.3 million or 41.3%, as compared with that of approximately RMB4,663.6 million during the year of 2022.

The sales volume of cold-rolled steel products increased to approximately 886,949 tonnes during the year of 2023, by approximately 272,209 tonnes or 44.3%, as compared with that of 614,740 tonnes during the year of 2022. The sales volume of galvanized steel products increased to approximately 583,438 tonnes during the year of 2023, by approximately 240,052 tonnes or 69.9%, as compared with that of approximately 343,386 tonnes during the year of 2022.

The increase in revenue was mainly attributable to the increase in the sales volume of our cold-rolled steel products and galvanized steel products during the year of 2023. The average selling price of our cold-rolled steel products decreased to RMB4,174 per tonne during the year of 2023 as compared with that of RMB4,644 per tonne during the year of 2022. The average selling price of our galvanized steel products decreased to RMB4,282 per tonne during the year of 2023 as compared with that of RMB4,524 per tonne during the year of 2022. In summary, the average selling price of our cold-rolled steel products and galvanized steel products decreased to RMB4,217 per tonne during the year of 2023 as compared with that of RMB4,601 per tonne during the year of 2022.

During the year of 2023, the domestic sales in the PRC market, including Hong Kong, contributed over 99.5% of the revenue while the remaining portion was attributable to sales to the customers located in Southeast Asia.

Other revenue was primarily attributable to the sales of hot-rolled steel products, the sales of scrap steel residual in our manufacturing process to recycling agents and the provision of processing service to the customers who engage us to process hot-rolled steel coils provided by them. Such other revenue accounted for around 5.9% (2022: 5.5%) of the revenue during the year of 2023.

The following table sets out the breakdown of the revenue during the reporting period:

	Year ended 31 December			
	2023		2022	
	RMB'000	%	RMB'000	%
Sales of cold-rolled steel products	3,701,822	56.2	2,854,873	61.2
— steel strips and sheets	3,573,976	54.2	2,655,077	56.9
— welded steel tubes	127,846	2.0	199,796	4.3
Sales of galvanized steel products	2,498,571	37.9	1,553,571	33.3
Sales of hot-rolled steel products and others	389,508	5.9	255,119	5.5
	6,589,901	100.0	4,663,563	100.0

MANAGEMENT DISCUSSION AND ANALYSIS

Cost of sales

The cost of sales increased to approximately RMB6,293.3 million during the year of 2023, by approximately RMB1,609.6 million or 34.4%, as compared with that of approximately RMB4,683.7 million during the year of 2022.

The following table sets out the breakdown of the cost of sales for the periods indicated:

	Year ended 31 December			
	2023		2022	
	RMB'000	%	RMB'000	%
Direct materials	5,801,540	92.2	4,235,126	90.4
Utilities	238,636	3.8	185,536	4.0
Direct labour	89,999	1.4	88,622	1.9
Depreciation expense	66,416	1.1	80,302	1.7
Consumables	82,395	1.3	79,089	1.7
Others	14,361	0.2	15,020	0.3
	6,293,347	100.0	4,683,695	100.0

Direct materials represented the cost of raw materials, primarily hot-rolled steel coils. The direct materials accounted for over 92% (2022: 90%) of the cost of sales during the year of 2023. The increase in direct materials was mainly attributable to the increase in the sales volume of cold-rolled steel products and galvanized steel products during the year of 2023. The write-down of inventories in an amount of approximately RMB2.4 million, after determining the net realisable value of inventories, as at 31 December 2022 was released during the year of 2023.

Utilities related primarily to electricity, water, and natural gas consumed throughout the production process. Utilities expenses increased to approximately RMB238.6 million during the year of 2023, by approximately RMB53.1 million or 28.6%, as compared with that of approximately RMB185.5 million the year of 2022. Such increase was mainly due to the increase in sales volume and production activities during the year of 2023.

The direct labour slightly increased to approximately RMB90.0 million during the year of 2023, by approximately RMB1.4 million or 1.6%, as compared with that of approximately RMB88.6 million during the year of 2022. The increase in direct labour was mainly attributable to employment of additional workers for our Gujing production plant during the year of 2023.

Depreciation expense experienced a decrease to approximately RMB66.4 million during the year of 2023, by approximately RMB13.9 million or 17.3%, as compared with that of approximately RMB80.3 million during the year of 2022. Such decrease was mainly due to the change of estimated useful lives of certain machines and equipment made by the management of the Group during the year of 2023.

MANAGEMENT DISCUSSION AND ANALYSIS

Consumables consisted of machinery spare parts and supplies consumed in the production process. Consumables increased to approximately RMB82.4 million during the year of 2023, by approximately RMB3.3 million or 4.2%, as compared with that of approximately RMB79.1 million during the year of 2022. Such increase was mainly attributable to the increased production activity for cold-rolled steel products and galvanized steel products during the year of 2023.

Other costs primarily comprised other taxes and surcharges expenses.

Gross profit (loss)

Due to the increase in the sales volume of the Group's products, the increase in the average processing fee (being the difference between the selling price and the cost of the raw materials, namely hot-rolled steel coils) of the Group' cold-rolled steel products and galvanized steel products, and the decrease in the unit cost of sales, the Group recorded a gross profit of approximately RMB296.6 million during the year of 2023 while there was gross loss of approximately RMB20.1 million during the year of 2022.

The gross profit margin was approximately 4.5% during the year of 2023 when compared with gross loss margin of 0.4% during the year of 2022.

The following table sets out the sales volume, average selling price of the products, average cost of direct materials used, and the difference between the average selling price and the average cost of direct materials used for the periods indicated:

	Year ended 31 December	
	2023	2022
Sales volume of cold-rolled steel products	886,949 tonnes	614,740 tonnes
— steel strips and sheets	858,648 tonnes	575,989 tonnes
— welded steel tubes	28,301 tonnes	38,751 tonnes
Sales volume of galvanized steel products	583,438 tonnes	343,386 tonnes
	1,470,387 tonnes	958,126 tonnes
Average selling price (per tonne)		
— cold-rolled steel products	RMB4,174	RMB4,644
— galvanized steel products	RMB4,282	RMB4,524
— cold-rolled steel products and galvanized steel products	RMB4,217	RMB4,601
Average cost of direct materials used (per tonne)	RMB3,799	RMB4,265
Difference (per tonne) between average selling price and average cost of direct materials used		
— cold-rolled steel products	RMB375	RMB379
— galvanized steel products	RMB483	RMB259
— cold-rolled steel products and galvanized steel products	RMB418	RMB336

MANAGEMENT DISCUSSION AND ANALYSIS

Other income, other gains and losses

Other income, other gains and losses increased to approximately RMB8.8 million during the year of 2023, by approximately RMB4.3 million or 95.6%, as compared with that of approximately RMB4.5 million during the year of 2022. The increase in other income, other gains and losses was mainly due to the additional deduction in value-added tax in the amount of approximately RMB4.7 million during the year of 2023.

Selling expenses

The selling expenses increased to approximately RMB69.0 million during the year of 2023, by approximately RMB29.6 million or 75.1%, as compared with that of approximately RMB39.4 million during the year of 2022. The increase in selling expenses was mainly attributable to the increase in delivery costs resulting from the increase in sales volume of the Group's products during the year of 2023.

Administrative expenses

The administrative expenses decreased to approximately RMB58.6 million during the year of 2023, by approximately RMB6.2 million or 9.6%, as compared with that of approximately RMB64.8 million during the year of 2022. The decrease in administrative expenses was mainly attributable to the decrease in equity-settled share-based payments and business related expenses during the year of 2023.

Investment gain (loss)

There was investment gain on commodity futures contracts amounting to approximately RMB0.2 million was recognised by the Group during the year of 2023 as compared to the investment loss of that amounting to approximately RMB0.7 million during the year of 2022.

Finance costs

Finance costs increased to approximately RMB80.6 million during the year of 2023, by approximately RMB1.2 million or 1.5%, as compared with that of approximately RMB79.4 million during the year of 2022. Such increase was mainly attributable to the increased level of borrowings during the year of 2023.

Income tax (expenses) credit

Income tax expenses amounted to approximately RMB15.7 million during the year of 2023 while there was income tax credit amounted to approximately RMB32.1 million during the year of 2022.

Profit (loss) for the year

The profit attributable to owners of the Company was approximately RMB85.7 million during the year of 2023 when compared with the loss attributable to owners of the Company of approximately RMB165.3 million during the year of 2022.

MANAGEMENT DISCUSSION AND ANALYSIS

Net profit margin was approximately 1.3% during the year of 2023 when compared with net loss margin of 3.5% during the year of 2022.

Liquidity and financial resources

As at 31 December 2023, the Group's bank balances and cash increased to approximately RMB98.4 million, by approximately RMB82.3 million or 511.2%, from approximately RMB16.1 million as at 31 December 2022. The Group's restricted bank deposits increased to approximately RMB247.7 million as at 31 December 2023, by approximately RMB58.3 million or 30.8%, from approximately RMB189.4 million as at 31 December 2022.

As at 31 December 2023, the Group had the net current liabilities and the net assets of approximately RMB266.7 million (31 December 2022: RMB452.1 million) and approximately RMB514.7 million (31 December 2022: RMB425.3 million), respectively. As at 31 December 2023, the current ratio calculated based on current assets divided by current liabilities of the Group was 88.1% as compared with that of 76.5% as at 31 December 2022.

At 31 December 2023, the Group's total borrowings amounted to approximately RMB2,277.9 million (31 December 2022: RMB1,516.1 million) and total equity amounted to approximately RMB514.7 million (31 December 2022: RMB425.3 million). The gearing ratio of the Group, calculated based on total borrowings divided by total equity, was approximately 4.43 times (31 December 2022: 3.56 times) as at 31 December 2023.

As at 31 December 2023, the Group had total banking facilities relating to bank borrowings (excluding those related to factoring of bills receivables) and bills payable amounted to approximately RMB1,649.8 million, of which approximately RMB1,192.2 million had been utilised, and the unutilised banking facilities amounted to approximately RMB457.6 million. In addition, based on the best estimation of the directors of the Company, all of the currently utilised banking facilities would be renewed upon expiry.

As at 31 December 2023, certain of the Group's borrowings, which were secured by certain assets of the Group, were also secured by personal guarantees from Mr. Xu Songqing and Mr. Luo Canwen respectively. Mr. Xu also agreed to provide necessary financial support to enable the Group to meet its financial obligations as they fall due for a period of fifteen months from the date of approval of these consolidated financial statements.

Foreign currency exposure

As the functional currency of the PRC subsidiaries is RMB and a portion of the revenue is derived from sales to overseas customers who settle in United States dollars ("USD"), we are exposed to risks associated with fluctuations in USD against RMB. In addition, we are exposed to foreign currency risk arising from certain bank balances which are denominated in USD, Hong Kong dollars and Singapore dollars. The Group currently does not have any foreign currency hedging policy. However, the management closely monitors its exposure to foreign currency risk and will consider hedging significant foreign currency exposure should the need arise.

Financial instruments

During the year of 2023, apart from the commodity futures contracts, the Group had not entered into any financial instruments for hedging purpose.

MANAGEMENT DISCUSSION AND ANALYSIS

Material acquisitions and disposal

During the year of 2023, the Group had no material acquisitions or disposal of subsidiaries, associates and joint ventures.

Borrowings

Details of the borrowings of the Group as at 31 December 2023 are set out in note 23 to the consolidated financial Statements.

Capital structure

Details of the share capital of the Company are set out in note 27 to the consolidated financial statements.

Capital commitment

Details of the capital commitment of the Group are set out in note 29 to the consolidated financial statements.

Pledge of assets

Details of the pledge of assets of the Group are set out in note 30 to the consolidated financial statements.

Contingent liabilities

During the year of 2023, the Company provided guarantees to banks as securities for financing facilities granted to certain subsidiaries of the Company in the PRC. The Group did not provide any guarantee to any third parties and did not have contingent liabilities as at 31 December 2023 (31 December 2022: nil).

Employees

As at 31 December 2023, the Group had a total of 1,183 (31 December 2022: 1,170) full-time employees (including executive Directors) in mainland China, Hong Kong and Singapore. The Group's total staff costs (including Directors' remuneration) during the year of 2023 amounted to approximately RMB123.0 million (2022: RMB116.7 million). The Group remunerated the employees based on their performance, experience and prevailing market practices. The Company has share option scheme in place as a means to encourage and reward the eligible employees (including the Directors) for their contributions to the Group's results and business development based on their individual performance. Share options to certain Directors and employees granted on 2 June 2022 and resulted in the share-based payment expenses of approximately RMB1.8 million (2022: RMB4.1 million) included in the above staff costs during the year of 2023.

MANAGEMENT DISCUSSION AND ANALYSIS

SUBSEQUENT EVENT

The Group's existing production plant located at Gujing Town, Xinhui District, Jiangmen City, Guangdong Province, the PRC, has been developed into Huajin Metal Industrial Park. With reference to the local government plan and the support from the government, Huajin Terminal with the construction of three pier berths will be built near to the coast of Huajin Metal Industrial Park. The Group will build, operate and manage three berths with a maximum docking capacity of 30,000 deadweight tons for the Group's own use and external operations. In early 2024, the Group has completed the construction works for the berth no. 3 of Huajin Terminal and, on 23 January 2024, the Group has obtained the licence for port operations issued by Jiangmen Xinhui District Transportation Bureau for berth no. 3 of Huajin Terminal. The Board expects that the construction works for the berth no. 1 and 2 of Huajin Terminal will be completed in mid-2024.

The cold-rolled and galvanized steel processing service business will continue to be the principal business providing a stable source of income to the Group. With our broad and diversified customer base, the Board believes that the terminal business will help broaden the income source of the Group with the saving of the transportation costs and time, and boosting distribution and warehousing.

DIRECTORS' REPORT

The Directors are pleased to present this annual report together with audited consolidated financial statements for the year ended 31 December 2023.

All reference below to other sections, reports or notes in this annual report form part of this Directors' report.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and the Group is a leading cold-rolled steel processor in Guangdong Province, the PRC. The Group is principally engaged in processing of hot-rolled steel coils into cold-rolled steel strips, sheets and welded steel tubes and galvanized steel products customised to the specification of the customers covering a wide range of industries, including light industrial hardware, home appliances, furniture, motorcycle/bicycle accessories, LED and lighting. The Group provides processing, cutting, slitting, warehousing and delivery services on customized cold-rolled steel products and galvanized steel products.

A list of the Company's principal subsidiaries as at 31 December 2023 and their particulars are set out in note 37 to the consolidated financial statements.

BUSINESS REVIEW

The Group's revenue is derived primarily from business activities conducted in the PRC and Southeast Asia. An analysis of the Group's performance for the year by operating segment is set out in note 5 to the consolidated financial statements.

Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a fair review of the business, a description of the principal risks and uncertainties facing the Group, particulars of important events affecting the Group that have occurred since the end of this financial year, and an indication of likely future development in the Group's business, can be found in this report and the sections headed "Chairman's Statement", "Management Discussion and Analysis", and "Corporate Governance Report" of this annual report. Details about the the risks associated with the financial instruments of the Group are set out in note 34 to the consolidated financial statements.

RELATIONSHIPS WITH KEY STAKEHOLDERS

The Group recognises that employees, customers and suppliers are the key to our sustainability and stable development. The Group is committed to establishing a close relationship with its employees, enhancing cooperation with our suppliers and providing processed steel products and galvanized steel products customised to the specification of the customers so as to ensure the Group's sustainable development.

DIRECTORS' REPORT

(a) Employees

The remuneration packages of our employees include salary, bonuses and allowances. The Group also continues to improve and regularly review and update its policies on remuneration and benefits, training, occupational safety and health. The Group maintains a good relationship with its employees and maintains a relatively low turnover rate. To ensure the quality of our employees and to train up future generations of our management personnel, we provide in-house training to our employees to enhance their knowledge in operation and safety practice as well as training to individual employees according to specific job requirements. The goal of the in-house training is to train our employees and to identify talent, with the aim of providing promotion opportunities within the Company and fostering employee loyalty.

(b) Customers

The Group processes hot-rolled steel into cold-rolled steel products and galvanized steel products for our manufacturing customers. We derived most of our revenue from domestic sales which were made mainly to customers located in Guangdong Province, the PRC. Our customers are primarily manufacturers of different industrial products or their agents and steel trading companies which purchase our processed steel products and galvanized steel products for the manufacture of their end products. During the year ended 31 December 2023, we served approximately 2,050 customers in the year across a variety of industries in the PRC and overseas, including light industrial hardware, home appliances, furniture, motorcycle/bicycle accessories, LED and lighting. With a broad and diversified customer base, we are not dependent on any single customer, group of customers or any particular industry and are able to capture growth in various industries.

(c) Suppliers

Our major suppliers are primarily steel producers or their agents and steel trading companies located in the PRC. We have established stable and long-standing business relationship with our key steel raw material suppliers given our large-scale operations and the resultant demand for their products. Our business relationship with our major suppliers for our principal raw materials is pivotal for us to purchase the necessary quantities of steel raw materials at market price on a timely basis. We have an assessment and selection procedure for selecting our suppliers. Our procurement team in general conducts a background assessment which covers various aspects including scale of operation, quality control, delivery time and reputation in the industry on each potential supplier before their admission to our approved supplier list. It is our procurement policy that we only purchase raw materials from approved suppliers to ensure the quality of our raw materials. We also carry out evaluation and assessment of our existing suppliers from time to time. In order to leverage our suppliers' in-depth understanding of the industry and market trends, we closely communicate and collaborate with our major suppliers to obtain the latest market information in anticipation of our customers' future needs. We believe that our long-standing and stable relationship with our suppliers have also helped us to strengthen our relationship with our key customers and maintain our competitiveness.

DIRECTORS' REPORT

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2023 are set out in the consolidated statement of profit or loss and other comprehensive income on page 59 of this annual report.

The Board does not recommend the payment of a final dividend for the year ended 31 December 2023.

MAJOR SUPPLIERS AND CUSTOMERS

For the year ended 31 December 2023, the total purchases of raw materials from our five largest suppliers in aggregate accounted for approximately 68.0% (2022: 71.9%) of our total purchases and the total purchases from our largest supplier accounted for approximately 46.4% (2022: 34.0%) of our total purchases of raw materials.

For the year ended 31 December 2023, revenue from our five largest customers in aggregate accounted for approximately 33.4% (2022: 23.70%) of our revenue and revenue from our largest customer accounted for approximately 16.5% (2022: 6.9%) of our revenue.

None of the Directors, their respective close associates or any Shareholders (which to the knowledge of the Directors owns more than 5% of the issued share capital of the Company) had any interest in the customers or suppliers mentioned above.

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the past five financial years is set out in the section headed "Financial Summary" on page 122 of this annual report

DONATIONS

During the year ended 31 December 2023, the Group's charitable and other donations amounted to RMB230,000 (2022: RMB150,000).

PROPERTY, PLANT AND EQUIPMENT, RIGHT-OF-USE ASSETS AND DEPOSITS PAID FOR ACQUISITION OF PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the Group's property, plant and equipment during the year ended 31 December 2023 are set out in note 13 to the consolidated financial statements.

Details of the movements in the Group's right-of-use assets during the year ended 31 December 2023 are set out in note 14 to the consolidated financial statements.

Deposits paid for acquisition of property, plant and equipment amounted to approximately RMB200.4 million (31 December 2022: RMB27.7 million) as at 31 December 2023.

DIRECTORS' REPORT

BORROWINGS

Details of the borrowings of the Group as at 31 December 2023 are set out in note 23 to the consolidated financial statements.

SHARE CAPITAL

Details of the movements in the Company's share capital during the year ended 31 December 2023 are set out in note 27 to the consolidated financial statements.

RESERVES

Details of the movements in the reserves of the Group and the Company during the year ended 31 December 2023 are set out in the consolidated statement of changes in equity on page 61 of this annual report and note 36 to the consolidated financial statements, respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2023, the Company's reserves available for distribution to Shareholders, comprising share premium and accumulated losses amounted to approximately RMB172.9 million (31 December 2022: RMB177.1 million) calculated in accordance with the Companies Act of the Cayman Islands, as amended, supplemented or otherwise modified from time to time.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association or applicable laws of the Cayman Islands where the Company is incorporated.

DIRECTORS

The Directors of the Company during the year ended 31 December 2023 and up to the date of this report were:

Executive Directors:

Mr. Xu Songqing (*Chairman*)

Mr. Xu Jianhong (*Vice Chairman*)

Mr. Luo Canwen (*Chief Executive Officer*)

Mr. Xu Songman

DIRECTORS' REPORT

Independent non-executive Directors:

Mr. Goh Choo Hwee
Mr. Qu Qiyuan
Mr. Suen To Wai (appointed on 18 March 2023)
Mr. Tam Yuk Sang Sammy (resigned on 17 March 2023)

Pursuant to Article 84 of the Articles of Association of the Company, Mr. Xu Jianhong, Mr. Xu Songman and Mr. Goh Choo Hwee shall retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Group and the changes in information of the Directors are set out on pages 10 to 13 of this annual report.

DIRECTORS' EMOLUMENTS

Details of the Directors' emoluments are set out in note 10(a) to the consolidated financial statements.

No Director waived or has agreed to waive any emoluments and no emoluments were paid by the Group to the Directors as an inducement to join or upon joining the Group or as compensation for loss of office during the year ended 31 December 2023.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company for an initial fixed term of three years renewable automatically unless terminated by either party in writing prior to the expiry of the term.

Each of the independent non-executive Directors has entered into a letter of appointment with the Company subject to retirement by rotation and re-election at annual general meetings of the Company and until terminated by either party in writing prior to the expiry of the term.

Apart from the foregoing, no Director proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

CONFIRMATION FROM THE INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors the confirmation of their independence pursuant to rule 3.13 of the Listing Rules. Based on such confirmations, the Company considers each of the independent non-executive Directors is independent in accordance with rule 3.13 of the Listing Rules.

DIRECTORS' REPORT

EQUITY-LINKED AGREEMENTS

Save for the share option scheme of the Company disclosed in the section headed "DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY" below and note 28 to the consolidated financial statements, no equity-linked agreement was entered into by the Company during the reporting year or subsisted at the end of the reporting year.

SHARE OPTION SCHEME

Prior to the Listing, the Company conditionally adopted a share option scheme (the "Scheme") on 23 March 2016 which became effective and unconditional upon the Listing. The purpose of the Scheme is to enable the Company to grant options to the Eligible Persons (as defined below) as incentives or rewards for their contribution or potential contribution to the Group.

Details of the Scheme are as follows:

a. Purpose

The primary purpose of the Scheme is to grant options as incentives or rewards to Eligible Persons for their contribution or potential contribution to the Group.

b. Eligible Persons

The Board may, at its discretion, offer to grant an option to subscribe for such number of new Shares as the Board may determine at an exercise price determined in accordance with paragraph (h) below to any full-time or part-time employee of the Company or any member of the Group, including any executive Director, non-executive Director and independent non-executive Director, and any supplier, customer, agent, advisor and consultant of the Group who, in the sole opinion of the Board, will contribute or have contributed to the Group (collectively, the "Eligible Persons").

c. Total number of Shares available for issue

The total number of Shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company must not exceed 60,000,000 Shares, representing 10% of the Company's issued share capital upon Listing.

The total number of Shares available for issue under the Scheme is 34,727,280 Shares, representing 5.79% of the Company's issued share capital as at the date of this annual report.

Subject to the issue of a circular by the Company and the approval of the Shareholders in general meeting and/or such other requirements prescribed under the Listing Rules from time to time, the Board may: (i) renew this limit at any time to 10% of the Shares in issue as of the date of the approval by the Shareholders in general meeting; and/or (ii) grant options beyond the 10% limit to Eligible Persons specifically identified by the Board.

DIRECTORS' REPORT

Notwithstanding the foregoing, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company at any time shall not exceed 30% of the Shares in issue from time to time. No options shall be granted under any schemes of the Company (including the Scheme) if this will result in the 30% limit being exceeded. The maximum number of Shares in respect of which options may be granted shall be adjusted, in such manner as the auditor of the Company or an approved independent financial adviser shall certify to be appropriate, fair and reasonable in the event of any alteration in the capital structure of the Company whether by way of consolidation, capitalisation issue, rights issue, sub-division or reduction of the share capital of the Company but in no event shall exceed the limit prescribed in this paragraph.

d. Maximum entitlement for each Eligible Person

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Scheme and any other share option schemes of the Company (including both exercised and outstanding options) to each Eligible Person in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue as of the date of grant. Any further grant of options in excess of this 1% limit shall be subject to: (i) the issue of a circular by the Company which shall comply with Rules 17.03(4) and 17.06 of the Listing Rules containing the identity of the Eligible Person, the numbers and terms of the options to be granted (and options previously granted to such person, if any) the information as required under the Listing Rules; and (ii) the approval of the Shareholders in general meeting and/or other requirements prescribed under the Listing Rules from time to time with such Eligible Person and his/her associates (as defined in the Listing Rules) abstaining from voting. The numbers and terms (including the exercise price) of options to be granted to such person must be fixed before the Shareholders' approval and the date of the Board meeting at which the Board proposes to grant the options to such Eligible Person shall be taken as the date of grant for the purpose of calculating the subscription price of the Shares. The Board shall forward to such Eligible Person an offer document in such form as the Board may from time to time determine.

e. Time of exercise of option

Options may be exercised at any time commencing on the date as the Board may determine and ending on such date as the Board may determine but shall not exceed ten years from the date of grant (which is the date of offer of grant if the offer for the grant of the option is accepted). The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than ten years after it has been granted. No option may be granted more than ten years after the date of adoption of the Scheme.

f. Minimum holding period of the option before it can be exercised

The Scheme does not specify any minimum holding period but the Board has the authority to determine the minimum period for which a share option in respect of some or all of the shares forming the subject of the share options must be held before it can be exercised.

DIRECTORS' REPORT

g. Acceptance and payment on acceptance

Offer for the grant of options must be accepted within 28 days from the offer date. Consideration of HK\$1 is required to be paid by the grantee of an option to the Company on acceptance of the offer for the grant of an option.

h. Exercise price

The exercise price is determined by the Board, and will not be less than the higher of the closing price of the Shares on the date of offer of grant and the average closing price of the shares for the five business days immediately preceding the date of offer of grant.

i. Remaining life of the Scheme

Subject to earlier termination by the Company in general meeting, the Scheme shall be valid and effective for a period of ten years from the date of its adoption and will expire on 22 March 2026.

The following table shows the movements in the Company's share options granted to the Directors, employees and an consultant under the Scheme during the year ended 31 December 2023.

Name or category of participants	Date of grant of share option	Exercise price of share options per share HK\$	Vesting period	Exercisable Period	Outstanding as at 1 January 2023	Granted during the year	Exercised during the year	Outstanding as at 31 December 2023
Directors								
Mr. Xu Songqing	2 June 2021	2.75	2 June 2021 to 2 June 2022	3 June 2023 to 2 June 2025	727,272	-	-	727,272
			2 June 2021 to 2 June 2023	3 June 2024 to 2 June 2026	545,454	-	-	545,454
			2 June 2021 to 2 June 2024	3 June 2024 to 2 June 2027	545,455	-	-	545,455
Mr. Xu Jianhong	2 June 2021	2.75	2 June 2021 to 2 June 2022	3 June 2023 to 2 June 2025	727,272	-	-	727,272
			2 June 2021 to 2 June 2023	3 June 2024 to 2 June 2026	545,454	-	-	545,454
			2 June 2021 to 2 June 2024	3 June 2024 to 2 June 2027	545,455	-	-	545,455

DIRECTORS' REPORT

Name or category of participants	Date of grant of share option	Exercise price of share options per share HK\$	Vesting period	Exercisable Period	Outstanding as at 1 January 2023	Granted during the year	Exercised during the year	Outstanding as at 31 December 2023
Mr. Luo Canwen	2 June 2021	2.75	2 June 2021 to 2 June 2022	3 June 2023 to 2 June 2025	727,272	-	-	727,272
			2 June 2021 to 2 June 2023	3 June 2024 to 2 June 2026	545,454	-	-	545,454
			2 June 2021 to 2 June 2024	3 June 2024 to 2 June 2027	545,455	-	-	545,455
Mr. Xu Songman	2 June 2021	2.75	2 June 2021 to 2 June 2022	3 June 2023 to 2 June 2025	727,272	-	-	727,272
			2 June 2021 to 2 June 2023	3 June 2024 to 2 June 2026	545,454	-	-	545,454
			2 June 2021 to 2 June 2024	3 June 2024 to 2 June 2027	545,455	-	-	545,455
Subtotal					7,272,724	-	-	7,272,724
Employees	2 June 2021	2.75	2 June 2021 to 2 June 2022	3 June 2023 to 2 June 2025	6,991,304	-	-	6,991,304
			2 June 2021 to 2 June 2023	3 June 2024 to 2 June 2026	5,243,477	-	-	5,243,477
			2 June 2021 to 2 June 2024	3 June 2024 to 2 June 2027	5,243,476	-	-	5,243,476
Subtotal					17,478,257	-	-	17,478,257
Consultant (note 3)	2 June 2021	2.75	2 June 2021 to 2 June 2022	3 June 2023 to 2 June 2025	208,696	-	-	208,696
			2 June 2021 to 2 June 2023	3 June 2024 to 2 June 2026	156,522	-	-	156,522
			2 June 2021 to 2 June 2024	3 June 2024 to 2 June 2027	156,521	-	-	156,521
Subtotal					521,739	-	-	521,739
Total					25,272,720	-	-	25,272,720

Notes:

- The Company's Shares closed at HK\$2.70 on 1 June 2021, being the date immediately before the date of grant.
- No share options were granted and cancelled during the year ended 31 December 2023.
- The consultant is Mr. Lo Hang Fong who has extensive experience in, including but not limited to, corporate finance, mergers and acquisitions, regulatory and compliance matters. The grant of share option to the consultant is to provide him an incentive to share his relevant experience, knowledge and network to support the Group's business development and expansion which will be beneficial to the long-term growth of the Group.

DIRECTORS' REPORT

MANAGEMENT CONTRACTS

No contract, other than employment contracts, concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or existed during the year ended 31 December 2023.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, the Directors of the Company shall be entitled to be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they may sustain or incur in or about the execution of the duties of their office or otherwise in relation thereto. The Company has maintained Directors and officers liabilities insurance and such provisions were in force during the year ended 31 December 2023 and remained in force as of the date of this report.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2023, the interests and short positions of the Directors and the chief executive of the Company and their associates in the Shares and underlying Shares of the Company which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules were as follows:

Long positions in Shares of the Company

Name of Directors	Nature of interest	Number of Shares held	Percentage of the issued share capital of the Company
Mr. Xu Songqing ("Mr. Xu")	Interest of controlled corporation ⁽¹⁾	391,500,000	65.25%
Mr. Luo Canwen ("Mr. Luo")	Interest of controlled corporation ⁽²⁾	54,000,000	9.00%

Notes:

- The entire issued share capital of Haiyi is legally and beneficially owned by Intrend Ventures and the entire issued share capital of Intrend Ventures is legally and beneficially owned by Mr. Xu. Each of Mr. Xu and Intrend Ventures is deemed to be interested in all the Shares held by Haiyi by virtue of the SFO.
- The entire issued share capital of Zhong Cheng is legally and beneficially owned by Mr. Luo. Mr. Luo is deemed to be interested in all the Shares held by Zhong Cheng by virtue of the SFO.
- The percentage of shareholding is calculated on the basis of the Company's issued share capital of 600,000,000 Shares as at 31 December 2023.

DIRECTORS' REPORT

Long positions in the shares of associated corporations of the Company

Name of Director	Name of associated corporation	Nature of interest	Number of shares held	Percentage of the issued share capital of the associated corporation
Mr. Xu	Haiyi	Interest of controlled corporation ⁽¹⁾	1,000	100.00%

Note: The entire issued share capital of Haiyi is legally and beneficially owned by Intrend Ventures and the entire issued share capital of Intrend Ventures is legally and beneficially owned by Mr. Xu.

Long positions in the underlying shares of the Company

Name of Directors	Nature of interest	Number of underlying shares in respect of the share options granted	Percentage of underlying shares over the Company's issued share capital (Note 2)
Mr. Xu	Beneficial owner	1,818,181	0.30%
Mr. Xu Jianhong	Beneficial owner	1,818,181	0.30%
Mr. Luo	Beneficial owner	1,818,181	0.30%
Mr. Xu Songman	Beneficial owner	1,818,181	0.30%

Notes:

1. Details of the above share options granted by the Company are set out in the section headed "Share Option Scheme" above.
2. The percentage of shareholding is calculated on the basis of the Company's issued share capital of 600,000,000 Shares as at 31 December 2023.

Save as disclosed above, as at 31 December 2023, none of the Directors or chief executive of the Company nor their associates had any interests or short positions in the Shares or underlying Shares of the Company which had to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

DIRECTORS' REPORT

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

As at 31 December 2023, so far as the Directors are aware, the following persons or corporations (not being a Director or a chief executive of the Company) who/which had interests and/or short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were:

Long positions in Shares of the Company

Name of shareholders	Nature of interest	Number of Shares held	Percentage of the issued share capital of the Company
Haiyi Limited ("Haiyi")	Beneficial owner ⁽¹⁾	391,500,000	65.25%
Intrend Ventures Limited ("Intrend Ventures")	Interest of controlled corporation ⁽¹⁾	391,500,000	65.25%
Zhong Cheng International Limited ("Zhong Cheng")	Beneficial owner ⁽²⁾	54,000,000	9.00%

Notes:

- The entire issued share capital of Haiyi is legally and beneficially owned by Intrend Ventures and the entire issued share capital of Intrend Ventures is legally and beneficially owned by Mr. Xu. Each of Mr. Xu and Intrend Ventures is deemed to be interested in all the Shares held by Haiyi by virtue of the SFO,
- The entire issued share capital of Zhong Cheng is legally and beneficially owned by Mr. Luo. Mr. Luo is deemed to be interested in all the Shares held by Zhong Cheng by virtue of the SFO,
- The percentage of shareholding is calculated on the basis of the Company's issued share capital of 600,000,000 Shares as at 31 December 2023.

Save as disclosed above, as at 31 December 2023, the Company has not been notified by any person nor corporation (other than Directors or the chief executive of the Company) who/which had interests or short positions in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

DIRECTORS' REPORT

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

Details of the connected transactions and material related party transactions are set out in this report and note 32 to the consolidated financial statements.

Save for the above, no other transaction, arrangement or contract that is significant in relation to the Group's business to which the Company or any its subsidiaries was a party and in which a Director of the Company or his connected entity had, directly or indirectly, a material interest subsisted at any time during the year or at the end of the financial year.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than the interests in share options of the Company as disclosed in the section headed "Share option scheme" above and note 28 to the consolidated financial statements, at no time during the year ended 31 December 2023 was the Company, its holding company, or any of its subsidiaries or associated corporations, a party to any arrangement which enables the Directors and chief executives of the Company (including their respective spouse and children under 18 years of age) to acquire benefits by means of acquisition of shares or underlying shares in, or debentures of, the Company or any of its associated corporations.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Save for their respective interests in the Company, none of the Directors and Controlling Shareholders of the Company (as defined under the Listing Rules) nor their respective associates were interested in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group pursuant to Rule 8.10 of the Listing Rules during the year ended 31 December 2023 and up to the date of this annual report.

NON-COMPETITION UNDERTAKINGS BY CONTROLLING SHAREHOLDERS

On 23 March 2016, each of the controlling shareholders, namely Mr. Xu, Mr. Luo, Haiyi, Intrend Ventures and Zhong Cheng entered into the Deed of Non-competition in favour of the Company, pursuant to which they undertook to the Company, inter alia, not to carry on, participate in, hold, engage in, acquire or operate, or to provide any form of assistance to any person, firm or company (except members of the Group) to conduct any business which, directly or indirectly, competes or may compete with the business carried on by the Group from time to time. Upon the execution of the Termination Deed on 16 December 2022, Mr. Luo and Zhong Cheng ceased to be controlling shareholders of the Company and would no longer be bound by the Deed of Non-competition, whereas Mr. Xu, Haiyi and Intrend Ventures will continue to be bound by the Deed of Non-competition notwithstanding the execution of the Termination Deed.

Details of the Deed of Non-competition are set out in the paragraph headed "Relationship with our Controlling Shareholders — Non-competition undertakings" in the Prospectus.

DIRECTORS' REPORT

Each of the Controlling Shareholders, namely Mr. Xu, Haiyi and Intrend Ventures has provided written confirmation to the Company that, for the year ended 31 December 2023, each of the Controlling Shareholders has complied with the non-competition undertakings (the "Undertakings") given under the Deed of Non-competition.

Upon receiving the above confirmations, the independent non-executive Directors of the Company had reviewed the same as part of the annual examination. In determining whether the Controlling Shareholders had fully complied with the Undertakings, the independent non-executive Directors noted that (a) the Controlling Shareholders declared that they had fully complied with the Undertakings; (b) no new competing business was reported by the Controlling Shareholders for the year ended 31 December 2023; and (c) there was no particular situation rendering the full compliance of the Undertakings being questionable. In view of the above, the independent non-executive Directors confirmed that the Controlling Shareholders had fully complied with the Deed of Non-competition for the year ended 31 December 2023.

RELATED PARTY TRANSACTIONS

Details of material related party transactions of the Group undertaken in the normal course of business are set out in note 32 to the consolidated financial statements.

CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 December 2023, the Group had the following continuing connected transactions:

On 1 August 2022, the Group entered into a lease agreement (the "Lease Agreement A") with Hua Jin Holdings, the landlord, to renew the continual use of the office in Singapore at a monthly rental of S\$5,000 for a term of two years commencing from 1 August 2022. Mr. Xu holds the entire equity interest of Hua Jin Holdings and is a director of Hua Jin Holdings. As Mr. Xu is an executive Director and the Controlling Shareholder, Hua Jin Holdings is a connected person pursuant to the Listing Rules. The same monthly rent of the lease was determined after arm's length negotiation between the parties with reference to the market rent of the office as assessed by the previous valuation as assessed by an independent property consultant.

On 15 December 2022, the Group entered into a lease agreement with Oriental Surplus Link, the landlord, to rent a residential premise located at Sai Kung, Hong Kong as staff quarter at a monthly rental of HK\$56,000 for a term of one year commencing from 15 December 2022. On 15 December 2023, the Group renewed the lease agreement (the "Lease Agreement B") with the landlord at the same monthly rental of HK\$56,000 for a term of one year commencing from 15 December 2023. Mr. Xu holds the entire equity interest of Oriental Surplus Link and is a director of Oriental Surplus Link. As Mr. Xu is an executive Director and the Controlling Shareholder, Oriental Surplus Link is a connected person pursuant to the Listing Rules. The monthly rent of the lease was determined after arm's length negotiation between the parties with reference to the then current market rent payable at the time for similar properties in the vicinity.

DIRECTORS' REPORT

As the relevant applicable percentage ratios with respect to the transaction contemplated under the Lease Agreement A and the Lease Agreement B on an annual basis are less than 5% and the aggregate consideration for the transaction is less than HK\$3 million, pursuant to Rule 14A.76(1) of the Listing Rules, such transactions constitute de minimis continuing connected transactions which are fully exempt from the relevant reporting, announcement and Shareholders' approval requirements.

The above continuing connected transactions have been reviewed by our independent non-executive Directors who have confirmed that the transactions have been entered into:

- (1) in the ordinary and usual course of business of the Group;
- (2) on normal commercial terms; and
- (3) in accordance with the agreements governing them on terms that are fair and reasonable and in the interest of the Shareholders as a whole.

The Company confirms that it has complied with the disclosure requirement in accordance with Chapter 14A of the Listing Rules in respect of the above continuing connected transactions.

CONNECTED TRANSACTIONS

During the year ended 31 December 2023, certain of the Group's borrowings, which were secured by certain assets of the Group, were also secured by personal guarantees from Mr. Xu and Mr. Luo respectively.

The Company confirms that it has complied with the disclosure requirement in accordance with Chapter 14A of the Listing Rules in respect of the above connected transactions.

TAX RELIEF

The Company is not aware of any relief on taxation available to the Shareholders by reason of their holdings of the Shares. If the Shareholders are unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or exercising of any rights in relation to the Shares, they are advised to consult their professional advisers.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities for the year ended 31 December 2023.

DIRECTORS' REPORT

CORPORATE GOVERNANCE

The Company recognises the importance of good corporate governance for enhancing the management of the Company as well as preserving the interests of its Shareholders as a whole. The Company has adopted and committed to the code provisions set out in the Corporate Governance Code contained in Appendix 14 to the Listing Rules and has prepared the corporate governance report, which is set out in the section headed "Corporate Governance Report" on pages 14 to 28 of this annual report. The Board will continue to review and monitor the practices of the Company with an aim to maintaining the highest standard of corporate governance.

ENVIRONMENTAL POLICIES AND PERFORMANCE

Our PRC subsidiaries are subject to the PRC national and local environmental laws, regulations and rules including, among others, the Environmental Protection Law of the PRC (《中華人民共和國環境保護法》). Our production process generates noise, liquid waste, industrial waste water and metropolitan waste water. We consider protection of the environment to be important and have implemented measures such as neutralising the waste water before disposal and recycling of the waste water. Our Directors believe that we have adopted effective measures to prevent and control pollution to the environment. During the reporting period under review, we did not receive any complaint from our customers or any other parties in respect of any environmental protection issues, and we have not experienced any material environmental incidents arising from our production activities. During the reporting period under review, no material administrative sanctions or penalties were imposed upon us for the violation of environmental laws or regulations which had an adverse impact on our operations. Our PRC subsidiaries have obtained the environmental permit necessary to conduct our business and have complied with the relevant environmental laws and regulations in the PRC in all material respects.

As required by the Listing Rules, the Company is required to report on environmental, social and governance ("ESG") information ("ESG Information") on an annual basis and regarding the same period covered in this annual report. The Company's ESG report for the year ended 31 December 2023 is published on the respective websites of the Company and the Stock Exchange on or around 26 April 2024.

COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS

The Group's operations are mainly carried out by the Company's subsidiaries in the PRC while the Company is listed on the main board of the Stock Exchange. The Group accordingly shall comply with relevant laws and regulations in the PRC and Hong Kong and the respective places of incorporation of the Company and its subsidiaries.

During the reporting period and up to the date of this annual report, the Board was unaware of any non-compliance with relevant laws and regulations that have a significant impact on the business and operations of the Group.

SUFFICIENCY OF PUBLIC FLOAT

Based on the publicly available information to the Company and within the knowledge of the Directors as at the date of this annual report, the Company has maintained the prescribed public float under the Listing Rules.

AUDITOR

The consolidated financial statements of the Company for the year ended 31 December 2023 have been audited by Deloitte Touche Tohmatsu, who will retire, and being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company. A resolution to re-appoint Deloitte Touche Tohmatsu and to authorise the Directors to fix its remuneration will be proposed at the forthcoming annual general meeting.

On behalf of the Board

Xu Songqing

Chairman

Hong Kong, 28 March 2024

INDEPENDENT AUDITOR'S REPORT

Deloitte.

德勤

TO THE SHAREHOLDERS OF
HUAJIN INTERNATIONAL HOLDINGS LIMITED
華津國際控股有限公司
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Huajin International Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 59 to 121, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

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

BASIS FOR OPINION

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

KEY AUDIT MATTER

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

INDEPENDENT AUDITOR'S REPORT

Key audit matter

Prepayments to suppliers

We identified prepayments to suppliers as a key audit matter due to the significance of the Group's prepayments in the context of the Group's consolidated financial statements. As disclosed in note 16 to the consolidated financial statements, the carrying amount of prepayments to suppliers was RMB811,352,000 as at 31 December 2023, which represented approximately 21.4% of the Group's total assets.

How our audit addressed the key audit matter

Our procedures in relation to prepayments to suppliers included:

- Understanding and evaluating the key controls over the management of the Group's purchase process;
- Conducting interview of a sample of suppliers to understand the cooperation model and the purchase arrangement with the Group;
- Performing confirmation procedures to a sample of suppliers to confirm the prepayment to suppliers as at 31 December 2023, and performing alternative procedures for a non-response confirmation by tracing to corresponding payment details; and
- Tracing a sample of purchase transactions subsequent to the financial year end against the corresponding purchase order and receipt of raw materials.

INDEPENDENT AUDITOR'S REPORT

OTHER INFORMATION

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

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

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

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

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

INDEPENDENT AUDITOR'S REPORT

As part of an audit in accordance with HKSAAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

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

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

INDEPENDENT AUDITOR'S REPORT

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

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

The engagement partner on the audit resulting in the independent auditor's report is Wong Kit Sum.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

28 March 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2023

	NOTES	2023 RMB'000	2022 RMB'000
Revenue	5	6,589,901	4,663,563
Cost of sales		(6,293,347)	(4,683,695)
Gross profit (loss)		296,554	(20,132)
Other income, other gains and losses	6	8,772	4,528
Selling expenses		(68,960)	(39,369)
Administrative expenses		(58,627)	(64,767)
Profit (loss) before investment gain (loss), net finance costs and taxation		177,739	(119,740)
Investment gain (loss)		194	(656)
Finance income	7	3,832	2,419
Finance costs	7	(80,604)	(79,441)
Finance costs, net	7	(76,772)	(77,022)
Profit (loss) before taxation		101,161	(197,418)
Income tax (expenses) credit	8	(15,681)	32,119
Profit (loss) for the year	9	85,480	(165,299)
Other comprehensive income (expense)			
<i>Item that will not be reclassified to profit or loss:</i>			
Fair value gain (loss) on equity investments designated at fair value through other comprehensive income ("FVTOCI"), net of income tax		28	(456)
Other comprehensive income (expense) for the year, net of income tax		28	(456)
Total comprehensive income (expense) for the year		85,508	(165,755)
Profit (loss) for the year attributable to:			
Owners of the Company		85,656	(165,299)
Non-controlling interests		(176)	–
		85,480	(165,299)
Total comprehensive income (expense) attributable to:			
Owners of the Company		85,684	(165,755)
Non-controlling interests		(176)	–
		85,508	(165,755)
Earnings (losses) per share	12		
— Basic (RMB cents)		14.28	(27.55)
— Diluted (RMB cents)		14.28	(27.55)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2023

	NOTES	2023 RMB'000	2022 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment	13	1,402,330	1,090,121
Right-of-use assets	14	186,256	158,647
Deposits paid for acquisition of property, plant and equipment		200,399	27,736
Equity investments designated at FVTOCI	17	1,799	1,768
Restricted bank deposits	18	–	15,180
Deferred tax assets	26	19,611	33,233
		1,810,395	1,326,685
CURRENT ASSETS			
Inventories	15	315,179	134,113
Trade, bills and other receivables	16	1,311,308	1,145,641
Tax recoverable		4,692	–
Restricted bank deposits	18	247,715	174,235
Bank balances and cash	19	98,386	16,093
		1,977,280	1,470,082
CURRENT LIABILITIES			
Trade, bills and other payables and accrued expenses	20	386,288	382,845
Contract liabilities	21	586,844	454,141
Tax payables		–	1
Amounts due to related parties	22	2,814	3,050
Borrowings — due within one year	23	1,266,382	1,081,080
Lease liabilities	24	1,687	1,027
		2,244,015	1,922,144
NET CURRENT LIABILITIES		(266,735)	(452,062)
TOTAL ASSETS LESS CURRENT LIABILITIES		1,543,660	874,623
NON-CURRENT LIABILITIES			
Borrowings — due more than one year	23	1,011,520	435,025
Lease liabilities	24	7,739	2,684
Deferred income	25	8,250	11,550
Deferred tax liabilities	26	1,402	26
		1,028,911	449,285
NET ASSETS		514,749	425,338
CAPITAL AND RESERVES			
Share capital	27	4,999	4,999
Reserves		507,826	420,339
Equity attributable to owners of the Company		512,825	425,338
Non-controlling interests		1,924	–
TOTAL EQUITY		514,749	425,338

The consolidated financial statements on pages 59 to 121 were approved and authorised for issue by the Board of Directors on 28 March 2024 and are signed on its behalf by:

Mr. Xu Songqing
Director

Mr. Xu Jianhong
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2023

	Equity attributable to owners of the Company										
	Share capital <i>RMB'000</i> <i>(note 27)</i>	Share premium <i>RMB'000</i>	Statutory reserve <i>RMB'000</i> <i>(note i)</i>	Capital reserve <i>RMB'000</i>	Share-based payments reserve <i>RMB'000</i>	Fair value reserve of equity		Retained profits <i>RMB'000</i>	Subtotal <i>RMB'000</i>	Non- controlling interests <i>RMB'000</i> <i>(note ii)</i>	Total <i>RMB'000</i>
						Share-based investments					
						designated at FVTOCI <i>RMB'000</i>	Translation reserve <i>RMB'000</i>				
At 1 January 2022	4,999	184,003	55,555	63,840	3,535	18	(5,012)	280,045	586,983	-	586,983
Loss for the year	-	-	-	-	-	-	-	(165,299)	(165,299)	-	(165,299)
Other comprehensive expense for the year	-	-	-	-	-	(456)	-	-	(456)	-	(456)
Total comprehensive expense for the year	-	-	-	-	-	(456)	-	(165,299)	(165,755)	-	(165,755)
Recognition of equity-settled share-based payments	-	-	-	-	4,110	-	-	-	4,110	-	4,110
At 31 December 2022	4,999	184,003	55,555	63,840	7,645	(438)	(5,012)	114,746	425,338	-	425,338
Profit (loss) for the year	-	-	-	-	-	-	-	85,656	85,656	(176)	85,480
Other comprehensive income for the year	-	-	-	-	-	28	-	-	28	-	28
Total comprehensive income (expense) for the year	-	-	-	-	-	28	-	85,656	85,684	(176)	85,508
Recognition of equity-settled share-based payments	-	-	-	-	1,803	-	-	-	1,803	-	1,803
Capital contribution from non-controlling interests <i>(note ii)</i>	-	-	-	-	-	-	-	-	-	2,100	2,100
Transfer	-	-	10,173	-	-	-	-	(10,173)	-	-	-
At 31 December 2023	4,999	184,003	65,728	63,840	9,448	(410)	(5,012)	190,229	512,825	1,924	514,749

Notes:

- (i) Amount represents statutory reserve of the Group's subsidiaries in the People's Republic of China (the "PRC"). According to the relevant laws in the PRC, the Group's subsidiaries in the PRC are required to transfer at least 10% of their net profit after taxation, as determined under the PRC accounting regulations, to a non-distributable reserve fund until the reserve balance reaches 50% of their registered capital. The transfer to this reserve must be made before the distribution of a dividend to owners. Such reserve fund can be used to offset the previous years' losses, if any, and is non-distributable other than upon liquidation.
- (ii) On 18 January 2023, 江門市華睦五金有限公司 (Jiangmen Huamu Metals Company Limited) ("Huamu Metal"), a wholly-owned subsidiary of the Group, entered into an equity interest transfer agreement with third parties, Jiangmen Zhien Technology Co., Ltd ("Zhien Technology") and Jiangmen Liyuan Investment Consulting Co., Ltd ("Liyuan Investment Consulting"), pursuant to which Huamu Metal agreed to transfer its 30% and 5% equity interest in 江門市津聯環保科技有限公司 (Jiangmen Jinlian Renewable Resources Recycling Company Limited) ("Jinlian Renewable Resources Recycling") to Zhien Technology and Liyuan Investment Consulting at considerations of RMB1,800,000 and RMB300,000, respectively. The differences between the considerations received and the proportion of equity interests transferred is immaterial.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2023

	2023 RMB'000	2022 RMB'000
OPERATING ACTIVITIES		
Profit (loss) before taxation	101,161	(197,418)
Adjustments for:		
Depreciation of property, plant and equipment	4,521	8,174
Depreciation of right-of-use assets	4,101	3,926
Gain on disposal of property, plant and equipment	(48)	(5)
(Reversal of) write-down of inventories	(2,361)	2,361
Impairment losses of property, plant and equipment	–	1,295
Write-off of property, plant and equipment	–	397
Impairment losses of trade receivables under expected credit loss (“ECL”) model	2,163	551
Interest income	(3,832)	(2,419)
Interest expense	80,604	79,441
Release of deferred income	(3,300)	(3,300)
Share-based payments expenses	1,803	4,110
Investment (gain) loss on financial assets at fair value through profit or loss (“FVTPL”)	(194)	656
Operating cash flows before movements in working capital	184,618	(102,231)
(Increase) decrease in inventories	(106,375)	103,581
Increase in trade, bills and other receivables	(554,795)	(611,718)
(Decrease) increase in trade, bills and other payables and accrued expenses	(22,748)	20,658
Increase in contract liabilities	132,703	238,491
Cash used in operations	(366,597)	(351,219)
Income tax paid	(5,379)	(719)
PRC corporate income tax refunded	–	3,214
NET CASH USED IN OPERATING ACTIVITIES	(371,976)	(348,724)

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2023

	2023 RMB'000	2022 RMB'000
INVESTING ACTIVITIES		
Deposit paid for acquisition and purchase of property, plant and equipment	(523,211)	(105,895)
Placement of restricted bank deposits	(105,487)	(316,199)
Upfront payments for right-of-use assets	(25,710)	(12,768)
Withdrawal of financial assets at FVTPL	–	20
Withdrawal of restricted bank deposits	47,187	260,443
Proceeds from disposal of property, plant and equipment	172	67
Settlements of derivative financial instruments	194	(656)
Interest received	3,832	2,419
NET CASH USED IN INVESTING ACTIVITIES	(603,023)	(172,569)
FINANCING ACTIVITIES		
New borrowings raised	2,306,134	1,485,867
Capital contribution from non-controlling interests	2,100	–
Advance from related parties	–	4,288
Repayment of borrowings	(1,157,372)	(863,052)
Interest paid	(91,494)	(87,907)
Dividend paid	–	(575)
Repayment of lease liabilities	(1,868)	(1,349)
Repayment to related parties	(236)	(22,438)
NET CASH FROM FINANCING ACTIVITIES	1,057,264	514,834
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	82,265	(6,459)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	16,093	22,547
EFFECTS OF EXCHANGE RATE CHANGES	28	5
CASH AND CASH EQUIVALENTS AT END OF THE YEAR, represented by bank balances and cash	98,386	16,093

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

1. GENERAL INFORMATION

Huajin International Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) is a public limited company incorporated in the Cayman Islands as an exempted company and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its immediate and ultimate holding company is Haiyi Limited, a company incorporated in the British Virgin Islands and ultimately controlled by Mr. Xu Songqing (“Mr. Xu”).

The principal activity of the Company is investment holding. The principal activities of the Group’s subsidiaries are set out in note 37. The addresses of the Company’s registered office and principal place of business are disclosed in the section “Corporate Information” of this annual report.

The consolidated financial statements are presented in Renminbi (“RMB”), which is the same as the functional currency of the Company.

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

New and amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 January 2023 for the preparation of the consolidated financial statements:

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

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.1 Impacts on application of Amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The Group has applied the amendments for the first time in the current year. The amendments narrow the scope of the recognition exemption of deferred tax liabilities and deferred tax assets in paragraphs 15 and 24 of HKAS 12 Income Taxes (“HKAS 12”) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

In accordance with the transition provision:

- (i) the Group has applied the new accounting policy retrospectively to leasing transactions that occurred on or after 1 January 2022;
- (ii) the Group also, as at 1 January 2022, recognised a deferred tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised) and a deferred tax liability for all deductible and taxable temporary difference associated with right-of-use-assets and lease liabilities.

The application of the amendments has had no material impact on the Group’s financial position and performance, except that, on 1 January 2022, the Group disclosed the related deferred tax assets of RMB560,000 and deferred tax liabilities of RMB560,000 on a gross basis but it has no material impact on the retained earnings.

2.2 Impacts on application of Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies

The Group has applied the amendments for the first time in the current year. HKAS 1 Presentation of Financial Statements is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 Impacts on application of Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies (Continued)

HKFRS Practice Statement 2 Making Materiality Judgements (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments has had no material impact on the Group’s financial positions and performance but has affected the disclosure of the Group’s accounting policies set out in Note 3 to the consolidated financial statements.

Amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following amendments to HKFRSs that have been issued but are not yet effective:

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

¹ Effective for annual periods beginning on or after a date to be determined.

² Effective for annual periods beginning on or after 1 January 2024.

³ Effective for annual periods beginning on or after 1 January 2025.

Except for the amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

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”)

The 2020 Amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity’s own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 Financial Instruments: Presentation;
- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that the classification should not be affected by management intentions or expectations to settle the liability within 12 months.

For rights to defer settlement for at least twelve months from reporting date which are conditional on the compliance with covenants, the requirements introduced by the 2020 Amendments have been modified by the 2022 Amendments. The 2022 Amendments specify that only covenants with which an entity is required to comply with on or before the end of the reporting period affect the entity’s right to defer settlement of a liability for at least twelve months after the reporting date. Covenants which are required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting period.

In addition, the 2022 Amendments specify the disclosure requirements about information that enables users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period, if an entity classifies liabilities arising from loan arrangements as non-current when the entity’s right to defer settlement of those liabilities is subject to the entity complying with covenants within twelve months after the reporting period.

The 2022 Amendments also defer the effective date of applying the 2020 Amendments to annual reporting periods beginning on or after 1 January 2024. The 2022 Amendments, together with the 2020 Amendments, are effective for annual reporting periods beginning on or after 1 January 2024, with early application permitted. If an entity applies the 2020 Amendments for an earlier period after the issue of the 2022 Amendments, the entity should also apply the 2022 Amendments for that period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

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)

Based on the Group’s outstanding liabilities as at 31 December 2023, the application of the 2020 and 2022 Amendments will not result in reclassification of the Group’s liabilities.

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

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange (“Listing Rules”) and by the Hong Kong Companies Ordinance.

In preparing the consolidated financial statements of the Group, the directors of the Company has given careful consideration to the future liquidity of the Group in light of the fact that the Group’s current liabilities exceeded its current assets by RMB266,735,000 as at 31 December 2023 and had capital commitments contracted for but not provided in the consolidated financial statements of RMB 257,440,000 on the same date, of which RMB199,099,000 is due for payment in the next twelve months from 31 December 2023. The Group had generated a net cash inflow of RMB82,265,000 and net operating cash outflow of RMB371,976,000 for the year ended 31 December 2023.

In the opinion of the directors of the Company, the Group will be able to continue as a going concern at least in the coming twelve months taking into consideration the available bank facilities from various banks for the operation requirements of the Group based on the past history of renewal of such facilities and the working capital estimated to be generated from operating activities. As at 31 December 2023, the Group had total banking facilities relating to bank borrowings (excluding those related to factoring of bills receivable) and bills payables amounted to approximately RMB1,649,780,000, of which approximately RMB1,192,201,000 had been utilised, and the unutilised banking facilities amounted to RMB457,579,000. In addition, based on the best estimation of the directors of the Company, all of the currently utilised banking facilities would be renewed upon expiry.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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

3.1 Basis of preparation of consolidated financial statements *(Continued)*

Mr. Xu also agreed to provide necessary financial support to enable the Group to meet its financial obligations as they fall due for a period of fifteen months from the date of approval of these consolidated financial statements.

Based on the aforesaid factors, the directors of the Company are satisfied that the Group will have sufficient financial resources to meet in full its financial obligations as and when they fall due for the foreseeable future. Accordingly, the directors of the Company consider that it is appropriate to prepare the consolidated financial statements on a going concern basis.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 Share-based Payment, leasing transactions that are accounted for in accordance with HKFRS 16 Leases ("HKFRS 16"), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 Inventories ("HKAS 2") or value in use in HKAS 36 Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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

3.2 Material accounting policy information

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

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

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

Revenue from contracts with customers

Information about the Group's accounting policies relating to contracts with customers is provided in Notes 5 and 21.

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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

3.2 Material accounting policy information *(Continued)*

Leases (Continued)

The Group as a lessee

Short-term leases

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

Right-of-use assets

The cost of right-of-use assets includes:

- the amount of the initial measurement of the lease liability; and
- any initial direct costs incurred by the Group.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

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

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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

3.2 Material accounting policy information *(Continued)*

Leases *(Continued)*

The Group as a lessee (Continued)

Lease liabilities (Continued)

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, if any.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Borrowing costs

Borrowing costs 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.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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

3.2 Material accounting policy information *(Continued)*

Share-based payments

Equity-settled share-based payment transactions

Share options granted to employees

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

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

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

Taxation

Income tax expense represents the sum of current and deferred income tax expense.

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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

3.2 Material accounting policy information *(Continued)*

Taxation *(Continued)*

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

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

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

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the leasing liabilities and the related assets separately. The Group recognises a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary difference 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 set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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

3.2 Material accounting policy information *(Continued)*

Property, plant and equipment

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

Construction in progress for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, including costs of testing whether the related assets is functioning properly and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Sale proceeds of items that are produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management (such as samples produced when testing whether the asset is functioning properly), and the related costs of producing those items are recognised in the profit or loss. The cost of those items are measured in accordance with the measurement requirements of HKAS 2. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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

3.2 Material accounting policy information *(Continued)*

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 Revenue from Contracts with Customers (“HKFRS 15”). Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

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

Financial assets

Classification and subsequent measurement of financial assets

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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)

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

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

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

(i) Amortised cost and interest income

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the fair value reserve of equity investments designated at FVTOCI; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will continue to be held in the fair value reserve of equity investments designated at FVTOCI.

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss.

Impairment of financial assets subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under ECL model on financial assets which are subject to impairment assessment under HKFRS 9 (including trade, bills and other receivables, restricted bank deposits and bank balances). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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

The Group always recognises lifetime ECL for trade receivables.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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)

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

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

(i) Significant increase in credit risk

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

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

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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)*

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

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

(iii) Credit-impaired financial assets

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

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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)*

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

(v) Measurement and recognition of ECL

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

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

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

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

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

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

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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 derecognised a financial asset only when the contractual rights to the cash flows from the assets 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 the 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.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Group are classified either as 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 entities are recorded at the proceeds received, net of direct issue costs.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

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

Allowance for credit losses on trade receivables from contracts with customers

The Group involved independent and professional qualified valuer for the ECL estimation. The lifetime ECL of trade receivables was estimated collectively based on shared credit risk characteristics, taken into account the nature of the customer and its aging profile. The ECL rate estimation is based on the aging and the historical settlement pattern of the debtors and is adjusted by forward-looking information. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in note 34.

5. REVENUE AND SEGMENT INFORMATION

Operating segments are identified on the basis of internal reports about components of the Group that are regularly reviewed by the executive directors Mr. Xu and Mr. Luo Canwen ("Mr. Luo"), being the chief operating decision maker (the "CODM"), in order to allocate resources to segments and to assess their performance. During the years ended 31 December 2023 and 2022, the CODM assesses the operating performance and allocates the resources of the Group as a whole as the Group is primarily engaged in the production and sales of cold-rolled steel products and galvanized steel products. Therefore, the management considers that the Group has one operating segment only. The Group mainly operates in the PRC and the Group's non-current assets are also mainly located in the PRC.

The CODM reviews the overall results and financial position of the Group as a whole based on the same accounting policies and no further segment information is presented.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

5. REVENUE AND SEGMENT INFORMATION *(Continued)*

The Group's sales of cold-rolled steel products and galvanized steel products is recognised when control of the goods has transferred, being when the goods have been shipped or delivered to the customers' specific locations or when the goods are collected by customers at the Group's production plants at their choice. The payment terms and credit terms (if any) are set out in note 16. The Group's product warranty typically requires it to produce products free from defects in material and workmanship and in conformity with specifications of the customers. If the Group fails to meet the product requirements, its customers may return such non-conforming products within 15 days and the Group shall repair or replace such products free of charge.

Disaggregation of revenue from contracts with customers by types of goods is as follow:

Segments	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Sales of cold-rolled steel products		
— steel strips and sheets	3,573,976	2,655,077
— welded steel tubes	127,846	199,796
Sales of galvanized steel products	2,498,571	1,553,571
Sales of hot-rolled steel products and others	389,508	255,119
	6,589,901	4,663,563

All revenue of the Group are recognised at a point in time. All products are delivered within a period less than one year. As permitted under HKFRS 15, the transaction price allocated to the unsatisfied contracts is not disclosed.

The Group's revenue is derived from customers located in the PRC (including Hong Kong) and the Southeast Asia. The Group's revenue by the geographical locations of the customers, determined based on the destination of goods delivered, irrespective of the origin of goods, is detailed below:

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
PRC (including Hong Kong)	6,557,538	4,642,217
Southeast Asia	32,363	21,346
	6,589,901	4,663,563

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

5. REVENUE AND SEGMENT INFORMATION *(Continued)*

Information about major customer

No revenue from any customer contributed over 10% of the total revenue of the Group for the year ended 31 December 2022. Revenue from customer contributing over 10% of the Group's total revenue for the year ended 31 December 2023 are as follows:

	2023 RMB'000
Customer A	1,084,556

6. OTHER INCOME, OTHER GAINS AND LOSSES

	2023 RMB'000	2022 RMB'000
Government grants <i>(Notes i, ii and iii)</i>	8,203	4,165
Rental income	2,371	1,257
Net foreign exchange gain	126	539
Gain on disposal of property, plant and equipment	48	5
Write-off of property, plant and equipment	–	(397)
Impairment losses of property, plant and equipment	–	(1,295)
Impairment losses of trade receivables under ECL model <i>(note 34)</i>	(2,163)	(551)
Others	187	805
	8,772	4,528

Notes:

- (i) Incentives received from the PRC local authorities by the Group as encouragement of its business development amounting to RMB195,000 (2022: RMB865,000) are recognised in the profit or loss for the year ended 31 December 2023 for the purpose of giving immediate financial support to the Group with no future related costs expected to be incurred nor related to any assets.
- (ii) Grants amounting to RMB33,000,000 were recorded as a deferred income in previous years as details are set out in note 25, of which RMB3,300,000 (2022: RMB3,300,000) has been recognised in the profit or loss for the year ended 31 December 2023.
- (iii) Grants amounting to RMB4,708,000 represented value-added tax additional deduction for the year ended 31 December 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

7. FINANCE INCOME AND COSTS

	2023 RMB'000	2022 RMB'000
Finance costs:		
— Interest expense on borrowings, net of amounts capitalised in the cost of qualifying assets of RMB10,890,000 (2022: RMB8,466,000)	(80,423)	(79,272)
— Interest expense on lease liabilities	(181)	(169)
	(80,604)	(79,441)
Finance income:		
— Interest income from bank deposits	3,832	2,419
Finance costs, net	(76,772)	(77,022)

Borrowing costs capitalised during the year ended 31 December 2023 arose on the general borrowing pool are calculated by applying a capitalisation rate of 5.87% (2022: 7.11%) per annum to expenditure on qualifying assets.

8. INCOME TAX EXPENSES (CREDIT)

	2023 RMB'000	2022 RMB'000
PRC Enterprise Income Tax ("EIT")		
— Current year	686	1
— Overprovision in prior year	—	(1,434)
Current tax charge (credit)	686	(1,433)
Deferred tax (Note 26)	14,995	(30,686)
	15,681	(32,119)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

8. INCOME TAX EXPENSES (CREDIT) *(Continued)*

The taxation for the year can be reconciled to the profit (loss) before taxation per the consolidated statement of profit or loss and other comprehensive income (expense) as follows:

	2023 RMB'000	2022 RMB'000
Profit (loss) before taxation	101,161	(197,418)
Tax at the EIT rate of 25% (2022: 25%)	25,290	(49,355)
Tax effect of expenses not deductible for tax purpose	465	4,163
Tax effect of tax losses not recognised	3,702	822
Utilisation of tax losses previously not recognised	(446)	(191)
Withholding tax on earnings of subsidiaries	1,373	(1,334)
Income tax at concessionary rate	(11,587)	17,091
Effect of super deduction of research and development cost	(3,703)	(3,239)
Effect of different tax rates of subsidiaries operating in other jurisdictions	587	1,358
Overprovision in prior years	–	(1,434)
Income tax expense (credit) for the year	15,681	(32,119)

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

Singapore corporate tax is calculated at 17% of the estimated assessable profit for both years.

PRC EIT is calculated based on the statutory rate of 25% of the assessable profit for those subsidiaries established in the PRC, as determined in accordance with the relevant enterprise income tax law, implementation rules and notices in the PRC, except for as set out below.

Two major subsidiaries established in the PRC are approved as enterprises that satisfied the conditions as high and new technology enterprises and obtained the Certificates of High and New Technology Enterprises (the "HNTE Certificates") enjoying the preferential enterprise income tax rate of 15% for a consecutive three calendar years from 2019 to 2021. During 2022, the two relevant subsidiaries have renewed and obtained the HNTE Certificates and the concessionary tax rate of 15% continue to be applied for a consecutive three calendar years from 2022 to 2024.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

8. INCOME TAX EXPENSES (CREDIT) (Continued)

10% withholding income tax is generally imposed on dividends declared in respect of profits earned by the Group's subsidiaries established in the PRC to its subsidiary incorporated in Hong Kong, which entitles a reduced withholding income tax rate of 5% according to the PRC tax regulations when it is qualified as a Hong Kong tax resident.

9. PROFIT (LOSS) AND TOTAL COMPREHENSIVE INCOME (EXPENSE) FOR THE YEAR

	2023 RMB'000	2022 RMB'000
Profit (loss) and total comprehensive income (expense) for the year has been arrived at after charging (crediting):		
Directors' remuneration (note 10)		
— fees	513	447
— other emoluments, salaries, allowances and other benefits	1,238	1,226
— equity-settled share-based payments	516	1,335
— retirement benefit scheme contributions	101	95
	2,368	3,103
Staff salaries, allowances and other benefits	106,388	98,058
Equity-settled share-based payments, excluding those of directors	1,253	2,688
Retirement benefit scheme contributions, excluding those of directors	12,998	12,805
Total employee benefit expenses	123,007	116,654
Auditor's remuneration		
— auditor of the Company	2,439	2,273
— non-audit services	464	504
— other auditors	632	588
Depreciation of property, plant and equipment	76,851	91,326
Less: amount capitalised as cost of inventories manufactured	(72,330)	(83,152)
	4,521	8,174
Depreciation of right-of-use assets	5,655	4,855
Less: amount capitalised as cost of construction in progress	(1,554)	(929)
	4,101	3,926
Cost of inventories recognised as an expense	6,295,708	4,681,334
(Reversal of) write-down of inventories	(2,361)	2,361
Gain on disposal of property, plant and equipment	(48)	(5)
Impairment losses on property, plant and equipment	—	1,295

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

10. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

(a) Directors' and chief executive's emoluments

Details of the emoluments paid or payable by the Group to the directors and the chief executive of the Company during the years ended 31 December 2023 and 2022 are as follows:

For the year ended 31 December 2023

Name of directors	Fee <i>RMB'000</i>	Salaries, allowances and other benefits <i>RMB'000</i>	Equity- settled share-based payments <i>RMB'000</i>	Retirement benefit scheme contributions <i>RMB'000</i>	Total <i>RMB'000</i>
Executive directors:					
Mr. Xu	–	563	129	77	769
Mr. Luo (<i>Note i</i>)	–	225	129	12	366
Mr. Xu Songman	–	225	129	–	354
Mr. Xu Jianhong	–	225	129	12	366
Independent non-executive directors:					
Mr. Goh Choo Hwee	180	–	–	–	180
Mr. Suen To Wai (<i>Note iii</i>)	142	–	–	–	142
Mr. Ou Qiyuan	108	–	–	–	108
Mr. Tam Yuk Sang Sammy (<i>Note iii</i>)	83	–	–	–	83
	513	1,238	516	101	2,368

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

10. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

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

For the year ended 31 December 2022

Name of directors	Fee RMB'000	Salaries, allowances and other benefits RMB'000	Equity- settled share-based payments RMB'000	Retirement benefit scheme contributions RMB'000	Total RMB'000
Executive directors:					
Mr. Xu	–	525	294	71	890
Mr. Luo (Note i)	–	215	294	11	520
Mr. Chen Chunniu ("Mr. Chen") (Note ii)	–	56	161	2	219
Mr. Xu Songman	–	215	293	–	508
Mr. Xu Jianhong	–	215	293	11	519
Independent non-executive directors:					
Mr. Goh Choo Hwee	172	–	–	–	172
Mr. Tam Yuk Sang Sammy (Note iii)	172	–	–	–	172
Mr. Ou Qiyuan	103	–	–	–	103
	447	1,226	1,335	95	3,103

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

The non-executive director's emolument shown above was for his services as a director of the Company.

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

Notes:

- (i) Mr. Luo is also the chief executive of the Group and his emoluments disclosed above included those for services rendered by him as the chief executive.
- (ii) Mr. Chen resigned as executive director on 24 February 2022.
- (iii) Mr. Tam Yuk Sang Sammy resigned as independent non-executive director on 17 March 2023. Mr. Suen To Wai was appointed as independent non-executive director with effect from 18 March 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

10. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS *(Continued)***(b) Emoluments of senior management:**

Of the 16 (2022: 16) senior management of the Company for the year ended 31 December 2023, 4 (2022: 4) of them are directors of the Company and their remuneration has been disclosed in note 10(a) above. The total emoluments of the remaining 12 (2022: 12) senior management are as follows:

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Salaries, allowances and other benefits	4,032	3,678
Equity-settled share-based payments	1,253	2,688
Retirement benefit scheme contributions	209	199
	5,494	6,565

The emoluments fell within the following bands:

	Number of senior management	
	2023	2022
Nil to HK\$1,000,000	11	10
HK\$1,000,001 to HK\$1,500,000	1	2
	12	12

(c) Five highest paid individuals

The five highest paid individuals of the Group include 1 director (2022: 1 director) of the Company and 4 (2022: 4) senior managements for the year ended 31 December 2023 whose emoluments have been disclosed in note 10(a) and (b) above.

During the years ended 31 December 2023 and 2022, no emoluments were paid by the Group to any of the directors of the Company, the chief executive, senior management of the Group, or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors of the Company or the chief executive of the Group waived or agreed to waive any emoluments during the years ended 31 December 2023 and 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

11. DIVIDENDS

No dividends were recognised as distribution for both years.

No final dividend for the year ended 31 December 2023 was recommended by the directors.

12. EARNINGS (LOSSES) PER SHARE

The calculation of basic and diluted earnings (losses) per share is based on the following data:

	2023	2022
	<i>RMB'000</i>	<i>RMB'000</i>
Earnings (losses):		
Profit (loss) for the year attributable to owners of the Company for the purpose of basic and diluted earnings (losses) per share	85,656	(165,299)

	2023	2022
Weighted average number of ordinary shares for the purpose of basic earnings (losses) per share	600,000,000	600,000,000
Effect of dilutive potential ordinary shares brought by share options (Note)	—	—
Weighted average number of ordinary shares for the purpose of diluted earnings (losses) per share	600,000,000	600,000,000

Note: The computation of diluted earnings (losses) per share for the years ended 31 December 2023 and 2022 does not assume the exercise of the Company's options because the adjusted exercise price of unvested options and exercise price of vested options are both higher than the average market price for shares during the years ended 31 December 2023 and 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

13. PROPERTY, PLANT AND EQUIPMENT

	Building	Plant and machinery	Furniture, fixture and equipment	Motor vehicles	Leasehold improvement	Construction in progress	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
COST							
At 1 January 2022	457,796	672,432	6,090	6,877	33,106	239,230	1,415,531
Additions	–	2,242	112	51	7,359	171,542	181,306
Transfer	64,737	130,690	85	618	–	(196,130)	–
Disposals	–	(47)	(142)	(136)	–	–	(325)
Write-off	(1,695)	–	–	–	–	–	(1,695)
Exchange realignment	–	–	15	116	8	–	139
At 31 December 2022	520,838	805,317	6,160	7,526	40,473	214,642	1,594,956
Additions	–	944	3	928	10,890	376,418	389,183
Transfer	64,247	91,627	278	44	–	(156,196)	–
Disposals	–	(65)	–	(497)	(46)	–	(608)
Exchange realignment	–	–	3	20	1	–	24
At 31 December 2023	585,085	897,823	6,444	8,021	51,318	434,864	1,983,555
DEPRECIATION AND IMPAIRMENT							
At 1 January 2022	101,149	275,626	5,192	6,138	25,534	–	413,639
Provided for the year	23,233	60,058	242	226	7,567	–	91,326
Disposals	–	(32)	(102)	(129)	–	–	(263)
Write-off	(1,298)	–	–	–	–	–	(1,298)
Impairment loss recognised in profit or loss	632	654	–	9	–	–	1,295
Exchange realignment	–	–	12	116	8	–	136
At 31 December 2022	123,716	336,306	5,344	6,360	33,109	–	504,835
Provided for the year	24,411	43,531	178	284	8,447	–	76,851
Disposals	–	(33)	–	(451)	–	–	(484)
Exchange realignment	–	–	2	20	1	–	23
At 31 December 2023	148,127	379,804	5,524	6,213	41,557	–	581,225
CARRYING VALUES							
At 31 December 2023	436,958	518,019	920	1,808	9,761	434,864	1,402,330
At 31 December 2022	397,122	469,011	816	1,166	7,364	214,642	1,090,121

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

13. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

The above items of property, plant and equipment, except for construction in progress, are depreciated on a straight-line basis as follows:

Building	Over the shorter of the term of the lease or 20 years
Plant and machinery	7.3% – 9.5% per annum
Furniture, fixture and equipment	9.5% – 19.5% per annum
Motor vehicles	19% – 33.3% per annum
Leasehold improvement	Over the shorter of the term of the lease or 3 years

All of the building are situated on land under medium-term lease and located in the PRC.

Details of property, plant and equipment pledged as securities for the Group's borrowings are set out in note 30.

14. RIGHT-OF-USE ASSETS

	Sea use rights <i>RMB'000</i>	Leasehold lands <i>RMB'000</i>	Office premise and furniture <i>RMB'000</i>	Total <i>RMB'000</i>
At 31 December 2023				
Carrying amount	5,476	179,431	1,349	186,256
At 31 December 2022				
Carrying amount	–	157,543	1,104	158,647
For the year ended 31 December 2023				
Depreciation charge	112	4,145	1,398	5,655
Less: capitalised in qualifying assets	(112)	(1,442)	–	(1,554)
	–	2,703	1,398	4,101
For the year ended 31 December 2022				
Depreciation charge	–	3,584	1,271	4,855
Less: capitalised in qualifying assets	–	(929)	–	(929)
	–	2,655	1,271	3,926

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

14. RIGHT-OF-USE ASSETS *(Continued)*

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Total cash outflow for leases	27,759	14,286
Additions to right-of-use assets	33,256	13,931

For both years, the Group leases leasehold lands and office premise and furniture for its operations. Lease contracts are entered into for initial term of 1 to 50 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

In addition, lease liabilities of RMB9,426,000 are recognised with related right-of-use assets of RMB9,257,000 as at 31 December 2023 (2022: lease liabilities of RMB3,711,000 are recognised with related right-of-use assets of RMB3,406,000). The lease agreements entered into by the Group do not impose any covenants other than the security interests in the certain leased assets that are held by the lessor. Except for certain right-of-use assets pledged as securities for the Group's borrowings set out in note 30, the remaining leased assets may not be used as security for borrowing purposes.

During the year ended 31 December 2023, the Group entered into lease agreement and obtained sea use rights, which refer to the legal rights and privileges that an entity has in relation to the use and exploitation of maritime areas. The Group intend to develop terminal business in 2024 by constructing berths for port docking, loading and unloading, transportation, and other related activities with the rights.

15. INVENTORIES

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Raw materials	46,684	37,121
Work in progress	135,608	47,176
Finished goods	132,887	49,816
	315,179	134,113

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

16. TRADE, BILLS AND OTHER RECEIVABLES

	2023 RMB'000	2022 RMB'000
Trade receivables from contracts with customers	82,279	50,260
Less: Allowance for credit losses	(3,385)	(1,222)
	78,894	49,038
Bills receivables	234,474	116,802
Prepayments to suppliers	811,352	857,483
Value-added tax recoverable	81,225	44,743
Other prepayments, deposits and other receivables	105,363	77,575
	1,311,308	1,145,641

As at 1 January 2022, trade receivables from contracts with customers amounted to RMB129,697,000.

The Group normally requires full payment upon delivery of goods. For long-term customers with good credit quality and payment history, the Group may allow credit periods of up to 90 days (2022: 90 days).

The prepayments to suppliers represent the payments in advance to supplier for the purchase of raw materials. The Group generally makes prepayments to those suppliers in exchange of the price advantage of the hot-rolled steel, the main raw materials for production in the industry where the Group operates. It is a common industry practice as the steel price fluctuates greatly due to market influence. Fixing the steel price in advance is a cost-effective solution for the Group to manage the business efficiently.

The following is an aging analysis of trade receivables and bills receivables, net of allowance for credit losses, presented based on the invoice dates and bills maturity dates respectively at the end of each reporting period:

	2023 RMB'000	2022 RMB'000
Trade receivables:		
Within 30 days	70,339	40,660
31–60 days	4,022	5,702
61–90 days	189	598
91–120 days	17	42
121–180 days	2,033	1,461
181–365 days	1,784	440
Over 1 year	510	135
	78,894	49,038
Bills receivables:		
Within 30 days	24,446	63,073
31–60 days	45,891	8,050
61–90 days	61,337	10,217
91–120 days	55,546	1,852
121–180 days	47,254	33,610
	234,474	116,802

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

16. TRADE, BILLS AND OTHER RECEIVABLES (Continued)

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Credit limits attributed to customers and credit terms granted to customers are reviewed regularly. All of the trade receivables that are neither past due nor impaired have no history of default.

As at 31 December 2023, included in the Group's trade receivables balance are debtors with aggregate carrying amount of RMB57,868,000 (2022: RMB37,189,000) which are past due as at the reporting date. Out of the past due balances, RMB2,293,000 (2022: RMB2,078,000) has been past due 90 days or more and is not considered as in default as the Group considered such balances could be recovered based on historical experience and taking into consideration of forward-looking information.

Included in the Group's bills receivables are amounts of RMB233,499,000 (2022: RMB113,174,000), as at 31 December 2023 being the discounted bills receivables transferred to certain banks and suppliers with full recourse. If the issuing banks of bills receivables default payment on maturity, the banks and suppliers have the right of recourse to request the Group to pay the unsettled balance. As the Group has not transferred substantially all the risks and rewards relating to these bills receivables, it continues to recognise the full carrying amount of the bills receivables and the corresponding amounts in bank borrowings from factoring of bills receivables with full recourse (note 23) and trade payables (note 20). These bills receivables are carried at amortised cost in the consolidated statement of financial position. All the bills receivables are with a maturity period of less than one year.

As at 31 December 2023 and 2022, the Group does not hold any collateral as security over these balances.

	2023 RMB'000	2022 RMB'000
Carrying amount of transferred asset	233,499	113,174
Carrying amount of associated bank borrowings	(229,932)	(96,827)
Carrying amount of associated trade payables	(3,567)	(16,347)
	-	-

During the year ended 31 December 2023 and 2022, certain transactions between subsidiaries of the Company arising from steel processing services were settled by bank bills. As at 31 December 2023, bills receivables held by two subsidiaries of the Company issued by other members of the Group of RMB175,400,000 (2022: RMB148,920,000) were transferred to certain banks with full recourse similar to the arrangements as set out above. These bills receivables were eliminated in full on consolidation. The Group had recognised the cash received on the transfer of the bills receivables as bank borrowings from factoring of bill receivables with full recourse.

Details of impairment assessment of trade, bills and other receivables are set out in note 34.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

17. EQUITY INVESTMENTS DESIGNATED AT FVTOCI

Equity investments designated at FVTOCI

	2023 RMB'000	2022 RMB'000
Unlisted equity investments in the PRC, at fair value	1,799	1,768

The above equity investments were irrevocably designated at FVTOCI as the Group considers these investments to be strategic in nature.

18. RESTRICTED BANK DEPOSITS

Restricted bank deposits represent deposits pledged to banks for issue of bank bills on the Group's behalf and for secured bank borrowings, as set out in note 30.

Restricted bank deposits carry interest at variable interest rates ranging from 0.2% to 2.1% (2022: 0.25% to 3.77%) per annum as quoted by the People's Bank of China as at 31 December 2023.

19. BANK BALANCES AND CASH

Bank balances and cash comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less.

Bank balances carry interest at variable rates which range from 0.05% to 0.35% (2022: 0.01% to 0.39%) per annum as at 31 December 2023.

20. TRADE, BILLS AND OTHER PAYABLES AND ACCRUED EXPENSES

	2023 RMB'000	2022 RMB'000
Trade payables (Note a)	109,671	151,904
Bills payables (Note b)	84,000	85,000
Accrued staff costs	21,159	12,859
Construction payables	117,115	90,924
Transportation fees payable	9,301	4,620
Other tax payables	15,947	10,493
Other payables and accrued expenses	29,095	27,045
	386,288	382,845

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

20. TRADE, BILLS AND OTHER PAYABLES AND ACCRUED EXPENSES *(Continued)*

Notes:

- (a) Included in the amounts was RMB3,567,000 (2022: RMB16,347,000) related to the trade payables in which the Group has endorsed bills to the relevant suppliers. The details are set out in note 16.
- (b) These relate to the amounts in which the Group has issued bills to the relevant suppliers and were not yet matured as at year end. The Group continues to recognise these trade payables as the relevant banks are obliged to make payments only on due dates of the bills, under the same conditions as agreed with the suppliers without further extension. In the consolidated statement of cash flows, settlements of these bills are included within operating cash flows based on the nature of the arrangements.

The ageing analysis of the trade payables, excluding those related to the trade payables in which the Group has endorsed bills to the relevant suppliers as described in note 20(a), based on the invoice dates at the end of each reporting period is presented as follows:

	2023 RMB'000	2022 RMB'000
Trade payables:		
Within 30 days	48,305	89,101
31–60 days	24,158	23,260
61–90 days	11,615	7,571
91–120 days	5,078	3,169
121–180 days	5,030	4,642
181–365 days	6,864	3,766
Over 1 year	5,054	4,048
	106,104	135,557

The maturity dates of the trade payables in which the Group has endorsed bills to the relevant suppliers as described in note 20(a) at the end of each reporting period are presented as follows:

	2023 RMB'000	2022 RMB'000
Trade payables:		
Within 30 days	746	9,958
31–60 days	261	748
61–90 days	2,155	2,386
91–120 days	405	1,497
121–180 days	–	1,758
	3,567	16,347

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

20. TRADE, BILLS AND OTHER PAYABLES AND ACCRUED EXPENSES (Continued)

The maturity dates of the bills payables at the end of each reporting period are presented as follows:

	2023	2022
	<i>RMB'000</i>	<i>RMB'000</i>
Bills payables:		
Within 30 days	12,000	–
31–60 days	70,000	80,000
61–90 days	2,000	4,000
121–180 days	–	1,000
	84,000	85,000

The average credit period granted by suppliers on purchase of goods is no longer than 30 (2022: 30) days from certain of its suppliers. For other suppliers, the Group is required to prepay in advance and make full payment upon receipt of the goods purchased.

21. CONTRACT LIABILITIES

	2023	2022
	<i>RMB'000</i>	<i>RMB'000</i>
Sales of cold-rolled steel products and galvanized steel products and analysed for reporting purpose as current liabilities	586,844	454,141

As at 1 January 2022, contract liabilities amounted to RMB215,650,000.

Contract liabilities represent the deposit amount received from certain customers at the requests of the Group when they place confirmed orders. The entire balance of contract liabilities as at 1 January 2023 and 2022 have been recognised as revenue during the respective reporting periods.

22. AMOUNTS DUE TO RELATED PARTIES

	2023	2022
	<i>RMB'000</i>	<i>RMB'000</i>
Mr. Xu	2,654	2,890
Mr. Chen	160	160
	2,814	3,050

Note: The amounts are non-trade in nature, interest free, unsecured and repayable within twelve months from 31 December 2023 and 2022, respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

23. BORROWINGS

	2023 RMB'000	2022 RMB'000
Fixed-rate borrowings:		
Secured bank borrowings	1,435,410	1,031,810
Bank borrowings from factoring of bills receivables with full recourse (note 16)	405,332	245,747
Secured borrowings from entities established in the PRC independent with the Group	168,432	169,950
Unsecured borrowings from entities established in the PRC independent with the Group	11,738	68,598
	2,020,912	1,516,105
Variable-rate borrowings:		
Secured bank borrowings	256,990	–
Total borrowings	2,277,902	1,516,105
The carrying amounts of the above bank borrowings are repayable based on the scheduled repayment dates set out in the loan agreements as		
— within one year	1,145,169	950,307
— more than one year, but not more than two years	180,537	103,212
— more than two years, but not more than five years	565,026	223,908
— more than five years	207,000	130
	2,097,732	1,277,557
Less: amount due within one year shown under current liabilities	(1,145,169)	(950,307)
Amount shown under non-current liabilities	952,563	327,250
The carrying amounts of the above other borrowings are repayable based on the scheduled repayment dates set out in the loan agreements as		
— within one year	121,213	130,773
— more than one year, but not more than two years	47,219	107,775
— more than two years, but not more than five years	11,738	–
	180,170	238,548
Less: amount due within one year shown under current liabilities	(121,213)	(130,773)
Amount shown under non-current liabilities	58,957	107,775

The ranges of effective interest rates on the Group's borrowings are as follows:

	2023	2022
Fixed-rate borrowings	3.10%–16.90%	3.20% to 16.90%
Variable-rate borrowings	3.75%–4.50%	N/A

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

23. BORROWINGS (Continued)

The secured portion of the Group's borrowings are secured by certain assets of the Group as detailed in note 30. Certain of the Group's borrowings are also guaranteed personally by certain directors of the Company.

24. LEASE LIABILITIES

	2023 RMB'000	2022 RMB'000
Lease liabilities payable:		
Within one year	1,687	1,027
Within a period of more than one year but not more than two years	518	268
Within a period of more than two years but not more than five years	1,253	477
Within a period of more than five years	5,967	1,939
	9,426	3,711
Less: amount due for settlement within 12 months shown under current liabilities	(1,687)	(1,027)
Amount due for settlement after 12 months shown under non-current liabilities	7,739	2,684

The incremental borrowing rates applied to lease liabilities range from 1.13% to 5.88% (2022: from 1.13% to 5.88%).

Lease liabilities that are denominated in currencies other than the functional currencies of the relevant group entities, being Hong Kong dollars ("HKD") and Singapore dollars ("SGD"), are set out below:

	HKD RMB'000	SGD RMB'000
As at 31 December 2023	1,194	187
As at 31 December 2022	647	458

Details of the lease maturity analysis of the Group's lease liabilities are set out in note 34.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

25. DEFERRED INCOME

Deferred income represents government grants received by the Group's subsidiaries in the PRC from the People's Government of Jiangmen Municipal Xinhui District Muzhou Town, the PRC for and applied towards the construction of the Group's manufacturing plants in Muzhou Town.

The deferred income is released to income over the expected useful life of the relevant assets. Movements of deferred income during both years are as follows:

	2023 RMB'000	2022 RMB'000
Government grants related to assets:		
At the beginning of the year	11,550	14,850
Released to profit or loss	(3,300)	(3,300)
At the end of the year	8,250	11,550

26. DEFERRED TAX ASSETS (LIABILITIES)

	2023 RMB'000	2022 RMB'000
Deferred tax assets	19,611	33,233
Deferred tax liabilities	(1,402)	(26)
	18,209	33,207

The deferred tax assets (liabilities) recognised by the Group as at 31 December 2023 and 2022 and the movements during the current and prior years are as follow:

	Government grants RMB'000	Write-down of inventories RMB'000	Impairment losses of property, plant and equipment RMB'000	Tax losses RMB'000	ECL provision and write-off RMB'000	Fair value adjustments of equity investments designated at FVTOCI RMB'000	Undistributed earnings of PRC subsidiaries RMB'000	Right of use assets RMB'000	Lease liabilities RMB'000	Total RMB'000
At 1 January 2022	3,713	-	-	-	168	(77)	(1,334)	-	-	2,470
Adjustments (note 2.1)	-	-	-	-	-	-	-	(560)	560	-
As at 1 January 2022 (restated)	3,713	-	-	-	168	(77)	(1,334)	(560)	560	2,470
(Charge) credit to profit or loss	(1,980)	354	194	30,769	15	-	1,334	(16)	16	30,686
Credit to other comprehensive expense	-	-	-	-	-	51	-	-	-	51
At 31 December 2022 (restated)	1,733	354	194	30,769	183	(26)	-	(576)	576	33,207
(Charge) credit to profit or loss	(495)	(354)	-	(13,100)	325	-	(1,373)	(1,382)	1,384	(14,995)
Charge to other comprehensive income	-	-	-	-	-	(3)	-	-	-	(3)
At 31 December 2023	1,238	-	194	17,669	508	(29)	(1,373)	(1,958)	1,960	18,209

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

26. DEFERRED TAX ASSETS (LIABILITIES) (Continued)

As at 31 December 2023, the aggregate amount of temporary differences associated with undistributed earnings of subsidiaries in the PRC for which deferred tax liabilities have not been recognised was approximately RMB64,092,000 (2022: RMB25,491,000). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

At the end of the reporting period, the Group has unused tax losses of RMB138,368,000 (2022: RMB219,734,000) available for offset against future profits. A deferred tax asset has been recognised in respect of approximately RMB117,794,000 (2022: RMB205,125,000) of such losses. No deferred tax asset has been recognised in respect of the remaining approximately RMB 20,574,000 (2022: RMB14,609,000) due to the unpredictability of future profit streams. Out of these unrecognised tax losses, RMB3,638,000 (2022: RMB6,261,000) were incurred by entities overseas and may be carried forward indefinitely. The remaining balance of the unrecognised tax losses will expire in the following years:

	2023 RMB'000	2022 RMB'000
2023	–	4
2024	3	3
2025	2	2
2026	122	122
2027	8,217	8,217
2028	8,592	–
	16,936	8,348

27. SHARE CAPITAL

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

	Number of shares	Share capital HK\$'000
Ordinary shares of HK\$0.01 each		
Authorised:		
At 1 January 2022, 31 December 2022 and 2023	8,000,000,000	80,000
Issued:		
At 1 January 2022, 31 December 2022 and 2023	600,000,000	6,000

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For the year ended 31 December 2023

27. SHARE CAPITAL *(Continued)*

	2023	2022
	<i>RMB'000</i>	<i>RMB'000</i>
Shown in the consolidated statement of financial position	4,999	4,999

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

28. SHARE OPTION

Pursuant to a resolution passed on 23 March 2016 by the board of directors of the Company, a share option scheme (the "Share Option Scheme") was adopted.

The purpose of the Share Option Scheme is to provide incentives or rewards to eligible persons for their contribution or potential contribution to the Group.

The board of directors of the Company may, at its discretion, offer to grant an option to subscribe for such number of new shares as the board of directors of the Company may determine at an exercise price which will not be less than the higher of (i) closing price of the shares on the date of offer of grant and (ii) the average closing price of the shares for the five business days immediately preceding the date of offer of grant to any full-time or part-time employee of the Company or any member of the Group, including any executive director, non-executive director and independent non-executive director, and any supplier, customer, agent, advisor and consultant of the Group who, in the sole opinion of the board of directors of the Company, will contribute or have contributed to the Group.

The Share Option Scheme will expire on 22 March 2026.

An option may be exercised at any time commencing on the date as the board of directors may determine and ending on such date as the board of directors may determine but shall not exceed ten years from the date of grant (which is the date of offer of grant if the offer for the grant of the option is accepted). The period during which an option may be exercised will be determined by the board of directors in its absolute discretion, save that no option may be exercised more than ten years after it has been granted. A consideration of HK\$1 is payable upon acceptance of the offer.

No option may be granted more than ten years after the date of adoption of the Share Option Scheme.

The maximum number of shares in respect of which options may be granted under the Share Option Scheme and any other share option scheme established by the Company, if any, is 60,000,000, representing 10% of the issued share capital of the Company at the date of approval of the Share Option Scheme. The total maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme, if any, shall not exceed 30% of the issued share capital of the Company from time to time.

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For the year ended 31 December 2023

28. SHARE OPTION (Continued)

Pursuant to a resolution passed on 2 June 2021, the board of directors of the Company has offered to grant share options to certain directors and other eligible grantees under the Share Option Scheme.

There are no movement of the share options of the Scheme:

	Number of share options
Outstanding as at 1 January 2022, 31 December 2022 and 31 December 2023	25,272,720

Details of share options granted by the Company and outstanding as at 31 December 2023 and 2022 are as follows:

Date of grant	Vesting period	Exercise period	Number of share options granted	Exercise price HK\$
Directors				
2 June 2021	2 June 2021–2 June 2022	3 June 2022–2 June 2025	2,909,088	2.75
	2 June 2021–2 June 2023	3 June 2023–2 June 2026	2,181,816	2.75
	2 June 2021–2 June 2024	3 June 2024–2 June 2027	2,181,820	2.75
			7,272,724	
Other grantees				
2 June 2021	2 June 2021–2 June 2022	3 June 2022–2 June 2025	7,200,000	2.75
	2 June 2021–2 June 2023	3 June 2023–2 June 2026	5,399,999	2.75
	2 June 2021–2 June 2024	3 June 2024–2 June 2027	5,399,997	2.75
			17,999,996	
			25,272,720	

The fair value of the options determined at the date of grant using the Binomial model was HK\$11,598,000. Out of the outstanding share options of 25,272,720 (2022: 25,272,720), 17,690,903 (2022: 10,109,088) options were exercisable as at 31 December 2023 with an exercise price of HK\$2.75 per share.

At the end of each reporting period, the Group reassesses its estimates of the number of options that are expected to vest ultimately. The impact of the revision of the estimates, if any, is recognised in profit and loss, with a corresponding adjustment to the share-based payments reserve.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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29. CAPITAL COMMITMENTS

	2023 RMB'000	2022 RMB'000
Capital expenditure contracted but not provided for in the consolidated financial statements in respect of acquisition of property, plant and equipment	257,440	90,895

30. PLEDGE OF ASSETS

The Group's borrowings are secured by assets of the Group and the carrying amounts of which at the end of each reporting period are stated below:

	2023 RMB'000	2022 RMB'000
Trade receivables	6,826	8,697
Property, plant and equipment	1,351,981	879,299
Right-of-use assets	176,999	142,601
Restricted bank deposits	247,715	189,415
	1,783,521	1,220,012

Furthermore, bills receivables issued by third parties with full recourse that is discounted to banks for settlement of payables for purchasing of steel raw materials is disclosed in note 23.

31. RETIREMENT BENEFIT SCHEMES

The Group participates in a defined contribution scheme which is registered under the MPF Scheme established under the Mandatory Provident Fund Ordinance in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees.

For members of the MPF Scheme, the Group contributes at the lower of HK\$1,500 per month or 5% of relevant payroll costs each month to the MPF Scheme, which contribution is matched by the employee.

The Group participates in the Central Provident Fund Scheme ("CPF" or "CPF Scheme"), which is a state-managed retirement benefit scheme operated by Singapore government. The Group is required to make monthly contributions to CPF Scheme in respect of each employee, who is either a citizen or permanent resident of Singapore.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

31. RETIREMENT BENEFIT SCHEMES *(Continued)*

CPF contributions are required for both ordinary wages and additional wages (subject to any ordinary wages ceiling) of employees at the contribution rates prescribed under the Central Provident Fund Act (Cap 36) of Singapore ("CPFA"). Employer must make payment for both employer's and employee's share of the monthly contribution. Pursuant to section 7(2) of the CPFA, the employer is allowed to recover certain amounts as stipulated in the CPFA from the monthly wages of an employee. The only obligation of the Group with respect to the CPF Scheme is to make the specified contributions. The Group has no further payment obligations once the contributions have been paid.

The Group also participates in a state-managed defined contribution retirement scheme organised by the relevant local governmental authority in the PRC. The PRC employees of the Group eligible to participate in the retirement scheme are entitled to retirement benefits from the scheme. The Group is required to make monthly contributions to the retirement scheme of the eligible employees at 14%, of the payroll and the local governmental authority is responsible for the pension liabilities to these employees upon their retirement. The only obligation of the Group with respect to these retirement benefits schemes is to make the specified contributions.

During the year ended 31 December 2023, the total amounts contributed by the Group to the schemes and cost charged to the profit or loss represent contributions paid/payable to the schemes by the Group at rates specified in the rules of the schemes. The retirement benefits scheme contributions made by the Group amounted to RMB13,099,000 (2022: RMB12,900,000) for the year ended 31 December 2023.

32. RELATED PARTY DISCLOSURES

Other than as disclosed elsewhere in the consolidated financial statements, the Group had the following transactions and balances with related parties:

(a) Related parties balances

Details of the outstanding balances with related parties are set out in the consolidated statement of financial position and in note 22.

(b) Related party transactions

The Group entered into the following transactions with related parties:

Name of related parties	Nature of transactions	2023	2022
		RMB'000	RMB'000
Hua Jin Holdings Pte Ltd. <i>(Note i)</i>	Interest expense on lease liabilities	8	7
Oriental Surplus Link Limited <i>(Note ii)</i>	Interest expense on lease liabilities	15	14

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For the year ended 31 December 2023

32. RELATED PARTY DISCLOSURES *(Continued)*

(b) Related party transactions *(Continued)*

Notes:

- (i) The Group entered into a lease agreement with Hua Jin Holdings Pte. Ltd., which was wholly-owned by Mr. Xu, with the lease term till 2022 for the use of office premise and furniture located in Tradehub 21, 8 Boon Lay Way, 609964 in District 22, Singapore and have renewed the lease agreement with the lease term till 2024 in August 2022. During the current year, the Group have made repayment of the lease liability of RMB314,000 (2022: RMB302,000). As at 31 December 2023, the corresponding carrying amount of the lease liabilities is RMB187,000 (2022: RMB458,000).
- (ii) The Group entered into a lease agreement with Oriental Surplus Link Limited, which was wholly-owned by Mr. Xu, with the lease term till 2022 for the use of staff quarter located in Sai Kung, New Territories, Hong Kong and have renewed the lease agreement with the lease term till December 2023 in December 2022. During the current year, the Group have further renewed the lease agreement with the lease term till December 2024 and have made repayment of the lease liability of RMB605,000 (2022: RMB577,000). As at 31 December 2023, the corresponding carrying amount of the lease liabilities is RMB543,000 (2022: RMB536,000).

(c) Guarantees provided by related parties

Certain of the Group's borrowings are guaranteed personally by certain directors of the Company as at 31 December 2023 and 2022 as set out in note 23.

(d) Compensation of key management personnel

The remuneration of directors and other members of key management during the year were as follows:

	2023 RMB'000	2022 RMB'000
Salaries, allowances and other benefits	5,270	4,904
Retirement benefit scheme contributions	310	294
Equity-settled share-based payments	1,769	4,023
	7,349	9,221

The remuneration of key management personnel are determined having regard to the performance of the individuals and contribution to the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

33. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of net debt, which includes borrowings and amounts due to related parties, net of cash and cash equivalents, and equity attributable to owners of the Company, comprising issued share capital, various reserves and retained profits.

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

34. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Financial assets		
Financial assets at amortised cost	748,383	430,358
Equity investments designated at FVTOCI	1,799	1,768
Financial liabilities		
Financial liabilities at amortised cost	2,613,329	1,864,740
Lease liabilities	9,426	3,711

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade, bills and other receivables, restricted bank deposits, bank balances, equity investments designated at FVTOCI, trade, bills and other payables, amounts due to related parties, lease liabilities and borrowings.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

34. FINANCIAL INSTRUMENTS (Continued)

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

Market risk

(i) Currency risk

The functional currencies of the Company and its subsidiaries are RMB and most of their transactions are denominated in RMB.

The Group's exposure to foreign currency risk related primarily to certain bank balances, trade receivables and inter-companies balances that are denominated in HKD, United States dollars ("USD") and SGD. The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's foreign currency denominated monetary assets and liabilities at the end of each reporting period are as follows:

	2023 RMB'000	2022 RMB'000
Monetary assets		
HKD	1,184	444
USD	1,617	1,056
SGD	793	91
Monetary liabilities		
HKD	1,194	647
USD	–	–
SGD	187	458

Sensitivity analysis

The Group mainly exposes foreign currency risk on fluctuation of HKD, USD and SGD during the years ended 31 December 2023 and 2022. Management considered the exposure of foreign currency risk to the Group is not material for both years and no sensitivity analysis is performed.

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to the borrowings (note 23) and lease liabilities (note 24). The Group is also exposed to cash flow interest rate risk in relation to the restricted bank deposits (note 18), bank balances (note 19) and variable-rate borrowings (note 23).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

34. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Market risk *(Continued)*

(ii) Interest rate risk (Continued)

The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook. The management will review the proportion of borrowings in fixed and floating rates and ensure they are within reasonable range. Management considered the exposure of interest rate risk to the Group is not material for both years and no sensitivity analysis is performed.

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade, bills and other receivables, restricted bank deposits and bank balances. As at 31 December 2023, the Group's maximum exposure to credit risk which will cause a financial loss to the Group is best represented by the carrying amounts of the respective financial assets. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. In general, limits attributed to customers are reviewed every year. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model on trade receivables collectively based on shared credit risk characteristics, taken into account the nature of the customer and its aging profile. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

As at 31 December 2023, the Group has concentration of credit risk from trade receivables as 47% (2022: 37%) of the total balances were due from the Group's five largest customers. The management of the Group considers the credit risk of amounts due from these customers is insignificant after considering their historical settlement record, credit quality and financial positions.

As at 31 December 2023, the Group has concentration of credit risk from bills receivables as 94% (2022: 82%) of the total balances were due from the Group's five largest customers.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

34. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Credit risk and impairment assessment *(Continued)*

The management of the Group considers the credit risk associated with bills receivables, which are all bank acceptance drafts, is limited because the accepting bank will cash it unconditionally when the entity presents these bills receivables. The credit risk on the restricted bank deposits and bank balances is also limited because the counterparties are banks with good reputations. The credit risk on other receivables is also limited because of the natures of these balances, credit quality of the counterparties and the historical settlement record.

Other than the concentration of the credit risk as set out above, the Group does not have any other significant concentration of credit risk.

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Financial assets other than trade receivables
Low risk	The counterparty has a low risk of default and does not have any past-due amounts	12m ECL
Watch list	Debtor frequently repays in full after due dates	12m ECL
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL — non-credit-impaired
Loss	There is evidence indicating the asset is 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 is written off

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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34. FINANCIAL INSTRUMENTS (Continued)

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

Credit risk and impairment assessment (Continued)

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

Financial assets at amortised costs	Notes	External credit rating	Internal credit rating	12m ECL or lifetime ECL	Gross carrying amount	
					2023 RMB'000	2022 RMB'000
Trade receivables — contract with customers	16	N/A	(Note i)	Lifetime ECL — non- credit-impaired	82,279	50,260
Other receivables	16	N/A	(Note ii)	12m ECL	88,914	59,010
Bills receivables	16	A2 to Ba3	N/A	12m ECL	234,474	116,802
Restricted bank deposits	18	A2 to Ba3	N/A	12m ECL	247,715	189,415
Bank balances	19	A2 to Ba3	N/A	12m ECL	98,386	16,093

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For the year ended 31 December 2023

34. FINANCIAL INSTRUMENTS (Continued)

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

Credit risk and impairment assessment (Continued)

Notes:

- (i) For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses collectively based on shared credit risk characteristics, taken into account the nature of the customer and its aging profile. The ECL rate estimation is based on the aging and the historical settlement pattern of the debtors and is adjusted by forward-looking information. The following table provides information about the exposure to credit risk for trade receivables which are assessed based on a collective basis.

Gross carrying amount

	2023		2022	
	Average loss rate	Trade receivables RMB'000	Average loss rate	Trade receivables RMB'000
Within 30 days	2.27%	71,956	0.45%	40,846
31–60 days	7.89%	4,367	0.40%	5,725
61–90 days	8.45%	205	0.09%	598
91–120 days	8.47%	27	18.06%	52
121–180 days	8.50%	2,222	32.73%	2,171
181–365 days	28.10%	2,480	33.34%	660
Over 1 year	51.01%	1,022	34.94%	208
		82,279		50,260

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

	Lifetime ECL (non-credit- impaired) RMB'000	Lifetime ECL (credit- impaired) RMB'000	Total RMB'000
As at 1 January 2022	259	412	671
Changes due to financial assets recognised as at 1 January 2022:			
— Impairment losses reversed	(259)	(412)	(671)
New financial assets originated during the year:			
Impairment losses recognised	1,222	–	1,222
As at 31 December 2022	1,222	–	1,222
Changes due to financial assets recognised as at 1 January 2023:			
— Impairment losses reversed	(1,222)	–	(1,222)
New financial assets originated during the year:			
Impairment losses recognised	3,385	–	3,385
As at 31 December 2023	3,385	–	3,385

- (ii) For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk in other receivables has increased significantly since initial recognition. As at 31 December 2023 and 2022, these balances are debtors which are not past due or do not have fixed repayment as at the reporting date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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34. FINANCIAL INSTRUMENTS (Continued)

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

Liquidity risk

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

The following table details the Group's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date, on which the Group can be required to pay. Specifically, amounts due to related parties which are repayable within twelve months are included in the earliest time band regardless of the probability of the directors choosing to exercise their rights.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

	Weighted average effective interest rate %	Repayable on demand/ less than 1 month RMB'000	1-3 months RMB'000	4 months to 1 year RMB'000	1 to 2 years RMB'000	2 to 5 years RMB'000	Over 5 years RMB'000	Total undiscounted cash flow RMB'000	Carrying amount RMB'000
As at 31 December 2023									
<i>Non-derivative financial liabilities</i>									
Trade, bills and other payables	N/A	332,613	-	-	-	-	-	332,613	332,613
Amounts due to related parties	N/A	2,814	-	-	-	-	-	2,814	2,814
Borrowings	5.45	122,254	262,342	920,885	266,326	698,726	269,941	2,540,474	2,277,902
		457,681	262,342	920,885	266,326	698,726	269,941	2,875,901	2,613,329
Lease liabilities	4.86	713	218	900	705	1,713	16,050	20,299	9,426
As at 31 December 2022									
<i>Non-derivative financial liabilities</i>									
Trade, bills and other payables	N/A	345,585	-	-	-	-	-	345,585	345,585
Amounts due to related parties	N/A	3,050	-	-	-	-	-	3,050	3,050
Borrowings	5.93	45,240	191,959	883,622	228,221	291,540	173	1,640,755	1,516,105
		393,875	191,959	883,622	228,221	291,540	173	1,989,390	1,864,740
Lease liabilities	4.40	330	195	504	232	696	2,680	4,637	3,711

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34. FINANCIAL INSTRUMENTS (Continued)**(c) Fair value** (Continued)

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recognised at amortised cost in the consolidated financial statements approximate to their fair values at the end of the reporting period.

Fair value hierarchy as at 31 December 2023

	Level 3 RMB'000	Total RMB'000
Equity investments designated at FVTOCI:		
Unlisted equity investments	1,799	1,799

Fair value hierarchy as at 31 December 2022

	Level 3 RMB'000	Total RMB'000
Equity investments designated at FVTOCI:		
Unlisted equity investments	1,768	1,768

In estimating the fair value, the Group uses market-observable data to the extent it is available. For investments with significant unobservable inputs under Level 3, the Group engages third party qualified valuer to perform the valuation. The management works closely with the qualified external valuer to establish the appropriate valuation techniques and inputs to the model.

The asset-based approach, which uses the fair market value of the unlisted equity investments' total assets minus total liabilities, is applied for the fair value estimation of the unlisted equity investments. The significant unobservable inputs in the approach included adjustment factors on market comparable assets and obsolescence rates applied for certain assets. Changes in these inputs, holding all other variables constant, do not have material impacts to the carrying amounts of the unlisted equity investments.

Reconciliation of Level 3 fair value measurements of the unlisted equity investments

	RMB'000
At 1 January 2022	2,275
Total loss in other comprehensive expense	(507)
At 31 December 2022	1,768
Total gain in other comprehensive income	31
At 31 December 2023	1,799

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35. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

Reconciliation of liabilities arising from financing activities:

	Borrowings	Amounts due to related parties	Lease liabilities	Unclaimed dividends	Interest payables	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2022	1,229,630	21,200	3,832	575	–	1,255,237
Financing cash flows (Note)	622,815	(18,150)	(1,518)	(575)	(87,738)	514,834
Non-cash changes:						
Interest expenses	–	–	169	–	79,272	79,441
Discounted bills expire	(336,340)	–	–	–	–	(336,340)
Finance costs capitalised	–	–	–	–	8,466	8,466
Addition modification	–	–	1,163	–	–	1,163
Foreign exchange translation	–	–	65	–	–	65
At 31 December 2022	1,516,105	3,050	3,711	–	–	1,522,866
Financing cash flows (Note)	1,148,762	(236)	(2,049)	–	(91,313)	1,055,164
Non-cash changes:						
Interest expenses	–	–	181	–	80,423	80,604
Discounted bills expire	(386,965)	–	–	–	–	(386,965)
Finance costs capitalised	–	–	–	–	10,890	10,890
Addition modification	–	–	7,546	–	–	7,546
Foreign exchange translation	–	–	37	–	–	37
At 31 December 2023	2,277,902	2,814	9,426	–	–	2,290,142

Note: The cash flows for borrowings and amounts due to related parties above included the net amount of proceeds from and repayments to the relevant parties in the consolidated statement of cash flows.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

36. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

	2023 RMB'000	2022 RMB'000
NON-CURRENT ASSET		
Interests in subsidiaries	201,022	200,882
CURRENT ASSETS		
Other receivables	162	161
Bank balances and cash	110	109
	272	270
CURRENT LIABILITIES		
Accrued expenses	562	614
Amounts due to subsidiaries	7,367	4,719
	7,929	5,333
NET CURRENT LIABILITIES	(7,657)	(5,063)
NET ASSETS	193,365	195,819
CAPITAL AND RESERVES		
Share capital	4,999	4,999
Reserves (Note)	188,366	190,820
TOTAL EQUITY	193,365	195,819

Note:

The followings are the movements of the Company's reserves:

	Share premium RMB'000	Capital reserve RMB'000	Share-based payments reserve RMB'000	Accumulated losses RMB'000	Total RMB'000
At 1 January 2022	184,003	6,031	3,535	(725)	192,844
Loss and total comprehensive expense for the year	–	–	–	(6,134)	(6,134)
Recognition of equity-settled share-based payments	–	–	4,110	–	4,110
At 31 December 2022	184,003	6,031	7,645	(6,859)	190,820
Loss and total comprehensive expense for the year	–	–	–	(4,257)	(4,257)
Recognition of equity-settled share-based payments	–	–	1,803	–	1,803
At 31 December 2023	184,003	6,031	9,448	(11,116)	188,366

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For the year ended 31 December 2023

37. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31 December 2023 and 2022 are as follows:

Name of subsidiaries	Place of incorporation/ operations	Issued and fully paid share capital	Attributable equity interest held by the Company		Principal activities
			2023	2022	
Huajin Investments Limited (Note a)	British Virgin Islands	US\$300	100%	100%	Investment holding
Inter Consortium Holdings Limited	Hong Kong	HK\$161,534,566	100%	100%	Investment holding and trading of steel products and residuals
Huajin (Singapore) Pte. Ltd.	Singapore	US\$1,680,000	100%	100%	Trading of steel products and residuals
江門市華津金屬制品有限公司 (Jiangmen Huajin Metal Product Company Limited) (Note b)	PRC	RMB178,404,000	100%	100%	Production and sales of steel products and residuals
江門市華陸五金有限公司 (Huamu Metal) (Note b)	PRC	RMB180,977,811	100%	100%	Production and sales of steel products and residuals
廣東華津實業有限公司 (Guangdong Huajin Industrial Company Limited)	PRC	RMB111,371,923	100%	100%	Sales of steel products and residuals
江門市華津金屬交易市場有限公司 (Jiangmen Huajin Metal Trading Company Limited)	PRC	RMB100,000,000	100%	100%	Operation of port
江門市津聯環保科技有限公司 (Jinlian Renewable Resources Recycling)	PRC	RMB6,000,000	65%	100%	Renewable resources recycling

Notes:

- (a) Directly held by the Company. All other principal subsidiaries are indirectly held by the Company.
- (b) Foreign investment enterprises.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

37. PARTICULARS OF PRINCIPAL SUBSIDIARIES *(Continued)*

None of the subsidiaries had issued any debt securities at the end of the year.

38. SUBSEQUENT EVENT

The Group plan to build, operate and manage three berths for the Group's own use and external operations at Huajin terminal, in the southwestern area of the Pearl River Delta of the PRC.

As detailed in note 14, the terminal business will commence in 2024 and will help broaden the income source of the Group.

FINANCIAL SUMMARY

	Year ended 31 December				
	2019 <i>RMB'000</i>	2020 <i>RMB'000</i>	2021 <i>RMB'000</i>	2022 <i>RMB'000</i>	2023 <i>RMB'000</i>
RESULTS					
Revenue	2,162,605	2,847,751	5,293,037	4,663,563	6,589,901
Profit (loss) before taxation	25,676	40,251	77,040	(197,418)	101,161
Income tax (expense) credit	(7,296)	(3,833)	(15,001)	32,119	(15,681)
Profit (loss) for the year	18,380	36,418	62,039	(165,299)	85,480
ASSETS AND LIABILITIES					
Total assets	1,546,323	2,043,439	2,404,606	2,796,767	3,787,675
Total liabilities	1,012,328	1,473,026	1,817,623	2,371,429	3,272,926
Net assets	533,995	570,413	586,983	425,338	514,749
EQUITY					
Equity attributable to owners of the Company	533,995	570,413	586,983	425,338	512,825
Non-controlling interests	–	–	–	–	1,924
Total equity	533,995	570,413	586,983	425,338	514,749