



TONTINE

China Tontine Wines Group Limited

中國通天酒業集團有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股份代號: 389



2023 年報
ANNUAL REPORT

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FINANCIAL HIGHLIGHTS

財務概覽

		Year ended 31 December 截至十二月三十一日止年度				
		2023	2022	2021	2020	2019
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Profitability data	盈利能力數據					
Revenue	收益	189,139	146,118	208,371	107,881	333,149
Gross profit/(loss)	毛利/(損)	28,149	35,874	67,395	(62,491)	74,102
Total comprehensive (expense)/income for the year attributable to owners of the Company and non-controlling interests	本公司擁有人及非控股權益應佔年內全面(開支)/收益總額	(70,806)	(27,554)	17,216	(168,385)	4,517
Total comprehensive (expense)/income for the year attributable to owners of the Company	本公司擁有人應佔年內全面(開支)/收益總額	(80,199)	(26,403)	11,336	(162,160)	(813)
(Loss)/earnings per share	每股(虧損)/盈利					
- Basic (RMB cents) (Note 1)	- 基本(人民幣分) (附註1)	(26.59)	(0.90)	0.55	(8.06)	(0.04)
- Diluted (RMB cents) (Note 2)	- 攤薄(人民幣分) (附註2)	(26.59)	(0.90)	0.47	(8.06)	(0.04)

		Year ended 31 December 截至十二月三十一日止年度				
		2023	2022	2021	2020	2019
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
Profitability ratios	盈利能力比率					
Gross profit/(loss) margin	毛利/(損)率	14.88%	24.55%	324.34%	(57.93%)	22.2%
Net (loss)/profit margin	(虧損)/淨利率	(42.40%)	(18.07%)	8.26%	(156.08%)	(0.2%)
Effective tax rate	實際稅率	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Return on equity (Note 3)	權益回報率(附註3)	(18.07%)	(5.40%)	2.49%	(33.78%)	(0.1%)
Return on assets (Note 4)	資產回報率(附註4)	(13.82%)	(4.21%)	1.91%	(25.98%)	(0.1%)
Operating ratios (as a percentage of revenue)	營運比率(佔收入百分比)					
Advertising and marketing expenses	廣告及市場推廣開支	14.45%	16.42%	0.99%	16.14%	0.6%
Staff costs	員工成本	9.51%	12.36%	11.24%	15.71%	9.0%
Research and development	研究及開發	0%	0%	0%	0%	0%

Notes:

- The calculation of basic (loss)/earnings per share is based on the total comprehensive expense for the year attributable to owners of the Company divided by the weighted average number of ordinary shares in issue during the relevant period.
- No diluted loss per share is presented for the year ended 31 December 2023 as the exercise of the Company's outstanding share options would be anti-dilutive.
- Return on equity is equal to the total comprehensive (expense)/income for the year attributable to owners of the Company divided by the average balance of total equity attributable to owners of the Company as at the beginning of each year and as at the end of each year.
- Return on assets is equal to the total comprehensive (expense)/income for the year attributable to owners of the Company divided by the average balance of total assets as at the beginning of each year and as at the end of each year.

附註:

- 每股基本(虧損)/盈利乃根據本公司擁有人應佔年內全面開支總額除以有關期間已發行普通股的加權平均數計算。
- 截至二零二三年十二月三十一日止年度,由於行使本公司尚未行使之購股權具反攤薄影響,故並無呈列每股攤薄虧損。
- 權益回報率相等於本公司擁有人應佔年內全面(開支)/收益總額除以各年年初及年終的本公司擁有人應佔權益總額的平均結餘計算。
- 資產回報率相等於本公司擁有人應佔年內全面(開支)/收益總額除以各年年初及年終的總資產的平均結餘計算。

FINANCIAL HIGHLIGHTS

財務概覽

As at 31 December
於十二月三十一日

		2023	2022	2021	2020	2019
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Assets and liabilities data	資產及負債數據					
Non-current assets	非流動資產	199,743	223,517	216,924	190,920	226,922
Current assets	流動資產	353,691	385,557	428,915	349,283	529,102
Current liabilities	流動負債	52,666	39,209	66,310	42,930	92,746
Non-current liabilities	非流動負債	3,383	159	786	2,380	–
Shareholders' equity	股東權益	403,920	483,634	493,520	417,348	579,508
Non-controlling interests	非控股權益	93,465	84,072	85,223	77,545	83,770

Year ended/as at 31 December
截至十二月三十一日止年度／於十二月三十一日

		2023	2022	2021	2020	2019
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
Other key financial ratios and information	其他主要財務比率及資料					
Current ratios (Note 5)	流動比率 (附註5)	6.7	9.8	6.5	8.1	5.7
Quick ratios (Note 6)	速動比率 (附註6)	4.2	5.4	3.3	4.8	3.5
Gearing ratio (Note 7)	資產負債比率 (附註7)	–	–	–	–	–
Net asset value per share (RMB) (Note 8)	每股資產淨值 (人民幣元) (附註8)	1.66	0.19	0.22	0.25	0.33
Inventory turnover days (days) (Note 9)	存貨週轉日數 (日) (附註9)	408	748	553	408	373
Trade receivables turnover days (days) (Note 10)	貿易應收賬款週轉日數 (日) (附註10)	241	314	162	296	112
Trade payables turnover days (days) (Note 11)	貿易應付賬款週轉日數 (日) (附註11)	15	40	36	18	17

FINANCIAL HIGHLIGHTS

財務概覽

Notes:

5. Current ratio equals current assets divided by current liabilities as at the end of each year.
6. Quick ratio equals current assets minus inventory, divided by current liabilities as at the end of each year.
7. Gearing ratio equals the debts incurred in the ordinary course of business divided by total assets as at the end of each year.
8. The calculation of net asset value per share is based on the total number of shares in issue at the end of the year.
9. Inventory turnover days are computed by dividing the average of the beginning and closing inventory balance in the respective financial year by cost of sales (excluding consumption tax and other taxes) and multiplied by 365 days.
10. Trade receivables turnover days are computed by dividing the average of the beginning and closing trade receivables balance in the respective financial year by revenue and multiplied by 365 days.
11. Trade payables turnover days are computed by dividing the average of the beginning and closing trade payables balance in the respective financial year by cost of sales (excluding consumption tax and other taxes) and multiplied by 365 days.

附註：

5. 流動比率相等於各年年終的流動資產除以流動負債。
6. 速動比率相等於各年年終的流動資產減存貨除以流動負債。
7. 資產負債比率相等於各年年終於日常業務過程中招致的債項除以總資產。
8. 每股資產淨值根據年終的已發行股份總數計算。
9. 存貨週轉日數為有關財政年度年初及年終存貨結餘的平均數除以銷售成本（不包括消費稅及其他稅項）再乘以365日計算。
10. 貿易應收賬款週轉日數為有關財政年度年初及年終貿易應收賬款結餘的平均數除以收益再乘以365日計算。
11. 貿易應付賬款週轉日數為有關財政年度年初及年終貿易應付賬款結餘的平均數除以銷售成本（不包括消費稅及其他稅項）再乘以365日計算。

CORPORATE INFORMATION

公司資料

EXECUTIVE DIRECTORS

Mr. Wang Guangyuan
Mr. Zhang Hebin
Ms. Wang Lijun

執行董事

王光遠先生
張和彬先生
王麗君女士

NON-EXECUTIVE DIRECTORS

Mr. Li Jerry Y.
Mr. Zhu Minghui

非執行董事

李瑜鴻先生
朱明徽先生

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Cheng Vincent
Mr. Lai Chi Keung, Albert
Mr. Yang Qiang

獨立非執行董事

鄭嘉福博士
黎志強先生
楊強先生

COMPANY SECRETARY

Ms. Chan Shuk Man Lora

公司秘書

陳淑雯女士

AUDIT COMMITTEE

Dr. Cheng Vincent (*Chairman*)
Mr. Lai Chi Keung, Albert
Mr. Yang Qiang

審核委員會

鄭嘉福博士 (*主席*)
黎志強先生
楊強先生

REMUNERATION COMMITTEE

Dr. Cheng Vincent (*Chairman*)
Mr. Lai Chi Keung, Albert
Mr. Yang Qiang

薪酬委員會

鄭嘉福博士 (*主席*)
黎志強先生
楊強先生

NOMINATION COMMITTEE

Mr. Lai Chi Keung, Albert (*Chairman*)
Mr. Wang Guangyuan
Mr. Yang Qiang

提名委員會

黎志強先生 (*主席*)
王光遠先生
楊強先生

AUTHORISED REPRESENTATIVES

Mr. Wang Guangyuan
Ms. Chan Shuk Man Lora

授權代表

王光遠先生
陳淑雯女士

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Hong Kong

REGISTERED OFFICE

Clarendon House
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Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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HEAD OFFICE IN THE PRC

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Jilin Province
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PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
4th Floor North, Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

法律顧問

有關中國法律

競天公誠律師事務所
中華人民共和國
北京市朝陽區
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郵編100025

核數師

中匯安達會計師事務所有限公司
執業會計師
香港
九龍灣
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企業廣場第五期2座23樓

註冊辦事處

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2 Church Street
Hamilton HM 11
Bermuda

香港主要營業地點

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29樓2910-11室

中國總辦事處

中華人民共和國
吉林省
通化縣
團結路2199號

主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
4th Floor North, Cedar House
41 Cedar Avenue
Hamilton, HM 12
Bermuda

CORPORATE INFORMATION

公司資料

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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16 Harcourt Road
Hong Kong

PRINCIPAL BANKERS

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Bank of China Tower Branch
1 Garden Road
Hong Kong

Agriculture Bank of China
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Kuaidamao Town, Tonghua County
Jilin Province
The People's Republic of China

INVESTOR RELATIONS CONSULTANT

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Wanchai, Hong Kong

COMPANY WEBSITE

<http://www.tontine-wines.com.hk>
(information on the website does not form part of
this annual report)

SHARE INFORMATION

Listing date: 19 November 2009
Stock name: Tontine Wines
Number of issued shares
as at 31 December 2023: 301,561,800 shares
Board lot: 2,000 shares

STOCK CODE

389

FINANCIAL YEAR-END DATE

31 December

香港股份過戶登記分處

卓佳證券登記有限公司
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夏慤道16號
遠東金融中心17樓

主要往來銀行

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香港
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中國農業銀行
通化縣支行
中華人民共和國
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投資者關係顧問

智策企業推廣顧問有限公司
香港灣仔
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公司網站

<http://www.tontine-wines.com.hk>
(網站內的資料並非本年報的一部分)

股份資料

上市日期: 二零零九年十一月十九日
股份名稱: 通天酒業
截至二零二三年十二月三十一日的已發行
股份數目: 301,561,800股
每手買賣單位: 2,000股

股份代號

389

財政年度結算日

十二月三十一日

CHAIRMAN'S STATEMENT

主席報告



Dear shareholders,

The global economy and communities experienced significant volatility in 2023. Inflationary pressures in Europe and the United States brought the economies of these regions to a standstill, while the escalating Russia-Ukraine war not only drove up energy and food prices, but also created political and social tensions in the region.

China's social activity and industrial manufacturing have gradually recovered after the coronavirus pandemic. However, despite a 5.2% growth in China's GDP last year, operations in many sectors of the economy have yet to return to pre-pandemic levels. The credit crisis in China's real estate sector not only impacted on the relevant industrial chain, the decline in housing prices added psychological pressure on a significant proportion of consumers due to assets depreciation, and hurt consumer sentiment.

Wines consumption has yet to become popular among the general public in China. Amidst weak consumer sentiment and tightening spending from the middle class and young people, there brought a direct impact on the demand and sales of wines. Figures released by the General Administration of Customs of China show that China's imported wines saw double-digit declines in both sales volume and amount in 2023. Although the total output of winemakers above designated size in China increased slightly compared to the previous year's low level, the overall market demand and sales remained weak since the previous years.

各位股東：

二零二三年在環球經濟和社會各自層面都是跌宕起伏的一年。歐美國家所承受的通脹壓力令這些地區經濟停滯不前；俄烏戰爭不斷升級不但催升能源和糧食價格，亦令區內政治和社會局勢趨向緊張。

中國於疫情後社會民生和工業生產逐步復常。然而，縱使去年中國國內生產總值增長達5.2%，但經濟體內多個產業板塊的運營尚未回復至疫前水平。國內房地產的信貸危機不單對相關產業鏈造成衝擊，房價下滑亦對一大部份消費者造成資產貶值的心理壓力，對消費意欲構成負面影響。

中國葡萄酒行業尚未形成普及型消費，當消費意欲收縮，中產階級以及年輕族群消費趨向審慎時，直接影響到葡萄酒的需求和銷售。從中國海關公布的數字可見二零二三年進口葡萄酒量、價齊跌，跌幅均為雙位數。國內規模以上企業葡萄酒產量雖然相對上一年的低位輕微上升，但整體市場需求和銷量仍持續過去幾年的疲弱趨勢。

CHAIRMAN'S STATEMENT

主席報告

In response to the structural adjustment of the market, the Group has been reorganizing its resources and revising its business planning in recent years. On the product front, sales of higher-priced premium wines and ginseng wine did not show any signs of improvement due to consumers' insufficient confidence in the economic outlook. During the year under review, the Group increased sales of affordable wine products with lower gross margins while reducing investment in ginseng wine in the second half of the year.

In terms of marketing strategy, in addition to continuing its online sales and influencer marketing initiatives to adapt to new consumption patterns, the Group has also strengthened its platform cooperation with brands in different industries, seeking to develop new customer sources in conjunction with leisure food and beverage brands and strengthening the market awareness of the Group's brands.

In terms of results for the year under review, the Group's total revenue increased by nearly 30% year-on-year, reflecting that the above strategy has yielded some results. However, the Group's gross profit for the year under review declined year-on-year due to a decrease in the sales volume of high-end sweet and dry wines of higher gross margins.

During the year under review, the Group further amortized certain obsolete and slow-moving inventories, the total amount of which increased by approximately RMB12,924,000 as compared to that of the previous year, resulting in an increase in cost of sales. The management believes the aforementioned accounting treatment will lead to a healthier balance sheet for the Group in the long run.

In terms of market presence, after years of hard work, the Group has successfully established a foothold in the affluent Eastern Region. During the year under review, sales revenue from the Eastern Region more than doubled year-on-year, reflecting strong consumer spending and abundant demand in the region, making it the Group's largest market. The Group's revenue derived from the South-West Region saw year-on-year growth of nearly 90% during the year under review. These two regions are characterized by the popularity of wine consumption culture and strong economic momentum, justifying the Group's decision to shift its sales focus to these two markets.

面對市場的結構性調整，集團近年不斷重新整合資源和修正業務佈局。在產品方面，售價較高的高端葡萄酒和人參酒，受到經濟前景信心不足的影響，銷量未見起色。集團於回顧年度，一方面加大對毛利較低的大眾化葡萄酒銷售，同時於下半年減少對人參酒的投入。

營銷策略上，集團除了延續線上銷售、網紅帶貨等舉措，迎合新世代消費模式，亦加大與跨行業品牌的平台合作力度，尋求與消閑餐飲品牌共同開發新的客源，和擴大集團品牌的市場知名度。

從回顧年度的業績來看，集團的總收益較上年度有近三成的增長，反映上述策略達致一定的成果。然而，由於毛利較高的高端甜葡萄酒和乾葡萄酒的銷量減少，令回顧年度的毛利下調。

集團於回顧年度繼續攤銷若干陳舊及滯銷庫存，相關的金額較上年度增加約人民幣12,924,000元，亦令銷售成本有所上升。管理層相信相關的會計處理長遠而言令集團的資產負債表更形健康。

在市場布局方面，經過多年的努力，集團已成功在經濟發達的華東市場紮根。於回顧年度，華東地區市場的銷售收入同比增長一倍以上，反映該地區的消費強勁，而且有充裕需求支撐其成為集團最大的市場。集團的西南地區市場於回顧年度有近九成的同比增長。上述兩個地區均有較普及的葡萄酒消費文化和旺盛的經濟動力，證明集團將銷售重心轉向上述市場的決策正確。

CHAIRMAN'S STATEMENT 主席報告

In view of the downturn in the wine market and the uncertainties surrounding domestic and international economic outlook, the Group has to adhere to a prudent operating strategy to maintain profitability and stable operations. We will strictly control our expenditure, enhance the operational efficiency of our existing facilities and minimize wastage in raw materials and energy so as to effectively control costs. In addition, we will explore ways to optimize application of existing resources, including the effective use of raw materials in stock and existing arable land.

On the financial front, the Group is proactively pushing for settlement of outstanding trade receivables and strengthening its financial risk management to better cope with possible changes in the market. The Group will align itself with the national policies of stabilizing the economy and boosting consumption, and capture market opportunities to maintain stable development of the Group.

Wang Guangyuan
Chairman

28 March 2024

面對葡萄酒市場的低谷及國內外經濟前景不明朗，集團須堅持審慎的營運策略，持盈保泰。我們將嚴格控制開支，加強提升現有設施的營運效益，減低對原材料和能源的損耗，以有效控制成本。此外，我們亦探討如何充份利用現有的資源，包括對庫存原材料及種植土地的有效運用。

在財務方面，集團正積極清理應收賬款，並加強對財務的風險管理，以應對市場可能出現的變局。集團將積極配合國家穩經濟，促消費的政策，捕捉市場機遇，維持集團的穩定發展。

主席
王光遠

二零二四年三月二十八日

2023 KEY EVENTS

二零二三年主要事件



The 8th China International Fine Wine & Spirits Challenge – Tontine Wines won three golds and two silvers, and the awards include:
第八屆中國國際精品葡萄酒及烈酒挑戰賽—通天酒業榮獲三金、二銀，獲獎包括：



“Tongtian Red Blueberry Mountain Wine” won the Gold Medal Blueberry Award
「通天紅藍莓山葡萄酒」獲金獎藍莓酒獎



“Tongtian Cabernet Sauvignon Dry Red Wine” won the Gold Medal Dry Red Wine
「通天赤霞珠干紅葡萄酒」獲金獎干紅酒



“Tongtian Snow Rhyme Mountain Wine” won the Gold Medal Sweet Red Wine
「通天雪韻山葡萄酒」獲金獎甜紅酒



“Tongtian Autumn Rhyme Mountain Wine” won the Silver Medal Sweet Red Wine
「通天秋韻山葡萄酒」獲銀獎甜紅酒



“Tongtian Original Puree Mountain Wine” won the Silver Award for Sweet Red Wine and the top ten best value for money
「通天原漿山葡萄酒」獲銀獎甜紅酒及十大最優性價比

2023 KEY EVENTS 二零二三年主要事件



Rated as an enterprise with outstanding contributions to the food industry in Jilin Province for 40 years. Tontine Wines Group's wines and ginseng wine also won the gold medal at the Northeast Asia Healthy Wine Industry Expo
評為吉林省食品工業40年突出貢獻企業，通天酒業集團的葡萄酒及人參酒也榮獲東北亞健康酒業博覽會參展產品金獎



The 20th Decanter World Wine Championship – “Yalu Valley No. 1 White Ice Wine” won the DWWA Silver Prize
第二十屆Decanter世界葡萄酒大賽「鴨綠江河谷1號·白冰葡萄酒」榮獲DWWA大賽銀獎



China Specialty Food Industry Summit – “Tongtian Wanshan Wine”, “Tongtian Red Ice Wine” and “Yaaru White Distilled Spirit” produced by Tontine Wines were recognized as landmark food products with Chinese characteristic, and Mr. Wang Jun was recognized as the inheritor of food skills with Chinese characteristic

中國特色風味食品產業峰會—通天酒業生產的「通天晚山葡萄酒」、「通天紅冰葡萄酒」及「雅羅白蒸餾酒」被認定為中國特色風味食品標志性產品，王軍先生被認定為中國特色風味食品技藝傳承人



The results of the “7th National Wine and Fruit Wine Appraisal Conference” organized by the China Food Industry Association were announced, and 101 national judges and 41 national invited judges were appointed, among which three employees of Tongtine Wines Group, Ms. Xia Jinling, Mr. Wang Junyao and Mr. Li Wei, were hired as national invited judges

由中國食品工業協會舉辦「第七屆葡萄酒、果酒國家評委考評會」評定結果揭曉，最終於聘任葡萄酒、果酒國家評委101人，國家特邀評委41人，其中三位通天酒業集團的員工，夏金玲女士、王俊堯先生及李巍先生被聘請為國家特邀評委

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INDUSTRY OVERVIEW

2023 was a complex and volatile year for global economy, with inflationary pressures continuing to plague Europe and the United States. The ongoing Russia-Ukraine conflict has kept commodity and food prices at high levels. In addition, geopolitical tensions have disrupted major shipping routes in the Middle East, affecting trade logistics.

In China, there were hopes that the economic recovery following the easing of the COVID-19 pandemic would bring opportunities to the consumer sector. However, the economic recovery turned out to be slower than expected, and the downward pressure on the property sector and credit crisis of some leading property developers further dampened market confidence in the recovery.

Although China's economy maintained a growth rate of 5.2% in 2023, overall consumer sentiment has become more cautious, and multiple manufacturing industries were facing challenges such as shrinking demand and capital shortages, which has prevented some enterprises' operations from fully recovering to pre-epidemic levels.

According to the data released by the General Administration of Customs of China, for the period from January to December 2023, the volume of imported wine nationwide was 243 million liters, representing a year-on-year decrease of 25.67%, and the import value was US\$1,082 million (RMB7,786 million), representing a year-on-year decrease of 19.41%, both showing a relatively significant decline.

From January to December 2023, the total production of winemakers above designated size in China was 143,000 kiloliters, representing a year-on-year increase of 2.9%.

Overall, the Chinese wine market continued its downward trend from the past few years. Demand for higher-priced premium wines weakened significantly due to uncertainties surrounding the macroeconomic outlook.

行業概覽

二零二三年全球經濟複雜多變，歐美地區仍受通漲壓力困擾。俄烏衝突持續令商品和糧食價格居高不下。地緣政治緊張亦令到中東地區主要航道受阻，影響到貿易物流。

中國國內於新冠疫情緩解後，市場期望經濟復甦為消費行業帶來機遇。然而國內經濟復甦步伐遜於預期，加上國內房地產面對下行壓力，多家頭部房地產企業出現信貸危機，進一步打擊市場對經濟復甦的信心。

雖然二零二三年中國經濟維持5.2%的增長，但總體消費意欲趨向審慎，加上多個製造行業面臨需求萎縮和資金短缺等問題，令部份企業的營運仍未能回復至疫情前的水平。

根據中國海關發佈的數據，二零二三年一月至十二月，中國葡萄酒進口量為2.43億升，同比下降25.67%；進口金額為10.82億美元（人民幣77.86億元），同比下降19.41%，兩者均呈現較大幅度下跌。

二零二三年一月至十二月全國規模以上企業葡萄酒產量為14.3萬千升，同比增長2.9%。

整體而言，中國葡萄酒市場仍然持續過往數年的走勢下探市場低位。由於宏觀經濟前景存在諸多不明朗因素，市場對於售價較高的高端葡萄酒需求明顯減弱。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

In 2023, the wine industry continued its trend from the past three years and remained in a downturn. This, coupled with a sluggish domestic economy as a whole, has dented consumer sentiment and spending power, leaving the industry languishing at the bottom.

For the year ended 31 December 2023 (the “Year under Review”), the Group recorded total revenue of RMB189,139,000, representing an increase of approximately 29.4% as compared to the previous year. In particular, the sales revenue of sweet wine and dry wine in aggregate accounted for 78.0% of the Group’s total revenue for the Year under Review, while the sales revenue of brandy and other wine products (including ice wine, Chinese liquor and ginseng wine) accounted for 22.0%.

The Group’s revenue maintained the trend from the first half of the year, with a modest year-on-year growth. However, as the domestic demand for high-end wine products decreased amidst an uncertain economic outlook and a more cautious consumer sentiment, sales revenue from high-end wine products with higher gross profit margins declined significantly as a percentage of the Group’s total revenue. During the year, the Group’s gross profit decreased year-on-year to RMB28,149,000, with a gross profit margin of 14.9%. The decrease in gross profit was also attributable to the write-off of certain obsolete and slow-moving inventories in the amount of RMB20,189,000, representing an increase of RMB12,924,000 as compared to the write-off of RMB7,265,000 for the previous year.

The following table shows the Group’s gross profit, gross profit margin and change for the twelve months ended 31 December 2023:

		Twelve months ended 31 December 截至十二月三十一日止十二個月		Year-on-year change 與去年相比
		2023 二零二三年	2022 二零二二年	
Overall gross profit (RMB'000)	總體毛利 (人民幣千元)	28,149	35,874	-21.5%
Overall gross profit margin	總體毛利率	14.9%	24.6%	-9.7 percentage points 個百分點

For the year ended 31 December 2023, the Group recorded total comprehensive expenses of RMB70,806,000.

財務回顧

葡萄酒行業於二零二三年仍持續過往三年趨勢，處於低迷狀況，加上國內整體經濟偏軟，消費意欲和消費力均受到制約，令行業繼續於谷底徘徊。

截至二零二三年十二月三十一止年度（「回顧年度」），集團錄得總收益人民幣189,139,000元，較上年度增長約29.4%；其中，甜葡萄酒及乾葡萄酒的銷售收入於回顧年度合共佔集團總收入的78.0%。白蘭地及其他酒類產品（包括冰酒、白酒及人參酒）的銷售收入佔比為22.0%。

集團的收益維持上半年的趨勢，同比有一定幅度的增長。然而，面對經濟前景不明朗，市場消費趨向審慎，令國內對高端葡萄酒產品需求減少，集團毛利較高的高端葡萄酒銷售佔比顯著調低，於年度內集團的毛利同比降低至人民幣28,149,000元，毛利率為14.9%。毛利降低的另一個原因是於回顧年度，集團撇銷若干陳舊及滯銷庫存金額為人民幣20,189,000元，較去年撇銷的人民幣7,265,000元增加人民幣12,924,000元。

下表載列本集團於二零二三年十二月三十一日止十二個月本集團毛利、毛利率及比較：

於截至二零二三年十二月三十一止年度，集團錄得全面開支總額人民幣70,806,000元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

For the Year under Review, the Group's total cost of sales was RMB160,990,000, representing a year-on-year increase of 46.0%, which was mainly due to the increase in the Group's revenue and the write-off of certain obsolete and slow-moving inventories. The main raw materials required by the Group for the production of wine include grape juice and packaging materials. For the Year under Review, the Group's cost of raw materials amounted to RMB130,824,000, representing a year-on-year increase of approximately 47.7% and accounting for approximately 81.3% of the Group's total cost of sales.

The following table sets forth the breakdown of the costs required for production by the Group for the twelve months ended 31 December 2023:

		Twelve months ended 31 December 截至十二月三十一日止十二個月		Percentage of Change 轉變百分比
		2023 二零二三年 (RMB'000) (人民幣千元)	2022 二零二二年 (RMB'000) (人民幣千元)	
Total cost of raw materials	原材料成本總額	130,823	88,582	+47.7%
Production overheads	生產間接費用	4,888	4,349	+12.4%
Consumption tax and other taxes	消費稅及其他稅項	25,279	17,313	+46.0%
Total cost of sales	銷售成本總計	160,990	110,244	+46.0%

During the Year under Review, the Group's selling and distribution expenses amounted to RMB38,842,000, representing a year-on-year increase of 15.3%. As China began to relax its strict control measures against the COVID-19 pandemic in early 2023, in order to capitalize on the market recovery, the Group deployed financial resources in product exhibition and promotion at the Food and Drinks Fair in the first half of the year to enhance market recognition of the Group's products and brands, leading to a year-on-year increase in the Group's selling and distribution expenses. In addition, in view of the change in consumption patterns, the Group strengthened cooperation with various online media platforms for online marketing, which effectively consolidated the market coverage of the Group's products. During the Year under Review, the Group continued its strategy to broaden online marketing channels and contracted with several well-known internet celebrities to expand sales and increase brand awareness.

回顧年度，集團銷售成本總計為人民幣160,990,000元，同比上升46.0%，主要由於集團的收益增加及撇銷若干陳舊及滯銷庫存所致。集團生產葡萄酒所需主要原材料包括葡萄汁及包裝材料。期內，集團原材料成本為人民幣130,824,000元，同比上升約47.7%，佔集團總銷售成本總額約81.3%。

下表載列本集團於二零二三年十二月三十一日止十二個月生產所需各項成本：

回顧年度，集團銷售及分銷開支為人民幣38,842,000元，較去年同比漲幅為15.3%。中國於二零二三年初開始放鬆對疫情的嚴格管控措施，為掌握市場復甦的機遇，集團於上半年投放了部分資金參與糖酒會的產品展示及宣傳推廣，以提升集團產品及品牌於行業的認知度，導致銷售及分銷開支同比有所上升。另外，集團因為市場消費模式轉變，加大與多個線上媒體平台合作線上營銷，有效鞏固集團產品的市場覆蓋。回顧年度，集團繼續拓寬線上營銷渠道的策略，並與若干知名網絡紅人簽約以擴大銷售及提升品牌知名度。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In anticipation of a possible rebound in consumption after the COVID-19 pandemic, the Group increased its advertising and marketing spending to RMB27,337,000 during the Year under Review, representing a year-on-year increase of 13.9%.

For the Year under Review, the Group's administrative and other operating expenses increased significantly year-on-year to RMB47,038,000 due to the provision for expected credit losses on trade and other receivables.

OPERATION REVIEW

According to the National Bureau of Statistics of China, China's gross domestic product (GDP) in 2023 grew by 5.2% year-on-year to exceed RMB126 trillion, and the consumer price index (CPI) rose by 0.2% year-on-year. However, the CPI fell by 0.3% year-on-year in December 2023, marking the third consecutive month of year-on-year decline. Prices remained at a low level, which, to a certain extent, reflecting insufficient effective demand. In 2023, the total retail sales of consumer goods amounted to RMB47.1 trillion, representing an increase of 7.2% over the previous year.

During the Year under Review, the Group initiated strategic collaboration with other enterprises to achieve synergies through co-development or sharing of platforms and co-branding. Such cross-industry cooperation helps the Group to reach out to different consumer groups to broaden its customer base and effectively deepen market penetration of the Group's products.

The ginseng wine product developed by the Group attracted certain extent of market attention in the early stage of its launch. However, this new product with a higher price tag failed to achieve the expected sales results due to the impact of the economic downturn and cautious spending on high-end products. In view of this, the Group adjusted its sales strategy in the second half of the year and reduced its investment in ginseng wine products.

For the year ended 31 December 2023, the output of all categories of products manufactured by the Group's two production bases located in Tonghua, Jilin Province and Baiyanghe, Shandong Province reached a total of 6,375 tonnes. Specifically, the output of the Tonghua production base was 1,543.6 tonnes, which was lowered as compared to the previous year due to a considerable amount of inventory during the Year under Review; and the output of the Baiyanghe production base was 4,831.4 tonnes, representing a year-on-year increase of approximately 116.4%.

由於預期疫情過後可能出現的消費回升，集團於回顧年度加大了廣告及營銷支出，達人民幣27,337,000元，同比增長13.9%。

於回顧年度，由於對貿易應收賬款和其他應收款之預期信貸虧損進行撥備，集團的行政及其他營運支出同比出現較大的調升，至人民幣47,038,000元。

經營回顧

根據國家統計局數據，二零二三年國內生產總值(GDP)同比增長5.2%，GDP超過人民幣126萬億元，居民消費價格指數(CPI)同比上漲0.2%。然而，二零二三年十二月份CPI同比下降0.3%，連續三個月同比回落。價格低位運行，在一定程度上反映有效需求不足。二零二三年社會消費品零售總額達人民幣47.1萬億元，較去年增長7.2%。

集團於回顧年度，開展與其他企業戰略合作，尋求通過共建或共享平台、聯名營運等方式產生協同效益，這種跨行業的合作，有助於讓集團能接觸不同的消費族群以擴闊客源，同時有效深化集團產品的市場滲透。

集團所研製的人參酒產品於推出初期受到市場一定關注，然而受到經濟疲軟影響，人們對高端消費趨向保守，令這款售價較高的新產品未能取得預期的銷售成果。集團於下半年度已調整了其銷售策略，減少於人參酒產品的投放。

截至二零二三年十二月三十一日止年度，集團位於吉林省通化及山東白洋河的兩個生產基地合共產出6,375公噸各類產品；其中通化生產基地的產出為1,543.6公噸。回顧年度，由於仍有一定積壓庫存，通化基地的全年產出同比有所下調。白洋河生產基地的產出為4,831.4公噸，相較去年度增加約116.4%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OUTPUT VOLUME AND SALES

For the year ended 31 December 2023, the Group's products were sold through 86 distributors located in 19 provinces, one autonomous region, and three direct-controlled municipalities in China.

REGIONAL MARKET PERFORMANCE

During the Year under Review, the Eastern Region saw a more pronounced economic recovery, which, coupled with the resumption of tourism, led to a rebound in wine consumption. During the Year under Review, revenue from the Eastern Region amounted to RMB81,555,000, representing a year-on-year increase of approximately 106.0% and being the largest contributor to the Group's total revenue with its proportion further increasing to 43.1%, making it the market with the most outstanding performance during the Year under Review.

There was also a significant year-on-year increase in revenue from the South-West Region. For the Year under Review, revenue from the region amounted to RMB46,877,000, representing a year-on-year increase of approximately 88.9% and accounting for 24.8% of the Group's total revenue. Revenue from the South-Central Region decreased slightly year-on-year to RMB35,242,000, accounting for 18.6% of the Group's total revenue. Revenue from the North-East and Northern Regions experienced relatively significant decline year-on-year, and in aggregate accounted for approximately 13.5% of the Group's total revenue.

BUSINESS INDICATOR REVIEW

INVENTORY TURNOVER DAYS

The inventory turnover days of the Group at the end of the year stood at approximately 408 days, as compared to 748 days of the previous year. This was mainly due to the effective utilization of existing inventories with a "gift with purchase" strategy, using slow-moving inventories to encourage customers to promote the sales of Group's products.

TRADE RECEIVABLES TURNOVER DAYS

As at the end of the year, the Group's trade receivables amounted to RMB117,247,000, and the turnover days were 241 days, representing a modest decrease as compared to 314 days as at the end of the previous year.

產品產量及銷售

截至二零二三年十二月三十一日止年度，本集團的產品通過分佈於中國19個省、1個自治區和3個直轄市的86名經銷商出售。

地域市場表現

回顧年度，華東地區經濟復甦步伐較明顯，加上旅遊復常，令葡萄酒消費回暖。回顧年度，華東地區市場錄得收入為人民幣81,555,000元，同比增長約106.0%，於集團總收入中佔比最大，進一步提升至43.1%，是回顧年度內表現最為突出的市場。

西南地區的收入同比亦有明顯的增長。回顧年度，該地區錄得收入為人民幣46,877,000元，同比增長約88.9%，佔集團總收入24.8%。中南地區收入同比小幅調整，達人民幣35,242,000元，佔總收入18.6%。東北及華北地區的收入則同比出現較大的倒退，兩個地區的收入合共佔集團總收入約13.5%。

經營指標回顧

存貨週轉日數

集團於年度末的存貨週轉日數約為408日，去年同期則為748日，主要由於有效利用了原有庫存，加大了買贈力度用於鼓勵客戶推銷集團的產品銷售，消耗滯留的存貨。

貿易應收賬款週轉天數

本集團於年度末的貿易應收賬款為人民幣117,247,000元，週轉日數為241日，去年年底則為314日，週轉日數較去年年底有所降低。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATION ANALYSIS BY PRODUCT

DRY WINES

For the Year under Review, the Group's sales revenue from dry wine products amounted to RMB101,103,000, representing a year-on-year increase of approximately 51.3% and accounting for 53.5% of the total revenue. The gross profit margin for the Year under Review was 26.0%, representing a decrease of 11.2 percentage points as compared to 37.2% for the previous year, which was mainly due to the decrease in the sales of high-end dry wine products as a proportion in total sales.

SWEET WINES

For the Year under Review, the Group's sales revenue from sweet wine products amounted to RMB46,432,000, representing a slight year-on-year decrease and accounting for approximately 24.5% of the total revenue. The gross profit margin was 11.8%, representing a decrease of 7.8 percentage points as compared to 19.5% for the previous year, which was mainly due to the decrease in the sales of high-end sweet wine products as a proportion in total sales.

BRANDY

For the Year under Review, the Group's sales revenue from brandy amounted to RMB28,033,000, accounting for approximately 14.8% of the total revenue. The gross profit margin of the product was 41.0%. Both the sales revenue and gross profit margin of the product increased remarkably as compared to those of the previous year. However, there was minimum impact on the Group's gross profit margin as the product's revenue accounted for only a small proportion of the Group's total revenue.

OTHER PRODUCTS

The Group's other wine products include ginseng wines, high-end ice wines and Chinese liquor (Yaaru Liquor (雅羅白)). For the Year under Review, the sales revenue of other products amounted to RMB13,571,000, accounting for 7.2% of the Group's total revenue. The gross profit margin of other products for the Year under Review was 37.3%.

產品經營分析

乾葡萄酒

本集團乾葡萄酒產品於回顧年度的銷售收入為人民幣101,103,000元，同比上升約51.3%，佔總收入的53.5%。該產品於回顧年度的毛利率為26.0%，比去年同期的毛利率37.2%降低11.2個百分點，主要由於高端乾葡萄酒產品的銷售額佔比減少所致。

甜葡萄酒

回顧年度，本集團甜葡萄酒產品的銷售收入為人民幣46,432,000元，同比輕微下調，佔總收入約24.5%，毛利率為11.8%，比去年同期的毛利率19.5%降低7.8個百分點，主要由於高端甜葡萄酒產品的銷售額佔比減少所致。

白蘭地

回顧年度，本集團白蘭地酒產品的銷售收入為人民幣28,033,000元，佔總收入約14.8%，該產品錄得毛利率為41.0%，該項產品的銷售收入和毛利率均較上年度有明顯提升，但由於佔集團的總收入比例不大，因此對集團的毛利率影響有限。

其他產品

集團的其他酒類產品，包括人參酒，高檔冰酒及白酒（雅羅白）。於回顧年度其他產品錄得銷售收入為人民幣13,571,000元，佔總收入的7.2%。其他產品回顧年度的毛利率為37.3%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS PROSPECTS

China's economic growth target for 2024 is 5%, while the International Monetary Fund forecasts a global economic growth rate of 3.1% for 2024. As observed from the first quarter of this year, the international situation remained tense, with the Russia-Ukraine War and the Israeli-Palestinian conflict showing signs of escalation instead of easing, adding uncertainty to the global economy. China is actively seeking to improve its trade relations with western countries, but results are yet to be seen. The credit crisis of domestic real estate enterprises has not subsided, and the chain effect of declining housing prices will continue to weigh on the economic outlook.

The wine industry in the China is expected to remain under pressure due to weak consumption. Compared with other alcoholic beverages, wines in China have yet to develop into mass consumer goods, and per capita consumption is low, which has contributed to the continued downward trend of the market.

In response to the market situation, the Group has adjusted its marketing strategy by reducing its traditional marketing promotions and increasing its cooperation with other retail and food and beverage platforms for promotion of its products and consolidation of its brand awareness.

With regard to production processes, the Group will further tighten its cost control and strive to enhance its overall operational efficiency by cutting unit costs and expanding the sales volume of well-received products.

In the face of economic uncertainties and a sluggish wine market, the Group will maintain a prudent operating strategy to broaden income sources and reduce expenses, and seek to further strengthen its financial position to cope with changes in the market.

業務前景

中國2024年的經濟增長目標是5%，而國際貨幣基金預測2024年全球經濟增長率為3.1%。從今年首季度的情況觀察，國際局勢仍然緊張，俄烏戰爭與以巴衝突不但未有緩和跡象，反而呈現擴大的趨勢，對環球經濟增加了不明朗因素。中國正積極尋求改善與西方國家的貿易關係，惟實際成果仍有待顯現。內房企業的信貸危機並未緩解，房價下滑的連鎖效應將繼續對經濟前景造成衝擊。

內地的葡萄酒業預期仍然受壓於疲弱的消費力。相對其他酒類產品而言，內地葡萄酒市場尚未能形成普及型消費，人均飲用量較低，令市場下滑趨勢持續。

集團因應市場的情況，一方面調整其營銷策略，減低傳統市場宣傳推廣的投放，並加大與其他零售、餐飲平台的合作，以達致產品推廣及鞏固品牌知名度的目的。

在生產流程上，集團將進一步收緊成本控制，並致力通過壓縮單位成本和擴大受歡迎產品銷售規模，以提升整體營運效益。

面對經濟前景不明與及葡萄酒市場低迷的挑戰，集團將維持審慎的營運策略，開源節流，並尋求進一步鞏固其財政狀況，以應對市場的變局。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

EXECUTIVE DIRECTORS

Mr. Wang Guangyuan (王光遠), aged 62, was appointed as our executive Director on 8 September 2008. He is also the chairman and a member of the nomination committee of our Board and the chief executive officer of our Company. Mr. Wang is one of the founding management team members of Tonghua Tongtian Winery Co., Ltd * (通化通天酒業有限公司) (“Tonghua Tongtian”) since its establishment in 2001. He is responsible for the overall business strategy, development and management of our Group. Prior to establishing our Group, from November 1986 to August 2000, he served with Tonhwa Winery Limited (通化葡萄酒股份有限公司), a wine company currently listed on the Shanghai Stock Exchange, and in September 1995, he was promoted as a deputy general manager. Mr. Wang is currently a member of the People’s Representative of Tonghua City 8th People’s Congress (通化市第八屆人民代表大會) and a member of the Standing Committee of Tonghua County 16th People’s Congress (通化縣第十六屆人民代表大會代表常委), the Chairman of Tonghua County Industry and Commerce Association (通化縣工商業聯合會) and the Vice-Chairman of Jilin Chamber of Commerce (吉林商會). Mr. Wang was awarded as the “Outstanding Worker of Tonghua County 1996-2001” (1996-2001年通化縣勞動模範) by People’s Government of Tonghua County (通化縣人民政府) in October 2002. He was also conferred with the title of “Excellent Sales Manager” (優秀銷售總經理) jointly by China Winery Industry Association Grape Wine Sub-branch (中國釀酒工業協會葡萄酒分會) and China Agriculture Association Grape Sub-branch (中國農學會葡萄分會) in June 2006. He was certified as a senior economist by the Ministry of Finance of the PRC (中華人民共和國財政部) on 29 May 2003. Mr. Wang obtained a bachelor’s degree in business management from Jilin University (吉林大學) in July 1993. Mr. Wang is the brother of Ms. Wang Lijun, an executive Director of our Company.

Mr. Wang is beneficially interested in the 51% of the issued share capital of Up Mount International Limited (“Up Mount”), a substantial shareholder of our Company, and is also a director of Up Mount.

執行董事

王光遠先生，62歲，於二零零八年九月八日獲委任為本公司執行董事。彼亦為本公司董事會主席及提名委員會成員兼本公司行政總裁。王先生為通化通天酒業有限公司（「通化通天」）自二零零一年成立以來的創辦管理層團隊成員之一。彼負責本集團的整體業務策略、發展及管理。於本集團成立前，彼曾於一九八六年十一月至二零零零年八月任職於通化葡萄酒股份有限公司（現於上海證券交易所上市的一家葡萄酒公司），並於一九九五年九月晉升為副總經理。王先生現為通化市第八屆人民代表大會代表及通化縣第十六屆人民代表大會代表常委、通化縣工商業聯合會主席及吉林商會副會長。王先生曾於二零零二年十月獲通化縣人民政府頒發「1996–2001年通化縣勞動模範」榮譽稱號，另於二零零六年六月獲中國釀酒工業協會葡萄酒分會與中國農學會葡萄分會聯合頒發「優秀銷售總經理」稱號。彼於二零零三年五月二十九日被中華人民共和國財政部認定為高級經濟師。王先生於一九九三年七月獲得吉林大學商業管理學士學位。王先生為本公司執行董事王麗君女士的胞兄。

王先生於上昇國際有限公司（「上昇國際」）的已發行股本中實益擁有51%的權益，彼為本公司的主要股東，亦為上昇國際的董事。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

EXECUTIVE DIRECTORS

Mr. Zhang Hebin (張和彬), aged 63, was appointed as our executive Director on 8 September 2008. He is one of the founding management team members of Tonghua Tongtian since its establishment in 2001. Prior to May 2011, he was primarily responsible for sales, marketing and products promotion of our Group. Since May 2011, he has assumed responsibility for and is in charge of the merger and acquisition activities of our Group. Prior to joining our Group, from April 1984 to August 2000, he worked with Tonhwa Winery Limited (通化葡萄酒股份有限公司), a wine company currently listed on the Shanghai Stock Exchange, and in February 1986, he was promoted as a district sales manager. He obtained a junior college diploma of economic management from the Party School of Jilin Province Government (吉林省委黨校) and graduated in July 1991.

Ms. Wang Lijun (王麗君), aged 55, was appointed as our executive Director on 2 May 2017. She joined our Group in January 2010 as executive manager. In December 2010, she was promoted to deputy general manager and is responsible for administration and human resources matters of all the Company's subsidiaries in the PRC. Prior to joining our Company, from August 2006 to September 2009, she worked in Dubon Property and Casualty Insurance Company Limited Jilin branch (都邦財產保險股份有限公司吉林分公司) as business general manager and was responsible for business management. From July 1994 to August 2006, she was the deputy general manager in China Pacific Life Insurance Company Limited Tonghua branch (中國太平洋人壽保險股份有限公司通化中心支公司) and responsible for administration matters. Ms. Wang graduated from Jilin Industry University (吉林工業大學) with a bachelor's degree in accounting in July 1998. Ms. Wang is the sister of Mr. Wang Guangyuan, the chairman of our Board, the chief executive officer and an executive Director of our Company.

執行董事

張和彬先生，63歲，於二零零八年九月八日獲委任為本公司執行董事。彼為通化通天自二零零一年成立以來的創辦管理層團隊成員之一。於二零一一年五月前，彼主要負責本集團的產品銷售、市場推廣及宣傳。自二零一一年五月以來，彼負責及掌管本集團的併購活動。加入本集團前，彼曾於一九八四年四月至二零零零年八月供職於通化葡萄酒股份有限公司（現於上海證券交易所上市的一家葡萄酒公司），並於一九八六年二月晉升區域銷售經理。彼於一九九一年七月畢業於吉林省委黨校，獲經濟管理大專文憑。

王麗君女士，55歲，於二零一七年五月二日獲委任為本公司執行董事。彼於二零一零年一月加入本集團擔任執行經理。於二零一零年十二月，彼獲提升為副總經理，負責本公司於中國所有附屬公司的行政及人力資源事宜。於加入本公司之前，由二零零六年八月至二零零九年九月，彼在都邦財產保險股份有限公司吉林分公司擔任業務總經理，負責業務管理。由一九九四年七月至二零零六年八月，彼為中國太平洋人壽保險股份有限公司通化中心支公司的副總經理，負責行政事宜。王女士於一九九八年七月畢業於吉林工業大學，獲會計學士學位。王女士為本公司董事會主席、行政總裁兼執行董事王光遠先生的胞妹。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

NON-EXECUTIVE DIRECTORS

Mr. Li Jerry Y. (李瑜鴻), aged 25, was appointed as our non-executive Director on 31 August 2022. He graduated from the University of Sydney in Australia with a Bachelor degree of Science, majoring in Nutrition and Metabolism. From September 2021, Mr. Li served as the vice general manager of Shenzhen Sanshun Pharmaceutical Limited* (深圳三順製藥有限公司).

Mr. Li is one of the members and directors of Sky Source International Investments Limited (“Sky Source”) which holds 49% of shareholding of Up Mount International Limited (“Up Mount”), a substantial shareholder of the Company.

Mr. Zhu Minghui (朱明徽), aged 25, was appointed as our non-executive Director on 31 August 2022. He graduated from Bryant University in the United States of America, with a Bachelor degree of Science in Business Administration, majoring in Finance and Economics. Mr. Zhu is currently the Investment Manager in Shenzhen Maoanyuan Investments Company Limited* (深圳市茂安源投資有限公司).

Mr. Zhu is one of the members and directors of Sky Source International Investments Limited (“Sky Source”) which holds 49% of shareholding of Up Mount International Limited (“Up Mount”), a substantial shareholder of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Cheng Vincent (鄭嘉福), aged 60, was appointed as our independent non-executive Director on 17 November 2018. He is also the chairman of the audit committee and the remuneration committee of our Board. Dr. Cheng obtained a doctorate degree in Business Administration from European University in Switzerland in October 2016, a master’s degree in Business Administration from Deakin University in Australia (as a joint program of Deakin University and CPA Australia) in May 2003 and a bachelor of arts degree in Accountancy from the City University of Hong Kong (formerly known as City Polytechnic of Hong Kong) in November 1993. Dr. Cheng was admitted as a fellow of CPA Australia in December 2000, a fellow of The Hong Kong Chartered Governance Institute in October 2000, a fellow of HKICPA in April 2008 and a fellow of the Taxation Institute of Hong Kong in September 2010. He was also recognised by the Taxation Institute of Hong Kong as a Chartered Tax Adviser (CTA HK) in September 2010. He is currently recognized by International Professional Advocates Association as a Certified International Mediation Advocate.

非執行董事

李瑜鴻先生，25歲，於二零二二年八月三十一日獲委任為本公司非執行董事，彼畢業於澳洲悉尼大學理科學士，主修營養學及生物代謝學，李先生於二零一九年至今擔任深圳三順製藥有限公司的副總經理。

李先生為天源國際投資有限公司（「天源」）的成員及董事之一，該公司持有本公司主要股東上昇國際有限公司（「上昇國際」）49%的權益。

朱明徽先生，25歲，於二零二二年八月三十一日獲委任為本公司非執行董事，彼畢業於美國布來恩特大學理科學士，主修金融及經濟，朱先生現任深圳市茂安源投資有限公司的投資經理。

朱先生為天源國際投資有限公司（「天源」）的成員及董事之一，該公司持有本公司主要股東上昇國際有限公司（「上昇國際」）49%的權益。

獨立非執行董事

鄭嘉福博士，60歲，於二零一八年十一月十七日獲委任為本公司獨立非執行董事。彼亦為董事會審核委員會及薪酬委員會主席。鄭博士於二零一六年十月取得瑞士歐洲大學工商管理博士學位、二零零三年五月取得澳洲迪肯大學(Deakin University)工商管理碩士學位(迪肯大學與澳洲會計師公會的聯辦課程)，並於一九九三年十一月取得香港城市大學(前稱香港城市理工學院)會計學士學位。鄭博士於二零零零年十二月成為澳洲會計師公會會員、於二零零零年十月成為香港公司治理公會會員、於二零零八年四月成為香港會計師公會會員，及於二零一零年九月成為香港稅務學會會員。彼亦於二零一零年九月成為香港稅務學會認可的註冊稅務師。彼現成為國際專業代理人協會認可國際調解代理。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Cheng Vincent has years of experience in the fields of finance and accountancy. From December 1987 to September 2000, Dr. Cheng was employed with a financial planning firm and was promoted to chief accountant (Hong Kong) before he left. During October 2000 to February 2002, Dr. Cheng had been a project manager responsible for fund raising activities and relationship management in a company in Australia which is principally engaged in chemical and pharmaceutical business and was subsequently listed on the Growth Enterprise Market (now known as GEM) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). From May 2003 to July 2010, Dr. Cheng had joined Continental Holdings Limited, a company engaged in consumer goods business and listed on the main board of the Stock Exchange (stock code: 513), and had held various positions (including project manager, head of finance and accounts department, company secretary and qualified accountant) during his tenure of service. In January 2011, Dr. Cheng was appointed as the deputy finance director of a multi-disciplinary architecture firm and is currently its finance director.

Dr. Cheng had been the independent non-executive director of Nanjing Sinolife United Company Limited (a company listed on the main board of the Stock Exchange (stock code: 3332)) from August 2013 to October 2018. He has been an independent non-executive director of Flying Financial Service Holdings Limited from April 2012 to February 2023 (a company listed on GEM of the Stock Exchange (stock code: 8030)).

Mr. Lai Chi Keung, Albert (黎志強), aged 62, was appointed as our independent non-executive Director on 28 October 2009. He is also the chairman of the nomination committee, as well as a member of the audit committee and the remuneration committee of our Board. Mr. Lai has over 30 years’ experience in the jewelry industry. He had worked for and held key management positions in various established jewelry companies, both listed and private, in Hong Kong and overseas. Mr. Lai has rich experience in sales management, marketing, distribution channel and resource planning strategies.

獨立非執行董事

鄭嘉福博士於財務及會計領域有多年經驗。於一九八七年十二月至二零零零年九月期間，鄭博士受僱於一家財務策劃公司，並於離任前獲擢升為首席會計師（香港）。於二零零零年十月至二零零二年二月期間，鄭博士出任一間主要從事化工及醫藥業務的澳洲公司（該公司其後於香港聯合交易所有限公司（「聯交所」）創業板（現稱GEM）上市）的項目經理，負責籌資活動及關係管理。於二零零三年五月至二零一零年七月期間，鄭博士加入恒和珠寶集團有限公司（一間從事消費品業務並於聯交所主板上市的公司（股份代號：513）），在任期間曾擔任多個職位，包括項目經理、財務及會計部主管、公司秘書及合資格會計師。於二零一一年一月，鄭博士獲委任為一家多領域建築師事務所的財務副總監，現任該事務所財務總監。

於二零一三年八月至二零一八年十月期間，鄭博士獲南京中生聯合股份有限公司（一間於聯交所主板上市的公司（股份代號：3332））委任為獨立非執行董事。於二零一二年四月至二零二三年二月彼曾獲委任為匯聯金融服務控股有限公司（一間於聯交所GEM上市的公司（股份代號：8030））的獨立非執行董事。

黎志強先生，62歲，於二零零九年十月二十八日獲委任為獨立非執行董事。彼亦為董事會下設提名委員會主席，以及審核委員會及薪酬委員會成員。黎先生於珠寶行業擁有逾30年經驗。彼曾於香港及海外眾多知名上市及私營珠寶公司任職並擔任重要管理職位。黎先生於銷售管理、市場營銷、分銷渠道及資源規劃戰略等方面具有豐富經驗。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yang Qiang (楊強), aged 63, was appointed as our independent non-executive Director on 15 January 2016. He is also a member of the audit committee, the remuneration committee and the nomination committee of our Board. Mr. Yang holds a bachelor's degree in mechanical engineering from Beijing Institute of Technology (北京理工大學). He is experienced in the wine industry in the PRC and has been serving as the secretary of the expert committee of the Grape and Fruit Wine of the China National Food Industry Association (中國食品工業協會葡萄酒、果酒專家委員會) for many years.

SENIOR MANAGEMENT

Mr. Wang Jun (王軍), aged 61, has been appointed as the chief winemaker of our Company since 1 January 2017. Prior to joining our Group, from August 1985 to January 2014, he served various positions in Tonhwa Winery Limited (通化葡萄酒股份有限公司), a wine company currently listed on the Shanghai Stock Exchange, including director of chief engineer's office, director of research office, head of technical division, director of research institute and general manager. In 2014, Mr. Wang joined Hangzhou Oriental Culture Tourism Group (杭州東方文化園旅業集團) as general manager of one of its subsidiaries, Liaoning Northern Latitude 41 Degrees Wine Company Limited (遼寧北緯41度酒業有限公司). He has been a member of the China Alcoholic Drinks Association (中國酒業協會), China Food Industry Association (中國食品工業協會), Wine Expert Panel of National Wine Quality Inspection Center (國家葡萄酒質檢中心葡萄酒專家組) and a national liquor judge since 1997. Mr. Wang was appointed as an international judge by Union Internationale des Oenologues (國際釀酒師聯盟) in 2008, certified as the first batch of state level senior winemaker (高級釀酒師) and first-class sommelier (一級品酒師) in 2012, and elected as a member of the First National Wine Brewing Standard Technology Committee Grape Wine Sub-branch (首屆全國釀酒標準化技術委員會葡萄酒分會) in 2014. He graduated from Food Science & Engineering of Dalian Institute of Light Industry (大連輕工業學院) (currently known as Dalian Polytechnic University (大連工業大學)) with a college diploma of industrial fermentation in August 1985.

獨立非執行董事

楊強先生，63歲，已於二零一六年一月十五日獲委任為本公司獨立非執行董事。彼亦為本公司董事會下設審核委員會、薪酬委員會及提名委員會成員。楊先生持有北京理工大學機械工程學士學位。彼於中國紅酒行業擁有豐富經驗及多年來一直擔任中國食品工業協會葡萄酒、果酒專家委員會秘書。

高級管理人員

王軍先生，61歲，於二零一七年一月一日獲委任為本公司首席釀酒師。加入本集團前，王先生自一九八五年八月至二零一四年一月在通化葡萄酒股份有限公司(現於上海證券交易所上市的一家葡萄酒公司)先後擔任總工辦主任、研究室主任、技術科長、研究所長、公司總經理等職務。二零一四年，王先生應聘至杭州東方文化園旅業集團，任其所屬遼寧北緯41度酒業有限公司總經理。彼於一九九七年開始擔任中國酒業協會、中國食品工業協會、國家葡萄酒質檢中心葡萄酒專家組成員及國家級評酒委員；二零零八年被國際釀酒師聯盟聘為國際評委；二零一二年獲國家頒發的第一批高級釀酒師及一級品酒師證書；二零一四年當選為首屆全國釀酒標準化技術委員會葡萄酒分會委員。彼於一九八五年八月畢業於大連輕工業學院(現大連工業大學)食品工程系工業發酵專業，獲得大學文憑。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

SENIOR MANAGEMENT

Ms. Zhao Dan (趙丹), aged 44, is the chief financial officer and the deputy general manager of our Company. She joined our Group in September 2001 and was promoted to the position of deputy general manager in December 2014. She was the chief financial officer of our Group from December 2014 to December 2015, and was re-appointed as the chief financial officer of our Group from July 2018. She is responsible for the financial and accounting management of our Group. Ms. Zhao graduated from Jilin University (吉林大學) with a higher diploma in finance and accounting in July 2000. She obtained her qualification of mid-level accountant in May 2005.

Mr. Zhang Xuexin (張學鑫), aged 42, is a deputy general manager of our Company. He joined our Group in December 2001 and is responsible for project management of the Group. In December 2010, Mr. Zhang was promoted from project manager to his current position. Mr. Zhang graduated from Jilin University (吉林大學) with a higher diploma in economics in July 2002.

Mr. Wang Kai (王凱), aged 42, is a deputy general manager of our Company. He joined our Group in November 2021 and is responsible for the Group's investment and finance management, promoting our products of the Group and our Group's corporate image. Mr. Wang graduated from Harbin University of Science and Technology (哈爾濱理工大學) with a higher diploma in Human Resource Management in January 2007 and he also obtained Master of Business Administration in Executive Management from Royal Roads University in Canada in September 2012.

COMPANY SECRETARY

Ms. Chan Shuk Man, Lora (陳淑雯) was appointed as the Company secretary of the Company from 22 January 2021. She obtained a bachelor's degree of Business Administration in Accounting (Hon.) from the Coventry University and a MBA (Banking) from the University of Stirling in the United Kingdom and is a fellow member of the Hong Kong Institute of Certified Public Accountants, Association of Chartered Certified Accountants, the Taxation Institute of Hong Kong and a Chartered Tax Adviser (Hong Kong). She has over 25 years of experience in auditing, accounting, banking and financial management. She has been the credit analyst of a Japanese bank and a European bank in Hong Kong. She later joined an international accounting firm in Hong Kong for 14 years, providing audit, taxation and consultancy service. She was the senior director for a few years.

高級管理人員

趙丹女士，44歲，本公司首席財務官及副總經理。彼於二零零一年九月加入本集團，並於二零一四年十二月晉升至副總經理。彼曾於二零一四年十二月至二零一五年十二月擔任本集團首席財務官，及於二零一八年七月起重新擔任本集團首席財務官。彼負責本集團的財務及會計管理。趙女士於二零零零年七月畢業於吉林大學，獲財會高級文憑。彼於二零零五年五月獲中級會計師資格。

張學鑫先生，42歲，本公司副總經理。彼於二零零一年十二月加入本集團，負責本集團的項目管理。於二零一零年十二月，張先生由項目經理晉升為其目前的職銜。張先生於二零零二年七月畢業於吉林大學，獲經濟學高級文憑。

王凱先生，42歲，本集團的副總經理。彼於二零二二年十一月加入本集團，負責本集團的投融資管理，產品營銷及推廣公司的企業形象。王先生於二零零七年一月畢業於中國哈爾濱理工大學，獲人力資源管理文憑，並於二零一二年九月獲加拿大皇家路大學工商管理碩士主修執行管理。

公司秘書

陳淑雯女士於二零二一年一月二十二日獲委任為本公司之公司秘書。彼取得英國考文垂大學 (Coventry University) 工商管理榮譽學士學位 (會計學) 及英國斯特靈大學 (University of Stirling) 工商管理碩士學位 (銀行學)。彼為香港會計師公會、英國特許公認會計師公會及香港稅務學會之資深會員，且為一名註冊稅務師 (香港)。彼於審計、會計、銀行及財務管理方面有逾25年經驗。彼曾在香港日資及歐資銀行任貸款分析員，彼後來加入在香港的一間國際會計師事務所十四年，主要提供審計、稅務及諮詢服務，彼任職資深董事多年。

DIRECTORS' REPORT

董事會報告

The board of directors (the “Board” or the “Directors”) is pleased to present the Directors’ Report together with the annual report (the “Annual Report”) and the audited financial statements of China Tontine Wines Group Limited (the “Company”) and its subsidiaries (collectively the “Group”) for the year ended 31 December 2023 (the “Year”).

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Group continue to be the production and sales of grape wine in the mainland China. Revenue and contribution to operating profit are mainly derived from activities carried out in the mainland China. Particulars of the principal activities of the Company’s principal subsidiaries are set out in note 35 to the consolidated financial statements.

RESULTS AND DIVIDEND

The Group’s profit for the year ended 31 December 2023 and the state of affairs of the Group at that date are set out in the consolidated financial statements on pages 106 to 172.

The Directors do not recommend the payment of any final dividend to shareholders of the Company for the year ended 31 December 2023 (2022: Nil).

PROPERTY, PLANT AND EQUIPMENT

During the Year, the additions of approximately RMB4,267,000 in property, plant and equipment was mainly for the expansion and enhancement of the Group’s production capability. Details of movements in property, plant and equipment of the Group during the Year are set out in note 16 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the Company’s share capital during the Year are set out in note 27 to the consolidated financial statements and in the consolidated statement of changes in equity respectively.

董事會（「董事會」或「董事」）欣然提呈中國通天酒業集團有限公司（「本公司」）及其附屬公司（統稱「本集團」）截至二零二三年十二月三十一日止年度（「年度」）的董事會報告、年報（「本年報」）和經審核財務報表。

主要業務

本公司為一家投資控股公司。本集團的主要業務仍然為在中國內地生產及銷售葡萄酒。收入及經營溢利貢獻主要來自在中國內地開展的業務。本公司主要附屬公司的主要業務詳情載於綜合財務報表附註35。

業績及股息

本集團截至二零二三年十二月三十一日止年度的溢利以及本集團於該日的財務狀況載於第106頁至172頁的綜合財務報表中。

董事不建議就截至二零二三年十二月三十一日止年度向本公司股東派付任何末期股息（二零二二年：無）。

物業、廠房及設備

年度內，本集團物業、廠房及設備添置約人民幣4,267,000元，主要是用以擴大和提升其產能。本集團年度內的物業、廠房及設備變動詳情，載於綜合財務報表附註16內。

股本

本公司年度內的股本變動詳情，分別載於綜合財務報表附註27及綜合權益變動表。

DIRECTORS' REPORT

董事會報告

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Year.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's bye-laws or the laws of Bermuda, which would oblige the Company to offer new Shares on a pro-rata basis to its existing shareholders.

SHARE OPTION SCHEMES

The Company adopted a share option scheme on 19 November 2009. At the annual general meeting held on 10 May 2019, the Company adopted another share option scheme. At the annual general meeting held on 16 June 2023, the Company adopted the third share option scheme (the "2023 Share Option Scheme") and terminated the second one.

The "2023 Share Option Scheme" is valid and effective for a period of 10 years. The maximum number of share options that can be granted by the Company was 294,054,800 shares. Special General Meeting was held on 18 August 2023 and approved Share Consolidation of every ten issued and unissued ordinary shares of par value of HK\$0.01 each in the share capital of the Company into one Consolidation Share of par value of HK\$0.1, the maximum number of share options that can be granted by the Company was revised to 29,405,480 shares.

On 15 December 2023, the Company offered to grant share options to subscribe for an aggregate of 29,405,480 ordinary shares of HK\$0.10 each to ten full time employees of the Company.

購買、出售或贖回本公司的上市證券

年度內，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

優先購股權

本公司的公司細則及百慕達法例並無有關優先購股權的條文，規定本公司須按比例向其現有股東發售新股份。

購股權計劃

本公司於二零零九年十一月十九日採納了一項購股權計劃，並於二零一九年五月十日舉行的股東週年大會上採納一項新購股權計劃。於二零二三年六月十六日舉行的股東週年大會上採納一項新購股權計劃（「二零二三年購股權計劃」），並終止第二項購股權。

此「二零二三年購股權計劃」十年期間內生效及有效，本公司可授予之購股權最高數目為294,054,800股。於二零二三年八月十八日舉行的特別股東大會批准，本公司股本中每十股每股面值港幣0.01元之已發行及未發行普通股合併為一股每股面值港幣0.1元之合併股份，實行股份合併於本公司於二零二三年九月十二日生效，本公司可授予之購股權最高數目更新為29,405,480股。

於二零二三年十二月十五日，本公司授出每股面值港幣0.1元之普通股合共29,405,480於本公司十位全職僱員。

DIRECTORS' REPORT

董事會報告

2023 SHARE OPTION SCHEME

The principal terms of the 2023 Share Option Scheme are summarised below.

- (i) The purpose of the 2023 Share Option Scheme is to provide incentives or rewards to the Participants for their contribution to the Group and/or the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group.
- (ii) Eligible participants include: (a) For Employee Participants; (b) Related Entity Participants; and (c) Service Providers.

The basis of eligibility of any of the class of Participant to the grant of any options shall be determined by the Board from time to time on the basis of their contribution to the development and growth of the Group set below:

- (a) For Employee Participants: the Board will generally consider their general working performance, time commitment (full-time, or part time), length of their service within the Group, working experience, responsibilities and/or employment conditions with reference to the prevailing market practice and industry standard.
- (b) For Related Entity Participants, the Board will generally consider their participation and contribution to the development of the Group and/or the extent of benefits and synergies brought to the Group.

二零二三年購股權計劃

二零二三年購股權計劃的主要條款概述如下。

- (i) 二零二三年購股權計劃旨在透過向合資格參與者授出購股權，作為認可彼等對本集團所作貢獻或日後作出貢獻之獎勵或回報並為實現本集團及關聯實體業績目標而吸引、挽留及激勵高質素合資格參與者。
- (ii) 合資格參與者包括：(a) 僱員參與者、(b) 關聯實體參與者、(c) 服務提供者。

在釐定各合資格參與者與參與資格之基準時，董事會主要考慮合資格參與者對日後對本集團之發展及增長可能給予本集團之發展及增長可能給予的貢獻之程度如下：

- (a) 就僱員參與者而言，董事會一般會參考現行市場慣例及行業標準，考慮其一般工作表現、時間投入（全職或兼職）、在本集團的服務年限、工作經驗、責任及／或僱傭條件；
- (b) 就關連實體參與者而言，董事會一般會考慮其參與及對本集團發展的貢獻及／或為本集團帶來的利益及協同效應的程度；

DIRECTORS' REPORT

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- (c) Service Providers include those distributors that provide e-platform services and supply chain management services using blockchain technology. For Service Providers, the Board will generally consider their experience and expertise, continuity and frequency of their services to the Group, their involvement in promoting the business of the Group, or where appropriate, contribution or potential contribution to the long-term growth of the Group. Set below is the identification of each category of Service Providers and the criteria for determining a person's eligibility under each category:
- (i) In accessing whether the Service Providers provides services to the Group on a continuing and recurring basis, the Board shall take into consideration the length (over twelve (12) months' of contractual relationship with the Group) and type of services provided and the recurrences and regularity of such services, and will benchmark such metrics against the performance of the employees, officers and Directors of the Group to whom the Group provides equity incentives, while taking into account the purpose of the of the 2023 Share Option Scheme and the objectives in engaging the Service Provider.
- (ii) In accessing whether the Service Provider provides services to the Group in the Company's ordinary and usual course of business, the Board or the committee of the Board shall take into consideration the nature of the services form part of or are directly ancillary to the businesses conducted by the Group, as disclosed in the Company's financial reports.
- (c) 服務供應商包括為本集團提供電子平臺服務及／或其他服務的分銷商。對於服務供應商，董事會一般會考慮其經驗及專業知識、其為本集團提供服務的連續性和頻率、他們參與促進本集團業務，或在適當情況下對本集團長期增長的貢獻或潛在貢獻。以下是每個類別服務提供者的標識以及確定每個類別下個人資格的標準：
- (i) 在評估服務供應商是否持續及經常向本集團提供服務時，董事會應考慮所提供服務的長度（超過十二(12)個月的合約關係）和所提供服務的類型，以及該等服務的重複性和規律性，並將該等指標與員工的表現進行基準比較，本集團向其提供股權獎勵的本集團高級職員及董事，同時考慮二零二三年購股權計劃的目的及聘用服務提供者的目標。
- (ii) 在評估服務供應商是否在本公司的正常及日常業務過程中向本集團提供服務時，董事會或董事會委員會應考慮服務供應商向本集團提供的服務的性質，以及該等服務是否構成如本公司財務報告所披露的，為本集團所開展業務的一部分或本集團的直接附屬業務。

DIRECTORS' REPORT

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- (iii) The total number of Shares which may be issued in respect of all Option(s) and Award(s) to be granted under the 2023 Share Option Scheme and any Other Schemes (excluding for this purpose Option(s) or Award(s) which have lapsed in accordance with the terms and conditions of the 2023 Share Option Scheme and any Other Schemes) (the “Scheme Mandate Limit”) shall not exceed 10% of the total number of Shares in issue on the Adoption Date.

Within the Scheme Mandate Limit, the sublimit on the total number of Shares that may be issued in respect of all Option(s) and Award(s) to be granted to Service Providers under the 2023 Share Option Scheme and any Other Schemes (excluding for this purpose Option(s) or Award(s) which have lapsed in accordance with the terms and conditions of the 2023 Share Option Scheme and any Other Schemes) (the “Service Provider Sublimit”) shall not exceed 1% of the number of total issued Shares on the Adoption Date. The Service Provider Limit shall not be valid unless:

- (a) the Service Provider Sublimit is separately approved by the Shareholders in general meeting; and
- (b) a circular regarding the Service Provider Sublimit has been despatched to the Shareholders in a manner complying with, and containing the matters specified in, the relevant provisions of Chapter 17 of the Listing Rules (including, among others, the basis for determining the Service Provider Sublimit and an explanation as to why the Service Provider Sublimit is appropriate and reasonable).

Subject to the provisions of the 2023 Share Option Scheme, the Scheme Mandate Limit and the Service Provider Sublimit may be refreshed by ordinary resolution of the Shareholders in general meeting after three (3) years from the date of Shareholders' approval for the last refreshment (or the Adoption Date).

- (iii) 根據二零二三年購股權計劃及任何其他計劃授予的所有期權及獎勵（不包括為此目的而根據二零二三年購股權計劃及任何其他計劃的條款及細則失效的期權或獎勵）（「計劃授權限額」）可發行的股份總數不得超過採用日時已發行股份總數的10%。

在計劃授權限額內，根據二零二三年購股權計劃及任何其他計劃（不包括根據二零二三年購股權計劃及任何其他計劃的條款及細則而失效的期權或獎勵）可就所有期權及獎勵發行股份總數的分項限制（「服務供應商分項限額」）不得超過採用日時已發行股份總數的1%。服務提供者限制無效，除非：

- (a) 服務提供者分項限額由股東大會另行批准；及
- (b) 有關服務供應商分項限額的通函已以符合上市規則第十七章相關條文及載有上市規則第十七章相關條文指明的事項的方式發給股東（其中包括釐定服務供應商分項限額的依據及解釋為何服務供應商分項限額是適當及合理的）。

根據二零二三年購股權計劃的規定，計劃授權限額和服務提供者分項限額可在股東批准最後一次更新日期（或通過日期）起計三（3）年後，通過股東大會的普通決議更新。

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- (iv) Unless approved by shareholders in a general meeting, the total number of Shares issued and which may fall to be issued upon exercise of all options granted to any eligible participant under the 2023 Share Option Scheme and any other share option scheme(s) of the Group in the 12-month period up to and including such further grant must not exceed 1% of the issued share capital of the Company for the time being.
- (v) An option may be accepted by an eligible participant within 21 days from the date of the offer of grant of the option. A nominal consideration of HK\$1 is payable on acceptance of the offer of grant of an option.
- (vi) An option may be exercised in accordance with the terms of the 2023 Share Option Scheme at any time during a period (which may not expire later than 10 years from the date of the grant) to be determined and notified by the Directors to each grantee.
- (vii) The subscription price per Share under the 2023 Share Option Scheme will be a price determined by the Directors, but shall not be less than the highest of (i) the closing price of Shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer for grant (which must be a business day); (ii) the average closing price of Shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of the offer for the grant; and (iii) the nominal value of a Share.
- (viii) The Option(s) to be granted under the 2023 Share Option Scheme shall be subject to a minimum vesting period of Option(s) to be granted under the 2023 Share Option Scheme shall be twelve (12) months. Any shorter vesting period in respect of Option(s) granted to Employee Participants must be approved by the Board and/or the Remuneration Committee (where the arrangements relate to grants of Option(s) to Directors and senior managers of the Company) at the Directors' discretion.
- (iv) 除非經股東在股東大會上批准，否則於直至進一步授出日期（包括該日）止12個月期間內，根據二零二三年購股權計劃及本集團任何其他購股權計劃向任何合資格參與者授出的所有購股權獲行使而已發行及可能須予發行的股份總數，不得超過本公司當時已發行股本的1%。
- (v) 合資格參與者可於授出購股權要約當日起計21日內接納購股權。接納授出購股權要約時須繳付象徵式代價1港元。
- (vi) 購股權可根據二零二三年購股權計劃的條款於董事釐定及通知各承授人的期限（不超過自授出當日起計十年）內隨時行使。
- (vii) 根據二零二三年購股權計劃，每股股份的認購價將由董事釐定，惟不得低於(i)授出要約當日（須為交易日）聯交所每日報價表中所列的股份收市價；(ii)緊接授出要約日期前五個交易日聯交所每日報價表中所列的股份平均收市價；及(iii)股份面值（以最高者為準）。
- (viii) 根據二零二三年購股權計劃授予的購股權，須遵守根據二零二三年購股權計劃授予的購股權的最短歸屬期為十二(12)個月。在下列任何情況下，授予員工參與者的購股權的任何較短歸屬期，必須由董事會及／或薪酬委員會批准。

DIRECTORS' REPORT

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- (ix) Except otherwise imposed by the Board pursuant to the provisions of the 2023 Share Option Scheme and stated in the offer of the grant of the Option(s), there is no performance target that has to be achieved before the exercise of any Option(s).
- (ix) 除非另有規定，董事會根據二零二三年購股權計劃的規定，並在授予期權的要約中列明，否則在行使任何期權之前，不存在必須實現的業績目標。
- (x) The right to exercise an Option (to the extent not already exercised) shall lapse automatically where the Grantee ceases to be a Participant by reason of summary dismissal of such Grantee, or on any one or more of the grounds that such Grantee has been guilty of misconduct, or other breach of the terms of his employment contract or other contract constituting him a Participant (including, among others, causing material misstatement of the financial statements of the Company), or the date on which he begins to appear to be unable to pay or has no reasonable prospect of being able to pay his debts or has become insolvent or has made any arrangement or composition with such Grantee's creditors generally, or has been convicted of any criminal offence involving such Grantee's integrity or honesty or (if so determined by the Board) on any other ground on which an employer would be entitled to terminate such Grantee's employment summarily at common law or pursuant to any applicable laws or under such Grantee's service contract with the Company or the relevant subsidiary. The Board or the board of directors of the relevant subsidiary, or any person delegated by the Board or the board of directors of the relevant subsidiary shall determine whether the employment or other relevant contract of a Grantee has or has not been terminated on one or more of the grounds specified in this paragraph. Such decision shall be final, conclusive and binding.
- (x) 如果受讓人因被立即解僱而不再是參與者，或因受讓人犯有不當行為，或以其他方式違反其僱傭合同或其他構成其參與者的合同的條款（包括，除其他外，導致公司財務報表的重大錯報），或他開始出現無力償付或沒有合理希望償還債務的日期，或已無力償債或已與該受讓人的債權人達成任何安排或和解的日期，或被判犯有任何涉及該受讓人正直或誠實的刑事罪行的日期，或（如果董事會如此確定）基於僱主有權根據普通法或任何適用法律的任何其他理由，或根據該受讓人與公司或相關子公司的服務合同立即終止該受讓人的僱傭關係。相關子公司的董事會或董事會，或相關子公司的董事會或董事會委派的任何人，應確定受讓人的僱傭或其他相關合同是否已因此段規定的一個或多個理由終止。該決定應為最終決定性、附決定性並具有約束力。

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During the Year, the movements in the options granted by the Company under the 2023 Share Option Scheme were as follows:

年度內，本公司根據二零二三年購股權計劃授出的購股權的變動如下：

Category of grantees	Date of grant	Vesting date	Exercisable period	Exercise price per Share	Closing price per Share on date of grant	Number of options 購股權數目					Outstanding as at 31 December 2023 於二零二三年十二月三十一日尚未行使
						Outstanding as at 1 January 2023 於二零二三年一月一日尚未行使	Granted during the Year 年度內授出	Exercised during the Year 年度內行使	Cancelled during the Year 年度內撤銷	Lapsed during the Year 年度內失效	
承授人類別	授出日期 (dd/mm/yyyy) (日/月/年)	歸屬日期 (dd/mm/yyyy) (日/月/年)	行使期間 (dd/mm/yyyy) (日/月/年)	每股行使價 HK\$ 港元	於授出日期的 每股收市價 HK\$ 港元						
Employees 僱員	15/12/2023	15/12/2023 – 14/12/2024	15/12/2024 – 14/12/2025	0.92	0.92	-	29,405,480	-	-	-	29,405,480
Total 總計						-	29,405,480	-	-	-	29,405,480

The total number of Shares granted on 15 December 2023 under the share option schemes disclosed above is 29,405,480 (2023 Share Option Scheme), representing approximately 9.75% of the total number of Shares in issue of the Company as at 31 December 2023.

根據上述披露之購股權計劃於二零二三年十二月十五日已授出並行使購股權發行的股份總數為29,405,480股（二零二三年購股權計劃），佔本公司於二零二三年十二月三十一日已發行股份總數的約9.75%。

The maximum number of Shares available for issue upon exercise of options not yet granted under the share option schemes disclosed above is Nil Shares (2023 Share Option Scheme), representing approximately 0.00% of the total number of Shares in issue of the Company as at 31 December 2023.

根據上述披露之購股權計劃尚未授出的購股權獲行使後可供發行的股份最高數目為零股（二零二三年購股權計劃），佔本公司於二零二三年十二月三十一日已發行股份總數的約0.00%。

Options granted under the Company's share option schemes were recognized as expenses of the Company in accordance with the accounting policy as set out in note 28 to the audited consolidated financial statements. The determination of the fair value of the options is set out in note 28 to the audited consolidated financial statements.

根據本公司購股權計劃授出的購股權已按照經審核綜合財務報表附註28所載列的會計政策確認為本公司開支。購股權的公平值釐定載於經審核綜合財務報表附註28。

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RESERVES

Details of movements in the reserves of the Group during the Year are set out in the consolidated statement of changes in equity on page 109.

As at 31 December 2023, the Company's reserves available for distribution amounted to approximately RMB123,446,000 (2022: RMB127,594,000).

SUMMARY FINANCIAL INFORMATION

A summary of the published results containing information on the Group's assets and liabilities for the last five financial years is set out on pages 2 to 4. The summary does not form part of the consolidated financial statements.

DIRECTORS

The Directors comprising the Board during the Year and up to the date of the Annual Report were:

EXECUTIVE DIRECTORS:

Mr. Wang Guangyuan (*Chairman and chief executive officer*)
Mr. Zhang Hebin
Ms. Wang Lijun

NON-EXECUTIVE DIRECTORS

Mr. Li Jerry Y.
Mr. Zhu Minghui

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Dr. Cheng Vincent
Mr. Lai Chi Keung, Albert
Mr. Yang Qiang

儲備

本集團年度內的儲備變動詳情載於第109頁的綜合權益變動表。

於二零二三年十二月三十一日，本公司可供分派的儲備為約人民幣123,446,000元（二零二二年：人民幣127,594,000元）。

財務資料概要

載有本集團過去五個財政年度資產及負債資料的已公佈業績的概要載於第2至第4頁。該概要並不屬於綜合財務報表的一部分。

董事

年度內及直至本年報日期，組成董事會的董事如下：

執行董事

王光遠先生（主席兼行政總裁）
張和彬先生
王麗君女士

非執行董事

李瑜鴻先生
朱明徽先生

獨立非執行董事

鄭嘉福博士
黎志強先生
楊強先生

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The Company's bye-laws provide that, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Further, any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board will hold office until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the existing Board), unless re-elected by the shareholders. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he/she retires. Every Director is therefore subject himself/herself to the absolute and free choice of the shareholders for re-election at the annual general meetings.

The Board comprises three independent non-executive Directors, representing more than one-third of the Board. The independent non-executive Directors play an important role on formulating the Group's objectives and strategies and ensuring that the Board maintains high standard of corporate governance. The Company has received annual confirmations of independence from Dr. Cheng Vincent, Mr. Lai Chi Keung, Albert, and Mr. Yang Qiang pursuant to Rule 3.13 of the Listing Rules. The Company considered all of its independent non-executive Directors were independent during the Year and as at the date of the Annual Report.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 20 to 25 of the Annual Report.

DIRECTORS' SERVICE CONTRACTS

None of the Directors had a service contract with the Company or any of its subsidiaries which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

本公司的公司細則規定，於每屆股東週年大會上，當時三分之一的董事（或倘董事人數並非三或三的倍數，則為最接近但不少於三分之一的人數）須輪值退任，惟每位董事必須至少每三年輪值退任一次。此外，任何由董事會委任以填補臨時空缺或作為現時董事會新增成員之董事將任職至本公司下屆股東大會（如為填補臨時空缺）或任職至本公司下屆股東週年大會（如為現時董事會新增成員），除非經股東重選則作別論。退任董事符合資格膺選連任，並須於其退任的大會上繼續擔任董事。因此，每名董事須於股東週年大會上由股東全權自由決定其能否連任。

董事會包含三名獨立非執行董事，佔董事會三分之一以上。獨立非執行董事於制定本集團目標及策略以及確保董事會維持高水平企業管治方面扮演著重要角色。根據上市規則第3.13條，本公司已接獲鄭嘉福博士、黎志強先生及楊強先生的年度獨立性確認。年度內及於本年報日期本公司視其所有獨立非執行董事為身份獨立。

董事及高級管理層履歷

本集團董事及高級管理層的履歷詳情，載於本年報第20至25頁。

董事的服務合約

董事概無與本公司或其任何附屬公司訂有本公司不可於一年內免付賠償（法定賠償除外）而終止的服務合約。

DIRECTORS' REPORT

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RELATED PARTY TRANSACTIONS

None of the "Related Party Transactions" as disclosed in note 34 to the consolidated financial statements for the Year constituted discloseable non-exempted connected transaction or non-exempted continuing connected transaction under the Listing Rules.

MANAGEMENT CONTRACT

No contract, other than employment contracts, concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the Year.

DIRECTORS' AND/OR CHIEF EXECUTIVE'S INTERESTS IN THE SECURITIES OF THE COMPANY AND ASSOCIATED CORPORATIONS

As at 31 December 2023, the interests and short positions of the Directors and/or the chief executives of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") as recorded in the register kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in appendix 10 to the Listing Rules were as follows:

(1) LONG POSITION IN ORDINARY SHARES (THE "SHARES") OF HK\$0.10 EACH IN THE COMPANY

Name of Director	Name of Group member/ associated corporation	Capacity/Nature of interest	Number of Shares held	Approximate percentage of shareholding
董事姓名	本集團成員公司/ 相聯法團名稱	身份/權益性質	所持股份數目 (Note 1) (附註1)	概約股權百分比 (Note 3) (附註3)
Mr. Wang Guangyuan 王光遠先生	The Company 本公司	Interest of a controlled corporation 受控制法團的權益	49,517,872 Shares (L) (Note 2) 股股份(L) (附註2)	16.42%

關連方交易

年度綜合財務報表附註34所披露的「關連方交易」並無構成上市規則項下須予披露的不獲豁免關連交易或不獲豁免持續關連交易。

管理合約

年度內，概無訂立或存在任何與本公司整體或任何重大部分業務的管理及行政有關的合約（僱傭合約除外）。

董事及／或主要行政人員於本公司及相聯法團的證券的權益

於二零二三年十二月三十一日，本公司董事及／或主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份或債券中，擁有登記於本公司根據證券及期貨條例第352條存置的登記冊的權益及淡倉，或根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則須知會本公司及香港聯合交易所有限公司（「聯交所」）的權益及淡倉如下：

(1) 本公司每股面值0.10港元的普通股（「股份」）之好倉

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Name of Director	Name of Group member/ associated corporation 本集團成員公司/ 相聯法團名稱	Capacity/Nature of interest 身份/權益性質	Number of Shares held (Note 1) (附註1)	Approximate percentage of shareholding (Note 3) (附註3)
Mr. Li Jerry Y. 李瑜鴻先生	The Company 本公司	Interest of a controlled corporation 受控制法團的權益	49,517,872 Shares (L)	16.42%
		Beneficial owner 實益擁有人	20,000,000 Shares (L) (Note 3) 股股份(L) (附註3)	6.63%
Mr. Zhu Minghui 朱明徽先生	The Company 本公司	Interest of a controlled corporation 受控制法團的權益	49,517,872 Shares (L)	16.42%
		Beneficial owner 實益擁有人	20,000,000 Shares (L) (Note 3) 股股份(L) (附註3)	6.63%

Notes:

- (1) The letter "L" denotes long position in the Shares.
- (2) These Shares are registered in the name of and beneficially owned by Up Mount International Limited ("Up Mount"), a company incorporated in the British Virgin Islands (the "BVI") and whose issued share capital is owned by Mr. Wang Guangyuan (51%) and Sky Source International Investments Limited (49%).
- (3) As at 31 December 2023, Sky Source held a total number of 69,517,872 Shares of the Company, representing approximately 23.05% of the issued share capital of the Company. Both Mr. Li Jerry Y. and Mr. Zhu Minghui are members and directors of Sky Source International Investments Limited ("Sky Source") which holds 49% of shareholding of Up Mount International Limited, a substantial shareholder of the Company.
- (4) The percentage of shareholding is calculated on the basis of 301,561,800 Shares in issue as at 31 December 2023.

附註：

- (1) 「L」代表股份的好倉。
- (2) 該等股份以上昇國際有限公司(「上昇國際」)的名義登記並由其實益擁有。上昇國際為於英屬處女群島(「英屬處女群島」)註冊成立的公司，其已發行股本由王光遠先生及天源國際投資有限公司分別擁有51%及49%。
- (3) 於二零二三年十二月三十一日，根據《證券及期貨條例》(香港法例第571章)第XV部所界定之權益，本公司有69,517,872股股份乃由李瑜鴻先生及朱明徽先生實益擁有，其股份經天源國際投資有限公司(「天源」)持有，約佔本公司已發行股本的23.05%，李先生及朱先生均為天源之成員及董事，該公司持有本公司主要股東上昇國際有限公司49%的權益。
- (4) 股權百分比乃按照於二零二三年十二月三十一日已發行301,561,800股股份的基準計算。

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(2) INTERESTS IN SHARE OPTIONS OF THE COMPANY

Each of the Grantees of 2023 Share Option Scheme granted on 15 December 2023 is neither a director, chief executive or substantial shareholder of the Company, nor an associate as defined under the Listing Rules of any of them.

Save as disclosed above, none of the Directors or the chief executive of the Company had or were deemed under the SFO to have any interests or short positions in the shares, underlying shares in or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 31 December 2023.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SECURITIES OF THE COMPANY

As at 31 December 2023, so far as is known to any Directors or chief executives of the Company, the following parties, other than Directors or chief executives of the Company, were recorded in the register required to be kept by the Company under section 336 of the SFO, or as otherwise notified to the Company, as being directly or indirectly interested or deemed to be interested in 5% or more of the issued share capital of the Company:

(2) 本公司購股權權益

於二零二三年十二月十五日授出的二零二三年購股權計劃中，該等承授人均非本公司董事、高級行政人員或主要股東，亦非上述任何人士之聯繫人定義見上市規則。

除上文所披露者外，於二零二三年十二月三十一日，本公司各董事或主要行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債券中擁有或按照證券及期貨條例被視為擁有任何權益或淡倉。

主要股東於本公司證券的權益

於二零二三年十二月三十一日，據任何董事或本公司主要行政人員所知，於本公司根據證券及期貨條例第336條存置的登記冊記錄或另行知會本公司，直接或間接擁有或被視為擁有本公司已發行股本5%或以上權益的人士（董事或本公司主要行政人員除外）如下：

Name	Capacity/Nature of interest	Number of Shares held	Approximate percentage of issued Shares
名稱／姓名	身份／權益性質	所持股份數目 (Note 1) (附註1)	佔已發行股份 概約百分比 (Note 6) (附註6)
Sky Source International Investments Limited (Note 2) 天源國際投資有限公司 (附註2)	Interest in a controlled corporation 受控制法團權益	49,517,872 (L)	16.42%
	Beneficial owner 實益擁有人	20,000,000 (L)	6.63%
Up Mount International Limited (Note 3) 上昇國際有限公司 (附註3)	Beneficial owner 實益擁有人	49,517,872 (L)	16.42%
Ms. Zhang Min (Note 4) 張敏女士 (附註4)	Interest of spouse 配偶權益	49,517,872 (L)	16.42%

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Name	Capacity/Nature of interest	Number of Shares held	Approximate percentage of issued Shares
名稱／姓名	身份／權益性質	所持股份數目	佔已發行股份概約百分比
		(Note 1) (附註1)	(Note 6) (附註6)
Bon Voyage Development Limited (Note 5) 順途發展有限公司 (附註5)	Beneficial owner 實益擁有人	40,000,000 (L)	13.26%
Mr. Yu Xinxin 于昕鑫先生	Beneficial owner 實益擁有人	25,760,000 (L)	8.54%
Mr. Yan Shaohua 晏紹華先生	Beneficial owner 實益擁有人	23,758,200 (L)	7.88%

Notes:

附註：

- | | |
|--|---|
| (1) The Letter "L" denotes long position in the Shares. | (1) 「L」代表股份的好倉。 |
| (2) Sky Source International Investments Limited ("Sky Source") is a company incorporated in the Samoa. It is beneficially owned by Mr. Li Jerry Y. (50%) and Mr. Zhu Minghui (50%), non-executive directors of the Company. Sky Source holds 49% of shareholding of Up Mount, a substantial shareholder of the Company. | (2) 天源國際有限公司為一家在薩摩亞註冊成立的公司，由本公司非執行董事李瑜鴻先生(50%)及朱明徽先生(50%)共同持有。天源擁有公司另一主要股東上昇的49%權益。 |
| (3) Up Mount International Limited ("Up Mount") is a company incorporated in the BVI, and is beneficially owned by Mr. Wang Guangyuan (51%), the chairman, an executive Director and the chief executive officer of the Company and Sky Source International Investments Limited (49%). | (3) 上昇國際有限公司(「上昇」)為一家於英屬處女群島註冊成立的公司，由本公司主席、執行董事兼行政總裁王光遠先生及天源國際投資有限公司分別擁有51%及49%。 |
| (4) Ms. Zhang Min is the spouse of Mr. Wang Guangyuan and is therefore deemed to be interested in all the Shares held by Mr. Wang Guangyuan (through Up Mount International Limited) by virtue of the SFO. | (4) 根據證券及期貨條例，張敏女士由於是王光遠先生的配偶，因此被視為於王光遠先生(透過上昇國際有限公司)持有的所有股份中擁有權益。 |
| (5) Bon Voyage Development Limited is a company incorporated in the BVI. | (5) 順途發展有限公司為一家於英屬處女群島註冊成立的公司。 |
| (6) The percentage of shareholding is calculated on the basis of 301,561,800 Shares in issue as at 31 December 2023. | (6) 股權百分比乃按照於二零二三年十二月三十一日已發行301,561,800股股份的基準計算。 |

DIRECTORS' REPORT

董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as the options granted under the Company's share option scheme(s) disclosed above, at no time during the Year was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

RETIREMENT BENEFITS SCHEMES

The Group operates a Mandatory Provident Fund scheme under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for its qualifying employees in Hong Kong and state-managed retirement benefit schemes operated by the government of the People's Republic of China for the employees of the Company's subsidiaries established in the People's Republic of China. As at 31 December 2023, there was no forfeited contribution receivable for reduction of future contribution (2022: Nil).

INTERESTS IN CONTRACTS

No transaction, arrangement or contract of significance in relation to the business of the Group or the provision of services to the Group to which any controlling shareholder of the Company or any of its subsidiaries was a party, or in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the Year and up to the date of the Annual Report, no Directors were considered to have interests in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

董事購買股份或債券的權利

除上文披露根據本公司購股權計劃授出的購股權外，年度內任何時間，本公司或其任何附屬公司概無訂立任何安排，讓董事能夠通過收購本公司或任何其他法團的股份或債券而獲益。

退休福利計劃

本集團根據香港法例第485章強制性公積金計劃條例為其香港合資格僱員進行強制性公積金計劃及為於中華人民共和國成立之本公司之附屬公司之僱員提供中華人民共和國政府運營之國家退休福利計劃。於二零二三年十二月三十一日，概無已沒收應收供款可用於扣減未來供款（二零二二年：無）。

於合約的權益

本公司或其任何附屬公司的任何控股股東於年度結束時或年度內任何時間，概無訂立有關本集團的業務或向本集團提供服務且董事或與董事有關之實體直接或間接擁有重大權益的重大交易、安排或合約。

董事於競爭性業務的權益

年度內及直至本年報日期，概無董事被認為於與本集團的業務直接或間接形成競爭或可能形成競爭的業務中擁有權益。

DIRECTORS' REPORT

董事會報告

REMUNERATION POLICY, EMPLOYMENT BENEFITS AND SHARE OPTION SCHEME

Quality and dedicated staff are our most important assets and are indispensable to our success in the competitive market. As part of our corporate culture, we strive to ensure a strong team spirit among our employees for them to contribute towards our corporate objectives. In achieving the goal, we offer competitive remuneration packages commensurate with the industry level and provide various fringe benefits, including trainings, medical, insurance coverage as well as retirement benefits to the employees in Hong Kong and in China. The Company has also adopted share option scheme with the primary purpose of motivating employees of the Group to optimize their contributions to the Group and to reward them for their performance and dedications. Employees are encouraged to enroll in external professional and technical seminars, and other training programs and courses to update their technical knowledge and skills, enhance their market awareness and improve their business acumen. The Group reviews its human resources and remuneration policies periodically with reference to local legislation, market conditions, industry practice and assessment of the performance of the Group and individual employees (including Directors).

As at 31 December 2023, the Group employed a work force of 249 (excluding Directors) in Hong Kong and in China (2022: a work force of 263). The total salaries and related costs (including the Directors' fee) for the Year amounted to approximately RMB17,980,000 (2022: RMB18,059,000).

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, sales to the Group's five largest customers and purchases from the Group's five largest suppliers accounted for around 14.4% and 60.9% of the total sales and purchases of the Group respectively. The Group's largest customer and supplier accounted for around 3.0% and 40.6% of the total sales and purchases of the Group for the Year respectively. For the year ended 31 December 2023, none of the Directors or any of their close associates or any shareholders of the Company which, to the best knowledge of the Directors, owned more than 5% of the Company's issued share capital, had any beneficial interest in the Group's five largest customers and suppliers.

薪酬政策、僱員福利及購股權計劃

優秀和熱誠的員工是我們最重要的資產，是我們在競爭激烈的市場上取得成功所不可或缺的。作為本公司企業文化的一部分，我們致力確保僱員之間有強大的團隊精神，共同為企業目標努力。為了達到這個目的，我們向香港和中國僱員提供與行內水平相稱且具競爭力的薪酬待遇，並提供多項額外福利，包括培訓、醫療、保險以及退休福利。本公司亦採納購股權計劃，主要目的是激勵本集團僱員為本集團作出更大貢獻，並且就彼等的表現和努力給予獎勵。我們鼓勵僱員參加外界的專業和技術研討會，以及其他培訓計劃和課程，以更新彼等的技術知識和技能、提升彼等的市場觸覺和改善彼等對業務的敏銳度。本集團會參考地方法例、市況、行業慣例及對本集團和個別僱員（包括董事）的表現評核，定期檢討其人力資源和薪酬政策。

於二零二三年十二月三十一日，本集團在香港和中國的員工總數為249名（不包括董事）（二零二二年：263名員工）。年度內之總薪金和相關成本（包括董事袍金）約為人民幣17,980,000元（二零二二年：人民幣18,059,000元）。

主要客戶及供應商

年度內，來自本集團五大客戶的銷售額及五大供應商的採購額分別佔本集團總銷售額及總採購額約14.4%及60.9%。本集團的最大客戶及供應商分別佔年度內本集團總銷售額及總採購額約3.0%及40.6%。截至二零二三年十二月三十一日止年度，本公司董事或彼等的任何緊密聯繫人或任何股東（就董事所深知擁有本公司已發行股本超過5%者）概無於本集團五大客戶及供應商中擁有任何實益權益。

DIRECTORS' REPORT

董事會報告

AUDIT COMMITTEE

The Board has established its audit committee (the “Audit Committee”) which comprises all the independent non-executive Directors (namely, Dr. Cheng Vincent, Mr. Lai Chi Keung, Albert, and Mr. Yang Qiang).

The Audit Committee had reviewed the accounting principles, accounting standards and methods adopted by the Company together with the management, discussed the matters concerning the Group’s risk management and internal controls systems, as well as reviewed the Group’s audited annual results for the Year.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company had maintained the prescribed public float as required under the Listing Rules during the Year and up to the date of the Annual Report.

DIRECTORS' INDEMNITIES

Pursuant to the Company’s bye-laws, every Director, secretary and other officers of the Company shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses or other liabilities (to the extent allowed by the Companies Act 1981 of Bermuda (as amended)) which they or any of them may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duties in respect of their respective offices or otherwise in relation thereto. The Company has arranged appropriate directors’ and officers’ liability insurance coverage to indemnify the Directors and officers of the Group, and such indemnity was in force during the year ended 31 December 2023 and remain effective as at the date of the Annual Report.

審核委員會

董事會已成立審核委員會（「審核委員會」）。審核委員會由全部獨立非執行董事（即鄭嘉福博士、黎志強先生及楊強先生）組成。

審核委員會已與管理層一同審閱本公司採納的會計原則、會計準則及方法，討論與本集團風險管理及內部監控系統相關的事宜，以及審閱本集團年度內的經審核全年業績。

公眾持股量充足水平

根據可供本公司公開查詢的資料及就董事所深知，本公司於年度內及直至本年報日期已維持上市規則規定的公眾持股量。

董事的彌償保證

根據本公司的公司細則，本公司之每位董事、秘書及其他高級職員因執行其各自職務或與之有關的事宜中的職責時因任何作為、同意或遺漏而可能招致或蒙受的一切訴訟、成本、費用、損失或其他負債（以百慕達一九八一年公司法（經修訂）准許者為限），應獲得以本公司資產作出的彌償保證及保障彼等免受傷害；本公司已為董事及高級職員投購適合的責任保險，以對本集團董事及高級職員作出彌償保證，有關彌償保證於截至二零二三年十二月三十一日止年度內有效及於本年報日期仍然生效。

DIRECTORS' REPORT

董事會報告

ENVIRONMENTAL PROTECTION AND LEGAL COMPLIANCE

The Company is committed to protecting the environment where it operates and ensuring that it complies with the environmental protection standards applicable to the Group and its business operation from time to time.

During the Year and to the best of our Directors' knowledge, the Group had obtained the required permits and environmental approvals for its business and production facilities, and had complied with such laws, rules and regulations that have a significant impact on the Group, its business and operations.

Please refer to the Environmental, Social and Governance Report contained in the Annual Report for further information on the work done and efforts made by the Company on environmental protection, legal compliance and other aspects for the sustainable growth and development of the business of the Group.

RELATIONSHIPS WITH BUSINESS PARTNERS AND CUSTOMERS

We value our relationships, and have been maintaining good relationships, with our business partners (including farmers, suppliers and distributors), customers and the employees of the Group. We believe that building long-term beneficial relationships with each of them is of paramount importance to establish mutual trust, loyalty and business development, and on which the Company's success and sustainability depend.

AUDITOR PROPOSED RE-APPOINTMENT OF AUDITOR

ZHONGHUI ANDA CPA Limited, the existing auditor of the Company, will retire at the forthcoming annual general meeting (the "AGM") of the Company and, being eligible, offer itself for re-appointment at the AGM. A resolution for the re-appointment of the auditor of the Company will be proposed at the AGM.

環境保護及法律合規

本公司致力於保護其經營所在環境，並確保不時遵守本集團及其業務經營適用之環保標準。

於年度內且就董事所知，本集團已就其業務及生產設施取得所要求的許可證及環境審批，且已遵守該等對本集團、其業務及經營具有重大影響的有關法律、法規及條例。

有關本公司於環境保護、法律合規及在有助於本集團業務之可持續增長及發展的其他方面所完成的工作及作出的努力之進一步資料，請參閱本年報所載之環境、社會及管治報告。

與業務合作夥伴及顧客的關係

我們重視且一直與我們的業務合作夥伴（包括農戶、供應商及經銷商）、顧客及本集團僱員保持良好關係。我們相信與彼等建立長期的利益關係是建立相互信任、忠誠及業務發展的重中之重，也是本公司成功及可持續發展的依賴。

核數師 提呈重新委任核數師

本公司現任核數師中匯安達會計師事務所有限公司將於本公司應屆股東週年大會（「股東週年大會」）退任，並符合資格於股東週年大會接受重新委任。有關重新委任本公司核數師之決議案將於股東週年大會上提呈。

DIRECTORS' REPORT

董事會報告

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from on the date of holding the annual general meeting (the "AGM") and three business days before holding the AGM (both days inclusive) for the purpose of determining shareholders who are entitled to attend and vote at the AGM. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates should be lodged for registration with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited by 4:30 p.m. on the fourth business day before the AGM.

ON BEHALF OF THE BOARD

Wang Guangyuan

Chairman and Executive Director

Hong Kong

28 March 2024

暫停辦理股份過戶登記

本公司將於舉行股東週年大會（「股東週年大會」）的當日及舉行股東週年大會前三個營業日（包括首尾兩天）暫停辦理股份過戶登記，以確定有權出席股東週年大會並於會上投票的股東。為符合資格出席股東週年大會並於會上投票，所有股份過戶文件連同有關股票應於股東週年大會前第四個營業日的下午四時三十分前遞交至本公司之香港股份過戶登記分處卓佳證券登記有限公司，以便進行登記。

代表董事會

王光遠

主席兼執行董事

香港

二零二四年三月二十八日

CORPORATE GOVERNANCE REPORT

企業管治報告

The board of directors (the “Directors” or the “Board”) of the Company (together with its subsidiaries, the “Group”) formulates and reviews the Group’s policies and practices on corporate governance to keep their effectiveness from time to time in order to meet the rising expectations of shareholders, to comply with the increasingly stringent regulatory requirements, and to fulfill its commitment to excel in corporate governance. The Board is committed to maintaining a good standard of corporate governance practices and business ethics in the firm belief that they are essential for maintaining and promoting investors’ confidence and maximizing shareholders’ returns.

The principles in the Corporate Governance Code (the “CG Code”) set out in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) have been followed by the Company to shape its corporate governance structure. The CG Code sets out two levels of corporate governance practices namely, “code provisions” that a listed company is to comply with or explain its decision if there is any deviation from the code provisions, and “recommended best practices” that a listed company is encouraged to comply with but need not explain if it does not.

The Company had complied with the code provisions as set out in the CG Code during the year ended 31 December 2023 (the “Year”), save for the following:

CODE PROVISION A.2.1

Pursuant to code provision A.2.1 of the CG Code, the responsibilities between the chairman and the chief executive officer (the “CEO”) should be segregated and should not be performed by the same individual. However, the Company does not have a separate chairman and CEO and Mr. Wang Guangyuan currently performs these two roles. Mr. Wang is responsible for the overall business strategy and development and management of the Group. The Board considers that Mr. Wang, by serving as the chairman of the Board and the CEO of the Company, is able to lead the Board in major business decision making for the Group and enables the Board’s decision to be effectively made, which is beneficial to the management and the development of the Group’s business. Therefore, Mr. Wang assumes the dual roles of being the chairman of the Board and the CEO of the Company notwithstanding the aforementioned deviation.

為了達到股東對企業管治水平不斷提高的期望、符合日趨嚴謹的法規要求，以及實踐董事會對堅守優越企業管治的承諾，本公司（連同其附屬公司統稱「本集團」）董事會（「董事」或「董事會」）不時制訂及檢討本集團的企業管治政策及常規，以保持其有效性。董事會承諾致力維持良好的企業管治常規及商業道德標準，並堅信此舉對於維繫和提高投資者信心以及盡量提高股東回報至關重要。

本公司已遵照香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載企業管治守則（「企業管治守則」）的原則制定其企業管治架構。企業管治守則訂明兩個層次的企業管治常規，即上市公司必須遵守或對其偏離守則條文的決定作出解釋的「守則條文」，以及鼓勵上市公司加以遵守但毋需解釋未遵守情況的「建議最佳常規」。

本公司於截至二零二三年十二月三十一日止年度（「年度」）已遵守企業管治守則所載守則條文，惟下文所述者除外：

守則條文第A.2.1條

根據企業管治守則守則條文第A.2.1條，主席與行政總裁（「行政總裁」）的職責應分開，不應由同一人士出任。然而，本公司並沒有單獨的主席和行政總裁，而是由王光遠先生同時出任這兩個職務。王先生負責整體業務策略及本集團發展和管理。董事會認為，王先生擔任本公司董事會主席兼行政總裁可領導董事會為本集團作出主要業務決策，並且讓董事會有效作出決策，從而有利於本集團業務的管理及發展。因此，儘管有上述的偏離，王先生仍出任本公司董事會主席兼行政總裁雙重角色。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS AND MANAGEMENT FUNCTIONS

The Board is responsible for providing effective and responsible leadership for the Group. The Directors, both individually and collectively, must act in good faith in the best interests of the Group and the shareholders of the Company. The Board is responsible for formulating the Group's overall objectives and strategies, monitoring and evaluating its operations, financial performance, compliance controls and reviewing the corporate governance standard of the Group. It also decides (after considering the recommendations from time to time from various committees established by the Board) on matters such as annual and interim results, major transactions, appointment or re-appointment of Directors, and dividend and accounting policies. The profiles of the Directors are set out in this report.

Senior management is delegated with the responsibility for the execution of the business plans and strategies adopted by the Board, assisting the Board in the preparation of the financial statements for approval by the Board, the implementation of adequate procedures as put forward by the Board and/or the committees established by the Board regarding, among others, internal control and risk management and reporting regularly to and seeking approval from the Board on important matters from time to time.

The Directors acknowledge that, notwithstanding the delegation, it is the responsibility of the Board for preparing the financial statements, which give a true and fair view of the financial results of the Group.

The Board is responsible for performing the corporate governance functions of the Company, which are set out in the written terms of reference. The Board had, among others, reviewed the Company's policies and practices on corporate governance and their effectiveness, reviewed the Group's compliance with the applicable laws, rules and regulations, reviewed and monitored the training and continuous professional development of directors and senior management of the Group and reviewed this corporate governance report in the discharge of its corporate governance functions and to ensure compliance with the Listing Rules.

董事會及管理層職能

董事會負責向本集團提供有效及盡責的領導。各董事必須個別及共同真誠地以本集團及本公司股東的最佳利益為前提行事。董事會負責制定本集團的整體目標及策略，監督並評估其營運、財務表現及合規監控，並檢討本集團的企業管治標準。董事會（經不時考慮董事會所成立多個委員會的推薦建議後）亦須就其他事宜作出決定，例如年度及中期業績、重大交易、董事委任或重新委任，以及股息及會計政策。本報告已載董事的履歷。

高級管理層獲授以權責執行由董事會所採納的業務計劃和策略、協助董事會編製財務報表以供董事會批准、實施由董事會及／或董事會所成立委員會就（其中包括）內部監控及風險管理提出的妥善程序並定期向董事會匯報，以及不時就重大事宜尋求董事會的批准。

董事確認，無論相關權責如何規定，董事會亦有責任編製為本集團的財務業績提供真實和公平意見的財務報表。

董事會根據書面職權範圍負責履行本公司企業管治的職能。董事會已（其中包括）審閱本公司之企業管治政策及常規及其效能、審閱本集團遵守適用法律、法規及規例情況、審閱及監督本集團董事及高級管理層培訓及持續專業發展以及審閱此份企業管治報告，以履行其企業管治的職能及確保遵從上市規則。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board has delegated various responsibilities to certain Board committees including the Audit Committee, the Remuneration Committee and the Nomination Committee (collectively, the “Board Committees”).

Our Board comprises 3 executive Directors, 2 non-executive Directors and 3 independent non-executive Directors. During the Year, the Board had meetings regularly to discuss the overall strategy, the operational and financial performance and the corporate governance of the Group. The attendance record of each of the Directors is tabulated as follows:

董事會已將各職責分派予若干董事委員會，包括審核委員會、薪酬委員會和提名委員會（統稱「董事委員會」）。

我們的董事會由三名執行董事、兩名非執行董事和三名獨立非執行董事組成。年度內，董事會定期會舉行會議以討論本集團整體方針、營運和財務表現以及企業管治。各董事出席會議的記錄載於下表：

Name	姓名	Annual general meeting held on 16 June 2023 於二零二三年六月十六日舉行的股東週年大會	Number of board meetings attended/held during the Year 年度內出席／舉行的董事會會議次數
Number of meeting(s)	會議次數	1	11
Executive Directors	執行董事		
Mr. Wang Guangyuan (Chairman and CEO)	王光遠先生 (主席兼行政總裁)	1/1	11/11
Mr. Zhang Hebin	張和彬先生	1/1	11/11
Ms. Wang Lijun	王麗君女士	1/1	11/11
Non-executive Directors	非執行董事		
Mr. Li Jerry Y.	李瑜鴻先生	0/1	10/11
Mr. Zhu Minghui	朱明徽先生	0/1	10/11
Independent Non-executive Directors	獨立非執行董事		
Dr. Cheng Vincent	鄭嘉福博士	1/1	11/11
Mr. Lai Chi Keung, Albert	黎志強先生	1/1	11/11
Mr. Yang Qiang	楊強先生	0/1	10/11

CORPORATE GOVERNANCE REPORT

企業管治報告

Save for the sibling relationship between Mr. Wang Guangyuan and Ms. Wang Lijun, the Board members have no financial, business, family or other relationships with each other. Each of the independent non-executive Directors has provided a written annual confirmation of his independence, and the Board is satisfied that his independence met the independence criteria set out in Rule 3.13 of the Listing Rules up to the date of this report.

Since the listing of its shares on the Main Board of the Stock Exchange on 19 November 2009, the Company has adopted the practice of holding board meetings regularly for at least four times a year at approximately quarterly intervals. Ad-hoc meetings will also be convened if necessary to discuss the overall strategy as well as financial performance of the Group. Notice of board meeting will be sent to all Directors at least 14 days prior to a regular board meeting. Reasonable notice will be given to the Directors for ad-hoc board meetings. Directors may participate either in person or through electronic means of communication.

The Company has adopted the practice to provide relevant materials to all Directors relating to the matters brought before the meetings. All the Directors will be provided with sufficient resources to discharge their duties, and, upon reasonable request, the Directors will be able to seek independent professional advice in appropriate circumstances, at the Company's expenses. Each of the Directors will have the opportunity and is encouraged to include matters which he/she deems appropriate in the agenda for Board meetings.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the executive Directors has entered into a service contract with the Company for a specific term of three years, and is renewable automatically thereafter for successive terms of one year subject to termination in accordance with the provisions of the service contract or by either party giving the other not less than three months' prior written notice.

除了王光遠先生與王麗君女士有兄妹關係外，董事會成員間並無任何財務、業務、家族或其他關係。各獨立非執行董事已提供獨立性的書面年度確認，且董事會信納其獨立性於直至本報告日期符合上市規則第3.13條所載的獨立性標準。

自本公司股份於二零零九年十一月十九日在聯交所主板上市以來，本公司慣常每年定期舉行最少四次董事會會議，大約每季舉行一次。必要時亦會召開臨時會議，商討本集團的整體策略以及財務表現。全體董事將於舉行定期董事會會議前最少14天獲發董事會會議通告。臨時董事會會議通告須於合理時間內向董事發出。董事可選擇親身或以電子通訊的方式出席會議。

本公司已按常規於會議前向所有董事提供有關會上討論事項的資料。所有董事將獲提供充分的資源以履行其職責，並在合理的要求下，可在合適情況下尋求獨立專業意見，費用由本公司承擔。各董事均有機會而本公司亦鼓勵各董事將其認為適當的事宜納入董事會會議的議程。

委任及重選董事

各執行董事均已與本公司訂立服務合約，特定任期為三年，其後自動重續延期一年。任何一方可根據服務合約的條文向對方發出不少於三個月的事先書面通知，以終止有關合約。

CORPORATE GOVERNANCE REPORT

企業管治報告

Each of the independent non-executive Directors has entered into a service contract with the Company for a specific term of two years, which is renewable automatically for successive terms of one year each commencing from the date next after the expiry of the then current term of his appointment and is subject to termination in accordance with the provisions of the service contract or by either party giving the other not less than one month's prior written notice.

In accordance with the Company's bye-laws, each year, one-third of the Directors (including executive Directors and independent non-executive Directors) for the time being will retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years at the general meeting of the Company.

BOARD COMMITTEES

As an integral part of good corporate governance practices, the Board established the Board Committees to oversee particular aspects of the Group's affairs. The Board Committees are governed by the respective written terms of reference approved by the Board.

AUDIT COMMITTEE

The Audit Committee has been established by the Board with clear written terms of reference in compliance with the CG Code, which clearly define the role, authority and function of the Audit Committee and are available on both the websites of the Stock Exchange and the Company.

During the Year, the members of the Audit Committee were Dr. Cheng Vincent (Chairman of the Audit Committee), Mr. Lai Chi Keung, Albert and Mr. Yang Qiang, who were all independent non-executive Directors. The Chairman of the Audit Committee has the appropriate professional qualification as required under Rule 3.10(2) of the Listing Rules.

各獨立非執行董事均已與本公司訂立特定任期為兩年的服務合約，並可自各自當時任期屆滿後下一日起自動重續一年。任何一方可根據服務合約的條文向對方發出不少於一個月的事先書面通知，以終止有關合約。

根據本公司的公司細則，每年當時三分之一的董事（包括執行董事和獨立非執行董事）將輪席告退，而各董事須至少每三年在本公司股東大會上輪席告退一次。

董事委員會

作為良好的企業管治常規的重要一環，董事會設立了董事委員會，以監察本集團不同方面的事務。董事委員會受董事會批准的各書面職權範圍所規管。

審核委員會

董事會已成立審核委員會，並根據企業管治守則設定清晰的書面職權範圍，當中明確訂明審核委員會的作用、權限及職能。有關職權範圍可於聯交所及本公司網站查閱。

年度內，審核委員會的成員包括鄭嘉福博士（審核委員會主席）、黎志強先生及楊強先生，彼等均為獨立非執行董事。審核委員會主席具備上市規則第3.10(2)條規定的適當專業資格。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Audit Committee is primarily responsible for the review and supervision of the financial reporting process and assessing the adequacy and effectiveness of the Company's financial controls, internal control and risk management systems. It is also responsible for making recommendations to the Board on the appointment and removal of external auditor. The Audit Committee had reviewed the accounting principles, accounting standards and methods adopted by the Company together with the management, discussed the matters concerning the Group's risk management and internal controls, adequacy of resources for performing the Group's accounting, financial reporting and internal audit functions, provided recommendation to the Board on the appointment or re-appointment of external auditor, as well as reviewed the Group's annual and interim results for the Year.

The Audit Committee was satisfied with the findings of its review of the engagement, effectiveness, independence and objectivity of the external auditor engaged by the Company.

Attendance of meetings

The Audit Committee held two meetings during the Year.

The attendance record of each Audit Committee member during the Year is set out below.

Directors	董事	No. of meetings attended/held 出席／舉行 會議次數	Attendance rate 出席率
Dr. Cheng Vincent (<i>Chairman</i>)	鄭嘉福博士 (主席)	4/4	100%
Mr. Lai Chi Keung, Albert	黎志強先生	4/4	100%
Mr. Yang Qiang	楊強先生	4/4	100%

REMUNERATION COMMITTEE

The Remuneration Committee has been established by the Board with clear written terms of reference in compliance with the CG Code, which clearly define the role, authority and function of the Remuneration Committee and are available on both the websites of the Stock Exchange and the Company.

審核委員會主要負責審閱及監督財務報告程序，並評估本公司的財務控制、內部監控及風險管理體制是否充足及有效。審核委員會亦負責就委聘及辭退外聘核數師向董事會作出推薦意見。審核委員會已經與管理層一同審閱本公司採納的會計原則、會計準則及方法，討論與本集團風險管理及內部監控、履行本集團會計、財務申報及內部審核職能的資源的充足性的相關事宜，就委任或續聘外聘核數師向董事會提供推薦建議，以及審閱本集團年度內的全年及中期業績。

審核委員會對其就本公司委聘的外聘核數師的委聘、有效性、獨立性及客觀性的審閱結果表示滿意。

出席會議

審核委員會年度內舉行了兩次會議。

年度內審核委員會各成員的出席記錄載列如下。

薪酬委員會

董事會已成立薪酬委員會，並根據企業管治守則設定清晰的書面職權範圍，當中明確訂明薪酬委員會的作用、權限及職能。有關職權範圍可於聯交所及本公司網站查閱。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the Year, the members of the Remuneration Committee were Dr. Cheng Vincent (Chairman of the Remuneration Committee), Mr. Lai Chi Keung, Albert and Mr. Yang Qiang, who were all independent non-executive Directors.

The primary duties of the Remuneration Committee include, but not limited to, making recommendations to the Board on the overall remuneration policy and structure, as well as the remuneration packages, relating to all the Directors and senior management of our Group; reviewing their remuneration packages with reference to corporate goals and objectives of the Company so as to attain such levels as is sufficient to attract, retain and incentivise them to make positive contribution to the long-term development of the Group, and ensuring that none of the Directors determine his/her own remuneration. During the Year, the works performed by the Remuneration Committee mainly comprised assessing the performance of the Directors and senior management of the Group, reviewing the terms of the service agreements governing the appointment of the Directors and senior management of the Group and recommending to the Board their remuneration packages.

Details of the remuneration paid to members of senior management of the Group (inclusive of executive Directors) by band for the year ended 31 December 2023 are set out below:

Remuneration band	薪酬範圍	Number of senior management 高級管理層人數
Below HK\$1,000,000	1,000,000港元以下	7
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1

Further particulars of the remuneration of the Directors (both executive and independent non-executive Directors) for the Year are set out in note 13 to the consolidated financial statements for the Year.

Attendance of meetings

The Remuneration Committee held two meetings during the Year.

年度內，薪酬委員會的成員包括鄭嘉福博士（薪酬委員會主席）、黎志強先生及楊強先生，彼等均為獨立非執行董事。

薪酬委員會的主要職責包括但不限於就本集團全體董事及高級管理層人員的整體薪酬政策及架構以及薪酬待遇向董事會作出推薦意見；參照本公司的企業宗旨及目標檢討彼等的薪酬待遇，以達到足夠吸引、挽留及激勵彼等對本集團的長期發展作出貢獻的水平；及確保董事概無釐定其本身薪酬。年度內，薪酬委員會履行的工作主要包括評價董事及本集團高級管理層的工作表現、檢討委任董事及本集團高級管理層的服務協議的條款，以及向董事會建議彼等的薪酬待遇。

截至二零二三年十二月三十一日止年度支付予本集團高級管理層人員（包括執行董事）的薪酬詳情按範圍載列如下：

年度董事（為執行及獨立非執行董事）薪酬的進一步詳情載於年度的綜合財務報表附註13。

出席會議

薪酬委員會年度內舉行了兩次會議。

CORPORATE GOVERNANCE REPORT

企業管治報告

The attendance record of each Remuneration Committee member during the Year is set out below.

年度內薪酬委員會各成員的出席記錄載列如下。

Directors	董事	No. of meetings attended/held 出席／舉行會議次數	Attendance rate 出席率
Dr. Cheng Vincent (<i>Chairman</i>)	鄭嘉福博士 (主席)	2/2	100%
Mr. Lai Chi Keung, Albert	黎志強先生	2/2	100%
Mr. Yang Qiang	楊強先生	2/2	100%

NOMINATION COMMITTEE

The Nomination Committee has been established by the Board with clear written terms of reference in compliance with the CG Code, which clearly define the role, authority and function of the Nomination Committee and are available on both the websites of the Stock Exchange and the Company.

During the Year, the members of the Nomination Committee were Mr. Lai Chi Keung, Albert (Chairman of the Nomination Committee and an independent non-executive Director), Mr. Wang Guangyuan (an executive Director) and Mr. Yang Qiang (an independent non-executive Director).

Diversity policy

The primary functions of the Nomination Committee include, but not limited to, making recommendations to the Board regarding candidates for directorship, either to fill vacancies or to appoint additional Directors to the Board, the structure, size and composition of the Board and succession planning for Directors. In considering the nomination of new Directors, the Nomination Committee will take into account the diversity policy of the Company, which has been in place since August 2013 and reviewed by the Nomination Committee from time to time. The diversity policy includes the consideration of various elements including gender, age, culture, qualification, ability, work experience, leadership and professional ethics of the candidates and against the objective criteria set out by the Board. These elements were recognised and were taken into account of in the composition of the existing diverse Board.

提名委員會

董事會已成立提名委員會，並根據企業管治守則設定清晰的書面職權範圍，當中明確訂明提名委員會的作用、權限及職能。有關職權範圍可於聯交所及本公司網站查閱。

年度內，提名委員會的成員包括黎志強先生（提名委員會主席兼獨立非執行董事）、王光遠先生（執行董事）和楊強先生（獨立非執行董事）。

多元化政策

提名委員會的主要職責包括但不限於就填補董事會董事空缺或委任額外董事的董事職務候選人、董事會的結構、規模及構成以及董事繼任計劃向董事會作出推薦意見。在考慮新董事的提名時，提名委員會將考慮本公司自二零一三年八月起施行並經提名委員會不時審閱的多元化政策。多元化政策包括考慮候選人的性別、年齡、文化、資歷、能力、工作經驗、領導才能和專業操守等各項元素，並參照董事會所訂明的客觀標準。於現有多元化的董事會的組成中，已確認及考慮該等元素。

CORPORATE GOVERNANCE REPORT

企業管治報告

Nomination policy and procedures

To ensure the composition of the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business, the Company has, with the recommendation of the Nomination Committee, adopted a formal, considered and transparent procedures for the selection, appointment and re-appointment of Directors. The criteria to be taken into account when considering the suitability of a candidate will be his or her ability to devote sufficient time and attention to the affairs of the Company and contribute to the diversity of the Board (based on the diversity policy adopted by the Company) as well as the effective carrying out of the responsibilities of the Board, in particular, the following:

- (a) bringing an independent judgment and make constructive recommendation on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conducts;
- (b) taking the lead where potential conflicts of interests arise;
- (c) serving on the Audit Committee, the Remuneration Committee, the Nomination Committee and/or other committee(s) as may be established by the Board from time to time, if invited;
- (d) devoting sufficient time to the Board and/or any Committee(s) on which he or she serves so as to allow them to benefit from his or her skills, expertise, and varied backgrounds and qualifications and diversity through attendance and participation in the Board and/or Committee meetings;
- (e) scrutinising the Company's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance;
- (f) ensuring the Committees on which he or she serves to perform their powers and functions conferred on them by the Board; and
- (g) conforming to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitutional documents of the Company or imposed by legislation or the Listing Rules, where appropriate.

提名政策及程序

為確保董事會成員均衡具備符合本公司業務要求之技能、經驗及多元觀點，本公司已在提名委員會推薦建議下，就董事的甄選、委任及續聘制定正式、經審慎考慮並具透明度的程序。用於考慮候選人是否符合資格的標準，應視乎候選人是否能投入足夠時間及精力以處理本公司事務，並（根據本公司採納之多元化政策）促進董事會成員多元化及董事會有效履行其職責，尤其是下文各項：

- (a) 能就策略、政策、表現、職責、資源、主要委任及操守準則等事項作出獨立判斷及有建設性之建議；
- (b) 於發生潛在利益衝突時發揮領導作用；
- (c) 服務於審核委員會、薪酬委員會、提名委員會及／或其他董事會不時成立之委員會（如獲邀請）；
- (d) 能分配足夠時間出席及參與董事會及／或任何其服務的委員會的會議，使彼等透過出席及參與董事會及／或委員會會議受惠於其技能、專長、各種背景及資格以及成員多元化；
- (e) 監察本公司在達致議定之企業宗旨及目標方面的表現及監督相關表現的申報情況；
- (f) 確保彼所服務的委員會履行董事會授予的權力及職能；及
- (g) 遵守董事會不時訂定，或本公司憲章文件不時所載，或法例或上市規則不時訂立的任何規定、指示及規例（如適用）。

CORPORATE GOVERNANCE REPORT

企業管治報告

If the candidate is proposed to be appointed or offers himself or herself to be re-appointed as an independent non-executive Director (INED), his or her independence shall be assessed in accordance with, among other things, the factors as set out in Rule 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time. Where applicable, the totality of the candidate's education, qualifications and experience shall also be evaluated to consider whether he or she has the appropriate professional qualifications or accounting or related financial management expertise for filling the office of an INED as required under Rule 3.10(2) of the Listing Rules.

Annual confirmation on independence is sought from each INED to re-assess his/her independence.

Prior to the issue of this report, the Nomination Committee, having reviewed the Board's structure, size and composition, nominated Mr. Wang Guangyuan (an executive Director), Dr. Cheng Vincent (an independent non-executive Director) and Mr. Lai Chi Keung (an independent non-executive Director) to the Board for it to consider and as appropriate, recommend to shareholders their re-election at the forthcoming annual general meeting of the Company. The nominations were made in accordance with the nomination policy and the diversity policy of the Company.

Attendance of meetings

The Nomination Committee held one meeting during the Year in which, among other things, the structure, size, composition and diversity of the Board, the nomination policy, the diversity policy and its implementation, the suitability of the Directors who stood for re-election by the shareholders at the last annual general meeting of the Company and the independence of the independent non-executive Directors were reviewed and its recommendations were put forward to the Board for consideration and approval.

The attendance record of each Nomination Committee member during the Year is set out below.

如建議委任候選人或候選人願意提請重新委任為獨立非執行董事，則須根據（其中包括）上市規則第3.13條（經聯交所可能不時作出修訂）所載的因素評估其獨立性。在適用情況下，亦須評估該候選人的學歷、資格及經驗等整體情況，以考慮彼是否具備上市規則第3.10(2)條所規定的合適的專業資格或會計或相關財務管理專長以擔任獨立非執行董事。

本公司乃向各位獨立非執行董事尋求年度獨立確認書，以重新評估其獨立性。

於刊發本報告前，提名委員會已審閱董事會架構、規模及組成，向董事會提名王光遠先生（執行董事）、鄭嘉福博士（獨立非執行董事）及黎志強先生（獨立非執行董事），以供考慮並於適當情況下，向股東推薦彼等於本公司應屆股東週年大會上膺選連任。該等提名乃根據本公司提名政策及多元化政策作出。

出席會議

提名委員會年度內舉行了一次會議，會上已審閱（其中包括）董事會的架構、規模、組成及多樣性、提名政策、多元化政策、執行情況及適宜性股東於本公司上屆股東週年大會重選董事及獨立非執行董事的獨立性，而其推薦建議已提呈董事會以供考慮和批准。

年度內提名委員會成員的出席記錄載列如下。

Directors	董事	No. of Meetings attended/held 出席／舉行 會議次數	Attendance Rate 出席率
Mr. Lai Chi Keung, Albert (<i>Chairman</i>)	黎志強先生 (主席)	1/1	100%
Mr. Wang Guangyuan	王光遠先生	1/1	100%
Mr. Yang Qiang	楊強先生	1/1	100%

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CONTINUOUS PROFESSIONAL DEVELOPMENT

The Company encourages its Directors to acquaint themselves with the general duties of directors as well as up-to-date knowledge so as to discharge their duties.

During the Year, the Directors were advised to attend director training webcast and other e-learning programs, which were readily accessible from the website of the Stock Exchange and other sources, and provided with materials covering legal, regulatory, corporate governance and/or other aspects (including but not limited to updates on the Listing Rules and guidance letters for listed issuers issued by the Stock Exchange) for reference/self-reading. The level of participation by each Director is briefly set out below:

Name of Directors	董事姓名
Mr. Wang Guangyuan	王光遠先生
Mr. Zhang Hebin	張和彬先生
Ms. Wang Lijun	王麗君女士
Mr. Li Jerry Y.	李瑜鴻先生
Mr. Zhu Minghui	朱明徽先生
Dr. Cheng Vincent	鄭嘉福博士
Mr. Lai Chi Keung, Albert	黎志強先生
Mr. Yang Qiang	楊強先生

The Company also encouraged all Directors to participate from time to time seminars, presentations and courses which they considered relevant at the costs of the Company so as to develop and refresh their knowledge and skills for better fulfillment of their duties as directors of a listed issuer.

持續專業發展

本公司鼓勵其董事了解董事的一般職責及最新知識，以履行其職責。

於年度內，本公司建議董事參加董事培訓網上直播及其他電子學習安排，該等計劃可隨時從聯交所網站及其他來源取得，並提供涵蓋法律、監管、企業管治及／或其他方面的資料（包括但不限於上市規則的更新資料及聯交所發行有關上市發行人的指引信）以供參考／自行閱讀。各董事的參與情況簡明載列如下：

Training matters 培訓事宜	
Attendance of director training webcast and e-learning programmes during the Year 年度內董事培訓 網上直播及 電子學習安排	Distribution of training materials to Directors for self-reading during the Year 年度內分發予 董事以供自主 閱讀的培訓資料
✓	✓
✓	✓
✓	✓
✓	✓
✓	✓
✓	✓
✓	✓
✓	✓

本公司亦鼓勵各董事不時參加彼等認為相關的研討會、發佈會及課程（費用由本公司支付），以發展及更新彼等的知識及技能，從而更好地履行彼等作為上市發行人董事的職責。

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COMPANY SECRETARY

The company secretary of the Company is the principal administrative officer of the Company and is responsible for (including) organizing meetings of the Directors and Shareholders of the Company and ensuring that all procedures for convening and conducting such meetings comply with the bye-laws of the Company and the laws, rules and regulations applicable to the Company. During the Year, the Company Secretary had conducted 15 hours of professional training to update and develop his/her knowledge and skills.

Ms. Chan Shuk Man, Lora has been appointed as the company secretary of the Company with effect from 22 January 2021.

DIVIDEND POLICY

As at 31 December 2019, the Company has in place a dividend policy. Under the dividend policy, the Company may distribute dividends by way of cash or by other means that the Board considers appropriate. Any proposed distribution of dividends is subject to the discretion of the Board and, where applicable, the approval of the Shareholders. The Board will consider various factors before declaring or recommending any payment of dividends which factors include the results of operation of the business of the Group, the retained earnings and distributable reserves of the Company and each of the members of the Group, the Group's actual and expected financial performance, the general business conditions and strategies, the Group's expected working capital requirements and future expansion plans, the general economic conditions and business cycle of the Group's business, the future prospects of the business of the Group, shareholders' interests, statutory and regulatory restrictions on the payment of dividend and other internal or external factors that the Board deems appropriate.

公司秘書

本公司公司秘書為本公司主要行政人員，負責（包括）組織本公司董事及股東會議，及確保召開及進行該等會議的所有程序均符合本公司公司細則及本公司適用的法律、規則及法規。年度內，公司秘書已進行15小時的專業培訓以更新及發展其知識和技能。

陳淑雯女士獲委任為本公司公司秘書，自二零二一年一月二十二日起生效。

股息政策

於二零一九年十二月三十一日，本集團已制定股息政策。根據股息政策，本公司可以現金或董事會為認為適當的其他方式分派股息。任何建議分派股息均須由董事會決定，並在適用情況下由股東批准。宣派或建議派付任何股息前，董事會將考慮多項因素，包括本集團的業務經營業績、本公司及本集團各成員公司的保留盈利及可分派儲備、本集團的實際及預期財務表現、總體業務狀況及策略、本集團的預期營運資金需求及未來擴張計劃、整體經濟狀況及本集團業務的業務週期、本集團業務未來前景、股東權益、派付股息的法定及監管限制以及董事會認為適當的其他內部或外部因素。

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RISK MANAGEMENT AND INTERNAL CONTROL

The Board, with the assistance of the Audit Committee, has overall responsibilities for maintaining good and effective risk management and internal controls of the Group. During the Year, the Board conducted an annual review of the effectiveness and adequacy of the Group's risk management and internal control systems, covering financial, operational, compliance control and risk management functions for the year ended 31 December 2023 after the end of such financial year. The Group's system of internal control includes the setting up of a management structure with limits of authority, and is designed to help the Group achieve its business objectives, protect its assets against unauthorized use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with relevant laws and regulations. The system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage rather than eliminate all risks of failure in the Group's operational systems and in the achievement of the Group's business objectives. After reviewing the Group's risk management and internal control systems, the Board considers that the systems are effective and adequate for the Group as a whole. The Board further considers that (i) there was no material issue relating to the Group's risk management and internal controls, including financial, operational and compliance controls and risk management functions of the Group; and (ii) that there were adequate staff with appropriate and adequate qualifications and experience, resources for accounting, internal audit and financial reporting functions, and adequate training programmes had been provided during the Year. The control and compliance department of the Company plays a major role in monitoring the risk management and internal controls of the Group and reports directly to the Audit Committee. It has full access to review all aspects of the Group's activities, risk management and internal controls. All types of audited reports are circulated to the Audit Committee and key management, which will follow up on any actions and measures taken to improve risk management and internal controls on the recommendations of the control and compliance department.

風險管理及內部監控

董事會在審核委員會的協助下對於維持本集團穩固有效的風險管理及內部監控承擔整體責任。年度內，董事會已對本集團截至二零二三年十二月三十一日止財政年度結束後的風險管理及內部監控系統於財務、營運、合規控制及風險管理職能方面的成效及充足性進行年度檢討。本集團的內部監控系統包括建立界定權限的管理架構，以協助本集團達致其商業目標、保護資產以防未經授權挪用或處理、確保存貯適當的會計記錄作為可靠的財務資料供內部使用或刊印發行，並確保符合相關法律及規例。該系統旨在合理地（但並非絕對地）保證並無重大失實陳述或損失，並管理（但並非完全消除）本集團營運系統失誤及未能實現業務目標的風險。於審查本集團的風險管理及內部監控系統後，董事會認為該等系統就本集團整體而言乃屬有效及充足。董事會進一步認為，年度內，(i) 本集團於財務、營運及合規控制以及風險管理職能方面概無出現任何重大本集團風險管理及內部監控事宜；及(ii) 本集團具合適資歷及經驗的員工人數以及會計、內部審核及財務申報職能部門的資源均屬充裕，且已獲提供足夠的培訓課程。本公司的控制及監察部在監督本集團風險管理及內部監控事宜上發揮重要作用，並直接向審核委員會匯報。該部門可全面審閱本集團各方面的事務、風險管理及內部監控事宜。所有經審核報告均會交由審核委員會及主要管理層傳閱，並由彼等跟進控制及監察部就有關推薦建議而採取的任何改善風險管理及內部監控的行動及措施。

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ACCOUNTABILITY AND AUDIT

The Directors are responsible for the preparation of accounts of each financial period, which give a true and fair view of the state of affairs of the Group and of the results and cash flow for that period. In preparing the accounts for the Year, the Directors had selected suitable accounting policies and had applied them consistently, adopted appropriate accounting standards which were pertinent to its operations and relevant to the financial statements, made judgments and estimates that were prudent and reasonable, and had prepared the accounts on a going concern basis. The statement of the auditor of the Company, ZHONGHUI ANDA CPA Limited, about their reporting responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditor's Report.

AUDITOR'S REMUNERATION

During the Year, the fees paid/payable to the auditor in respect of audit and non-audit services provided by the auditor of the Group were as follows:

		RMB'000 人民幣千元
Audit service	核數服務	1,370
Non-audit services	非核數服務	
– Agreed-upon procedure work on preliminary results announcement for the year ended 31 December 2023	– 就截至二零二三年十二月三十一日止年度的初步業績公告執行商定程序工作	20
		1,390

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as the code for securities transactions by Directors and relevant employees of the Group who, because of office or employment, are likely to be in possession of unpublished inside information in relation to the Group's securities. The Directors and such relevant employees are required to strictly follow the Model Code when dealing in the securities of the Company. The Directors and such relevant employees, after specific enquiries by the Company, confirmed their compliance with the required standards set out in the Model Code throughout the Year.

問責及審計

董事負責監督每個財務期間的賬目編製，使賬目能真實和公平地反映本集團於該期間的業務狀況、業績及現金流量。於編製年度的賬目時，董事已選擇適當的會計政策並貫徹應用，採納與本集團營運及財務報表有關的適當會計準則以及作出審慎合理的判斷和估計，並按持續經營基準編製賬目。本公司核數師中匯安達會計師事務所有限公司就彼等對申報本集團綜合財務報表的責任發表的聲明載於獨立核數師報告內。

核數師酬金

年度內，就本集團核數師提供的核數服務及非核數服務已付／應付的費用如下：

遵守證券交易的標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」），作為董事及本集團相關僱員（彼等因職位或委聘原因很可能擁有有關本集團證券之未公開內幕消息）進行證券交易的守則。董事及有關僱員於買賣本公司證券時須嚴格遵守標準守則。董事及有關僱員經本公司作出具體查詢後確認，彼等於整個年度內一直遵守標準守則所載之規定準則。

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CHANGES IN CONSTITUTIONAL DOCUMENTS

During the Year, there were no changes in the Company's constitutional documents.

SHAREHOLDERS' RIGHTS CONVENE A SPECIAL GENERAL MEETING (THE "SGM")

The following procedures are subject to the Company's by-laws, the Companies Act 1981 of Bermuda, as amended or supplemented from time to time (the "Companies Act") and applicable legislation and regulation.

1. 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 sent to the Company's registered office at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and the Company's principal office of business in Hong Kong at Unit no. 2910-11, 29/F, Prosperity Millennia Plaza, No. 663 King's Road, Quarry Bay, Hong Kong, for the attention of the Company Secretary of the Company (the "Company Secretary"), to require a SGM to be called by the Board for the transaction of any business specified in such requisition.
2. The written requisition must state the purposes of the general meeting, signed by the Shareholder(s) concerned and may consist of several documents in like form, each signed by one or more of those Shareholders.
3. If the requisition is in order, the Company Secretary will ask the Board to convene a SGM by serving sufficient notice in accordance with the statutory requirements to all the registered Shareholders. On the contrary, if the requisition is invalid, the Shareholders concerned will be advised of this outcome and accordingly, a SGM will not be convened as requested.

憲章文件的變動

年度內，本公司的憲章文件概無變動。

股東權利 召開股東特別大會（「股東特別大會」）

下列程序須受本公司的公司細則、百慕達一九八一年公司法（經不時修訂或補充）（「公司法」）及適用法律法規的制約。

1. 於遞交請求書當日持有附有權利可隨時在本公司的股東大會上投票的本公司繳足股本不少於十分之一的股東有權向本公司的註冊辦事處（地址為 Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda）及本公司香港主要營業地點（地址為香港鰂魚涌英皇道663號泓富產業千禧廣場29樓2910-11室）寄發呈予本公司的公司秘書（「公司秘書」）的書面請求，要求董事會召開股東特別大會以處理該請求所列明的任何事務。
2. 經有關股東簽署的書面請求必須載明召開股東大會的目的，及可包括同一格式的多份文檔，每份文檔均須一名或多名該等股東簽署。
3. 倘該項請求合理，公司秘書將要求董事會根據法定要求向全體登記股東發出足夠的通知，召開股東特別大會。反之，倘該項請求不合理，會將結果告知有關股東，且因此不會按要求召開股東特別大會。

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4. The notice period to be given to all the registered Shareholders for consideration of the proposal raised by the Shareholder(s) concerned at a SGM varies according to the nature of the proposal, as follows:
- at least twenty-one (21) clear days' and not less than ten (10) clear business days' notice in writing if the proposal constitutes a special resolution of the Company, which cannot be amended other than to a mere clerical amendment to correct a patent error; and
 - at least fourteen (14) clear days' and not less than ten (10) clear business days' notice in writing if the proposal constitutes an ordinary resolution of the Company.
4. 就考慮有關股東在股東特別大會上提出的提案而向全體登記股東發出的通知期限視乎提案的性質而各不相同，詳情如下：
- 倘該項提案構成本公司的特別決議案，發出至少二十一(21)個整日及不少於十(10)個整營業日的書面通知，且除了更正明顯錯處文書修訂外不得作任何修改；及
 - 倘該項提案構成本公司的普通決議案，發出至少十四(14)個整日及不少於十(10)個整營業日的書面通知。

PUT FORWARD PROPOSALS AT GENERAL MEETINGS

1. Sections 79 and 80 of the Companies Act allow certain Shareholder(s) to requisition the Company to move a resolution at an annual general meeting (the "AGM") of the Company or circulate a statement at any general meeting of the Company. Under section 79 of the Companies Act, at the expense of the requisitionists unless the Company otherwise resolves, it shall be the duty of the Company on the requisition in writing by such number of Shareholders:-
1. 公司法第79及80條准許若干股東請求本公司於本公司股東週年大會（「股東週年大會」）上動議一項決議案，或於任何本公司股東大會傳閱一項陳述書。根據公司法第79條，在請求者支付費用（除非本公司另有決定）的情況下，本公司須應有關股東的書面請求履行下列責任：-
- (a) to give to the Shareholders entitled to receive notice of the next AGM notice of any resolution which may properly be moved and is intended to be moved at that meeting;
 - (a) 向有權收取下屆股東週年大會通告的股東發出通告，通知其任何可能在該大會上正式動議及擬動議的決議案；
 - (b) to circulate to the Shareholders entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.
 - (b) 向有權收取任何股東大會通告的股東傳閱一份字數不多於一千字的陳述書，內容有關在該大會上任何擬提呈決議案內所提述的事宜，或將會處理的事務。

於股東大會提呈建議的程序

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|--|---|
| <p>2. The number of Shareholders necessary to make the above-mentioned requisitions to the Company shall be:–</p> <p>(i) either any number of Shareholders representing not less than one-twentieth of the total voting rights of all the Shareholders having at the date of the requisition a right to vote at the meeting to which the requisition relates; or</p> <p>(ii) not less than one hundred Shareholders.</p> | <p>2. 向本公司提出上述請求的所需股東人數應為：–</p> <p>(i) 股東人數不少於佔提出請求當日有權在與請求相關會議上進行表決的全體股東總投票權二十分之一；或</p> <p>(ii) 不少於一百名股東。</p> |
| <p>3. Notice of any such intended resolution shall be given, and any such statement shall be circulated, to Shareholders entitled to have notice of the meeting sent to them by serving a copy of the resolution or statement on each such Shareholder in any manner permitted for service of notice of the meeting, and notice of any such resolution shall be given to any other Shareholder by giving notice of the general effect of the resolution in any manner permitted for giving him notice of meeting of the Company, provided that the copy shall be served, or notice of the effect of the resolution shall be given, as the case may be, in the same manner and, so far as practicable, at the same time as notice of the meeting and, where it is not practicable for it to be served or given at that time, it shall be served or given as soon as practicable thereafter.</p> | <p>3. 任何此等擬提呈決議案的通告及任何此等陳述書，應以准許用於送達會議通告的方式，將該決議案或陳述書的副本向有權收取會議通告的股東發出或傳閱；至於向任何其他股東發出任何此等決議案的通告，則須以准許用於向該等任何其他股東發出本公司會議通告的方式，向其發出有關該決議案大意的通告，但通告副本的送達方式或有關該決議案大意的通告的發出方式（視屬何情況而定），須與會議通告發出的方式相同，而送達或發出的時間，亦須在切實可行情況下與會議通告發出的時間相同，如當時不能送達或發出，則須於隨後在切實可行情況下盡快送達或發出。</p> |
| <p>4. Section 80 of the Companies Act sets out the conditions to be met before the Company is bound to give any notice of resolution or to circulate any statement. Pursuant to section 80 of the Companies Act, the Company shall not be bound to give notice of any resolution or to circulate any statement as mentioned in paragraph 3 above unless:–</p> <p>(a) a copy of the requisition signed by the requisitionists, or two or more copies which between them contain the signatures of all the requisitionists, is deposited at the registered office of the Company:–</p> <p>(i) in the case of a requisition requiring notice of a resolution, not less than six weeks before the meeting; and</p> <p>(ii) in the case of any other requisition, not less than one week before the meeting; and</p> | <p>4. 公司法第80條載列必須達致若干條件，本公司方須發出任何決議案通告或傳閱任何陳述書。根據公司法第80條，除非出現下列情況，否則本公司毋須如上文第3段所述發出任何決議案的通告或傳閱任何陳述書：–</p> <p>(a) 一份由請求者簽署的請求書、或兩份或兩份以上載有全體請求者簽署的請求書，於下述時間遞交本公司註冊辦事處：–</p> <p>(i) 如屬要求發出決議案通告的請求書，在有關會議舉行前不少於六個星期；及</p> <p>(ii) 如屬任何其他請求書，在有關會議舉行前不少於一個星期；及</p> |

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- (b) there is deposited or tendered with the requisition a sum reasonably sufficient to meet the Company's expense in giving effect to the procedures in paragraph 1 above (i.e. the giving of notice of resolution and/or circulation of statement).

Provided that if, after a copy of the requisition requiring notice of a resolution has been deposited at the registered office of the Company, an AGM is called for a date six weeks or less after the copy has been deposited, the copy though not deposited within the abovementioned time shall be deemed to have been properly deposited for the purposes thereof.

PROPOSED A CANDIDATE FOR ELECTION AS A DIRECTOR AT AN ANNUAL GENERAL MEETING

The Company has an established procedures for shareholders of the Company to propose a person for election as a Director and the procedures are published at the Company's website at <http://www.tontine-wines.com.hk>.

The Company welcomes enquiries from its shareholders. The Board or designated senior management of the Company will review shareholders' enquiries on a regular basis. Specific enquiries and suggestions by shareholders can be sent in writing to the Board or the Company Secretary by e-mail (ttwinery@tontine-wines.com) or at the address of the Company's principal place of business in Hong Kong.

- (b) 有人隨附該請求書存放或交付一筆合理而足以支付本公司為實行上文第1段所述程序(如發出決議案通告及/或傳閱陳述書)的費用的款項。

但若要求發出決議案通告的請求書被遞交本公司註冊辦事處後，股東週年大會在遞交該請求書後六個星期或較短時間內某日召開，則該請求書雖然並非在本款所規定時間內遞交，但就本款而言，亦須當作已恰當遞交論。

於股東週年大會提名候選人參選董事

本公司已設立一套由本公司股東提名某位人士參選董事的程序，有關程序刊登於本公司網站 <http://www.tontine-wines.com.hk>。

本公司歡迎其股東提出查詢。董事會或本公司的指定高級管理人員將定期審閱股東的查詢。股東如有任何特別查詢及建議，可致函董事會或公司秘書，通過發送電郵 (ttwinery@tontine-wines.com) 或致函本公司在香港的主要營業地點。

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INVESTOR RELATIONS AND SHAREHOLDERS' COMMUNICATIONS

The Company endeavours to maintain a high level of transparency in communication with shareholders and investors in general. The various channels via which the Company communicates with its shareholders include interim and annual reports, circulars, notices, financial reports, information posted on the websites of the Stock Exchange and the Company, and general meetings. Shareholders are encouraged to attend the Company's general meetings where the Chairman of the Board and the chairman of each of the Board Committees (as appropriate) are invited to attend to answer questions. Notice of the annual general meeting of the Company and related papers are sent to shareholders of the Company at least 21 clear business days before the meeting and such notice is also made available on the Stock Exchange's website. Separate resolutions are proposed at the general meetings on each substantially separate issue. Poll results of the meeting will be posted on the website of the Stock Exchange on the day of the meeting. The financial and other information relating to the Group is disclosed on the Company's website, <http://www.tontine-wines.com.hk>.

In order to facilitate the communication with shareholders of the Company, the Group has maintained the Company's website as a channel to provide the latest information and to strengthen communication with its shareholder and the investing public. The Group's corporate correspondence and information will also be published on the website in a timely manner.

The above communication policy is reviewed by the Board from time to time to ensure its effectiveness.

投資者關係及與股東交流

本公司盡力維持高水平的透明度與股東和一般投資者交流。本公司與其股東交流的多種渠道包括中期及年度報告、通函、通告、財務報告、載於聯交所及本公司網站的資料以及股東大會。本公司鼓勵股東出席本公司股東大會，董事會主席及各董事會委員會主席（倘適用）會受邀出席並在會上回答提問。本公司會在股東週年大會舉行日期前至少21個整營業日，向本公司股東寄發大會通告和相關文件，有關通告亦可於聯交所網站瀏覽。在股東大會上，本公司會就各項重大的獨立事項提出個別的決議案。大會的投票表決結果將於大會日期刊登在聯交所網站。有關本集團的財務資料及其他資料亦會在本公司網站 (<http://www.tontine-wines.com.hk>) 內披露。

為了促進與本公司股東的溝通，本集團已設立本公司的網站作為渠道，以提供最新資料及加強與其股東及公眾投資人士的溝通。本集團的公司通訊方法及資料亦適時於網站刊發。

上述溝通政策會由董事會不時審閱以確保其有效性。

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ABOUT THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

This is the Environmental, Social and Governance ("ESG") Report (the "ESG Report" or "Report") issued by China Tontine Wines Group Limited and its subsidiaries (the "Group" or "We"), which details the sustainability policy implemented by the Group during the year ended 31 December 2023 (the "Year") and the Group's performance in social governance and corporate citizenship under the practice of the concept of sustainable development.

REPORTING SCOPE

This Report covers the overall performance in environmental and social aspects of the Group's core business in the People's Republic of China (the "PRC" or "China"), including the Hong Kong Special Administrative Region. Such scope is determined by reference to the significance of the business segments directly under the Group's operational control and their materiality to the ESG impact.

REPORTING FRAMEWORK

This Report has been prepared in accordance with the "Environmental, Social and Governance Reporting Guide" (the "Reporting Guide") contained in Appendix C2 to the Main Board Listing Rules issued by The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Report has been prepared applying the four reporting principles of materiality, quantitative, balance and consistency, and is in compliance with the "comply or explain" provisions and recommended disclosures in the Reporting Guide.

"Materiality": The ESG issues identified, the identification and engagement of stakeholders, and the criteria, process and results of materiality assessment have been disclosed in this Report as the basis for the preparation of this Report and addressed in this Report.

"Quantitative": The statistical standards, methods, assumptions and/or calculation tools used for reporting emissions/energy consumption, as well as the sources of conversion factors, have been disclosed in the definitions and/or explanatory notes in this Report.

關於環境、社會及管治報告

本報告乃中國通天酒業集團有限公司連同其附屬公司（統稱為「本集團」或「我們」）發表的環境、社會及管治（「ESG」）報告（「ESG報告」或「本報告」）。本報告詳述了本集團於截至二零二三年十二月三十一日止年度（「本年度」）內落實的可持續發展政策，以及在實踐可持續發展理念之下本集團於社會管治與履行企業公民責任方面的表現。

報告範圍

本報告涵蓋了本集團位於中華人民共和國（「中國」）包括香港特別行政區的核心業務於環境及社會層面的整體表現。其範圍是以直接運營控制下的業務分部之重要性和對ESG影響的重要性而釐定。

報告準則

本報告乃根據香港聯合交易所有限公司（「聯交所」）發佈《主板上市規則》附錄C2《環境、社會及管治報告指引》（「報告指引」）編製而成。本報告應用了重要性、量化、平衡及一致性四個匯報原則為編製基礎，並符合報告指引中「不遵守就解釋」條文及建議披露內容。

「重要性」： 本報告已披露所識別的ESG議題、利益相關者的識別及參與、及重要性評估的準則、過程及結果，作為編製本報告的基礎並透過本報告予以回應。

「量化」： 本報告中已在釋義中披露有關包括但不限於匯報排放量／能源耗用所用的統計標準、方法、假設及／或計算工具，以及轉換因素的來源。

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“Balance”: This Report provides an unbiased picture of the Group’s performance during the Year and avoids selections, omissions, or presentation formats that may inappropriately influence a decision or judgement by the reader.

「平衡」：本報告不偏不倚地呈報本集團本年度內的表現，避免可能會不恰當地影響讀者決策或判斷的選擇、遺漏或呈報格式。

“Consistency”: The Report follows a consistent approach to disclosure and there is no change in the way this Report has been prepared from last year. The Group’s statistical methodology remains the same as last year, and any changes are clearly explained in this Report to ensure the comparability of data.

「一致性」：本報告遵循一致性的披露方法，而本報告的編製方式與去年相比並無變動。本集團之數據統計方法則與去年無異，當中如有任何變更，將於本報告中清楚說明，以保證數據的類比性。

In the preparation of this Report, the Group has adopted the international standards and emission factors specified in the ESG guidance issued by the Stock Exchange for calculation of key performance indicators (“KPIs”)¹.

於編製本報告時，本集團已採納聯交所發佈的ESG指引材料所訂明的國際標準及排放系數，以計算關鍵績效指標¹。

STAKEHOLDER ENGAGEMENT

The Group has been working with our stakeholders to understand and focus on their needs through various channels, and to help us better understand our current level of development at the ESG aspects through feedback. This Report has been prepared with the participation of colleagues from various departments of the Group. The information we gathered not only summarizes the Group’s ESG-related efforts during the Year, but also provides us with a basis for formulating short-term and long term sustainability strategies.

利益相關者參與

本集團一直與利益相關者合作，希望透過多種渠道了解及關注其需要，並透過反饋協助我們更清楚本集團於目前在ESG層面的發展水平。本報告是由本集團各部門同事共同參與編寫，收集的數據不僅是本集團於本年度內開展ESG相關工作的總結，亦是我們制定短期和長期可持續發展策略的基礎。

INFORMATION AND FEEDBACK

For detailed information regarding the financial performance and corporate governance of the Group during the Year, please refer to the official website (<http://www.tontine-wines.com.hk>) and the annual report of the Group.

信息及回饋

有關本集團於本年度內之財務表現及企業管治詳情，請瀏覽本集團的官方網站及年報 (<http://www.tontine-wines.com.hk>)。

Your opinions will be highly valued by us. If you have any suggestions or feedback, please email us at ttwinery@tontine-wines.com or write to us at the principal business place of the Group in Hong Kong.

本集團十分重視閣下的意見，如閣下有任何建議或回應，歡迎以電郵形式發送至 ttwinery@tontine-wines.com 或致函本集團在香港的主要營業地點。

APPROVAL OF THE BOARD

This Report was approved by the board of directors (the “Board”) of the Company on 28 March 2024.

董事會批准

本公司董事會（「董事會」）已於二零二四年三月二十八日批准本報告。

¹ How to Prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs at https://www.hkex.com.hk/-/media/HKEX-Market/Listing/Rules-and-Guidance/Environmental-Social-and-Governance/Exchanges-guidance-materials-on-ESG/app2_envirokpis; Appendix 3: Reporting Guidance on Social KPIs at https://www.hkex.com.hk/-/media/hkex-market/listing/rules-and-guidance/environmental-social-and-governance/exchanges-guidance-materials-on-esg/app3_socialkpis 如何編備環境、社會及管治報告－附錄二：環境關鍵績效指標匯報指引，https://www.hkex.com.hk/-/media/hkex-market/listing/rules-and-guidance/environmental-social-and-governance/exchanges-guidance-materials-on-esg/app2_envirokpis_c；附錄三：社會關鍵績效指標匯報指引，https://www.hkex.com.hk/-/media/hkex-market/listing/rules-and-guidance/environmental-social-and-governance/exchanges-guidancematerials-on-esg/app3_socialkpis_c

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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ESG MANAGEMENT STATEMENT OF THE BOARD

As a responsible corporate citizen, the Group has been adhering to the concept of sustainable development and actively fulfilling its corporate social responsibility by incorporating environmental protection and environmental management into its business decisions. In addition, the Group has been focusing on maintaining closer ties with different stakeholders, listening to the voices of all parties, caring for and growing with its employees, and taking on more social responsibilities.

The Group has established a governance structure to enhance its ESG-related efforts. The Board has overall responsibility for the Group's ESG strategy and reporting, and has overall oversight of ESG-related risks and opportunities. The Board conducts a corporate risk assessment at least once a year to identify, assess and monitor ESG-related risks in the ordinary course of business. The Board is also responsible for formulating the Group's ESG-related management policies, strategies and objectives, regularly reviewing the objectives set by the Group and its performance regarding such objectives, mitigating ESG-related risks through the progress in achieving these objectives, and revising its strategies as appropriate. To implement the concept of sustainable development and effectively manage ESG issues, the Group has established an ESG working group to assist the Board in overseeing and promoting the implementation of various ESG strategies. The ESG working group is also responsible for assisting the Board in identifying and prioritising key issues in terms of their materiality, reporting to the Board regularly on the effectiveness of the ESG system and the performance of the Group in relation to environment and social KPIs, and preparing an annual ESG report.

Going forward, the Board will continue to oversee and refine the Group's sustainability initiatives and performance, with a view to creating long-term value for all stakeholders and the communities in which we operate.

環境、社會及管治的管理 董事會聲明

作為負責任的企業公民，本集團一直以來堅守可持續發展理念，積極履行企業社會責任，將環保及環境管理融入其商業決策。此外，本集團一直專注於與不同利益相關者保持更緊密的聯繫，聆聽各方的意見，關懷並與僱員一起成長，並承擔更多的社會責任。

本集團已建立管治架構以加強ESG相關的工作。董事會對本集團的ESG策略及匯報承擔整體責任，全面監督相關風險及機遇。董事會至少每年進行一次企業風險評估，以識別、評估和監控日常業務過程中的ESG相關風險。董事會亦負責制定本集團ESG相關管理方針、策略及目標，定期審視本集團所訂立之目標及該目標的表現，以目標表現減低ESG相關風險以及按實際情況修訂策略。為貫徹可持續發展理念並有效管理ESG事宜，本集團成立了ESG工作小組以協助董事會監督及推動各項ESG策略的實施。ESG工作小組亦負責協助董事會識別重要事宜並就其重要性排列優次，就ESG系統的有效性之本集團就環境及社會關鍵績效指標的表現定期向董事會匯報，及編製年度ESG報告。

未來，董事會會持續監管及完善本集團可持續發展的措施及表現，致力為所有利益相關者及業務所在的社區創造長遠價值。

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GOVERNANCE STRUCTURE

管治架構



STAKEHOLDER IDENTIFICATION AND COMMUNICATION

The Group is constantly aware of key issues of concern to its stakeholders in the course of its operations. Through comprehensive and transparent communication, the Group understands the expectations and needs of its stakeholders and continues to improve the Group's sustainable development strategies and plans based on the views of its stakeholders, so as to consolidate mutual trust and cooperative relationships to jointly realise its sustainable development plans, and create a future with the coexistence of sustainable economic growth, friendly environment and social development.

利益相關者識別與溝通

本集團在其營運過程中持續關注利益相關者所關注的主要事宜。本集團透過全面且透明的溝通以了解其利益相關者的期望及需要，並按其利益相關者的意見繼續改善本集團的可持續發展策略及計劃，從而鞏固彼此的互信及合作關係，共同實現其可持續發展計劃，創造可持續的經濟增長、友善的環境及與社會發展並存的未來。

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INFORMATION ON STAKEHOLDERS

利益相關者資訊

Stakeholders 利益相關者	Possible issues involved 可能涉及的議題	Communication and response 溝通與回應
Stock Exchange 聯交所	Compliance with the Listing Rules, publishing of announcements in a timely and accurate manner 遵守上市規則，及時準確作出公佈	Meetings, trainings, seminars, programmes, updating of website and announcements 會議、培訓、研討會、節目、網站更新和公告
Governments 政府	Compliance with laws and regulations, social welfare and prevention of tax evasion 遵守法律法規、社會福利和避免逃稅	Interactions and visits, government inspections, tax returns and other information 互動及視察、政府檢查、報稅表和其他資訊
Suppliers 供應商	Payment schedule, supply stability 付款時間表、供應穩定	On-site research 現場調查
Investors 投資者	Corporate governance system, business strategies and performance, investment return 企業管治體系、業務策略和表現、投資回報	Organization and participation of conferences, interviews, general meetings, provision of financial reports or business updates for investors, press and analysts 組織及參與研討會、訪談、股東大會、為投資者、媒體和分析師提供財務報告或業務報告
Media 媒體	Corporate governance, environmental protection and human rights 企業管治、環境保護和人權	Posting of communications on the Group's website 在本集團網站上發佈通訊
Customers 客戶	Quality of products/services, reasonable prices, value of services, labour protection and work safety 產品／服務品質、合理價格、服務價值、勞工保護和工作安全	Site visits and after-sale services 現場考察和售後服務
Employees 僱員	Rights and benefits, employee salaries, training and development, working hours and working environment 權益及福利、僱員薪酬、培訓及發展、工作時間和工作環境	Conducting team activities, training, interviews, issue of staff manual and internal memorandum 開展團隊活動、培訓、訪談、發佈員工手冊和內部備忘錄
Community 社區	Community environment, employment and community development and social welfare 社區環境、僱傭和社區發展和社會福利	Launching community events, employee volunteer activities and community welfare sponsorships and donations 開展社區活動、僱員志願者活動及社區福利贊助和捐贈

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MATERIALITY ASSESSMENT

In order to ensure that the key issues of concern to stakeholders are fully covered and addressed this Report, in addition to regular communication with stakeholders, the Group has drawn on a number of resources such as the issues covered in the previous year's ESG report, its internal policies, industry trends and the Materiality Map introduced by the Sustainability Accounting Standards Board ("SASB"), to identify issues that have potential and actual impact on the Group's sustainable development.

Based on the analysis, the Group considers that there have been no significant changes to the issues of materiality to stakeholder and that the prioritization of ESG issues remains consistent with the previous year, the results of which are as follows

重要性評估

為確保本報告已全面涵蓋及回應利益相關者關注的主要事宜，除了定期與利益相關者溝通外，本集團亦參考了上年度ESG報告所涵蓋的事宜、本集團內部政策、行業趨勢以及可持續發展會計準則委員會(Sustainability Accounting Standards Board)的重要性圖譜²等若干資源，以識別對本集團可持續發展具有潛在及實際影響的事宜。

經分析結果，本集團認為利益相關者的重要性議題沒有重大變化，ESG事項的優先順序與前一年保持一致，結果如下：



THE GROUP AND THE ENVIRONMENT

The grapes for the Group's production come from Ji'an, one of the major grape-producing regions in China, which is not only a demonstration zone for standardised green agriculture and a standardised production base for green food materials in China, but also one of the few regions worldwide cultivating the vitis amurensis variety of grapes. Over the years of development and enhancement, the production model of the Group has been gradually improved with our plants equipped with the whole set of professional production lines of cleaning, destemming, crushing and pressing. The Group's industrial park has been listed as a National 4A-level Scenic Area.

本集團與環境

本集團生產所需的葡萄來自中國主要葡萄產地之一的集安地區，那裏不僅是中國農業標準化綠色食品示範區和綠色食品原料標準化生產基地，更是世界少有可種植山葡萄的地區。經過多年的發展與改良，本集團的生產模式日趨完善，廠房已擁有整套清洗、除梗、破碎、壓榨專業生產線，本集團旗下的產業園更被國家列為4A級旅遊景區。

² SASB's Materiality Map, <https://materiality.sasb.org/>
可持續發展會計準則委員會的重要性圖譜，<https://materiality.sasb.org/>

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ENVIRONMENTAL PROTECTION AND LEGAL COMPLIANCE

The Group has been in compliance with local laws and regulations related to environmental protection in the PRC, including but not limited to the Law of the People's Republic of China on Prevention and Control of Water Pollution, the Law of the People's Republic of China on Prevention and Control of Atmospheric Pollution, the Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste, the Law of the People's Republic of China on the Promotion of Clean Production, and the Environmental Protection Law of the People's Republic of China.

The Group strictly complies with a series of national and local regulations in respect of environment protection in all business activities and production processes. During the Year, the Group obtained all the necessary local and national-level licenses, as well as a series of approval and authorization on discharge, including but not limited to national industrial product production permit, waste discharge permit, water intake permit, hygienic license, and a range of legal obligations and requirements related to corporate business and normal operation. Notwithstanding the above, the Group has formulated and required its staff to comply with the energy conservation policy and green measures so as to enhance their awareness of green practices.

During the Year, the Group complied with all the regulations related to environment protection and was not involved in any confirmed incidents of non-compliance relating to environment protection that had significant impact on the Group.

POLLUTANT DISCHARGE

Air Emissions

The Group's air emissions are mainly from flue gas produced during the operation of boilers and the use of company vehicles. The main pollutants of the flue gas are nitrogen oxides (NO_x), sulphur oxides (SO_x) and particulate matters (PM). After being filtered by equipment for desulfurization, denitrification and dust removal, the flue gas will be emitted through a high chimney, to ensure that the exhaust gas can meet emission standards. As the plants of the Group are located in the northeast and northern regions of China, there is a need for heating in winter. In order to minimize the emission of gases directly generated from the combustion of fuels, the Group operates its boilers in different ways according to the seasons, i.e. the gas supply equipment is operated independently in summer, and the heating system is operated in conjunction with the gas supply in winter. The dust and slag ash from chimney and dust removal equipment will be processed according to the waste recycling process disclosed in section headed "Waste Recycling and Giving Away" below. During the Year, Group's air emissions generated from the operation of its boilers registered a reduction, mainly due to a decline in production; whereas air emissions from use of motor vehicles increased significantly, mainly due to the increase in the use of motor vehicles as a result of the easing of the COVID-19 pandemic restrictions and the increase in the Group's demand for business travel. The Group is committed to the reduction of emissions and aims to achieve the goal of maintaining or reducing the emission of air pollutants in the next reporting year, with the year of 2023 as the base year.

環境保護及法律合規

本集團符合中國當地環保法律及法規所載的規定，包括但不限於《中華人民共和國水污染防治法》、《中華人民共和國大氣污染防治法》、《中華人民共和國固體廢物污染環境防治法》、《中華人民共和國清潔生產促進法》、《中華人民共和國環境保護法》等相關法律法規。

本集團在所有商業活動和生產過程中嚴厲遵守一系列國家和當地市政府的環境保護法規。本集團於本年度內取得了所有必須的地方和國家等級的許可證，同時也獲得一系列排放方面申請的批准授權。這些批准授權包括但不限於全國工業產品生產許可證、廢物排放許可證、取水許可證、衛生許可證以及所有和企業商業業務和正常運營的一系列法律責任和要求。儘管如此，本集團制定並要求員工遵守節省能源政策及綠色措施，使員工的綠色辦公意識得以提升。

本年度內，本集團遵守所有與環保相關的法規，並無涉及與環境保護相關而對本集團有重大影響的已確認違規事件。

污染物排放

廢氣排放

本集團之廢氣排放主要來自鍋爐運行時產生的煙氣及本集團商務車輛的使用。鍋爐運行時產生的煙氣，主要污染物為氮氧化物 (NO_x)、硫氧化物 (SO_x) 及顆粒物 (PM)。煙氣經脫硫脫硝和除塵設備過濾後，通過高空煙囪排放，確保廢氣達到排放標準。由於本集團的工廠分別位於中國東北和華北地區，冬季需供暖。為了減少從燃燒燃料中直接產生的氣體排放，本集團按季節實施不同的鍋爐運行方式，即於夏季採用生產供氣設備獨立運轉的方式，於冬季採用供暖系統與生產供氣合併的運行方式。煙囪及除塵設備留存的灰塵與爐渣灰，將按下文「廢棄物回收利用及轉贈」一節披露的廢棄物回收利用程序處理。本年度內，本集團的鍋爐的廢氣排放減少，主要的原因是生產量下降，而汽車的廢氣排放大幅上升，主要是由於疫情放寬且本集團出差需求增加而導致汽車使用量上升。本集團致力減低廢氣排放，旨在實現以二零二三本年度為基準，在下個報告年度內維持或減少廢氣污染物排放的目標。

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EMISSION DATA

廢氣排放數據

Emission data of boilers 鍋爐排放數據	Unit 單位	2023 二零二三年	2022 二零二二年
Nitrogen oxides (NO _x) 氮氧化物(NO _x)	tonnes 公噸	11.23	17.00
Sulphur oxides (SO _x) 硫氧化物(SO _x)	tonnes 公噸	11.88	17.00
Particulate matters (PM) 顆粒物(PM)	tonnes 公噸	6.91	10.00

Emission data of vehicles ³ 汽車排放數據 ³	Unit 單位	2023 二零二三年	2022 二零二二年
Nitrogen oxides (NO _x) 氮氧化物(NO _x)	kg 千克	46.47	11.93
Sulphur oxides (SO _x) 硫氧化物(SO _x)	kg 千克	0.30	0.20
Particulate matters (PM) 顆粒物(PM)	kg 千克	4.32	1.01

Greenhouse Gas (“GHG”) Emissions

The Group's direct GHG emissions are mainly from the combustion of coal during the production process and the use of the Group's commercial vehicles and relevant fuels (including diesel and gasoline), while indirect emissions are mainly from the use of purchased electricity.

The coal is mainly burnt by the boiler in the production base in Tonghua City. The boiler is used in winter to maintain the indoor temperature required for the grape treatment and brewing, in addition to the heating and distillation in the production. The Group currently uses coal with a higher combustion value to reduce the emission of carbon dioxide (“CO₂”). The production base in Baiyanghe replaces coal with electricity for heating in response to the environment protection requirements of the Yantai Municipal Government.

The Group's energy conservation policies and green measures, coupled with the decline in production, reduced the Group's total CO₂ emissions to 2,242.06 tonnes⁴ of carbon dioxide equivalent (“tCO₂e”) during the Year (2022: 3,870.00 tCO₂e) with total tCO₂e emission intensity down by 53.85%, achieving the target set in the previous year. The Group is committed to reducing GHG emissions through energy conservation policies and green measures, and aims to achieve the goal of maintaining or reducing the total CO₂ emission intensity in the next reporting year, with the year of 2023 as the base year.

溫室氣體排放

本集團之直接溫室氣體排放主要來自於生產過程中煤碳燃燒和本集團商務車輛及相關燃料的使用，包括柴油及汽油，而間接排放則主要來自外購電力的使用。

煤碳的燃燒主要用於通化市生產基地的鍋爐。鍋爐除了用於產品生產環節中的加熱和蒸餾外，也會在冬季用於保持室內溫度，以達到葡萄處理和釀造的溫度要求。本集團現時使用燃燒值較高的煤以減少二氧化碳的排放量；位於白洋河生產基地則響應煙台市政府關於環保方面的要求，通過電能生熱來代替煤炭燃燒。

本集團藉著節省能源政策及綠色措施，以及生產量下降，令本集團在本年度內的總二氧化碳排放量減少至2,242.06噸⁴二氧化碳當量（二零二二年：3,870.00噸二氧化碳當量），而總二氧化碳當量排放密度下降53.85%，達到上年度設定的目標。本集團致力減低溫室氣體排放，借著節省能源政策及綠色措施，旨在實現以二零二三本年度為基準，在下個報告年度內維持或減少二氧化碳總排放量密度的目標。

³ The calculation of the emission data is based on “How to Prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs” issued by the Stock Exchange.

⁴ 廢氣排放數據計算乃參照聯交所發佈的《如何準備環境、社會及管治報告—附錄二：環境關鍵績效指標匯報指引》。
From 2023 onwards, these figures are rounded to two decimal places to allow for more meaningful comparisons.
自二零二三年起，相關的數據將披露至兩個小數位，以作更有意義之類比。

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GHG EMISSION DATA⁵

溫室氣體排放數據⁵

GHG emission data 溫室氣體排放數據	GHG emission data 溫室氣體排放數據	Unit 單位	2023 二零二三年	2022 二零二二年
Scope 1 ⁶ 範圍1 ⁶	Coal 煤炭	tCO ₂ e 噸二氧化碳當量	1,705.99	3,314.00
	Diesel ⁷ 柴油 ⁷	tCO ₂ e 噸二氧化碳當量	7.79	6.47
	Gasoline ⁷ 汽油 ⁷	tCO ₂ e 噸二氧化碳當量	45.40	29.53
Scope 2 ⁸ 範圍2 ⁸	Purchased electricity 外購電力	tCO ₂ e 噸二氧化碳當量	479.82	519.00
Scope 3 ⁹ 範圍3 ⁹	Employees' business trips by air 僱員乘坐飛機出外公幹	tCO ₂ e 噸二氧化碳當量	3.06	1.00
Total 總計	Total CO ₂ emissions 總二氧化碳排放量	tCO ₂ e 噸二氧化碳當量	2,242.06	3,870.00
	Total CO ₂ Emission Intensity 總二氧化碳當量排放密度	(tCO ₂ e/revenue in thousands of RMB) ¹⁰ (噸二氧化碳當量/ 每千元人民幣收益) ¹⁰	0.012	0.027

WASTE RECYCLING AND GIVING AWAY

The grape processing and winemaking process only produces a small amount of non-hazardous waste, which mainly includes grape stems after de-stemming and crushing, grape skins and seeds after pressing, and solid residue generated during tank transfer and ageing. In order to minimize the environmental issues caused by the wastes, the Group forwards the stems and solid residue to the nearby farmers for use as fuel. Other small amounts of non-hazardous wastes are collected by the municipal waste treatment facilities for centralised treatment.

廢棄物回收利用及轉贈

葡萄處理和葡萄酒釀造過程只會產生少量無害廢棄物，主要包括除梗破碎後產生的葡萄梗，壓榨後產生的葡萄皮和葡萄籽，以及轉罐及陳釀過程中產生的酒泥等。為減少廢棄物而造成的環境問題，本集團會將葡萄梗和酒泥轉贈給附近農民，用作燃料使用，而其他少量的無害廢棄物則通過市政垃圾處理系統進行統一處理。

⁵ GHG emissions data is presented on a tCO₂e basis with reference to, including but not limited to, "The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard" and "Greenhouse Gas Accounting System: A Carbon Reporting Tool for Small and Medium-sized Enterprises in China" issued by the World Resources Institute and the World Business Council for Sustainable Development, "How to prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange, the Global Warming Potentials in the "Sixth Assessment Report" issued by the Intergovernmental Panel on Climate Change, and the "Guidelines for Accounting and Reporting Greenhouse Gas Emissions of Enterprises – Power Generation Facilities" issued by the Ministry of Ecology and Environment of the PRC.

溫室氣體排放資料乃按二氧化碳當量呈列，並參照包括但不限於世界資源研究所及世界可持續發展工商理事會發行的《溫室氣體盤查議定書：企業會計與報告標準》及《溫室氣體核算體系：中國中小企業(SME)碳報告工具》、聯交所發行的《如何準備環境、社會及管治報告—附錄二：環境關鍵績效指標匯報指引》、政府間氣候變化專門委員會發行的《第六次評估報告》的全球升溫潛能值，及中國生態環境部發行的《企業溫室氣體排放核算方法與報告指南—發電設施》。

⁶ Scope 1: GHG emissions refer to the direct emissions from fuel combustion in stationary sources. The figures presented include only coal consumption and are expressed in tCO₂e.

範圍1：溫室氣體排放指固定排放源中燃料燃燒的直接排放，所呈列數字僅包括煤炭使用量，並以二氧化碳當量表示。

⁷ From the Year onwards, data related to vehicle use will be separated by diesel and gasoline to allow for more meaningful comparisons. 由本年度開始，車輛使用將會分為柴油及汽油的數據披露以作更有意義之比較。

⁸ Scope 2: GHG emissions refer to indirect energy emissions. The figures presented include only the electricity purchased from power companies and are expressed in tCO₂e.

範圍2：溫室氣體排放指能源間接排放，所呈列數字僅包括向電力公司購買的電力，並以二氧化碳當量表示。

⁹ Scope 3: GHG emissions refer to other indirect energy emissions, and are calculated using the carbon emissions calculator of the International Civil Aviation Organization.

範圍3：溫室氣體排放指能源其他間接排放，計算方法採用國際民用航空組織的碳排放計算機。

¹⁰ The Group's revenue in thousands of RMB for the Year was RMB189,139 (2022: RMB146,118). This data is also used in calculation of other intensity data so as to comply with the principle of consistency, being one of the reporting principles set out in the Reporting Guide.

本年度集團的每千元人民幣收益為189,139元(二零二二年：146,118元)。此資料亦會用作計算其他密度資料；為符合聯交所報告指引之一致性的匯報原則。

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In accordance with national regulations, the Group delivers a small amount of hazardous waste to the designated garbage recycler for subsequent treatment to ensure that no secondary contamination occurs. The Group collects wastes and delivers them to the enterprises with secondary recycling capability for treatment, for example, the slag is disposed by brickworks, electronic waste and ink cartridges are disposed by computer companies. Due to high utilisation of the aforesaid wastes in PRC, the Group gives the wastes to enterprises in need of them for free, so as to minimise the emission of wastes.

Since the Group's operations do not generate significant amounts of non-hazardous waste or hazardous waste, and the limited non-hazardous waste and hazardous waste generated have been recycled or given away, the Group does not have total emission data regarding non-hazardous waste and hazardous waste and has not set relevant emission reduction targets.

USE OF RESOURCES

In line with the Group's internal energy conservation measures, currently energy saving lights are used group-wide. The Group strictly requires that all landscape lighting must be turned off at 10 p.m. every night except on holidays. The control system of the landscape lighting is located in the main office building of the production base in Tonghua City, which is switched off by the guard on duty. Except for essential facilities, duty officers will turn off the power supply of the office building, while employees need to turn off the power supply of office equipment when leaving work, so as to save electricity. As a result of the above measures, the Group has maintained a relatively low level of electricity consumption and ensured no significant impact on the environment and society. During the Year, the Group's total electricity consumption amounted to 841,352.00 kWh⁴ (2022: 910,179.00 kWh). The Group's major sources of energy include coal, diesel, gasoline and purchased electricity. During the Year, the Group's total energy consumption was 7,037,842.58 kWh⁴ (2022: 9,653,849.00 kWh), with total energy consumption intensity of 37.21 kWh/revenue in thousands of RMB¹⁰ (2022: 66.07 kWh/revenue in thousands of RMB). During the Year, the Group's total energy consumption decreased by 27.10% and total energy consumption intensity decreased by 43.68%, meeting the targets set in the previous year. This was attributable to the effective energy conservation policies and green measures as well as the decrease in the Group's production during the Year. The Group continues to aim to achieve the goal of maintaining or reducing its total energy intensity in the next reporting year, with the year of 2023 as the base year.

按照國家的規定，本集團將產生的少量有害廢棄物交由指定的垃圾回收商進行後續處理，確保不產生二次污染。本集團與具有二次回收利用能力的企業合作，將收集後的廢棄物，如爐渣灰交由磚廠處理，電子垃圾及油墨盒等交由電腦公司處理。由於國內對上述垃圾的利用率較高，因此本集團將上述廢棄物免費贈予需要的企業，最大限度的減低廢棄物排放量。

由於本集團的業務並未有產生明顯的無害廢棄物及有害廢棄物數量，並對少量無害廢棄物及有害廢棄物已作回收利用及轉贈，因此本集團未有總計無害廢棄物及有害廢棄物的排放量數據及設定相關減排目標。

資源使用

為符合本集團內部的節能措施，本集團目前使用節能電燈。除了假日外，本集團嚴厲執行每晚十時正關閉一系列景觀照明設備。景觀照明的控制系統位於本集團通化市生產基地的主辦公樓，由站崗門衛負責關閉。為了節約用電，除必要設施，值班人員均會關閉辦公樓電源，而員工下班前亦需關閉辦公設備的電源。由於採取了上述措施，本集團致力保持相對較低的耗電量水平，且致力減低對環境及社會造成重大影響的機會。本年度內，本集團的總消耗電力為841,352.00千瓦時⁴（二零二二年：910,179.00千瓦時）。本集團主要使用資源包括有煤炭、柴油、汽油及外購電力。本年度內，本集團的能源總耗量為7,037,842.58千瓦時⁴（二零二二年：9,653,849.00千瓦時），能源總耗量密度為37.21千瓦時／每千元人民幣收益¹⁰（二零二二：66.07千瓦時／每千元人民幣收益）。在本報告年度內，能源總耗量下降27.10%，而能源總耗量密度下降43.68%，達到上年度所設定的目標，歸因於有效的節省能源政策和綠色措施，以及本集團於本年度內的生產量下降所致。本集團仍旨在實現以二零二三年為基準，在下個報告年度內維持或減少能源總耗量密度目標。

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In terms of water consumption, the Group has not encountered any difficulties in sourcing water that is fit for purpose. The Group uses underground water and therefore does not have aggregate data on water consumption. Wastewater generated is mainly from domestic wastewater and production wastewater, including water used for canteen, equipment cleaning, glass bottles washing and cleaning. With an aim to conserve water, the Group uses glass bottles that meet with high sanitary standards. Wastewater is collected and then purified through a wastewater treatment system, and the treated wastewater should meet the requirements of the relevant standards set by the municipal government of Tonghua. Such treated wastewater is not drinkable, and is used for garden irrigation to save water.

In response to environmental protection, the Group has used recyclable materials for packaging, such as recycled and used paper boxes, reducing the use of new paper boxes. The wine corks used by the Group are made of natural oak wood. Oak wood is soft and has two layers of bark. The inner layer of bark has the ability to regenerate and is the basis for the growth of new bark every year. The cork used by the Group is made from the withered outer layer of the bark which is removed from oak trees without hurting the inner layer so as not to affect the continuous growth of the trees.

The Group's efforts to reduce emissions through energy saving policies and green measures, have resulted in a reduction in packaging materials used for the Group's finished products during the Year to 1,469.77 tonnes⁴ (2022: 5,019.00 tonnes), with an intensity of 0.008 tonnes/revenue in thousands of RMB (2022 : 0.034 tonnes/revenue in thousands of RMB)¹¹. During the Year, the intensity of packaging materials consumption decreased by approximately 76.47%, which was mainly due to the decrease in production. The Group continue to aim to achieve the goal of maintaining or reducing the intensity of its packaging materials consumption in the next reporting year with the year 2023 as the base year.

In addition, following the principle of sustainable development, the Group leaves its vineyards fallow for over four months in the cold winter each year to maintain soil fertility, so as to continually provide abundant nutrients for the grapes.

在用水方面，本集團並無於尋找合適水源方面遭遇任何困難。本集團採用地下水，因此本集團未有總計耗水量數據。所產生的廢水主要來自生活污水和生產污水，包括食堂、設備沖洗廢水、洗刷玻璃瓶和清潔用水等。為了節約用水，本集團使用符合高等級衛生標準的玻璃瓶。本集團將污水收集後，經污水處理系統進行淨化處理，出水達到通化當地市政府的相關標準要求。出水不可飲用，廢水經過處理後，供園區植物灌溉，達到節水效益。

為了響應環保，本集團採用了可回收材料作包裝，如回收舊的紙盒，減少使用全新紙盒。本集團的酒瓶塞由天然橡木製成。橡木柔軟，由兩層樹皮組成。內層樹皮擁有再生能力，是每年新樹皮生長的基礎。本集團使用的橡木塞在採摘橡木過程當中只摘取枯萎的外皮，以免影響樹木持續生長。

本集團致力減低排放，藉著節省能源政策及綠色措施，本年度本集團製成品所用的包裝材料減少至1,469.77公噸⁴(二零二二年：5,019.00公噸)，其密度為0.008公噸／每千元人民幣收益(二零二二年：0.034公噸／每千元人民幣收益)¹¹。本年度內，包裝材料消耗密度減少約76.47%，主要原因是生產量下降。本集團仍旨在實現以二零二三年為基準，在下個報告年度內維持或減少包裝材料消耗密度目標。

另外，本集團每年利用葡萄園所處地區的寒冷冬季以進行超過四個月的土地休耕。土地休耕的目的在於保養土壤肥沃，使葡萄保持充足的養份，以遵循可持續發展原則。

¹¹ Starting from 2023, the Group started to disclose the intensity of packaging materials used for finished products for more meaningful comparisons. 自2023起，本集團將開始披露製成品所用包裝材料的密度，以作更有意義之類比。

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環境、社會及管治報告

TOTAL ENERGY CONSUMPTION¹²

能源總耗量¹²

Type of energy 能源種類	Unit 單位	2023 ⁴ 二零二三年 ⁴	2022 二零二二年
Coal 煤炭	kWh 千瓦時	6,000,000.00	8,612,579.00
Diesel 柴油	kWh 千瓦時	31,624.10	11,300.00
Gasoline 汽油	kWh 千瓦時	164,866.48	119,791.00
Electricity 電力	kWh 千瓦時	841,352.00	910,179.00
Total energy consumption 能源總耗量	kWh 千瓦時	7,037,842.58	9,653,849.00
Total energy consumption intensity 能源總耗量密度	kWh/revenue in thousands of RMB ¹⁰ 千瓦時／每千元人民幣收益 ¹⁰	37.21	66.07

DATA OF PACKAGING MATERIALS USED FOR FINISHED PRODUCTS

製成品所用包裝材料數據

Type of packaging materials 包裝材料種類	Unit 單位	2023 ⁴ 二零二三年 ⁴	2022 二零二二年
Cartons 紙箱	tonnes 公噸	190.65	651.00
Bottles 酒瓶	tonnes 公噸	1,270.94	4,349.00
Corks 木塞	tonnes 公噸	8.18	19.00
Total 總計	tonnes 公噸	1,469.77	5,019.00
Intensity of packaging materials used 包裝材料種類密度	tonnes/revenue in thousands of RMB ¹¹ 公噸／每千元人民幣收益 ¹¹	0.008	0.034

THE ENVIRONMENT AND NATURAL RESOURCES

環境及天然資源

The Group does not have a significant impact on the environment or natural resources in its day-to-day operations. In the course of its business, the Group has always adhered to the principle of protecting the environment and natural resources, complied with ESG policies and procedures, adopted corresponding energy-saving policies and green measures, and endeavored to avoid any significant impact on the environment or excessive consumption of natural resources.

本集團的日常營運中並無對環境或天然資源造成重大影響。本集團於其業務過程中一直堅守保護環境及天然資源的原則，遵守 ESG 政策與程序，採用相應的節省能源政策及綠色措施，並致力避免對環境造成重大影響或過度耗用天然資源。

¹² The unit conversion method for energy consumption data is based on the "Energy Statistics Manual" issued by the International Energy Agency. 能源消耗數據的單位換算方法乃根據國際能源署所發佈之《能源數據手冊》所制訂。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

CLIMATE CHANGE

In response to the international community's concerns over climate change, the Group has included climate change-related risks as one of the ESG issues and made relevant disclosures in accordance with the recommendations of the Task Force on Climate-related Financial Disclosures.

The Group's analysis of the potential financial risks arising from climate change and the strategies to address them set out follows:

氣候變化

因應國際社會對氣候變化的關注，本集團已將氣候變化相關風險納入 ESG 議題之一，並根據氣候相關財務揭露工作小組 (Task Force on Climate-related Financial Disclosures) 的建議進行相關披露。

本集團對氣候變化帶來的潛在財務風險分析及應對策略如下：

Risk category 風險類別	Potential financial impact 潛在財務影響	Short term (this reporting period) 短期 (本年度)	Medium term (1 to 3 years) 中期 (一至三年)	Long term (4 to 10 years) 長期 (四至十年)	Response strategy 應對策略
	<div style="display: flex; justify-content: space-around; align-items: center;"> ■ Low 低 </div> <div style="display: flex; justify-content: space-around; align-items: center;"> ■ Medium 中 </div> <div style="display: flex; justify-content: space-around; align-items: center;"> ■ High 高 </div>				
Physical risks 實體風險	Acute The loss of assets (including crops) or disruptions to supply chain due to extreme weather conditions such as intensive flooding 急性 極端天氣情況如水災加劇而導致資產，包括農作物的損失或供應鏈中斷				Developing safety code and contingency plans to deal with extreme weather conditions. If the current supply chain is affected, the Group will temporarily use other suppliers 制定安全守則及應急方案以應對極端天氣情況，若當前供應鏈受影響，本集團將暫用其他及其供應商
	Chronic The increase in electricity consumption due to weather changes such as persistent hot or cold weather, and its subsequent impact on operating costs 慢性 天氣變化，比如是持續酷熱或寒冷天氣導致耗電量增加，繼而影響營業成本				Adopting energy saving policies and green measures to avoid excessive consumption of natural resources 採用節省能源政策及綠色措施，避免過度耗用天然資源
Transitional risks 過渡風險	Policies and regulations More stringent climate policies and regulations (such as more stringent electricity restrictions) may increase compliance and operating costs 政策與法規 更嚴格的氣候政策與法規（如更嚴格的限電令）或增加合規成本及營運成本				Strictly implementing emission reduction measures (e.g. vehicle management measures and different boiler operation modes by season) to maintain low emissions 嚴格實行減低排放量的措施（如汽車管理措施及按季節實施不同鍋爐運行方式），以保持低排放水平
	Market Consumers switching to products that more actively incorporate environmental concepts, resulting in lower income 市場 消費者轉向更積極融入環保理念的產品，導致收入下降				The Group adheres to the concept of sustainable development and strictly controls its product manufacturing process, such as using recyclable materials for packaging and using coal with higher combustion value to reduce emissions 本集團堅守可持續發展理念，嚴格把控產品製作流程，如使用可回收材料為包裝物及使用燃燒值較高的煤以減少排放

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Although the climate change risks identified by the Group are not expected to have a significant impact on its business, the Group reviews the potential impact of climate change on its business annually and adopts appropriate measures to mitigate any potential risks.

SOCIETY

HUMAN RESOURCES OVERVIEW

The Group is committed to protecting the legal interests of all its employees and in strict compliance with a series of labour laws of the PRC, such as the Labour Contract Law of the People's Republic of China, the Labour Law of the People's Republic of China and the Social Insurance Law of the People's Republic of China,.

During the Year, the Group focused on nurturing its talent pool, selecting talents based on long-term development needs and the policy of putting ethics first. We have introduced a system with a series of human resource policies, including but not limited to procedures concerning employee remuneration, talent assessment and selection and human resources management. The Group has established a diversified position system and promotion paths for management, professional, technical and support staff according to the latest market standards to maintain staff motivation. Our human resources development plan includes following strategies:

- Promoting the selection of senior management of the Group
- Attracting talents with great potential
- Nurturing a rich reserve of talent
- Enhancing talent exchange
- Regularly evaluating the performance of employees
- Maintaining fair and reasonable competition mechanism

The Group's employees have different religious beliefs and come from different backgrounds. There is no any discrimination against gender, age, race, religious belief or physical disability during our recruitment process.

The Group complies with the Provisions on Prohibition of Child Labour of the PRC. A strict background check is part of the recruitment process to avoid employing child labour inadvertently. In addition, we would never force any employee to work by means of violence, threats, or illegal restriction of personal freedom during the business process.

儘管本集團所識別的氣候變化風險不會對其業務產生重大影響，本集團亦會每年檢視氣候變化對其業務的潛在影響並採納相應的措施以減輕任何潛在風險。

社會

人力資源概況

本集團致力於確保所有僱員的法定利益並嚴格遵守中華人民共和國的一系列勞動法，包括《中華人民共和國勞動合同法》、《中華人民共和國勞動法》及《中華人民共和國社會保險法》。

本年度內，本集團重點培育人才隊伍，根據長期發展需要和以德為先的政策選拔人才。我們引入一系列人力資源政策的制度，包括但不限於員工薪資、人才評估選拔和人力資源的管理程序。本集團根據最新市場標準給管理、專業、技術及支持等人員建立了多元化的職位體系和晉升道路，保持員工的動力。我們的人力資源發展計劃包含以下的策略：

- 促進本集團高層管理人員的選拔
- 吸引高潛力人才
- 培養後備人才
- 促進人才交流
- 定期評估員工工作表現
- 保持公平合理的競爭機制

本集團的員工來自不同宗教信仰和背景，招聘過程不包含任何針對性別、年齡、種族、宗教信仰或身體殘疾的歧視。

本集團符合國家《禁止使用童工規定》，在招聘過程中採取嚴格背景調查，避免誤用童工。在業務過程中，我們不會使用暴力、威脅或活動限制等非法手段強迫員工工作。

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The Group has adopted a standard working hour system for its employees, limiting employees' working hours to eight hours per day and 40 hours per week. The Group strictly complies with national regulations to ensure that its employees are entitled to home leave, marriage leave, compassionate leave, maternity leave and paid annual leave in addition to all statutory holidays. The Group also contributes various social insurance premiums for all employees, including unemployment, medical care, maternity, work injury, pension, housing provident fund. Prior to joining the Group, employees are required to take health examinations organised by the Group, in order to guarantee the personal health of employees and a safe production environment. We are seriously concerned about the physical and mental health of our employees and actively encourage them to participate in sports activities to improve their physical fitness and enhance the vitality of the Group. The Group is committed to supporting its employees in their pursuit of work-life balance. We will continue to explore opportunities, invest resources and encourage our employees to participate in activities to maintain their physical and mental health.

As at 31 December 2023, the Group had 252 (2022: 263) employees in total, all of whom were on long-term labour contracts with the Group. Our total workforce by age group, gender, employment type and geographical region is as follows:

本集團採取標準工時工作制，維持員工每天工作時間限於八小時內，每週工作時間限於四十小時內。本集團嚴格遵守國家規定，確保員工享受所有法定節假期以及探親、婚喪、產假及有薪年假等假期。同時為所有員工繳納失業、醫療、生育、工傷、養老及住房公積金等一系列社會保險費。為確保員工個人健康以及擁有安全生產環境，所有員工在入職前必參與本集團組織的健康檢查。我們關注員工的身心健康，積極鼓勵員工參與提高身體素質和增強本集團活力的體育活動。本集團配合員工追求工作與生活平衡。我們會繼續探索機會，投入資源並鼓勵員工參與活動以保持員工生理及心理的健康。

於二零二三年十二月三十一日，本集團共有252（二零二二年：263）名員工，所有員工為本集團長期合約員工，以下為按年齡組別、性別、僱傭類型及地區劃分的僱員總數：

By age group 年齡組別	2023 二零二三年	2022 二零二二年
Total number 總人數	252	263
<25	0	0
25-29	0	1
30-39	37	45
40-49	149	146
≥50	66	71
By gender 性別		
Male 男性僱員	118	125
Female 女性僱員	134	138
By employment type 僱傭類型		
Full time 全職	252	263
Part time 兼職	0	0
By geographical region 地區劃分		
The PRC 中國	249	260
Hong Kong 香港	3	3

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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Statistics of employee turnover are set out as follows:

以下為僱員離職總計：

Employee turnover rate 僱員流失比率			2023 ¹³ 二零二三年 ¹³	2022 二零二二年
Total turnover 總流失			6%	22%
By gender 性別				
Male 男性僱員			7%	19%
Female 女性僱員			5%	24%
By age group 年齡組別				
< 25			0%	0%
25-29			0%	200%
30-39			5%	4%
40-49			2%	12%
≥ 50			15%	51%
By geographical region 地區劃分				
The PRC 中國			6%	22%
Hong Kong 香港			0%	0%

HEALTH AND SAFETY

The Group complies with the Law of the People's Republic of China on the Prevention and Control of Infectious Diseases, the Law of the People's Republic of China on the Prevention and Control of Occupational Diseases, the Provisions on the Supervision and Administration of Labour Protection Articles and the Regulations Concerning the Labour Protection of Female Staff and Workers. In order to enhance occupational safety, improve working conditions, safeguard employee's personal interests and ensure protection of life and property, the Group has formulated its internal production safety regulations. The Group has been committed to the principle that "safety comes first and prevention is crucial" which requires that our entire production process should meet the safety requirements, with an aim to ensure workplace safety and excellent management and to maintain a clean and hygienic production site. Inter-departmental meetings are held regularly to review the safety and efficiency of work routines, reminding employees of each department to keep a clean and tidy working environment and to prioritise safety in the work process.

健康與安全

本集團符合《中華人民共和國傳染病防治法》、《中華人民共和國職業病防治法》、《勞動防護用品監督管理規定》和《女職工勞動保護規定》。為了加強本集團的職業安全及改善工作條件，保障員工的個人利益及保障員工的生命財產安全，制定了本集團內部安全生產條例。本集團貫徹「安全第一，預防為主」的原則，確保整個生產過程符合安全要求，實現安全生產及優秀管理，同時保持生產場所清潔衛生。本集團定期舉行跨部門會議評估日常工作安全和效率，提醒各部門員工注意保持清潔整齊的工作環境，工作過程中把安全生產放在首位。

¹³ The employee turnover rate for the Year is disclosed in accordance with "How to Prepare an ESG Report – Appendix 3: Reporting Guidance on Social KPIs" issued by the Stock Exchange.
報告本年度的僱員流失比率是按照聯交所如何編制環境、社會及管治報告《附錄三：社會關鍵績效指標匯報指引》披露。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

When recruiting for special positions, interviewees are required to provide relevant qualification certificates. The Group requires that employees whose positions are exposed to occupational hazards should accept a complete set of responsibility system for occupational diseases prevention, and support the management measures for the prevention of occupational diseases. All the employees of the Group are required to undergo annual health checkups and safety training, and records of their examination results shall be kept to demonstrate the importance we place on the knowledge on occupational health of employees as a whole. The Group requires that production and technical workers should have effective health certificates before commencement of work. In addition, the Group has taken various measures to prevent accidents, requiring personnel engaged in the repair and maintenance of machinery to use gloves and wear a series of safety equipment during the repair process, and emphasizing on the monitoring and control management of the plant as well as the safety management and education of the employees.

The Group has not sustained any work-related injuries or fatalities in the past three years, including the current year.

DEVELOPMENT AND TRAINING

The Group attaches great importance to human resources training, and has therefore launched a comprehensive and detailed training program every year to enhance the vocational knowledge and ethics of its employees through the provision of education and vocational training on professional ethics and relevant regulations and systems, thereby assisting them in the production of high-quality wine products. Through professional training, the Group has effectively enhanced its staff's understanding of the details of the production process, the Group's management culture and safety measures. In order to ensure product quality, the Group provides enhanced training on professional knowledge and skills for the personnel in key production positions so as to equip them with adequate working knowledge and corresponding support capabilities.

During the Year, the Group organised training on laws and regulations to keep our employees informed of major national laws and regulations and to ensure strict compliance with the corresponding national laws and regulations in our daily operations. In the future, we will continue to explore opportunities and allocate resources to provide appropriate training to our staff.

本集團在招聘特殊崗位時，嚴格要求面試人員提供有關必須之資格證明。本集團要求在可能造成職業病危害崗位的僱員接受一套完善的職業病防治責任制度，支持本集團對職業病的防止管理措施。所有本集團員工都必須接受年度健康檢查和安全培訓，並保留個人當年檢驗記錄，以反映我們對提高員工整體職業健康知識的重視。本集團要求生產及技術人員在開工前獲取健康證明正本。另外，本集團採納多種措施以避免意外事故，要求從事機械維修和維護人員在維修過程中使用手套及配戴一系列安全裝備，注重廠房的監控管理及員工安全管理和教育。

本集團過去三年，包括本年內，並無發生任何因工受傷或死亡事故。

發展及培訓

本集團十分重視人力資源培訓，因此每年都全面開展詳細的培訓計劃，通過提供職業道德和相關規章制度的教育培養和職業培訓，提升員工的職業知識和道德，從而協助他們生產高質量葡萄酒產品。經過專業培訓，本集團有效提高了員工對生產過程、本集團管理文化及安全措施等的細節的了解。為保證產品質量，本集團對於關鍵生產崗位進行職業知識和技術的加強培訓，使員工配備足夠的工作知識和相應的支援能力。

本年度內，本集團舉辦了法規培訓，以予其知悉國家重大的法律法規，確保我們日常營運上嚴格遵守國家相應法律法規。我們在未來會繼續探索機會，投入資源，為員工提供適切的培訓。

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Details of the training provided during the Year are set out below: 本年度內的培訓詳情如下：

Staff training 員工培訓	2023 二零二三年		2022 二零二二年	
	No. of employees 僱員人數	% of total employees ¹⁴ 佔總僱員人數百分比 ¹⁴		
Total number of employees trained 已培訓總人數	32	12.70%	10.00%	
By gender 性別				
	No. of employees 僱員人數	% of trained employees ¹⁵ 佔已培訓總僱員人數百分比 ¹⁵		
Male 男性	12	37.50%	35.00%	
Female 女性	20	62.50%	65.00%	
By employee category 僱員類別				
	No. of employees 僱員人數	% of trained employees ¹⁵ 佔已培訓總僱員人數百分比 ¹⁵		
Junior staff 初級員工	17	53.13%	50.00%	
Mid-level staff 中層員工	4	12.50%	19.00%	
Senior staff 高層員工	11	34.37%	31.00%	
Training hours 培訓時數				
Total number of hours (hours) 總時數 (小時)		48.00	52.00	
Average training time (hours) ¹⁶ 平均受訓時數 (小時) ¹⁶		0.19	0.20	
Average training hours completed per employee (by gender)¹⁷ 平均已完成培訓時數 (按性別) ¹⁷				
Male (hours) 男性 (小時)		0.15	0.14	
Female (hours) 女性 (小時)		0.22	0.25	
Average training hours completed per employee (by employee category)¹⁷ 平均已完成培訓時數 (按僱員類別) ¹⁷				
Junior staff (hours) 初級員工 (小時)		0.12	0.11	
Mid-level staff (hours) 中層員工 (小時)		0.35	0.63	
Senior staff (hours) 高層員工 (小時)		0.83	0.94	

14 Percentage of total staff trained = total number of employees trained/total number of employees x 100%.
總受訓員工比率 = 總受訓員工人數 / 總員工人數 x 100%。

15 Percentage of employees trained by categories = number of employees trained by category/number of employees by category x 100%.
按類別受訓員工百分比 = 按類別受訓員工人數 / 按類別員工人數 x 100%。

16 Average training hours completed per employee = total training hours/total number of employees.
每名員工完成受訓的平均時數 = 總受訓時數 / 總員工人數。

17 Average training hours per employee by category = training hours of employees by category/number of employees by category.
按類別受訓員工的平均受訓時數 = 按類別員工的受訓時數 / 按類別員工人數。

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LABOUR STANDARDS

The Group complies with the Provisions on Prohibition of Child Labour of the PRC and conducts stringent background checks during the recruitment process to avoid inadvertent use of child labour. The Group is committed to the protection of human rights and complies with all relevant laws and regulations. We strictly prohibit the employment of child labour and require applicants to provide identity cards, professional certificates and employment separation certificates issued by their former employers for verification of identity during the recruitment process. Moreover, we enter into legally binding service agreements with successful candidates (hired on fair grounds) to protect the legal rights of both parties. Labour contracts contain detailed provisions on, among other things, labour compensation, working hours, rest and vacation, social insurance and employee benefits, labour protection and working conditions so as to eliminate forced labour.

In addition, if there is a violation of labour rules, we will take appropriate action in the interest of the workers concerned. For example, if we become aware that there is/are minor(s) among our workers, we will immediately report this to the relevant labour administration department. During the Year, there were no instances of forced and child labour in the Group.

OPERATING PRACTICES PRODUCT AND SERVICE

The Group is committed to researching, developing and launching a wide range of new products. In order to satisfy different needs of customers, the Group has launched wines of different price levels and grades. In terms of the sales model, the Group continues to rely on traditional distribution channels on one hand, and vigorously develops and expands channels on online e-commerce platforms on the other hand. Since 2016, it has been selling wine products online to fully utilise the market potential of the e-commerce model, with a view to developing diversified distribution channels and expanding its sales scope.

SUPPLY CHAIN MANAGEMENT

The Group has always aimed to provide high-quality products to its customers. In order to manage the potential risks arising from our suppliers, the Group conducts specific risk analysis before entering into contracts with suppliers. In addition to the quality of goods, the Group is also concerned about whether there are negative reports on the environmental and social performance of our suppliers. If any such reports come to the knowledge of the Group, the Group will make enquiries to the suppliers concerned, submit the review plans to the suppliers, and consider whether it will affect the contracting with the suppliers. The Group also sends its management staff to visit the suppliers' production bases and conducts random checks on the suppliers' written records and other documents to ensure that each supplier satisfies the conditions stipulated by the Group prior to the signing of contracts. At least one month before the expiry of a supplier's contract, the management of the Group will conduct a detailed product and risk assessment of the supplier again to determine whether to renew the cooperative relationship.

勞工準則

本集團符合國家《禁止使用童工規定》，在招聘過程中採取嚴格背景調查，避免誤用童工。本集團致力保障人權，並遵守所有相關法律及法規。我們嚴禁聘用童工，並於招聘過程中要求應徵者提供身份證、專業證明和原單位離職證明等資料以供核對身份。我們亦與成功應聘者（以公平理由聘用）簽訂具有法律約束力的服務協議，以保護雙方的合法權益。勞動合同對勞動報酬、工作時間、休息休假、社會保險和職工福利、勞動保護和勞動條件等作出詳細規定，杜絕強迫勞動。

此外，如果出現違反勞動規則的情況，我們會為了勞動者的利益，採取相應的行動。比如在工作人員中發現未成年人，我們會立即向相關勞動行政部門報告。於本年度內，本集團並沒有發生聘用強制勞工及童工的情況。

營運慣例 產品與服務

本集團致力於研究、開發和推出多樣化的新產品。為滿足客戶的不同需要，本集團推出了不同價位和級別的葡萄酒。在銷售模式上，本集團繼續依靠傳統分銷渠道，另一方面也大力開發和擴展網上消費電子平台，從二零一六年起在網上銷售葡萄酒產品，以充分發揮電子商務模式的市場潛能，從而實踐多元化的經銷渠道及加大銷售的範圍。

供應鏈管理

本集團一直以提供高質量產品予客戶為目標。為管理供貨商帶來的潛在風險，本集團在和供應商簽訂合約前會進行具體的風險分析。除了針對貨源的品質外，本集團關注是否有針對本集團供應商就環境及社會表現議題的負面報導，如有發現相關之報導，會向有關供應商提出查詢、與供應商反映檢討方案及考慮是否影響供應商的簽約。本集團也會派管理層人員到供應商生產基地進行嚴格考察，同時抽查供應商書面記錄等文件，以確保每個供應商在簽約前均符合本集團所訂立的條件。在供應商合約到期前最少一個月，本集團管理層人員會再次對供應商進行詳細的產品和風險評估，決定是否延續合作關係。

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In selecting suppliers, the Group gives priority to those who provide environmentally friendly products to enhance the recycling and reuse of materials and to practically minimise the adverse impact on the environment in the procurement process. The Group prefers to engage suppliers that provide packaging made of recyclable materials and wine bottle stoppers made of natural oak cork.

During the Year, we had a total of 37 suppliers, all of which were from the PRC.

RIGOROUS PRODUCTION PROCESS

The Group owns a full set of professional production lines and a professional winemaking management team to provide comprehensive quality guidance and control for each bottle of wine produced. The Group has obtained Food Production License and Quality System ("QS") Certificate. From the very first stage of wine production, we have high standards in the selection of hand-picked fresh grapes. With the professional instruction of winemakers and our advanced equipment, the grapes go through a number of general processes such as cleaning, stem removing, squashing, canning, temperature-controlled fermentation, base wine ageing, base wine adjustment, laboratory testing, sterilization, bottling, packaging, finished products, storage and transportation to produce the wines that we are so proud of.

During the Year, there were no cases of products sold or shipped subject to recalls for safety and health reasons or products and services related complaints received.

Emphasis on Quality

The Group attaches great importance to its product quality with strict quality management system in place and has been awarded ISO9001 Quality Management System Certification. The mountain grapes cultivated and the mountain grape wine produced in the Group's organic grape production base in Ji'an City has obtained GB/T19630.1-2011 Organic Products (Part I: Production) Certification and GB/T19630.2-2011 Organic Products (Part II: Processing) Certification, and also obtained GB/T19630.3-2011 Organic Products (Part III: Labelling and Marketing) Certification and GB/T19630.4-2011 Organic Products (Part IV: Management System) Certification. In addition, some of the Group's wine products have been obtained certificates issued by China Green Food Development Center, including Mountain Grape Wine, Dry Wine, Ice Wine, Red Full-Juice Mountain Grape Wine and Original and Wild Mountain Grape Wine, which are in line with the Grade A standards for green products and have been recognised as Grade A green food products.

本集團於揀選供應商時，會優先採用提供環保產品的供應商以提高材料的再循環和再使用，在採購環節切實減少對環境的不利影響。本集團已優先採用提供可回收材料的包裝、天然橡木瓶塞的供應商。

本年度內，我們共有37個供貨商，全部均來自中國。

嚴謹的生產工序

本集團擁有整套專業生產線和專業釀酒管理團隊，為生產的每瓶酒進行全面質量指導和監控。本集團已取得食品生產許可證及管理系統（「QS」）證書。我們從葡萄酒製造的第一道工序起，以人手採摘的鮮葡萄，精挑細選，有著高標準的要求。配合職業釀酒師的專業指導和高級設備，葡萄經清洗、除梗、破皮壓榨、皮汁入罐、控溫發酵、原酒陳釀、原酒調整、化驗、殺菌、灌裝、包裝、成品、倉儲及運輸等多道常規工序，最終成為我們自以為豪的葡萄酒。

本年度內，並無任何已售或已運送產品因安全與健康理由而須回收或接獲關於產品及服務的投訴的個案發生。

重質量

本集團高度重視其產品質量，嚴格執行質量管理，並取得ISO9001質量管理體系認證。本集團位於集安市的有機葡萄種植基地，出產的山葡萄和生產的山葡萄酒分別獲得GB/T19630.1-2011有機產品（第一部分：生產）認證和GB/T19630.2-2011有機產品（第二部分：加工）認證，並同樣取得GB/T19630.3-2011有機產品（第三部分：標識和銷售）認證以及GB/T19630.4-2011有機產品（第四部分：管理體系）認證。此外，本集團部分葡萄酒已獲得中國綠色食品發展中心頒發的證書，包括：山葡萄酒、幹紅山葡萄酒、冰葡萄酒、紅全汁山葡萄酒、野生原汁山葡萄酒，符合綠色產品A級標準，認定為綠色食品A級產品。

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During the Year, the Group's Tontine Red full-juice mountain grape wine was awarded a gold medal at the 22nd China Green Food Expo. The achievements demonstrate the Group's great efforts in quality control.

To ensure the stability of the Group's production supply, the sales, production and supply departments hold interdepartmental meetings to formulate production plans before commencement of mass production. Prior to the procurement period each year, the Group sends inspectors to check the ripeness of the grapes in the vineyards and fills out a glucose checklist to confirm that the conditions for winemaking have been met. After the pressed grape juice is delivered to the production plant, the inspectors will first conduct a quality check on the grape juice, and samples will be taken to check the glucose level in order to ensure the quality of the grape juice. Meanwhile, winemakers will adjust the brewing formula according to the sugar content of raw juice to guarantee the consistent quality of all the finished products. In addition, the raw grape juice purchased from external suppliers will be tested by the technical department, and then delivered to the production site after passing the test.

Production will not commence unless the samples taken by the Group's laboratory technicians from the raw materials purchased and delivered to the workshop have passed the physical and chemical indicators test in laboratory. Unqualified raw materials will be taken out and returned to suppliers. Throughout the whole production process, laboratory technicians will sample and test the product in progress or finished product in warehouse irregularly, and record the results to ensure the quality of the wines produced meet the standards.

Emphasis on Safety

The Group has formulated management systems in respect of various aspects such as personnel, equipment, raw materials, packaging materials, procurement and acceptance inspection, product technical standards, testing standards and production environment control, and required the staff of relevant departments to strictly comply with and implement relevant guidelines.

The production process of the Group complies with the Regulations on the Implementation of the Food Safety Law of the People's Republic of China, which requires that the production sites should be kept clean at all times to ensure food safety. Raw materials shall be processed according to the requirements of hygiene standards and containers for raw materials shall be cleaned regularly to minimise contamination. The Group has set stringent requirements for workers entering production sites. Before entering the production sites, workers must wash and disinfect their hands and pass through the foot-washing sink. After entering the production sites, workers are required to wear neat and tidy work clothes, pants and hats and overalls that are washed on a regular basis. Tools, production equipment and containers will be thoroughly cleaned and disinfected both before and washed after use.

本年度內，本集團的通天紅牌全汁山葡萄酒獲得第二十二屆中國綠色食品博覽會金獎。以上成果顯示本集團在質量控制方面作出的巨大努力。

為確保本集團生產供應的穩定性、銷售、生產及供應部門會召開跨部門會議，在進行大規模生產前訂立生產計劃。在每年度採購期前，本集團會派出檢查人員檢測葡萄種植園的葡萄成熟度，並填寫葡萄糖度檢測表，確認是否符合釀造條件。經過壓榨的葡萄原汁運到生產車間後，檢查員先對葡萄原汁進行質量檢測，抽樣進行糖度檢測，以保證葡萄原汁的品質。同時釀酒師會根據原汁糖份調整釀造的配方，確保所有產成品的品質保持一致。另外，本集團外部採購的葡萄原汁交由技術部門進行檢測，通過檢驗合格後才送貨至生產現場。

採購之原材料送到工場後，本集團的化驗員會抽取樣本，送到化驗室進行理化指標檢驗，合格方可進行生產。不合格的原材料將被抽起並退還給供應商。在整個生產過程中，檢驗人員會不定期對生產線上產品或倉庫中的成品進行抽樣和檢測，並記錄檢驗結果，以確保出產葡萄酒的質量符合標準。

重安全

本集團制定了有關人員、設備、原材料、包裝材料、採購驗收、產品技術標準、檢測標準及生產環境控制等多方面的管理制度，要求有關部門人員嚴格遵守和執行相關的指引。

本集團的生產程序符合《中華人民共和國食品安全實施條例》的規定，要求生產場所時時保持清潔，以保證食品安全。原材料的處理按衛生標準要求進行，盛裝原材料的容器會定期進行清洗，減少受污染的情況。本集團對進入生產場所的工人制定嚴格的要求。進入生產場所前，工人必須洗手消毒，並通過洗腳池，進入生產場所後，工人必須穿戴整潔的工作衣、帽、褲和工作服要定期清洗，工具、生產設備和容器在使用前亦會徹底清洗消毒，用後清洗乾淨。

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Emphasis on Reputation

The Group has been committed to building a long-term relationship of mutual trust with our customers. Therefore, all the Group's employees have been required to enter into a Confidentiality Agreement, undertaking that they will keep and handle the confidential information of customers with due care without disclosing confidential information to third parties. At the same time, in order to further safeguard our customers' information, the Group requires that all vehicles and outsiders entering and leaving its premises must be registered to minimise the risk of leakage of our customers' and our own proprietary information. We have strengthened our employees' awareness of information security, enhanced technical measures for data confidentiality and prevention of data leakage, improved monitoring, detection and response measures, standardized emergency response measures and operational procedures for information leakage, and strengthened inter-departmental cooperation, so as to ensure that emergency response plans are effective and efficient, and that we can quickly control the affected areas and minimise losses.

As a responsible enterprise and partner, the Group strictly complies with the established procedures set out in the Finished Goods Inventory Management with an aim to sell products in the best condition through a prudent storage method. Products shall be stored by categories and managed on a quantitative basis. In addition, products should be inspected and maintained on a daily or regular basis according to their varieties, characteristics and storage conditions. Warehouse temperature, humidity and other indicators are also recorded on a daily basis to prevent products from getting deteriorated, moldy, expired or damaged. The Group also conducts final inspection before delivery to ensure that the products sold pass the quality management test.

Furthermore, the Group has a well-established return process in place. If any raw materials or packaging materials are found to have quality issues, such materials will be immediately returned to the suppliers as the Group refuses to use substandard materials. Meanwhile, the Group is committed to providing quality services to its customers and accepts any return of products due to quality issues.

重信譽

本集團一直致力於與客戶建立長遠而與互信的關係。因此，本集團全部員工已簽訂《保密協議》，承諾不向第三方披露保密信息，並妥善謹慎地保存及處理客戶之機密資料。與此同時，為進一步保障客戶的資料，所有進出本集團的車輛和外來人員亦必須登記，減低客戶和本集團資產外洩的風險。我們加強員工資訊安全防範意識，加強數據保密和數據洩露技術措施及儲備，完善監控、發現以及應對措施，規範資訊洩露應急處置措施及操作流程，加強部門間的合作，以確保應急預案切實有效，快速控制受影響範圍，將損失最小化。

作為負責任的企業及合作夥伴，本集團嚴格遵守既定的《成品庫管理》流程，以謹慎的儲存方式銷售最佳狀態的產品。除了定量管理、依產品類別進行存放，本集團亦會每日及定期根據產品的品種、特點和倉儲條件進行檢驗和保養。倉庫溫度和濕度等指數亦有作日常紀錄，以防產品變質、發黴、過期或損壞。本集團在交貨前更會進行最後檢查，以確保所售產品通過品質管理測試。

此外，本集團亦有制定完善的退貨流程。如發現任何原材料或包裝材料的質量問題，本集團將立即把材料退還給供應商，拒絕使用未達標的材料。同時，本集團致力為客戶提供優質服務，為保客戶安心，本集團接受因質量問題而需要退回的產品。

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Emphasis on Management

To improve the management of the Group, the Group regularly conducts comprehensive inspections on corporate environmental sanitation and staff disciplines. Any irregularities found during the inspections will be reported to the relevant department heads for action. Besides, the Group maintains frequent communication with its staff. The Group also emphasises communication with its employees and strives to ensure that there are proper rules and procedures in place for employees to follow with any non-compliance being investigated, so as to improve the quality of services.

In terms of product sales, the Group carefully chooses distributors by evaluating their marketing approaches and creditworthiness, and only cooperates with the most appropriate ones after prudent consideration. By managing and monitoring the performance of our distributors on an ongoing basis, the Group ensures that customers are provided with quality services.

In strict compliance with the Advertising Law of the People's Republic of China and other laws and regulations, the Group implements stringent vetting procedures in respect of advertising and labeling policies and requirements and conducts cross-checking of electronic documents with cooperation partners, in order to ensure that the public can have a good and correct understanding of the product information.

ANTI-CORRUPTION

The Group strictly complies with the Criminal Law of the People's Republic of China, the Anti-Money Laundering Law of the PRC and the Prevention of Bribery Ordinance of Hong Kong. Our employees are prohibited from engaging in any illegal behaviors by taking advantage of their positions, including but not limited to bribery, fraud, and illegally obtaining or accepting properties from others under condition.

The Group also actively combats any money laundering activities conducted through corporate accounts or private accounts, in order to prevent any corruption or bribery within the Group. If an employee become aware of a suspected case of corruption that needs to be reported, the employee may report the case to the relevant managers of the Group or the local competent authority by phone, email or letter. All reports will be handled in a discreet and confidential manner to prevent retaliation against the whistleblower. Once a report is found to be true, the Group will handle it in accordance with relevant laws and regulations.

重管理

為提升本集團的管理質素，本集團定期對企業的環境衛生和員工紀律方面進行全面的審查。檢查過程中，如發現任何違規的情況，將上報相應的部門負責人處理。本集團亦重視與員工之間的溝通，務求做到工作有章可循，違紀有據可查，提高服務質素。

在產品銷售方面，本集團於選擇經銷商時會先經過審慎考慮，評估其營銷手法、信譽等，從而挑選最合適的經銷商。同時亦會對經銷商的表現進行持續的管理及監測，讓客戶享有優質的服務體驗。

本集團嚴格遵從《中華人民共和國廣告法》等法律法規，對廣告和標籤的政策和規定，實施嚴謹的審查程序，並與合作單位進行電子文件校對，以確保大眾對產品資料有良好而正確的認知。

反貪污

本集團嚴格遵守《中華人民共和國刑法》、《中華人民共和國反洗錢法》和香港的《防止賄賂條例》，禁止任何僱員利用個人的職業條件參與任何非法行為，包括但不限於賄賂、欺詐，以及非法取得或收受他人的義務財產等。

本集團會積極打擊任何使用公共或私人賬戶的洗錢行為，確保本集團內不會出現任何貪污賄賂行為。如員工遇上懷疑貪污的個案需要舉報，員工可通過電話、電郵或書信等方式向本集團相關管理人員或當地具有管轄權的部門進行舉報。所有舉報均將以審慎保密的方式進行處理，防止打擊報復舉報人的情況發生。一旦查明舉報事件屬實，本集團會遵循法規處理。

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Due to the nature of the Group's business, the potential risk of corruption is not high. As such, the Group sent out anti-corruption information on a regular basis and did not organise anti-corruption training during the Year. The Group will arrange anti-corruption training for its directors and staff as and when necessary based on actual needs.

During the Year, there were no lawsuits and allegations of corruption involving the Group or its employees.

CHARITY CAMPAIGNS

In the past, the Group organised a volunteer group to visit a welfare home in Tonghua City to show our care and encouragement to children there by donating books, fruits and monies. We recognise the importance of giving back to the community and spare no effort in providing assistance to the community. During the Year, the Group was committed to resuming normal operations and adjusting its business strategies, and therefore did not organise any social welfare activities. In the coming year, the Group will actively seek to cooperate with various public welfare and charitable organizations and help address the difficulties and needs of the community and the underprivileged, such as showing care for the underprivileged and taking the initiative to giving back to the community, with the goal of promoting social harmony.

由於本集團的業務性質原因，潛在的貪污風險不高，故於本年度內定期發送反貪污信息及未舉辦相關培訓。本集團將會按實際需求，於有需要時為董事及員工安排反貪污培訓。

本年度內，並無涉及本集團或其員工的貪污的訴訟案件及指控。

公益慈善

在過去，本集團曾組織義工團，到訪通化市內的福利院，藉著捐贈書本、水果及捐款等行動，向法院內兒童表達關懷及鼓勵。我們深切地體會到回饋社會的重要性，對於提供幫助不遺餘力。年度內，本集團致力將業務恢復正常及調整商業策略當中，因此沒有舉辦社會公益活動。本集團將於下年度積極尋求與不同公益和慈善組織合作，時刻關注社會與弱勢群體的困難和需要，如關懷弱勢社群，主動回報社會，以促進社會和諧為目標。

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聯交所《環境、社會及管治報告指引》索引

Key Performance Indicators (KPI) 關鍵績效指標 (KPI)	ESG Report 《環境、社會及管治報告》	Disclosure Section 披露章節	Notes 備註
A. Environmental A. 環境			
Aspect A1: Emissions 層面A1：排放物			
General Disclosure 一般披露 Information on: 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：	(a) the policies; and 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 遵守對發行人有重大影響的相關法律及規例的資料。	Environmental Protection and Legal Compliance, Pollutant Discharge 環境保護及法律合規，污染物排放	
A1.1	The types of emissions and respective emissions data 排放物種類及相關排放數據	Pollutant Discharge, Air Emissions Data 污染物排放，廢氣排放數據	
A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions and intensity 直接（範圍1）及能源間接（範圍2）溫室氣體排放量及密度	GHG Emission Data 溫室氣體排放數據	

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A. Environmental A. 環境			
A1.3	Total hazardous waste produced 所產生有害廢棄總量	Waste Recycling and Giving Away 廢棄物回收利用及轉贈	The Group's operations do not generate significant amounts of non-hazardous or hazardous waste. 本集團的業務並未有產生明顯的無害廢棄物及有害廢棄物數量。
A1.4	Total non-hazardous waste produced 所產生無害廢棄總量	Waste Recycling and Giving Away 廢棄物回收利用及轉贈	The Group's operations do not generate significant amounts of non-hazardous or hazardous waste. 本集團的業務並未有產生明顯的無害廢棄物及有害廢棄物數量。
A1.5	Description of emissions target(s) set and steps taken to achieve them 描述所訂立的排放量目標及為達到這些目標所採取的步驟	Greenhouse Gas Emissions 溫室氣體排放 Use of Resources 資源使用	
A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results Achieved 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果	Waste Recycling and Giving Away 廢棄物回收利用及轉贈	

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A. Environmental A. 環境			
Aspect A2: Use of Resources 層面 A2：資源使用			
General Disclosure 一般披露 Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源（包括能源、水及其他原材料）的政策。		Use of Resources 資源使用	
A2.1	Direct and/or indirect energy consumption by type 按類型劃分的直接及／或間接能源耗盡	Use of Resources 資源使用	
A2.2	Water consumption in total and intensity 總耗水量及密度	N/A 不適用	The Group currently uses water from underground wells and the Group has obtained from competent authorities the permits for water intake and sewage discharge, which specify the amount of water that can be extracted for use. 本集團現時是使用地下井水，本集團已獲取國家頒發的取水及污水排放證明，當中規定了取水量。
A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them 描述所訂立的能源使用效益目標所採取的步驟	Use of Resources 資源使用	
A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them 描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟	Use of Resources 資源使用	

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A. Environmental A. 環境			
A2.5	Total packaging material used for finished products and the portion per production unit 製成品所用包裝材料的總量及每生產單位估量	Data of packaging materials used for finished products 製成品所用包裝材料數據	
Aspect A3: The Environment and Natural Resources 層面A3：環境及天然資源			
General Disclosure 一般披露 Policies on minimising the issuer's significant impacts on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。		The Environment and Natural Resources 環境及天然資源	
A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動	The Environment and Natural Resources 環境及天然資源	
Aspect A4: Climate Change 層面A4：氣候變化			
General Disclosure 一般披露 Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。		Climate Change 氣候變化	
A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	Climate Change 氣候變化	

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B. Social B. 社會			
Aspect B1: Employment 層面B1：僱傭			
General Disclosure 一般披露 Information on: 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) the policies; and 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 遵守對發行人有重大影響的相關法律及規例的資料。		Human Resources Overview 人力資源概況	
B1.1	Total workforce by gender, employment type, age group and geographical region 按性別、僱傭類型、年齡組別及地區劃分的僱傭總數	Human Resources Overview 人力資源概況	
B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱傭流失比率	Human Resources Overview 人力資源概況	

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B. Social B. 社會			
Aspect B2: Health and Safety 層面 B2：健康與安全			
General Disclosure 一般披露 Information on: 有關提供安全工作環境及保障僱員避免職業性危害的： (a) the policies; and 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 遵守對發行人有重大影響的相關法律及規例資料。		Health and Safety 健康與安全	
B2.1	Number and rate of work-related fatalities 因工作關係而死亡人數及比率	Health and Safety 健康與安全	
B2.2	Lost days due to work injury 因工傷損失工作日數	Health and Safety 健康與安全	
B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored 描述所採納的職業健康與安全措施，以及相關執行及監察方法	Health and Safety 健康與安全	

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B. Social B. 社會			
Aspect B3: Development and Training 層面B3：發展及培訓			
General Disclosure 一般披露 Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。		Development and Training 發展及培訓	
B3.1	The percentage of employees trained by gender and employee category 按性別及僱員類別劃分的受訓僱員百分比	Development and Training 發展及培訓	
B3.2	The average training hours completed per employee by gender and employee category 按性別及僱員類別劃分，每名僱員完成受訓的平均時數	Development and Training 發展及培訓	

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B. Social B. 社會			
Aspect B4: Labour Standards 層面 B4：勞工準則			
General Disclosure 一般披露 Information on: 有關防止童工或強制勞工的：		Labour Standards 勞工準則	
(a) the policies; and 政策；及			
(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 遵守對發行人有重大影響的相關法律及規例的資料。			
B4.1	Description of measures to review employment practices to avoid child and forced labour 描述檢討招聘慣例的措施以避免童工及強制勞工	Labour Standards 勞工準則	
B4.2	Description of steps taken to eliminate such practices when discovered 描述在發現違規情況時消除有關情況所採取的步驟	Labour Standards 勞工準則	

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B. Social B. 社會			
Aspect B5: Supply Chain Management 層面B5：供應鏈管理			
General Disclosure 一般披露 Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。		Supply Chain Management 供應鏈管理	
B5.1	Number of suppliers by geographical region 按地區劃分的供應商數目	Supply Chain Management 供應鏈管理	All suppliers are located in the PRC. 所有供應商均是中國供應商。
B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例執行及監察方法	Supply Chain Management 供應鏈管理	
B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法	Supply Chain Management 供應鏈管理	
B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法	Supply Chain Management 供應鏈管理	

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B. Social B. 社會			
Aspect B6: Product Responsibility 層面 B6：產品責任			
General Disclosure 一般披露 Information on: 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) the policies; and 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 遵守對發行人有重大影響的相關法律及規例的資料。		Operating Practices 營運慣例	
B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons 已售或已運送產品總數中因安全與健康理由而須回收的百分比	Operating Practices 營運慣例	
B6.2	Number of products and service related complaints received and how they are dealt with 接獲關於產品及服務的投訴數目以及應對方法	Operating Practices 營運慣例	
B6.3	Description of practices relating to observing and protecting intellectual property rights 描述與維護及保障知識產權有關的慣例	N/A 不適用	The Group mainly engages in the production of wine products and does not possess any significant intellectual property rights. 本集團以生產酒類產品為主，未有管有重大知識產權。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Key Performance Indicators (KPI) 關鍵績效指標 (KPI)	ESG Report 《環境、社會及管治報告》	Disclosure Section 披露章節	Notes 備註
B. Social B. 社會			
B6.4	Description of quality assurance process and recall procedures 描述質量檢定過程及產品回收程序	Operating Practices 營運慣例	
B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored 描述消費者資料保障及私隱政策，以及相關執行及監察方法	Operating Practices 營運慣例	

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Key Performance Indicators (KPI) 關鍵績效指標 (KPI)	ESG Report 《環境、社會及管治報告》	Disclosure Section 披露章節	Notes 備註
B. Social B. 社會			
Aspect B7: Anti-corruption 層面 B7：反貪污			
General Disclosure 一般披露 Information on: 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) the policies; and 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 遵守對發行人有重大影響的相關法律及規例的資料。		Anti-corruption 反貪污	
B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果	Anti-corruption 反貪污	
B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法	Anti-corruption 反貪污	
B7.3	Description of anti-corruption training provided to directors and staff 描述向董事及員工提供的反貪污培訓	Anti-corruption 反貪污	

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Key Performance Indicators (KPI) 關鍵績效指標 (KPI)	ESG Report 《環境、社會及管治報告》	Disclosure Section 披露章節	Notes 備註
B. Social B. 社會			
Aspect B8: Community Investment 層面B8：社區投資			
General Disclosure 一般披露 Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。		Charity Campaigns 公益慈善	
B8.1	Focus areas of contribution 專注貢獻範疇	Charity Campaigns 公益慈善	
B8.2	Resources contributed to the focus area 在專注範疇所動用資源	Charity Campaigns 公益慈善	

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



TO THE SHAREHOLDERS OF CHINA TONTINE WINES
GROUP LIMITED

(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of China Tontine Wines Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 106 to 172, 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.

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 (the “HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), 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.

致中國通天酒業集團有限公司股東

(於百慕達註冊成立的有限公司)

意見

吾等已審計載於第106至172頁之中國通天酒業集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表,其中包括於二零二三年十二月三十一日之綜合財務狀況表與截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表附註(包括重要會計政策資料)。

吾等認為,綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而公允地反映 貴集團於二零二三年十二月三十一日之綜合財務狀況及截至該日止年度之綜合財務表現及綜合現金流量,並已根據香港公司條例之披露規定妥為編製。

意見的基礎

吾等已根據香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行審計。吾等於該等準則項下之責任乃於本報告中「核數師就審計綜合財務報表須承擔的責任」一節進一步闡述。根據香港會計師公會制定的專業會計師職業道德守則(「守則」),吾等獨立於 貴集團,吾等亦已根據守則履行吾等之其他道德責任。吾等相信,吾等所獲得的審計憑證屬充足且適當,足以為吾等之意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS

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

INVENTORIES

Refer to note 19 to the consolidated financial statements.

The Group tested the amount of inventories for impairment. This impairment test is significant to our audit because the balance of inventories of approximately RMB132,836,000 as at 31 December 2023 and write off of inventories of approximately RMB20,189,000 for the year ended 31 December 2023 are material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on estimates.

Our audit procedures included, among others:

- Assessing the Group's procedures on ordering and holding of inventories;
- Evaluating the Group's impairment assessment;
- Assessing the marketability of the inventories;
- Assessing the ageing of the inventories;
- Assessing the net realisable values of the inventories; and
- Checking subsequent sales and usage of the inventories.

We consider that the Group's impairment test for inventories is supported by the available evidence.

關鍵審計事項

關鍵審計事項為根據吾等之專業判斷，對本期綜合財務報表之審計最為重要的事項。這些事項是在吾等審計整體綜合財務報表及出具意見時進行處理的。吾等不會對這些事項提供單獨的意見。

存貨

參閱綜合財務報表附註19。

貴集團已測試存貨減值金額。該減值測試對吾等的審計意義重大，原因為於二零二三年十二月三十一日的存貨結餘約為人民幣132,836,000元及截至二零二三年十二月三十一日止年度的存貨撇銷約為人民幣20,189,000元，對綜合財務報表具有重大影響。此外，貴集團的減值測試涉及應用判斷並基於估計作出。

吾等的審計程序包括（其中包括）下列各項：

- 評估 貴集團訂購及持有存貨的程序；
- 評價 貴集團的減值評估；
- 評估存貨的適銷性；
- 評估存貨賬齡；
- 評估存貨的可變現淨值；及
- 檢查存貨的期後銷售及使用情況。

吾等認為 貴集團就存貨進行的減值測試有合理證據支持。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

Refer to notes 16 and 17 to the consolidated financial statements.

The Group tested the amount of property, plant and equipment and right-of-use assets for impairment. This impairment test is significant to our audit because the balance of property, plant and equipment and right-of-use assets of RMB108,717,000 and RMB36,236,000 respectively as at 31 December 2023 and the provision for impairment losses on the property, plant and equipment and right-of-use assets of approximately RMB19,858,000 and RMB2,726,000 respectively for the year ended 31 December 2023 are material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on assumptions and estimates.

Our audit procedures for those using value-in-use calculations included, among others:

- Assessing the identification of the related cash generating units;
- Assessing the arithmetical accuracy of the value-in-use calculations;
- Comparing the actual cash flows with the cash flow projections;
- Assessing the reasonableness of the key assumptions (including revenue growth, profit margins, terminal growth rates and discount rates); and
- Checking impairment data to supporting evidence.

We consider that the Group's impairment test for property, plant and equipment and right-of-use assets are supported by the available evidence.

物業、廠房及設備以及使用權資產

參閱綜合財務報表附註16及17。

貴集團已測試物業、廠房及設備以及使用權資產的減值金額。該減值測試對吾等的審計意義重大，原因為於二零二三年十二月三十一日的物業、廠房及設備以及使用權資產結餘分別為人民幣108,717,000元及人民幣36,236,000元，以及截至二零二三年十二月三十一日止年度的物業、廠房及設備以及使用權資產減值虧損撥備分別約為人民幣19,858,000元及人民幣2,726,000元，對綜合財務報表具有重大影響。此外，貴集團的減值測試涉及應用判斷並基於假設及估計作出。

吾等有關使用價值計算的審計程序包括（其中包括）下列各項：

- 評估相關現金產生單位的確定情況；
- 評估使用價值計算的算數準確性；
- 將實際現金流量與現金流量預測進行對比；
- 評估主要假設（包括收益增長、溢利率、永續增長率及貼現率）的合理性；及
- 核對減值數據與支持憑證。

吾等認為，貴集團就物業、廠房及設備以及使用權資產進行的減值測試有合理證據支持。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information in the Company's 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 FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with 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.

其他資料

董事負責編製其他資料。其他資料包括 貴公司年報所載的全部資料，惟不包括綜合財務報表及吾等就此出具的核數師報告。

吾等就綜合財務報表發表之意見並不涵蓋其他資料，吾等亦並不會就其他資料發表任何形式之核證結論。

就吾等對綜合財務報表之審計而言，吾等之責任是閱讀其他資料，從而考慮其他資料是否與綜合財務報表或吾等在審計過程中獲悉的情況存在重大不符，或是否存在重大錯誤陳述。倘若吾等基於已完成的工作認為其他資料存在重大錯誤陳述，吾等須報告此事實。就此方面而言，吾等並無須報告的事項。

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例之披露規定編製真實而公允的綜合財務報表，並負責董事認為就確保所編製之綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述所必需之內部控制。

在編製綜合財務報表時，董事須負責評估 貴集團持續經營的能力，並披露與持續經營有關的事項（如適用）。除非董事有意將 貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則董事須採用以持續經營為基礎的會計法。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

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

A further description of our responsibilities for the audit of the consolidated financial statements is located at the HKICPA's website at:

<https://www.hkicpa.org.hk/en/Standards-setting/Standards/Our-views/auditre>

This description forms part of our auditor's report.

ZHONGHUI ANDA CPA Limited
Certified Public Accountants
Pang Hon Chung
Audit Engagement Director
Practising Certificate Number P05988
Hong Kong, 28 March 2024

核數師就審計綜合財務報表須承擔的責任

吾等的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包含吾等意見的核數師報告。吾等僅向閣下整體報告吾等的意見，除此之外本報告不作其他用途。吾等不會就本報告的內容，對任何其他人士負責或承擔任何責任。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，倘單獨或匯總起來合理預期可能影響使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

有關吾等就審計綜合財務報表承擔之責任之進一步說明載於香港會計師公會網站：

<https://www.hkicpa.org.hk/en/Standards-setting/Standards/Our-views/auditre>

該說明為吾等核數師報告之組成部分。

中匯安達會計師事務所有限公司
執業會計師
彭漢忠
審計項目董事
執業證書號碼 P05988
香港，二零二四年三月二十八日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

		Notes 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Revenue	收益	7	189,139	146,118
Cost of sales	銷售成本		(160,990)	(110,244)
Gross profit	毛利		28,149	35,874
Other income, gains and losses	其他收入、收益及虧損	9	(80)	4,270
Selling and distribution expenses	銷售及分銷開支		(38,842)	(33,698)
Administrative and other operating expenses	行政及其他經營開支		(47,038)	(36,100)
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損		(19,858)	(7,776)
Impairment loss on right-of-use assets	使用權資產減值虧損		(2,726)	(2,036)
Change in fair value of biological assets	生物資產的公平值變動	18	10,264	12,049
Share-based payments	以股份為基礎的付款	29	(485)	–
Finance costs	融資成本	10	(190)	(137)
Loss before tax	除稅前虧損		(70,806)	(27,554)
Income tax expense	所得稅開支	11	–	–
Total comprehensive expense for the year	年內全面開支總額	12	(70,806)	(27,554)
Total comprehensive (expense)/income for the year attributable to:	應佔年內全面(開支)/收益總額:			
Owners of the Company	本公司擁有人		(80,199)	(26,403)
Non-controlling interests	非控股權益		9,393	(1,151)
			(70,806)	(27,554)
Loss per share	每股虧損			(Restated) (重述)
Basic (RMB cents)	基本(人民幣分)	15	(26.59)	(9.00)
Diluted (RMB cents)	攤薄(人民幣分)		(26.59)	(9.00)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2023 於二零二三年十二月三十一日

		Notes 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	108,717	141,228
Right-of-use assets	使用權資產	17	36,236	36,986
Biological assets	生物資產	18	52,390	43,703
Prepayments	預付款項	21	2,400	1,600
			199,743	223,517
Current assets	流動資產			
Inventories	存貨	19	132,836	170,332
Trade receivables	貿易應收賬款	20	117,247	132,485
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	21	2,574	4,296
Current tax recoverable	即期可收回稅項		5,551	5,551
Bank and cash balances	銀行及現金結餘	22	95,483	70,893
			353,691	383,557
Current liabilities	流動負債			
Trade payables	貿易應付賬款	23	8,909	2,221
Other payables and accruals	其他應付款項及應計費用	24	18,721	19,972
Amount due to a substantial shareholder	應付一名主要股東款項	25	13,452	6,301
Lease liabilities	租賃負債	26	1,623	754
Current tax liabilities	即期稅項負債		9,961	9,961
			52,666	39,209
Net current assets	流動資產淨值		301,025	344,348
Total assets less current liabilities	總資產減流動負債		500,768	567,865

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2023 於二零二三年十二月三十一日

		Notes 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	26	3,383	159
NET ASSETS	資產淨值		497,385	567,706
Capital and reserves	資本及儲備			
Share capital	股本	28	25,829	25,216
Reserves	儲備		378,091	458,418
Equity attributable to owners of the Company	本公司擁有人應佔權益		403,920	483,634
Non-controlling interests	非控股權益		93,465	84,072
TOTAL EQUITY	權益總額		497,385	567,706

The consolidated financial statements on pages 106 to 172 were approved and authorised for issue by the board of directors on 28 March 2024 and are signed on its behalf by:

董事會於二零二四年三月二十八日批准及授權刊發載於第106至172頁的綜合財務報表，並由以下人士代為簽署：

Wang Guangyuan
DIRECTOR
王光遠
董事

Zhang Hebin
DIRECTOR
張和彬
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

		Share capital	Share premium	Special reserve	Statutory reserves	Share options reserve	Other reserve	Accumulated losses	Total	Non-controlling interests	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
				(Note a) (附註a)	(Note b) (附註b)						
At 1 January 2022	於二零二二年一月一日	22,748	954,776	86,360	135,772	2,334	13,143	(721,613)	493,520	85,223	578,743
Total comprehensive expense for the year	於二零二二年一月一日年內全面開支總額	-	-	-	-	-	-	(26,403)	(26,403)	(1,151)	(27,554)
Consideration shares allotted and issued (note 28(a))	配發及發行之代價股份 (附註28(a))	816	6,691	-	-	-	(7,507)	-	-	-	-
Share option exercised (note 29)	已行使購股權 (附註29)	1,652	17,199	-	-	(2,334)	-	-	16,517	-	16,517
At 31 December 2022	於二零二二年十二月三十一日	25,216	978,666	86,360	135,772	-	5,636	(748,016)	483,634	84,072	567,706
At 1 January 2023	於二零二三年一月一日	25,216	978,666	86,360	135,772	-	5,636	(748,016)	483,634	84,072	567,706
Total comprehensive expense for the year	於二零二三年一月一日年內全面開支總額	-	-	-	-	-	-	(80,199)	(80,199)	9,393	(70,806)
Consideration shares allotted and issued (note 28(a))	配發及發行之代價股份 (附註28(a))	613	5,023	-	-	-	(5,636)	-	-	-	-
Share-based payments (note 29)	以股份為基礎的付款 (附註29)	-	-	-	-	485	-	-	485	-	485
At 31 December 2023	於二零二三年十二月三十一日	25,829	983,689	86,360	135,772	485	-	(828,215)	403,920	93,465	497,385

Notes:

- (a) Special reserve represents the difference between the nominal value of the shares of the Company issued and the aggregate of the nominal value of the issued shares and the share premium of the holding company for which the shares of the Company have been issued in exchange upon a corporate reorganisation to rationalise the group structure prior to listing of the Company's share on The Stock Exchange of Hong Kong Limited (the Stock Exchange).
- (b) In accordance with the relevant laws and regulations of the People's Republic of China (PRC), the PRC subsidiaries are required to provide for PRC statutory reserves, including enterprise expansion fund and general reserve fund, by way of appropriations from its net profit (based on the PRC statutory financial statements of the subsidiaries) but before dividend distributions.

All appropriations to the funds are made at the discretion of the board of directors of the subsidiaries. The board of directors shall decide on the amounts to be appropriated based on the profitability of each subsidiary each year.

The enterprise expansion fund may be used to increase registered capital of the PRC subsidiaries subject to approval from the relevant PRC authorities. The general reserve fund may be used to offset accumulated losses or increase the registered capital of the subsidiaries subject to approval from the relevant PRC authorities.

附註:

- (a) 特別儲備指於本公司股份在香港聯合交易所有限公司(「聯交所」)上市前,為整頓集團架構而進行企業重組時,本公司已發行股份的面值與控股公司為交換本公司已發行股份的已發行股份面值與股份溢價兩者總和之間的差額。
- (b) 根據中華人民共和國(「中國」)有關法律法規,中國附屬公司須於分派股息前從淨利潤(基於附屬公司的中國法定財務報表)中提取中國法定儲備基金(包括企業發展基金及一般儲備基金)。

所有提取基金款額均由附屬公司的董事會酌情作出。董事會須根據每年各附屬公司的盈利能力確定將予提取的金額。

企業發展基金可用於增加中國附屬公司的註冊資本,惟須獲有關中國當局批准。一般儲備基金可用於抵銷附屬公司的累計虧損或增加註冊資本,惟須獲有關中國當局批准。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Cash flows from operating activities	經營活動所得的現金流量		
Loss before tax	除稅前虧損	(70,806)	(27,554)
Adjustments for:	就下列項目作出調整：		
Interest income	利息收入	(337)	(244)
Finance costs	融資成本	190	137
Depreciation of property, plant and equipment	物業、廠房及設備折舊	16,920	15,683
Depreciation of right-of-use assets	使用權資產折舊	3,731	3,159
Gain on disposal of property, plant and equipment and right-of-use assets	出售物業、廠房及設備以及使用權資產的收益	-	(3,723)
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	19,858	7,776
Impairment loss on right-of-use assets	使用權資產減值虧損	2,726	2,036
Write-off of inventories	撇銷存貨	20,189	7,265
Share-based payments	以股份為基礎的付款	485	-
Loss allowances for trade receivables	貿易應收賬款之虧損撥備	12,196	2,348
Loss allowances for other receivables, deposits and prepayments	其他應收款項、按金及預付款項之虧損撥備	1,600	-
Change in fair value of biological assets	生物資產的公平值變動	(10,264)	(12,049)
Operating cash flows before working capital changes	營運資金變動前的經營現金流量	(3,512)	(5,166)
Change in biological assets	生物資產變動	(3,647)	(3,953)
Change in inventories	存貨變動	22,531	38,477
Change in trade receivables	貿易應收賬款變動	3,042	(16,092)
Change in other receivables, deposits and prepayments	其他應收款項、按金及預付款項變動	(178)	6,047
Change in trade payables	貿易應付賬款變動	6,688	(15,764)
Change in other payables and accruals	其他應付款項及應計費用變動	(1,251)	(10,580)
Net cash generated from/(used in) operating activities	經營活動所得／(所用)現金淨額	23,673	(7,031)
Cash flows from investing activities	投資活動所得的現金流量		
Purchases of property, plant and equipment	購買物業、廠房及設備	(5,372)	(23,399)
Interest received	已收利息	337	244
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備的所得款項	1,900	2,045
Net cash used in investing activities	投資活動所用的現金淨額	(3,135)	(21,110)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Cash flows from financing activities	融資活動所得的現金流量		
Advance from a substantial shareholder	主要股東墊款	7,151	372
Repayment to non-controlling shareholder	償還非控股股東款項	–	(1,089)
Repayment of lease liabilities	償還租賃負債	(3,099)	(2,632)
Net proceeds from exercise of share options	行使購股權所得款項淨額	–	16,517
Net cash generated from financing activities	融資活動所得現金淨額	4,052	13,168
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／ (減少)淨額	24,590	(14,973)
Cash and cash equivalents at beginning of year	於年初的現金及現金等價物	70,893	85,866
Cash and cash equivalents at end of year	於年末的現金及現金等價物	95,483	70,893
Analysis of cash and cash equivalents	現金及現金等價物分析		
Bank and cash balances	銀行及現金結餘	95,483	70,893

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

1. GENERAL INFORMATION

China Tontine Wines Group Limited (the “Company”) is a public limited Company incorporated in Bermuda and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The address of the Company’s principal place of business in Hong Kong is Unit No. 2910-11, 29/F Prosperity Millennia Plaza, No. 663 King’s Road, Quarry Bay, Hong Kong.

The Company is an investment holding company. The Company and its subsidiaries collectively referred to as the Group. The principal activities of its subsidiaries are set out in note 36 to the consolidated financial statements.

The consolidated financial statements are presented in Renminbi (“RMB”), which is also the functional currency of the Company. All values are rounded to the nearest thousand except when otherwise stated.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) that are relevant to its operations and effective for its accounting year beginning on 1 January 2023. HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s consolidated financial statements and amounts reported for the current year and prior years.

The Group has not applied the new and revised HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

1. 一般資料

中國通天酒業集團有限公司(「本公司」)為一家於百慕達註冊成立的上市有限公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。本公司於香港的主要營業地點地址為香港鰂魚涌英皇道663號泓富產業千禧廣場29樓2910-11室。

本公司為投資控股公司。本公司及其附屬公司統稱為本集團。本公司附屬公司的主要業務載於綜合財務報表附註36。

綜合財務報表以本公司的功能貨幣人民幣(「人民幣」)呈列。除另有指明外，所有數值均約整至最接近千元。

2. 應用新訂及經修訂香港財務報告準則

於本年度，本集團已採納由香港會計師公會(「香港會計師公會」)頒佈且與本集團業務有關及在其於二零二三年一月一日開始之會計年度生效之所有新訂及經修訂香港財務報告準則(「香港財務報告準則」)。香港財務報告準則包括所有個別香港財務報告準則(「香港財務報告準則」)；香港會計準則(「香港會計準則」)；及詮釋。採納該等新訂及經修訂香港財務報告準則並無令本集團之會計政策、本集團綜合財務報表之呈報以及本年度及以往年度所報告數額出現重大變動。

本集團尚未應用已頒佈但尚未生效之新訂及經修訂香港財務報告準則。本集團已開始評估此等新訂及經修訂香港財務報告準則之影響，惟尚未釐定該等新訂及經修訂香港財務報告準則會否對其經營業績及財務狀況構成重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

3. MATERIAL ACCOUNTING POLICIES

These consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA, and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance (“CO”).

These consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of biological assets which are carried at their fair values less costs to sell which are carried at their fair values.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise the judgements in the process of applying the accounting policies. The areas involving areas where assumptions and estimates are significant to these consolidated financial statements, are disclosed in note 4.

The material accounting policies applied in the preparation of these consolidated financial statements are set out below.

CONSOLIDATION

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity’s returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

3. 重要會計政策

此等綜合財務報表乃根據由香港會計師公會頒佈的香港財務報告準則以及聯交所證券上市規則及香港公司條例（「公司條例」）規定的適用披露而編製。

此等綜合財務報表已按歷史成本慣例編製，並經重估按公平值列賬的生物資產減按公平值列賬的銷售成本而作出修訂。

遵照香港財務報告準則編製綜合財務報表須採用若干主要假設及估計，亦要求董事在採納會計政策過程中作出判斷。涉及對此等綜合財務報表有重大影響之假設及估計之範疇於附註4中披露。

編製此等綜合財務報表所應用的重要會計政策載列如下。

綜合賬目

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止的財務報表。附屬公司指本集團控制的實體。當本集團承受或享有參與實體所得的可變回報，且有能力透過其對實體的權力影響該等回報時，則本集團控制該實體。當本集團的現有權力賦予其目前掌控有關業務（即大幅影響實體回報的業務）時，則本集團對該實體擁有權力。

在評估控制權時，本集團會考慮其潛在投票權以及其他人士持有的潛在投票權，以釐定其是否擁有控制權。潛在投票權僅於持有人有實際能力行使的情況下，方會予以考慮。

附屬公司自其控制權轉移至本集團當日起綜合入賬，並於控制權終止當日不再綜合入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

3. MATERIAL ACCOUNTING POLICIES – CONTINUED

CONSOLIDATION – CONTINUED

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of total comprehensive income or expense for the year between the non-controlling shareholders and owners of the Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance.

FOREIGN CURRENCY TRANSLATION

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency").

(b) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

3. 重要會計政策－續

綜合賬目－續

集團內公司間交易、結餘和未變現溢利將予以對銷。除非交易證明所轉讓資產出現減值，否則未變現虧損亦予以對銷。附屬公司的會計政策已在必要時作出變動，以確保其與本集團所採用的政策一致。

非控股權益指並非直接或間接歸屬於本公司之附屬公司權益。非控股權益乃呈列於綜合財務狀況表及綜合權益變動表之權益中。非控股權益於綜合損益及其他全面收益表內呈列為非控股股東與本公司擁有人之間年度全面收益或開支總額之分配。

溢利或虧損及其他全面收益的各組成部分歸屬予本公司擁有人及非控股股東，即使導致非控股權益產生虧絀結餘亦然。

外幣換算

(a) 功能貨幣及呈列貨幣

本集團旗下各實體之財務報表所列項目，均以該實體營運所在主要經濟環境之貨幣（即「功能貨幣」）計量。

(b) 各實體財務報表之交易及結餘

外幣交易於初始確認時使用交易日期之通行匯率換算為功能貨幣。以外幣為單位之貨幣資產及負債按各報告期末之匯率換算。因換算政策產生之盈虧於損益內確認。

以外幣計值按公平值計量的非貨幣項目採用釐定公平值當日的匯率換算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

3. MATERIAL ACCOUNTING POLICIES – CONTINUED

FOREIGN CURRENCY TRANSLATION – CONTINUED

(b) Transactions and balances in each entity's financial statements – continued

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

(c) Translation on consolidation

The results and financial position of all the Group's entities that have a functional currency different from the Group's presentation currency are translated into the Group's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the exchange reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the exchange reserve. When a foreign operation is sold, such exchange differences are recognised in profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

3. 重要會計政策－續

外幣換算－續

(b) 各實體財務報表之交易及結餘－續

倘非貨幣項目的收益或虧損於其他全面收益確認，則有關收益或虧損的任何換算部分會於其他全面收益確認。倘非貨幣項目的收益或虧損於損益確認，則有關收益或虧損的任何換算部分於損益確認。

(c) 綜合賬目時之換算

本集團內所有功能貨幣與本集團呈列貨幣有別之實體，其業績及財務狀況乃按下列方式換算為本集團之呈列貨幣：

- 各財務狀況表所呈列之資產及負債均按財務狀況表日期之收市匯率換算；
- 收入及開支按平均匯率換算（除非該平均匯率並非為交易日期之通行匯率累計影響之合理約數，在該情況下，收入及開支按交易日期之匯率換算）；及
- 所產生之全部匯兌差額於匯兌儲備內確認。

於綜合賬目時，換算於海外實體的投資淨額及換算借貸產生之匯兌差額均於匯兌儲備確認。於出售海外業務時，有關匯兌差額於損益確認為出售收益或虧損之一部分。

收購海外實體產生之商譽及公平值調整乃作為該海外實體的資產及負債處理，並按收市匯率換算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

3. MATERIAL ACCOUNTING POLICIES – CONTINUED

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their costs less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Buildings and structures 樓宇及構築物	4%, or over the terms of lease, whichever is shorter 4%或按租賃期，以較短者為準
Plant and machinery 廠房及機器	5% – 10% 5% – 10%
Fixtures and office equipment 固定裝置及辦公室設備	20% 20%
Motor vehicles 汽車	20% 20%
Bearer plants 生產性植物	Over the term of leased land 按土地租賃期

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

Construction in progress represents buildings under construction and plant and equipment pending for installation, and is stated at cost less impairment losses. Depreciation begins when the relevant assets are available for use.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

3. 重要會計政策－續

物業、廠房及設備

物業、廠房及設備以成本值減去累計折舊及減值虧損列賬。

其後成本僅在與該項目有關的未來經濟利益很可能流入本集團，而該項目成本能可靠計量時，方計入資產的賬面值或確認為獨立資產（按適用者）。所有其他維修及保養費用在產生的期間於損益內確認。

物業、廠房及設備乃於其估計可使用年期採用足以撇銷其成本（扣減剩餘價值）之比率以直線法計算折舊。主要年率如下：

剩餘價值、可使用年期和折舊方法於各報告期間末予以檢討並在適當情況下予以調整。

在建工程乃建造中的樓宇及等待安裝的廠房及設備，按成本減去減值虧損列賬。當有關資產可供使用時，折舊即開始。

出售物業、廠房及設備的收益或虧損乃銷售所得款項淨額與有關資產的賬面值之間的差額，並於損益內確認。

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3. MATERIAL ACCOUNTING POLICIES – CONTINUED

BIOLOGICAL ASSETS

Biological assets comprise ginseng planted and grapes growing on bearer plants in the PRC which are measured on initial recognition and at the end of reporting period at the fair value less costs to sell, with any resultant gain or loss recognised in profit or loss for the period in which it arises. Fair value is based on the present value of expected net cash flows from the ginseng and grapes. Costs to sell are the incremental costs directly attributable to the disposals of an asset, mainly transportation cost and excluding income taxes.

The related costs including picking cost and fertilisers and pesticide cost incurred for harvest of ginseng and grapes are capitalised, until such time the ginseng and grapes are harvested.

LEASES

The Group as lessee

Leases are recognised as right-of-use assets and corresponding lease liabilities when the leased assets are available for use by the Group. Right-of-use assets are stated at cost less accumulated depreciation and impairment losses. Depreciation of right-of-use assets is calculated at rates to write off their cost over the shorter of the asset's useful life and the lease term on a straight-line basis. The principal annual rates are as follows:

Leasehold lands 租賃土地	2%-10% 2%-10%
Office premise 辦公室物業	50% 50%

Right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liabilities, lease payments prepaid, initial direct costs and the restoration costs. Lease liabilities include the net present value of the lease payments discounted using the interest rate implicit in the lease if that rate can be determined, or otherwise the Group's incremental borrowing rate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the lease liability.

Payments associated with short-term leases and leases of low-value assets are recognised as expenses in profit or loss on a straight-line basis over the lease terms. Short-term leases are leases with an initial lease term of 12 months or less. Low-value assets are assets of value below US\$5,000.

3. 重要會計政策－續

生物資產

生物資產包括在中國種植的人參和生產性植物上生長的葡萄，於初步確認及於報告期末按公平值減銷售成本計量，任何因此所產生收益或虧損均於其產生期間於損益確認。公平值乃按人參和葡萄預期產生的現金流量淨額的現值釐定。銷售成本為出售資產直接應佔的增量成本，主要為運輸成本但不包括所得稅。

相關成本（包括採摘成本及為收穫人參和葡萄而產生之化肥及農藥成本）已資本化，直至人參和葡萄收穫時為止。

租賃

本集團作為承租人

租賃於租賃資產可供本集團使用時確認為使用權資產及相應租賃負債。使用權資產乃按成本減累計折舊及減值虧損列賬。使用權資產乃按資產使用年期與租賃期二者中較短者以直線法按撇銷其成本的比率折舊。主要年率如下：

使用權資產按成本計量，該成本包括租賃負債之初始計量金額、預付租賃付款、初始直接成本及復原成本。租賃負債包括租賃付款以租賃內含利率（倘該利率可釐定，否則按本集團之增量借貸利率）貼現之淨現值。每項租賃付款均會在負債與融資成本之間分配。融資成本於租賃期間內於損益扣除，以產生租賃負債剩餘結餘的固定週期利率。

與短期租賃及低價值資產租賃相關的付款於租賃期內按直線法在損益內確認為開支。短期租賃為初始租賃期限為12個月或以下的租賃。低價值資產為價值低於5,000美元的資產。

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For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

3. MATERIAL ACCOUNTING POLICIES – CONTINUED INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

RECOGNITION AND DERECOGNITION OF FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

3. 重要會計政策－續

存貨

存貨乃按成本與可變現淨值兩者中的較低者入賬。成本乃採用加權平均法釐定。製成品及在製品之成本包括原料、直接人工、適當比例之所有生產經常性開支及(如適用)分包費。可變現淨值為日常業務過程中的估計售價減估計完工成本及進行銷售所需的估計成本。

確認及終止確認金融工具

金融資產及金融負債於本集團成為工具合約條文的訂約方時，於綜合財務狀況表內確認。

於金融資產於下列情況下終止確認：收取資產現金流量之合約權利屆滿；本集團轉讓資產擁有權之絕大部分風險及回報；或本集團既無轉讓亦無保留資產所有權之絕大部分風險及回報，但不保留資產之控制權。終止確認一項金融資產時，資產賬面值與已收代價總額之差額於損益內確認。

倘相關合約訂明之責任解除、註銷或屆滿，則終止確認金融負債。已終止確認金融負債的賬面值與已付代價之差額於損益內確認。

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3. MATERIAL ACCOUNTING POLICIES – CONTINUED FINANCIAL ASSETS

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of an asset is under a contract whose terms require delivery of the asset within the timeframe established by the market concerned, and are initially recognised at fair value, plus directly attributable transaction costs except in the case of investments at fair value through profit or loss. Transaction costs directly attributable to the acquisition of investments at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets of the Group are classified under financial assets at amortised cost.

Financial assets (including trade and other receivables) are classified under this category if they satisfy both of the following conditions:

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

They are subsequently measured at amortised cost using the effective interest method less loss allowance for expected credit losses.

3. 重要會計政策 – 續

金融資產

倘根據合約條款規定須於有關市場所規定交付資產的期限內購入或出售資產，則金融資產按交易日基準確認入賬及終止確認，並按公平值加直接交易成本作初步確認，惟按公平值計入損益的投資則除外。收購按公平值計入損益的投資之直接應佔交易成本即時於損益確認。

本集團之金融資產乃分類為按攤銷成本計量之金融資產。

倘金融資產（包括貿易應收賬款及其他應收款項）符合以下條件則歸入此分類：

- 資產乃按目標為持有資產以收取合約現金流之業務模式持有；及
- 資產之合約條款導致於特定日期產生純粹為支付本金及尚未償還本金利息之現金流。

該等資產其後使用實際利率法按攤銷成本減預期信貸虧損之虧損撥備計量。

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3. MATERIAL ACCOUNTING POLICIES – CONTINUED

LOSS ALLOWANCES FOR EXPECTED CREDIT LOSSES

The Group recognises loss allowances for expected credit losses on financial assets at amortised cost. Expected credit losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

At the end of each reporting period, the Group measures the loss allowance for a financial instrument at an amount equal to the expected credit losses that result from all possible default events over the expected life of that financial instrument (“lifetime expected credit losses”) for trade receivables, or if the credit risk on that financial instrument has increased significantly since initial recognition.

If, at the end of the reporting period, the credit risk on a financial instrument (other than trade receivables) has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to the portion of lifetime expected credit losses that represents the expected credit losses that result from default events on that financial instrument that are possible within 12 months after the reporting period.

The amount of expected credit losses or reversal to adjust the loss allowance at the end of the reporting period to the required amount is recognised in profit or loss as an impairment gain or loss.

CASH AND CASH EQUIVALENTS

For the purpose of the consolidated statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group’s cash management are also included as a component of cash and cash equivalents.

3. 重要會計政策－續

預期信貸虧損之虧損撥備

本集團按攤銷成本確認金融資產預期信貸虧損之虧損撥備。預期信貸虧損為信貸虧損之加權平均數，發生違約情況之相應風險為加權考慮因素。

於各報告期末，對於貿易應收賬款類或信貸風險自初步確認以來大幅增加之金融工具，本集團對該金融工具的虧損撥備進行計量，其金額相等該金融工具因其預計年內所有可能發生違約事件而導致的預期信貸虧損（「存續期預期信貸虧損」）。

於報告期末，倘金融工具（貿易應收賬款除外）之信貸風險自初步確認以來並無大幅增加，本集團按相等於部分存續期預期信貸虧損之金額計量該金融工具之虧損撥備，即該金融工具因於報告期後12個月內可能發生違約事件而導致的預期信貸虧損。

為將報告期末之虧損撥備調整至所需金額而產生的預期信貸虧損金額或轉回金額於損益確認為減值收益或虧損。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物指銀行及手頭現金、存放於銀行及其他金融機構的活期存款以及可轉為已知數額現金且沒有明顯價值變動風險的短期高流動性投資。須按要求償還並構成本集團現金管理一部分的銀行透支，亦計入為現金及現金等價物的組成部分。

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3. MATERIAL ACCOUNTING POLICIES – CONTINUED

FINANCIAL LIABILITIES AND EQUITY INSTRUMENTS

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

TRADE AND OTHER PAYABLES

Trade and other payables are initially recognised at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

EQUITY INSTRUMENTS

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

REVENUE FROM CONTRACTS WITH CUSTOMERS

Revenue is measured based on the consideration specified in a contract with a customer with reference to the customary business practices and excludes amounts collected on behalf of third parties. For a contract where the period between the payment by the customer and the transfer of the promised product or service exceeds one year, the consideration is adjusted for the effect of a significant financing component.

The Group recognises revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Depending on the terms of a contract and the laws that apply to that contract, a performance obligation can be satisfied over time or at a point in time. A performance obligation is satisfied over time if:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance;
- the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or

3. 重要會計政策 – 續

金融負債及權益工具

金融負債及權益工具乃根據所訂立合約安排的內容及香港財務報告準則項下金融負債和權益工具的定義分類。權益工具為可證明於本集團資產（經扣除其所有負債後）剩餘權益的任何合約。就特定金融負債及權益工具採納的會計政策載列如下。

貿易應付賬款及其他應付款項

貿易應付賬款及其他應付款項初步按公平值確認，其後則以實際利率法按攤銷成本值計量，惟若貼現的影響並不重要，則按成本值列賬。

權益工具

本公司發行之權益工具按已收所得款項（扣除直接發行費用）入賬。

客戶合約收益

收益參考常見業務慣例按客戶合約列明之代價計量，且不包括代表第三方收取之款項。就客戶付款與轉移承諾產品或服務之間之期間超過一年的合約而言，代價須就重大融資成分之影響作出調整。

本集團於透過將某項產品或服務之控制權轉移至客戶而達成履約責任時確認收益。視乎合約條款及該合約適用之法例，履約責任可隨時間或於特定時間達成，倘符合以下條件，履約責任須隨時間達成：

- 客戶同時接受及使用本集團履約所提供之利益；
- 本集團的履約行為產生或改良一項於產生或改良時由客戶控制之資產；或

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3. MATERIAL ACCOUNTING POLICIES – CONTINUED

REVENUE FROM CONTRACTS WITH CUSTOMERS – CONTINUED

- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If a performance obligation is satisfied over time, revenue is recognised by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the product or service.

OTHER INCOME

Interest income is recognised using the effective interest method.

EMPLOYEE BENEFITS

(a) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(b) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

(c) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs and involves the payment of termination benefits.

3. 重要會計政策－續

客戶合約收益－續

- 本集團的履約行為並無產生對本集團而言具替代用途之資產，且本集團擁有就迄今已履約部分獲得付款的強制執行權。

倘履約責任隨時間達成，收益參考達成該履約責任之進度確認，否則收益於客戶取得產品或服務之控制權時確認。

其他收入

利息收入使用實際利率法確認。

僱員福利

(a) 僱員假期福利

僱員享有之年假及長期服務假期於僱員應得時確認。撥備乃就僱員截至報告期末所提供服務可享有的年假及長期服務假期的估計責任作出。

僱員可享有的病假及產假於休假時方予確認。

(b) 退休金責任

本集團向所有僱員參與之定額供款退休計劃作出供款。本集團及僱員向計劃作出之供款按僱員基本薪金之某一百分比計算。在損益扣除之退休福利計劃成本指本集團應付之退休基金供款。

(c) 離職福利

離職福利於本集團不能撤回提供該等福利時及本集團確認重組成本並涉及支付離職福利時（以較早日期為準）確認。

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3. MATERIAL ACCOUNTING POLICIES – CONTINUED SHARE-BASED PAYMENTS

The Group issues equity-settled share-based payments to certain directors, employees, consultants and distributors.

Equity-settled share-based payments to directors and employees are measured at the fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

Equity-settled share-based payments to consultants and distributors are measured at the fair value of the services rendered or if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and is recognised as an expense.

TAXATION

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

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

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or 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.

3. 重要會計政策 – 續

以股份為基礎的付款

本集團向若干董事、僱員、顧問及經銷商作出以權益結算並以股份為基礎的付款。

向董事及僱員作出的以權益結算並以股份為基礎的付款按股本工具於授出日期的公平值（不計非市場基礎歸屬條件的影響）計量。以權益結算並以股份為基礎的付款於授出日期釐定的公平值於歸屬期按直線法支銷，並基於本集團對股份最終歸屬的估計及對非市場基礎歸屬條件的影響作出調整。

向顧問及經銷商作出的以權益結算並以股份為基礎的付款按所提供服務之公平值計量，或倘無法可靠地計量所提供服務之公平值，則按所授出股本工具之公平值計量。公平值於本集團獲得服務當日計量，並確認為開支。

稅項

所得稅指即期稅項及遞延稅項的總額。

目前應繳稅項乃按年內應課稅溢利計算。由於應課稅溢利不包括其他年度的應課稅或可扣稅的收支項目，亦不包括毋須課稅或不可扣稅項目，故應課稅溢利有別於損益中所確認的溢利。本集團即期稅項負債乃採用於報告期末已頒佈或實質上已頒佈的稅率計算。

遞延稅項按綜合財務報表內資產及負債的眼面值與計算應課稅溢利所採用的相應稅基之間的差額而確認。遞延稅項負債通常會就所有應課稅暫時差額確認，而遞延稅項資產乃按可能出現可利用可扣減臨時差額、未動用稅項虧損或未動用稅項抵免的應課稅溢利時確認。倘暫時差額乃因商譽或因在一項即不影響應課稅溢利亦不影響會計溢利的交易中初步確認的其他資產及負債（業務合併除外）而產生，則不會確認遞延稅項資產及負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

3. MATERIAL ACCOUNTING POLICIES – CONTINUED

TAXATION – CONTINUED

Deferred tax liabilities are recognised for taxable temporary differences arising on 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.

The carrying amount of deferred tax assets is reviewed at the end of each 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 is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

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.

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 by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

SEGMENT REPORTING

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

3. 重要會計政策－續

稅項－續

遞延稅項負債乃就於附屬公司的投資而產生之應課稅暫時差額確認，惟倘本集團可控制暫時差額的撥回且該暫時差額很可能不會在可見將來撥回則除外。

遞延稅項資產的賬面值於各報告期末進行檢討，並於不再可能有足夠應課稅溢利可供收回全部或部分資產時作出調減。

遞延稅項乃按預期於負債清償或資產變現期間適用的稅率計算，有關稅率乃基於報告期末已頒佈或實質上已頒佈的稅率。遞延稅項於損益確認，惟倘遞延稅項與其他全面收益或直接在權益中確認的項目有關，在此情況下遞延稅項亦會於其他全面收益或直接於權益中確認。

遞延稅項資產及負債的計量反映本集團於報告期末預期收回或清償其資產及負債之賬面值的方式所產生的稅務後果。

遞延稅項資產及負債在有合法執行權利將即期稅項資產及即期稅項負債抵銷，以及其與同一課稅機關徵收之所得稅有關，而本集團計劃以淨額基準結算即期稅項資產及負債時，方予以抵銷。

分類報告

經營分類及於財務報表呈報之各分類項目的金額，乃根據為向本集團各項業務分配資源及評估其表現而定期向本集團最高層管理人員提供的綜合財務資料確定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

3. MATERIAL ACCOUNTING POLICIES – CONTINUED

SEGMENT REPORTING – CONTINUED

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

RELATED PARTIES

A related party is a person or entity that is related to the Group.

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

3. 重要會計政策－續

分類報告－續

個別重要的經營分類不會為財務報告目的而合併，除非該等分類具有類似的經濟特徵，並且在產品和服務的性質、生產工序性質、客戶的類型或類別、分銷產品或提供服務的方法以及監管環境的性質方面類似，則作別論。個別不重要的經營分類倘符合以上大部分標準，則可予合併計算。

關連方

關連方為與本集團有關連之人士或實體。

- (a) 倘屬以下人士，即該人士或該人士的近親與本集團有關連：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本公司或本公司母公司的主要管理人員之一。
- (b) 倘符合下列任何條件，即該實體與本集團（報告實體）有關連：
- (i) 該實體與本公司屬同一集團的成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）。
 - (ii) 一間實體為另一實體的聯營公司或合營公司（或另一實體為成員公司的集團旗下成員公司的聯營公司或合營公司）。
 - (iii) 兩間實體均為同一第三方的合營公司。
 - (iv) 一間實體為第三方實體的合營公司，而另一實體為該第三方實體的聯營公司。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

3. MATERIAL ACCOUNTING POLICIES – CONTINUED
RELATED PARTIES – CONTINUED

- (b) An entity is related to the Group (reporting entity) if any of the following conditions applies: – continued
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

IMPAIRMENT OF ASSETS

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets and intangible assets except inventories and receivables to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

3. 重要會計政策－續

關連方－續

- (b) 倘符合下列任何條件，即該實體與本集團（報告實體）有關連：－續
- (v) 該實體為本集團或與本集團有關連的實體就僱員利益設立的離職福利計劃。倘本集團本身屬此類計劃，則發起僱主亦與本集團有關連。
- (vi) 該實體受上文(a)項所識別人士控制或共同控制。
- (vii) 於(a)(i)項所識別人士對實體有重大影響力或屬該實體（或該實體之母公司）的主要管理人員之一。
- (viii) 實體或其所屬集團之任何成員公司向本公司或本公司母公司提供主要管理人員服務。

資產減值

於各報告期末，本集團均會審閱其有形資產及無形資產（存貨及應收款項除外）之賬面值，以釐定有否任何跡象顯示該等資產出現減值虧損。倘存在任何此類跡象，則會對資產的可收回金額作出估計，以確定任何減值虧損的程度。倘無法估計單項資產的可收回金額，本集團會估計該項資產所屬的現金產生單位的可收回金額。

可收回金額指公平值減銷售成本與使用價值兩者中之較高者。評估使用價值時，採用除稅前貼現率將估計未來現金流量貼現至其現值，該貼現率反映市場現時所評估之金錢時間價值及該資產的特定風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

3. MATERIAL ACCOUNTING POLICIES – CONTINUED

IMPAIRMENT OF ASSETS – CONTINUED

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

PROVISIONS AND CONTINGENT LIABILITIES

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

3. 重要會計政策－續

資產減值－續

倘資產（或現金產生單位）之可收回金額估計低於其賬面值，則將資產或現金產生單位之賬面值下調至其可收回金額。減值虧損即時於損益確認，惟若有關資產乃按重估數額列賬，則減值虧損作為重估減幅處理。

倘其後撥回減值虧損，則將資產或現金產生單位之賬面值上調至其經修訂之估計可收回金額，惟上調後之賬面值不得超過假設該資產或現金產生單位於過往年度並無確認減值虧損而釐定之賬面值（扣除攤銷或折舊）。減值虧損撥回即時於損益確認，惟若有關資產乃按重估數額列賬，則所撥回之減值虧損會作為重估增值處理。

撥備及或然負債

當本集團因過往事件而須承擔現有法律或推定責任，而履行該責任很可能需要經濟利益流出，且有關金額能夠可靠估計時，便會就尚未確定時間或金額的負債確認撥備。倘金錢的時間價值屬重大，則撥備按預期用於清償責任的支出的現值列賬。

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綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

3. MATERIAL ACCOUNTING POLICIES – CONTINUED PROVISIONS AND CONTINGENT LIABILITIES – CONTINUED

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

EVENTS AFTER THE REPORTING PERIOD

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

4. KEY ESTIMATES

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

(A) ESTIMATED ALLOWANCES FOR INVENTORIES

The management estimates the net realisable value of inventories based primarily on the estimated selling prices and current market conditions. Where the expectation on the net realisable value is lower than the cost, an impairment may arise. The Group carries out an inventory review at end of the reporting period and RMB20,189,000 (2022: RMB7,265,000) on obsolete and slow moving items to their net realisable values during the year ended 31 December 2023. As at 31 December 2023, the carrying amount of inventories is approximately RMB132,836,000 (2022: approximately RMB170,332,000).

3. 重要會計政策－續

撥備及或然負債－續

倘經濟利益流出的可能性較低，或無法對有關數額作出可靠估計，則會將該責任披露為或然負債，除非經濟利益流出的可能性極低。須視乎某宗或多宗未來事件是否發生才能確定是否存在的潛在義務，亦會披露為或然負債，但資源外流的可能性極低的情況則除外。

報告期後事項

報告期後發生的事項，如提供有關本集團於報告期末狀況的額外資料或顯示持續經營假設並不適當，則屬於調整事項，並反映於綜合財務報表中。不屬調整事項的報告期後事項，如屬重大，則於綜合財務報表附註披露。

4. 主要估計

以下為報告期末有關未來的主要假設及估計不確定因素的其他主要來源，該等假設及來源具有導致對下一個財政年度的資產及負債的賬面值作出大幅調整的重大風險。

(A) 估計存貨撥備

管理層主要根據估計售價及目前市況估計存貨的可變現淨值。倘預期可變現淨值低於成本值，則可能出現減值。本集團會於報告期末進行存貨盤點，並於截至二零二三年十二月三十一日止年度就陳舊及滯銷產品撇銷人民幣20,189,000元（二零二二年：人民幣7,265,000元）至其可變現淨值。於二零二三年十二月三十一日，存貨的賬面值為約人民幣132,836,000元（二零二二年：約人民幣170,332,000元）。

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綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

4. KEY ESTIMATES – CONTINUED

(B) IMPAIRMENT OF PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

Property, plant and equipment and right-of-use assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is determined with reference to the present value of estimated future cash flows. Where the future cash flows are less than expected or there are unfavourable events and change in facts and circumstance which result in revision of future estimate cash flows, a material impairment loss may arise.

On the above basis, the Group is of the view that impairment loss of property, plant and equipment and right-of-use assets are RMB19,858,000 (2022: RMB7,776,000) and RMB2,726,000 (2022: RMB2,036,000) are charged to profit or loss for the year ended 31 December 2023, respectively.

(C) USEFUL LIVES OF PROPERTY, PLANT AND EQUIPMENT

In applying the accounting policy on property, plant and equipment with respect to depreciation, the management estimates the useful lives of various categories of property, plant and equipment according to the industrial experiences over the usage of property, plant and equipment and also by reference to the relevant industrial norm. If the actual useful lives of property, plant and equipment is less than the original estimate useful lives due to changes in commercial and technological environment, such difference will impact the depreciation charge for the remaining useful lives.

4. 主要估計－續

(B) 物業、廠房及設備以及使用權資產的減值

當事件或情況發生變動，顯示資產的賬面值超逾其可收回金額時，本集團即為物業、廠房及設備以及使用權資產作減值檢討。可收回金額乃參照估計未來現金流量的現值釐定。當未來現金流量少於預期，或當發生不利事件及事實及情況發生變動，導致未來估計現金流量須作出修訂時，或會引致重大減值虧損。

基於以上所述，本集團認為，於截至二零二三年十二月三十一日止年度，物業、廠房及設備以及使用權資產的減值虧損分別為人民幣19,858,000元（二零二二年：人民幣7,776,000元）及人民幣2,726,000元（二零二二年：人民幣2,036,000元），已於損益扣除。

(C) 物業、廠房及設備的可使用年期

於應用有關物業、廠房及設備之折舊的會計政策時，管理層會根據行業有關使用物業、廠房及設備之經驗及參考相關行規，估計各不同類別物業、廠房及設備的可使用年期。如物業、廠房及設備之實際可使用年期因商業及技術環境轉變而少於原估計可用年期，有關差異將會影響剩餘可使用年期的折舊開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

4. KEY ESTIMATES – CONTINUED

(D) IMPAIRMENT LOSS FOR BAD AND DOUBTFUL DEBTS

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed.

(E) FAIR VALUE MEASUREMENTS AND VALUATION PROCESSES OF BIOLOGICAL ASSETS

The biological assets of the Group are measured at fair value less costs to sell for financial reporting purposes. In estimating the fair value of biological assets, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The valuation team works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The chief financial officer reports the valuation team's findings to the board of directors of the Company every six months to explain the cause of fluctuations in the fair value of the assets and liabilities.

The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value less costs to sell of the biological assets. Note 18 provides detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of various assets and liabilities. The change in fair value of biological assets amounting to approximately RMB10,264,000 (2022: approximately RMB12,049,000) was credited to profit or loss for the year ended 31 December 2023. As at 31 December 2023, the carrying amount of biological assets is approximately RMB52,390,000 (2022: approximately RMB43,703,000).

4. 主要估計－續

(D) 呆壞賬減值虧損

本集團根據對貿易應收賬款及其他應收款項的可收回性的評估，就呆壞賬計提減值虧損，當中所考慮的因素包括各債務人目前之信用可靠性及過往付款記錄。倘事件或情況變動顯示結餘可能無法收回，則會出現減值。識別呆壞賬需要使用判斷及估計。倘實際結果有別於原先的估計，有關差異將影響估計發生變動的年度內貿易應收賬款及其他應收款項以及呆賬開支的賬面值。

(E) 生物資產的公平值計量及估值程序

就財務呈報而言，本集團的生物資產按公平值減銷售成本計量。於估計生物資產的公平值時，本集團採用可獲得的可觀察市場數據。倘若無法獲得第一級輸入值，則本集團聘用第三方合資格估值師進行估值。估值小組與合資格外聘估值師緊密合作，以釐定適當的估值技術及模式的輸入值。首席財務官每六個月向本公司董事會報告估值小組得出的結果，以說明資產及負債公平值波動的原因。

於估計生物資產的公平值減銷售成本時，本集團所採用的估值方法包含並非基於可觀察市場數據的輸入值。附註18載有有關用於釐定各種資產及負債公平值的估值方法、輸入值及關鍵假設的詳細資料。截至二零二三年十二月三十一日止年度，生物資產公平值變動金額約人民幣10,264,000元（二零二二年：約人民幣12,049,000元）計入損益。於二零二三年十二月三十一日，生物資產的賬面值為約人民幣52,390,000元（二零二二年：約人民幣43,703,000元）。

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5. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(A) FOREIGN CURRENCY RISK

Certain transactions and monetary assets and liabilities of the Group are denominated in Hong Kong Dollars ("HK\$") which is different from the functional currency of the Group entities, i.e. RMB, which expose the Group to currency risk. The Group currently does not use any derivative contracts to hedge against its exposure to currency risk. The management manages its foreign currency risk by monitoring the movement of the foreign currency rate and will consider hedging significant foreign currency exposure should the need arise.

At 31 December 2023, if RMB had weakened/strengthened by 10% against HK\$ with all other variables held constant, the Group's loss after tax for the year would have been approximately RMB1,472,000 (2022: RMB1,090,000) be higher/lower arising mainly as a result of the foreign exchange differences on other payables and accruals denominated in HK\$.

(B) CREDIT RISK

The carrying amount of bank and cash balances, other receivables, deposits and trade receivables included in the consolidated statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The credit risk on bank and cash balances is limited because the counterparties are banks with high credit-ratings.

5. 財務風險管理

本集團因其活動而面對一系列財務風險：外匯風險、信貸風險、流動資金風險及利率風險。本集團的整體風險管理計劃集中於金融市場的不可預測性，並旨在降低對本集團財務表現的潛在不利影響。

(A) 外幣風險

本集團的若干交易及貨幣資產及負債以港元（「港元」）（有別於有關本集團實體的功能貨幣，即人民幣）計值，令本集團承受外幣風險。本集團現時並無使用任何衍生合約對沖其外幣風險。管理層透過監察外匯匯率變動管理其外幣風險，於有需要時將會考慮對沖重大外幣風險。

於二零二三年十二月三十一日，倘人民幣兌港元貶值／升值10%，而所有其他可變因素維持不變，本集團年內的除稅後虧損將增加／減少約人民幣1,472,000元（二零二二年：人民幣1,090,000元），主要源於以港元計值之其他應付款項及應計費用之匯兌差額。

(B) 信貸風險

本集團就其金融資產所承受的最高信貸風險為計入綜合財務狀況表的銀行及現金結餘、其他應收款項、按金以及貿易應收賬款的賬面值。

銀行及現金結餘的信貸風險有限，此乃由於交易對方為高信貸評級的銀行。

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5. FINANCIAL RISK MANAGEMENT – CONTINUED

(B) CREDIT RISK – CONTINUED

In order to minimise credit risk, the directors have delegated a team to be responsible for the determination of credit limits, credit approvals and other monitoring procedures. In addition, the directors review the recoverable amount of each individual trade and other debt regularly to ensure that adequate impairment losses are recognised for irrecoverable debts. In this regard, the directors consider that the Group's credit risk is significantly reduced.

The Group has no significant concentration of credit risk, with exposure spread over a number of counterparties and customers.

The Group considers whether there has been a significant increase in credit risk of financial assets on an ongoing basis throughout each reporting period by comparing the risk of a default occurring as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following information is used:

- internal credit rating;
- external credit rating (if available);
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations;
- actual or expected significant changes in the operating results of the borrower;

5. 財務風險管理－續

(B) 信貸風險－續

為盡量減低信貸風險，董事已委派小組負責釐定信貸限額、信貸批核及其他監控程序。此外，董事定期檢討每筆貿易債項及其他債項的可收回金額，確保就不可收回債項確認足夠減值虧損。就此而言，董事認為本集團的信貸風險已大幅減低。

本集團並無重大集中的信貸風險，風險分佈於多個對手方及客戶。

本集團於各報告期末透過比較於報告日期的違約風險與初始確認日期的違約風險，評估金融資產的信貸風險於報告期內有否大幅增加。本集團考慮可得的合理及有理據支持的前瞻性資料，尤其是下列資料：

- 內部信貸評級；
- 外部信貸評級（如有）；
- 預計會導致借款人履行責任能力出現重大變動的業務、財務或經濟狀況的實際或預期重大不利變動；
- 借款人經營業績的實際或預期重大變動；

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5. FINANCIAL RISK MANAGEMENT – CONTINUED

(B) CREDIT RISK – CONTINUED

- significant increases in credit risk on other financial instruments of the same borrower;
- significant changes in the value of the collateral or in the quality of guarantees or credit enhancements; and
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers.

A significant increase in credit risk is presumed if a debtor is more than 30 days past due in making a contractual payment. A default on a financial asset is when the counterparty fails to make contractual payments within 60 days of when they fall due.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. The Group normally categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than 360 days past due. Where loans or receivables have been written off, the Group, if practicable and economical, continues to engage in enforcement activity to attempt to recover the receivable due.

The Group uses two categories for non-trade receivables which reflect their credit risk and how the loan loss provision is determined for each of the categories. In calculating the expected credit loss rates, the Group considers historical loss rates for each category and adjusts for forward looking data.

Category 類別	Definition 定義	Loss provision 虧損撥備
Performing 良好	Low risk of default and strong capacity to pay 違約風險低和強大的支付能力	12 month expected losses 12個月預期虧損
Non-performing 不良	Significant increase in credit risk 信貸風險顯著增加	Lifetime expected losses 存續期預期虧損

5. 財務風險管理－續

(B) 信貸風險－續

- 同一名借款人的其他金融工具信貸風險顯著增加；
- 抵押品價值或擔保或信貸提升措施的質素重大變動；及
- 借款人預期表現及行為的重大變動，包括借款人的付款狀況變動。

倘債務人逾期支付合約款項超過30日，則假定信貸風險大幅增加。金融資產違約是指交易對方於合約付款到期後60日內未能按合約支付款項。

金融資產於合理預期無法收回（例如債務人未能與本集團達成還款計劃）時撇銷。倘債務人逾期超過360日未能履行合約付款，則本集團通常會撇銷有關貸款或應收款項。倘貸款或應收款項已經撇銷，則在實際可行及符合經濟效益的情況下，本集團會繼續採取強制行動試圖收回到期應收款項。

本集團將非貿易應收賬款分為兩類，反映其信貸風險以及每個類別的貸款虧損撥備確定方式。於計算預期信貸虧損率時，本集團考慮每個類別的歷史損失率，並就前瞻性數據進行調整。

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5. FINANCIAL RISK MANAGEMENT – CONTINUED

(C) LIQUIDITY RISK

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis of the Group's financial liabilities is as follow:

		Less than 1 year or repayable on demand 一年內或 於要求時償還 RMB'000 人民幣千元	Between 1 to 2 years 一至兩年 RMB'000 人民幣千元	Between 2 to 5 years 二至五年 RMB'000 人民幣千元	Total undiscounted cash flow 未折現現金 流量總額 RMB'000 人民幣千元	Carrying amounts 賬面值 RMB'000 人民幣千元
At 31 December 2023	於二零二三年十二月三十一日					
Trade payables	貿易應付賬款	8,909	–	–	8,909	8,909
Other payables and accruals	其他應付款項及應計費用	11,667	–	–	11,667	11,667
Amount due to a substantial shareholder	應付一名主要股東款項	13,452	–	–	13,452	13,452
Lease liabilities	租賃負債	1,847	2,213	1,307	5,367	5,006
		35,875	2,213	1,307	39,395	39,034
At 31 December 2022	於二零二二年十二月三十一日					
Trade payables	貿易應付賬款	2,221	–	–	2,221	2,221
Other payables and accruals	其他應付款項及應計費用	13,845	–	–	13,845	13,845
Amount due to a substantial shareholder	應付一名主要股東款項	6,301	–	–	6,301	6,301
Lease liabilities	租賃負債	832	161	–	993	913
		23,199	161	–	23,360	23,280

(D) INTEREST RATE RISK

The Group is exposed to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances.

The Group considered interest rate risk on bank balances is insignificant.

5. 財務風險管理－續

(C) 流動資金風險

本集團之政策乃定期監察當前及預期之流動資金需求，確保維持足夠現金儲備，以應付短期及較長期流動資金需求。

本集團金融負債的到期分析如下：

(D) 利率風險

本集團就銀行結餘承受市場利率波動引致之現金流利率風險。

本集團認為銀行結餘之利率風險並不重大。

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5. FINANCIAL RISK MANAGEMENT – CONTINUED

(E) FAIR VALUES

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

(F) CATEGORIES OF FINANCIAL INSTRUMENTS AT 31 DECEMBER

Financial assets:	金融資產：
Financial assets at amortised cost (including cash and cash equivalents)	按攤銷成本計量之金融資產 (包括現金及現金等價物)
Financial liabilities:	金融負債：
Financial liabilities at amortised cost	按攤銷成本計量之金融負債

5. 財務風險管理－續

(E) 公平值

綜合財務狀況表中反映的本集團金融資產及金融負債的賬面值與各自的公平值相若。

(F) 於十二月三十一日的金融工具類別

	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
	213,716	205,890
	39,034	23,280

6. FAIR VALUE MEASUREMENTS

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. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

第一級輸入值：本集團於計量日期可以取得的相同資產或負債於活躍市場的報價（未經調整）。

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

第二級輸入值：就資產或負債直接或間接可觀察的輸入值（第一級內包括的報價除外）。

Level 3 inputs: unobservable inputs for the asset or liability.

第三級輸入值：資產或負債的不可觀察輸入值。

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

6. 公平值計量

公平值是於計量日期市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付的價格。下列公平值計量披露採用將公平值計量所使用之估值方法輸入值分類為三個等級的公平值層級：

本集團的政策為在導致轉撥的事宜或情況變動的日期確認三個層級中任何層級的轉入及轉出。

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6. FAIR VALUE MEASUREMENTS – CONTINUED

(A) DISCLOSURES OF LEVEL IN FAIR VALUE HIERARCHY AT 31 DECEMBER:

Recurring fair value measurements:

Biological assets – Ginseng

經常性公平值計量：
生物資產－人參

6. 公平值計量－續

(A) 於十二月三十一日的公平值層級披露：

Fair value measurements using:

公平值按下列等級計量：

Level 1	Level 2	Level 3	Total 2023
第一級	第二級	第三級	總計
RMB'000	RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元	人民幣千元
–	–	52,390	52,390

Fair value measurements using:

公平值按下列等級計量：

Level 1	Level 2	Level 3	Total 2022
第一級	第二級	第三級	總計
RMB'000	RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元	人民幣千元
–	–	41,230	41,230
–	–	2,473	2,473
–	–	43,703	43,703

Recurring fair value measurements:

Biological assets – Ginseng
Grapes經常性公平值計量：
生物資產－人參
葡萄

於截至二零二三年十二月三十一日止年度內，第一級及第二級之間並無進行轉撥，第三級亦無轉入或轉出（二零二二年：無）。本集團的政策為於發生轉撥的報告期末確認公平值層級間的轉撥。

During the year ended 31 December 2023, there were no transfer between Level 1 and Level 2, or transfers into or out of Level 3 (2022: Nil). The Group's policy is to recognise transfer between levels of fair value hierarchy as at the end of the reporting period in which they occur.

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6. FAIR VALUE MEASUREMENTS – CONTINUED

(B) RECONCILIATION OF ASSETS MEASURED AT FAIR VALUE BASED ON LEVEL 3:

6. 公平值計量－續

(B) 按第三級公平值計量的資產的對賬：

		Biological assets 2023 生物資產 二零二三年 RMB'000 人民幣千元
At 1 January 2023	於二零二三年一月一日	43,703
Increase due to cultivation	因培植而增加	3,647
Transfer to inventories	轉入存貨	(5,224)
Total gains recognised in profit or loss (#)	於損益確認之收益總額(#)	10,264
At 31 December 2023		52,390
(#) include gains or losses for assets held at end of reporting period	(#) 包括於報告期末持有的資產的盈虧	10,264
		Biological assets 2022 生物資產 二零二二年 RMB'000 人民幣千元
At 1 January 2022	於二零二二年一月一日	33,461
Increase due to cultivation	因培植而增加	3,953
Transfer to inventories	轉入存貨	(5,760)
Total gains recognised in profit or loss (#)	於損益確認之收益總額(#)	12,049
At 31 December 2022		43,703
(#) include gains or losses for assets held at end of reporting period	(#) 包括於報告期末持有的資產的盈虧	12,049

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6. FAIR VALUE MEASUREMENTS – CONTINUED

(B) RECONCILIATION OF ASSETS MEASURED AT FAIR VALUE BASED ON LEVEL 3: – CONTINUED

The total gains or losses recognised in profit or loss including those for assets held at end of reporting period are presented in the consolidated statement of profit or loss and other comprehensive income.

(C) DISCLOSURE OF VALUATION PROCESS USED BY THE GROUP AND VALUATION TECHNIQUES AND INPUTS USED IN FAIR VALUE MEASUREMENTS AT 31 DECEMBER:

The Group's chief financial officer is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. The chief financial officer reports directly to directors for these fair value measurements. Discussions of valuation processes and results are held between the chief financial officer and directors at least twice a year.

As at the years ended 31 December 2023 and 2022, the Group has engaged an independent valuer, Savills Valuation and Professional Services Limited, to determine the fair values of the ginseng and grapes.

6. 公平值計量－續

(B) 按第三級公平值計量的資產的對賬：－續

於損益確認之盈虧總額（包括於報告期末持有的資產的盈虧）於綜合損益及其他全面收益表呈列。

(C) 有關本集團於十二月三十一日所採用的估值程序以及公平值計量中所採用的估值技術及輸入值的披露：

本集團的首席財務官負責進行財務報告所需的資產及負債的公平值計量（包括第三級公平值計量）。首席財務官直接向董事報告該等公平值計量情況。首席財務官和董事每年至少討論兩次估值程序和結果。

於截至二零二三年及二零二二年十二月三十一日止年度，本集團已委聘獨立估值師第一太平戴維斯估值及專業顧問有限公司釐定人參和葡萄的公平值。

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6. FAIR VALUE MEASUREMENTS – CONTINUED

(C) DISCLOSURE OF VALUATION PROCESS USED BY THE GROUP AND VALUATION TECHNIQUES AND INPUTS USED IN FAIR VALUE MEASUREMENTS AT 31 DECEMBER: – CONTINUED

Key unobservable inputs used in level 3 fair value measurements are mainly:

Description	Valuation technique and key inputs	Significant unobservable inputs	Range	Effect on fair value for increase of inputs	Fair value 2023 二零二三年 公平值 RMB'000 人民幣千元	Fair value 2022 二零二二年 公平值 RMB'000 人民幣千元
描述	估值技術及主要輸入值	重大不可觀察輸入值	範圍	輸入值增加對公平值之影響		
Ginseng 人參	Income approach 收入法 The key inputs are: 主要輸入值為:					
(1)	Effective cultivated area; 有效培植面積;	(1) Total effective cultivated area of ginseng planted in the farm land. 於農地種植人參的有效培植總面積。	304.8mu (2022: 304.8mu) 304.8畝 (二零二二年: 304.8畝)	Increase 增加		
(2)	Production quantity; 產量;	(2) Production quantity of kilogram ("kg") per mu of ginseng in effective cultivated area when ginseng aged 5. 有效培植面積內每畝五年人參(「千克」)產量。	1,420kg/mu (2022: 1,420kg/mu) 1,420千克/畝 (二零二二年: 1,420千克/畝)	Increase 增加		
(3)	Market price per kg of ginseng aged 5; and 每千克五年人參的市價; 及	(3) Market price of ginseng aged 5. 五年人參的市價。	RMB140 per kg (2022: RMB140 per kg) 每千克人民幣140元 (二零二二年: 每千克人民幣140元)	Increase 增加		
(4)	Discount rate 折現率	(4) Discount rate, taking into account of nature of ginseng industry and ginseng plantation market condition. 折現率 (經考慮人參行業的性質以及人參種植的市況)。	16% (2022: 18%) 16% (二零二二年: 18%)	Decrease 減少		
					52,390	41,230

During the two years, there were no changes in the valuation techniques used.

於該兩個年度內，所用估值技術並無變動。

7. REVENUE

The Group manufactures and sells wine products to the customers. Sales are recognised when control of the products has transferred, being when the products are delivered to a customer, there is no unfulfilled obligation that could affect the customer's acceptance of the products and the customer has obtained legal titles to the products.

6. 公平值計量 – 續

(C) 有關本集團於十二月三十一日所採用的估值程序以及公平值計量中所採用的估值技術及輸入值的披露：– 續

第三級公平值計量使用之主要不可觀察輸入值主要為：

7. 收益

本集團生產並向客戶銷售葡萄酒產品。在產品的控制權已轉讓（即產品交付予客戶之時），且概無可能影響客戶接受產品的未履行責任及客戶已獲取產品的合法所有權時，確認銷售。

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7. REVENUE – CONTINUED

Sales to customers are normally made with credit terms of 180 days (2022: 90 to 180 days). For new customers, deposits or cash on delivery may be required. Deposits received are recognised as a contract liability.

A receivable is recognised when the products are delivered to the customers as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

8. SEGMENT INFORMATION

The Group determines its reportable and operating segments based on internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (i.e. the executive directors) of the Company in order to allocate the resources to the segment and to assess its performance. No operating segments identified by chief operating decision maker have been aggregated in arising at the reportable segments of the Group.

The Group is principally engaged in the business of manufacturing and sales of wine products. The Group is organised based on the region of wine products delivered.

The Group's reportable and operating segments under HKFRS 8 Operating Segments are identified based on different geographical zones of wine products delivered in the PRC: North-East Region, Northern Region, Eastern Region, South-Central Region and South-West Region.

- North-East Region includes the provinces of Jilin, Heilongjiang and Liaoning.
- Northern Region includes provinces of Hebei, Shaanxi, Shanxi, Inner Mongolia Autonomous Region, Ningxia Hui Autonomous Region, city of Beijing and city of Tianjin.
- Eastern Region includes provinces of Anhui, Fujian, Jiangsu, Jiangxi, Shandong, Zhejiang, and city of Shanghai.
- South-Central Region includes provinces of Guangdong, Hainan, Henan, Hubei and Hunan.

7. 收益－續

向客戶作出之銷售一般有180日(二零二二年:介乎90日至180日)之信貸期。就新客戶而言,其可能需要支付按金或於交付時以現金結付。已收按金確認為合約負債。

應收款項於向客戶交付貨品時確認,因從那一刻開始,付款之到期僅須時間的流逝,故收取代價成為無條件。

8. 分類資料

本集團根據有關本集團組成部分的內部報告決定其可報告及經營分類,並定期由本公司的主要經營決策人(即執行董事)審閱,以將資源分配至有關分類及評估其表現。主要經營決策人確定的經營分類並無於產生時在本集團的可報告分類匯總。

本集團主要從事製造及銷售葡萄酒產品的業務。本集團乃按葡萄酒產品的發貨地區組織業務。

本集團根據香港財務報告準則第8號經營分類之可報告及經營分類,乃按中國葡萄酒產品的不同發貨區域:東北地區、華北地區、華東地區、中南地區及西南地區識別。

- 東北地區包括吉林省、黑龍江省及遼寧省。
- 華北地區包括河北省、陝西省、山西省、內蒙古自治區、寧夏回族自治區、北京市及天津市。
- 華東地區包括安徽省、福建省、江蘇省、江西省、山東省、浙江省及上海市。
- 中南地區包括廣東省、海南省、河南省、湖北省及湖南省。

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8. SEGMENT INFORMATION – CONTINUED

- South-West Region includes provinces of Qinghai, Sichuan, Yunnan, Guangxi Zhuang Autonomous Region and city of Chongqing.

The accounting policies of the reportable and operating segments are the same as those described in the summary of material accounting policies.

No revenue from transactions with a single external customer amounted to 10 per cent or more of the Group's total revenue.

The Group's operations are located in the PRC and all revenue from external customers and non-current assets are attributed to and located in the PRC.

Information about reportable segment profit or loss, assets and liabilities:

8. 分類資料 – 續

- 西南地區包括青海省、四川省、雲南省、廣西壯族自治區及重慶市。

可報告及經營分類的會計政策與重大會計政策概要所述者相同。

並無在與單一外部客戶進行的交易中獲得佔本集團總收益10%或以上的收益。

本集團的業務乃位於中國，而所有來自外部客戶的收益及非流動資產均來自及位於中國。

有關可報告分類溢利或虧損、資產與負債之資料：

		North-East Region 東北地區 RMB'000 人民幣千元	Northern Region 華北地區 RMB'000 人民幣千元	Eastern Region 華東地區 RMB'000 人民幣千元	South-Central Region 中南地區 RMB'000 人民幣千元	South-West Region 西南地區 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
For the year ended 31 December 2023	截至二零二三年十二月三十一日止年度						
Segment revenue from external customer	來自外部客戶的分類收益	11,976	13,489	81,555	35,242	46,877	189,139
Segment (loss)/profit	分類(虧損)/溢利	(2,412)	189	6,485	246	4,985	9,493
For the year ended 31 December 2022	截至二零二二年十二月三十一日止年度						
Segment revenue from external customer	來自外部客戶的分類收益	25,537	19,771	39,601	36,388	24,821	146,118
Segment profit	分類溢利	137	2,497	3,989	1,390	1,428	9,441
As at 31 December 2023	於二零二三年十二月三十一日						
Segment assets	分類資產	5,708	7,021	51,583	22,728	30,207	117,247
Segment liabilities	分類負債	504	568	3,433	1,484	1,973	7,962
As at 31 December 2022	於二零二二年十二月三十一日						
Segment assets	分類資產	22,111	9,437	44,213	33,299	23,621	132,681
Segment liabilities	分類負債	817	633	1,267	1,165	795	4,677

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8. SEGMENT INFORMATION – CONTINUED

RECONCILIATIONS OF REPORTABLE SEGMENT REVENUE, PROFIT OR LOSS, ASSETS AND LIABILITIES: REVENUE

No reconciliation of reportable and operating segment revenue is provided as the total revenue for reportable and operating segments is the same as Group's revenue.

8. 分類資料－續

可報告分類收益、溢利或虧損、資產與負債之對賬：

收益

因可報告及經營分類的總收益即為本集團的收益，故並無提供可報告及經營分類收益的對賬。

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Profit or loss	溢利或虧損		
Total profit of reportable segments	可報告分類之溢利總額	9,493	9,441
Unallocated amounts:	未分配金額：		
Change in fair value of biological assets	生物資產的公平值變動	10,264	12,049
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(16,920)	(15,683)
Depreciation of right-of-use assets	使用權資產折舊	(3,731)	(3,159)
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	(19,858)	(7,776)
Impairment loss on right-of-use assets	使用權資產減值虧損	(2,726)	(2,036)
Write off of inventories	撇銷存貨	(20,189)	(7,265)
Loss allowances for trade receivables	貿易應收賬款虧損撥備	(12,196)	(2,348)
Loss allowances for other receivables, deposits and prepayments	其他應收款項、按金及預付款項虧損撥備	(1,600)	–
Share-based payments	以股份為基礎的付款	(485)	–
Other corporate income	其他企業收入	387	4,270
Other corporate expenses	其他企業支出	(13,245)	(15,047)
Consolidated loss for the year	年內綜合虧損	(70,806)	(27,554)

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8. SEGMENT INFORMATION –
CONTINUED
REVENUE – CONTINUED

Reportable and operating segment profit represented the profit incurred by each segment without allocation of depreciation, loss allowances for trade receivables, other receivables, deposits and prepayments, write off of inventories, impairment on property, plant and equipment, impairment on right-of-use assets, change in fair value of biological assets, share-based payments, other corporate expenses and other corporate income.

8. 分類資料 – 續

收益 – 續

可報告及經營分類溢利指各分類產生的溢利，未分配折舊、貿易應收賬款、其他應收款項、按金及預付款項虧損撥備、撇銷存貨、撇銷物業、廠房及設備減值、使用權資產減值、生物資產的公平值變動、以股份為基礎的付款、其他企業支出及其他企業收入。

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Assets	資產		
Total assets of reportable segments	可報告分類資產總額	117,247	132,681
Unallocated amounts:	未分配金額：		
Property, plant and equipment	物業、廠房及設備	108,717	141,228
Right-of-use assets	使用權資產	36,236	36,986
Biological assets	生物資產	52,390	43,703
Inventories	存貨	132,836	170,332
Other receivables, deposits and prepayments	其他應收款項、按金及 預付款項	4,974	5,700
Current tax recoverable	即期可收回稅項	5,551	5,551
Bank and cash balances	銀行及現金結餘	95,483	70,893
Consolidated total assets	綜合資產總額	553,434	607,074

Reportable and operating segment assets represent trade receivables and prepaid other taxes.

可報告及經營分類資產指貿易應收賬款及預付的其他稅款。

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8. SEGMENT INFORMATION – CONTINUED REVENUE – CONTINUED

8. 分類資料 – 續

收益 – 續

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Liabilities	負債		
Total liabilities of reportable segments	可報告分類負債總額	7,962	4,677
Unallocated amounts:	未分配金額：		
Trade payables	貿易應付賬款	8,909	2,221
Other payables and accruals	其他應付款項及應計費用	10,759	15,295
Amount due to a substantial shareholder	應付一名主要股東款項	13,452	6,301
Lease liabilities	租賃負債	5,006	913
Current tax liabilities	即期稅項負債	9,961	9,961
Consolidated total liabilities	綜合負債總額	56,049	39,368

Reportable and operating segment liabilities comprise certain other payables and accruals.

可報告及經營分類負債包括若干其他應付款項及應計費用。

REVENUE FROM MAJOR PRODUCTS:

The following is an analysis of the Group's revenue from its major products.

主要產品產生之收益：

以下為本集團主要產品產生之收益分析。

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Sweet wines	甜葡萄酒	46,432	52,960
Dry wines	乾葡萄酒	101,103	66,815
Brandy	白蘭地	28,033	6,625
Others	其他	13,571	19,718
		189,139	146,118

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8. SEGMENT INFORMATION –
CONTINUED
TIMING OF REVENUE RECOGNITION

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
At a point in time	於特定時間	189,139	146,118

8. 分類資料－續

收益確認時間－續

9. OTHER INCOME, GAINS AND LOSSES

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Bank interest income	銀行利息收入	337	244
Net foreign exchange (loss)/gain	外匯(虧損)/收益淨額	(467)	303
Sundry income	雜項收入	50	–
Gain on disposal of property, plant and equipment and right-of-use assets	出售物業、廠房及設備以及使用權資產收益	–	3,723
		(80)	4,270

9. 其他收入、收益及虧損

10. FINANCE COSTS

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Lease interests	租賃利息	190	137

10. 融資成本

11. INCOME TAX EXPENSE

No provision for taxation in Hong Kong has been made as the Group did not have any assessable profit arising from Hong Kong for both years.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25%.

11. 所得稅開支

於該兩個年度內，本集團並無任何源自香港的應課稅溢利，故未對香港稅項計提撥備。

按照中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司之稅率為25%。

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11. INCOME TAX EXPENSE – CONTINUED

No provision for the PRC Enterprise Income Tax has been made as the Group did not have assessable profit subject to PRC Enterprise Income Tax for the year ended 31 December 2023. Provision for the PRC Enterprise Income Tax was made based on the estimated assessable profits calculated in accordance with the relevant income tax laws applicable to the subsidiaries operated in the PRC for the year ended 31 December 2022.

The income tax expense for both years can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Loss before tax	除稅前虧損	(70,806)	(27,554)
Tax at the PRC Enterprise Income Tax rate of 25% (2022: 25%)	按中國企業所得稅稅率25% (二零二二年: 25%) 計算的稅項	(17,702)	(6,889)
Tax effect of income not taxable for tax purposes	就稅項而言不需繳稅收入的 稅項影響	(3,674)	(3,239)
Tax effect of expenses not deductible for tax purpose	就稅項而言不可扣減開支的 稅項影響	11,914	6,451
Tax effect of tax losses not recognised	未確認稅項虧損的稅項影響	11,163	3,677
Utilisation of tax losses previously not recognised	動用過往未確認之稅項虧損	(1,701)	-
Income tax expense	所得稅開支	-	-

At the end of the reporting period, the Group has unused tax losses of approximately RMB159,227,000 (2022: RMB121,381,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. Unrecognised tax losses of approximately RMB159,227,000 will expire from 2024 to 2028 (2022: RMB121,381,000 will expire from 2023 to 2027), subject to final determination by tax authorities.

11. 所得稅開支－續

由於本集團截至二零二三年十二月三十一日止年度並無就中國企業所得稅產生應課稅溢利，故並無就中國企業所得稅作出撥備。中國企業所得稅撥備是根據截至二零二二年十二月三十一日止年度適用於中國營運附屬公司的相關所得稅法按估計應課稅溢利計算所得。

該兩個年度之所得稅開支與綜合損益及其他全面收益表內除稅前虧損的對賬如下：

於報告期末，本集團之未動用稅項虧損約人民幣159,227,000元（二零二二年：人民幣121,381,000元）可用於抵銷未來溢利。由於未來溢利流量不可預測，故並無確認遞延稅項資產。未確認稅項虧損約人民幣159,227,000元將於二零二四年至二零二八年到期（二零二二年：人民幣121,381,000元將於二零二三年至二零二七年到期），惟有待稅務機關最終審定。

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12. LOSS FOR THE YEAR

The Group's loss for the year is stated after charging the following:

12. 年度虧損

本集團年度虧損乃經扣除以下各項後達致：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Auditor's remuneration	核數師酬金	1,370	1,370
Cost of inventories sold	已售存貨成本	115,523	85,666
Depreciation of property, plant and equipment	物業、廠房及設備折舊	16,920	15,683
Depreciation of right-of-use assets	使用權資產折舊	5,026	4,563
Less: amounts included in property, plant and equipment	減：計入物業、廠房及設備的金額	(1,295)	(1,404)
		3,731	3,159
Staff costs (including directors' remuneration):	員工成本（包括董事酬金）：		
Salaries, allowance and benefits in kind	薪金、津貼及實物福利	10,023	11,478
Sales commission	銷售佣金	4,199	3,157
Retirement benefit scheme contributions	退休福利計劃供款	3,273	3,424
Equity-settled share-based payments	以權益結算並以股份為基礎的付款	485	-
		17,980	18,059
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	19,858	7,776
Impairment loss on right-of-use assets	使用權資產減值虧損	2,726	2,036
Write off of inventories (included in cost of sales)	撇銷存貨（包括在銷售成本內）	20,189	7,265
Loss allowance for trade receivables	貿易應收賬款虧損撥備	12,196	2,348
Loss allowance for other receivables, deposits and prepayments	其他應收款項、按金及預付款項虧損撥備	1,600	-

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13. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS

(A) THE REMUNERATION OF EACH DIRECTOR

Directors' remuneration for the year, disclosed pursuant to the applicable Listing Rules and CO, is as follows:

		Salaries, allowance and benefits in kind	Discretionary bonus	Retirement benefits scheme contributions	Equity-settled share-based payments with share-based payments	Total
	袍金	薪金、津貼及實物福利	酌定花紅	退休福利計劃供款	以權益結算並以股份為基礎的付款	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive Directors	執行董事					
Mr. Wang Guangyuan	王光遠先生	-	1,745	-	-	1,745
Mr. Zhang Hebin	張和彬先生	-	631	-	-	631
Ms. Wang Lijun	王麗君女士	-	593	17	-	610
Non-executive Directors	非執行董事					
Mr. Li Jerry Y.*	李瑜鴻先生*	-	-	-	-	-
Mr. Zhu Minghui*	朱明徽先生*	-	-	-	-	-
Independent Non-executive Directors	獨立非執行董事					
Mr. Lai Chi Keung, Albert	黎志強先生	163	-	-	-	163
Mr. Yang Qiang	楊強先生	120	-	-	-	120
Dr. Cheng Vincent	鄭嘉福博士	163	-	-	-	163
Total for 2023	二零二三年總計	446	2,969	-	17	3,432

Executive Directors	執行董事					
Mr. Wang Guangyuan	王光遠先生	-	1,660	-	-	1,660
Mr. Zhang Hebin	張和彬先生	-	601	-	-	601
Ms. Wang Lijun	王麗君女士	-	564	17	-	581
Non-executive Directors	非執行董事					
Mr. Li Jerry Y.*	李瑜鴻先生*	-	-	-	-	-
Mr. Zhu Minghui*	朱明徽先生*	-	-	-	-	-
Independent Non-executive Directors	獨立非執行董事					
Mr. Lai Chi Keung, Albert	黎志強先生	155	-	-	-	155
Mr. Yang Qiang	楊強先生	120	-	-	-	120
Dr. Cheng Vincent	鄭嘉福博士	155	-	-	-	155
Total for 2022	二零二二年總計	430	2,825	-	17	3,272

* Appointed on 31 August 2022

* 於二零二二年八月三十一日獲委任

There was no arrangement under which a director waived or agreed to waive any emoluments during the year.

年內概無董事放棄或同意放棄收取任何酬金的安排。

13. 董事及五名最高薪人士之酬金

(A) 各董事之薪酬

根據適用的上市規則及公司條例披露的董事年內薪酬如下：

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13. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS – CONTINUED

(B) FIVE HIGHEST PAID INDIVIDUALS

The five highest paid individuals in the Group during the year included three (2022: three) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining two (2022: two) individuals is set out below:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Salaries, allowance and benefits in kind	薪金、津貼及實物福利	1,192	1,370
Retirement benefits scheme contributions	退休福利計劃供款	33	31
		1,225	1,401

The emoluments fell within the following band:

		2023 二零二三年 No. of employees 僱員人數	2022 二零二二年 No. of employees 僱員人數
Below HK\$1,000,000	1,000,000港元以下	2	2

During the years ended 31 December 2023 and 2022, no emoluments were paid by the Group to any of the directors of the Company or the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office.

14. DIVIDENDS

The directors do not recommend the payment of any dividend for the year ended 31 December 2023 (2022: Nil).

13. 董事及五名最高薪人士之酬金 – 續

(B) 五名最高薪人士

年內本集團之五名最高薪人士包括三名(二零二二年:三名)董事,其酬金反映於上文呈列之分析內。餘下兩名(二零二二年:兩名)人士之酬金載列如下:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Salaries, allowance and benefits in kind	薪金、津貼及實物福利	1,192	1,370
Retirement benefits scheme contributions	退休福利計劃供款	33	31
		1,225	1,401

酬金處於以下範圍:

		2023 二零二三年 No. of employees 僱員人數	2022 二零二二年 No. of employees 僱員人數
Below HK\$1,000,000	1,000,000港元以下	2	2

於截至二零二三年及二零二二年十二月三十一日止年度,本集團概無向任何本公司董事或五名最高薪人士(包括董事及僱員)支付酬金,作為加入本集團或於加入本集團後之獎勵或作為離職補償。

14. 股息

董事不建議就截至二零二三年十二月三十一日止年度派付任何股息(二零二二年:無)。

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15. LOSS PER SHARE

BASIC LOSS PER SHARE

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the year attributable to owners of the Company of approximately RMB80,199,000 (2022: RMB26,403,000) and the weighted average number of ordinary shares of 301,562,000 (2022: 293,397,000 (restated)) in issue during the year.

DILUTED LOSS PER SHARE

No diluted loss per share is presented for the years ended 31 December 2023 and 2022 as the exercise of the Company's outstanding share options would be anti-dilutive.

16. PROPERTY, PLANT AND EQUIPMENT

15. 每股虧損

每股基本虧損

本公司擁有人應佔每股基本虧損乃根據本公司擁有人應佔年內虧損約人民幣80,199,000元(二零二二年:人民幣26,403,000元)及年內已發行普通股之加權平均數301,562,000股(二零二二年:293,397,000股(重述))計算。

每股攤薄虧損

截至二零二三年及二零二二年十二月三十一日止年度,由於行使本公司尚未行使之購股權具反攤薄影響,故並無呈列每股攤薄虧損。

16. 物業、廠房及設備

		Buildings and Structures 樓宇及 構築物 RMB'000 人民幣千元	Plant and machinery 廠房及機器 RMB'000 人民幣千元	Fixtures and office equipment 固定裝置及 辦公室設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Bearer plants 生產性植物 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost	成本							
At 1 January 2022	於二零二二年一月一日	499,192	414,156	16,285	4,051	41,873	8,550	984,107
Additions	添置	11,298	368	-	122	4,206	11,659	27,653
Transfer	轉讓	11,009	-	-	-	-	(11,009)	-
Disposals	出售	(793)	(48,562)	-	(131)	-	-	(49,486)
At 31 December 2022	於二零二二年十二月三十一日	520,706	365,962	16,285	4,042	46,079	9,200	962,274
Additions	添置	-	14	42	-	4,211	-	4,267
At 31 December 2023	於二零二三年十二月三十一日	520,706	365,976	16,327	4,042	50,290	9,200	966,541
Accumulated depreciation and impairment	累計折舊及減值							
At 1 January 2022	於二零二二年一月一日	421,457	385,660	13,173	3,680	21,578	1,520	847,068
Charge for the year	年內支出	8,836	3,400	174	87	3,186	-	15,683
Transfer	轉讓	1,520	-	-	-	-	(1,520)	-
Disposals	出售	(793)	(48,562)	-	(126)	-	-	(49,481)
Impairment loss	減值虧損	4,681	1,329	153	21	1,112	480	7,776
At 31 December 2022	於二零二二年十二月三十一日	435,701	341,827	13,500	3,662	25,876	480	821,046
Charge for the year	年內支出	8,951	3,142	166	105	4,556	-	16,920
Impairment loss	減值虧損	-	-	-	-	19,858	-	19,858
At 31 December 2023	於二零二三年十二月三十一日	444,652	344,969	13,666	3,767	50,290	480	857,824
Carrying amounts	賬面值							
At 31 December 2023	於二零二三年十二月三十一日	76,054	21,007	2,661	275	-	8,720	108,717
At 31 December 2022	於二零二二年十二月三十一日	85,005	24,135	2,785	380	20,203	8,720	141,228

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16. PROPERTY, PLANT AND EQUIPMENT – CONTINUED

The buildings are situated on land in the PRC.

In January 2024, the Group decided to cease plantation work on the grapevines and sub-letting the farm lands to earn rentals. The Group reviewed the recoverable amount of its bearer plants on the farm lands. It resulted in impairment losses of approximately RMB19,858,000 on the bearer plants recognised in profit or loss for the year ended 31 December 2023. For the details please refer to note 38.

During the year ended 31 December 2023, the Group carried out review of the recoverable amount of its property, plant and equipment as a result of the deterioration of the markets of the Group's business. Except for the aforesaid impairment losses on bearer plants, no further impairment losses (2022: impairment losses of RMB7,776,000) have been recognised in profit or loss for the year ended 31 December 2023. The recoverable amount of the relevant assets of RMB108,717,000 (2022: RMB141,228,000) has been determined on the basis of their value in use using discounted cashflow method. The discount rate used was 12 (2022: 13) per cent.

17. LEASES AND RIGHT-OF-USE ASSETS

Disclosures of lease-related items:

At 31 December:
Right-of-use assets
– Leasehold lands
– Office premise

於十二月三十一日：
使用權資產
– 租賃土地
– 辦公室物業

The maturity analysis, based on undiscounted cash flows, of the Group's lease liabilities is as follows:
– Less than 1 year
– Between 1 and 2 years
– Between 2 and 5 years

基於未貼現現金流量的本集團租賃負債的到期日分析如下：
– 一年以內
– 一年至兩年
– 兩年至五年

16. 物業、廠房及設備－續

該等樓宇位於中國境內土地上。

於二零二四年一月，本集團決定終止葡萄樹的種植工作，並分租農地以賺取租金。本集團已覆核其農地上生產性植物的可收回金額，從而導致於截至二零二三年十二月三十一日止年度的損益中確認生產性植物減值虧損約人民幣19,858,000元。有關詳情請參閱附註38。

截至二零二三年十二月三十一日止年度，由於本集團業務的市場惡化，本集團已對物業、廠房及設備的可回收款項進行覆核。除上述生產性植物之減值虧損外，並無於截至二零二三年十二月三十一日止年度的損益中進一步確認減值虧損（二零二二年：減值虧損人民幣7,776,000元）。相關資產的可回收金額人民幣108,717,000元（二零二二年：人民幣141,228,000元）乃採用貼現現金流量法基於其使用價值釐定。所採用的貼現率為12%（二零二二年：13%）。

17. 租賃及使用權資產

披露租賃相關項目：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
At 31 December:	於十二月三十一日：		
Right-of-use assets	使用權資產		
– Leasehold lands	– 租賃土地	30,720	35,395
– Office premise	– 辦公室物業	5,516	1,591
		36,236	36,986
The maturity analysis, based on undiscounted cash flows, of the Group's lease liabilities is as follows:	基於未貼現現金流量的本集團租賃負債的到期日分析如下：		
– Less than 1 year	– 一年以內	1,847	832
– Between 1 and 2 years	– 一年至兩年	2,213	161
– Between 2 and 5 years	– 兩年至五年	1,307	–
		5,367	993

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17. LEASES AND RIGHT-OF-USE ASSETS – CONTINUED 17. 租賃及使用權資產 – 續

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Year ended 31 December:	截至十二月三十一日止年度：		
Depreciation charge of right-of-use assets	使用權資產的折舊開支		
– Leasehold lands	– 租賃土地	2,323	2,530
– Office premise	– 辦公室物業	2,703	2,033
Less: amounts included in property, plant and equipment	減：計入物業、廠房及設備的金額	(1,295)	(1,404)
		3,731	3,159
Lease interests	租賃利息	190	137
Total cash outflow for leases	租賃的現金流出總額	3,099	2,632
Addition of right-of-use assets	使用權資產添置	7,002	1,828
Disposal of right-of-use assets – leasehold lands	出售使用權資產 – 租賃土地	–	217
Impairment loss on right-of-use assets	使用權資產減值虧損	2,726	2,036

The Group leases various leasehold lands and office premise. Lease agreements are typically made for fixed periods of 2 to 50 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants and the leased assets may not be used as security for borrowing purposes.

In January 2024, the Group decided to cease plantation work on the grapevines and sub-letting the farm lands to earn rentals. The Group reviewed the recoverable amount of its farm lands. It resulted in impairment losses of approximately RMB2,726,000 on the bearer plants recognised in profit or loss for the year ended 31 December 2023. For the details please refer to note 38.

本集團租賃多個租賃土地及辦公室物業。租賃協議的固定期限通常為2至50年。租賃條款乃按個別基準進行磋商，包含各種不同的條款及條件。租賃協議並無施加任何契諾，而租賃資產不得用作借貸用途的擔保。

於二零二四年一月，本集團決定終止葡萄樹的種植工作，並分租農地以賺取租金。本集團已覆核其農地的可收回金額，從而導致於截至二零二三年十二月三十一日止年度的損益中確認生產性植物減值虧損約人民幣2,726,000元。有關詳情請參閱附註38。

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17. LEASES AND RIGHT-OF-USE ASSETS – CONTINUED

During the year ended 31 December 2023, the Group carried out review of the recoverable amount of its right-of-use assets as a result of the deterioration of the markets of the Group's business. Except for the aforesaid impairment losses on right-of-use assets, no further impairment losses (2022: impairment losses of RMB2,036,000) have been recognised in profit or loss for the year ended 31 December 2023. The recoverable amount of the relevant assets of RMB36,236,000 (2022: RMB36,986,000) has been determined on the basis of their value in use using discounted cashflow method. The discount rate used was 12 (2022: 13) per cent.

18. BIOLOGICAL ASSETS

Movements of biological assets, representing ginseng planted and grapes growing on bearer plants, are summarised as follows:

		RMB'000 人民幣千元
At 1 January 2022	於二零二二年一月一日	33,461
Increase due to cultivation	因培植而增加	3,953
Transfer to inventories	轉入存貨	(5,760)
Change in fair value of biological assets	生物資產公平值變動	12,049
At 31 December 2022	於二零二二年十二月三十一日	43,703
Increase due to cultivation	因培植而增加	3,647
Transfer to inventories	轉入存貨	(5,224)
Change in fair value of biological assets	生物資產公平值變動	10,264
At 31 December 2023	於二零二三年十二月三十一日	52,390

Cultivation costs incurred as addition to the ginseng and grapes.

17. 租賃及使用權資產－續

截至二零二三年十二月三十一日止年度，由於本集團業務的市場惡化，本集團已對使用權資產的可回收金額進行覆核。除上述使用權資產的減值虧損外，概無於截至二零二三年十二月三十一日止年度的損益中進一步確認減值虧損（二零二二年：減值虧損人民幣2,036,000元）。相關資產的可回收金額人民幣36,236,000元（二零二二年：人民幣36,986,000元）乃採用貼現現金流量法基於其使用價值釐定。所採用之貼現率為12%（二零二二年：13%）。

18. 生物資產

生物資產（指種植的人參及生產性植物上生長的葡萄）的變動概述如下：

因人參和葡萄的增加而產生培植成本。

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18. BIOLOGICAL ASSETS – CONTINUED

Ginseng wine products which generally use ginseng planted for 5 years as raw materials and all ginseng has been planted for four years (2022: three years) as at 31 December 2023. No ginseng are transferred to inventories of the Group for production during the year ended 31 December 2023.

All grapes are harvested annually from August to November of each year. The output of grapes was 694 tonnes (2022: 765 tonnes) during the year ended 31 December 2023. Grapes of approximately RMB5,224,000 (2022: approximately RMB5,760,000) are transferred to inventories of the Group for production. The Group has remeasured the fair value of the harvest at the spot of transferring to inventories during the year. After the harvests, plantation works commenced again on the grapevines.

In January 2024, the Group decided to cease plantation work on the grapevines and sub-letting the farm lands to earn rentals. The Group reviewed the recoverable amount of its grapes on the farm lands. As the unripe grapes on the grapevines without the resale value, it resulted in the fair value of grapes become zero. For the details please refer to note 38.

The Group is exposed to a number of risks related to its biological assets. The Group is exposed to the following operating risks:

CLIMATE, DISEASE AND OTHER NATURAL RISKS

The Group's biological assets are exposed to the risk of damage from climatic changes, diseases and other natural forces. The Group has extensive processes in place aimed at monitoring and mitigating these risks, including regular inspections, disease controls, surveys and deinfestation.

18. 生物資產－續

人參酒系列產品一般使用種植五年的人參作為原材料而所有人參於二零二三年十二月三十一日已種植四年(二零二二年:三年)。截至二零二三年十二月三十一日止年度,概無人參轉至本集團存貨用於生產。

所有葡萄均於每年的八月至十一月進行採收。截至二零二三年十二月三十一日止年度,葡萄產量為694噸(二零二二年:765噸)。約人民幣5,224,000元(二零二二年:約人民幣5,760,000元)的葡萄已轉入本集團存貨用作生產。於年內轉入存貨當時,本集團已重新計量收成的公平值。於採收後,便會再次種植葡萄樹。

於二零二四年一月,本集團決定終止葡萄樹的種植工作,並分租農地以賺取租金。本集團已覆核其農地上葡萄的可收回金額,由於葡萄樹上未成熟的葡萄沒有轉售價值,從而導致葡萄的公平值為零。有關詳情請參閱附註38。

本集團面臨與其生物資產相關的若干風險。本集團面臨以下經營風險:

氣候、疾病及其他自然風險

本集團的生物資產面臨受氣候變化、疾病及其他自然力量破壞之風險,本集團已設有廣泛措施以監控及減低該等風險,包括定期進行檢驗、疾病控制、勘測及除蟲等。

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18. BIOLOGICAL ASSETS – CONTINUED
FINANCIAL RISKS

The Group is exposed to financial risks arising from changes in the market price of ginseng and grapes. A significant increase/decrease in the estimated market price or the estimated production quantity would result in a significant increase/decrease in the fair value of the biological assets.

The Group does not anticipate that the market price of ginseng and grapes will decline significantly in the foreseeable future and, therefore, has not entered into derivative or other contracts to manage the risk of a decline in market prices of ginseng and grapes. The Company reviews its outlook for market prices of grapes regularly in considering the need for active financial risk management.

For the fair value measurement of biological assets please refer to note 6.

19. INVENTORIES

Raw materials and consumables	原材料及易耗品
Work in progress	在製品
Finished goods	製成品

18. 生物資產－續
財務風險

本集團面臨因人參和葡萄市價變動產生的財務風險。估計市價或估計產量大幅增加／減少將導致生物資產的公平值大幅增加／減少。

本集團預期人參和葡萄的市價在可見將來不會大幅下跌，因此並未訂立衍生工具或其他合約以管理人參和葡萄市價下跌的風險。本公司會定期檢討其對葡萄市價的展望，以考慮是否需要進行積極的財務風險管理。

生物資產的公平值計量請參閱附註6。

19. 存貨

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Raw materials and consumables	原材料及易耗品	70,051	77,448
Work in progress	在製品	57,638	88,772
Finished goods	製成品	5,147	4,112
		132,836	170,332

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20. TRADE RECEIVABLES

The Group allows a credit period of 180 days (2022: 90 to 180 days) to its trade customers except for the new customers which payment is made when wine products are delivered. The following is an aged analysis of trade receivables presented based on the invoice date at the end of the reporting period, which approximated the respective revenue recognition dates.

20. 貿易應收賬款

本集團授予其貿易客戶180天(二零二二年: 90至180天)的信貸期, 惟新客戶須於獲交付葡萄酒產品時支付款項。以下為於報告期末按發票日期(與各自的收益確認日期相若)呈列的貿易應收賬款的賬齡分析。

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Trade receivables	貿易應收賬款	136,026	139,068
Less: loss allowances	減: 虧損撥備	(18,779)	(6,583)
		117,247	132,485

The aging analysis of trade receivables, based on the invoice date, and net of allowance, is as follows:

貿易應收賬款按發票日期並經扣除撥備後之賬齡分析如下:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
0 – 90 days	0至90天	67,725	40,699
91 – 180 days	91至180天	37,858	32,365
181 – 365 days	181至365天	11,664	59,421
		117,247	132,485

Reconciliation of loss allowance for trade receivables:

貿易應收賬款虧損撥備的對賬:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
At the beginning of the year	於年初	6,583	4,235
Net increase in loss allowance for the year	年內虧損撥備淨增加	12,196	2,348
At the end of the year	於年末	18,779	6,583

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20. TRADE RECEIVABLES – CONTINUED

The Group applies the simplified approach under HKFRS 9 to provide for expected credit losses using the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the invoice date aging. The expected credit losses also incorporate forward looking information.

20. 貿易應收賬款－續

本集團應用香港財務報告準則第9號項下的簡易方法就所有貿易應收賬款使用存續期預期虧損撥備計算預期信貸虧損。為計算預期信貸虧損，貿易應收賬款已根據共同信貸風險特徵及發票日期賬齡分類。預期信貸虧損亦包含前瞻性資料。

		Within 90 days 90天以內	91 – 180 days 91至180天	181 – 365 days 181至365天	Over 365 days 365天以上	Total 總計
At 31 December 2023	於二零二三年十二月三十一日					
Weighted average expected loss rate	加權平均預期虧損率	0.50%	10.30%	45.90%	100.00%	
Receivable amount (RMB'000)	可收回金額 (人民幣千元)	68,063	42,219	21,580	4,164	136,026
Loss allowance (RMB'000)	虧損撥備 (人民幣千元)	338	4,361	9,916	4,164	18,779
At 31 December 2022	於二零二二年十二月三十一日					
Weighted average expected loss rate	加權平均預期虧損率	1.50%	5.60%	6.40%	–	
Receivable amount (RMB'000)	可收回金額 (人民幣千元)	41,319	34,274	63,475	–	139,068
Loss allowance (RMB'000)	虧損撥備 (人民幣千元)	620	1,909	4,054	–	6,583

21. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

21. 其他應收款項、按金及預付款項

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Current	即期		
Rental deposit	租賃按金	545	287
Receivables for disposal of property, plant and equipment and right-of-use assets	出售物業、廠房及設備以及 使用權資產之應收款項	–	1,900
Other tax receivables	其他應收稅項	1,588	1,784
Other receivables, deposits and prepayments	其他應收款項、按金及 預付款項	441	325
		2,574	4,296
Non-current	非即期		
Prepayments for property, plant and equipment	物業、廠房及設備的 預付款項	2,400	–
Prepayments for intangible asset	無形資產的預付款項	1,600	1,600
		4,000	1,600
Less: loss allowances	減：減值撥備	(1,600)	–
		2,400	1,600

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22. BANK AND CASH BALANCES

As at 31 December 2023, the bank balances carry interest at average market rates ranging from 0.01% to 0.35% (2022: 0.01% to 0.3%) per annum. Conversion of approximately RMB95,461,000 (2022: approximately RMB70,867,000) into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations.

23. TRADE PAYABLES

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
0 – 30 days	0至30天	506	238
31 – 60 days	31至60天	6,999	220
61 – 90 days	61至90天	1,404	1,763
		8,909	2,221

The average credit period on purchase of raw materials ranges from two to three months.

The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

22. 銀行及現金結餘

於二零二三年十二月三十一日，銀行結餘按年平均市場利率介乎0.01%至0.35%（二零二二年：0.01%至0.3%）計算利息。約人民幣95,461,000元（二零二二年：約人民幣70,867,000元）兌換為外幣須受中國外匯管理條例之規限。

23. 貿易應付賬款

以下為於報告期末按發票日期呈列的貿易應付賬款的賬齡分析：

採購原材料的平均信貸期介乎兩至三個月不等。

本集團已制定財務風險管理政策，從而確保所有應付賬款在信貸期內償付。

24. OTHER PAYABLES AND ACCRUALS

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Accrued expenses	應計開支	7,232	9,861
Other tax payables	其他應付稅項	7,054	6,127
Other payables	其他應付款項	4,435	3,984
		18,721	19,972

24. 其他應付款項及應計費用

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25. AMOUNT DUE TO A SUBSTANTIAL SHAREHOLDER

The amount due was unsecured, interest-free and repayable on demand.

25. 應付一名主要股東款項

該筆應付款項乃無抵押、不計利息及須按
要求償還。

26. LEASE LIABILITIES

26. 租賃負債

		Lease payments		Present value of lease payments	
		租賃付款		租賃付款的現值	
		2023	2022	2023	2022
		二零二三年	二零二二年	二零二三年	二零二二年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Within one year	一年以內	1,847	832	1,623	754
In the second to fifth years, inclusive	於第二年至第五年 (包含首尾兩年)	3,520	161	3,383	159
		5,367	993	5,006	913
Less: Future finance charges	減：未來融資開支	(361)	(80)		
Present value of lease liabilities	租賃負債的現值	5,006	913		
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：12個月內到期並須結清的款項 (列為流動負債)			(1,623)	(754)
Amount due for settlement after 12 months	12個月後到期並須結清的款項			3,383	159

At 31 December 2023, the average effective borrowing rate was 4.75% (2022: 4.75%). Interest rates are fixed at the contract dates and thus expose the Group to fair value interest rate risk.

於二零二三年十二月三十一日，平均實際借貸利率為4.75% (二零二二年：4.75%)。利率於訂立合約當日釐定，並因此令本集團承受公平值利率風險。

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27. SHARE CAPITAL

27. 股本

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Authorised:	法定：		
1,000,000,000 (2022: 10,000,000,000) ordinary shares of HK\$0.1 (2022: HK\$0.01) each	每股面值為0.1港元 (二零二二年：0.01港元) 的1,000,000,000股 (二零二二年： 10,000,000,000股) 普通股	100,000	100,000
Issued and fully paid:	已發行及繳足：		
301,561,800 (2022: 2,940,548,000) ordinary shares of HK\$0.1 (2022: HK\$0.01) each	每股面值為0.1港元 (二零二二年：0.01港元) 的301,561,800股 (二零二二年： 2,940,548,000股) 普通股	30,156	29,406
Shown in the consolidated financial statements At 31 December	於綜合財務報表呈示 於十二月三十一日	25,829	25,216

Movement of the number of shares issued and the share capital during the current period is as follows:

本期間已發行股份數目及股本變動如下：

		Number of shares 股份數目 '000 千股	Amount 款額 HK\$'000 千港元
At 1 January 2022	於二零二二年一月一日	2,640,548	26,406
Allotment and issue of consideration shares (note (a))	配發及發行代價股份 (附註(a))	100,000	1,000
Exercise of share option (note 29)	行使購股權(附註29)	200,000	2,000
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日 及二零二三年一月一日	2,940,548	29,406
Share consolidation (note (b))	股份合併(附註(b))	(2,646,493)	-
Allotment and issue of consideration shares (note (a))	配發及發行代價股份 (附註(a))	7,507	750
At 31 December 2023	於二零二三年十二月三十一日	301,562	30,156

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27. SHARE CAPITAL – CONTINUED

Notes:

- (a) On 3 November 2021, the Company entered into a sales and purchase agreement (the “Agreement”) with an independent third party (the “Vendor”) to acquire 100% equity interest in Sino Trend International Limited. Pursuant to the Agreement, the total of 402,600,000 Consideration Shares shall be allotted and issued in three batch. The acquisition was completed on 30 November 2021 (the “Completion Date”). In addition, the Vendor guarantees that the actual market value of ginseng planted at the time of October 2024 shall not be less than RMB60,000,000. If there is any shortfall, the consideration shall be deemed to be reduced by the same amount but subject to a cap of HK\$7,500,000, which shall be paid in cash by the Vendor to the Company as compensation (the “Contingent receivables”). The directors of the Company estimated the fair value of Contingent receivables is minimal. First batch of 227,530,000 Consideration Shares were allotted and issued to the Vendor on the Completion Date. Second batch of 100,000,000 consideration shares were allotted and issued to the Vendor on 30 November 2022. Third batch of 75,070,000 (after share consolidation: 7,507,000) consideration shares were allotted and issued to the Vendor on 30 November 2023.
- (b) On 8 September 2023, a special resolution has been passed by the shareholders of the Company for a share consolidation pursuant to which every ten (10) issued and unissued existing shares of HK\$0.01 each will be consolidated into one (1) consolidated share of HK\$0.10 each. The share consolidation is completed on 12 September 2023. Details of the share consolidation are set out in the Company’s circular dated 18 August 2023.

28. SHARE-BASED PAYMENTS
EQUITY-SETTLED SHARE OPTION
SCHEME

The Company’s share option scheme (the “Old Scheme”) adopted by the shareholders of the Company on 10 May 2019 was terminated on 16 June 2023 upon the adoption of a new share option scheme (the “New Scheme”) by the Company’s shareholders on 16 June 2023 for the primary purpose of providing incentives or reward to eligible participants (including directors, employees and service providers of the Group) thereunder for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group.

27. 股本－續

附註：

- (a) 於二零二一年十一月三日，本公司與一名獨立第三方（「賣方」）訂立買賣協議（「該協議」），以收購中創國際有限公司全部股權。根據該協議，合共402,600,000股代價股份將分三批配發及發行。收購事項已於二零二一年十一月三十日（「完成日期」）完成。此外，賣方保證種植的人參於二零二四年十月時的實際市場價值不低於人民幣60,000,000元。如有任何差額，代價應視為按相同金額減少，惟上限為7,500,000港元，將由賣方以現金支付予本公司作為補償（「或然應收款項」）。本公司董事估計，或然應收款項的公平值甚微。第一批227,530,000股代價股份已於完成日期配發及發行予賣方。第二批100,000,000股代價股份已於二零二二年十一月三十日配發及發行予賣方。第三批75,070,000股（股份合併後：7,507,000股）代價股份已於二零二三年十一月三十日配發及發行予賣方。
- (b) 於二零二三年九月八日，本公司股東通過特別決議案進行股份合併，據此，每十(10)股每股面值0.01港元之已發行及未發行現有股份合併為一(1)股每股面值0.10港元之合併股份。股份合併已於二零二三年九月十二日完成。股份合併之詳情載於本公司日期為二零二三年八月十八日之通函內。

28. 以股份為基礎的付款
以權益結算購股權計劃

在本公司股東於二零二三年六月十六日採納新購股權計劃（「新計劃」）後，本公司股東於二零一九年五月十日採納的本公司購股權計劃（「舊計劃」）於二零二三年六月十六日終止，新計劃的主要目的是就合資格參與者（包括本集團董事、僱員及服務供應商）對本集團所作之貢獻而向彼等提供激勵或獎勵，及／或使本集團能夠招聘及挽留高素質僱員及吸引對本集團有價值的人力資源。

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28. SHARE-BASED PAYMENTS – CONTINUED

EQUITY-SETTLED SHARE OPTION SCHEME – CONTINUED

At 31 December 2023, the aggregate shares in respect of which options had been granted and remained outstanding under the New Scheme was 29,405,480, representing 10% of the shares of the Company in issue at that date. At 31 December 2022, no share option has been granted and remained outstanding under the Old Scheme. The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Scheme (as the case may be) is not permitted to exceed 10% (2022: 30%) of the shares of the Company in issue at any time. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in within any 12-month period is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders.

Options granted must be taken up within 21 days of the date of grant, upon payment of HK\$1 per grant. Options may be exercised at any time from the date of acceptance of the share options to such date as determined by the directors of the Company but in any event not exceeding 10 years. The exercise price is determined by the directors of the Company, and will not be less than the highest of (i) the closing price of the Company's shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

Details of specific categories of outstanding options as at 31 December 2023 and 2022 are as follows:

Date of grant 授出日期	Number of options 購股權數目	Vesting period (both dates inclusive) 歸屬期(包括首尾兩日)	Exercisable period (both dates inclusive) 行使期(包括首尾兩日)	Performance target attached 隨附的表現目標	Exercise price 行使價
15 December 2023	29,405,480	15 December 2023 to 14 December 2024	15 December 2024 to 14 December 2025	N/A	HK\$0.92
二零二三年十二月 十五日	29,405,480	二零二三年十二月 十五日至二零二四年 十二月十四日	二零二四年十二月 十五日至二零二五年 十二月十四日	不適用	0.92港元

28. 以股份為基礎的付款－續

以權益結算購股權計劃－續

於二零二三年十二月三十一日，根據新計劃已授出但尚未行使的購股權所涉及的股份總數為29,405,480股，相當於本公司於該日已發行股份的10%。於二零二二年十二月三十一日，概無根據舊計劃已授出及尚未行使的購股權。根據新計劃（視情況而定）已授出但尚未行使的所有尚未行使的購股權獲行使後可予發行的最高股份數目，不得超過本公司於任何時間已發行股份的10%（二零二二年：30%）。未經本公司股東事先批准，於任何12個月期間內向任何個別人士已授出及可能授出的購股權涉及的已發行及將予發行股份數目不得超過本公司於任何時候已發行股份的1%。

授出的購股權必須於授出購股權當日起計二十一日內接納，每次須支付1港元。購股權可於接納購股權當日起至本公司董事決定的日期為止期間隨時行使，但在任何情況下有關期間不得超過十年。行使價乃由本公司董事釐定，且不會低於以下三者的最高者：(i) 本公司股份於授出日期的收市價；(ii) 緊接授出日期前五個營業日股份的平均收市價；及(iii) 本公司股份的面值。

於二零二三年及二零二二年十二月三十一日尚未行使的特定類別購股權的詳情如下：

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28. SHARE-BASED PAYMENTS – CONTINUED

EQUITY-SETTLED SHARE OPTION SCHEME – CONTINUED

The following table discloses movements of the Company's share options granted under the Scheme during the years ended 31 December 2023 and 2022:

		2023 二零二三年		2022 二零二二年	
		Number of share options 購股權數目	Weighted average exercise price 加權平均 行使價 HK\$ 港元	Number of share options 購股權數目	Weighted average exercise price 加權平均 行使價 HK\$ 港元
Outstanding at the beginning of the year	於年初尚未行使	-	-	200,000,000	0.1
Exercised during the year	於年內行使	-	-	(200,000,000)	0.1
Granted during the year	於年內授出	29,405,480	0.92	-	-
Outstanding at the end of the year	於年末尚未行使	29,405,480	0.92	-	-
Exercisable at the end of the year	於年末可行使	-	-	-	-

No share options were exercised (2022: 200,000,000), lapsed (2022: Nil) or forfeited (2022: Nil) and 29,405,480 (2022: Nil) share options were granted during the year ended 31 December 2023. The options outstanding as at 31 December 2023 have a weighted average remaining contractual life of 1.96 years and the exercise price is \$0.92. In 2023, 29,405,480 share options were granted on 15 December 2023 with one year vesting period. 2,940,548 share options were granted to Mr. Wang Guangxin who is the brother of Mr. Wang Guangyuan and Ms. Wang Lijun and remaining 26,464,932 share options were granted to nine full-time employees of the Group. The estimated fair values of the share options granted on those dates are approximately HK\$11,452,000 (approximately RMB10,444,000).

28. 以股份為基礎的付款 – 續

以權益結算購股權計劃 – 續

下表披露本公司於截至二零二三年及二零二二年十二月三十一日止年度根據該計劃授出的購股權的變動：

截至二零二三年十二月三十一日止年度，概無購股權獲行使（二零二二年：200,000,000份）、失效（二零二二年：無）或被沒收（二零二二年：無），授出29,405,480份（二零二二年：無）購股權。於二零二三年十二月三十一日尚未行使的購股權的加權平均剩餘合約年期為1.96年，行使價為0.92港元。於二零二三年，29,405,480份購股權於二零二三年十二月十五日授出，歸屬期為一年。2,940,548份購股權已授予王光遠先生及王麗君女士之胞弟王光新先生，而餘下26,464,932份購股權已授予本集團九名全職僱員。於該等日期授出的購股權的估計公平值約為11,452,000港元（約人民幣10,444,000元）。

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For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

28. SHARE-BASED PAYMENTS – CONTINUED

EQUITY-SETTLED SHARE OPTION SCHEME – CONTINUED

The fair value of the share options granted on 15 December 2023 was calculated using the Binomial Option Pricing Model. The inputs into the model are as follows:

		2023 二零二三年
Closing price as at grant date (HK\$)	於授出日期之收市價 (港元)	0.92
Weighted average exercise price (HK\$)	加權平均行使價 (港元)	0.92
Expected volatility	預期波幅	77.63%
Expected life	預期年期	2 years
Risk free rate	無風險利率	3.70%
Expected dividend	預期股息	0%

29. RESERVES

(A) The amounts of the Group's reserves and the movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(B) NATURE AND PURPOSE OF RESERVES

(i) Share premium

Share premium represents premium arising from the issue of shares at a price in excess of their par value per share and is not distributable but may be applied in paying up unissued shares of the Company to be issued to the shareholders of the Company as fully paid bonus shares or in providing for the premiums payable on repurchase of shares.

(ii) Share options reserve

The share-based payment reserve represents the fair value of the actual or estimated number of unexercised share options granted recognised in accordance with the accounting policy adopted for equity-settled share-based payments in note 29 to the consolidated financial statements.

28. 以股份為基礎的付款－續

以權益結算購股權計劃－續

於二零二三年十二月十五日所授出購股權之公平值使用二項式期權定價模型計算。模型之輸入數據如下：

29. 儲備

(A) 本集團儲備之數額及變動於綜合損益及其他全面收益表以及綜合權益變動表呈列。

(B) 儲備之性質及目的

(i) 股份溢價

股份溢價指以超過其每股面值之價格發行股份所產生之溢價，且不可用作分派，但可用作支付將發行予本公司股東以作為繳足紅股之本公司未發行股份，或提供購回股份而須支付之溢價。

(ii) 購股權儲備

以股份為基礎之付款儲備乃指已授出而實際或估計數目之未行使購股權之公平值，並根據綜合財務報表附註29中就權益結算並以股份為基礎的付款所採納之會計政策予以確認。

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29. RESERVES – CONTINUED

(B) NATURE AND PURPOSE OF RESERVES – CONTINUED

(iii) Other reserve

The other reserve represents the fair value of Consideration Shares to be allotted and issued recognised in accordance with the accounting policy adopted for acquisition of subsidiaries in note 28(a) to the consolidated financial statements.

(C) RESERVES OF THE COMPANY

29. 儲備－續

(B) 儲備之性質及目的－續

(iii) 其他儲備

其他儲備指根據綜合財務報表附註28(a)中就收購附屬公司所採納的會計政策確認將予配發及發行之代價股份之公平值。

(C) 本公司儲備

		Share premium 股份溢價 RMB'000 人民幣千元	Share options reserve 購股權儲備 RMB'000 人民幣千元	Other reserve 其他儲備 RMB'000 人民幣千元	Accumulated loss 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2022	於二零二二年一月一日	954,776	2,334	13,143	(843,844)	126,409
Total comprehensive expense for the year	年內全面開支總額	-	-	-	(7,228)	(7,228)
Consideration shares allotted and issued	已配發及發行的代價股份	6,691	-	(7,507)	-	(816)
Share option exercised	已行使購股權	17,199	(2,334)	-	-	14,865
At 31 December 2022	於二零二二年十二月三十一日	978,666	-	5,636	(851,072)	133,230
At 1 January 2023	於二零二三年一月一日	978,666	-	5,636	(851,072)	133,230
Total comprehensive expense for the year	年內全面開支總額	-	-	-	(9,171)	(9,171)
Consideration shares allotted and issued	已配發及發行的代價股份	5,023	-	(5,636)	-	(613)
Share-based payments (note 29)	以股份為基礎的付款(附註29)	-	485	-	-	485
At 31 December 2023	於二零二三年十二月三十一日	983,689	485	-	(860,243)	123,931

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30. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 30. 本公司財務狀況表

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司之投資	30,224	30,224
Right-of-use assets	使用權資產	413	–
Amounts due from subsidiaries	應收附屬公司款項	133,794	138,647
		164,431	168,871
Current assets	流動資產		
Deposits and prepayments	按金及預付款項	189	231
Bank balances	銀行結餘	21	25
		210	256
Current liabilities	流動負債		
Amount due to a substantial shareholder	應付一名主要股東之款項	10,608	6,301
Other payables and accruals	其他應付款項及應計費用	3,850	4,380
Lease liabilities	租賃負債	423	–
		14,881	10,681
Net current liabilities	流動負債淨額	(14,671)	(10,425)
NET ASSETS	資產淨值	149,760	158,446
Capital and reserves	資本及儲備		
Share capital	股本	25,829	25,216
Reserves	儲備	123,931	133,230
TOTAL EQUITY	權益總額	149,760	158,446

The Company's statement of financial position was approved and authorised for issue by the board of directors on 28 March 2024 and are signed on its behalf by:

董事會於二零二四年三月二十八日批准及授權刊發本公司財務狀況表，並由以下人士代為簽署：

Wang Guangyuan
王光遠
DIRECTOR
董事

Zhang Hebin
張和彬
DIRECTOR
董事

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31. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of equity attributable to owners of the Company, comprising issued share capital, reserves and accumulated losses.

The management of the Group reviews the capital structure periodically. The Group considers the cost of capital and the risks associated with the capital, and will balance its overall capital structure through payment of dividends, issuance of new shares and share buy-backs as well as the raising of new debts, if required.

32. CAPITAL COMMITMENTS

The Group's capital commitments at the end of the reporting period are as follows:

Capital expenditure in respect of the followings contracted for but not provided in the consolidated financial statements:	就下列已訂約但未於綜合財務報表中撥備的資本開支：	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Acquisition of intangible assets	收購無形資產	1,750	1,750
Development of wine estate and wine cellar	發展酒莊及酒窖	11,900	2,300
		13,650	4,050

33. RETIREMENT BENEFITS PLANS

The Group operates a Mandatory Provident Fund scheme for all qualifying employees in Hong Kong. The Group contributes certain percentage of relevant payroll costs to the Mandatory Provident Fund scheme, which contribution is matched by employees.

31. 資本風險管理

本集團管理其資本，以確保本集團內各實體能夠持續經營，同時亦透過優化負債與權益的平衡而為股東爭取最高回報。本集團的整體策略與過往年度相同。

本集團的資本架構包括本公司擁有人應佔權益（包括已發行股本、儲備及累計虧損）。

本集團管理層會定期檢討資本架構。本集團考慮資本成本及資本相關風險，並將透過派付股息、發行新股及購回股份以及籌措新債務平衡整體資本結構（倘需要）。

32. 資本承擔

本集團於報告期末之資本承擔如下：

33. 退休福利計劃

本集團為香港所有合資格僱員實施強制性公積金計劃。本集團按有關薪金成本的一定比例向強制性公積金計劃供款，僱員亦作出等額供款。

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33. RETIREMENT BENEFITS PLANS – CONTINUED

Forfeited contribution can be used to reduce future contribution of the Group. There was no utilisation of forfeited contribution during 2023 and as at 31 December 2023, there is no forfeited contribution receivable for reduction of future contribution.

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

The Group made contributions to the retirement benefits schemes of RMB3,273,000 (2022: RMB3,424,000).

34. RELATED PARTY TRANSACTIONS
COMPENSATION OF KEY MANAGEMENT PERSONNEL

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

Short-term benefits	短期福利
Post-employment benefits	離職後福利
Equity-settled share-based payments	以權益結算以股份為基礎的付款

The remuneration of directors and key executives is determined by the board of directors of the Company (upon the recommendation of the remuneration committee) having regard to the performance of individuals and market trends.

33. 退休福利計劃－續

沒收的供款可用於減少本集團未來的供款。於二零二三年並無動用沒收供款，於二零二三年十二月三十一日，並無應收沒收供款用作減少未來供款。

本公司在中國成立的附屬公司的僱員為中國政府運營的國家管理的退休金計劃的成員。該等附屬公司須按一定比例的工資成本向退休福利計劃供款。本集團就退休福利計劃的唯一責任為作出指定供款。

本集團對退休福利計劃的供款為人民幣3,273,000元（二零二二年：人民幣3,424,000元）。

34. 關連方交易
主要管理人員薪酬

年內，董事及其他主要管理人員的薪酬如下：

	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Short-term benefits	4,969	4,963
Post-employment benefits	159	170
Equity-settled share-based payments	291	–
	5,419	5,133

董事及主要行政人員的薪酬乃由本公司董事會（在薪酬委員會建議下）經參考個別人士的表現及市場趨勢釐定。

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35. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

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

Name 名稱	Place of incorporation 註冊成立地點	Issued and paid-up capital 已發行及繳足股本	Percentage of the ownership interest/voting power 佔擁有權權益/ 投票權百分比		Principal activities 主營活動
			Direct 直接	Indirect 間接	
Fulltest Power Investments Limited 全量投資有限公司	The BVI 英屬處女群島	US\$100,000 100,000美元	100%	–	Investment holding 投資控股
Sino Trend International Limited 中創國際有限公司	Hong Kong 香港	HK\$1 1港元	100%	–	Investment holding 投資控股
Rich Treasure Link Limited 富寶聯有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	100%	Investment holding and provision of administrative services 投資控股及提供行政服務
Topping Future Limited 駿陞有限公司	Hong Kong 香港	HK\$100 100港元	–	100%	Investment holding 投資控股
Shine Wealth Hong Kong Group Limited 明富香港集團有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	100%	Investment holding 投資控股
Tonghua Tongtian Winery Co., Ltd. (note 1) 通化通天酒業有限公司	The PRC 中國	RMB87,110,000 人民幣87,110,000元	–	100%	Manufacturing and sale of wine products and processing of grape juice 製造及銷售葡萄酒產品及 加工葡萄汁
Ji An Yaluo Wine Estate Co., Ltd. (note 1) 集安雅羅酒莊有限公司(附註1)	The PRC 中國	HK\$40,000,000 40,000,000港元	–	100%	Manufacturing and sale of wine products and processing of grape juice 製造及銷售葡萄酒產品及 加工葡萄汁
Tonghua Tontine Green Agriculture Development Co., Ltd. (note 1) 通化通天綠色農業產業發展有限公司(附註1)	The PRC 中國	HK\$28,000,000 28,000,000港元	–	100%	Grapes plantation 種植葡萄
Tonghua Tontine Trading Co., Ltd. (note 1) 通化通天商貿有限公司(附註1)	The PRC 中國	HK\$40,000,000 40,000,000港元	–	100%	Wholesales and retail of wine products 批發及零售葡萄酒產品

35. 本公司主要附屬公司詳情

本公司主要附屬公司於二零二三年十二月三十一日的詳情截列如下：

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35. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY – CONTINUED

35. 本公司主要附屬公司詳情－續

Name 名稱	Place of incorporation 註冊成立地點	Issued and paid-up capital 已發行及繳足股本	Percentage of the ownership interest/voting power 佔擁有權權益/ 投票權百分比		Principal activities 主營活動
			Direct 直接	Indirect 間接	
Yantai Baiyanghe Winery Co., Ltd. ("Yantai Baiyanghe") (note 2) 煙台白洋河釀酒有限責任公司 (「煙台白洋河」)(附註2)	The PRC 中國	RMB4,949,960 人民幣4,949,960元	–	60%	Manufacturing and sale of wine products and processing of grape juice 製造及銷售葡萄酒產品及加工葡萄汁
Tonghua City Hong Shuo Industrial Limited (Note 2) 通化市宏碩實業有限公司(附註2)	The PRC 中國	RMB405,063,300 人民幣405,063,300元	–	95%	Ginsang plantation 種植人參

Notes

- 1 These companies are wholly-foreign owned enterprises established in the PRC.
- 2 The Company is a sino-foreign owned enterprise established in the PRC.

The following table shows information of the subsidiary that has non-controlling interests ("NCI") material to the Group. The summarised financial information represents amounts before inter-company eliminations.

附註

- 1 該等公司為在中國成立的外商獨資企業。
- 2 該公司為在中國成立的中外合資企業。

下表列示擁有對本集團而言屬重大之非控股權益(「非控股權益」)之附屬公司資料。所概述之財務資料指公司間抵銷前之金額。

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35. PARTICULARS OF PRINCIPAL
SUBSIDIARIES OF THE COMPANY –
CONTINUED

35. 本公司主要附屬公司詳情－續

Name 名稱		Yantai Baiyanghe 煙台白洋河	
		2023 二零二三年 The PRC 中國 40%	2022 二零二二年 The PRC 中國 40%
		RMB'000 人民幣千元	RMB'000 人民幣千元
Principal place of business/country of incorporation 主要營業地點／註冊成立國家			
% of ownership interests/voting rights held by NCI 所有權權益百分比／非控股權益所持投票權			
At 31 December:	於十二月三十一日：		
Non-current assets	非流動資產	29,717	32,818
Current assets	流動資產	214,002	174,786
Current liabilities	流動負債	(16,522)	(2,839)
Net assets	資產淨值	227,197	204,765
Accumulated NCI	累計非控股權益	90,879	81,906
Year ended 31 December:	截至十二月三十一日止年度：		
Revenue	收益	150,009	64,852
Profit/(loss)	溢利／(虧損)	22,432	(3,964)
Total comprehensive income/(expense)	全面收益／(開支)總額	22,432	(3,964)
Profit/(loss) allocated to NCI	分配予非控股權益之 溢利／(虧損)	8,973	(1,585)
Dividends paid to NCI	支付予非控股權益之股息	–	–
Net cash inflow from operating activities	經營活動的現金流入淨額	7,886	3,418
Net cash inflow/(outflow) from investing activities	投資活動的現金流入 ／(流出)淨額	183	(318)
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	8,069	3,100

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36. 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 the future cash flows will be, classified in the Group's consolidated cash flows from financing activities.

		Amount due to non-controlling shareholder	Amount due to a substantial shareholder	Lease liabilities	Total liabilities from financing activities
		應付非控股股東款項	應付一名主要股東款項	租賃負債	融資活動產生的負債總額
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2022	於二零二二年一月一日	1,089	5,929	1,580	8,598
Financing cash flows	融資現金流量	(1,089)	372	(2,632)	(3,349)
Non-cash changes	非現金變動				
– Addition of leases	– 新增租賃	–	–	1,828	1,828
– Finance costs incurred during the year	– 一年內產生的融資成本	–	–	137	137
At 31 December 2022	於二零二二年十二月三十一日	–	6,301	913	7,214
Financing cash flows	融資現金流量	–	7,151	(3,099)	4,052
Non-cash changes	非現金變動				
– Addition of leases	– 新增租賃	–	–	7,002	7,002
– Finance costs incurred during the year	– 一年內產生的融資成本	–	–	190	190
At 31 December 2023	於二零二三年十二月三十一日	–	13,452	5,006	18,458

36. 融資活動產生之負債之對賬

下表詳述本集團融資活動產生的負債變動，包括現金及非現金變動。融資活動產生的負債為現金流量已經（或未來現金流量將會）分類為本集團融資活動產生的綜合現金流量的負債。

37. EVENTS AFTER THE REPORTING PERIOD

In January 2024, Tonghua Tontine Green Agriculture Development Co., Ltd., an indirect wholly-owned subsidiary of the Company, decided to cease the plantation work on the grapevines and sub-letting the farm lands to earn rentals. The farm lands are located in Ji'An region of the PRC. Subsequent to the reporting period, certain farm lands were subleased to the local farmers and the Group will continue to sub-letting the unleased farm lands.

37. 報告期後事項

於二零二四年一月，本公司的間接全資附屬公司通化通天綠色農業發展有限公司決定終止葡萄樹的種植工作，並分租農地以賺取租金。農地位於中國集安地區。於報告期後，若干農地已分租予當地農民，而本集團將繼續分租尚未租出的農地。

38. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the directors on 28 March 2024.

38. 批准綜合財務報表

董事於二零二四年三月二十八日批准及授權刊發本綜合財務報表。



TONTINE