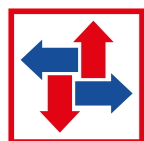


2023 ANNUAL REPORT 年 報



北京京客隆
商业集团股份有限公司
BEIJINGJINGKELONG COMPANY LIMITED

(a joint stock limited company incorporated in the People's Republic of China)
(於中華人民共和國註冊成立的股份有限公司)
(Stock Code 股份代號 : 814)

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Zhang Liwei (Chairman)

Ms. Wang Hong (appointed as an executive Director since 17 May 2023)

Ms. Li Chunyan (resigned as an executive Director since 20 October 2023)

Mr. Zhang Hongbo (appointed as an executive Director since 20 October 2023)

Mr. Li Shenlin (resigned as an executive Director since 12 January 2024)

Mr. Yang Wensheng (appointed as an executive Director since 12 January 2024)

Non-executive Directors

Mr. Li Jianwen

Ms. Zhang Yan

Mr. Li Shunxiang (ceased to be a non-executive Director since 17 May 2023)

Independent Non-executive Directors

Mr. Kot Man Tat (appointed as an independent non-executive Director since 24 August 2023)

Mr. Choi Onward, CPA (passed away on 12 June 2023)

Mr. Wang Liping

Mr. Chen Liping

董事會

執行董事

張立偉先生(董事長)

王虹女士(自2023年5月17日起，獲委任為本公司執行董事)

李春燕女士(自2023年10月20日起，辭任本公司執行董事)

張紅波先生(自2023年10月20日起，獲委任為本公司執行董事)

李慎林先生(自2024年1月12日起，辭任本公司執行董事)

楊文生先生(自2024年1月12日起，獲委任為本公司執行董事)

非執行董事

李建文先生

張彥女士

李順祥先生(自2023年5月17日起，不再擔任本公司非執行董事)

獨立非執行董事

葛文達先生(自2023年8月24日起，獲委任為本公司獨立非執行董事)

蔡安活先生，CPA(於2023年6月12日逝世)

王利平先生

陳立平先生

AUDIT COMMITTEE

Mr. Kot Man Tat (Chairman) (appointed as the chairman of the audit committee of the Company since 24 August 2023)
Mr. Choi Onward, CPA (Chairman) (passed away on 12 June 2023)
Mr. Wang Liping
Mr. Chen Liping

REMUNERATION COMMITTEE

Mr. Wang Liping (Chairman)
Mr. Zhang Liwei
Mr. Chen Liping

NOMINATION COMMITTEE

Mr. Chen Liping (Chairman)
Mr. Zhang Liwei
Mr. Wang Liping

SUPERVISORS

Mr. Wang Liming (Chairman) (appointed as a supervisor and the chairman of the supervisory committee of the Company since 17 May 2023)
Ms. Liu Wenyu (Chairman) (resigned as a supervisor and the chairman of the supervisory committee of the Company since 17 May 2023)
Mr. Chen Zhong
Mr. Yang Baoqun
Mr. Wang Deshan
Ms. Niu Hongyan
Ms. Li Chunyi

COMPANY SECRETARY

Ms. Pan Xuemin

審核委員會

葛文達先生(主席)(自2023年8月24日起，獲委任為本公司審核委員會主席)
蔡安活先生，CPA(主席)(於2023年6月12日逝世)
王利平先生
陳立平先生

薪酬委員會

王利平先生(主席)
張立偉先生
陳立平先生

提名委員會

陳立平先生(主席)
張立偉先生
王利平先生

監事

王利明先生(主席)(自2023年5月17日起，獲委任為本公司監事及本公司監事會主席)
劉文瑜女士(主席)(自2023年5月17日起，辭任本公司監事及本公司監事會主席)
陳鐘先生
楊寶群先生
王德山先生
牛紅豔女士
李春溢女士

公司秘書

潘學敏女士

CORPORATE INFORMATION

公司資料

AUTHORISED REPRESENTATIVES

Ms. Wang Hong (*appointed as an authorized representative in place of Ms. Li Chunyan since 7 September 2023*)

Ms. Pan Xuemin

授權代表

王虹女士(自2023年9月7日起，接替李春燕女士獲委任為本公司授權代表)

潘學敏女士

AUDITORS

Da Hua Certified Public Accountants

核數師

大華會計師事務所(特殊普通合伙)

LEGAL ADVISERS

As to Hong Kong law:

Reed Smith Richards Butler LLP

法律顧問

香港法律：

禮德齊伯禮律師行有限法律責任合夥

As to PRC law:

Grandall Law Firm (Beijing) (*ceased to be the legal advisers of the PRC since 1 January 2024*)

Beijing Kangda Law Firm (*appointed as the legal advisers of the PRC since 1 January 2024*)

中國法律：

國浩律師(北京)事務所(自2024年1月1日起，不再擔任本公司中國法律顧問)

北京市康達律師事務所(自2024年1月1日起，擔任本公司中國法律顧問)

PRINCIPAL BANKERS

Agricultural Bank of China

Beijing Guanghua Road Branch

4 Guanghua Road

Chaoyang District

Beijing, PRC

主要往來銀行

中國農業銀行

北京光華路支行

中國北京市

朝陽區

光華路4號

Bank of Beijing

Jiulongshan Branch

117th Building

Jinsong Dongkou Nongguang Lane

Beijing, PRC

北京銀行

九龍山支行

中國北京市

勁松東口農光里

第117號樓

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17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

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香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心17層

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

Block No. 45
XinYuan Street
Chaoyang District
Beijing, PRC

中國註冊辦公及主要營業地點

中國
北京市
朝陽區
新源街45號

PLACE OF BUSINESS IN HONG KONG

17th Floor
One Island East
Taikoo Place
18 Westlands Road
Quarry Bay, Hong Kong

香港營業地點

香港
港鰂魚涌華蘭路18號
太古坊
港島東中心
17樓

COMPANY WEBSITE

www.jkl.com.cn

公司網址

www.jkl.com.cn

SHAREHOLDERS' ENQUIRIES CONTACT INFORMATION OF THE COMPANY

Department of Investor Relations
Tel: 0086-10-64688238
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股東聯絡公司資料

投資者關係部
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傳真：0086-10-64611370
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地址：中國北京市朝陽區新源街45號樓

STOCK CODE

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股票代號

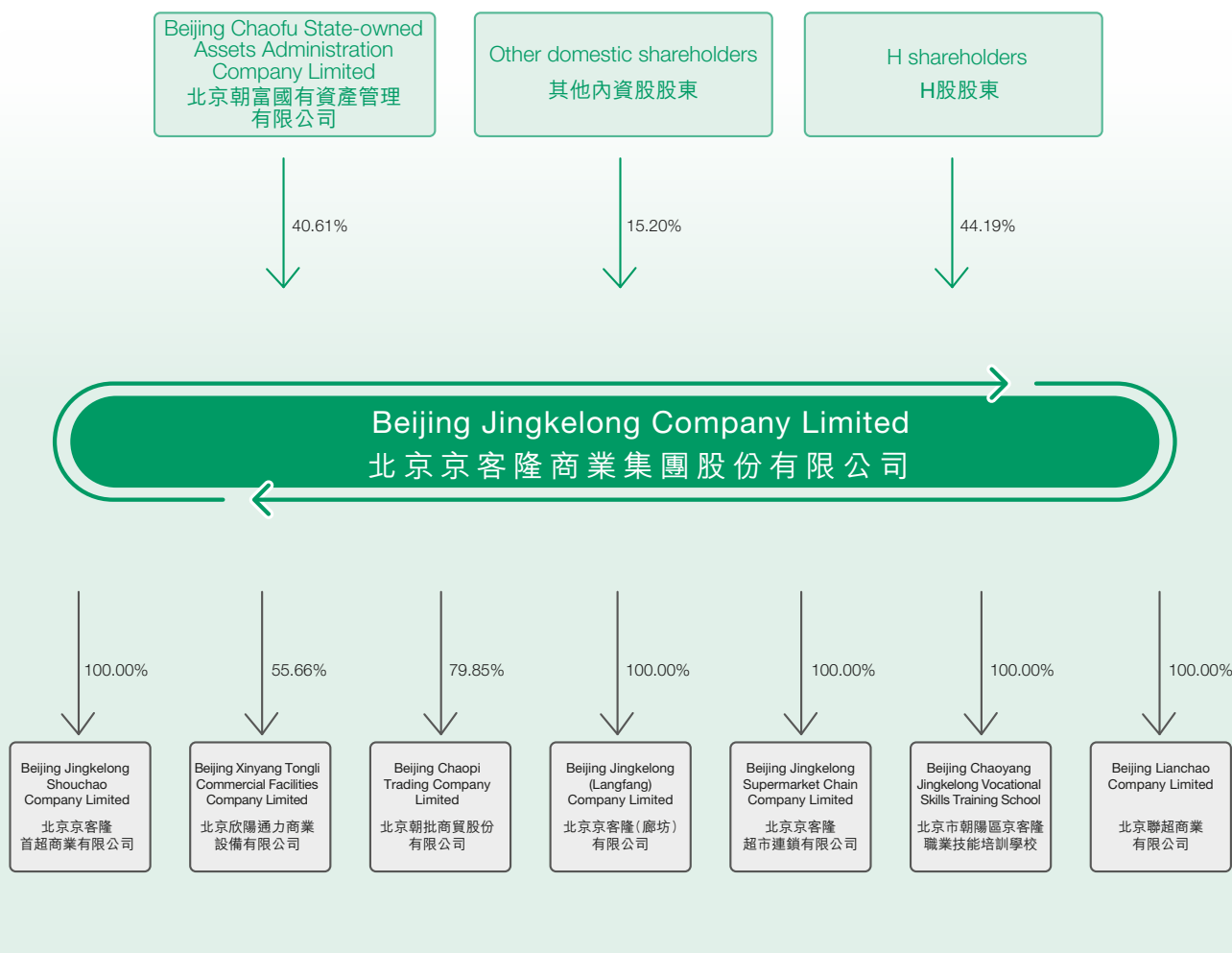
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GROUP STRUCTURE

集團架構

As at the date of this report, the shareholders and the principal subsidiaries of Beijing Jingkelong Company Limited were as follows:

於本報告日，北京京客隆商業集團股份有限公司之股東及主要附屬公司如下：



CHAIRMAN'S STATEMENT

董事長報告

Dear shareholders:

On behalf of the board of directors (the “Board”) of Beijing Jingkelong Company Limited (the “Company” or “Jingkelong”), I am delighted to present the annual results of the Company and its subsidiaries (collectively the “Group”) for the year ended 31 December 2023 (the “Reporting Period”).

各位尊敬的股東：

本人謹代表北京京客隆商業集團股份有限公司（「本公司」）之董事會（「董事會」），呈奉本公司及其附屬公司（合稱「本集團」）截至2023年12月31日止年度（「報告期」）的業績報告。

CHAIRMAN'S STATEMENT

董事長報告

BUSINESS REVIEW

In 2023, under the downward trend of the global economy and with the rise of e-commerce and other retail industries, the traditional retail industry is facing unprecedented pressure and challenges. In particular, the post-epidemic era has prompted major changes in consumer shopping habits, and the division and competition in the consumer market have become more detailed and intense. In the face of changing market environment and various challenges, the Group adheres to customer-centric, innovation-driven mindsets, and constantly improves service quality; at the same time, the Group continues to increase the upgrading and renovation of physical stores to improve consumers' shopping experience through a comfortable shopping environment. We actively promote the integration of online and offline development, through online shopping and offline experience, to create a more comprehensive shopping scene, promote the recovery of offline stores, and constantly enhance the stickiness of shopping.

業績回顧

2023年，在全球經濟下行的趨勢下，隨著電商和其他零售行業的崛起，對於傳統零售行業而言，面臨著前所未有的壓力與挑戰。尤其是後疫情時代促使消費者購物習慣發生了重大變化，消費市場的劃分及競爭更加的細緻與激烈。面對不斷變化的市場環境以及各種挑戰，本集團堅持以顧客為中心、以創新為動力，不斷提升服務質量；與此同時，本集團不斷加大對於實體門店的升級和改造，通過舒適的購物環境提高消費者購物體驗。我們積極推動線上線下融合發展，通過線上購物、線下體驗的方式，打造了更加完整的購物場景，推動線下門店的復蘇，不斷增強購物粘性。

CHAIRMAN'S STATEMENT 董事長報告

During the Reporting Period, the Group achieved the following results:

報告期內，本集團主要取得了如下業績：

- Revenue from principle business was RMB8,491,153,613, representing a decrease of approximately 2.0% as compared to 2022;
- Gross profit was RMB993,552,106, representing a decrease of approximately 17.2% as compared to 2022;
- Gross profit margin was approximately 11.7%, representing a decrease of approximately 2.2% as compared to 13.9% in 2022;
- Total profit was RMB5,166,055, representing an increase of approximately 121.9% as compared to 2022;
- Profit attributable to shareholders of parent company was RMB-75,675,109, representing an increase of approximately 18.2% as compared to 2022;
- Basic earnings per share was RMB-0.18 (2022: RMB-0.22); and
- The proposed final dividend per share was RMB0 (2022: RMB0).
- 實現主營業務收入人民幣8,491,153,613元，比2022年減少約2.0%；
- 毛利人民幣993,552,106元，比2022年減少約17.2%；
- 毛利率約為11.7%，較2022年的13.9%減少約2.2%；
- 利潤總額人民幣5,166,055元，比2022年增長約121.9%；
- 歸屬於母公司淨利潤為人民幣-75,675,109元，比2022年增長18.2%；
- 每股基本盈利為人民幣-0.18元(2022年：人民幣-0.22元)；
- 擬派每股末期股息人民幣0元(2022年：人民幣0元)。

CHAIRMAN'S STATEMENT

董事長報告

OUTLOOK

In 2024, the traditional wholesale and retail industry still has good development prospects, but it also needs to face pressure and challenges. The Group will continue to adhere to its customer-centric philosophy, insist on continuous innovation and provide better services. The Group will create a more intelligent shopping environment through artificial intelligence, Internet of Things and big data etc., enhance customers' shopping experience and provide more personalized services, continuously improve the ability to integrate online and offline and will continue to promote targeted categories. The Group will also reshape the supply chain to further enhance the stability and flexibility of the supply chain to ensure the quality of goods and services and the reliability of supply. At the same time, the Group will continue to focus on social responsibility and sustainable development, contributing to society and the environment.

展望

2024年，傳統批發零售行業仍然具有良好的發展前景，但也需要面對壓力和挑戰。本集團將繼續秉持以顧客為中心的理念，堅持不斷創新和提供更加優質的服務。我們將通過人工智能、物聯網、大數據等來構建更加智能的購物環境，增強顧客購物體驗感和更加個性化的服務；不斷提升線上線下融合的能力；持續推進目的性品類。本集團還將重塑供應鏈，進一步加強供應鏈的穩定性和靈活性，確保商品與服務的質量和供應的可靠性。同時，本集團將繼續關注社會責任和可持續發展，為社會和環境做出貢獻。

APPRECIATION

On behalf of the Board, I would like to express our sincere gratitude to our shareholders for their trust and support; to all business partners, suppliers and customers for their support and assistance, and our appreciation to all staff and the management team for their hard work and contribution to the Group during the Reporting Period.

Zhang Liwei
Chairman

Beijing, PRC
26 March 2024

致謝

本人謹此代表董事會感謝各位股東對本集團的信任與支持，感謝各位投資者、合作夥伴、供應商及廣大顧客的信任與支持，同時也向本集團全體員工及管理團隊在過去一年中的勤勉努力及寶貴貢獻致以衷心感謝!

張立偉
董事長

中國·北京
2024年3月26日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

In 2023, along with full recovery and normalisation of China's society and economy, consumption promotional policies gained strong effects, consumption potentials were released continuously, various regions carefully implemented the consumption boosting measures initiated by the central government, made efforts in expanding domestic demands, optimised structure, and the economy and the market demand have been improving, and the consumption sector kept stable prices in general. According to the data published by National Bureau of Statistics of China, in 2023, the per capita consumption expenditure of residents nationwide reached RMB26,796, representing a nominal increase of 9.2% year on year, and a real increase of 9.0% after deducting price factors, and the recovery of consumption expenditure accelerated. In 2023, the total retail sales value of consumer goods reached RMB47,149.5 billion, representing a year-on-year increase of 7.2%, but based on the categories of retail, the retail sales value of supermarkets segment decreased by 0.4% year on year, indicating that for the traditional wholesale and retail industry, the development environment and competitive pressure were still not optimistic. The Group continues to look for new economic growth points and strives to find a way out of the difficult situation through various initiatives such as continuous promotion of category management, continuous improvement of store operation level, digital and intelligent empowerment, and strengthening online and offline integration.

業務回顧

2023年，隨著經濟社會全面恢復常態化運行，促消費政策發力顯效，消費潛力不斷釋放，各地區認真貫徹落實中央提振消費措施，著力擴大內需、優化結構，經濟回升向好，市場需求持續改善，消費領域價格總體平穩。根據統計局公佈數據顯示，2023年全國居民人均消費支出26,796元，比上年名義增長9.2%，扣除價格因素，實際增長9.0%，消費支出加快恢復。2023年，社會消費品零售總額471,495億元，比上年增長7.2%，但是按零售業態劃分，超市零售額比上年下降0.4%，這也說明對於傳統的批發零售行業而言，發展環境與競爭壓力依然不容樂觀。本集團通過持續推進品類管理、不斷提升門店營運水平、數智化賦能、加強線上線下融合等多種舉措，不斷尋找新的經濟增長點，努力在困境中尋找出路。

RETAIL BUSINESS

The total number of the Group's retail outlets was 133 as at 31 December 2023. The following table sets out the number and net operating area of the Group's retail outlets as at 31 December 2023:

零售業務

截至2023年12月31日，本集團零售店舖總數為133間，下表詳細載列本集團於2023年12月31日的零售門店數目和淨營運面積：

		Department Stores 百貨商場	Hypermarkets 大賣場	Supermarkets 綜合超市	Convenience stores 便利店	Total 合計
Number of retail outlets:	零售門店數目					
Directly-operated	直營店	1	9	48	66	124
Franchise-operated	特許加盟店	-	-	-	9	9
Total	合計	1	9	48	75	133
Net operating area (square metres):	淨營運面積(平方米)					
Directly-operated	直營店	27,800	45,235	83,619	12,106	168,760
Franchise-operated	特許加盟店	-	-	-	2,271	2,271
Total	合計	27,800	45,235	83,619	14,377	171,031

During the Reporting Period, the Group opened a supermarket. Due to the expiration of leases and modifications to the operation strategy, the Group closed down a hypermarket, three supermarkets, three directly-operated convenience stores and three franchise-operated convenience store.

報告期內新開1間綜合超市。因租約到期以及經營策略調整等原因，關閉了1間大賣場、3間綜合超市、3間直營便利店及3間加盟便利店。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Category Management Based on Consumer Demands

During the Reporting Period, the Group adhered to the focus on consumer demand and redefined the product categories and display categories with the mindset of grocery management. The Group carried out five rounds of training successively, and completed the planning of 10 categories such as cooked food, beverages, beer, and biscuits. For the purpose of “freshness, good taste, high cost effectiveness”, the Group built vegetables, fruits and egg products into “purposeful categories”. The Group monthly published the fruit/vegetable business plans, to effectively guide stores to operate; the vegetable category adhered to full chain, full process management, to reduce loss and shorten turnover days; the fruit category enlarged and strengthened seasonal best sellers; egg category introduced freshness management concept, maintaining sales of 7-day bulk eggs and 20-day boxed eggs.

Making on Site for Promotion and Enhancing the Atmosphere of the Stores

During the Reporting Period, in order to solve the pain points of the operation and make up for operational deficiencies, the Group worked with a third party with rich technical and operational experience in on-site production projects, to launch a pilot project of on-site cooking and sales focusing on cooked food, pastry, light food and bean products. Through three months of operation, the Group basically completed the work of building a system, building a process, learning techniques, and leading a team, laying the foundation for the next step to promote the full implementation of the on-site cooking projects and build Jingkelong into a “neighborhood kitchen”.

以消費者需求為中心，深入推進品類管理

報告期內，本集團堅持以消費者需求為中心，用品類管理思維重新界定商品品類及陳列分類。陸續開展五輪培訓，完成熟食、飲料、啤酒、餅乾等10個品類的規劃。以「新鮮、口感好、高性價比」為目標，將蔬菜、水果、蛋品打造為「目的性品類」。按月發佈水果、蔬菜業務計劃書，有效指導門店經營；蔬菜類堅持全鏈條、全過程管理，降低損耗，縮短周轉天數；水果類做大做強季節暢銷品；引入蛋品鮮度管理概念，堅持售賣七日內散雞蛋和盒裝二十日內鮮雞蛋。

試點現製項目，提升賣場煙火氣

報告期內，本集團為解決經營痛點，補充經營缺項，與擁有現製項目豐富技術和經營經驗的第三方合作，啟動以熟食、麵點、輕食、豆製為主的現場製售項目試點。通過三個月的運營，基本完成了建制度、造流程、學技術、帶隊伍等工作，為下一步推動現製項目全面落地，打造京客隆「鄰家廚房」奠定基礎。

Promoting Marketing Innovation to Enhance Customer Experience

During the Reporting Period, the Group actively created consumption hotspots, carried out various forms of promotional activities, and continuously deepened the characteristic festival resources of “strong cultural flavour, rich atmosphere, trendiness”, so as to fully stimulate new vitality of consumption. The Group increased the publicity and maintenance of new media platforms, and produced nearly 100 videos to promote the characteristics of products comprehensively. In the summer, the Group took advantage of the favorable conditions of the public square in front of large stores, launched weekend “night market” activity, and 29 stores extended their online business hours to meet the needs of consumers for night time consumption. With the cooperation of marketing, procurement, stores and other departments, sales and customer flow both turned better, boosting the market confidence, and winning supports and recognition from the majority of consumers.

Higher Operating Efficiency, Stronger Store Details Management

During the Reporting Period, the Group continued to promote a high degree of integration of the retail segment, with the integrated operation of comprehensive supermarket stores, community stores and Langfang stores, resulting in a significant improvement in operating results. The Group strengthened online business training, attached great importance to customer feedback, and improved the quality of online services; added the in-store inspection mode, with focus on weekend promotion goods, strong attraction products, and late business conditions. The Group enlarged investment in store publicity signs, display tables, tasting tables and other beauty display properties; promoted online display in food, daily chemical and other categories, improved category relevance, and optimised shelf resources. The Group further enhanced stores’ awareness of “data and details” in operation and management, and effectively improved basic management level.

推進營銷創新，增強顧客體驗感

報告期內，本集團積極創造消費熱點，開展各種形式促銷活動，不斷挖掘「文化味濃、煙火氣滿、潮流範足」的特色節慶資源，全面激發消費新活力。加大新媒體平台宣傳與維護，製作近百條視頻全方位宣傳商品特性。夏季利用大型店舖門前廣場的有利條件，開展週末「夜市」活動，29家門店延長線上營業時間，滿足消費者夜間消費需求。營銷、採購、門店等部門協同配合，銷售、客流均有所好轉，提振信心，得到了廣大消費者的支持與認可。

提升運營效率，強化店舖細節管理

報告期內，本集團持續推進零售板塊高度融合，綜超門店、社區門店、廊坊門店一體化運營，經營業績顯著提升。強化線上業務培訓，高度重視顧客反饋，提升線上服務質量；增加駐店檢查模式，對週末促銷商品、強引流商品、晚經營情況進行重點檢查。加大對賣場宣傳提示牌、陳列台、試吃台等美陳道具的投入；在食品、日化等品類推廣掛網陳列，提升品類關聯性，優化貨架資源。門店「重數據、抓細節」的經營管理意識得到進一步強化，基礎管理工作水平得到有效提升。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Store Upgrading and Rebuilding, Catering to Market Demand Changes

During the Reporting Period, the Group sped up the upgrading of stores and adaptability to market, for example, 37 comprehensive supermarket stores and 8 community stores completed layout adjustment, Shuanglong store, Tianshuiyuan store among other 7 stores underwent reconstruction without closing business. The Group built new tobacco/alcohol rooms in Jingyuan store and Wangjing store, as tobacco/alcohol boutique terminal demonstration stores, and gradually established Jingkelong “Tobacco & Alcohol Hub” shop of shop brand image. Jiulong Shopping Center upgrading and transformation project gained obvious effects, successfully introduced “Children Paradise Project”, and promoted Jiulong Shopping Center to gradually grow into Beijing’s number one children amusement venue, community family living room.

Digital and Intelligent Development, Enabling Corporate Upgrading and Transformation

During the Reporting Period, the Group optimised online collaborative office platform, realised the electronic execution of contract management, approval process and work tasks, to really make the inter-organisational collaboration more efficient, make the process more regulated, and make the information more transparent. The Group completed the group data middleware project construction, established big data platform with unified data source, connected group internal data islands, and completed business indicator system construction. The Group upgraded financial system, and realised the automation of financial/accounting system and the regulation and mobilisation of expense control system. The Group implemented a high-voltage power distribution monitoring project, launched an intelligent cleaning robot, and comprehensively promoted visual scales to improve quality and efficiency with technology empowerment.

推進店舖升級改造，適應市場需求變化

報告期內，本集團加快更新店舖適配市場的步伐，37家綜超門店、8家社區門店完成佈局調整，有序推進雙龍店、甜水園店等7家門店不閉店改造。在京源店、望京店新建煙酒屋，打造煙草精品終端示範店，逐步建立京客隆「煙酒匯」店中店品牌形象。久隆購物中心轉型升級工作取得明顯成效，成功引進親子樂園項目，推動久隆購物中心逐漸成長為北京首屈一指的兒童樂培主場、社區家庭客廳。

推進數智化發展，賦能企業轉型升級

報告期內，本集團優化線上協同辦公平台，實現合同管理、審批流程、工作任務電子化，真正使組織間的協作更高效、流程更規範、信息更透明。完成集團數據中台項目建設，建立大數據平台統一數據來源，打通集團內部數據孤島，完成業務指標體系建設。升級財務系統，實現財務賬務系統的自動化和費控系統的合規化、移動化。實施高壓配電監控項目、上線智能保潔機器人、全面推廣視覺秤，以科技賦能提質增效。

Continuing Focus on Food Safety Management

Due to the high degree of social concern about food safety, the Group has continuously strengthened food safety management, ensured food quality and safety, and standardised supervision and governance. The Group strictly inspects the qualifications and commodity labels of suppliers, and strengthens the control of fresh meat and poultry channels through video inspections and on-site inspections of the factories. The Group strictly manages certificates and instruments, makes timely updates and early warnings to ensure the efficiency of the licenses and qualifications of the commodities in operation. The Group continues to strengthen the quality control and management of goods, strictly controls the quality of goods, strictly implements the acceptance standards, improves the food safety inspection mechanism, resolutely refuses substandard goods and strictly performs various control measures through regular self-inspection, irregular spot checks and cooperation with third-party testing institutions. The Group makes full use of the collaborative office platform and uses information tools to normalise and refine the “daily control”, “weekly inspection” and “monthly scheduling” of food safety, so as to improve the efficiency of supervision and management.

持續聚焦食品安全管理

食品安全的社會關注度極高，本集團不斷強化食品安全管理，保障食品質量安全，規範監督治理。嚴格檢查供應商各項資質及商品標識，通過視頻驗廠、實地考察加強生鮮肉禽渠道管控。嚴格索證索票管理，及時更新、預警，保障在營商品證照資質有效。本集團持續加強商品質控管理，嚴把商品質量關，嚴格執行驗收標準，健全食品安全檢查機制，通過定期自查、不定期抽查並與第三方檢測機構進行駐倉合作，堅決拒收不合格商品，抓嚴抓細各項管控措施。充分利用協同辦公平台，借助信息化工具將食品安全「日管控」、「周排查」、「月調度」常態化、細緻化，提高監督管理效率。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Operation results of retail business

An analysis of the retail principal operating income contributed by the Group's directly-operated hypermarkets, supermarkets, convenience stores and department stores, and the gross profit margin is set out as follows:

		For the 12 months ended 31 December 截至12月31日止12個月		
		2023 2023年 RMB'000 人民幣千元 (Audited) (經審計)	2022 2022年 RMB'000 人民幣千元 (Audited) (經審計)	Increase/ (Decrease) 增加/(減少)
Retail business	零售業務：			
Hypermarkets	大賣場	855,152	923,553	(7.4%)
Supermarkets	綜合超市	1,889,557	2,190,602	(13.7%)
Convenience stores	便利店	232,602	283,518	(18.0%)
Department stores	百貨商場	2	689	(99.7%)
(including commissions)	其中：佣金收入	-	689	(100%)
Total retail principal operating income	零售主營業務收入合計	2,977,313	3,398,362	(12.4%)
Gross profit margin of directly-operated hypermarkets, supermarkets and convenience stores (%)	直營大賣場、綜合超市及便利店毛利率(%)	15.5%	17.0%	(1.5%)

零售經營業績

下表呈列本集團直營大賣場、綜合超市、便利店及百貨商場的零售主營業務收入及毛利率的分析資料：

During the Reporting Period, the retail principal operating income of the Group decreased by approximately 12.4%, which was mainly attributable to: (i) in 2022, due to the impact of epidemic prevention and control, consumers generally reserved purchases of daily necessities and reduced eating out, which led to the growth of supermarket business sales, with same-store sales increasing by about 6.26%. However, in 2023, domestic social and economic activities began to return to normal (including the recovery of catering consumption), resulting in a decline in customer flow in the Group's stores and in a decrease in the Group's store sales compared to 2022 with a decrease in same-store sales of approximately 13.82%; and (ii) due to lease expiration and business strategy adjustment, 8 supermarkets and 21 convenience stores have been closed since the beginning of 2022 and up to the present, resulting in a decline in sales.

報告期內本集團零售業務主營業務收入下降約12.4%，主要歸因於：(1)2022年全年受疫情防控影響，消費者普遍對日常生活用品進行儲備性購買及減少外出就餐，因此帶來了超市業務銷售的增長，同店銷售增長約6.26%，然而，2023年國內社會及經濟活動開始恢復常態(包括餐飲的消費復甦)帶來本集團門店的客流下降，導致本集團門店銷售較2022年下降及同店銷售下降約13.82%；(2)由於租約到期及經營策略調整等原因，2022年至目前關閉了8間超市及21間便利店，從而導致銷售下降。

The gross profit margin generated from the directly-operated retail business (excluding department stores) decreased slightly from approximately 17.0% in 2022 to approximately 15.5% in the Reporting Period, mainly because of changes in retail promotions that resulted in a decrease in gross margin.

WHOLESALE BUSINESS

Continuing Motivation

During the Reporting Period, the Group with high quality development as the mainline, implemented “goods+services” operational philosophy, enhanced operational management and risk control, continued to promote full category marketing strategy and incessantly expanded operating scope. The Group deeply drove the cooperation with key brands, greatly developed joint products, and sped up national sales pace; consolidated current channel base, developed collective procurement and group purchase, small shop and other new types of customer business, accelerated the channel expansion scope; promoted online-offline business development balancing, enhanced e-commerce platform cooperation, motivated business vitality and drove the high quality development of the Group with multiple measures.

Continuing Improvement of Logistic Services

During the Reporting Period, the Group fully drove the comprehensive logistic development, continuously enhanced logistic management efficiency, and promoted the visual operation of transport delivery; vigorously developed the “drop shipping” business, enlarged in-depth cooperation with existing customer channel resources, promoted the development of e-commerce warehouse projects, effectively integrated multiple resources, and highlighted logistics value-added services; the Group rationally allocated commodity storage in the reservoir area, improved the utilisation rate of warehouse area, continued to improve logistics services, and enhanced the competitiveness of the logistics market.

報告期內直營零售業務(除百貨商場外)的毛利率由2022年同期約17%下降至15.5%，主要歸因於：零售促銷方式的變化，導致毛利率下降。

批發業務

持續激發業務活力

報告期內，本集團以高質量發展為主線，貫徹落實「商品+服務」經營理念，強化經營管理和風險管控，持續推進全品類經銷戰略，不斷拓展經營範圍。深度推進與重要品牌的合作，大力開發聯名產品，加快全國化銷售步伐；穩固增強現有渠道基礎，重點發展集採團購、小店等新型客戶業務，加快拓寬渠道範圍；推進線上線下業務發展均衡，加強電商平台合作，持續激發業務活力，多措並舉推進集團高質量發展。

持續提升物流服務

報告期內，本集團全力推進物流綜合發展，不斷強化物流管理效能，推進運輸配送可視化運行；大力發展「一件代發」業務，加大與現有客戶渠道資源的深度合作，促進電商倉項目發展，有效整合多方資源，突出物流增值服務；合理調配庫區商品存儲，提高庫房面積利用率，持續提升物流服務，增強物流市場競爭實力。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Operation results of wholesale business

The wholesale principal operating income and gross profit margin are analyzed as follows:

批發經營業績

本集團批發主營業務收入及毛利率的分析如下：

		For the 12 months ended 31 December 截至12月31日止12個月		
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元	Increase/ (Decrease) 增加/(減少)
Wholesale principal operating income recognized by Chaopi Group*	朝批集團*實現的批發主營業務收入	5,796,548	5,587,535	3.7%
Less: Intersegment Sales	減：分部間銷售	(300,802)	(343,853)	(12.5%)
Sales to franchisees	銷售予加盟店舖	–	1,872	(100%)
Total wholesale principal operating income	批發主營業務收入合計	5,495,746	5,245,554	4.8%
Gross profit margin **(%)	毛利率**(%)	9.0%	11.0%	(2.0%)

* Chaopi Group represents Beijing Chaopi Trading Company Limited (the "Chaopi Trading") and its subsidiaries.

* 朝批集團指北京朝批商貿股份有限公司(「朝批商貿」)及其附屬公司。

** This represents gross profit margin recognized by Chaopi Group including intersegment sales.

** 該毛利率指朝批集團批發業務實現的毛利率(包含分部間銷售)。

During the Reporting Period, the wholesale principal operating income recognized by Chaopi Group increased by approximately 4.8% and was mainly due to the increase in cross-border e-commerce business.

報告期內，批發業務主營收入上升約4.8%，主要是由於：電商跨境業務增加銷售增長。

During the Reporting Period, the gross profit margin of wholesale business recognized by Chaopi Group was 9%, compared to 11.0% in the corresponding period in 2022 mainly because, as a result of the effect of the overall economic downturn, the traditional channel sales were not optimistic, and the increase in low-price promotions led to a decrease in gross margin.

報告期內，朝批集團的毛利率為9.0%，2022年同期毛利率11.0%，主要是由於：受整體經濟下滑影響，傳統渠道銷售不樂觀，低價促銷增加導致毛利率降低。

FINANCIAL RESULTS

財務業績

		For the 12 months ended 31 December 截至12月31日止12個月		
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元	Increase/ (Decrease) 增加/(減少)
Principal operating income	主營業務收入	8,491,154	8,661,082	(2.0%)
Gross profit	毛利	993,552	1,200,243	(17.2%)
Gross profit margin (%)	毛利率(%)	11.7%	13.9%	(2.2%)
Earnings before interest and tax	息稅前利潤	122,863	103,023	19.3%
Net profit	淨利潤	(52,740)	(65,039)	18.9%
Net profit margin(%)	淨利潤率(%)	(0.6%)	(0.8%)	0.2%
Net profit attributable to shareholders of the parent company	歸屬於母公司淨利潤	(75,675)	(92,551)	18.2%
Net profit margin attributable to shareholders of the parent company (%)	歸屬於母公司淨利潤率(%)	(0.9%)	(1.1%)	0.2%

PRINCIPAL OPERATING INCOME

During the Reporting Period, the Group's principal operating income decreased by approximately 2.0%, of which retail principal operating income decreased by approximately 12.4%, and wholesale principal operating income increased by approximately 4.8%.

主營業務收入

報告期間，本集團的主營業務收入下降約2.0%，其中零售主營業務收入下降約12.4%，批發主營業務收入上升約4.8%。

GROSS PROFIT AND GROSS PROFIT MARGIN

During the Reporting Period, the gross profit of the Group decreased by approximately 17.2% compared with the last corresponding period. During the Reporting Period, the gross profit margin was 11.7% (2022: 13.9%).

毛利與毛利率

於報告期間，本集團的毛利比去年同期下降約17.2%。報告期毛利率為11.7%（2022年：13.9%）。

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OTHER OPERATING INCOME

Other operating income mainly comprises income from promotional activities, rental income from leasing and sub-leasing of properties and counters.

The Group's other operating income increased from RMB880,272,397 in 2022 to RMB976,735,757 by approximately 11.0% during the Reporting Period, mainly due to in 2022, the reduction of rental income from micro, small and medium-sized enterprises in accordance with national rental waiver policies during the COVID-19 pandemic period, the decrease of promotional activities in wholesale and retail business affected by the COVID-19 pandemic and a decline in the revenue of promotional services of some e-commerce commodities due to the adjustment to the commodity structure in e-commerce, whereas during the Reporting Period, normal rental collection was resumed and promotional activities gradually returned to normal, resulting in an increase of other operating income compared to the corresponding period as a result.

SELLING EXPENSES

Selling expenses mainly comprise of salary and welfare, depreciation and amortization, energy fee, rental expenses, repair and maintenance expenses, transportation expenses, packing expenses, and advertising and promotion expenses.

The Group's selling expenses were RMB1,488,083,098 during the Reporting Period, representing a decrease of approximately 7.0% compared to the corresponding period in 2022. The decrease was primarily due to (i) the reduction of market cost input borne by the Company and the change of the accounting method of downstream promotion cost; and (ii) the closure of some leased stores resulting in the reduction of depreciation and amortization in selling expenses and energy and transportation expenses.

其他業務收入

其他業務收入主要指促銷活動收入、出租及轉租物業及櫃檯的租金收入。

報告期內，本集團的其他業務收入從2022年的人人民幣880,272,397元增至人民幣976,735,757元，增幅約11.0%，主要歸因於2022年新冠肺炎疫情期間按照國家政策減免中小微企業租金收入及受新冠肺炎疫情影響批發零售業務促銷活動減少，同時調整電商商品結構導致部分電商商品促銷服務業務收入下降，而報告期間恢復正常收取租金，促銷活動逐步恢復常態，故其他業務收入較同期增加。

銷售費用

銷售費用主要指薪金及福利、折舊及攤銷、能源費用、租金支出、維修費用、運輸費用、軟件服務費、包裝費用及廣告和促銷費用。

報告期內，本集團的銷售費用為人民幣1,488,083,098元，較2022年同期下降約7.0%。該下降主要歸因於：(i)由於公司自行承擔的市場費用投入減少，及下游促銷費用換算方式的變化，導致廣告宣傳、促銷費用的開支減少；(ii)關停部分外租店舖，致使銷售費中的折舊和攤銷及能源、運輸費用的減少。

ADMINISTRATIVE EXPENSES

Administrative expenses mainly comprise salary and welfare, social security costs (including retirement benefit contribution), and depreciation and amortization.

The Group's administrative expenses were RMB281,647,111 during the Reporting Period, remaining stable compared to the corresponding period in 2022.

FINANCIAL EXPENSES

Financial expenses include interests on bank loans and debentures, interest income, bank charges and exchange gains or losses.

The Group's financial expenses decreased from RMB128,932,070 in 2022 to RMB112,289,227 in 2023. during the Reporting Period. The main reasons for the reduction were (i) lower interest expense due to lower LPR level in the market; and (ii) the closure of some leased stores and the decrease in lease financing expenses accounted for Accounting Standards for Business Enterprises No. 21 – Leasing Standards led to a decrease compared with the corresponding period.

INCOME TAX EXPENSE

The Group's subsidiary Chaopi International Trading (Hong Kong) Co., Ltd. ("International Trading Hong Kong") was registered and established in Hong Kong. In accordance with Hong Kong taxation law, the relevant corporate income tax rate was 16.5%.

Except for International Trading Hong Kong, other members of the Group were subject to corporate income tax at a rate of 25% during the Reporting Period on their respective taxable profit pursuant to the relevant PRC tax laws and regulations.

管理費用

本集團的管理費用主要指薪金及福利、社會保障開支(包括退休福利供款)及折舊、推銷費用。

本集團2023年的管理費用為人民幣281,647,111元，與2022年同期基本持平。

財務費用

財務費用包括銀行貸款利息支出、利息收入、銀行手續費及匯兌損益。

報告期內，本集團的財務費用從2022年的人人民幣128,932,070元減少至人民幣112,289,227元。減少的主要原因是：(1)由於市場LPR水平下降，導致利息支出減少；(2)由於關停部分外租店舖及根據企業會計準則第21號－租賃準則核算的租賃融資費用減少，導致較同期下降。

所得稅費用

本集團的附屬公司朝批國際貿易(香港)有限公司(「國際貿易香港」)為香港註冊成立的公司，按照香港稅收法律規定，企業所得稅稅率為16.5%。

除國際貿易香港外，本集團各成員公司按照中國稅收法律及規章規定須按25%的稅率分別就其應課稅利潤繳納企業所得稅。

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Income tax expense increased from RMB41,408,956 in 2022 to RMB57,906,328 in 2023, primarily due to the fact that Chaopi Trading, a subsidiary of the Group, had no previous years losses to make up for in 2023. Therefore, income tax expenses are fully provisioned based on the total profits for this period. At the same time, due to a change in business strategy, closure of some leased stores and early termination of lease contracts generating asset disposal income and resulting in an increase in deductible temporary differences lead to the increase of income tax expenses compared to the corresponding period.

NET PROFIT ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT COMPANY

The net profit (loss) attributable to shareholders of the parent company increased by approximately 18.2% from RMB(92,551,280) in 2022 to RMB(75,675,109) in 2023. This was mainly attributable to the loss reduction on changes in fair value of Wuilangye.

BASIC EARNINGS PER SHARE

The Group recorded basic earnings (loss) per share of approximately RMB(0.18) for 2023, which was calculated on the basis of the number of 412,220,000 shares. The basic earnings per share for 2022 was RMB(0.22). The main reason was the increase of net profit attributable to shareholders.

LIQUIDITY AND FINANCIAL RESOURCES

During the Reporting Period, the Group mainly financed its operations through internally generated cash flows, bank borrowings and debentures.

As at 31 December 2023 the Group had non-current assets of RMB2,184,094,253 (mainly comprising of fixed assets, investment properties and land use rights of RMB1,098,121,430), and non-current liabilities of RMB473,159,659 (mainly comprising of leases liabilities of RMB445,145,916).

所得稅從2022年度的人民幣41,408,956元增加至2023年的人民幣57,906,328元，主要由於：本集團附屬公司朝批商貿2023年度無以前年度虧損可以彌補，本期按利潤總額全額計提所得稅費用，同時由於經營策略調整，關停部分外租店舖，提前終止租賃合同，產生資產處置收益，引起可抵扣暫時性差異增加，導致所得稅費用較同期增加。

歸屬於母公司所有者的淨利潤

本年度歸屬於母公司所有者的淨利潤上升約18.2%，從2022年的人民幣(92,551,280)元增至本年度的人民幣(75,675,109)元。主要原因是：五糧液公允價變動虧損減少所致。

基本每股盈利

2023年本集團每股基本盈利(虧損)約人民幣(0.18)元，乃依據412,220,000股計算。2022年度的每股基本盈利(虧損)約人民幣(0.22)元。主要原因是：歸屬於所有者的淨利潤增加所致。

流動性及資金來源

於報告期間，本集團主要通過內部產生的現金流、銀行貸款及債券支付營運所需資金。

於2023年12月31日，本集團非流動資產人民幣2,184,094,253元(主要包括固定資產、投資性房地產、土地使用權共計人民幣1,098,121,430元)，非流動負債為人民幣473,159,659元(主要包括租賃負債445,145,916元)。

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As at 31 December 2023, the Group had current assets of RMB4,947,950,438. Current assets mainly comprised of cash and cash equivalents of RMB839,268,396, inventories of RMB1,614,980,748, accounts receivable and notes receivable of RMB984,080,370 and prepayments and other receivables of RMB1,161,815,914. The Group had current liabilities of RMB4,826,017,295. Current liabilities mainly comprised of accounts payable and notes payables of RMB830,620,505, short-term borrowings of RMB3,148,009,496, contract liabilities of RMB312,190,012 and other payables of RMB267,363,145.

INDEBTEDNESS AND PLEDGE OF ASSETS

As at 31 December 2023, the Group had bank loans of RMB3,148,009,496, which consisted of accounts receivable factored bank loans of RMB8,350,972, and unsecured bank loans of RMB2,984,097,428, pledged loan of RMB155,561,096. All the Group's bank loans bear interest rates ranging from 2.65% to 6.93%.

The Group's deposits of RMB53,135,440 were pledged for notes payable of RMB301,955,528 as at 31 December 2023.

As at 31 December 2023, the Group's gearing ratio* was approximately 74.3%, remaining stable compared to 74.2% as at 31 December 2022.

* Represented by: Total Debt/Total Asset

FOREIGN CURRENCY RISK

The Group's operating revenues and expenses are principally denominated in RMB.

During the Reporting Period, the Group did not encounter any material effect on its operation or liquidity as a result of fluctuation in currency exchange rates.

於2023年12月31日，本集團流動資產人民幣4,947,950,438元。流動資產主要包括現金及現金等價物人民幣839,268,396元，存貨人民幣1,614,980,748元，應收賬款及應收票據人民幣984,080,370元，預付款項及其他應收款人民幣1,161,815,914元。本集團流動負債總額人民幣4,826,017,295元。流動負債主要包括應付賬款及應付票據人民幣共計830,620,505元，短期借款人民幣3,148,009,496元，合同負債人民幣312,190,012元，其他應付款人民幣267,363,145元。

負債及資產抵押

於2023年12月31日，本集團借款總額為人民幣3,148,009,496元，包括以應收賬款作保理的銀行借款人民幣8,350,972元，無抵押銀行借款人民幣2,984,097,428元，質押借款人民幣155,561,096元。本集團所有銀行借款承介於2.65%至6.93%的年利率。

於2023年12月31日，本集團為人民幣301,955,528元的應付票據提供擔保的保證金存款為人民幣53,135,440元。

本集團於2023年12月31日的資產負債率*約為74.3%，與2022年12月31日的74.2%基本持平。

* 指負債總額／資產總額

外匯風險

本集團所有營運收入及支出主要以人民幣列值。

於報告期內，本集團的經營及資金流動未因貨幣匯率的波動而受到任何重大影響。

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EMPLOYEES AND TRAINING

As at 31 December 2023, the Group employed 4,370 employees in the PRC (31 December 2022: 4,458). The total staff costs (including directors' and supervisors' remunerations) of the Group for the Reporting Period amounted to approximately RMB720,988,340 (2022: RMB729,020,479). The staff emolument (including directors and supervisors) of the Group are based on position, duty, experience, performance, and market rates, in order to maintain their remunerations at a competitive level.

As required by the PRC laws and regulations, the Group participates in the defined contribution retirement benefits scheme for its employees operated by the relevant local government authorities in the PRC. The Group is required to make contributions for those employees who are registered as permanent residents in the PRC at a rate of 16% (2022: 16%) of the employees' salaries, bonuses and certain allowances. The Group has no further obligation associated with the said defined contribution retirement benefits scheme beyond the above mentioned annual contributions. The Group's contributions to the defined contribution retirement benefits schemes amounted to approximately RMB68,332,543 for the Reporting Period (2022: RMB67,901,952). Under such scheme, no forfeited contributions can be used by the employers to reduce the existing level of contributions.

During the Reporting Period, the Group hosted trainings in various format and topics for its employees to improve their skills and professional knowledge. The Group held about 91 seminars during the year, and all employees have benefited from them.

CONTINGENT LIABILITIES

As at 31 December 2023, the Group had no material contingent liabilities.

員工及培訓

於2023年12月31日，本集團於中國境內共有4,370名(2022年12月31日：4,458名)僱員。本集團2023年員工成本(包括董事及監事酬金)總計約人民幣720,988,340元(2022年：人民幣729,020,479元)。本集團僱員(包括董事及監事)薪酬依據崗位、職責、經驗、業績及市場水準確定，以維持其競爭力水準。

按照中國法律法規的若干要求，本集團參加中國當地政府部門組織的退休福利供款計劃。本集團按照要求為登記為中國固定居民的員工按照員工的工資、獎金及若干津貼的16%(2022年：16%)的比例交納供款。除上述年度供款外，本集團就所述退休福利供款計劃無其他進一步責任。報告期內，本集團就所述退休福利供款計劃供款總計約人民幣68,332,543元(2022年：人民幣67,901,952元)。在此計劃下，被沒收的供款不會被僱主用作減少現有供款水平。

報告期內，本集團通過多種形式舉辦多種專題培訓工作，以提高員工的技能及專業知識，共舉辦培訓班91個，全體員工均受訓。

或有負債

截至2023年12月31日，本集團無重大或有負債。

PENDING LITIGATION

In 2002, the Company entered into a land acquisition and compensation agreement with the People's Government of Guanzhuang Township, Chaoyang District, Beijing* (北京市朝陽區管莊鄉人民政府) (the "Guanzhuang Township Government"), pursuant to which the Guanzhuang Township Government transferred 243.71 unit of area (in mu) of collective land under the jurisdiction of Guanzhuang Township Government to the Company for the construction of a distribution and fresh food processing center, and the Company shall pay the total compensation of RMB60,440,000 to the Guanzhuang Township Government. On 13 November 2006, the Company and the Guanzhuang Township Government entered into a supplementary agreement in respect of the above land transfer, and the Guanzhuang Township Government increased the compensation to RMB97,484,000. On 20 November 2006, the Company entered into a supplementary agreement with the Guanzhuang Township Government and the Guanzhuang Agricultural, Industrial and Commercial Joint Corporation of Chaoyang District, Beijing* (北京市朝陽區管莊農工商聯合公司)(the "AICC") in respect of the above land transfer matters, and the Guanzhuang Township Government authorized the AICC to collect compensation. Upon the signing of the above agreements, the Company has paid a total compensation of RMB45,132,000 to Guanzhuang Township Government and the AICC. Due to the change of planned use and other reasons, the contract purpose of the Company (i.e construction of distribution and fresh processing center) cannot be fulfilled, and the above agreements cannot be continued to perform. In order to recover the compensation paid and safeguard the legal rights of the Company, the Company filed a lawsuit with the Beijing Chaoyang District People's Court* (北京市朝陽區人民法院) in July 2022, requiring that the land compensation agreement and supplementary agreement entered into with the Guanzhuang Township Government be held invalid, and requiring the Guanzhuang Township Government and AICC to return the compensation fee of RMB45,132,000 and related interest during the period of their retention of compensation fee. The Company has returned the land to Guanzhuang Township Government on 24 November 2022. As of the date of this report, the Company has through legal means required to confirm the nullification of the above land compensation agreement and supplementary agreement, and require Guanzhuang Township

未決訴訟

於2002年，本公司與北京市朝陽區管莊鄉人民政府(「管莊鄉政府」)簽署一份土地徵用與補償協議約定，管莊鄉政府將管莊鄉轄區的集體土地243.71畝轉讓給本公司用於建設物流配送及生鮮處理中心，本公司應向管莊鄉政府支付補償費合計人民幣60,440,000元。於2006年11月13日，雙方就上述土地轉讓事項達成補充協議，管莊鄉政府將補償費調增至人民幣97,484,000元。於2006年11月20日，本公司與管莊鄉政府、北京市朝陽區管莊農工商聯合公司(「農工商公司」)另就上述土地轉讓事項達成補充協議，管莊鄉政府授權農工商公司收取補償費。上述協議簽訂後，本公司先後向管莊鄉政府、農工商公司合計支付補償費人民幣45,132,000元。由於規劃用途變更等多種原因，導致本公司建設物流配送及生鮮處理中心的合同目的無法達成，上述協議已無法繼續履行。為追回已支付的補償費，維護本公司的合法權利，於2022年7月向北京市朝陽區人民法院提起訴訟，要求確認與管莊鄉政府簽署的土地補償協議及補充協議無效，並要求管莊鄉政府及農工商公司返還補償費人民幣45,132,000元及其佔用補償費期間的利息。本公司並於2022年11月24日將土地歸還給管莊鄉政府。截至本報告刊發日，本公司通過法律手段要求確認上述土地補償協議及

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Government and AICC to return the above-mentioned compensation, and the legal proceedings are still in progress.

EVENTS AFTER THE REPORTING PERIOD

As at the date of this report, no important events affecting the operation and financial performance of the Group significantly have occurred since 31 December 2023.

STRATEGIES AND PLANS

In 2024, the external environment will remain complex and severe, with insufficient effective domestic demand, weak social expectations, and many hidden risks. China is still in a critical period of transforming the development mode, optimising the economic structure, and changing the growth driver. The Group will steadily advance various tasks with momentum, determination, and wisdom, thoroughly implement the spirits of the Central Economic Work Conference, and go all out to meet new opportunities and challenges.

In terms of retail business, the Group will fully achieve the goal of improving the quality and efficiency of the retail segment in accordance with the general principle of “progress in stability, promoting stability through progress, establishing first and then breaking through”, continue to build purposeful categories, develop diversified and flexible business models, increase the number of small-packaged products, accelerate the construction of freshly-made projects, strengthen the research and development of its own brands, improve and strengthen membership products, capture opportunities in silver economy, implement digital system upgrades, and strengthen intensive asset management, so as to promote the high-quality development of the Group.

補充協議無效，管莊鄉政府、農工商公司返還已付補償費之訴訟程序還在進行中。

報告期後事項

截止本公告日期，於2023年12月31日後並無發生會影響本集團經營及財務表現的重大事項。

戰略與計劃

2024年，外部環境依然複雜嚴峻，國內有效需求仍有不足、社會預期偏弱、風險隱患依然較多。我國仍處在轉變發展方式、優化經濟結構、轉變增長動力的攻關期。本集團將以逆流而上的衝勁、重錘落地的決心、精準施策的智慧紮實推進各項工作，深入貫徹落實中央經濟工作會議精神，全力以赴迎接新的機遇與挑戰。

零售業務方面，本集團將以「穩中求進、以進促穩、先立後破」為總原則，全面實現零售板塊提質增效目標，持續打造目的性品類、開發多元靈活業務模式、增加小包裝類商品、加快現製項目建設、加強自有品牌研發、做優做強會員商品、捕捉銀髮經濟機遇、實施數字化系統升級、加強資產集約化管理，推動集團高質量發展。

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In terms of wholesale business, the Group will actively respond to various risks and challenges, insist on “goods + services” operating philosophy, optimally control the operating cost, continue expanding categories, and promote full category distribution strategy. The Group continues expanding joint goods, promotes in-depth cooperation with famous quality brands; continues consolidating current channel base, continuously expands business channels; continuously expands logistic business scope, incessantly improves logistic business scope, continuously improves logistic management efficiency and third party logistic value-added service, and incessantly enhances the advantages of wholesale business.

批發業務方面，本集團將積極應對各種風險挑戰，堅守「商品+服務」經營理念，優化控制經營成本，不斷擴展經營品類，推動全品類經銷戰略。持續發力拓展聯名商品，不斷推進與名優品牌深度合作；持續鞏固現有渠道合作基礎，不斷拓寬業務渠道；持續拓展物流業務範疇，不斷提升物流管理效能及三方物流增值服務，不斷增強批發業務優勢。

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企業管治報告

The Group recognizes the importance of a robust corporate governance framework to drive the strategy for sustainable development of the Company and long-term sustainable value for the shareholders. In order to establish a good corporate governance system to promote long-term and sustainable development of enterprises, the Group has adopted and incorporated the principles of the Corporate Governance Code (effective for the year ended 31 December 2023 (the “Reporting Period”)) (the “Corporate Governance Code”) as set out in Appendix C1 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) into its corporate governance policy with the objective of enhancing the quality of corporate governance of the Group and the conduct of its business in a fair, transparent and ethical way. This corporate governance report describes the corporate governance practices of the Group and explains the applications of the principles of the Corporate Governance Code.

The Company regularly reviews its organizational structure and formulates relevant business plans and strategies based on corporate culture such as corporate mission, development objectives, business philosophy and corporate values, during the Reporting Period, the main line of work of the Group was to “change the mindset, improve the atmosphere, adjust the structure and stimulate vitality (轉思想、正風氣、調結構、激活力)”, resist external pressure and overcome internal difficulties, and strive to boost consumer confidence, optimize the commodity structure, improve profitability, and prevent and defuse risks to ensure operation and to ensure that its operations comply with good corporate governance practices as set out in the Corporate Governance Code and integrate with the enterprise culture to make the system and policy to be carried out.

In the opinion of the directors, the Company has applied the principles of and complied with all the code provisions of the Corporate Governance Code set out in Appendix C1 of the Listing Rules during the Reporting Period, save for the directors’ retirement by rotation as explained below.

本集團深知，穩固的公司管治架構對本公司持續發展戰略及為股東締造長期可持續價值至為重要。為建立良好的企業管治制度以促進企業長遠、可持續發展，本集團已採納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C1《企業管治守則》(於截至2023年12月31日止年度(「報告期」)期間有效之版本)(「《企業管治守則》」)的原則，持續提升企業管治水平，致力於以公平、公正及透明的方式經營公司。本企業管治報告闡明本公司的企業管治行為及解釋企業管治原則的應用。

本公司定期檢討組織架構並結合企業使命、發展目標、經營理念及企業價值觀等企業文化理念制定相關經營計劃及策略，報告期內以「轉思想、正風氣、調結構、激活力」為工作主線，頂住外部壓力、克服內部困難，著力提振消費信心、優化商品結構、提升盈利能力，防範化解風險，保障營運符合《企業管治守則》內所載的良好企業管治常規，關注發展變化，並與企業文化相融合以使得制度、政策得以貫徹、落實。

董事認為，除下文所述有關董事輪流退任事項之外，本公司於報告期間符合聯交所上市規則附錄C1《企業管治守則》的原則及所有規定條文。

Code provision B.2.2 of part 2 of the Corporate Governance Code requires that every director (including those appointed for a specific term) of a listed issuer shall be subject to retirement by rotation at least once every three years. The Articles of Association of the Company stipulate that each director shall be elected by the general meeting of the Company for a term of not more than three years, and be eligible for re-election upon the expiry of the term. Having taken into account the continuity of the Group's operation and management policies, the Company's Articles of Association contain no express provision for the director's retirement by rotation and thus deviate from the aforementioned provision of the Corporate Governance Code.

The Company has also adopted the new terms of reference of the remuneration committee of the Company in light of the relevant updates in the Listing Rules, a copy of which is published on the HKEXnews (the "HKEXnews") website of Hong Kong Exchanges and Clearing Limited and the website of the Company on 30 March 2023.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding directors' securities transactions on terms no less exacting than the required standard of dealings as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix C3 of the Listing Rules. All the directors with whom specific enquiries have been made confirmed that they have complied with the required standard of dealings as set out in the Model Code and code of conduct regarding their securities transactions throughout the Reporting Period.

《企業管治守則》第二部分第B.2.2條要求上市發行人的每位董事(包括有指定任期的董事)應輪流退任，至少每三年一次。本公司的公司章程規定，每位董事應當由股東大會選舉產生，任期不超過三年，任期屆滿連選可以連任。考慮到本集團經營及管理政策的持續性，本公司的公司章程暫無明確規定董事輪流退任機制的條文，因而對前述守則條文規定有所偏離。

本公司根據《上市規則》的相關修訂，執行新的薪酬委員會職權範圍。相關副本已於2023年3月30日刊載於香港交易及結算有限公司「披露易」(「披露易」)網站及本公司網站。

董事的證券交易

本公司已就董事的證券交易採納了一套不低於上市規則附錄C3所載上市發行人董事證券交易標準守則(「標準守則」)的行為守則。本公司已向全體董事作出特定查詢，全體董事均確認其於整個報告期內均遵守了標準守則載列關於證券交易的買賣準則及行為守則。

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THE BOARD

The board of directors (the “Board”) takes the responsibility for leadership and control of the Group and is collectively responsible for safeguarding the best interest of the Group and accountable to the shareholders of the Company (the “Shareholders”). Matters that are required to be determined or considered by the Board include overall group strategies of the Group, substantial acquisitions and disposals, capital transactions, annual, interim and quarterly results (if any), distribution of dividends and other substantial operational and financial matters. Major corporate matters that are specifically delegated by the Board to the Group’s management include the preparation of financial accounts for the Board’s approval, execution of business strategies and initiatives approved by the Board, implementation of an adequate system of internal controls and risk management procedures, and compliance with the relevant statutory requirements, rules and regulations.

Pursuant to the ordinary resolutions passed at the 2021 annual general meeting (the “2021 Annual General Meeting”) held on 13 May 2022, each of Mr. Zhang Liwei, Ms. Li Chunyan, Mr. Li Shenlin, Mr. Li Jianwen, Ms. Zhang Yan, Mr. Li Shunxiang, Mr. Wang Liping, Mr. Chen Liping and Mr. Choi Onward has been re-elected as a director, the said directors (including all non-executive directors and independent non-executive directors) were appointed for a three-year term, and such term will expire upon the end of the annual general meeting for the year ending 31 December 2024 (the “2024 Annual General Meeting”).

Pursuant to the ordinary resolution passed at the 2022 annual general meeting (the “2022 Annual General Meeting”) held on 17 May 2023, Mr. Li Shunxiang has tendered his resignation as a non-executive Director due to his new work arrangement, Ms. Wang Hong has been appointed as an executive Director for a term from the 2022 Annual General Meeting until the conclusion of the 2024 Annual General Meeting.

董事會

董事會(「董事會」)負責本集團的領導及控制工作，並對保障本集團及股東最佳利益共同負責。需由董事會決議及考慮的事項包括本集團的整體策略、重大收購及出售、股本交易、年度和半年度及季度業績(如有)、股息分派及其它重大營運及財務事項。董事會特別授權本集團管理層的重大事項包括編製財務報告供董事會批准、貫徹董事會批准的業務計劃及意向，執行充分的內控制度與風險管理程序體系，遵守相關的法定要求、規則及法規的規定。

根據2022年5月13日舉行的2021年股東週年大會(「2021年股東週年大會」)通過的普通決議，張立偉先生、李春燕女士、李慎林先生、李建文先生、張彥女士、李順祥先生、王利平先生、陳立平先生及蔡安活先生均獲重選擔任本公司董事，上述董事(包括所有非執行董事及獨立非執行董事)獲得為期3年的任期，將於截至2024年12月31日止年度股東週年大會(「2024年股東週年大會」)結束時屆滿。

根據2023年5月17日舉行的2022年股東週年大會(「2022年股東週年大會」)通過的普通決議，李順祥先生由於新的工作安排而辭去非執行董事職務，王虹女士獲委任為本公司執行董事，任期自2022年股東週年大會結束時起至2024年股東週年大會結束時止。

Pursuant to the ordinary resolution passed at the 2023 extraordinary general meeting (the “2023 Extraordinary General Meeting”) held on 24 August 2023, as Mr, Choi Onward, an independent non-executive director, passed away on 12 June 2023, Mr. Kot Man Tat has been appointed as an independent non-executive director for a term from the 2023 Extraordinary General Meeting until the conclusion of the 2024 Annual General Meeting.

Pursuant to the ordinary resolution passed at the second extraordinary general meeting of the year 2023 (the “Second Extraordinary General Meeting of 2023”) held on 20 October 2023, Ms. Li Chunyan has tendered her resignation as an executive director due to her new work arrangement, Mr. Zhang Hongbo has been appointed as an executive director for a term from the Second Extraordinary General Meeting of 2023 until the conclusion of the 2024 Annual General Meeting.

Pursuant to the ordinary resolutions passed at the 2024 extraordinary general meeting (the “2024 Extraordinary General Meeting”) held on 12 January 2024, Mr. Li Shenlin has tenderd his resignation as an executive Director as he was then reaching the statutory retirement age, Mr. Yang Wensheng has been appointed as an executive director for a term from the 2024 Extraordinary General Meeting until the conclusion of the 2024 Annual General Meeting.

There is no relationship (including financial, business, family or other material/relevant relationships) among members of the Board.

根據2023年8月24日舉行的股東特別大會(「2023年股東特別大會」)通過的普通決議，由於獨立非執行董事蔡安活先生於2023年6月12日逝世，葛文達先生獲委任為本公司獨立非執行董事，任期自2023年股東特別大會結束時起至2024年股東週年大會結束時止。

根據2023年10月20日舉行的股東特別大會(「2023年第二次股東特別大會」)通過的普通決議，李春燕女士由於新的工作安排辭任執行董事職務，張紅波先生獲委任為本公司執行董事，任期自2023年第二次股東特別大會結束時起至2024年股東週年大會結束時止。

根據2024年1月12日舉行的股東特別大會(「2024年股東特別大會」)通過的普通決議，由於將屆法定退休年齡，李慎林先生辭任執行董事職務，楊文生先生獲委任本公司執行董事，任期自2024年股東特別大會結束時起至2024年股東週年大會結束時止。

董事會成員之間概無任何關係(包括財務、業務、家屬或其他重大／相關關係)。

CORPORATE GOVERNANCE REPORT

企業管治報告

Ms. Wang Hong (appointed as an executive director in place of Mr. Li Shunxiang, a non-executive director, since 17 May 2023), Mr. Zhang Hongbo (appointed as an executive director in place of Ms. Li Chunyan, an executive director, since 20 October 2023) and Mr. Yang Wensheng (appointed as an executive director in place of Mr. Li Shenlin, an executive director, since 12 January 2024) do not receive a director's fee, but are entitled to remuneration based on his/her executive duties and responsibilities (other than being a director) in the Company. Each of them is entitled to a fixed annual basic salary, a performance-based bonus (to be determined by reference to the Company's annual financial results) and other allowance and benefits in kind under applicable PRC law and regulations. Their respective fixed annual basic salaries for each of the forthcoming term shall be approved by the remuneration committee of the Company (the "Remuneration Committee") and the Board. The chairman of the Board is entitled to remuneration (including an annual basic salary and a performance-based bonus to be determined by reference to the Company's annual financial results, granted and approved by the State-owned Assets Supervision and Administration Commission of the Beijing Chaoyang District Government), and other allowance and benefits in kind under the applicable PRC law and regulations. The non-executive directors will not receive any remuneration. Mr. Kot Man Tat (appointed as an independent non-executive director in place of Mr. Choi Onward, an independent non-executive director) is entitled to receive a fixed director's fee of RMB204,758 per annum (tax inclusive). Each of the other two independent non-executive Directors is entitled to receive a fixed director's fee of RMB41,850 per annum (tax inclusive). The aforesaid remunerations of the directors of the Company have been considered and approved by an ordinary resolution passed at the 2021 Annual General Meeting.

王虹女士(於2023年5月17日接替非執行董事李順祥先生)、張紅波先生(於2023年10月20日接替執行董事李春燕女士)及楊文生先生(於2024年1月12日接替執行董事李慎林先生)均不領取董事袍金，但有權依據其在本公司內的行政職務及責任(除董事職位外)領取薪酬。他們均有權每年領取固定基本年薪，及參考本公司年度業績確定的績效獎金和其他津貼及依據中國法律法規規定適用的實物利益。他們各自3年任期內的固定基本年薪將由本公司董事會及薪酬委員會批准。本公司董事長有權領取薪酬(包括基本年薪及參考本公司年度業績確定的績效獎金，由北京市朝陽區人民政府國有資產監督管理委員會核定及批准)，其他津貼及依據中國法律法規規定適用的實物利益。非執行董事不收取任何董事袍金。本公司獨立非執行董事葛文達先生(於2023年8月24日接替獨立非執行董事蔡安活先生)領取固定的董事袍金為每年人民幣204,758元(稅前)。其他兩位獨立非執行董事均領取固定的董事袍金為每年人民幣41,850元(稅前)。上述本公司董事的薪酬已經於2021年度股東週年大會審議並以普通決議通過。

On 12 June 2023, Mr. Choi Onward, who was then an independent non-executive Director, passed away, and following which, the Company did not meet (i) the minimum number of independent non-executive directors required under Rule 3.10(1) and Rule 3.10A of the Listing Rules; (ii) the minimum number and qualification of members in the Audit Committee required under Rule 3.21 of the Listing Rules and under the terms of reference of the Audit Committee; (iii) the requirement that at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10(2) of the Listing Rules; and (iv) the requirement that at least one of the independent non-executive Directors must be ordinarily resident in Hong Kong under Rule 19A.18(1) of the Listing Rules. Following the appointment of Mr. Kot Man Tat as independent non-executive Director and the chairman of the Audit Committee on 24 August 2023, the Company has since then re-complied with and fully met such requirements.

As at the date of this annual report, the Board fulfilled the requirement of having at least three independent non-executive directors (Mr. Wang Liping, Mr. Chen Liping and Mr. Kot Man Tat) and having appointed independent non-executive directors representing at least one-third of the Board as required by the Listing Rules. The Company also met the requirement of having at least one independent non-executive director (Mr. Kot Man Tat) who has the appropriate professional qualifications or accounting or related financial management expertise. The Company has received from each of the three independent non-executive directors an annual confirmation in respect of their independence. The Company is of the opinion that all the independent non-executive directors are independent pursuant to Rule 3.13 of the Listing Rules.

Reasonable notice periods and sufficient relevant information have been given to all directors so as to enable them to attend the Board meetings and make appropriate decisions in relation to matters to be discussed. All directors are entitled to include matters of their concern in the agenda of all Board meetings. All directors are entitled to inspect all relevant corporate information.

2023年6月12日，由於時任獨立非執行董事的蔡安活先生去世，本公司不符合(i)上市規則第3.10(1)條及第3.10A條規定的獨立非執行董事的最低人數；(ii)上市規則第3.21條規定的及審核委員會的職權範圍項下審核委員會成員的最低人數及資質要求；(iii)上市規則第3.10(2)條規定的至少一名獨立非執行董事必須具備適當的專業資格或具備適當的會計或相關的財務管理專長的要求；及(iv)上市規則第19A.18(1)條規定的中國發行人至少須有一名獨立非執行董事通常居住於香港的要求。自葛文達先生於2023年8月24日獲委任為獨立非執行董事兼審計委員會主席後，本公司已重新遵守並完全符合上述要求。

截至本報告日，董事會遵守了上市規則關於擁有3名獨立非執行董事(即王利平先生、陳立平先生及葛文達先生)的要求，以及獨立非執行董事成員至少佔董事會人數的三分之一的要求，同時也符合關於擁有至少1名獨立非執行董事(葛文達先生)必須具備適當的專業資格或具備適當的專業資格或具備適當的會計或相關財務管理專長的要求。本公司已收到每位獨立非執行董事就其獨立性的年度確認。本公司認為，根據上市規則3.13條的規定，所有獨立非執行董事均為獨立的。

本公司已給予全體董事合理的通知期間及足夠的相關資料以使其能參加董事會會議並對所審議事項作出適當的決議。全體董事均有權將其關注的事宜提交董事會的議程。所有董事均有權自行查閱所有相關的公司資料。

CORPORATE GOVERNANCE REPORT

企業管治報告

The biographical details of the directors are set out on pages 97 to 102 of this annual report.

Mr. Zhang Liwei, acting as the chairman and executive director of the Company, is responsible for operation of the Board.

Ms. Wang Hong, acting as the general manager (appointed as the general manager of the Company with effect from 7 April 2023 pursuant to an announcement of the Company issued at 10 April 2023) and executive director of the Company (Ms. Wang Hong was appointed as an executive director since 17 May 2023), is responsible for daily business development and management of the Company.

Mr. Zhang Hongbo (appointed as an executive director in place of Ms. Li Chunyan since 20 October 2023) is responsible for the information technology, commodity quality supervision, logistics and distribution of the Company; Mr. Yang Wensheng (appointed as an executive director in place of Mr. Li Shenlin since 12 January 2024) is responsible for the financial affairs of the Group. (Ms. Li Chunyan, was responsible for the financial affairs of the Group, she has tendered her resignation as an executive director since 20 October 2023; Mr. Li Shenlin, was responsible for the security of the Group, he has tendered his resignation as an executive director since 12 January 2024).

Each executive director has sufficient experience to hold the position so as to accomplish his/her duties effectively and efficiently.

各董事的個人簡介載於本年報第97頁至第102頁。

張立偉先生，本公司董事長及執行董事，負責董事會的運作。

王虹女士，本公司總經理(根據本公司於2023年4月10日刊發的公告，王虹女士於2023年4月7日獲委任為本公司總經理)及執行董事(王虹女士自2023年5月17日起，獲委任為本公司執行董事)，負責集團的日常業務及管理。

執行董事張紅波先生(自2023年10月20日起，接替李春燕女士成為本公司執行董事)負責本集團信息技術、商品質監、物流配送工作；執行董事楊文生先生(自2024年1月12日起，接替李慎林先生成為本公司執行董事)負責本集團財務工作。(李春燕女士，負責本集團財務工作，自2023年10月20日起，不再擔任本公司執行董事；李慎林先生負責本集團安保工作，自2024年1月12日起不再擔任本公司執行董事)。

每位執行董事擁有有效及高效履行其職責所需的充分經驗。

PROCEDURE FOR SEEKING INDEPENDENT PROFESSIONAL ADVICE BY DIRECTORS

The Board, each of its Committees and all directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

LIABILITY INSURANCE

Pursuant to the code provision C.1.8 of Part 2 of the Corporate Governance Code, the Company should arrange appropriate insurance to cover potential legal actions against its directors. To comply with such code provision, the Company has arranged for appropriate liability insurance for the directors to indemnify their liabilities arising from their corporate activities.

The Group has bought liability insurance for Directors and senior executives in respect of legal actions against such Directors and senior executives.

MEMBERS OF THE BOARD DIVERSITY

The Company understands deeply the benefits and value that diversity brings to the enterprises, and ensures the view that a diverse board, is the only way to effective governance and one of the key factors of an effective board of directors. Therefore, the Company is committed to implementing the policy of diversity.

獲取專業意見

董事會、董事會下設各委員會及所有董事都可以充分、及時地獲取公司的所有資料，並可應要求在適當的情況下尋求獨立的專業建議以履行其對本公司的職責，費用由公司承擔。

責任保險

根據《企業管治守則》第二部分第C.1.8條，本公司應就董事可能面臨之法律行動安排適當投保。為符合該守則條文之規定，本公司已為董事安排適當之責任保險，為彼等因企業活動產生之責任提供彌償保證。

本公司已投保董事及高級管理人員責任保險，以保障本公司的董事及高級管理人員不會負上潛在的法律責任。

董事會成員多元化

本公司深知多元化為企業帶來的益處及價值，確定多元化董事會將是有效管治的必經之路，認同多元化的董事會是高效董事會的關鍵因素之一，故本公司致力於踐行多元化政策。

CORPORATE GOVERNANCE REPORT 企業管治報告

The Company's board diversity policies include: "The Policy of the Diversity of the Members of the Board (董事會組成成員多元化政策)" was adopted by the Board and in considering and reviewing board composition, both the Nomination Committee and the Board will consider the benefits of all aspects of diversity, including the age, gender, skills, knowledge, experience, expertise, professional and educational qualifications, background and other personal qualities of the directors. While the final decisions of appointment of directors would be based on the candidates' expertise and contributions expected to bring to the board, considerable weight would be given to ensuring a diverse board with balanced composition. The Company would review its diversity policy annually to ensure that it is in line with the Company's actual development and needs and reflects regulatory requirements and good corporate governance practices.

The diversity of the board of directors is not only reflected in the gender of directors, but also in skills, age, experience and educational background. The ratio of male to female board members was 7:2 as at the date of this annual report, female directors making up to 22% of all board members. The average age of directors is about 54, among which two are under 45 years old, accounting for about 22%, four are aged between 45 and 60, accounting for about 45%, three are over 60, accounting for about 33%. Two directors have obtained doctoral degrees. The Board possesses professional experience in retail, economy, operating, marketing, management and human resources.

With respect to gender diversity, the Board consider factors according to the Company's business mode and other factors needs, the composition of the Board should include at least one female member, the proportion of female members represents at least 11%. The Board deemed the current composition of the Board was adequate and appropriate in terms of gender diversity and will continue to maintain a diverse Board. The Board will discuss further measurable objectives and plans for achieving board diversity, including gender diversity, at the time of board elections.

本公司董事會多元化政策：董事會訂立了《董事會組成成員多元化政策》，要求考慮及檢討董事會組成時，提名委員會及董事會均會考慮全方位多元化的利益，包括董事的年齡、性別、技能、知識、經驗、專長、專業資格及學歷、背景及其他個人素質。儘管所有董事的任命將根據董事候選人的專長及預期為董事會帶來的貢獻而作出最終決定，但確保董事會多元化具均衡組成亦為重要考慮。本公司每年將會對多元化政策進行檢討，以確保政策切合本公司的實際發展與需要，並反應監管規定和良好企業管治常規。

本公司董事會多元化不僅體現在董事性別上，還在技能、年齡、經驗及教育背景上均有所展現。截至本報告日，董事會成員男女比例為7:2，女性董事佔全體董事成員的22%。董事成員平均年齡約為54歲，其中45歲及以下的2人，佔比約為22%；46歲至60歲(含)之間的有4人，佔比約為45%；60歲以上的3人，佔比約為33%。2位董事已獲得博士學位，本公司董事會擁有零售業態、經濟、營運、市場營銷、管理、人力資源方面專業經驗。

在性別多元化方面，董事會認為基於本公司業務模式及其他因素的需求，董事會成員組成中應至少有一名女性，即女性成員比例至少高於11%。董事會認為當前的董事會成員組成在性別多元化方面是適當且合適的，並將繼續維持多元化董事會。董事會將在換屆選舉時針對董事會多元化(包括性別多元化)商定進一步可計量的目標及計劃。

The Company understands and recognizes the benefits of diversified staff structure and regards it as one of the important elements in sustaining a long-term competitive advantage of the Company. A multicultural company should be comprised of employees with different gender, age, skills, educational background, experience and other qualities so as to achieve the most appropriate structure and balance. As at 31 December 2023, the total number of employees (including the senior management) of the Group was 4,370, the male to female ratio in the workforce was about 2:3 and had been stable. The Company deemed this gender ratio as adequate and appropriate.

INDEPENDENCE POLICY

The Company deeply understands the importance of the independence of independent non-executive directors in order to improve operating efficiency, promote the consistency of interests of shareholders and management, ensure the good development of the enterprise, and supervise and safeguard the interests of the enterprise. In order to ensure that the independent directors can perform their duties fairly, honestly and diligently, and propose to play an independent and objective supervisory role in the operation and development of enterprise, the Company has three independent non-executive directors among the nine board members, accounting for one third of the total board members, in accordance with the Corporate Governance Code. The Audit Committee consists of three independent non-executive directors. The Audit Committee, Remuneration Committee and the Nomination Committee are chaired by the independent non-executive directors. The independent non-executive directors made up two-thirds of the Nomination Committee and Remuneration Committee.

本公司了解並認同多元化員工結構的裨益，並視之為維持本公司長久競爭優勢的重要元素之一。一家具備多元文化的公司應包括不同性別、年齡、技能、教育背景、行業經驗及其他特質的員工，以致達到最適合的結構及平衡。於2023年12月31日，本集團僱員(包括高級管理層)總數為4,370人，勞動力男女比例約為2:3，並較為穩定。本公司認為其員工性別比例屬適當及合宜。

獨立性政策

本公司深刻理解為提高營運效益，促進股東與管理層利益的一致性，使得企業良好發展，監督並維護企業利益，獨立非執行董事的獨立性所發揮的重要意義。為保證獨立董事能夠公正、誠信、勤勉的履職，在企業經營與發展中提出發揮獨立且客觀的監察作用，本公司按照《企業管治守則》要求，在董事會9名成員中，3名為獨立非執行董事，佔董事會成員總數的三分之一。審核委員會由三位獨立非執行董事組成。審核委員會、薪酬委員會及提名委員會均由獨立非執行董事擔任主席。提名委員會及薪酬委員會中獨立非執行董事佔全部成員的三分之二。

CORPORATE GOVERNANCE REPORT

企業管治報告

In order to ensure the independence of independent non-executive directors, the right to nominate independent non-executive directors of the Company is enjoyed by the Nomination Committee. In addition, in setting the remuneration of independent non-executive directors, full consideration is given to the impact on independence and the need for incentives. Only independent non-executive directors of the company are entitled to receive directors' fees. In order to maintain the independence and objectivity of decision-making of independent non-executive directors, independent non-executive directors shall not be entitled to any remuneration for equity interests (such as stock option or grant of shares). At the same time, when selecting independent non-executive directors, immediate family members, major social relationships, holdings of shares in listed companies, etc. will be verified. The Board reviews the independence policy annually to ensure it is appropriate for the development of the business.

The Company notes that the Corporate Governance Code relates the term limit of an independent non-executive director to his independence and makes it clear that if an independent non-executive director has been in office for more than nine years, the Company must explain to shareholders the reason why the Board (or the Nomination Committee) considers that the director is still independent or should be re-elected. When the Company evaluates the independence of non-executive directors, the Board and the Nomination Committee will consider their contributions to the Board during their service period and whether they can independently, objectively and impartially express their views and put forward constructive suggestions at meetings and be verified by the independent non-executive directors whose term is more than nine years. The Board believes that a long service life does not necessarily mean that their independence will be limited, but to some extent, it shows that they have an in-depth understanding of the Company and are aware of the challenges the Company is facing, and it is of great help to the long-term goals and strategies of the Company. The Board and the Nomination Committee will make recommendations on whether to renew the appointment after considering the candidates' contributions to the Board, their own aspirations, professional and professional background, their fit with the Company's development and strategic goals and other factors.

為保證獨立非執行董事的獨立性，本公司獨立非執行董事的提名權是由提名委員會享有，並且在獨立非執行董事薪酬設定上，也充分考慮對獨立性的影響和激勵的需要，本公司只有獨立非執行董事有權領取董事袍金。為保持獨立非執行董事的獨立性及決策客觀性，獨立非執行董事不享有任何股本權益酬金（例如購股權或贈授股份等），同時在選擇獨立非執行董事時會對直系親屬、主要社會關係、持有上市公司股份情況等進行核查。董事會每年對獨立性政策進行檢討，以保證其適應企業發展。

本公司注意到《企業管治守則》對獨立非執行董事任期時限與獨立性進行關聯，明確若獨立非執行董事在任已過九年，則需向股東說明董事會（或提名委員會）認為該名董事仍屬獨立人士或應獲重選的原因。本公司在評估非執行董事的獨立性時，針對任期超過九年的獨立非執行董事，董事會及提名委員會將考慮其於服務期內對董事會作出的貢獻以及能否在會議中獨立、客觀、公正地表達觀點並提出具有建設性的建議並獲得驗證。董事會認為，服務年限較長並不意味其獨立性一定會受到限制，反而在一定程度上表明其對公司有深入的了解並清楚公司所面臨的挑戰，並對企業確立長遠的目標及策略有很大幫助。董事會及提名委員會將綜合考慮其對董事會作出的貢獻、自身意願、專業及職業背景、與公司發展與戰略目標是否契合以及其他因素，在遴選及討論後作出是否續聘的建議。

MEETINGS AND CONFERENCE

During the Reporting Period, eleven Board meetings (not including written Board resolutions) were held and the attendance records of the directors attending such meetings in person are set out below:

會議情況

報告期內，董事會共舉行了十一次會議(不包括書面簽署決議)，有關董事親身出席記錄如下：

		Attendance/Number of meetings 出席／會議次數
Executive Directors		
Mr. Zhang Liwei (<i>Chairman</i>)	執行董事 張立偉先生(董事長)	11/11
Ms. Wang Hong*	王虹女士*	7/7
Ms. Li Chunyan**	李春燕女士**	9/9
Mr. Li Shenlin	李慎林先生	11/11
Mr. Zhang Hongbo***	張紅波先生***	2/2
Non-executive Directors		
Mr. Li Jianwen	非執行董事 李建文先生	11/11
Ms. Zhang Yan	張彥女士	11/11
Mr. Li Shunxiang****	李順祥先生****	4/4
Independent Non-executive Directors		
Mr. Choi Onward*****	獨立非執行董事 蔡安活先生*****	4/4
Mr. Kot Man Tat*****	葛文達先生*****	6/6
Mr. Chen Liping	陳立平先生	11/11
Mr. Wang Liping	王利平先生	11/11

* Ms. Wang Hong has been appointed as an executive director of the Company with effect from 17 May 2023.

* 自2023年5月17日起，王虹女士獲委任為本公司執行董事。

** Ms. Li Chunyan resigned as an executive director of the Company with effect from 20 October 2023.

** 自2023年10月20日起，李春燕女士不再擔任本公司執行董事。

*** Mr. Zhang Hongbo has been appointed as an executive director of the Company with effect from 20 October 2023.

*** 自2023年10月20日起，張紅波先生獲委任為本公司執行董事。

**** Mr. Li Shunxiang has resigned as a non-executive director of the Company with effect from 17 May 2023.

**** 自2023年5月17日起，李順祥先生不再擔任本公司非執行董事。

***** Mr. Choi Onward, an independent non-executive director of the Company, passed away on 12 June 2023.

***** 蔡安活先生，本公司獨立非執行董事，於2023年6月12日逝世。

***** Mr. Kot Man Tat has been appointed as an independent non-executive director of the Company with effect from 24 August 2023.

***** 自2023年8月24日起，葛文達先生獲委任為本公司獨立非執行董事。

CORPORATE GOVERNANCE REPORT

企業管治報告

ATTENDANCE OF DIRECTORS AT THE GENERAL MEETINGS

During the Reporting Period, three general meetings of the Company, which included one annual general meeting (including H shareholders' and domestic shareholders' class meetings) and two extraordinary general meetings, were held and the attendance records of the directors attending such meetings in person are set out below:

董事出席股東大會

報告期內，本公司共舉行了三次股東大會，其中一次為股東週年大會（包括了H股及內資股類別股東大會），兩次股東特別大會，有關董事親身出席記錄如下：

Attendance/Number of meetings 出席／會議次數

Executive Directors		執行董事	
Mr. Zhang Liwei (Chairman)	張立偉先生(董事長)		3/3
Ms. Wang Hong*	王虹女士*		2/2
Ms. Li Chunyan**	李春燕女士**		2/2
Mr. Li Shenlin	李慎林先生		3/3
Mr. Zhang Hongbo***	張紅波先生***		0/0
Non-executive Directors		非執行董事	
Mr. Li Jianwen	李建文先生		3/3
Ms. Zhang Yan	張彥女士		3/3
Mr. Li Shunxiang****	李順祥先生****		1/1
Independent Non-executive Directors		獨立非執行董事	
Mr. Choi Onward*****	蔡安活先生*****		1/1
Mr. Kot Man Tat*****	葛文達先生*****		1/1
Mr. Chen Liping	陳立平先生		3/3
Mr. Wang Liping	王利平先生		3/3

* Ms. Wang Hong has been appointed as an executive director of the Company with effect from 17 May 2023.

* 自2023年5月17日起，王虹女士獲委任為本公司執行董事。

** Ms. Li Chunyan resigned as an executive director of the Company with effect from 20 October 2023.

** 自2023年10月20日起，李春燕女士辭任本公司執行董事。

*** Mr. Zhang Hongbo has been appointed as an executive director of the Board with effect from 20 October 2023.

*** 自2023年10月20日起，張紅波先生獲委任為本公司執行董事。

**** Mr. Li Shunxiang resigned as a non-executive director of the Company with effect from 17 May 2023.

**** 自2023年5月17日起，李順祥先生辭任本公司非執行董事。

***** Mr. Choi Onward, an independent non-executive director of the Company, passed away on 12 June 2023.

***** 蔡安活先生，本公司獨立非執行董事，於2023年6月12日逝世。

***** Mr. Kot Man Tat has been appointed as an independent non-executive director of the Company with effect from 24 August 2023.

***** 自2023年8月24日起，葛文達先生獲委任為本公司獨立非執行董事。

During the Reporting Period, in order to be responsible to shareholders, respond to shareholders' questions and inquiries about duties, and fulfill the responsibilities of directors, all directors attended the shareholders' meeting in person, with the attendance rate reaching 100%.

CONTINUING PROFESSIONAL DEVELOPMENT OF DIRECTORS

As part of an ongoing process of directors' training, the directors are updated with the latest developments regarding the Listing Rules and other applicable regulatory requirements from time to time to ensure compliance of the same by all directors. All directors are encouraged to attend external forums or training courses on relevant topics which may count towards continuous professional development training.

Pursuant to code provision C.1.4 of Part 2 of the Corporate Governance Code, all directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. During the Reporting Period, all directors have participated in in-house training courses and workshops in respect of corporate governance and regulations organized by the Company or, by perusing materials relevant to the Company's business or to their duties and responsibilities. The relevant directors have participated in appropriate continuous development activities. All the directors have provided a record of the training they received to the Company.

Pursuant to the code provision D.1.2 of Part 2 of the Corporate Governance Code, the management of the Company also provides all members of the Board with monthly updates which presents information in respect of the Company's performance and financial position, and changes and development in laws, regulations, business and the market, to assist each director in the discharge of their duties.

The participation by individual directors in the professional development programs in 2023 is recorded in the table below.

報告期間，為對股東負責，回應股東有關工作的提問及查詢，履行董事責任，各位董事均親身出席股東大會，出席率達100%。

董事持續專業發展

作為董事持續培訓之一部分，董事已不時獲得有關上市規則及其它適用監管規定之最新發展資料，以確保所有董事遵守有關規定。本公司鼓勵所有董事出席外界舉辦有關課題之座談會或培訓課程，而此可作為持續專業發展培訓的一部分。

根據《企業管治守則》第二部份C.1.4條規定，所有董事應參與持續專業發展，發展並更新其知識及技能，以確保其繼續在具備全面信息及切合所需之情況下對董事會作出貢獻。報告期內，全體董事均已參與本公司舉辦有關企業管治之內部研討會及培訓課程，或通過了解本公司業務或彼等職能及職責相關資料之方式而參與合適之持續專業發展活動。各董事均已向我公司提供報告期內所接受培訓的記錄。

本公司管理層也遵照《企業管治守則》第二部份D.1.2條的規定，每月向董事會成員提供更新資料，載列有關公司的表現、財務狀況及法律、監管、業務與市場的變動信息，以說明彼等履行職責。

下表載列了每名董事於2023年參與專業發展計劃之記錄。

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		Participated in training course 參加培訓課程	Reading updates 閱讀更新資料
Executive Directors	執行董事		
Mr. Zhang Liwei (<i>Chairman</i>)	張立偉先生(董事長)	✓	✓
Ms. Wang Hong*	王虹女士*	✓	✓
Ms. Li Chunyan**	李春燕女士**	✓	✓
Mr. Li Shenlin	李慎林先生	✓	✓
Mr. Zhang Hongbo***	張紅波先生***	✓	✓
Non-executive Directors	非執行董事		
Mr. Li Jianwen	李建文先生	✓	✓
Ms. Zhang Yan	張彥女士	✓	✓
Mr. Li Shunxiang****	李順祥先生****	✓	✓
Independent Non-executive Directors	獨立非執行董事		
Mr. Choi Onward*****	蔡安活先生*****	✓	✓
Mr. Kot Man Tat*****	葛文達先生*****	✓	✓
Mr. Chen Liping	陳立平先生	✓	✓
Mr. Wang Liping	王利平先生	✓	✓

* Ms. Wang Hong has been appointed as an executive director of the Company with effect from 17 May 2023.

* 自2023年5月17日起，王虹女士獲委任為本公司執行董事。

** Ms. Li Chunyan resigned as an executive director of the Company with effect from 20 October 2023.

** 自2023年10月20日起，李春燕女士辭任本公司執行董事。

*** Mr. Zhang Hongbo has been appointed as an executive director of the Company with effect from 20 October 2023.

*** 自2023年10月20日起，張紅波先生獲委任為本公司執行董事。

**** Mr. Li Shunxiang resigned as a non-executive director of the Company with effect from 17 May 2023.

**** 自2023年5月17日起，李順祥先生辭任本公司非執行董事。

***** Mr. Choi Onward, an independent non-executive director of the Company, passed away on 12 June 2023.

***** 蔡安活先生，本公司獨立非執行董事，於2023年6月12日逝世。

***** Mr. Kot Man Tat has been appointed as an independent non-executive director of the Company with effect from 24 August 2023.

***** 自2023年8月24日起，葛文達先生獲委任為本公司獨立非執行董事。

CHAIRMAN AND GENERAL MANAGER

Mr. Zhang Liwei is the chairman of the Board. Ms. Wang Hong (appointed on 7 April 2023) is the general manager of the Company. The chairman of the Board and the general manager of the Company are two clearly defined positions. The chairman is responsible for the effective operation of the Board while the general manager is in charge of the Group's daily business development and management. The Company's Articles of Association set out the respective duties and powers of the chairman and the general manager in detail.

BOARD COMMITTEES

There are currently three Board committees, namely, the audit committee, the remuneration committee and the nomination committee, to assist the Board in carrying out its responsibilities.

AUDIT COMMITTEE

Pursuant to the resolutions passed at the Board meeting held on 13 May 2022, the audit committee (the "Audit Committee") of the seventh session of the Board was established. The Audit Committee wholly consists of independent non-executive directors, namely Mr. Choi Onward who was appointed as the chairman and Mr. Wang Liping and Mr. Chen Liping who were both appointed as members.

Pursuant to the extraordinary general meeting held on 24 August 2023, as Mr. Choi Onward passed away on 12 June 2023, Mr. Kot Man Tat has been appointed as an independent non-executive director of the board of the Company, further, pursuant to the resolution passed at the Board meeting held on 24 August 2023, Mr. Kot Man Tat has been appointed as the chairman of the Audit Committee.

董事長及總經理

張立偉為本公司董事長，王虹女士為本公司總經理（自2023年4月7日起擔任）。本公司的董事長及總經理為兩個職責清楚界定的職位，董事長負責董事會的有效運作，而總經理負責集團的日常業務發展及管理。本公司公司章程中詳細列明董事長及總經理的職權。

董事會轄下的委員會

現任董事會轄下設立三個委員會，分別為審核委員會、薪酬委員會、提名委員會，以協助董事會履行其職責。

審核委員會

根據於2022年5月13日通過的董事會決議，本公司成立第七屆董事會之審核委員會，由全部獨立非執行董事組成，即蔡安活先生擔任主席，王利平先生、陳立平先生為委員。

由於蔡安活先生於2023年6月12日逝世，根據於2023年8月24日召開的股東特別大會，葛文達先生獲委任為本公司獨立非執行董事，根據於2023年8月24日通過的董事會決議，葛文達先生獲委任為本公司審核委員會主席。

CORPORATE GOVERNANCE REPORT

企業管治報告

The written terms of reference of the Audit Committee are set in line with the provisions of the Corporate Governance Code. The Audit Committee provides an important link between the Board and the external auditors in matters falling within the scope of the audit of the Group, and is responsible for the review of financial information of the Company, the oversight of the Company's financial reporting system and internal control procedures, and exercises the corporate governance functions delegated by the Board. It reviews the effectiveness of the external audit, internal controls and risk evaluation, and provides comments and suggestions to the Board.

Pursuant to the code provision A.2.1 of Part 2 of the Corporate Governance Code, the Audit Committee performs the corporate governance functions delegated by the Board during the Reporting Period, including, to develop and review the policies and practices of the Company on corporate governance and make recommendations to the Board; to review and monitor the training and continuous professional development of directors and senior management; to review and monitor the policies and practices of the Company on compliance with legal and regulatory requirements; to develop, review and monitor the code of conduct and compliance manual (if any) applicable to the directors and employees; and to review the compliance by the Company with the Corporate Governance Code and disclosure in the Corporate Governance Report.

審核委員會職權範圍有關書面規定遵照《企業管治守則》守則條文訂立。審核委員會就本集團核數範圍內所涉及事項為董事會與外聘核數師之間建立重要聯繫，負責審閱本集團的財務資料，監察本公司的財務申報制度及內部控制程序，行使董事會授予的企業管治職能，負責審閱外部核數、內部控制及風險評估的有效性，並向董事會提供意見及建議。

審核委員會根據董事會的授權，按照《企業管治守則》第二部分第A.2.1條的規定，履行企業管治職責，包括制訂及檢討本公司的企業管治政策及常規，並向董事會提出建議；檢討及監察關於董事及高級管理人員的培訓及持續專業發展；檢討及監察本公司在遵守法律及監管規定方面的政策及常規；制訂、檢討及監察僱員及董事的操守準則及合規手冊(如有)；及檢討本公司遵守《企業管治守則》的情況及在企業管治報告內的披露。

CORPORATE GOVERNANCE REPORT 企業管治報告

The Audit Committee held four meetings during the Reporting Period for discussing internal controls, financial reporting matters and corporate governance functions including a review of the 2022 annual report and the first quarterly results of 2023 and 2023 interim results, and discussing relevant matters including matters relating to annual auditing plans of 2023 and corporate governance. The attendance records of the members of the Audit Committee attending such meetings in person are set out below:

報告期內，審核委員會召開了4次會議，審核本集團採納的會計準則及政策，討論內部控制、財務報告及企業管治事宜，包括審閱2022年年報、2023年第一季度及中期業績以及討論2023年年度審計計劃、企業管治等相關事宜。有關審核委員會委員親身出席記錄如下：

		Attendance/Number of meetings 出席／會議次數
Mr. Choi Onward (<i>Chairman</i>)*	蔡安活先生(主席)*	3/3
Mr. Kot Man Tat (<i>Chairman</i>)**	葛文達先生(主席)**	1/1
Mr. Chen Liping	陳立平先生	4/4
Mr. Wang Liping	王利平先生	4/4

* Mr. Choi Onward, an independent non-executive director of the Company and the chairman of the Audit Committee, passed away on 12 June 2023.

* 蔡安活先生，本公司獨立非執行董事、審核委員會主席，於2023年6月12日逝世。

** Mr. Kot Man Tat has been appointed as an independent non-executive director of the Company and the chairman of the Audit Committee with effect from 24 August 2024.

** 自2023年8月24日起，葛文達先生獲委任為本公司獨立非執行董事、審核委員會主席。

For the year ended 31 December 2023, the Audit Committee had performed the following work:

截至2023年12月31日止年度，審核委員會曾履行的工作概述如下：

1. Reviewed annual and interim financial statements and the related results announcements, documents and other matters or issues raised by external auditors;
2. Reviewed the findings of external auditors; Da Hua Certified Public Accountants LLP has been the auditor of the Company during the Reporting Period, and the Board agreed to propose the appointment of the auditors recommended by the Audit Committee;

1. 集團全年及中期業績報表，以及相關業績公佈、文件及外聘核數師提出的其他事宜或事項；
2. 外聘核數師的審核結果；報告期內，核數師由大華會計師事務所(特殊普通合伙)擔任，董事會亦同意審核委員會的聘任結果；

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|---|-----------------------------------|
| 3. Reviewed the independence of the external auditors and the engagement of external auditors for annual audit; | 3. 外聘核數師的獨立身份及就年度審核服務考慮外部核數師委聘事宜； |
| 4. Reviewed and supervised financial reporting and risk management and internal control systems of the Group; | 4. 及監督本集團的財務匯報過程及內控制度； |
| 5. Reviewed annual audit plan of the Group; | 5. 本集團的年度審計計劃； |
| 6. Reviewed the Corporate Governance Report of the Group; and | 6. 本集團的《企業管治報告》；及 |
| 7. Other governance functions granted by the Board. | 7. 會授予的其他管治職能。 |

Minutes of meetings of Audit Committee shall be kept by Secretary to the Board.

審核委員會的完整會議記錄由本公司董事會秘書保管。

The Audit Committee has reviewed the Group's 2023 audited annual results and discussed with the management and the external auditors on the accounting principles and practices adopted by the Group, internal control and financial reporting matters.

審核委員會已審閱了本集團經審計的2023年年度業績，並與管理層及外聘核數師就本集團採納的會計準則及政策、內部控制及財務報告事宜進行了討論。

REMUNERATION COMMITTEE

Pursuant to the resolutions passed at the Board meeting held on 13 May 2022, the remuneration committee of the seventh session of the Board (the "Remuneration Committee") was established, in which Mr. Wang Liping (an independent non-executive director) was appointed as the chairman, and Mr. Zhang Liwei (an executive director) and Mr. Chen Liping (an independent non-executive director) were both appointed as members.

薪酬委員會

根據於2022年5月13日通過的董事會決議，本公司成立了第七屆董事會之薪酬委員會（「薪酬委員會」），王利平先生（一名獨立非執行董事）獲委任為主席，張立偉先生（一名執行董事）及陳立平先生（一名獨立非執行董事）均獲委任為委員。

The written terms of reference of the Remuneration Committee are in line with the provisions of the Corporate Governance Code. The main duties of the Remuneration Committee are to make recommendations to the Board on the overall remuneration policy and structure for the directors' and senior management of the Company, and on the establishment of a formal and transparent procedure for determining remuneration policies; to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives. In accordance with the Corporate Governance Code, the Remuneration Committee has been delegated with responsibilities by the Board, and is responsible for determining the remuneration packages of individual executive directors and senior management and making recommendations to the Board on the remuneration of non-executive directors, and to ensure that no director or any of his associates is involved in deciding his own remuneration.

During the Reporting Period, five meetings of the Remuneration Committee were for discussing and considering the remuneration of the Company's newly appointed director, independent non-executive director and deputy general manager. The attendance records of the members of the Remuneration Committee attending such meeting in person are set out below:

Mr. Wang Liping (<i>Chairman</i>)	王利平先生(主席)
Mr. Chen Liping	陳立平先生
Mr. Zhang Liwei	張立偉先生

Attendance/Number of meetings
出席／會議次數

5/5
5/5
5/5

For the year ended 31 December 2023, the Remuneration Committee had performed the following work:

- Determined the remuneration of newly appointed independent non-executive director and executive director.
- Determined the remuneration of the Company's deputy general manager.

薪酬委員會職權範圍有關書面規定遵照《企業管治守則》守則條文訂立。薪酬委員會就本公司董事及高級管理人員的整體薪酬政策及架構，以及就制訂薪酬政策而設立正規而具透明度的程序，向董事會提出建議；因應董事會所訂企業方針及目標而檢討及批准管理層之薪酬建議；按照《企業管治守則》的規定，獲董事會轉授責任，釐定個別執行董事及高級管理人員的薪酬待遇，就非執行董事的薪酬向董事會提出建議，且確保任何董事或其連絡人不得參與釐定其自己的薪酬。

報告期內，薪酬委員會召開了五次會議，討論並考慮本公司委任執行董事、獨立非執行董事、副總經理的薪酬，有關薪酬委員會委員親身出席記錄如下：

截至2023年12月31日止年度，薪酬委員會履行的工作概述如下：

- 審議委任的獨立非執行董事及執行董事薪酬
- 審議副總經理的薪酬

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As at 31 December 2023, the remuneration list of the directors, supervisors and senior management who hold executive position(s) in the Company classified by remuneration bands is as follows:

於2023年12月31日，在本公司有擔任職務的董事、監事及高級管理人員按薪酬組別劃分的薪酬載列如下：

Remuneration band (RMB/month)	薪酬組別(人民幣元)	Number of individuals 人數
0 to 1,000,000	0至1,000,000	9

Minutes of meetings of Remuneration Committee shall be kept by Secretary to the Board.

薪酬委員會的完整會議記錄由本公司董事會秘書保管。

NOMINATION COMMITTEE

Pursuant to the resolutions passed at the Board meeting held on 13 May 2022, the nomination committee (the "Nomination Committee") of the seventh session of the Board was established, in which Mr. Chen Liping (an independent non-executive director) was appointed as the chairman, and Mr. Zhang Liwei (an executive director) and Mr. Wang Liping (an independent non-executive director) were both appointed as members.

提名委員會

根據於2022年5月13日通過的董事會決議，本公司成立了第七屆提名委員會(「提名委員會」)，陳立平先生(一名獨立非執行董事)獲委任為主席，張立偉先生(一名執行董事)及王利平先生(一名獨立非執行董事)均獲委任為委員。

The written terms of reference of the Nomination Committee are in line with the provisions of the Corporate Governance Code. The Nomination Committee is responsible for nominating potential candidates for directorships, reviewing the nomination of directors and making recommendations to the Board on such appointments, reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified to become board members and select or make recommendations to the board on the selection of individuals nominated for directorships and assessing the independence of the independent non-executive directors, and making recommendations to the Board on the appointment or re-appointment of directors and succession planning (in particular the chairman of the Board and the general manager) for directors. The Diversity Policy of the Members of the Board was adopted at the Board meeting on 23 August 2013, pursuant to which all the nominations of any member of the Board should be made in accordance with the Diversity Policy by taking into account certain objective criteria (including without limitation, the gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) and having due regard to the benefits of a diversified Board.

During the Reporting Period, six meetings of the Nomination Committee had been held for discussing and recommending the candidates for the newly election/appointment of director(s), reviewing relevant matters including the structure and composition of the Board of the Company and assessing the independence of the independent non-executive directors. The attendance records of the members of the Nomination Committee attending such meetings in person are set out below:

提名委員會職權範圍有關書面規定遵照守則條文訂立。提名委員會負責提名有潛質的人士出任董事、審閱董事提名及就該等任命向董事會提出建議，並負責每年檢討董事會的架構、人數及組成（包括技能、知識及經驗方面），並就任何為配合本公司之公司策略而擬對董事會作出的變動提出建議，確定適格人員成為董事會成員，選擇並向董事會建議提名董事人選評核獨立非執行董事的獨立性，及就董事委任或重新委任以及董事（尤其是董事長及總經理）繼任計劃向董事會提出建議。董事會於2013年8月23日訂立了《董事會組成成員多元化政策》，有關董事的提名應適當考慮到《董事會組成成員多元化政策》所載的客觀條件（包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務任期），並充分顧及董事會多元化的裨益而作出。

報告期內，提名委員會召開了6次會議，包括檢討本公司董事會架構、組成及評核獨立非執行董事的獨立性，以及討論並推薦委任董事會成員等相關事宜，有關提名委員會委員親身出席記錄如下：

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Mr. Chen Liping (<i>Chairman</i>)	陳立平先生(主席)	6/6
Mr. Wang Liping	王利平先生	6/6
Mr. Zhang Liwei	張立偉先生	6/6

For the year ended 31 December 2023, the Nomination Committee had performed the following work:

1. Reviewed the structure, size and composition of the Board, and proposed suggestions on changes of the Board according to development strategy of the Group. Nomination Criteria: the Nomination Committee assessed the current structure of the Board from diversification policies on the size and composition, skills, knowledge, experience and other respects of its members and compared it with listed companies in the same industry.

Nomination Procedure: the Nomination Committee provides the information about the candidates and makes recommendation to the Board. The Board consider the recommendations of the Nomination Committee and appoint if appropriate or submit to the general meeting of shareholders for election or re-election in due course. Shareholders vote at a general meeting to elect or re-elect of directors. As for the current structure of the Board, the composition conforms to the Company's business development and each director has the required skills and experience, diversified opinions and perspectives; the combination of executive directors, non-executive directors, and independent non-executive directors are also kept in balance. Among the three independent non-executive directors, one is a professional accountant with accounting management experience. Each director has sufficient time, experience and the ability necessary to fulfill his duties, regularly checks the Company's business and financial position, and participates in the training on directors' continuing professional development.

截至2023年12月31日，提名委員會曾履行的工作概述如下：

檢討董事會架構、人數及組成，並配合本集團的公司策略對董事會作出的變動提出建議；提名委員會從人數及組成、技能、知識及經驗等多元化政策方面評價董事會目前架構，並與同行業上市公司進行比較。

提名程序：提名委員會提供有關候選人的資料，並向董事會提出建議。董事會考慮提名委員會的建議，並在適當情況下委任或提交股東大會，以便在適當時候進行選舉或重選。股東在股東大會上投票選舉或重選董事。目前，董事會架構中，各位董事的組成人員符合本公司業務發展，並具備適當所需的技能、經驗及多樣的觀點與角度，執行董事與非執行董事及獨立董事的組合也保持均衡。三名獨立非執行董事中，有一名具有專業會計師及具備專業會計管理經驗的人員。每位董事都擁有履行其職責所需的充分時間、經驗和能力，定期了解公司業務及財務狀況，並參加董事持續專業發展培訓。

2. Reviewed and assessed the independence of independent non-executive director: each independent director should sign written documents to confirm with the Company that none of the conditions in paragraph 3.13 of the Listing Rules existed. If there are any questions, the independent directors should promptly inform the Company.
2. 評核獨立非執行董事的獨立性；各位獨立董事需根據上市規則3.13條的規定，與公司簽署書面文件，向公司確認，其均不存在上述情形。如有任何問題，需及時告知公司。
3. Adopted the Diversity Policy of the Members of the Board and took various factors into consideration, including educational background, age, knowledge, skills etc., when making the nominations.
3. 董事會多元化政策，提名委員會從不同的教育背景、年齡層次、知識及經驗等方面及其他因素綜合考慮有關提名人選。
4. Reviewed the candidates for the new directors.
4. 審議董事會新成員。

Minutes of meetings of the Nomination Committee shall be kept by Secretary to the Board of Directors.

提名委員會的完整會議記錄由本公司董事會秘書保管。

SUPERVISORY COMMITTEE

As at the date of this annual report, the supervisory committee of the Company (the “Supervisory Committee”) has a total of six members, of which, pursuant to an ordinary resolution of the 2022 Annual General Meeting held on 17 May 2023, Mr. Wang Liming has been appointed the supervisors in place of Ms. Liu Wenyu, further to the resolution of Supervisory Committee passed on 17 May 2023, Mr. Wang Liming has been appointed the chairman of the Supervisory Committee. Mr. Yang Baoqun is the shareholder-appointed supervisor, Mr. Chen Zhong and Mr. Wang Deshan are the independent supervisors and Ms. Niu Hongyan and Ms. Li Chunyi are the staff-appointed supervisors.

The supervisors have performed their work in a dedicated and diligent manner and carried out effectively the functions of supervising the legal and regulatory compliance relating to financial matters and overseeing the directors and senior management of the Group during their offices.

監事會

截至本報告日，本公司監事會（「監事會」）共有六名成員，其中王利明先生擔任監事會主席（根據於2023年5月17日召開的2022年股東週年大會通過的普通決議案，王利明先生接替劉文瑜女士獲委任為本公司監事；根據於2023年5月17日通過的監事會決議，王利明先生擔任本公司監事會主席），楊寶群先生為股東代表監事，陳鍾先生和王德山先生為獨立監事，牛紅艷女士和李春溢女士為職工代表監事。

監事勤勉盡責，並有效履行監督財政事宜合法合規的職責，並對集團董事及高級管理人員執行職務的行為予以監督。

AUDITORS' REMUNERATION

The Audit Committee is responsible for reviewing and monitoring the auditors' independence and objectivity and effectiveness of the auditing process. It receives letter from the auditors confirming their independence and objectivity and holds meetings with representatives of the auditors to consider the scope of their audit, approve their fees, and the scope and appropriateness of non-audit services, if any, to be provided by them. The Audit Committee also makes recommendations to the Board on the appointment and retention of the independent auditor.

Da Hua Certified Public Accountants (Special General Partnership) (大華會計師事務所(特殊普通合夥)) ("Da Hua") has been appointed as the auditors of the Company for the period from the conclusion of the 2022 Annual General Meeting to the conclusion of the 2023 Annual General Meeting. For the year ended 31 December 2023, the Company agreed to pay Da Hua RMB1,000,000 as the 2023 auditing fees and RMB400,000 for non-audit services in respect of reviewing the Group's 2023 interim financial statements. Da Hua also undertook the audits of the subsidiaries of the Group for the year 2023, and accordingly, the total audit expenses paid by the Group is disclosed in note (VI) 42 on page 337 of this report.

RESPONSIBILITIES FOR PREPARATION OF ACCOUNTS

The directors are responsible for the preparation of financial statements in compliance with the relevant regulations and applicable accounting standards.

The responsibility of the auditors with respect to the financial reporting are set out in the Independent Auditor's Report on pages 145 to 155 of this annual report.

核數師酬金

本公司審核委員會負責審核及監測核數師的獨立性以及審核程序的客觀性及有效性。審核委員會接收核數師函件，確認其獨立性及客觀性，並與核數師舉行會議以考慮將由其提供的審核範圍、審批其收取的費用以及非核數服務(如有)的範圍及適當性。審核委員會亦就獨立核數師的委任及留任向董事會作出建議。

大華會計師事務所(特殊普通合夥)(「大華」)獲聘為本公司核數師，任期自本公司2022年股東週年大會結束之日起至本公司2023年股東週年大會結束之日止期間。截至2023年12月31日止，本公司同意向大華支付2023年審計費用人民幣1,000,000元，以及就其提供的非審計服務即審閱本集團2023年中期財務報表向其支付了人民幣400,000元。大華亦負責本集團附屬公司2023年度的審計工作，故本集團審計費用支付金額於本報告第337頁財務報表附註(六)42中披露。

編製財務賬目之責任

董事負責根據有關法規及適用之會計準則編製財務賬目。

核數師對於財務報告之責任載於本年報第145頁至155頁的獨立核數師報告中。

DISCLOSURE OF FINANCIAL PERFORMANCE

During the Reporting Period, the Group published its first quarterly results. Pursuant an announcement of the Company date 20 October 2023, the Board has resolved to discontinue with immediate effect its current voluntary practice of announcing and publishing the Company's quarterly financial results for the first three-month and nine-month periods of each financial year, in order to enable investors to focus more on the trend of the Group's business on a longer term and allow the Company's management to focus more on the Group's operations and strategies.

RISK MANAGEMENT AND INTERNAL CONTROL

The Group is keenly aware that effective risk management is an essential underpinning of the Group's progress towards good corporate governance. To ensure and promote effective risk management, the Group has established a clear governance structure, policies and procedures as well as a notification mechanism.

Responsibility

The Board is responsible for the risk management and internal control system, determining risk factors and assessing risk tolerance. The board of directors collaborates with management to complete risk management of the Group, the Board has the responsibility to review the effectiveness of risk management system. The Management is responsible for the designing and implementing the system of internal control in order to maximize the management of the risks faced by the Company, identify and manage these risks, which can reduce, soothing, transfer, or avoid those risks. The Board elaborates on the above risk management and internal control system to make clear that it aims to manage risks rather than eliminate the risks of failure to achieve business objectives. Thus, the system can only make reasonable, rather than absolute, assurance against material misrepresentation or loss.

財務業績披露

報告期內，本集團刊發了一季度業績。根據本公司於2023年10月20日刊發的公告，本公司董事會決議通過停止目前自願公佈及刊發本公司每個財政年度首三個月及九個月期間之季度財務業績，以使投資者能夠更加關注本集團的長期業務趨勢，並令本公司管理層更專注於本集團的運營及戰略。

風險管理及內部控制

本集團深切意識到有效的風險管理是指引集團成功邁向良好企業管治的重要奠基。為確保並推進本集團施行有效的風險管理，本集團一直致力於建立明確的管治架構、政策及程序以及通報機制。

責任

董事會對風險管理及內部監控系統負責，釐定風險因素並評估對風險的可承受能力。董事會協同管理層共同完成本集團風險管理，董事會有責任檢討風險管理制度的有效性，而管理層則負責設計及執行內部監控制度以最大限度地管理公司面臨的風險，識別和管理這些風險，從而可以降低、舒緩、轉移或避免這些風險。董事會謹在此闡釋上述風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險。因此，該等系統只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

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Risk management structure

The risk management structure is composed of the Board, the Audit Committee, Internal Control Department and the relevant department in the Group, to continuously monitor the implementation of internal control and risk management policies to ensure that the Group's policies and implementation are effective and adequate.

The Board undertakes the responsibility of continuous supervision of the risk management and internal control system of the Group. It will annually review the effectiveness of the system through the Audit Committee.

The Audit Committee evaluated the effectiveness of the Group's risk management and internal controls for the year ended 31 December 2023, covering all important aspects including financial, operational and compliance controls, to ensure we have adequate resources, staff qualifications and experience, staff training programs and budget for accounting, internal audit, financial reporting, and ESG performance and reporting. Based on such review, the Board considered the Group's risk management and internal control systems to be effective and adequate.

The Audit Committee assists the Board in its supervision of the Group's financial, operational, risk management (including environmental, social and governance risks as set out in the guidelines on Environmental, Social and Governance Reporting in Appendix C2 to the Listing Rules) and internal controls, as well as financial and internal audit functions.

The Group has established the Internal Control Department, which, assists the Board and the Audit Committee in continuously reviewing the adequacy and effectiveness of risk management and internal control of the Group, recognizing shortcomings of the design and operation of internal control and proposing suitable improvement suggestions, playing a comprehensive supervisory role. If major risks or serious internal control mistakes are discovered, the Internal Control Department should report to the Audit Committee and the Board in a timely manner, and it should make correction plans and identify the responsible persons, and follow up to ensure improvement in the situation.

風險管理架構

本集團現已建立由董事會、審核委員會、內控部及相關部門組成的風險管理架構，持續監察內部控制及風險管理政策的實施情況，確保本集團的政策及實施有效而充分。

董事會承擔持續監管本集團的風險管理及內控系統的責任，通過審核委員會至少每年檢討其有效性。

截至2023年12月31日止年度，審核委員會已完成檢討有關本集團的風險管理及內部監控系統是否有效，涵蓋所有重要的監控方面，包括財務監控、運作監控及合規監控，確保公司在會計、內部審核、財務報告職能方面，以及ESG表現和報告相關的資源、員工資歷及經驗、員工所受培訓課程、有關預算等是足夠的。基於上述檢討，董事會認為本集團風險管理及內部監控系統是有效及足夠的。

審核委員會協助董事會履行其於本集團財務、營運、風險管理(包括《上市規則》附錄C2的《環境、社會及管治報告》指引中列明的環境、社會及管治風險)及內控、以及財務與內部審計職能的監管。

本集團設立內控部，其協助董事會及審核委員會持續檢討本集團的風險管理及內部控制的充分性及有效性，識別內部控制設計及運行中的缺陷並提出適當的改進意見，充分發揮監督作用。如發現重大風險或嚴重的內部監控缺失，會及時向審核委員會及董事會匯報，並制定整改計劃書及釐清責任人，且適時跟進，確保情況得以改善。

Each functional departments is responsible for executing risk management procedures and internal control measures in daily operation and management, and report the risks within their operation and functions to the management.

各職能部門負責於日常營運管理中執行風險管理程序及內部監控措施，並就其營運及職能範圍內的風險向管理層匯報。

The management assists the Board in implementing policies and procedures related to risks and control to identify and evaluate risks faced. In addition, it participates in the design, operation and supervision of suitable internal control measures to minimize and control those risks.

管理層協助董事會推行其有關風險及控制的政策及程序，以確定及評估所面對的風險，並參與設計、運作及監察合適的內部監控措施以減少及控制此等風險。

The Group makes legal decisions on major decisions, important personnel appointment and removal, major project arrangement and large amount of capital operation according to the company system, so as to further standardize decision-making behavior, improve decision-making level and prevent decision-making risks.

本集團對於重大決策、重要人事任免、重大項目安排、大額度資金運作事項依據董事會制定的相關制度進行依法決策，以進一步規範決策行為，提高決策水平，防範決策風險。

The Group has formulated and adopted a “Legal Risk Management and Reporting System (《法律風險管理及報告制度》)”, to provide effective policies in identifying, evaluating and managing major risks. The risk management group identifies the risks affecting the Group’s business objectives at least once annually, and makes risk mitigation plans and designates certain persons to address these risks through standard evaluation and ranking mechanism.

本集團已制定及採納企業《法律風險管理及報告制度》，提供有效的辨認、評估及管理重大法律風險的政策程序。風險管理小組至少每年一次對影響集團實現業務目標的風險事項進行識別，並通過規範的機制進行評價及排序，對主要風險制定風險緩解計劃書及指定風險負責人。

CORPORATE GOVERNANCE REPORT

企業管治報告

In order to strengthen the internal control and management of enterprises, realize the regular inspection and supervision of the implementation of important systems and key links of enterprises, ensure the standard and orderly operation of all work, prevent enterprise risks and improve the supervision mechanism, the Group had formulated “The Supervision and Inspection Measures on the Implementation of Important Systems and Key Procedure of Enterprises (《企業重要制度及關鍵環節執行情況監督檢查辦法》)” to realize regular supervision and inspection through special, regular and random inspections on the implementation of important systems and the operation of key procedure. “The Guidelines on the Internal Supervision System” (《內部監督體系指引》) define the principles, system and working mechanism of internal supervision, strengthen the coordination of internal supervision, improve corporate governance and risk prevention ability, ensure the timely and effective internal supervision, and ensure the healthy and sustainable development of enterprises.

Risk management procedure

All functional departments are responsible for streamlining their business process. They should recognize and evaluate the risks within their business and propose and implement risk management solutions. Each functional departments shall also report to the Management on an annual basis the significant risks identified in the risk management process, so that the Management can organize the risk information and submit it to the Audit Committee for further identification, evaluation and discussion of control measures. Each functional department should identify and evaluate financial risks and other risks in aspects such as investment audit, financial management, legal compliance etc., according to their business characteristics, forming a regular risk evaluation mechanism. They should recognize, evaluate and analyze all risks in the operation and development, and track and monitor the risk trend changes and their control progress and effectiveness in a timely manner.

為加強企業內部控制管理，實現企業重要制度、關鍵環節執行情況的常態化檢查與監督，保證各項工作規範、有序運行，以防範企業風險、完善監督機制，本集團通過《企業重要制度及關鍵環節執行情況監督檢查辦法》，對重要制度執行情況、關鍵環節運行情況進行專項、定期和隨機的檢查方式實現常態化監督檢查；《內部監督體系指引》明確內部監督原則、體系、工作機制，加強企業內部監督工作的聯動配合，提升公司治理水平和風險防範能力，確保內部監督及時有效，保障企業健康持續發展。

風險管理程序

公司各職能部門負責對本部門業務流程進行梳理，定期組織對職責範圍內的具體業務進行風險辨識、評估，並提出和實施風險管理解決方案。職能部門還應按年度向管理層匯報在風險管理過程中識別的重大風險，以便管理層整理風險信息後提交審核委員會進行進一步的識別、評估並商討管控措施。各職能部門還應根據業務特性分別從投資審核、財務管理、依法合規等方面負責識別及評估公司不同領域的財務及其他風險，形成風險評估常態化機制，對經營發展中存在的或潛在的各類風險進行識別、評估和分析，及時跟蹤監測風險變化趨勢、管控進展和成效。

By carrying out special supervision, internal audit, system training, standardized procedures and other means, the internal control department gives full play to the barrier role of preventing risks and plugging loopholes for enterprises to increase benefits and improve efficiency.

The Audit Committee annually inspects and discusses possible risks and major strategic risks that may have significant impact on the future of the Group, and review the effectiveness of the risk management and internal control system.

Conducting comprehensive risk evaluation and assessment before major events such as stock acquisition and major asset sales can effectively control business risks.

Conducting annual risk review can institutionalize and standardize internal audit.

Internal control

The Internal Control Department annually evaluates and reviews the internal control, risk management system and evaluates the effectiveness and adequacy of the internal control and risk management system from perspectives of controlling environment, risk assessment, internal control activity, monitoring measure as well as information and communication.

The Company established an organizational structure with clear-cut responsibilities and specific reporting procedures. The Group defines clearly the powers, rights and liabilities of all business and operation departments, and ensures the effective check and balance through approval and review procedures.

The Company also conducts internal control through comprehensive budget management, management of new and additional budget, financial reporting and analysis and business and operation analysis meetings. In particular, the Company can recognize risks, and monitor implementation of correction measures through data mining, collection and comparison.

內控部通過開展專項監督、內部審計、制度培訓、規範流程等手段，充分發揮為企業防風險、堵漏洞的屏障作用以為企業增加效益和提升效率。

審核委員會按年度檢查和討論可能對公司未來構成重大影響的風險或重大戰略風險，檢討公司風險管理及內部監控系統的有效性。

對股權收購、重大資產出售等重大事項事前進行全面的風險評估與審核，有效控制重大業務風險。

每年進行檢討，加強內控工作的制度化、標準化建設。

內部控制

公司內控部每年度內對內部監控及風險管理系統進行評估與檢討，從控制環境、風險評估、內控活動、監察措施及信息與溝通等方面，評估公司內容監控與風險管理系統的有效性與充足性。

本公司已建立一個職責層級清晰及匯報程序明確的組織架構，對各業務及營運部門的權限及主要權責有清晰的界定，並通過審批、覆核等程序確保有效之制衡。

本公司還通過預算管理、新增及追加預算的管理、財務匯報與分析、業務與營運分析會等程序進行內部監控，特別是通過對業務數據的挖掘、整理與比對分析識別風險、監控整改措施的落實。

CORPORATE GOVERNANCE REPORT

企業管治報告

Control environment

The Company focuses on institutionalization and standardization construction, and regularly clarifies, revises and optimizes business procedures and regulations. In particular, the Company improves relevant systems to address new problems emerging in risk management in a timely manner, strengthens training and education of relevant procedures, and achieves management objectives through implementing various procedures and systems.

Risk assessment

The Internal Control Department regularly clarifies and recognizes systematic risks; relevant functional departments recognize and evaluate business risks within their responsibilities, and they recognize, evaluate and analyze risks in finance and other fields from such perspectives as investment examination and approval, financial management, laws and regulations, and form a regular risk evaluation mechanism. They should recognize, evaluate and analyze all risks in the operation and development.

Supervision measures

The Audit Committee continues to conduct regular internal compliance inspection and risk management and internal control review.

The Securities and Legal Department, the external legal professional team, the audit team, and the company secretary ensure observation of the Listing Rules and supervise compliance of applicable laws and regulations.

The Internal Control Department independently reviews risk management and internal control. The supervision and inspection methods for the implementation of important systems and key links have been established.

控制環境

公司持續關注制度化、標準化建設，對業務流程、規章制度等定期進行梳理、修訂與優化，特別是對風險管理過程中出現的新問題，及時補充完善相關制度，並加強相關流程與制度的培訓、教育工作，通過落實執行各項流程與制度，達到管理目標。

風險評估

內控部定期組織開展風險梳理，組織識別集團所面臨的系統性風險；公司相關職能部門對職責範圍內的具體業務進行風險辨識、評估，還分別從投資審批、財務管理、依法合規等方面負責識別及評估公司不同領域的財務及其他風險，形成風險評估常態化機制，對經營發展中存在的或潛在的各類風險進行識別、評估和分析。

監察措施

審核委員會持續進行內部合規檢查並進行風險管理和內部監控檢討：

證券法務部、外聘專業律師團隊、審計團隊、公司秘書確保遵守上市規則及監督有關適用法律法規的合規事項；

內控部負責對風險管理及內部監控進行獨立審核，並已建立對重要制度、關鍵環節執行情況的監督檢查辦法。

Information and communication

The Company continuously develops and maintains information management systems, including Collaborative Office Platform, Data Center Project, Logistics Management System, Human Resources Management System, Financial Management System, to support the business, operation, financial reporting and information disclosure of the Group.

Timely communication and exchange can be achieved through the Collaborative Office Platform and the Email system.

Shareholders can acquire the Company's information through the Company's official website and the investor relations department.

Internal audit

The Internal Control Department annually makes internal audit priorities and internal audit plans according to corporate strategy, operation and management needs and annual work plan of the Company. Matters of internal audit include the following:

Audit types 審計類型

Enterprise management system audit
企業管理體系審計
Corporate operation audit
企業運營過程審計
Economic responsibility audit
經濟責任審計
Post-evaluation audit
後評價審計

Audit contents 內容

Verify the quality, energy and carbon emission management systems to ensure that they meet the standard requirements and are effectively implemented
對質量、能源、碳排放等管理體系進行驗證，確保其滿足標準要求並有效實施。
The assessment and improvement of important components in corporate operation
對企業經營過程中的重要環節的評價及改善
Term and departure performance audit of outgoing heads of business units
業務部門負責人更換時進行離任審計、任期審計
Comprehensive post-evaluation on investment and economic benefits after completion of projects
投資項目完成後，對其投資及經濟效益等進行全面的後評價

信息與溝通

持續開發與維護信息管理系統，包括協同辦公平台、數據中台項目、物流管理系統、人力資源管理系統、財務管理系統等，以支持公司的業務與營運、財務匯報及信息披露等。

通過公司協同辦公平台及電郵系統，及時進行信息溝通。

通過公司網站、投資者關係部確保股東獲得有關公司的信息。

內部審計

內控部每年度按照公司戰略部署，根據經營管理需要和公司的年度工作安排，確定內部審計工作重點，制定年度內部審計計劃。進行內部審計的事項主要包括：

Review of the effectiveness of risk management and internal control system

According to the above risk management and internal control system, the Internal Control Department conducts regular review (annually) and reports from three aspects, namely risk management, internal control and internal audit. After discovering shortcomings of internal control, the Internal Control Department will communicate with relevant functional departments in a timely manner, and propose correction measures and improve regulations and procedures after discussion with the management. The Internal Control Department regularly (annually) reports the effectiveness of the risk management and internal control system to the Audit Committee.

In 2023, the Audit Committee and the Internal Control Department reviewed the risk management and internal control system, including finance, operation and compliance control, with a focus on the formulation and implementation of internal control system in areas including major decisions, major projects, major personnel appointment and removal, whether the operation of large amount of funds has fulfilled the collective decision-making and approval procedure, asset management, financial management, contract management, budget management; all functional departments streamlined and optimized business procedures, discovered and assessed risks within their business scope, and controlled risks through standardization of risk control construction. The annual review included the Group's resources in accounting, internal audit and financial reporting, whether employees have sufficient qualifications and experience, and whether staff training courses and their respective budget related are sufficient. The Audit Committee and the Board discovered no major internal control shortcoming that could pose serious impact on the financial position and operation performance of the Group. The Board has reviewed the effectiveness of the risk management and internal control system of the Group and holds the opinion that the risk management and internal control is adequate and effective for the year ended 31 December 2023 and up to the date of the annual report and financial report, and it can fully safeguard the rights and interests of shareholders, employees as well as the assets of the Group.

檢討風險管理及內部監控系統的有效性

公司內控部根據上述風險管理及內控系統，按風險管理、內部監控、內部審計三個方面進行定期（每年）檢討與匯報。針對發現的內部控制缺陷，內控部及時將問題與相關職能部門進行溝通，與管理層匯討論後提出整改措施，完善相關的規章制度與流程。內控部定期（每年）向審核委員會就風險管理及內部監控系統的有效性進行匯報。

於2023年，審核委員會與內控部檢討風險管理與內部監控系統，範圍包括財務、營運與合規監控，重大決策、重大項目、重大人事任免、大額資金運作是否履行了集體決策與審批程序、資產管理、財務管理、合同管理、預算管理等方面的內控制度的制定與執行情況；各職能部門重點對其業務流程持續進行梳理與優化，發現並評估各自業務範圍內的風險，通過標準化建設管控風險。年度檢討亦包括本公司在會計、內部稽核及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及對員工的相關培訓課程與預算是否充足。審核委員會及董事會均無發現任何將對本集團的財務狀況及經營業績造成重大影響的重大內控缺陷。董事會認為，回顧截至2023年12月31日止年度及直至本年報及財務報告刊發日期的風險管理及內部監控充分有效，及充分以保障股東、僱員之權益及本集團之資產。

MANAGEMENT OF MAJOR RISKS

2023 was a year of economic recovery after the epidemic prevention and control period, and also a year in which the Group forged ahead under pressure and bravely. During the Reporting Period, in the face of an increasingly complex and severe economic development environment, the Group overcame obstacles and moved forward despite the pressure, and the main risks faced by the Group were fierce and severe external competitive environment, competitiveness of goods/services, business efficiency and vitality needed to be improved and insufficient service guarantee ability.

The Group is aware that under the external environment of the continuous rise of emerging consumption forms such as live streaming e-commerce and instant delivery, as well as diversified online and offline shopping channels and increasingly fierce competition, the consumption diversion of offline physical retail industry is serious. The Group is in line with the consumption trend, and has created new highlights in stores, and pilot projects of on-site cooking to enhance the atmosphere in stores, promote marketing innovation, and improve customer experience, be consumer-oriented, meet consumption changes and reduce external risks.

The Group is aware that as the impact of the epidemic gradually dissipates and consumer demand diversifies, it is increasingly difficult for traditional offline physical retail supermarkets and supermarkets to obtain customers, and customer flow is decreasing. In order to increase customer stickability and increase the highlights of the stores, the Group focuses on consumer demand, promotes the implementation of category management, and cooperates with enterprises with rich technology and experience in on-site cooking projects to create Jingkelong's "neighborhood kitchen", increase the store atmosphere, and by creating consumption hot spots, increase coordination of marketing and procurement, increase sales, boost consumer confidence, and win consumer support and recognition.

主要風險的管理

2023年是疫情防控轉段後經濟恢復發展的一年，也是本集團承壓奮進、勇毅前行的一年。報告期內，本集團面對日益複雜嚴峻的經濟發展環境，爬坡過坎，頂壓前行，集團所面臨的主要風險為激烈嚴峻的外部競爭環境、商品／服務競爭力、經營效率、活力有待提高及服務保障能力不夠。

本集團意識到，在直播電商、即時配送等新興消費形式不斷興起，線上線下購物渠道多元且競爭日益激烈的外部環境下，線下實體零售業消費分流嚴重，本集團契合消費趨勢，打造賣場新亮點，試點現製項目提升賣場煙火氣，推進營銷創新，提高顧客體驗感，以消費者為導向，滿足消費變化，降低外部風險。

本集團意識到，如今疫情影響逐漸消散，消費者消費需求向多元化發展，傳統線下實體零售大賣場、超市，獲客難度加大，客流日趨減少，為增加顧客黏性，增加賣場亮點，本集團以消費者需求為中心，推進品類管理落地，與現製項目豐富技術和經驗豐富的企業合作，打造京客隆「鄰家廚房」，增加賣場氛圍與煙火氣，並通過創造消費熱點，加大平台宣傳，營採銷協同配合，提升銷售額，提振消費信心，贏得消費者支持與認可。

CORPORATE GOVERNANCE REPORT 企業管治報告

The Group actively promotes the upgrading of stores and is committed to providing consumers with a more convenient and high-quality shopping experience. At the same time, it speeds up the circulation and delivery of goods to stores, reduces store inventory, carries out effective supply chain management and inventory price control, implements precision management, comprehensively reduces operating costs, and promotes the maximization of benefits.

In addition, the Group has been committed to maintaining a high level of business ethics through a robust internal control system; In order to prevent the risk of integrity, the Group has established a sound integrity management system, and open a variety of reporting channels to collect or discover misconduct from analysis, so as to avoid or reduce the possibility of integrity risks.

The Group is deeply aware that in the face of increasingly severe economic situation, in the increasingly fierce competition for development, the Group must increase product innovation and development, enhance commodity competitiveness, create a talent team to meet the needs of competition, meet the development of enterprises, improve the scientific and efficient operating mechanism, strengthen user thinking, market thinking, and continue to improve the core competitiveness of enterprises.

本集團積極推進店舖升級改造，致力於為消費者提供更為便利更優質的購物體驗，同時，加快商品的流轉及到店速度，降低店舖庫存，進行有效的供應鏈管理和庫存價控制，實施精準化管理，全面降低運營成本，促進效益最大化。

另外，本集團一直致力於通過穩健的內部監控制度，維持高水平的商業道德操守；為了防範廉政風險，本集團已建立完善的廉政管理制度，並開放多種舉報渠道收集或從分析中發現不當行為，避免或降低廉政風險發生的可能。

本集團深刻意識到，面對日益嚴峻的經濟形勢，在日益激烈的競爭中得到發展，必須加大產品創新開發裡，提升商品競爭力，打造適應競爭需求、滿足企業發展的人才隊伍，完善科學高效的運行機制，加強用戶思維、市場思維，持續提升企業核心競爭能力。

Procedures and internal control measures of treatment and disclosure of inside information

The Group complies with requirements of Securities and Futures Ordinance (the “SFO”) and the Listing Rules. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the safe harbors as provided in the SFO. The Group has also established a management system for information disclosure to urge relevant employee to do a good job of information disclosure in accordance with laws and regulations.

The Board manages inside information of the Company. The chairman of the Board is the principal of inside information management. The chairman of the Board and other directors are responsible for management and disclosure of inside information. The Company requires that all departments and individuals should keep all inside information confidential, and no one is allowed to disclose and report any content related to inside information without permission of the Board. If the Board decides to disclose inside information (if necessary), the disclosure of inside information should be undertaken by the securities and legal department.

GOING CONCERN

There were no uncertain events or conditions of a material nature that would affect the Group’s ability to continue as a going concern during the Reporting Period and up to the date of this annual report.

處理及發放內幕消息的程序和內部監控措施

本集團遵循《證券及期貨條例》和《上市規則》的規定，於知悉任何內幕消息後，在合理地切實可行的範圍內，會盡快向公眾披露該消息，除非有關消息屬於該條例下任何安全港條文的範圍。本集團並已制定有關信息披露的管理制度，以敦促相關人員依法合規做好信息披露工作。

本公司董事會是本公司內幕信息的管理機構，董事長是本公司內幕信息管理工作的主要負責人，董事長及全體執行董事負責管理內幕信息的披露相關事宜。本公司要求任何部門或個人對構成內幕信息的資料保密，且未經董事會批准，不得對外洩露、報道涉及內幕信息及信息披露的內容。如果董事會作出對內幕信息及時披露決定（如有需要），而內幕信息的信息披露由證券法務部具體負責。

持續經營

報告期內及截至本年報刊發之日，概無任何重大不確定事項或情形影響本集團的持續經營能力。

CORPORATE GOVERNANCE REPORT

企業管治報告

COMPANY SECRETARY

Ms. Pan Xuemin, an employee of the Company and appointed as the company secretary of the Company on 30 November 2021, fulfills the requirement under Rules 3.28 and 3.29 of the Listing Rules. Meanwhile, Ms. Pan Xuemin has been appointed as the secretary of the board of directors of the Company since 24 August 2016. She has been responsible for the work of the board of directors and is familiar with the procedures of the board meeting (including meeting planning, agenda and motion preparation, meeting minutes, preparation and preservation of meeting materials, etc.). In order to ensure a good channel of communication and information exchange between the Board and the committees, the company secretary shall ensure that information flows smoothly within the Board and complies with board policies and procedures. It also makes requests and recommendations to the Board on compliance and governance matters to facilitate the appointment of directors and supervise their training and continuing professional development. She has attained not less than 15 hours of relevant professional training during the Reporting Period. Her biography is set out in the “Profiles of Directors, Supervisor and Senior Management” section of this annual report.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposed to amend the article of association of the Company (the “Articles of Association”), for the purposes of bringing the Articles of Association in line with the Core Shareholders Protection Standards as set out in the then Appendix 3 to the Listing Rules effective from 1 January 2022. For details of the amendments to the Articles of Association, please refer to the resolution numbered 10 in the Notice of the 2022 Annual General Meeting published on 25 April 2023. The proposal in a special resolution has been approved by the Shareholders and with effect from the conclusion of the 2022 Annual General Meeting.

公司秘書

本公司的公司秘書潘學敏女士，為本公司僱員，於2021年11月30日獲委任為公司秘書，符合上市規則第3.28及3.29條所列之要求。同時，潘學敏女士自2016年8月24日起獲委任為本公司董事會秘書，一直負責董事會工作並熟悉董事會會議流程（包括會議籌劃、議程及議案編製、會議記錄、會議材料準備及保存等）。為確保董事會與各委員會之間建立良好的溝通與信息交流渠道，公司秘書應確保信息在董事會內部順暢流通，並已遵從董事會政策及程序；彼亦會就合規及管治事宜向董事會提出要求與建議，方便董事就職及監管董事之培訓及持續專業發展。報告期間，彼獲得不少於十五個小時的相關培訓。其履歷載於本年報「董事、監事及高級管理層簡介」一節。

公司章程修訂

董事會建議修訂本公司公司章程（「公司章程」），以使公司章程符合於2022年1月1日起生效的當時的《上市規則》附錄三所載的核心的股東保障水平。有關修訂公司章程的詳情，請參閱於2023年4月25日刊發的2022年股東週年大會通告中第十項決議案。該議案已經本公司股東於本公司2022年度股東週年大會上以特別決議案的方式批准並生效。

The Board proposed to amend the Articles of Association in order to comply with the requirements of the Company Law of PRC (the amendments of which will come into force on 1 July 2024) and other laws and regulations. The proposal for the amendment to the Articles of Association is set out in the circular of the 2023 Annual General Meeting to be disseminated to the shareholders of the Company and is subject to the approval of the shareholders of the Company by way of a special resolution at the 2023 Annual General Meeting.

SHAREHOLDERS' RIGHTS

Pursuant to Article 58 of the Articles of Association of the Company, where shareholder(s) holding 10% (including 10%) or more of the Company's issued and outstanding shares carrying the right to vote request(s) in writing for the convening of an extraordinary general meeting, the Board shall convene an extraordinary general meeting within two (2) months.

Pursuant to Article 60 of the Articles of Association of the Company, whenever the Company convenes a general meeting, shareholder(s) individually or collectively holding 3% or more of the shares carrying the right to vote of the Company shall have the right to propose new motions to the general meeting by submitting the same to the convener in writing. The Company shall include in the agenda for the meeting the matters in the motions that fall within the scope of duties of the shareholders' general meeting.

The above eligible shareholders may at any time deliver their proposals to the Secretariat of the Board of Directors of the Company at Room 327, 3rd Floor, Block No.45, Xinyuan Street, Chaoyang District, Beijing, PRC.

董事會建議修訂公司章程，以使公司章程符合將於2024年7月1日起生效的《中華人民共和國公司法》的修訂及其他法律、法規的要求。建議修訂公司章程的詳情載於向本公司股東寄發的本公司2023年度股東週年大會通函中，並需經本公司股東於2023年度股東週年大會上以特別決議案的方式批准後方能生效。

股東權利

本公司公司章程第58條規定，單獨或者合計持有公司發行在外的有表決權的股份10%以上(含10%)的股東以書面形式要求召開臨時股東大會時，董事會應當在2個月內召開臨時股東大會。

公司章程第60條規定，公司召開股東大會，單獨或者合計持有公司有表決權的股份總數3%以上(含3%)的股東，有權以書面形式向公司提出新的提案，公司應當將提案中屬於股東大會職責範圍內的事項，列入該次會議的議程。

上述適格股東可隨時將提案送達本公司董事會秘書處，地址為中華人民共和國北京市朝陽區新源街45號樓3層327。

CORPORATE GOVERNANCE REPORT

企業管治報告

Pursuant to Article 78 of the Articles of Association of the Company, shareholders shall comply with the following procedures when they propose to convene an extraordinary general meeting or a class meeting: (1) shareholders individually or jointly holding 10% or more (including 10%) of the shares carrying the right to vote at the meeting proposed to be held for 90 consecutive days or more may sign one or more written request(s), the form and substance of which are the same, to propose to the Board for holding an extraordinary general meeting or a class meeting, and shall list out clearly the agenda of the meeting in the request. The Board shall, upon receipt of the aforesaid written request, convene the extraordinary general meeting or the class general meeting as soon as possible. The shareholdings mentioned above shall be calculated on the date when the shareholders make such written request. (2) If the Board does not serve a notice of such meeting within 30 days upon receipt of the aforesaid written request, shareholders individually or jointly holding 10% or more (including 10%) of the Company's shares carrying the right to vote at the meeting proposed for 90 consecutive days or more may sign one or more written request(s), the form and substance of which are the same, to propose to the Supervisory Committee for holding an extraordinary general meeting or a class meeting, and shall list out clearly the agenda of the meeting in the request. The Supervisory Committee shall, upon receipt of the aforesaid written request, convene and preside the extraordinary general meeting or the class meeting in a timely manner. (3) If the Supervisory Committee does not serve a notice of such meeting within 30 days upon receipt of the aforesaid written request, the shareholders making such request may convene the meeting by themselves within two months upon receipt of the request by the Supervisory Committee, and the procedures for convening such meeting shall be as similar to those for convening a general meeting by the Board as possible. Any reasonable cost incurred in connection with the convening and holding of the meeting by the shareholders themselves as result of the failure on the part of the Board and the Supervisory Committee to hold such meeting as required above shall be borne by the Company, and shall be deducted from the amount due to the directors and supervisors of the Company who are in default.

公司章程第78條規定，股東要求召集臨時股東大會或類別股東會議，應當按照下列程序辦理：(1)連續九十日以上單獨或者合計持有在該擬舉行的會議上有表決權的股份10%以上(含10%)的股東，可以簽署一份或數份同樣格式內容的書面要求，提請董事會召集臨時股東大會或類別股東會議，並闡明會議的議題。董事會在收到前述書面要求後應當盡快召集臨時股東大會或類別股東會議。前述持股數按股東提出書面要求日計算。(2)如果董事會在收到前述書面要求後30日內沒有發出召集會議的通告，連續九十日以上單獨或者合計持有在該擬舉行的會議上有表決權的股份10%以上(含10%)的股東，可以簽署一份或數份同樣格式內容的書面要求，提請監事會召集臨時股東大會或類別股東會議，並闡明會議的議題。監事會在收到前述書面要求後應當及時召集和主持臨時股東大會或類別股東會議。(3)如果監事會在收到前述書面要求後30日內沒有發出召集會議的通告，提出該要求的股東可以在監事會收到該要求後2個月內自行召集會議。召集的程序應當盡可能與董事會召集股東大會的程序相同。股東因董事會及監事會未應前述要求舉行會議而自行召集並舉行會議的，其所發生的合理費用，應當由公司承擔，並從公司欠付失職董事、監事的款項中扣除。

SHAREHOLDER COMMUNICATION POLICY

During the Reporting Period, the office of the Board of Directors is responsible for the communication between shareholders and the company. Any question of shareholders can be contacted with the secretary of the Board of directors by telephone, fax, email, etc. Members of the office of the Board of Directors will also timely record and give feedback upon receipt of shareholders' comments, suggestions, consultation, etc. Shareholders may complain about the work of the office of the Board of Directors if they believe that communication is blocked or any feedback is not timely. During the Reporting Period, no obstruction of communication has occurred to shareholders. The Board has reviewed the implementation of the shareholder communication policy during the Reporting Period. Having considered the active engagement by the Company with the shareholders via different means, the Board is satisfied that the shareholders communication policy is effective.

DIVIDEND POLICY

The Board adopted a dividend policy with the aims to set out the general principles and guidelines that the Company intends to apply in relation to the payment of dividend to the Shareholders. The Board has full discretion to declare and distribute dividends to the Shareholders, and any final dividend for a financial year will be subject to the approval by the Shareholder in the annual general meeting. In proposing any dividend payout, the Board shall also take into account of the following factors such as the Group's financial results, financial position, liquidity position, expected future operations and earnings, capital requirements, interests of the Shareholders, any restrictions on payment of dividends and any other factors the Board may consider relevant. Meanwhile, any payment of the dividend by the Company is also subject to any restrictions under the Company Law of the PRC, the Articles of Association of the Company and all applicable laws and regulations.

股東通訊政策

報告期內，董事會辦公室負責股東與公司之間聯絡，股東任何問題均可通過電話、傳真、郵件等方法與董事會秘書取得連線，董事會辦公室成員也會在收到股東意見、建議、諮詢等及時記錄並反饋。如果股東認為通訊受阻或任何反饋不及時，均可對董事會辦公室工作進行投訴，報告期內，股東通訊未有受阻情況發生。董事會已檢討股東通訊政策於報告期內的實施情況。經考慮本公司根據該政策以不同方式與其股東積極溝通，董事會認為股東通訊政策有效。

股息政策

董事會已採納的股息政策，旨在闡述本公司擬就向本公司股東派發股息所適用的一般原則與指引。董事會可全權酌情決定宣派及派發股息予股東，任何財政年度之末期股息均須於股東週年大會上獲股東批准後方可執行。董事會於建議派發股息時，應考慮下列因素：本集團之財務業績、財務狀況、流動資金狀況、預期未來營運及收益、資金需求、股東權利、派發股息之任何限制及董事會認為相關的其他因素。同時，本公司派發股息亦應遵守中華人民共和國公司法、本公司章程及所有適用的法律法規。

RELATIONS WITH SHAREHOLDERS

The Group is committed to maintaining a stable and constructive communication with shareholders, adhering to the principles of integrity, regularity and high transparency, and disclosing the required information in compliance with the Listing Rules. Information of the Group is disseminated to its shareholders in the following manners:

- delivery of results and reports to shareholders;
- publication of announcements and shareholders' circulars on the websites of the Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules; on the Group's website, investors can enquire about the Group's basic information, public announcements and other the information since the Company became listed, including annual reports, interim reports, quarterly results (if any), price-sensitive information, circulars, announcements and notices. All the information above is available in the "Investor Relations" section on the Company's website;
- arranging general and extraordinary meetings with its shareholders as an effective communication channel between the Board and its shareholders;
- the Department of Investor Relations of the Company is responsible for liaising with investors and analysts by answering their questions, organizing field trips to the stores and distribution centers of the Group, and gathering, in a timely manner, opinions and comments from analysts and investors on the operation of the Group, and selectively adopting them in the Group's operation; and
- communicating actively with various parties, in particular, convening briefing sessions, press conferences and one-on-one meetings with institutional investors upon the announcement of results and material investments.

股東參與及投資者關係

本集團致力與股東及投資者維持穩固及具建設性的溝通，堅持誠信、規範及高透明度的原則並根據上市規則的要求披露相關信息，本集團通過以下各種方式為其股東提供資料：

- 向全體股東送呈業績與報告；
- 根據上市規則要求在香港交易及結算有限公司網站及本公司網站上刊發公告及派發股東通函；於本集團網站，投資者可隨時查詢本集團的基本情況、法定公告，上市以來刊發的年報、中期報告、季度業績(如有)披露、股價敏感信息、通函、公告均載於網站「投資者關係」欄內。
- 召開股東大會及股東特別大會，作為董事會與股東之間有效溝通的渠道。
- 本公司投資者關係部負責與投資者和分析員聯絡，回答其提出的問題，安排他們至本集團的門店及配送中心進行實地考察，並及時收集分析員與投資者關對本集團營運的意見及建議，並於本集團的營運中有選擇性地予以採納；及
- 主動與各方人士溝通，特別是，於公佈業績及重大投資後，舉行推介會、媒體發佈會及與機構投資者的一對一會議。

CORPORATE GOVERNANCE REPORT
企業管治報告

As at 31 December 2023, the amount of the shareholdings of the senior management of the Group is as follows:

於2023年12月31日，本集團高級管理人員持股數量如下：

Name	Capacity	Total number of domestic shares held	Approximate percentage of total issued domestic shares	Approximate percentage of total issued shares
姓名	身份	所持內資股股數	佔已發行內資股概約百分比	已發行總股本概約百分比
Pan Xuemin 潘學敏	Personal 個人	30,000	0.01	0

The details of the classified shareholder and the number of total equities are as follows:

股東類別的詳情及總持股量如下：

The Group issued a total of 412,220,000 shares of domestic shares and H shares respectively:

本集團發行內資股及H股共計412,220,000股，分別為：

Domestic shares: 230,060,000
H shares: 182,160,000

內資股：230,060,000
H股：182,160,000

On 17 May 2023, the Company held the 2022 Annual General Meeting to consider the appointment of director and supervisor, issuance of shares, repurchase of shares, issuance of short term debentures, amendment of the constitutional documents and other resolutions (please refer to the circular of the Company's annual general meeting dated 25 April 2022). All resolutions as mentioned above have been duly passed.

2023年5月17日召開2022年度股東週年大會，審議選舉董事及監事、發行股份、回購股份、發行短期融資債、修訂公司章程等議案(詳細內容可參考本公司於2023年4月25日刊發的股東週年大會通函)，全部議案均已獲得通過。

On 24 August 2023, the Company held the 2023 Extraordinary General Meeting to consider appointment of an independent non-executive director (please refer to the circular of the Company's extraordinary general meeting dated 3 August 2023). The aforesaid resolution has been duly passed.

2023年8月24日召開股東特別大會，審議建議委任獨立非執行董事事項(詳細內容可參考本公司於2023年8月3日刊發的股東特別大會通函)，該議案已獲得通過。

CORPORATE GOVERNANCE REPORT

企業管治報告

On 20 October 2023, the Company held the Second Extraordinary General Meeting of 2023 to consider appointment of an executive director (please refer to the circular of the Company's extraordinary general meeting dated 28 September 2023). The aforesaid resolution has been duly passed.

On 12 January 2024, the Company held the 2024 Extraordinary General Meeting to consider appointment of an executive director (please refer to the circular of the Company's extraordinary general meeting dated 21 December 2023). The aforesaid resolution has been duly passed.

The Board welcomes shareholders' views and input sincerely. Shareholders may, at any time, send their enquiries and concerns to the Board by addressing them to the Investor Relations Department of the Company by letter, telephone, fax or email. Details of the contact information can be found at page 5 of this annual report.

2023年10月20日召開2023年第二次股東特別大會，審議建議委任執行董事事項(詳細內容可參考本公司於2023年9月28日刊發的股東特別大會通函)，該議案已獲得通過。

2024年1月12日召開2024年股東特別大會，審議建議委任執行董事事項(詳細內容可參考本公司於2023年12月21日刊發的股東特別大會通函)，該議案已獲得通過。

董事會真誠歡迎各位股東的意見及參與。股東可隨時以來函、電話、傳真或電郵方式致本公司的投資者關係部而向董事會提出其查詢及關注事宜。聯絡資料詳情載於本年報第5頁。

WHISTLE-BLOWING POLICY AND ANTI-CORRUPTION POLICIES

The Company has established a whistle-blowing policy for employees and those who deal with the Company, including customers and third parties who deal with the Company, such as customers and suppliers, to raise concern, in confidence and anonymity, with the Discipline Inspection and Supervision Department (紀委監察部) of the Company or the Audit Committee about possible improprieties in any matter related to the Group, including but not limited to breach of legal or regulatory requirement, breach of policy or code of conduct of the Group, illegal activity, misconduct or fraud involving internal control, accounting, audit and financial matters, and immoral behavior that may prejudice the reputation of the Company. etc. When employees and third parties reasonably suspect any misconduct in the Company, they can notify the Discipline Inspection and Supervision Department, and this department shall investigate the matter and report to the Audit Committee if a prima facie case is established. If, for any reason, the whistleblower does not wish to report to the Discipline Inspection and Supervision Department then the whistleblower can report to the Secretary to the Board, then she will report to the chairman of the Audit Committee. The Audit Committee shall then decide how the investigation is to be proceeded. The Audit Committee shall annually report at the Committee's meeting in respect of the number of whistleblowing cases received during the year under the whistleblowing policy and the respective status of handing.

The Company has established policies and system that promote and support anti-corruption laws and regulations, Please refer to the paragraphs headed "Anti-Corruption" in the section named "Environmental, Social And Governance Report" in this annual report

舉報及反貪污政策

本公司已制定舉報政策，使員工及與本公司有往來的第三方(例如本公司消費者及供貨商)等可以在保密的情況及以不具名的方式，對任何與本公司有關可能屬不當的事宜向本公司紀委監察部或審核委員會提出關注，有關事宜包括但不限於違反法律或監管要求、違反本公司的規章制度、涉及內部控制、會計、審計及財務事宜的不法行為、不當行為或欺詐行為以及可能損害本集團聲譽的不道德行為等。當員工及第三方合理地懷疑本公司出現不當行為，可通知本公司紀委監察部後由紀委監察部調查事件，如表面證據成立，需向審核委員會作出匯報。若舉報者基於任何理由不欲通知紀委監察部，舉報者可向董事會秘書作出舉報，由董事會秘書告知審核委員會主席，審核委員會將決定如何進行調查。審核委員會將每年報告接受舉報案件個數及處理情況。

本公司已制定反貪污政策和系統。具體內容詳見本公司「環境、社會及管治報告」中「反貪污」一節中。

REPORT OF THE BOARD OF DIRECTORS

董事會報告

The board of directors hereby presents their annual report and the audited financial statements of the Company and the Group for the Reporting Period.

PRINCIPAL ACTIVITIES

The Group principally engages in the retail and wholesale distribution of daily consumer products in the region covering the Beijing city and certain parts of its periphery. There were no significant changes in the nature of the Group's principal activities during the Reporting Period.

The business review, major risks, performance analysis using financial key performance indicators and future prospects of the Group for the year ended 31 December 2023 and the particulars of events affecting the Group which has occurred since 31 December 2023 are set out in Chairman's Statement on pages 7 to 11, the Management Discussion and Analysis on pages 12 to 29 and the Corporate Governance Report on pages 30 to 73 of this annual report.

KEY RELATIONSHIPS

The Group understands that its employees, customers and suppliers are crucial to its sustainable and long-term development. The Group is committed to establishing a close relationship with its employees, customers, and suppliers to ensure the Group's continuous development.

Employees

The Group's employees are regarded as the Group's most significant resources. The Group's recruiting policy boasts a competitive salary to employees and provides training courses and opportunity for developments to its employees. The Group also cares for the wellbeing of its employees, ensuring a healthy and safe working environment for its employees.

董事會謹此提呈本公司及本集團於報告期間的年度報告及經審計財務報表。

主要業務

本集團主要於北京及其周邊地區從事日用消費品的零售及批發分銷業務。報告期內本集團主要業務性質未發生重大變化。

截至2023年12月31日止以及自2023年12月31日起發生的影響本集團的有關事項，即本集團就關於業務回顧、風險以及根據財務主要績效指標進行的經營業績分析及企業展望內容載於本年度報告中第7頁至第11頁的董事長報告、第12頁至第29頁的管理層討論與分析及第30頁至第73頁的企業管治報告。

關鍵關係

本集團深知員工、顧客和供應商對集團的可持續和長期發展至關重要。本集團致力與員工、客戶及供應商建立緊密關係，以確保本集團的可持續發展。

員工

員工被視為本集團最重要的資源。集團的招聘政策為員工提供具有競爭力的薪酬，並為員工提供培訓課程和發展機會。本集團還關心員工的健康，確保為員工提供健康和安全的工作環境。

Customers

Being engaged in the retail and wholesale distribution of daily consumer products, the Group is devoted to providing excellent customer services with the purpose of fostering long-term customer relationships, increasing sales volume and improving profitability. The Group ensures to provide a myriad of offerings to its customers surrounding retail experiences, including launching a pilot project of on-site cooking and carrying out various forms of promotional activities.

Suppliers

The Group has fostered long-standing relationships with its suppliers to build brand alliance and explore business cooperation opportunities. The Group pays attention to the quality of the products from their suppliers and ensure that the suppliers share the Group's commitment to quality and ethics.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The year of 2023 was a year of economic recovery after three years of COVID-19 prevention and control, and also a year in which the Group is forging ahead under pressure and bravely. During the Reporting Period, in the face of a complex and severe external competitive environment, the Group overcame obstacles, resisted external pressure and overcame internal difficulties, promoted business reform in depth, continued to optimize and innovate the management model, constructed high-quality and diversified development, reduced operating costs, and strived to reduce costs and increase efficiency. Detail information on the ESG practices adopted by the Company is set out in the Environmental, Social and Governance Report on pages 106 to 144 of this annual report.

顧客

本集團從事日用消費品零售及批發分銷業務，致力為顧客提供優質服務，力求建立長期顧客關係，增加銷售量及提高盈利能力。本集團確保為顧客提供各種零售體驗，包括推出現場烹飪試點專案和開展各種形式的促銷活動。

供應商

本集團與供應商建立長期合作關係，建立品牌聯盟，探索商業合作機會。本集團關注供應商提供的產品品質，並確保供應商與本集團分享對品質和道德的承諾。

環境政策及表現

2023年是三年新冠疫情防轉段後經濟恢復發展的一年，也是本集團承壓奮進、勇毅前行的一年。報告期間，本集團面對複雜嚴峻的外部競爭環境，爬坡過坎，頂住外部壓力，克服內部困難，縱深推進業務改革，持續優化創新管理模式，構造高質量、多元化發展，降低運營成本，力爭降本增效。有關本公司所採納環境、社會及管治規定的詳細資料載於本年度報告第106頁至第144頁的環境、社會及管治報告中。

REPORT OF THE BOARD OF DIRECTORS

董事會報告

COMPLIANCE WITH LAWS AND REGULATIONS

The Company has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Company.

The Company persists in governing, operating and managing in accordance with law and drew out a 2023 annual work plan for the construction of the rule of law, spurring the progress of operating enterprises according to the law and implement of all kind of related works. The Group has been vigorously promoting the modernization of the rule of law system and governance, ensuring the sustainable development of the Group.

RESULTS AND DIVIDENDS

The Group's profit for the Reporting Period and the state of affairs of the Company and the Group as at 31 December 2023 are set out in the financial statements on pages 156 to 407 of this annual report.

As the net profit (loss) attributable to the shareholders of the parent company for the Reporting Period was RMB(75,675,109) on 26 March 2024, the Board of the Company proposed not to pay final of a dividend to its shareholders, which means there will be no cash dividend distribution, nor will the capital reserves be capitalized or other forms of distribution be made in respect of the year ended 31 December 2023 in order to ensure the continuous and stable operation and the long-term interest of the shareholders of the Company, after taking into account of the operating plans and capital needs of the Company in 2024. The above proposal of not distributing final dividend is subject to the consideration and approval at the upcoming annual general meeting of the Company for the year ended 31 December 2023 (the "2023 Annual General Meeting") to be held on 28 June 2024. There is no any arrangement under which a shareholder of the Company has waived or agreed to waive any dividends.

遵守法律及法規

本公司在各重大方面已遵守對公司業務及營運具有重大影響的相關法律法規。

本公司深入貫徹依法治理、依法經營、依法管理，制定了2023年度法治建設工作計劃，嚴格推進並落實依法治企各項工作；大力推動本集團法治體系和治理能力現代化，努力保障本集團可持續發展。

業績及股息

本集團於報告期內之溢利及本公司和本集團於2023年12月31日之財務狀況載於本年度報告第156頁至第407頁的財務報表中。

2024年3月26日，董事會結合報告期間歸屬於母公司所有者的淨利潤(虧損)為人民幣(75,675,109)元，為保障本公司持續穩定經營和全體股東的長遠利益，綜合考慮2024年經營計劃和資金需求，建議2023年度不派發末期股息，即不進行現金股利分配，也不進行資本公積金轉增股本和其他形式的分配。上述建議不派發股息的議案，須待本公司將於2024年6月28日召開的截至2023年12月31日止年度股東週年大會(「2023年股東週年大會」)上審批同意後方可生效。本公司概無股東已放棄或同意放棄任何股息的安排。

SUMMARY FINANCIAL INFORMATION

A summary of the published results, assets, liabilities and equity of the Group for the last five financial years, as extracted from the Company's annual reports, is set out on page 408 of this annual report.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the property, plant and equipment and investment properties of the Group during the Reporting Period are set out in note (VI)10,11 and 12 to the financial statements, respectively.

SHARE CAPITAL

There were no movements in the Company's share capital during the Reporting Period.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association or the laws of the PRC which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the Reporting Period and up to the date of this annual report.

RESERVES

Details of movements in the reserves (including surplus reserve and undistributed profits) of the Group during the Reporting Period are set out in note (VI) 37, 38 to the financial statements and in the consolidated statement of changes in equity, respectively.

財務資料概要

摘自本公司年度報告的本集團過往五個財政年度的業績、資產、負債及權益載於本報告第408頁。

物業、廠房、設備及投資物業

報告期內，有關本公司及本集團之物業、廠房、設備及投資物業之變動詳情分別載於財務報表附註(六)10、11及12。

股本

報告期內，本公司股本未發生變動。

優先購買權

本公司之公司章程或中國法律並無載列有關強制本公司按現有股東持股比例向彼等發售新股之優先購買權之規定。

購買、贖回或出售本公司之上市證券

報告期內及截至本年度報告出具之日，本公司或其任何附屬公司概無購買、贖回或出售任何本公司之上市證券。

留存收益

報告期內本公司及本集團儲備(含盈餘公積及未分配利潤)之變動詳情分別載於財務報表附註(六)37、38及合併權益變動表。

REPORT OF THE BOARD OF DIRECTORS 董事會報告

PERMITTED INDEMNITY PROVISION

The Company has taken out appropriate insurance coverage for directors', supervisors' and senior executives' liabilities in respect of legal actions against its directors, supervisors and senior executives arising out of corporate activities. The level of the coverage is reviewed annually. In 2023, no permitted indemnity provision was in force for the benefit of the Company's directors, supervisors and any of senior executives.

DISTRIBUTABLE RESERVES

As at 31 December 2023, the Company's distributable reserves were RMB263,789,318.

UNDISTRIBUTED PROFITS

Details of undistributed profits are set out in note (VI) 38 to the financial statements.

BANK BORROWINGS

Details of the Group's bank borrowings at the reporting date are set out in note (VI) 21 to the financial statements.

INTEREST CAPITALISED

During the Reporting Period, the Group's interest capitalized amounted to RMB171,922 (2022: RMB218,118).

MAJOR CUSTOMERS AND SUPPLIERS

During the Reporting Period, operating income from the Group's five largest customers accounted for approximately 22% (2022: 23%) of the total operating income for the year and operating income from the largest customer accounted for approximately 10% (2022: 12%). Purchases from the Group's five largest suppliers accounted for approximately 40% (2022: 35%) of the total purchases for the year and purchases from the largest supplier accounted for approximately 14% (2022: 10%) during the Reporting Period.

獲准許的彌償條文

本公司已就董事、監事、高級管理人員因公司活動而受到的法律訴訟，投保相應的董事、監事、高級管理人員責任保險。每年對保險範圍進行審查。在2023年，本公司的董事、監事和任何高級管理人員並沒有獲准許的彌償條文。

可供分配儲備

於2023年12月31日，本公司可供分派儲備為人民幣263,789,318元。

未分配利潤

未分配利潤詳情載於財務報表附註(六)38。

銀行借款

本集團於報告期日的借款詳情載於財務報表附註(六)21。

資本化利息

報告期內，本集團資本化利息總計人民幣171,922元(2022年：人民幣218,118元)。

主要客戶及供貨商

報告期內，向本集團五大客戶營業收入佔本年度總營業收入的22% (2022年：23%)，而向最大客戶營業收入約佔10% (2022年：12%)。報告期內，向五大供貨商採購額佔總採購額的40% (2022年：35%)，而向最大供貨商採購額約佔14% (2022年：10%)。

None of the directors or supervisors of the Company or any of their close associates or any shareholders which, to the best knowledge of the directors and supervisors, own more than 5% of the Company's issued share capital had any beneficial interest in any of the Group's five largest customers and suppliers.

概無本公司董事或監事或彼等之聯繫人或就董事或監事所知擁有逾5%已發行股本之任何股東，於本集團五大客戶或供貨商擁有任何權益。

DIRECTORS AND SUPERVISORS

The directors and supervisors of the Company as the date of this annual report are as follows:

Executive Directors:

Mr. Zhang Liwei (*Chairman*)

Ms. Wang Hong (*appointed as an executive Director since 17 May 2023*)

Mr. Zhang Hongbo (*appointed as an executive Director in place of Ms. Li Chunyan since 20 October 2023*)

Mr. Yang Wensheng (*appointed as an executive Director in place of Mr. Li Shenlin since 12 January 2024*)

Non-executive Directors^(Note):

Mr. Li Jianwen

Ms. Zhang Yan

Note: Mr. Li Shunxiang ceased to be a non-executive Director since 17 May 2023

Independent Non-executive Directors:

Mr. Kot Man Tat (*appointed as an independent non-executive Director in place of Mr. Choi Onward since 24 August 2023*)

Mr. Wang Liping

Mr. Chen Liping

董事及監事

截至本報告出具之日，本公司董事及監事如下：

執行董事：

張立偉先生(主席)

王虹女士(自2023年5月17日起，獲委任為本公司執行董事)

張紅波先生(自2023年10月20日起，接替李春燕女士獲委任為本公司執行董事)

楊文生先生(自2024年1月12日起，接替李慎林先生獲委任為本公司執行董事)

非執行董事^(備註)：

李建文先生

張彥女士

備註：李順祥先生自2023年5月17日起，不再擔任本公司非執行董事

獨立非執行董事：

葛文達先生(自2023年8月24日，接替蔡安活先生獲委任為本公司獨立非執行董事)

王利平先生

陳立平先生

REPORT OF THE BOARD OF DIRECTORS 董事會報告

Supervisors:

Mr. Wang Liming (*Chairman*) (*appointed as a Supervisor and the chairman of supervisors of the Company in place of Ms Liu Wenyu since 17 May 2023*)

Mr. Chen Zhong

Mr. Yang Baoqun

Mr. Wang Deshan

Ms. Niu Hongyan

Ms. Li Chunyi

The Company has received the annual confirmations of independence from each of its independent non-executive directors and is of the view that they are independent.

DIRECTORS', SUPERVISORS' AND SENIOR MANAGEMENT'S PROFILES

Profile details of the directors, supervisors and senior management of the Company are set out on pages 97 to 105 of this annual report.

監事：

王利明先生(主席)(自2023年5月17日起，接替
劉文瑜女士獲委任為本公司監事)

陳鍾先生

楊寶群先生

王德山先生

李春溢女士

牛紅艷女士

本公司已自三位獨立非執行董事獲得其獨立性的
年度確認，並確信其具備獨立性。

董事、監事及高級管理層簡介

本公司董事、監事及高級管理人員個人簡介載於
本年度報告第97頁至第105頁。

DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS

The Company has entered into service contracts with the directors, including Mr. Zhang Liwei, Ms. Li Chunyan, Mr. Li Shenlin, Mr. Li Jianwen, Ms. Zhang Yan, Mr. Li Shunxiang, Mr. Wang Liping, Mr. Chen Liping, Mr. Choi Onward, pursuant to which they have agreed to act as directors of the Company for a three-year term with effect from the annual general meeting of the Company for the year ended 31 December 2021 (the "2021 Annual General Meeting") held on 13 May 2022, in which they were re-elected or elected as director of the Company and expiring at the conclusion of annual general meeting of the Company for the year ending 31 December 2024 (the "2024 Annual General Meeting"). Mr. Zhang Liwei was appointed as the executive director and the chairman of the board of directors of the Company. Pursuant to an ordinary resolution passed at the 2022 Annual General Meeting on 17 May 2023, Mr. Li Shunxiang ceased to be a non-executive director of the Company, whereas Ms. Wang Hong has been elected as an executive director with such term expiring upon the conclusion of the 2024 Annual General Meeting. Ms. Wang Hong has entered into a service contract with the Company. Pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company held on 24 August 2023 (the "2023 Extraordinary General Meeting"), due to Mr. Choi Onward having passed away at 12 June 2023, Mr. Kot Man Tat has been elected as an independent non-executive director with such term expiring upon the conclusion of the 2024 Annual General Meeting. Mr. Kot Man Tat has entered into a service contract with the Company. Pursuant to an ordinary resolution passed at the Second Extraordinary General Meeting of 2023, Ms. Li Chunyan ceased to be an executive director of the Company, whereas Mr. Li Zhang Hongbo has been elected as an executive director with such term expiring upon the conclusion of the 2024 Annual General Meeting. Mr. Zhang Hongbo has entered into a service contract with the Company. Pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company held on 12 January 2024 (the "2024 Extraordinary General Meeting"), Mr. Li Shenlin ceased to be an executive director of the Company, whereas Mr. Yang Wensheng has been elected as an executive director with such term expiring upon the conclusion of the 2024 Annual General Meeting. Mr. Yang Wensheng has entered

董事及監事之服務合約

自於2022年5月13日召開的2021年股東週年大會張立偉先生、李春燕女士、李慎林先生、李建文先生、張彥女士、李順祥先生、王利平先生、陳立平先生、蔡安活先生獲重選或選舉為董事後，本公司已與各董事簽訂服務合約，據此，彼等同意自本公司截至2021年12月31日止年度之股東週年大會（「2021年股東週年大會」）批准之日起出任董事，任期三年，並將於本公司截至2024年12月31日止年度之股東週年大會（「2024年股東週年大會」）結束之日屆滿。張立偉先生獲委任為執行董事並擔任本公司董事長。根據於2023年5月17日召開的2022年股東週年大會通過的普通決議案，李順祥先生辭去非執行董事職務，選舉王虹女士為執行董事，任期將於2024年股東週年大會結束之日屆滿，王虹女士已與本公司簽署服務合約。根據本公司於2023年8月24日召開的股東特別大會（「2023年股東特別大會」）通過的普通決議，由於蔡安活先生逝世，選舉葛文達先生為獨立非執行董事，任期將於2024年股東週年大會結束之日屆滿，葛文達先生已與本公司簽署服務合約。根據2023年第二次股東特別大會通過的普通決議，李春燕女士辭任執行董事職務，選舉張紅波先生為執行董事，任期將於2024年股東週年大會結束之日屆滿，張紅波先生已與本公司簽署服務合約。根據於2024年1月12日召開的股東特別大會（「2024年股東特別大會」）通過的普通決議，李慎林辭去執行董事職務，選舉楊文生先生為執行董事，任期將於2024年股東週年大會結束之日屆滿，楊文生先生已與本公司簽署服務合約。於2023年12月14日，楊文生先生已取得上市規則第3.09D條所述的法律意見，並已確認彼了解其作為本公司董事的責任。截至本報告日，各執行董事即王虹女士、張紅波先生及楊文生先生（除董事長張立偉先生外）不收取董事袍金，但有權依據其在本公司內的行政職務及責任（除董事職位外）領取

REPORT OF THE BOARD OF DIRECTORS

董事會報告

into a service contract with the Company. On 14 December 2023, Mr. Yang Wensheng had obtained the legal advice referred to in Rule 3.09D of the Listing Rules, and he has confirmed she understood his obligation as a director of the Company. As at the date of this annual report, each of the executive directors, Ms. Wang Hong, Mr. Zhang Hongbo and Mr. Yang Wensheng (other than the chairman of the Board, Mr. Zhang Liwei), will not receive a director's fee, but is entitled to remuneration based on his/her executive duties and responsibilities (other than being a director) in the Company which comprises a fixed annual basic salary, a performance-based bonus which is determined by reference to the Company's annual financial results and other allowance and benefits in kind under applicable PRC law and regulations. Their respective fixed annual basic salary and performance-based bonus for each of their term shall be approved by the Board and the remuneration committee of the Company. Mr. Zhang Liwei, the Chairman of the Board, is entitled to remuneration (including an annual basic salary and a performance-based bonus to be determined by reference to the Company's annual financial results) which will be granted and approved by the State-owned Assets Supervision and Administration Commission of the Beijing Chaoyang District Government, and other allowance and benefits in kind under the applicable PRC law and regulations.

Each of the non-executive directors, Mr. Li Jianwen and Ms. Zhang Yan, has entered into a service contract with the Company pursuant to which they have agreed to act as the non-executive director of the Company with effect from the 2021 Annual General Meeting and expiring at the conclusion of the 2024 Annual General Meeting. They will not receive any remuneration.

Each of the independent non-executive directors, Mr. Kot Man Tat, Mr. Wang Liping and Mr. Chen Liping, has entered into a service contract with the Company, respectively. Pursuant to the contracts, Mr. Wang Liping and Mr. Chen Liping have agreed to act as independent non-executive directors for a three-year term with effect from the 2021 Annual General Meeting, which will expire at the conclusion of the 2024 Annual General Meeting. Mr. Kot Man Tat has agreed to act as independent non-executive director with effect from the date of approval by the 2023 Extraordinary

薪酬。他們均有權每年領取固定基本年薪，及參考本公司年度業績的績效獎金和其他津貼及依據中國法律法規規定適用的實物利益。他們各自任期的固定基本年薪及績效獎金將由本公司董事會及薪酬委員會批准。本公司的董事長張立偉先生領取的薪酬(包括基本年薪及參考本公司年度業績確定的績效獎金)由北京市朝陽區人民政府國有資產監督管理委員會核定及批准，和其他津貼及依據中國法律法規規定適用的實物利益。

非執行董事李建文先生及張彥女士已與本公司簽訂服務合約，李建文先生及張彥女士同意自2021年股東週年大會批准之日起出任非執行董事，任期至2024股東週年大會結束時止。彼等不收取任何薪酬。

獨立非執行董事葛文達先生、王利平先生和陳立平先生均已分別與公司簽訂服務合約，王利平先生及陳立平先生同意自2021年股東週年大會批准之日起出任獨立非執行董事，任期三年，並將於2024年股東週年大會結束之日屆滿。葛文達先生同意自2023年股東特別大會批准之日起出任獨立非執行董事，任期將於2024年股東週年大會結束之日屆滿。獨立非執行董事的委任協議的條款在

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General Meeting to the conclusion of the 2024 Annual General Meeting. The terms of their service contracts are identical in all material respects and they are entitled to receive fixed directors' fees. The director's fee for Mr. Kot Man Tat (in place of Mr. Choi Onward) is RMB204,758 per annum (tax inclusive) and RMB41,850 per annum (tax inclusive) for each of Mr. Wang Liping and Mr. Chen Liping.

Each of the supervisors, Ms. Liu Wenyu, Mr. Yang Baoqun, Mr. Chen Zhong and Mr. Wang Deshan, has entered into a service contract with the Company pursuant to which each has agreed to act as a supervisor for a three-year term with effect from the 2021 Annual General Meeting, and expiring at the conclusion of the 2024 Annual General Meeting. Pursuant to a resolution passed at the worker's congress 2021 of the Company held on 12 March 2022, Ms. Niu Hongyan and Ms. Li Chunyi have been elected as staff supervisors, for a three-year term with effect from the 2021 worker's congress, and expiring at the conclusion of the 2024 worker's congress. At the 2022 Annual General Meeting held on 17 May 2023, Ms. Liu Wenyu ceased to be a supervisor and the chairman of the supervisory committee of the Company, whereas Mr. Wang Liming has been elected as a supervisor and appointed as the chairman of the supervisory committee of the Company with such term expiring upon the conclusion of the 2024 Annual General Meeting. Mr. Wang Liming has entered into a service contract with the Company. Each of them has entered into a service contract with the Company. The terms of the service contracts are identical in all material respects save that:

- i. Mr. Yang Baoqun does not receive any supervisor's fee;
- ii. Each of Mr. Chen Zhong and Mr. Wang Deshan receives a fixed supervisor's fee of RMB35,100 per annum (tax inclusive);
- iii. Each of Mr. Wang Liming (in place of Ms. Liu Wenyu), Ms. Niu Hongyan and Ms. Li Chunyi is entitled to remuneration based on their executive duties and responsibilities (other than being a supervisor) in the Company which comprises of a fixed basic salary, a performance-based bonus which is determined by reference to the Company's annual financial results and other allowance and benefits in kind under applicable PRC law and regulations.

各重大方面皆為相同，而彼等將有權收取定額董事袍金。葛文達先生(接替蔡安活先生)領取固定的董事袍金為每年人民幣204,758元(稅前)，王利平先生和陳立平先生均領取固定的董事袍金為每年人民幣41,850元(稅前)。

自於2022年5月13日召開的2021年股東週年大會劉文瑜女士、楊寶群先生、陳鍾先生及王德山先生獲重選為監事後，均已與本公司簽訂了服務合約，據此，彼等同意自2021年股東週年大會批准之日起擔任監事，任期三年，並將於2024年股東週年大會結束之日屆滿。根據於2022年3月12日召開的2021年職工代表大會決議，選舉牛紅艷女士、李春溢女士為職工監事，任期三年，任期將於2024年職工代表大會結束時屆滿。根據於2023年5月17日召開的2022年股東週年大會，劉文瑜女士辭任監事及本公司監事會主席職務，選舉王利明先生為監事並獲委任為監事會主席，任期將於2024年股東週年大會結束之日屆滿，王利明先生已與本公司簽訂服務合約。彼等的服務合約在各重大方面皆為相同，唯以下各項除外：

- i. 楊寶群先生不收取任何監事袍金；
- ii. 陳鍾先生及王德山先生收取定額監事袍金每年人民幣35,100元(稅前)；
- iii. 王利明先生(接替劉文瑜女士)、牛紅艷女士及李春溢女士依據其在本公司內的行政職務及責任(除監事職位外)領取薪酬，包括固定基本年薪，及參考本公司年度業績的績效獎金和其他津貼及依據中國法律法規規定適用的實物利益。

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None of the directors or supervisors had entered into or proposed to enter into, any service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS', SUPERVISORS' AND SENIOR MANAGEMENT'S REMUNERATION

The directors' and supervisors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Board with reference to directors' and supervisors' duties, responsibilities and performance and the results of the Group. The Company has established a remuneration committee to formulate compensation policies and to determine and manage the compensation of the Company's senior management. Details of the directors' and supervisors' remuneration are disclosed in note XI 4(3) to the financial statements.

DIRECTORS' AND SUPERVISORS' INTEREST IN CONTRACTS

None of the directors or supervisors or any entities connected with them had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company, its controlling shareholder, or any of their subsidiaries was a party during or at the end of the Reporting Period.

CONTRACTS WITH CONTROLLING SHAREHOLDERS

As at the date of this annual report, save as the lease agreements disclosed in the section of "CONNECTED TRANSACTIONS IN RELATION TO THE 2023 LEASE AGREEMENTS", no other contracts of significance were entered into between the Company, or any of its subsidiaries, and any of the controlling shareholders or any of their subsidiaries during the Reporting Period.

概無任何董事或監事已與或擬與本公司簽訂本公司於一年內毋需支付賠償(法定賠償除外)而不可以終止之服務合約。

董事、監事及高級管理人員的酬金

董事及監事之袍金經股東大會批准。其他報酬由董事會根據董事及監事的職責、責任、任職表現及集團業績決定。本公司已成立的薪酬委員會已釐定薪酬政策及管理並決定對公司高級管理人員的薪酬。董事及監事的薪酬詳情載於財務報表附註(十一)4(3)。

董事及監事於合約之權益

董事及監事於報告期間概無與本公司、其控股股東或其任何附屬公司參與簽署任何直接或間接於有關本集團業務擁有重大權益之交易、安排或合約。

與控股股東的合約

截至本年度報告日，除「關連交易2023年租賃協議」一節中所披露的租賃協議外，本公司概無與本公司附屬公司、本公司控股股東或其任何附屬公司簽訂重大合約。

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year ended 31 December 2023.

CONNECTED TRANSACTIONS IN RELATION TO THE 2023 LEASE AGREEMENTS

Reference is made to the announcement of the Company dated 15 December 2023 (the "Connected Transaction Announcement"). Unless otherwise specified, capitalised terms used in this section shall have the meanings as defined in the Connected Transaction Announcement.

As the Board intended to continue to lease certain properties located in Chaoyang District, Beijing and leased under the Existing Lease Agreements, on 15 December 2023, (i) the Company (as lessee) entered into the 2023 Chaofu Lease Agreement, 2023 Hongchao Weiye Lease Agreement I and 2023 Jin Chaoyang Lease Agreement with Chaofu Company, Hongchao Weiye and Jin Chaoyang (each as lessor), respectively, and (ii) Chaopi Trading (a non-wholly owned subsidiary of the Company, as lessee) entered into the 2023 Hongchao Weiye Lease Agreement II with Hongchao Weiye (as lessor). The renewed lease terms of the aforesaid agreements all commenced on 1 January 2024 and will end on 30 June 2024, and each of the 2023 Lease Agreements has stipulated that the lessee shall pay the rentals to the lessor in one lump sum upon signing of the agreement.

The properties leased under the 2023 Chaofu Lease Agreement are (i) Block No. 4, Hongmiao North Lane, Chaoyang District, Beijing* (北京市朝陽區紅廟北里4號樓); (ii) No. 14, Zone 2, Gaojiayuan, Chaoyang District, Beijing* (北京市朝陽區高家園二區14號); (iii) Block No. 9, Fatou North Lane, Chaoyang District, Beijing* (北京市朝陽區垡頭北里9號樓院); (iv) The South of Block No. 22, Nongguang Lane, Chaoyang District, Beijing* (北京市朝陽區農光里22號樓南側); and (v) Block No. 22, Nongguang Lane, Chaoyang District, Beijing* (北京市朝陽區農光里22號樓). The properties leased under the 2023 Hongchao Weiye Lease Agreement I include (i) 23 properties, which are for the purpose of operating 21 convenience

管理合約

截至2023年12月31日，本集團概無簽訂或實際存在任何關於本集團管理或相關方面的合約。

關連交易2023租賃協議

茲提述本公司於2023年12月15日發佈的公告(「關連交易公告」)。除文義另有所致外，本文所用詞彙與關連交易公告內所界定者具有相同涵義。

由於董事會擬繼續租賃根據現有租賃協議租賃的位於北京市朝陽區的某些物業，於2023年12月15日，(i)本公司(作為承租人)分別與朝富公司、弘朝偉業和金朝陽(各自作為出租人)簽訂了2023年朝富租賃協議、2023年弘朝偉業租賃協議一和2023年金朝陽租賃協議；(ii)朝批商貿(本公司的非全資附屬公司，作為承租人)與弘朝偉業(作為出租人)簽訂了2023年弘朝偉業租賃協議二。上述協議續租期均自2024年1月1日至2024年6月30日止，且每份協議都規定承租方應在協議簽訂後一次性向出租方支付租金。

2023年朝富租賃協議中的租賃物業為(1)北京市朝陽區紅廟北里4號樓，(2)北京市朝陽區高家園二區14號，(3)北京市朝陽區垡頭北里9號樓院，(4)北京市朝陽區農光里22號樓南側，及(5)北京市朝陽區農光里22號樓。2023年弘朝偉業租賃協議一中包括的租賃物業為(1)23處物業用於經營21間便利店，總建築面積為17,508.26平方米；(2)1處物業用於經營生鮮配送中心，總建築面積為12,239.16平方米；及(3)19處物業用於經營14間超市，總建築面積為48,047.04平方米。2023年弘朝偉業租賃

REPORT OF THE BOARD OF DIRECTORS 董事會報告

stores with a total gross floor area of 17,508.26 sq.m., (ii) 1 property, which is for the purpose of operating a live and fresh produce logistics centre with a gross floor area of 12,239.16 sq.m., and (iii) 19 properties, which are for the purpose of operating 14 supermarkets, with a total gross floor area of 48,047.04 sq.m. The property leased under the 2023 Hongchao Weiye Lease Agreement II is Block No. 204, Shuanglong South Lane, Chaoyang District, Beijing* (北京市朝陽區雙龍南里204號樓) with a gross floor area of 9,051.6 sq.m. The property leased under the 2023 Jin Chaoyang Lease Agreement is the commercial premises located at Block No. 211, Wangjing South Lake Central Park, Chaoyang District, Beijing, the PRC* (北京市朝陽區望京南湖中園211樓商業用房) with a gross floor area of 15,000 sq.m.

The fixed total rental of each of (i) 2023 Chaofu Lease Agreement, (ii) 2023 Hongchao Weiye Lease Agreement I, (iii) 2023 Hongchao Weiye Lease Agreement II and (iv) 2023 Jin Chaoyang Lease Agreement is RMB333,559.57, RMB4,225,047.81, RMB472,260.37 and RMB1,834,125, respectively.

As at the date of this annual report, Chaofu Company is the controlling shareholder of the Company (and hence a connected person of the Company), owning approximately 40.61% of the issued share capital of the Company. As both Hongchao Weiye and Jin Chaoyang are wholly-owned subsidiaries of Chaofu Company, Hongchao Weiye and Jin Chaoyang are therefore connected persons of the Company. Further, Chaopi Trading is a non-wholly owned subsidiary of the Company. Accordingly, the entering into of the 2023 Lease Agreements and the transactions contemplated thereunder constitute connected transactions of the Company under Chapter 14A of the Listing Rules. As the highest applicable percentage ratio (as defined in the Listing Rules) in respect of the total rentals payable by the Group on an aggregate basis under the 2023 Lease Agreements is more than 0.1% but less than 5%, the entering into of the 2023 Lease Agreements is subject to the reporting and announcement requirements, but is exempt from the circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

協議二中的租賃物業為北京市朝陽區雙龍南里204號樓、總建築面積為9,051.6平方米。2023年金朝陽租賃協議中的租賃物業為位於中國北京市朝陽區南湖中園211樓、總建築面積為15,000平方米的物業。

《2023朝富租賃協議》、《2023年弘朝偉業租賃協議一》、《2023年弘朝偉業租賃協議二》、《2023金朝陽租賃協議》的固定總租金分別為人民幣333,559.57元、人民幣4,225,047.81元、人民幣472,260.37元及人民幣1,834,125元。

截至本年度報告日，朝富公司為本公司的控股股東（因此亦作為本公司的關連人士），擁有本公司約40.61%的已發行股本。由於弘朝偉業和金朝陽均為朝富公司的全資附屬公司，因此弘朝偉業和金朝陽同為本公司的關連人士。此外，朝批商貿是本公司的非全資附屬公司。因此，根據上市規則第14A章，簽訂2023年租賃協議及其項下擬進行的交易構成本公司的關連交易。由於本集團在2023年租賃協議項下應付租金總額的最高適用百分比率（定義見上市規則）高於0.1%但低於5%，因此簽訂2023年租賃協議須遵守申報及公告規定，惟豁免遵守上市規則第14A章下的通函及獨立股東批准規定。

For further details (including description of the properties leased under each of the 2023 Lease Agreements), please refer to the Connected Transaction Announcement.

如欲瞭解更多詳情(包括各2023年租賃協議下租賃物業的描述),請參閱關連交易公告。

DIRECTORS' AND SUPERVISORS' RIGHTS IN ACQUIRING SHARES AND DEBENTURES

董事及監事收購股份或債權證之權利

At no time during the Reporting Period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or its subsidiaries granted to any directors and supervisors or their respective associates, or were any such rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the directors and supervisors and other body corporate to acquire such rights.

報告期內任何時間概無授予任何董事及監事或其相應的聯繫人通過收購本公司或其附屬公司之股份或債權證的方式獲取利益之權利,或已實行任何該等權利;本公司或其附屬公司也沒有成為能使董事及監事與其他法人公司獲得此類權利的合同之一方當事人。

REPORT OF THE BOARD OF DIRECTORS 董事會報告

DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2023, the interests and short positions of the directors, supervisors and chief executive of the Company in the shares, underlying shares or debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code set out in Appendix C3 of the Listing Rules, were as follows:

董事、監事及主要行政人員於股份、相關股份及債權證中的權益

於2023年12月31日，本公司董事、監事及最高行政人員於本公司及其聯繫法團(按《證券及期貨條例》第XV部所界定者)的股份、相關股份或債權證中，擁有根據《證券及期貨條例》第XV部第7及8分部須知會本公司及聯交所的權益及淡倉(包括根據《證券及期貨條例》有關條文規定，彼等被當作或視為擁有的權益或淡倉)，或根據《證券及期貨條例》第352條規定須記入本公司持有登記冊內的權益及淡倉，或根據上市規則附錄C3《標準守則》規定，須知會本公司及聯交所的權益及淡倉如下：

Long positions in the domestic shares of the Company

本公司內資股之好倉

Name	Capacity	Total number of domestic shares held	Approximate percentage of total issued domestic shares 佔已發行內資股概約百分比 (%)	Approximate percentage of total issued shares 佔已發行總股本概約百分比 (%)
姓名	身份	所持內資股股數		
Zhang Liwei 張立偉	Personal 個人	400,100	0.17	0.10
Wang Hong 王虹	Personal 個人	186,696	0.08	0.05
Li Shenlin 李慎林	Personal 個人	400,000	0.17	0.10
Zhang Hongbo 張紅波	Personal 個人	100,000	0.04	0.02
Li Jianwen 李建文	Personal 個人	2,022,579	0.88	0.49
Yang Baoqun 楊寶群	Personal 個人	1,042,086	0.45	0.25
Niu Hongyan 牛紅艷	Personal 個人	70,000	0.03	0.02
Li Chunyi 李春溢	Personal 個人	50,000	0.02	0.01

Save as disclosed above, as at 31 December 2023, none of the directors, supervisors or chief executives of the Company nor any of their associates and any interest and short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code set out in Appendix C3 of the Listing Rules.

除上文所披露者外，於2023年12月31日，概無任何本公司董事、監事或主要行政人員或彼等的聯繫人與本公司或任何聯繫法團（按《證券及期貨條例》第XV部所界定者）的股份、相關股份及債權證中，擁有根據《證券及期貨條例》第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括根據《證券及期貨條例》有關條文已獲得或視為擁有的權益或淡倉），或根據《證券及期貨條例》第352條規定須記入本公司持有登記冊內的權益或淡倉，或根據上市規則附錄C3《標準守則》規定，須知會本公司及聯交所的權益或淡倉。

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2023, so far as is known to the directors, supervisors or chief executive of the Company, the persons (other than a director, supervisor or chief executive of the Company) had, or were deemed or taken to have interests or short positions in the shares, underlying shares or debentures of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

主要股東

於2023年12月31日，就本公司董事、監事或主要行政人員所知，下列人士（本公司董事、監事或主要行政人員除外）於本公司的股份及相關股份或債券中，擁有或被視為擁有根據《證券及期貨條例》第XV部第2及第3分部須知會本公司及聯交所的權益或淡倉，或根據《證券及期貨條例》第336條須記入本公司持有登記冊內的權益或淡倉如下：

Long positions in the domestic shares of the Company

本公司內資股之好倉

Name	Capacity	Total number of domestic shares held	Approximate percentage of total issued domestic shares 佔已發行內資股概約百分比 (%)	Approximate percentage of total issued shares 佔已發行總股本概約百分比 (%)
姓名	身份	所持內資股的股數		
Beijing Chaofu Stated-owned Assets Administration Company Limited* 北京朝富國有資產管理有限公司*	Beneficial owner 實益擁有人	167,409,808	72.77	40.61

* Formerly known as "Beijing Chaoyang Auxiliary Food Company"

* 更名前為「北京市朝陽副食品總公司」

REPORT OF THE BOARD OF DIRECTORS

董事會報告

Positions in the H shares of the Company

Name	Total number of H shares held	Approximate percentage of total issued H shares	Approximate percentage of total
名稱	所持有已發行H股股數	佔已發行H股總數的概約百分比 (%)	佔已發行的總股本的概約百分比 (%)
China Galaxy International Asset Management (Hong Kong) Co., Limited (note 1)(附註1)	24,970,000 (L)	13.71	6.06
China Galaxy International SPC (acting for and on behalf of China Galaxy Value Fund I SP) (note 2)(附註2)	24,970,000 (L)	13.71	6.06

(L) – Long Position

Notes:

- These 24,970,000 H shares were held by China Galaxy International Asset Management (Hong Kong) Co., Limited in its capacity as an investment manager.
- These 24,970,000 H shares were held by China Galaxy International SPC (acting for and on behalf of China Galaxy Value Fund I SP) in its capacity as an investment manager.

Save as disclosed above, as far as is known to the directors, supervisors or chief executive of the Company, as at 31 December 2023, no other persons (not being a director, supervisor or chief executive of the Company) had, or were deemed or taken to have any interests or short positions in the shares, underlying shares or debentures of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

SIGNIFICANT INVESTMENTS

The Company did not have any significant investments (including significant investments which accounted for 5% or more of the total assets of the Group) during the Reporting Period.

本公司H股之好倉

Name	Total number of H shares held	Approximate percentage of total issued H shares	Approximate percentage of total
名稱	所持有已發行H股股數	佔已發行H股總數的概約百分比 (%)	佔已發行的總股本的概約百分比 (%)
China Galaxy International Asset Management (Hong Kong) Co., Limited (note 1)(附註1)	24,970,000 (L)	13.71	6.06
China Galaxy International SPC (acting for and on behalf of China Galaxy Value Fund I SP) (note 2)(附註2)	24,970,000 (L)	13.71	6.06

(L) – 好倉

附註：

- 此等24,970,000股H股由China Galaxy International Asset Management (Hong Kong) Co., Limited以投資經理的身份持有權益。
- 此等24,970,000股H股由China Galaxy International SPC (acting for and on behalf of China Galaxy Value Fund I SP)以投資經理的身份持有權益。

除上文所披露者外，據本公司董事、監事及主要行政人員所知，於2023年12月31日，概無任何人士(本公司董事、監事或主要行政人員除外)於本公司的股份、相關股份或債券中，擁有或被視為擁有根據《證券及期貨條例》第XV部第2及3分部須知會本公司及聯交所的權益及淡倉，或根據《證券及期貨條例》第336條須記入本公司持有登記冊的權益及淡倉。

重大投資

本公司於報告期內無重大投資(包括佔本集團總資產5%或以上的重大投資)。

MATERIAL ACQUISITIONS AND DISPOSALS

During the Reporting Period, the Group did not have any material acquisitions and disposals of subsidiaries, associates and joint ventures.

EQUITY-LINKED AGREEMENT

No equity-linked agreements were entered into by the Group or in existence during the Reporting Period.

SUFFICIENCY OF PUBLIC FLOAT

Based on public information and within the knowledge of the directors, the Company's public float complied with the applicable requirements of the Listing Rules from 1 January 2023 and up to the date of this report.

COMPETITION AND CONFLICT OF INTEREST

None of the directors, supervisors, the controlling shareholder or the substantial shareholders of the Company or any of their respective associates had engaged in any business that competed or might compete, either directly or indirectly, with the business of the Group, or had any other conflict of interests with the Group during the Reporting Period.

AUDITORS

The Company did not replace its auditor in the past three years. The financial statements in this annual report for the year ended 31 December 2023 have been audited by Da Hua Certified Public Accountants (Special General Partnership) (大華會計師事務所(特殊普通合夥)) ("Da Hua") whose term of appointment will expire at the conclusion of the forthcoming 2023 Annual General Meeting.

重大收購和處置

報告期內，本集團概無重大收購及出售附屬公司、聯營公司及合營企業。

與股權相關的協議

報告期內，本公司概無簽訂或訂立任何與股權相關的協議。

充足的公眾持股量

基於公開資料及就董事所知悉，於2023年12月31日至本報告出具日，本公司之公眾持股量符合上市規則的相關要求。

競爭及利益衝突

報告期內，概無本公司之董事、監事、控股股東或主要股東或其任何聯繫人從事直接或間接與本集團業務競爭或可能競爭的業務，或與本集團存在任何其他利益衝突。

核數師

於過去三年內本公司並無更換核數師。本年報載列截至2023年12月31日止年度的財務報表已由大華會計師事務所(特殊普通合夥)(「大華」)審計，其任期至2023年度股東週年大會結束時屆滿，並將於2023年股東週年大會上退任。

REPORT OF THE BOARD OF DIRECTORS

董事會報告

Da Hua has been holding office as the auditor of the Company since the conclusion of the annual general meeting of the Company for the year ended 31 December 2019 which was held on 23 June 2020. The Board considers that a change of auditor after an appropriate period of time could enhance the independence of the auditor and maintain good corporate governance, and it would be in the interest of the Company and its shareholders as a whole. Therefore, the re-appointment of Da Hua as the auditor of the Company for the year ending 31 December 2024 will not be proposed at the 2023 Annual General Meeting and Da Hua will retire as the auditor of the Company with effect from the conclusion of the 2023 Annual General Meeting.

Da Hua has confirmed in writing that there are no disagreements or unresolved matters between the Company and Da Hua and that there are no matters in respect of its retirement as the auditor of the Company or other matters which should be brought to the attention of the Shareholders. The Board and the Audit Committee have also confirmed that there are no disagreements or unresolved matters between the Company and Da Hua.

The Company believes that the proposed change of auditor will not affect the publication of the annual results or annual report of the Company for the year ended 31 December 2023.

大華自2020年6月23日舉行的截至2019年12月31日止年度股東週年大會以來一直擔任本公司核數師。董事會認為適時更換核數師將有助於加強核數師的獨立性及維持良好的企業管治，符合本公司及其股東的整體利益，因此將不會建議續聘大華為本公司截至2024年12月31日止年度之核數師。而大華將於2023年度股東週年大會結束時起退任本公司核數師。

大華已書面確認本公司與大華並無任何意見分歧或未決事宜，亦無任何有關大華退任本公司核數師之事宜及其他事項須提請股東關注。董事會及審核委員會亦已確認本公司與大華並無任何意見分歧或未決事宜。

本公司相信，建議更換核數師不會影響本公司截至2023年12月31日止年度之年度業績或年報的發佈。

REPORT OF THE BOARD OF DIRECTORS
董事會報告

The Board, with the recommendation from the Audit Committee, has resolved to propose the appointment of BDO CHINA Shu Lun Pan Certified Public Accountants LLP (立信會計師事務所(特殊普通合夥)) as the new auditor of the Company for the period from the conclusion of the 2023 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2024. The proposed change of auditor is subject to the approval of the shareholders of the Company by the way of an ordinary resolution at the 2023 Annual General Meeting. A circular containing, inter alia, details of the proposed change of auditor of the Company, together with a notice of the 2023 Annual General Meeting will be disseminated to the shareholders of the Company in due course.

BY ORDER OF THE BOARD

Zhang Liwei

Chairman

Beijing, PRC

26 March 2024

董事會根據審核委員會的推薦，建議委任立信會計師事務所(特殊普通合夥)為本公司新任核數師，任期自應屆股東週年大會結束時起至截至2024年12月31日止年度股東週年大會結束時止，惟須待股東於應屆股東週年大會上以普通決議案的方式批准後，方可作實。載有(其中包括)建議更換本公司核數師詳情之通函將在實際可行情況下盡快連同應屆股東週年大會通知發佈予股東。

承董事會命

張立偉

董事長

中國北京

2024年3月26日

REPORT OF THE SUPERVISORY COMMITTEE

監事會報告

To the shareholders,

Since the incorporation of the Company, the supervisory committee of the Company (the "Supervisory Committee") adheres to principles of honesty and integrity in discharging its supervisory duties and obligations loyally and diligently in accordance with the Listing Rules of the Stock Exchange, the requirements under the relevant laws and regulations of the PRC and Company's Articles of Association to safeguard the interests of the shareholders and the Company.

Pursuant to the resolutions passed at the 2021 Annual General Meeting or the worker's congress (as the case may be), Ms. Liu Wenyu, Mr. Yang Baoqun, Mr. Chen Zhong, Ms. Wang Deshan, Ms. Niu Hongyan and Ms. Li Chunyi were re-elected or appointed as supervisors for a three-year term, with effect from 2021 Annual General Meeting or the worker's congress and will expire at the end of 2024 Annual General Meeting or the worker's congress. Pursuant to the resolutions passed at the 2022 Annual General Meeting, Ms. Liu Wenyu ceased to be a supervisor of the Company, whereas Mr. Wang Liming has been elected as a supervisor with such term expiring upon the conclusion of the 2024 Annual General Meeting.

During the Reporting Period, five meetings of the Supervisory Committee were held for reviewing the 2022 annual report, the report of the Supervisory Committee for 2022, electing the chairman of the supervisory committee of the Company, reviewing the results of the first quarter of 2023 and 2023 interim results. The attendance records of the Supervisors are set out below:

致股東，

自本公司成立之日起，本公司監事會（「監事會」）遵照聯交所上市規則、中國有關法律法規之規定及本公司章程，遵守誠信原則，忠實、勤勉履行其監督職權，維護股東及本公司之權益。

根據2021年股東週年大會或職工代表大會通過的決議（視情況而定），劉文瑜女士、楊寶群先生、陳鍾先生、王德山先生、牛紅艷女士、李春溢女士獲重選或獲委任為公司監事，任期為3年，自2021年度股東週年大會或職工代表大會批准之日起至2024年度股東週年大會或職工代表大會結束之日屆滿。根據2022年股東週年大會通過的普通決議案，劉文瑜女士辭去本公司監事職務，選舉王利明先生為監事，任期將於2024年股東週年大會結束之日屆滿。

報告期內，監事會共召開五次會議，包括審核本公司2022年年報、2022年度監事會報告，選舉監事會主席、審議2023年一季度業績及2023年中期業績。有關監事親身出席記錄如下：

Attendance/Number of meetings 出席／會議次數

Mr. Wang Liming (Chairman)*	王利明先生(主席)*	2/2
Ms. Liu Wenyu (Chairman)**	劉文瑜女士(主席)**	3/3
Ms. Niu Hongyan	牛紅艷女士	5/5
Ms. Li Chunyi	李春溢女士	5/5
Mr. Chen Zhong	陳鍾先生	5/5
Mr. Yang Baoqun	楊寶群先生	5/5
Mr. Wang Deshan*	王德山先生	5/5

REPORT OF THE SUPERVISORY COMMITTEE 監事會報告

* Mr. Wang Liming was appointed as a supervisor of the Company since 17 May 2023. Pursuant to the resolution of the supervisory committee of the Company passed on 17 May 2023, Mr. Wang Liming was appointed as the chairman of the supervisory committee of the Company.

** Ms. Liu Wenyu ceased to be a supervisor of the Company since 17 May 2023.

The major work performed by the Supervisory Committee included the attendance of Board meetings and general meetings; inspection of resolutions made by the Board, review of internal control system, strict and effective monitoring of whether the policies and decisions made by the management of the Company had confirmed with the relevant laws and regulations and the Company's Articles of Association, safeguarding the interest of the Company and shareholders. The Supervisory Committee has also reviewed the performance of the directors and senior management in their daily operation activities by various means, and examined the Group's financial affairs and connected transactions. As a result of our work, the Supervisory Committee concluded that

1. The decision-making process of the Company is in compliance with the Company's Article of Association. Proper and adequate internal control system has been established. The directors and senior management observed their fiduciary duties and worked diligently, loyally and legally. The Supervisory Committee is not aware of any breach of the relevant laws and regulations and the Company's Articles of Association or actions against the interests of shareholders by the directors and senior management of the Company.
2. The Company's 2023 financial statements reflected a fair view of the financial position and operating results of the Group in material aspects.

* 自2023年5月17日起，王利明先生獲委任為本公司監事；根據2023年5月17日通過的監事會決議，王利明先生獲委任為本公司監事會主席。

** 自2023年5月17日起，劉文瑜女士不再擔任本公司監事。

監事會完成的主要工作包括：列席董事會及股東大會，監督董事會會議決議，審查內控體系；嚴格並有效地監督公司管理層所做出的決定及制定的政策是否符合有關法律法規和本公司章程的規定，保障公司和股東的權益。監事會也通過各種途徑審查董事及高級管理人員的日常經營行為，檢查本集團的財務事項及關連交易。根據上述工作，監事會發表如下意見：

1. 本公司的決策程序符合本公司公司章程的規定，本公司已建立適當及充分的內控體系。本公司董事及高級管理人員遵守信託義務，忠實、勤勉依法履行職責，監事會未察覺董事及高級管理人員存在違反法律法規或本公司公司章程或損害股東權益的行為。
2. 本公司2023年財務報告在各重大方面公允地反映了本集團的財務狀況及經營業績。

REPORT OF THE SUPERVISORY COMMITTEE

監事會報告

3. All continuing connected transactions conducted in the Reporting Period between the Group and its connected persons were in the ordinary course of business and carried out pursuant to the terms of the agreements for the transactions, and no act that prejudiced the interests of the Company and shareholders has been found.
3. 報告期內，本集團與其關連人士發生的所有持續關連交易及關連交易均依據一般商業標準並按照交易的協議條款執行，未發現存在任何侵害本公司及股東權益的行為。
4. As at the date of this report, save as the pending litigation disclosed in the section of “Management Discussion and Analysis”, the Group did not encounter any other major litigations during the Reporting Period.
4. 除於本集團2023年報「管理層討論與分析」一節中披露的未決訴訟外，截至本報告日本集團無其他重大訴訟。

We would like to express our appreciation to the strenuous supports of the shareholders, directors and all staff to the Supervisory Committee during the Reporting Period.

我們對報告期內股東、董事及全體員工對本監事會的大力支持深表謝意。

BY ORDER OF THE SUPERVISORY COMMITTEE

Wang Liming

Chairman

Beijing, PRC

26 March 2024

承監事會命

王利明

監事會主席

中國北京

2024年3月26日

PROFILES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

董事、監事及高級管理層簡介

The following sets forth the profile of the directors, supervisors and senior management of the Company as at the date of this report:

以下為截至本報告日期本公司董事、監事及高級管理人員的簡介：

DIRECTORS

Executive Directors

Mr. Zhang Liwei, aged 46, is the Chairman of the Board and an executive director of the Company. Mr. Zhang graduated from Tianjin University of Commerce. From August 2000 to December 2013, Mr. Zhang was employed in the Beijing Xinyang Tongli Commercial Facilities Company Limited (“Xinyang Tongli”, a non-wholly-owned subsidiary of the Company). From December 2013 to July 2017, Mr. Zhang had been appointed successively as the manager of the Equipment or Materials Purchasing Department and the manager of the Equipment Division of the Company, the assistant to the general manager, the manager of the Operation Division of supermarket of the Company, the Chief Operating Officer of the Company and etc. From August 2017 to July 2020, he has been the assistant general manager of the Company. From July 2020 to November 2021, he has been the general manager of the Company. Since November 2021, he has been the Chairman of the Board of the Company. Mr. Zhang is also the Chairman of Beijing Chaopi Trading Company Limited, an approximately 79.85% directly owned subsidiary of the Company.

董事

執行董事

張立偉先生，46歲，本公司之董事長及執行董事。張先生畢業於天津商業大學。自2000年8月至2013年12月，任職於北京欣陽通力商業設備有限公司（「欣陽通力」，本公司之非全資附屬公司）；自2013年12月至2017年7月，歷任本公司設備物料採購部及設備部經理、總經理助理、超市營運部經理、營運總監等職務；自2017年8月至2020年7月，擔任本公司副總經理；自2020年7月至2021年11月，擔任本公司總經理；自2021年11月起，擔任本公司董事長。張先生亦擔任北京朝批商貿股份有限公司（本公司直接持股約79.85%的附屬公司）之董事長。

PROFILES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

董事、監事及高級管理層簡介

Ms. Wang Hong, aged 53, is the general manager of the Company. Ms. Wang obtained a bachelor's degree from Zhejiang University* (浙江大學). She worked in Beijing Ruida Frozen Foods Company Limited* (北京瑞達急凍食品有限公司) for nine years and was appointed as the assistant to general manager before joining the Company. From September 2003 to March 2011, she had been appointed as the deputy officer of the Office of Managers, the purchase manager of the In-house Brand Division of Purchase Center and the manager of the Marketing Department of the Company. From March 2011 to July 2012, she had been appointed as the deputy manager and the manager of the Human Resources Department. From August 2012 to August 2017, she was the director general and the manager of the Human Resources Department of the Company. From June 2010 to October 2017, she was a staff-appointed supervisor of the Company. From August 2017 to April 2023, she was the assistant general manager of the Company. Since April 2023, she has been the general manager of the Company. Ms. Wang has been an executive director of the Company since May 2023.

Mr. Zhang Hongbo, aged 53, is an assistant general manager of the Company, the director, chairman of the board of directors and the legal representative of Beijing Jingkelong (Langfang) Company Limited (a wholly-owned subsidiary of the Company). Mr. Zhang obtained a bachelor's degree from China University of Geosciences. From November 1992 to October 1997, Mr. Zhang was the deputy manager of executive office of the Silk Import & Export Group Company of Hubei Province* (湖北省絲綢進出口集團公司). From October 1997 to March 2003, he served as the manager of the information department of Shenzhen China Resources Supermarket Company Limited* (深圳華潤超級市場有限公司). From March 2003 to March 2006, he was the chief information officer and the manager of the information center of the Company. From June 2006 to August 2015, he was the assistant to the manager and the chief information officer of the Company. Since August 2015, he has been the assistant general manager of the Company. Mr. Zhang has served as the Executive Director of the Company since October 2023.

王虹女士，53歲，本公司之總經理。王女士獲得浙江大學學士學位。王女士曾於北京瑞達急凍食品有限公司任職九年，加入本公司之前任該公司總經理助理；自2003年9月至2011年3月，先後任本公司經理辦公室副主任、採購中心自有品牌部採購經理及市場營銷部經理；自2011年3月起至2012年7月，先後任人力資源部副主任、主任；自2012年8月起至2017年8月，擔任人力資源部總監兼人力資源部主任；自2010年6月起至2017年10月，王女士擔任本公司職工代表監事；自2017年8月起至2023年4月，擔任本公司副總經理；自2023年4月起，擔任本公司總經理；自2023年5月起，擔任本公司執行董事。

張紅波先生，52歲，本公司之副總經理、北京京客隆(廊坊)有限公司(本公司之全資附屬公司)之董事、董事長及法定代表人。張先生獲得中國地質大學學士學位。自1992年11月至1997年10月，張先生在湖北省絲綢進出口集團公司擔任辦公室副主任；自1997年10月至2003年3月，在深圳華潤超級市場有限公司擔任信息部經理；自2003年3月起至2006年3月，擔任本公司信息中心總監兼信息中心主任；自2006年6月起至2015年8月，擔任本公司經理助理兼信息中心總監；自2015年8月起，擔任本公司副總經理；張先生自2023年10月擔任本公司執行董事。

PROFILES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT 董事、監事及高級管理層簡介

Mr. Yang Wensheng, aged 45, is an assistant general manager of the Company. Mr. Yang obtained a bachelor's degree in Management from Henan University. From September 2000 to July 2004, he served as an officer in the Planning Commission of Shangqiu City, Henan Province* (河南省商丘市計劃委員會). From July 2004 to July 2006, he served as deputy director of the Economic Research Center in Development Planning Commission of Shangqiu City, Henan Province* (河南省商丘市發展計劃委員會). From July 2006 to October 2010, he successively served as the deputy chief of the Transportation Division (from July 2006 to August 2010), and the chief of the National Economy Comprehensive Division (from August 2010 to October 2010) of the Development and Reform Commission of Shangqiu City of Henan Province* (河南省商丘市發展和改革委員會). From October 2010 to July 2013, he served as deputy county head of Wangjiang County, Anhui Province. From July 2013 to April 2018, he served as deputy director of the Financial Services Office of Wuqing District, Tianjin City* (天津市武清區金融服務辦公室); from July 2017 to April 2018, he also served as the deputy director of the State-owned Assets Supervision and Administration Commission of Wuqing District, Tianjin City* (天津市武清區國有資產監督管理委員會); from August 2017 to April 2018, he also served as the deputy director of the Finance Bureau of Wuqing District, Tianjin City* (天津市武清區財政局). From April 2018 to January 2022, he served as the deputy manager of Beijing Chaoyang District State-owned Capital Operation and Management Center* (北京市朝陽區國有資本經營管理中心). From January 2022 to August 2023, he served as the deputy general manager of Beijing Chaoyang State-owned Capital Operation and Management Company Limited* (北京朝陽國有資本運營管理有限公司). Since September 2023, he has served as the assistant general manager of the Company. Mr Yang has been the executive director of the company since January 2024.

楊文生先生，45歲，本公司之副總經理。楊先生獲得河南大學管理學學士學位。於2000年9月至2004年7月，楊先生擔任職於河南省商丘市計劃委員會科員。2004年7月至2006年7月，擔任河南省商丘市發展計劃委員會經濟研究中心副主任。於2006年7月至2010年10月期間，先後擔任河南省商丘市發展和改革委員會交通科副科長(於2006年7月至2010年8月)、國民經濟綜合科科長(於2010年8月至2010年10月)。於2010年10月至2013年7月，擔任安徽省望江縣副縣長。於2013年7月至2018年4月，擔任天津市武清區金融服務辦公室副主任，自2017年7月至2018年4月，兼任天津市武清區國有資產監督管理委員會副主任，自2017年8月至2018年4月，同時擔任天津市武清區財政局副局長。於2018年4月至2022年1月，擔任北京市朝陽區國有資本經營管理中心副經理，自2022年1月至2023年8月，擔任北京朝陽國有資本運營管理有限公司副總經理。自2023年9月起擔任本公司副總經理，自2024年1月起擔任本公司執行董事。

PROFILES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

董事、監事及高級管理層簡介

Non-executive Directors

Mr. Li Jianwen, aged 63, is a non-executive director of the Company. He worked in Jingkelong Shang Sha as the deputy general manager from 1998 to 2002. From 2002 to 2004, he was a director and the deputy general manager of Jingkelong Supermarket. From November 2004 to June 2013, he was the managing director of the Company. From June 2013 to November 2021, He was the Chairman of the Board of the Company. Mr. Li resigned as the Chairman of the Company, and was redesignated from an executive director to a non-executive director with effect from 8 November 2021.

Ms. Zhang Yan, aged 43, is a non-executive Director of the Company. She graduated from the Beijing Broadcasting Institute (北京廣播學院) (now known as Communication University of China, (中國傳媒大學)) specializing in finance and accounting. From July 2003 to October 2008, Ms. Zhang successively served as a sales assistant of the Marketing Department, an officer and the head of the Comprehensive Management Department of Beijing Lizheng Software Design and Research Institute (北京理正軟件設計研究院). From November 2008 to December 2016, Ms. Zhang successively served as an officer of the Finance and Accounting Department, an officer and the head of the Party Committee Office, and the deputy manager of the General Office of Chaofu Company. From December 2016 to October 2023, Ms. Zhang has been the manager of the General Office of Chaofu Company. Since October 2023, Ms. Zhang has been appointed as the Director of the Audit Department of Chaofu Company. Since October 2018, MS. Zhang has been a non executive director of the Company.

非執行董事

李建文先生，63歲，本公司之非執行董事。於1998年至2002年，李先生擔任京客隆商廈副總經理；於2002年至2004年，任京客隆超市董事及副總經理；自2004年11月至2013年6月期間，任本公司董事總經理；自2013年6月起至2021年11月，任本公司董事長。李先生自2021年11月8日起，辭任本公司董事長職務，並由執行董事調任為非執行董事。

張彥女士，43歲，本公司之非執行董事。張女士於北京廣播學院(現為中國傳媒大學)財務會計專業畢業。自2003年7月至2008年10月，歷任北京理正軟件設計研究院市場部銷售助理、綜合管理部科員、主管；自2008年11月至2016年12月，歷任朝富公司財計部科員、黨委辦公室科員、主管、辦公室副主任。2016年12月至2023年10月，任朝富公司辦公室主任，自2023年10月起任朝富公司審計部主任。自2018年10月起，張女士成為本公司非執行董事。

PROFILES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT 董事、監事及高級管理層簡介

Independent Non-executive Directors

Mr. Wang Liping, aged 66, is an independent non-executive director of the Company. Mr. Wang obtained a master's degree in Economics and a PhD in Management from Renmin University of China in 1985 and 2004, respectively. He is currently the professor and doctoral supervisor at the Institute of Business Organization and the faculty of Human Resources Management at Renmin University of China. Since June 2010, he has been an independent non-executive director of the Company.

Mr. Chen Liping, aged 62, is an independent non-executive director. Mr. Chen obtained a master's degree in Business Operation from Aichi University of Japan in 1999 and a PhD in Economics from Circulation University of Economics of Japan in 2008. From September 2014 to August 2020, he was an independent non-executive director of 5i5j Holding Group Co., Ltd (a company listed on the Hong Kong Stock Exchange). He is currently a full professor of the faculty of Marketing in the Institute of Business Management at Capital University of Economics and Business of China and serves as the executive president of China Consumption Big Data Research Institute (中國消費大數據研究院). Since June 2010, he has been an independent non-executive director of the Company.

獨立非執行董事

王利平先生，66歲，本公司之獨立非執行董事。王先生於1985年及2004年分別獲得中國人民大學經濟學碩士學位及管理學博士學位。王先生現任中國人民大學商學院組織與人力資源管理系教授、博士生導師。自2010年6月起，王先生任本公司獨立非執行董事。

陳立平先生，62歲，本公司之獨立非執行董事。陳先生於1999年獲得日本愛知大學經營學碩士學位，於2008年獲得日本流通經濟大學經濟學博士學位。自2014年9月至2020年8月，陳先生擔任我愛我家控股集團股份有限公司(於香港聯合交易所上市)獨立非執行董事。陳先生現任首都經濟貿易大學工商管理學院市場營銷系教授，並擔任中國消費大數據研究院執行院長職務。自2010年6月起，陳先生任本公司獨立非執行董事。

PROFILES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

董事、監事及高級管理層簡介

Mr. Kot Man Tat, aged 51, is an independent non-executive director and the chairman of the audit committee of the Company. Mr. Kot obtained a bachelor's degree in business administration from the Chinese University of Hong Kong in 1996. He has over 20 years of experience in accounting and financial management, and previously worked in KPMG (畢馬威會計師事務所) from August 1999 to April 2001 and Ernst & Young (安永會計師事務所) from April 2001 to November 2004. Mr. Kot served as the vice president of General Atlantic (Beijing) Investments Consultancy Limited (泛大西洋(北京)投資顧問有限公司) from June 2008 to June 2011. He was the head of capital market of Zhongsheng Group Holding Co. Limited (中升集團控股有限公司) from July 2011 to February 2013. From March 2013 to April 2016, he served as the senior vice president of General Atlantic (Beijing) Investments Consultancy Limited. From June 2016 to May 2021, he was the chief financial officer of China Zhongwang Holdings Limited (中國忠旺控股有限公司) (Stock Code: 1333, a company previously listed on the Stock Exchange which was delisted on 13 April 2023). Since May 2021, Mr. Kot has been the chief financial officer of Joy Spreader Group Inc. (樂享集團有限公司) (Stock Code: 6988, formerly known as Joy Spreader Interactive Technology Limited), a company listed on the Main Board of the Stock Exchange. Since April 2022, he has been the independent non-executive director of Xiabuxiabu Catering Management (China) Holdings Co., Ltd. (呷哺呷哺餐飲管理(中國)控股有限公司) (Stock Code: 520, a company listed on the Main Board of the Stock Exchange). Mr. Kot has been serving as an independent non-executive director of the company since August 2023.

葛文達先生，51歲，本公司之獨立非執行董事及審核委員會主席。葛先生於1996年獲得香港中文大學工商管理學士學位。擁有超過20年的會計及財務管理經驗，曾分別於1999年8月至2001年4月任職於畢馬威會計師事務所，於2001年4月至2004年11月任職於安永會計師事務所。葛先生自2008年6月至2011年6月擔任泛大西洋(北京)投資顧問有限公司副總裁；自2011年7月至2013年2月擔任中升集團控股有限公司的資本市場部主管；自2013年3月至2016年4月擔任泛大西洋(北京)投資顧問有限公司高級副總裁。自2016年6月至2021年5月擔任中國忠旺控股有限公司(股份代碼：1333，一家曾於聯交所上市，於2023年4月13日除牌的公司)的首席財務官。葛先生自2021年5月起擔任樂享集團有限公司(股份代碼：6988，曾用名樂享互動有限公司，一家於聯交所主板上市的公司)首席財務官；自2022年4月起，擔任呷哺呷哺餐飲管理(中國)控股有限公司(股份代碼：520，一家於聯交所主板上市的公司)獨立非執行董事；葛先生自2023年8月擔任本公司獨立非執行董事。

PROFILES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT 董事、監事及高級管理層簡介

SUPERVISORS

Mr. Wang Liming, aged 41, is the chairman of the Company's supervisory committee in place of Ms. Liu Wenyu. Mr. Wang obtained a bachelor's degree in management from North China Electric Power University* (華北電力大學), and a Master of Public Administration from Peking University* (北京大學). From July 2004 to July 2011, he successively worked in the Housing Reform Department of Beijing Chaoyang District Land Resources and Housing Administration Bureau* (北京市朝陽區國土資源和房屋管理局), the Personnel Department of Beijing Chaoyang District Construction Committee* (北京市朝陽區建設委員會), and the Personnel Department of Beijing Chaoyang District Housing Administration Bureau* (北京市朝陽區房屋管理局). From July 2011 to May 2015, he successively served as deputy chief of Personnel Section, deputy chief of Housing Reform Section and deputy director of Office in Beijing Chaoyang District Housing Administration Bureau. From May 2015 to July 2020, he served as manager assistant of Beijing Chaoyang Auxiliary Food Company* (北京市朝陽副食品總公司). From July 2020 to April 2023, he has served as deputy general manager of Beijing Chaofu Stated-owned Assets Administration Company Limited* (北京朝富國有資產管理有限公司). Since April 2023 Mr. Wang has been serving as the Deputy Secretary of the Party Committee and the chairman of the Trade Union of the company. Mr. Wang has been serving as the Chairman of the Supervisory Board of our company since May 2023.

監事

王利明先生，41歲，本公司監事會主席(接替劉文瑜女士)。王先生獲華北電力大學管理學學士、北京大學公共管理碩士。於2004年7月至2011年7月期間，先後任職於北京市朝陽區國土資源和房屋管理局房改科、北京市朝陽區建設委員會人事科、北京市朝陽區房管局人事科；於2011年7月至2015年5月，先後擔任北京市朝陽區房屋管理局人事科副科長、房改科副科長、辦公室副主任；於2015年5月至2020年7月，擔任北京市朝陽副食品總公司經理助理；自2020年7月至2023年4月擔任北京朝富國有資產管理有限公司副總經理；自2023年4月任本公司黨委副書記、工會主席；自2023年5月起擔任本公司監事會主席。

PROFILES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

董事、監事及高級管理層簡介

Mr. Yang Baoqun, aged 71, is a supervisor of the Company. He was a supervisor of Jingkelong Supermarket from 2002 to 2004. Since November 2004, he has been a supervisor of the Company.

Mr. Chen Zhong, aged 60, is a supervisor of the Company. Mr. Chen obtained his doctorate from Peking University in 1989. He is currently a professor of the School of Computer Science, the Head of the Advanced Financial Information Research Centre at Peking University. Since June 2002 to July 2010, he had been a professor and the Head of the School of Software and Microelectronics, Peking University. Since January 2005, he has been a supervisor of the Company.

Mr. Wang Deshan, aged 60, is a supervisor of the Company. Mr. Wang graduated and obtained a master's degree in law from China University of Political Science and Law (中國政法大學), specializing in civil and commercial law. Since March 1994, Mr. Wang has served in the School of Law of Capital University of Economics and Business (首都經濟貿易大學) as a professor and master supervisor, and teaches contract law, corporate law, commercial law and other courses for graduate and undergraduate students. Mr. Wang's main research fields are contract law and company law. He has written and edited more than 20 books such as "Contract Law", "Company Law", "Contract Validity Study" and "Company Law Training Course". Mr. Wang also serves as the vice president of Beijing Aging Law Research Association (北京市老齡法律研究會). Since March 2021, he has been a supervisor of the Company.

Ms. Niu Hongyan, aged 51 is a supervisor of the Company. From September 1992 to July 2017, Ms. Niu has successively served as the director, deputy manager and manager of several retail outlets of the Company. From July 2017 to November 2022 she has been appointed as the director of the Party Committee Office of the Company. From November 2022 to October 2023 she has been appointed as Director of the Administrative Office of the Company; Since October 2023, Ms. Niu has served as a full-time discipline inspection committee member of the General Party Branch of Beijing Chaopi Trading Company Limited. Since August 2017, she has been a staff-appointed supervisor of the Company.

楊寶群先生，71歲，本公司之監事。自2002年至2004年期間，楊先生擔任京客隆超市監事；自2004年11月起，擔任本公司監事。

陳鍾先生，60歲，本公司之監事。陳先生於1989年獲北京大學博士學位。陳先生現任北京大學計算機學院教授、北京大學金融信息化研究中心主任；自2002年6月至2010年7月，任北京大學軟件與微電子學院教授、院長；自2005年1月起，擔任本公司監事。

王德山先生，60歲，本公司之監事。王先生畢業於中國政法大學民商法專業，法學碩士。1994年3月至今，王先生在首都經濟貿易大學法學院任教，擔任教授、碩士研究生導師，並為研究生和本科生主講合同法、公司法、商法等課程。王先生主要研究領域為合同法、公司法，獨著、主編《合同法學》、《公司法學》、《合同效力研究》、《公司法實訓教程》等20餘部著作。王先生亦擔任北京市老齡法律研究會副會長。自2021年3月起，擔任本公司監事。

牛紅艷女士，51歲，本公司之監事。於1992年9月至2017年7月間，牛女士歷任本公司各門店主管、副店長及店長職位；自2017年7月至2022年11月，擔任本公司黨委辦公室主任；自2022年11月至2023年10月擔任本公司行政辦公室主任；自2023年10月起擔任北京朝批商貿股份有限公司黨總支專職紀檢委員；自2017年8月起，擔任本公司職工代表監事。

PROFILES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT 董事、監事及高級管理層簡介

Ms. Li Chunyi, aged 51, is a supervisor of the Company. Between August 1995 and March 2008, Ms. Li had worked in Beijing Hardware Machinery Company Limited, Beijing Jinyu mansion and Beijing Shoulian Company Limited. From April 2008 to June 2009, she had been the deputy manager of the Labor Ministry. From July 2009 to April 2018, she has been the deputy manager of the Human Resources Department of the Company. From April 2018 to November 2022, she has been appointed as the manager of the Human Resources Department of the Company; Since November 2022, she has been appointed as Human resources director of the Company. Since October 2017, she has been a staff-appointed supervisor of the Company.

SENIOR MANAGEMENT

Ms. Pan Xuemin, aged 36, is the board secretary of the Company and the Company Secretary of the Company. Ms. Pan graduated from law school of Inner Mongolia University of Finance and Economics with a bachelor of law degree in 2011 and obtained a master's degree in civil and commercial law from Capital University of Economics and Business in 2014. Since June 2014, Ms. Pan served as a legal clerk in the Company's securities and legal department. Since November 2015, she served as director and deputy manager in the Company's securities and legal department. Since January 2019, she has been appointed as the manager of the Company's securities and legal department. Since August 2016, she was appointed as board secretary of the Company. Since 30 November 2021, she was appointed as the Company Secretary of the Company.

李春溢女士，51歲，本公司之監事。於1995年8月至2008年3月間，李女士曾於北京市五金機械公司、北京金玉大廈、北京首聯商業集團有限公司任職；自2008年4月至2009年6月，擔任本公司勞資部副主任；自2009年7月至2018年4月，擔任本公司人力資源部副主任；自2018年4月至2022年11月，擔任本公司人力資源部主任；自2022年11月起，擔任本公司人力資源總監；自2017年10月起，擔任本公司職工代表監事。

高級管理層

潘學敏女士，36歲，本公司之董事會秘書及公司秘書。潘女士於2011年畢業於內蒙古財經大學法學專業，獲得法學學士學位，並於2014年獲得首都經濟貿易大學民商法學碩士學位。潘女士自2014年6月起在本公司證券法務部任職。自2015年11月起，歷任本公司證券法務部主管、副主任；自2019年1月起擔任本公司證券法務部主任。2016年8月起，任本公司董事會秘書。2021年11月30日，潘女士任本公司公司秘書。

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INTRODUCTION

In 2023, China's economy strived for stability and progress in the complex and severe international environment and arduous domestic reform and development, and enterprises are still under pressure and forging ahead in the face of internal and external pressures and difficulties. As a wholesale and retail FMCG industry, the Group is deeply aware of the importance of sustainable development for corporate development. The Group continues to focus on corporate social responsibility as one of the core values of the Group's continued development, while maintaining a high level of food safety through effective management measures. The Group focuses on "changing the mindset, improving the atmosphere, adjusting the structure and stimulating the vitality (轉思想、正風氣、調結構、激活力)" as the main line of work, and strives to boost consumer confidence and optimize the product mix. The Group commits to providing consumers with a better shopping experience, focuses on the needs of society, has proactively participated in community care activities, thought for customers, has placed emphasis on environmental protection by implementing low-carbon operation and cutting energy consumption and emissions, and saving energy and reducing pollution, so as to fulfill corporate social responsibility.

This report is prepared with reference to the Environmental, Social and Governance Reporting Guide (the "Guide") under Appendix C2 of the Listing Rules, and strictly adhered to the four reporting principles – materiality, quantitative, balance and consistency and the Group has complied with the disclosure requirements set out in the "comply or explain" provisions of the Guide. This report summarised the key areas of policies, actions and achievement in respect of environment and society in 2023 of the Company and all the subsidiaries, and the implemented policies and strategies of the Group (i) operational practices, (ii) employment policies; and (iii) environmental protection measures.

緒言

2023年，中國經濟在複雜嚴峻的國際環境和艱巨繁重的國內改革發展中力求穩中求進，企業面對來自內外的壓力與困難仍在承壓奮進、勇毅前行。本集團作為快速消費品的批零行業，深切意識到可持續發展對企業發展至關重要。本集團持續關注企業社會責任，並將其視為集團持續發展的核心價值之一，同時不斷通過有效的管理措施維持維持高水平的食品安全。本集團以「轉思想、正風氣、調結構、激活力」為工作主線，著力提振消費信心、優化商品結構，致力於為消費者提供更好的購物體驗，亦不時關注社會需求，心系消費者，積極參與關懷社區活動，注重環保，推行低碳經營，節能減排，踐行企業社會責任。

本報告根據上市規則附錄C2所規定之「環境、社會及管治報告指引」（「指引」）編製，嚴格遵守重要性、量化、平衡、一致性四大匯報原則，本集團已遵從指引「不遵守就解釋」的條文規定的披露要求。概述本公司及所有附屬公司就若干有關環境、社會及管治主要範疇於2023年的政策、行動與成績，以及本集團就(i)營運常規、(ii)僱傭政策及(iii)環境保護的已實施政策及策略。

THE BOARD'S STATEMENT

The Group is pleased to present its Environmental, Social and Governance Report 2023 (the “Report”) to stakeholders. The Group has always implemented sustainable development as its most important long-term development objective and incorporated environmental, social and governance elements as well as climate-related issues into its strategic planning. The board of directors of the Company (the “Board”) is responsible for the consideration, planning, decision-making, supervision and monitoring of environmental, social and governance issues.

2023 was a year of economic recovery after three years of COVID-19 prevention and control. This year, the economy is moving forward steadily, but the living environment of supermarket retail is in an unprecedented period of change, and fierce competition, integration, and recession are fully staged. On the one hand, the golden period of traditional stores has passed, with the expiration of leases, old formats and other reasons, low efficiency stores continue to close, existing stores through upgrading to improve the shopping experience, explore multiple routes to seek change; On the other hand, with the impact of new retail, consumers' consumption habits and behaviors are also changing. In the face of severe internal and external environment, the Group takes “changing thinking, improving atmosphere, adjusting structure and stimulating vitality” as the main line of work, and deeply practices the development concept of “people-oriented” (以人為本), the business philosophy of “customer-centric” (以顧客為中心) and the management philosophy of “employee-centric” (以員工為中心) and withstands external pressure. The Group will overcome internal difficulties, strive to boost consumer confidence, optimize the mix of goods, and promote high-quality development of enterprises. At the same time, the Group has dedicated to being environmentally-responsible and insisting on being an environment-friendly enterprise, implementing energy conservation and emission reduction measures, optimizing the allocation of resources and promoting enterprises to reduce costs and increase efficiency. The Group will continue to enhance the effectiveness of management, consolidate the results of sustainable development, and strive for the efficient development of enterprises.

董事會聲明

本集團欣然向各位持份者呈現2023年度環境、社會及管治報告(「本報告」)。本集團持續貫徹落實並完善可持續發展理念，並將其視為企業經營的長期發展目標，同時把環境、社會及管治元素以及與氣候有關議題納入企業戰略規劃中。本公司董事會(「董事會」)負責對環境、社會及管治議題的審議、規劃、決策、督導，並監督執行情況。

2023年是三年新冠疫情防控轉段後經濟恢復發展的一年，這一年經濟穩中前進，但是超市零售的生存環境正處於前所未有的變革期，激烈的競爭、融合、衰退全面上演。一方面，傳統賣場的黃金期已過，隨著租約到期、業態老舊等原因，低效門店不斷關閉，現有門店通過升級改造提升購物體驗、探索多元路線而尋求變革；另一方面，隨著新零售的沖擊，消費者的消費習慣、行為也在發生變化。本集團面對嚴峻的內外環境，以「轉思想、正風氣、調結構、激活力」為工作主線，深入踐行「以人為本」的發展理念，「以顧客為中心」的經營理念和「以員工為中心」的管理理念，頂住外部壓力。克服內部困難，著力提振消費信心、優化商品結構，推進企業高質量發展。同時，本集團視保護環境為己任，堅持做對環境友好企業，貫徹節能減排措施，優化資源配置，推動企業降本增效。本集團將不斷提升管理效力，夯實可持續發展成果，為企業高效的發展而努力。

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Sustainable development has always been the goal of the long-term operation strategy of the enterprise and has been incorporated into the long-term strategy as the issue of the Board. The Board will regularly supervise and review the integration of sustainable development and business and the effectiveness of the presentation of the concept of sustainable development in the rules and management system of the enterprise and other decision-making procedures through meetings and the performance of enterprise environment, society and governance and make timely adjustment and correction, in line with the actual situation of the enterprise. The Board and the management coordinate development and cooperate with each other to achieve the sustainable development of the enterprise. The Group is well aware of the importance of communicating with stakeholders. The Group has established communication channels and platforms with stakeholders, and is constantly expanding the communication channels, so as to have a more detailed understanding of corporate development issues which stakeholders are concerned about.

In face of the increasingly severe living environment and fierce competition, the Group understands the importance of enterprise risk management. In order to cope with possible risks, the Group will resolutely build a strong line of risk prevention and control, identify risks in a timely and accurate manner, seize opportunities, and improve its risk response capacity by constantly improving the construction of the enterprise risk system and strengthening supervision.

To further the Group's commitment to ESG governance, the Board actively participates in discussions about ESG, with a primary focus on delivering high-quality products and services to our customers while maintaining a hygienic, safe, and comfortable shopping environment. By actively engaging in ESG issues, the Board is able to comprehensive evaluate the progress of the Group made against the ESG-related goals and ensure that the Group is on-track in meeting such goals.

可持續發展始終是企業經營長期戰略的目標並作為董事會議題納入企業長期戰略中，董事會將定期通過會議形式監督並檢討可持續發展與業務的融合情況以及企業規章管理制度及其他決策程序中可持續發展理念的呈現之有效性，以及企業環境、社會與管治的表現並及時調整、修正，與企業實際情況相適應。董事會及管理層聯動各部門協調發展、彼此合作，為達到企業可持續發展而共同努力。本集團深知與持份者溝通的重要性，目前，本集團已建立與持份者間溝通管道與平台，並不斷拓寬交流管道，以便更為詳盡的了解持份者所關注的企業發展方面的議題。

面對日益嚴峻的生存環境與激烈的競爭，本集團深知企業風險管理的重要性。為應對可能發生的風險，本集團將堅決築牢風險防控防線，及時、準確識別風險，把握機遇，通過不斷完善企業風險制度建設、加強監管力度，提高風險應對能力。

為了進一步履行本集團對環境、社會及管治的承諾，董事會積極參與有關環境、社會及管治的討論，主要重點是為消費者提供高品質的產品和服務，同時保持衛生、安全和舒適的購物環境。透過積極參與環境、社會及管治議題，董事會得以全面評估本集團在環境、社會及管治相關目標方面的進展，並確保本集團步入實現該等目標的正軌。

REPORTING PRINCIPLES AND BOUNDARIES

The Group applies the following principles, namely materiality, quantitative, balance and consistency in the Report:

Materiality: The Board and management regularly review sustainability issues which have significant impact on our business and operation, and pursuant to internal evaluation results, disclose sustainability issues which have significant impact on the Group based on the results of stakeholders' participation and substantive evaluation.

Quantitative: The Report reports the performance of quantified key performance indicators (KPIs). For important KPIs, in order to increase transparency, calculation references and/or methods will also be disclosed, and the annual review of performance will be presented to allow stakeholders to understand the progress of compliance.

Balance: The Group aims to maintain a balanced report and to make fair disclosures on the progress and continuing challenges of the most critical aspects of its performance. The Report is prepared according to the actual situation of the Group's operation. The source of information and cases of the Report was mainly derived from the Company's statistical reports obtained in 2023, relevant documents and internal communication documents without making false and biased opinions.

Consistency: The Company uses consistent methodologies reported in accordance with the Guide. Should there be any changes that may affect the comparison with previous reports in the future, footnotes will be added by the Group in the corresponding sections of the Report.

The Report covers the Company and its subsidiaries. Unless otherwise stated, the scope of the Report is consistent with that of the consolidated financial statements of the Company for the Reporting Period.

匯報原則及範圍

在本報告中，本集團採用下文所述的重要性、量化、平衡及一致性的匯報原則：

重要性：董事會及管理層定期審閱對業務和營運有重大影響的可持續性議題，並按照持份者參與及實質性評估的結果根據內部的評估結果披露對本集團有重要影響的可持續發展議題。

量化：本報告匯報量化的關鍵績效指標表現，針對重要的關鍵績效指標，為增加透明度，亦會披露計算考慮及／或方法，並展示其年度檢討表現，讓持份者了解達標進度。

平衡性：本集團的目標是維持報告平衡，並就本集團表現最關鍵方面的進度及持續挑戰作出公平披露。本報告均按照本集團的實際營運作匯報，所匯報的資料和案例主要來源於2023年度本集團各部門總結、相關數據及內部溝通文件，並無作不實及偏頗的意見。

一致性：本集團遵循指引進行匯報。未來若有任何可能影響與過往報告作比較的變更，本集團會於報告相應內容加入批註。

本報告範圍涵蓋本公司及其附屬公司。除特別說明外，本報告範圍與本公司報告期間合併財務報表範圍一致。

GOVERNANCE STRUCTURE

The Board has been responsible for the overall coordination of the Group's environmental, social and governance issues. The various departments of the Group and its subsidiaries work together with the Board to identify evaluate, prioritise, manage and report environmental, social and governance risks and issues, and to review the progress made against ESG-related goals and targets.

STAKEHOLDER ENGAGEMENT

Based on the prevailing structure and the business activities of the Group, the Group has identified six different groups of stakeholders that are related to the Group's principal businesses including government/regulatory authorities, shareholders/investors, employees, customers, suppliers and community. The Group believes that stakeholder engagement is an important measure to improve environmental, social and corporate governance. The Group attaches great importance to continuous and effective communication with stakeholders and develops diversified channels of communication to understand stakeholders' concerns and responds to their feedback in a timely manner. The Group communicates with stakeholders through participating in and holding meetings to communicate, discuss and share information, as well as through telephone, mails, correspondences etc.. The following table sets out the details of stakeholder engagement (topics are in descending order by frequency of mentioning):

管治架構

本集團有關環境、社會及管治事宜由董事會負責整體統籌並監督環境、社會及管治表現，本集團各部門及各附屬公司與董事會協同完成對環境、社會及管治風險及議題的識別、評估、優次排列、管理及報告，及按環境、社會及管治相關目標檢討進度。

持份者溝通

根據本集團的現行架構及經營活動，本集團目前已確認六個不同類別的主要持份者，包括政府／監管機構、股東／投資者、僱員、消費者、供貨商、社區。本集團認為，與持份者溝通是提升本集團環境、社會及企業管治的重要措施，本集團高度重視與持份者持續、有效的溝通，並建設多元化溝通渠道以了解持份者所關注的問題，並針對持份者的反饋及時作出響應。本集團通過參與並舉辦溝通會、交流會等會議，並通過電話、郵件、往來函件等形式與持份者進行溝通，並整理形成如下持份者溝通情況表(按照議題提及頻次向下排列)：

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Stakeholders 持份者	Communication channels 溝通渠道	Issues of concern 關注的問題
Government/regulatory authorities 政府／監管機構	Supervision, monitoring, inspection and investigation 監督、監察、巡查、檢查 Information disclosure 信息披露 Data supervision platform 監管數據平台 Training, meeting 培訓、會議 Daily communication and report 日常溝通、匯報 Visitor reception 來訪接待	Compliance management, anti-corruption 合規管理、反腐敗 Law-based corporate governance 依法治企 Operation according to law 依法經營 Implementation of laws, regulations, rules and policies 法律、法規、規定、政策等執行情況 Risk management and control 風險管控 Enterprise development 企業發展 Safety production 安全生產 Food safety 食品安全
Shareholders/investors 股東／投資者	Annual general meetings and extraordinary general meetings 股東週年大會、股東特別大會 Information disclosure 信息披露 Company website 公司網站 Telephone 電話 Visit 來訪 E-mail 電郵	Compliance management 合規經營 Development strategy 發展戰略 Return on investment 投資回報 Corporate governance 企業管治 Quality of goods and services 商品及服務品質

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Stakeholders 持份者	Communication channels 溝通渠道	Issues of concern 關注的問題
Employees 僱員	<p>Performance assessment and feedback 績效考核及反饋</p> <p>Staff training 員工培訓</p> <p>Congress of workers and staff 職工代表大會</p> <p>Consulting and communicating with the human resource department and other functional departments of the Group 向集團人力資源部或其他職能部門諮詢、交流</p> <p>Coordination work platform 協同辦公平台</p> <p>Daily communication and discussion 日常溝通及交流</p> <p>Staff activity 員工活動</p> <p>Welfare distribution 福利發放</p> <p>Enterprise journal 企業內部刊物</p>	<p>Protection of employee rights 員工權益保障</p> <p>Remuneration and welfare 薪酬與福利</p> <p>Occupational health and safety 職業健康與安全</p> <p>Professional training 職業培訓</p> <p>Personal professional development 個人職業發展</p>
Customers 消費者	<p>Daily operation and promotion 日常經營及促銷</p> <p>Customer service center 客服中心</p> <p>Service hotline and the comment and complaints on Wechat, Mini-program, App and third-party platform 服務熱線及微信、小程序、APP、第三方平台評論及投訴意見</p> <p>Company website 公司網站</p>	<p>Service for the convenience and benefit of customers and sales promotions 便民、惠民、促銷活動</p> <p>Commodities/foods quality and safety 商品／食品質量安全</p> <p>Quality of commodities and services 商品及服務品質</p> <p>Feedback of complaints, advice and suggestions 投訴、建議、意見的反饋</p> <p>Privacy protection 隱私及保護</p>

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Stakeholders 持份者	Communication channels 溝通渠道	Issues of concern 關注的問題
Suppliers 供應商	<p>Business communication and interview 商務交流及面談</p> <p>Contracts/agreements 合同／協議</p> <p>Process of bid, quotation, procurement and provision 招／投標、報價、採購、供應過程</p> <p>Communication in industry channels and activities 行業渠道溝通及活動</p> <p>Company website 公司網站</p>	<p>Contract performance 履約情況</p> <p>Mutual benefit and long-term cooperation 互利共贏、長期合作</p> <p>Supplier management 供應商管理</p>
Community 社區	<p>Community communication 社區交流</p> <p>Provide community service and hold community activities 提供社區服務、舉辦社區活動</p> <p>Company website 公司網站</p>	<p>Commodity supply 商品供應</p> <p>Enterprise social responsibility 企業社會責任</p> <p>Community care to special communities 社區特殊人員關懷</p> <p>Knowledge of commodities quality, customer rights and interests 商品質量、消費者權益方面知識</p> <p>Commodities supply and sales promotion during festival periods 商品節期供應、促銷</p>

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ENVIRONMENTAL PROTECTION

The Group attaches great importance to environmental protection, strictly abides by the relevant laws and regulations of the country and the place of operation, including the Environmental Protection Law of the People's Republic of China, the Clean Production Promotion Law of the People's Republic of China, the Energy Conservation Law of the People's Republic of China, etc., and carries out the green business philosophy.

Emissions

The Group is not a manufacturing enterprise and therefore no consumption of resources including gases, oil and packaging material is involved. No hazardous or harmless substances are produced or emitted to the water or land, and there is no emission of waste gas. Therefore, no laws and regulations in these respects have a significant impact on the Group that require special compliance; The Group produces a small amount of harmless waste due to the use of office equipment and equipment in daily office work, including waste ink cartridges, waste toner cartridges, waste computers, waste lamps, etc., but these wastes are collected by the Group and stored and handed over to a qualified third party for treatment. Therefore, the Group's business activities do not have a significant impact on the environment and natural resources and one of the environmental goals of the Group is to minimise the impact of its business on the environment by further reducing waste. During the Reporting Period, the Group was not prosecuted for any violation of the relevant regulations on environmental protection.

環境保護

本集團高度重視環境保護的重要性，嚴格遵守國家及經營地相關法律法規，包括《中華人民共和國環境保護法》、《中華人民共和國清潔生產促進法》、《中華人民共和國節約能源法》等，貫徹綠色經營理念。

排放物

本集團並不屬於生產型企業，並不涉及氣體、油、包裝材料及其他原材料等資源的損耗，不會向水及土地排放及生產有毒有害或無害物質，亦不會排放廢氣，因此，在這方面沒有對本集團有重大影響的法律法規需要特別遵守；本集團在日常辦公中因使用辦公設備及器材會產生相關少量無害廢物，主要包括廢墨盒、廢硒鼓、廢計算機、廢燈管等，但這些廢物均由集團及各門店收集並交由具有資質的第三方處理，故本集團的業務活動等並不會對環境及天然資源產生重大影響，及本集團的其中一個環保目標是透過進一步減少廢棄物來盡量使其業務對環境的影響保持在一個低水平。於報告期間，本集團未有因違反與環保相關法例而遭受檢控的個案。

Use of Resources and Emissions

The Group supports environmental protection and strives to enforce sustainable development and advocates resources conservation, advocates for the conservation of resources, encourages energy saving measures and green offices, builds an information-based collaborative office platform, completes the whole process management of electronic contracts and electronic signatures, establishes an electronic approval process, improves electronic collection, sorting and reporting based on the actual work of various departments, improve working efficiency, and effectively implement low-carbon office work. Since 2015, the Group has established an energy system that meets the requirements of ISO50001, and conduct annual audits to ensure continued compliance. During the Reporting Period, the Group's energy management system successfully passed the certification. The Group has compiled "Energy Management Handbook" and "Carbon Emission Management Handbook" to strengthen the management of harmless disposal of energy and hazardous waste, reduce carbon emissions, and minimize the impact of business operations on the environment. The Group takes the following actions to rationally use resources and reduce environmental damage: (1) push for electronic collaboration, establish collaborative office platform, implement electronic submission of documents, reduce the circulation of paper documents; (2) establish electronic approval and data collection processes, realize electronic contract management, electronic approval process and electronic work tasks, and improve work efficiency; (3) register the use of paper and reduce the use of paper: the Group encourages all departments to reuse single-sided printing paper and use double-sided printing, and register the application of paper; (4) reduce the use of paper cups: stop applying for disposable paper cups in the office, set up sterile cup cabinets in the conference room and prepare mugs to replace the use of paper cups; (5) carry out online meetings and trainings, through telephone or third-party software to reduce the commuting time of meetings and the use of transportation. Meanwhile, meeting materials and training materials are transmitted online to reduce the use of paper; (6) encourage employees to use public transportation to reduce carbon emissions; (7) all units are required to make sure that the power is disconnected and confirmed by the security officer. The buildings of the Group's 24-hour security service, and the security will turn off the lighting or office equipment in the office area without presence of staff when patrolling. The Group performed well in energy conservation and carbon reduction and will continue to explore more effective ways to rationally use resources.

資源使用

集團支持環境保護，致力踐行可持續發展和宣揚愛惜資源，鼓勵節能措施及綠色辦公，搭建信息化協同辦公平台，完成電子合同、電子簽章全流程管理，建立電子化審批流程，結合各部門實際工作完善電子收集、整理、上報工作，提升辦事效率，有效落實低碳辦公。自2015年起，本集團既已建立起符合ISO50001要求的能源體系，並每年進行審核以保證持續合規；報告期內，本集團能源管理體系順利通過認證。本集團已編製《能源管理手冊》及《碳排放管理手冊》，以加強對能源和危險廢物無害化處置的管理，減少碳排放，最大程度降低由於經營運作對環境所造成的影響。本集團為資源合理使用、減少環境損害做出以下行動：(1)推行電子化辦公，搭建協同辦公平台，推行文件電子呈閱，減少紙質文件傳閱；(2)搭建電子審批、數據收集流程，實現合同管理電子化、審批流程電子化、工作任務電子化，提高工作效率；(3)登記紙張使用情況，減少紙張使用量：本集團鼓勵各部室重複利用單面打印的紙張以及雙面打印，並對紙張申領進行登記；(4)減少紙杯的使用：辦公室停止一次性紙杯申領，會議室擺放消毒杯具櫃並準備馬克杯以替代紙杯的使用；(5)推行通過電話、協同辦公平台會議或第三方軟件等線上方式進行會議、培訓，減少會議通勤時間及交通工具使用，同時會議材料、培訓資料等均通過線上方式傳送以減少紙張使用；(6)鼓勵員工使用公共交通工具減少碳排放；(7)要求各單位做到人走電斷，由安全員通過協同辦公平台上報斷電情況，集團公司樓宇設有24小時安保服務，安保人員在巡邏時會關閉無人辦公區未關閉的照明或辦公設備。在節能減碳方面，本集團表現良好，並將繼續探索更多有效方式合理利用資源。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Energy Management

The Group attaches great importance to energy conservation and emission reduction, reduces energy consumption, promotes green operation, and is committed to deepening the concept of energy conservation and emission reduction into every link of operation and corporate governance. In order to do a good job in energy consumption control, energy conservation and emission reduction, all stores and affiliated companies are required to use energy in strict accordance with the Group's "Water and Electricity Management Measures", "Drainage Management Measures" and "Gas Management Measures" and strengthen the management of external tenants in strict accordance with DB11/T 1159-2015: Department store, supermarket energy consumption quota calculation standard, optimize energy management. During the Reporting Period, as a state-owned enterprise, the Group took the lead in energy conservation and emission reduction, green low-carbon transformation, adhering to the concept of green development, invested in energy-saving projects, and invested in electric boiler transformation, circuit transformation, refrigeration equipment transformation and cooling tower installation frequency converter projects in 5 stores to reduce energy consumption. In addition, the Group has paid attention to the use of energy-saving equipment when upgrading equipment and facilities, and better promote the energy saving and emission reduction work of the Group. In 2023, total power consumption of the Group was 104,377.72 thousand kwh, consumption intensity was 0.61 thousand kwh per square meter. Moving forward, the Group will continue to strive to reduce energy consumption and targets to lower its energy consumption by implementing energy-efficient measures across all our operations, including existing stores and any future expansions. In the next reporting year, the Group will review its progress for more comprehensive planning of its energy reduction initiatives. This ongoing evaluation will enable us to adapt our strategies and continue making strides towards our goal of minimizing the environmental impact of our operations.

能源管理

本集團高度重視節能減排，減少能源消耗，推行綠色經營，致力於將節能減排理念深入運營及公司治理的每一個環節。為做好用能管控、節能減排工作，要求各門店、附屬公司嚴格按照集團《用水用電管理辦法》、《排水管理辦法》、《燃氣管理辦法》使用能源並加強對外租商戶的管理，嚴格執行《DB11/T 1159-2015：商場、超市能源消耗限額》的計算標準，優化能源管理。報告期內，本集團作為國有企業，帶頭進行節能減排、綠色低碳改造工作，秉承綠色發展理念，進行節能項目投資，並分別在5間店舖的進行電鍋爐改造、電路改造、製冷設備改造、冷卻塔安裝變頻器項目進行投資以降低能源消耗。另外，在進行設備、設施更新時注意節能設備的使用，更好促進集團公司節能減排工作。2023年，本集團消耗合計104,377.72千個千瓦時的電力，用電密度為每平方米0.61千個千瓦時。展望未來，本集團將繼續努力減少能源消耗，並透過在所有業務(包括現有商店和任何未來擴張)中實施節能措施來降低能源消耗。在下一個報告年度，本集團將檢討其進度，以更全面地規劃其節能計畫。這項持續的評估將使我們能夠調整我們的策略，並繼續朝著最大限度地減少我們的營運對環境影響的目標邁進。

Water Usage

Since the 20th National Congress of the Communist Party of China, in order to fully implement the spirit of the 20th National Congress of the Communist Party of China, we have implemented a comprehensive conservation strategy, accelerated the formation of a water-saving way of production and life, built a water-saving society, promoted the construction of ecological civilization, and promoted high-quality development. In response to and implementation of national policies, the Group has continuously strengthened water utilization and water-saving control measures to achieve comprehensive conservation. The Group is committed to addressing these challenges through good water conservation management practices. In order to reduce the consumption of water resources, the Group has made great efforts to promote water conservation, improve employees' awareness of water conservation, advocate water conservation measures and encourage water reuse. The Group hangs up the slogan "save water" in important places such as the toilets in the office area, the canteen sink and the bathroom in the dormitory, and continuously monitors the water consumption in the above places. The Group purchases and updates water-saving and water purification facilities and does everything possible to reduce water consumption and avoids unnecessary waste of water resources. The Group has sufficient water supply and has not encountered any problems in obtaining suitable water sources. Water consumption of the Group in 2023 was approximately 373,313 tons, consumption intensity was 2.18 tons per square meter. Looking ahead, the Group will continue to review and improve its water-saving measures continuously. The Group targets to increase its water consumption efficiency.

用水管理

二十大以來，為全面貫徹黨的二十大精神，實施全面節約戰略，加快形成節水型生產生活方式，建設節水型社會，推進生態文明建設，促進高質量發展。為響應並落實國家政策，本集團不斷加強水的利用與節水管控措施，全面節約。為減少水資源消耗，本集團大力進行節約用水宣傳，提高員工節水意識，大力提倡節約用水措施，鼓勵水的二次利用。在辦公區洗手間、食堂洗碗池、宿舍洗漱池等重要用水場所懸掛「節約用水」標語並持續監控上述場所的用水情況，採購、更新節水、淨水設施竭盡所能減少用水量，避免水資源不必要的浪費。本集團水源供應充足，在求取適用水源上未遇到任何問題。於2023年，本集團消耗合計約373,313噸用水量，用水密度為每平米2.18噸。展望未來，本集團將持續檢討及改善節水措施。本集團的目標是提高用水效率。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Use of Packaging Material

The National Development and Reform Commission, the Ecological Environment Department in January 2020 issued plastic limit “opinions on further strengthening plastic pollution treatment (《關於進一步加強塑料污染治理的意見》)”, the Beijing Municipal Development and Reform Commission, the Ecological Environment Department of Beijing Bureau also introduced plastic limit action plan “Beijing action plan of plastic pollution (《北京市塑料污染之行動計劃》)”, requiring by the end of 2020, supermarket forbids the use of non-biodegradable plastic bags. At the same time, it advocates green consumption, encourages and guides consumers to use reusable packaging materials such as environment-friendly cloth bags and paper bags, and encourages supermarkets to set up self-service and intelligent reusable shopping bag sales devices. During the Reporting Period, the Group actively responded to the requirements of the national and government plastic restrictions, bans and action plans, completed the elimination of traditional plastic products and replaced degradable plastic bags, and consumers can choose whether they need plastic bags through self-service cashier equipment in stores.

The Environment and Natural Resources

During the Reporting Period, the Group continues to unwaveringly implement the Beijing Municipal Life Waste Management Regulation (《北京市生活垃圾管理條例》) and the Group companies' requirements of “Domestic Waste Management Plan (《生活垃圾管理工作方案》)” to carry out the garbage classification regulation and the management, and inspection on garbage classification work. For those who do not conform to the requirements of the project rectification, the Group will integrate life garbage sorting into the store management and employees. The Group strictly implements garbage classification, jointly promotes the store environment improvement, so that consumers have a clean and tidy shopping environment, establishing a good environmental image of the enterprise.

包裝物的使用

國家發展改革委、生態環境部於2020年1月出台限塑令《關於進一步加強塑料污染治理的意見》，北京市發展和改革委員會、北京市生態環境局也出台限塑行動計劃《北京市塑料污染之行動計劃》，要求到2020年底，超市禁止使用不可降解塑料袋。同時，倡導綠色消費，鼓勵引導消費者使用環保布袋、紙袋等各類可重複利用包裝材料，鼓勵超市設置自助式、智慧化可重複利用購物袋售賣裝置。報告期內，本集團積極響應國家及政府限塑令、禁塑令及行動計劃的要求，完成傳統塑料製品的淘汰工作並全面更換可降解塑料包裝袋，消費者並可通過店鋪自助收銀設備選擇是否需要塑料袋。

環境及天然資源

報告期內，本集團繼續堅定不移地貫徹落實《北京市生活垃圾管理條例》，根據集團公司《生活垃圾管理工作方案》的要求，宣傳貫徹垃圾分類規定，落實管理，並對垃圾分類工作進行檢查，對於不符合項目要求整改，將垃圾分類植入店鋪管理及員工生活中。嚴格執行垃圾分類，共同促進店鋪賣場環境提升，讓消費者擁有乾淨、整潔的購物環境，樹立企業良好環保形象。

Climate Change and Response

Climate change is a common challenge for all mankind. Addressing climate change is related to the sustainable development of China and enterprises. Changes in the ecological environment, enterprises' response measures to extreme weather, emergency plans, preventive measures, and settings for advanced management are all challenges currently faced by the world. Global warming and ecological environment change are closely related to human survival. The increasingly sophisticated and detailed regulatory policies and measures of the government have made the Group aware that climate change is changing the competitive environment in the market and thus bringing risks to business operations: As external environmental risks faced by the enterprise, extreme weather such as storm, flood and drought caused by climate change and climate events such as global warming will affect logistics transportation, commodity supply and resource allocation of the Group. In order to cope with the climate change of the limit of exhaust emission reduction policy, the government promotes the low carbon operation concept. Consumers increasingly focus on enterprises' environment protection and resource conservation measures, and choose energy-saving product universally, which prompts the Group to speed up the pace of implementation of climate action, by means of scientific management methods, and to promote the sustainable development performance. The Group always pays close attention to climate change, weather forecast and early warning information in daily operation, and combines logistics, transportation and traffic conditions to reasonably reserve necessary supplies and emergency supplies to meet consumer demand, and manages emergency plans to deal with emergencies. At the same time, the Group will continue to strengthen the management of climate risks, further reduce operational emissions, and continue to promote the use of environmental protection and energy saving equipment and materials, so as to achieve parallel energy saving and emission reduction systems with scientific and technological means. For the energy conservation and emission reduction measures of the Group, please refer to the Use of Resources and Energy Management sections.

氣候變化應對措施

氣候變化是全人類的共同挑戰，應對氣候變化事關中國以及企業的永續發展，生態環境的變化，企業對極端天氣應對措施以及應急預案、防範措施、事前管理的設定，均全球當前面對的挑戰，全球變暖、生態環境變化與人類生存息息相關。政府日趨完善及詳盡的監管政策及措施，令本集團意識到氣候變化問題正在改變市場競爭的環境，從而給企業經營帶來風險：因氣候變化引發的諸如暴風雨、洪水、乾旱等極端天氣以及全球變暖的氣候事件作為企業面臨的外部環境風險，將影響本集團物流運輸、商品供應以及資源配置。政府為應對氣候變化出台的限排減排政策、對於低碳經營理念宣傳，消費者日趨關注企業對環境保護和節約資源採取的措施以及對於節能產品的選擇普適性，促使本集團加快實施氣候應對行動的步伐，借助科學的管理手段提升可持續發展表現。本集團時時關注氣候變化，密切關注日常經營中的天氣預報及預警信息，並結合物流、運輸情況、交通狀況等條件，合理儲備必備品、應急品以滿足消費需求，做好應急預案管理以應對突發狀況。同時，本集團將持續加強對氣候風險的管理，進一步減少營運排放，不斷推行環保、節能設備與材料的使用，做到節能減排制度與科學技術手段並行。關於本集團節能減排措施詳見資源使用及能源管理分節。

EMPLOYMENT POLICIES

Working Environment

The Group is strictly in compliance with the relevant laws and regulations including the “Labour Law of the PRC” and the “Labour Contract Law of the PRC” to create a fair and legitimate working environment as well as a healthy and safe working environment. Reasonable working hours and resting time are arranged for our employees. The Group has also established a labour union to protect various rights of all its employees.

Employment and Dismissal Policies

In accordance with the “Labour Law of the PRC” and the “Labour Contract Law of the PRC”, the Group established the “Staff Management Mechanism”, the “Objective Management System” and the “Education and Training Administration System” in respect of employees’ recruitment, promotion and dismissal policies. The Group will adjust employee’s compensation in strict accordance with the position, responsibilities, experience, achievement and performance of employees, and refer to the market rate to maintain the competitiveness of salary. Further, in order to maintain the competitiveness of employees and improve their quality, the Group makes training and promotion plans for employees, carries out pre-job training and on-the-job training courses for employees, and provides promotion platforms and channels to fully explore and stimulate the potential of employees and enable them to fully display their skills. During the Reporting Period, in accordance with the organizational structure of the Group, the implementation of two-way selection of all staff, level by level competition, stimulate work vitality. According to the employment policy of the Group, the Group will demote, transfer or even terminate the labor contract of the employee according to the seriousness of the violation of discipline.

僱傭政策

工作環境

本集團嚴格遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》等相關法律法規的要求，促進公平、合法的工作環境以及健康安全的勞動環境的建立，依法合理安排工作時間及員工休息休假時間。本集團設立工會組織，以保護全體職工的各项權益。

用工政策

本集團嚴格按照《中華人民共和國勞動法》及《中華人民共和國勞動合同法》的規定，針對員工招聘、晉升或解僱制定了《人事管理制度》、《目標考核管理制度》及《教育培訓管理制度》。本集團員工薪酬的制定標準嚴格按照員工的崗位、職責、經驗、業績、員工工作表現評定、調整，並適當考慮市場環境、參考市場水平，維持薪酬的競爭力水平。同時，為維持企業員工的競爭力、提升員工質素，本集團為員工制定培訓及晉升計劃，開展員工崗前培訓、在職培訓課程，提供晉升平台與渠道，充分發掘、激發員工潛能，讓員工技能得以充分展示。報告期間，按照集團組織架構，推行全員雙向選擇，逐級競聘，激發工作活力。按照本集團用工政策，集團公司將根據員工違紀情節嚴重程度，對其做出降職、調離崗位直至解除勞動合同的處理。

Equal Opportunity

The Group is deeply aware of the importance of equal opportunities, the economic benefits and that growth results of the enterprise must be equally distributed, self-actualization opportunities related to promotion must be equal. The Group has always been committed to providing equal growth opportunities for employees. The Group has established an efficient and equitable distribution mechanism and a fair competition mechanism for employees' self-growth. It provides abundant learning opportunities, practical work experience and career development guidance for employees to improve their professional skills and help them develop their potential, so as to maintain the healthy development of employees and the enterprise.

Employee Diversity Policy

The Group is deeply aware of the need to uphold inclusiveness and diversity. The Group provides equal career development opportunities and a good working atmosphere for employees, continuously improves employee welfare, strengthens communication and cooperation, and provides a diverse and inclusive working environment for employees. When recruiting candidates, the Group will take age, education background, experience, values and professional skills into comprehensive consideration to select suitable candidates. The Group organizes various activities for employees according to their gender, region, education background and personal background, so as to bring more communication space for employees. The open and transparent competition and selection system enables employees to feel equal opportunities, and make them willing to serve the enterprise. Discrimination or unfair treatment against employees is prohibited in recruitment, promotion, emolument approval, bonus payment and welfare payment due to their ethnic, nationality, belief, age, marital status, health status and other social status.

平等機會

本集團深知平等機會的重要性，深切了解企業的經濟效益和增長成果必須公平分配，與晉升有關自我實現的機會必須均等，也一直致力於為員工提供平等的成長機會。本集團已經建立效率兼顧公平的分配機制，員工自我成長的公平競爭機制，向員工提供豐富的學習機會、實踐工作經驗以及職業發展輔導，提升員工專業技能，幫助員工發揮潛能，以保持員工和企業的健康發展。

員工多元化政策

本集團深切意識到企業應秉持包容性與多元化，為員工提供平等的職業發展機會和良好的工作氛圍，持續提高員工福利，加強員工溝通合作，為員工提供多元共融的工作環境。本集團在招聘時會將應聘者年齡、教育背景、經歷、價值觀等與職業技能進行綜合考慮，選聘適格人員。本集團根據職工性別、地域、學歷、個人背景等不同，組織豐富多樣的職工活動，旨在給員工帶來更多的交流空間。公開、透明的競聘及選聘制度，讓員工感到機會公平，而願意為企業服務。禁止在招聘、晉升、薪酬審批、獎金、福利支付等方面因員工的民族、國籍、信仰、年齡、婚姻狀況、健康狀況和其他社會地位而歧視或不公平待遇。

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Welfare Policy

The Group respects and safeguards the rights of female employees, opposes and resists sexism. It arranges positions for female employees reasonably according to the job nature, so that female employees can enjoy equal and competitive remuneration and benefits as well as equal opportunities to develop their career. The Group also provides a “mothers’ room” especially for the convenience of female employees in need, thereby embodying caring corporate culture. The Group also provides “Special Disease Mutual Security Scheme for Working Female Employees” for female employees and settles claims in a timely manner. Specialized body check plans are also provided to female employees, according to the results of physical examination, health lectures are given to prevent diseases and improve health and safety awareness.

The Group has built a “reading corner” for the staff to encourage them to learn culture, acquire knowledge and organized a variety of group activities from time to time to enrich their spare-time.

The Group encourages and supports its staff to participate in physical exercise, by occasionally hosting sports programs such as table tennis, basketball and badminton competitions and provides its staff with fitness equipment for exercise.

The Group attaches great importance to the provision of assistance to employees in need and keeps improving the assistance system. Emergency assistance is available to employees in need and education subsidy is provided to employees with difficulties in supporting their children’s education.

The Group has set up its own staff canteen to provide the staff with safe and convenient breakfast and lunch. All staff are entitled to the food subsidies.

The Group pays attention to the health of employees and organizes medical examinations for employees free of charge.

福利政策

本集團尊重和保障女性員工權益，反對並抵制性別歧視。根據工作特性，合理安排女性員工崗位，保障女職工享有平等而具有競爭力的薪酬福利，提供平等的職業發展機會。本集團專門為女性員工提供一間「媽咪屋」，為有需要的女性員工提供便利，體現企業的人文關懷精神。本集團亦為女職工提供《在職女職工特殊疾病互助保障計劃》，對於出險女職工進行及時理賠；對女職工提供專項體檢，針對體檢結果進行健康講座，預防疾病，提高健康安全意識。

本集團為員工建立「圖書角」，倡導職工利用業餘時間豐富文化知識；並不時組織各種集體活動，豐富職工的業餘生活。

本集團鼓勵員工積極參與身體鍛煉，不時組織趣味運動賽；同時，亦提供健身器材供員工鍛煉使用。

本集團高度重視對困難職工的幫扶，不斷完善困難職工幫扶機制，對困難員工啟動應急救助活動，並對困難職工的子女讀書問題進行資助。

本集團亦已開辦員工食堂，為員工提供安全、放心、便利的早午餐，並且所有員工均享有伙食補助。

本集團關注職工身體健康，免費組織為職工進行體檢。

Employees Structure

The Group is mainly engaged in the wholesale and retail business of fast moving consumer goods. Therefore, a strong and stable workforce is needed to consolidate the normal and stable operation of the Group. Employees are also the performance of an enterprise's important competitiveness. As at 31 December 2023, the Group employed 4,370 employees.

The Group upholds the idea of providing a fair working environment. The principle of "equal pay for men and women for equal work" has been strictly implemented as well.

The employee structure of the Group is as follows:

By gender 按性別劃分	Male: 男性員工 :	1,816
	Female: 女性員工 :	2,554
By type of employment 按僱傭類型劃分	Fixed term: 固定期限的員工 :	1,618
	Variable terms: 不固定期限的員工 :	2,752
By age group 按年齡組別劃分	16-39 years old: 18歲至40歲的員工 :	1,349
	40 years old and above: 40歲及以上的員工 :	3,021
By location 按地區劃分	Beijing: 京籍員工 :	2,562
	Others: 非京籍員工 :	1,808

僱員架構

本集團主要從事快速消費品的批發零售業務，因此，需要強大穩定的員工隊伍夯實集團正常、穩健的營運。員工也是企業的重要競爭力的表現。截至2023年12月31日，本集團共有4,370名員工。

本集團一直崇尚提供公平的工作環境，嚴格實行男女同工同酬的標準。

本集團僱員結構如下表：

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Employee Turnover

During the Reporting Period, the turnover rate of employees in Group are as follows:

By gender 按性別劃分	Male: 男性員工 :	7.21%
	Female: 女性員工 :	7.79%
By type of employment 按僱傭類型劃分	Fixed term: 固定期限的員工 :	12.42%
	Variable terms: 不固定期限的員工 :	4.69%
By age group 按年齡組別劃分	16-39 years old: 18歲至39歲的員工 :	12.01%
	40 years old and above: 40歲及以上的員工 :	5.56%
By location 按地區劃分	Beijing: 京籍員工 :	6.01%
	Others: 非京籍員工 :	9.73%

Health and Safety

In accordance with the “Food Safety Law of the PRC” and relevant laws and regulations referring to the health management for the employees responsible for distributing food, the Group has established a “Health Management System for Employees” to ensure the health of employees and to purchase medical insurance for employees.

The Group pays attention to employees’ mental health and healthcare seminars on occupational hazards and disease prevention are regularly held to keep employees healthy. Trainings on occupational safety are also provided to employees.

僱員離職情況

報告期間，員工流失比率如下：

健康與安全

本集團按照《中華人民共和國食品安全法》及相關法律法規對流通領域食品經營人員健康管理的規定，制度本集團《從業人員健康管理制》，確保員工的身體健康，並為員工投保醫療保險。

本集團關注員工心理健康，定期對員工進行職業病危害防治健康講座，保持員工的健康心態。本集團亦為員工提供職業安全培訓。

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The Group has strictly complied with relevant safety laws and regulations including the “Safety Production Code of the PRC”, the “Law on Prevention and Control of Occupational Diseases of the PRC” and the “Rules on Supervision Labor Protection Articles”, designed the “Administrative measures for Distributing Labour Protection Appliances” for all the employees. The Group builds and keeps a high standard of healthy and safe working environment that does not jeopardize the health of employees, regularly inspects and maintains mechanical equipment in use and provides protection equipment and protective clothing to secure the occupational safety of employees. During the Reporting Period, the Group was never prosecuted for any violation of the relevant regulations on occupational safety.

The number and ratio of work-related deaths of the Group’s staff in the past three years are as follows:

Number of work-related fatalities	因工亡故的人數
Rate of work-related fatalities	因工亡故比率

本集團嚴格遵行《中華人民共和國安全生產法》、《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》等規定，為全體員工制定《勞動保護用品發放管理辦法》、建立及維持不會危害員工健康的高標準健康及安全工作環境、定期就所用機械設備作出檢查和保養、在有需要時為員工提供安全設備及防護衣物，以確保員工的職業安全。於報告期間未有因違反與職業安全相關法例而遭受檢控的個案。

過去三年，本集團員工因工亡故的人數及比率如下：

2023 2023年度	2022 2022年度	2021 2021年度
0	0	0
0	0	0

During the Reporting Period, the number of working days lost by the group’s employees due to work-related injury is 3,594.

報告期內，本集團員工因工傷損失工作日數為3,594天。

Training and Development of Employees

The Group upholds the corporate spirit of “connecting hearts while making profits with chain stores (連鎖連利連心)” and the corporate value of “integrity before interest, giving before taking (情義重於利益，奉獻先於索取)”. The Group views its employees as family members and focuses on their long-term development and provides a platform for employees to show their best and to help employees better realize their personal value, to achieve a win-win situation between the enterprise and employees.

僱員培訓及發展

本集團一直以「連鎖連利連心」為企業精神，堅持以「情義重於利益，奉獻先於索取」為企業價值觀。本集團將員工視為家人，著眼於員工的長遠發展，為員工提供展示平台，幫助員工更好的實現個人價值，達到企業與員工共贏。

With continuous innovation on the market-oriented of recruitment system and improvement on remuneration and benefits, the Group adapts to the keen competition of the labour market to achieve the goal of recruiting and retaining talents.

本集團不斷創新市場化人才選拔機制及不斷完善薪酬福利水平，以適應勞動力市場的激烈競爭，從而達到錄用人才及挽留人才的目的。

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The Group provides various specified trainings for frontline staff, headquarters staff, middle-ranking management and senior management according to the development plan of the Company, so as to provide a clear ladder of promotion for employees. Any employees can realize their value and achieve better development. The promotion mechanism of the Group is linked with performance assessment. By enhancing the management system of human resources and offering room for employees to further develop, the Group can inspire employees to be enthusiastic at work, thereby enhancing their professional and career development.

本集團根據公司的發展規劃，針對集團的全體員工，包含門店一線員工、集團總部人員、中層領導人員、高級管理人員等進行多種專項培訓，為員工提供了清晰的晉升階梯，使每一位有能力的員工都可以實現其價值，在企業中得到更好的發展。本集團設置與績效考核相掛鈎的職級晉升機制，不斷深化人力資源管控體系建設，為員工成長提供廣闊空間，激發員工工作熱情，推動員工的專業化、職業化發展。

In order to meet the needs of the functional departments, the Group broadens the employees' horizons, encourages employees to participate in external training, enhances their professional competence, and equips them with advanced concepts and skills in the industry to improve their working performance.

本集團為滿足職能部室的工作需要，開闊視野，推送員工參與外部培訓，提升員工專業能力，學習行業先進理念和方法技術，以促進工作的提升。

During the Reporting Period, all the store managers obtained store manager permit through training, thereby becoming the backbone of the Group.

報告期內，本集團全部店長經培訓取得店長崗位准入證，成為本集團中堅力量。

During the Reporting Period, the Group's training statistics are as follows:

報告期內，本集團培訓情況統計如下：

Internal training times: 91

內部培訓次數：91

External training times: 29

外部培訓次數：29

The percentage of employees trained by gender	按性別劃分的受訓僱員百分比	Male:	男員工：	39%
		Female:	女員工：	61%
The percentage of employees trained by employee category	按僱員類別劃分的受訓僱員百分比	General staff:	基層人員：	95.5%
		Middle and above management:	中層及以上管理人員：	4.5%
The average training hours completed per employee by gender	按性別劃分，每名僱員完成受訓的平均時數	Male:	男員工：	23
		Female:	女員工：	23
The average training hours completed per employee by gender	按僱員類別劃分，每名僱員完成受訓的平均時數	General staff:	基層人員：	23
		Middle and above management:	中層及以上管理人員：	70

Labour Standards

During the Reporting Period, there is no child and forced labour in the Group as it strictly complied with the requirements of the relevant laws and regulations such as the “Labour Law of the PRC” and the “Labour Contract Law of the PRC”.

To avoid employing child labour, the Human Resources Department of the Group would strictly examine valid identity cards of job applicants to verify their actual ages, resolutely putting an end to use of child labor. If there are any relevant violations, the Group will take immediate action to terminate such practices and impose appropriate penalties in accordance with relevant laws and regulations.

To safeguard the employees’ right, the Group has strictly complied with relevant labour laws and regulations regarding the working hours of the employees. Employees’ working hours, duty hours, resting time and holidays are well respected and are strictly arranged in accordance with relevant labour law and regulations. Any necessary arrangements of overtime work must be mutually agreed between the management and employees on a voluntary basis and any extra workload shall be fairly rewarded. The Group encourages employees to have a reasonable work-life balance, allocates work time reasonably, and makes a good work plan. There is no child labor or forced labour in the Group.

To ensure the employment conduct in its compliance with the laws and regulations, guarantee the employees’ full entitlement to the right to be informed, to participate, express and supervise and to prevent violations, the Group has publicized the current labour management system and established various channels to gather and integrate the feedback and complaint from staff, handled and resolved employees’ problems in a timely manner. If violation is found through verification, corresponding punishment will be given according to the level of violation and system requirements.

勞工準則

本集團於報告期間並無僱用童工或強制勞工，嚴格按照《中華人民共和國勞動法》、《中華人民共和國勞動合同法》及其他相關法律法規的規定執行。

為避免僱用童工，本集團人力資源部在招聘時嚴格核驗應聘者的有效身份證以核實其實際年齡，堅決杜絕使用童工。如有相關違法行為，本集團將立即採取行動終止此類行為，並依照法律法規及相關制度要求進行嚴肅處理。

為保障員工權利，本集團嚴格按照有關勞動的法律規定設定並執行員工的工作、值班、休息、休假時間。任何必要加班安排需經管理層與員工自願商定，且額外工作量均給予合理報酬。鼓勵員工合理平衡工作與生活的關係，合理分配工作時間，做好工作計劃。本集團概無任何童工或強制勞工的現象。

為確保本集團僱傭行為的合規，保障員工權益，維護員工知情權、參與權、表達權和監督權，防止違規情形的發生，本集團已將現行的勞動管理制度公開便於員工及時了解相關政策，並已設立各類渠道收集員工反饋及投訴信息，及時處理、解決員工各類問題。若經核查確實發現存在違反行為，則按違反程度以及制度要求作出相應處分。

OPERATING PRACTICES

Supply Chain Management

The number of retail suppliers was 510, and the number of wholesale suppliers was 673, including 13 international suppliers. Others were Chinese suppliers.

In the course of selecting suppliers, the Group would strictly abide by the Company's series of introduction systems, such as the "Supplier Classification Management Measures", the "Certificate of Claims and Purchase Accounts", the "Channel Introduction Supervision Standards", etc. and would consider a range of factors including the product quality, the supply capacity, reasonableness of price, service quality and business reputation while strictly reviewing information such as operational qualifications, licenses and testing reports on product quality in order to ensure that all products introduced by us are safe and reliable. We have entered into an agreement for sale and purchase with each supplier that we introduce, specifying the rights, obligations and related responsibilities of the suppliers explicitly and requesting the suppliers to provide regular testing reports of the products that they offer.

To regulate supplier management of the Group, improve the suppliers introduction and exit mechanism, promote purchasing link operation quality and efficiency, strengthen the risk prevention and control of purchasing, the Group adopts "Measures for the management of supplier introduction and withdrawal", makes clear in supplier selection and evaluation criteria, determines the elimination of suppliers according to the evaluation results and rectification. The Group evaluates the performance of suppliers periodically. Suppliers that do not meet the standards are required to complete necessary rectifications within a specified time frame. For suppliers that fail to carry out rectification, the Group will eliminate the supplier if necessary. The above practices apply to all suppliers of the Group.

營運常規

供應鏈管理

本集團零售業態供應商數量為510，批發業態供應商為673，其中國際供應商數量為13。

本集團在選擇供應商時，嚴格遵守公司一系列的引進制度，如《供應商分級分類管理辦法》、《索證索票和進貨台賬管理制度》、《渠道引進監督標準》等，會考慮供應商產品質量、供貨能力、合理價格、優良服務、商譽信譽等因素，嚴格審核供應商的生產經營資質、牌照以及產品合格檢測報告等資料，確保所引進的產品安全、可靠。與每個引進的供應商簽訂採購協議，明確供應商的權利義務及相關責任，要求供應商定期提交所供應商品的檢測報告。

為規範集團公司供應商管理，完善供應商引進、退出機制，提升採購環節運行質量和效率，加強採購環節風險防控，本集團制定《供應商引進、退出管理辦法》，明確供應商選擇、評估標準，並根據評估結果、需整改情況等，確定淘汰供應商。本集團會定期評估供應商的表現，對於評價結果不達標供應商要求限期整改，對於未整改的供應商，本集團將在必要情況下淘汰該供應商。上述做法適用於本集團所有供應商。

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In order to speed up the introduction of new products, increase customers' sense of fresh experience and store operation vitality, and improve the management mechanism of new product entry, the Group has set up a new product introduction review committee to review the introduction of new products. The committee will determine the new products for trial sale according to the introduction reasons, market status and estimated situation. After the trial sale period, the contribution of the new products will be assessed by indicators to confirm whether they are turned into normal products, so as to increase the highlights of new products for marketing and maintain the product competitiveness of the Group.

The Group attaches great attention to the production environment of the supply chain. For suppliers involving in food production, we strictly abide by the provisions of the Food Safety Law of the PRC to ensure a safe and reliable production environment and periodically carry out assessments to ensure compliance.

The Group is concerned about the use of environmentally friendly products and services by its suppliers. Environmental considerations are taken into account in the selection of suppliers, and suppliers are assessed through review of the documents and field surveys of production facilities and work processes. To ensure sustainability of suppliers and compliance with the Group's requirements on environmental considerations the Group conveys the idea of sustainable development to suppliers by keeping an open communication channel, information sharing and joint support.

為加快新品引進速度，增加顧客的新鮮體驗感和門店經營活力，完善新品進入管理機制，本集團成立新品引進評審委員會對新品引進進行評審。委員會根據對引進理由、市場現狀、預估情況確定試銷的新品，試銷期滿對其貢獻度進行指標考核，確認是否轉為正常商品，為營銷增加新品亮點，維護集團商品競爭力。

本集團高度關注供應鏈的生產環境，對於涉及食品方面的供應商，本集團會要求其嚴格遵守《中華人民共和國食品安全法》的規定，確保生產環境安全可靠並定期進行評估以確保合規。

本集團關注供應商對環保產品及服務的使用，並在篩選供應商時考慮環保因素，並通過資料形式審查及對生產設施及工作流程進行實地調查的方式對供應商進行考核。為確保供應商的可持續發展並符合本集團的環保因素要求，本集團透過與供應商維持開放的溝通管道、信息分享、共同支持等方式向供應商傳達可持續發展的理念。

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Food Safety/Product Responsibility

The Group spares no efforts in promoting the knowledge of food safety and offering trainings to procurement staff, store managers and relevant employees on the relevant laws and regulations including the “Food Safety Law of the People’s Republic of China. To better enforce the food safety management work and to eliminate the hidden risks of food safety issues, the Group strictly monitors the quality of the products pursuant to the “Food Safety Law of the PRC”, the “Product Quality Law of the PRC” and the requirements of other relevant laws and regulations. New channels and new products are reviewed and approved strictly according to the Group’s quality standards. On-site inspections on newly introduced channels and high risk channels are carried out to ensure that disqualified channels will not be introduced. The operation headquarters have enhanced food safety inspections and paid close attention to shelf life of goods, to ensure that consumers are provided with safe and reliable food.

During the Reporting Period, no products sold or shipped had to be recalled for safety and health reasons.

During the Reporting Period, the number of complaints received by the Group regarding products and services is 1,121, and the above complaints have all been resolved by the functional departments of the Group. The Group attaches great importance to consumers’ shopping experience and feedback. In order to further improve the effectiveness of the immediate handling of complaints and improve the working ability of handling personnel, the Group has revised the handling procedures for immediate handling of complaints and held special training. In accordance with the regulatory authorities’ requirement of one hundred days without incident, the Group has adopted “daily reminders, weekly analysis, and monthly reviews” to analyze the specific reasons for complaints and each corrective measure to ensure there are no incidents.

食品安全／產品責任

本集團大力普及食品安全知識，對採購人員、門店店長及相關崗位人員等進行《中華人民共和國食品安全法》等相關法律法規的培訓。為更好的落實食品安全管理工作，排除食品安全隱患，本集團按照《中華人民共和國食品安全法》、《中華人民共和國產品質量法》及其他相關法律法規的要求對商品質量進行嚴格監控，嚴格按照質量標準對新渠道和新商品進行審核准入，並對新引進渠道和高風險渠道進行實地考察，不符合質量要求的渠道一律未予引進。營運本部加大食品安全檢查力度，關注在售商品的保質期，向消費者提供安全、放心的食品。

報告期內，未發生已售或已運送產品中存在因安全與健康理由而須回收的情形。

報告期內，本集團收到的有關產品及服務投訴數量為1,121件，上述投訴案件均已通過本集團各職能部門解決。本集團重視消費者的購物體驗及反饋，為進一步提升接訴即辦工作成效、提高辦件人員工作能力，對接訴即辦工作辦理辦法進行修訂並舉行專項培訓，按照監管機關百日清零行動要求，採取「日提醒、週分析、月復盤」，逐件分析投訴具體原因及整改措施，推進清零行動落地。

Intellectual Property Protection

The Group has been determined to actively maintain and protect the intellectual property, and respect the achievement of intellectual property. The Group continues to improve the intellectual property management and control system, and ensure legal authorization has been obtained in respect of all types of intellectual property rights.

The Group attaches great importance to raising the awareness of intellectual property protection and comprehensively nurtures a culture of respecting and protecting intellectual property. By improving employees' ability to apply intellectual property in actual work, the Group is able to effectively reduce intellectual property risks.

Commodity Inspection and Recycling

The Group strictly abides by the provisions of the "Food Safety Law of the PRC" and provides accurate and complete information such as product labels.

The Group is also in compliance with the provisions of the "Advertising Law of the PRC", and there is no false advertising.

The Group applies for certification and ticket inspection for all types of commodities to ensure that the commodities have legitimate sources, carries out cold chain inspection for refrigerated and frozen commodities, and carries out pesticide residue inspection for agricultural and sideline products to ensure the safety of consumers.

The Group has already established a series of product management systems including the management instructions for the expiry date of commodities and quality manuals, so as to guarantee the quality and safety of the commodities to be sold. If the consumer intends to return the goods, the retail store shall follow the specific rules related to return and refund operation methods for relevant goods formulated by the Group.

知識產權保護

本集團一直以來致力於積極維護及保障知識產權，尊重知識產權成果，本集團不斷完善知識產權管理及管控制度，並保證本集團涉及知識產權領域方面，均取得合法授權。

本集團高度重視提高知識產權保護意識，全面培養尊重及保護知識產權的文化。透過提升員工在實際工作中運用知識產權的能力，本集團得以有效降低知識產權風險。

商品檢查與回收

本集團嚴格遵守《中華人民共和國食品安全法》的規定，確保對於諸如產品標籤等所標註信息準確、完整。

本集團亦嚴格遵守《中華人民共和國廣告法》的規定，不存在虛假宣傳情形。

本集團對全品類商品索證、索票檢查以保證商品具有合法來源，對於冷藏冷凍商品進行冷鏈檢查，對於農夫產品進行相關農藥殘留的檢查，保證消費者入口安全。

本集團已制定商品保質期管理制度、質量手冊等商品管理制度以確保銷售的商品的質量與安全。若消費者擬對購買商品進行退貨，則零售店鋪應按照本集團制定的有關商品具體退貨退款操作辦法執行。

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As a wholesale and retail service provider, the Group does not manufacture any products. Therefore, no products were recalled for safety and health reasons during the Reporting Period. If there is actual evidence that the products sold by the Group have quality problems, the Group will directly return the defective products to the supplier through retail or wholesale channels, thereby restricting their access to the market circulation. As for the quality problems of the products that have been sold, the products will be destroyed directly by the regulatory authorities or by the suppliers and will not enter the market again.

Consumer Right and Interest Protection

The Group strictly adheres to the requirements under the “the Protection of the Rights and Interests of Consumers of the PRC” and other relevant laws and regulations, and pays attention to the protection of the consumers legal rights. The Group also set up a special functional department to handle issues with consumers.

The Group strictly observes the “Personal Information Protection Law of the PRC”. The Group is highly concerned about the protection of consumers’ privacy and constantly improves the data protection system. Any person who has access to personal or the Group data is required to fulfill the obligation of confidentiality. The Group undertakes that the relevant data obtained through normal consumption will not be disclosed or used for other purposes.

Anti-corruption

The Group expects all staff to remember and strictly comply with the relevant laws and regulations including the “Anti-corruption and Bribery Act of the PRC”, the “Anti- Money laundering Law of the PRC” and the “Discipline Inspection and Supervision Law of the PRC”, and requires all employees to be self-disciplined and upright that they would not accept any corruption and kickback. No one is allowed to take advantage of their position to misappropriate funds and property or abuse power for personal gains.

本集團作為商品批發及零售的服務商，不生產任何產品，故報告期內，概無因安全及健康原因須召回的產品。若有確鑿證據證明本集團銷售的產品存在質量問題，本集團將會對問題產品通過零售或批發渠道直接退回供應商，從而限制其進入市場流通；而對於已經銷售的產品存在質量問題，則該產品直接被監管部門銷毀或由供應商銷毀，亦不會再次進入市場流通。

消費者權益保護

本集團嚴格遵守《中華人民共和國個人信息保護法》。本集團嚴格遵守《中華人民共和國消費者權益保護法》及其他相關法律法規的規定，在日常經營活動中，注重保護消費者的合法權利，並設立專業部門處理與消費者之間的問題。

本集團高度關注對於消費者的隱私保護，不斷完善數據保護系統，對於任何可接觸個人或集團數據的人員，要求其履行保密義務。本集團承諾對於通過正常消費環節所獲取的有關數據，絕不會洩露或用於其他目的。

反貪污

本集團要求員工始終牢記並嚴格遵守《中華人民共和國刑法》、《中華人民共和國反貪污賄賂法》、《中華人民共和國反洗錢法》、《中華人民共和國紀檢監察法》等規定，要求所有員工廉潔自律，不貪污、不接受任何回扣。任何人不得利用職務之便擅自挪用資金和財產，不得以權謀私。

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The Group monitors and prevents illicit transactions such as bribery, extortion, fraud and money laundering through the following measures:

本集團通過以下措施監督、防止賄賂、勒索、欺詐及洗黑錢等不正當交易：

1. The Group has established the Discipline Inspection and Supervision Department to accept reports, conduct investigations, and investigate and handle certain cases, in an attempt to prevent the staff from corruption.
2. Implement national laws, regulations and rules on anti-corruption, strengthen publicity and education for employees to consciously resist all kinds of corruption.
3. Cooperate with suppliers or partners to supervise employees' behaviors by signing anti-corruption agreement or relevant supplementary agreement and provide reporting channels to receive evidence and being supervised.
4. Internal audit.

- 1、本集團設立紀檢監察部門，用於接受舉報、開展調查、問題查處，以防範員工的不廉潔行為。
- 2、貫徹執行國家關於反貪污方面的法律、法規、規定，加強對員工宣傳教育，自覺抵制各種貪污行為。
- 3、通過與供應商或合作夥伴簽訂廉政協議書或相關補充協議，協同供應商或合作夥伴監督員工行為，並提供舉報渠道接收線索並接受監督。
- 4、內部審計

Working process of Discipline Inspection and Supervision Department of the Group:

本集團紀檢監察部門工作流程：

Supervisory complaint channels: hotline and email address for report, petition letter, complaint.

監督投訴途徑：舉報電話、舉報郵箱、信訪、投訴等

Working system: "Petition working System", "Receiving and visiting safety emergency work plan"

工作制度：《信訪工作制度》、《接訪安全工作應急預案》等

Supervision methods: daily supervision, key supervision, special supervision, by entering the daily management WeChat group, attending special meetings, discussions with key project related person, actively collect relevant information to perform the supervision function.

監督方式：日常監督、重點監督、專項監督，通過進入日常管理微信群、列席專項會議、與重點項目相關負責人座談、積極收集相關資料等履行監督職能。

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Working principle: pay close attention to the key inspection standard, closely observe the implementation of the standard, closely observe the implementation of the results, closely observe the implementation of the results.

Handling method: issue “prompt letter”, “Registration Form of Supervision” and “Supervision Proposal” in accordance with regulations, punish those who violate rules and disciplines.

To enhance the consciousness of the specification, the red line consciousness, strengthen the education of clean industry to the key post stuff of the Group and promote employees honest professional consciousness, during the Reporting Period, the Group carries out the warning education training to the directors and staff time after time, such as the important system of procurement staff training and warning education training projects for backbone personnel including anti-corruption related topics.

During the Reporting Period, the Group and its employees were not involved in any lawsuits involving corruption, bribery and money laundering.

Community Engagement

The Group has constantly paid attention to the needs of society. It cares for people in the community through setting up convenience stores in the community, contributing to society and thereby fulfilling the corporate social responsibility. During the Reporting Period, the Group had 44 Community Fresh Stores and 25 Community Convenience Stores.

工作原則：緊盯關鍵查規範、緊盯規範查執行、緊盯執行查結果、緊盯結果查落實。

處理方式：依規出具《提示函》、《督查情況登記表》、《監察建議書》，對違規、違紀人員給予處分。

為強化規範意識、紅線意識，加強對集團重點崗位人員廉潔從業的教育以及促進員工廉潔從業自覺性，於本報告期內，集團對董事及員工開展多次警示教育培訓，例如對採購人員進行的重要制度培訓以及骨幹人員警示教育專題培訓包括與反腐敗相關的題目。

於本報告期內，本集團及員工並未牽涉任何貪污、行賄受賄、洗錢活動之法律案件。

社區參與

本集團長期關注社會需求，通過開設社區便利店、社區生鮮店的形式，關懷社區民眾，回饋社會，踐行企業社會責任。於報告期間，本集團共有社區生鮮店44間、社區便利店25間。

In order to improve the store service supervision and control mechanism, strengthen the exchange and communication with customers, further broaden social supervision channels, and constantly improve the service quality of the enterprise, the Group has formulated the supervision mechanism of voluntary supervisors to give full play to the role of voluntary supervisors in social supervision. During the Reporting Period, the Group held two seminars for voluntary supervisors, and 58 stores participated in the discussions and exchange summary of the symposium separately. During the meetings, each store made specific introductions to corporate culture, development process, store operation, service work and other links. Some of the store manager attended the meeting in person, they reported on corporate culture, fresh food management, food safety and online platform management. And the voluntary supervisors were invited to guide the adjustment of category management, and the supervisors recognized the reclassification and adjustment of shelf goods. The supervisors also actively affirmed the advantages of the store operation and service work, they said that, especially in the past three years of fighting the epidemic, Jingkelong has guaranteed the daily necessities of community residents, stabilized local prices, assumed social responsibilities, and cooperated with the various epidemic prevention work of the community despite the fear of danger in the special period especially during the anti-epidemic process. At the same time, opinions and suggestions were also put forward to focus on door-to-door delivery for disabled elderly that live alone, establishing a WeChat consumer group for residents, and carrying out community co-building activities. In view of the opinions and suggestions put forward by the supervisors, the stores have made careful records and in-depth studies, and found feasible solutions to meet the needs of consumers and improve customer satisfaction.

本集團為完善服務監督制約機制，加強店舖與消費者之間的溝通，拓寬社會監督渠道，及時獲取消費者的消費需求，不斷提升企業服務質量，制定了義務監督員機制以充分發揮義務監督員的社會監督作用。報告期間，本集團舉辦兩期義務監督員座談會，58家門店參與座談並進行座談會小結，會議中各門店針對企業文化、發展歷程、門店經營、服務工作等環節做了具體介紹，部分門店店長親自出席座談，針對企業文化、生鮮經營、食品安全、線上平台管理方面做了匯報；並請監督員對現階段正進行的品類管理調整進行指導，監督員對貨架商品重新歸類調整表示認可。各位監督員對門店經營及服務工作的優勢給予了肯定，尤其對過去三年疫情的抗疫過程中，京客隆集團保障社區居民生活物資，穩定當地物價，承擔社會責任，在特殊時期不怕危險依然能配合社區的各項防疫工作給予了肯定，同時也提出了希望關注為孤殘老人送貨上門、建立居民微信消費群和開展社區共建活動等意見和建議。針對監督員們提出的意見和建議，集團相應職能部門與門店都進行了認真記錄和深入研究，並找出切實可行的解決辦法，盡力滿足消費者需求，提高顧客滿意度。

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On the eve of “15 March” in 2023, the Group launched a March 15 opinion soliciting exercise with the theme of “Boosting consumer confidence”, 29 voluntary supervisors walked into the store to express opinions and suggestions on commodity quality, commodity price, category of commodity, member promotion price and service quality, and pointed out the deficiencies and improvements in the daily operation and management of stores, shopping environment, shopping experience, safety measures, commodity price tags, etc. Among them, 9 voluntary supervisors participated in the unannounced visit of the store. In response to the feedback of the voluntary supervisors, the Group pays attention to the problems, and required the corresponding stores to rectify, and to provide timely feedback to the corresponding functional departments for reference and follow-up on the opinions and suggestions of the voluntary supervisors, so as to effectively focus on consumers and enhance the shopping experience.

During the period around 15 March 2023, the Group carried out activities to commemorate the International Day of Consumer Rights under the theme of “boosting consumer confidence”. Various stores promoted the theme of consumer rights protection by means of broadcasting, banners, “Serving You” WeChat group, etc., and various stores organized rights protection consultation activities by setting up information desks, contacting local sub-district offices or market supervision and management agencies, publicized the “Protection of Consumer Rights and Interests” and food safety knowledge to consumers, answered questions on-site, accepted complaints, distributed publicity materials, etc., and guided consumers to consume scientifically and rationally. By carrying out the “3.15” activity, the Group will strengthen the contact between enterprises, service personnel and consumers, improve the service awareness and work responsibility of employees, strengthen the supervision of commodity quality in the daily management center, carefully listen to the demands of consumers, correctly treat the complaints and grievances of consumers, and earnestly respect and protect the right of supervision of consumers, implement the “customer-centric” business philosophy, build a brand image with honesty and trustworthiness, and win the trust and recognition of consumers.

2023年「3.15」前夕，本集團開展以「提振消費信心」為主題的3.15意見徵集活動。29位義務監督員走進店鋪，對門店日常經營過程中的商品質量、商品價格、商品品類、會員促銷價格、服務質量等方面發表意見、建議，指出對門店日常經營管理問題、購物環境、購物體驗、安全措施防範、商品價簽等的不足與需要改進之處，其中9位義務監督員參與門店暗訪工作。針對義務監督員反饋的問題，集團公司予以注重，並要求相應店鋪進行整改，對於義務監督員提出的意見、建議，及時反饋給相應職能部室進行參考跟進，切實以消費者為中心，加強購物體驗。

2023年「3.15」期間，本集團圍繞「提振消費信心」的主題開展國際消費者權益日紀念活動，各店鋪利用廣播、條幅、「為您服務」微信群等方式進行消費維權主題宣傳，各店鋪通過設立諮詢台、聯繫屬地街道辦事處或市場監督管理機構等方式舉辦維權諮詢活動，向消費者宣傳《消費者權益保護法》和食品安全知識，現場解答、受理投訴、發放宣傳資料等，引導消費者科學、理性消費。通過開展「3.15」活動，加強企業、服務人員與消費者的聯繫，提高員工服務意識和工作責任心，在日常管理中心加強對商品質量的監控，認真傾聽消費者的訴求，正確對待消費者的投訴和抱怨，切實尊重和保護消費者的監督權，貫徹落實以「顧客為中心」的經營理念，用誠實守信打造品牌形象，贏得消費者的信賴與認可。

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The Group has been distributing the “Red Heart Service Card (愛心服務卡)” to the needy in the community for 13 years. The service targets include community residents with temporary difficulties and long-term needs, such as elderly people, disabled persons with mobility difficulties, elderly people who are ill in bed, empty-nest elderly with no one to take care of them and blind people. This activity is committed to solving the shopping difficulties for residents in need, and passing true feelings and love to the community residents in need of help through the “Love service card”. During the reporting period, the Group arranged and deployed the “Corporate Culture Promotion Month” to carry out “Love Service” featured activities, delivered goods to loving service objects in 57 communities for more than 216 times, involving RMB30,000 of commodities. Our stores help the elderly to carry out sanitation and cleaning work while helping the elderly to deliver goods, and send rice, oil and other love condolences during the festival. A small love service card reflects the political responsibility and mission of the state-owned enterprises of Jingkelong.

The Group encourages employees to care for people in need in society, promotes its corporate culture and fulfills corporate social responsibility.

本集團已連續十三年開展「愛心服務卡」活動，為社區困難民眾發放「愛心服務卡」。愛心服務對象包括臨時遇到困難的以及長期需要幫助的社區居民，比如臥病在床的老人、行動不便的殘疾人、身邊無人照顧的空巢老人、盲人等。此項活動致力於為確有需要的居民解決購物難處，通過「愛心服務卡」將真情和愛心傳遞給需要幫助的社區居民。報告期間，本集團安排部署「企業文化宣傳月」之做好「愛心服務」特色活動，為57個社區的服務對象送貨上門216次，涉及商品金額3萬餘元。店舖在幫扶老人送貨的同時還會幫助老人進行衛生清理工作，節日期間送去大米、油等愛心慰問。一張小小的愛心服務卡映射出京客隆人的國企政治責任與使命擔當。

本集團亦鼓勵員工積極關懷有需要的社會人士，宣傳企業文化，履行企業社會責任。

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Social Responsibility

During the Reporting Period, in order to implement the annual task arrangement of Chaoyang District SASAC counterpart help, the Group purchased rice from the Chaoyang District Double Innovation Center and donated street lamps for the counterpart help village of Zhuozi County, Inner Mongolia. The Group concentrated publicity and display of more than 60 kinds of commodities in urban counterpart assistance areas to promote their sales, promote rural revitalization work with practical actions, and demonstrate the responsibility of state-owned enterprises.

At the end of July 2023, in order to cope with the heavy rainstorm disaster in Beijing, the Group did a good job in the coordination and interaction of sales, procurement and distribution, increased the reserve of storage-resistant vegetables, and ensured distribution, and fully guaranteed market supply and price stability.

In August 2023, affected by the discharge of nuclear wastewater from Japan to the sea, in order to cope with the sudden surge in sales of edible salt, the Group arranged special personnel to organize the supply of food salt in the salt company, dock logistics matters, ensure that the supply of edible salt in the store was sufficient, and solemnly promised the society not to drive up or raise prices.

The Group actively fulfills its role as a state-owned enterprise and fulfills its social responsibility for high-quality development.

社會責任

報告期間，為落實朝陽區國資委對口幫扶年度任務安排，從朝陽區雙創中心採購大米，並為內蒙古卓資縣對口幫扶村捐建路燈。對示60餘種市區對口幫扶地區商品進行集中宣傳展示，促進其銷售，以實際行動助推鄉村振興工作，彰顯國企擔當。

2023年7月底，為應對北京特大暴雨災害，本集團做好營採配協調聯動，增加耐儲蔬菜的儲備，並保證配送，全力保障市場供應和價格穩定。

2023年8月，受日本核廢水排海影響，為應對突發食用鹽銷量激增現象，本集團安排專人在鹽業公司組織貨源、對接物流事項，確保店鋪食用鹽貨源充足，並向社會鄭重承諾不哄抬、不漲價。

本集團積極踐行國企擔當，履行高質量發展社會責任。

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<p>Aspect A3: The Environment and Natural Resources 層面A3：環境及天然資源</p> <p>KPI A3.1 關鍵績效指標A3.1</p>	<p>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。</p>	<p>THE ENVIRONMENT AND NATURAL RESOURCES 環境及天然資源</p>
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Subject Areas, Aspects and KPIs 主要範疇、層面及關鍵績效指標	Description 描述	Section 分節
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AUDITOR'S REPORT

審計報告

Da Hua Shen Zi [2024] No. 0011001493

大華審字[2024] 0011001493號

To The Shareholders Of Beijing Jingkelong Company Limited:

北京京客隆商業集團股份有限公司全體股東：

I. AUDIT OPINION

We have audited the accompanying financial statements of Beijing Jingkelong Company Limited (the "Jingkelong Company"), which comprise the consolidated balance sheets and the balance sheets of Jingkelong Company as at 31 December 2023, the consolidated income statement and the income statement of Jingkelong Company, the consolidated statement of changes in shareholders' equity and the consolidated cash flow statement of the Group and the statement of changes in shareholders' equity and the cash flow statement of Jingkelong Company for the year then ended at 2023, and other certain explanatory notes.

In our opinion, the financial statements give a true and fair view of the financial position of Jingkelong Company and the Group as at 31 December 2023 and of financial performance and cash flows of Jingkelong Company for the 2023 year then ended in accordance with the Accounting Standards for Business Enterprises.

一、審計意見

我們審計了北京京客隆商業集團股份有限公司(以下簡稱京客隆公司)財務報表，包括2023年12月31日的合併及母公司資產負債表，2023年度的合併及母公司利潤表、合併及母公司現金流量表、合併及母公司股東權益變動表以及相關財務報表附註。

我們認為，後附的財務報表在所有重大方面按照企業會計準則的規定編製，公允反映了京客隆公司2023年12月31日的合併及母公司財務狀況以及2023年度的合併及母公司經營成果和現金流量。

AUDITOR'S REPORT

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II. BASIS FOR AUDIT OPINION

We performed our audit in accordance with the Chinese Auditing Standards for Certified Public Accountants. The Auditor's Responsibility for Auditing Financial Statements section of the audit report further explains our responsibilities under these standards. In accordance with the Code of Ethics for Chinese Certified Public Accountants, we are independent of Jingkelong Company and fulfill other responsibilities in terms of professional ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

III. KEY AUDIT MATTERS

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

We determine that the following matters as key audit matters are required to be communicated in the audit report.

1. Recognition and measurement of wholesale and retail income
2. Accounts receivable credit loss allowance

二、形成審計意見的基礎

我們按照中國註冊會計師審計準則的規定執行了審計工作。審計報告的「註冊會計師對財務報表審計的責任」部分進一步闡述了我們在這些準則下的責任。按照中國註冊會計師職業道德守則，我們獨立於京客隆公司，並履行了職業道德方面的其他責任。我們相信，我們獲取的審計證據是充分、適當的，為發表審計意見提供了基礎。

三、關鍵審計事項

關鍵審計事項是我們根據職業判斷，認為對本期財務報表審計最為重要的事項。這些事項的應對以對財務報表整體進行審計並形成審計意見為背景，我們不對這些事項單獨發表意見。

我們確定下列事項是需要在審計報告中溝通的關鍵審計事項。

1. 批發及零售收入的確認和計量
2. 應收賬款預期信用損失計量

3.1 Recognition and measurement of wholesale and retail income

Refer to IV (21) and VI (39) of Notes to the consolidated financial statements.

3.1.1 Description

As stated in Note VI (39) “operating income and operating cost” in Notes to the consolidated financial statements, Jingkelong Company’s wholesale income is RMB5,495.7460 million which is 64.72% of operating income and retail income is RMB2,977.3129 million which was 35.06% of operating income in the year 2023 (wholesale income was RMB5,245.5538 million which is 60.56% of operating income and retail income was RMB3,398.3620 million which was 39.24% of operating income in the year 2022). Wholesale and retail revenue are the key components of Company’s operating income and the amount is significant. In addition, due to revenue is one of Jingkelong Company’s key performance indicators, there is an inherent risk that management will manipulate the timing of revenue recognition in order to achieve a specific goal or expectation. Thus, we identify and measure wholesale and retail income as the key audit matters.

3.1.2 How our audit addressed the key audit matter

In terms of wholesale and retail income, our procedures included, amongst others:

- (1) We checked accounting policies related to recognizing wholesale income and retail income of Jingkelong Company and evaluated the design of internal controls related to the revenue cycle and test the effectiveness of key internal controls operations;

(一) 批發及零售收入的確認和計量

相關信息披露詳見財務報表附註一四.(二十一)和六.39

1. 事項描述

如京客隆公司合併財務報表和財務報表附註六.39「營業收入和營業成本」所示，京客隆公司2023年度批發收入為549,574.60萬元，佔營業收入的64.72%，零售收入為297,731.29萬元，佔營業收入的35.06%（2022年度批發收入為524,555.38萬元，佔營業收入的60.56%，零售收入為339,836.20萬元，佔營業收入的39.24%），批發及零售收入是京客隆公司營業收入的主要組成部分，金額重大，且由於收入是公司的關鍵業績指標之一，從而存在管理層為了達到特定目標或期望而操縱收入確認時點的固有風險，因此，我們將批發及零售收入的確認和計量確定為關鍵審計事項。

2. 審計應對

針對批發及零售收入的確認和計量，我們實施的主要審計程序如下：

- (1) 我們覆核了京客隆公司批發及零售收入確認的會計政策，評估了與收入循環相關內部控制的設計，並測試關鍵內部控制運行的有效性；

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- (2) In terms of wholesaling business, along with analytic review, we also checked signed sales contracts, delivery records, customer acceptance records, relevant accounting vouchers and their supporting documents (including Notice of Delivery, Invoices, Bank receipts, etc.), and we also select some customers to conduct letters to confirm whether the record of sales revenue is true and complete;
- (3) In terms of retailing business, subsequent to solid analytical review, we selected some stores and observed the operation situation on the spot, according to the distribution and operation performances of retail stores. In addition, we checked the sales list daily report of the retail store, the commodity sales financial accounting vouchers and check to the bank statements;
- (4) Our internal IT experts conducted company-level IT audit, which including: IT general control tests and application control tests. As information system played an important part in wholesaling and retailing business, our internal IT experts performed a detailed check on the revenue related stock movement data;
- (5) For sales revenue recognized before and after the balance sheet date, a sample is taken to check supporting documents to assess whether sales revenue is recognized in the appropriate period.
- (2) 對於批發業務，除進行分析性覆核外，我們檢查了與客戶簽訂的銷售合同、發貨記錄、客戶驗收記錄及相關的記賬憑證和原始憑證(包括發貨單、發票、收款單據等)，並選取部分客戶進行了函證，以確認銷售收入記錄是否真實、完整；
- (3) 對於零售業務，我們在分析性覆核的基礎上，根據零售門店的分佈及經營狀況，選取部分門店，實地觀察了經營情況。檢查零售門店的銷售清單日報表、商品銷售財務記賬憑證並核對至銀行對賬單；
- (4) 利用IT專家協助進行了公司層面的IT審計，包括：IT一般性控制測試、應用程序控制測試。根據信息系統在批發和零售業務中所起的重要作用，內部IT專家對收入相關的商品進、銷、存信息系統進行了檢查及數據測試。
- (5) 針對資產負債表日前後確認的銷售收入，抽取樣本核對支持性文件，以評估銷售收入是否在恰當的期間確認。

Based on the audit work performed, we believe that the management's confirmation and measurement of wholesale and retail revenue is reasonable.

基於已執行的審計工作，我們認為，管理層對批發及零售收入的確認和計量是合理的。

3.2 Accounts receivable credit loss allowance

Refer to IV (10) and VI (3) of Notes to the consolidated financial statements.

3.2.1 Description

As stated on VI (3) "accounts receivable" in Notes to the consolidated financial statements and the consolidated financial statements of Jingkelong Company, Jingkelong Company's net consolidated accounts receivables is RMB984.0804 million on 31 December 2023, which is mainly wholesale business and accounts for 13.80% of total assets, the net wholesale business accounts receivable on 31 December 2023 is RMB918.7500 million, (Jingkelong Company's net consolidated accounts receivables is RMB1,014.1143 million on 31 December 2022, which accounts for 13.54% of total assets, including the net wholesale business accounts receivable was RMB904.4668 million). Accounts receivable has both the large balance and the large proportion of the total assets, in addition, they also may face uncertainty in the market environment. Finally, the assessment of credit impairment losses on accounts receivable involves management's comprehensive analysis of all reasonable and evidenced information, including historical and forward-looking information. Based on the judgment below, we identify the accounts receivable credit loss allowance as a key audit matter.

(二) 應收賬款預期信用損失計量

相關信息披露詳見財務報表附註一四.(十)和六.3

1. 事項描述

如京客隆公司合併財務報表和財務報表附註六.3「應收賬款」所示，京客隆公司2023年12月31日合併口徑應收賬款淨額為98,408.04萬元，佔資產總額的13.80%，主要是批發業務產生，2023年12月31日批發業務應收賬款淨額為91,875.00萬元，（2022年12月31日合併口徑應收賬款淨額為101,411.43萬元，佔資產總額的13.54%，其中批發業務應收賬款淨額為90,446.68萬元）。由於應收賬款餘額及其所佔資產總額比例均較大，且可能面臨市場環境的不確定性，應收賬款預期信用損失的評估涉及管理層對所有合理及可依據的信息（包括歷史信息和前瞻性信息）的綜合分析及在此基礎上作出的判斷，因此，我們將應收賬款預期信用損失計量確定為關鍵審計事項。

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3.2.2 How our audit addressed the key audit matter

In terms of accounts receivable credit loss allowance, our procedures included, amongst others:

- (1) We understood, evaluated and tested the management's assessment of the recoverability of receivables and the validity of the design and operation of the related provisions for the provision of bad debts, including the basis for determining the portfolio of accounts receivable, and the accounts receivable. Regular assessment of ageing analysis and recoverability of accounts receivable balances;
- (2) As for accounts receivable with provision for bad debts according to the combination of credit risk characteristics, we reviewed the management's setting of credit risk characteristics combination and reviewed whether the account receivable age division is accurate;
- (3) We carried out detailed tests on the basis of accounts receivable and the record of payment of major receivables, and checked whether the balance of accounts receivable at the end of the year is accurate.
- (4) Samples are drawn from the procedures for the execution of the receivables and the payment after the balance sheet date;

2. 審計應對

針對應收賬款預期信用損失計量，我們實施的主要審計程序如下：

- (1) 瞭解、評價及測試管理層對應收賬款可回收性的評估和應收賬款預期信用損失計量相關控制的設計和運行的有效性，包括確定應收賬款組合的依據、應收賬款的賬齡分析和應收賬款餘額可收回性等的定期評估；
- (2) 對於按照信用風險特徵組合確認和計量預期信用損失的應收賬款，我們覆核了管理層對於信用風險特徵組合的設定，並抽樣覆核了應收賬款賬齡劃分是否準確；
- (3) 對於單項金額重大的應收賬款，獨立測試其可收回性，檢查相關支持性證據，包括入賬依據、回款記錄，檢查應收賬款年末餘額是否準確；
- (4) 抽取樣本對應收賬款執行函證程序及資產負債表日後回款情況檢查；

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- (5) We obtained the detailed list of the credit loss allowance of Jingkelong Company, and checked whether the accrual method is implemented according to the credit loss allowance policy; in addition, we recalculated whether the accrued amount of credit loss allowance is accurate

Based on the audit work performed, we believe that the management's overall assessment of the provision for credit losses on accounts receivable is acceptable.

IV. OTHER INFORMATION

Management of Jingkelong Company is responsible for the other information. The other information comprises all of the information included in 2023 annual report of other than the financial statements and our auditor's report thereon.

Our audit opinion to financial statements does not cover other information and we do not declare any form of assurance conclusion thereon.

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

If, based on the work we have performed, we concluded that there is a material misstatement of this other information we are required to report that fact. Thus, we are unable to determine whether there is a material misstatement of other information related to this matter.

- (5) 獲取京客隆公司應收賬款預期信用損失明細表，檢查確認和計量方法是否按照預期信用損失政策執行；重新計算預期信用損失確認和計量金額是否準確；

基於已執行的審計工作，我們認為，管理層對應收賬款預期信用損失計量的總體評估是可以接受的。

四、其他信息

京客隆公司管理層對其他信息負責。其他信息包括2023年年度報告中涵蓋的信息，但不包括財務報表和我們的審計報告。

我們對財務報表發表的審計意見不涵蓋其他信息，我們也不對其他信息發表任何形式的鑒證結論。

結合我們對財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與財務報表或我們在審計過程中瞭解的情況存在重大不一致或者似乎存在重大錯報。

基於我們已執行的工作，如果我們確定其他信息存在重大錯報，我們應當報告該事實。在這方面，我們無任何事項需要報告。

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V. RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

Management of Jingkelong Company is responsible for the preparation and fair presentation of these financial statements in accordance with the CASs, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing these financial statements, management of Jingkelong Company is responsible for assessing Jingkelong Company'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 management either intend to liquidate Jingkelong Company or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing Jingkelong Company's financial reporting process.

VI. AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether these 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. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with CSAs 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 financial statements.

五、管理層和治理層對財務報表的責任

京客隆公司管理層負責按照企業會計準則的規定編製財務報表，使其實現公允反映，並設計、執行和維護必要的內部控制，以使財務報表不存在由於舞弊或錯誤導致的重大錯報。

在編製財務報表時，京客隆公司管理層負責評估京客隆公司的持續經營能力，披露與持續經營相關的事項（如適用），並運用持續經營假設，除非管理層計劃清算京客隆公司、終止運營或別無其他現實的選擇。

治理層負責監督京客隆公司的財務報告過程。

六、註冊會計師對財務報表審計的責任

我們的目標是對財務報表整體是否不存在由於舞弊或錯誤導致的重大錯報獲取合理保證，並出具包含審計意見的審計報告。合理保證是高水平的保證，但並不能保證按照審計準則執行的審計在某一重大錯報存在時總能發現。錯報可能由於舞弊或錯誤導致，如果合理預期錯報單獨或匯總起來可能影響財務報表使用者依據財務報表作出的經濟決策，則通常認為錯報是重大的。

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

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

在按照審計準則執行審計工作的過程中，我們運用職業判斷，並保持職業懷疑。同時，我們也執行以下工作：

- 1 · 識別和評估由於舞弊或錯誤導致的財務報表重大錯報風險，設計和實施審計程序以應對這些風險，並獲取充分、適當的審計證據，作為發表審計意見的基礎。由於舞弊可能涉及串通、偽造、故意遺漏、虛假陳述或凌駕於內部控制之上，未能發現由於舞弊導致的重大錯報的風險高於未能發現由於錯誤導致的重大錯報的風險。
- 2 · 瞭解與審計相關的內部控制，以設計恰當的審計程序，但目的並非對內部控制的有效性發表意見。
- 3 · 評價管理層選用會計政策的恰當性和作出會計估計及相關披露的合理性。

AUDITOR'S REPORT

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6.4 Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on Jingkelong Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in these financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause Jingkelong Company to cease to continue as a going concern.

6.5 Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6.6 Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within Jingkelong Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

4 · 對管理層使用持續經營假設的恰當性得出結論。同時，根據獲取的審計證據，就可能導致對京客隆公司持續經營能力產生重大疑慮的事項或情況是否存在重大不確定性得出結論。如果我們得出結論認為存在重大不確定性，審計準則要求我們在審計報告中提請報告使用者注意財務報表中的相關披露；如果披露不充分，我們應當發表非無保留意見。我們的結論基於截至審計報告日可獲得的信息。然而，未來的事項或情況可能導致京客隆公司不能持續經營。

5 · 評價財務報表的總體列報、結構和內容，並評價財務報表是否公允反映相關交易和事項。

6 · 就京客隆公司中實體或業務活動的財務信息獲取充分、適當的審計證據，以對財務報表發表意見。我們負責指導、監督和執行集團審計。我們對審計意見承擔全部責任。

我們與治理層就計劃的審計範圍、時間安排和重大審計發現等事項進行溝通，包括溝通我們在審計中識別出的值得關注的內部控制缺陷。

AUDITOR'S REPORT

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We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards (If applicable).

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

Da Hua Certified Public Accountants (Special General Partnership)

Chinese Certified Public Accountant (The Project Partner):

Wang Kaili

Chinese Certified Public Accountant:

Sun Wenwen

Beijing, China

26 March 2024

(English translation for reference only. Should there be any inconsistency between the Chinese and English version, the Chinese version shall prevail.)

我們還就已遵守與獨立性相關的職業道德要求向治理層提供聲明，並與治理層溝通可能被合理認為影響我們獨立性的所有關係和其他事項，以及相關的防範措施(如適用)。

從與治理層溝通的事項中，我們確定哪些事項對本期財務報表審計最為重要，因而構成關鍵審計事項。我們在審計報告中描述這些事項，除非法律法規禁止公開披露這些事項，或在極少數情形下，如果合理預期在審計報告中溝通某事項造成的負面後果超過在公眾利益方面產生的益處，我們確定不應在審計報告中溝通該事項。

大華會計師事務所(特殊普通合夥)

中國註冊會計師(項目合夥人):

王凱利

中國註冊會計師:

孫文文

中國•北京

二〇二四年三月二十六日

CONSOLIDATED BALANCE SHEETS

合併資產負債表

AT 31 DECEMBER 2023 2023年12月31日

(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

Prepared by: BEIJING JINGKELONG COMPANY LIMITED

編製單位：北京京客隆商業集團股份有限公司

Amount unit: RMB

金額單位：人民幣元

Item	項目	Notes 註釋	2023.12.31 2023年12月31日	2022.12.31 2022年12月31日
Current Assets:	流動資產：			
Cash and bank balances	貨幣資金	VI1	965,738,836	890,618,687
Notes receivable	應收票據	VI2	–	1,004,300
Accounts receivable	應收賬款	VI3	984,080,370	1,014,114,292
Prepayments	預付款項	VI4	1,006,417,128	1,022,670,499
Other receivables	其他應收款	VI5	155,398,786	169,850,426
Inventories	存貨	VI6	1,614,980,748	1,596,827,988
Non-current assets due within one year	一年內到期的非流動資產	VI20	38,552,635	–
Other current assets	其他流動資產	VI7	182,781,935	169,238,077
Total current assets	流動資產合計		4,947,950,438	4,864,324,269
Non-current Assets:	非流動資產：			
Other equity instrument investment	其他權益工具投資	VI8	43,000,000	43,000,000
Other non-current financial assets	其他非流動金融資產	VI9	56,536,513	72,026,699
Investment properties	投資性房地產	VI10	144,411,117	152,842,214
Fixed assets	固定資產	VI11	711,768,288	786,775,909
Construction in progress	在建工程	VI12	126,502,959	110,406,206
Right-of-use assets	使用權資產	VI13	532,032,693	763,621,890
Intangible assets	無形資產	VI14	261,538,696	274,403,617
Goodwill	商譽	VI15	86,673,788	86,673,788
Long-term prepaid expenses	長期待攤費用	VI16	110,094,722	176,114,532
Deferred tax assets	遞延所得稅資產	VI17	20,521,646	29,199,728
Other non-current assets	其他非流動資產	VI19	91,013,831	134,553,384
Total non-current assets	非流動資產合計		2,184,094,253	2,629,617,967
TOTAL ASSETS	資產總計		7,132,044,691	7,493,942,236
Current Liabilities:	流動負債：			
Short-term borrowings	短期借款	VI21	3,148,009,496	2,213,490,330
Notes payable	應付票據	VI22	301,955,528	846,578,955
Accounts payable	應付賬款	VI23	528,664,977	857,203,456
Advances from customers	預收款項	VI24	9,412,156	10,860,356
Contract liabilities	合同負債	VI25	312,190,012	406,071,621
Payroll payable	應付職工薪酬	VI26	1,571,356	1,713,302
Taxes payable	應交稅費	VI27	48,080,384	48,905,387
Other payables	其他應付款	VI28	267,363,145	199,841,555
Including: Interest payable	其中：應付利息	VI28	–	–
Dividends payable	應付股利	VI28	5,716,728	6,956,028
Non-current liabilities due within one year	一年內到期的非流動負債	VI29	157,491,015	189,705,641
Other current liabilities	其他流動負債	VI30	51,279,226	69,442,163
Total current liabilities	流動負債合計		4,826,017,295	4,843,812,766

CONSOLIDATED BALANCE SHEETS

合併資產負債表

AT 31 DECEMBER 2023 2023年12月31日

(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

Prepared by: BEIJING JINGKELONG COMPANY LIMITED

編製單位：北京京客隆商業集團股份有限公司

Amount unit: RMB

金額單位：人民幣元

Item	項目	Notes 註釋	2023.12.31 2023年12月31日	2022.12.31 2022年12月31日
Non-current Liabilities:	非流動負債：			
Leases liabilities	租賃負債	VI31	445,145,916	670,592,637
Estimated liabilities	預計負債	VI34	-	10,018,930
Deferred income	遞延收益	VI33	15,437,674	21,830,069
Deferred tax liabilities	遞延所得稅負債	VI17	12,576,069	16,793,479
Total non-current liabilities	非流動負債合計		473,159,659	719,235,115
TOTAL LIABILITIES	負債合計		5,299,176,954	5,563,047,881
Shareholders' equity:	股東權益：			
Share capital	股本	VI35	412,220,000	412,220,000
Capital reserves	資本公積	VI36	605,177,454	605,177,454
Surplus reserves	盈餘公積	VI37	169,059,880	169,059,880
Undistributed profits	未分配利潤	VI38	299,762,295	376,050,511
Total equity attributable to shareholders of the parent company	歸屬於母公司股東權益合計		1,486,219,629	1,562,507,845
Minority interests	少數股東權益		346,648,108	368,386,510
TOTAL SHAREHOLDERS' EQUITY	股東權益合計		1,832,867,737	1,930,894,355
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	負債和股東權益總計		7,132,044,691	7,493,942,236

The notes as set out from page 173 to 407 form an integral part of the financial statements

載於第173頁至第407頁的財務報表附註是本財務報表的組成部分

The financial statements as set out from page 156 to 172 have been signed by

第156頁至第172頁的財務報表由以下人士簽署：

Zhang Liwei

Legal Representative:

法定代表人：
張立偉

Yang Wensheng

Chief Financial Officer:

主管會計工作負責人：
楊文生

Zhang Yu

Chief Accountant:

會計機構負責人：
張雨

BALANCE SHEETS OF THE COMPANY

公司資產負債表

AT 31 DECEMBER 2023 2023年12月31日

(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

Prepared by: BEIJING JINGKELONG COMPANY LIMITED

編製單位：北京京客隆商業集團股份有限公司

Amount unit: RMB

金額單位：人民幣元

Item	項目	Notes 註釋	2023.12.31 2023年12月31日	2022.12.31 2022年12月31日
Current Assets:	流動資產：			
Cash and bank balances	貨幣資金		226,012,704	108,792,878
Accounts receivable	應收賬款	XV1	148,725,578	175,125,919
Prepayments	預付款項		159,331	1,193,746
Other receivables	其他應收款	XV2	832,350,498	568,169,954
Inventories	存貨		181,800,107	233,161,347
Other current assets	其他流動資產		42,008,897	225,406,707
Total current assets	流動資產合計		1,431,057,115	1,311,850,551
Non-current Assets:	非流動資產：			
Long-term equity investment	長期股權投資	XV3	1,246,991,571	1,246,991,571
Investment properties	投資性房地產		34,428,661	37,603,776
Fixed assets	固定資產		496,494,953	531,099,670
Construction in progress	在建工程		65,599,068	64,283,623
Right-of-use assets	使用權資產		185,364,001	356,213,507
Intangible assets	無形資產		65,216,204	67,033,789
Long-term prepaid expenses	長期待攤費用		33,710,250	89,119,220
Deferred tax assets	遞延所得稅資產		6,417,100	12,925,817
Other non-current assets	其他非流動資產		56,290,753	56,115,674
Total non-current assets	非流動資產合計		2,190,512,561	2,461,386,647
TOTAL ASSETS	資產總計		3,621,569,676	3,773,237,198
Current Liabilities:	流動負債：			
Short-term borrowings	短期借款		1,050,914,082	800,767,917
Accounts payable	應付賬款		401,271,801	562,806,876
Advances from customers	預收款項		6,521,786	4,341,001
Contract liabilities	合同負債		353,109,715	336,268,046
Payroll payable	應付職工薪酬		1,268,159	1,325,060
Taxes payable	應交稅費		866,224	1,239,714
Other payables	其他應付款		103,332,584	103,003,457
Including: Interest payable	其中：應付利息		-	-
Dividends payable	應付股利		71,028	71,028
Non-current liabilities due within one year	一年內到期的非流動負債		50,116,444	83,161,817
Other current liabilities	其他流動負債		49,444,241	48,566,931
Total current liabilities	流動負債合計		2,016,845,036	1,941,480,819

BALANCE SHEETS OF THE COMPANY

公司資產負債表

AT 31 DECEMBER 2023 2023年12月31日

(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

Prepared by: BEIJING JINGKELONG COMPANY LIMITED
編製單位：北京京客隆商業集團股份有限公司

Amount unit: RMB
金額單位：人民幣元

Item	項目	Notes 註釋	2023.12.31 2023年12月31日	2022.12.31 2022年12月31日
Non-current Liabilities:	非流動負債：			
Leases liabilities	租賃負債		154,323,547	314,366,768
Estimated liabilities	預計負債		-	10,018,930
Deferred income	遞延收益		13,815,608	18,677,827
Total non-current liabilities	非流動負債合計		168,139,155	343,063,525
TOTAL LIABILITIES	負債合計		2,184,984,191	2,284,544,344
Shareholders' equity:	股東權益：			
Share capital	股本		412,220,000	412,220,000
Capital reserves	資本公積		615,293,521	615,293,521
Surplus reserves	盈餘公積		145,282,646	145,282,646
Undistributed profits	未分配利潤		263,789,318	315,896,687
TOTAL SHAREHOLDERS' EQUITY	股東權益合計		1,436,585,485	1,488,692,854
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	負債和股東權益總計		3,621,569,676	3,773,237,198

The notes as set out from page 173 to 407 form an integral part of the financial statements

載於第173頁至第407頁的財務報表附註是本財務報表的組成部分

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第156頁至第172頁的財務報表由以下人士簽署：

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Yang Wensheng
Chief Financial Officer:
主管會計工作負責人：
楊文生

Zhang Yu
Chief Accountant:
會計機構負責人：
張雨

CONSOLIDATED INCOME STATEMENT

合併利潤表

FOR THE YEAR ENDED 31 DECEMBER 2023 2023年度

(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

Prepared by: BEIJING JINGKELONG COMPANY LIMITED

編製單位：北京京客隆商業集團股份有限公司

Amount unit: RMB

金額單位：人民幣元

Item	項目	Notes 註釋	2023.1.1-2023.12.31 2023年度	2022.1.1-2022.12.31 2022年度
I. Total operating income	一、營業總收入		9,467,889,370	9,541,354,189
Including: Operating income	其中：營業收入	VI39	9,467,889,370	9,541,354,189
II. Total operating costs	二、營業總成本		9,453,005,339	9,539,946,608
Including: Operating cost	其中：營業成本	VI39	7,536,296,139	7,494,516,539
Tax and surcharges	稅金及附加	VI40	34,689,764	33,375,835
Selling expenses	銷售費用	VI41	1,488,083,098	1,599,853,457
Administrative expenses	管理費用	VI42	281,647,111	283,268,707
Financial expenses	財務費用	VI43	112,289,227	128,932,070
Add: Other Income	加：其他收益	VI44	13,939,455	13,986,027
Investment income	投資收益(損失以「-」號填列)	VI45	1,434,309	13,789,674
Gains or losses on changes in fair value	公允價值變動收益 (損失以「-」號填列)	VI46	(15,490,186)	(31,168,457)
Impairment losses on credits	信用減值損失(損失以「-」號填列)	VI47	(17,667,019)	(8,632,574)
Gains or losses on disposal of assets	資產處置收益(損失以「-」號填列)	VI48	16,373,628	19,549,060
III. Operating profit	三、營業利潤(虧損以「-」號填列)		13,474,218	8,931,311
Add: Non-operating income	加：營業外收入	VI49	30,136,036	7,082,628
Less: Non-operating expenses	減：營業外支出	VI50	38,444,199	39,643,535
IV. Total profit	四、利潤總額(虧損總額以「-」號填列)		5,166,055	(23,629,596)
Less: Income tax expense	減：所得稅費用	VI51	57,906,328	41,408,956
V. Net profit	五、淨利潤(淨虧損以「-」號填列)		(52,740,273)	(65,038,552)
(I) Classified by business continuity	(一) 按經營持續性分類			
1. Net profit from continued operations	1、持續經營淨利潤(淨虧損以「-」號填列)		(52,740,273)	(65,038,552)
2. Net profit from discontinued operations	2、終止經營淨利潤(淨虧損以「-」號填列)		-	-
(II) Classified by ownership	(二) 按所有權歸屬分類			
1. Net profit attributable to shareholders of the parent company	1、歸屬於母公司股東的淨利潤(淨虧損以「-」號填列)		(75,675,109)	(92,551,280)
2. Profit or loss attributable to minority interests	2、少數股東損益(淨虧損以「-」號填列)		22,934,836	27,512,728

CONSOLIDATED INCOME STATEMENT

合併利潤表

FOR THE YEAR ENDED 31 DECEMBER 2023 2023年度

(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

Prepared by: BEIJING JINGKELONG COMPANY LIMITED

編製單位：北京京客隆商業集團股份有限公司

Amount unit: RMB

金額單位：人民幣元

Item	項目	Notes 註釋	2023.1.1-2023.12.31 2023年度	2022.1.1-2022.12.31 2022年度
VI. Net value of other comprehensive income after tax	六、其他綜合收益的稅後淨額			
(I) Net value of other comprehensive income attributable to shareholders of the parent company after tax	(一) 歸屬母公司股東的其他綜合收益的稅後淨額		-	-
1. Other comprehensive income which cannot be reclassified into profit or loss subsequently	1、不能重分類進損益的其他綜合收益		-	-
(1) Remeasurement of changes in net defined benefit liabilities or assets	(1) 重新計量設定受益計劃變動額		-	-
(2) Share in investees' other comprehensive income cannot be reclassified into profit or loss under equity method	(2) 權益法下不能轉損益的其他綜合收益		-	-
2. Other comprehensive income which can be reclassified into profit or loss subsequently	2、將重分類進損益的其他綜合收益		-	-
(1) Share in investees' other comprehensive income can be reclassified into profit or loss under equity method	(1) 權益法下可轉損益的其他綜合收益		-	-
(2) Balancing arising from the translation of foreign currency financial statements	(2) 外幣財務報表折算差額		-	-
(II) Net value of other comprehensive income attributable to minority interests after tax	(二) 歸屬於少數股東的其他綜合收益的稅後淨額		-	-
VII. Total comprehensive income	七、綜合收益總額		(52,740,273)	(65,038,552)
(I) Total comprehensive income attributable to shareholders of the parent company	(一) 歸屬於母公司股東的綜合收益總額		(75,675,109)	(92,551,280)
(II) Total comprehensive income attributable to minority interests	(二) 歸屬於少數股東的綜合收益總額		22,934,836	27,512,728
VIII. Earnings per share	八、每股收益：			
(I) Basic earnings per share	(一) 基本每股收益(元/股)	V153	(0.18)	(0.22)
(II) Diluted earnings per share	(二) 稀釋每股收益(元/股)		-	-

The notes as set out from page 173 to 407 form an integral part of the financial statements

載於第173頁至第407頁的財務報表附註是本財務報表的組成部分

The financial statements as set out from page 156 to 172 have been signed by

第156頁至第172頁的財務報表由以下人士簽署：

Zhang Liwei
Legal Representative:
法定代表人：
張立偉

Yang Wensheng
Chief Financial Officer:
主管會計工作負責人：
楊文生

Zhang Yu
Chief Accountant:
會計機構負責人：
張雨

INCOME STATEMENT OF THE COMPANY

公司利潤表

FOR THE YEAR ENDED 31 DECEMBER 2023 2023年度

(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

Prepared by: BEIJING JINGKELONG COMPANY LIMITED

編製單位：北京京客隆商業集團股份有限公司

Amount unit: RMB

金額單位：人民幣元

Item	項目	Notes 註釋	2023.1.1-2023.12.31 2023年度	2022.1.1-2022.12.31 2022年度
I. Total operating income	一、營業收入	XV4	3,208,678,331	3,522,468,802
Less: operating cost	減：營業成本	XV4	2,495,062,162	2,744,162,527
Tax and surcharges	稅金及附加		18,800,085	18,688,917
Selling expenses	銷售費用		594,449,930	644,445,555
Administrative expenses	管理費用		168,391,384	165,562,697
Financial expenses	財務費用		17,445,450	28,248,036
Add: Other Income	加：其他收益		11,230,528	10,266,348
Investment income	投資收益(損失以「-」號填列)	XV5	21,076,105	27,163,060
Gains or losses on changes in fair value	信用減值損失(損失以「-」號填列)		(119,836)	-
Gains or losses on disposal of assets	資產處置收益(損失以「-」號填列)		16,418,261	17,681,673
II. Operating profit	二、營業利潤(虧損以「-」號填列)		(36,865,622)	(23,527,849)
Add: Non-operating income	加：營業外收入		8,564,241	6,180,083
Less: Non-operating expenses	減：營業外支出		17,297,271	38,229,622
III. Total profit	三、利潤總額(虧損總額以「-」號填列)		(45,598,652)	(55,577,388)
Less: Income tax expense	減：所得稅費用		6,508,717	(886,193)
IV. Net profit	四、淨利潤(淨虧損以「-」號填列)		(52,107,369)	(54,691,195)
1. Net profit from continued operations	(一) 持續經營淨利潤(淨虧損以「-」號填列)		(52,107,369)	(54,691,195)
2. Net profit from discontinued operations	(二) 終止經營淨利潤(淨虧損以「-」號填列)		-	-
V. Net value of other comprehensive income after tax	五、其他綜合收益的稅後淨額		-	-
(I) Other comprehensive income which cannot be reclassified into profit or loss subsequently	(一) 不能重分類進損益的其他綜合收益		-	-
1. Remeasurement of changes in net defined benefit liabilities or assets	1、重新計量設定受益計劃變動額		-	-
2. Share in investees' other comprehensive income cannot be reclassified into profit or loss under equity method	2、權益法下不能轉損益的其他綜合收益		-	-
(II) Other comprehensive income which can be reclassified into profit or loss subsequently	(二) 將重分類進損益的其他綜合收益		-	-
1. Share in investees' other comprehensive income can be reclassified into profit or loss under equity method	1、權益法下可轉損益的其他綜合收益		-	-
2. Foreign currency financial statement translation difference	2、外幣財務報表折算差額		-	-
VI. Total comprehensive income	六、綜合收益總額		(52,107,369)	(54,691,195)

The notes as set out from page 173 to 407 form an integral part of the financial statements

載於第173頁至第407頁的財務報表附註是本財務報表的組成部分

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Zhang Yu

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張雨

CONSOLIDATED CASH FLOW STATEMENT

合併現金流量表

FOR THE YEAR ENDED 31 DECEMBER 2023 2023年度

(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

Prepared by: BEIJING JINGKELONG COMPANY LIMITED
編製單位：北京京客隆商業集團股份有限公司

Amount unit: RMB
金額單位：人民幣元

Item	項目	Notes 註釋	2023.1.1-2023.12.31 2023年度	2022.1.1-2022.12.31 2022年度
I. Cash flows from operating activities	一、經營活動產生的現金流量：			
Cash received from selling goods and rendering services	銷售商品、提供勞務收到的現金		10,449,248,132	10,506,102,157
Taxes and surcharges refunds received	收到的稅費返還		1,184,656	9,216,684
Other cash received relating to operating activities	收到其他與經營活動有關的現金	VI54	240,888,467	164,552,998
Subtotal of cash inflows from operating activities	經營活動現金流入小計		10,691,321,255	10,679,871,839
Cash paid for purchasing goods and receiving services	購買商品、接受勞務支付的現金		9,530,024,273	8,375,032,632
Cash payments to and on behalf of employees	支付給職工以及為職工支付的現金		721,130,286	728,852,497
Taxes and surcharges paid	支付的各項稅費		203,152,164	210,337,578
Other cash paid related to operating activities	支付其他與經營活動有關的現金	VI54	611,668,637	699,335,625
Subtotal of cash outflows from operating activities	經營活動現金流出小計		11,065,975,360	10,013,558,332
Net cash flow from operating activities	經營活動產生的現金流量淨額		(374,654,105)	666,313,507
II. Cash flows from investing activities	二、投資活動產生的現金流量：			
Cash received from investment	收回投資收到的現金		-	752,207,120
Cash received from investment income	取得投資收益收到的現金		1,434,309	19,568,154
Net cash received from disposal of fixed assets, and other long-term assets	處置固定資產、無形資產和其他長期資產收回的現金淨額		19,537,547	1,281,199
Other cash received relating to investing activities	收到其他與投資活動有關的現金	VI54	-	60,000,000
Subtotal of cash inflows from investing activities	投資活動現金流入小計		20,971,856	833,056,473
Cash paid for acquisition of fixed assets, intangible assets and other long-term assets	購建固定資產、無形資產和其他長期資產支付的現金		35,910,078	111,769,359
Net cash paid for investment	投資支付的現金		-	795,634,000
Other cash paid relating to investing activities	支付其他與投資活動有關的現金	VI54	-	-
Subtotal of cash outflows from investing activities	投資活動現金流出小計		35,910,078	907,403,359
Net cash flow from investing activities	投資活動產生的現金流量淨額		(14,938,222)	(74,346,886)

CONSOLIDATED CASH FLOW STATEMENT

合併現金流量表

FOR THE YEAR ENDED 31 DECEMBER 2023 2023年度

(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

Prepared by: BEIJING JINGKELONG COMPANY LIMITED

編製單位：北京京客隆商業集團股份有限公司

Amount unit: RMB

金額單位：人民幣元

Item	項目	Notes 註釋	2023.1.1-2023.12.31 2023年度	2022.1.1-2022.12.31 2022年度
III. Cash flows from financing activities	三、籌資活動產生的現金流量：			
Cash received from investments	吸收投資收到的現金		-	-
Cash received from borrowings	取得借款收到的現金		4,303,637,813	3,230,717,206
Cash received from other financing activities	收到其他與籌資活動有關的現金	VI54	71,885,633	99,958,523
Subtotal of cash inflows from financing activities	籌資活動現金流入小計		4,375,523,446	3,330,675,729
Cash paid for repayments of liabilities	償還債務支付的現金		3,371,247,719	3,797,722,433
Cash paid for dividends, profits or interest payments	分配股利、利潤或償付利息支付的現金		127,612,172	149,564,716
Including: Dividends and profits paid by subsidiaries to minority shareholders	其中：子公司支付給少數股東的股利、利潤		46,525,644	43,604,786
Cash paid for other financing activities	支付其他與籌資活動有關的現金	VI54	383,895,902	256,740,294
Subtotal of cash outflows from financing activities	籌資活動現金流出小計		3,882,755,793	4,204,027,443
Net cash flow from financing activities	籌資活動產生的現金流量淨額		492,767,653	(873,351,714)
IV. Effect on cash and cash equivalents due to change in foreign currency exchange rate	四、匯率變動對現金及現金等價物的影響		774,409	(1,758,338)
V. Net increase(decrease) in cash and cash equivalents	五、現金及現金等價物淨增加額		103,949,735	(283,143,431)
Add: Balance of cash and cash equivalents at the beginning of the year	加：期初現金及現金等價物餘額		735,318,661	1,018,462,092
VI. Balance of cash and cash equivalents at the end of the year	六、期末現金及現金等價物餘額		839,268,396	735,318,661

The notes as set out from page 173 to 407 form an integral part of the financial statements

載於第173頁至第407頁的財務報表附註是本財務報表的組成部分

The financial statements as set out from page 156 to 172 have been signed by

第156頁至第172頁的財務報表由以下人士簽署：

Zhang Liwei
Legal Representative:
法定代表人：
張立偉

Yang Wensheng
Chief Financial Officer:
主管會計工作負責人：
楊文生

Zhang Yu
Chief Accountant:
會計機構負責人：
張雨

CASH FLOW STATEMENT OF THE COMPANY

公司現金流量表

FOR THE YEAR ENDED 31 DECEMBER 2023 2023年度

(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

Prepared by: BEIJING JINGKELONG COMPANY LIMITED
編製單位：北京京客隆商業集團股份有限公司

Amount unit: RMB
金額單位：人民幣元

Item	項目	Notes 註釋	2023.1.1-2023.12.31 2023年度	2022.1.1-2022.12.31 2022年度
I. Cash flows from operating activities	一、經營活動產生的現金流量：			
Cash received from selling goods and rendering services	銷售商品、提供勞務收到的現金		3,252,038,257	3,691,002,968
Taxes and surcharges refunds received	收到的稅費返還		-	-
Other cash received relating to operating activities	收到其他與經營活動有關的現金		179,637,813	106,590,532
Subtotal of cash inflows from operating activities	經營活動現金流入小計		3,431,676,070	3,797,593,500
Cash paid for purchasing goods and receiving services	購買商品、接受勞務支付的現金		2,705,127,933	3,010,758,519
Cash payments to and on behalf of employees	支付給職工以及為職工支付的現金		397,075,065	392,742,381
Taxes and surcharges paid	支付的各项稅費		48,971,964	58,244,791
Other cash paid related to operating activities	支付其他與經營活動有關的現金		218,404,145	229,179,924
Subtotal of cash outflows from operating activities	經營活動現金流出小計		3,369,579,107	3,690,925,615
Net cash flow from operating activities	經營活動產生的現金流量淨額		62,096,963	106,667,885
II. Cash flows from investing activities	二、投資活動產生的現金流量：			
Cash received from investment	收回投資收到的現金		-	350,000,000
Cash received from investment income	取得投資收益收到的現金		48,946,404	59,731,192
Net cash received from disposal of fixed assets, intangible assets and other long-term assets	處置固定資產、無形資產和其他長期資產收回的現金淨額		654,917	58,846
Other cash received relating to investing activities	收到其他與投資活動有關的現金		770,000,000	870,000,000
Subtotal of cash inflows from investing activities	投資活動現金流入小計		819,601,321	1,279,790,038
Cash paid for acquisition of fixed assets, construction in progress, intangible assets and other long-term assets	購建固定資產、無形資產和其他長期資產支付的現金		24,912,331	37,233,107
Cash paid for investment	投資支付的現金		-	350,000,000
Other cash paid relating to investing activities	支付其他與投資活動有關的現金		870,000,000	754,189,492
Subtotal of cash outflows from investing activities	投資活動現金流出小計		894,912,331	1,141,422,599
Net cash flow from investing activities	投資活動產生的現金流量淨額		(75,311,010)	138,367,439

CASH FLOW STATEMENT OF THE COMPANY

公司現金流量表

FOR THE YEAR ENDED 31 DECEMBER 2023 2023年度

(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

Prepared by: BEIJING JINGKELONG COMPANY LIMITED

編製單位：北京京客隆商業集團股份有限公司

Amount unit: RMB

金額單位：人民幣元

Item	項目	Notes 註釋	2023.1.1-2023.12.31 2023年度	2022.1.1-2022.12.31 2022年度
III. Cash flows from financing activities	三、籌資活動產生的現金流量：			
Cash received from borrowings	取得借款收到的現金		1,350,000,000	1,000,000,000
Cash received from other financing activities	收到其他與籌資活動有關的現金		-	-
Subtotal of cash inflows from financing activities	籌資活動現金流入小計		1,350,000,000	1,000,000,000
Cash paid for repayments of liabilities	償還債務支付的現金		1,100,000,000	1,300,000,000
Cash paid for dividends, profits or interest payments	分配股利、利潤或償付利息支付的現金		27,144,279	45,087,832
Cash paid for other financing activities	支付其他與籌資活動有關的現金		92,420,940	80,389,218
Subtotal of cash outflows from financing activities	籌資活動現金流出小計		1,219,565,219	1,425,477,050
Net cash flow from financing activities	籌資活動產生的現金流量淨額		130,434,781	(425,477,050)
IV. Effect on cash and cash equivalents due to change in foreign currency exchange rate	四、匯率變動對現金及現金等價物的影響		(908)	(17,692)
V. Net increase(decrease) in cash and cash equivalents	五、現金及現金等價物淨增加額		117,219,826	(180,459,418)
Add: Balance of cash and cash equivalents at the beginning of the year	加：期初現金及現金等價物餘額		108,792,878	289,252,296
VI. Balance of cash and cash equivalents at the end of the year	六、期末現金及現金等價物餘額		226,012,704	108,792,878

The notes as set out from page 173 to 407 form an integral part of the financial statements

載於第173頁至第407頁的財務報表附註是本財務報表的組成部分

The financial statements as set out from page 156 to 172 have been signed by

第156頁至第172頁的財務報表由以下人士簽署：

Zhang Liwei
Legal Representative:
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Yang Wensheng
Chief Financial Officer:
主管會計工作負責人：
楊文生

Zhang Yu
Chief Accountant:
會計機構負責人：
張雨

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

合併股東權益變動表

FOR THE YEAR ENDED 31 DECEMBER 2023 2023年度
(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

Prepared by: BEIJING JINGKELONG COMPANY LIMITED

編製單位：北京京客隆商業集團股份有限公司

Amount unit: RMB

金額單位：人民幣元

		For the year ended 31 December 2023 2023年度						
		Equity attributable to shareholders of the parent company 歸屬於母公司股東權益						
Item	項目	Share capital 股本	Capital reserves 資本公積	Other comprehensive income 其他綜合收益	Surplus reserves 盈餘公積	Undistributed profits 未分配利潤	Minority interests 少數股東權益	Total shareholders' equity 股東權益合計
I. Balance at the end of the prior period	一、上年年末餘額	412,220,000	605,177,454	-	169,059,880	376,050,511	368,386,510	1,930,894,356
Add: Changes in accounting policies	加：會計政策變更	-	-	-	-	-	-	-
Correction of prior errors	前期差錯更正	-	-	-	-	-	-	-
Business combination under common control	同一控制下企業合併	-	-	-	-	-	-	-
Others	其他	-	-	-	-	-	-	-
II. Balance at the beginning of the period	二、本年初餘額	412,220,000	605,177,454	-	169,059,880	376,050,511	368,386,510	1,930,894,356
III. Increase or decrease amount in the year	三、本年增減變動金額(減少以「-」號填列)	-	-	-	-	(76,288,216)	(21,738,402)	(98,026,618)
(I) Total comprehensive income	(一)綜合收益總額	-	-	-	-	(75,675,109)	22,934,836	(52,740,273)
(II) Contribution and reduction of shareholders' capital	(二)股東投入和減少資本	-	-	-	-	-	-	-
1. Ordinary shares contribution from shareholders	1、股東投入的普通股	-	-	-	-	-	-	-
2. Capital contribution from holders of other equity instruments	2、其他權益工具持有者投入資本	-	-	-	-	-	-	-
3. Dividends payments recognized in shareholders' equity	3、股份支付計入股東權益的金額	-	-	-	-	-	-	-
4. Others	4、其他	-	-	-	-	-	-	-
(III) Profit contribution	(三)利潤分配	-	-	-	-	-	(45,286,345)	(45,286,345)
1. Appropriation to surplus reserves	1、提取盈餘公積	-	-	-	-	-	-	-
2. Appropriation to general risk reserve	2、提取一般風險準備	-	-	-	-	-	-	-
3. Distribution to shareholders	3、對股東的分配	-	-	-	-	-	(45,286,345)	(45,286,345)
4. Others	4、其他	-	-	-	-	-	-	-
(IV) Internal transfer within shareholders' equity	(四)股東權益內部結轉	-	-	-	-	-	-	-
1. Capital reserves transferred to capital (or shares)	1、資本公積轉增資本(或股本)	-	-	-	-	-	-	-
2. Surplus reserves transferred to capital (or shares)	2、盈餘公積轉增資本(或股本)	-	-	-	-	-	-	-
3. Surplus reserves made up for losses	3、盈餘公積彌補虧損	-	-	-	-	-	-	-
4. Changes in defined benefit plans carried forward to retained earnings	4、設定受益計劃變動額結轉留存收益	-	-	-	-	-	-	-
5. Other comprehensive income carried forward to retained earnings	5、其他綜合收益結轉留存收益	-	-	-	-	-	-	-
6. Other	6、其他	-	-	-	-	-	-	-
(V) Special reserve	(五)專項儲備	-	-	-	-	-	-	-
1. Appropriation in the period	1、本期提取	-	-	-	-	-	-	-
2. Usage in the period	2、本期使用	-	-	-	-	-	-	-
(VI) Other	(六)其他	-	-	-	-	(613,107)	613,107	-
VI. Balance at the end of the year	四、本年年末餘額	412,220,000	605,177,454	-	169,059,880	299,762,295	346,648,108	1,832,867,738

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

合併股東權益變動表

FOR THE YEAR ENDED 31 DECEMBER 2023 2023年度

(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

Prepared by: BEIJING JINGKELONG COMPANY LIMITED

編製單位：北京京客隆商業集團股份有限公司

Amount unit: RMB

金額單位：人民幣元

For the year ended 31 December 2022

2022年度

Item	項目	Equity attributable to shareholders of the parent company 歸屬於母公司股東權益					Minority interests 少數股東權益	Total shareholders' equity 股東權益合計
		Share capital 股本	Capital reserves 資本公積	Other comprehensive income 其他綜合收益	Surplus reserves 盈餘公積	Undistributed profits 未分配利潤		
I. Balance at the end of the prior period	一、上年年末餘額	412,220,000	605,177,454	-	169,059,880	487,060,672	393,255,539	2,066,773,545
Add: Changes in accounting policies	加：會計政策變更	-	-	-	-	2,152,119	806,736	2,958,855
Correction of prior errors	前期差錯更正	-	-	-	-	-	-	-
Business combination under common control	同一控制下企業合併	-	-	-	-	-	-	-
Others	其他	-	-	-	-	-	-	-
II. Balance at the beginning of the period	二、本年年初餘額	412,220,000	605,177,454	-	169,059,880	489,212,791	394,062,275	2,069,732,400
III. Increase or decrease amount in the year	三、本期增減變動金額							
	(減少以「-」號填列)					(113,162,280)	(25,675,765)	(138,838,044)
(I) Total comprehensive income	(一) 綜合收益總額	-	-	-	-	(92,551,280)	27,512,727	(65,038,552)
(II) Contribution and reduction of shareholders' capital	(二) 股東投入和減少資本	-	-	-	-	-	-	-
1. Ordinary shares contribution from shareholders	1、股東投入的普通股	-	-	-	-	-	-	-
2. Capital contribution from holders of other equity instruments	2、其他權益工具持有者投入資本	-	-	-	-	-	-	-
3. Dividends payments recognized in shareholders' equity	3、股份支付計入股東權益的金額	-	-	-	-	-	-	-
4. Others	4、其他	-	-	-	-	-	-	-
(III) Profit contribution	(三) 利潤分配	-	-	-	-	(20,611,000)	(53,188,492)	(73,799,492)
1. Appropriation to surplus reserves	1、提取盈餘公積	-	-	-	-	-	-	-
2. Appropriation to general risk reserve	2、提取一般風險準備	-	-	-	-	-	-	-
3. Distribution to shareholders	3、對股東的分配	-	-	-	-	(20,611,000)	(53,188,492)	(73,799,492)
4. Others	4、其他	-	-	-	-	-	-	-
(IV) Internal transfer within shareholders' equity	(四) 股東權益內部結轉	-	-	-	-	-	-	-
1. Capital reserves transferred to capital (or shares)	1、資本公積轉增資本(或股本)	-	-	-	-	-	-	-
2. Surplus reserves transferred to capital (or shares)	2、盈餘公積轉增資本(或股本)	-	-	-	-	-	-	-
3. Surplus reserves made up for losses	3、盈餘公積彌補虧損	-	-	-	-	-	-	-
4. Changes in defined benefit plans carried forward to retained earnings	4、設定受益計劃變動額結轉留存收益	-	-	-	-	-	-	-
5. Other comprehensive income carried forward to retained earnings	5、其他綜合收益結轉留存收益	-	-	-	-	-	-	-
6. Other	6、其他	-	-	-	-	-	-	-
(V) Special reserve	(五) 專項儲備	-	-	-	-	-	-	-
1. Appropriation in the period	1、本期提取	-	-	-	-	-	-	-
2. Usage in the period	2、本期使用	-	-	-	-	-	-	-
(VI) Other	(六) 其他	-	-	-	-	-	-	-
IV. Balance at the end of the year	四、本年年末餘額	412,220,000	605,177,454	-	169,059,880	376,050,511	368,386,510	1,930,894,356

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

合併股東權益變動表

FOR THE YEAR ENDED 31 DECEMBER 2023 2023年度

(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

The notes as set out from page 173 to 407 form an integral part of the financial statements 載於第173頁至第407頁的財務報表附註是本財務報表的組成部分

The financial statements as set out from page 156 to 172 have been signed by 第156頁至第172頁的財務報表由以下人士簽署：

Zhang Liwei

Legal Representative:

法定代表人：
張立偉

Yang Wensheng

Chief Financial Officer:

主管會計工作負責人：
楊文生

Zhang Yu

Chief Accountant:

會計機構負責人：
張雨

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY OF THE COMPANY

公司股東權益變動表

FOR THE YEAR ENDED 31 DECEMBER 2023 2023年度

(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

Prepared by: BEIJING JINGKELONG COMPANY LIMITED

編製單位：北京京客隆商業集團股份有限公司

Amount unit: RMB

金額單位：人民幣元

Item	項目	For the year ended 31 December 2023 2023年度					Total shareholders' equity 股東權益合計
		Share capital 股本	Capital reserves 資本公積	Other comprehensive income 其他綜合收益	Surplus reserves 盈餘公積	Undistributed profits 未分配利潤	
I. Balance at the end of the prior period	一、上年年末餘額	412,220,000	615,293,521	-	145,282,646	315,896,687	1,488,692,854
Add: Changes in accounting policies	加：會計政策變更	-	-	-	-	-	-
Correction of prior errors	前期差錯更正	-	-	-	-	-	-
Others	其他	-	-	-	-	-	-
II. Balance at the beginning of the period	二、本年年初餘額	412,220,000	615,293,521	-	145,282,646	315,896,687	1,488,692,854
III. Increase or decrease amount in the year	三、本期增減變動金額(減少以「-」號填列)	-	-	-	-	(52,107,369)	(52,107,369)
(I) Total comprehensive income	(一) 綜合收益總額	-	-	-	-	(52,107,369)	(52,107,369)
(II) Contribution and reduction of shareholders' capital	(二) 股東投入和減少資本	-	-	-	-	-	-
1. Ordinary shares contribution from shareholders	1、股東投入的普通股	-	-	-	-	-	-
2. Capital contribution from holders of other equity instruments	2、其他權益工具持有者投入資本	-	-	-	-	-	-
3. Dividends payments recognized in shareholders' equity	3、股份支付計入股東權益的金額	-	-	-	-	-	-
4. Others	4、其他	-	-	-	-	-	-
(III) Profit contribution	(三) 利潤分配	-	-	-	-	-	-
1. Appropriation to surplus reserves	1、提取盈餘公積	-	-	-	-	-	-
2. Appropriation to general risk reserve	2、提取一般風險準備	-	-	-	-	-	-
3. Distribution to shareholders	3、對股東的分配	-	-	-	-	-	-
4. Others	4、其他	-	-	-	-	-	-
(IV) Internal transfer within shareholders' equity	(四) 股東權益內部結轉	-	-	-	-	-	-
1. Capital reserves transferred to capital (or shares)	1、資本公積轉增資本(或股本)	-	-	-	-	-	-
2. Surplus reserves transferred to capital (or shares)	2、盈餘公積轉增資本(或股本)	-	-	-	-	-	-
3. Surplus reserves made up for losses	3、盈餘公積彌補虧損	-	-	-	-	-	-
4. Changes in defined benefit plans carried forward to retained earnings	4、設定受益計劃變動額結轉留存收益	-	-	-	-	-	-
5. Other comprehensive income carried forward to retained earnings	5、其他綜合收益結轉留存收益	-	-	-	-	-	-
6. Other	6、其他	-	-	-	-	-	-
(V) Special reserve	(五) 專項儲備	-	-	-	-	-	-
1. Appropriation in the period	1、本期提取	-	-	-	-	-	-
2. Usage in the period	2、本期使用	-	-	-	-	-	-
(VI) Other	(六) 其他	-	-	-	-	-	-
IV. Balance at the end of the year	四、本年年末餘額	412,220,000	615,293,521	-	145,282,646	263,789,318	1,436,585,485

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY OF THE COMPANY

公司股東權益變動表

FOR THE YEAR ENDED 31 DECEMBER 2023 2023年度
(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

Prepared by: BEIJING JINGKELONG COMPANY LIMITED
編製單位：北京京客隆商業集團股份有限公司

Amount unit: RMB
金額單位：人民幣元

For the year ended 31 December 2022
2022年度

Item	項目	Share capital 股本	Capital reserves 資本公積	Other comprehensive income 其他綜合收益	Surplus reserves 盈餘公積	Undistributed profits 未分配利潤	Total shareholders' equity 股東權益合計
I. Balance at the end of the prior period	一、上年年末餘額	412,220,000	615,293,521	-	145,282,646	392,463,394	1,565,259,561
Add: Changes in accounting policies	加：會計政策變更	-	-	-	-	(1,264,512)	(1,264,512)
Correction of prior errors	前期差錯更正	-	-	-	-	-	-
Others	其他	-	-	-	-	-	-
II. Balance at the beginning of the period	二、本年年初餘額	412,220,000	615,293,521	-	145,282,646	391,198,882	1,563,995,049
III. Increase or decrease amount in the year	三、本期增減變動金額(減少以「-」號填列)	-	-	-	-	(75,302,195)	(75,302,195)
(I) Total comprehensive income	(一) 綜合收益總額	-	-	-	-	(54,691,195)	(54,691,195)
(II) Contribution and reduction of shareholders' capital	(二) 股東投入和減少資本	-	-	-	-	-	-
1. Ordinary shares contribution from shareholders	1、股東投入的普通股	-	-	-	-	-	-
2. Capital contribution from holders of other equity instruments	2、其他權益工具持有者投入資本	-	-	-	-	-	-
3. Dividends payments recognized in shareholders' equity	3、股份支付計入股東權益的金額	-	-	-	-	-	-
4. Others	4、其他	-	-	-	-	-	-
(III) Profit contribution	(三) 利潤分配	-	-	-	-	(20,611,000)	(20,611,000)
1. Appropriation to surplus reserves	1、提取盈餘公積	-	-	-	-	-	-
2. Appropriation to general risk reserve	2、提取一般風險準備	-	-	-	-	-	-
3. Distribution to shareholders	3、對股東的分配	-	-	-	-	(20,611,000)	(20,611,000)
4. Others	4、其他	-	-	-	-	-	-
(IV) Internal transfer within shareholders' equity	(四) 股東權益內部結轉	-	-	-	-	-	-
1. Capital reserves transferred to capital (or shares)	1、資本公積轉增資本(或股本)	-	-	-	-	-	-
2. Surplus reserves transferred to capital (or shares)	2、盈餘公積轉增資本(或股本)	-	-	-	-	-	-
3. Surplus reserves made up for losses	3、盈餘公積彌補虧損	-	-	-	-	-	-
4. Changes in defined benefit plans carried forward to retained earnings	4、設定受益計畫變動額結轉留存收益	-	-	-	-	-	-
5. Other comprehensive income carried forward to retained earnings	5、其他綜合收益結轉留存收益	-	-	-	-	-	-
6. Other	6、其他	-	-	-	-	-	-
(V) Special reserve	(五) 專項儲備	-	-	-	-	-	-
1. Appropriation in the period	1、本期提取	-	-	-	-	-	-
2. Usage in the period	2、本期使用	-	-	-	-	-	-
(VI) Other	(六) 其他	-	-	-	-	-	-
IV. Balance at the end of the year	四、本年年末餘額	412,220,000	615,293,521	-	145,282,646	315,896,687	1,488,692,854

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY OF THE COMPANY

公司股東權益變動表

FOR THE YEAR ENDED 31 DECEMBER 2023 2023年度

(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

The notes as set out from page 173 to 407 form an integral part of the financial statements

載於第173頁至第407頁的財務報表附註是本財務報表的組成部分

The financial statements as set out from page 156 to 172 have been signed by

第156頁至第172頁的財務報表由以下人士簽署：

Zhang Liwei

Legal Representative:

法定代表人：
張立偉

Yang Wensheng

Chief Financial Officer:

主管會計工作負責人：
楊文生

Zhang Yu

Chief Accountant:

會計機構負責人：
張雨

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2023 2023年度

(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

I. GENERAL INFORMATION

Beijing Jingkelong Company Limited (the “Company”) is a joint stock limited company incorporated in the People’s Republic of China (the “PRC”). On 1 November 2004, with the approval by Beijing Administration for Industry and Commerce, the Company (formerly known as “Beijing Jingkelong Supermarket Chain Company Limited”) was established and the registered capital of the Company was RMB412,220,000. The company’s unified social credit code is 91110000101782670P. The registered office and the principal place of business of the Company are located at Block No. 45, Xinyuan Street, Chaoyang District, Beijing. The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in the retail and wholesale distribution of daily consumer products.

On 25 September 2006, the H shares issued by the Company were listed on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited. On 26 February 2008, all the H shares were transferred to the Main Board for listed trading. The Company issued a total of 412,220,000 ordinary shares as 31 December 2023.

The controlling shareholder of the Group is Beijing Chaofu State-owned Assets Management Co., Ltd. (“Chaofu Company”), which was established in China, the original name was Beijing Chaofu Company Food Company, and renamed “Beijing Chaofu Company Food Company” on 3 July 2020.

The consolidated financial statements of the Group and financial statements of the Company were approved by the board of directors on 26 March 2024.

一、公司基本情況

北京京客隆商業集團股份有限公司(「本公司」)，是在中華人民共和國(「中國」)註冊的股份有限公司，於2004年11月1日由北京京客隆超市連鎖集團有限公司(更名前為「北京京客隆超市連鎖有限公司」)經北京市工商局核准整體變更設立。註冊資本為人民幣412,220,000元。企業社會統一信用代碼為91110000101782670P。本集團總部位於北京市朝陽區新源街45號。本公司及其附屬子公司(統稱「本集團」)主要從事日常消費品的零售及批發業務。

於2006年9月25日，本公司所發行人民幣普通股H股在香港聯合交易所有限公司創業板上市。於2008年2月26日，本公司的全部境外上市外資股普通股H股均由創業板轉為主板掛牌交易。截至2023年12月31日止，本公司累計發行股份總數41,222萬股。

本集團的控股股東為於中國成立的北京朝富國有資產管理有限公司(「朝富公司」)，原名稱為「北京市朝陽副食品總公司」，於2020年7月3日更名為「北京朝富國有資產管理有限公司」。

本財務報表業經本公司董事會於2024年3月26日決議批准報出。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2023 2023年度

(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

II. BASIS FOR PREPARATION OF FINANCIAL STATEMENTS

二、財務報表的編製基礎

1. The preparation basis of financial statements

The Group recognizes and measures actual transactions and events in accordance with the “Enterprise Accounting Standards – Basic Standards” issued by the Ministry of Finance, as well as specific enterprise accounting standards, application guidelines for enterprise accounting standards, interpretations of enterprise accounting standards, and other relevant provisions (hereinafter collectively referred to as “Enterprise Accounting Standards”). Based on this, and in accordance with the provisions of the China Securities Regulatory Commission’s “Compilation Rules for Information Disclosure of Companies Issuing Securities to the Public No. 15- General Provisions on Financial Reporting” (revised in 2023), financial statements are prepared, and the disclosure requirements of Company Ordinance of Hong Kong and the Listing Rules of The Stock Exchange of Hong Kong Limited.

2. Continuing operations

The Group has evaluated its ability to continue operating for 12 months from the end of the reporting period and has not found any significant doubts or circumstances regarding its ability to continue operating. Therefore, these financial statements have been prepared based on the assumption of going concern.

3. Accounting Basis and Valuation Principles

In accordance with Accounting Standards for Business Enterprises, the Group has adopted the accrual basis of accounting. Except for certain financial instruments, the Company adopts the historical cost as the principle of measurement in the financial statements. When assets are impaired, provisions for asset impairment are made in accordance with relevant requirements.

(一) 財務報表的編製基礎

本集團根據實際發生的交易和事項，按照財政部頒佈的《企業會計準則—基本準則》和具體企業會計準則、企業會計準則應用指南、企業會計準則解釋及其他相關規定(以下合稱「企業會計準則」)進行確認和計量，在此基礎上，結合中國證券監督管理委員會《公開發行證券的公司信息披露編報規則第15號—財務報告的一般規定》(2023年修訂)的規定，編製財務報表。此外，本集團還按照《香港公司條例》和《香港聯合交易所有限公司證券上市規則》之要求披露有關財務信息。

(二) 持續經營

本集團對報告期末起12個月的持續經營能力進行了評價，未發現對持續經營能力產生重大懷疑的事項或情況。因此，本財務報表繫在持續經營假設的基礎上編製。

(三) 記賬基礎和計價原則

根據企業會計準則的相關規定，本集團會計核算以權責發生制為基礎。除某些金融工具外，本財務報表均以歷史成本為計量基礎。資產如果發生減值，則按照相關規定計提相應的減值準備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2023 2023年度
(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

III. STATEMENTS OF COMPLIANCE WITH ACCOUNTING STANDARDS FOR BUSINESS ENTERPRISES-BASIC STANDARD

The financial statements prepared by the Group have been in compliance with ASBE and truly and completely reflect the financial position of the Group as at 31 December 2023 and the operating results, cash flows and other relevant information of the Company for the 2023.

IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

1 Accounting period

The Group adopts the calendar year as its accounting year from January 1 to December 31.

2 Business period

The normal operating cycle refers to the period from the purchase of assets for processing to the realization of cash or cash equivalents. The Group regards 12 months as an operating cycle and uses it as the standard for dividing the liquidity of assets and liabilities.

3 Functional currency

RMB is the currency of the primary economic environment where the Group and its domestic subsidiaries operate, and the Group and its domestic subsidiaries used RMB as the functional currency. The financial statements have been prepared in RMB.

三、遵循企業會計準則的聲明

本集團編製的財務報表符合企業會計準則的要求，真實、完整地反映了本集團2023年12月31日的財務狀況及2023年的經營成果和現金流量等有關信息。

四、重要會計政策和會計估計

(一) 會計期間

本集團的會計年度為公曆年度，即每年1月1日起至12月31日止。

(二) 營業週期

正常營業週期是指本集團從購買用於加工的資產起至實現現金或現金等價物的期間。本集團以12個月作為一個營業週期，並以其作為資產和負債的流動性劃分標準。

(三) 記賬本位幣

人民幣為本集團及境內子公司經營所處的主要經濟環境中的貨幣，本集團及境內子公司以人民幣為記賬本位幣。本集團編製本財務報表時所採用的貨幣為人民幣。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註

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(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

4 Method for determining importance criteria and selection criteria

(四) 重要性標準確定方法和選擇依據

Item 項目	Importance criteria 重要性標準
Important non wholly-owned subsidiaries 重要的非全資子公司	The total assets of non wholly-owned subsidiaries account for more than 5% of the total assets of the group 非全資子公司的資產總額佔集團資產總額的5%以上
Important ongoing construction projects 重要在建工程項目	The budget amount of a single ongoing construction project exceeds RMB10 million 單個在建工程項目預算金額超過1000萬元
Important contingencies 重要的或有事項	The company considers matters that are highly likely to arise or have obligations as significant 公司將極大可能產生或有義務的事項認定為重要
Important post balance sheet events 重要的資產負債表日後事項	The company recognizes matters such as profit distribution after the balance sheet date as important 公司將資產負債表日後利潤分配等事項認定為重要

5 Accounting treatment methods for business combinations under the same control and those not under the same control

(五) 同一控制下和非同一控制下企業合併的會計處理方法

1. Step by step implementation of the terms, conditions, and economic impact of various transactions in the process of enterprise merger that meet one or more of the following conditions, multiple transaction items shall be treated as a package transaction for accounting treatment

1. 分步實現企業合併過程中的各項交易的條款、條件以及經濟影響符合以下一種或多種情況，將多次交易事項作為一攬子交易進行會計處理

(1) These transactions were entered into simultaneously or considering mutual influence;

(1) 這些交易是同時或者在考慮了彼此影響的情況下訂立的；

(2) These transactions as a whole can achieve a complete commercial outcome;

(2) 這些交易整體才能達成一項完整的商業結果；

(3) The occurrence of a transaction depends on the occurrence of at least one other transaction;

(3) 一項交易的發生取決於其他至少一項交易的發生；

(4) A single transaction may not be economical when viewed separately, but it is economical when considered together with other transactions.

(4) 一項交易單獨看是不經濟的，但是和其他交易一併考慮時是經濟的。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註

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(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

5 Accounting treatment methods for business combinations under the same control and those not under the same control (Continued)

2. Mergers of enterprises under the same control

The enterprises participating in the merger are ultimately controlled by the same party or multiple parties before and after the merger, and this control is not temporary, which is a merger of enterprises under the same control.

The assets and liabilities acquired by the Company in a business merger are measured at their carrying amounts in the consolidated financial statements of the ultimate controlling party on the merger date, including the goodwill formed by the ultimate controlling party's acquisition of the merged party. The difference between the book value of the net assets obtained in the merger and the book value of the merger consideration paid (or the total face value of the issued shares) shall be adjusted for the share premium in the capital reserve. If the share premium in the capital reserve is insufficient to offset, the retained earnings shall be adjusted.

If there is a contingent consideration and an estimated liability or asset needs to be recognized, the difference between the estimated liability or asset amount and the subsequent settlement amount of the contingent consideration shall be adjusted to the capital reserve (capital premium or share premium). If the capital reserve is insufficient, the retained earnings shall be adjusted.

四、重要會計政策和會計估計(續)

(五) 同一控制下和非同一控制下企業合併的會計處理方法(續)

2. 同一控制下的企業合併

參與合併的企業在合併前後均受同一方或相同的多方最終控制，且該控制並非暫時性的，為同一控制下的企業合併。

本公司在企業合併中取得的資產和負債，按照合併日在被合併方資產、負債(包括最終控制方收購被合併方而形成的商譽)在最終控制方合併財務報表中的賬面價值計量。在合併中取得的淨資產賬面價值與支付的合併對價賬面價值(或發行股份面值總額)的差額，調整資本公積中的股本溢價，資本公積中的股本溢價不足沖減的，調整留存收益。

如果存在或有對價並需要確認預計負債或資產，該預計負債或資產金額與後續或有對價結算金額的差額，調整資本公積(資本溢價或股本溢價)，資本公積不足的，調整留存收益。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

5 Accounting treatment methods for business combinations under the same control and those not under the same control (Continued)

2. Mergers of enterprises under the same control (Continued)

For transactions that ultimately achieve a business merger through multiple transactions, which belong to a package deal, each transaction shall be treated as a transaction to obtain control for accounting treatment; If it does not belong to a package deal, on the date of obtaining control, the difference between the initial investment cost of the long-term equity investment and the sum of the book value of the long-term equity investment before the merger plus the book value of the new payment for the shares obtained on the merger date shall be adjusted to the capital reserve; If the capital reserve is insufficient to offset, the retained earnings shall be adjusted. For equity investments held before the merger date, other comprehensive income recognized using the equity method or financial instrument recognition and measurement standards will not be subject to accounting treatment until the disposal of the investment is carried out on the same basis as the direct disposal of relevant assets or liabilities by the invested entity; Other changes in owner's equity in the net assets of the invested entity recognized using the equity method, except for net profit or loss, other comprehensive income, and profit distribution, will not be accounted for until the investment is disposed of and transferred to the current period's profit or loss.

四、重要會計政策和會計估計(續)

(五) 同一控制下和非同一控制下企業合併的會計處理方法(續)

2. 同一控制下的企業合併(續)

對於通過多次交易最終實現企業合併的，屬於一攬子交易的，將各項交易作為一項取得控制權的交易進行會計處理；不屬於一攬子交易的，在取得控制權日，長期股權投資初始投資成本，與達到合併前的長期股權投資賬面價值加上合併日進一步取得股份新支付對價的賬面價值之和的差額，調整資本公積；資本公積不足沖減的，調整留存收益。對於合併日之前持有的股權投資，因採用權益法核算或金融工具確認和計量準則核算而確認的其他綜合收益，暫不進行會計處理，直至處置該項投資時採用與被投資單位直接處置相關資產或負債相同的基礎進行會計處理；因採用權益法核算而確認的被投資單位淨資產中除淨損益、其他綜合收益和利潤分配以外的所有者權益其他變動，暫不進行會計處理，直至處置該項投資時轉入當期損益。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

5 Accounting treatment methods for business combinations under the same control and those not under the same control (Continued)

3. Mergers of enterprises not under the same control

The enterprises participating in the merger are not ultimately controlled by the same party or multiple parties before and after the merger, which is a merger of enterprises not under the same control.

On the date of purchase, the Company measures the assets paid as consideration for a business merger and the liabilities incurred or assumed at fair value. The difference between fair value and its carrying amount is recognized in the current period's profit or loss.

The difference between the merger cost and the fair value share of identifiable net assets obtained from the acquired party in the merger is recognized as goodwill by the company; If the merger cost is less than the fair value share of the identifiable net assets obtained from the acquired party in the merger, the fair values of the identifiable assets, liabilities, and contingent liabilities obtained from the acquired party, as well as the measurement of the merger cost, are first reviewed. If the merger cost is still less than the fair value share of the identifiable net assets obtained from the acquired party in the merger, it is recognized in the current period's profit and loss.

四、重要會計政策和會計估計(續)

(五) 同一控制下和非同一控制下企業合併的會計處理方法(續)

3. 非同一控制下的企業合併

參與合併的企業在合併前後不受同一方或相同的多方最終控制，為非同一控制下的企業合併。

本公司在購買日對作為企業合併對價付出的資產、發生或承擔的負債按照公允價值計量，公允價值與其賬面價值的差額，計入當期損益。

本公司對合併成本大於合併中取得的被購買方可辨認淨資產公允價值份額的差額，確認為商譽；合併成本小於合併中取得的被購買方可辨認淨資產公允價值份額的，首先對取得的被購買方各項可辨認資產、負債及或有負債的公允價值以及合併成本的計量進行覆核，覆核後合併成本仍小於合併中取得的被購買方可辨認淨資產公允價值份額的，計入當期損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註

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(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

5 Accounting treatment methods for business combinations under the same control and those not under the same control (Continued)

3. Mergers of enterprises not under the same control (Continued)

If the merger of enterprises under different control is achieved through multiple exchange transactions in steps and belongs to a package transaction, each transaction shall be treated as a transaction to obtain control for accounting treatment; For equity investments held before the merger date that do not belong to a package deal and are accounted for using the equity method, the initial investment cost of the investment shall be the sum of the book value of the equity investment held by the acquired party before the purchase date and the newly added investment cost on the purchase date; Other comprehensive income recognized through equity method accounting for equity investments held before the purchase date shall be accounted for on the same basis as the direct disposal of relevant assets or liabilities by the invested entity when disposing of the investment. If the equity investments held before the merger date are accounted for using financial instrument recognition and measurement standards, the initial investment cost on the merger date shall be the sum of the fair value of the equity investment on the merger date and the newly added investment cost. The difference between the fair value and book value of the originally held equity, as well as the cumulative fair value changes originally recognized in other comprehensive income, should be fully transferred to the current investment income on the merger date.

四、重要會計政策和會計估計(續)

(五) 同一控制下和非同一控制下企業合併的會計處理方法(續)

3. 非同一控制下的企業合併(續)

通過多次交換交易分步實現的非同一控制下企業合併，屬於一攬子交易的，將各項交易作為一項取得控制權的交易進行會計處理；不屬於一攬子交易的，合併日之前持有的股權投資採用權益法核算的，以購買日之前所持被購買方的股權投資的賬面價值與購買日新增投資成本之和，作為該項投資的初始投資成本；購買日之前持有的股權投資因採用權益法核算而確認的其他綜合收益，在處置該項投資時採用與被投資單位直接處置相關資產或負債相同的基礎進行會計處理。合併日之前持有的股權投資採用金融工具確認和計量準則核算的，以該股權投資在合併日的公允價值加上新增投資成本之和，作為合併日的初始投資成本。原持有股權的公允價值與賬面價值之間的差額以及原計入其他綜合收益的累計公允價值變動應全部轉入合併日當期的投資收益。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

5 Accounting treatment methods for business combinations under the same control and those not under the same control (Continued)

(五) 同一控制下和非同一控制下企業合併的會計處理方法(續)

4. Related expenses incurred for the merger

The intermediary fees for auditing, legal services, evaluation and consulting, as well as other directly related expenses incurred for the merger of enterprises, shall be recognized in the current period's profit and loss at the time of occurrence; The transaction costs of issuing equity securities for corporate mergers can be directly attributed to equity transactions and deducted from equity.

4. 為合併發生的相關費用

為企業合併發生的審計、法律服務、評估諮詢等中介費用以及其他直接相關費用，於發生時計入當期損益；為企業合併而發行權益性證券的交易費用，可直接歸屬於權益性交易的從權益中扣減。

6 Judgment criteria for control and preparation methods for consolidated financial statements

(六) 控制的判斷標準和合併財務報表的編製方法

1. Criteria for judging control

Control refers to the investor having the power over the invested party, enjoying variable returns through participating in related activities of the invested party, and having the ability to use the power over the invested party to influence its return amount.

1. 控制的判斷標準

控制，是指投資方擁有對被投資方的權力，通過參與被投資方的相關活動而享有可變回報，並且有能力運用對被投資方的權力影響其回報金額。

Our company makes a judgment on whether to control the invested party based on comprehensive consideration of all relevant facts and circumstances. Once changes in relevant facts and circumstances result in changes in the relevant elements involved in the definition of control, our company will conduct a reassessment. The relevant facts and situations mainly include:

本公司在綜合考慮所有相關事實和情況的基礎上對是否控制被投資方進行判斷。一旦相關事實和情況的變化導致對控制定義所涉及的相關要素發生變化的，本公司會進行重新評估。相關事實和情況主要包括：

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

6 Judgment criteria for control and preparation methods for consolidated financial statements (Continued)

1. Criteria for judging control (Continued)

- (1) The purpose of the establishment of the invested party.
- (2) The relevant activities of the invested party and how to make decisions regarding these activities.
- (3) Does the rights enjoyed by the investor currently enable them to lead the relevant activities of the invested party.
- (4) Does the investor enjoy variable returns by participating in related activities of the investee.
- (5) Whether the investor has the ability to exercise the power over the invested party to affect its return amount.
- (6) The relationship between investors and other parties.

2. Scope of consolidation

The consolidation scope of our company's consolidated financial statements is determined based on control, and all subsidiaries are included in the consolidated financial statements.

四、重要會計政策和會計估計(續)

(六) 控制的判斷標準和合併財務報表的編製方法(續)

1. 控制的判斷標準(續)

- (1) 被投資方的設立目的。
- (2) 被投資方的相關活動以及如何對相關活動作出決策。
- (3) 投資方享有的權利是否使其目前有能力主導被投資方的相關活動。
- (4) 投資方是否通過參與被投資方的相關活動而享有可變回報。
- (5) 投資方是否有能力運用對被投資方的權力影響其回報金額。
- (6) 投資方與其他方的關係。

2. 合併範圍

本公司合併財務報表的合併範圍以控制為基礎確定，所有子公司均納入合併財務報表。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

6 Judgment criteria for control and preparation methods for consolidated financial statements (Continued)

(六) 控制的判斷標準和合併財務報表的編製方法(續)

3. Merge program

Our company prepares consolidated financial statements based on the financial statements of itself and its subsidiaries, and other relevant information. Our company prepares consolidated financial statements, treating the entire enterprise group as one accounting entity. In accordance with the recognition, measurement, and presentation requirements of relevant enterprise accounting standards, and in accordance with unified accounting policies, we reflect the overall financial condition, operating results, and cash flows of our enterprise group.

All subsidiaries included in the scope of consolidated financial statements adopt accounting policies and accounting periods that are consistent with the Company. If the accounting policies and accounting periods adopted by the subsidiaries are inconsistent with the Company, necessary adjustments shall be made in accordance with the Company's accounting policies and accounting periods when preparing the consolidated financial statements.

3. 合併程序

本公司以自身和各子公司的財務報表為基礎，根據其他有關資料，編製合併財務報表。本公司編製合併財務報表，將整個企業集團視為一個會計主體，依據相關企業會計準則的確認、計量和列報要求，按照統一的會計政策，反映本企業集團整體財務狀況、經營成果和現金流量。

所有納入合併財務報表合併範圍的子公司所採用的會計政策、會計期間與本公司一致，如子公司採用的會計政策、會計期間與本公司不一致的，在編製合併財務報表時，按本公司的會計政策、會計期間進行必要的調整。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

6 Judgment criteria for control and preparation methods for consolidated financial statements (Continued)

3. Merge program (Continued)

When consolidating financial statements, offset the impact of internal transactions between the company and its subsidiaries, as well as between subsidiaries, on the consolidated balance sheet, consolidated income statement, consolidated cash flow statement, and consolidated statement of changes in equity. If the recognition of the same transaction from the perspective of the consolidated financial statements of the enterprise group is different from that of the accounting entity of the company or its subsidiaries, the transaction should be adjusted from the perspective of the enterprise group.

The shares belonging to minority shareholders in the owner's equity, current net profit and loss, and current comprehensive income of subsidiaries are separately presented under the owner's equity item in the consolidated balance sheet, net profit item in the consolidated income statement, and total comprehensive income item. The current loss shared by the minority shareholders of a subsidiary exceeds the balance formed by the minority shareholder's share in the initial owner's equity of the subsidiary, which is offset against the minority shareholder's equity.

四、重要會計政策和會計估計(續)

(六) 控制的判斷標準和合併財務報表的編製方法(續)

3. 合併程序(續)

合併財務報表時抵銷本公司與各子公司、各子公司相互之間發生的內部交易對合併資產負債表、合併利潤表、合併現金流量表、合併股東權益變動表的影響。如果站在企業集團合併財務報表角度與以本公司或子公司為會計主體對同一交易的認定不同時，從企業集團的角度對該交易予以調整。

子公司所有者權益、當期淨損益和當期綜合收益中屬於少數股東的份額分別在合併資產負債表中所有者權益項目下、合併利潤表中淨利潤項目下和綜合收益總額項目下單獨列示。子公司少數股東分擔的當期虧損超過了少數股東在該子公司期初所有者權益中所享有份額而形成的餘額，沖減少數股東權益。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

6 Judgment criteria for control and preparation methods for consolidated financial statements (Continued)

(六) 控制的判斷標準和合併財務報表的編製方法(續)

3. Merge program (Continued)

For subsidiaries acquired through business combinations under the same control, adjustments are made to their financial statements based on the carrying amount of their assets and liabilities (including goodwill formed by the ultimate controlling party's acquisition of the subsidiary) in the ultimate controlling party's financial statements.

For subsidiaries acquired through business combinations not under the same control, adjustments to their financial statements shall be made based on the fair value of identifiable net assets on the purchase date

(1) Increase subsidiaries or businesses

During the reporting period, if a subsidiary or business is added due to a merger of enterprises under the same control, the opening balance of the consolidated balance sheet shall be adjusted; Incorporate the income, expenses, and profits of subsidiaries or businesses from the beginning of the current period to the end of the reporting period into the consolidated income statement; Include the cash flows of subsidiaries or businesses from the beginning of the current period to the end of the reporting period in the consolidated cash flow statement, and adjust the relevant items in the comparative statements, as if the merged reporting entity has existed since the point when the ultimate controlling party began to control.

3. 合併程序(續)

對於同一控制下企業合併取得的子公司，以其資產、負債(包括最終控制方收購該子公司而形成的商譽)在最終控制方財務報表中的賬面價值為基礎對其財務報表進行調整。

對於非同一控制下企業合併取得的子公司，以購買日可辨認淨資產公允價值為基礎對其財務報表進行調整

(1) 增加子公司或業務

在報告期內，若因同一控制下企業合併增加子公司或業務的，則調整合併資產負債表的期初數；將子公司或業務合併當期期初至報告期末的收入、費用、利潤納入合併利潤表；將子公司或業務合併當期期初至報告期末的現金流量納入合併現金流量表，同時對比較報表的相關項目進行調整，視同合併後的報告主體自最終控制方開始控制時點起一直存在。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

6 Judgment criteria for control and preparation methods for consolidated financial statements (Continued)

3. Merge program (Continued)

(1) Increase subsidiaries or businesses (Continued)

If it is possible to exercise control over the investee under the same control due to additional investment or other reasons, it shall be deemed that the parties participating in the merger have made adjustments in their current state when the ultimate controlling party begins to control. The equity investment held before obtaining control of the merged party shall have recognized relevant gains and losses, other comprehensive income, and other changes in net assets between the later of the date of obtaining the original equity and the date when the merging party and the merged party are under the same control, and shall be offset against the initial retained earnings or current period gains and losses of the reporting period.

During the reporting period, if a subsidiary or business is added due to a merger of enterprises not under the same control, the beginning balance of the consolidated balance sheet will not be adjusted; Include the income, expenses, and profits of the subsidiary or business from the date of purchase to the end of the reporting period in the consolidated income statement; The cash flows of the subsidiary or business from the date of purchase to the end of the reporting period are included in the consolidated cash flow statement.

四、重要會計政策和會計估計(續)

(六) 控制的判斷標準和合併財務報表的編製方法(續)

3. 合併程序(續)

(1) 增加子公司或業務(續)

因追加投資等原因能夠對同一控制下的被投資方實施控制的，視同參與合併的各方在最終控制方開始控制時即以目前的狀態存在進行調整。在取得被合併方控制權之前持有的股權投資，在取得原股權之日與合併方和被合併方同處於同一控制之日孰晚日起至合併日之間已確認有關損益、其他綜合收益以及其他淨資產變動，分別沖減比較報表期間的期初留存收益或當期損益。

在報告期內，若因非同一控制下企業合併增加子公司或業務的，則不調整合併資產負債表期初數；將該子公司或業務自購買日至報告期末的收入、費用、利潤納入合併利潤表；該子公司或業務自購買日至報告期末的現金流量納入合併現金流量表。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

6 Judgment criteria for control and preparation methods for consolidated financial statements (Continued)

(六) 控制的判斷標準和合併財務報表的編製方法(續)

3. Merge program (Continued)

3. 合併程序(續)

(1) Increase subsidiaries or businesses (Continued)

(1) 增加子公司或業務(續)

If it is possible to exercise control over the investee under different control due to additional investment or other reasons, the Company shall remeasure the equity of the investee held before the purchase date at its fair value on the purchase date, and the difference between the fair value and its book value shall be recognized in the current investment income. If the equity of the purchased party held before the purchase date involves other comprehensive income accounted for under the equity method, as well as other changes in owner's equity other than net profit and loss, other comprehensive income, and profit distribution, the related other comprehensive income and other changes in owner's equity shall be converted into current investment income on the purchase date, except for other comprehensive income arising from the remeasurement of net liabilities or changes in net assets of the defined benefit plan by the invested party.

因追加投資等原因能夠對非同一控制下的被投資方實施控制的，對於購買日之前持有的被購買方的股權，本公司按照該股權在購買日的公允價值進行重新計量，公允價值與其賬面價值的差額計入當期投資收益。購買日之前持有的被購買方的股權涉及權益法核算下的其他綜合收益以及除淨損益、其他綜合收益和利潤分配之外的其他所有者權益變動的，與其相關的其他綜合收益、其他所有者權益變動轉為購買日所屬當期投資收益，由於被投資方重新計量設定受益計劃淨負債或淨資產變動而產生的其他綜合收益除外。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

6 Judgment criteria for control and preparation methods for consolidated financial statements (Continued)

3. Merge program (Continued)

(2) Disposal of subsidiaries or businesses

1) General processing methods

During the reporting period, if the company disposes of a subsidiary or business, the income, expenses, and profits of the subsidiary or business from the beginning of the period to the disposal date shall be included in the consolidated income statement; The cash flows of the subsidiary or business from the beginning of the period to the disposal date are included in the consolidated cash flow statement.

When control over the invested party is lost due to the disposal of a portion of equity investment or other reasons, the remaining equity investment after disposal shall be remeasured by the company at its fair value on the date of loss of control. The difference between the consideration obtained from the disposal of equity and the fair value of the remaining equity, minus the share of net assets of the original subsidiary that should have been continuously calculated from the

四、重要會計政策和會計估計(續)

(六) 控制的判斷標準和合併財務報表的編製方法(續)

3. 合併程序(續)

(2) 處置子公司或業務

1) 一般處理方法

在報告期內，本公司處置子公司或業務，則該子公司或業務期初至處置日的收入、費用、利潤納入合併利潤表；該子公司或業務期初至處置日的現金流量納入合併現金流量表。

因處置部分股權投資或其他原因喪失了對被投資方控制權時，對於處置後的剩餘股權投資，本公司按照其在喪失控制權日的公允價值進行重新計量。處置股權取得的對價與剩餘股權公允價值之和，減去按原持股比例計算應享有原有子公司自購買日或合

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

6 Judgment criteria for control and preparation methods for consolidated financial statements (Continued)

(六) 控制的判斷標準和合併財務報表的編製方法(續)

3. Merge program (Continued)

3. 合併程序(續)

(2) Disposal of subsidiaries or businesses (Continued)

(2) 處置子公司或業務(續)

- 1) General processing methods (Continued)
purchase date or merger date based on the original shareholding ratio, and the sum of goodwill, shall be recognized as investment income in the current period of loss of control. Other comprehensive income related to equity investments in existing subsidiaries or changes in owner's equity other than net profit or loss, other comprehensive income, and profit distribution shall be converted into current investment income when control is lost, except for other comprehensive income arising from the remeasurement of net liabilities or net asset changes in the defined benefit plan by the invested party.

- 1) 一般處理方法(續)
併日開始持續計算的淨資產的份額與商譽之和的差額，計入喪失控制權當期的投資收益。與原有子公司股權投資相關的其他綜合收益或除淨損益、其他綜合收益及利潤分配之外的其他所有者權益變動，在喪失控制權時轉為當期投資收益，由於被投資方重新計量設定受益計劃淨負債或淨資產變動而產生的其他綜合收益除外。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

6 Judgment criteria for control and preparation methods for consolidated financial statements (Continued)

3. Merge program (Continued)

(2) Disposal of subsidiaries or businesses (Continued)

2) Stepwise disposal of subsidiaries

If the equity investment in a subsidiary is disposed of step by step through multiple transactions until the loss of control, and the terms, conditions, and economic impact of the disposal of the equity investment in the subsidiary meet one or more of the following conditions, it usually indicates that the multiple transaction items should be treated as a package transaction for accounting treatment:

- A. These transactions were entered into simultaneously or considering mutual influence;
- B. These transactions as a whole can achieve a complete commercial outcome;
- C. The occurrence of a transaction depends on the occurrence of at least one other transaction;
- D. A single transaction may not be economical when viewed separately, but it is economical when considered together with other transactions.

四、重要會計政策和會計估計(續)

(六) 控制的判斷標準和合併財務報表的編製方法(續)

3. 合併程序(續)

(2) 處置子公司或業務(續)

2) 分步處置子公司

通過多次交易分步處置對子公司股權投資直至喪失控制權的，處置對子公司股權投資的各項交易的條款、條件以及經濟影響符合以下一種或多種情況，通常表明應將多次交易事項作為一攬子交易進行會計處理：

- A. 這些交易是同時或者在考慮了彼此影響的情況下訂立的；
- B. 這些交易整體才能達成一項完整的商業結果；
- C. 一項交易的發生取決於其他至少一項交易的發生；
- D. 一項交易單獨看是不經濟的，但是和其他交易一併考慮時是經濟的。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

6 Judgment criteria for control and preparation methods for consolidated financial statements (Continued)

(六) 控制的判斷標準和合併財務報表的編製方法(續)

3. Merge program (Continued)

3. 合併程序(續)

(2) Disposal of subsidiaries or businesses (Continued)

(2) 處置子公司或業務(續)

2) Stepwise disposal of subsidiaries (Continued)

2) 分步處置子公司(續)

If the disposal of equity investments in subsidiaries until the loss of control belongs to a package deal, the company will treat each transaction as a disposal of subsidiaries and the loss of control transaction for accounting treatment; However, the difference between the disposal price and the net asset share of the subsidiary corresponding to the disposal investment before the loss of control is recognized as other comprehensive income in the consolidated financial statements, and is transferred to the current period's profit and loss when the loss of control occurs.

處置對子公司股權投資直至喪失控制權的各項交易屬於一攬子交易的，本公司將各項交易作為一項處置子公司並喪失控制權的交易進行會計處理；但是，在喪失控制權之前每一次處置價款與處置投資對應的享有該子公司淨資產份額的差額，在合併財務報表中確認為其他綜合收益，在喪失控制權時一併轉入喪失控制權當期的損益。

If the disposal of equity investments in subsidiaries until the loss of control does not constitute a package deal, accounting treatment shall be carried out in accordance with the relevant policies for partial disposal of equity investments in subsidiaries without losing control until the loss of control; When losing control, accounting treatment shall be carried out according to the general treatment method for disposing of subsidiaries.

處置對子公司股權投資直至喪失控制權的各項交易不屬於一攬子交易的，在喪失控制權之前，按不喪失控制權的情況下部分處置對子公司的股權投資的相關政策進行會計處理；在喪失控制權時，按處置子公司一般處理方法進行會計處理。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

6 Judgment criteria for control and preparation methods for consolidated financial statements (Continued)

3. Merge program (Continued)

(3) Purchase of minority equity in subsidiaries

The difference between the long-term equity investment obtained by our company through the purchase of minority equity and the net asset share of the subsidiary calculated continuously from the purchase date (or merger date) based on the newly added shareholding ratio shall be adjusted for the share premium in the capital reserve in the consolidated balance sheet. If the share premium in the capital reserve is insufficient to offset, the retained earnings shall be adjusted.

(4) Partial disposal of equity investments in subsidiaries without losing control

The difference between the disposal price obtained from partial disposal of long-term equity investments in a subsidiary without losing control and the net asset share of the subsidiary continuously calculated from the purchase date or merger date corresponding to the disposal of long-term equity investments shall be adjusted for the share premium in the capital reserve in the consolidated balance sheet. If the share premium in the capital reserve is insufficient to offset, the retained earnings shall be adjusted.

四、重要會計政策和會計估計(續)

(六) 控制的判斷標準和合併財務報表的編製方法(續)

3. 合併程序(續)

(3) 購買子公司少數股權

本公司因購買少數股權新取得的長期股權投資與按照新增持股比例計算應享有子公司自購買日(或合併日)開始持續計算的淨資產份額之間的差額，調整合併資產負債表中的資本公積中的股本溢價，資本公積中的股本溢價不足沖減的，調整留存收益。

(4) 不喪失控制權的情況下部分處置對子公司的股權投資

在不喪失控制權的情況下因部分處置對子公司的長期股權投資而取得的處置價款與處置長期股權投資相對應享有子公司自購買日或合併日開始持續計算的淨資產份額之間的差額，調整合併資產負債表中的資本公積中的股本溢價，資本公積中的股本溢價不足沖減的，調整留存收益。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

7 Determination criteria for cash and cash equivalents

The cash and cash equivalents of the Group include cash on hand, deposits that can be used for payment at any time, and investments held by the Group with short maturities (generally within three months from the purchase date), strong liquidity, easy conversion to known amounts of cash, and minimal risk of value changes.

8 Foreign currency business

Foreign currency transactions are initially recognized using the spot exchange rate on the transaction date as the conversion rate to be converted into RMB for bookkeeping.

On the balance sheet date, foreign currency monetary items are converted at the spot exchange rate on the balance sheet date. Any resulting exchange differences, except for those arising from foreign currency special borrowings related to the acquisition and construction of assets that meet capitalization conditions, are treated according to the principle of capitalization of borrowing costs, and are recognized in the current period's profit and loss. Foreign currency non-monetary items measured at historical cost are still converted using the spot exchange rate on the transaction date, without changing their recording currency amount.

Foreign currency non-monetary items measured at fair value are converted using the spot exchange rate on the date of fair value determination. The difference between the converted amount in the accounting currency and the original amount in the accounting currency is treated as changes in fair value (including exchange rate changes) and recognized in the current period's profit or loss or recognized as other comprehensive income.

(七) 現金及現金等價物的確定標準

本集團現金及現金等價物包括庫存現金、可以隨時用於支付的存款以及本集團持有的期限短(一般為從購買日起，三個月內到期)、流動性強、易於轉換為已知金額的現金、價值變動風險很小的投資。

(八) 外幣業務

外幣業務交易在初始確認時，採用交易發生日的即期匯率作為折算匯率折合成人民幣記賬。

資產負債表日，外幣貨幣性項目按資產負債表日即期匯率折算，由此產生的匯兌差額，除屬於與購建符合資本化條件的資產相關的外幣專門借款產生的匯兌差額按照借款費用資本化的原則處理外，均計入當期損益。以歷史成本計量的外幣非貨幣性項目，仍採用交易發生日的即期匯率折算，不改變其記賬本位幣金額。

以公允價值計量的外幣非貨幣性項目，採用公允價值確定日的即期匯率折算，折算後的記賬本位幣金額與原記賬本位幣金額的差額，作為公允價值變動(含匯率變動)處理，計入當期損益或確認為其他綜合收益。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

9 Financial instruments

Recognize a financial asset or liability when the Group becomes a party to a financial instrument contract.

1. Classification, recognition, and measurement of financial assets

Based on the business model of managing financial assets and the contractual cash flow characteristics of financial assets, the Group divides financial assets into: financial assets measured at amortized cost; Financial assets measured at fair value with changes recognized in other comprehensive income; Financial assets measured at fair value through profit or loss.

Financial assets are measured at fair value at initial recognition. For financial assets measured at fair value with changes recognized in the current period's profit or loss, the relevant transaction costs are directly recognized in the current period's profit or loss; For other categories of financial assets, relevant transaction costs are included in the initial recognition amount. Accounts receivable or notes receivable arising from the sale of products or provision of services, which do not include or take into account significant financing components, shall be initially recognized by the Group based on the expected amount of consideration that it is entitled to receive.

四、重要會計政策和會計估計(續)

(九) 金融工具

在本集團成為金融工具合同的一方時確認一項金融資產或金融負債。

1. 金融資產的分類、確認和計量

本集團根據管理金融資產的業務模式和金融資產的合同現金流量特徵，將金融資產劃分為：以攤餘成本計量的金融資產；以公允價值計量且其變動計入其他綜合收益的金融資產；以公允價值計量且其變動計入當期損益的金融資產。

金融資產在初始確認時以公允價值計量。對於以公允價值計量且其變動計入當期損益的金融資產，相關交易費用直接計入當期損益；對於其他類別的金融資產，相關交易費用計入初始確認金額。因銷售產品或提供勞務而產生的、未包含或不考慮重大融資成分的應收賬款或應收票據，本集團按照預期有權收取的對價金額作為初始確認金額。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

9 Financial instruments (Continued)

(九) 金融工具(續)

1. Classification, recognition, and measurement of financial assets (Continued)

1. 金融資產的分類、確認和計量(續)

(1) Financial assets measured at amortized cost

The business model of the Group's management of financial assets measured at amortized cost is aimed at collecting contractual cash flows, and the contractual cash flow characteristics of such financial assets are consistent with basic lending arrangements, that is, the cash flows generated on specific dates are only payments of principal and interest based on unpaid principal amounts. The Group adopts the effective interest rate method to measure such financial assets at amortized cost, and any gains or losses arising from amortization or impairment are recognized in the current period's profit or loss.

(1) 以攤餘成本計量的金融資產

本集團管理以攤餘成本計量的金融資產的業務模式為以收取合同現金流量為目標，且此類金融資產的合同現金流量特徵與基本借貸安排相一致，即在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。本集團對於此類金融資產，採用實際利率法，按照攤餘成本進行後續計量，其攤銷或減值產生的利得或損失，計入當期損益。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

9 Financial instruments (Continued)

1. Classification, recognition, and measurement of financial assets (Continued)

(2) Financial assets measured at fair value with changes recognized in other comprehensive income

The business model of managing such financial assets by the Group is aimed at both collecting contractual cash flows and selling them, and the contractual cash flow characteristics of such financial assets are consistent with basic lending arrangements. The Group measures such financial assets at fair value with changes recognized in other comprehensive income, but impairment losses or gains, exchange gains and losses, and interest income calculated using the effective interest rate method are recognized in the current period's income statement.

In addition, the Group designates some non trading equity instrument investments as financial assets measured at fair value with changes recognized in other comprehensive income. The Group recognizes the relevant dividend income of such financial assets in the current period's profit and loss, and changes in fair value are recognized in other comprehensive income. When the financial asset is derecognized, the cumulative gains or losses previously recognized in other comprehensive income will be transferred from other comprehensive income to retained earnings and not recognized in the current period's profit or loss.

四、重要會計政策和會計估計(續)

(九) 金融工具(續)

1. 金融資產的分類、確認和計量(續)

(2) 以公允價值計量且其變動計入其他綜合收益的金融資產

本集團管理此類金融資產的業務模式為既以收取合同現金流量為目標又以出售為目標，且此類金融資產的合同現金流量特徵與基本借貸安排相一致。本集團對此類金融資產按照公允價值計量且其變動計入其他綜合收益，但減值損失或利得、匯兌損益和按照實際利率法計算的利息收入計入當期損益。

此外，本集團將部分非交易性權益工具投資指定為以公允價值計量且其變動計入其他綜合收益的金融資產。本集團將該類金融資產的相關股利收入計入當期損益，公允價值變動計入其他綜合收益。當該金融資產終止確認時，之前計入其他綜合收益的累計利得或損失將從其他綜合收益轉入留存收益，不計入當期損益。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

9 Financial instruments (Continued)

(九) 金融工具(續)

1. Classification, recognition, and measurement of financial assets (Continued)

1. 金融資產的分類、確認和計量(續)

(3) Financial assets measured at fair value through profit or loss

The Group classifies financial assets other than those measured at amortized cost and those measured at fair value with changes recognized in other comprehensive income as financial assets measured at fair value with changes recognized in current period profit or loss. In addition, at initial recognition, the Group designates certain financial assets as measured at fair value through profit or loss in order to eliminate or significantly reduce accounting mismatches. For such financial assets, the Group adopts fair value for subsequent measurement, and changes in fair value are recognized in the current period's profit or loss.

(3) 以公允價值計量且其變動計入當期損益的金融資產

本集團將上述以攤餘成本計量的金融資產和以公允價值計量且其變動計入其他綜合收益的金融資產之外的金融資產，分類為以公允價值計量且其變動計入當期損益的金融資產。此外，在初始確認時，本集團為了消除或顯著減少會計錯配，將部分金融資產指定為以公允價值計量且其變動計入當期損益的金融資產。對於此類金融資產，本集團採用公允價值進行後續計量，公允價值變動計入當期損益。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

9 Financial instruments (Continued)

2. Classification, recognition, and measurement of financial liabilities

Financial liabilities are classified at initial recognition as financial liabilities measured at fair value through profit or loss and other financial liabilities. For financial liabilities measured at fair value through profit or loss, the relevant transaction costs are directly recognized in profit or loss, while the relevant transaction costs of other financial liabilities are recognized in their initial recognition amount.

(1) Financial liabilities measured at fair value through profit or loss

Financial liabilities measured at fair value through profit or loss, including trading financial liabilities (including derivative instruments belonging to financial liabilities) and financial liabilities designated at initial recognition as measured at fair value through profit or loss.

四、重要會計政策和會計估計(續)

(九) 金融工具(續)

2. 金融負債的分類、確認和計量

金融負債於初始確認時分類為以公允價值計量且其變動計入當期損益的金融負債和其他金融負債。對於以公允價值計量且其變動計入當期損益的金融負債，相關交易費用直接計入當期損益，其他金融負債的相關交易費用計入其初始確認金額。

(1) 以公允價值計量且其變動計入當期損益的金融負債

以公允價值計量且其變動計入當期損益的金融負債，包括交易性金融負債(含屬於金融負債的衍生工具)和初始確認時指定為以公允價值計量且其變動計入當期損益的金融負債。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

9 Financial instruments (Continued)

(九) 金融工具(續)

2. Classification, recognition, and measurement of financial liabilities (Continued)

2. 金融負債的分類、確認和計量(續)

(1) Financial liabilities measured at fair value through profit or loss (Continued)

(1) 以公允價值計量且其變動計入當期損益的金融負債(續)

Trading financial liabilities (including derivative instruments belonging to financial liabilities) are subsequently measured at fair value, and changes in fair value are recognized in profit or loss for the period, except for those related to hedge accounting.

交易性金融負債(含屬於金融負債的衍生工具)，按照公允價值進行後續計量，除與套期會計有關外，公允價值變動計入當期損益。

Financial liabilities designated to be measured at fair value through profit or loss, where the fair value change caused by the Group's own credit risk change is recognized in other comprehensive income, and when the liability is derecognized, the cumulative fair value change caused by the Group's own credit risk change recognized in other comprehensive income is transferred to retained income. The remaining changes in fair value are recognized in the current period's profit or loss. If the treatment of the impact of changes in the credit risk of such financial liabilities in the above manner would cause or expand accounting mismatches in profit or loss, the Group will include all gains or losses of such financial liabilities (including the amount affected by changes in the enterprise's own credit risk) in the current period's profit or loss.

被指定為以公允價值計量且其變動計入當期損益的金融負債，該負債由本集團自身信用風險變動引起的公允價值變動計入其他綜合收益，且終止確認該負債時，計入其他綜合收益的自身信用風險變動引起的其公允價值累計變動額轉入留存收益。其餘公允價值變動計入當期損益。若按上述方式對該等金融負債的自身信用風險變動的影響進行處理會造成或擴大損益中的會計錯配的，本集團將該金融負債的全部利得或損失(包括企業自身信用風險變動的影響金額)計入當期損益。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

9 Financial instruments (Continued)

2. Classification, recognition, and measurement of financial liabilities (Continued)

(2) Other financial liabilities

Financial liabilities other than those formed by the transfer of financial assets that do not meet the conditions for termination of recognition or continue to be involved in the transferred financial assets, as well as financial guarantee contracts, are classified as financial liabilities measured at amortized cost and subsequently measured at amortized cost. Gains or losses arising from termination of recognition or amortization are recognized in the current period's profit or loss.

3. Recognition basis and measurement method for financial asset transfer

Financial assets that meet one of the following conditions shall be derecognized: (1) the contractual right to receive cash flows from the financial asset shall be terminated; (2) The financial asset has been transferred, and almost all risks and rewards related to ownership of the financial asset have been transferred to the transferee; (3) The financial asset has been transferred, and although the enterprise has neither transferred nor retained almost all the risks and rewards of ownership of the financial asset, it has relinquished control over the financial asset.

四、重要會計政策和會計估計(續)

(九) 金融工具(續)

2. 金融負債的分類、確認和計量(續)

(2) 其他金融負債

除金融資產轉移不符合終止確認條件或繼續涉入被轉移金融資產所形成的金融負債、財務擔保合同外的其他金融負債分類為以攤餘成本計量的金融負債，按攤餘成本進行後續計量，終止確認或攤銷產生的利得或損失計入當期損益。

3. 金融資產轉移的確認依據和計量方法

滿足下列條件之一的金融資產，予以終止確認：(1)收取該金融資產現金流量的合同權利終止；(2)該金融資產已轉移，且將金融資產所有權上幾乎所有的風險和報酬轉移給轉入方；(3)該金融資產已轉移，雖然企業既沒有轉移也沒有保留金融資產所有權上幾乎所有的風險和報酬，但是放棄了對該金融資產的控制。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

9 Financial instruments (Continued)

(九) 金融工具(續)

3. Recognition basis and measurement method for financial asset transfer (Continued)

3. 金融資產轉移的確認依據和計量方法(續)

If the enterprise has neither transferred nor retained almost all the risks and rewards of ownership of the financial asset, and has not relinquished control over the financial asset, the relevant financial asset shall be recognized according to the degree of continued involvement in the transferred financial asset, and the relevant liability shall be recognized accordingly. The degree of continued involvement in the transferred financial assets refers to the level of risk faced by the enterprise due to changes in the value of the financial assets.

若企業既沒有轉移也沒有保留金融資產所有權上幾乎所有的風險和報酬，且未放棄對該金融資產的控制的，則按照繼續涉入所轉移金融資產的程度確認有關金融資產，並相應確認有關負債。繼續涉入所轉移金融資產的程度，是指該金融資產價值變動使企業面臨的風險水平。

If the overall transfer of financial assets meets the conditions for termination of recognition, the difference between the book value of the transferred financial assets and the sum of the consideration received from the transfer and the cumulative amount of fair value changes originally recognized in other comprehensive income shall be recognized in the current period's profit and loss.

金融資產整體轉移滿足終止確認條件的，將所轉移金融資產的賬面價值及因轉移而收到的對價與原計入其他綜合收益的公允價值變動累計額之和的差額計入當期損益。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

9 Financial instruments (Continued)

3. Recognition basis and measurement method for financial asset transfer (Continued)

If the partial transfer of financial assets meets the conditions for termination of recognition, the book value of the transferred financial assets shall be apportioned between the terminated and non terminated parts according to their relative fair value, and the difference between the consideration received from the transfer and the cumulative amount of fair value changes originally recognized in other comprehensive income that should be apportioned to the terminated part and the apportioned book amount shall be recognized in the current period's profit and loss.

The Group needs to determine whether almost all risks and rewards related to the ownership of financial assets sold with recourse or transferred through endorsement of held financial assets have been transferred. If almost all risks and rewards related to the ownership of the financial asset have been transferred to the transferee, the recognition of the financial asset shall be terminated; If almost all risks and rewards related to the ownership of financial assets are retained, the recognition of such financial assets shall not be terminated; If there is neither transfer nor retention of almost all risks and rewards related to the ownership of financial assets, the enterprise shall continue to determine whether it has retained control over the asset and carry out accounting treatment according to the principles described in the previous paragraphs.

四、重要會計政策和會計估計(續)

(九) 金融工具(續)

3. 金融資產轉移的確認依據和計量方法(續)

金融資產部分轉移滿足終止確認條件的，將所轉移金融資產的賬面價值在終止確認及未終止確認部分之間按其相對的公允價值進行分攤，並將因轉移而收到的對價與應分攤至終止確認部分的原計入其他綜合收益的公允價值變動累計額之和與分攤的前述賬面金額之差額計入當期損益。

本集團對採用附追索權方式出售的金融資產，或將持有的金融資產背書轉讓，需確定該金融資產所有權上幾乎所有的風險和報酬是否已經轉移。已將該金融資產所有權上幾乎所有的風險和報酬轉移給轉入方的，終止確認該金融資產；保留了金融資產所有權上幾乎所有的風險和報酬的，不終止確認該金融資產；既沒有轉移也沒有保留金融資產所有權上幾乎所有的風險和報酬的，則繼續判斷企業是否對該資產保留了控制，並根據前面各段所述的原則進行會計處理。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

9 Financial instruments (Continued)

(九) 金融工具(續)

4. Termination of recognition of financial liabilities

If the current obligations of financial liabilities (or a portion thereof) have been relieved, the Group shall terminate the recognition of such financial liabilities (or such portion of financial liabilities). If the Group (borrower) signs an agreement with the lender to replace the original financial liability by assuming a new financial liability, and the contract terms of the new financial liability are substantially different from those of the original financial liability, the recognition of the original financial liability shall be terminated, and a new financial liability shall be recognized at the same time. If the Group makes substantial modifications to the contractual terms of the original financial liability (or a portion thereof), the recognition of the original financial liability shall be terminated, and a new financial liability shall be recognized in accordance with the modified terms.

4. 金融負債的終止確認

金融負債(或其一部分)的現時義務已經解除的，本集團終止確認該金融負債(或該部分金融負債)。本集團(借入方)與借出方簽訂協議，以承擔新金融負債的方式替換原金融負債，且新金融負債與原金融負債的合同條款實質上不同的，終止確認原金融負債，同時確認一項新金融負債。本集團對原金融負債(或其一部分)的合同條款作出實質性修改的，終止確認原金融負債，同時按照修改後的條款確認一項新金融負債。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

9 Financial instruments (Continued)

4. Termination of recognition of financial liabilities

(Continued)

If a financial liability (or a portion thereof) is derecognized, the Group shall recognize the difference between its carrying amount and the consideration paid (including non cash assets transferred out or liabilities assumed) in the current period's profit or loss.

5. Offset of financial assets and financial liabilities

When the Group has the legal right to offset the recognized amount of financial assets and financial liabilities, and such legal right is currently enforceable, and the Group plans to settle the financial assets on a net basis or simultaneously realize the financial assets and settle the financial liabilities, the net amount after offsetting the financial assets and financial liabilities shall be presented on the balance sheet. In addition, financial assets and financial liabilities are presented separately in the balance sheet and are not offset against each other.

四、重要會計政策和會計估計(續)

(九) 金融工具(續)

4. 金融負債的終止確認(續)

金融負債(或其一部分)終止確認的，本集團將其賬面價值與支付的對價(包括轉出的非現金資產或承擔的負債)之間的差額，計入當期損益。

5. 金融資產和金融負債的抵銷

當本集團具有抵銷已確認金額的金融資產和金融負債的法定權利，且該種法定權利是當前可執行的，同時本集團計劃以淨額結算或同時變現該金融資產和清償該金融負債時，金融資產和金融負債以相互抵銷後的淨額在資產負債表內列示。除此以外，金融資產和金融負債在資產負債表內分別列示，不予相互抵銷。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

9 Financial instruments (Continued)

(九) 金融工具(續)

6. Method for determining the fair value of financial assets and financial liabilities

Fair value refers to the price that market participants can receive from selling an asset or pay to transfer a liability in an orderly transaction that occurs on the measurement date. If there is an active market for financial instruments, the Group determines their fair value using quotes from the active market. The quotation in an active market refers to the price that is easily obtained on a regular basis from exchanges, brokers, industry associations, pricing service agencies, etc., and represents the actual market transaction price that occurs in fair trade. If there is no active market for financial instruments, the Group adopts valuation techniques to determine their fair value. Valuation techniques include referring to prices used in recent market transactions between parties who are familiar with the situation and voluntarily trade, referring to the current fair value of other financial instruments that are essentially the same, discounted cash flow method, and option pricing models. When valuing, the company adopts valuation techniques that are applicable in the current situation and supported by sufficient available data and other information, selects input values that are consistent with the asset or liability characteristics considered by market participants in the transaction of related assets or liabilities, and prioritizes the use of relevant observable input values as much as possible. In cases where observable input values cannot be obtained or it is not feasible to obtain them, use non inputtable values.

6. 金融資產和金融負債的公允價值確定方法

公允價值，是指市場參與者在計量日發生的有序交易中，出售一項資產所能收到或者轉移一項負債所需支付的價格。金融工具存在活躍市場的，本集團採用活躍市場中的報價確定其公允價值。活躍市場中的報價是指易於定期從交易所、經紀商、行業協會、定價服務機構等獲得的價格，且代表了在公平交易中實際發生的市場交易的價格。金融工具不存在活躍市場的，本集團採用估值技術確定其公允價值。估值技術包括參考熟悉情況並自願交易的各方最近進行的市場交易中使用的價格、參照實質上相同的其他金融工具當前的公允價值、現金流量折現法和期權定價模型等。在估值時，公司採用在當前情況下適用並且有足夠可利用數據和其他信息支持的估值技術，選擇與市場參與者在相關資產或負債的交易中所考慮的資產或負債特徵相一致的輸入值，並盡可能優先使用相關可觀察輸入值。在相關可觀察輸入值無法取得或取得不切實可行的情況下，使用不可輸入值。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

9 Financial instruments (Continued)

7. Equity instruments

Equity instruments refer to contracts that prove ownership of the remaining equity in the assets of the Group after deducting all liabilities. The issuance (including refinancing), repurchase, sale or cancellation of equity instruments by the Group shall be treated as changes in equity, and transaction costs related to equity transactions shall be deducted from equity. The Group does not recognize changes in fair value of equity instruments.

If the equity instruments of the Group distribute dividends (including interest generated by instruments classified as equity instruments) during their existence, they shall be treated as profit distribution.

四、重要會計政策和會計估計(續)

(九) 金融工具(續)

7. 權益工具

權益工具是指能證明擁有本集團在扣除所有負債後的資產中的剩餘權益的合同。本集團發行(含再融資)、回購、出售或註銷權益工具作為權益的變動處理，與權益性交易相關的交易費用從權益中扣減。本集團不確認權益工具的公允價值變動。

本集團權益工具在存續期間分派股利(含分類為權益工具的工具所產生的「利息」)的，作為利潤分配處理。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

10 Impairment of financial assets

The financial assets that the Group needs to recognize impairment losses are financial assets measured at amortized cost, debt instrument investments measured at fair value with changes recognized in other comprehensive income, lease receivables, mainly including notes receivable, accounts receivable, other receivables, debt investments, other debt investments, long-term receivables, etc. In addition, for contract assets and some financial guarantee contracts, impairment provisions and recognition of credit impairment losses should also be made in accordance with the accounting policies described in this section.

1. Recognition method for impairment provisions

Based on expected credit losses, the Group sets aside impairment provisions and recognizes credit impairment losses for the aforementioned items using the applicable expected credit loss measurement method (general method or simplified method).

(十) 金融資產減值

本集團需確認減值損失的金融資產系以攤餘成本計量的金融資產、以公允價值計量且其變動計入其他綜合收益的債務工具投資、租賃應收款，主要包括應收票據、應收賬款、其他應收款、債權投資、其他債權投資、長期應收款等。此外，對合同資產及部分財務擔保合同，也應按照本部分所述會計政策計提減值準備和確認信用減值損失。

1. 減值準備的確認方法

本集團以預期信用損失為基礎，對上述各項目按照其適用的預期信用損失計量方法(一般方法或簡化方法)計提減值準備並確認信用減值損失。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

10 Impairment of financial assets (Continued)

1. Recognition method for impairment provisions

(Continued)

Credit loss refers to the present value of all cash shortages, which is the difference between all contractual cash flows receivable under the contract and all expected cash flows received, discounted at the original effective interest rate by the Group. Among them, for financial assets purchased or generated by the Group that have experienced credit impairment, they should be discounted at the actual interest rate adjusted for credit of the financial asset.

The general method for measuring expected credit losses refers to the assessment by the Group on each balance sheet date of whether the credit risk of financial assets (including contract assets and other applicable items, the same below) has significantly increased since initial recognition. If the credit risk has significantly increased since initial recognition, the Group measures the provision for losses at an amount equivalent to the expected credit loss for the entire existence period; If credit risk has not significantly increased since initial recognition, the Group measures the provision for losses at an amount equivalent to the expected credit loss in the next 12 months. When evaluating expected credit losses, the Group considers all reasonable and evidence-based information, including forward-looking information.

四、重要會計政策和會計估計(續)

(十) 金融資產減值(續)

1. 減值準備的確認方法(續)

信用損失，是指本集團按照原實際利率折現的、根據合同應收的所有合同現金流量與預期收取的所有現金流量之間的差額，即全部現金短缺的現值。其中，對於本集團購買或源生的已發生信用減值的金融資產，應按照該金融資產經信用調整的實際利率折現。

預期信用損失計量的一般方法是指，本集團在每個資產負債表日評估金融資產(含合同資產等其他適用項目，下同)的信用風險自初始確認後是否已經顯著增加，如果信用風險自初始確認後已顯著增加，本集團按照相當於整個存續期內預期信用損失的金額計量損失準備；如果信用風險自初始確認後未顯著增加，本集團按照相當於未來12個月內預期信用損失的金額計量損失準備。本集團在評估預期信用損失時，考慮所有合理且有依據的信息，包括前瞻性信息。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

10 Impairment of financial assets (Continued)

(十) 金融資產減值(續)

1. Recognition method for impairment provisions (Continued)

For financial instruments with lower credit risk on the balance sheet date, the Group assumes that their credit risk has not significantly increased since initial recognition and chooses to measure loss provisions based on expected credit losses over the next 12 months.

1. 減值準備的確認方法(續)

對於在資產負債表日具有較低信用風險的金融工具，本集團假設其信用風險自初始確認後並未顯著增加，選擇按照未來12個月內的預期信用損失計量損失準備。

2. Criteria for determining whether credit risk has significantly increased since initial recognition

If the probability of default of a financial asset during the estimated lifespan determined on the balance sheet date is significantly higher than the probability of default during the estimated lifespan determined at initial recognition, it indicates a significant increase in the credit risk of the financial asset. Except for special circumstances, the Group adopts the change in default risk that occurs within the next 12 months as a reasonable estimate of the change in default risk that occurs throughout the entire existence period to determine whether credit risk has significantly increased since initial recognition.

2. 信用風險自初始確認後是否顯著增加的判斷標準

如果某項金融資產在資產負債表日確定的預計存續期內的違約概率顯著高於在初始確認時確定的預計存續期內的違約概率，則表明該項金融資產的信用風險顯著增加。除特殊情況外，本集團採用未來12個月內發生的違約風險的變化作為整個存續期內發生違約風險變化的合理估計，來確定自初始確認後信用風險是否顯著增加。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

10 Impairment of financial assets (Continued)

3. A combination based method for evaluating expected credit risk

The Group evaluates the credit risk of financial assets with significantly different credit risks, such as accounts receivable from related parties; Accounts receivable that have disputes with the other party or involve litigation or arbitration; There are clear indications that the debtor may not be able to fulfill their repayment obligations for accounts receivable, etc.

In addition to financial assets that are individually assessed for credit risk, the Group divides financial assets into different groups based on common risk characteristics and evaluates credit risk based on the combination.

4. Accounting treatment methods for impairment of financial assets

At the end of the period, the Group calculates the expected credit loss of various financial assets. If the expected credit loss exceeds the carrying amount of its current impairment provision, the difference is recognized as impairment loss; If it is less than the carrying amount of the current impairment provision, the difference is recognized as impairment gains.

四、重要會計政策和會計估計(續)

(十) 金融資產減值(續)

3. 以組合為基礎評估預期信用風險的組合方法

本集團對信用風險顯著不同的金融資產單項評價信用風險，如：應收關聯方款項；與對方存在爭議或涉及訴訟、仲裁的應收款項；已有明顯跡象表明債務人很可能無法履行還款義務的應收款項等。

除了單項評估信用風險的金融資產外，本集團基於共同風險特徵將金融資產劃分為不同的組別，在組合的基礎上評估信用風險。

4. 金融資產減值的會計處理方法

期末，本集團計算各類金融資產的預計信用損失，如果該預計信用損失大於其當前減值準備的賬面金額，將其差額確認為減值損失；如果小於當前減值準備的賬面金額，則將差額確認為減值利得。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

10 Impairment of financial assets (Continued)

(十) 金融資產減值(續)

5. Method for determining credit losses on accounts receivable and other receivables

5. 應收賬款及其他應收款信用損失的確定方法

(1) Accounts receivable

(1) 應收賬款

For accounts receivable that do not contain significant financing components, the Group measures loss provisions based on the expected credit loss amount equivalent to the entire existence period.

對於不含重大融資成分的應收賬款，本集團按照相當於整個存續期內的預期信用損失金額計量損失準備。

For accounts receivable containing significant financing components, the Group chooses to always measure the provision for losses at an amount equivalent to the expected credit loss during the term.

對於包含重大融資成分的應收賬款，本集團選擇始終按照相當於存續期內預期信用損失的金額計量損失準備。

Except for accounts receivable that are individually assessed for credit risk, they are divided into different combinations based on their credit risk characteristics:

除了單項評估信用風險的應收賬款，基於其信用風險特徵，將其劃分為不同組合：

Item 項目

Basis for determining the combination 確定組合的依據

Accounts receivable aging combination
應收賬款賬齡組合

This combination uses the aging of accounts receivable as a credit risk characteristic.
本組合以應收款項的賬齡作為信用風險特徵。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

10 Impairment of financial assets (Continued)

(十) 金融資產減值(續)

5. Method for determining credit losses on accounts receivable and other receivables (Continued)

5. 應收賬款及其他應收款信用損失的確定方法(續)

(2) Other receivables

(2) 其他應收款

The Group measures impairment losses based on whether the credit risk of other receivables has significantly increased since initial recognition, using an amount equivalent to the expected credit loss over the next 12 months or the entire existence period. Except for other receivables that are individually assessed for credit risk, they are classified into different combinations based on their credit risk characteristics:

本集團依據其他應收款信用風險自初始確認後是否已經顯著增加，採用相當於未來12個月內、或整個存續期的預期信用損失的金額計量減值損失。除了單項評估信用風險的其他應收款外，基於其信用風險特徵，將其劃分為不同組合：

Item 項目

Basis for determining the combination 確定組合的依據

Other receivable aging combination
其他應收款賬齡組合

This combination uses the aging of other receivable as a credit risk characteristic.
本組合以其他應收款的賬齡作為信用風險特徵。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

11 Inventory

(十) 存貨

1. Classification of inventory

Inventories include goods in stocks, raw materials, goods in product and low value consumables.

1. 存貨的分類

存貨主要包括庫存商品、原材料、在產品和低值易耗品。

2. The measurement of inventories received and issued

The inventory is initially measured at the actual cost; Inventory costs comprise costs of purchase, costs of conversion and other costs. Cost of sales is determined using First in first out.

2. 存貨取得和發出的計價方法

存貨在取得時按實際成本計價，存貨成本包括採購成本、加工成本和其他成本。領用和發出時採用先進先出法確定發出存貨的實際成本。

3. Recognition of the net realizable value and measurement of provision for decline in value of inventories

At the balance sheet date, inventories are measured at the lower of cost and net realizable value. If the net realizable value of the inventory is lower than the cost, a provision for decline in value of inventories is recognized. Net realizable 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 and relevant taxes. The Group determines the net realizable value of inventories based on solid evidence obtained and after taking into consideration the purpose for which the inventory is held, and the effect of events occurring after the balance sheet date.

3. 存貨可變現淨值的確認和跌價準備的計提方法

資產負債表日，存貨按照成本與可變現淨值孰低計量。當其可變現淨值低於成本時，提取存貨跌價準備。可變現淨值是指在日常活動中，存貨的估計售價減去估計的銷售費用以及相關稅費後的金額。在確定存貨的可變現淨值時，以取得的確鑿證據為基礎，同時考慮持有存貨的目的以及資產負債表日後事項的影響。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

11 Inventory (Continued)

3. Recognition of the net realizable value and measurement of provision for decline in value of inventories (Continued)

For the inventory with tremendous number and relatively low unit price, the decline in value of inventories is provided according to the type of inventory; for other inventories, the decline in value of inventories is provided at the difference of the cost of a single inventory item exceeding its net realizable value. After the provision of decline in value of inventories is made, if the circumstances that caused the value of the inventory to be written down below cost no longer exist so that the net realizable value is higher than the carrying amount, the original provision for decline in value is reversed and the reversed amount is recognized in profit or loss for the period.

4. The stock count system for inventories is the perpetual inventory system

5. Amortization methods of low-value consumables

Low-value consumables are written off in full when issued for use.

四、重要會計政策和會計估計(續)

(十一) 存貨(續)

3. 存貨可變現淨值的確認和跌價準備的計提方法(續)

對於數量繁多、單價較低的存貨，按照存貨類別計提存貨跌價準備；其他存貨按單個存貨項目的成本高於其可變現淨值的差額計提存貨跌價準備。計提存貨跌價準備後，如果以前減記存貨價值的影響因素已經消失，導致存貨的可變現淨值高於其賬面價值的，在原已計提的存貨跌價準備金額內予以轉回，轉回的金額計入當期損益。

4. 存貨的盤存制度為永續盤存制。

5. 低值易耗品的攤銷方法

低值易耗品採用一次轉銷法進行攤銷。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

12 Long-term equity investments

A long-term equity investment is the long-term equity investment of the Group that is able to control, jointly control or significantly influence on the investee. The long-term equity investment of the Group that is not able to control, jointly control or significantly influence on the investee is recognized as the held-for-sale financial asset or the financial asset measured at fair value through profit or loss. The related accounting policies refers to Note IV, 7 financial instruments.

1. Determination of investment cost

For a long-term equity investment acquired by a business combination involving enterprises under common control, the initial investment cost of long-term equity investment is the share of the carrying amount of the owner's equity of the merged party in the consolidated financial statements of ultimate controlling party at the acquisition date. For a long-term equity investment acquired by a business combination involving enterprises not under common control, the initial investment cost is the cost of acquisition. The long-term equity investment through means other than a business combination is initially measured at its cost.

(十二) 長期股權投資

本部分所指的長期股權投資是指本集團對被投資單位具有控制、共同控制或重大影響的長期股權投資。本集團對被投資單位不具有控制、共同控制或重大影響的長期股權投資，作為可供出售金融資產或以公允價值計量且其變動計入當期損益的金融資產核算。

1. 投資成本的確定

對於企業合併形成的長期股權投資，如為同一控制下的企業合併取得的長期股權投資，在合併日按照被合併方股東權益在最終控制方合併財務報表中的賬面價值的份額作為長期股權投資的初始投資成本；通過非同一控制下的企業合併取得的長期股權投資，按照合併成本作為長期股權投資的初始投資成本。除企業合併形成的長期股權投資外的其他股權投資，按成本進行初始計量。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

12 Long-term equity investments (Continued)

2. Subsequent measurement and recognition of profit or loss

The long-term equity investment that is able to jointly control or significantly influence in the investee adopts the equity method. In addition, the financial statement of the Company adopts the cost method for the long-term equity investment that is able to control over the investee.

(1) A long-term equity investment accounted for using the cost method

Under the cost method, a long-term equity investment, on its initial recognition, is measured as cost and adjusted according to the amount of additional investment or disinvestment. Except for cash dividends or profits which include in actual payment or consideration as the Group obtains the investment but have not been paid, the investment income for the period is recognized according to cash dividends or profits declared to distribute by the investee

四、重要會計政策和會計估計(續)

(十二) 長期股權投資(續)

2. 後續計量及損益確認方法

對被投資單位具有共同控制(構成共同經營者除外)或重大影響的長期股權投資，採用權益法核算。此外，公司財務報表採用成本法核算能夠對被投資單位實施控制的長期股權投資。

(1) 成本法核算的長期股權投資

採用成本法核算時，長期股權投資按初始投資成本計價，追加或收回投資調整長期股權投資的成本。除取得投資時實際支付的價款或者對價中包含的已宣告但尚未發放的現金股利或者利潤外，當期投資收益按照享有被投資單位宣告發放的現金股利或利潤確認。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

12 Long-term equity investments (Continued)

(十二) 長期股權投資(續)

2. Subsequent measurement and recognition of profit or loss (Continued)

2. 後續計量及損益確認方法(續)

(2) A long-term equity investment accounted for using the equity method

(2) 權益法核算的長期股權投資

Under the equity method, where the initial investment cost of a long-term equity investment exceeds the Group's share of the fair value of the investee's identifiable net assets at the time of acquisition, no adjustment is made to the initial investment cost. Where the initial investment cost is less than the Group's share of the fair value of the investee's identifiable net assets at the time of acquisition, the difference is recognized in profit or loss for the period, and the cost of the long-term equity investment is adjusted accordingly.

採用權益法核算時，長期股權投資的初始投資成本大於投資時應享有被投資單位可辨認淨資產公允價值份額的，不調整長期股權投資的初始投資成本；初始投資成本小於投資時應享有被投資單位可辨認淨資產公允價值份額的，其差額計入當期損益，同時調整長期股權投資的成本。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

12 Long-term equity investments (Continued)

2. Subsequent measurement and recognition of profit or loss (Continued)

(2) A long-term equity investment accounted for using the equity method (Continued)

Under the equity method, the Group recognizes its share of the net profit or loss and other comprehensive income made by the investee as investment income and other comprehensive income respectively, and adjusts the carrying amount of the long-term equity investment accordingly; The carrying amount of the investment is reduced by the portion of any profit distributions or cash dividends declared by the investee that is distributed to the Group; the share of changes in owners' equity of the investee other than those arising from net profit or loss, other comprehensive income and profit distribution are recognized in the capital reserves the carrying amount of the long-term equity investment is adjusted accordingly. The Group recognizes its share of the investee's net profit or loss after making appropriate adjustments based on the fair value of the investee's individual separately identifiable assets, etc. at the acquisition date. Where the accounting policies and accounting period adopted by the investee are not consistent with those of the Group, the Group shall adjust the financial statements of the

四、重要會計政策和會計估計(續)

(十二) 長期股權投資(續)

2. 後續計量及損益確認方法(續)

(2) 權益法核算的長期股權投資(續)

採用權益法核算時，按照應享有或應分擔的被投資單位實現的淨損益和其他綜合收益的份額，分別確認投資收益和其他綜合收益，同時調整長期股權投資的賬面價值；按照被投資單位宣告分派的利潤或現金股利計算應享有的部分，相應減少長期股權投資的賬面價值；對於被投資單位除淨損益、其他綜合收益和利潤分配以外所有者權益的其他變動，調整長期股權投資的賬面價值並計入資本公積。在確認應享有被投資單位淨損益的份額時，以取得投資時被投資單位各項可辨認資產等的公允價值為基礎，對被投資單位的淨利潤進行調整後確認。被投資單位採用的會計政策及會計期間與本集團不一致的，按照本集團的會計政策及會計期間對被投資單位的財務報表進行調整，並據以確認

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

12 Long-term equity investments (Continued)

(十二) 長期股權投資(續)

2. Subsequent measurement and recognition of profit or loss (Continued)

2. 後續計量及損益確認方法(續)

(2) A long-term equity investment accounted for using the equity method (Continued)

investee to conform to its own accounting policies and accounting period, and recognize investment income and other comprehensive income based on the adjusted financial statements. For the Group's transactions with its associates and joint ventures where assets contributed or sold does not constitute a business, unrealized intra-group profits or losses are recognized as investment income or loss to the extent that those attributable to the Group's proportionate share of interest are eliminated. However, unrealized losses resulting from the Group's transactions with its investees which represent impairment losses on the transferred assets are not eliminated.

(2) 權益法核算的長期股權投資(續)

投資收益和其他綜合收益。對於本集團與聯營企業及合營企業之間發生的交易，投出或出售的資產不構成業務的，未實現內部交易損益按照享有的比例計算歸屬於本集團的部分予以抵銷，在此基礎上確認投資損益。但本集團與被投資單位發生的未實現內部交易損失，屬於所轉讓資產減值損失的，不予以抵銷。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

12 Long-term equity investments (Continued)

2. Subsequent measurement and recognition of profit or loss (Continued)

(3) Acquisitions of minority interest

When the Group prepares the consolidated financial statements, the difference between the long-term equity investment arising from the acquisition of minority interest and shares of the subsidiary's net assets attributable to the Company which are continuously calculated from the purchase date (or the acquisition date) based on new additional proportions of shares is used to adjust capital reserves, if capital reserves are not sufficient to be written down, the retained earnings shall be adjusted.

(4) Disposals of long-term equity investment

In consolidated financial statements, when the parent company disposes a part of a long-term equity investment without losing power of control, the difference between its disposal price and its subsidiary' net assets attributable to the Company corresponding to the disposal of long-term equity investment is recorded in owner's equity. For other circumstances of disposing of a long-term equity investment, the difference between its carrying amount and actual purchase price is recorded in profit or loss for the period.

四、重要會計政策和會計估計(續)

(十二) 長期股權投資(續)

2. 後續計量及損益確認方法(續)

(3) 收購少數股權

在編製合併財務報表時，因購買少數股權新增的長期股權投資與按照新增持股比例計算應享有子公司自購買日(或合併日)開始持續計算的淨資產份額之間的差額，調整資本公積，資本公積不足沖減的，調整留存收益。

(4) 處置長期股權投資

在合併財務報表中，母公司在不喪失控制權的情況下部分處置對子公司的長期股權投資，處置價款與處置長期股權投資相對應享有子公司淨資產的差額計入股東權益；其他情形下的長期股權投資處置，對於處置的股權，其賬面價值與實際取得價款的差額，計入當期損益。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

13 Investment properties

Investment properties are properties held to earn rentals or for capital appreciation, or both, including rented land use right, land use right which is held and prepared for transfer after appreciation, and rented building.

The initial measurement of the investment properties shall be measured at its actual cost. The follow-up expenses pertinent to the investment properties shall be included in the cost of the investment properties, if the economic benefits pertinent to this real estate are likely to flow into the enterprise, and, the cost of the investment properties can be reliably measured. Otherwise, they should be included in the current profits and losses upon occurrence.

The Group adopts the cost model for subsequent measurement of investment properties, and the depreciation or amortization policies are consistent with that of building and land use right.

(十三) 投資性房地產

投資性房地產是指為賺取租金或資本增值，或兩者兼有而持有的房地產。包括已出租的土地使用權、持有並準備增值後轉讓的土地使用權、已出租的建築物等。

投資性房地產按成本進行初始計量。與投資性房地產有關的後續支出，如果與該資產有關的經濟利益很可能流入且其成本能可靠地計量，則計入投資性房地產成本。其他後續支出，在發生時計入當期損益。

本集團採用成本模式對投資性房地產進行後續計量，並按照與房屋建築物或土地使用權一致的政策進行折舊或攤銷。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

13 Investment properties (Continued)

When an investment properties is sold, transferred, retired or damaged, the Group recognizes the amount of any proceeds on disposal of the asset net of the carrying amount and related taxes in profit or loss for the current period.

14 Fixed assets

1. Recognition of fixed assets

Fixed assets are tangible assets that are held for use in the production of goods or supply of services, for rental to others, or for administrative purposes and have a useful life of more than one accounting year. Fixed assets are only recognized when the related economic benefits probably flow to the Group and the cost can be reliably measured. Fixed assets are initially measured at cost as well as taking into account the effect of estimated disposal costs.

四、重要會計政策和會計估計(續)

(十三) 投資性房地產(續)

投資性房地產出售、轉讓、報廢或毀損的處置收入扣除其賬面價值和相關稅費後的差額計入當期損益。

(十四) 固定資產

1. 固定資產確認條件

固定資產是指為生產商品、提供勞務、出租或經營管理而持有的，使用壽命超過一個會計年度的有形資產。固定資產僅在與其有關的經濟利益很可能流入本集團，且其成本能夠可靠地計量時才予以確認。固定資產按成本並考慮預計棄置費用因素的影響進行初始計量。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

14 Fixed assets (Continued)

(十四) 固定資產(續)

2. Method for depreciation of different fixed assets

Fixed assets are depreciated on straight-line basis over their estimated useful lives from the month after they are brought to working condition for the intended use. The useful lives, estimated net residual values and annual depreciation rates of each category of fixed assets are as follows:

2. 各類固定資產的折舊方法

固定資產從達到預定可使用狀態的次月起，採用年限平均法在使用壽命內計提折舊。各類固定資產的使用壽命、預計淨殘值和年折舊率如下：

Category	類別	Useful life (year) 折舊年限(年)	Residual value (%) 殘值率(%)	Annual depreciation (%) 年折舊率(%)
Buildings	房屋及建築物	20-35	3-4	2.74-4.85
Machinery and equipment	機器設備	5-10	3-5	9.50-19.40
Office equipment	辦公設備	5	3-5	19.00-19.40
Vehicles	運輸設備	5-8	3-4	12.00-19.40

Estimated net residual value is the amount which would be obtained from the disposal of the assets after deducting of estimated costs of disposal, if the asset were already of the age and in the condition expected at the end of its useful life.

預計淨殘值是指假定固定資產預計使用壽命已滿並處於使用壽命終了時的預期狀態，本集團目前從該項資產處置中獲得的扣除預計處置費用後的金額。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

14 Fixed assets (Continued)

3. Recognition, measurement method of fixed assets leased under finance leases

A finance lease is a lease that transfers in substance all the risks and rewards incidental to ownership of an asset. Title may or may not eventually be transferred. Consistent depreciation policies are adopted to finance leased fixed assets. Leased fixed assets are depreciated over the estimated useful lives when it is reasonably determined that the ownership of the asset will be obtained after the lease term is over. Otherwise, the leased assets are depreciated over the shorter period between the lease term and the estimated useful lives of the assets.

4. Other explanations

Subsequent expenditures incurred for a fixed asset are recognized in the cost of fixed assets when the associated economic benefits will probably flow to the Group and the related cost can be reliably measured, and the carrying amount of replaced part is derecognized. All the other subsequent expenditures are recognized in profit or loss for the period in which they are incurred.

四、重要會計政策和會計估計(續)

(十四) 固定資產(續)

3. 融資租入固定資產的認定依據及計價方法

融資租賃為實質上轉移了與資產所有權有關的全部風險和報酬的租賃，其所有權最終可能轉移，也可能不轉移。以融資租賃方式租入的固定資產採用與自有固定資產一致的政策計提租賃資產折舊。能夠合理確定租賃期屆滿時取得租賃資產所有權的在租賃資產使用壽命內計提折舊，無法合理確定租賃期屆滿能夠取得租賃資產所有權的，在租賃期與租賃資產使用壽命兩者中較短的期間內計提折舊。

4. 其他說明

與固定資產有關的後續支出，如果與該固定資產有關的經濟利益很可能流入且其成本能可靠地計量，則計入固定資產成本，並終止確認被替換部分的賬面價值。除此以外的其他後續支出，在發生時計入當期損益。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

14 Fixed assets (Continued)

(十四) 固定資產(續)

4. Other explanations (Continued)

4. 其他說明(續)

A fixed asset is derecognized on disposal or when no economic benefits are expected from its use or disposal. When a fixed asset is sold, transferred, retired or damaged, the Group recognizes the amount of any proceeds on disposal of the asset net of the carrying amount and related taxes in profit or loss for the current period.

當固定資產處於處置狀態或預期通過使用或處置不能產生經濟利益時，終止確認該固定資產。固定資產出售、轉讓、報廢或毀損的處置收入扣除其賬面價值和相關稅費後的差額計入當期損益。

The Group reviews the useful life, estimated net residual value of a fixed asset and the depreciation method at least at each financial year-end. A change in the useful life, estimated net residual value of a fixed asset or the depreciation method shall be accounted for as a change in accounting estimate.

本集團至少於年度終了對固定資產的使用壽命、預計淨殘值和折舊方法進行覆核，如發生改變則作為會計估計變更處理。

15 Construction in progress

(十五) 在建工程

Construction in progress is measured at its actual costs. The actual costs include various construction expenditures during the construction period, borrowing costs capitalized before it is ready for intended use and other relevant costs. Construction in progress is transferred to a fixed asset when it is ready for intended use.

在建工程成本按實際工程支出確定，包括在建期間發生的各項工程支出、工程達到預定可使用狀態前的資本化的借款費用以及其他相關費用等。在建工程在達到預定可使用狀態後結轉為固定資產。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

16 Borrowing costs

Borrowing costs include interest expenses, amortization of discount or premium, auxiliary expenses, exchange differences arising from foreign currency borrowings etc. Borrowing costs directly attributable to the acquisition, construction or production of qualifying asset are capitalized when expenditures for such asset and borrowing costs are incurred and activities relating to the acquisition, construction or production of the asset that are necessary to prepare the asset for its intended use or sale have commenced. Capitalization of borrowing costs ceases when the qualifying asset being acquired, constructed or produced becomes ready for its intended use or sale. Other borrowing costs are recognized as an expense in the period in which they are incurred.

Where funds are borrowed under a specific-purpose borrowing, the amount of interest to be capitalized is the actual interest expense incurred on that borrowing for the period less any bank interest earned from depositing the borrowed funds before being used on the asset or any investment income on the temporary investment of those funds. Where funds are borrowed under general-purpose borrowings, the Group determines the amount of interest to be capitalized on such borrowings by applying a capitalization rate to the weighted average of the excess of cumulative expenditures on the asset over the amounts of specific-purpose borrowings. The capitalization rate is the weighted average of the interest rates applicable to the general-purpose borrowings.

四、重要會計政策和會計估計(續)

(十六) 借款費用

借款費用包括借款利息、折價或溢價的攤銷、輔助費用以及因外幣借款而發生的匯兌差額等。可直接歸屬於符合資本化條件的資產的購建或者生產的借款費用，在資產支出已經發生、借款費用已經發生、為使資產達到預定可使用或可銷售狀態所必要的購建或生產活動已經開始時，開始資本化；構建或者生產的符合資本化條件的資產達到預定可使用狀態或者可銷售狀態時，停止資本化。其餘借款費用在發生當期確認為費用。

專門借款當期實際發生的利息費用，減去尚未動用的借款資金存入銀行取得的利息收入或進行暫時性投資取得的投資收益後的金額予以資本化；一般借款根據累計資產支出超過專門借款部分的資產支出加權平均數乘以所佔用一般借款的資本化率，確定資本化金額。資本化率根據一般借款的加權平均利率計算確定。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

16 Borrowing costs (Continued)

The qualifying assets to be capitalized are fixed assets, investment properties and inventories which need to be acquired, constructed or produced through a long period of time, in order to become ready for its intended use or sale.

Capitalization of borrowing costs is suspended during periods in which the acquisition, construction or production of a qualifying asset is suspended abnormally and when the suspension is for a continuous period of more than 3 months. Capitalization is suspended until the acquisition, construction or production of the asset is resumed.

17 Intangible assets

Intangible assets include land use right, software development costs and distribution network software.

Intangible assets are initially measured as cost. When an intangible asset with a finite useful life is available for use, its original cost is amortized using straight line method over its estimated useful life.

(十六) 借款費用(續)

符合資本化條件的資產指需要經過相當長時間的購建或者生產活動才能達到預定可使用或可銷售狀態的固定資產、投資性房地產和存貨等資產。

如果符合資本化條件的資產在購建或生產過程中發生非正常中斷、並且中斷時間連續超過3個月的，暫停借款費用的資本化，直至資產的購建或生產活動重新開始。

(十七) 無形資產

無形資產包括土地使用權、軟件開發費和分銷網絡經銷權。

無形資產按成本進行初始計量。使用壽命有限的無形資產自可供使用時起，對其原值在其預計使用壽命內採用直線法分期平均攤銷。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

17 Intangible assets (Continued)

For an intangible asset with a finite useful life, the useful life and amortization method shall be reviewed at the period end, and the adjustments shall be made if necessary.

The useful lives and the amortization method are as follows:

Item 項目	Useful lives 使用壽命	Amortization method 攤銷方法
Land use rights 土地使用權	33-50 years 33-50年	Straight line method 直線法
Software 軟件開發費	5-10 years 5-10年	Straight line method 直線法
Operating rights of distribution network 分銷網絡經銷權	5-10 years 5-10年	Straight line method 直線法

(十七) 無形資產(續)

期末，對使用壽命有限的無形資產的使用壽命和攤銷方法進行覆核，必要時進行調整。

無形資產項目的使用壽命及攤銷方法如下：

18 Long-term prepaid expenses

Long-term prepaid expenses are expenses which have occurred but shall be amortized over the reporting period and subsequent periods of more than one year long-term prepaid expenses shall be amortized evenly over expected benefit periods.

(十八) 長期待攤費用

長期待攤費用為已經發生但應由報告期和以後各期負擔的分攤期限在一年以上的各項費用。長期待攤費用在預計受益期間分期平均攤銷。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

19 Long-term assets impairment

For non-current and non-financial assets such as fixed assets, work in progress, intangible assets with a finite useful life, investment properties measured at cost, long-term equity investment of joint ventures and associated enterprises and leases right-of-use asset etc., the Group assesses if any of them is impaired at the balance sheet date. If there is any evidence indicating that an asset is impaired, recoverable amounts shall be estimated for impairment test. Goodwill and intangible assets with a uncertainty useful life and intangible assets which have not reach work condition shall be tested for impairment annually regardless of whether there is any evidence indicating that the assets have been impaired.

(十九) 長期資產減值

對於固定資產、在建工程、使用壽命有限的無形資產、以成本模式計量的投資性房地產及對子公司、合營企業、聯營企業的長期股權投資、租賃使用權資產等非流動非金融資產，本集團於資產負債表日判斷是否存在減值跡象。如存在減值跡象的，則估計其可收回金額，進行減值測試。商譽、使用壽命不確定的無形資產和尚未達到可使用狀態的無形資產，無論是否存在減值跡象，每年均進行減值測試。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

19 Long-term assets impairment (Continued)

If the result of the impairment test indicates that the recoverable amount of the asset is less than its carrying amount, a provision for impairment and an impairment loss are recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and the present value of the future cash flows expected to be derived from the asset. An asset's fair value is determined based on the sales price agreed in an arm's length transaction. When no sales agreement but the active market of an asset is available, its fair value is determined according to a buyer's bid. When no sales agreement and the active market of an asset are available, its fair value is estimated on the basis of best information which is can be obtained. The disposal expenses include asset-related legal expenses, relevant taxes, handling fees and direct costs incurred for the asset intended sale. The present value of expected future cash flows of an asset is the amount that an asset's expected future cash flows arising from its continuous use and final disposal are discounted at an appropriate rate. Provision for asset impairment is determined and recognized on the individual asset basis. If it is not possible to estimate the recoverable amount of an individual asset, the recoverable amount of a group of assets to which the asset belongs is determined. A group of assets is the smallest group of assets that is able to generate independent cash inflows.

四、重要會計政策和會計估計(續)

(十九) 長期資產減值(續)

減值測試結果表明資產的可收回金額低於其賬面價值的，按其差額計提減值準備並計入減值損失。可收回金額為資產的公允價值減去處置費用後的淨額與資產預計未來現金流量的現值兩者之間的較高者。資產的公允價值根據公平交易中銷售協議價格確定；不存在銷售協議但存在資產活躍市場的，公允價值按照該資產的買方出價確定；不存在銷售協議和資產活躍市場的，則以可獲取的最佳信息為基礎估計資產的公允價值。處置費用包括與資產處置有關的法律費用、相關稅費、搬運費以及為使資產達到可銷售狀態所發生的直接費用。資產預計未來現金流量的現值，按照資產在持續使用過程中和最終處置時所產生的預計未來現金流量，選擇恰當的折現率對其進行折現後的金額加以確定。資產減值準備按單項資產為基礎計算並確認，如果難以對單項資產的可收回金額進行估計的，以該資產所屬的資產組確定資產組的可收回金額。資產組是能夠獨立產生現金流入的最小資產組合。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

19 Long-term assets impairment (Continued)

Goodwill that is separately presented in the financial statements is tested at least annually for impairment, irrespective of whether there is any indication that it may be impaired. In conducting the test, the carrying value of goodwill is allocated to the related asset groups or groups of asset groups which are expected to benefit from the synergies of the business combination. If the result of the test indicates that the recoverable amount of an asset group or group of asset groups, including the goodwill allocated, is lower than its carrying amount, the corresponding impairment loss is recognized. The impairment loss is first deducted from the carrying amount of goodwill that is allocated to the asset group or group of asset groups, and then deducted from the carrying amounts of other assets within the asset groups or groups of asset groups in proportion to the carrying amounts of other assets.

An impairment loss recognized on the assets mentioned above shall not be reversed in the subsequent period.

(十九) 長期資產減值(續)

在財務報表中單獨列示的商譽，在進行減值測試時，將商譽的賬面價值分攤至預期從企業合併的協同效應中受益的資產組或資產組組合。測試結果表明包含分攤的商譽的資產組或資產組組合的可收回金額低於其賬面價值的，確認相應的減值損失。減值損失金額先抵減分攤至該資產組或資產組組合的商譽的賬面價值，再根據資產組或資產組組合中除商譽以外的其他各項資產的賬面價值所佔比重，按比例抵減其他各項資產的賬面價值。

上述資產減值損失一經確認，以後期間不予轉回價值得以恢復的部分。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

20 Employee benefits

Employee benefits mainly include short-term employee benefits, post-employment benefits and resignation benefits.

Short-term benefits include salaries, bonuses, allowance and benefits, employee benefits, medical insurance, maternity insurance, work injury insurance, housing fund, labor union running costs and employee education cost and non-monetary benefits etc. Actual short-term benefits are recognized as liabilities during the accounting period when employees render services and are charged into profit or loss for the period or capitalized in costs of related assets. Non-monetary benefits are measured at fair value.

All post-employment benefits of the Group are defined contribution plan. The amounts to be contributed under defined contribution plan are recognized as liabilities during the accounting period of when employees render service and are charged into profit or loss for the period or capitalized in costs of related assets.

四、重要會計政策和會計估計(續)

(二十) 職工薪酬

本集團職工薪酬主要包括短期職工薪酬、離職後福利、辭退福利。其中：

短期薪酬主要包括工資、獎金、津貼和補貼、職工福利費、醫療保險費、生育保險費、工傷保險費、住房公積金、工會經費和職工教育經費、非貨幣性福利等。本集團在職工為本集團提供服務的會計期間將實際發生的短期職工薪酬確認為負債，並計入當期損益或相關資產成本。其中非貨幣性福利按公允價值計量。

本集團離職後福利全部為設定提存計劃，在職工為其提供服務的會計期間，將根據設定提存計劃計算的應繳存金額確認為負債，並計入當期損益或相關資產成本。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

21 Revenue

The revenue is recognized when the customer obtains control of the relevant commodity, and the contract between the Group and the customer meets the following conditions: All parties have approved the contract and have committed to perform their obligations; The contract identifies the rights and obligations of the parties relating to the goods transferred or the provision of services; The contract has a clear payment terms associated with the transferred goods; The contract has commercial substance, which means the contract will change risk, time distribution or amount of the future cash flows; The consideration that the Group is entitled to for the transfer of goods to customers is likely to be recovered.

From the effective date of the contract, the Group identifies each individual performance obligations and allocates the transaction price proportionally to each individual performance obligation based on the relative proportion of the individual selling price of the commodities promised by each individual performance obligation. When determining the transaction price, the impact of variable consideration, major financing components in the contract, non-cash consideration, and customer consideration are considered.

(二十一) 收入

本集團與客戶之間的合同同時滿足下列條件時，在客戶取得相關商品控制權時確認收入：合同各方已批准該合同並承諾將履行各自義務；合同明確了合同各方與所轉讓商品或提供勞務相關的權利和義務；合同有明確的與所轉讓商品相關的支付條款；合同具有商業實質，即履行該合同將改變本集團未來現金流量的風險、時間分佈或金額；本集團因向客戶轉讓商品而有權取得的對價很可能收回。

在合同開始日，本集團識別合同中存在的各單項履約義務，並將交易價格按照各單項履約義務所承諾商品的單獨售價的相對比例分攤至各單項履約義務。在確定交易價格時考慮了可變對價、合同中存在的重大融資成分、非現金對價、應付客戶對價等因素的影響。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

21 Revenue (Continued)

For each individual performance obligation in the contract, the Group will recognize the transaction price allocated to the individual performance obligation as revenue in accordance with the performance progress period during the relevant performance period, if one of the following conditions is met: the customer obtains and consumes the economic benefits of the Group's performance as the Group perform it; the customer can control the products under construction in the course of the Group's performance; The goods produced during the performance of the Group have irreplaceable uses and the Group has the right to receive payments for the portion of the performance that has been completed to date. In addition, the performance of the contract is determined by the input method or the output method according to the nature of the transferred goods. When the performance of the contract cannot be reasonably determined, if the expenses incurred by the Group are expected to be compensated, the revenue will be recognized according to the amount of costs incurred until the performance of the contract can be achieved reasonably.

四、重要會計政策和會計估計(續)

(二十一) 收入(續)

對於合同中的每個單項履約義務，如果滿足下列條件之一的，本集團在相關履約時段內按照履約進度將分攤至該單項履約義務的交易價格確認為收入：客戶在本集團履約的同時即取得並消耗本集團履約所帶來的經濟利益；客戶能夠控制本集團履約過程中在建的商品；本集團履約過程中所產出的商品具有不可替代用途，且本集團在整個合同期間內有權就累計至今已完成的履約部分收取款項。履約進度根據所轉讓商品的性質採用投入法或產出法確定，當履約進度不能合理確定時，本集團已經發生的成本預計能夠得到補償的，按照已經發生的成本金額確認收入，直到履約進度能夠合理確定為止。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

21 Revenue (Continued)

If one of the above conditions is not met, the Group will distribute the transaction price confirmation revenue of the individual performance obligation when the customer obtains control of the relevant commodity. When determining whether the customer has obtained control of the commodity, the Group will consider the following situations: the Group has the current right to collect the goods, which means that the customer has a current payment obligation for the goods; the Company has transferred the legal title of the item to the customer, which means that the customer has already own the legal title of the item; the Group has transferred the goods in kind to the customer, that is, the customer has possessed the goods in kind; the Group has transferred the main risks and rewards of ownership of the goods to the customer, that is, the customer has obtained the main risks and rewards of ownership of the goods; the customer has accepted the goods. The other indications that the customer has obtained control of the goods.

(二十一) 收入(續)

如果不滿足上述條件之一，則本集團在客戶取得相關商品控制權的時點將分攤至該單項履約義務的交易價格確認收入。在判斷客戶是否已取得商品控制權時，本集團考慮下列跡象：企業就該商品享有現時收款權利，即客戶就該商品負有現時付款義務；企業已將該商品的法定所有權轉移給客戶，即客戶已擁有該商品的法定所有權；企業已將該商品實物轉移給客戶，即客戶已實物佔有該商品；企業已將該商品所有權上的主要風險和報酬轉移給客戶，即客戶已取得該商品所有權上的主要風險和報酬；客戶已接受該商品。其他表明客戶已取得商品控制權的跡象。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

21 Revenue (Continued)

1. Revenue from sales of goods

The Group's merchandise sales are mainly divided into retail sales and wholesale sales. Revenues of retail sales are recognized, when goods are sold to customers, the customers receive the goods, and the Group collects payments of goods or has a right to collect payments of goods; in addition, revenue of wholesale sales are recognized, when the goods are sent to clients and the clients check, receive and confirm the goods, and the Group collects payments of goods or has a right to collect payments of goods.

As for the business that selling goods with award credits for customers, when selling the goods, the Group will apportion the purchase price or the receivables of the goods between the income from the sale of the goods and the individual sales price determined by the award credits, and The amount of the purchase price or the receivables minus the bonus points shall be recognized as revenue. The award credits shall be recognized as deferred income.

四、重要會計政策和會計估計(續)

(二十一) 收入(續)

1. 商品銷售收入

本集團商品銷售主要分為零售商品銷售和批發商品銷售。零售商品銷售收入是在商品出售給消費者，消費者取得商品，本集團取得商品價款或取得收取商品價款的權利時，確認商品銷售收入的實現；批發商品銷售收入是在商品發出並經客戶驗收確認，本集團取得商品價款或取得收取商品價款的權利時，確認商品銷售收入的實現。

對於銷售商品的同時授予客戶獎勵積分的業務，在銷售商品時，本集團將銷售取得的貨款或應收貨款在本次商品銷售的收入與獎勵積分確定的單獨售價之間進行分攤，將取得的貨款或應收貨款扣除獎勵積分應分攤的價款部分確認為收入，獎勵積分應分攤的價款確認為遞延收益。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

21 Revenue (Continued)

(二十) 收入(續)

1. Revenue from sales of goods (Continued)

When a customer redeems the award credits, the Group reclassifies the amount associated with the credits redeemed from deferred income to revenue. The amount of revenue recognized is based on the number of award credits that have been redeemed in exchange for awards, relative to the total number of award credits expected to be redeemed.

1. 商品銷售收入(續)

客戶兌換獎勵積分時，本集團將原計入遞延收益的與所兌換積分相關的部分確認為收入，確認為收入的金額以被兌換用於換取獎勵的積分數額佔預期將兌換用於換取獎勵的積分總數的比例為基礎計算確定。

2. Revenue from rendering of services

When the amount of revenue from rendering of services can be reliably measured, the associated economic benefits probably flow into the Group, the stage of completion of the transaction can be measured reliably and the costs incurred and to be incurred for the transaction can be measured reliably, the revenue from rendering of services is recognized.

2. 提供勞務收入

在提供勞務收入的金額能夠可靠地計量，相關的經濟利益很可能流入企業，交易的完工程度能夠可靠地確定，交易中已發生和將發生的成本能夠可靠地計量時，確認提供勞務收入的實現。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

21 Revenue (Continued)

2. Revenue from rendering of services (Continued)

Where the outcome cannot be estimated reliably, revenues are recognized to the extent of the costs incurred that are expected to be compensated, and the service costs incurred are regarded as the current cost; if the service costs incurred are not compensated as anticipated, no revenue is recognized.

Revenue from service of the Group mainly includes the promotional activities. When the various services have been provided and related economic benefit probably flow into the enterprise, revenue from provision of service is recognized.

四、重要會計政策和會計估計(續)

(二十一) 收入(續)

2. 提供勞務收入(續)

如果提供勞務交易的結果不能夠可靠估計，則按已經發生並預計能夠得到補償的勞務成本金額確認提供的勞務收入，並將已發生的勞務成本作為當期費用。已經發生的勞務成本如預計不能得到補償的，則不確認收入。

本集團的勞務收入主要包括促銷活動收入。各項勞務收入在勞務已經提供，且相關的經濟利益很可能流入企業時，確認勞務收入的實現。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

22 Government grants

Government grants are transfers of monetary assets and non-monetary assets from the government to the Group, which do not include any capital contribution from the government as an investor. Government grants include government grants related to assets and government grants related to income. The Group defines government grants that are acquired for the acquisition or otherwise formation of long-term assets as government grants related to assets, and the rest of them are defined as government grants related to income. If the government documents do not have a specific classification, the grants will be divided into government grants related to assets and government grants related to income by the following methods: (1) the government documents confirm the specific programme of the grants, according to the proportion, which based on the grants expend on assets and expenses separately in the specific programme's budget, it is used to divide the government grants. Meanwhile, the division ratio will be reviewed at each balance sheet date and changed it if necessary. (2) The government documents do not confirm the specific programme and only have a general explanation for the programme, which will be regard as government grants related to income. If a government grant is a transfer of a monetary asset, it is measured at amounts received or receivable, otherwise, a non-monetary asset will be measured at fair value. If the fair value is not accurate, the grant is measured at nominal amount and credited to the current profit or loss.

(十二) 政府補助

政府補助是指本集團從政府無償取得貨幣性資產和非貨幣性資產，不包括政府以投資者身份並享有相應所有者權益而投入的資本。政府補助分為與資產相關的政府補助和與收益相關的政府補助。本集團將所取得的用於購建或以其他方式形成長期資產的政府補助界定為與資產相關的政府補助；其餘政府補助界定為與收益相關的政府補助。若政府文件未明確規定補助對象，則採用以下方式將補助款劃分為與收益相關的政府補助和與資產相關的政府補助：(1)政府文件明確了補助所針對的特定項目的，根據該特定項目的預算中將形成資產的支出金額和計入費用的支出金額的相對比例進行劃分，對該劃分比例需在每個資產負債表日進行覆核，必要時進行變更；(2)政府文件中對用途僅作一般性表述，沒有指明特定項目的，作為與收益相關的政府補助。政府補助為貨幣性資產的，按照收到或應收的金額計量。政府補助為非貨幣性資產的，按照公允價值計量；公允價值不能夠可靠取得的，按照名義金額計量。按照名義金額計量的政府補助，直接計入當期損益。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

22 Government grants (Continued)

The government grants of the Group are normally recognized and measured at the moment they are actually received. However, if they have conclusive evidence to prove that they can correspond the relevant provisions of the financial support policies and they will receive the financial support funds in the future, it is measured by the amount of money receivable. The government grants that measured by the amount of money receivable will meet the following conditions simultaneously: (1) the amount of receivables have been confirmed by the documents, which issued by the related authorities of the government, or the Group calculate reasonable receivables depending on the relevant provisions of officially released Measures for the Administration of Financial Funds, as well as, there is no significant uncertainty about the amount; (2) According to the regulations based on 'Government Information Disclosure Ordinance' issued by local finance department officially, the financial support project and Measures for the Administration of Financial Funds should be initiative publicly. The formulation of this management approach is general and benefit for all enterprise, instead of a specific enterprise, which means the company who meets the specified conditions can apply it; (3) the approval of the related grants has promised the disbursement period, and the payment is guaranteed by the corresponding budget. Thus, they have a reasonable guarantee about the grants and will receive them within the prescribed time.

四、重要會計政策和會計估計(續)

(二十一) 政府補助(續)

本集團對於政府補助通常在實際收到時，按照實收金額予以確認和計量。但對於期末有確鑿證據表明能夠符合財政扶持政策規定的相關條件預計能夠收到財政扶持資金，按照應收的金額計量。按照應收金額計量的政府補助應同時符合以下條件：(1)應收補助款的金額已經過有權政府部門發文確認，或者可根據正式發佈的財政資金管理辦法的有關規定自行合理測算，且預計其金額不存在重大不確定性；(2)所依據的是當地財政部門正式發佈並按照《政府信息公開條例》的規定予以主動公開的財政扶持項目及其財政資金管理辦法，且該管理辦法應當是普惠性的(任何符合規定條件的企業均可申請)，而不是專門針對特定企業制定的；(3)相關的補助款批文中已明確承諾了撥付期限，且該款項的撥付是有相應財政預算作為保障的，因而可以合理保證其可在規定期限內收到。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

22 Government grants (Continued)

(二十一) 政府補助(續)

A government grant related to assets is recognized as deferred income, it is allocated to the profit or loss for the period over the useful life of related assets reasonably and systematically, or offset the book value of related assets. For a government grant related to income, if the grant is a compensation for related expenses and losses to be incurred in subsequent periods, the grant is recognized as deferred income and charged in the profit or loss over the period in which the related costs are recognized, or offset the related cost; if the grant is a compensation for related expenses and losses already incurred, the grant is recognized immediately in profit or loss for the current period, or offset the related cost.

與資產相關的政府補助，確認為遞延收益，並在相關資產的使用壽命內按照合理、系統的方法分期計入當期損益或沖減相關資產的賬面價值。與收益相關的政府補助，用於補償以後期間的相關成本費用或損失的，確認為遞延收益，並在確認相關成本費用或損失的期間計入當期損益或沖減相關成本；用於補償已經發生的相關成本費用或損失的，直接計入當期損益或沖減相關成本。

At the same time, if the government grants contain both assets related and income related, the accounting treatment will depend on the different parts of government grants; if it is difficult to distinguish, the whole government grants are classified as the income-related government grants.

同時包含與資產相關部分和與收益相關部分的政府補助，區分不同部分分別進行會計處理；難以區分的，將其整體歸類為與收益相關的政府補助。

The government grants related to daily activities of the Group relying on the essence of economic business, the grant is recognized in other income or offset related expenses of cost, otherwise, recognized in non-operating income or non-operating expenses.

與本集團日常活動相關的政府補助，按照經濟業務的實質，計入其他收益或沖減相關成本費用；與日常活動無關的政府補助，計入營業外收支。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

22 Government grants (Continued)

When the government grants that confirmed by the Group required to be returned, if they have the balance of related deferred income, they can offset the book value of them, the other government grants are classified as current profits and losses or adjust the book value of the assets. If not, the government grants are included in the current profits and losses directly.

23 Deferred tax assets and deferred tax liabilities

1. Current income taxes

At the balance sheet date, current income tax liabilities (or assets) for the current and prior periods are measured at the amount expected to be paid (or recovered) according to the requirements of tax laws. The taxable income used for calculation of current income tax is calculated based on the current period adjusted taxable profit in compliance with the regulation of taxation law.

四、重要會計政策和會計估計(續)

(十二) 政府補助(續)

已確認的政府補助需要退回時，存在相關遞延收益餘額的，沖減相關遞延收益賬面餘額，超出部分計入當期損益或調整資產賬面價值；屬於其他情況的，直接計入當期損益。

(十三) 遞延所得稅資產／遞延所得稅負債

1. 當期所得稅

資產負債表日，對於當期和以前期間形成的當期所得稅負債(或資產)，以按照稅法規定計算的預期應交納(或返還)的所得稅金額計量。計算當期所得稅費用所依據的應納稅所得額系根據有關稅法規定對本期間稅前會計利潤作相應調整後計算得出。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

23 Deferred tax assets and deferred tax liabilities (Continued)

(二十三) 遞延所得稅資產／遞延所得稅負債 (續)

2. Deferred tax assets and deferred tax liabilities

For temporary differences between the carrying amounts of certain assets or liabilities and their tax base, or between the carrying amount of those items that are not recognized as assets or liabilities and their tax base that can be determined according to tax laws, deferred tax assets and liabilities are recognized using the balance sheet liability method.

2. 遞延所得稅資產及遞延所得稅負債

某些資產、負債項目的賬面價值與其計稅基礎之間的差額，以及未作為資產和負債確認但按照稅法規定可以確定其計稅基礎的項目的賬面價值與計稅基礎之間的差額產生的暫時性差異，採用資產負債表債務法確認遞延所得稅資產及遞延所得稅負債。

For taxable temporary difference which is related to the initial recognition of goodwill and the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting profits or taxable income (or deductible losses), a deferred tax liability is not recognized. In addition, for deductible temporary difference arising from investments in subsidiaries, associates and joint ventures, the Group shall recognize a deferred tax liability for all taxable temporary difference except to the extent that the Group is able to control the timing of reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

與商譽的初始確認有關，以及與既不是企業合併、發生時也不影響會計利潤和應納稅所得額(或可抵扣虧損)的交易中產生的資產或負債的初始確認有關的應納稅暫時性差異，不予確認有關的遞延所得稅負債。此外，對與子公司、聯營企業及合營企業投資相關的應納稅暫時性差異，如果本集團能夠控制暫時性差異轉回的時間，而且該暫時性差異在可預見的未來很可能不會轉回，也不予確認有關的遞延所得稅負債。除上述例外情況，本集團確認其他所有應納稅暫時性差異產生的遞延所得稅負債。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

23 Deferred tax assets and deferred tax liabilities (Continued)

2. Deferred tax assets and deferred tax liabilities (Continued)

For deductible temporary difference which is related to the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting profit or taxable income (or deductible losses), a deferred tax asset is not recognized. In addition, for deductible temporary difference arising from investments in subsidiaries, associates and joint ventures, the Group shall recognize a deferred tax asset for other deductible temporary difference to the extent that it is probable that taxable income will be available against which the deductible temporary difference can be deducted except to the extent that it is not probable that the temporary difference will reverse in the foreseeable future or taxable profit will not be available against which the temporary difference can be utilized.

四、重要會計政策和會計估計(續)

(二十三) 遞延所得稅資產／遞延所得稅負債(續)

2. 遞延所得稅資產及遞延所得稅負債(續)

與既不是企業合併、發生時也不影響會計利潤和應納稅所得額(或可抵扣虧損)的交易中產生的資產或負債的初始確認有關的可抵扣暫時性差異，不予確認有關的遞延所得稅資產。此外，對與子公司、聯營企業及合營企業投資相關的可抵扣暫時性差異，如果暫時性差異在可預見的未來不是很可能轉回，或者未來不是很可能獲得用來抵扣可抵扣暫時性差異的應納稅所得額，不予確認有關的遞延所得稅資產。除上述例外情況，本集團以很可能取得用來抵扣可抵扣暫時性差異的應納稅所得額為限，確認其他可抵扣暫時性差異產生的遞延所得稅資產。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

23 Deferred tax assets and deferred tax liabilities (Continued)

(二十三) 遞延所得稅資產／遞延所得稅負債 (續)

2. Deferred tax assets and deferred tax liabilities (Continued)

2. 遞延所得稅資產及遞延所得稅負債 (續)

For deductible losses and tax credits that can be carried forward, deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible losses and tax credits can be deducted.

對於能夠結轉以後年度的可抵扣虧損和稅款抵減，以很可能獲得用來抵扣可抵扣虧損和稅款抵減的未來應納稅所得額為限，確認相應的遞延所得稅資產。

At the balance sheet date, deferred tax assets and liabilities are measured at the tax rates, according to tax laws, that are expected to apply in the period in which the asset is realized or the liability is settled.

資產負債表日，對於遞延所得稅資產和遞延所得稅負債，根據稅法規定，按照預期收回相關資產或清償相關負債期間的適用稅率計量。

At the balance sheet date, the carrying amount of deferred tax assets is reviewed and reduced if it is no longer probable that sufficient taxable income will be available in the future to allow the benefit of deferred tax assets to be deducted. Such reduction in amount is reversed when it is probable that sufficient taxable income is available.

於資產負債表日，對遞延所得稅資產的賬面價值進行覆核，如果未來很可能無法獲得足夠的應納稅所得額用以抵扣遞延所得稅資產的利益，則減記遞延所得稅資產的賬面價值。在很可能獲得足夠的應納稅所得額時，減記的金額予以轉回。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

23 Deferred tax assets and deferred tax liabilities (Continued)

3. Income tax

Income tax comprises current and deferred tax.

Income tax is recognized as an income or an expense and included in the income statement for the current period, except to the extent that the current income tax related to a transaction or events which is recognized under other comprehensive income or directly recorded in equity, deferred tax recorded under other comprehensive income or equity, and deferred tax arises from a business combination that have impact on the carrying value of goodwill.

4. Offsetting of income taxes

When the Group has a legal right to settle on a net basis and intends either to settle on a net basis or to realize the assets and settle the liabilities simultaneously, current tax assets and current tax liabilities are offset and presented on a net basis.

四、重要會計政策和會計估計(續)

(二十三) 遞延所得稅資產／遞延所得稅負債(續)

3. 所得稅費用

所得稅費用包括當期所得稅和遞延所得稅。

除確認為其他綜合收益或直接計入股東權益的交易和事項相關的當期所得稅和遞延所得稅計入其他綜合收益或股東權益，以及企業合併產生的遞延所得稅調整商譽的賬面價值外，其餘當期所得稅和遞延所得稅費用或收益計入當期損益。

4. 所得稅的抵銷

當擁有以淨額結算的法定權利，且意圖以淨額結算或取得資產、清償負債同時進行時，本集團當期所得稅資產及當期所得稅負債以抵銷後的淨額列報。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

23 Deferred tax assets and deferred tax liabilities (Continued)

(二十三) 遞延所得稅資產／遞延所得稅負債 (續)

4. Offsetting of income taxes (Continued)

When the Group has a legal right to settle current tax assets and liabilities on a net basis, and deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax assets and liabilities on a net basis or to realize the assets and liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be reversed, deferred tax assets and deferred tax liabilities are offset and presented on a net basis.

4. 所得稅的抵銷(續)

當擁有以淨額結算當期所得稅資產及當期所得稅負債的法定權利，且遞延所得稅資產及遞延所得稅負債是與同一稅收徵管部門對同一納稅主體徵收的所得稅相關或者是對不同的納稅主體相關，但在未來每一具有重要性的遞延所得稅資產及負債轉回的期間內，涉及的納稅主體意圖以淨額結算當期所得稅資產和負債或是同時取得資產、清償負債時，本集團遞延所得稅資產及遞延所得稅負債以抵銷後的淨額列報。

24 Lease

Leases are defined as a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration.

(二十四) 租賃

租賃是指本集團讓渡或取得了在一定期間內控制一項或多項已識別資產使用的權利以換取或支付對價的合同。

1. The Group as a lessee

At the commencement date, a lessee shall recognise a right-of-use asset and a lease liability, except for short-term leases that simplify processing and low-value asset leases.

1. 本集團作為承租人記錄租賃業務

在租賃期開始日，本集團對租賃確認使用權資產和租賃負債，簡化處理的短期租賃和低價值資產租賃除外。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

24 Lease (Continued)

1. The Group as a lessee (Continued)

The right-of-use asset measured initially at cost, the cost of the right-of-use asset shall comprise: ① the amount of the initial measurement of the lease liability; ② any lease payments made at or before the commencement date, less any lease incentives received; ③ any initial direct costs incurred by the lessee; ④ an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease. The straight-line method is used by the Group to withdraw depreciation of the right-of-use assets based on the lease term specified in the lease contract from the lease start date; and the Group determines whether the right-of-use asset is impaired in accordance with the “Accounting Standards for Business Enterprises No. 8 – Impairment of Assets” and accounts for the recognized impairment losses (refer to Note IV. 18 “Long-term asset impairment”).

四、重要會計政策和會計估計(續)

(二十四) 租賃(續)

1. 本集團作為承租人記錄租賃業務(續)

使用權資產按成本進行初始計量，該成本包括：①租賃負債的初始計量金額；②在租賃期開始日或之前支付的租賃付款額，存在租賃激勵的，扣除已享受的租賃激勵相關金額；③初始直接費用；④為拆卸及移除租賃資產、復原租賃資產所在場地或將租賃資產恢復至租賃條款約定狀態預計將發生的成本。本集團按照租賃合同約定的租賃年限對使用權資產自租賃開始日採用直線法計提折舊；按照《企業會計準則第8號—資產減值》的規定確定使用權資產是否發生減值，並對已識別的減值損失進行會計處理(詳見附註四、19「長期資產減值」)。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

24 Lease (Continued)

(二十四) 租賃(續)

1. The Group as a lessee (Continued)

1. 本集團作為承租人記錄租賃業務(續)

A lessee shall measure the lease liability at the present value of the lease payments that are not paid at that date. Lease payments is the payments made by a lessee to a lessor relating to the right to use an underlying asset during the lease term, comprising the following: ① fixed payments (including in-substance fixed payments), less any lease incentives; ② variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date; ③ the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and ④ payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. ⑤ amounts expected to be payable by the lessee under residual value guarantees. The Group calculates the interest expense of the lease liability for each period of the lease term according to a fixed periodic interest rate, and it is included in the current profit or loss or capitalized into the value of the relevant assets.

The variable lease payments that are not included in the measurement of the lease liabilities are recognised in profit or loss or related asset costs in the period in which they are incurred.

租賃負債按照租賃期開始日尚未支付的租賃付款額的現值進行初始計量。租賃付款額，是指本集團向出租人支付的與在租賃期內使用租賃資產的權利相關的款項，包括：①固定付款額及實質固定付款額，存在租賃激勵的，扣除租賃激勵相關金額；②取決於指數或比率的可變租賃付款額，該款項在初始計量時根據租賃期開始日的指數或比率確定；③購買選擇權的行權價格，前提是本集團合理確定將行使該選擇權；④行使終止租賃選擇權需支付的款項，前提是租賃期反映出本集團將行使終止租賃選擇權；⑤根據本集團提供的擔保餘值預計應支付的款項。本集團按照固定的週期性利率計算租賃負債在租賃期內各期間的利息費用，並計入當期損益或資本化計入相關資產價值。

本集團將未納入租賃負債計量的可變租賃付款額在實際發生時計入當期損益或相關資產成本。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

24 Lease (Continued)

1. The Group as a lessee (Continued)

For short-term leases and low-value assets leases, the Group has chosen to simplify the processing and to include the relevant asset costs or current profits and losses in a straight-line method or other systematically reasonable method during each period of the lease term.

When the lease scope, lease consideration, and lease term change other than the original contract terms occur, the Group will treat the lease change as a separate lease or as a separate lease for accounting treatment. When it is not a separate lease, the company re-measures the lease liability based on the present value of the lease payment and the revised discount rate on the effective date of the lease change, and adjusts the book value of the right-of-use asset accordingly. The book value of the right-of-use asset has been reduced to zero. However, if the lease liability still needs to be further reduced, the Company will include the remaining amount in the current profit and loss.

四、重要會計政策和會計估計(續)

(二十四) 租賃(續)

1. 本集團作為承租人記錄租賃業務(續)

對於短期租賃和低價值資產租賃，本集團選擇予以簡化處理，在租賃期內各個期間按照直線法或其他系統合理的方法計入相關資產成本或當期損益。

當發生原合同條款之外的租賃範圍、租賃對價、租賃期限的變更時，本集團視情況將租賃變更作為一項單獨租賃，或者不作為一項單獨租賃進行會計處理。未作為一項單獨租賃時，本集團在租賃變更生效日按照變更後租賃付款額和修訂後的折現率計算的現值重新計量租賃負債，相應調整使用權資產的賬面價值。使用權資產的賬面價值已調減至零，但租賃負債仍需進一步調減的，本集團將剩餘金額計入當期損益。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

24 Lease (Continued)

(二十四) 租賃(續)

1. The Group as a lessee (Continued)

1. 本集團作為承租人記錄租賃業務(續)

All lease contracts of the Group, as long as they meet the scope and conditions of the “Regulations on Accounting Treatment of Rental Concessions Related to the New Coronary Pneumonia Epidemic” (Cai Kuai [2022] No. 10), that is the lease consideration after concession is reduced or basically unchanged from before the concession; the concession is only for the lease payments payable before 30 June 2021; after considering qualitative and quantitative factors, it is determined that there are no major changes in other terms and conditions of the lease, the following simplified methods will be adopted for rent reductions, deferred payment, and other rent reductions since 1 January 2020:

本集團的全部承租合同，只要符合《新冠肺炎疫情相關租金減讓會計處理規定》(財會[2020]10號)適用範圍和條件的(即，減讓後的租賃對價較減讓前減少或基本不變；減讓僅針對2021年6月30日前的應付租賃付款額；綜合考慮定性和定量因素後認定租賃的其他條款和條件無重大變化)，其租金減免、延期支付等租金減讓，自2020年1月1日起均採用如下簡化方法處理：

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

24 Lease (Continued)

1. The Group as a lessee (Continued)

Continue to calculate the interest expense of the lease liability at the same discount rate as before the reduction and include it in the current profit and loss, continue to use the same method as before the reduction to withdraw depreciation and other subsequent measurement of the right-of-use asset. The Group treats the reduced or exempted rent as a variable lease payment. When the original rent payment obligation is reached, such as a reduction agreement, the cash amount is discounted at the discount rate before reduction to offset the relevant asset costs or expenses, and the lease liability is adjusted accordingly; If the payment of rent is delayed, the lease liability recognized in the previous period shall be offset when the actual payment is made.

四、重要會計政策和會計估計(續)

(二十四)租賃(續)

1. 本集團作為承租人記錄租賃業務(續)

繼續按照與減讓前一致的折現率計算租賃負債的利息費用並計入當期損益，繼續按照與減讓前一致的方法對使用權資產進行計提折舊等後續計量。本集團將減免的租金作為可變租賃付款額，在達成減讓協議等解除原租金支付義務時，按未折現金額沖減相關資產成本或費用，同時相應調整租賃負債；延期支付租金的，在實際支付時沖減前期確認的租賃負債。對於採用簡化處理的短期租賃和低價值資產租賃，本集團繼續按照與減讓前一致的方法將原合同租金計入相關資產成本或費用，將減免的租金作為可變租賃付款額，在減免期間沖減相關資產成本或費用；延期支付租金的，在原支付期間將應支付的租金確認為應付款項，在實際支付時沖減前期確認的應付款項。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

24 Lease (Continued)

(二十四) 租賃(續)

2. The Group as a lessor

2. 本集團作為出租人記錄租賃業務

(1) The classification of leases

A lessor shall classify each of its leases as either a finance lease or an operating lease, based on the substance of the transaction at the commencement date. A finance lease refers to that a lease transfers substantially all the risks and rewards incidental to ownership of an underlying asset. An operating lease is the other lease that except a finance lease.

(1) 租賃分類

本集團在租賃開始日，基於交易的實質，將租賃分為融資租賃和經營租賃。融資租賃，是指實質上轉移了與租賃資產所有權有關的幾乎全部風險和報酬的租賃。經營租賃，是指除融資租賃以外的其他租賃。

(2) Operating leases

A lessor shall recognise lease payments from operating leases as rental income for each period of the lease term on either a straight-line basis or another systematic basis. The initial direct costs related to operating leases are capitalized as incurred, and it is included in the current profit and loss in the same period as the confirmed rental income, during the entire lease period. The variable lease payments that are not included in the lease payments related to the operating leases are recognised in profit or loss when incurred.

(2) 經營租賃

本集團採用直線法或其他系統合理的方法，將經營租賃的租賃收款額確認為租賃期內各期間的租金收入。與經營租賃相關的初始直接費用於發生時予以資本化，在整個租賃期內按照與確認租金收入相同的基礎分期計入當期損益。取得的與經營租賃有關的未計入租賃收款額的可變租賃付款額，於實際發生時計入當期損益。

(3) Finance leases

At the commencement date, the Group confirms the financing lease receivable and terminates the recognition of the finance lease assets.

(3) 融資租賃

於租賃期開始日，本集團確認應收融資租賃款，並終止確認融資租賃資產。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

24 Lease (Continued)

2. The Group as a lessor (Continued)

(3) Finance leases (Continued)

The finance lease receivables are initially measured at the sum of the un-guaranteed residual value and the lease receivables that have not been received on the lease beginning date, based on the sum of the present value of the leased interest rate, which comprises the following: A. fixed payments and in-substance fixed payments, less any lease incentives payable; B. variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date; C. the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; D. payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease; E. any residual value guarantees provided to the lessor by the lessee, a party related to the lessee or a third party unrelated to the lessor that is financially capable of discharging the obligations under the guarantee.

The variable lease payments received by the Group that are not included in the measurement of the net amount of the leased investment are recognised in profit or loss in the period in which they are incurred.

四、重要會計政策和會計估計(續)

(二十四) 租賃(續)

2. 本集團作為出租人記錄租賃業務(續)

(3) 融資租賃(續)

應收融資租賃款以未擔保餘值和租賃期開始日尚未收到的租賃收款額按照租賃內含利率折現的現值之和進行初始計量。租賃收款額包括：A. 承租人所支付的固定付款額及實質固定付款額，存在租賃激勵的，扣除租賃激勵相關金額；B. 取決於指數或比率的可變租賃付款額，該款項在初始計量時根據租賃期開始日的指數或比率確定；C. 購買選擇權的行權價格，前提是合理確定承租人將行使該選擇權；D. 承租人行使終止租賃選擇權需支付的款項，前提是租賃期反映出承租人將行使終止租賃選擇權；E. 由承租人、與承租人有關的一方以及有經濟能力履行擔保義務的獨立第三方向出租人提供的擔保餘值。

本集團取得的未納入租賃投資淨額計量的可變租賃付款額在實際發生時計入當期損益。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

25 Changes in significant accounting policies and accounting estimates

(二十五) 重要會計政策、會計估計的變更

1. Changes in accounting policies

1. 會計政策變更

Content and reasons for changes in accounting policies

Note

會計政策變更的內容和原因

備註

The Company will implement the Accounting Standards for Business Enterprises Interpretation No. 16 from 1 January 2023, which issued by the Ministry of Finance in 2022, it states that deferred income tax related to assets and liabilities arising from individual transactions is not subject to the accounting treatment of initial recognition exemption.

(1)

本公司自2023年1月1日起執行財政部2022年發佈的《企業會計準則解釋第16號》「關於單項交易產生的資產和負債相關的遞延所得稅不適用初始確認豁免的會計處理」。

(1)

Explanation of changes in accounting policies:

會計政策變更說明：

(1) *The impact of implementing Interpretation No. 16 (as defined below) of the Accounting Standards for Business Enterprises on the Company*

(1) 執行企業會計準則解釋第16號對本公司的影響

On 13 December 2022, the Ministry of Finance issued Interpretation No. 16 of the Accounting Standards for Business Enterprises (CaiKuai [2022] No. 31, hereinafter referred to as “Interpretation No. 16”). Interpretation No. 16: (“The accounting treatment for deferred income tax related to assets and liabilities arising from individual transactions is not applicable to the initial recognition exemption”) has been implemented from 1 January 2023, it allows companies to execute ahead of schedule from the release year. The Company implemented accounting treatment related to this matter in this year.

2022年11月30日，財政部發佈了《企業會計準則解釋第16號》(財會[2022]31號，以下簡稱「解釋16號」)，解釋16號「關於單項交易產生的資產和負債相關的遞延所得稅不適用初始確認豁免的會計處理」自2023年1月1日起施行，允許企業自發佈年度提前執行。本公司於本年度施行該事項相關的會計處理。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

25 Changes in significant accounting policies and accounting estimates (Continued)

1. Changes in accounting policies (Continued)

- (1) *The impact of implementing Interpretation No. 16 (as defined below) of the Accounting Standards for Business Enterprises on the Company (Continued)*

For the lease liabilities and right-of-use assets recognized at the beginning of the earliest period of financial statement presentation in the first implementation of Interpretation No. 16 (i.e. 1 January 2022) due to the application of Interpretation No. 16 single transactions, as well as the estimated liabilities and corresponding assets related to disposal obligations recognized, which generate taxable temporary differences and deductible temporary differences, the Company shall comply with the provisions of Interpretation No. 16 and Enterprise Accounting Standards No. 18- Income Tax and adjust the retained earnings and other related financial statement items at the beginning of the earliest period (i.e. 1 January 2022) in the financial statements by the accumulated impact amount.

四、重要會計政策和會計估計(續)

(二十五) 重要會計政策、會計估計的變更(續)

1. 會計政策變更(續)

- (1) 執行企業會計準則解釋第16號對本公司的影響(續)

對於在首次施行解釋16號的財務報表列報最早期間的期初(即2022年1月1日)因適用解釋16號單項交易而確認的租賃負債和使用權資產，以及確認的棄置義務相關預計負債和對應的相關資產，產生應納稅暫時性差異和可抵扣暫時性差異的，本公司按照解釋16號和《企業會計準則第18號—所得稅》的規定，將累積影響數調整財務報表列報最早期間的期初(即2022年1月1日)留存收益及其他相關財務報表項目。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

25 Changes in significant accounting policies and accounting estimates (Continued)

(二十五) 重要會計政策、會計估計的變更(續)

1. Changes in accounting policies (Continued)

1. 會計政策變更(續)

(1) The impact of implementing Interpretation No. 16 (as defined below) of the Accounting Standards for Business Enterprises on the Company (Continued)

(1) 執行企業會計準則解釋第16號對本公司的影響(續)

According to the relevant provisions of Interpretation No. 16, the cumulative impact of the Company on financial statement related items is adjusted as follows:

根據解釋16號的相關規定，本公司對財務報表相關項目累積影響調整如下：

Item	項目	2022.1.1 Amount before adjustment 2022年1月1日 原列報金額	Accumulated impact amount 累積影響金額	2022.1.1 Amount after adjustment 2022年1月1日 調整後列報金額
Undistributed profits	未分配利潤	487,060,672	2,152,119	489,212,791
Minority interest	少數股東權益	393,255,538	806,736	394,062,274

For the lease liabilities and right-of-use assets recognized for individual transactions that occurred between the beginning of the financial statement presentation period (i.e. 1 January 2022) and the implementation date (1 January 2023) during which this interpretation was first implemented, as well as the estimated liabilities and corresponding assets related to the disposal obligation recognized, the Company shall handle them in accordance with the provisions of Interpretation 16.

對於在首次施行本解釋的財務報表列報最早期間的期初(即2022年1月1日)至解釋施行日(2023年1月1日)之間發生的適用解釋16號的單項交易而確認的租賃負債和使用權資產，以及確認的棄置義務相關預計負債和對應的相關資產，本公司按照解釋16號的規定進行處理。

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IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

四、重要會計政策和會計估計(續)

25 Changes in significant accounting policies and accounting estimates (Continued)

(二十五) 重要會計政策、會計估計的變更(續)

1. Changes in accounting policies (Continued)

1. 會計政策變更(續)

(1) The impact of implementing Interpretation No. 16 (as defined below) of the Accounting Standards for Business Enterprises on the Company (Continued)

(1) 執行企業會計準則解釋第16號對本公司的影響(續)

According to the provisions of Interpretation No. 16, the Company has adjusted the relevant items on the balance sheet as follows:

根據解釋16號的規定，本公司對資產負債表相關項目調整如下：

Balance Sheet Items	資產負債表項目	Before 變更前	2022.12.31	After 變更後
			2022年12月31日 Accumulated impact amount 累計影響金額	
Deferred income tax assets	遞延所得稅資產	22,347,534	6,852,194	29,199,728
Deferred income tax liabilities	遞延所得稅負債	16,278,917	514,562	16,793,479
Undistributed profits	未分配利潤	370,378,977	5,671,534	376,050,511
Minority interest	少數股東權益	367,720,412	666,098	368,386,510

According to the provisions of Interpretation No. 16, the Company has adjusted the relevant items in the income statement as follows:

根據解釋16號的規定，本公司對損益表相關項目調整如下：

Profit and loss statement account	損益報表科目	Before 變更前	12 months ended 30 December 2022	After 變更後
			2022年度 Accumulated impact amount 累積影響金額	
Income tax expenses	所得稅費用	44,787,732	(3,378,776)	41,408,956
Net profit attributable to shareholders of the parent company	歸屬於母公司股東的淨利潤	(96,070,695)	3,519,415	(92,551,280)
Minority interest income	少數股東損益	27,653,367	(140,640)	27,512,727

(2) Changes in accounting estimates

2. 會計估計變更

The main accounting estimates for this reporting period have not changed.

本報告期主要會計估計未發生變更。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2023 2023年度

(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

V. TAXATION

五、稅項

1. Major taxes and tax rates

1. 主要稅種及稅率

Tax types 稅種	Tax basis 計稅依據	Tax rate 稅率
Value-added tax 增值稅	Note 1 註1	13%/9%/6%/5%/3%
City construction and maintenance tax 城市維護建設稅	Value-added tax, business tax and consumption tax 應交流轉稅	5%/7%
Education surcharge 教育費附加	Value-added tax, business tax and consumption tax 應交流轉稅	3%
Local education surcharge 地方教育費附加	Value-added tax, business tax and consumption tax 應交流轉稅	2%
Corporate income tax 企業所得稅	Taxable income 應納稅所得額	See table below 詳見下表

Taxable entities 納稅主體名稱	Tax basis 計稅依據	Tax rate of income tax 所得稅稅率
Chaopi International Trade (Hong Kong) Co., Ltd. 朝批國際貿易(香港)有限公司	Note 2 註2	16.5%
Others 其他各公司		25%

Note 1: The value-added tax payable is the residual value of the output value-added tax after deduction of input value-added tax. The output value-added tax is computed on a basis of sales resolved by relevant tax laws.

註1：應納增值稅為銷項稅額減可抵扣進項稅後的餘額，銷項稅額根據相關稅法規定計算的銷售額計算。

Note 2: The Company's subsidiary Chaopi International Trading (Hong Kong) Co., Ltd. were registered and established in Hong Kong and in accordance with Hong Kong taxation law its corporate income tax rate was 16.5%.

註2：本公司之子公司朝批國際貿易(香港)有限公司為香港註冊成立的公司，按照香港稅收法律規定，企業所得稅稅率為16.5%。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

All AMOUNTS IN RMB UNLESS OTHERWISE STATED.

The following note items (including the main item notes of the company's financial statements) unless otherwise specified, "beginning of the year" refers to 1 January 2023, "ending of the year" refers to 31 December 2023, and "end of the previous year" refers to 31 December 2022; "This year" refers to 2023, and "previous year" refers to 2022.

1. Cash and Bank balances

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Cash on hand	庫存現金	6,720,768	7,261,238
Cash in bank	銀行存款	832,547,628	728,057,423
Other cash and cash equivalents (Note 1)	其他貨幣資金(註1)	126,470,440	155,300,026
Total	合計	965,738,836	890,618,687
Including: Overseas deposits (Note 2)	其中：存放在境外的款項總額 (註2)	49,807,124	6,419,104

Note 1: As at 31 December 2023, the Group's financing margin deposit is RMB126,470,440 (31 December 2022: RMB155,300,026), the margin deposits with use restrictions was RMB53,135,440 (31 December 2022: RMB155,300,026), and details were referred to Note (VI) 22. Notes payable, the loan margin deposit was RMB73,335,000 (31 December 2022: RMB none).

Note 2: Bank deposits placed overseas are the money deposited by the subsidiary Chaopi International Trading (Hong Kong) Co., Ltd. in HSBC Hong Kong Bank.

六、合併財務報表項目註釋

除單獨註明外，表格內金額單位均為人民幣元。

以下註釋項目(含公司財務報表主要項目註釋)除非特別指出，「年初」指2023年1月1日，「年末」指2023年12月31日，「上年年末」指2022年12月31日；「本年」指2023年度，「上年」指2022年度。

1、貨幣資金

註1：於2023年12月31日，本集團的所有權受到限制的保證金存款為人民幣126,470,440元(2022年12月31日：人民幣155,300,026元)，其中票據保證金存款為人民幣53,135,440元(2022年12月31日：人民幣155,300,026元)，參見附註六、22應付票據，貸款保證金存款為人民幣73,335,000元(2022年12月31日無貸款保證金存款)。

註2：存放在境外的銀行存款為子公司朝批國際貿易(香港)有限公司存放於香港滙豐銀行的款項。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

2. Notes receivable

2、應收票據

Classification of notes receivable

應收票據的分類

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Bank acceptance	銀行承兌匯票	-	1,004,300
Trade acceptance	商業承兌匯票	-	-
Total	合計	-	1,004,300

3. Accounts receivable

3、應收賬款

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Accounts receivable	應收賬款	984,080,370	1,014,114,292
Total	合計	984,080,370	1,014,114,292

(1) 31 December 2023

(1) 2023年12月31日

Presentation of accounts receivable by category

應收賬款分類披露

Category	類別	2023.12.31 二零二三年十二月三十一日				Net book value 賬面價值
		Carrying amount 賬面餘額		Credit loss allowance 信用損失準備		
		Amount 金額	Proportion (%) 比例(%)	Amount 金額	Rate (%) 計提比例(%)	
Accounts receivable with single provision for credit loss	單項計提信用損失準備的應收賬款	7,824,333	1	7,824,333	100	-
Accounts receivable with credit loss provision based on portfolio	按組合計提信用損失準備的應收賬款	1,038,028,337	99	53,947,967	5	984,080,370
Total	合計	1,045,852,670	100	61,772,300	6	984,080,370

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

3. Accounts receivable (Continued)

3、應收賬款(續)

(1) 31 December 2023 (Continued)

(1) 2023年12月31日(續)

The aging of accounts receivable is as follows

應收賬款賬齡如下

		2023.12.31 二零二三年十二月三十一日			
Aging	賬齡	Carrying amount 金額	Proportion% 比例(%)	Credit loss allowance 信用損失準備	Net book value 賬面價值
Within 1 year	1年以內	842,167,188	80	879,043	841,288,145
1-2 years	1至2年	132,715,926	13	6,919,953	125,795,973
2-3 years	2至3年	12,374,211	1	1,708,758	10,665,453
3-4 years	3至4年	4,583,814	–	1,445,341	3,138,473
4-5 years	4至5年	6,655,614	1	3,463,288	3,192,326
Over 5 years	5年以上	47,355,917	5	47,355,917	–
Total	合計	1,045,852,670	100	61,772,300	984,080,370

Credit loss provision

信用損失準備的情況

		Change in this year 本年變動金額				
Category	類別	Opening balance 年初餘額	Accrual 計提	Recovery or reversal 收回或轉回	Resale or write-off 轉銷或核銷	Ending balance 年末餘額
Payment	貨款	47,986,757	14,148,671	26,852	336,276	61,772,300
Total	合計	47,986,757	14,148,671	26,852	336,276	61,772,300

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

3. Accounts receivable (Continued)

3、應收賬款(續)

(1) 31 December 2023 (Continued)

(1) 2023年12月31日(續)

Credit loss provision (Continued)

信用損失準備的情況(續)

In the portfolio, accounts receivable with provision for credit losses based on the aging analysis method

組合中，按賬齡分析法計提信用損失準備的應收賬款

Aging	賬齡	2023.12.31 二零二三年十二月三十一日		
		Carrying amount 應收賬款	Credit loss allowance 信用損失準備	Proportion% 計提比例(%)
Within 1 year	1年以內	842,167,188	879,043	0
1-2 years	1至2年	132,715,926	6,919,953	5
2-3 years	2至3年	12,374,211	1,708,758	14
3-4 years	3至4年	4,184,631	1,046,158	25
4-5 years	4至5年	6,384,652	3,192,326	50
Over 5 years	5年以上	40,201,729	40,201,729	100
Total	合計	1,038,028,337	53,947,967	

Accounts receivable with single provision for credit loss

單項計提信用損失準備的應收賬款

Company	單位名稱	2023.12.31 二零二三年十二月三十一日			Reason for provision 計提理由
		Accounts receivable 應收賬款	Credit loss allowance 信用損失準備	Proportion% 計提比例(%)	
Yizhiyao (Tianjin) Technology Development Co., Ltd.	一指遙(天津)科技發展有限公司	590,468	590,468	100	Cannot be recovered 已確認無法收回
Datong Yiyang Commercial Co., Ltd.	大同億洋商業有限公司	263,910	263,910	100	Cannot be recovered 已確認無法收回
Beijing all three six five convenience store chain Co. Ltd.	北京全時三陸伍連鎖便利店有限公司	1,927,910	1,927,910	100	Cannot be recovered 已確認無法收回
Linlilja (Beijing) Trading Co., Ltd	鄰里家(北京)商貿有限公司	1,658,197	1,658,197	100	Cannot be recovered 已確認無法收回
Beijing Yuquan Venture Technology Co., Ltd	北京玉泉創業科技有限公司	369,172	369,172	100	Cannot be recovered 已確認無法收回
Beijing Cargo Club Co.,Ltd.	北京咖鉤酒吧有限公司	3,014,676	3,014,676	100	Cannot be recovered 已確認無法收回
Total	合計	7,824,333	7,824,333		

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

3. Accounts receivable (Continued)

3、應收賬款(續)

(2) 31 December 2022

(2) 2022年12月31日

Presentation of accounts receivable by category

應收賬款分類披露

Category	類別	Carrying amount		Credit loss allowance		Net book value
		Amount	Proportion(%)	Amount	Rate(%)	
		賬面餘額	比例(%)	信用損失準備	計提比例(%)	賬面價值
Accounts receivable with single provision for credit loss	單項計提信用損失準備的應收賬款	7,824,333	1	7,824,333	100	-
Accounts receivable with credit loss provision based on portfolio	按組合計提信用損失準備的應收賬款	1,054,276,716	99	40,162,424	4	1,014,114,292
Total	合計	1,062,101,049	100	47,986,757	5	1,014,114,292

The aging of accounts receivable is as follows

應收賬款賬齡如下

Aging	賬齡	Carrying amount	Proportion%	Credit loss allowance		Net book value
				金額	比例(%)	
Within 1 year	1年以內	978,760,271	92	-	-	978,760,271
1-2 years	1至2年	22,130,361	2	663,911		21,466,450
2-3 years	2至3年	5,837,215	1	942,986		4,894,229
3-4 years	3至4年	6,813,087	1	1,906,493		4,906,594
4-5 years	4至5年	12,168,722	1	8,081,974		4,086,748
Over 5 years	5年以上	36,391,393	3	36,391,393		-
Total	合計	1,062,101,049	100	47,986,757		1,014,114,292

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

3. Accounts receivable (Continued)

3、應收賬款(續)

(2) 31 December 2022 (Continued)

(2) 2022年12月31日(續)

Credit loss provision

信用損失準備的情況

Category	類別	Opening balance 年初餘額	Accrual 計提	Change in this year 本年變動金額		Ending balance 年末餘額
				Recovery or reversal 收回或轉回	Resale or write-off 轉銷或核銷	
Payment	貨款	41,131,586	9,898,447	3,043,276	-	47,986,757
Total	合計	41,131,586	9,898,447	3,043,276	-	47,986,757

In the portfolio, accounts receivable with provision for credit losses based on the aging analysis method

組合中，按賬齡分析法計提信用損失準備的應收賬款

Aging	賬齡	2022.12.31 二零二二年十二月三十一日		Proportion% 計提比例(%)
		Carrying amount 應收賬款	Credit loss allowance 信用損失準備	
Within 1 year	1年以內	978,760,271	-	0
1-2 years	1至2年	22,130,361	663,911	3
2-3 years	2至3年	5,438,032	543,803	10
3-4 years	3至4年	6,542,125	1,635,531	25
4-5 years	4至5年	8,173,496	4,086,748	50
Over 5 years	5年以上	33,232,431	33,232,431	100
Total	合計	1,054,276,716	40,162,424	

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

3. Accounts receivable (Continued)

3、應收賬款(續)

(2) 31 December 2022 (Continued)

(2) 2022年12月31日(續)

Credit loss provision (Continued)

信用損失準備的情況(續)

Accounts receivable with single provision for credit loss

單項計提信用損失準備的應收賬款

Company	單位名稱	2022.12.31 二零二二年十二月三十一日			Reason for provision 計提理由
		Accounts receivable 應收賬款	Credit loss allowance 信用損失準備	Proportion% 計提比例(%)	
Yizhiyao (Tianjin) Technology Development Co., Ltd.	一指遙(天津)科技發展有限公司	590,468	590,468	100	Cannot be recovered 已確認無法收回
Datong Yiyang Commercial Co., Ltd.	大同億洋商業有限公司	263,910	263,910	100	Cannot be recovered 已確認無法收回
Beijing all three six five convenience store chain Co. Ltd.	北京全時三陸伍連鎖便利店有限公司	1,927,910	1,927,910	100	Cannot be recovered 已確認無法收回
Linlijia (Beijing) Trading Co., Ltd	鄰里家(北京)商貿有限公司	1,658,197	1,658,197	100	Cannot be recovered 已確認無法收回
Beijing Yuquan Venture Technology Co., Ltd	北京玉泉創業科技有限公司	369,172	369,172	100	Cannot be recovered 已確認無法收回
Beijing Cargo Club Co.,Ltd.	北京咖鉤酒吧有限公司	3,014,676	3,014,676	100	Cannot be recovered 已確認無法收回
Total	合計	7,824,333	7,824,333	100	

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

3. Accounts receivable (Continued)

3、應收賬款(續)

(3) The top five accounts receivable of the year-end balance aggregated by the owing party

(3) 按欠款方歸集的年末餘額前五名的應收賬款情況

31 December 2023

2023年12月31日

Company 單位名稱	Relationship with the Group 與本集團關係	Amount 金額	Percentage of total accounts receivable (%) 佔應收賬款總額的比例(%)	Year-end amount of credit loss provision 信用損失準備年末金額
Beijing Wu-mart Store Co., Ltd. 北京物美綜合超市有限公司	Independent third party 獨立第三方	210,533,837	20	2,420,187
Beijing Jingdong Century Trade Co., Ltd. 北京京東世紀貿易有限公司	Independent third party 獨立第三方	202,897,341	19	540,534
Beijing Yonghui Superstores Co. Ltd. 永輝商業有限公司	Independent third party 獨立第三方	54,570,180	5	229,766
Beijing Longjiang Greenland Agricultural Products Co., Ltd 北京龍江綠地農產品有限公司	Independent third party 獨立第三方	46,211,620	4	1,386,349
Beijing Huinong Youpin Agricultural Technology Co., Ltd 北京匯農優品農業科技有限公司	Independent third party 獨立第三方	35,178,040	3	927,747
Total	合計	549,391,018	51	5,504,583

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

3. Accounts receivable (Continued)

3、應收賬款(續)

(3) The top five accounts receivable of the year-end balance aggregated by the owing party (Continued)

(3) 按欠款方歸集的年末餘額前五名的應收賬款情況(續)

31 December 2022

2022年12月31日

Company	Relationship with the Group	Amount	Percentage of total accounts receivable (%)	Year-end amount of credit loss provision
單位名稱	與本集團關係	金額	佔應收賬款總額的比例(%)	信用損失準備年末金額
Beijing Wu-mart Store Co., Ltd. ("Wu-mart") 物美南方發展有限責任公司 (以下簡稱「物美」)	Independent third party 獨立第三方	246,013,773	23	2,796,765
Beijing Jingdong Century Trade Co., Ltd. ("Jingdong") 北京京東世紀貿易有限公司 (以下簡稱「京東」)	Independent third party 獨立第三方	111,634,742	11	505,662
Beijing Yonghui Superstores Co. Ltd. ("Yonghui") 永輝商業有限公司 (以下簡稱「永輝」)	Independent third party 獨立第三方	60,616,028	6	123,096
Beijing Longjiang Greenland Agricultural Products Co., Ltd. 北京龍江綠地農產品有限公司	Independent third party 獨立第三方	49,378,320	5	-
Beijing Chaoyang Affordable Housing Development Co., Ltd. 北京市朝陽區保障性住房發展有限公司	Independent third party 獨立第三方	36,067,582	3	-
Total	合計	503,710,445	48	3,425,523

The Group normally allows a credit period of no more than 90 days to its customers with a longer credit period of 180 days granted to its major customers.

應收賬款信用期通常為90天，主要客戶可以延長至180天。

On 31 December 2023, the total accounts receivable due from MeetAll amounted to RMB8,350,972 were limited by being factored to secure certain bank loans of the Group.

於2023年12月31日，對美特好的應收賬款合計人民幣8,350,972元的所有權，因其通過保理安排獲得銀行借款而受到限制。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

3. Accounts receivable (Continued)

3、應收賬款(續)

(3) The top five accounts receivable of the year-end balance aggregated by the owing party (Continued)

(3) 按欠款方歸集的年末餘額前五名的應收賬款情況(續)

On 31 December 2022, the total accounts receivable due from MeetAll amounted to RMB7,609,413 were limited by being factored to secure certain bank loans of the Group.

於2022年12月31日，對美特好的應收賬款合計人民幣7,609,413元的所有權，因以其通過保理安排獲得銀行借款而受到限制。

Pursuant to the factoring agreement between the Group and Industrial and Commercial Bank of China Limited Taiyuan Jiefang Road Branch (“ICBC”), ICBC provides a bank loan for amount of not exceeding accounts receivable factoring to the Group. ICBC collected the entire amount of accounts receivable and is only required to pay the Group any amount it collects in excess of the loan amount. As the Group has not transferred specifically identifiable cash flows, fully proportionate share of all or part of the cash flows or part of specifically identifiable cash flows, the Group cannot apply the derecognition model to part of the factored accounts receivable.

根據本集團與中國工商銀行股份有限公司太原解放路支行(以下簡稱「工商銀行」)簽署的保理協議，工商銀行向本集團提供不超過應收賬款保理金額的銀行貸款。工商銀行收取應收賬款全部金額，僅向本集團支付超過貸款金額的款項。因本集團既未轉移現金流量中特定、可辨認部分，也未轉移全部現金流量的一定比例或現金流量中特定、可辨認部分的一定比例，因此，本集團不能對進行保理的應收賬款部分應用終止確認模型。

Since factored accounts receivable is on full recourse basis, the Group has not transferred the significant risks and rewards relating of these receivables, it continues to recognize the receivables and has recognized the cash received from the bank as accounts receivable secured loan (See Note (VI) 21).

因銀行對該保理的應收賬款享有追索權，本集團並未轉移該等應收賬款所有權上的重大風險和報酬，因此繼續確認應收賬款，並將從銀行收到的現金確認為應收賬款保理借款(附註六、21)。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

3. Accounts receivable (Continued)

3、應收賬款(續)

(3) The top five accounts receivable of the year-end balance aggregated by the owing party (Continued)

(3) 按欠款方歸集的年末餘額前五名的應收賬款情況(續)

Content of accounts receivable 項目	Factoring accounts receivable on full recourses basis 有追索權的應收賬款保理	
	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Carrying amount of transferred assets 轉移資產的賬面價值	8,350,972	7,609,413
Carrying amount of related liabilities 相關負債的賬面價值	8,350,972	7,609,413
Net book value 淨額	-	-

4. Prepayments

4、預付款項

(1) Presentation of prepayments according to aging analysis

(1) 預付款項按賬齡列示

Aging 賬齡	2023.12.31 二零二三年十二月三十一日		2022.12.31 二零二二年十二月三十一日	
	Amount 金額	Proportion(%) 比例(%)	Amount 金額	Proportion(%) 比例(%)
Within 1 year 1年以內	1,006,417,128	100	1,022,670,499	100
Total 合計	1,006,417,128	100	1,022,670,499	100

On 31 December 2023 and 31 December 2022, there was no prepayment from shareholders who held voting shares of more than 5% (including 5%).

於2023年12月31日及2022年12月31日，預付款項中無預付持有本集團5% (含5%)以上表決權股份的股東的款項。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

4. Prepayments (Continued)

4、預付款項(續)

(2) Top five entities with the largest balances of prepayments

(2) 按預付對象歸集年末餘額前五名的預付款情況

31 December 2023

2023年12月31日

Name of entity 單位名稱	Relationship with the Group 與本集團關係	Amount 金額	Unsettled reason 未結算原因
Yibin Wuliangye Liquor Sales Co., Ltd. 宜賓五糧液酒類銷售有限責任公司	Independent third party 獨立第三方	425,482,177	Haven't received goods 尚未收到貨物
LINK WILL LIMITED LINK WILL LIMITED	Independent third party 獨立第三方	114,207,707	Haven't received goods 尚未收到貨物
Guizhou Moutai Wine Sales Co., Ltd. 貴州茅台酒銷售有限公司	Independent third party 獨立第三方	73,915,561	Haven't received goods 尚未收到貨物
Beijing Red Bull Vitamin Drink Co., Ltd. 北京市紅牛維他命飲料有限責任公司	Independent third party 獨立第三方	57,791,374	Haven't received goods 尚未收到貨物
Mondelez Shanghai Food Corporate Management Co.,Ltd 億滋食品企業管理(上海)有限公司	Independent third party 獨立第三方	31,108,914	Haven't received goods 尚未收到貨物
Total	合計	702,505,733	

31 December 2022

2022年12月31日

Name of entity 單位名稱	Relationship with the Group 與本集團關係	Amount 金額	Unsettled reason 未結算原因
Yibin Wuliangye Liquor Sales Co., Ltd. 宜賓五糧液酒類銷售有限責任公司	Independent third party 獨立第三方	537,243,800	Haven't received goods 尚未收到貨物
Mars Wrigley Candy (China) Co., Ltd. 瑪氏箭牌糖果(中國)有限公司	Independent third party 獨立第三方	73,421,918	Haven't received goods 尚未收到貨物
Guizhou Moutai Wine Sales Co., Ltd. 貴州茅台酒銷售有限公司	Independent third party 獨立第三方	43,892,027	Haven't received goods 尚未收到貨物
Mondelez Shanghai Food Corporate Management Co.,Ltd 億滋食品企業管理(上海)有限公司	Independent third party 獨立第三方	31,191,811	Haven't received goods 尚未收到貨物
Beijing Red Bull Vitamin Drink Co., Ltd. 北京市紅牛維他命飲料有限責任公司	Independent third party 獨立第三方	27,846,384	Haven't received goods 尚未收到貨物
Total	合計	713,595,940	

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

5. Other receivables

5、其他應收款

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Other receivables	其他應收款	155,398,786	169,850,426
Interest receivables	應收利息	-	-
Dividend receivables	應收股利	-	-
Total	合計	155,398,786	169,850,426

Details of other receivables

其他應收款情況

(1) 31 December 2023

(1) 2023年12月31日

Presentation of other receivables by category

其他應收款分類披露

Category	類別	2023.12.31 二零二三年十二月三十一日				Net book value 賬面價值
		Carrying amount 賬面餘額		Credit loss allowance 信用損失準備		
		Amount 金額	Proportion(%) 比例(%)	Amount 金額	Rate(%) 計提比例(%)	
Other receivables with single provision for credit loss	單項計提信用損失準備的其他應收款	1,059,651	-	1,059,651	100	-
Other receivables with credit loss provision based on portfolio	按組合計提信用損失準備的其他應收款	163,360,064	100	7,961,278	5	155,398,786
Total	合計	164,419,715	100	9,020,929	5	155,398,786

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

5. Other receivables (Continued)

5、其他應收款(續)

Details of other receivables (Continued)

其他應收款情況(續)

(1) 31 December 2023 (Continued)

(1) 2023年12月31日(續)

Presentation of other receivables according to aging analysis

其他應收款賬齡如下

Aging	賬齡	2023.12.31 二零二三年十二月三十一日			Net book value 賬面價值
		Carrying amount 金額	Proportion% 比例(%)	Credit loss allowance 信用損失準備	
Within 1 year	1年以內	141,168,748	86	-	141,168,748
1-2 years	1至2年	4,700,442	3	141,013	4,559,429
2-3 years	2至3年	3,776,591	2	377,659	3,398,932
3-4 years	3至4年	7,487,465	5	1,886,866	5,600,599
4-5 years	4至5年	1,873,744	1	1,202,666	671,078
Over 5 years	5年以上	5,412,725	3	5,412,725	-
Total	合計	164,419,715	100	9,020,929	155,398,786

The detail of credit loss allowance

信用損失準備的情況

Category	類別	The amount change in this year 本年變動金額				2023.12.31 年末餘額
		2023.1.1 年初餘額	Accrual 計提	Recovery or reversal 收回或轉回	Resale or write-off 轉銷或核銷	
Rent and promotion fee	租金及促銷費	5,483,228	3,545,200	-	7,499	9,020,929
Total	合計	5,483,228	3,545,200	-	7,499	9,020,929

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

5. Other receivables (Continued)

5、其他應收款(續)

Details of other receivables (Continued)

其他應收款情況(續)

(1) 31 December 2023 (Continued)

(1) 2023年12月31日(續)

Other receivables that are individually significant and for which credit loss allowance has been assessed individually

單項計提信用損失準備的其他應收款

Content of other receivables 其他應收款內容	Carrying amount 賬面餘額	Credit loss allowance 信用損失準備金額	Rate% 計提比例(%)	Reason 理由
Ferrero Trading (Shanghai) Co., Ltd. 費列羅貿易(上海)有限公司	184,784	184,784	100	Cannot be recovered 已確認無法收回
China Resources 華潤	49,288	49,288	100	Cannot be recovered 已確認無法收回
Dumex Baby Food Co., Ltd. 多美滋嬰幼兒食品有限公司	203,923	203,923	100	Cannot be recovered 已確認無法收回
Naaisi Lishui Sales Co., Ltd. 納愛斯麗水銷售有限公司	304,140	304,140	100	Cannot be recovered 已確認無法收回
Guangzhou Qunhe Cosmetics Co., Ltd. 廣州群禾化妝品有限公司	200,000	200,000	100	Cannot be recovered 已確認無法收回
Beijing Cargo Club Co., Ltd. 北京咖鈞酒吧有限公司	97,516	97,516	100	Cannot be recovered 已確認無法收回
Yizhiyao (Tianjin) Technology Development Co., Ltd. 一指遙(天津)科技發展有限公司	20,000	20,000	100	Cannot be recovered 已確認無法收回
Total 合計	1,059,651	1,059,651		

In the portfolio, other receivables for which credit loss provisions are made based on the aging analysis method

組合中，按賬齡分析法計提信用損失準備的其他應收款

		2023.12.31 二零二三年十二月三十一日		
Aging 賬齡		Other receivables 其他應收款	Credit loss allowance 信用損失準備	Proportion% 計提比例(%)
Within 1 year 1-2 years 2-3 years 3-4 years 4-5 years Over 5 years	1年以內 1至2年 2至3年 3至4年 4至5年 5年以上	141,168,748 4,700,442 3,776,591 7,467,465 1,342,155 4,904,663	- 141,013 377,659 1,866,866 671,077 4,904,663	0 3 10 25 50 100
Total 合計		163,360,064	7,961,278	

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

5. Other receivables (Continued)

5、其他應收款(續)

Details of other receivables (Continued)

其他應收款情況(續)

(1) 31 December 2023 (Continued)

(1) 2023年12月31日(續)

Provision for bad debts

壞賬準備計提情況

		The first stage 第一階段	The second stage 第二階段	The third stage 第三階段	Total 合計
		Expected credit loss in the next 12 months 未來12個月 預期信用損失	Expected credit loss for the entire duration (no credit impairment occurred) 整個存續期 預期信用損失 (未發生信用減值)	Expected credit loss for the entire duration (credit impairment has occurred) 整個存續期 預期信用損失 (已發生信用減值)	
Bad debt provision	壞賬準備				
Opening Balance	年初餘額	4,443,577	-	1,039,651	5,483,228
The beginning balance is in the current period	年初餘額在本期	-	-	-	-
- Move to the second stage	- 轉入第二階段	-	-	-	-
- Move to the third stage	- 轉入第三階段	-	-	-	-
- Back to the second stage	- 轉回第二階段	-	-	-	-
- Back to the first stage	- 轉回第一階段	-	-	-	-
Withdrawal for this period	本年計提	3,517,701	-	27,499	3,545,200
Reversal for this period	本年轉回	-	-	-	-
Resell for this period	本年轉銷	-	-	-	-
Written off for this period	本年核銷	-	-	7,499	7,499
Other changes	其他變動	-	-	-	-
Ending balance	年末餘額	7,961,278	-	1,059,651	9,020,929

(2) 31 December 2022

(2) 2022年12月31日

Presentation of other receivables by category

其他應收款分類披露

Category	類別	2022.12.31 二零二二年十二月三十一日				Net book value 賬面價值
		Carrying amount 賬面餘額	Proportion(%) 比例(%)	Credit loss allowance 信用損失準備	Rate(%) 計提比例(%)	
		Amount 金額		Amount 金額		
Other receivables with single provision for credit loss	單項計提信用損失準備的其他應收款	1,039,651	1	1,039,651	100	-
Other receivables with credit loss provision based on portfolio	按組合計提信用損失準備的其他應收款	174,294,003	99	4,443,577	3	169,850,426
Total	合計	175,333,654	100	5,483,228	3	169,850,426

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

5. Other receivables (Continued)

5、其他應收款(續)

Details of other receivables (Continued)

其他應收款情況(續)

(2) 31 December 2022 (Continued)

(2) 2022年12月31日(續)

Presentation of other receivables according to aging analysis

其他應收款賬齡如下

Aging	賬齡	Carrying amount 金額	2022.12.31 二零二二年十二月三十一日		Net book value 賬面價值
			Proportion% 比例(%)	Credit loss allowance 信用損失準備	
Within 1 year	1年以內	156,657,125	89	-	156,657,125
1-2 years	1至2年	3,837,416	3	115,122	3,722,294
2-3 years	2至3年	7,519,019	4	751,902	6,767,117
3-4 years	3至4年	1,907,309	1	875,518	1,031,791
4-5 years	4至5年	3,544,022	2	1,871,923	1,672,099
Over 5 years	5年以上	1,868,763	1	1,868,763	-
Total	合計	175,333,654	100	5,483,228	169,850,426

The detail of credit loss allowance

信用損失準備的情況

Category	類別	2022.1.1 年初餘額	Accrual 計提	The amount change in this year 本年變動金額		2022.12.31 年末餘額
				Recovery or reversal 收回或轉回	Resale or write-off 轉銷或核銷	
Rent and promotion fee	租金及促銷費	3,705,826	1,837,219	59,817	-	5,483,228
Total	合計	3,705,826	1,837,219	59,817	-	5,483,228

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

5. Other receivables (Continued)

5、其他應收款(續)

Details of other receivables (Continued)

其他應收款情況(續)

(2) 31 December 2022 (Continued)

(2) 2022年12月31日(續)

Other receivables that are individually significant and for which credit loss allowance has been assessed individually

單項計提信用損失準備的其他應收款

Content of other receivables 其他應收款內容	Carrying amount 賬面餘額	Credit loss allowance 信用損失準備金額	Rate% 計提比例(%)	Reason 理由
Ferrero Trading (Shanghai) Co., Ltd. 費列羅貿易(上海)有限公司	184,784	184,784	100	Cannot be recovered 已確認無法收回
China Resources 華潤	49,288	49,288	100	Cannot be recovered 已確認無法收回
Dumex Baby Food Co., Ltd. 多美滋嬰幼兒食品有限公司	203,923	203,923	100	Cannot be recovered 已確認無法收回
Naaisi Lishui Sales Co., Ltd. 納愛斯麗水銷售有限公司	304,140	304,140	100	Cannot be recovered 已確認無法收回
Guangzhou Qunhe Cosmetics Co., Ltd. 廣州群禾化妝品有限公司	200,000	200,000	100	Cannot be recovered 已確認無法收回
Beijing Cargo Club Co., Ltd. 北京咖鉤酒吧有限公司	97,516	97,516	100	Cannot be recovered 已確認無法收回
Total 合計	1,039,651	1,039,651		

In the portfolio, other receivables for which credit loss provisions are made based on the aging analysis method

組合中，按賬齡分析法計提信用損失準備的其他應收款

Aging 賬齡		2022.12.31 二零二二年十二月三十一日		
		Other receivables 其他應收款	Credit loss allowance 信用損失準備	Proportion% 計提比例(%)
Within 1 year	1年以內	156,657,125	-	0
1-2 years	1至2年	3,837,416	115,122	3
2-3 years	2至3年	7,519,019	751,902	10
3-4 years	3至4年	1,375,721	343,930	25
4-5 years	4至5年	3,344,199	1,672,100	50
Over 5 years	5年以上	1,560,523	1,560,523	100
Total 合計		174,294,003	4,443,577	

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

5. Other receivables (Continued)

5、其他應收款(續)

Details of other receivables (Continued)

其他應收款情況(續)

(2) 31 December 2022 (Continued)

(2) 2022年12月31日(續)

Provision for bad debts

壞賬準備計提情況

Bad debt provision	壞賬準備	The first stage	The second stage	The third stage	Total
		第一階段	第二階段	第三階段	
		Expected credit loss in the next 12 months	Expected credit loss for the entire duration (no credit impairment occurred)	Expected credit loss for the entire duration (credit impairment has occurred)	
		未來12個月預期信用損失	整個存續期預期信用損失(未發生信用減值)	整個存續期預期信用損失(已發生信用減值)	合計
Opening Balance	年初餘額	2,535,912	-	1,169,914	3,705,826
The beginning balance is in the current period	年初餘額在本期	-	-	-	-
- Move to the second stage	-轉入第二階段	-	-	-	-
- Move to the third stage	-轉入第三階段	-	-	-	-
- Back to the second stage	-轉回第二階段	-	-	-	-
- Back to the first stage	-轉回第一階段	227,779	-	-227,779	-
Withdrawal for this period	本年計提	1,739,703	-	97,516	1,837,219
Reversal for this period	本年轉回	59,817	-	-	59,817
Resell for this period	本年轉銷	-	-	-	-
Written off for this period	本年核銷	-	-	-	-
Other changes	其他變動	-	-	-	-
Ending balance	年末餘額	4,443,577	-	1,039,651	5,483,228

(3) Other receivables presented by nature

(3) 按款項性質列示其他應收款

Nature of other receivable	其他應收款性質	2023.12.31	2022.12.31
		二零二三年十二月三十一日	二零二二年十二月三十一日
Promotional fee	應收促銷費用	143,154,717	136,941,180
Security deposit and deposit	應收保證金及押金等	1,370,685	2,182,348
Current payment	往來款	10,760,257	19,756,995
Other	其他	113,127	10,969,903
Total	合計	155,398,786	169,850,426

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

5. Other receivables (Continued)

5、其他應收款(續)

Details of other receivables (Continued)

其他應收款情況(續)

(4) Top five entities with the largest balances of other receivables

(4) 按欠款方歸集的年末餘額前五名其他應收款

31 December 2023

2023年12月31日

Company name	Nature of other receivables	Closing balance	Proportion of the amount to the total other receivable (%)	Closing balance of credit loss allowance
單位名稱	款項性質	年末金額	佔其他應收款總額的比例(%)	信用損失準備年末餘額
Yihai Kerry Food Marketing Co., Ltd. 益海嘉裡食品營銷有限公司	Promotional fee 促銷費	11,288,813	7	-
Beijing JD Century Trading Co., Ltd 北京京東世紀貿易有限公司	Promotional fee 促銷費	5,894,562	4	507,325
Foshan Haitian Seasoning Food Co., Ltd 佛山市海天調味食品股份有限公司	Promotional fee 促銷費	4,500,001	3	-
Baoding Xierman Nengwei Paper Industry Co., Ltd 保定市西而曼能威紙業有限公司	Current account 往來款	3,470,352	2	-
Zhejiang Haochao Network Technology Co., Ltd 浙江昊超網絡科技有限公司	Current account 往來款	3,220,323	2	-
Total	合計	28,374,051	18	507,325

31 December 2022

2022年12月31日

Company name	Nature of other receivables	Closing balance	Proportion of the amount to the total other receivable (%)	Closing balance of credit loss allowance
單位名稱	款項性質	年末金額	佔其他應收款總額的比例(%)	信用損失準備年末餘額
Wall's (China) Co., Ltd. 和路雪(中國)有限公司	Promotional fee 促銷費	5,037,505	3	-
Yihai Kerry Food Marketing Co., Ltd. 益海嘉裡食品營銷有限公司	Promotional fee 促銷費	4,125,390	2	-
Ferrero Trading (Shanghai) Co., Ltd. 費列羅貿易(上海)有限公司	Promotional fee 促銷費	4,079,329	2	472,107
Chengde Lulu Co., Ltd 承德露露股份公司	Promotional fee 促銷費	3,343,110	2	-
Guangdong Jingxing Health Care Co., Ltd 廣東景興健康護理事業股份有限公司	Promotional fee 促銷費	3,308,308	2	-
Total	合計	19,893,642	11	472,107

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

6. Inventories

6、存貨

Presentation of Inventories by category

存貨分類

Item	項目	2023.12.31 二零二三年十二月三十一日		Net book value 賬面價值
		Carrying amount 賬面餘額	Impairment 跌價準備	
Merchandise inventory	庫存商品	1,612,605,227	-	1,612,605,227
Raw material	原材料	2,375,521	-	2,375,521
Goods in process	在產品	-	-	-
Low-value consumables	低值易耗品	-	-	-
Total	合計	1,614,980,748	-	1,614,980,748

Item	項目	2022.12.31 二零二二年十二月三十一日		Net book value 賬面價值
		Carrying amount 賬面餘額	Impairment 跌價準備	
Merchandise inventory	庫存商品	1,594,558,113	-	1,594,558,113
Raw material	原材料	2,269,875	-	2,269,875
Goods in process	在產品	-	-	-
Low-value consumables	低值易耗品	-	-	-
Total	合計	1,596,827,988	-	1,596,827,988

The Group is principally engaged in retail and wholesale business of fast moving consumer goods, which are daily necessities. Inventories could be realized faster, and the risk of inventory impairment is small. As at 31 December 2023, the inventory turnover was good, and the management believes that there is no sign of impairment. Thus, there was no need for accrual for impairment of the inventory at the end of the period.

As at 31 December 2023 and 31 December 2022, no inventories were pledged or guaranteed.

本集團主要經營居民日常生活必備的快速消費品，存貨變現快，發生存貨減值的風險小，且截至2023年12月31日，存貨周轉良好，管理層認為未出現減值跡象，因此，本年無需對年末存貨計提存貨跌價準備。

於2023年12月31日及2022年12月31日，無用於抵押或擔保的存貨。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

7. Other current assets

7、其他流動資產

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Deductible input value-added tax	待抵扣進項稅	172,089,198	158,285,966
Prepaid lease expenses	待攤租金費用	69,006	132,407
Prepaid heating expenses	待攤供暖費用	4,009,946	3,791,278
Other prepaid expenses (Note)	其他待攤費用(註)	1,968,247	1,475,239
Receivable return cost	應收退貨成本	4,645,538	5,553,187
Total	合計	182,781,935	169,238,077

Note: Prepaid cooling fees, property fees, cleaning fees and security fees, etc. are the primary expenses of other prepaid expenses.

註：其他待攤費用主要包括預付供冷費、物業費、保潔費、保安費等。

8. Other equity instrument investment

8、其他權益工具投資

Presentation of other equity instrument investment

其他權益工具分項列示

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Yibin Wushang Equity Interest Investment Fund (Limited Partnership)	宜賓五商股權投資基金(有限合夥)	43,000,000	43,000,000
Total	合計	43,000,000	43,000,000

Note: Chaopi Trading, the subsidiary of the Company, subscribed for the Yibin Wushang Equity Investment Fund (limited partnership) by monetary funds RMB43 million with a fund share of 4.2480% in December 2022.

註：本公司之子公司朝批商貿於2022年12月以貨幣資金人民幣4,300萬元認購宜賓五商股權投資基金(有限合夥)份額4.2480%，成為其有限合夥人。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

9. Other non-current financial assets

9、其他非流動金融資產

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Classified financial assets at fair value through profit or loss	分類以公允價值計量且其變動計入當期損益的金融資產	56,536,513	72,026,699
Including: Debt instrument investments	其中：債務工具投資	-	-
Equity instrument investments (Note)	權益工具投資(註)	56,536,513	72,026,699
Subtotal	小計	56,536,513	72,026,699
Less: Current portion that matures within one year	減：一年內到期部分	-	-
Total	合計	56,536,513	72,026,699

Note: Chaopi Trading, the subsidiary of the Company, subscribed for the enjoyment of Wuliangye No. 1 fund products by monetary funds RMB11.67 million with a fund share of 11,638,983.05 in April 2018. In August 2021, 10% (1,163,898 shares) were sold, in September 2022, 1,582,900 shares were sold, and the remaining fund shares held were 8,892,185.05 shares.

註：本公司之子公司朝批商貿於2018年4月以貨幣資金人民幣1,167萬元認購君享五糧液1號基金產品，持有的基金份額為11,638,983.05份。2021年8月，贖回10%（1,163,898份），2022年9月贖回1,582,900份，剩餘持有的基金份額為8,892,185.05份。

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(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

10. Investment properties

10、投資性房地產

Investment properties under the cost method

按成本計量模式的投資性房地產

31 December 2023

2023年12月31日

Item	項目	Buildings 房屋及建築物	Land use rights 土地使用權	Total 合計
I. Original carrying amount	一、賬面原值			
1. 2022.12.31	1. 年初金額	139,248,592	122,900,708	262,149,300
2. Increase in the period	2. 本年增加金額	-	-	-
(1) Transferred from the fixed assets	(1) 從固定資產轉入	-	-	-
(2) Increase in business combination	(2) 企業合併增加	-	-	-
3. Decrease in the period	3. 本年減少金額	-	-	-
(1) Transferred to the fixed assets	(1) 轉入固定資產	-	-	-
(2) Transferred to intangible assets	(2) 轉入無形資產	-	-	-
(3) Other	(3) 其他	-	-	-
4. 2023.12.31	4. 年末餘額	139,248,592	122,900,708	262,149,300
II. Accumulated depreciation and amortization	二、累計折舊和累計攤銷			
1. 2022.12.31	1. 年初金額	75,801,984	33,505,102	109,307,086
2. Increase in the period	2. 本年增加金額	4,997,895	3,433,202	8,431,097
(1) Accrual or amortization	(1) 計提或攤銷	4,997,895	3,433,202	8,431,097
(2) Transferred from fixed assets	(2) 從固定資產轉入	-	-	-
(3) Increase in business combination	(3) 企業合併增加	-	-	-
3. Decrease in the period	3. 本年減少金額	-	-	-
(1) Transferred to the fixed assets	(1) 轉入固定資產	-	-	-
(2) Transferred to intangible assets	(2) 轉入無形資產	-	-	-
4. 2023.12.31	4. 年末餘額	80,799,879	36,938,304	117,738,183
III. Net book value	三、賬面價值			
1. Net book value as at 31 December 2023	1. 年末賬面價值	58,448,713	85,962,404	144,411,117
2. Net book value as at 31 December 2022	2. 年初賬面價值	63,446,608	89,395,606	152,842,214

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

10. Investment properties (Continued)

10、投資性房地產(續)

Investment properties under the cost method (Continued)

按成本計量模式的投資性房地產(續)

31 December 2022

2022年12月31日

Item	項目	Buildings 房屋及建築物	Land use rights 土地使用權	Total 合計
I. Original carrying amount	一、賬面原值			
1. 2021.12.31	1. 年初金額	139,248,884	122,900,708	262,149,592
2. Increase in the period	2. 本年增加金額	-	-	-
(1) Transferred from the fixed assets	(1) 從固定資產轉入	-	-	-
(2) Increase in business combination	(2) 企業合併增加	-	-	-
3. Decrease in the period	3. 本年減少金額	292	-	292
(1) Transferred to the fixed assets	(1) 轉入固定資產	-	-	-
(2) Transferred to intangible assets	(2) 轉入無形資產	-	-	-
(3) Other	(3) 其他	292	-	292
4. 2022.12.31	4. 年末餘額	139,248,592	122,900,708	262,149,300
II. Accumulated depreciation and amortization	二、累計折舊和累計攤銷			
1. 2021.12.31	1. 年初金額	70,544,621	30,071,900	100,616,521
2. Increase in the period	2. 本年增加金額	5,257,363	3,433,202	8,690,565
(1) Accrual or amortization	(1) 計提或攤銷	5,257,363	3,433,202	8,690,565
(2) Transferred from fixed assets	(2) 從固定資產轉入	-	-	-
(3) Increase in business combination	(3) 企業合併增加	-	-	-
3. Decrease in the period	3. 本年減少金額	-	-	-
(3) Transferred to the fixed assets	(1) 轉入固定資產	-	-	-
(4) Transferred to intangible assets	(2) 轉入無形資產	-	-	-
4. 2022.12.31	4. 年末餘額	75,801,984	33,505,102	109,307,086
III. Net book value	三、賬面價值			
3. Net book value as at 31 December 2022	1. 年末賬面價值	63,446,608	89,395,606	152,842,214
4. Net book value as at 31 December 2021	2. 年初賬面價值	68,704,263	92,828,808	161,533,071

As at 31 December 2023 and 31 December 2022, there was no investment properties that were pledged to secure certain of the Group's long-term bank loans.

2023年12月31日及2022年12月31日，無用作銀行長期借款抵押物的投資性房地產。

As at 31 December 2023 and 31 December 2022, all land use rights in the investment properties of the Group are medium-term lease.

2023年12月31日及2022年12月31日，本集團投資性房地產中的土地使用權均屬於中期租賃。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

11. Fixed assets

11、固定資產

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Fixed assets	固定資產	711,742,851	769,170,217
Disposal on fixed assets	固定資產清理	25,437	17,605,692
Total	合計	711,768,288	786,775,909

(1) Details of fixed assets

(1) 固定資產情況

31 December 2023

2023年12月31日

Item	項目	Buildings 房屋及建築物	Machinery and equipment 機器設備	Electronic devices and others 電子設備及其他	Transportation vehicles 運輸設備	Total 合計
I. Original carrying amount	一、賬面原值					
1. 2022.12.31	1. 年初餘額	1,133,827,202	786,532,772	175,776,484	48,435,870	2,144,572,328
2. Increase in the period	2. 本年增加額	6,460,440	8,344,367	8,210,846	2,270,008	25,285,661
(1) Purchase	(1) 購置	531,083	4,275,271	4,018,371	1,695,725	10,520,450
(2) Transferred from the construction in process	(2) 在建工程轉入	5,929,357	4,069,096	4,192,475	574,283	14,765,211
(3) Transferred from the investment properties	(3) 投資性房地產轉入	-	-	-	-	-
(4) Accept donations	(4) 接受捐贈	-	-	-	-	-
3. Decrease in the period	3. 本年減少	-	16,979,786	10,469,334	6,531,401	33,980,521
(1) Disposal or retirement	(1) 本年處置	-	16,979,786	10,469,334	6,531,401	33,980,521
(2) Transferred to the investment properties	(2) 轉入投資性房地產	-	-	-	-	-
4. 2023.12.31	4. 年末餘額	1,140,287,642	777,897,353	173,517,996	44,174,477	2,135,877,468
II. Accumulative depreciation	二、累計折舊					
1. 2022.12.31	1. 年初餘額	541,969,664	641,008,589	147,588,445	44,835,413	1,375,402,111
2. Increase in the period	2. 本年增加額	39,148,186	23,039,871	11,717,915	6,959,022	80,864,994
(1) Accrual	(1) 本年計提	39,148,186	23,039,871	11,717,915	6,959,022	80,864,994
(2) Transferred from the investment properties	(2) 投資性房地產轉入	-	-	-	-	-
3. Decrease in the period	3. 本年減少額	-	14,290,134	9,644,269	8,198,085	32,132,488
(1) Disposal or retirement	(1) 本年處置	-	14,290,134	9,644,269	8,198,085	32,132,488
(2) Transferred to investment properties	(2) 轉入投資性房地產	-	-	-	-	-
4. 2023.12.31	4. 年末餘額	581,117,850	649,758,326	149,662,091	43,596,350	1,424,134,617
III. Net book value	三、賬面價值					
1. Net book value as at 31 December 2023	1. 年末賬面價值	559,169,792	128,139,027	23,855,905	578,127	711,742,851
2. Net book value as at 31 December 2022	2. 年初賬面價值	591,857,538	145,524,183	28,188,039	3,600,457	769,170,217

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

11. Fixed assets (Continued)

11、固定資產(續)

(1) Details of fixed assets (Continued)

(1) 固定資產情況(續)

31 December 2022

2022年12月31日

Item	項目	Buildings 房屋及建築物	Machinery and equipment 機器設備	Electronic devices and others 電子設備及其他	Transportation vehicles 運輸設備	Total 合計
I. Original carrying amount	一、賬面原值					
1. 2021.12.31	1. 年初餘額	1,056,215,237	807,772,243	178,661,848	52,315,569	2,094,964,897
2. Increase in the period	2. 本年增加額	77,701,042	8,888,754	5,585,938	3,629,577	95,805,311
(1) Purchase	(1) 購置	75,302,568	5,085,576	5,236,492	3,629,577	89,254,213
(2) Transferred from the construction in process	(2) 在建工程轉入	2,398,474	3,803,178	349,446	-	6,551,098
(3) Transferred from the investment properties	(3) 投資性房地產轉入	-	-	-	-	-
(4) Accept donations	(4) 接受捐贈	-	-	-	-	-
3. Decrease in the period	3. 本年減少額	89,077	30,128,225	8,471,302	7,509,276	46,197,880
(1) Disposal or retirement	(1) 本年處置	89,077	30,128,225	8,471,302	7,509,276	46,197,880
(2) Transferred to the investment properties	(2) 轉入投資性房地產	-	-	-	-	-
4. 2022.12.31	4. 年末餘額	1,133,827,202	786,532,772	175,776,484	48,435,870	2,144,572,328
II. Accumulative depreciation	二、累計折舊					
1. 2021.12.31	1. 年初餘額	502,740,834	638,339,506	141,434,309	43,767,733	1,326,282,382
2. Increase in the period	2. 本年增加額	39,228,830	29,338,167	13,465,088	8,362,774	90,394,859
(1) Accrual	(1) 本年計提	39,228,830	29,338,167	13,465,088	8,362,774	90,394,859
(2) Transferred from the investment properties	(2) 投資性房地產轉入	-	-	-	-	-
3. Decrease in the period	3. 本年減少額	-	26,669,084	7,310,952	7,295,094	41,275,130
(1) Disposal or retirement	(1) 本年處置	-	26,669,084	7,310,952	7,295,094	41,275,130
(2) Transferred to investment properties	(2) 轉入投資性房地產	-	-	-	-	-
4. 2022.12.31	4. 年末餘額	541,969,664	641,008,589	147,588,445	44,835,413	1,375,402,111
III. Net book value	三、賬面價值					
3. Net book value as at 31 December 2022	1. 年末賬面價值	591,857,538	145,524,183	28,188,039	3,600,457	769,170,217
4. Net book value as at 31 December 2021	2. 年初賬面價值	553,474,403	169,432,737	37,227,539	8,547,836	768,682,515

As at 31 December 2023, and 31 December 2022, no fixed assets were restricted as they were been pledged to secure certain of the long-term Group's bank loans.

2023年12月31日及2022年12月31日，無所有權因用作銀行長期借款的抵押物而受到限制的固定資產。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

11. Fixed assets (Continued)

11、固定資產(續)

(1) Details of fixed assets (Continued)

(1) 固定資產情況(續)

Fixed assets of which issued certificates of title have not been obtained as at 31 December 2023:

於2023年12月31日，未辦妥產權證書的固定資產情況

Item	項目	Net book value 賬面淨值	Reasons for not obtaining certificates of title 未辦妥產權證書原因	Expected time of obtaining certificates of title 預計辦結產權證書時間
Room3-201 Unit 13, Chenxin Garden, Datong	大同晨馨花園13-3-201房產	432,928	In progress 正在辦理中	2024 2024年

Fixed assets of which issued certificates of title have not been obtained as at 31 December 2022:

於2022年12月31日，未辦妥產權證書的固定資產情況

Item	項目	Net book value 賬面淨值	Reasons for not obtaining certificates of title 未辦妥產權證書原因	Expected time of obtaining certificates of title 預計辦結產權證書時間
Room3-201 Unit 13, Chenxin Garden, Datong	大同晨馨花園13-3-201房產	439,945	In progress 正在辦理中	2023 2023年

(2) Disposal on fixed assets

(2) 固定資產清理

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Housing warehouse Equipments	房屋倉庫設備	- 25,437	17,605,692 -
Total	合計	25,437	17,605,692

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

12. Construction in progress

12、在建工程

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Construction in progress	在建工程	126,502,959	110,406,206
Engineer material	工程物資	-	-
Total	合計	126,502,959	110,406,206

(1) Details of construction in progress

(1) 在建工程明細如下

Item	項目	2023.12.31 二零二三年十二月三十一日			2022.12.31 二零二二年十二月三十一日		
		Carrying amount 賬面餘額	Impairment 減值準備	Net book value 賬面淨值	Carrying amount 賬面餘額	Impairment 減值準備	Net book value 賬面淨值
Pingfang Project	平房工程	43,859,815	-	43,859,815	43,859,815	-	43,859,815
Pingfang Refrigeratory Project	平房冷庫工程	9,617,821	-	9,617,821	9,617,821	-	9,617,821
System Software Project	系統軟件工程	57,412,792	-	57,412,792	39,952,332	-	39,952,332
Other *	其他在建工程*	15,612,531	-	15,612,531	16,976,238	-	16,976,238
Total	合計	126,502,959	-	126,502,959	110,406,206	-	110,406,206

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

12. Construction in progress (Continued)

12、在建工程(續)

(2) Changes in significant construction in progress in the current period

(2) 重要在建工程項目本年變動情況

For the year ended at 31 December 2023

2023年度

Item	項目名稱	Budget amount	2023.1.1	Increase in the period	Transferred to fixed assets, intangible assets or long-term prepaid expenses	Other deduction	2023.12.31
Pingfang Project	平房工程	73,655,986	43,859,815	-	-	-	43,859,815
Pingfang Refrigeratory Project	平房冷庫工程	35,047,286	9,617,821	-	-	-	9,617,821
System Software Project	系統軟件工程	77,454,335	39,952,332	17,460,460	-	-	57,412,792
Others*	其他在建工程*	248,831,420	16,976,238	25,614,867	24,004,435	2,974,139	15,612,531
Total	合計	434,989,027	110,406,206	43,075,327	24,004,435	2,974,139	126,502,959

Project name	項目名稱	Amount injected as a proportion of budget amount (%)	Construction progress(%)	Amount of accumulated capitalized interest	Including: Capitalized interest in the period	Interest capitalization rate for the period(%)	Source of funds
Pingfang Project	平房工程	60	60	425,988	-	-	Own funds and bank loans
Pingfang Refrigeratory Project	平房冷庫工程	27	27	-	-	-	Own funds and bank loans
System Software Project	系統軟件工程	74	74	-	-	-	Own funds and bank loans
Others*	其他在建工程*	17	17	435,319	171,922	3	Own funds and bank loans
Total	合計			861,307	171,922		自有資金及銀行一般借款

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

12. Construction in progress (Continued)

12、在建工程(續)

(2) Changes in significant construction in progress in the current period (Continued)

(2) 重要在建工程項目本年變動情況(續)

For the year ended at 31 December 2022

2022年度

Item	項目名稱	Budget amount	2022.1.1	Increase in the period	Transferred to fixed assets, intangible assets or long-term prepaid expenses	Other deduction	2022.12.31
Shuangqiao Project (Note1)	雙橋工程(註1)	108,988,036	50,232,654	-	-	50,232,654	
Pingfang Project (Note2)	平房工程(註2)	73,655,986	43,859,815	-	-	-	43,859,815
Pingfang Refrigeratory Project	平房冷庫工程	35,047,286	9,617,821	-	-	-	9,617,821
System Software Project	系統軟件工程	73,739,627	39,952,332	-	-	-	39,952,332
Others*	其他在建工程	222,214,374	8,935,088	18,609,367	9,349,990	1,218,227	16,976,238
Total	合計	513,645,309	152,597,710	18,609,367	9,349,990	51,450,881	110,406,206

Project name	項目名稱	Amount injected as a proportion of budget amount (%)	Construction progress(%)	Amount of accumulated capitalized interest	Including: Capitalized interest in the period	Interest capitalization rate for the period(%)	Source of funds
Shuangqiao Project (Note1) *	雙橋工程(註1)	46	46	-	-	-	Own funds and bank loans 自有資金及銀行一般借款
Pingfang Project (Note2)	平房工程(註2)	60	60	425,988	-	-	Own funds and bank loans 自有資金及銀行一般借款
Pingfang Refrigeratory Project	平房冷庫工程	27	27	-	-	-	Own funds and bank loans 自有資金及銀行一般借款
System Software Project	系統軟件工程	54	54	-	-	-	Own funds and bank loans 自有資金及銀行一般借款
Others*	其他在建工程	12	12	351,767	214,971	4	Own funds and bank loans 自有資金及銀行一般借款
Total	合計			777,755	214,971		

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

12. Construction in progress (Continued)

12、在建工程(續)

(2) Changes in significant construction in progress in the current period (Continued)

(2) 重要在建工程項目本年變動情況(續)

* According to the revised budget amount for subsequent years/periods, the project budget and the proportions of project investments of the total budget in respective periods were restated.

* 該等項目根據於以後年度或期間修訂後的預算金額重述其於各有關期間的項目預算及工程投入佔預算的比例。

Note 1: On 24 November 2022, the Company signed the Land Return and Handover Record with the People's Government of Guanzhuang Township, Chaoyang District, Beijing and the Xianninghou Village Committee of Guanzhuang Township, Chaoyang District, Beijing to return the land involved in the Shuangqiao Project. Thus, Shuangqiao Project transferred from the construction in progress to other non-current assets, please refers to Note 19, Other non-current assets.

註1：於2022年11月24日，本公司與北京市朝陽區管莊鄉人民政府及北京市朝陽區管莊鄉咸寧侯村民委員會簽訂《土地退還交接記錄》，將雙橋工程中涉及的土地進行退還交接，此項在建工程調入其他非流動資產列示，詳見附註19、其他非流動資產。

Note 2: As at 31 December 2023, the costs of Pingfang Project mainly consisted of civil engineering. The Company was in process of obtaining the builder's license and predicted to start the project in 2023. Therefore, the management believes that there is no risk of impairment for the project.

註2：截至2023年12月31日平房工程的投入主要為土建工程。本公司正在獲取施工許可的過程中，管理層認為該項工程不存在減值風險。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

13. The right-of-use asset

13、使用權資產

31 December 2023

2023年12月31日

Item	項目	Buildings 房屋及建築物	Total 合計
I. Original carrying amount	一、賬面原值		
1. 2023.1.1	1. 年初金額	1,267,266,274	1,267,266,274
2. Increase in the period	2. 本年增加額	49,846,613	49,846,613
Asset lease	資產租入	49,846,613	49,846,613
3. Decrease in the period	3. 本年減少	275,837,502	275,837,502
Early termination of asset lease	資產租入提前終止	179,479,983	179,479,983
Lease expires	租賃到期	77,014,035	77,014,035
Lease change remeasurement	租賃變更重新計量	19,343,484	19,343,484
4. 2023.12.31	4. 年末餘額	1,041,275,385	1,041,275,385
II. Accumulative depreciation	二、累計折舊		
1. 2023.1.1	1. 年初金額	503,644,384	503,644,384
2. Increase in the period	2. 本年增加額	157,928,718	157,928,718
Accrual	本年計提	157,928,718	157,928,718
3. Decrease in the period	3. 本年減少額	152,330,410	152,330,410
Dispose	處置	70,296,514	70,296,514
Lease expires	租賃到期	77,014,035	77,014,035
Lease change remeasurement	租賃變更重新計量	5,019,861	5,019,861
4. 2023.12.31	4. 年末餘額	509,242,692	509,242,692
III. Net book value	三、賬面價值		
1. Net book value as at 31 December 2023	1. 年末賬面價值	532,032,693	532,032,693
2. Net book value as at 31 December 2022	2. 年初賬面價值	763,621,890	763,621,890

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

13. The right-of-use asset (Continued)

13、使用權資產

31 December 2022		2022年12月31日	
Item	項目	Buildings 房屋及建築物	Total 合計
I. Original carrying amount	一、賬面原值		
1. 2022.1.1	1. 年初金額	1,384,779,948	1,384,779,948
2. Increase in the period Asset lease	2. 本年增加額 資產租入	119,348,917	119,348,917
3. Decrease in the period Early termination of asset lease Lease expires Lease change remeasurement	3. 本年減少 資產租入提前終止 租賃到期 租賃變更重新計量	275,370,019 141,562,773 123,353,245 10,454,001	275,370,019 141,562,773 123,353,245 10,454,001
4. 2022.12.31	4. 年末餘額	1,228,758,846	1,228,758,846
II. Accumulative depreciation	二、累計折舊		
1. 2022.1.1	1. 年初金額	403,164,151	403,164,151
2. Increase in the period Accrual	2. 本年增加額 本年計提	178,682,961	178,682,961
3. Decrease in the period Dispose Lease expires Lease change remeasurement	3. 本年減少額 處置 租賃到期 租賃變更重新計量	116,710,156 15,959,108 100,585,108 165,940	116,710,156 15,959,108 100,585,108 165,940
4. 2022.12.31	4. 年末餘額	465,136,956	465,136,956
III. Net book value	三、賬面價值		
1. Net book value as at 31 December 2022	1. 年末賬面價值	763,621,890	763,621,890
2. Net book value as at 31 December 2021	2. 年初賬面價值	981,615,797	981,615,797

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

14. Intangible assets

14、無形資產

31 December 2023

2023年12月31日

Item	項目	Land use rights 土地使用權	Software 軟件	Operation rights of distribution network 分銷網絡經營權	Total 合計
I. Original carrying amount	一、賬面原值				
1.2023.1.1	1. 年初餘額	348,321,534	63,010,163	34,261,049	445,592,746
2. Increase in the period	2. 本年增加金額	-	3,981,192	-	3,981,192
(1) Purchase	(1) 購置	-	3,981,192	-	3,981,192
(2) Transferred from the construction in process	(2) 在建工程轉入	-	-	-	-
(3) Transferred from the investment properties	(3) 投資性房地產轉入	-	-	-	-
(4) Business mergers increase	(4) 企業合併增加	-	-	-	-
3. Decrease in the period	3. 本年減少金額	-	3,170,628	21,710,000	24,880,628
4.2023.12.31	4. 年末餘額	348,321,534	63,820,727	12,551,049	424,693,310
II. Accumulated amortization	二、累計攤銷				
1.2023.1.1	1. 年初餘額	96,034,564	41,914,983	33,239,582	171,189,129
2. Increase in the period	2. 本年增加金額	10,344,945	5,226,706	932,673	16,504,324
(1) Accrual	(1) 計提	10,344,945	5,226,706	932,673	16,504,324
(2) Transferred from the investment properties	(2) 投資性房地產轉入	-	-	-	-
(3) Business mergers increase	(3) 企業合併增加	-	-	-	-
3. Decrease in the period	3. 本年減少金額	-	2,828,839	21,710,000	24,538,839
4.2023.12.31	4. 年末餘額	106,379,509	44,312,850	12,462,255	163,154,614
III. Net book value	三、賬面價值				
1. Net book value as at 31 December 2023	1. 年末賬面價值	241,942,025	19,507,877	88,794	261,538,696
2. Net book value as at 31 December 2022	2. 年初賬面價值	252,286,970	21,095,180	1,021,467	274,403,617

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

14. Intangible assets (Continued)

14、無形資產(續)

31 December 2022		2022年12月31日			
Item	項目	Land use rights 土地使用權	Software 軟件	Operation rights of distribution network 分銷網絡經銷權	Total 合計
I. Original carrying amount		一、賬面原值			
1. 2022.1.1	1. 年初餘額	322,793,074	62,067,050	34,261,049	419,121,173
2. Increase in the period	2. 本年增加金額	25,528,460	943,113	-	26,471,573
(1) Purchase	(1) 購置	25,528,460	943,113	-	26,471,573
(2) Transferred from the construction in process	(2) 在建工程轉入	-	-	-	-
(3) Transferred from the investment properties	(3) 投資性房地產轉入	-	-	-	-
(4) Business mergers increase	(4) 企業合併增加	-	-	-	-
3. Decrease in the period	3. 本年減少金額	-	-	-	-
4. 2022.12.31	4. 年末餘額	348,321,534	63,010,163	34,261,049	445,592,746
II. Accumulated amortization		二、累計攤銷			
1. 2022.1.1	1. 年初餘額	85,689,619	36,845,572	31,457,887	153,993,078
2. Increase in the period	2. 本年增加金額	10,344,945	5,069,411	1,781,695	17,196,051
(1) Accrual	(1) 計提	10,344,945	5,069,411	1,781,695	17,196,051
(2) Transferred from the investment properties	(2) 投資性房地產轉入	-	-	-	-
(3) Business mergers increase	(3) 企業合併增加	-	-	-	-
3. Decrease in the period	3. 本年減少金額	-	-	-	-
4. 2022.12.31	4. 年末餘額	96,034,564	41,914,983	33,239,582	171,189,129
III. Net book value		三、賬面價值			
1. Net book value as at 31 December 2022	1. 年末賬面價值	252,286,970	21,095,180	1,021,467	274,403,617
2. Net book value as at 31 December 2021	2. 年初賬面價值	237,103,455	25,221,478	2,803,162	265,128,095

15. Goodwill

15、商譽

Original carrying amount of goodwill

商譽賬面原值

Name of the investee or item resulting in goodwill	被投資單位名稱或 形成商譽的事項	Increase in the period 本期增加		Decrease in the period 本期減少		二零二三年 十二月三十一日 年末餘額
		二零二三年 一月一日 年初餘額	Business combination 企業合併形成的	Others 其他	Disposal 處置	
Acquisition of Shouchao Group	收購首超集團	86,673,788	-	-	-	86,673,788
Total	合計	86,673,788	-	-	-	86,673,788

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

15. Goodwill (Continued)

Original carrying amount of goodwill (Continued)

On 31 December 2023 and 31 December 2022, the balance was the goodwill arising from the acquisition of Shoulian Supermarket and its subsidiaries (“Shouchao Group”) as well as Beijing Jingchao Commercial Company Limited (Hereinafter referred to as “Jingchao”).

The impairment tests of goodwill acquired through the purchase of Shouchao Group and Jingchao were conducted on the group of assets in relation to the retailing business segment of the Shouchao Group after consolidation of Jingchao.

According to the “Asset Evaluation Report on the Recoverable Amount of the Goodwill of Beijing Jingkelong Company Limited, which is involved in the goodwill impairment test of Beijing Jingkelong Company Limited for the purpose of financial reporting” issued by Beijing Huaya Zhengxin Asset Evaluation Co., Ltd., which is engaged by the Group, and the goodwill of the relevant asset group formed by the acquisition of 100% equity of Beijing Shoulian Supermarket Co., Ltd. and 86% equity of Beijing Jingchao Commercial Group Co., Ltd (Hua Ya Zheng Xin Ping Bao Zi [2024] No. A01-0015), the recoverable amount of the asset group or combination of asset groups containing goodwill of Shouchao Group is higher than the book value of the asset group containing the overall goodwill, and there is no need to recognize the impairment loss of goodwill in the current period.

六、合併財務報表項目註釋(續)

15、商譽(續)

商譽賬面原值(續)

於2023年12月31日及2022年12月31日，該餘額為收購首聯超市及其子公司（以下簡稱為「首超集團」）及北京京超商業有限公司（以下簡稱為「京超」）產生的商譽。

本集團收購首超集團及京超取得的商譽以合併京超後的首超集團中與零售業務相關的資產作為一個資產組以進行減值測試，該資產組屬於零售分部。

根據本集團聘請的北京華亞正信資產評估有限公司出具的《北京京客隆商業集團股份有限公司以財務報告為目的商譽減值測試所涉及的北京京客隆商業集團股份有限公司併購北京首聯超市有限公司100%股權以及北京京超商業有限公司86%股權所形成的商譽的相關資產組可收回金額資產評估報告》（華亞正信評報字[2024]第A01-0015號），首超集團包含商譽的資產組或資產組組合可收回金額高於包含整體商譽的資產組賬面價值，本期無需確認商譽減值損失。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

16. Long-term prepaid expenses

16、長期待攤費用

31 December 2023

2023年12月31日

Item	項目	2023.1.1 二零二三年 一月一日	Increase in the period 本年增加	Amortization in the period 本年攤銷數	Other deduction 其他減少	2023.12.31 二零二三年 十二月三十一日	Other reduces reasons 其他減少原因
Transferred from construction in progress to leasehold improvements	經營租入固定資產改良支出	176,114,532	10,555,326	59,612,220	16,962,916	110,094,722	Disposal 處置
Total	合計	176,114,532	10,555,326	59,612,220	16,962,916	110,094,722	

2022年12月31日

31 December 2022

Item	項目	2022.1.1 二零二二年 一月一日	Increase in the period 本年增加	Amortization in the period 本年攤銷數	Other deduction 其他減少	2022.12.31 二零二二年 十二月三十一日	Other reduces reasons 其他減少原因
Transferred from construction in progress to leasehold improvements	經營租入固定資產改良支出	245,441,646	10,246,089	56,098,086	23,475,117	176,114,532	Disposal 處置
Total	合計	245,441,646	10,246,089	56,098,086	23,475,117	176,114,532	

17. Deferred tax assets/deferred tax liabilities

17、遞延所得稅資產／遞延所得稅負債

(1) Deferred tax assets without offset

(1) 未經抵銷的遞延所得稅資產明細

Item	項目	2023.12.31 二零二三年十二月三十一日		2022.12.31 二零二二年十二月三十一日	
		Deductible temporary differences 可抵扣暫時性差異	Deferred tax assets 遞延所得稅資產	Deductible temporary differences 可抵扣暫時性差異	Deferred tax asset 遞延所得稅資產
Taxable government grants	應納稅政府補助	15,437,674	3,859,419	21,830,069	5,457,517
Unrealized profits from internal transactions	內部交易未實現利潤	2,968,465	742,116	4,523,842	1,130,960
Implementation of the new lease standard	執行新租賃準則	602,636,931	150,659,232	860,298,278	215,074,568
Total	合計	621,043,070	155,260,767	886,652,189	221,663,045

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

17. Deferred tax assets/deferred tax liabilities (Continued)

17、遞延所得稅資產/遞延所得稅負債(續)

(2) Deferred tax liabilities without offset

(2) 未經抵銷的遞延所得稅負債明細

Item	項目	2023.12.31 二零二三年十二月三十一日		2022.12.31 二零二二年十二月三十一日	
		Taxable temporary differences 應納稅暫時性差異	Deferred tax liabilities 遞延所得稅負債	Taxable temporary differences 應納稅暫時性差異	Deferred tax liabilities 遞延所得稅負債
Fair value adjustment of assets arising from non-monetary asset exchange	非貨幣性資產交換換入資產公允價值調整	7,223,197	1,805,799	8,273,636	2,068,409
Changes on the fair value of available-for-sale financial assets	以公允價值計量且其變動計入當期損益的金融資產的公允價值變動	47,620,632	11,905,159	63,110,819	15,777,705
Capitalized interest adjustment of borrowing costs	借款費用利息資本化調整	-	-	16,000	4,000
Difference between the fair value and the carrying amount of subsidiary merger and acquisition	併購子公司賬面價值和公允價值差異	2,384,237	596,059	2,004,851	501,213
Implementation of the new lease standard	執行新租賃準則	532,032,693	133,008,173	763,621,890	190,905,469
Total	合計	589,260,759	147,315,190	837,027,196	209,256,796

(3) Net deferred tax assets or liabilities with offset

(3) 以抵銷後淨額列示的遞延所得稅資產或負債

Item	項目	Offset amount of deferred tax assets and deferred tax liabilities at the end of year	Amount after offset of deferred tax assets and deferred tax liabilities at the end of year	Offset amount of deferred tax assets and deferred tax liabilities in the beginning of year	Amount after offset of deferred tax assets and deferred tax liabilities in the beginning of year
		遞延所得稅資產和負債年末互抵金額	所得稅資產或負債年末餘額	遞延所得稅資產和負債年初互抵金額	所得稅資產或負債年初餘額
Deferred tax assets	遞延所得稅資產	134,739,121	20,521,646	192,463,317	29,199,728
Deferred tax liabilities	遞延所得稅負債	134,739,121	12,576,069	192,463,317	16,793,479

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

17. Deferred tax assets/deferred tax liabilities (Continued)

17、遞延所得稅資產／遞延所得稅負債(續)

(4) Details of unrecognized deferred tax assets

(4) 未確認遞延所得稅資產明細

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Deductible temporary differences	可抵扣暫時性差異	70,793,229	53,469,985
Deductible losses	可抵扣虧損	764,169,394	643,584,288
Total	合計	834,962,623	697,054,273

In the view of the management of the Group, deferred tax assets are not recognized since it is not probable that taxable profit will be available against which the deductible temporary differences or deductible losses can be utilized.

集團管理層認為未來不是很可能產生用於抵扣上述可抵扣虧損和可抵扣暫時性差異的應納稅所得額，因此未確認以上項目的遞延所得稅資產。

(5) Deductible losses of unrecognized deferred tax assets will expire in the following years

(5) 未確認遞延所得稅資產的可抵扣虧損將於以下年度到期

Year	年份	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
2023.12.31	2023.12.31	-	47,640,750
2024.12.31	2024.12.31	43,253,012	63,323,333
2025.12.31	2025.12.31	113,400,302	113,400,302
2026.12.31	2026.12.31	169,770,150	179,989,230
2027.12.31	2027.12.31	227,424,206	239,230,673
2028.12.31	2028.12.31	210,321,724	-
Total	合計	764,169,394	643,584,288

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Unless otherwise specified, the currency is RMB) (除特別說明外，金額單位為人民幣元)

VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

18. Details of provision for asset impairment

18、資產減值準備

For the year ended at 31 December 2023

2023年度

Item	項目	2023.1.1 二零二三年 一月一日	Increase in the year 本年增加	Decrease in the year 本年減少		2023.12.31 二零二三年 十二月三十一日
				Reversal 轉回	Written-off 轉銷	
Credit loss allowance	信用損失準備	53,469,985	17,693,871	26,852	343,775	70,793,229
Impairment of available-for-sale financial assets	以公允價值計量且其變動計 入當期損益金融資產減值 準備	-	-	-	-	-
Total	合計	53,469,985	17,693,871	26,852	343,775	70,793,229

For the year ended at 31 December 2022

2022年度

Item	項目	2022.1.1 二零二二年 一月一日	Increase in the year 本年增加	Decrease in the year 本年減少		2022.12.31 二零二二年 十二月三十一日
				Reversal 轉回	Written-off 轉銷	
Credit loss allowance	信用損失準備	44,837,412	11,735,666	3,103,093	-	53,469,985
Impairment of available-for-sale financial assets	以公允價值計量且其變動 計入當期損益金融資產 減值準備	-	-	-	-	-
Total	合計	44,837,412	11,735,666	3,103,093	-	53,469,985

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

19. Other non-current assets

19、其他非流動資產

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Long-term receivables due from Shoulian Group (Note 1)	對首聯集團的長期應收款(註1)	-	42,529,170
Security deposit	押金保證金	39,154,447	40,427,743
Prepaid construction fees	預付工程款	1,626,731	1,363,818
Shuangqiao project (Note 2)	雙橋工程(註2)	50,232,653	50,232,653
Total	合計	91,013,831	134,553,384

Note 1: On 31 December 2023, such long-term receivables consist of borrowings lent by Shoulian Supermarket and Lianchao Company to Shoulian Group due on 31 December 2022 as agreed upon, on 31 December 2021 Shoulian Supermarket and Lianchao Company signed supplementary agreements with Shoulian Group respectively, and the two parties agreed that the repayment date would be 31 December 2024, the long-term receivables bear interest at 3.85% per annum interest will be calculated at the one-year loan market quoted rate (LPR) from 1 January 2022. Meanwhile certain buildings and land use rights of Shoulian Group with a total fair value not less than the balance of the long-term receivables have been pledged for these long-term receivables in favor of Shoulian Supermarket.

註1：於2023年12月31日，該等長期應收款為首聯超市和聯超公司向首聯集團提供的資金拆借，原雙方約定還款日為2022年12月31日，2021年12月31日首聯超市和聯超公司分別與首聯集團簽訂補充協議，雙方約定還款日為2024年12月31日，上述長期應收款年利率為3.85%，自2022年1月1日起按照一年期貸款市場報價利率(LPR)計息。同時，該筆應收款以公允價值不低於該筆應收款餘額的首聯集團房產及土地使用權抵押擔保。本年度將上述長期應收款轉入一年內到期的非流動資產列報。

Note 2: On 24 November 2022, the Company signed the Land return and handover record with the People's Government of Guanzhuang Township, Chaoyang District, Beijing and the Xianninghou Villagers' Committee of Guanzhuang Township, Chaoyang District, Beijing to return the land involved in the Shuangqiao Project. At the same time, the Company has sued the People's Government of Guanzhuang Township, Chaoyang District, Beijing and the Guanzhuang Agriculture and Industry Association, Chaoyang District, Beijing in July 2022, request the defendant to return the compensation fee of RMB45,132,000 and the interest of RMB46,248,112 during the period of the defendant's occupation of the compensation fee.

註2：於2022年11月24日，本公司與北京市朝陽區管莊鄉人民政府及北京市朝陽區管莊鄉咸寧侯村民委員會簽訂《土地退還交接記錄》，將雙橋工程中涉及的土地進行退還交接，同時本公司已於2022年7月起訴北京市朝陽區管莊鄉人民政府、北京市朝陽區管莊農工商聯合公司，請求被告返還補償費45,132,000元及被告佔用補償費期間的利息46,248,112元。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

20. Non current assets due within one year

20、一年內到期的非流動資產

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Long term receivables from Shoulian Group	對首聯集團的長期應收款	38,552,635	-
Total	合計	38,552,635	-

Note: On 31 December 2023, these long-term receivables were borrowed funds provided by Shoulian Supermarket and Lianchao Company to Shoulian Group. The original repayment date agreed upon by both parties was 31 December 2022. On 31 December 2021, Shoulian Supermarket and Lianchao Company respectively signed supplementary agreements with Shoulian Group. The repayment date agreed upon by both parties was 31 December 2024, and the annual interest rate for the above-mentioned long-term receivables was 3.85%. Starting from 1 January 2022, interest will be calculated at the one-year loan market quoted rate (LPR). At the same time, the receivables are secured by mortgage of the property and land use rights of Shoulian Group with a fair value not less than the balance of the receivables.

註：於2023年12月31日，該等長期應收款為首聯超市和聯超公司向首聯集團提供的資金拆借，原雙方約定還款日為2022年12月31日，2021年12月31日首聯超市和聯超公司分別與首聯集團簽訂補充協議，雙方約定還款日為2024年12月31日，上述長期應收款年利率為3.85%，自2022年1月1日起按照一年期貸款市場報價利率(LPR)計息。同時，該筆應收款以公允價值不低於該筆應收款餘額的首聯集團房產及土地使用權抵押擔保。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

21. Short-term borrowings

21、短期借款

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Accounts receivable secured loan (Note 1)	應收賬款保理借款(註1)	8,350,972	7,609,413
Guaranteed loan (Note 2)	保證借款(註2)	2,508,594,547	1,767,347,107
Unsecured loan (Note 3)	信用借款(註3)	470,000,000	435,160,000
Pledged Loan (Note 4)	質押借款(註4)	155,561,096	—
Undue interest payable	未到期應付利息	5,502,881	3,373,810
Total	合計	3,148,009,496	2,213,490,330

As at 31 December 2023 and 31 December 2022, the short-term borrowings above bore annual interest rates ranging from 2.65% to 6.93% and 2.85% to 4.30% respectively without any due but unsettled ones.

於2023年12月31日及2022年12月31日，上述短期借款的年利率分別為2.65%至6.93%及2.85%至4.30%，且均不存在已到期尚未償還的借款。

Note 1: As at 31 December 2023, such short-term loan was obtained by several accounts receivable factoring of the Company totaling to RMB8,350,972 (31 December 2022: RMB7,609,413), and details were referred to Note (VI) 3.

註1：於2023年12月31日，該等短期借款為以本集團合計人民幣8,350,972元（2022年12月31日：人民幣7,609,413元）的若干應收賬款通過保理安排獲得，參見附註六、3。

Note 2: As at 31 December 2023, such short-term loans include RMB1,200,491,922, which was borrowed by Chaopi Trading, a subsidiary of the Company, with a surety provided by the Company; RMB30,000,000, which was borrowed a subsidiary of the Chaopi Trading, with a surety provided by the Company; RMB628,102,625, which was borrowed by a subsidiary of Chaopi Trading with a surety offered by Chaopi Trading; RMB650,000,000 was borrowed by the Company with the surety provided by Chaopi Trading.

註2：於2023年12月31日，該等短期借款中有人民幣1,200,491,922元為本公司之子公司朝批商貿的借款，由本公司提供保證擔保；人民幣30,000,000元為朝批商貿之子公司的借款，由本公司提供保證擔保；人民幣628,102,625元為朝批商貿之子公司的借款，由朝批商貿提供保證擔保；人民幣650,000,000元為本公司的借款，由朝批商貿提供保證擔保。

As at 31 December 2022, such short-term loans include RMB571,781,694, which was borrowed by Chaopi Trading, a subsidiary of the Company, with a surety provided by the Company; RMB49,500,000, which was borrowed a subsidiary of the Chaopi Trading, with a surety provided by the Company; RMB596,065,413, which was borrowed by a subsidiary of Chaopi Trading with a surety offered by Chaopi Trading; RMB550,000,000 was borrowed by the Company with the surety provided by Chaopi Trading.

於2022年12月31日，該等短期借款中有人民幣571,781,694元為本公司之子公司朝批商貿的借款，由本公司提供保證擔保；人民幣49,500,000元為朝批商貿之子公司的借款，由本公司提供保證擔保；人民幣596,065,413元為朝批商貿之子公司的借款，由朝批商貿提供保證擔保；人民幣550,000,000元為本公司的借款，由朝批商貿提供保證擔保。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

21. Short-term borrowings (Continued)

Note 3: As at 31 December 2023, the credit loans included RMB200,000,000 and RMB200,000,000 respectively granted by Industrial and Commercial Bank of China Co., Ltd. Beijing Air China Building Branch and China CITIC Bank Co., Ltd. Beijing Taiyanggong Branch on an unsecured basis. The credit loans included RMB50,000,000, RMB10,000,000 and RMB10,000,000 borrowed by the subsidiary of Chaopi Trading that granted by China Everbright Bank Co., Ltd. Beijing Tongzhou Sub-branch, Beijing Rural Commercial Bank Co., Ltd. Business Center Branch China Everbright Bank Co., Ltd., Beijing East Chang'an Avenue Sub-branch on an unsecured basis.

As at 31 December 2022, the credit loans included RMB250,000,000 respectively granted by Industrial and Commercial Bank of China Co., Ltd. Beijing Chaoyang Sub-branch on an unsecured basis. The credit loans included RMB145,160,000 borrowed by the Company's subsidiary Chaopi Trading that granted by China CITIC Bank Beijing Xidan Sub-branch on an unsecured basis. The credit loans included RMB10,000,000, RMB10,000,000, RMB10,000,000 and RMB10,000,000 borrowed by the subsidiary of Chaopi Trading that granted by China Everbright Bank Co., Ltd. Beijing East Chang'an Avenue Sub-branch, China Everbright Bank Co., Ltd. Beijing Tongzhou Sub-branch, Beijing Rural Commercial Bank Business Center Sub-branch and Beijing Rural Commercial Bank Co., Ltd. Nanmofang Branch on an unsecured basis.

六、合併財務報表項目註釋(續)

21、短期借款(續)

註3：於2023年12月31日，信用借款中有中國工商銀行股份有限公司北京國航大廈支行、中信銀行股份有限公司北京太陽宮支行向本公司發放的短期借款人民幣200,000,000元、人民幣200,000,000元，且未就該等借款向本集團要求提供擔保；有中國光大銀行北京通州支行、北京農村商業銀行股份有限公司商務中心區支行、光大銀行北京東長安街支行向朝批之子公司發放的短期借款人民幣50,000,000元、人民幣10,000,000元及人民幣10,000,000元，且未就該等借款向本集團要求提供擔保。

於2022年12月31日，信用借款中有中國工商銀行股份有限公司北京朝陽支行向本公司發放的短期借款人民幣250,000,000元，且未就該等借款向本集團要求提供擔保；有中信銀行股份有限公司北京西單支行向本公司之子公司朝批商貿發放的短期借款人民幣145,160,000元，且未就該等借款向本集團要求提供擔保；有中國光大銀行股份有限公司北京東長安街支行、光大銀行北京通州支行、北京農商銀行商務中心區支行、北京農村商業銀行股份有限公司南磨房支行向朝批之子公司發放的短期借款人民幣10,000,000元、人民幣10,000,000元、人民幣10,000,000元及人民幣10,000,000元，且未就該等借款向本集團要求提供擔保。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

21. Short-term borrowings (Continued)

Note 4: As 31 December 2023, pledged loan is that Chaopi Trading provided a pledge guarantee to HSBC Bank (China) Co., Ltd. Beijing Branch with a time deposit certificate of RMB73,335,000 under its name for Beijing Chaopi International Trading (Hongkong), a subsidiary of Chaopi Trading, and the loan amount obtained was USD21,963,530, which was converted into RMB155,561,096 at the exchange rate of USD to RMB7.0827 on 31 December 2023.

As 31 December 2022, no pledged Loan occurred.

21、短期借款(續)

註4：於2023年12月31日，質押借款為朝批商貿以其名下金額為人民幣73,335,000元的定期存單向滙豐銀行(中國)有限公司北京分行作出質押擔保，為朝批商貿之子公司朝批國際貿易香港取得貸款21,963,530美元，按2023年12月31日美元對人民幣匯率7.0827，折合成人民幣為155,561,096元。

於2022年12月31日，無質押借款。

22. Notes payable

22、應付票據

Category	種類	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Bank acceptances	銀行承兌匯票	301,955,528	846,578,955
Total	合計	301,955,528	846,578,955

As at 31 December 2023, security deposit for the issuance of bank acceptances above amounted to RMB53,135,440 (31 December 2022: RMB155,300,026).

All of the bank acceptances of the Group will be due within one year.

於2023年12月31日，為開具上述銀行承兌匯票的保證金存款為人民幣53,135,440元(2022年12月31日：人民幣155,300,026元)。

本集團的銀行承兌匯票均將於1年之內到期。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

23. Accounts payable

23、應付賬款

(1) Accounts payable are listed below according to the nature of the amount:

(1) 應付賬款按款項性質列示如下：

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Purchase	購貨款	528,664,977	857,203,456
Total	合計	528,664,977	857,203,456

(2) The aging of accounts payable is as follows

(2) 應付賬款賬齡如下：

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Within 1 year	1年以內	500,113,480	830,347,926
1 to 2 years	1至2年	14,398,689	8,037,613
2 to 3 years	2至3年	5,641,108	7,459,344
Over 3 years	3年以上	8,511,700	11,358,573
Total	合計	528,664,977	857,203,456

24. Advance payment

24、預收款項

Details of advance payment

預收款項情況

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Rent received in advance	預收租金	9,412,156	10,860,356
Total	合計	9,412,156	10,860,356

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

25. Contract Liability

25、合同負債

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Procurements received in advance	預收貨款	312,190,012	406,071,621
Total	合計	312,190,012	406,071,621

26. Payroll payable

26、應付職工薪酬

(1) Details of payroll payable

(1) 應付職工薪酬列示

For the year ended at 31 December 2023

2023年度

Item	項目	2023.1.1 二零二三年 一月一日	Increase in the period 本年增加	Decrease in the period 本年減少	2023.12.31 二零二三年 十二月三十一日
1. Short-term remuneration	1、短期薪酬	1,713,302	646,861,480	647,003,426	1,571,356
2. Post-employment benefits-defined contribution plans (Note)	2、離職後福利—設定 提存計劃(註)	-	70,425,456	70,425,456	-
3. Dismissal compensation	3、辭退福利	-	3,701,404	3,701,404	-
4. Other welfare due within one year	4、一年內到期的其他 福利	-	-	-	-
Total	合計	1,713,302	720,988,340	721,130,286	1,571,356

For the year ended at 31 December 2022

2022年度

Item	項目	2022.1.1 二零二二年 一月一日	Increase in the period 本年增加	Decrease in the period 本年減少	2022.12.31 二零二二年 十二月三十一日
1. Short-term remuneration	1、短期薪酬	1,545,319	654,345,208	654,177,225	1,713,302
2. Post-employment benefits-defined contribution plans (Note)	2、離職後福利—設定 提存計劃(註)	-	69,991,524	69,991,524	-
3. Dismissal compensation	3、辭退福利	-	4,683,747	4,683,747	-
4. Other welfare due within one year	4、一年內到期的其他 福利	-	-	-	-
Total	合計	1,545,319	729,020,479	728,852,496	1,713,302

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

26. Payroll payable (Continued)

26、應付職工薪酬(續)

(2) Short-term remuneration

(2) 短期薪酬列示

For the year ended at 31 December 2023

2023年度

Item	項目	2023.1.1 二零二三年 一月一日	Increase in the period 本年增加	Decrease in the period 本年減少	2023.12.31 二零二三年 十二月三十一日
1) Wages or salaries, bonus, allowance, subsidies	一、工資、獎金、津貼和補貼	-	533,020,784	533,020,784	-
2) Staff welfare	二、職工福利費	-	25,145,917	25,145,917	-
3) Social security	三、社會保險費	-	41,205,247	41,205,247	-
Including: Medical insurance	其中：醫療保險費	-	38,974,858	38,974,858	-
Work injury insurance	工傷保險費	-	1,382,052	1,382,052	-
Maternity insurance	生育保險費	-	848,337	848,337	-
4) Housing funds	四、住房公積金	-	35,094,230	35,094,230	-
5) Labor union expenses and employees' education expenses	五、工會經費和職工教育經費	1,713,302	12,395,302	12,537,248	1,571,356
Total	合計	1,713,302	646,861,480	647,003,426	1,571,356

For the year ended at 31 December 2022

2022年度

Item	項目	2022.1.1 二零二二年 一月一日	Increase in the period 本年增加	Decrease in the period 本年減少	2022.12.31 二零二二年 十二月三十一日
1) Wages or salaries, bonus, allowance, subsidies	一、工資、獎金、津貼和補貼	-	540,060,332	540,060,332	-
2) Staff welfare	二、職工福利費	-	26,478,820	26,478,820	-
3) Social security	三、社會保險費	-	41,264,332	41,264,332	-
Including: Medical insurance	其中：醫療保險費	-	38,795,254	38,795,254	-
Work injury insurance	工傷保險費	-	1,389,220	1,389,220	-
Maternity insurance	生育保險費	-	1,079,858	1,079,858	-
4) Housing funds	四、住房公積金	-	35,383,428	35,383,428	-
5) Labor union expenses and employees' education expenses	五、工會經費和職工教育經費	1,545,319	11,158,296	10,990,313	1,713,302
Total	合計	1,545,319	654,345,208	654,177,225	1,713,302

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

26. Payroll payable (Continued)

26、應付職工薪酬(續)

(3) Details of defined contribution plan

(3) 設定提存計劃列示

For the year ended at 31 December 2023

2023年度

Item	項目	2023.1.1 二零二三年 一月一日	Increase in the period 本年增加	Decrease in the period 本年減少	2023.12.31 二零二三年 十二月三十一日
1) Basic retirement insurance	1、基本養老保險	-	68,332,543	68,332,543	-
2) Unemployment insurance	2、失業保險費	-	2,092,913	2,092,913	-
3) Annuity	3、企業年金繳費	-	-	-	-
Total	合計	-	70,425,456	70,425,456	-

For the year ended at 31 December 2022

2022年度

Item	項目	2022.1.1 二零二二年 一月一日	Increase in the period 本年增加	Decrease in the period 本年減少	2022.12.31 二零二二年 十二月三十一日
1) Basic retirement insurance	1、基本養老保險	-	67,901,952	67,901,952	-
2) Unemployment insurance	2、失業保險費	-	2,089,572	2,089,572	-
3) Annuity	3、企業年金繳費	-	-	-	-
Total	合計	-	69,991,524	69,991,524	-

Note: The Group participated in social security contributions and the unemployment insurance plan established by government institutions as required. According to such plan, the Group contributes 16%, 0.5% monthly to such plans based on the employee's basic salary each month. Besides above monthly contributions, the Group will not take responsibility for further liabilities. Corresponding payment occurred shall be accrued in current period profit or loss or related assets cost.

註：本集團按規定參加由政府機構設立的養老保險、失業保險計劃，根據該等計劃，本集團分別按員工基本工資的16%、0.5%每月向該等計劃繳存費用。除上述每月繳存費用外，本集團不再承擔進一步支付義務。相應的支出於發生時計入當期損益或相關資產的成本。在此等計劃下，被沒收的供款不會被本集團用作減少現有供款水平。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

26. Payroll payable (Continued)

26、應付職工薪酬(續)

(3) Details of defined contribution plan (Continued)

(3) 設定提存計劃列示(續)

In the current year, the Group should contribute RMB68,332,543 and RMB2,092,913 (2022: RMB67,901,952 and RMB2,089,572) to social security contributions and the unemployment insurance plan accordingly. As at 31 December 2023 and 2022, there is no unsettled retirement insurance and the unemployment insurance in the accounting period.

本集團本年應分別向養老保險、失業保險計劃繳存費用人民幣68,332,543元及人民幣2,092,913元(2022年：人民幣67,901,952元及人民幣2,089,572元)。於2023年12月31日本集團無應於報告期間到期而未支付的養老保險及失業保險費用。2022年12月31日本集團無應於報告期間到期而未支付的養老保險及失業保險費用。

27. Taxes payable

27、應交稅費

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Value-added tax	增值稅	21,034,783	19,113,504
Corporate income tax	企業所得稅	24,340,106	27,324,536
Personal income tax	個人所得稅	684,019	431,779
City construction and maintenance tax	城市維護建設稅	316,606	497,977
Education surcharge	教育費附加	432,429	288,836
Stamp duty	印花稅	968,909	1,031,842
Local education surcharge	地方教育費附加	288,094	187,400
Other	其他	15,438	29,513
Total	合計	48,080,384	48,905,387

28. Other payables

28、其他應付款

(1) Presentation of other payables by the nature of accounts

(1) 按款項性質列示

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Other payables	其他應付款	261,646,417	192,885,527
Interest payables	應付利息	-	-
Dividend payables	應付股利	5,716,728	6,956,028
Total	合計	267,363,145	199,841,555

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

28. Other payables (Continued)

28、其他應付款(續)

(2) Details of other payables

(2) 其他應付款情況

Presentation of other payables by nature of accounts

按款項性質列示其他應付款

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Construction fees payable	應付工程款	26,497,935	32,739,928
Deposit	押金	72,919,524	71,646,160
Others	其他	162,228,958	88,499,439
Total	合計	261,646,417	192,885,527

(3) Details of dividend payables

(3) 應付股利情況

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Ordinary dividends	普通股股利	-	-
Other minority shareholders' dividend	其他少數股東股利	5,716,728	6,956,028
Total	合計	5,716,728	6,956,028

29. Non-current liabilities due within one year

29、一年內到期的非流動負債

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Leases liability due within one year	1年內到期的租賃負債	157,491,015	189,705,641
Total	合計	157,491,015	189,705,641

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

30. Other current liabilities

30、其他流動負債

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Refund payable	應付退貨款	5,348,825	6,300,801
Accrued expenses	預提費用	5,637,009	13,258,086
Deferred income due within one year	待轉銷項稅額	40,293,392	49,883,276
Total	合計	51,279,226	69,442,163

Accrued expenses

預提費用

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Accrued rent expenses	預提房租	1,004,093	499,556
Accrued audit expenses	預提審計費	238,164	745,283
Others	其他	4,394,752	12,013,247
Total	合計	5,637,009	13,258,086

31. Lease liability

31、租賃負債

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Lease Payments	租賃付款額	689,126,231	1,004,392,418
Less:Unrecognized financing charges	減：未確認的融資費用	86,489,300	144,094,140
Reclassified to non-current liabilities due within one year	重分類至一年內到期的非流動負債	157,491,015	189,705,641
Net lease liability	租賃負債淨額	445,145,916	670,592,637

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

32. Government grants

32、政府補助

Details of government grants

政府補助基本情況

Classification	種類	Amount	Presentation project	Amount included in current profit and loss 計入當期損益的金額
		金額	列報項目	
Government grants related to assets are amortized this year	與資產相關的政府補助 本年攤銷	7,289,395	Other income 其他收益	7,289,395
Ease the employment pressure	緩解就業壓力補貼	2,864,395	Other income 其他收益	2,864,395
Other	其他補貼	3,756,962	Other income 其他收益	3,756,962
Total	合計	13,910,752		13,910,752

33. Deferred income

33、遞延收益

Item	項目	2023.1.1 二零二三年 一月一日	Increase in the period 本年增加	Decrease in the period 本年減少	2023.12.31 二零二三年 十二月三十一日	Reasons 形成原因
Government grants	政府補助	21,830,069	897,000	7,289,395	15,437,674	
Total	合計	21,830,069	897,000	7,289,395	15,437,674	

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

33. Deferred income (Continued)

33、遞延收益(續)

Including, the project related to Government grants:

其中，涉及政府補助的項目：

Item	項目	2022.12.31 年初餘額	Increase in the period 本年新增 補助金額	Included non- operating income 本年計入營業 外收入金額	Included other income 本年計入 其他收益金額	Other change 其他變動	2023.12.31 年末餘額	Related to assets/ income 與資產/收益相關
Agricultural Super Matchmaking Pilot Project 北京市商務委員會、北京市財政局撥付農超對接政府補貼		556,523	-	-	556,523	-	-	Related to assets 與資產相關
Chaoyang District Finance Bureau life service industry development guidance funds 朝陽區財政局生活性服務業發展引導資金		1,895,319	-	-	421,182	-	1,474,137	Related to assets 與資產相關
Central Finance promotes the development of special funds for the service industry (2015.01-2023.12) 中央財政促進服務業發展專項資金(2015.01-2023.12)		532,380	-	-	532,380	-	-	Related to assets 與資產相關
Logistics standardization pilot project in 2017 2017年收到政府補助物流標準化		1,976,115	-	-	588,102	-	1,388,013	Related to assets 與資產相關
Logistics standardization pilot project in 2015 2015年收到政府補助物流標準化		801,126	-	-	567,073	-	234,053	Related to assets 與資產相關
Other 其他政府補助		16,068,606	897,000	-	4,624,135	-	12,341,471	Related to assets 與資產相關
Total	合計	21,830,069	897,000	-	7,289,395	-	15,437,674	

Government grants include:

政府補助包括：

(1) In 2014, the Company received government grants totaling RMB14,186,700 from Beijing Municipal Commission of Commerce and Beijing Finance Bureau as a special funding for agriculture-supermarket jointing program. The deferred income was recognized upon receipt of the financial allocations. The deferred income was recognized upon receipt of the financial allocations, meanwhile the deferred assets were divided by ratio of the initial entry value of assets, and deferred income would be amortized in the estimated useful life (11 and 5 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

(1) 本公司於2014年度收到北京市商務委員會、北京市財政局撥款共計人民幣14,186,700元用於農超對接試點建設項目的專項資金。本集團在收到該財政撥款時確認遞延收益，按照各項相關資產的預計使用壽命11年及5年進行攤銷，攤銷金額計入當期及以後有關期間損益。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

33. Deferred income (Continued)

- (2) In 2014, the Company received government grants totaling RMB8,820,000 from Beijing Municipal Commission of Commerce and Beijing Finance Bureau and as a special funding for service development program. The deferred income was recognized upon receipt of the financial allocations, meanwhile the deferred assets were divided by ratio of the initial entry value of assets, and deferred income would be amortized in the estimated useful life (11 and 5 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.
- (3) In 2014, Chaopi Trading, a subsidiary of the Company, received government grants totaling RMB5,000,000 from Beijing Municipal Commission of Commerce as a special funding for group building sorting equipment. The deferred income was recognized upon receipt of the financial allocations, meanwhile the deferred assets were divided by the initial entry value of assets, and deferred income would be evenly amortized in the estimated useful life (10 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

33、遞延收益(續)

- (2) 本公司於2014年度收到北京市商務委員會、北京市財政局撥款共計人民幣8,820,000元用於促進服務業發展項目的專項資金。本集團在收到該財政撥款時確認遞延收益，按照各項相關資產的預計使用壽命11年及5年進行攤銷，攤銷金額計入當期及以後有關期間損益。
- (3) 本公司之子公司朝批商貿於2014年度收到北京市商務委員會撥款共計人民幣5,000,000元用於支持企業購建物流分揀設備的專項資金。本集團在收到該財政撥款時確認遞延收益，按照各項相關資產的預計使用壽命10年進行攤銷，攤銷金額計入當期及以後有關期間損益。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

33. Deferred income (Continued)

(4) In 2015, the Company received government grants totaling RMB8,310,000 from Beijing Municipal Commission of Commerce as a special funding for logistics standardization project. The deferred income was recognized upon receipt of the financial allocations, meanwhile the deferred assets were divided by ratio of the initial entry value of assets, and deferred income would be amortized in the estimated useful life (10 and 5 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

(5) In 2015, the Company received government grants totaling RMB5,865,700 from Beijing Municipal Commission of Commerce and Beijing Finance Bureau and as a special funding for upgrading business facilities program. The deferred income was recognized upon receipt of the financial allocations, meanwhile the deferred assets were divided by ratio of the initial entry value of assets, and deferred income would be amortized in the estimated useful life (10 and 5 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

六、合併財務報表項目註釋(續)

33、遞延收益(續)

(4) 本公司於2015年度收到北京市商務委員會撥款共計人民幣8,310,000元用於支持物流標準化試點項目的專項資金。本集團在收到該財政撥款時確認遞延收益，按照各項相關資產的預計使用壽命10年及5年進行攤銷，攤銷金額計入當期及以後有關期間損益。

(5) 本公司於2015年度收到北京市商務委員會撥款共計人民幣5,865,700元用於支持商業設施升級改造項目的專項資金。本集團在收到該財政撥款時確認遞延收益，按照各項相關資產的預計使用壽命10年及5年進行攤銷，攤銷金額計入當期及以後有關期間損益。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

33. Deferred income (Continued)

- (6) In 2015, the Company received government grants totaling RMB2,080,000 from Beijing Finance Bureau as a special funding for renovation of energy-saving lamps. The deferred income was recognized upon receipt of the financial allocations, meanwhile the deferred assets were divided by ratio of the initial entry value of assets, and deferred income would be amortized in the estimated useful life (10 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.
- (7) In 2015, Chaopi Trading, a subsidiary of the Company, received government grants totaling RMB8,730,000 from Beijing Municipal Commission of Commerce as a special funding for logistics standardization project. The deferred income was recognized upon receipt of the financial allocations, meanwhile the deferred assets were divided by the initial entry value of assets, and deferred income would be evenly amortized in the estimated useful life (10 and 5 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

33、遞延收益(續)

- (6) 本公司於2015年度收到北京市朝陽區財政局節能發展基金撥款共計人民幣2,080,000元用於企業環保節能燈具改造項目的專項資金。本集團在收到該財政撥款時確認遞延收益，按照各項相關資產的預計使用壽命10年進行攤銷，攤銷金額計入當期及以後有關期間損益。
- (7) 本公司之子公司朝批商貿於2015年度收到北京市商務委員會撥款共計人民幣8,730,000元用於支持物流標準化試點項目的專項資金。本集團在收到該財政撥款時確認遞延收益，按照各項相關資產的預計使用壽命10年及5年進行攤銷，攤銷金額計入當期及以後有關期間損益。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

33. Deferred income (Continued)

(8) In 2016, the Company received government grants totaling RMB3,000,000 from Beijing Municipal Commission of Commerce and Beijing Finance Bureau and as a special funding for Chaoyang district Cailanzi project. The deferred income was recognized upon receipt of the financial allocations, meanwhile the deferred assets were divided by the initial entry value of assets, and deferred income would be evenly amortized in the estimated useful life (10 and 5 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

(9) In 2017, Chaopi Trading, a subsidiary of the Company, received government grants totaling RMB12,647,900 from Beijing Municipal Commission of Commerce as a special funding for logistics standardization project. The deferred income was recognized upon receipt of the financial allocations, meanwhile the deferred assets were divided by the initial entry value of assets, and deferred income would be evenly amortized in the estimated useful life (8 and 5 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

六、合併財務報表項目註釋(續)

33、遞延收益(續)

(8) 本公司於2016年度收到北京市商務委員會撥款共計人民幣3,000,000元用於支持朝陽區菜籃子工程建設項目的專項資金。本集團在收到該財政撥款時確認遞延收益，按照各項相關資產的預計使用壽命10年及5年進行攤銷，攤銷金額計入當期及以後有關期間損益。

(9) 本公司之子公司朝批商貿於2017年度收到北京市商務委員會撥款共計人民幣12,647,900元用於支持物流標準化試點項目的專項資金。本集團在收到該財政撥款時確認遞延收益，按照各項相關資產的預計使用壽命8年及5年進行攤銷，攤銷金額計入當期及以後有關期間損益。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

33. Deferred income (Continued)

(10) In 2017, the Company received government grants totaling RMB3,140,000 from Beijing Municipal Development and Reform Commission as a special funds for Jingkelong energy-saving emission reduction technology innovation project. The deferred income was recognized upon receipt of the financial allocations, meanwhile the deferred assets were divided by the initial entry value of assets, and deferred income would be evenly amortized in the estimated useful life (8 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

(11) In 2017, the Company received government grants totaling RMB4,011,200 from Beijing Municipal Commission of Commerce and Beijing Finance Bureau and as a special funding for Commercial circulation development of agricultural ultra-docking project. The deferred income was recognized upon receipt of the financial allocations, meanwhile the deferred assets were divided by the initial entry value of assets, and deferred income would be evenly amortized in the estimated useful life (9 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

33、遞延收益(續)

(10) 本公司於2017年度收到北京市發展和改革委員會撥款共計人民幣3,140,000元用於支持京客隆節能減排技術改造項目的專項資金。本集團在收到該財政撥款時確認遞延收益，按照各項相關資產的預計使用壽命8年進行攤銷，攤銷金額計入當期及以後有關期間損益。

(11) 本公司於2017年度收到北京市商務委員會撥款共計人民幣4,011,200元用於商業流通發展農超對接項目的專項資金。本集團在收到該財政撥款時確認遞延收益，按照各相關資產的預計使用壽命9年進行攤銷，攤銷金額計入當期及以後有關期間損益。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

33. Deferred income (Continued)

(12) In 2017, the Company received government grants totaling RMB1,199,000 from Beijing Municipal Development and Reform Commission as a special funds for Commercial convenience service investment project. The deferred income was recognized upon receipt of the financial allocations, meanwhile the deferred assets were divided by the initial entry value of assets, and deferred income would be evenly amortized in the estimated useful life (7 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

(13) In 2018, the Company received government grants totaling RMB1,155,200 from Beijing Municipal Development and Reform Commission as a special funds for Jingkelong Store renovation project. The deferred income was recognized upon receipt of the financial allocations, meanwhile the deferred assets were divided by the initial entry value of assets, and deferred income would be evenly amortized in the estimated useful life (8 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

六、合併財務報表項目註釋(續)

33、遞延收益(續)

(12) 本公司於2017年度收到北京市發展和改革委員會撥款共計人民幣1,199,000元用於商業便民服務設施投資補助項目的專項資金，本集團在收到該財政撥款時確認遞延收益，按照各相關資產預計使用壽命7年進行攤銷，攤銷金額計入當期及以後有關期間損益。

(13) 本公司於2018年度收到北京市發展和改革委員會撥款共計人民幣1,155,200元用於門店裝修改造項目的專項資金，本集團在收到該財政撥款時確認遞延收益，按照各相關資產預計使用壽命8年進行攤銷，攤銷金額計入當期及以後有關期間損益。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

33. Deferred income (Continued)

(14) In 2018, the Company received government grants totaling RMB3,681,500 from Beijing Municipal Development and Reform Commission as a special funds for Energy-saving technical transformation project. The deferred income was recognized upon receipt of the financial allocations, meanwhile the deferred assets were divided by the initial entry value of assets, and deferred income would be evenly amortized in the estimated useful life (10 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

(15) In 2018, the Company received government grants totaling RMB4,211,820 from Beijing Municipal Commission of Commerce and Beijing Finance Bureau and as a special funding for Life service industry development guidance project. The deferred income was recognized upon receipt of the financial allocations, meanwhile the deferred assets were divided by the initial entry value of assets, and deferred income would be evenly amortized in the estimated useful life (10 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

33、遞延收益(續)

(14) 本公司於2018年度收到北京市發展和改革委員會撥款共計人民幣3,681,500元用於節能技改項目的專項資金，本集團在收到該財政撥款時確認遞延收益，按照各相關資產預計使用壽命10年進行攤銷，攤銷金額計入當期及以後有關期間損益。

(15) 本公司於2018年度收到北京市商務委員會撥款共計人民幣4,211,820元用於生活性服務業發展引導項目的專項資金，本集團在收到該財政撥款時確認遞延收益，按照各相關資產預計使用壽命10年進行攤銷，攤銷金額計入當期及以後有關期間損益。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

33. Deferred income (Continued)

(16) In 2018, the Company received government grants totaling RMB1,471,800 from Beijing Municipal Development and Reform Commission as a special funds for Energy saving carbon reduction project. The deferred income was recognized upon receipt of the financial allocations, meanwhile the deferred assets were divided by the initial entry value of assets, and deferred income would be evenly amortized in the estimated useful life (10 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

(17) In 2019, the Company received government grants totaling RMB1,832,900 from Beijing Municipal Development and Reform Commission as a special funds for Energy saving carbon reduction project. The deferred income was recognized upon receipt of the financial allocations, meanwhile the deferred assets were divided by the initial entry value of assets, and deferred income would be evenly amortized in the estimated useful life (10 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

六、合併財務報表項目註釋(續)

33、遞延收益(續)

(16) 本公司於2018年度收到北京市發展和改革委員會撥款共計人民幣1,471,800元用於節能減碳項目的專項資金，本集團在收到該財政撥款時確認遞延收益，按照各相關資產預計使用壽命10年進行攤銷，攤銷金額計入當期及以後有關期間損益。

(17) 本公司於2019年度收到北京市發展和改革委員會撥款共計人民幣1,832,900元用於節能減碳項目的專項資金，本集團在收到該財政撥款時確認遞延收益，按照各相關資產預計使用壽命10年進行攤銷，攤銷金額計入當期及以後有關期間損益。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

33. Deferred income (Continued)

33、遞延收益(續)

(18) In 2020, the Company received government grants totaling RMB2,000,000 from Logistics Service Center of Chaoyang District, Beijing as a special funds for Life Service Employment Development Guidance Project. The deferred income was divided by the initial entry value of assets, and deferred income would be evenly amortized in the estimated useful life (10 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

(18) 本公司於2020年度收到北京市朝陽區機關後勤服務中心撥款共計人民幣2,000,000元用於生活性服務就業發展引導項目的專項資金，本集團在收到該財政撥款時確認遞延收益，按照各相關資產預計使用壽命10年進行攤銷，攤銷金額計入當期及以後有關期間損益。

(19) In 2020, the Company received government grants totaling RMB3,566,200 from Beijing Municipal Bureau of Commerce as a special funds for Promote chain operation projects. The deferred income was divided by the initial entry value of assets, and deferred income would be evenly amortized in the estimated useful life (5 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

(19) 本公司於2020年度收到北京市商務局撥款共計人民幣3,566,200元用於推進連鎖經營項目的專項資金，本集團在收到該財政撥款時確認遞延收益，按照各相關資產預計使用壽命5年進行攤銷，攤銷金額計入當期及以後有關期間損益。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

33. Deferred income (Continued)

(20) In 2020, the Company received government grants totaling RMB1,783,294 from Beijing Municipal Development and Reform Commission as a special funds for Energy saving carbon reduction project. The deferred income was recognized upon receipt of the financial allocations, meanwhile the deferred assets were divided by the initial entry value of assets, and deferred income would be evenly amortized in the estimated useful life (10 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

(21) In 2021, the Company received government grants totaling RMB356,600 from Logistics Service Center of Chaoyang District, Beijing as a special funds for Promote chain operation projects. The deferred income was divided by the initial entry value of assets, and deferred income would be evenly amortized in the estimated useful life (4 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

六、合併財務報表項目註釋(續)

33、遞延收益(續)

(20) 本公司於2020年度收到北京市朝陽區發展和改革委員會撥款共計人民幣1,783,294元用於節能減碳項目專項資金，集團在收到該財政撥款時確認遞延收益，按照各相關資產預計使用壽命10年進行攤銷，攤銷金額計入當期及以後有關期間損益。

(21) 本公司於2021年度收到北京市朝陽區機關後勤服務中心撥款共計人民幣356,600元用於推進連鎖經營項目的專項資金，本集團在收到該財政撥款時確認遞延收益，按照各相關資產預計使用壽命4年進行攤銷，攤銷金額計入當期及以後有關期間損益。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

33. Deferred income (Continued)

(22) In 2021, the Company received government grants totaling RMB470,000 from Beijing Energy Conservation and Environmental Protection Center as a special funds for energy conservation and emission reduction technology transformation projects. The deferred income was divided by the initial entry value of assets, and deferred income would be evenly amortized in the estimated useful life (5 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

(23) In 2021, the Company received government grants totaling RMB836,500 from Beijing Municipal Development and Reform Commission as a special funds for Energy saving carbon reduction project. The deferred income was recognized upon receipt of the financial allocations, meanwhile the deferred assets were divided by the initial entry value of assets, and deferred income would be evenly amortized in the estimated useful life (10 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

33、遞延收益(續)

(22) 本公司於2021年度收到北京節能環保中心撥款共計人民幣470,000元用於節能減排技術改造項目的專項資金，本集團在收到該財政撥款時確認遞延收益，按照各相關資產預計使用壽命5年進行攤銷，攤銷金額計入當期及以後有關期間損益。

(23) 本公司於2021年度收到北京市朝陽區發展和改革委員會撥款共計人民幣836,500元用於節能減碳項目專項資金，集團在收到該財政撥款時確認遞延收益，按照各相關資產預計使用壽命10年進行攤銷，攤銷金額計入當期及以後有關期間損益。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

33. Deferred income (Continued)

(24) In 2022, the Company received government grants totaling RMB870,000 from Beijing Energy Conservation and Environmental Protection Center as a special funds for energy conservation and emission reduction technology transformation projects. The deferred income was divided by the initial entry value of assets, and deferred income would be evenly amortized in the estimated useful life (5 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

(25) In 2022, the Company received government grants totaling RMB1,903,100 from Beijing Municipal Development and Reform Commission as a special funds for Energy saving carbon reduction project. The deferred income was recognized upon receipt of the financial allocations, meanwhile the deferred assets were divided by the initial entry value of assets, and deferred income would be evenly amortized in the estimated useful life (10 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

六、合併財務報表項目註釋(續)

33、遞延收益(續)

(24) 本公司於2022年度收到北京節能環保中心撥款共計人民幣870,000元用於節能減排技術改造項目的專項資金，本集團在收到該財政撥款時確認遞延收益，按照各相關資產預計使用壽命5年進行攤銷，攤銷金額計入當期及以後有關期間損益。

(25) 本公司於2022年度收到北京市朝陽區發展和改革委員會撥款共計人民幣1,903,100元用於節能減排技術改造項目的專項資金，本集團在收到該財政撥款時確認遞延收益，按照各相關資產預計使用壽命10年進行攤銷，攤銷金額計入當期及以後有關期間損益。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

33. Deferred income (Continued)

33、遞延收益(續)

(26) In 2022, the Company received government grants totaling RMB1,156,600 from Logistics Service Center of Chaoyang District, Beijing as a special funds for Life Service Employment Development Guidance Project. The deferred income was divided by the initial entry value of assets, and deferred income would be evenly amortized in the estimated useful life (10 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

(26) 本公司於2022年度收到北京市朝陽區機關後勤服務中心撥款共計人民幣1,156,600元用於生活性服務業發展引導項目的專項資金，本集團在收到該財政撥款時確認遞延收益，按照各相關資產預計使用壽命10年進行攤銷，攤銷金額計入當期及以後有關期間損益。

(27) In 2023, the Company received government grants totaling RMB897,000 from Beijing Energy-saving and Environmental Protection Center as a special funds for energy saving and emission reduction technology renovation project. The deferred income was divided by the initial entry value of assets, and deferred income would be evenly amortized in the estimated useful life (10 years) of the related assets, recorded in the profit and loss in current period and subsequent related periods.

(27) 本公司於2023年度收到北京節能環保中心撥款共計人民幣897,000元用於節能減排技術改造項目的專項資金，本集團在收到該財政撥款時確認遞延收益，按照各相關資產預計使用壽命10年進行攤銷，攤銷金額計入當期及以後有關期間損益。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

34. Estimated liabilities

34、預計負債

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Pending litigation	未決訴訟	-	10,018,930
Total	合計	-	10,018,930

Note: On 31 August 2022, the Company received the civil judgment (2022) J0106 MC6227 served by the People's Court of Fengtai District, Beijing, which ruled that the Company should pay a penalty of RMB10,018,930 to Beijing Yuquan Xingye Investment Management Company. On September 2022, the Company has filed an appeal to the Beijing Second Intermediate People's Court, On 27 February 2023, the Beijing Second Intermediate People's Court issued a civil judgment (2022) J02 MC14416, rejecting the appeal and upholding the original judgment. On 10 March 2023, the Company paid a penalty of RMB10,018,930 to Beijing Yuquan Xingye Investment Management Co., Ltd. for breach of contract.

註：於2022年8月31日，本公司收到北京市豐台區人民法院送達的關於本公司提前終止與北京玉泉興業投資管理有限公司（以下簡稱「玉泉興業」）簽訂的《房屋租賃協議》合同糾紛案件(2022)京0106民初6227號民事判決書，判決本公司向玉泉興業支付提前終止合同的違約金人民幣10,018,930元。本公司於2022年9月向北京市第二中級人民法院提起上訴，2023年2月27日，北京市第二中級人民法院(2022)京02民終14416號民事判決書，判決駁回上訴，維持原判。2023年3月10日，本公司支付北京玉泉興業投資管理有限公司違約金人民幣10,018,930元。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

35. Share capital

35、股本

Item	項目	Opening balance 年初數	New issue of shares 發行新股	Changes in the period 本年變動			Subtotal 小計	Closing balance 年末數
				Bonus issue 送股	Capitalization of surplus reserves 公積金轉股	Others 其他		
For the year ended 31 December 2023								
1. State-owned legal person shares Chaofu Company	1. 國有法人持股 朝富公司	167,409,808	-	-	-	-	-	167,409,808
Subtotal of state-owned legal person shares	國有法人持股小計	167,409,808	-	-	-	-	-	167,409,808
2. Other domestic-owned shares Shares held by domestic non-state owned legal person	2. 其他內資持股 境內非國有法人持股	5,210,428	-	-	-	-	-	5,210,428
Domestic individual shareholders	境內自然人股東	57,439,764	-	-	-	-	-	57,439,764
3. Foreign listed shares denominated in RMB	3. 境外上市的人民幣外資股	182,160,000	-	-	-	-	-	182,160,000
Total shares	股份總數	412,220,000	-	-	-	-	-	412,220,000
For the year ended 31 December 2022								
1. State-owned legal person shares Chaofu Company	1. 國有法人持股 朝富公司	167,409,808	-	-	-	-	-	167,409,808
Subtotal of state-owned legal person shares	國有法人持股小計	167,409,808	-	-	-	-	-	167,409,808
2. Other domestic-owned shares Shares held by domestic non-state owned legal person	2. 其他內資持股 境內非國有法人持股	5,210,428	-	-	-	-	-	5,210,428
Domestic individual shareholders	境內自然人股東	57,439,764	-	-	-	-	-	57,439,764
3. Foreign listed shares denominated in RMB	3. 境外上市的人民幣外資股	182,160,000	-	-	-	-	-	182,160,000
Total shares	股份總數	412,220,000	-	-	-	-	-	412,220,000

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

36. Capital reserves

36、資本公積

For the year ended 31 December 2023

2023年度

Item	項目	2023.1.1 二零二三年 一月一日	Increase in the period 本年增加	Decrease in the period 本年減少	2023.12.31 二零二三年 十二月三十一日
Capital premium	股本溢價	609,790,884	-	-	609,790,884
Equity transaction with minority shareholders of subsidiaries	與子公司少數股東股 權交易	(10,308,923)	-	-	(10,308,923)
Other capital reserves	其他資本公積	5,695,493	-	-	5,695,493
Total	合計	605,177,454	-	-	605,177,454

For the year ended 31 December 2022

2022年度

Item	項目	2022.1.1 二零二二年 一月一日	Increase in the period 本年增加	Decrease in the period 本年減少	2022.12.31 二零二二年 十二月三十一日
Capital premium	股本溢價	609,790,884	-	-	609,790,884
Equity transaction with minority shareholders of subsidiaries	與子公司少數股東股 權交易	(10,308,923)	-	-	(10,308,923)
Other capital reserves	其他資本公積	5,695,493	-	-	5,695,493
Total	合計	605,177,454	-	-	605,177,454

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

37. Surplus reserves

37、盈餘公積

Item	項目	Opening balance 年初數	Increase in the period 本年增加	Decrease in the period 本年減少	Closing balance 年末數
For the year ended 31 December 2023	2023年度				
Statutory surplus reserve	法定盈餘公積	169,059,880	-	-	169,059,880
For the year ended 31 December 2022	2022年度				
Statutory surplus reserve	法定盈餘公積	169,059,880	-	-	169,059,880

In accordance with Company Law and Company's Articles of Association, the Company should appropriate 10% of net profit for the year to the statutory surplus reserve, and the Company can cease appropriation when the statutory surplus reserve accumulated to more than 50% of the paid in capital.

Statutory surplus reserve can be used to make up for the loss, expanding operation or increase the paid in capital.

根據公司法、本集團章程的規定，本集團按淨利潤的10%提取法定盈餘公積金。法定盈餘公積累計額為本集團註冊資本50%以上的，可不再提取。

法定盈餘公積可用於彌補公司的虧損，擴大公司生產經營或轉增公司資本。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

38. Undistributed profits

38、未分配利潤

Item	項目	Amount 金額	Proportion of appropriation 提取或分配比例
For the year ended 31 December 2023	2023年度：		
Undistributed profits at the beginning of year	年初未分配利潤	376,050,511	
Add: Net profit attributable to the shareholders of the parent company for the year	加：本年歸屬於母公司所有者的淨利潤	(75,675,109)	
Less: Appropriation to statutory surplus reserve	減：提取法定盈餘公積	-	10%
Ordinary shares' dividends payable	應付普通股股利	-	
Other	其他	613,107	
Undistributed profits at the end of the year	年末未分配利潤	299,762,295	
For the year ended 31 December 2022	2022年度：		
Undistributed profit at the end of last period before adjustment	調整前年初未分配利潤	487,060,672	
Adjusting the total undistributed profits at the beginning of the year	調整年初未分配利潤合計數	2,152,119	
Undistributed profit at the end of last period after adjustment	調整後年初未分配利潤	489,212,791	
Add: Net profit attributable to the shareholders of the parent company for the year	加：本年歸屬於母公司所有者的淨利潤	(92,551,280)	
Less: Appropriation to statutory surplus reserve	減：提取法定盈餘公積	-	10%
Ordinary shares' dividends payable	應付普通股股利	20,611,000	
Other	其他	-	
Undistributed profits at the end of the year	年末未分配利潤	376,050,511	

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

38. Undistributed profits (Continued)

38、未分配利潤(續)

(1) Cash dividend approved and subject to be approved in the annual general meeting

According to the notice of the annual general meeting on 17 May 2023, no final dividend in respect of the year ended 31 December 2022 was declared.

According to the notice of the annual general meeting on 13 May 2022, a final dividend of RMB0.05 per share in respect of year ended 31 December 2021 was declared and paid to the shareholders of the Company. The aggregated amount of the final dividend declared and paid was RMB20,611,000.

As the net profit attributable to the shareholders of the parent company for the Reporting Period was RMB(75,675,109) on 26 March 2024, the Board of the Company proposed not to pay a final dividend to its shareholders, which means there will be no cash dividend distribution, nor will the capital reserves be capitalized or other forms of distribution be made in respect of the year ended 31 December 2023 in order to ensure the continuous and stable operation and the long-term interest of the shareholders of the Company, after taking into account the operation plans and capital needs of the Company in 2024. The above proposal of not distributing a final dividend is subject to the consideration and approval at the upcoming 2023 annual general meeting of the Company to be held on 28 June 2024.

(1) 股東大會已批准和需經批准的現金股利

於2023年5月17日，根據本公司的股東會決議，本公司2022年度不派發股利。

於2022年5月13日，根據本公司的股東會決議，本公司分配2021年度股利為每股人民幣0.05元，合計股利為人民幣20,611,000元。

於2024年3月26日，本公司董事會結合報告期間歸屬於母公司所有者的淨利潤(虧損)為人民幣(75,675,109元)，為保障本公司持續穩定經營和全體股東的長遠利益，綜合考慮2024年經營計劃和資金需求，建議2023年度不派發末期股息，即不進行現金股利分配，也不進行資本公積金轉增股本和其他形式的分配。上述建議不派發的末期股息的議案須待本公司即將於2024年6月28日召開的2023年度股東週年大會審議並批准後，方可作實。

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

38. Undistributed profits (Continued)

38、未分配利潤(續)

(2) Surplus reserves of subsidiaries

On 31 December 2023, the undistributed profits of the Group included surplus reserves of subsidiaries totaling in the period RMB17,056,040 (31 December 2022: RMB19,457,101).

(2) 子公司已提取的盈餘公積

2023年12月31日，本集團未分配利潤餘額中包括子公司本年提取的盈餘公積為人民幣17,056,040元(2022年12月31日：人民幣19,457,101元)。

39. Operating income and operating costs

39、營業收入和營業成本

(1) Operating income and operating costs

(1) 營業收入及成本

Item	項目	2023 2023年度		2022 2022年度	
		Income 收入	Cost 成本	Income 收入	Cost 成本
Principal operating	主營業務	8,491,153,613	7,497,601,507	8,661,081,792	7,460,838,561
Other operating	其他業務	976,735,757	38,694,632	880,272,397	33,677,978
Total	合計	9,467,889,370	7,536,296,139	9,541,354,189	7,494,516,539

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

39. Operating income and operating costs (Continued)

39、營業收入和營業成本(續)

(2) Principal operating income (classified by industry segments)

(2) 主營業務(分行業)

Item	項目	2023 2023年度		2022 2022年度	
		Principal operating income 主營業務收入	Principal operating costs 主營業務成本	Principal operating income 主營業務收入	Principal operating costs 主營業務成本
Retail	零售	2,977,312,943	2,514,597,839	3,398,362,021	2,819,066,691
Wholesale	批發	5,495,746,039	4,972,587,291	5,245,553,833	4,630,150,734
Others	其他	18,094,631	10,416,377	17,165,938	11,621,136
Total	合計	8,491,153,613	7,497,601,507	8,661,081,792	7,460,838,561

The principal operating income mainly consists of selling food, non-staple food, daily consumer goods, beverages and wines etc.

主營業務收入主要為銷售食品、副食品、日用消費品、飲料和酒等取得的收入。

(3) Operating income of the Group's top five customers For the year ended at 31 December 2023

(3) 公司前五名客戶的營業收入情況 2023年度

Item	項目	Operating income 營業收入	Proportion of the total operating income of the Group (%) 佔公司全部營業收入的比例(%)
Beijing JD Century Trading Co., Ltd	北京京東世紀貿易有限公司	975,960,986	10
Beijing Wumart Comprehensive Supermarket Co., Ltd	北京物美綜合超市有限公司	415,478,498	4
Vipshop	唯品會	364,672,250	4
Wal-Mart (China) Investment Co., Ltd.	沃爾瑪(中國)投資有限公司	231,108,283	3
Yonghui Commercial Co., Ltd.	永輝商業有限公司	128,152,942	2
Total	合計	2,115,372,959	22

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

39. Operating income and operating costs (Continued)

39、營業收入和營業成本(續)

(3) Operating income of the Group's top five customers (Continued)

(3) 公司前五名客戶的營業收入情況(續)

For the year ended at 31 December 2022

2022年度

Item	項目	Operating income 營業收入	Proportion of the total operating income of the Group (%) 佔公司全部營業收入的比例(%)
Beijing JD Century Trading Co., Ltd	北京京東世紀貿易有限公司	1,104,498,248	12
Beijing Wumart Comprehensive Supermarket Co., Ltd	北京物美綜合超市有限公司	511,185,175	5
Wal-Mart (China) Investment Co., Ltd.	沃爾瑪(中國)投資有限公司	210,438,192	2
Vipshop	唯品會	151,449,308	2
Yonghui Commercial Co., Ltd.	永輝商業有限公司	147,974,773	2
Total	合計	2,125,545,696	23

40. Taxes and surcharges

40、税金及附加

Item	項目	2023 2023年度	2022 2022年度
City construction and maintenance tax	城市維護建設稅	9,056,191	11,576,076
Building tax	房產稅	18,655,786	15,033,461
Land tax	土地使用稅	1,101,597	1,013,003
Vehicle and vessel use tax	車船使用稅	118,845	129,399
Stamp tax	印花稅	5,726,454	5,593,549
Environmental protection tax	環境保護稅	21,659	18,650
Others	其他	9,232	11,697
Total	合計	34,689,764	33,375,835

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

41. Selling expenses

41、銷售費用

Item	項目	2023 2023年度	2022 2022年度
Wages and salaries	職工薪酬	471,970,785	477,682,106
Service fee	服務費	332,977,230	318,150,667
Depreciation and amortization expenses	折舊及攤銷費用	298,891,802	328,933,231
Promotional expenses	宣傳促銷費	152,296,481	204,279,579
Utility fee	水電費	54,692,095	63,931,228
Security fee	保安費	34,370,499	36,175,416
Shipping fee	運輸費	32,743,506	45,964,067
Cleaning fee	保潔費	16,373,335	16,405,101
Repair fee	修理費	12,877,836	28,454,474
Warehousing fee	倉儲費用	12,653,780	8,943,694
Coal fee	煤柴費	10,625,681	15,374,209
Advertising fee	廣告宣傳費	8,537,370	8,709,540
Property costs	物業費	9,239,624	5,760,526
Lease expenses	租賃費	8,176,358	7,361,294
Others	其他	31,656,716	33,728,325
Total	合計	1,488,083,098	1,599,853,457

42. Administrative expenses

42、管理費用

Item	項目	2023 2023年度	2022 2022年度
Wages and salaries	職工薪酬	249,017,555	250,439,655
Depreciation and amortization expenses	折舊及攤銷費用	10,647,663	11,290,276
Service fee	服務費	3,781,429	2,911,734
Audit fees	審計費	3,362,573	3,305,066
Consulting fee	諮詢費	2,821,951	2,906,086
Inventory count loss	存貨盤點損失	2,272,054	3,923,930
Low value consumables	低值易耗品	1,441,555	1,757,813
Repair fee	修理費	515,509	1,140,719
Others	其他費用	7,786,822	5,593,428
Total	合計	281,647,111	283,268,707

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

43. Financial expenses

43、財務費用

Item	項目	2023 2023年度	2022 2022年度
Interest expenses	利息支出	117,868,882	126,870,870
Including: Lease liability interest expense	其中：租賃負債利息支出	28,751,875	38,671,532
Less: Capitalized interest expenses	減：利息資本化金額	171,922	218,118
Interest income	利息收入	(8,312,286)	(9,010,515)
Bank charges	銀行手續費	4,758,390	10,431,209
Exchange losses (gains)	匯兌損益	(1,853,837)	858,624
Total	合計	112,289,227	128,932,070

44. Other income

44、其他收益

(1) Details of other income

(1) 其他收益明細如下

Item	項目	2023 2023年度	2022 2022年度
Government grants	政府補助	13,910,752	13,986,027
Other	其他	28,703	-
Total	合計	13,939,455	13,986,027

(2) Details of government grants

(2) 政府補助明細

Item	項目	2023 2023年度	2022 2022年度
Asset-related government grants amortization for the current year	與資產相關的政府補助 本年攤銷	7,289,395	8,819,956
Ease the employment pressure	緩解就業壓力補貼	2,864,395	3,237,539
Other	其他補貼	3,756,962	1,928,532
Total	合計	13,910,752	13,986,027

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

45. Investment income

45、投資收益

Item	項目	2023 2023年度	2022 2022年度
Investment income from purchase of structured deposits	購買結構性存款投資收益	-	2,094,958
Investment income from disposal of long-term equity investment	處置長期股權投資產生的投資收益	-	-
Investment income from disposal of financial assets at fair value through profit or loss	處置以公允價值計量且其變動計入當期損益的金融資產取得的投資收益	-	10,260,886
Investment income of financial assets measured at fair value through profit or loss during the holding period	以公允價值計量且其變動計入當期損益的金融資產在持有期間的投資收益	1,434,309	1,433,830
Total	合計	1,434,309	13,789,674

46. Gains from changes in fair values

46、公允價值變動收益

Sources of gains from changes in fair values	產生公允價值變動收益的來源	2023 2023年度	2022 2022年度
Trading financial assets	交易性金融資產	(15,490,186)	(31,168,457)
Including: classified financial assets at fair values through profits or losses (exclude gains from changes in fair value of derivative instruments)	其中：分類為公允價值計量且其變動計入當期損益的金融資產(衍生工具產生的公允價值變動收益除外)	(15,490,186)	(31,168,457)
classified financial assets at fair values through profits or losses (gains from changes in fair value of derivative instruments)	分類為公允價值計量且其變動計入當期損益的金融資產(衍生金融工具產生的公允價值變動收益)	-	-
Total	合計	(15,490,186)	(31,168,457)

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

47. Credit impairment loss

47、信用減值損失

Item	項目	2023 2023年度	2022 2022年度
Credit loss of note receivable and accounts receivable	應收票據及應收款項信用損失	(14,121,819)	(6,855,171)
Credit loss of other receivable	其他應收款信用損失	(3,545,200)	(1,777,403)
Total	合計	(17,667,019)	(8,632,574)

48. Gain on disposal of assets

48、資產處置收益

Item	項目	2023 2023年度	2022 2022年度
Gain on disposal of non-current assets	非流動資產處置收益	16,373,628	19,549,060
Total	合計	16,373,628	19,549,060

49. Non-operating income

49、營業外收入

(1) Details of non-operating income

(1) 營業外收入明細如下

Item	項目	2023 2023年度	2022 2022年度	The amounts included in non-recurring gains and losses for the year 計入當年非經常性損益的金額
Total gains on spoilage and obsolescence of non-current assets	非流動資產毀損報廢利得合計	27,775	110,597	27,775
Including: Gains on spoilage and obsolescence of non-current assets of fixed assets	其中：固定資產毀損報廢利得	27,775	110,597	27,775
Demolition compensation (Note)	拆遷補償(註)	19,298,179	–	19,298,179
Compensation for breach of contract	違約補償金	2,082,717	5,042,760	2,082,717
Others	其他	8,727,365	1,929,271	8,727,365
Total	合計	30,136,036	7,082,628	30,136,036

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

49. Non-operating income (Continued)

49、營業外收入(續)

(1) Details of non-operating income (Continued)

(1) 營業外收入明細如下(續)

Note: RMB698,489 is the compensation received by the Company for the demolition of convenience store 54 in Shibalidian Village, Shibalidian Township; RMB18,599,690 was received by Beijing Shangzhen Food Co., Ltd., a subsidiary of Chaopai Trading, as compensation for demolition by the People's Government of Zhangjiawan Town, Tongzhou District, Beijing..

註：其中：人民幣698,489元為本公司收到十八里店鄉十八里店村支付的便利54店拆遷補償款；人民幣18,599,690元為朝批商貿之子公司北京尚珍食品有限公司收到北京市通州區張家灣鎮人民政府拆遷補償款。

50. Non-operating expenses

50、營業外支出

Item	項目	2023 2023年度	2022 2022年度	The amounts included in non-recurring gains and losses for the year 計入當年非經常性損益的金額
Losses on spoilage and obsolescence of non-current assets	非流動資產毀損報廢損失	35,404,788	1,672,440	35,404,788
Fine	罰金	315,673	193,278	315,673
Others	其他	2,723,738	37,777,817	2,723,738
Total	合計	38,444,199	39,643,535	38,444,199

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

51. Income tax expense

51、所得稅費用

(1) Details of income tax expense

(1) 所得稅費用表

Item	項目	2023 2023年度	2022 2022年度
Current income tax expense	當期所得稅費用	53,445,658	51,695,078
Deferred income tax expense	遞延所得稅費用	4,460,670	(10,286,122)
Total	合計	57,906,328	41,408,956

(2) Reconciliation between income tax expenses and accounting profits is as follows:

(2) 會計利潤與所得稅費用調整過程

Item	項目	2023 2023年度	2022 2022年度
Total profit	利潤總額	5,166,055	(23,629,596)
Income tax expense calculated at appropriate tax rate	按法定/適用稅率計算的所得稅費用	1,291,514	(5,907,399)
Effect of subsidiary companies to adapt different tax rates	子公司適用不同稅率的影響	(205,945)	1,051,717
Effect of adjusting the previous years' income tax	調整以前期間所得稅的影響	(1,239,616)	(373,235)
Effect of non-taxable income	非應稅收入的影響	-	(358,457)
Effect of non-deductible costs, expenses and losses	不可抵扣的成本、費用和損失的影響	6,694,215	2,822,156
Effect of using deductible losses of previously unrecognized deferred tax assets	使用前期未確認遞延所得稅資產的可抵扣虧損的影響	(1,308,802)	(12,148,101)
Effect of deductible temporary difference or deductible losses of unrecognized deferred tax assets in the period	本年未確認遞延所得稅資產的可抵扣暫時性差異或可抵扣虧損的影響	52,674,962	56,322,275
Total	合計	57,906,328	41,408,956

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

52. Net profit

52、淨利潤

The Group's net profit is arrived at after charging/(crediting):

本集團的淨利潤乃經扣除(計入)以下各項

Item	項目	(Notes) 附註	2023 2023年度	2022 2022年度
Cost of goods sold	商品銷售成本	(VI) 39 (六)39	7,497,601,507	7,460,838,561
Depreciation of investment properties	投資性房地產折舊	(VI) 10 (六)10	8,431,097	8,690,564
Depreciation of fixed assets	固定資產折舊	(VI) 11 (六)11	80,864,994	90,394,858
Depreciation of right-of-use assets	使用權資產折舊	(VI) 13 (六)13	157,928,718	178,682,961
Amortization of intangible assets	無形資產攤銷	(VI) 14 (六)14	16,504,324	17,196,050
Amortization of leasehold improvements	經營租入固定資產改良支出攤銷	(VI) 16 (六)16	59,612,220	56,098,086
Total of depreciation and amortization	折舊與攤銷合計		323,341,353	351,062,519
Net losses on disposal of non-current assets	非流動資產處置淨損失	(VI) 48,49,50 (六)48、49、50	19,003,386	(17,987,218)
Net rental income of investment properties	投資性房地產租金淨收入		(14,074,002)	(7,704,366)
Staff costs	職工薪酬費用	(VI) 26 (六)26	720,988,340	729,020,479
Including: Directors and supervisors' emoluments	其中：董事、監事酬金		4,353,367	5,376,814
Other staff costs:	其他員工成本：			
Wages or salaries and social security costs	工資、薪金及社會保障成本		648,699,303	656,070,770
Basic retirement insurance	基本養老保險費		67,935,671	67,572,895
Audit expenses	審計費用		3,362,573	3,305,066

53. Calculation process of basic earnings per share and diluted earnings per share

53、基本每股收益和稀釋每股收益的計算過程

While calculating basic earnings per share, net profit attributable to ordinary shareholders for the current year is as follows:

計算基本每股收益時，歸屬於普通股股東的當期淨利潤為

Item	項目	2023 2023年度	2022 2022年度
Net profit attributable to ordinary shareholders for the current year	歸屬於普通股股東的當期淨利潤	(75,675,109)	(92,551,280)
Including: Net profit from continuing operations	其中：歸屬於持續經營的淨利潤	(75,675,109)	(92,551,280)

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

53. Calculation process of basic earnings per share and diluted earnings per share (Continued)

While calculating basic earnings per share, the denominator is the weighted average number of ordinary shares outstanding and its calculation process is as follows:

Item	項目	2023 2023年度	2022 2022年度
Number of ordinary shares outstanding	發行在外的普通股數	412,220,000	412,220,000

Earnings per share

Item	項目	2023 2023年度	2022 2022年度
Calculated based on net profit and net profit from continuing operations attributable to shareholders of the parent company:	按歸屬於母公司股東的淨利潤及歸屬於母公司股東的持續經營淨利潤計算：		
Basic earnings per share	基本每股收益	(0.18)	(0.22)
Diluted earnings per share	稀釋每股收益	N/A 不適用	N/A 不適用

At date of report, the Company had no dilutive potential ordinary shares.

截至報表日，公司無具有稀釋性的潛在普通股。

54. Items in the cash flow statements

54、現金流量表項目

(1) Other cash received relating to operating activities

(1) 收到其他與經營活動有關的現金

Item	項目	2023 2023年度	2022 2022年度
Income of rent	租金收入	200,045,250	120,198,390
Income of scrap sales	廢品收入	2,208,233	2,931,455
Income of franchise	加盟店收入	575,810	745,202
Income of government grant	政府補助收入	7,547,061	9,095,771
Recovered deposit	收回押金	25,240,564	22,625,270
Others	其他	5,271,549	8,956,910
Total	合計	240,888,467	164,552,998

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

54. Items in the cash flow statements (Continued)

54、現金流量表項目(續)

(2) Other cash paid relating to operating activities

(2) 支付其他與經營活動有關的現金

Item	項目	2023 2023年度	2022 2022年度
Selling expenses (except rent)	銷售費用(不含租金)	541,587,364	638,786,644
Administrative expenses	管理費用	22,422,072	22,063,446
Rent	支付租金	7,608,419	5,713,337
Deposit and margin	支付押金和保證金	31,827,029	18,900,371
Bank charges	銀行手續費	4,758,390	10,431,210
Others	其他	3,465,363	3,440,617
Total	合計	611,668,637	699,335,625

(3) Receive other cash related to investment activities

(3) 收到其他與投資活動有關的現金

Item	項目	2023 2023年度	2022 2022年度
Repayment of Shoulian Group	收回首聯借款	-	60,000,000
Total	合計	-	60,000,000

(4) Received other cash related to fundraising activities

(4) 收到其他與籌資活動有關的現金

Item	項目	2023 2023年度	2022 2022年度
Bill margin	票據保證金	70,768,991	99,958,523
Borrowing from minority shareholders	向少數股東借款	776,642	-
Recovery of lease deposit	收回租賃保證金	340,000	-
Total	合計	71,885,633	99,958,523

(5) Paying other cash related to fundraising activities

(5) 支付其他與籌資活動有關的現金

Item	項目	2023 2023年度	2022 2022年度
Repayment of lease liabilities principal and interest	償還租賃負債本金及利息	208,160,021	186,536,025
Bill margin	票據保證金等	174,559,239	70,204,269
Repayment of minority shareholders	償還少數股東借款	1,176,642	-
Total	合計	383,895,902	256,740,294

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

55. Supplementary information to the cash flow statement

55、現金流量表補充資料

(1) Supplementary information to the cash flow statement

(1) 現金流量表補充資料

Supplementary information	補充資料	2023 2023年度	2022 2022年度
1. Reconciliation of net profits and cash flow from operating activities:	1· 將淨利潤調節為經營活動現金流量：		
Net profits	淨利潤	(52,740,273)	(65,038,552)
Add: Provision for impairment losses on assets	加：計提的資產減值準備	-	-
Credit impairment loss	信用減值損失	17,667,019	8,632,574
Depreciation of fixed assets	固定資產折舊	80,864,994	90,394,858
Depreciation of right-of-use assets	使用權資產折舊	157,928,718	178,682,961
Depreciation of investment property	投資性房地產折舊	8,431,097	8,690,564
Amortization of intangible assets	無形資產攤銷	16,504,324	17,196,050
Amortization of long-term prepaid expenses	長期待攤費用攤銷	59,612,220	56,098,086
Net Losses on disposal of fixed assets, intangible assets and other long-term assets	處置固定資產、無形資產和其他長期資產的淨損失	(16,373,628)	(19,549,060)
Losses arising from the scrapped fixed assets	固定資產報廢損失 (收益以「-」號填列)	35,377,014	1,561,843
Losses (Gains) on Changes in fair value	公允價值變動損失 (收益以「-」號填列)	15,490,186	31,168,457
Financial expenses (Exchange gains and losses)	財務費用(含匯兌損益)	115,843,123	125,854,006
Losses arising from investments	投資損失	(1,434,309)	(13,789,674)
Decrease in deferred tax assets	遞延所得稅資產的減少	8,678,083	(2,488,321)
Increase in deferred tax liabilities	遞延所得稅負債的增加	(4,217,413)	(7,797,801)
Decrease(Increase) in inventories	存貨的減少(減增加)	(18,152,760)	21,699,029
Decrease in operating receivables	經營性應收項目的減少	48,199,376	(274,235,652)
Increase in operating payables	經營性應付項目的增加	(846,331,878)	509,234,139
Net cash flows from operating activities	經營活動產生的現金流量淨額	(374,654,107)	666,313,507
2. Net changes in cash and cash equivalents:	2· 現金及現金等價物淨變動情況：		
Closing balance of cash	現金的年末餘額	839,268,396	735,318,661
Less: Opening balance of cash	減：現金的年初餘額	735,318,663	1,018,462,092
Net increase in cash and cash equivalents	現金及現金等價物淨增加(減少)額	103,949,733	(283,143,431)

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

55. Supplementary information to the cash flow statement (Continued)

55、現金流量表補充資料(續)

(2) Cash and cash equivalents

(2) 現金及現金等價物的構成

Item	項目	2023 2023年度	2022 2022年度
Cash	現金		
Including: Cash on hand	其中：庫存現金	6,720,768	7,261,238
Bank deposits on demand	可隨時用於支付的銀行存款	832,547,628	728,057,423
Closing balance of cash and cash equivalents	現金及現金等價物餘額	839,268,396	735,318,661

56. Net current assets

56、淨流動資產

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Current assets	流動資產	4,947,950,438	4,864,324,269
Less: Current liabilities	減：流動負債	4,826,017,295	4,843,812,766
Net current assets	淨流動資產	121,933,143	20,511,503

57. Total assets less current liabilities

57、總資產減流動負債

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Total assets	資產總額	7,132,044,691	7,493,942,236
Less: Current liabilities	減：流動負債	4,826,017,295	4,843,812,766
Total assets less current liabilities	總資產減流動負債	2,306,027,396	2,650,129,470

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VI. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

六、合併財務報表項目註釋(續)

58. Assets that ownership or usufruct is restricted

58、所有權或使用權受限制的資產

Item	項目	Carrying amount at 31 December 2023 年末賬面價值	Restriction reasons 受限原因
Cash and bank balances (Note)	貨幣資金(註)	126,470,440	Restricted as a margin deposit 作為保證金存款而受到限制
Accounts receivable	應收賬款	8,350,972	Bank loans are obtained through factoring arrangement that are restricted 因其通過保理安排獲得銀行借款而受到限制
Total	合計	134,821,412	

Note: Restricted deposits are classified as margin for bank acceptance bills of RMB53,135,440 and loan margin of RMB73,335,000.

註：受限制的保證金，分類為作為銀行承兌匯票的保證金人民幣53,135,440元和貸款保證金人民幣73,335,000元。

59. Foreign currency monetary items

59、外幣貨幣性項目

Item	項目	2023.12.31 二零二三年十二月三十一日			2022.12.31 二零二二年十二月三十一日		
		Closing balance in foreign currency 外幣餘額	Exchange rate 折算匯率	Closing balance in RMB 折算人民幣餘額	Closing balance in foreign currency 外幣餘額	Exchange rate 折算匯率	Closing balance in RMB 折算人民幣餘額
Cash and cash balances	貨幣資金			51,001,578			7,386,469
Including: USD	其中：美元	7,071,882	7.0827	50,088,019	936,082	6.9646	6,519,437
EUR	歐元	115,888	7.8592	910,787	115,889	7.4229	860,229
HKD	港元	2,131	0.9062	1,931	6,746	0.8933	6,026
GBP	英鎊	93	9.0411	841	93	8.3941	777

VII. CHANGES IN THE CONSOLIDATION SCOPE

七、合併範圍的變更

None.

無。

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VIII. EQUITY IN OTHER ENTITIES

八、在其他主體中的權益

Equity in subsidiaries

在子公司中的權益

(1) Components of the Company

(1) 企業集團的構成

Subsidiary	Type	Place of incorporation and operations	Nature of business	Registered Capital	Scope of business	Proportion of ownership interests (%)	Proportion of voting power (%)	Whether Consolidated or not	Notes
子公司名稱	子公司類型	註冊地	業務性質	註冊資本	經營範圍	持股比例(%)	表決權比例(%)	是否合併報表	備註
Beijing Jingkelong (Langfang) Co., Ltd. (Jingkelong Langfang) 北京京客隆(廊坊)有限公司(以下簡稱「京客隆廊坊」)	Limited company 有限責任公司	Langfang, PRC 廊坊	Retail 零售業	80,000,000	Retail of general merchandise 零售百貨、日用雜品、食品、紡織品等	100	100	Yes 是	
Beijing Jingkelong Supermarket Chain Co., Ltd. (Jingkelong Tongzhou) 北京京客隆超市連鎖有限公司(以下簡稱「京客隆通州」)	Limited company 有限責任公司	Beijing, PRC 北京	Retail 零售業	29,000,000	Retail of general merchandise 零售百貨、日用雜品、食品、紡織品等	100	100	Yes 是	
Beijing Xinyang Tongli Commercial Facilities Co., Ltd. (Xinyang Tongli) 北京欣陽通力商業設備有限公司(以下簡稱「欣陽通力」)	Limited company 有限責任公司	Beijing, PRC 北京	Manufacture 製造業	10,000,000	Production of plastic packing materials and installation and maintenance of commercial equipment 加工製造：家具、商業專用機械、塑料包裝製品等以及設備修理	55.66	55.66	Yes 是	
Beijing Jingkelong Shouchao Commercial Co., Ltd. (Shoulian Supermarket) 北京京客隆首超商業有限公司(以下簡稱「首聯超市」)	Limited company 有限責任公司	Beijing, PRC 北京	Retail 零售業	398,453,439	Retail of general merchandise 零售百貨、日用雜品、食品、紡織品等	100	100	Yes 是	
Beijing Jingkelong Haotian Hotel Management Co., Ltd. (Haotian Hotel) 北京京客隆昊天酒店管理有限公司(以下簡稱「昊天酒店」)	Limited company 有限責任公司	Beijing, PRC 北京	Hospitality 酒店服務業	5,000,000	Hotel management, food and beverage, and leasing 酒店管理、餐飲管理、出租商業用房	100	100	Yes 是	
Beijing Jingkelong Vocational Training School (Training School) 北京市朝陽區京客隆職業技能培訓學校(以下簡稱「培訓學校」)	Institutional organization 事業法人	Beijing, PRC 北京	Training 培訓	500,000	Training of shop assistant 營業員培訓	100	100	Yes 是	
Beijing Lianchao Company Limited (the "Lianchao Limited") 北京聯超商業有限公司(以下簡稱「聯超公司」)	Limited company 有限責任公司	Beijing, PRC 北京	Retail 零售業	10,000,000	Sales of daily necessities, Wujinjiadian, such as needle textiles 銷售日用品、五金交電、針紡織品等	100	100	Yes 是	
Beijing Chaopi Trading Co., Ltd. (Chaopi Trading) 北京朝批商貿股份有限公司(以下簡稱「朝批商貿」)	Limited company 股份有限公司	Beijing, PRC 北京	Wholesale 批發業	500,000,000	Wholesale of general merchandise 批發百貨、日用雜品、食品、紡織品等	79.85	79.85	Yes 是	
Beijing Chaopi Shuanglong Alcohol Sales Co., Ltd. (Chaopi Shuanglong)* 北京市朝批雙隆酒業銷售有限責任公司(以下簡稱「朝批雙隆」)*	Limited company 有限責任公司	Beijing, PRC 北京	Wholesale 批發業	110,160,000	Wholesale of beverages 批發酒類飲品	47.11	59.00	Yes 是	
Beijing Chaopi Huaqing Beverage Co., Ltd. (Chaopi Huaqing)* 北京朝批華清商貿有限公司(以下簡稱「朝批華清」)*	Limited company 有限責任公司	Beijing, PRC 北京	Wholesale 批發業	80,000,000	Wholesale of drinks and food 批發食品、飲料等(未取得專項許可的項目除外)	42.66	53.43	Yes 是	
Beijing Chaopi Flavourings Co., Ltd. (Chaopi Flavouring)* 北京朝批調味品有限責任公司(以下簡稱「朝批調味品」)*	Limited company 有限責任公司	Beijing, PRC 北京	Wholesale 批發業	50,000,000	Wholesale of edible oil and food 批發糧油製品、副食品、食用油、調味品、乾菜等(未取得專項許可項目除外)	42.03	52.63	Yes 是	

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VIII. EQUITY IN OTHER ENTITIES (Continued)

八、在其他主體中的權益(續)

Equity in subsidiaries (Continued)

在子公司中的權益(續)

(1) Components of the Company (Continued)

(1) 企業集團的構成(續)

Subsidiary	Type	Place of incorporation and operations	Nature of business	Registered Capital	Scope of business	Proportion of ownership interests (%)	Proportion of voting power (%)	Whether Consolidated or not	Notes
子公司名稱	子公司類型	註冊地	業務性質	註冊資本	經營範圍	持股比例(%)	表決權比例(%)	是否合併報表	備註
Beijing Chaopi Jinglong Oil Sales Co., Ltd. (Chaopi Oil Sales)* 北京朝批京隆油脂銷售有限公司(以下簡稱「朝批京隆油脂」)*	Limited company 有限責任公司	Beijing, PRC 北京	Wholesale 批發業	36,000,000	Wholesale of edible oil 批發定行包裝食品、糧油製品及倉儲服務	43.30	54.23	Yes 是	
Shijiazhuang Chaopi Xinlong Trading Co., Ltd.*	Limited company 有限責任公司	Shijiazhuang, PRC 石家莊	Wholesale 批發業	5,000,000	Wholesale daily necessities, food, Wujinjacidian, etc. (except for items that have not obtained special permits) 批發日用百貨、食品、五金文電等(未取得專項許可的項目除外)	79.85	100	Yes 是	
Qingdao Chaopi Jinlong Trading Co., Ltd.*	Limited company 有限責任公司	Qingdao, PRC 青島	Wholesale 批發業	5,000,000	Wholesale daily necessities, food, Wujinjacidian, etc. (except for items that have not obtained special permits) 批發日用百貨、食品、五金文電等(未取得專項許可的項目除外)	79.85	100	Yes 是	
Beijing Chaopi Zhongde Trading Co., Ltd. (Chaopi Zhongde)* 北京朝批中得商貿有限公司(以下簡稱「朝批中得」)*	Limited company 有限責任公司	Beijing, PRC 北京	Wholesale 批發業	93,000,000	Wholesale of consumer sanitary products 批發日用品、服裝、紡織品、工藝品等及普通貨物倉儲服務	79.85	100	Yes 是	
Taiyuan Chaopi Trading Co., Ltd. (Chaopi Taiyuan)* 太原朝批商貿有限公司(以下簡稱「朝批太原」)*	Limited company 有限責任公司	Taiyuan, PRC 太原	Wholesale 批發業	15,000,000	Wholesale of general merchandise 批發預包裝食品、日用百貨、五金文電、汽車配件、裝飾材料及普通貨物倉儲服務	79.85	100	Yes 是	
Beijing Chaopi Yuli Trading Co., Ltd. (Chaopi Yuli)** 北京朝批裕利商貿有限公司(以下簡稱「朝批裕利」)**	Limited company 有限責任公司	Beijing, PRC 北京	Wholesale 批發業	24,000,000	Wholesale of package service, packed food and storage service 批發日用百貨、倉儲服務等	30.31	70	Yes 是	
Beijing Chaopi Fangsheng Trading Co., Ltd.** 北京朝批方盛商貿有限公司**	Limited company 有限責任公司	Beijing, PRC 北京	Wholesale 批發業	20,000,000	Wholesale of general merchandise 批發日用百貨、洗滌用品、五金文電倉儲服務	63.88	80	Yes 是	
Shandong Chaopi Trading Co., Ltd. (Shandong Chaopi)* 山東朝批商貿有限公司(以下簡稱「山東朝批」)*	Limited company 有限責任公司	Jinan, PRC 濟南	Wholesale 批發業	26,000,000	Wholesale of package service, packed food and storage service 批發日用百貨、倉儲服務	51.90	65	Yes 是	Note 1 註1

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VIII. EQUITY IN OTHER ENTITIES (Continued)

八、在其他主體中的權益(續)

Equity in subsidiaries (Continued)

在子公司中的權益(續)

(1) Components of the Company (Continued)

(1) 企業集團的構成(續)

Subsidiary	Type	Place of incorporation and operations	Nature of business	Registered Capital	Scope of business	Proportion of ownership interests (%)	Proportion of voting power (%)	Whether Consolidated or not	Notes
子公司名稱	子公司類型	註冊地	業務性質	註冊資本	經營範圍	持股比例(%)	表決權比例(%)	是否合併報表	備註
Beijing Chaopi Shenglong Trading Co.,Ltd. (Chaopi Shenglong)* 北京朝批盛隆商貿有限公司(以下簡稱「朝批盛隆」)*	Limited company	Beijing, PRC	Wholesale	20,000,000	Wholesale of package service, packed food and storage service 批發預包裝食品、包裝服務、倉儲服務	47.11	59	Yes	
Beijing Chaopi Tianhua Trading Co.,Ltd. (Chaopi Tianhua)* 北京朝批天華商貿有限公司(以下簡稱「朝批天華」)*	Limited company	Beijing, PRC	Wholesale	20,000,000	Wholesale of package service, packed food and storage service 批發預包裝食品、包裝服務、倉儲服務	42.66	53.43	Yes	
Datong Chaopi Beichen Trading Co.,Ltd. (Chaopi Datong)* 大同朝批北辰商貿有限公司(以下簡稱「朝批大同」)*	Limited company	Datong, PRC	Wholesale	26,000,000	Wholesale of package service, packed food and storage service 批發預包裝食品、包裝服務、倉儲服務	55.90	70	Yes	
Tangshan Chaopi Baishun Trading Co.,Ltd. (Chaopi Baishun)* 唐山朝批百順商貿有限公司(以下簡稱「朝批百順」)*	Limited company	Tangshan, PRC	Wholesale	30,000,000	Wholesale daily necessities, pre-packaged food, general freight, domestic conference and exhibition services, etc. 批發日用品、預包裝食品、普通貨運、國內會議及展覽服務等	65.12	81.55	Yes	
Beijing Chaopi Maolisheng Trading Co.,Ltd. (Chaopi Maolisheng)* 北京朝批茂利升商貿有限公司(以下簡稱「朝批茂利升」)*	Limited company	Beijing, PRC	Wholesale	75,000,000	Wholesale daily necessities, knitting textiles, clothing, Wujinjiaodian, chemical products (excluding hazardous chemicals), etc. 批發日用品、針紡織品、服裝、五金交電、化工產品(不含危險化學品)等	51.9	65	Yes	Note 2
Beijing Chaopi Hongchen Trading Co., Ltd. (Chaopi Hongchen)* 北京朝批鴻宸商貿有限公司(以下簡稱「朝批鴻宸」)*	Limited company	Beijing, PRC	Wholesale	1,000,000	Wholesale of cosmetics 化妝品批發等	51.90	65	Yes	
Beijing Chaopi Shengshi Trading Co.,Ltd. (Chaopi Shengshi)* 北京朝批盛世商貿有限公司(以下簡稱「朝批盛世」)*	Limited company	Beijing, PRC	Wholesale	25,000,000	Wholesale of cosmetics etc. 化妝品批發等	51.90	65	Yes	
Beijing Chaopi Zhaoyang E-commerce Co.,Ltd. (Chaopi Zhaoyang)* 北京朝批昭陽生活電子商務有限公司(以下簡稱「朝批昭陽」)*	Limited company	Beijing, PRC	Wholesale	72,000,000	Wholesale daily necessities, knitting textiles, clothing, Wujinjiaodian, chemical products (excluding hazardous chemicals), etc. 批發日用品、針紡織品、服裝、五金交電、化工產品(不含危險化學品)等	79.85	100	Yes	

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VIII. EQUITY IN OTHER ENTITIES (Continued)

八、在其他主體中的權益(續)

Equity in subsidiaries (Continued)

在子公司中的權益(續)

(1) Components of the Company (Continued)

(1) 企業集團的構成(續)

Subsidiary	Type	Place of incorporation and operations	Nature of business	Registered Capital	Scope of business	Proportion of ownership interests (%)	Proportion of voting power (%)	Whether Consolidated or not	Notes
子公司名稱	子公司類型	註冊地	業務性質	註冊資本	經營範圍	持股比例(%)	表決權比例(%)	是否合併報表	備註
Beijing Chaopi Xinyishangzhen Food Co., Ltd.(Xinyishangzhen)*	Limited company	Beijing, PRC	Wholesale	40,000,000	Sale of food, wholesale of pre-packaged food, dairy products, etc.	47.91	60	Yes	
北京朝批新乙尚珍食品有限公司(以下簡稱「新乙尚珍」)*	有限責任公司	北京	批發業		銷售食品、批發預包裝食品、乳製品等			是	
Beijing Shangzhen Food Co., Ltd. (Shangzhen Food)**	Limited company	Beijing, PRC	Wholesale	5,000,000	Production of roasted seeds and nuts products and nut products (roasted and fried), candied fruit, fruit products (dried fruit products), etc.	47.91	100	Yes	
北京尚珍食品有限公司(以下簡稱「尚珍食品」)**	有限責任公司	北京	批發業		生產炒貨食品及堅果製品(烘炒類)、蜜餞、水果製品(水果乾製品)等			是	
Tangshan Chaopi Shangzhen Food Co., Ltd.(Tangshan shangzhen)	Limited company	Tangshan, PRC	Manufacture	4,000,000	Fruit, nut, vegetable processing; convenience and other food manufacturing, food sales; conference services; exhibition display services; design, production, road general cargo transportation, etc.	47.91	100	Yes	
唐山朝批尚珍食品有限公司(以下簡稱「唐山尚珍」)**	有限責任公司	唐山	製造業		水果和堅果、蔬菜加工；方便等食品製造、食品銷售、會議服務；展覽展示服務；設計、製作、道路普通貨物運輸等			是	
Beijing Chaopi Tianshi Information Technology Co., Ltd. (Chaopi Tianshi)*	Limited company	Beijing, PRC	Wholesale	20,000,000	Wholesale of cosmetics, food and general merchandise	79.85	100	Yes	
北京朝批天時信息科技有限公司(以下簡稱「朝批天時」)*	有限責任公司	北京	批發業		銷售化妝品、日用品、食品等			是	
Chaopi International Trade (Shanghai) Co., Ltd (International Trade Shanghai) *	Limited company	Shanghai, PRC	Wholesale	9,800,000	Goods and technology import and export business and food circulation	79.85	100	Yes	
朝批國際貿易(上海)有限公司(以下簡稱「國際貿易上海」)*	有限責任公司	上海	批發業		從事貨物及技術的進出口業務、食品流通等			是	
Beijing Chaopi Jiushengmingpin Trading Co., Ltd. (Chaopi Jiusheng) *	Limited company	Beijing, PRC	Wholesale	30,000,000	Wholesale of general merchandise	79.85	100	Yes	
北京朝批玖盛名品商貿有限公司(以下簡稱「朝批玖盛」)*	有限責任公司	北京	批發業		銷售日用品、針紡織品、服裝、文具用品、體育用品等			是	

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VIII. EQUITY IN OTHER ENTITIES (Continued)

八、在其他主體中的權益(續)

Equity in subsidiaries (Continued)

在子公司中的權益(續)

(1) Components of the Company (Continued)

(1) 企業集團的構成(續)

Subsidiary	Type	Place of incorporation and operations	Nature of business	Registered Capital	Scope of business	Proportion of ownership interests (%)	Proportion of voting power (%)	Whether Consolidated or not	Notes
子公司名稱	子公司類型	註冊地	業務性質	註冊資本	經營範圍	持股比例(%)	表決權比例(%)	是否合併報表	備註
Beijing Chaopi Huansheng International Trading Company Limited (Chaopi Huansheng) *	Limited company	Beijing, PRC	Wholesale	15,000,000	Wholesale, retail food, health food; import and export goods; import and export agents	40.72	51	Yes	
北京朝批環盛國際貿易有限公司(以下簡稱「朝批環盛」)*	有限責任公司	北京	批發業		批發、零售食品、保健食品、貨物進出口、代理進出口等			是	
Baoding Chaopi Trading Co., Ltd (Baoding Chaopi) *	Limited company	Baoding, PRC	Wholesale	10,000,000	Sale of food, cosmetics, household appliances, daily sundries, etc.	55.90	70	Yes	
保定朝批商貿有限公司(以下簡稱「保定朝批」)*	有限責任公司	保定	批發業		銷售食品、化妝品、家用電器、日用雜品等			是	
Chaopi International Trading (Hong Kong) Co., Ltd. (International Trading Hong Kong) *	Limited company	HongKong, PRC	Wholesale	HKD5,000,000	Engaged in the import and export of goods and technology, food distribution, etc.	79.85	100	Yes	
朝批國際貿易(香港)有限公司(以下簡稱「國際貿易香港」)*	有限責任公司	香港	批發業	港幣5,000,000	從事貨物及技術的進出口業務、食品流通等			是	

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VIII. EQUITY IN OTHER ENTITIES (Continued)

Equity in subsidiaries (Continued)

Components of the Company (Continued)

Note:

* Chaopi Trading holds more than 50% of the equity interest of those companies which are deemed to be the subsidiaries. As the Company holds 79.85% of Chaopi Trading, the holding percentage is different with the voting rights percentage.

** Chaopi Trading's subsidiary holds more than 50% of the equity interest of those companies which are deemed to be the subsidiaries. As the Company holds 79.85% of Chaopi Trading, the holding percentage is different with the voting rights percentage.

Note 1: Due to the needs of operation and management, Jinan Chaopi Linda Trading Co.,Ltd. renamed "Shandong Chaoping Trading Co.,Ltd." on 7 May 2022.

Note 2: Due to the needs of operation and management, Chaopai Maolisheng was cancelled on 4 February 2024.

(2) Details of non-wholly owned subsidiaries:

八、在其他主體中的權益(續)

在子公司中的權益(續)

(1) 企業集團的構成(續)

註：

* 該等公司由朝批商貿擁有超過50%的權益，並被認定為朝批商貿之子公司。由於本公司直接持有朝批商貿79.85%的權益，故本公司通過朝批商貿間接持有該等公司的持股比例與表決權比例不同。

** 該等公司由朝批商貿之子公司擁有超過50%的權益，並被認定為朝批商貿之子公司之子公司。由於本公司直接持有朝批商貿79.85%的權益，故本公司通過朝批商貿間接持有該等公司的持股比例與表決權比例不同。

註1：由於經營管理需要，濟南朝批林達商貿有限公司於2022年3月7日更名為山東朝批商貿有限公司。

註2：由於經營管理需要，朝批茂利升於2024年2月4日註銷。

(2) 重要的非全資子公司詳情及主要財務資料如下

Name of subsidiaries	子公司名稱	Proportion of minority interests (%) 少數股東持股比例(%)	Profits and losses attributing to minority interests 歸屬於少數股東的收益(損失)		Dividends to minority interests 向少數股東分配股利		Minority interests 少數股東權益	
			2023 2023年度	2022 2022年度	2023 2023年度	2022 2022年度	2023 年末餘額	2022 年初餘額
Chaopi Trading and its subsidiaries	朝批商貿及其子公司	20.15 (Note) 20.15(註)	20,851,680	26,149,857	43,786,842	52,302,186	336,745,619	359,680,781

Note: The proportion of ownership interests and voting of the minority shareholders of subsidiaries are of equal.

註：子公司少數股東的持股比例與表決權比例相同。

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VIII. EQUITY IN OTHER ENTITIES (Continued)

八、在其他主體中的權益(續)

Equity in subsidiaries (Continued)

在子公司中的權益(續)

(2) Details of non-wholly owned subsidiaries: (Continued)

(2) 重要的非全資子公司詳情及主要財務資料如下(續)

Significant assets and liabilities

主要資產負債

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Current assets	流動資產	4,290,401,502	4,233,792,421
Non-current assets	非流動資產	500,951,870	569,093,143
Current liabilities	流動負債	3,702,012,717	3,671,134,320
Non-current liabilities	非流動負債	210,290,028	254,650,609

Financial performance and net cash flow

經營成果及現金淨流量

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Operating income	營業收入	6,415,456,823	6,141,379,425
Operating cost and other expenses	營業成本及費用	6,271,284,247	6,013,219,243
Net profit and total comprehensive income	淨利潤及綜合收益總額	66,312,440	58,815,989
Cash flows from operating activities	經營活動現金淨流量	(473,183,242)	513,225,655
Cash flows from investing activities	投資活動現金淨流量	10,587,552	(6,151,950)
Cash flows from financial activities	籌資活動現金淨流量	460,015,195	(612,750,977)

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IX. FINANCIAL INSTRUMENT AND RISK MANAGEMENT

The Group's financial instruments mainly comprise cash and bank balances, accounts receivable, other receivables, short-term investments, other equity instrument investments, other non-current financial assets, other non-current assets, other non-current assets due within one year, accounts payable, other payables, bonds payable, notes payable, short-term borrowings, long-term borrowings due within one year and long-term borrowings. Details of the financial instruments are set out in Note (VI). The risks associated with these financial instruments and the risk management policies on how to mitigate these risks are detailed as below. These risk exposures are managed and monitored by the management to ensure that such risks are within a limited range.

Risk management objectives and policies

The Group engages in risk management with the aim of achieving an appropriate balance between risks and returns, where the negative effects of risks against the operating results of the Group are minimized, in order to maximize the interests of shareholders and other stakeholders. Based on such objective of risk management, the fundamental strategy of risk management of the Group is to ascertain and analyze various risks exposures, establish appropriate risk tolerance thresholds, carry out risk management procedures and monitor these risks in a timely and reliable manner, thus to confine risk exposures within a prescribed scope.

九、與金融工具相關的風險

本集團的主要金融工具包括貨幣資金、應收賬款、其他應收款、短期投資、其他權益工具投資、其他非流動金融資產、其他非流動資產、一年內到期的其他非流動資產、應付賬款、其他應付款、應付債券、應付票據、短期借款、一年內到期的長期借款及長期借款等。各項金融工具的詳細情況詳見附註六相關項目。與這些金融工具有關的風險，以及本集團為降低這些風險所採取的風險管理政策如下所述。本集團管理層對這些風險敞口進行管理和監控以確保將上述風險控制在限定的範圍之內。

風險管理目標和政策

本集團從事風險管理的目標是在風險和收益之間取得適當的平衡，將風險對本集團經營業績的負面影響降低到最低水平，使股東的利益最大化。基於該風險管理目標，本集團風險管理的基本策略是確定和分析所面臨的各種風險，建立適當的風險承受底線和進行風險管理，並及時可靠地對各種風險進行監督，將風險控制在限定的範圍之內。

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IX. FINANCIAL INSTRUMENT AND RISK MANAGEMENT

九、與金融工具相關的風險(續)

(Continued)

Risk management objectives and policies (Continued)

風險管理目標和政策(續)

1.1 Market risk

1、市場風險

1.1.1 Exchange risk

(1) 外匯風險

Foreign exchange risk refers to the risk of losses due to changes in exchange rates. All transactions within the Group use RMB as the standard currency for bookkeeping. As of 31 December 2023 and 31 December 2022, the balance sheet of the Group was denominated in Renminbi, except that the monetary funds of approximately RMB51,001,578 and RMB7,386,469 were in foreign currencies. The management of the Group believes that exchange rate changes will not have a significant impact on the Group's total profits and shareholders' equity.

外匯風險指因匯率變動產生損失的風險。本集團內所有交易均以人民幣為記賬本位幣。於2023年12月31日及2022年12月31日，本集團的資產負債表中，除約為人民幣51,001,578元及人民幣7,386,469元的貨幣資金為外幣外，均以人民幣為單位。本集團管理層認為匯率變動不會對本集團的利潤總額及股東權益產生重大影響。

1.1.2 Interest rate risk – risk of changes in cash flows

(2) 利率風險－現金流量變動風險

The risk of changes in fair value from financial instruments as a result of interest rate change mainly relates to fixed interest securities. The Group's policy has not taken any action to eliminate fair value risk from fixed interest securities.

本集團的因利率變動引起金融工具公允價值變動的風險主要與固定利率債券有關。本集團目前並未採取任何措施規避固定利率債券所帶來的公允價值變動風險。

The risk of changes in cash flows from financial instruments as a result of interest rate change mainly relates to floating-rate bank loans (see Note (VI), 21 Short-term borrowings). It is the Group's policy to maintain floating interest rate of these loans in order to eliminate fair value risk due to interest rate change.

本集團因利率變動引起金融工具現金流量變動的風險主要與浮動利率銀行借款(詳見附註六、21短期借款)有關。本集團的政策是保持這些借款的浮動利率，以消除利率變動的公允價值風險。

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IX. FINANCIAL INSTRUMENT AND RISK MANAGEMENT

九、與金融工具相關的風險(續)

(Continued)

Risk management objectives and policies (Continued)

風險管理目標和政策(續)

1.1 Market risk (Continued)

1、市場風險(續)

1.1.2 Interest rate risk – risk of changes in cash flows (Continued)

(2) 利率風險—現金流量變動風險(續)

Interest rate risk sensitivity analysis is based on the assumption that a change in market interest rates would have an impact on interest income or expense of floating-rate financial instruments.

利率風險敏感性分析基於假設市場利率變化影響可變利率金融工具的利息收入或費用。

The management believes that the Group's exposure to interest rate risk in bank deposits is not significant, therefore did not disclose the sensitivity analysis of bank deposit interest rate. On the basis of the above assumption and supposing that other parameters remain constant (Without regard to the influence of capitalized interest), an 1% increase/(decrease) of interest rate would lead to a (decrease)/increase of RMB31,480,095 and RMB22,134,903 (before taxation) in current profit or loss and shareholders' equity in 2023 and 2022 respectively.

本集團管理層認為本集團所承擔銀行存款的利率風險並不重大，因此未在此披露對銀行存款的利率敏感性分析。於2023年度及2022年度在上述假設的基礎上，在其他變量不變的情況下(不考慮借款費用資本化的影響)，利率增加/ (減少) 1%對當期損益及股東權益的稅前影響分別為(減少) / 增加人民幣31,480,095元及人民幣22,134,903元。

1.2 Credit risk

2、信用風險

As at 31 December 2023 and 31 December 2022, the largest credit risk exposure related to a potential financial loss mainly derived from the failure in performance of contractual obligations by counterparty, which would result in a loss in financial assets, and the guarantees provided by the Group, including: the carrying amount of financial assets recognised in the consolidated balance sheet. The carrying amounts of the financial assets, which are recorded at fair value, represent the current risk exposure but not the maximum risk exposure that could arise in the future as a result of the change in fair values.

於2023年12月31日及2022年12月31日，可能引起本集團財務損失的最大信用風險敞口主要來自於合同另一方未能履行義務而導致本集團金融資產產生的損失以及本集團承擔的財務擔保，具體包括：合併資產負債表中已確認的金融資產的賬面金額；對於以公允價值計量的金融工具而言，賬面價值反映了其風險敞口，但並非最大風險敞口，其最大風險敞口將隨著未來公允價值的變化而改變。

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IX. FINANCIAL INSTRUMENT AND RISK MANAGEMENT

九、與金融工具相關的風險(續)

(Continued)

Risk management objectives and policies (Continued)

風險管理目標和政策(續)

1.2 Credit risk (Continued)

2、信用風險(續)

To reduce credit risk, the Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, balances of accounts receivable are monitored on an ongoing basis to ensure that the Group's exposure to bad debt is not significant.

為降低信用風險本集團僅與經認可的、信譽良好的第三方進行交易。按照本集團的政策，需對所有要求採用信用方式進行交易的客戶進行信用審核。另外，本集團對應收賬款餘額進行持續監控，以確保本集團不致面臨重大信用損失風險。

In addition, the Group reviews the recoverable amount of each individual trade debt at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts. Therefore, the management believes that the Group's exposure to credit risk has been effectively monitored and managed. The Group has adopted necessary policies to ensure that all customers have a good credit record. At 31 December 2023, except for the amounts included in account receivables top five (Note (VI) 3) and individual significant long-term receivables, the Group has no other significant concentration of credit risk.

此外，本集團於每個資產負債表日審核每一單項應收款的回收情況，以確保就無法回收的款項計提充分的信用損失準備。因此，本集團管理層認為本集團所承擔的信用風險已經得到有效監控。本集團採用了必要的政策確保所有客戶均具有良好的信用記錄。於2023年12月31日除附註六、3中披露的餘額前五名應收賬款及單筆重大的長期應收款外，本集團無其他重大信用集中風險。

The Group's working capital is deposited at banks with higher credit ratings, and hence the credit risk in working capital is insignificant.

本集團的流動資金存放在信用評級較高的銀行，故流動資金的信用風險較低。

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IX. FINANCIAL INSTRUMENT AND RISK MANAGEMENT

九、與金融工具相關的風險(續)

(Continued)

Risk management objectives and policies (Continued)

風險管理目標和政策(續)

1.2 Credit risk (Continued)

2、信用風險(續)

Maturity analysis of the financial assets overdue but unimpaired:

資產負債表日已逾期但未減值的金融資產的期限分析如下：

31 December 2023

2023年12月31日

		Overdue but unimpaired 已逾期未減值			Total 合計
		Within 1 month 逾期1個月內	1-3 months 逾期1-3個月	Over 3 months 逾期3個月以上	
Accounts receivable	應收賬款	60,561,705	26,386,504	84,641,450	171,589,659

31 December 2022

2022年12月31日

		Overdue but unimpaired 已逾期未減值			Total 合計
		Within 1 month 逾期1個月內	1-3 months 逾期1-3個月	Over 3 months 逾期3個月以上	
Accounts receivable	應收賬款	67,065,885	38,488,163	60,673,177	166,227,225

On 31 December 2023 and 31 December 2022, the accounts receivable that were past due but not impaired related to a number of independent customers that have a good track record with the Group. Other receivables that were past due but not impaired related to other amounts payable to the Group as a prevailing party in litigations. Based on past experience, the Group believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

於2023年12月31日及2022年12月31日，已逾期但未減值的應收賬款與大量的和本集團有良好交易記錄的獨立客戶有關。同時，已逾期但未減值的其他應收款與本集團獲得勝訴的其他應收款項有關。根據以往經驗，由於信用質量未發生重大變化且仍被認為可全額收回，本集團認為無需對其計提減值準備。

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IX. FINANCIAL INSTRUMENT AND RISK MANAGEMENT

(Continued)

Risk management objectives and policies (Continued)

1.3 Liquidity risk

In managing liquidity risk, the Group maintains and monitors cash and cash equivalents that are adequate in the opinion of the management, to meet the needs of the Group's operations and mitigate the impact from cash flow fluctuations. The management monitors the utilization of bank loans and ensures compliance with loan covenants. Meanwhile, the Group adopts banking instruments to meet short-term funding needs.

The Group manages its risk to deficiency of funds using a recurring liquidity planning tool. This tool considers both the maturity of its financial instruments and the projected cash flows from the Group's operations.

As at 31 December 2023, the Group's net current liabilities amounted to RMB585,787,920 (31 December 2022: RMB629,630,267). The Company uses bank loans and bonds as its major sources of funding. As at 31 December 2023, the Company had unutilized bank loan facilities of RMB0.85 billion. Based on the Company's unutilized bank loan facilities, profitability and cash flow forecast within the next 12 months, the management believes that the Company will have adequate funds in the future for timely repayment of the existing debts and maintaining its normal business activities.

九、與金融工具相關的風險(續)

風險管理目標和政策(續)

3、流動風險

管理流動風險時，本集團保持管理層認為充分的現金及現金等價物並對其進行監控，以滿足本集團經營需要，並降低現金流量波動的影響。本集團管理層對銀行借款的使用情況進行監控並確保遵守借款協議。同時，本集團採用銀行工具來滿足短期的資金需求。

本集團採用循環流動性計劃工具管理資金短缺風險。該工具既考慮其金融工具的到期日，也考慮本集團運營產生的預計現金流量。

於2023年12月31日，本公司淨流動負債為人民幣585,787,920元(2022年12月31日：人民幣629,630,267元)。本公司將銀行借款及債券作為主要資金來源。截止2023年12月31日，本公司尚未使用的銀行借款額度為人民幣8.5億元。基於本公司尚未使用的銀行借款額度、盈利能力以及未來12個月內的現金流量預測，本集團管理層認為未來可獲得足夠的資金及時償還現有負債以維持本公司正常經營活動。

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IX. FINANCIAL INSTRUMENT AND RISK MANAGEMENT 九、與金融工具相關的風險(續)

(Continued)

Risk management objectives and policies (Continued)

風險管理目標和政策(續)

1.3 Liquidity risk (Continued)

3、流動風險(續)

The following is the maturity analysis for financial liabilities held by the Group which is based on undiscounted remaining contractual obligations:

本集團持有金融負債按未折現剩餘合同義務的到期期限分析如下：

31 December 2023

2023年12月31日

		Within 1 Year 1年以內	1-2 years 1至2年	2-5 years 2至5年	Over 5 years 5年以上	Total 合計
Bank loans (including interest)	銀行借款(含利息)	3,220,006,052	-	-	-	3,220,006,052
Notes payable	應付票據	301,955,528	-	-	-	301,955,528
Accounts payable	應付賬款	500,113,481	14,398,689	14,152,807	-	528,664,977
Other payables (excluding rent received in advance)	其他應付款(不含預 收租金)	182,572,576	21,191,046	57,882,796	-	261,646,417
Lease Payments	租賃付款額	173,978,743	138,899,379	227,180,371	130,069,830	670,128,323
Total	合計	4,378,626,380	174,489,114	299,215,974	130,069,830	4,982,401,297

31 December 2022

2022年12月31日

		Within 1 Year 1年以內	1-2 years 1至2年	2-5 years 2至5年	Over 5 years 5年以上	Total 合計
Bank loans (including interest)	銀行借款(含利息)	2,219,794,572	-	-	-	2,219,794,572
Notes payable	應付票據	846,578,955	-	-	-	846,578,955
Accounts payable	應付賬款	830,347,926	26,855,530	-	-	857,203,456
Other payables (excluding rent received in advance)	其他應付款(不含預 收租金)	122,426,986	31,908,927	38,549,614	-	192,885,527
Lease Payments	租賃付款額	228,969,544	177,052,113	354,755,608	257,314,046	1,018,091,311
Total	合計	4,248,117,983	235,816,570	393,305,222	257,314,046	5,134,553,821

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X. DISCLOSURE OF FAIR VALUE

The financial assets at fair value through profits or loss (Note (VI) 9 (Note)), fair value of which determined in accordance with quoted market price of investee's stock, are classified as Level 1, known as quoted price (unadjusted) of similar assets and liabilities in active market.

The management considers that the carrying amounts of financial assets and financial liabilities measured at amortized costs in the financial statements approximate their fair values.

十、公允價值的披露

以公允價值計量且其變動計入當期損益的金融資產(附註六、9之注)以其投資單位基金產品在市場上的報價作為公允價值屬於公允價值計量的第1層級，即同類資產或負債在活躍市場上(未經調整)的報價。

本集團管理層認為，財務報表中按攤餘成本計量的金融資產及金融負債的賬面價值接近該等資產及負債的公允價值。

XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS

1. Parent of the Company

Name of the parent company	Type	Place of incorporation	Legal representative	Nature of business	Registered capital (10 thousand yuan)	Proportion of the entity's ownership interests held by the parent (%) 母公司對本企業的持股比例(%)	Proportion of the entity's voting power held by the parent (%) 母公司對本企業的表決權比例(%)	The ultimate controlling party of the Company	Uniform social credit code
母公司名稱	企業類型	註冊地	法人代表	業務性質	註冊資本(萬元)			本企業最終控制方	統一社會信用代碼
Chaofu Company	Limited Liability Company (Sole proprietorship of legal entity)	Beijing	Zhao Yanchuan	Sales of food and oil products	72,000.00	40.61	40.61	Beijing Chaoyang State owned Capital Operation and Management Co., Ltd	9111000010163706x9
朝富公司	有限責任公司 (法人獨資)	北京市	趙燕川	銷售食品糧油製品				北京朝陽國有資本運營管理有限公司	9111000010163706x9

十一、關聯方及關聯交易

1、本集團的母公司情況

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (Continued)

十一、關聯方及關聯交易(續)

2. Subsidiaries of the Company

2、本集團的子公司情況

Please refer to Note (VIII) Equity in subsidiaries for the details of the subsidiaries of the Company.

詳見附註八、在子公司中的權益。

3. Other related parties

3、其他關聯方情況

No. 序號	Names of other related parties 其他關聯方名稱	Relationship between other related parties and the company 其他關聯方與本企業關係
1	Beijing Hongchaoweiyee State-owned Assets Management Co., Ltd. ("Hongchaoweiyee") 北京弘朝偉業國有資產經營有限責任公司 (以下簡稱「弘朝偉業」)	Controlled by the same parent company 受同一母公司控制
2	Beijing Jinchaoyang Commerce State-owned Capital Operation Company ("Jinchaoyang") 北京金朝陽國有資本運營管理有限公司 (以下簡稱「金朝陽」)	Controlled by the same parent company 受同一母公司控制
3	Beijing Shoulian Commercial Group Co., Ltd. ("Shoulian Group") 北京首聯商業集團有限公司(以下簡稱「首聯集團」)	Controlled by the same parent company 受同一母公司控制

4. Related party transaction

4、其他關聯交易情況

(1) Related party's lease transaction

(1) 關聯租賃情況

Lessor 出租方	Lessee 承租方	Type of lease 交易類型	Pricing basis of related party transaction 關聯交易定價依據	Notes 附註	2023 2023年度 Amount 金額	2022 2022年度 Amount 金額
Chaofu Company 朝富公司	The Company 本公司	Rental expenses 租金	Price negotiated 按雙方協商的價格	Note 註	618,282	618,282
Hongchaoweiyee 弘朝偉業	Chaopi Trading, a subsidiary of the Company 本公司之子公司朝批商貿	Rental expenses 租金	Price negotiated 按雙方協商的價格	Note 註	944,521	944,521
Hongchaoweiyee 弘朝偉業	The Company 本公司	Rental expenses 租金	Price negotiated 按雙方協商的價格	Note 註	7,391,866	7,391,866
Jinchaoyang 金朝陽	The Company 本公司	Rental expenses 租金	Price negotiated 按雙方協商的價格		3,668,250	3,668,250

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XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (Continued)

十一、關聯方及關聯交易(續)

4. Related party transaction (Continued)

4、其他關聯交易情況(續)

(1) Related party's lease transaction (Continued)

(1) 關聯租賃情況(續)

Note: On 30 April 2004, the Company and its subsidiary Chaopi Trading leased several properties in Beijing from Chaofu Company, pursuant with annual rent incremental on every five years for a term from 1 January 2004 to 31 December 2023. From 2006 to 2009, the Group entered into lease contracts or supplemental agreements on several properties. As at 30 June 2011, the annual rents under the contracts with Chaofu Company were RMB7,344,499 and RMB920,853 respectively for the Company and its subsidiary Chaopi Trading. On 30 June 2011, except for the properties used by 10 stores of the Company (including 5 properties still owned by Chaofu Company and 5 properties for which lease agreements were terminated), the State-owned Assets Supervision and Administration Commission of Beijing Chaoyang District ("SASAC Chaoyang") approved the transfer of the land and properties used by the Company from Chaofu Company to Beijing Hongchao Weiye SOE Management Company Limited ("Hongchao Weiye"). The Company continued to lease the properties owned by Chaofu Company for its 5 stores at annual rent of RMB162,758 with incremental once every five years. On 18 June 2012, the Company entered into a property lease supplemental agreement with Chaofu Company, pursuant to which the annual rent for the aforesaid five properties were adjusted to RMB1,111,933 effecting from 1 July 2012 with incremental by 3% every five years; and 1 additional property was leased at annual rent of RMB214,412 with incremental by 3% every five years for a term from 1 July 2012 to 31 December 2023. According to relevant agreements and documents, starting from 1 January 2015, the Company's annual rental fees to Chaofu Company will be restored to the lease agreement signed before 18 June 2012.

註：於2004年4月30日，本公司及本公司之子公司朝批商貿向朝富公司租入的位於北京市的若干物業，年租金每五年遞增一次，租賃期自2004年1月1日至2023年12月31日。自2006年至2009年，本集團與朝富公司陸續簽訂幾處物業的租賃合同或補充協議。截至2011年6月30日，本公司與本公司之子公司朝批商貿與朝富公司約定的合同年租金分別為人民幣7,344,499元及人民幣920,853元。於2011年6月30日，北京市朝陽區國有資產監督管理委員會批准將上述朝富公司租賃給本公司的房地產除10處門店所使用的房地產(其中5處仍為朝富公司的地產，另外5處終止租賃協議)之外的劃轉給弘朝偉業。朝富公司持有的繼續租賃給公司5處門店的房地產的年租金為人民幣162,758元，每五年遞增一次。於2012年6月18日，本公司與朝富公司簽訂房屋租賃補充協議，自2012年7月1日起，上述5處租賃物業的年租金調整至人民幣1,111,933元，每五年遞增3%；且該補充協議新增1處租賃物業，租賃期自2012年7月1日至2023年12月31日，年租金為人民幣214,412元，每五年遞增3%。根據相關協議及文件規定，自2015年1月1日起，本公司對朝富公司的年租金費用恢復至2012年6月18日之前簽訂的租賃協議。

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XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (Continued)

4. Related party transaction (Continued)

(1) Related party's lease transaction (Continued)

On 1 July 2011, the Company entered into lease contracts with Hongchao Weiye to renew the leasing of properties under the original contractual terms at annual rent of RMB7,344,499 effecting from 1 July 2011. On 1 July 2012, the Company entered into supplemental agreements to the aforesaid lease contracts with Hongchao Weiye, pursuant to which the annual rents for such properties were adjusted to RMB26,997,108 effecting from the same day with incremental by 3% every five years

On 1 July 2011, the Company's subsidiary Chaopi Trading entered into lease contracts with Hongchao Weiye to renew the leasing of properties under the original contractual terms at annual rent of RMB920,853 effecting from 1 July 2011. On 1 July 2012, the Company's subsidiary Chaopi Trading entered into supplemental agreements to the aforesaid lease contracts with Hongchao Weiye, pursuant to which the annual rents for such properties were adjusted to RMB2,808,259 effecting from the same day with incremental by 3% every five years.

十一、關聯方及關聯交易(續)

4、其他關聯交易情況(續)

(1) 關聯租賃情況(續)

於2011年7月1日，本公司與弘朝偉業簽訂了租賃合同，按原合同條款規定續租劃轉房產，自2011年7月1日起年租金為人民幣7,344,499元。於2012年7月1日，本公司與弘朝偉業就上述租賃合同簽訂了補充協議，自該日起上述租賃物業年租金調整為人民幣26,997,108元，每五年遞增3%。

於2011年7月1日，本公司之子公司朝批商貿與弘朝偉業簽訂了租賃合同，按原合同條款規定續租劃轉房產，自2011年7月1日起年租金為人民幣920,853元。於2012年7月1日，朝批商貿與弘朝偉業就上述租賃合同簽訂了補充協議，自該日起上述租賃物業年租金調整為人民幣2,808,259元，每五年遞增3%。

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XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (Continued)

十一、關聯方及關聯交易(續)

4. Related party transaction (Continued)

4、其他關聯交易情況(續)

(1) Related party's lease transaction (Continued)

(1) 關聯租賃情況(續)

On 18 December 2013, the Company entered into supplemental agreements to the aforesaid lease contracts with Hongchao Weiye. Considering the Company paid relevant construction fees on the rebuild project of certain of the properties in previous years and the renovation project conducted by the Company on behalf of Hongchao Weiye, Hongchao Weiye will compensate the Company for the cost of construction costs and related taxes paid ("agent construction fees") on property renovation project and re-build project of RMB86,742,211, including RMB41,265,838 recorded in other receivables and RMB45,476,373 recorded in long-term receivables. Meanwhile, agent construction fees receivables of RMB22,197,108 recorded in other receivables will immediately offset the rent payable to Hongchao Weiye at the end of 2013 as agreed by both parties. From the 1 January 2014 to 31 December 2023, the fees on the rebuild project of certain properties in previous years and the renovation project conducted by the Company on behalf of Hongchao Weiye will offset the rent to the Hongchao Weiye at end of every year.

於2013年12月18日，本公司與弘朝偉業就上述租賃合同簽訂補充協議，針對本公司以前年度對部分租賃物業進行重建以及弘朝偉業委託本公司代其對指定租賃物業實施加固改造過程中本公司支付的相關工程款項，弘朝偉業將按照協商價格及約定進度表償付相關加固改造工程支出及重建工程成本支出和代墊稅金(「代建工程款」)共計人民幣86,742,211元，分別記入其他應收款人民幣41,265,838元及長期應收款人民幣45,476,373元。同時，根據雙方約定，其他應收款中人民幣22,197,108元的應收代建工程款及代墊加固改造工程支出餘額，於2013年末與應付弘朝偉業租金餘額進行一次性抵減。2014年1月1日至2023年12月31日期間的租賃期限內，由本公司代弘朝偉業承擔的用於租賃物業的加固、改造工程的支出額，可一次性抵減本公司於每年末對弘朝偉業的應付租金餘額。

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XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (Continued)

4. Related party transaction (Continued)

(1) Related party's lease transaction (Continued)

On 25 November 2014, the Company entered into supplemental agreements again to terminate the two supplemental agreements assigned on 1 July 2012 and 18 December 2013 respectively. From 1 July 2014 to 31 December 2023, the annual rents of such properties were adjusted to revert to the amount in the agreements on 1 July 2011, which were RMB7,344,499 and RMB920,853 respectively with incremental by 3% every five years. Meanwhile, for the rest of agent construction fee amounted to RMB58,164,490 on 30 June 2014, Hongchao Weiye won't take the responsibility of paying the funds back when the original agreement and supplemental agreements are executed efficiently. The aforesaid rest of agent construction fee is undertaken and amortized by the Company.

(2) Related party loans

Lessor 借款方	Lessee 出借方	Type of lease 交易類型	Pricing basis of related party transaction 關聯交易定價依據	2023 2023年度 Amount 金額	2022 2022年度 Amount 金額
Shoulian Group 首聯集團	Shoulian Supermarket, a subsidiary of the Company 本公司之子公司首聯超市	loan 借款 Interest 利息	Price negotiated 按雙方協商的價格	5,952,635	9,929,170
				755,376	505,948
Shoulian Group 首聯集團	Lianchao Limited, a subsidiary of the Company 本公司之子公司聯超公司	loan 借款 Interest 利息	Price negotiated 按雙方協商的價格	32,600,000	32,600,000
				2,261,625	1,151,422

十一、關聯方及關聯交易(續)

4、其他關聯交易情況(續)

(1) 關聯租賃情況(續)

於2014年11月25日，本集團與弘朝偉業就上述租賃合同再次簽訂補充協議，終止上述2012年7月1日及2013年12月18日分別簽訂的兩份補充協議，自2014年7月1日至2023年12月31日，上述租賃物業年租金恢復成2011年7月1日簽訂的租賃合同金額，即分別為人民幣7,344,499元及人民幣920,853元，每五年遞增3%。同時，針對上述代建工程款於2014年6月30日餘額人民幣58,164,490元，弘朝偉業在原租賃協議及本補充協議得到有效執行的條件下不再承擔還款義務。上述代建工程款餘額作為預付房租在剩餘租賃期間內進行攤銷。

(2) 關聯方借款情況

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XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (Continued)

十一、關聯方及關聯交易(續)

4. Related party transaction (Continued)

4、其他關聯交易情況(續)

(3) Compensation for key management personnel

(3) 關鍵管理人員報酬

Item	項目名稱	2023 2023年度	2022 2022年度
Compensation for key management:	關鍵管理人員報酬：		
Short-term employee benefits	短期僱員福利	5,573,424	8,159,504
Post-employment benefits	退休後福利	596,456	546,274
Total	合計	6,169,880	8,705,778

Key management members are personnel having authority and responsibility for planning, directing and controlling the activities of the Group, including directors, supervisors and other personnel to exercise similar functions. Emolument paid to key management includes wages or salaries, bonus, allowance, subsidies.

關鍵管理人員指有權利並負責進行計劃、指揮和控制企業活動的人員，包括董事、監事及其他行使類似政策職能的人員。支付給關鍵管理人員的報酬包括基本工資、獎金及各項補貼。

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XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (Continued)

十一、關聯方及關聯交易(續)

4. Related party transaction (Continued)

4、其他關聯交易情況(續)

(3) Compensation for key management personnel

(3) 關鍵管理人員報酬(續)

(Continued)

According to the requirements of Companies Ordinance of Hong Kong and the Listing Rules of The Stock Exchange of Hong Kong Limited, emoluments of directors and supervisors for the year are as follows:

根據香港聯交所證券上市規則及香港公司條例，年內董事及監事酬金如下：

(a) Independent non-executive directors

(a) 獨立非執行董事薪酬

The fees paid to independent non-executive directors during the year were as follows:

年度內支付獨立非執行董事袍金如下

	RMB'000	2023 2023年度	2022 2022年度
Independent non-executive directors	獨立非執行董事		
Onward Choi	蔡安活	119	182
Chen Liping	陳立平	42	42
Wang Liping	王利平	42	42
Kot Man Tat	葛文達	56	-
Total	合計	259	266

Note: On 12 June 2023, Mr. Onward Choi passed away; The appointment of Mr. Kot Man Tat as an independent non-executive director of the Company was approved at the extraordinary general meeting of the Company on 24 August 2023.

註：2023年6月12日，蔡安活先生逝世；2023年8月24日，2023年股東特別大會決議批准葛文達先生為公司獨立非執行董事。

There were no other emoluments payable to the independent non-executive directors during 2023 and 2022.

於2023年度及2022年度無其他應付酬金予獨立非執行董事。

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XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (Continued)

十一、關聯方及關聯交易(續)

4. Related party transaction (Continued)

4、其他關聯交易情況(續)

(3) Compensation for key management personnel

(3) 關鍵管理人員報酬(續)

(Continued)

(b) Executive directors, non-executive directors, supervisors and the chief executive

(b) 執行董事、非執行董事、監事及總經理

		RMB'000			人民幣千元	
2023	2023年度	Fees 袍金	Salaries, allowances and benefits in kind 薪金、獎金、津貼及實物福利	Performance related bonuses * 績效獎金*	Post-employment benefits contributions 退休福利供款	Total 總酬金
Executive directors:	執行董事：					
Zhang liwei	張立偉	-	479	154	63	696
Li Chunyan	李春燕	-	304	124	42	470
Li Shenlin	李慎林	-	417	124	63	604
Wang Hong	王虹	-	320	162	43	525
Zhang Hongbo	張紅波	-	105	-	16	121
Subtotal	小計	-	1,625	564	227	2,416
Non-executive directors:	非執行董事：					
Li Jianwen	李建文	-	-	-	-	-
Li Shunxiang	李順祥	-	-	-	-	-
Zhang yan	張彥	-	-	-	-	-
Subtotal	小計	-	-	-	-	-
Supervisors:	監事：					
Liu Wenyu	劉文瑜	-	131	162	15	308
Wang Liming	王利明	-	286	-	48	334
Niu Hongyan	牛紅艷	-	310	57	50	417
Li Chunyi	李春溢	-	385	108	57	550
Yang Baoqun	楊寶群	-	-	-	-	-
Chen Zhong	陳鍾	35	-	-	-	35
Wang Deshan	王德山	35	-	-	-	35
Subtotal	小計	70	1,112	327	170	1,679
Total	合計	70	2,737	891	396	4,095

Note: On 17 May 2023, the 2022 annual general meeting of shareholders approved Ms. Wang Hong as the executive director of the company, Mr. Wang Liming as the supervisor, Mr. Li Shunxiang no longer serving as the non-executive director of the company due to the new work arrangement, and Ms. Liu Wenyu no longer serving as the supervisor of the company due to the new work arrangement; On 20 October 2023, the second special meeting of shareholders approved Mr. Zhang Hongbo as the executive director of the Company, while Ms. Li Chunyan will no longer serve as the executive director due to new work arrangements.

註：2023年5月17日，2022年股東週年大會批准王虹女士為公司執行董事，王利明先生為公司監事，李順祥先生因新的工作安排不再擔任公司非執行董事，劉文瑜女士因新的工作安排不再擔任公司監事；2023年10月20日，2023年第二次股東特別大會決議批准張紅波先生為公司執行董事，李春燕女士因新的工作安排不再擔任公司執行董事。

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XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (Continued)

十一、關聯方及關聯交易(續)

4. Related party transaction (Continued)

4、其他關聯交易情況(續)

(3) Compensation for key management personnel

(3) 關鍵管理人員報酬(續)

(Continued)

(b) Executive directors, non-executive directors, supervisors and the chief executive (Continued)

(b) 執行董事、非執行董事、監事及總經理(續)

		RMB'000			人民幣千元	
2022	2022年度	Fees 袍金	Salaries, allowances and benefits in kind 薪金、獎金、津貼及實物福利	Performance related bonuses * 績效獎金*	Post-employment benefits contributions 退休福利供款	Total 總酬金
Executive directors:	執行董事：					
Zhang Liwei	張立偉	-	471	590	58	1,119
Li Chunyan	李春燕	-	409	560	58	1,027
Li Shenlin	李慎林	-	409	542	58	1,009
Subtotal	小計	-	1,289	1,692	174	3,155
Non-executive directors:	非執行董事：					
Li Jianwen	李建文	-	-	-	-	-
Li Shunxiang	李順祥	-	-	-	-	-
Zhang yan	張彥	-	-	-	-	-
Subtotal	小計	-	-	-	-	-
Supervisors:	監事：					
Liu Wenyu	劉文瑜	-	408	513	58	979
Niu Hongyan	牛紅艷	-	293	61	48	402
Li Chunyi	李春溢	-	302	153	50	505
Yang Baoqun	楊寶群	-	-	-	-	-
Chen Zhong	陳鍾	35	-	-	-	35
Wang Deshan	王德山	35	-	-	-	35
Subtotal	小計	70	1,003	727	156	1,956
Total	合計	70	2,292	2,419	330	5,111

* Performance related bonuses of these executives and supervisors are related to the profit of the Group of last year.

* 該等董事及關鍵管理人員的績效獎金是根據公司上一年的利潤確定的。

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XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (Continued)

十一、關聯方及關聯交易(續)

4. Related party transaction (Continued)

4、其他關聯交易情況(續)

(3) Compensation for key management personnel (Continued)

(3) 關鍵管理人員報酬(續)

(b) Executive directors, non-executive directors, supervisors and the chief executive (Continued)

(b) 執行董事、非執行董事、監事及總經理(續)

In 2023 and 2022, there was no arrangement under which a director or a supervisor waived or agreed to waive any remuneration, and no emoluments was paid by the Group to a director or a supervisor as bonuses as an inducement to join or upon joining the Group or compensations for termination of service or loss of any office.

於2023年度及2022年度，董事或監事概無放棄或同意放棄任何酬金，而集團並無支付酬金予董事、監事，以作為加盟集團或加盟集團後的獎勵或終止服務或失去職位的補償。

(c) Details of the remuneration of the five highest paid employees during the year are as follows:

(c) 本年度內，五位最高薪僱員薪酬詳情分析如下

		RMB'000	人民幣千元
Item	項目	2023 2023年度	2022 2022年度
Salaries, allowances and benefits in kind	薪金、獎金、津貼及實物福利	2,586	4,243
Performance related bonuses	績效獎金	19,226	17,420
Post-employment benefits contributions	退休福利供款	324	295
Total	合計	22,136	21,958

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XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (Continued)

十一、關聯方及關聯交易(續)

4. Related party transaction (Continued)

4、其他關聯交易情況(續)

(3) Compensation for key management personnel

(3) 關鍵管理人員報酬(續)

(Continued)

(c) Details of the remuneration of the five highest paid employees during the year are as follows:
(Continued)

(c) 本年度內，五位最高薪僱員薪酬詳情分析如下(續)

The number of employees whose remuneration fell within the following bands is as follows:

薪酬介於下列區間的僱員數量

		2023 2023年度	2022 2022年度
HKD1,000,001 to HKD1,500,000	1,000,001至1,500,000港元	-	-
HKD1,500,001 to HKD2,000,000	1,500,001至2,000,000港元	2	1
HKD2,000,001 to HKD2,500,000	2,000,001至2,500,000港元	-	2
HKD2,500,001 to HKD3,000,000	2,500,001至3,000,000港元	1	-
HKD3,000,001 to HKD3,500,000	3,000,001至3,500,000港元	-	-
HKD3,500,001 to HKD4,000,000	3,500,001至4,000,000港元	-	-
HKD4,000,001 to HKD6,000,000	4,000,001至6,000,000港元	1	1
HKD6,000,001 to HKD10,000,000	6,000,001至10,000,000港元	-	-
HKD10,000,001 to HKD15,000,000	10,000,001至15,000,000港元	1	1
Total	合計	5	5

The above related party transactions under paragraph 3 of Note (XI) constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules which are fully exempt from shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

上述附註十一、3涉及的關聯交易構成《上市規則》第14A章項下本公司的持續關聯交易，該等持續關聯交易在《上市規則》第14A章下獲全面豁免遵守股東批准、年度審閱及所有披露規定。

No emolument was paid by the Group to any of the directors, supervisors or the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office for both years.

於兩個年度，本集團並無向任何董事、監事和五位最高薪酬員工支付酬金以吸引彼等加入本集團或作為彼等加入後的獎金，也無向彼等支付酬金作為離職補償。

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XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (Continued)

十一、關聯方及關聯交易(續)

5. Receivables and payables of related parties

5、關聯方應收應付款項

The balance of accounts receivable between the Group and related parties is as follows

本集團與關聯方應收款項餘額如下

Item	Nature of Payment	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
項目	款項性質		
Other receivables 其他應收款			
Shoulian Group 首聯集團	Borrowings 借款利息	3,017,001	1,657,370
Right-of-use asset 使用權資產			
Hongchaoweiye 弘朝偉業	Lease 租賃	-	7,248,469
Chaofu Company 朝富公司	Lease 租賃	-	528,622
Jinchaoyang 金朝陽	Lease 租賃	-	2,838,920
Shoulian Group 首聯集團	Lease 租賃	-	-
Other non-current assets 其他非流動資產			
Shoulian Group 首聯集團	Loan 借款	-	42,529,170
Non-current assets due within one year 一年內到期的非流動資產			
Shoulian Group 首聯集團	Loan 借款	38,552,635	-

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XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (Continued)

十一、關聯方及關聯交易(續)

5. Receivables and payables of related parties (Continued)

5、關聯方應收應付款項

The balance of payables between the Group and related parties is as follows

本集團與關聯方應付款項餘額如下

Item	Nature of Payment	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
項目	款項性質		
Non-current liabilities due within one year 一年內到期的非流動負債			
Hongchaoweiye 弘朝偉業	Lease 租賃	-	6,976,760
Chaofu Company 朝富公司	Lease 租賃	-	581,176
Jinchaoyang 金朝陽	Lease 租賃	-	3,448,100
Lease liability 租賃負債			
Hongchaoweiye 弘朝偉業	Lease 租賃	-	-
Chaofu Company 朝富公司	Lease 租賃	-	-
Jinchaoyang 金朝陽	Lease 租賃	-	-

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XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (Continued)

十一、關聯方及關聯交易(續)

6. Related party commitments

The Company had signed a lease contract with Chaofu Company, Hongchaoweiye and Jinchaoyang for operation and storage.

The anticipated future rent by the Group:

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
1 st year subsequent to the balance sheet date	資產負債表日後第1年	6,864,993	12,622,919
2 nd year subsequent to the balance sheet date	資產負債表日後第2年	-	-
3 rd year subsequent to the balance sheet date	資產負債表日後第3年	-	-
Subsequent periods	以後年度	-	-
Total	合計	6,864,993	12,622,919

The above related party transactions under paragraph 3 of Note (IX) constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules which are fully exempt from shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

6、關聯方承諾

本公司與朝富公司、弘朝偉業、金朝陽簽訂了房屋租賃合同，用於門店的經營。

本集團預計於未來年度支付的租金為

上述附註九、3涉及的關聯交易構成《上市規則》第14A章項下本公司的持續關聯交易，該等持續關聯交易在《上市規則》第14A章下獲全面豁免遵守股東批准、年度審閱及所有披露規定。

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XII. COMMITMENTS AND CONTINGENCIES

十二、承諾及或有事項

1. Significant commitments

1、重大承諾事項

Capital commitments

資本承諾

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Acquisition of fixed assets Authorized but not contracted	購置固定資產 已授權但未簽約	357,870,752	418,185,535
Contracted but not provided	已簽約但未撥備	93,463,326	114,739,418
Total	合計	451,334,077	532,924,953

2. Contingencies

2、或有事項

Contingencies arising from pending litigation

未決訴訟形成的或有事項

On 8 July 2022, the Company filed a lawsuit with the People's Court of Chaoyang District, Beijing. The cause of the lawsuit was to request confirmation of the invalidity of the "Land Acquisition and Compensation Agreement" and the "Supplementary Agreement on the" Land Acquisition and Compensation Agreement "signed with the People's Government of Guanzhuang Township, Chaoyang District, Beijing and the Beijing Guanzhuang Agriculture and Industry Federation Company, and to refund the compensation fee of RMB45,132,000 paid by the Company to the defendant and the interest during the period of the defendant's occupation compensation fee. The Chaoyang District People's Court of Beijing filed a case with (2022) Jing 0105 Min Chu No. 60627, which has not yet been heard by the court.

2022年7月8日，本公司向北京市朝陽區人民法院提起訴訟，訴訟事由：請求確認與北京市朝陽區管莊鄉人民政府及北京市朝陽區管莊農工商聯公司簽署的《土地徵用與補償協議》《關於〈土地徵用與補償協議〉的補充協議》無效，並返還本公司已向其支付的補償費人民幣45,132,000元及被告佔用補償費期間的利息，北京市朝陽區人民法院以2022京0105民初60627號案件立案，截止目前該事項法院尚未判決。

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XIII. SIGNIFICANT SUBSEQUENT EVENTS AFTER BALANCE SHEET DATE

Except for the above matters and those disclosed in Notes VI(38), as at the approval date of the financial statements, the Group has no other events after the balance sheet date that need to be disclosed.

十三、資產負債表日後事項

除上述事項及附註六、38所披露事項外，截至本財務報表批准日，本集團無其他須作披露的資產負債表日後事項。

XIV. OTHER SIGNIFICANT EVENTS

1. Disclosure of fair value

1.1 Assets measured at fair value

Item	項目	The end of the fair value 年末公允價值			Total 合計
		First level fair value measurement 第一層次 公允價值計量	Second level fair value measurement 第二層次 公允價值計量	Third level fair value measurement 第三層次 公允價值計量	
Continuous fair value measurement	持續的公允價值計量				
Other equity instruments	其他權益工具	-	-	43,000,000	43,000,000
Other non-current financial assets	其他非流動金融資產	56,536,513	-	-	56,536,513
Total liabilities consistently measured at fair value	持續以公允價值計量 的資產總額	56,536,513	-	43,000,000	99,536,513

1.2 Basis for determining the market price of continuous and non-sustainable first-level fair value measurement projects

The market price of the project is determined based on the transaction statement provided by the securities company.

1、公允價值的披露

1 以公允價值計量的資產

2 持續和非持續第一層次公允價值計量項目市價的確定依據

項目市價的確定依據為證券公司提供的交易對賬單。

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XIV. OTHER SIGNIFICANT EVENTS (Continued)

1. Disclosure of fair value (Continued)

1.3 Basis for determining the market value of fair value measurement items at the third level, whether continuous or non continuous

The Company's other equity instrument investments refer to non listed company equity investments that are designated to be measured at fair value with changes recognized in other comprehensive income and have no control, joint control, or significant impact. If there have been no significant changes in the operating environment, operating conditions, and financial condition of the invested entity, the Company shall measure the fair value based on the investment cost as a reasonable estimate; When there is a significant change in the above situation but there is insufficient recent information on its fair value, the company measures the fair value based on the net assets of the invested entity as a reasonable estimate.

十四、其他重要事項(續)

1、公允價值的披露(續)

3 持續和非持續第三層次公允價值計量項目市價的確定依據

本公司其他權益工具投資系指定以公允價值計量且其變動計入其他綜合收益的無控制、共同控制和重大影響的非上市公司股權投資。被投資方單位經營環境、經營情況和財務狀況等未發生重大變化，本公司按投資成本作為公允價值的合理估計進行計量；當上述情況發生重大變化但其公允價值近期信息不足的，公司則以被投資單位淨資產作為公允價值的合理估計的基礎進行計量。

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XIV. OTHER SIGNIFICANT EVENTS (Continued)

十四、其他重要事項(續)

2. Segment reporting

For the purpose of management, the Group classified the operations into three segments according to the product and service:

- (a) The retailing segment mainly engages in the distribution of food, untagged food, daily necessities, drinks and cigarettes, hardware and household appliances;
- (b) The wholesaling segment mainly engages in the wholesale supply of daily consumer products, including food, untagged food, beverages, drinks, cigarettes and daily necessities;
- (c) The “others” segment comprises, principally, selling plastic packing products, hotel services and school training services.

Management monitors the results of the Group’s operating segments separately aiming at making decisions about resources allocation and performance assessment.

2、分部報告

出於管理目的，本集團根據產品和服務劃分成業務單元，本集團有如下三個報告分部：

- (a) 零售分部主要為銷售食品、副食品、日用百貨、煙酒、五金家電等商品；
- (b) 商品批發分部主要為食品、副食品、飲料、酒、日用百貨等商品的批發業務；
- (c) 其他分部主要業務為銷售塑料包裝製品、賓館客房服務、學校培訓服務等。

管理層出於配置資源和評價業績的決策目的，對各業務單元的經營成果分開進行管理。分部業績，以報告的分部利潤為基礎進行評價。

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XIV. OTHER SIGNIFICANT EVENTS (Continued)

十四、其他重要事項(續)

2. Segment reporting (Continued)

2、分部報告(續)

The segment report information is disclosed according to the accounting policies and measurement standard adopted by each segment when reporting to the board of directors and these principles of measurement should be consistently with the accounting policy and measurement standard of this financial statement.

分部報告信息根據各分部向管理層報告時採用的會計政策及計量標準披露，這些計量基礎與編製本財務報表時的會計政策與計量基礎保持一致。

All the assets and liabilities have been allocated to respective segment, no unallocated asset and liability which are centrally managed by the Group.

所有資產和負債均包括在分部信息披露中，不存在由本集團統一管理的資產和負債。

The transfer pricing of inter-segment is based on the market price as well as the actual transaction price.

經營分部間的轉移定價，參考市場報價按照交易雙方約定的價格進行。

For the year ended 31 December 2023

2023年度

Item	項目	Retailing 零售	Wholesaling 商品批發	Others 其他業務	Inter-segment offset 分部間相互抵減	Total 合計
Operating income	營業收入					
External revenue	對外交易收入	3,327,776,842	6,114,655,266	25,457,262	-	9,467,889,370
Inter-segment revenue	分部間交易收入	31,199,911	300,801,558	19,342,472	(351,343,941)	-
Total	合計	3,358,976,753	6,415,456,824	44,799,734	(351,343,941)	9,467,889,370
Total profit	利潤總額	(112,860,072)	116,541,654	1,484,473	-	5,166,055
Income tax expense	所得稅費用	8,343,714	49,086,696	475,918	-	57,906,328
Net profit	淨利潤	(121,203,786)	67,454,958	1,008,555	-	(52,740,273)
Total assets	資產總額	2,918,131,113	4,791,353,372	274,240,477	(851,680,271)	7,132,044,691
Total liabilities	負債總額	2,234,554,068	3,912,302,747	23,519,070	(871,198,931)	5,299,176,954
Supplementary information:	補充信息：					
Depreciation and amortization expenses	折舊和攤銷費用	239,232,469	82,279,870	1,829,014	-	323,341,353
Credit impairment loss	信用減值損失	127,335	17,486,317	53,367	-	17,667,019
Capital expenditures	資本性支出	59,048,311	49,368,048	323,325	-	108,739,684

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XIV. OTHER SIGNIFICANT EVENTS (Continued)

十四、其他重要事項(續)

2. Segment reporting (Continued)

2、分部報告(續)

For the year ended 31 December 2022

2022年度

Item	項目	Retailing 零售	Wholesaling 商品批發	Others 其他業務	Inter-segment offset 分部間相互抵減	Total 合計
Operating income	營業收入					
External revenue	對外交易收入	3,720,357,143	5,799,398,314	21,598,732	-	9,541,354,189
Inter-segment revenue	分部間交易收入	31,544,373	343,852,915	22,391,241	(397,788,529)	-
Total	合計	3,751,901,516	6,143,251,229	43,989,973	(397,788,529)	9,541,354,189
Total profit(loss)	利潤總額	(125,456,387)	101,831,138	(4,347)	-	(23,629,596)
Income tax expense	所得稅費用	1,401,499	38,836,934	1,170,523	-	41,408,956
Net profit	淨利潤	(126,857,886)	62,994,204	(1,174,870)	-	(65,038,552)
Total assets	資產總額	3,163,780,613	4,806,025,955	295,404,813	(771,269,145)	7,493,942,236
Total liabilities	負債總額	2,373,504,103	3,925,971,751	31,900,277	(768,328,250)	5,563,047,881
Supplementary information:	補充信息：					
Depreciation and amortization expenses	折舊和攤銷費用	263,689,484	81,862,365	5,510,671	-	351,062,520
Credit impairment loss	信用減值損失	-	8,632,574	-	-	8,632,574
Capital expenditures	資本性支出	239,857,625	21,240,502	33,139	-	261,131,266

The Group's businesses principally comprise retail and wholesale in Beijing, the People's Republic of China. The majority identifiable assets are all located in Beijing.

本集團主要在中華人民共和國北京市經營商品零售業和批發業，主要可辨認資產均位於北京市。

Main customers of the Group are as follows

本集團的主要客戶情況如下

Item	項目	2023 2023年		2022 2022年	
		Operating income 營業收入	Proportion of the total operating income of the Group (%) 佔集團營業 收入比例(%)	Operating Income 營業收入	Proportion of the total operating income of the Group (%) 佔集團營業 收入比例(%)
Customer 1	客戶1	975,960,986	10	1,104,498,248	12

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XIV. OTHER SIGNIFICANT EVENTS (Continued)

十四、其他重要事項(續)

3. Transaction and balance between the Group and Shoulian Group

3、本集團與首聯集團之交易及餘額

(1) Major transaction between the Group and Shoulian Group

(1) 本集團與首聯集團的主要交易如下

Item	項目	Notes 備註	2023 2023年	2022 2022年
Interest income from borrowings	資金拆借利息收入	Note 1 註1	1,359,631	1,657,195
Lease expenses	租賃費用	Note 2 註2	-	250,000

Note 1: Interest income from borrowing is derived from interest expenses charged on the borrowing of Shoulian with reference to loan interest rate stipulated by bank for the same period.

註1：資金拆借利息收入為本集團參考銀行同期貸款利率對向首聯集團提供的資金拆借款項收取利息。

Note 2: On 1 January 2009, the Company leased a property and land located at Kaifang Road, Huairou District, Beijing ("Huairou Hypermarket") from Shoulian with annual rent of RMB3,000,000 for a term from 1 January 2009 to 31 December 2028. On 30 November 2020, Shoulian Group signed a real estate purchase contract with Shoulian Supermarket to purchase the real estate and land use right located at No. 46, Kaifang Road, Huairou District, Beijing. The real estate transfer was completed on 6 January 2022, Shoulian supermarket obtained the real estate title certificate No. Jing (2022) Huai Real Estate No. 000091.

註2：於2009年1月1日，本公司向首聯集團租入位於北京市懷柔區開放路的房產及土地(以下簡稱「懷柔大賣場」)，租賃期自2009年1月1日至2028年12月31日，合同年租金為人民幣3,000,000元。2020年11月30日，首聯集團與首聯超市簽訂不動產購買合同，購買坐落於北京市懷柔區開放路丙46號地塊的房產及土地使用權。2022年1月6日該房地產過戶完成，首聯超市取得編號為京(2022)懷不動產權第000091號的不動產權證。

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XIV. OTHER SIGNIFICANT EVENTS (Continued)

十四、其他重要事項(續)

3. Transaction and balance between the Group and Shoulian Group (Continued)

3、本集團與首聯集團之交易及餘額(續)

(1) Major transaction between the Group and Shoulian Group (Continued)

(1) 本集團與首聯集團的主要交易如下(續)

On 1 January 2009, Shoulian Supermarket leased a property and land located at Xihongmen Road, Daxing District, Beijing from Shoulian Group with annual rent of RMB1,134,088 for a term from 1 January 2009 to 31 December 2028. On 24 December 2010, Shoulian Supermarket was acquired by the Company and the lease contract remained valid. On 30 September 2017, the Company acquired the Lianchao Company, the subsidiary of Shoulian Group, which owned a property and land located at Xihongmen Road, Daxing District, Beijing.

於2009年1月1日，首聯超市向首聯集團租入北京市大興區西紅門路的房產及土地，租賃期自2009年1月1日至2028年12月31日，合同年租金為人民幣1,134,088元。於2010年12月24日，首聯超市被本公司收購，該租賃合同繼續有效。2017年9月30日本公司收購了首聯集團之子公司聯超公司，聯超公司擁有北京市大興區西紅門路的房產及土地所有權。

For the year ended 31 December 2023 and 31 December 2022, the recognized lease expenses was RMB0 and RMB250,000 respectively.

於2023年度及2022年度，本集團確認的租金費用分別為人民幣0元及250,000元。

(2) Accounts receivable and accounts payable between the Group and Shoulian Group

(2) 本集團與首聯集團的應收及應付款項如下

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Long-term receivables (Note (VI) 19, 20)	長期應收款 (附註六、19、20)	38,552,635	42,529,170

4. Lease

4、租賃

(1) The Group as lessee

(1) 本集團作為承租人

① Right-of-use and lease liabilities refer to Note (VI) 13, 31.

① 使用權資產、租賃負債情況參見本附註六、13、31。

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XIV. OTHER SIGNIFICANT EVENTS (Continued)

十四、其他重要事項(續)

4. Lease (Continued)

4、租賃(續)

(1) The Group as lessee (Continued)

(1) 本集團作為承租人(續)

② Details of included in the current profit and loss and related asset costs

② 計入本年損益和相關資產成本的情況

Item	項目	Included in the current profit and loss 計入本年損益		Included in related asset costs 計入相關資產成本	
		Presentation item 列報項目	Amount 金額	Presentation item 列報項目	Amount 金額
Short-term lease expenses (applicable to simplified)	短期租賃費用(適用簡化處理)	Selling expenses 銷售費用	8,176,357	-	-
Lease fees for low-value assets (applicable to simplified)	低價值資產租賃費用(適用簡化處理)	-	-	-	-
Variable lease payments not included in lease liability measurement	未納入租賃負債計量的可變租賃付款額	-	-	-	-
Income from sublease of right-of-use assets	轉租使用權資產取得的收入	Other operating income 其他業務收入	84,689,820	-	-
Sale and leaseback transaction	售後租回交易	-	-	-	-

Note: The "short-term lease expenses" in the table above do not include lease-related expenses with a lease term of less than one month; the "low-value asset lease expenses" do not include the short-term lease expenses of low-value assets included in the "short-term lease expenses".

註：上表中「短期租賃費用」不包含租賃期在1個月以內的租賃相關費用；「低價值資產租賃費用」不包含包括在「短期租賃費用」中的低價值資產短期租賃費用。

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XIV. OTHER SIGNIFICANT EVENTS (Continued)

十四、其他重要事項(續)

4. Lease (Continued)

4、租賃(續)

(1) The Group as lessee (Continued)

(1) 本集團作為承租人(續)

③ Lease-related cash flow outflows

③ 與租賃相關的現金流量流出情況

Item 項目	Types of cash flow 現金流量類別	Amount for the year 本年金額
Cash paid for principal and interest on lease liabilities 償還租賃負債本金和利息所支付的現金	Cash outflow of financing activities 籌資活動現金流出	208,160,021
Payments for short-term leases and low-value assets (applicable to simplified) 對短期租賃和低價值資產支付的付款額(適用於簡化處理)	Cash outflow from operating activities 經營活動現金流出	8,176,358
Variable lease payments paid that are not included in the lease liability 支付的未納入租賃負債的可變租賃付款額	Cash outflow from operating activities 經營活動現金流出	-
Total 合計	—	216,336,379

④ Other information

Nature of lease activity

The main leased assets in this period are houses, which are basically used in retail stores and commodity warehouses. The lease term is generally 5-20 years, and no lease renewal option is stipulated in the lease contract.

④ 其他信息

租賃活動的性質

本期主要的租入資產為房屋，基本用於零售門店和商品庫房，租賃期限一般為5-20年，租賃合同中均未約定續租選擇權。

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XIV. OTHER SIGNIFICANT EVENTS (Continued)

十四、其他重要事項(續)

4. Lease (Continued)

4、租賃(續)

(2) The Group as lessor

(2) 本集團作為出租人

Information related to operating leases

與經營租賃有關的信息

① Included in the current profit and loss

① 計入本年損益的情況

Included in the current profit and loss
計入本年損益

Item	項目	Presentation item 列報項目	Amount 金額
Rental income (Note)	租賃收入(註)	Other operating income 其他業務收入	200,045,250
Revenue related to variable lease payments that are not included in the measurement of lease receipts	與未納入租賃收款額計量的可變租賃付款額相關的收入	-	-
Total	合計		200,045,250

Note: Which including RMB84,689,820 of income from sublease of right-of-use asset, please refers to 'Note XIV, 4, (1), ② Details of included in the current profit and loss and related asset costs'

註：其中包括轉租使用權資產取得的收入人民幣84,689,820元，詳見「附註十四、4、(1)、②計入本年損益和相關資產成本的情況」

② Collection of lease payments

② 租賃收款額的收款情況

Item	期間	Amount of undiscounted lease payments to be received 將收到的未折現租賃收款額
1 st year subsequent to the balance sheet date	資產負債表日後第1年	119,780,091
2 nd year subsequent to the balance sheet date	資產負債表日後第2年	62,401,996
3 rd year subsequent to the balance sheet date	資產負債表日後第3年	43,258,928
4 th year subsequent to the balance sheet date	資產負債表日後第4年	31,502,664
5 th year subsequent to the balance sheet date	資產負債表日後第5年	20,307,030
Subsequent periods	剩餘年度	30,038,656
Total	合計	307,289,365

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XIV. OTHER SIGNIFICANT EVENTS (Continued)

十四、其他重要事項(續)

4. Lease (Continued)

4、租賃(續)

(2) The Group as lessor (Continued)

(2) 本集團作為出租人(續)

Information related to operating leases (Continued)

與經營租賃有關的信息(續)

③ Other information

③ 其他信息

Nature of lease activity

租賃活動的性質

The main leased assets in this period are houses (including the lease of own property and the sublet of leased property). The lease term is generally 3-10 years, and no lease renewal option is stipulated in the lease contract.

本期主要的租出資產為房屋(包括自有房產出租和租入房產轉租)，租賃期限一般為3-10年，租賃合同中均未約定續租選擇權。

XV. NOTES TO MAIN ITEMS IN THE FINANCIAL STATEMENTS OF THE COMPANY

十五、公司財務報表主要項目註釋

1. Accounts receivable

1、應收賬款

(1) 31 December 2023

(1) 2023年12月31日

Presentation of accounts receivable by category

應收賬款分類披露

Category	類別	2023.12.31 二零二三年十二月三十一日				Net book value 賬面價值
		Carrying amount 賬面餘額		Credit loss provision 信用損失準備		
		Amount 金額	Proportion (%) 比例(%)	Amount 金額	Rate (%) 計提比例(%)	
Accounts receivable with single provision for credit loss	單項計提信用損失準備的應收賬款	-	-	-	-	-
Accounts receivable with credit loss provision based on portfolio	按組合計提信用損失準備的應收賬款	148,725,578	100	-	-	148,725,578
Total	合計	148,725,578	100	-	-	148,725,578

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2023 2023年度

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XV. NOTES TO MAIN ITEMS IN THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十五、公司財務報表主要項目註釋(續)

1. Accounts receivable (Continued)

1、應收賬款(續)

(1) 31 December 2023 (Continued)

(1) 2023年12月31日(續)

Presentation of accounts receivable by category
(Continued)

應收賬款分類披露(續)

The aging of accounts receivable is as follows

應收賬款賬齡如下

Aging	賬齡	2023.12.31 二零二三年十二月三十一日			
		Carrying amount 金額	Proportion (%) 比例(%)	Credit loss provision 信用損失準備	Net book value 賬面價值
Within 1 year	1年以內	148,725,578	100	-	148,725,578
1-2 years	1至2年	-	-	-	-
2-3 years	2至3年	-	-	-	-
3-4 years	3至4年	-	-	-	-
4-5 years	4至5年	-	-	-	-
Over 5 years	5年以上	-	-	-	-
Total	合計	148,725,578	100	-	148,725,578

Accounts receivable of related parties:

應收關聯方的款項如下

Company name 單位名稱	Relationship between other related parties and the Company 與本公司關係	Proportion of the total accounts receivable of the Company (%)	
		Amount 金額	佔應收賬款總額的比例(%)
Jingkelong Langfang 京客隆廊坊	Subsidiary 子公司	41,492,310	28
Jingkelong Tongzhou 京客隆通州	Subsidiary 子公司	31,633,624	21
Shouchao Group 首超集團	Subsidiary 子公司	15,932,473	11
Total	合計	89,058,407	60

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XV. NOTES TO MAIN ITEMS IN THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十五、公司財務報表主要項目註釋(續)

1. Accounts receivable (Continued)

1、應收賬款(續)

(1) 31 December 2023 (Continued)

(1) 2023年12月31日(續)

Presentation of accounts receivable by category
(Continued)

應收賬款分類披露(續)

In the portfolio, accounts receivable with provision for credit losses based on the aging analysis method

組合中，按賬齡分析法計提信用損失準備的應收賬款

Aging	賬齡	2023.12.31 二零二三年十二月三十一日		
		Accounts receivables 應收賬款	Credit loss allowance 信用損失準備	Provision ratio (%) 計提比例(%)
Within 1 year	1年以內	148,725,578	100	0
1-2 years	1至2年	-	-	3
2-3 years	2至3年	-	-	10
3-4 years	3至4年	-	-	25
4-5 years	4至5年	-	-	50
Over 5 years	5年以上	-	-	100
Total	合計	148,725,578	100	

(2) 31 December 2022

(2) 2022年12月31日

Presentation of accounts receivable by category

應收賬款分類披露

Category	類別	2022.12.31 二零二二年十二月三十一日				
		Carrying amount 賬面餘額		Credit loss provision 信用損失準備		Net book value 賬面價值
		Amount 金額	Proportion (%) 比例(%)	Amount 金額	Rate (%) 計提比例(%)	
Accounts receivable with single provision for credit loss	單項計提信用損失準備的應收賬款	-	-	-	-	-
Accounts receivable with credit loss provision based on portfolio	按組合計提信用損失準備的應收賬款	175,125,919	100	-	-	175,125,919
Total	合計	175,125,919	100	-	-	175,125,919

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XV. NOTES TO MAIN ITEMS IN THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十五、公司財務報表主要項目註釋(續)

1. Accounts receivable (Continued)

1、應收賬款(續)

(2) 31 December 2022 (Continued)

(2) 2022年12月31日(續)

Presentation of accounts receivable by category
(Continued)

應收賬款分類披露(續)

The aging of accounts receivable is as follows

應收賬款賬齡如下

Aging	賬齡	Carrying amount 金額	2022.12.31 二零二二年十二月三十一日		Net book value 賬面價值
			Proportion (%) 比例(%)	Credit loss provision 信用損失準備	
Within 1 year	1年以內	175,125,919	100	-	175,125,919
1-2 years	1至2年	-	-	-	-
2-3 years	2至3年	-	-	-	-
3-4 years	3至4年	-	-	-	-
4-5 years	4至5年	-	-	-	-
Over 5 years	5年以上	-	-	-	-
Total	合計	175,125,919	100	-	175,125,919

Accounts receivable of related parties:

應收關聯方的款項如下

Company name	Relationship between other related parties and the Company	Amount	Proportion of the total accounts receivable of the Company (%) 佔應收賬款總額的比例(%)
單位名稱	與本公司關係	金額	
Jingkelong Langfang 京客隆廊坊	Subsidiary 子公司	42,382,697	24
Jingkelong Tongzhou 京客隆通州	Subsidiary 子公司	20,435,817	12
Shouchao Group 首超集團	Subsidiary 子公司	9,236,800	5
Total	合計	72,055,314	41

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XV. NOTES TO MAIN ITEMS IN THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十五、公司財務報表主要項目註釋(續)

1. Accounts receivable (Continued)

1、應收賬款(續)

(2) 31 December 2022 (Continued)

(2) 2022年12月31日(續)

Presentation of accounts receivable by category
(Continued)

應收賬款分類披露(續)

In the portfolio, accounts receivable with provision for credit losses based on the aging analysis method

組合中，按賬齡分析法計提信用損失準備的應收賬款

Aging	賬齡	Accounts receivables 應收賬款	2022.12.31 二零二二年十二月三十一日		Provision ratio (%) 計提比例(%)
			Credit loss allowance 信用損失準備		
Within 1 year	1年以內	175,125,919	-		0
1-2 years	1至2年	-	-		3
2-3 years	2至3年	-	-		10
3-4 years	3至4年	-	-		25
4-5 years	4至5年	-	-		50
Over 5 years	5年以上	-	-		100
Total	合計	175,125,919	-		

(3) Top five entities with the largest balances of accounts receivable

(3) 按欠款方歸集和年末餘額前五名與應收賬款情況

31 December 2023

2023年12月31日

Name of entity	Relationship with the Group	Amount	Proportion of the amount to the total accounts receivable (%) 佔應收賬款總額的比例(%)	Closing balance of credit loss allowance 信用損失準備年末金額
單位名稱	與本公司關係	金額		
Jingkelong Langfang 京客隆廊坊	Subsidiary 子公司	41,492,310	28	-
Jingkelong Tongzhou 京客隆通州	Subsidiary 子公司	31,633,624	21	-
Beijing Chaoyang District Affordable Housing Development Co., Ltd 北京市朝陽區保障性住房發展有限公司	Independent third party 獨立第三方	19,054,799	13	-
Shouchao Group 首超集團	Subsidiary 子公司	15,932,473	11	-
Beijing Chaoyang District Detention Center 北京市朝陽區看守所	Independent third party 獨立第三方	8,922,080	6	-
Total	合計	117,035,286	79	-

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XV. NOTES TO MAIN ITEMS IN THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十五、公司財務報表主要項目註釋(續)

1. Accounts receivable (Continued)

1、應收賬款(續)

(3) Top five entities with the largest balances of accounts receivable (Continued)

(3) 按欠款方歸集和年末餘額前五名與應收賬款情況(續)

31 December 2022

2022年12月31日

Name of entity	Relationship with the Group	Amount	Proportion of the amount to the total accounts receivable (%) 佔應收賬款總額的比例(%)	Closing balance of credit loss allowance 信用損失準備年末金額
單位名稱	與本公司關係	金額		
Jingkelong Langfang 京客隆廊坊	Subsidiary 子公司	42,382,697	24	-
Beijing Chaoyang District Affordable Housing Development Co., Ltd 北京市朝陽區保障性住房發展有限公司	Independent third party 獨立第三方	36,067,582	21	-
Jingkelong Tongzhou 京客隆通州	Subsidiary 子公司	20,435,817	12	-
Shouchao Group 首超集團	Subsidiary 子公司	9,236,800	5	-
Beijing Chaoyang District Detention Center 北京市朝陽區看守所	Independent third party 獨立第三方	7,437,865	4	-
Total	合計	115,560,761	66	-

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XV. NOTES TO MAIN ITEMS IN THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十五、公司財務報表主要項目註釋(續)

2. Other receivables

2、其他應收款

Item	項目	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Other receivables	其他應收款	832,350,498	568,169,954
Interest receivables	應收利息	-	-
Dividend receivables	應收股利	-	-
Total	合計	832,350,498	568,169,954

Details of other receivables

其他應收款情況

(1) 31 December 2023

(1) 2023年12月31日

Presentation of other receivables by category:

其他應收款分類披露

Category	類別	2023.12.31 二零二三年十二月三十一日				Net book value 賬面價值
		Carrying amount 賬面餘額		Credit loss provision 信用損失準備		
		Amount 金額	Proportion (%) 比例(%)	Amount 金額	Rate (%) 計提比例(%)	
Other receivables for which credit loss provisions is assessed individually	單項計提信用損失準備的其他應收款	-	-	-	-	-
Other receivables with credit loss provisions based on portfolio	按組合計提信用損失準備的其他應收款	832,470,334	100	119,836	-	832,350,498
Total	合計	832,470,334	100	119,836	-	832,350,498

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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FOR THE YEAR ENDED 31 DECEMBER 2023 2023年度

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XV. NOTES TO MAIN ITEMS IN THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十五、公司財務報表主要項目註釋(續)

2. Other receivables (Continued)

2、其他應收款(續)

Details of other receivables (Continued)

其他應收款情況(續)

(1) 31 December 2023 (Continued)

(1) 2023年12月31日(續)

Aging analysis of other receivables is as follows

其他應收款賬齡如下

Aging	賬齡	2023.12.31 二零二三年十二月三十一日			Net book value 賬面價值
		Carrying amount 金額	Proportion% 比例(%)	Credit loss provision 信用損失準備	
Within 1 year	1年以內	828,475,796	100	-	828,475,796
1-2 years	1至2年	3,994,538	-	119,836	3,874,702
2-3 years	2至3年	-	-	-	-
3-4 years	3至4年	-	-	-	-
4-5 years	4至5年	-	-	-	-
Over 5 years	5年以上	-	-	-	-
Total	合計	832,470,334	100	119,836	832,350,498

In the portfolio, other receivables for which credit loss provisions are made based on the aging analysis method

組合中，按賬齡分析法計提信用損失準備的其他應收款

Aging	賬齡	2023.12.31 二零二三年十二月三十一日		
		Other receivables 其他應收款	Credit loss provision 信用損失準備	Proportion% 計提比例(%)
Within 1 year	1年以內	828,475,796	-	0
1-2 years	1至2年	3,994,538	119,836	3
2-3 years	2至3年	-	-	10
3-4 years	3至4年	-	-	25
4-5 years	4至5年	-	-	50
Over 5 years	5年以上	-	-	100
Total	合計	832,470,334	119,836	

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XV. NOTES TO MAIN ITEMS IN THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十五、公司財務報表主要項目註釋(續)

2. Other receivables (Continued)

2、其他應收款(續)

Details of other receivables (Continued)

其他應收款情況(續)

(1) 31 December 2023 (Continued)

(1) 2023年12月31日(續)

Provision for bad debts

壞賬準備計提情況

		The first stage 第一階段	The second stage 第二階段	The third stage 第三階段	Total 合計
		Expected credit loss in the next 12 months 未來12個月 預期信用損失	Expected credit loss for the entire duration (no credit impairment occurred) 整個存續期 預期信用損失 (未發生信用減值)	Expected credit loss for the entire duration (credit impairment has occurred) 整個存續期 預期信用損失 (已發生信用減值)	
Bad debt provision	壞賬準備				
Opening Balance	年初餘額	-	-	-	-
The beginning balance is in the current period	年初餘額在本期	-	-	-	-
- Move to the second stage	- 轉入第二階段	-	-	-	-
- Move to the third stage	- 轉入第三階段	-	-	-	-
- Back to the second stage	- 轉回第二階段	-	-	-	-
- Back to the first stage	- 轉回第一階段	-	-	-	-
Withdrawal for this period	本年計提	119,836	-	-	119,836
Reversal for this period	本年轉回	-	-	-	-
Resell for this period	本年轉銷	-	-	-	-
Written off for this period	本年核銷	-	-	-	-
Other changes	其他變動	-	-	-	-
Ending balance	年末餘額	119,836	-	-	119,836

Other receivables of related parties

其他應收關聯方的款項如下

Company name 單位名稱	Relationship between other related parties and the Company 與本公司關係	Amount 金額	Proportion of the total other receivables of the Company (%) 佔其他應收賬款總額的比例(%)
Chaopi Trading 朝批商貿	Subsidiary 子公司	771,077,800	93
Jingkelong Langfang 京客隆廊坊	Subsidiary 子公司	10,321,276	1
Jingkelong Tongzhou 京客隆通州	Subsidiary 子公司	2,080,209	-
Total	合計	783,479,285	94

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XV. NOTES TO MAIN ITEMS IN THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十五、公司財務報表主要項目註釋(續)

2. Other receivables (Continued)

2、其他應收款(續)

Details of other receivables (Continued)

其他應收款情況(續)

(2) 31 December 2022

(2) 2022年12月31日

Presentation of other receivables by category

其他應收款分類披露

Category	類別	Carrying amount 賬面餘額		2022.12.31 二零二二年十二月三十一日 Credit loss provision 信用損失準備		Net book value 賬面價值
		Amount 金額	Proportion (%) 比例(%)	Amount 金額	Rate (%) 計提比例(%)	
Other receivables for which credit loss provisions is assessed individually	單項計提信用損失準備的其他應收款	-	-	-	-	-
Other receivables with credit loss provisions based on portfolio	按組合計提信用損失準備的其他應收款	568,169,954	100	-	-	568,169,954
Total	合計	568,169,954	100	-	-	568,169,954

Aging analysis of other receivables is as follows

其他應收款賬齡如下

Aging	賬齡	Carrying amount 金額	2022.12.31 二零二二年十二月三十一日		Net book value 賬面價值
			Proportion (%) 比例(%)	Credit loss allowance 信用損失準備	
Within 1 year	1年以內	568,169,954	100	-	568,169,954
1-2 years	1至2年	-	-	-	-
2-3 years	2至3年	-	-	-	-
3-4 years	3至4年	-	-	-	-
4-5 years	4至5年	-	-	-	-
Over 5 years	5年以上	-	-	-	-
Total	合計	568,169,954	100	-	568,169,954

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XV. NOTES TO MAIN ITEMS IN THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十五、公司財務報表主要項目註釋(續)

2. Other receivables (Continued)

2、其他應收款(續)

Details of other receivables (Continued)

其他應收款情況(續)

(2) 31 December 2022 (Continued)

(2) 2022年12月31日(續)

In the portfolio, other receivables for which credit loss provisions are made based on the aging analysis method

組合中，按賬齡分析法計提信用損失準備的其他應收款

Aging	賬齡	2022.12.31 二零二二年十二月三十一日		Proportion% 計提比例(%)
		Other receivables 其他應收款	Credit loss allowance 信用損失準備	
Within 1 year	1年以內	568,169,954	-	0
1-2 years	1至2年	-	-	3
2-3 years	2至3年	-	-	10
3-4 years	3至4年	-	-	25
4-5 years	4至5年	-	-	50
Over 5 years	5年以上	-	-	100
Total	合計	568,169,954	-	

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XV. NOTES TO MAIN ITEMS IN THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十五、公司財務報表主要項目註釋(續)

2. Other receivables (Continued)

2、其他應收款(續)

Details of other receivables (Continued)

其他應收款情況(續)

(2) 31 December 2022 (Continued)

(2) 2022年12月31日(續)

Provision for bad debts

壞賬準備計提情況

		The first stage 第一階段	The second stage 第二階段	The third stage 第三階段	Total
		Expected credit loss in the next 12 months	Expected credit loss for the entire duration (no credit impairment occurred)	Expected credit loss for the entire duration (credit impairment has occurred)	
		未來12個月 預期信用損失	整個存續期 預期信用損失 (未發生信用減值)	整個存續期 預期信用損失 (已發生信用減值)	合計
Bad debt provision	壞賬準備				
Opening Balance	年初餘額	-	-	-	-
The beginning balance is in the current period	年初餘額在本期	-	-	-	-
- Move to the second stage	- 轉入第二階段	-	-	-	-
- Move to the third stage	- 轉入第三階段	-	-	-	-
- Back to the second stage	- 轉回第二階段	-	-	-	-
- Back to the first stage	- 轉回第一階段	-	-	-	-
Withdrawal for this period	本年計提	-	-	-	-
Reversal for this period	本年轉回	-	-	-	-
Resell for this period	本年轉銷	-	-	-	-
Written off for this period	本年核銷	-	-	-	-
Other changes	其他變動	-	-	-	-
Ending balance	年末餘額	-	-	-	-

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XV. NOTES TO MAIN ITEMS IN THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十五、公司財務報表主要項目註釋(續)

2. Other receivables (Continued)

2、其他應收款(續)

Details of other receivables (Continued)

其他應收款情況(續)

(2) 31 December 2022 (Continued)

(2) 2022年12月31日(續)

Other receivables of related parties

其他應收關聯方的款項如下

Company name	Relationship between other related parties and the Company	Amount	Proportion of the total other receivables of the Company (%) 佔其他應收賬款總額的比例(%)
單位名稱	與本公司關係	金額	
Chaopi Trading 朝批商貿	Subsidiary 子公司	500,000,000	88
Jingkelong Langfang 京客隆廊坊	Subsidiary 子公司	9,892,704	2
Jingkelong Tongzhou 京客隆通州	Subsidiary 子公司	2,000,000	-
Total	合計	511,892,704	90

(3) Presentation of other receivables by nature

(3) 按款項性質列示其他應收款

Nature of other receivables	其他應收款性質	2023.12.31 二零二三年 十二月三十一日	2022.12.31 二零二二年 十二月三十一日
Receivables of promotional activities	應收促銷費用	38,967,323	38,907,883
Receivables of related parties	應收關聯方款項	783,479,284	511,892,704
Others	其他	9,903,891	17,369,367
Total	合計	832,350,498	568,169,954

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XV. NOTES TO MAIN ITEMS IN THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十五、公司財務報表主要項目註釋(續)

2. Other receivables (Continued)

2、其他應收款(續)

Details of other receivables (Continued)

其他應收款情況(續)

(4) Top five entities with the largest balances of other receivables

(4) 按欠款方歸集的年末餘額前五名的其他應收款情況

31 December 2023

2023年12月31日

Company name 單位名稱	Nature of other receivables 款項性質	Closing balance 年末金額	Proportion of the amount to the total other receivables (%) 佔其他應收款總額的比例(%)	Closing balance of credit loss allowance 信用損失準備年末餘額
Chaopi Trading 朝批商貿	Receivables of subsidiary borrowing 子公司借款	771,077,800	93	-
Jingkelong Langfang 京客隆廊坊	Current account 往來款	10,321,276	1	-
Beijing Litian Jiarong Trading Co., Ltd 北京力天嘉榮商貿有限公司	Rent 租金	3,697,394	-	-
Jingkelong Tongzhou 京客隆通州	Current account 往來款	2,080,209	-	-
Beijing Guangchao Technology Development Co., Ltd 北京廣超技術發展有限公司	Lease 租賃	752,813	-	-
Total 合計		787,929,492	94	-

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XV. NOTES TO MAIN ITEMS IN THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十五、公司財務報表主要項目註釋(續)

2. Other receivables (Continued)

2、其他應收款(續)

Details of other receivables (Continued)

其他應收款情況(續)

(4) Top five entities with the largest balances of other receivables (Continued)

(4) 按欠款方歸集的年末餘額前五名的其他應收款情況(續)

31 December 2022

2022年12月31日

Company name	Nature of other receivables	Closing balance	Proportion of the amount to the total other receivables (%)	Closing balance of credit loss allowance
單位名稱	款項性質	年末金額	佔其他應收款總額的比例(%)	信用損失準備年末餘額
Chaopi Trading 朝批商貿	Receivables of subsidiary borrowing 子公司借款	500,000,000	88	-
Jingkelong Langfang 京客隆廊坊	Current account 往來款	9,892,704	2	-
Jingkelong Tongzhou 京客隆通州	Current account 往來款	2,000,000	-	-
JD Mall 京東商城	Current account 往來款	864,596	-	-
Beijing Dalong Asset Management Co., Ltd 北京市大龍資產管理有限公司	Deposit 押金保證金	650,000	-	-
Total	合計	513,407,300	90	-

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XV. NOTES TO MAIN ITEMS IN THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十五、公司財務報表主要項目註釋(續)

3. Long-term equity investment

3、長期股權投資

31 December 2023

2023年12月31日

Investee	Accounting methods	Initial investment cost	2023.1.1 二零二三年 一月一日	Change in the year 增減變動	2023.12.31 二零二三年 十二月三十一日
被投資單位	核算方法	初始投資成本			
Long-term equity investment in subsidiaries 對子公司長期股權投資					
Jingkelong Langfang 京客隆廊坊	cost method 成本法	8,000,000	83,980,000	-	83,980,000
Chaopi Trading 朝批商貿	cost method 成本法	55,733,000	436,505,594	-	436,505,594
Xinyang Tongli 欣陽通力	cost method 成本法	832,500	5,565,775	-	5,565,775
Shoulian Supermarket 首聯超市	cost method 成本法	121,160,000	422,484,500	-	422,484,500
Jingkelong Tongzhou 京客隆通州	cost method 成本法	29,000,000	29,000,000	-	29,000,000
Training School 培訓學校	cost method 成本法	500,000	500,000	-	500,000
Lianchao Limited 聯超公司	cost method 成本法	268,955,702	268,955,702	-	268,955,702
Total	合計		1,246,991,571	-	1,246,991,571

(Continued)

(續)

Investee	被投資單位	Proportion of ownership interests (%)	Proportion of voting power (%)	Description of the difference between the former and the latter 在被投資單位 持股比例與 表決權比例 不一致的說明	Provision for impairment of assets 減值準備	Provision for impairment of assets in the year 本年計提減值 準備	Cash dividend in the year 本年現金紅利
Investee	被投資單位	在被投資單位 持股比例(%)	在被投資單位 表決權比例(%)		減值準備	本年計提減值 準備	本年現金紅利
Long-term equity investment in subsidiaries 對子公司長期股權 投資							
Jingkelong Langfang 京客隆廊坊	京客隆廊坊	100	100	-	-	-	-
Chaopi Trading 朝批商貿	朝批商貿	79.85	79.85	-	-	-	19,962,950
Xinyang Tongli 欣陽通力	欣陽通力	55.66	55.66	-	-	-	1,113,155
Shoulian Supermarket 首聯超市	首聯超市	100	100	-	-	-	-
Jingkelong Tongzhou 京客隆通州	京客隆通州	100	100	-	-	-	-
Training School 培訓學校	培訓學校	100	100	-	-	-	-
Lianchao Limited 聯超公司	聯超公司	100	100	-	-	-	-
Total	合計				-	-	21,076,105

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XV. NOTES TO MAIN ITEMS IN THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十五、公司財務報表主要項目註釋(續)

3. Long-term equity investment (Continued)

3、長期股權投資(續)

31 December 2022

2022年12月31日

Investee	Accounting methods	Initial investment cost	2022.1.1 二零二二年 一月一日	Change in the year 增減變動	2022.12.31 二零二二年 十二月三十一日
被投資單位	核算方法	初始投資成本			
Long-term equity investment in subsidiaries 對子公司長期股權投資					
Jingkelong Langfang 京客隆廊坊	cost method 成本法	8,000,000	83,980,000	-	83,980,000
Chaopi Trading 朝批商貿	cost method 成本法	55,733,000	436,505,594	-	436,505,594
Xinyang Tongli 欣陽通力	cost method 成本法	832,500	5,565,775	-	5,565,775
Shoulian Supermarket 首聯超市	cost method 成本法	121,160,000	422,484,500	-	422,484,500
Jingkelong Tongzhou 京客隆通州	cost method 成本法	29,000,000	29,000,000	-	29,000,000
Training School 培訓學校	cost method 成本法	500,000	500,000	-	500,000
Lianchao Limited 聯超公司	cost method 成本法	268,955,702	268,955,702	-	268,955,702
Total	合計		1,246,991,571	-	1,246,991,571

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XV. NOTES TO MAIN ITEMS IN THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十五、公司財務報表主要項目註釋(續)

3. Long-term equity investment (Continued)

3、長期股權投資(續)

31 December 2022 (Continued)

2022年12月31日(續)

Investee	被投資單位	Proportion of ownership interests (%)	Proportion of voting power (%)	Description of the difference between the former and the latter 在被投資單位 持股比例與 表決權比例 不一致的說明	Provision for impairment of assets	Provision for impairment of assets in the year	Cash dividend in the year
		在被投資單位 持股比例(%)	在被投資單位 表決權比例(%)		減值準備	本年計提減值 準備	本年現金紅利
Long-term equity investment in subsidiaries	對子公司長期股權 投資						
Jingkelong Langfang	京客隆廊坊	100	100	-	-	-	-
Chaopi Trading	朝批商貿	79.85	79.85	-	-	-	23,955,540
Xinyang Tongli	欣陽通力	55.66	55.66	-	-	-	1,113,155
Shoulian Supermarket	首聯超市	100	100	-	-	-	-
Jingkelong Tongzhou	京客隆通州	100	100	-	-	-	-
Training School	培訓學校	100	100	-	-	-	-
Lianchao Limited	聯超公司	100	100	-	-	-	-
Total	合計				-	-	25,068,695

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XV. NOTES TO MAIN ITEMS IN THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十五、公司財務報表主要項目註釋(續)

4. Operating income and operating cost

4、營業收入、營業成本

Item	項目	2023 2023年度		2022 2022年度	
		Income 收入	Cost 成本	Income 收入	Cost 成本
Principal operating	主營業務	2,858,292,662	2,472,523,819	3,208,362,170	2,730,117,424
Other operating	其他業務	350,385,669	22,538,343	314,106,632	14,045,103
Total	合計	3,208,678,331	2,495,062,162	3,522,468,802	2,744,162,527

The Company's business principally comprises retailing, so the top five customers are not disclosed.

本公司主營業務主要為零售業務，故未披露前五大客戶。

The principal operating mainly engages in the distribution of food, untagged food, daily necessities, beverage and wine.

主營業務收入主要為銷售食品、副食品、日用消費品、飲料和酒等取得的收入。

5. Investment income

5、投資收益

Item	項目	2023 2023年度	2022 2022年度
Investment income from distributed dividend of subsidiaries.	成本法核算的長期股權投資收益	21,076,105	25,068,695
Investment gain from buying structured deposits	購買結構性存款投資收益	-	2,094,365
Total	合計	21,076,105	27,163,060

As at 31 December 2023 and 31 December 2022, no significant restriction appeared on the Company's remittance of investment income.

於2023年12月31日及2022年12月31日，本公司的投資收益匯回不存在重大限制。

XVI. APPROVAL FOR FINANCIAL STATEMENT

十六、財務報表之批准

The consolidated financial statements of the Group and the financial statements of the Company were approved by the board of directors on 26 March 2024.

本公司的合併及公司財務報表於2024年3月26日已經本公司董事會批准。

BEIJING JINGKELONG COMPANY LIMITED
26 March 2024

北京京客隆商業集團股份有限公司
2024年3月26日

SUMMARY FINANCIAL INFORMATION

財務資料概要

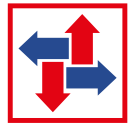
A summary of the published results, assets, liabilities and equity of the Group for last five financial years, as extracted from the Company's annual reports, is set out below:

以下為摘自本集團於過往五個財政年度之業績、資產、負債及股本之摘要：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Results	業績					
Revenue	主營業務收入	8,491,154	8,661,082	10,100,312	11,000,471	10,555,190
Profit before tax	利潤總額	5,166	(23,630)	43,339	162,882	178,802
Income tax expense	所得稅費用	(57,906)	(41,409)	(29,436)	(80,079)	(81,716)
Net profit	淨利潤	(52,740)	(65,039)	13,903	82,803	97,086
Attributable to shareholders of the parents	歸屬於母公司所有者的淨利潤	(75,675)	(92,551)	(20,322)	54,661	52,935
Minority interests	少數股東損益	22,935	27,512	34,225	28,142	44,151
		(52,740)	(65,039)	13,903	82,803	97,086
Assets, Liabilities and Equity	資產、負債及股本					
Non-current assets	非流動資產	2,184,094	2,629,618	2,998,068	3,172,673	3,338,178
Current assets	流動資產	4,947,950	4,864,324	4,846,983	4,837,779	5,163,380
Current liabilities	流動負債	(4,826,017)	(4,843,813)	(4,423,720)	(4,481,401)	(4,893,352)
Net current assets/(liabilities)	流動資產/(負債)淨額	121,933	20,512	423,263	356,378	270,028
Total assets less current liabilities	總資產減流動負債	2,306,027	2,650,129	3,421,331	3,529,051	3,608,206
Non-current liabilities	非流動負債	(473,160)	(719,235)	(1,351,599)	(1,378,531)	(1,423,848)
Net assets	淨資產	1,832,868	1,930,894	2,069,732	2,150,520	2,184,358
Equity attributable to shareholders of the parents	歸屬於母公司股東權益	1,486,220	1,562,508	1,675,670	1,737,388	1,728,563
Minority interests	少數股東權益	346,648	368,386	394,062	413,132	455,794
Total equity	總股本	1,832,868	1,930,894	2,069,732	2,150,520	2,184,358

Note: The data of 2019 to 2023 is prepared in accordance with Accounting Standard for Business Enterprise.

註：2019-2023年度的數據，公司按照企業會計準則編制。



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