China PengFei Group Limited
中国鹏飞集团有限公司

(Incorporated in the Cayman Islands with limited liability)
（於開曼群島註冊成立的有限公司）

Stock Code 股份代號: 3348

2024
Annual Report
年 度 報 告

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Wang Jiaan (王家安)
Mr. Zhou Yinbiao (周銀標)
Mr. Dai Xianru (戴賢如)
Mr. Ben Daolin (賁道林)

Independent Non-executive Directors

Ms. Zhang Lanrong (張嵐嶸)
Mr. Ding Zaiguo (丁再國)
Mr. Mak Hing Keung, Thomas (麥興強)

AUDIT COMMITTEE

Mr. Mak Hing Keung, Thomas (麥興強) (Chairman)
Mr. Ding Zaiguo (丁再國)
Ms. Zhang Lanrong (張嵐嶸)

NOMINATION COMMITTEE

Mr. Wang Jiaan (王家安) (Chairman)
Mr. Ding Zaiguo (丁再國)
Mr. Mak Hing Keung, Thomas (麥興強)
Ms. Zhang Lanrong (張嵐嶸)

REMUNERATION COMMITTEE

Mr. Ding Zaiguo (丁再國) (Chairman)
Mr. Dai Xianru (戴賢如)
Ms. Zhang Lanrong (張嵐嶸)

INVESTMENT COMMITTEE

Mr. Dai Xianru (戴賢如) (Chairman)
Mr. Wang Jiaan (王家安)
Mr. Zhou Yinbiao (周銀標)
Mr. Ben Daolin (賁道林)

COMPANY SECRETARY

Ms. Chau Hing Ling (周慶齡) (LLM, FCG, HKFCG)

AUTHORISED REPRESENTATIVES

Mr. Ben Daolin (賁道林)
Ms. Chau Hing Ling (周慶齡) (LLM, FCG, HKFCG)

REGISTERED OFFICE

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23 Lime Tree Bay Avenue
PO Box 32311
Grand Cayman KY1-1209
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

Benjiaji, Northern Suburb
Haian City
Jiangsu Province
PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1901, 19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

HONG KONG BRANCH SHARE REGISTRAR

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited
P.O. Box 1350, Clifton House
75 Fort Street, Grand Cayman
KYI-1108
Cayman Islands

AUDITOR

Deloitte Touche Tohmatsu
Registered Public Interest Entity Auditors
35/F, One Pacific Place
88 Queensway
Hong Kong

PRINCIPAL BANKERS

Jiangsu Bank, Haian Branch
No.1, Changjiang Zhonglu
Haian City, Jiangsu Province
PRC

Bank of China, Haian Branch
No.18, Changjiang Zhonglu
Haian City, Jiangsu Province
PRC

COMPANY'S WEBSITE

http://pengfei.com.cn/

STOCK CODE

3348

HIGHLIGHTS OF THE ANNUAL RESULTS

- Revenue for the year ended 31 December 2024 was approximately RMB1,258.9 million, a decrease of 27.2% as compared to last year.

- Gross profit for the year ended 31 December 2024 was approximately RMB249.9 million, a decrease of approximately 33.3% as compared to last year.

- Profit before tax for the year ended 31 December 2024 was approximately RMB86.0 million, a decrease of 52.6% as compared to last year.

- Profit and total comprehensive income for the year ended 31 December 2024 attributable to owners of the Company was approximately RMB67.3 million, a decrease of 52.9% as compared to last year.

- Earnings per share attributable to ordinary equity holders of the Company was RMB13.46 cents per share for the year ended 31 December 2024.

- The Board recommended to declare the final dividend of RMB0.04037 per ordinary share, totalling approximately RMB20.2 million for the year ended 31 December 2024.

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board of directors of China PengFei Group Limited ("**China Pengfei**" or the "**Company**"), I hereby present to you the annual results of the Company and its subsidiaries (collectively, the "**Group**") for the year ended 31 December 2024.

In 2024, in response to various challenges, such as complicated market environment and industry contraction and restructuring, the Group took active steps to grasp market opportunities, took effective measures to cope with risks and challenges and went to great length to ensure development and work safety. As market demand fell short of expectations, the Company experienced decrease in sales and profits. As of 31 December 2024, the Group recorded revenue of approximately RMB1,258.9 million and total profit of approximately RMB249.9 million, representing a decrease of 27.2% and 33.3% year-on-year as compared with the corresponding period of last year, respectively.

In 2024, with the new development concept put into full practice, the Group served and integrated into the new development pattern, and thoroughly implemented the strategy of "technological enhancement, internationalization, reliance on intelligence and going green". The Group took faster action to advance the Company's corporate transformation, and passed the interim inspections for the "pollution control and energy conservation and carbon reduction" project and "trademark and brand cultivation and protection project of Jiangsu Province". The Company was awarded National Green Factory (國家綠色工廠), "private sci-tech enterprises in Jiangsu Province" and other honorary titles. Four of our products, including the "Lithium Mine Roasting Rotary Kiln" and "Cement Rotary Kiln," were recognized as new products at the inaugural Building Materials Industry event. During the year, the Company was granted 26 invention patents and 11 utility model patents, and passed the recertification of the ISO50001 energy management system, ISO14001 environmental management system, and ISO45001 occupational health management system, as well as the annual supervision and audit of the ISO9001 quality management system and GB/T29490 intellectual property management system. Over the past year, the Company realized a photovoltaic solar power generation of 5.21 million/Kwh, significantly reducing the cost for purchased electricity, facilitating clean production, and reducing energy consumption and carbon emissions.

In 2024, the Company made great efforts to advance the construction of multiple overseas projects in Uzbekistan, Bangladesh, Kenya, Burundi, Morocco, and Ghana. The ECO cement production line in Uzbekistan, the cement production line in Kenya, and the cement grinding station projects in Bangladesh and Morocco progressed smoothly. Meanwhile, we secured clinker production line projects in Zimbabwe and other countries.

2025 is the concluding year of the 14th Five-Year Plan, the planning and layout year of the 15th Five-Year Plan, and also a year of "going green and increasing reliance on intelligence" in terms of transformation and development for the Group. We will continue to act on the principle of seeking progress while maintaining stability, focus on high-end manufacturing, smart manufacturing, green manufacturing, and service-oriented manufacturing, deepen Company-wide corporate reform, improve technological innovation capabilities, and innovate incentive schemes. Moving towards the "new" direction, we will proactively promote the layout of the new-energy equipment industry and adhere to the two-wheel drive of technological innovation and model innovation. Moving towards "going green", we will conscientiously implement the "dual carbon" strategy, optimize the energy structure, and promote green manufacturing. In terms of "smart intelligence", we will make every effort to accelerate digital and smart intelligence transformation, achieve new breakthroughs in digital and applications of smart intelligence such as smart workshops and smart factories, accelerate the formation of new quality productive forces, strengthen and optimize the equipment manufacturing and engineering construction businesses, to ensure the Company's steady and sustained progress.

Finally, on behalf of the board of directors, I would like to express my sincere gratitude to the management team and our employees for their hard work and inspirational contributions to the development of the Group. I would also like to thank our shareholders, investors, customers, and partners who have always been supporting the development of the Group! With your joint efforts, we will create new achievements and achieve glory in our future expeditions.

China PengFei Group Limited
WANG Jiaan
Chairman

Jiangsu, the PRC
31 March 2025

BUSINESS REVIEW

As a leading manufacturer of rotary kilns, grinding equipment and their related equipment in the PRC and the global market, business activities of the Group are divided into three business lines, namely (i) sale of equipment, in which we engage in the design, manufacturing and sales of equipment including related parts and components for various industries including building materials, metallurgy, chemical and environmental protection industries; (ii) installation service, in which we mainly provide installation services to our customers under our manufacturing of equipment business as this is part and parcel of our manufacturing of equipment business; and (iii) construction of production line, in which we act as an EPC service provider providing bespoke one-stop solutions in respect of design, procurement, construction and/or trial operations of production lines.

Expansion of customer base

Despite a slowdown in growth and demand in the building materials industry, the Group was able to secure new projects for energy-saving technology transformation for its customers in response to the local government's vigorous promotion of upgrading and transformation of the construction and building materials industry. During the year ended 31 December 2024, revenue generated from customers in the building materials industries amounted to approximately RMB524.9 million (2023: RMB730.0 million).

Apart from serving our customers in the building materials industry, the Group has also expanded its products and services to serve our customers in other industries, mainly metallurgy, chemical and environmental protection industries as a result of our research and development efforts. Revenue generated from our customers in non-building materials industries accounted for approximately 59.1% and 71.1%, respectively, of our total revenue in the sale of equipment for the year 2023 and 2024. In order to tap into the metallurgy, chemical and environmental protection industries with a primary focus on the treatment of various municipal solid waste, during the year of 2024, over 80% of our rotary kilns were used in emerging industries such as laterite nickel ore, new energy lithium batteries, environmental protection sludge, solid and hazardous waste disposal.

The Group also continued its effort to expand its business into potential markets along the "Belt and Road" countries including Uzbekistan and Republic of Burundi. Revenue generated from our customers in the "Belt and Road" countries accounted for approximately 21.2% and 11.6%, respectively, of our total revenue for the years 2023 and 2024. During the year of 2024, the Group had two on-going production line projects which were located in one of the "Belt and Road" countries.

Research and Development

To maintain the Group's market position in the rotary kiln and grinding equipment industries and expand the Group's product portfolio and improve the functionality and efficiency of its products, the Group has invested in its research and development capabilities by focusing on energy saving and environmentally-friendly technologies and continued to cooperate with universities and colleges and research institutions in the PRC. The Group is conducting research and development with Tsinghua University on "Key Technology for Efficient Pyrolysis and Clean Utilisation of Low-rank Coal"《低階煤高效熱解清潔利用關鍵技術》, Four sets of equipment including rotary kiln for lithium ore roasting are included in the catalogue of recommended new technologies in Jiangsu Province. The Group's special project subject to open competition mechanism to stimulate the enthusiasm of innovation entities had successfully passed the interim reviews. Key technology for design and manufacturing of large heavy duty gear has passed the scientific and technological achievement evaluation by the China Building Materials Federation. As at 31 December 2024, the Group had 170 authorised patents, comprising 84 invention patents. There are also 89 patent applications pending approval which primarily relate to manufacture of products in rotary kiln and grinding equipment system.

Outlook

We believe the PRC government will continue adopting policies to stimulate the economy as well as encouraging investment in overseas infrastructure along the "Belt and Road" countries. Looking ahead, in light of the growing demand of rotary kilns, grinding equipment and their related equipment in the overseas market, the Group will continue to make good use of the "Belt and Road" initiatives and actively explore opportunities in relation to construction of production lines located in "Belt and Road" countries and emerging markets where there is a significant demand for building materials as well as production equipment relating to building materials.

2025 is the concluding year of the 14th Five-Year Plan, the planning and layout year of the 15th Five-Year Plan, and also a year of "going green and increasing reliance on intelligence" in terms of transformation and development for the Group. We will continue to act on the principle of seeking progress while maintaining stability, focus on high-end manufacturing, smart manufacturing, green manufacturing, and service-oriented manufacturing, deepen Company-wide corporate reform, improve technological innovation capabilities, and innovate incentive schemes. Moving towards the "new" direction, we will proactively promote the layout of the new-energy equipment industry and adhere to the two-wheel drive of technological innovation and model innovation. Moving towards "going green", we will conscientiously implement the "dual carbon" strategy, optimize the energy structure, and promote green manufacturing. In terms of "smart intelligence", we will make every effort to accelerate digital and smart intelligence transformation, achieve new breakthroughs in digital technology and applications of smart intelligence such as smart workshops and smart factories, accelerate the formation of new quality productive forces, and strengthen and optimize the equipment manufacturing and engineering construction businesses, to ensure the Company's steady and sustained progress.

FINANCIAL REVIEW

Revenue

	Year ended 31 December				Year-over-Year
	2024		2023		Change
	RMB'000	%	RMB'000	%	%
Sale of equipment	**1,000,956**	**79.5**	1,661,171	96.0	-39.7
Installation service	**25,548**	**2.0**	28,714	1.7	-11.0
Construction of production line	**232,372**	**18.5**	39,645	2.3	486.1
Total	**1,258,876**	**100.0**	1,729,530	100.0	-27.2

Our revenue decreased by approximately RMB470.7 million or 27.2% to approximately RMB1,258.9 million for the year ended 31 December 2024 from approximately RMB1,729.5 million for the year ended 31 December 2023 as a result of the decrease of our revenue generated from sale of equipment business offset by increase in revenue from our construction of production line business.

Sale of equipment. Revenue derived from sale of equipment business decreased by approximately RMB560.2 million or 39.7% to approximately RMB1,001.0 million for the year ended 31 December 2024 from RMB1,661.2 million for the year ended 31 December 2023. The decrease in revenue derived from sale of equipment business was primarily due to the reduced demand from our customers in the Mainland China and in the building materials industry with revenue decreasing from approximately RMB679.9 million for the year ended 31 December 2023 to approximately RMB290.4 million for the year ended 31 December 2024.

Installation service. Revenue derived from our installation service business decreased by approximately RMB3.2 million or 11.0% to approximately RMB25.5 million for the year ended 31 December 2024 from approximately RMB28.7 million for the year ended 31 December 2023. This decrease was mainly due to the decreased demand of installation service from customers under our sale of equipment business for the year ended 31 December 2024.

Construction of production line. Revenue from our construction of production line business increased by RMB192.7 million or 486.1% to approximately RMB232.4 million for the year ended 31 December 2024 from approximately RMB39.6 million for the year ended 31 December 2023. This increase was mainly attributable to the increase of revenue from our construction of production line projects located in Uzbekistan and Kenya.

Cost of sales and services

Our cost of sales and services decreased by approximately RMB346.0 million or 25.5% to approximately RMB1,008.9 million for the year ended 31 December 2024 from approximately RMB1,355.0 million for the year ended 31 December 2023 mainly due to decrease of sales during the same period. Cost of raw materials, being the largest component of our cost of sales and services sub-contracting cost decreased by approximately RMB337.6 million in cost of sales and services.

Gross profit and gross profit margin

As a result of the foregoing, the Group's gross profit decreased by approximately RMB124.6 million or 33.3% to approximately RMB249.9 million for the year ended 31 December 2024 from approximately RMB374.6 million for the year ended 31 December 2023. The Group's gross profit margin decreased to 19.9% for the year ended 31 December 2024 from 21.7% for the year ended 31 December 2023.

Other income

Our other income increased by approximately RMB12.3 million or 68.0% to approximately RMB30.4 million for the year ended 31 December 2024 from approximately RMB18.1 million for the year ended 31 December 2023 mainly attributable to the increased interest income received and government grants in the year ended 31 December 2024 as compared to 2023.

Other gains and losses

We record other gains of approximately RMB6.7 million for the year ended 31 December 2024, representing a decrease of 69.0% as compared with approximately RMB21.7 million for the year ended 31 December 2023. This was mainly due to the decrease in net foreign exchange gain from approximately RMB17.0 million for the year ended 31 December 2023 to approximately RMB4.7 million for the year ended 31 December 2024.

Selling and distribution expenses

Our selling and distribution expenses decreased by approximately RMB1.1 million or 1.3% to approximately RMB89.4 million for the year ended 31 December 2024 from approximately RMB90.5 million for the year ended 31 December 2023 mainly due to a decrease in transportation and port expenses incurred by the Group with the decrease in sales.

Administrative expenses

Our administrative expenses decreased by approximately RMB1.1 million or 1.7% to approximately RMB61.7 million for the year ended 31 December 2024 from approximately RMB62.8 million for the year ended 31 December 2023. The comparatively lower administrative expenses for the year ended 31 December 2024 was mainly attributable to the reduced professional services fee and travelling expenses incurred during the year ended 31 December 2024 as compared with 2023.

Research expenditure

Our research expenditure increased by approximately RMB15.4 million or 42.8% to approximately RMB51.4 million for the year ended 31 December 2024 from approximately RMB36.0 million for the year ended 31 December 2023 mainly due to increased staff costs and material consumed for our research activities during the year ended 31 December 2024 as compared with last year.

Impairment loss under expected credit loss model, net of reversal

Impairment loss on trade and other receivables and contract assets decreased by approximately RMB41.3 million or 95.7% to approximately RMB1.9 million for the year ended 31 December 2024 from approximately RMB43.2 million for the year ended 31 December 2023 mainly due to the collection of some long aged trade receivables during the year ended 31 December 2024 as compared with 2023.

Income tax expenses

Our income tax expenses decreased by approximately RMB22.6 million or 59.8% to approximately RMB15.2 million for the year ended 31 December 2024 from approximately RMB37.8 million for the year ended 31 December 2023. Our effective tax rate was 20.9% and 17.7% for each of the years ended 31 December 2023 and 2024, respectively. The decrease of effective tax rate for the year ended 31 December 2024 was mainly due to decrease of withholding tax of a PRC subsidiary during the year ended 31 December 2024.

Profit and total comprehensive income for the year

As a result of the foregoing, our profit and total comprehensive income decreased by approximately RMB72.8 million or 50.7% to approximately RMB70.7 million for the year ended 31 December 2024 from approximately RMB143.5 million for the year ended 31 December 2023.

WORKING CAPITAL MANAGEMENT

The Group maintained sufficient working capital as at 31 December 2024 and continued to adopt a prudent treasury policy in managing its cash balances and maintain a strong and healthy liquidity to ensure that the Group is well placed to take advantage of growth opportunities of its business.

Net current assets of the Group amounted to approximately RMB390.3 million (31 December 2023: RMB381.6 million) with a current ratio calculated by dividing our current assets over our current liabilities of 122.8% (31 December 2023: 125.8%) as at 31 December 2024.

Inventories decreased by approximately RMB14.5 million or 1.9% to approximately RMB728.6 million as at 31 December 2024 from approximately RMB743.1 million as at 31 December 2023. Inventory turnover days was 263 days for the year ended 31 December 2024, representing an increase of 31 days as compared to 232 days for the year ended 31 December 2023. The increase in inventory turnover days was mainly due to decrease in our sales during the year ended 31 December 2024.

Trade, bills and other receivables increased by approximately RMB10.2 million or 2.2% to approximately RMB477.5 million as at 31 December 2024 from approximately RMB467.2 million as at 31 December 2023, among which trade receivables decreased by approximately RMB37.5 million or 10.2% to approximately RMB329.9 million as compared with approximately RMB367.4 million as at 31 December 2023. In May 2019, the Group, due to the expected delay in settlement from one of our production line customers resulting from the prolonged approval procedures of its financing bank, entered into a supplemental agreement with such customer pursuant to which our Group agreed that such customer to defer the outstanding payment upon completion of such production line project up to a maximum amount of RMB280 million (the "**Deferred Payment**") bearing a fixed interest rate of 8.41% per annum secured and guaranteed by such customer. As agreed in the supplemental agreement, the Deferred Payment up to a maximum amount of RMB280 million was agreed to be settled in every three months by 12 installments starting from 30 September 2020, but subject to a specific date upon finalisation of negotiation by both parties. During the year ended 31 December 2022, the Group entered into an offsetting agreement with the customer and a subcontractor engaged by the Group for constructing the production line, pursuant to which RMB102,921,000 of the Group's receivables from the customer and RMB102,921,000 of the Group's payables to the subcontractor had been offset as agreed by these contractual parties. The production line was completed during the year ended 31 December 2022. Up to the date of the issuance of this announcement, the Group and the customer had not yet entered into the Finalised Deferred Payment Agreement. As at 31 December 2024 and up to the date of this announcement, the Group is still in negotiation and had not yet agreed on a commencement date of the repayment. As at 31 December 2024, outstanding balance of approximately RMB103.1 million (net of impairment loss allowance of approximately RMB93.6 million) was included in the Group's trade receivables. Our trade receivables turnover days was 74 days (2023: 57 days) for the year ended 31 December 2024 representing an increase of 17 days. The increase in trade receivable turnover days during the year ended 31 December 2024 was primarily due to the decrease in our sales during the year.

Prepayments to suppliers increased by approximately RMB2.4 million or 2.9% to approximately RMB86.5 million as at 31 December 2024 from approximately RMB84.3 million as at 31 December 2023 primarily due to increased prepayments made to the suppliers in relation to our construction of production line project.

Contract liabilities increased by approximately RMB213.6 million or 25.5% to approximately RMB1,051.9 million as at 31 December 2024 from approximately RMB838.4 million as at 31 December 2023. The increase in contract liabilities was mainly due to advance payments received from our customers during the year for the new and on-going contracts obtained.

LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

The Group funds its business operations both through cash flows generated from its business operations and through external financing, primarily including banking facilities. The Group's primary uses of cash are for the payment for: (a) raw materials; (b) sub-contracting fees; (c) staff costs; and (d) overhead.

As at 31 December 2024, the Group had cash and cash equivalents of approximately RMB555.4 million (31 December 2023: approximately RMB378.9 million). A portion of the Group's bank deposits totaling approximately RMB121.8 million (31 December 2023: approximately RMB51.8 million) were restricted for the issue of bills payables and letter of credit by the Group. The Group's cash and cash equivalents and restricted bank deposits were mostly denominated in Renminbi, United States dollars, Hong Kong dollars and Euro.

As at 31 December 2024, we had banking facilities of approximately RMB93 million, of which approximately RMB25.3 million were utilised. The utilised banking facilities as at 31 December 2024 represented bank guarantee of approximately RMB19.6 million and bank acceptance bill amounted to RMB5.7 million. As at 31 December 2024, our Group had unutilised banking facilities amounted to approximately RMB67.7 million. As at 31 December 2024, the Group had bank borrowings of approximately RMB0.2 million (31 December 2023: approximately RMB55.3 million).

As at 31 December 2024, the Company's gearing ratio, which is calculated by dividing our total liabilities over our equity attributable to owners of the Company multiplied by 100%, was 188.8% (31 December 2023: 170.4%). The increase in our gearing ratio was mainly due to a reduction in the balance of our equity as at 31 December 2024 as compared to 31 December 2023.

During the year ended 31 December 2024, the Group recorded net cash from operating activities of approximately RMB387.0 million (2023: RMB46.4 million). Net cash used in investing activities for the year ended 31 December 2024 amounted to approximately RMB110.5 million (2023: net cash from investing activities amounted to RMB74.1 million). Net cash used in financing activities for the year ended 31 December 2024 amounted to approximately RMB100.2 million (2023: approximately RMB88.1 million).

The Board and the management of the Company had been closely monitoring the Group's liquidity position, performing ongoing credit evaluations, and monitoring the financial conditions of its customers, in order to ensure the Group's healthy cash position.

PRINCIPAL RISKS AND UNCERTAINTIES

Financial Risks

The Group is exposed to market risks from changes in market rates and prices, such as exchange rates, interest rates, credit and liquidity.

Currency risk

The Group's exposure to currency risk relates primarily to the Group's sales to customers outside mainland China which is usually denominated in USD. The Group has not adopted any foreign exchange hedging policy, engage in any currency hedging or have any positions in any derivative financial instruments to hedge our currency risk as management of the Group considers that the foreign exchange risk exposure of the Group is minimal.

Interest rate risk

The Group's exposure to risk for changes in market interest rates relates primarily to the Group's term bank borrowings, lease liabilities, loans to and amount due to independent third parties and the floating-rate restricted bank balance and bank balances. The Group currently does not have formal interest rate hedging policy. The management of the Group monitors its exposures on an on-going basis and will consider hedging interest rate risk should the need arise.

Credit risk

Credit risk is the risk of that a customer or counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group's credit risk is primarily attributable to its trade, bills and other receivables, contract assets, term deposits, restricted bank deposits and bank balances.

Given that 38% of the total trade receivables was due from a construction of production line customer of Group as at 31 December 2024 (31 December 2023: 45%), the Group has concentration of credit risk.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual receivables at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

Liquidity risk

During the year ended 31 December 2024, the Group did not experience any liquidity shortage. We managed our liquidity risks by maintaining adequate level of cash and cash equivalents to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

CONTINGENT LIABILITIES

As at 31 December 2024, the Group did not have any significant contingent liabilities (31 December 2023: nil).

CAPITAL EXPENDITURES

As at 31 December 2024, the Group's capital expenditures amounted to approximately RMB8.4 million (31 December 2023: approximately RMB25.1 million) which has mainly related to the acquisition of property, plant and equipment.

PLEDGE OF ASSETS

As at 31 December 2024, the Group's restricted bank deposits of approximately RMB121.8 million (31 December 2023: in respect of restricted bank deposits and bills receivables and term deposits with an aggregate carrying amount of approximately RMB151.4 million) were pledged to banks for issuing bills payables.

CAPITAL COMMITMENTS

As at 31 December 2024, the Group's capital expenditure amounted to approximately RMB3.0 million (31 December 2023: in respect of acquisition of property, plant and equipment contracted for but not provided in the financial statements of approximately RMB11.6 million) which was mainly related to the purchase of and deposit paid for property, plant and equipment.

OFF-BALANCE SHEET TRANSACTIONS

Save for the capital commitment and pledged assets disclosed above, the Group did not enter into any material off-balance sheet transactions or arrangements during the year ended 31 December 2024 and up to the date of this announcement.

EMPLOYEES AND REMUNERATION INFORMATION

As at 31 December 2024, the Group had a total of 1,030 employees (31 December 2023: 1,092) including staff from administrative, finance, sales, supply, technical, quality control, and production departments.

Remuneration packages of our employees usually comprise, among other things, salaries, contribution to pension schemes and allowances. We regularly review and determine the remuneration and compensation package of our employees by reference to, among other things, their performance, qualifications, respective responsibilities and market levels of salaries paid by comparable companies. For the year ended 31 December 2024, the Group incurred staff cost (including Directors' remuneration) of approximately RMB125.1 million (2023: approximately RMB137.7 million).

The Group provides to our employees on a regular basis and when deemed necessary training covering various aspects of our business operation, including work safety, sales and marketing, compliance with applicable laws and regulations, technical skills, management and production quality.

The Group did not experience any major labour disputes, work stoppages or labour strikes that led to disruptions in our Group's operations. The Directors consider that the Group has maintained a good working relationship with its staff.

SIGNIFICANT INVESTMENT HELD, MATERIAL ACQUISITION OR DISPOSAL

During the year ended 31 December 2024, the Group has invested its available cash-in-hand in wealth management products issued by banks in the PRC as part of the Group's treasury measure for better short-term cash flows management purposes. As at 31 December 2024, the financial assets at FVTPL held by the Group were approximately RMB109.3 million (31 December 2023: RMB103.1 million), representing 4.0% of total assets of the Group. Details of the financial assets at FVTPL held by the Group as at 31 December 2024 are set out as follows:

Financial assets at FVTPL	Subscription date	Interest rate *(per annum)*	Maturity date	Principal amount of subscription *('000)*	Changes in fair value for the year ended 31 December 2024 *('000)*	Carrying amount as of 31 December 2024 *('000)*	Percentage of total assets of the Group as of 31 December 2024
Taikang Kaitai Wealth Management Product of Class A – HKD – ACC, Taikang Kaitai Hong Kong Dollar Money Market Fund*(Note 3)*	9 July 2024	Dependent on other factors*(Note 3)*	No fixed term *(Note 2)*	HKD9,000	HKD196	HKD9,196	0.32%
Bank of China Linked Structured Deposit CSDVY202412685 (Institutional Customer)* (中國銀行掛鉤型結構性存款 CSDVY202412685 (機構客戶))*(Note 5)*	14 August 2024	1.4% or 2.7891%*(Note 4)*	20 February 2025	RMB 52,000,000	RMB548	RMB52,548	1.95%
Bank of China Linked Structured Deposit CSDVY202412684 (Institutional Customer)* (中國銀行掛鉤型結構性存款 CSDVY202412684 (機構客戶))	14 August 2024	1.4% or 2.7991%*(Note 5)*	18 February 2025	RMB 48,000,000	RMB254	RMB48,254	1.79%

Notes:

1. This wealth management product is principal-guaranteed with guaranteed minimum return and redeemable upon the maturity date. The Group received the principal amount and return of this product of RMB101,485,000 on 10 July 2024, being the maturity date, maintained within the target range at the observation time. For the details of this wealth management product, please refer to the announcement of the Company dated 9 January 2024.

2. This wealth management product is a non-principal guaranteed with floating return product redeemable on any dealing day subject to the compliance with the redemption procedures applicable. The Group redeemed a majority of the subscription, amounting to HKD33,000,000 of the product on 15 July 2024, the redemption represented an average annualized return of approximately 4.11%. The remaining HKD9,000,000 will be continue to be held for not more than 12 months in line with the Group's treasury management plan. For the details of this wealth management product, please refer to the announcement of the Company dated 9 July 2024 and 15 August 2024.

3. The expected return of the Taikang Kaitai Wealth Management Product is to be determined on the basis of the difference between the net assets value of the Taikang Kaitai Wealth Management Product on the redemption date and the initial subscription price, multiplied by the total unit of Taikang Kaitai Wealth Management Product subscribed.

4. This wealth management product is a principal-guaranteed with guaranteed minimum rate and redeemable upon the maturity date. If the relevant linked indicator is lower than a set baseline at the observation time, the expected minimum rate of return will be 1.4% per annum, otherwise a maximum rate of return of 2.7891% per annum. For the details of this wealth management product, please refer to the announcement of the Company dated 14 August 2024.

5. This wealth management product is a principal-guaranteed with guaranteed minimum rate and redeemable upon the maturity date. If the relevant linked indicator is lower than a set baseline at the observation time, the expected minimum rate of return will be 1.4% per annum, otherwise a maximum rate of return of 2.7991% per annum. For the details of this wealth management product, please refer to the announcement of the Company dated 14 August 2024.

Save as disclosed above, the Group had no significant investment held or performed any material acquisition or disposal of subsidiaries, associated companies and joint ventures during the year ended 31 December 2024 and up to the date of this announcement.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in the prospectus of the Company dated 31 October 2019, the Group does not have other plans for material investments and capital assets during the year ended 31 December 2024 and up to the date of this announcement.

SUBSEQUENT EVENTS

On 22 April 2025, the Group received from a customer in respect of the construction of a production line located in the Republic of Kazakhstan USD1,000,000, being a partial payment of the Deferred Payment.

Save as disclosed in this annual report, no material events were undertaken by the Group subsequent to 31 December 2024.

DIRECTORS' REPORT

The Directors are pleased to present this report and the audited consolidated financial statements of the Group for the year ended 31 December 2024.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company is an investment holding company. The Company's Shares were listed on the Stock Exchange on 15 November 2019 ("**Listing**"). The Company and its subsidiaries now comprising the Group underwent the reorganisation which was completed on 8 September 2018 as set out in the prospectus of the Company dated 31 October 2019 ("**Prospectus**"). During the year ended 31 December 2024, the subsidiaries now comprising the Group were involved in rotary kilns, grinding equipment and their related equipment manufacturing and installation, and construction of production line business.

Details of the principal activities of the principal subsidiaries of the Company are set out in note 39 to the consolidated financial statements. A review and analysis of the Group's performance for the year ended 31 December 2024 is set out in the "Chairman's Statement" and "Management Discussion and Analysis" sections in this annual report. For future business development, the Group will continue to focus on its existing businesses and expand its customer base by reinforcing the Group's market presence in the building material industry and further diversifying into metallurgy, chemical and environmental protection industries. Save as disclosed in the section headed "Directors' Report – Subsequent Events" in this annual report, there were no significant events of the Group after the year ended 31 December 2024 and up to the date of this annual report.

RESULTS AND DIVIDEND

The results of the Group for the year ended 31 December 2024 are set out in the Consolidated Statement of Profit or Loss and Other Comprehensive Income of this annual report. A financial summary of the Group for the five years ended 31 December 2019, 2020, 2021, 2022 and 2023 have been set out on page 128 in this annual report.

For the year ended 31 December 2024, the Board recommended a final dividend (the "**Final Dividend**") of RMB0.04037 (not subject to withholding tax) per ordinary share (2023: RMB0.0857 per ordinary share) to shareholders of the Company (the "**Shareholders**") whose names appear on the register of members of the Company on Wednesday, 2 July 2025, totaling approximately RMB20.2 million (not subject to withholding tax), subject to approval by the Shareholders at the forthcoming annual general meeting of the Company (the "**AGM**") to be held on Wednesday, 18 June 2025. The Final Dividend will be declared in RMB and paid in Hong Kong dollars ("**HKD**") by applying the middle rate of HKD to RMB announced by The People's Bank of China on 28 March 2025, which was HKD1.00 to RMB0.92273, as the applicable exchange rate for calculation of the Final Dividend. Subject to Shareholders' approval at the AGM, the Final Dividend payable for each ordinary share shall be HKD0.04375 and the aggregate amount of which will be paid out of the Company's share premium account. Total dividend payout ratio is 30% of the profit for the year attributable to the owners of the Company. The proposed Final Dividend is expected to be distributed to Shareholders on or around Friday, 18 July 2025.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group faces, among others, the following principal risks and uncertainties:

(i) Reliance on the macroeconomic conditions in the PRC

The Group generates a substantial portion of revenue from sales in China. Our business and future growth prospects depend on general economic conditions and levels of construction and infrastructure development in the PRC and overseas countries where our customers are based. For example, in the PRC, the increasing urbanization rate, the rapid development of construction industry and widening application of rotary kiln and grinding equipment in broader fields such as metallurgy, chemical and environmental protection industries have enormously prompted the demand for building materials production and processing equipment, especially rotary kilns, grinding equipment and their related equipment over the past few years. It cannot be assured that China's economy will continue to grow or that its growth will be steady or occur in the geographical regions or economic sectors that related to the Group.

(ii) Reliance on customers from the building materials industry

Any changes to downstream industries in overseas and China markets that our Group's products in the rotary kiln and grinding equipment systems cater to, in particular, the building materials industry which accounted for approximately 41.7% (2023: 42.2%) of our total revenue for the year ended 31 December 2024, will have a direct impact on our sales volume and eventually our results of operations. The development of infrastructure and building construction in China and overseas markets will continuously generate a growing consumption demand for a variety of building materials, especially cement. Our sales volume will be directly impacted by the urbanization rate and the development of construction industry.

(iii) Uncertainty as to expanding the Group's business into the "Belt and Road" countries as well as risks associated with international sales

One of our business strategies is to extend our international footprint to more "Belt and Road" countries in Central and East Europe and Central Asia regions. Expansion into "Belt and Road" countries may give rise to various associated risks, including legal and political risks. Foreign companies venturing into "Belt and Road" countries may not have access to adequate legal protection, especially where legal regimes are underdeveloped and have low credibility, and where social and judicial corruption is rife. In addition, certain "Belt and Road" countries suffer from political instability, civil unrest or even armed conflict, which will require foreign companies entering into such "Belt and Road" countries to maintain a robust business continuity plan and good security intelligence, all of which will necessitate a certain amount of expenditure. As a result of such high risk jurisdictions and given the fact that our employees are required to provide technical support and/or training in such places from time to time, we may be required to put in place certain security measures to ensure the safety of our employees and/or other assets, if any. There is no guarantee that such security measures will be entirely foolproof and the purchase and maintenance of such additional security measures may also result in substantial expenses for our Group, depending on the seriousness of the situation in the relevant jurisdiction, which may in turn affect our financial condition and outweigh the benefits of undertaking projects in such "Belt and Road" countries. Expansion may therefore place undue pressure on our financial, personnel and management resources that would be otherwise available for our current business operations.

In addition, a substantial portion of our total revenue is generated from the sale of our products and/or provisions of our services to customers outside the PRC. During the year ended 31 December 2024, revenue generated from our customers outside mainland China amount to approximately RMB322.4 million (2023: RMB440.1 million), representing approximately 25.6% (2023: 25.4%) of our total revenue. Our plan to expand our customer base by venturing into newly emerged markets including the "Belt and Road" countries, may be subject to a variety of risks and uncertainties associated with such expansion, including: (a) political and economic instabilities; (b) foreign exchange rate exposure and the risk of foreign exchange control; (c) exposure to increased litigation risks in overseas markets; (d) unfamiliarity with local laws, regulatory requirements, operating and market conditions; (e) cultural and language difficulties; (f) competition from local companies; (g) foreign taxes; and (h) potential disputes and difficulty in managing relationships with foreign customers.

Given the above, we cannot assure you that our future expansion plans and international sales into these markets will be smooth or successful. If our future expansion plans into such "Belt and Road" countries encounter difficulties or do not reap the anticipated benefits, the additional costs incurred may adversely affect our business, financial condition and results of operation.

(iv) Fluctuation in costs of raw materials

Our principal raw materials are steel materials including steel plates, castings and forgings, and our principal parts and components include motors, reducers and bearings. During the year ended 31 December 2024, the cost of raw materials was a major component of our cost of sales and services, representing approximately 76.6% (2023: 82.0%) of our total cost of sales and services. Any material fluctuation in the cost of raw materials may affect the results of our operations. Costs of raw materials may fluctuate subject to factors beyond our control including availability and supply of the raw materials, inflation of labour costs, economic and market conditions and changes in suppliers' business plans and marketing strategies. We cannot assure the Shareholders and potential investors that our costs of raw materials will not fluctuate in the future. If such costs increase, it will directly affect our revenue and profit margin which will in turn materially and adversely affect our business, financial condition and results of operations.

For details of the other risks and uncertainties faced by the Group, please refer to the section headed "Risk Factors" in the Prospectus, and for details of the financial risks and the related risk management policies and practices used by the Group, please refer to note 35 headed "Financial risk management objectives and policies" to the consolidated financial statements in this annual report.

SUBSEQUENT EVENTS

Save as disclosed in "Management Discussion and Analysis" section this report, the Board is not aware of any material events undertaken by the Group subsequent to 31 December 2024 and up to the date of this report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year ended 31 December 2024 are set out in note 14 to the consolidated financial statements in this annual report.

SHARE CAPITAL

Details of the movements during the year ended 31 December 2024 in the share capital of the Company are set out in note 28 to the consolidated financial statements in this annual report.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the amended and restated articles of association of the Company (the "**Articles**") or the laws of Cayman Islands which would oblige the Company to offer new Shares on a pro-rata basis to the existing Shareholders.

TAX RELIEF

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

DONATION

Charitable and other donations made by the Group during the year ended 31 December 2024 amounted to RMB200,000.00 (2023: RMB327,693.81).

RESERVES

Details of the amounts and movements in the reserves of the Company and the Group are set out in note 38 to the consolidated financial statements in this annual report.

DISTRIBUTABLE RESERVES

As at 31 December 2024, the Company's reserves available for distribution to the Shareholders amounted to approximately RMB898.9 million (2023: RMB831.6 million).

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2024, the revenue derived from the Group's largest customer and the five largest customers accounted for approximately 9.52% and 39.66% (2023: approximately 15.46% and 31.25%) of the Group's total revenue for the year, respectively.

During the year ended 31 December 2024, purchases from the Group's largest supplier and five largest suppliers accounted for approximately 17.73% and 35.48% (2023: approximately 23.11% and 41.74%) of the Group's total purchases for the year, respectively.

So far is known to the Directors, at no time during the year ended 31 December 2024 that any of the Directors, their close associates or any Shareholders who owned more than 5% of the Company's issued share capital, had any interests in any of the above five largest customers and suppliers of the Group for the year.

RELATIONSHIP WITH KEY STAKEHOLDERS

The Group understands the importance of maintaining a good relationship with its employees, suppliers, customers and other stakeholders to meet its immediate and long-term goals. The Group will continue to ensure effective communication and maintain good relationship with each of its key stakeholders. During the year ended 31 December 2024, there were no material and significant dispute between the Group and its employees, suppliers, customers and/or other stakeholders.

CORPORATE GOVERNANCE

Details of the principal corporate governance practices as adopted by the Company are set out in the section headed "Corporate Governance Report" on pages 36 to 54 of this annual report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to operate in compliance with the applicable environmental laws as well as protecting the environment by minimising the negative impact of the Group's existing business activities on the environment and complying with the applicable environmental laws and regulations.

Our business is subject to provisions under PRC environmental laws and regulations on noise, waste water, air emission and other industrial waste. The major governing environmental laws and regulations consist of the Environmental Protection Law of the PRC* 《中華人民共和國環境保護法》, the Law of the PRC on the Prevention and Control of Water Pollution* 《中華人民共和國水污染防治法》, the Law of the PRC on the Prevention and Control of Air Pollution* 《中華人民共和國大氣污染防治法》, the Law of PRC on the Prevention and Control of Solid Waste Pollution* 《中華人民共和國固體廢物污染環境防治法》, and the Law of the PRC on the Prevention and Control of Noise Pollution* 《中華人民共和國環境噪聲污染防治法》.

In order to avoid any potential environmental issue, we have also implemented certain measures, including:

(i) emitting pollutants generated in the course of production, such as sulfur dioxide, smoke and industrial solid waste, according to standards; and

(ii) conducting environmental impact assessment and completing environmental approval procedures as required before production.

The Company's Environmental, Social and Governance Report will be prepared separately from this annual report and will be published on the same date as this annual report.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group continues to keep itself updated over the requirement of the relevant laws and regulations applicable to it to ensure compliance. Save as disclosed in the Prospectus, during the year ended 31 December 2024 and up to the date of this annual report, to the best of the Company's knowledge, information and belief, having made all reasonable enquiries, the Group is not aware of any non-compliance in any material respect with the relevant laws and regulations that have a significant impact on the business and operation of the Group.

Details of the Company's compliance with the code provisions set out in the Corporate Governance Code and Corporate Governance Report contained in Appendix C1 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") are provided in the section headed "Corporate Governance Report" of this annual report.

* For identification purpose only

DIRECTORS

The Directors who held office during the year ended 31 December 2024 and up to the date of this annual report were:

Executive Directors

Mr. Wang Jiaan (王家安)
Mr. Zhou Yinbiao (周銀標)
Mr. Dai Xianru (戴賢如)
Mr. Ben Daolin (賁道林)

Independent Non-executive Directors

Ms. Zhang Lanrong (張嵐嶸)
Mr. Ding Zaiguo (丁再國)
Mr. Mak Hing Keung, Thomas (麥興強)

In accordance with the Articles, at each annual general meeting, one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. For details about the retirement and rotation of Directors, please refer to the paragraph headed "Corporate Governance Report – The Board" on page 37 of this annual report.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of all the Directors and senior management of the Company are set out on pages 27 to 35 of this report.

Save as disclosed in the section headed "Biographical Details of Directors and Senior Management" of this annual report, there has been no change in Directors' information as required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

INDEPENDENCE CONFIRMATION

The Company has received, from each of the independent non-executive Directors, a written confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules and considers that all the independent non-executive Directors as independent.

RETIREMENT BENEFITS SCHEME

The Group does not have any employee who is required to participate in the statutory mandatory provident fund scheme in Hong Kong. The employees of the Group's PRC subsidiaries are members of the state-managed retirement benefits scheme operated by the PRC government. The employees of the PRC subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to this retirement benefits scheme is to make the required contributions under the scheme.

Details of the retirement benefits contributions of the Company are set out in note 9 to the consolidated financial statements in this annual report.

DIRECTORS' SERVICE CONTRACT

Each of our executive Directors has entered into a service agreement with the Company for an initial term of three years commencing from the Listing Date and renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term, which may be terminated in accordance with the provisions of the service agreement or by not less than three months' notice in writing served by either our Directors or the Company on the other.

Each of our independent non-executive Directors has entered into a letter of appointment with the Company for a fixed term of one year on 8 November 2024, which may be terminated at any time by either party at anytime by giving notice to the other and subject to rotation, removal, vacation or termination of such office in accordance with the Articles.

Pursuant to the individual service agreement, each of our executive Directors is entitled to a fixed amount of emolument and discretionary management bonus to be determined by our Board. For our independent non-executive Directors, pursuant to the then individual appointment letters, each of them is entitled to a fixed director's fee. Details of the remuneration of the Directors are set out in note 11 to the consolidated financial statements in this annual report.

All of the executive Directors' service agreements and independent non-executive Directors' letters of appointment entered between the Company and the respective Director has been reviewed and ratified by the Nomination Committee.

Save as disclosed above, none of the Directors being proposed for re-election at the AGM has a Director's service agreement with the Company, which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

DEED OF NON-COMPETITION

Mr. Wang Jiaan and Ambon Holding Limited (together, the "**Controlling Shareholders**"), have confirmed to the Company of their compliance with the non-competition undertakings provided to the Company under a deed of non-competition (the "**Deed of Non-Competition**") entered into between the Controlling Shareholders and the Company dated 28 October 2019 during the year ended 31 December 2024 and up to the date of this annual report. Details of the Deed of Non-Competition are set out in the section headed "Relationship with Controlling Shareholders" in the Prospectus.

The independent non-executive Directors have reviewed the status of compliance and confirmed that all the undertakings under the Deed of Non-Competition have been complied with by the Controlling Shareholders during the year ended 31 December 2024.

MANAGEMENT CONTRACT

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2024.

RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTION

Details of the related party transactions of the Group for the year ended 31 December 2024 are set out in note 37 to the consolidated financial statements contained herein this annual report. None of the related party transactions constitute a connected transaction or continuing connected transaction under Chapter 14A of the Listing Rules. During the year ended 31 December 2024, the Group has not entered into any connected transaction or continuing connected transaction which should be disclosed pursuant to the requirements of Rule 14A.71 of the Listing Rules.

CONTROLLING SHAREHOLDERS' INTEREST IN CONTRACTS OF SIGNIFICANCE FOR PROVISION OF SERVICES

No contract of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party to and in which a Controlling Shareholder or its subsidiaries had a material interest in, whether directly or indirectly, and no contracts of significance for the provision of services to the Group by a Controlling Shareholder or any of its subsidiaries subsisted at the end of or at any time during the year ended 31 December 2024.

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

No transaction, arrangement or contract of significance in relation to the Group's business to which the Company, or any of its subsidiaries was a party, and in which a Director or an entity connected with a Director had a material interest in, whether directly or indirectly, subsisted at the end of or at any time during the year ended 31 December 2024.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2024, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company and associated corporations (within the meaning of Part XV of Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**") which are (a) recorded in the register required to be kept under section 352 of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO); or (b) as otherwise notified to the Company and the Stock Exchange pursuant to the required standard dealings by directors of listed issuer as referred to Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules (the "**Model Code**"), were as follows:

Long Positions in the Shares

Name of Director	Nature of Interest	Number of Shares	Approximate percentage of shareholding interest
Mr. Wang Jiaan (王家安)	Interest in controlled corporation (Note 1)	229,893,711	45.97%

Note:

(1) Ambon Holding Limited is wholly-owned by Mr. Wang Jiaan (王家安) who is deemed to be interested in the Shares held by Ambon Holding Limited under the SFO.

Save as disclosed above, as at 31 December 2024, none of the Directors or chief executive of the Company nor their associates had registered an interest or short position in any Shares or underlying Shares and/or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions in which they are taken or deemed to have under such provisions of the SFO) or that was required to be recorded in the register kept by the Company pursuant to section 352 of the SFO, or which are required to be notified to the Company and the Stock Exchange, pursuant to the Model Code.

Directors' Rights to Acquire Shares and Debentures

At any time during the year ended 31 December 2024 and up to the date of this annual report was the Company, its subsidiaries, its fellow subsidiaries or its holding companies a party to any arrangement which would enable the Directors to acquire benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

So far as is known to any Directors or chief executive of the Company, as at 31 December 2024, the following persons (other than Directors or chief executive of the Company whose interests are disclosed under the paragraph headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations" above) had interest or short position in the Shares or underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO:

Long positions in the Shares

Name of Substantial Shareholder	Nature of Interest	Number of Shares	Approximate percentage of shareholding interest
Ambon Holding Limited	Beneficial owner (Note 1)	229,893,711	45.97%
PF International Group Limited ("**PF International**")	Beneficial owner (Note 2)	133,211,176	26.64%
PF Global Limited ("**PF Global**")	Beneficial owner (Note 3)	49,635,386	9.93%

Notes:

(1) Ambon Holding Limited is wholly-owned by Mr. Wang Jiaan (王家安) who is deemed to be interested in the Shares held by Ambon Holding Limited under the SFO.

(2) These Shares are held by PF International, which is owned as to approximately 26.51% by Mr. Zhou Yinbiao (周銀標), 18.55% by Mr. Yu Yangui (于延桂), 16.76% by Mr. Dai Xianru (戴賢如), 13.7% by Mr. Wang Yun (王雲), 9.76% by Mr. Ben Daolin (賁道林), 8.26% by Mr. Chen Lidong (陳黎東) and 6.46% by Mr. Ben Daochun (賁道春).

(3) These Shares are held by PF Global, which is owned as to approximately 19.2% by Ben Xudong (賁旭東), 32.64% by Chen Yulou (陳玉樓), 21.6% by Cai Tongfu (蔡同富), 1.92% by Liu Chengguan (劉成官), 1.92% by Qian Jiayin (錢加銀), 1.28% by Zhang Doufa (張鬥發), 1.28% by Ding Jialin (丁佳林), 0.64% by Wang Shiqin (王世芹), 0.64% by Ding Qinghai (丁慶海), 0.64% by Cui Hengfu (崔恒富), 0.64% by Jiao Yuanjin (焦遠進), 0.64% by Wang Xiaobo (王小波), 0.64% by Yu Zhongwen (于中文), 0.64% by Lin Xianyue (林先月), 0.64% by Yuan Xiaofei (袁小飛), 1.12% by Zhou Bugao (周步高), 1.12% by Shen Jixiang (沈吉祥), 0.64% by Zhou Yue (周悦), 0.64% by Zhou Kewen (周克穩), 0.64% by Zhou Jin (周錦), 0.48% by Wang Huajun (王華俊), 0.48% by Zhang Gui (張貴), 0.48% by Liu Yaqin (劉亞芹), 0.48% by Ben Zhonglin (賁忠林), 0.64% by Wang Jin (王進), 0.64% by Jiang Xiaoming (蔣曉明), 0.64% by Wu Yijun (吳義軍), 0.48% by Pei Haiqing (裴海青), 0.48% by Cui Xinxin (崔欣欣) (which was inherited from Cui Yegui (崔業貴) on 1 July 2018), 0.48% by Zhou Jianyi (周建益) and 5.6% by Pei Qirong (裴其榮).

Save as disclosed above, as at 31 December 2024, the Directors were not aware of any other person who had or deemed to have interests or short positions in the Shares and underlying Shares which has disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and as recorded in the register required to be kept under section 336 of the SFO.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision (as defined in section 469 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) for the benefit of the existing Directors is currently in force since the Listing Date. The Company has taken out directors' liability insurance that provides appropriate cover for the Directors during the year ended 31 December 2024.

COMPETING INTEREST

Save as disclosed in this annual report, during the year ended 31 December 2024, to the best of the Company's knowledge, information and belief, having made all reasonable enquiries, none of the Directors or the Controlling Shareholders of the Company or their close associates (as defined in the Listing Rules) is interested in any business which competes or may compete, either directly or indirectly, with the business of the Group nor any conflicts of interest which has or may have with the Group of interests with the Group for the year ended 31 December 2024.

BORROWINGS

As at 31 December 2024, the Group had bank borrowings of approximately RMB0.2 million (31 December 2023: approximately RMB55.3 million).

DEBENTURE ISSUED

The Group did not issue any debenture during the year ended 31 December 2024.

RIGHTS TO ACQUIRE THE COMPANY'S SECURITIES AND EQUITY-LINKED AGREEMENTS

At no time during the year ended 31 December 2024 was the Company, or any of its holding companies or subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executive of the Company or their respective associates (as defined under the Listing Rules) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of Shares in, or debentures of, the Company or any other body corporate. No equity-linked agreements were entered into by the Company during the year ended 31 December 2024 or subsisted at the end of the year.

PURCHASE, SALES OR REDEMPTION OF THE LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries has purchased, sold or redeemed any securities of the Company during the year ended 31 December 2024 and up to the date of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Directors, the Company has maintained sufficient prescribed public float of not less than 25% of the issued Shares as required under the Listing Rules during the year ended 31 December 2024 and up to the date of this annual report.

BOARD COMMITTEES

The Board has established four committees, namely, the audit committee (the "**Audit Committee**"), the remuneration committee (the "**Remuneration Committee**"), the nomination committee (the "**Nomination Committee**") and investment committee (the "**Investment Committee**") for overseeing particular aspects of the Company's affairs. All the Board committees have been established with defined written terms of reference, which are posted on the Stock Exchange's website at www.hkexnews.hk and the Company's website at http://pengfei.com.cn/.

All the Board committees should report to the Board on their decisions or recommendations made. All Board committees members are provided with sufficient resources to perform their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstance, at the Company's expense.

ISSUE OF SHARES AND USE OF PROCEEDS FROM THE SHARE OFFER

In connection with the Listing, on 15 November 2019, 125,000,000 new Shares were issued at a price of HK$1.58 per Share and 323,614,100 new Shares were issued pursuant to the Capitalisation Issue (as defined in the Prospectus).

The net proceeds raised by the Company from the abovementioned Share Offer (as defined in the Prospectus), after deducting the underwriting fees and commission and expenses of the Company, amounted to approximately HK$150.0 million. The details of use of proceeds by the Group are set out in "Management Discussion and Analysis – Use of Proceeds from the Share Offer" of the annual report of the Company for the year ended 31 December 2022.

AUDITOR

Since the Listing, the Company has engaged Deloitte Touche Tohmatsu, Certified Public Accounts of Hong Kong, as the auditor of the Company. The consolidated financial statements for the year ended 31 December 2024 have been prepared by Deloitte Touche Tohmatsu, Certified Public Accountants of Hong Kong, the auditor of the Company, who will retire at the conclusion of the AGM and being eligible, offer themselves for re-appointment. A resolution for the re-appointment of by Deloitte Touche Tohmatsu as auditor of the Company will be proposed at the AGM.

AGM

The AGM of the Company will be held on Wednesday, 18 June 2025. A notice of convening the AGM will be published and dispatched to the Shareholders in the manner required by the Listing Rules in due course.

CLOSURE OF REGISTER OF MEMBERS

To be eligible to attend and vote at the forthcoming annual general meeting

For the purpose of determination of eligibility to attend and vote at the AGM, the transfer books and register of members of the Company will be closed from Friday, 13 June 2025 to Wednesday, 18 June 2025 (both days inclusive), during which period no transfer of Shares of the Company will be effected. In order to be entitled to attend and vote at the AGM to be held on Wednesday, 18 June 2025, all transfer of Shares documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on Thursday, 12 June 2025.

To qualify for the proposed Final Dividends

For the purpose of ascertaining Shareholders' entitlement to the Final Dividend, the transfer books and register of members of the Company will be closed from Friday, 27 June 2025 to Wednesday, 2 July 2025 (both days inclusive), during which period no transfer of Shares of the Company will be effected. To be qualified for receiving the proposed final dividends, all transfer of Shares documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on Thursday, 26 June 2025.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE HONG KONG LISTING RULES

The Company does not have any other disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

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

By order of the Board
China PengFei Group Limited
Wang Jiaan
Chairman

Jiangsu, China
31 March 2025

Executive Directors

Mr. Wang Jiaan

Mr. Wang Jiaan (王家安) ("**Mr. Wang**"), aged 67, is an executive Director and the chairman of the Board. Mr. Wang was appointed as our Director on 31 July 2017 and re-designated as our executive Director on 13 March 2019. Mr. Wang is primarily responsible for overall management, corporate policy making and strategic planning of our Group's business operations. Mr. Wang is the father-in-law of Mr. Shi Pengyu (施鵬宇), a senior management of our Group.

Mr. Wang has more than 40 years of experience in special equipment manufacturing business. Prior to joining our Group, Mr. Wang worked in Haian County Building Equipment Manufacturing Plant* (海安縣建材設備製造總廠) as a mechanical workshop technician and workshop manager from October 1977 to July 1984 and was promoted as the deputy plant manager and technical manager from July 1984 to May 1994. Since then, Mr. Wang joined Jiangsu Pengfei and served as the deputy general manager from May 1994 to October 2001 and was promoted as the general manager from October 2001 to October 2003. Since October 2003, Mr. Wang has served as the chairman and general manager of Jiangsu Pengfei.

Mr. Wang has completed the provincial level mechanical industry professional technical staff high-level transformation innovative upgrading senior training course at the Jiangsu Provincial Department of Human Resources and Social Security* (江蘇省人力資源和社會保障廳); and Jiangsu Province Mechanical Industry Association* (江蘇省機械行業協會) in August 2012. Mr. Wang has completed the Nantong City modern entrepreneur senior training course at Shanghai Jiaotong University in the PRC in April 2012. Mr. Wang was awarded with a certificate after completion of the 7th Jiangsu province technological entrepreneur (investment & financing strategy and capital operations) training course at Renmin University of China in the PRC in March 2011. Mr. Wang has completed the senior business administration executive training course at Tsinghua University in the PRC in July 2008. Mr. Wang was awarded with a certificate after completion of the building materials mechanical professional certificate at Yancheng Industrial Institute (鹽城工業專科學校) in February 1996.

Mr. Wang is a researcher-level senior engineer, recognised by the Jiangsu Provincial Department of Human Resources and Social Security* (江蘇省人力資源和社會保障廳) in November 2012, and is a first level/senior technician, recognised by the Ministry of Human Resources and Social Security, the PRC (中華人民共和國人力資源和社會保障部) in November 2012.

Mr. Wang participated in public services including, among others, acting as the Vice-chairman of the 5th Committee of the China Building Materials Machinery Industry Association* (中國建材機械工業協會) from December 2008 to December 2013, the Vice-chairman of the 5th Committee of the China Building Materials Federation (中國建築材料聯合會) from October 2016 to September 2021, the Chairman of Haian County Building Materials Machinery Business Association* (海安縣建材機械業商會) from October 2016 to September 2021, a member of the 16th Committee of the Chinese National People's Congress of Haian County* (中國海安縣第十六屆人民代表大會) from January 2017 to December 2021, the Chairman of the 4th Machinery Committee of Jiangsu Province Building Materials Industry Association* (江蘇省建材行業協會) from March 2017 to February 2022 and a member of the 14th Committee of the Chinese National People's Congress of Nantong City* (中國南通市第十四屆人民代表大會) from January 2012 to December 2016. Since August 2017, Mr. Wang has also held the position as the secretary of Jiangsu Pengfei branch of the Chinese Communist Party* (中國共產黨江蘇鵬飛集團股份有限公司黨委書記).

* For identification purpose only

Mr. Wang has received awards from various organisations as follows:

Name of organisations	Award	Year of award
China Building Materials Federation (中國建築材料聯合會)	National Building Materials Industry Reform and Opening-up Thirty Years Representative* (全國建材行業改革開放三十年代表人物)	March 2009
Jiangsu Provincial People's Government (江蘇省人民政府)	Provincial Model Worker* (省勞動模範)	April 2011
China Building Materials Machinery Industry Association* (中國建材機械工業協會)	"Eleven-Five" Building Materials Machinery Enterprise Leader* ("十一五"建材機械企業領軍人物)	July 2011
Nantong City People's Government (南通市人民政府)	2013 Nantong Private Economy "Distinguished Enterprise, Brand and Leader"* Leader of the Year (2013年南通民營經濟"名企、名品、名人"年度人物)	March 2014
Haian County Chinese Communist Party Committee (中國共產黨海安縣委員會); and Haian County People's Government (海安縣人民政府)	2016 Five-Star Entrepreneur* (2016年度五星級企業家)	January 2017
All China Federation of Trade Unions (中華全國總工會)	National Labor Medal* (全國五一勞動獎章)	April 2017
China Building Materials Machinery Industry Association* (中國建材機械工業協會)	Outstanding Entrepreneur in Building Materials and Machinery Industry for 40 Years since China's Reform and Opening-up* (中國改革開放40年建材機械行業優秀企業家)	November 2018

Mr. Wang was a director and the legal representative of the following companies which were incorporated in the PRC and were dissolved by way of deregistration, and the relevant details are as follows:

Company name	Date of deregistration
Jiangsu Zhongpeng Energy Technology Development Co., Ltd.* (江蘇中鵬能源技術開發有限公司)	18 May 2016
Haian County Strength Machinery Co., Ltd.* (海安縣實力機械有限公司)	20 May 2016
Haian Pengfei Machinery Equipment Research Institute Co., Ltd.* (海安鵬飛機械裝備研究院有限公司)	20 May 2016

* For identification purpose only

As confirmed by Mr. Wang, the aforementioned companies were solvent at the time when they were deregistered and he is not aware of any actual or potential claim that has been or will be made against him or these companies as a result of their respective deregistration. For further information, please refer to the paragraph headed "Disposal of or deregistration of subsidiaries and associated companies by our Group during the Track Record Period" in the section headed "History, development and Reorganisation" in the Prospectus.

As at the date of this report, Mr. Wang was interested in a total of 229,893,711 Shares, representing approximately 45.97% of the total number of Shares in issue.

Mr. Zhou Yinbiao

Mr. Zhou Yinbiao (周銀標) ("**Mr. Zhou**"), aged 65, is an executive Director and vice-chairman of the Board. Mr. Zhou was appointed as our Director on 7 November 2018 and re-designated as our executive Director on 13 March 2019. Mr. Zhou is primarily responsible for overall management, production operation, internal management of the Group.

Mr. Zhou has more than 40 years experience in special equipment manufacturing industry. Prior to joining our Group, Mr. Zhou worked in Haian County Building Equipment Manufacturing Plant* (海安縣建材設備製造總廠) as a workshop deputy manager from July 1978 to March 1982 and subsequently the workshop manager from April 1982 to May 1994. Mr. Zhou then jointed our Group and served as the deputy plant manger from May 1994 to October 2001 and was later promoted as the deputy general manager from October 2001 to July 2002. Since August 2002, Mr. Zhou served as a director and the deputy general manager of our Group.

Mr. Zhou was awarded with the qualifications of senior economist and Mechanical Engineer by Jiangsu Provincial Department of Human Resources and Social Security* (江蘇省人力資源和社會保障廳) in November 2017 and Nantong City Department of Human Resources and Social Security* (南通市人力資源和社會保障局) in November 2016 respectively. Mr. Zhou has also completed the advanced master of business administration training course at East China University of Science and Technology (華東理工大學) in March 2013, the international project management course at Sing-China Management Centre, Republic of Singapore in December 2009 and the building materials mechanical professional certificate training course organised by Yancheng Industrial Specialist School* (鹽城工業專科學校) and Jiangsu Province Building Materials Industry Bureau* (江蘇省建築材料工業局) in February 1996.

Mr. Zhou participated in the creation of "Rapidly Improve General Contracting Capacity Realize a New Leap in Internationalization Strategy"* 《快速提升總承包能力實現國際化戰略新跨越》 and was awarded with The 16th Provincial First-Class Enterprise Management Modernization Innovation Achievement* (第十六屆省級一等企業管理現代化創新成果) as accredited by Jiangsu Province Enterprise Management Modernization Innovation Achievements Review Committee* (江蘇省企業管理現代化創新成果審定委員會) in January 2010. In addition, Mr. Zhou was regarded as "Eleven-Five" Building Materials Machinery Enterprise Leader* ("十一五"建材機械企業領軍人物) by China Building Materials Machinery Industry Association* (中國建材機械工業協會) in July 2011.

Mr. Zhou was also a member of The 19th Committee of Chinese National People's Congress of Dagong Town* (中國大公鎮第十九屆人民代表大會).

* For identification purpose only

Mr. Zhou was a director and the legal representative of the following companies which were incorporated in the PRC and were dissolved by way of deregistration, and the relevant details are as follows:

Company name	Date of deregistration
Jiangsu Pengfei Grinding Equipment Co., Ltd.* (江蘇鵬飛粉磨設備有限公司) (“**Jiangsu Pengfei Grinding Equipment**”)	29 November 2013
Jiangsu Pengfei Logistics Co., Ltd.* (江蘇鵬飛物流有限公司)	18 May 2016

As confirmed by Mr. Zhou, the aforementioned companies were solvent at the time when they were deregistered and he is not aware of any actual or potential claim that has been or will be made against him or these companies as a result of their respective deregistration. For further information, please refer to the paragraph headed “Disposal of or deregistration of subsidiaries and associated companies by our Group during the Track Record Period” in the section headed “History, development and Reorganisation” in the Prospectus.

Mr. Dai Xianru

Mr. Dai Xianru (戴賢如) (“**Mr. Dai**”), aged 66, was appointed as our Director on 7 November 2018 and re-designated as our executive Director on 13 March 2019. Mr. Dai is also the finance director of our Group. Mr. Dai is primarily responsible for overseeing the overall management, financial operations and internal administration of the Group.

Mr. Dai has more than 30 years experience in finance and accounting. Prior to joining our Group, Mr. Dai worked as the head of accounting of the then Jiangsu Yinong Fertilizer Group Company Limited* (江蘇益農肥料集團有限公司) (formerly known as Haian County Dagong Phosphate Fertilizer Plant* (海安縣大公磷肥工廠)) from January 1985 to February 1997. He then worked in the then Haian City Dagong Township Enterprises Service Centre* (海安市大公鎮企業服務中心) (formerly known as Haian County Dagong Town Enterprises Service Station* (海安縣大公鎮企業服務站) as a township industrial enterprises statistician from March 1997 to August 2001. Mr. Dai joined our Group and has served as the head of finance department since September 2001. Starting from August 2002, Mr. Dai has also served as a director of Jiangsu Pengfei. From December 2009 to January 2018, Mr. Dai was appointed as the manager of the auditor committee of the trade union of Jiangsu Pengfei.

Mr. Dai is a certified accountant in China as accredited by the PRC Ministry of Finance in October 1994. He also received the qualification as a senior economist from Jiangsu Province Department of Human Resources in November 2006.

Mr. Dai was the supervisor of Jiangsu Pengfei Grinding Equipment, which was incorporated in the PRC and dissolved by way of deregistration on 29 November 2013. As confirmed by Mr. Dai, Jiangsu Pengfei Grinding Equipment was solvent at the time when it was deregistered and he is not aware of any actual or potential claim that has been or will be made against him or Jiangsu Pengfei Grinding Equipment as a result of such deregistration. For further information, please refer to the paragraph headed “Disposal of or deregistration of subsidiaries and associated companies by our Group during the Track Record Period” in the section headed “History, development and Reorganisation” in the Prospectus.

* For identification purpose only

Mr. Ben Daolin

Mr. Ben Daolin (賁道林) ("**Mr. Ben**"), with former name Ben Daonian (賁道年), aged 59, joined our Group in February 1994, was appointed as our Director on 7 November 2018 and re-designated as our executive Director on 13 March 2019. Mr. Ben is responsible for overseeing the human resources and administrative management of the Group.

Mr. Ben has more than 30 years of experience in special equipment manufacturing industry. Prior to joining our Group, Mr. Ben worked in Haian County Building Equipment Manufacturing Plant* (海安縣建材設備製造總廠) as a technician and quality inspector from July 1984 to July 1988 and then was promoted as the quality office manager from July 1988 to May 1994. Thereafter, Mr. Ben joined our Group and served as the office manger from May 1994 to March 2002 and has been promoted as the supervisor and secretary to the board since March 2002.

Mr. Ben has obtained a number of professional qualifications, including a first level/senior technician as accredited by The Ministry of Human Resources and Social Security, the PRC (中華人民共和國人力資源和社會保障部) in November 2012; a senior economist as accredited by Jiangsu Provincial Department of Human Resources and Social Security* (江蘇省人事廳) in December 2008, the deputy secretary of the 2nd Committee of Haian County Building Materials Machinery Business Association* (海安縣建材機械業商會) as appointed in June 2013, a mechanical engineer as accredited by Nantong City Department of Human Resources and Social Security* (南通市人力資源和社會保障局) in August 2015; the secretary of Haian County Building Materials Machinery Business Association* (海安縣建材機械業商會) as appointed in October 2016; a council member of the 5th Committee of Jiangsu Province Building Materials Industry Association* (江蘇省建材行業協會) as appointed in March 2018, and the vice president of the 8th Council of the Nantong International Economic and Technological Cooperation Association* (南通市國際經濟技術合作協會) as appointed in March 2022.

Mr. Ben participating in editing several National Standards, including GB/T 329790-2016 "Building Materials Mechanical Product Classification and Model Compilation Method"* 《建材機械產品分類及型號編製方法》, GB/T 35150.1-2017 "Technical Requirements for Complete Dry Process Cement Production Equipment – Part 1: Raw material preparation systems"* 《新型乾法水泥生產成套裝備技術要求第 1 部份: 生料製備系統》, JC/T 405-2006 Conditioning tower for cement industry 《水泥工業用增濕塔》 and JC/T 406-2006 "Packing technical Conditions for cement machinery" 《水泥機械包裝技術條件》.

* For identification purpose only

Mr. Ben also received awards from various organisations, including the following:

Name of organisations	Award	Year of award
China Building Materials Enterprise Management Association* (中國建築材料企業管理協會)	Mr. Ben participated in the creation of "Building a performance management system with the objective of enhancing the overall competitiveness of the company"* (以提升企業綜合競爭力為目標的卓越績效管理系統建設) and was awarded with The 2021-2022 National Building Materials Enterprise Management Modernization Innovation Achievements, Second Class*(2021-2022年度全國建材企業管理現代化成果二等)	September 2022
Jiangsu Province Enterprise Management Modernization Innovation Achievements Review Committee* (江蘇省企業管理現代化創新成果審定委員會)	Mr. Ben participated in the creation of "Rapidly Improve General Contracting Capacity Realize a New Leap in Internationalization Strategy"* (快速提升總承包能力實現國際化戰略新跨越) and was awarded with The 16th Provincial First-Class Enterprise Management Modernization Innovation Achievement* (第十六屆省級一等企業管理現代化創新成果)	January 2010
China Building Materials Machinery Industry Association* (中國建材機械工業協會)	"Eleven-Five" Building Materials Machinery Enterprise Leader* ("十一五"建材機械企業領軍人物)	July 2011
Jiangsu Province Enterprise Management Modernization Innovation Achievements Review Committee* (江蘇省企業管理現代化創新成果審定委員會)	Mr. Ben participated in the creation of "Private Building Materials Enterprises Adopting "One Belt, One Road" as the Orientation of International Strategic Management"* (民營建材企業以"一帶一路"為導向的國際化戰略管理) and was awarded with The 23rd Jiangsu Province First-Class Enterprise Management Modernization Innovation Achievement* (第二十三屆省企業管理現代化創新成果一等獎)	April 2017

Mr. Ben completed Building Materials Mechanical Professional Certificate from Yancheng Industrial Institute* (鹽城工業專科學校) in the PRC in February 1996.

* For identification purpose only

Mr. Ben was a director of the following companies which were incorporated in the PRC and were dissolved by way of deregistration, and the relevant details are as follows:

Company name	Date of deregistration
Jiangsu Zhongpeng Energy Technology Development Co., Ltd.* (江蘇中鵬能源技術開發有限公司)	18 May 2016
Haian County Strength Machinery Co., Ltd.* (海安縣實力機械有限公司)	20 May 2016

As confirmed by Mr. Ben, the aforementioned companies were solvent at the time when they were deregistered and he is not aware of any actual or potential claim that has been or will be made against him or these companies as a result of their respective deregistration. For further information, please refer to the paragraph headed "Disposal of or deregistration of subsidiaries and associated companies by our Group during the Track Record Period" in the section headed "History, development and Reorganisation" in the Prospectus.

Independent non-executive Directors

Ms. Zhang Lanrong

Ms. Zhang Lanrong (張嵐嶸) ("**Ms. Zhang**"), with former name Zhang Lanrong (張蘭榮), aged 68, was appointed as an independent non-executive Director of the Company on 25 October 2019. She is responsible for providing independent judgment on the Group's strategy, performance and financial operation.

Ms. Zhang has more than 12 years of experience in building materials industry. Prior to joining our Group, Ms. Zhang has worked as the chief editor of "Jiangsu Building Materials"* 《江蘇建材》 magazine since January 2006. She was appointed as the secretary of the board of directors of China Jiangsu International Economic and Technical Cooperation Group Ltd. (中國江蘇國際經濟技術合作集團有限公司) from December 2015 to June 2017.

Ms. Zhang was previously elected as the secretary general of the 3rd committee, the vice-president of the 4th committee and the executive vice-president of the 5th Committee of the Jiangsu Province Building Materials Industry Association* (江蘇省建材行業協會) in June 2006, April 2012 and March 2018, respectively. Ms. Zhang was regarded as National Building Materials Association Advanced Worker by China Building Materials Industry Association* (中國建築材料工業協會) in June 2007.

Ms. Zhang was accredited by Jiangsu Provincial Department of Human Resources and Social Security* (江蘇省人力資源和社會保障廳) as a senior economist, senior international business executive and a senior political economist in November 2010, November 2011 and September 2013, respectively.

Ms. Zhang obtained a Bachelor's degree in Economics Management from Nanjing University of Science and Technology (南京理工大學) in the PRC in July 1995 and a certificate of the master's degree training course in Economics Management from Nanjing Agricultural University (南京農業大學) in the PRC in November 1998. She also completed a chief editor training course from Jiangsu Province Journal Association* (江蘇省期刊協會) in October 2011.

* For identification purpose only

Mr. Ding Zaiguo

Mr. Ding Zaiguo (丁再國) ("**Mr. Ding**"), aged 61, was appointed as an independent non-executive Director of the Company on 25 October 2019. He is responsible for providing independent judgment on the Group's strategy, performance, financial operation and legal related matters.

Mr. Ding has more than 20 years of legal experience. He is currently a qualified lawyer in the PRC as accredited by the People's Republic of China Ministry of Justice Lawyer Qualification Review Committee* (中華人民共和國司法部律師資格審查委員會) in August 1996. He is also accredited by Nantong City Professional Lawyers Review Committee* (南通市律師專業評委) as a level four lawyer in July 1999 and obtained professional lawyer license from Jiangsu Province Judicial Department* (江蘇省司法廳) in October 1997. Prior to joining the Group, Mr. Ding worked as a lawyer and a deputy manager in Jiangsu Victory Law Firm* (江蘇維多利律師事務所) from March 1996 to May 2002. Since then, Mr. Ding has worked as the deputy manager in Jiangsu Bright Eyes Law Firm* (formerly known as Nantong Nanhai Law Firm* (南通南海律師事務所)) (江蘇慧眼律師事務所) and subsequently promoted as the manager in July 2017.

Mr. Ding obtained a Bachelor of Laws from Southeast University (東南大學) in the PRC in March 2005 through long distance learning course.

Mr Mak Hing Keung, Thomas (麥興強)

Mr. Mak Hing Keung, Thomas (麥興強) ("**Mr. Mak**"), aged 62, was appointed as an independent non-executive Director of the Company on 25 October 2019. He is responsible for providing independent judgement on the Group's strategy, performance, resources and financial operations.

Mr. Mak has over 15 years experience in accounting and financial management. Mr. Mak is currently a member of the Canadian institute of Chattered Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants.

Prior to joining our Group, Mr. Mak worked in Ernst & Young for about 7 years. From October 1997 to May 2000, Mr. Mak worked as a manager in the listing division of Stock Exchange. From June 2000 to June 2001, Mr. Mak worked as a senior manager in the corporate finance department in Vickers Ballas. From June 2001 to January 2006, Mr. Mak worked as the chief financial officer of Bison Finance Group Limited (formerly known as RoadShow Holdings Limited) (Hong Kong stock code: 888). From February 2006 to October 2007, Mr. Mak worked as the chief financial officer of MMG Limited (formerly known as Minmetals Resources Limited) (Hong Kong stock code: 1208). From October 2007 to April 2010, Mr. Mak worked as the chief financial officer of Redgate Media (Hong Kong) Limited, a wholly owned subsidiary of Redgate Media Group. From May 2010 to April 2014, Mr. Mak worked as the chief financial officer of South China Media Group. Mr. Mak was the chief financial officer and the company secretary of China Shandong Hi-Speed Financial Group Limited (former known as Heritage International Holdings Limited, (Hong Kong stock code: 412) from October 2014 to May 2015. Mr. Mak then worked as the chief operations officer of HF Financial Group Limited from May 2015 to January 2017. Mr. Mak worked as an executive director of Millennium Pacific Group Holdings Limited (Hong Kong Stock Code: 8147) from May 2015 to July 2017. Also, Mr. Mak worked as a non-executive director of Cocoon Holdings Limited (formerly known as Huge China Holdings Limited) (Hong Kong stock code: 428) from July 2015 to November 2018. Mr. Mak has worked as chief financial officer of Fortunet E-Commerce Group Limited (Hong Kong stock code: 1039) from January 2017 to January 2021. Mr. Mak worked as chief financial officer of M800 Limited from April 2021 to January 2021. Since then, Mr. Mak has worked as chief financial officer of Ke Chuan International Holdings Limited from February 2021 to January 2022. Mr. Mak is currently the Principal of the CFO Centre (Hong Kong). Mr. Mak has also been an independent non-executive director of Tao Heung Holdings Limited (Hong Kong stock code: 573) since June 2007 and was an independent non-executive director of China Greenfresh Group Co., Ltd. (Hong Kong stock code: 6183) from May 2015 to July 2018. He also was an independent non-executive director of Global New Material International Holdings Limited (Hong Kong stock code: 6616) from December 2020 to September 2022 and has been a chief financial officer since September 2022. On 23 August 2023, Mr. Mak was appointed as an executive director of CQV Co. Ltd, a Korean company with its common shares listed on Korean KOSDAQ market (KOSDAQ: 101240).

Mr. Mak obtained a bachelor degree of commerce from Queen's University, Canada in May 1989.

* For identification purpose only

Senior Management

Mr. Shi Pengyu

Mr. Shi Pengyu (施鵬宇) ("**Mr. Shi**"), aged 40, joined our Group on 3 March 2018, and has been the general manager assistant of Jiangsu Pengfei since then. Mr. Shi is responsible for project management. Mr. Shi is the son-in-law of Mr. Wang.

Mr. Shi has more than 3 years of experience in materials procurement and production. Prior to joining our Group, Mr. Shi worked as a project manager in the production management department of Shanghai Zhenhua Heavy Industry Nantong Gearbox Plant* (上海振華重工南通齒輪箱廠) from June 2006 to July 2012. He subsequently joined the materials department of Nantong Acetate Fiber Co, Ltd.* (南通醋酸纖維有限公司) and worked in the maintenance department and materials department from August 2010 to March 2018.

He obtained a bachelor degree in electrical engineering and automation from Nanjing Normal University (南京師範大學) in the PRC in July 2008.

Company Secretary

Ms. Chau Hing Ling (周慶齡)

Ms. Chau Hing Ling (周慶齡) ("**Ms. Chau**"), aged 50, was appointed our company secretary on 7 November 2018.

Ms. Chau joined Vistra Corporate Services (HK) Limited since June 2013 and now serves as a director of corporate services, where she leads a team of professional staff to provide a full range of corporate services and listed company secretary services. Prior to joining Vistra Corporate Services (HK) Limited, she was an associate director of corporate services of an international corporate services provider.

Ms. Chau has over 23 years of experience in the corporate services industry. She is currently the company secretary or joint company secretary of several companies listed on the Stock Exchange.

Ms. Chau received a master of laws degree majoring in corporate and financial law from The University of Hong Kong in November 2007. She has been a fellow member of The Chartered Governance Institute and The Hong Kong Chartered Governance Institute since May 2013.

CORPORATE GOVERNANCE REPORT

The Board is pleased to present this corporate governance report in the annual report of the Company for the year ended 31 December 2024 (the "**Reporting Period**").

• CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of Shareholders and to enhance corporate value and accountability. The Company has adopted the principles and code provisions as set out in the corporate governance code (the "**CG Code**") contained in Appendix C1 of the Listing Rules. During the Reporting Period, the Board believes that the Company has fully complied with the CG Code. The Company will continue to review and enhance its corporate governance practices to ensure compliance with all the code provisions set out in the CG Code.

• COMPANY'S CULTURE

The Board believes that corporate culture underpins the long-term business, economic success and sustainable growth of the Group. A strong culture enables the Company to deliver long-term sustainable performance and fulfil its role as a responsible corporate citizen. The Company is committed to developing a positive and progressive culture that is built on its purpose, vision and mission.

During the Reporting Period, the Company continued to strengthen its cultural framework by focusing on the following:

- Vision: Building into an industry flagship, creating a world-famous brand
- Mission: Manufacturing with the spirit of craftsmanship, shaping the future with quality
- Values: Forging ahead in unity, seeking harmonious development, upholding integrity and innovation, pursuing win-win cooperation

The Board sets and promotes corporate culture and expects and requires all employees to reinforce. All of our new employees are required to attend orientation and training programs so that they may better understand our corporate culture, structure and policies, learn relevant laws and regulations, and raise their quality awareness. In addition, from time to time, the Company will invite external experts to provide training to our management personnel to improve their relevant knowledge and management skills.

The Board always ensures that the objectives, values and strategies set are consistent with the corporate culture, while all directors take the lead to act and are committed to promoting the corporate culture. For details of the Company's achievements during the Reporting Period, please see the section headed "Management Discussion and Analysis".

The Audit Committee considers that the corporate culture and the purpose, values and strategy of the Group are aligned.

• THE BOARD

(1) Responsibilities

The Board is responsible for the overall leadership of the Group, oversees the Group's strategic decisions and monitors business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group. To oversee particular aspects of the Company's affairs, the Board has established four Board committees including the Audit Committee, the Remuneration Committee, the Nomination Committee and the Investment Committee. The Board has delegated to the Board committees responsibilities as set out in their respective terms of reference. All Board committees are provided with sufficient resources to perform their duties.

All Directors shall ensure that they carry out duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and the Shareholders at all times.

(2) Directors' and Senior Management's Liability Insurance and Indemnity

The Company has arranged appropriate liability insurance to indemnify the Directors and senior management of the Company for their liabilities arising out of corporate activities. The insurance coverage will be reviewed on an annual basis.

(3) Board Composition

As at the date of this annual report, the Board comprises four executive Directors and three independent non-executive Directors.

Executive Directors
Mr. Wang Jiaan *(Chairman)*
Mr. Zhou Yinbiao
Mr. Dai Xianru
Mr. Ben Daolin

Independent non-executive Directors
Ms. Zhang Lanrong
Mr. Ding Zaiguo
Mr. Mak Hing Keung, Thomas

Mr. Wang Jiaan is the father-in-law of Mr. Shi Pengyu, a senior management of the Group.

Except as disclosed, there is no other relationship (including financial, business, family or other material/relevant relationship(s)) between the Board members.

During the Reporting Period, the Board at all times met the requirements of Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise and the appointment of independent non-executive Directors representing at least one-third of the Board. Among the three independent non-executive Directors, Mr. Mak Hing Keung, Thomas has appropriate professional qualifications or accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules.

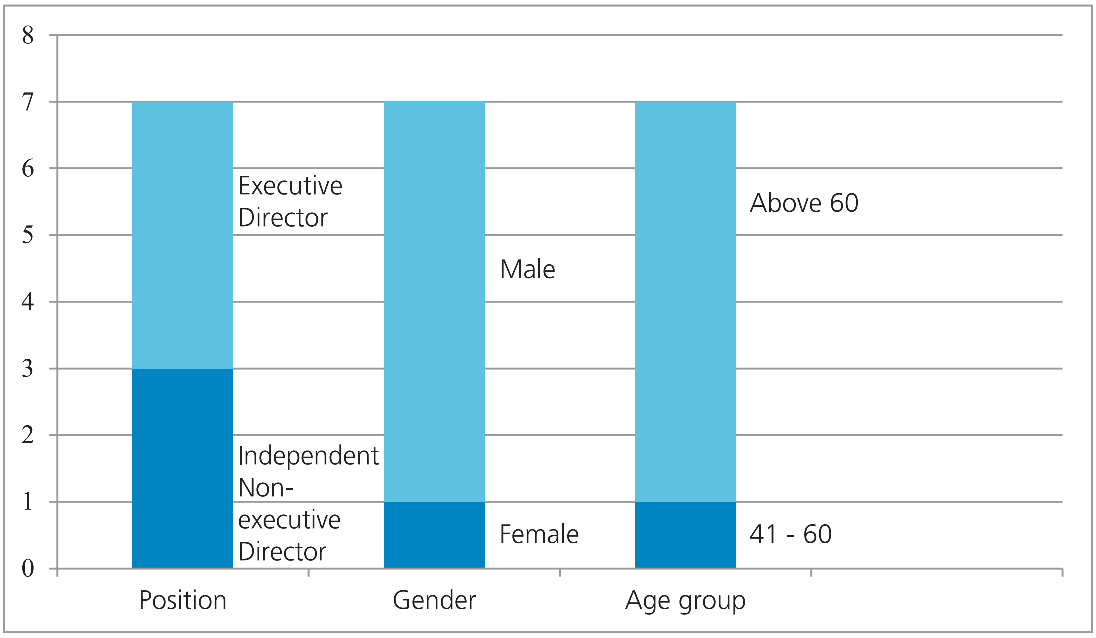
(4) Board Diversity Policy

Pursuant to Rule 13.92 of the Listing Rules, the nomination committee (or the board) shall have a policy concerning diversity of board members, and shall disclose the policy on diversity or a summary of the policy in the corporate governance report. The board diversity policy adopted by the Board specifies that in designing the composition of the Board, Board diversity shall be considered from a number of aspects, including but not limited to professional skills, regional and industry experience, knowledge, gender, age, cultural and educational background, ethnicity and length of service. The appointment of Directors will be based on meritocracy and potential contribution to the Board, and candidates will be evaluated against objective criteria, having due regard for the benefits of diversity of the Board.

Our Company has also taken, and will continue to take steps to promote gender diversity at all levels of the Company, including but not limited to our Board and the senior management levels. Currently, one of our Directors is female. We recognize that the gender diversity at our Board level can be improved given that the majority of our Directors are male. As of the date of this annual report, the Company has not set a target figure and timetable for enhancing gender diversity at our Board level. We will continue to ensure gender diversity in the recruitment of middle and senior staff so that our management includes a wide range of genders, thereby allowing a diverse group of potential successors to succeed our Board in due course. As of 31 December 2024, the Group had 8 senior executives, of whom 7 were male and 1 was female. As of 31 December 2024, the Group had 1,030 employees of which 741 (71.9%) were male and 289 (28.1%) were female. The Board believes that the Company has achieved gender diversity among its employees and has not adopted any plan or measurable target for gender diversity as of the date of this annual report and is not aware of any factors or circumstances that would make it more challenging or less relevant for the Group to achieve gender diversity among its employees.

The composition of the Board will be disclosed in the corporate governance report every year and the Nomination Committee will supervise the implementation of the board diversity policy. The Nomination Committee will review the effectiveness of such policy on an annual basis, and as appropriate, discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

As at the date of this annual report, the diversity of the Board is illustrated as below. Further details on the biographies and experience of the Directors are set out on page 27 to page 35 of this annual report.



During the Reporting Period, the Nomination Committee has reviewed the structure and composition of the Board, and is of the opinion that the structure of the Board is reasonable, and the experiences and skills of the Directors in various aspects and fields can enable the Company to maintain high standard of operation.

(5) Measurable Objectives

The Company aims to maintain an appropriate balance of diverse perspectives that are relevant to the Company's business growth. The Company is also committed to ensuring that recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered. The Nomination Committee will discuss periodically and when necessary, agree on the measurable objectives for achieving diversity, including gender diversity, on the Board and recommend them to the Board for adoption. In particular, the Nomination Committee will identify and make recommendations to the Board to implement programmes that will assist in the development of a broader and more diverse pool of skilled and experienced employees that, in time, will prepare them for Board positions.

Set out below are the measurable objectives adopted by the Board for achieving diversity:

- at least one-third of the members of the Board shall be independent non-executive Directors;
- at least two members of the Board shall have obtained accounting, legal or other professional qualifications;
- at least 70% of the members of the Board shall have more than twenty years of experience in the industry he/she is specialised in;
- at least four members of the Board shall have work experience in equipment manufacturing or building materials industry; and
- the Board consists of a female director.

During the Reporting Period, the Nomination Committee has reviewed the measurable objectives of the Board diversity policy and considers that the Board has maintained an appropriate balance in all aspects of member diversity, and satisfy with the current situation and achieved the measurable objectives.

(6) Confirmation of Independence by the Independent Non-executive Directors

The Company has received written annual confirmation from each independent non-executive Director of his/her independence pursuant to the requirements of the Listing Rules. The Company considers all independent non-executive Directors to be independent in accordance with the independence guidelines as set out in the Listing Rules.

Except that Mr. Wang Jiaan (an executive Director) is the father-in-law of Mr. Shi Pengyu, a senior management of the Group, none of the Directors has any personal relationship (including financial, business, family or other material/relevant relationship), with any other Director.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the Audit Committee, the Remuneration Committee and the Nomination Committee.

As regards the CG Code provision requiring directors to disclose the number and nature of offices held in public companies or organisations and other significant commitments as well as their respective identity of the public companies or organisations and the time involved to the issuer, the Directors have agreed to disclose, and already disclosed their commitments to the Company in a timely manner.

(7) Induction and Continuous Professional Development

Pursuant to the code provision C.1.4 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant.

Pursuant to the code provision C.1.1 of the CG Code, each newly appointed Director should be provided with necessary induction and information to ensure that he/she has a proper understanding of the Company's operations and businesses as well as his/her responsibilities under relevant statues, laws, rules and regulations.

During the Reporting Period, all Directors, namely Mr. Wang Jiaan, Mr. Zhou Yinbiao, Mr. Dai Xianru, Mr. Ben Daolin, Ms. Zhang Lanrong, Mr. Ding Zaiguo and Mr. Mak Hing Keung, Thomas, have been updated with the latest developments regarding the Listing Rules and other applicable regulatory requirements to ensure compliance and enhance their awareness of good corporate governance practices. In addition, continuing briefing and professional development to Directors will be arranged whenever necessary.

In compliance with the code provision C.1.4 of the CG Code and to ensure compliance and enhance their awareness of good corporate governance practices, the Directors received the following training during the Reporting Period:

	Latest Listing Rules Updates and Anti-Corruption System of Listed Companies	
	Reviewed Materials	**Attended Seminars/Briefings**
Executive Directors:		
Mr. Wang Jiaan	✓	✓
Mr. Zhou Yinbiao	✓	✓
Mr. Dai Xianru	✓	✓
Mr. Ben Daolin	✓	✓
Independent Non-executive Directors:		
Ms. Zhang Lanrong	✓	✓
Mr. Ding Zaiguo	✓	✓
Mr. Mak Hing Keung, Thomas	✓	✓

The Directors are asked to submit a signed training record to the Company on an annual basis.

(8) Chairman and Chief Executive Officer

Under the code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and performed by different individuals. Mr. Wang Jiaan is the chairman of the Board. During the Reporting Period, the day-to-day management, administration and operation of the Company are delegated to all of the executive Directors. Therefore, there is no issue of the role of the chairman of the Board and the chief executive officer of the Group being performed by the same individual and leading to power being concentrated in any one individual. Each of the Board members has no financial, business, family or other material/relevant relationships with each other.

The Board and the senior management, which comprises experienced and high calibre individuals, can ensure the balance of power and authority. As at the date of this annual report, the Board comprises four executive Directors and three independent non-executive Directors.

(9) Appointment and Re-Election of Directors

Each of Mr. Wang Jiaan, Mr. Zhou Yinbiao, Mr. Dai Xianru and Mr. Ben Daolin, being the executive Directors, has entered into a service agreement with the Company. The initial term of their service agreements is three years commencing from the Listing Date and renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term, which may be terminated in accordance with the provisions of the service agreement or by not less than three months' notice in writing served by either party on the other. Save for the amount of Directors' remuneration, particulars of the service agreements of the executive Directors are in all material respects the same.

Each of Ms. Zhang Lanrong, Mr. Ding Zaiguo and Mr. Mak Hing Keung, Thomas, being the independent non-executive Directors, has renewed his/her letter of appointment with the Company for a fixed term of one year. The appointments are subject to the provisions of retirement by rotation of Directors under the Articles of Association.

Save as disclosed above, none of the Directors has entered into any Director's service agreement or letter of appointment with the Company which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

In accordance with the Articles of Association, all Directors are subject to retirement by rotation at least once every three years and any new Director appointed to fill a casual vacancy shall submit himself/herself for election by Shareholders at the first general meeting of the Company after appointment and any new Director appointed by the Board as an addition to the existing Board shall submit himself/herself for re-election by the Shareholders at the next following annual general meeting of the Company after appointment.

The procedures and process of appointment, re-election and removal of directors are set out in the Articles of Association. The Nomination Committee is responsible for reviewing the Board composition, monitoring and making recommendations to the Board on the appointment, re-election and succession planning of Directors, in particular the chairman of the Board and the chief executive officer of the Company.

(10) Board Meetings and Committee Meetings

The Company adopts the practice of holding Board meetings regularly, at least four times a year, and at approximately quarterly intervals. Each of the Nomination Committee, the Remuneration Committee and the Investment Committee shall meet at least once every year and the Audit Committee shall meet at least twice a year. Notices of not less than 14 days are given for all regular Board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting. For other Board and committee meetings, reasonable notice is generally given. The agenda and accompanying board papers are dispatched to the Directors or committee members at least three days before the intended date of the meeting to ensure that they have sufficient time to review the papers and be adequately prepared for the meeting. When Directors or committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the chairman of the Board or the committee members prior to the meeting. Minutes of meetings are kept by the Company Secretary with copies circulated to relevant Board or Board committee for comments and records.

Minutes of the Board meetings and committee meetings are recorded in sufficient detail the matters considered by the Board and the Board committees and the decisions reached, including any concerns raised by the Board or committee members and dissenting views expressed. Draft minutes of each Board meeting and committee meeting are sent to the relevant Board or committee members for comments within a reasonable time after the date on which the meeting is held. The minutes of the Board meetings are open for inspection by Directors.

During the Reporting Period, apart from the regular Board Meetings, the chairman of the Board also held a meeting on 28 March 2024 with all independent non-executive Directors without the presence of other Directors.

During the Reporting Period, four board meetings were held and the attendance of the individual Directors at these meetings is set out in the table below:

Directors	Attended/Eligible to attend
Mr. Wang Jiaan (Chairman and Executive Director)	4/4
Mr. Zhou Yinbiao (Executive Director)	4/4
Mr. Dai Xianru (Executive Director)	1/4
Mr. Ben Daolin (Executive Director)	4/4
Ms. Zhang Lanrong (Independent Non-executive Director)	4/4
Mr. Ding Zaiguo (Independent Non-executive Director)	4/4
Mr. Mak Hing Keung, Thomas (Independent Non-executive Director)	4/4

(11) Model Code for Securities Transactions

The Company has adopted the Model Code as its code of conduct regarding Directors' securities transactions. All Directors have confirmed, following specific enquiry by the Company, that they have complied with the Model Code during the year ended 31 December 2024.

(12) Delegation by the Board

The Board reserves for its decision on all major matters of the Company, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters. Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and to consult with the Company's senior management independently.

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board to ensure that they remain appropriate to the Company's needs. Approval has to be obtained from the Board prior to any significant transactions entered into by the management on the Company's behalf.

(13) Corporate Governance Function

The Board recognizes that corporate governance should be the collective responsibility of Directors and has delegated the corporate governance duties to the Audit Committee which include:

(a) to develop and review the Group's policies and practices on corporate governance and make recommendations to the Board;

(b) to review and monitor the training and continuous professional development of Directors and senior management of the Group;

(c) to review and monitor the Group's policies and practices on compliance with legal and regulatory requirements;

(d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors of the Company; and

(e) to review the Group's compliance with the CG Code from time to time adopted by the Group and the disclosure in the corporate governance report to be contained in the Company's annual reports.

The Audit Committee has performed all the above corporate governance duties during the year ended 31 December 2024.

• BOARD COMMITTEES

(1) Nomination Committee

We established a Nomination Committee on 25 October 2019 with its written terms of reference in compliance with the Listing Rules. The written terms of reference of Nomination Committee are available on the respective websites of the Stock Exchange and the Company. As at the date of this annual report, the Nomination Committee currently comprises four members including Mr. Wang Jiaan, an executive Director, and three independent non-executive Directors, namely Ms. Zhang Lanrong, Mr. Ding Zaiguo and Mr. Mak Hing Keung, Thomas. The majority of the Nomination Committee members are independent non-executive Directors. Mr. Wang Jiaan is the chairman of the Nomination Committee.

The principal duties of the Nomination Committee include the followings:

- to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

- to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

- to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive;

- to assess the independence of independent non-executive Directors;

- to develop a policy concerning diversity of Board members, and disclose the policy or a summary of the policy in the corporate governance report.

The Nomination Committee will assess the candidate or incumbent on criteria such as integrity, experience, skill and ability to commit time and effort to carry out the duties and responsibilities. The recommendations of the Nomination Committee will then be put to the Board for decision.

During the Reporting Period, one meeting of the Nomination Committee was held and the attendance record of the Nomination Committee members is set out in the table below:

Directors	Attended/Eligible to attend
Mr. Wang Jiaan (Chairman)	1/1
Ms. Zhang Lanrong	1/1
Mr. Ding Zaiguo	1/1
Mr. Mak Hing Keung, Thomas	1/1

In the meeting, the Nomination Committee reviewed and discussed the policy, procedure and criteria for nomination of the Directors, reviewed and discussed the Board diversity policy and discussed all measurable objectives set for implementing the Board diversity policy and the progress made towards meeting the measurable objective in the policy, assessed the independence of independent non-executive Directors, considered the re-appointment of the retiring Directors, reviewed the time commitment required from the Directors and fulfilled duties as required aforesaid.

(2) Nomination Policy

The Nomination Committee is authorised by the Board to determine the nomination of directors, the procedure, process and criteria to be adopted for the purposes of selecting and recommending candidates for directorship, and shall make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular, the chairman and the chief executive. When assessing the suitability of a candidate, factors such as the qualifications, skills, integrity, experience and the amount of time and effort that the candidate will devote to discharge his/her duties and responsibilities will be taken into consideration as a whole. In the case of independent non-executive directors, they must further satisfy the independence criteria set out within Rule 3.13 of the Listing Rules. Since the selection of candidates should ensure that diversity remains a central feature of the Board, a range of diverse perspectives, including but not limited to professional skills, regional and industry experience, knowledge, gender, age, cultural and educational background, ethnicity and length of service would be considered in accordance with the Board diversity policy adopted by the Board.

The process to identify potential candidates for the Board would be as follows:

(1) identifying potential candidates, including recommendations from the Board members, professional search firms and the Shareholders of the Company;

(2) evaluating the candidates based on the approved selection criteria through methods such as reviewing the resume and conducting the background checks;

(3) reviewing the profiles of the shortlisted candidates and interview them; and

(4) making recommendations to the Board on the selected candidates.

The nomination policy also includes the Board succession plan to assess whether vacancies on the Board would be created or expected due to the Directors' resignation, retirement, death and other circumstances and to identify candidates in advance if necessary. The Nomination Committee will review this policy from time to time, and monitor the implementation of this policy, to ensure its effectiveness. During the Reporting Period, the Nomination Committee has reviewed the nomination policy.

(3) Remuneration Committee

We established a Remuneration Committee on 25 October 2019 with its written terms of reference in compliance with the Listing Rules. The written terms of reference of Remuneration Committee are available on the respective websites of the Stock Exchange and the Company. As at the date of this annual report, the Remuneration Committee currently comprises three members including Mr. Dai Xianru, an executive Director, and two independent non-executive Directors, namely Mr. Ding Zaiguo and Ms. Zhang Lanrong. The majority of the Remuneration Committee members are independent non-executive Directors. Mr. Ding Zaiguo is the chairman of the Remuneration Committee.

The Remuneration Committee has adopted the second model described in paragraph E.1.2(c) under Appendix C1 to the Listing Rules (i.e. make recommendation to our Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group).

The principal duties of the Remuneration Committee include the followings:

- to make recommendations to the Board on the Company's policy and structure for all directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;

- to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- to make recommendations to the Board on the remuneration packages of individual executive directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- to make recommendations to the Board on the remuneration of non-executive directors;
- to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and
- to ensure that no director or any of his/her associates is involved in deciding his/her own remuneration.

During the Reporting Period, one meeting of the Remuneration Committee was held and the attendance record of the Remuneration Committee members is set out in the table below:

Directors	Attended/Eligible to attend
Mr. Ding Zaiguo (Chairman)	1/1
Mr. Dai Xianru	1/1
Ms. Zhang Lanrong	1/1

In the meeting, the Remuneration Committee discussed and reviewed the remuneration policy for Directors and senior management of the Company, assessed performance of executive Directors, made recommendations to the Board on the remuneration packages of individual executive Directors and senior management and fulfilled duties as required aforesaid.

Details of the remuneration by band of the members of the senior management of the Company for the year ended 31 December 2024 are set out below:

Remuneration by band	Number of individual
Nil to HK$1,000,000	1

(4) Audit Committee

We established an Audit Committee on 25 October 2019 with its written terms of reference in compliance with the Listing Rules. The written terms of reference of Audit Committee are available on the respective websites of the Stock Exchange and the Company. As at the date of this annual report, the Audit Committee currently comprises three members and all are independent non-executive Directors, namely Mr. Mak Hing Keung, Thomas, Ms. Zhang Lanrong and Mr. Ding Zaiguo. Mr. Mak Hing Keung, Thomas is the chairman of the Audit Committee.

The main duties of the Audit Committee include the followings:

Relationship with the external auditor

- to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;

- to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard;

- to discuss with the external auditor the nature and scope of the audit and reporting obligations before the audit commences;

- to develop and implement policy on engaging an external auditor to supply non-audit services. For this purpose, "external auditor" includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally;

- to report to the Board, identifying and making recommendations on any matters where action or improvement is needed;

Review of the Company's financial information

- to monitor the integrity of financial statements of the Company and the Company's annual report and accounts and half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgements contained therein. In reviewing these reports before submission to the Board, focusing particularly on:

  (a) any changes in accounting policies and practices;

  (b) major judgemental areas;

  (c) significant adjustments resulting from the audit;

  (d) going concern assumptions and any qualifications;

  (e) compliance with accounting standards; and

  (f) compliance with the Listing Rules and legal requirements in relation to financial reporting;

  in regard to the duties under paragraph above,

  1. the members of the Audit Committee should liaise with the Board and senior management of the Company;

  2. the Audit Committee must meet, at least twice a year, with the external auditor of the Company; and

  3. the Audit Committee shall consider any significant or unusual items that are, or may need to be, reflected in the reports and accounts and it should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or auditors;

Oversight of the Company's the financial reporting system and internal control procedures

- to review the Company's financial controls, internal control and risk management systems;

- to discuss the internal control system with management and to ensure that management has performed its duty to have an effective internal control system. The discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial functions;

- to consider major investigation findings on internal control matters as delegated by the Board or on its own initiative and management's response to these findings;

- where an internal audit function exists, to review the internal audit programme, ensure co-ordination between the internal and external auditors, and ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness;

- to review the Group's financial and accounting policies and practices;

- to review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response;

- to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;

- to report to the Board on the matters set out in the CG Code in Appendix C1 of the Listing Rules;

- to consider other matters, as required by the Board, to be performed by the Audit Committee.

Others

- to review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters and to ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;

- to act as the key representative body for overseeing the Company's relations with the external auditor;

- where the Board disagrees with the Audit Committee's view on the selection, appointment, resignation or dismissal of the external auditors, the Company should include in the corporate governance report a statement from the Audit Committee explaining its recommendation and also the reason(s) why the Board has taken different view;

- to develop and review the Company's policies and practice on corporate governance and make recommendations to the Board;

- to perform the Company's corporate governance functions;

- to review and monitor the training and continuous professional development of directors and senior management of the Company;

- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors of the Company; and

- to review the Company's compliance with the CG Code and disclosure in the corporate governance report of the Company.

During the Reporting Period, two meetings of the Audit Committee were held and the attendance record of the Audit Committee members is set out in the table below:

Directors	Attended/Eligible to attend
Mr. Mak Hing Keung, Thomas (Chairman)	2/2
Ms. Zhang Lanrong	2/2
Mr. Ding Zaiguo	2/2

In the meeting, the Audit Committee reviewed the Group's policies on corporate governance and discussed the same with the Board, reviewed the financial reporting system, compliance procedures, internal control and risk management systems (including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions) and associated processes and the reappointment of the external auditor and fulfilled duties as required aforesaid. The Board had not deviated from any recommendation given by the Audit Committee on the selection, appointment, resignation or dismissal of external auditor.

During the Reporting Period, the Audit Committee also reviewed the annual results of the Group for the year ended 31 December 2023 as well as the audit report prepared by the external auditor relating to accounting issues and major findings in course of audit, and the interim results of the Group for the six months ended 30 June 2024.

There are proper arrangements for employees, in confidence, to raise concerns about possible improprieties in financial reporting, internal control and other matters.

(5) Investment Committee

We established an Investment Committee on 25 October 2019 with its written terms of reference which are available on the respective websites of the Stock Exchange and the Company. As at the date of this annual report, the Investment Committee currently comprises four members and all are executive Directors, namely Mr. Wang Jiaan, Mr. Zhou Yinbiao, Mr. Dai Xianru and Mr. Ben Daolin. Mr. Dai Xianru is the chairman of the Investment Committee.

The principal duties of the Investment Committee include the followings:

- to control, review and approve any investment or subscription of financial products and other types of investments initiated by our finance department and undertaken by the Group;
- to study and make recommendations to the Board on the major investment and financing solutions;
- to study and make recommendations to the Board on the major capital investment and assets management;
- to study and make recommendation to the Board on other significant investment matters which may have effect on the development of the Company;
- to supervise the implementation of the above-mentioned matters duly approved by the Board; and
- other matters as delegated by the Board.

Their written terms of reference are available on the respective website of the Stock Exchange and the Company.

During the Reporting Period, two meetings of the Investment Committee was held and the attendance record of the Investment Committee members is set out in the table below:

Directors	Attended/Eligible to attend
Mr. Dai Xianru (Chairman)	0/2
Mr. Wang Jiaan	2/2
Mr. Zhou Yinbiao	2/2
Mr. Ben Daolin	2/2

In the meeting, the Investment Committee discussed the investments which has been disclosed in the Prospectus by the Company and the Group's investment planning during the Reporting Period.

• DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Company for the year ended 31 December 2024 which give a true and fair view of the affairs of the Company and its results and cash flows.

The management of the Company has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval. The Company provides all members of the Board with monthly updates on the Company's performance, positions and prospects.

The Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern.

The statement by the external auditor of the Company regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report in this annual report.

• RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it is its responsibility to ensure the Company establishes internal control system within the Group and to assess its effectiveness. In accordance with applicable laws and regulations, we have established procedures for developing and maintaining internal control systems. Such systems cover corporate governance, operations, management, connected transactions, anti-bribery and anti-corruption, legal matters, finance and auditing, as appropriate for the needs of the Company. The Company has established comprehensive risk management, primarily composed of departments specialized in auditing, finance, safety and quality, investment and legal matters and other functional management departments, through which we monitor, evaluate and manage risks related to work safety, financial matters, market development, capital management, human resources and other matters that we are exposed to in our business activities. The Company plans to review and refine its risk management system regularly, based on changes to its business. Our senior management oversees our risk management systems and reviews the results of our annual risk assessment. Our risk assessment is conducted by a number of risk management departments within the Group. These departments conduct annual risk evaluations and regular risk management and controls, and report to senior management about material findings, in a timely manner. We also run training programs for our risk management personnel each year in order to enhance their overall risk management ability and knowledge.

The Group is committed to the identification, monitoring and management of risks associated with its business activities. The Group's internal control system is designed to manage and mitigate risks inherent in the Group's business to an acceptable level, but not eliminating the risk of failure to achieve business objectives, and can only provide reasonable assurance against material misstatement, loss or fraud.

The Board, on the basis of the target setting, identifies the risks in the process of internal control through daily and regular assessment procedures and methods, classifies the risks and prepares the Company's risk list. The Company understands its obligations under the SFO and the Listing Rules and the overriding principle that inside information should be announced immediately after such information comes to our attention and/or it is the subject of a decision unless it falls within the SFO safe harbours. Meanwhile, the Company has set up an inside information management system, the insider internal reporting obligations, reporting procedures and liability of disclosure of information of the personnel concerned has been clearly stated, and the Company shall arrange self-examination in a timely manner in accordance with the provisions of the relevant regulatory authorities. The real-time monitoring performed by the Company may involve the inside information, and should organize intermediary agencies to determine whether the information belongs to an inside information and practical, if it has fulfilled the disclosure requirements, will soon organize the disclosure and will strictly control the scope of the monitoring before the disclosure, the volatility of share price will be monitored until the disclosure of inside information is completed; if the disclosure requirements are not satisfied, the Company will also maintain strict confidentiality. The main functions of the risk management and internal control systems are to safeguard assets, to ensure proper maintenance of accounting records and provide reliable financial reporting, and to ensure compliance with relevant legislation and regulations.

The Company will review the internal control and risk management system once a year. During the Reporting Period, the Board has reviewed the effectiveness of the internal control and risk management systems of the Group to ensure that a sound system is maintained and operated by the management in compliance with the agreed procedures and standards, and confirmed its effectiveness and appropriateness. The review covered all material controls, including financial, operational and compliance controls and risk management functions. In particular, the Board considered the adequacy of resources, staff qualifications and experience, training programs and budget of the Company's accounting, internal audit and financial reporting functions. Based on information furnished to it and on its own observations, the Board believes that the existing internal control system is adequate and effective, in particular, from financial reporting and Listing Rules compliance perspectives.

Anti-corruption Policy

The Board adopted an anti-bribery and anti-corruption policy (the "**Anti-corruption Policy**") on 25 October 2019. The Group is committed to achieving the highest standards of integrity and ethical behavior in conducting business. The Anti-corruption Policy form an integral part of the Group's corporate governance framework. The Anti-corruption Policy set out the measures implemented by the Group, including the responsibilities, communications, assessment of anti-bribery and anti-corruption risk and establishment of control system, reporting channel and department, investigation and reporting results to combat corruption. It demonstrates the Group's commitment to the practice of ethical business conduct and the compliance of the anti-corruption laws and regulations that apply to its local and foreign operations. In line with this commitment and to ensure transparency in the Group's practices, this Anti-corruption Policy has been prepared as a guide to all Group employees and third parties dealing with the Group.

The Anti-corruption Policy is reviewed and updated periodically to align with the applicable laws and regulations as well as the industry best practice.

Whistleblowing Policy

The Board adopted a whistleblowing policy (the "**Whistleblowing Policy**") on 25 October 2019. The purpose of the Whistleblowing Policy is to (i) provide a trusted avenue for employees, vendors, customers and other stakeholders to report serious wrongdoing or concerns, particularly in relation to fraud, controls or ethics, without fear of reprisals when whistleblowing in good faith; and (ii) to ensure that robust arrangements are in place to facilitate independent investigation of the reported concern and for the appropriate follow up actions to be taken.

The nature, status and the results of the complaints received under the Whistleblowing Policy are reported to the chairman of the Audit Committee or the human resource manager of the Group. No incident of fraud or misconduct that have material effect on the Group's financial statements or overall operations for the year ended 31 December 2024 has been discovered. The Whistleblowing Policy is reviewed annually by the Audit Committee to ensure its effectiveness.

The Company has established an internal audit function and it is performed by the Internal Audit and Risk Department. It is responsible for conducting independent reviews of the appropriateness and effectiveness of the Company's internal control and risk management system. It also assesses the risks inherent in particular business or functional areas, including fraud or corruption, and conducts reviews or audits to provide reasonable, though not absolute, assurance that adequate governance and controls are in place to address such risks. The works of the internal audit function performed by Internal Audit and Risk Department will be reviewed by the Audit Committee and the Board annually.

• AUDITOR'S REMUNERATION

Audit fees of the Group for the year ended 31 December 2024 paid/payable to the external auditors were approximately RMB1.38 million.

During the year ended 31 December 2024, no non-audit service had been provided to the Group by the external auditors.

• COMPANY SECRETARY

In compliance with Rule 3.29 of the Listing Rules, Ms. Chau Hing Ling undertook not less than 15 hours of relevant professional training to update her skills and knowledge during the Reporting Period.

Ms. Chau's main contact in our Company is Mr. Ben Daolin, executive Director of the Company.

• GENERAL MEETING

During the Reporting Period, one annual general meeting of the Company was held. The attendance record of the Directors is set out in the table below:

Directors	Attended/Eligible to attend
Mr. Wang Jiaan (Chairman and Executive Director)	1/1
Mr. Zhou Yinbiao (Executive Director)	1/1
Mr. Dai Xianru (Executive Director)	0/1
Mr. Ben Daolin (Executive Director)	1/1
Ms. Zhang Lanrong (Independent Non-executive Director)	1/1
Mr. Ding Zaiguo (Independent Non-executive Director)	1/1
Mr. Mak Hing Keung, Thomas (Independent Non-executive Director)	1/1

• COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and understanding of the Shareholders and potential investors on the Group's business, performance and strategies. The Company also recognizes the importance of timely and non-selective disclosure of information, which will enable Shareholders and investors to make the informed investment decisions.

The annual general meeting of the Company provides opportunity for Shareholders to communicate directly with the Directors. The chairman of the Board, the chairmen of the Board Committees will attend the annual general meeting of the Company to answer Shareholders' questions. The external auditors of the Company will also attend the annual general meeting of the Company to answer questions about the conduct of the audit, the preparation and content of the auditor's report and auditor independence.

To promote effective communication, the Company adopts a Shareholders' communication policy which aims at establishing a two-way relationship and communication between the Company and its Shareholders and maintains a website at http://pengfei.com.cn/, where up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access. These include (i) the publication of interim and annual reports and/ or dispatching circulars, notices, and other announcements; (ii) the annual general meeting or extraordinary general meeting providing a forum for Shareholders to raise comments and exchanging views with the Board; (iii) updated and key information of the Group available on the Company's website and the Stock Exchange's website; (iv) the Company's website offering communication channel between the Company and its stakeholders; (v) the Company's share registrar in Hong Kong serving the Shareholders in respect of all share registration matters; and (vi) convening investor meeting and/or analyst briefings, which led by our executive Directors with existing and potential investors. Having considered the communications and shareholders engagement in the general meeting held during the year, the Board is satisfied that the shareholders communication policy has been properly implemented during 2024 and is effective. The Board will review the Shareholders' communication policy regularly to ensure its effectiveness.

• SHAREHOLDERS' RIGHTS

To safeguard shareholders' interests and rights, a separate resolution will be proposed by the chairman of that meeting for each substantially separate issue at Shareholder meetings, including nomination and election of individual directors.

All resolutions put forward at Shareholder meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each Shareholder meeting in accordance with the Listing Rules.

(1) Procedures for Shareholders to convene an extraordinary general meeting

In accordance with Article 64 of the Articles of Association, the Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Company Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

(2) Procedures for putting forward proposals at general meeting

There are no provisions allowing Shareholders to propose new resolutions at the general meetings under the Companies Law of the Cayman Islands. However, Shareholders who wish to propose resolutions may follow Article 64 of the Articles of Association for requisitioning an extraordinary general meeting and including a resolution at such meeting. The requirements and procedures of Article 64 of the Articles of Association are set out above.

As regards proposing a person for election as a Director, the procedures are available on the website of the Company.

(3) Enquiries to the Board

Shareholders and investors may send written enquiries or requests to the Company as follows:

Address: Benjiaji, Northern Suburb, Haian City, Jiangsu Province, the PRC
Attention: Mr. Ben Daolin
Tel: +86-513-88758898
Fax: +86-513-88755315
Enquiries will be dealt with in a timely and informative manner.

• DIVIDEND POLICY

The Group is committed to sharing its development and achievements with Shareholders through proactive, stable and sustainable dividend policy. The declaration, payment and amount of dividends in respect of any particular financial year will be subject to the discretion of our Board, taking into consideration factors including results of operations, cash flows and financial position of the Group, statutory and regulatory restrictions on the dividends paid by the Group, future prospects and other factors which the Board consider relevant. The Group expects to pay a dividend of no less than 30% of the profit after tax upon Listing each year. The proposed payment of dividends is also subject to the approval of our Shareholders. The Board will review the dividend policy on an annual basis.

• CHANGE IN CONSTITUTIONAL DOCUMENTS

The Articles of Association has been amended and restated with effect from 6 June 2024, and are available on the respective websites of the Stock Exchange and the Company.

There is no other change in constitutional documents of the Company during the Reporting Period.

Deloitte. 德勤

TO THE SHAREHOLDERS OF CHINA PENGFEI GROUP LIMITED
(incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of China PengFei Group Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 59 to 127, which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS") Accounting Standards as issued by the International Accounting Standards Board (the "IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

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

Key Audit Matter

Key audit matter is the matter that, in our professional judgment, was of most significance in our audit of the consolidated financial statements of the current period. The matter was addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on the matter.

Key audit matter	How our audit addressed the key audit matter
Impairment losses on trade receivables and contract assets	
As at 31 December 2024, the Group's carrying amount of trade receivables and contract assets amounted to RMB244,616,000 and RMB41,727,000, net of impairment loss allowance for trade receivables and contract assets amounting to RMB85,244,000 and RMB4,695,000 as respectively disclosed in notes 21 and 17 to the consolidated financial statements, represented 9.06% and 1.55% of the total assets of the Group, respectively. As disclosed in notes 3, 4 and 35, the Group measures impairment loss allowance on trade receivables and contract assets based on lifetime expected credit losses (the "ECL"). The ECL on trade receivables and contract assets are assessed on an individual basis for customers with (1) high credit risk or (2) significant balances with different credit period and the remaining is assessed collectively using a provision matrix, estimated based on historical credit loss experience based on the past default experience of the debtors. For collective assessment of the ECL for trade receivables, the Group takes into consideration the aging status of the trade receivables when formulating the grouping. We identified the impairment losses on trade receivables and contract assets as a key audit matter since (i) the measurement of impairment of trade receivables and contract assets is a significant accounting estimate, (ii) the identification and evaluation of trade receivables and contract assets which required to be assessed individually, and the grouping of remaining balances collectively into different categories using a provision matrix involved significant estimation uncertainties and required significant judgements from the management; and (iii) the balance of trade receivables and contract assets is significant to the consolidated financial statements.	Our procedures in relation to the impairment losses on trade receivables and contract assets included: • Evaluating the model used by management in determining the impairment losses on trade receivables and contract assets; • Checking whether the management's identification of individually assessed trade receivables and contract assets, and the grouping of remaining balances collectively into different categories using a provision matrix, is in line with the policy of the Group; • Testing the completeness and accuracy of trade receivables' aged analysis as at 31 December 2024 by 1) agreeing the total balance of trade receivables included in the aged analysis to the general ledger; and 2) comparing individual items in the aged analysis with the relevant supporting documents, including the sale agreements and/or other supporting documents, on a sampling basis and carrying out corroborative enquiry with the management and analysing the basis in determining the weighted average loss rates applied in each category in the provision matrix, by recalculating the historical observed default rates; and • Carrying out corroborative enquiry with the management and analysing the basis in determining the credit rating for and the corresponding ECL loss rates applied to each debtor assessed individually. For those with securities and guarantee obtained, analysing the management's approach on the estimation of fair value of these securities and guarantee in deriving the loss given default amount.

Other Information

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

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

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

Responsibilities of Directors of the Company and Those Charged with Governance for the Consolidated Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Company.

- Conclude on the appropriateness of the directors of the Company'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 the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Yip Tin Hang.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
31 March 2025

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2024

	Notes	Year ended 31 December 2024 RMB'000	2023 RMB'000
Revenue	5	**1,258,876**	1,729,530
Cost of sales and services		**(1,008,932)**	(1,354,971)
Gross profit		**249,944**	374,559
Other income	6	**30,371**	18,077
Other gains and losses	7	**6,738**	21,729
Selling and distribution expenses		**(89,385)**	(90,526)
Administrative expenses		**(61,669)**	(62,757)
Research expenditure	9	**(51,399)**	(35,982)
Impairment (losses) under expected credit loss model, net of reversal	9	**1,862**	(43,160)
Finance costs	8	**(501)**	(606)
Profit before tax	9	**85,961**	181,334
Income tax expense	10	**(15,226)**	(37,831)
Profit and total comprehensive income for the year		**70,735**	143,503
Profit and total comprehensive income for the year attributable to:			
– Owners of the Company		**67,279**	142,866
– Non-controlling interests		**3,456**	637
		70,735	143,503
Earnings per share	13		
– Basic (RMB cents)		**13.46**	28.57
– Diluted (RMB cents)		**N/A**	N/A

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 31 DECEMBER 2024

	Notes	As at 31 December 2024 RMB'000	2023 RMB'000
NON-CURRENT ASSETS			
Trade receivables	21	**93,645**	125,886
Term deposits	24	**60,000**	–
Property, plant and equipment	14	**363,228**	381,746
Investment properties	15	**7,479**	8,538
Intangible assets		**231**	262
Right-of-use assets	16	**44,258**	44,898
Deferred tax assets	19	**25,805**	25,415
Deposits paid for acquisition of property, plant and equipment		**4,190**	13,197
		598,836	599,942
CURRENT ASSETS			
Inventories	20	**728,620**	743,078
Trade, bills and other receivables	21	**383,809**	341,335
Contract assets	17	**41,727**	74,472
Contract costs	18	**17,115**	12,328
Value-added tax recoverable		**8,248**	2,872
Prepayments to suppliers		**86,460**	84,036
Financial assets at fair value through profit or loss ("FVTPL")	23	**109,318**	103,090
Term deposits	24	**98,000**	68,519
Restricted bank deposits	24	**121,782**	51,830
Bank balances and cash	24	**506,443**	378,902
		2,101,522	1,860,462
CURRENT LIABILITIES			
Trade, bills and other payables	25	**628,042**	559,468
Contract liabilities	26	**1,051,915**	838,358
Tax payable		**28,383**	40,984
Bank borrowings	27	**200**	37,361
Deferred income	29	**2,659**	2,659
		1,711,199	1,478,830
NET CURRENT ASSETS		**390,323**	381,632
TOTAL ASSETS LESS CURRENT LIABILITIES		**989,159**	981,574

	Notes	As at 31 December 2024 RMB'000	2023 RMB'000
NON-CURRENT LIABILITIES			
Deferred income	29	**46,445**	49,104
Bank borrowings	27	**–**	17,941
Deferred tax liabilities	19	**6,499**	4,418
		52,944	71,463
CAPITAL AND RESERVES			
Share capital	28	**4,504**	4,504
Share premium		**30,767**	73,617
Reserves		**898,885**	831,606
Equity attributable to owners of the Company		**934,156**	909,727
Non-controlling interests		**2,059**	384
TOTAL EQUITY		**936,215**	910,111
		989,159	981,574

The consolidated financial statements on pages 59 to 127 were approved and authorised for issue by the board of directors on 31 March 2025 and are signed on its behalf by:

Mr. Wang Jiaan
DIRECTOR

Mr. Dai Xianru
DIRECTOR

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2024

	Attributable to owners of the Company							
	Share capital	Share premium	Capital surplus reserve	Other reserve	Retained profits	Subtotal	Non-controlling interests	Total
	RMB'000	RMB'000	RMB'000 (note a)	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2023	4,504	110,617	163,395	2,252	523,093	803,861	895	804,756
Profit and total comprehensive income for the year	–	–	–	–	142,866	142,866	637	143,503
Transferred to capital surplus reserve	–	–	19,620	–	(19,620)	–	–	–
Dividend recognised as distribution (note 12)	–	(37,000)	–	–	–	(37,000)	–	(37,000)
Dividend paid to non-controlling interests	–	–	–	–	–	–	(1,148)	(1,148)
At 31 December 2023	4,504	73,617	183,015	2,252	646,339	909,727	384	910,111
Profit and total comprehensive income for the year	**–**	**–**	**–**	**–**	**67,279**	**67,279**	**3,456**	**70,735**
Transferred to capital surplus reserve	**–**	**–**	**6,202**	**–**	**(6,202)**	**–**	**–**	**–**
Dividend recognised as distribution (note 12)	**–**	**(42,850)**	**–**	**–**	**–**	**(42,850)**	**–**	**(42,850)**
Dividend paid to non-controlling interests	**–**	**–**	**–**	**–**	**–**	**–**	**(1,781)**	**(1,781)**
At 31 December 2024	**4,504**	**30,767**	**189,217**	**2,252**	**707,416**	**934,156**	**2,059**	**936,215**

Note:

a: In accordance with the articles of association of the subsidiaries established in the People's Republic of China ("the PRC"), the subsidiaries are required to transfer at least 10% of their profit after tax in accordance with the relevant accounting principles and financial regulations applicable to enterprises established in the PRC before any distribution of dividends to owner each year to capital surplus reserve until the reserve reaches 50% of their respective registered capital. The capital surplus reserve can be used to make up for previous years' losses, expand the existing operations or convert into additional capital of the subsidiaries.

* English name is for identification purpose only.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2024

	Year ended 31 December	
	2024	2023
	RMB'000	RMB'000
OPERATING ACTIVITIES		
Profit before tax	**85,961**	181,334
Adjustments for:		
Finance costs	**501**	606
Bank interest income	**(13,393)**	(3,318)
Interest income from an independent third party	**(83)**	(29)
Investment gain on financial assets at FVTPL	**(2,528)**	(4,720)
Depreciation of property, plant and equipment	**6,305**	5,127
Depreciation of investment properties	**1,059**	1,059
Amortisation of intangible assets	**15**	1
Depreciation of right-of-use assets	**163**	143
Amortisation of contract costs	**5,982**	8,200
Loss (gain) on disposal of property, plant and equipment	**477**	(148)
Impairment losses under expected credit loss model, net of reversal	**(1,862)**	43,160
Net foreign exchange gain	**(973)**	(3,289)
Operating cash flows before movements in working capital	**81,624**	228,126
Decrease in inventories	**44,138**	289,904
(Increase) decrease in trade, bills and other receivables	**(12,153)**	111,148
Decrease (increase) in contract assets	**38,928**	(380)
Increase in contract costs	**(10,769)**	(4,580)
(Increase) decrease in value-added tax recoverable	**(5,376)**	7,704
(Increase) decrease in prepayments to suppliers	**(2,424)**	55,442
Increase (decrease) in trade, bills and other payables	**68,298**	(198,761)
Increase (decrease) in contract liabilities	**213,557**	(419,424)
(Decrease) increase in deferred income	**(2,659)**	15,451
Cash generated from operations	**413,164**	84,630
Income Tax paid	**(26,136)**	(38,221)
NET CASH FROM OPERATING ACTIVITIES	**387,028**	46,409

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2024

	Year ended 31 December	
	2024	2023
	RMB'000	RMB'000
INVESTING ACTIVITIES		
Proceeds on disposal of property, plant and equipment	**21**	452
Placement of term deposits	**(109,000)**	(68,519)
Withdrawal of term deposits	**68,519**	–
Placement of restricted bank deposits	**(189,643)**	(113,921)
Withdrawal of restricted bank deposits	**119,691**	176,181
Purchase of and deposits paid for property, plant and equipment	**(8,361)**	(25,006)
Purchase of intangible assets	**(52)**	(75)
Bank interest received	**12,136**	3,318
Interest income from an independent third party	**83**	29
Purchase of financial assets at FVTPL	**(238,833)**	–
Disposal of financial assets at FVTPL	**234,945**	101,630
NET CASH (USED IN) FROM INVESTING ACTIVITIES	**(110,494)**	74,089
FINANCING ACTIVITIES		
New bank borrowings raised	**1,100**	38,270
Repayment of bank borrowings	**(56,196)**	(87,579)
Interest paid	**(504)**	(604)
Repayments of lease liabilities	**(16)**	(19)
Dividend paid to owners of the company	**(42,850)**	(37,000)
Dividend paid to non-controlling interests	**(1,781)**	(1,148)
NET CASH USED IN FINANCING ACTIVITIES	**(100,247)**	(88,080)
NET INCREASE IN CASH AND CASH EQUIVALENTS	**176,287**	32,418
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	**378,902**	345,681
Effect of exchange rate changes on the balance of cash and cash equivalents held in foreign currencies	**254**	803
TOTAL CASH AND CASH EQUIVALENTS AT END OF THE YEAR, REPRESENTED BY	**555,443**	378,902
Bank balances and cash	**506,443**	378,902
Term deposits with original maturity of 3 months (note 24)	**49,000**	–
	555,443	378,902

1. GENERAL INFORMATION

China PengFei Group Limited (the "Company") was incorporated as an exempted company and registered in the Cayman Islands with limited liability under the Companies Law of the Cayman Islands on 31 July 2017. The Company's shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 15 November 2019 (the "Listing"). The addresses of the Company's registered office and the principal place of business are Suite #4-210, Governors Square, 23 Lime Tree Bay Avenue, PO Box 32311, Grand Cayman KY1-1209, Cayman Islands and Benjiaji, Northern Suburb, Haian City, Jiangsu Province, the PRC, respectively. The principal activities of the Company and its subsidiaries (collectively referred to as the "Group") are production and sale of complete sets of equipment (including rotary kilns system, grinding equipment system and their related parts and components), construction of production line and provision of installation services.

The immediate and ultimate holding company of the Company is Ambon Holding Limited ("Ambon"), an investment holding company incorporated in the British Virgin Islands (the "BVI") with limited liability on 27 July 2017. Ambon was wholly-owned by Mr. Wang Jiaan, the chairman and executive director of the Company ("Mr. Wang", or the "Controlling Shareholder").

These consolidated financial statements are presented in Renminbi ("RMB"), which is also the same as the functional currency of the Company.

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs" ACCOUNTING STANDARDS)

Amendments to IFRSs Accounting Standards that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to IFRSs Accounting Standards issued by the International Accounting Standards Board (the "IASB") for the first time, which are mandatorily effective for the Group's annual period beginning on 1 January 2024 for the preparation of the consolidated financial statements:

Amendments to IFRS 16	Lease Liability in a Sale and Leaseback
Amendments to IAS 1	Classification of Liabilities as Current or Non-current
Amendments to IAS 1	Non-current Liabilities with Covenants
Amendments to IAS 7 and IFRS 7	Supplier Finance Arrangements

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

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs" ACCOUNTING STANDARDS) (Continued)

New and amendments to IFRSs Accounting Standards in issue but not yet effective

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

Amendments to IFRS 9 and IFRS 7	Amendments to the Classification and Measurement of Financial Instruments[3]
Amendments to IFRS 9 and IFRS 7	Contracts Referencing Nature-dependent Electricity[3]
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[1]
Amendments to IFRS Accounting Standards	Annual Improvements to IFRS Accounting Standards — Volume 11[3]
Amendments to IAS 21	Lack of Exchangeability[2]
IFRS 18	Presentation and Disclosure in Financial Statements[4]

[1] Effective for annual periods beginning on or after a date to be determined
[2] Effective for annual periods beginning on or after 1 January 2025
[3] Effective for annual periods beginning on or after 1 January 2026

The directors of the Company anticipate that the application of all these new and amendments to IFRSs Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

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

3.1 Basis of preparation of consolidated financial statements

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

The directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

3.2 Material accounting policy information

Basis of consolidation

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

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

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

3.2 Material accounting policy information (Continued)

Basis of consolidation (Continued)

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

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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

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

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

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

Revenue from contracts with customers

Information about the Group's accounting policies relating to contracts with customers is provided in notes 5, 17, 18 and 26.

Employee benefits

Retirement benefit costs

Payments to government managed retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

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

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

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

3.2 Material accounting policy information (continued)

Taxation

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

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

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

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

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

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

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

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

Current and deferred tax are recognised in profit or loss.

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

3.2 Material accounting policy information (continued)

Property, plant and equipment

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

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, including costs of testing whether the related assets is functioning properly and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

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

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

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and impairment losses. Depreciation is recognised so as to write off the cost of investment properties over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

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

3.2 Material accounting policy information (continued)

Intangible assets

Intangible assets acquired separately

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

The Group's intangible assets represent software with estimated useful life of 5 years.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Internally-generated intangible assets – research and development expenditure

Expenditure on research activities is recognised as an expense in the year in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

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

3.2 Material accounting policy information (continued)

Impairment on property, plant and equipment, right-of-use assets, intangible assets and contract costs

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets, intangible assets with finite useful lives and contract costs to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of property, plant and equipment, right-of-use assets and intangible assets are estimated individually, or when it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs. In testing a CGU for impairment, corporate assets are allocated to the relevant CGU when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the CGU or group of CGUs to which the corporate asset belongs, and is compared with the carrying amount of the relevant CGU or group of CGUs.

Before the Group recognises an impairment loss for assets capitalised as contract costs under IFRS 15 "Revenue from Contracts with Customers" ("IFRS 15"), the Group assesses and recognises any impairment loss on other assets related to the relevant contracts in accordance with applicable standards. Then, impairment loss, if any, for assets capitalised as contract costs is recognised to the extent the carrying amounts exceeds the remaining amount of consideration that the Group expects to receive in exchange for related goods or services less the costs which relate directly to providing those goods or services that have not been recognised as expenses. The assets capitalised as contract costs are then included in the carrying amount of the CGU to which they belong for the purpose of evaluating impairment of that CGU.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a CGU) for which the estimates of future cash flows have not been adjusted.

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

3.2 Material accounting policy information (continued)

Impairment on property, plant and equipment, right-of-use assets, intangible assets and contract costs (continued)

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a CGU, the Group compares the carrying amount of a group of CGUs, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. In allocating the impairment loss, the impairment loss is allocated to the assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of CGUs. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a CGU or a group of CGUs) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a CGU or a group of CGUs) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include: cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash.

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs, which comprises all costs of purchases and, where applicable, cost of conversion and other costs that have been incurred in bringing the inventories to their present location and condition. Costs of raw materials are determined on a weighted average method and costs of work-in-progress and finished goods are determined on a specific identification basis based on the actual costs specific to each processing order incurred. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Warranties

Provisions for the expected cost of assurance-type warranty obligations under the relevant contracts with customers for sales are recognised at the date of sale of the relevant products, at the directors' best estimate of the expenditure required to settle the Group's obligation.

Financial instruments

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

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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

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

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

Financial assets

Classification and subsequent measurement of financial assets

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

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

All other financial assets the Group hold are subsequently measured at FVTPL.

Amortised cost and interest income

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

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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

Financial assets at FVTPL

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

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

Impairment of financial assets and other item subject to impairment assessment under IFRS 9

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

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

The Group always recognises lifetime ECL for trade receivables and contract assets. The ECL on these assets are assessed on an individual basis for customers with (1) high credit risk or (2) significant balances with different credit period and the remaining is collectively using provision matrix, estimated based on historical credit loss experience based on the past default experience of the debtor, general economic conditions of the industry in which the debtors operate and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

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

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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and other item subject to impairment assessment under IFRS 9 (continued)

Significant increase in credit risk

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

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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

Despite the aforegoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

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

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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and other item subject to impairment assessment under IFRS 9 (continued)

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

Credit-impaired financial assets

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

(a) significant financial difficulty of the issuer or the borrower;

(b) a breach of contract, such as a default or past due event;

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

Write-off policy

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

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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and other item subject to impairment assessment under IFRS 9 (continued)

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on certain trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

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

Lifetime ECL for trade, bills and other receivables, contract assets (except for trade receivables and contract assets from customers with (1) high credit risk or (2) significant balances with different credit period), restricted bank deposits and bank balances are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

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

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

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

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

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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Exchange differences for financial assets measured at amortised cost are recognised in profit or loss in the "other gains and losses" line item note 7 as part of the net foreign exchange gain (loss).

Derecognition/modification of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group retains substantially all the risks and rewards of ownership of a transferred asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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

A modification of a financial asset occurs if the contractual cash flows are renegotiated or otherwise modified.

When the contractual terms of a financial asset are modified, the Group assesses whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial asset, after reducing gross carrying amount that has been written off.

For non-substantial modifications of financial assets that do not result in derecognition, the carrying amount of the relevant financial assets will be calculated at the present value of the modified contractual cash flows discounted at the financial assets' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial assets and are amortised over the remaining term. Any adjustment to the carrying amount of the financial asset is recognised in profit or loss at the date of modification.

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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial liabilities or equity

Classification as debt or equity

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

Equity instruments

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

Financial liabilities

All financial liabilities the Group hold are subsequently measured at amortised cost using the effective interest method.

Financial liabilities at amortised cost

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

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the "other gains and losses" line item in profit or loss note 7 as part of net foreign exchange gain (loss).

Derecognition of financial liabilities

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

Offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

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

3.2 Material accounting policy information (continued)

Leases

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

The Group as a lessee

Short-term leases

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

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date; and
- any initial direct costs incurred by the Group.

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

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

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

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

3.2 Material accounting policy information (continued)

Leases (continued)

The Group as a lessee (continued)

Lease liabilities

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

The lease payments included in the measurement of the lease liability represent the fixed payments of the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments. The Group presented the lease liabilities in "trade, bills and other payables" in note 25.

The Group as lessor

Classification and measurement of leases

All leases of the Group are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term.

Foreign currencies

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

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

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

3.2 Material accounting policy information (continued)

Borrowing costs

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

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

Government grants

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

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognizes as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under "other income" in note 6.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the management of the Group is required to make judgements, estimates and assumptions about the carrying amounts of assets that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the management of the Group has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in these consolidated financial statements.

Price allocation for multiple performance obligations

Certain of the Group's sale of equipment contracts includes the provision of installation services to customers. For contracts that contain more than one performance obligations, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customer.

The management of the Group exercises judgement in determining the price allocation basis between the performance obligations of sale of equipment and installation service. In particulars, since the Group did not record any gross profit for the installation services according to the Group's pricing policy, the management of the Group would first estimate the stand-alone price of installation service based on the fee charged by the subcontractors, while then allocate the remaining as the transaction price for the performance obligation of sales of equipment.

Principal versus agent for revenue recognition on installation service

The Group is the contracting party to its customers in rendering the installation service and the Group is primarily responsible for fulfilling the promise to provide the installation service and has the discretion on establishing the contract price. Thus, the management of the Group considers the Group acts as principal and recognises revenue generated from the installation service on a gross basis. Having considered the costs and benefits in performing the installation service, the Group had subcontracted the installation service to independent third parties. Significant judgement is made by the management of the Group in determining whether the Group is acting as a principal or agent in its performance of the installation service.

During the year ended 31 December 2024, the Group has recognised revenue amounting to RMB25,548,000 (2023: RMB28,714,000) from the rendering of installation service.

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

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of each reporting period that has a significant risk of causing a material adjustment to the carrying amounts of assets within the next twelve months.

Provision of ECL for trade receivables and contract assets

Trade receivables and contract assets with (1) high credit risk or (2) significant balances with different credit period, are assessed for ECL individually, and the remaining is estimated collectively by using a provision matrix. The provision rates are based on internal credit ratings as groupings of various debtors that have similar loss patterns. The provision matrix is based on the past default experience of the debtor, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables and contract assets are disclosed in note 35.

Deferred tax assets

As at 31 December 2024, deferred tax assets of RMB25,805,000 (2023: RMB25,415,000) in relation to deductible temporary differences of accrued expenses and impairment loss allowance on trade and other receivables and contract assets have been recognised by the Group as disclosed in note 19. No deferred tax asset has been recognised in relation to such deductible temporary differences of RMB6,766,000 (2023: RMB11,911,000) due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient taxable profits will be available in the future or taxable temporary differences are expected to reverse in the same period as the expected reversal of the deductible temporary differences, which is a key source of estimation uncertainty. The uncertainty would depend on how the ongoing uncertain macroeconomic and geopolitical environment, which includes the persistent effects of climate change, higher interest rates and inflation, may progress and evolve. In cases where the actual future taxable profits generated are less or more than expected, a material reversal or further recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal or further recognition takes place.

5. REVENUE AND SEGMENT INFORMATION

Revenue represents the amounts received and receivable from the sale of goods, construction of production line and rendering of installation services, net of sales related taxes during the year.

	Year ended 31 December	
	2024	2023
	RMB'000	RMB'000
Sale of equipment, recognised at a point in time	**1,000,956**	1,661,171
Revenue from construction of production line, recognised over time	**232,372**	39,645
Installation service, recognised over time	**25,548**	28,714
	1,258,876	1,729,530

Contracts with multiple performance obligations (including allocation of transaction price)

For contracts that contain more than one performance obligations (i.e. certain sale of equipment contracts include the provision of installation services), the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer. Since the Group did not record any gross profit for the installation services according to the Group's pricing policy, the management of the Group would first estimate the stand-alone price of installation service based on the fee charged by the subcontractors, while then allocate the remaining as the transaction price for the performance obligation of sales of equipment.

Sale of equipment

The Group sells equipment directly to customers. The Group mainly sells equipment including related parts and components for various industries including building materials production, metallurgy, chemical and environmental protection. The key equipment manufactured by the Group consists of rotary kiln system and grinding equipment system.

Revenue is recognised at a point in time when the goods are accepted by the customers after delivery to the customers' premises, since only by that time the Group passes control of the equipment to the customers. The Group does not grant any credit period to its customers.

Customers are generally required to make an advance payment of 10% to 30% of the total contract sum before the Group commences any work, and this will give rise to contract liabilities at the start of a contract. During the course of production of the equipment, customers will generally be required to make progress payment. Once the production process is completed, customers will be required to make delivery payment before delivery of the products. Generally, customers will be required to pay 90% to 95% of the total contract sum before delivery. Contract liabilities are recognised when milestone payments are received for sale of equipment in which revenue has yet been recognised.

The Group normally provides a warranty period of around 12 months from the date of acceptance by customers. For those contracts with warranty period provided, the outstanding balances representing the retention money of approximately 5% to 10% of the total contract sum initially recognised as contract assets upon delivery of goods and will be transferred to trade receivables and paid to the Group in the absence of warranty claim after the warranty period.

5. REVENUE AND SEGMENT INFORMATION (continued)

Construction of production line

The Group provides construction of production line services to customers of building materials industry, such as cement production line projects, and other industries including metallurgy and environmental protection. Most customers of the construction of production line business are located outside the PRC during the year.

Revenue from construction of production line is recognised as a performance obligation satisfied over time. The Group's performance under the construction contracts creates production lines without an alternative use to the Group. As the Group has an enforceable right to payment for performance performed to date, the Group recognises revenue over time for construction of production line services. Revenue is recognised for these construction of production line services based on the stage of completion of the contract using the input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total estimated costs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

Customers are generally required to make an advance payment of 30% of the total contract sum before the Group commences any work, this will give rise to contract liabilities at the start of a contract until the revenue recognised exceeds the amount of advance payment received. During the course of construction of production line, customers will generally be required to make progress payment and the Group will deliver the products required for the constitution of production line to the designated port or the customer's site by batches pursuant to the terms of the contract. In general, customers will be required to pay no less than 50% of the total contract sum before the Group delivers all the products required. If customers are satisfied with the production line installed, they will issue an acceptance certificate to the Group. The Group will receive no less than 90% of the total contract sum in aggregation upon the acceptance certificate being issued. The Group normally provides a retention period of 12 months after the operation of the production line or the issuance of the final acceptance certificate by the customers. For those contracts with retention period provided, the outstanding balances representing the retention money of approximately 5% to 10% of the total contract sum initially recognised as contract assets and will be transferred to trade receivables and paid to the Group in the absence of warranty claim after the retention period.

A contract asset, net of contract liability related to the same contract, is recognised over the period in which the construction of production line services are performed representing the Group's rights to consideration for the services performed because the rights to billing are conditional upon specified payment milestones. The contract assets are transferred to trade receivables when the rights become unconditional. The Group typically transfers the contract assets to trade receivables when the Group achieved the specific milestones of payments as stated in the corresponding contracts.

Installation services

Having considered the costs and benefits in performing the installation service, the Group had subcontracted the installation service to independent third parties. The Group is the contracting party to its customers in rendering the installation service and the Group is primarily responsible for fulfilling the promise to provide the installation service and has the discretion on establishing the contract price. Thus, the management of the Group considers the Group acts as principal and recognises revenue generated from the installation service on a gross basis.

Revenue relating to the installation services is recognised over time throughout the installation period based on the stage of completion of the installation using the input method because the Group's performance enhances an asset that its customers control as the asset is enhanced. The provision of installation services is normally included in the contracts for sale of equipment as aforementioned and is subject to the same retention terms under the contracts for sale of equipment.

5. REVENUE AND SEGMENT INFORMATION (continued)

Contract costs

Incremental costs of obtaining a contract

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained. The Group's incremental costs of obtaining a contract are mainly the commission fee paid to the Group's employees.

The Group recognises such commission fee as an asset if it expects to recover these costs. The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate.

Transaction price allocated to the remaining performance obligations for contracts with customers

The Group applies the practical expedient of not disclosing the transaction price allocated to performance obligations that were unsatisfied in respect of installation service as the Group's contract has an original expected duration of less than one year.

The following table shows the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied (or partially unsatisfied) in respect of construction of production line as at the end of each reporting period and the expected timing of recognising revenue.

	As at 31 December	
	2024	2023
	RMB'000	RMB'000
Provision of construction of production line		
Within 1 year	**212,363**	258,413

The aggregate amount of the transaction price allocated to performance obligations that are unsatisfied (or partially unsatisfied) in respect of the Group's sale of equipment was RMB3,131,440,000 (2023: RMB2,651,883,000) as at 31 December 2024. In normal circumstances, the performance obligation is expected to be satisfied within one year. However, the timing of recognition is subject to the request of delivery from the customers and may be uncertain due to political uncertainty of the countries at where the Group's customers are situated, which may cause such revenue to be recognised more than one year after the end of the reporting period.

Information reported to the Chairman of the Group, being the chief operating decision maker, for the purposes of resource allocation and assessment of performance focuses on revenue from the sale of equipment, construction of production line and installation services. No other discrete financial information is provided other than the Group's results and financial position as a whole. Thus, the management of the Group considers that the Group has one operating and reportable segment. No operating segment information is presented other than the entity-wide disclosures.

5. REVENUE AND SEGMENT INFORMATION (continued)

Entity-wide disclosures

Geographical information

The Group's non-current assets are all situated in the PRC. The geographical information of the Group's revenue, determined based on geographical location of the registered office of the immediate customers, during the year is as follows:

	Year ended 31 December	
	2024	2023
	RMB'000	RMB'000
Mainland China	**936,516**	1,289,416
Outside Mainland China		
Including: Uzbekistan	**113,148**	39,645
Kenya	**103,910**	–
Malawi	**31,965**	–
Morocco	**27,170**	–
Tajikistan	**16,723**	267,403
Bangladesh	**–**	47,105
Burundi	**–**	45,885
Others	**29,444**	40,076
	1,258,876	1,729,530

Information about major customers

Revenue from customers contributing over 10% of the total revenue of the Group during the year are as follows:

	Year ended 31 December	
	2024	2023
	RMB'000	RMB'000
Customer A	**(note)**	267,403

Note: No single customer contributed 10% or more to the Group's revenue for the year ended 31 December 2024.

6. OTHER INCOME

	Year ended 31 December	
	2024	2023
	RMB'000	RMB'000
Bank interest income	**13,393**	3,318
Interest income from an independent third party	**83**	29
Government grants (note)	**14,573**	13,367
Rental income	**1,958**	1,288
Others	**364**	75
	30,371	18,077

Note: The amount represents unconditional government grants received from local government in connection with the enterprise development support and innovation capability incentives and the amortisation of "deferred income" as disclosed in note 29.

7. OTHER GAINS AND LOSSES

	Year ended 31 December	
	2024	2023
	RMB'000	RMB'000
Investment gain on financial assets at FVTPL	**2,528**	4,720
Net foreign exchange gain	**4,701**	17,074
(Loss) gain on disposal of property, plant and equipment	**(477)**	148
Others	**(14)**	(213)
	6,738	21,729

8. FINANCE COSTS

	Year ended 31 December	
	2024	2023
	RMB'000	RMB'000
Interest expense of lease liabilities	**3**	2
Interest on bank borrowings	**498**	604
	501	606

9. PROFIT BEFORE TAX

Profit before tax has been arrived at after charging (crediting):

	Year ended 31 December	
	2024	2023
	RMB'000	RMB'000
Depreciation of property, plant and equipment	**35,173**	34,489
Depreciation of investment properties	**1,059**	1,059
Amortisation of intangible assets	**83**	5
Depreciation of right-of-use assets	**907**	956
	37,222	36,509
Capitalised in inventories	**(29,681)**	(30,179)
Total depreciation and amortisation charged to profit or loss	**7,541**	6,330
Analysed as:		
Charged in administrative expenses	**5,723**	5,192
Charged in selling and distribution expenses	**682**	587
Charged in research expenditure	**1,136**	551
	7,541	6,330
Auditors' remuneration	**1,380**	1,962
Cost of inventories recognised as cost of sales	**928,383**	1,264,751
Directors' remuneration (note 11)	**1,905**	2,065
Other staff costs		
– Salaries and other benefits	**104,919**	110,154
– Retirement benefit scheme contributions	**15,438**	21,812
– Discretionary performance related bonus	**2,790**	3,639
	123,147	135,605

9. PROFIT BEFORE TAX (continued)

	Year ended 31 December	
	2024	2023
	RMB'000	RMB'000
Total staff costs	**125,052**	137,670
Capitalised in inventories	**(74,724)**	(88,232)
Total staff costs charged to profit or loss	**50,328**	49,438
Analysed as:		
Charged in administrative expenses	**22,537**	21,657
Charged in selling and distribution expenses	**8,139**	9,626
Charged in research expenditure	**19,652**	18,155
	50,328	49,438
Research expenditure		
Staff costs	**19,652**	18,155
Depreciation and amortisation	**1,136**	551
Technical consultancy fee	**8,569**	9,334
Materials consumed	**21,678**	7,375
Others	**364**	567
	51,399	35,982
Gross rental income from investment properties	**1,958**	1,288
Less:		
Direct operating expenses incurred for investment properties that generate rental income during the year	**(1,059)**	(1,059)
	899	229
Impairment losses under ECL model, net of reversal		
Trade receivables	**4,206**	38,501
Other receivables	**115**	706
Contract assets	**(6,183)**	3,953
	(1,862)	43,160

10. INCOME TAX EXPENSE

	Year ended 31 December	
	2024	2023
	RMB'000	RMB'000
PRC Enterprise Income Tax ("EIT")	**13,535**	33,948
Withholding tax of a PRC subsidiary (note 19)	**2,081**	8,686
Deferred tax credit (note 19)	**(390)**	(4,803)
	15,226	37,831

The Company is not subject to income tax or capital gain tax under the law of Cayman Islands.

Pengfei BVI is not subject to income tax or capital gain tax under the law of BVI.

No provision of Hong Kong Profits Tax was made in these consolidated financial statements as the Group had no assessable profit subject to Hong Kong Profits Tax during the years ended 31 December 2023 and 2024.

Jiangsu Pengfei obtained the renewal of "High Technology Enterprise" certification in 2024, and was therefore entitled to a preferential tax rate of 15% for a period of 3 years from 2024 to 2027.

The other PRC subsidiaries are subjected to PRC EIT rate of 25% during the years ended 31 December 2023 and 2024.

Income tax expense for the year can be reconciled to profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	Year ended 31 December	
	2024	2023
	RMB'000	RMB'000
Profit before tax	**85,961**	181,334
Tax at PRC EIT rate of 15% (2023: 15%) (note)	**12,894**	27,200
Tax effect of expense not deductible for tax purpose	**1,352**	2,261
Tax effect of deductible temporary differences not recognised	**–**	202
Utilisation of deductible temporary differences previously not recognised	**(742)**	(70)
Withholding tax of a PRC subsidiary	**2,081**	8,686
Tax effect attributable to the additional qualified tax deduction relating to research and development costs	**(1,482)**	(1,370)
Effect of different tax rates of other subsidiaries	**1,123**	922
Income tax expense	**15,226**	37,831

Note: As majority of the profit before tax of the Group was contributed by Jiangsu Pengfei for both years, the PRC EIT rate of Jiangsu Pengfei is used in the income tax reconciliation.

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

(A) Directors' and the chief executive's emoluments

Details of the emoluments paid to the individuals who were appointed as the directors and Chief Executive Officer of the Company for the year, disclosed pursuant to the applicable Listing Rules and Hong Kong Companies Ordinance, are as follows:

	Fees	Salaries and other benefits	Retirement benefit scheme contributions	Discretionary performance related bonus	Total
	RMB'000	RMB'000	RMB'000	RMB'000 (note)	RMB'000
Year ended 31 December 2024					
Executive directors					
Mr. Wang	–	380	–	138	518
Dai Xianru	–	123	–	–	123
Zhou Yinbiao	–	337	–	128	465
Ben Daolin	–	321	28	139	488
Independent non-executive directors					
Zhang Lanrong	72	–	–	–	72
Ding Zaiguo	72	–	–	–	72
Mak Hing Keung, Thomas	167	–	–	–	167
	311	1,161	28	405	1,905

11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (continued)

(A) Directors' and the chief executive's emoluments (continued)

	Fees	Salaries and other benefits	Retirement benefit scheme contributions	Discretionary performance related bonus	Total
	RMB'000	RMB'000	RMB'000	RMB'000 (note)	RMB'000
Year ended 31 December 2023					
Executive directors					
Mr. Wang	–	384	–	139	523
Dai Xianru	–	202	–	55	257
Zhou Yinbiao	–	354	–	129	483
Ben Daolin	–	322	30	143	495
Independent non-executive directors					
Zhang Lanrong	72	–	–	–	72
Ding Zaiguo	72	–	–	–	72
Mak Hing Keung, Thomas	163	–	–	–	163
	307	1,262	30	466	2,065

Note: Discretionary performance related bonus is determined based on their duties and responsibilities of the relevant individuals within the Group and the Group's performance.

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

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

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (continued)

(B) Five highest paid employees

The five highest paid employees of the Group include 3 (2023: 3) directors of the Company for the current year. The emoluments of the remaining 2 (2023: 2) for the current year are as follows:

	Year ended 31 December	
	2024	2023
	RMB'000	RMB'000
Salaries and other benefits	**780**	856
Retirement benefit scheme contributions	**49**	33
	829	889

The emoluments of the five highest paid employees were within the following band:

	Year ended 31 December	
	2024	2023
HK$1 to HK$1,000,000	**5**	5

During the years ended 31 December 2023 and 2024, no emoluments were paid by the Group to any of the directors and Chief Executive Officer of the Company or the five highest paid employees of the Group as an inducement to join or upon joining the Group or as compensation for loss of office.

12. DIVIDEND

	Year ended 31 December	
	2024	2023
	RMB'000	RMB'000
Dividend for ordinary shareholders of the Company	**42,850**	37,000

During the current year, a final dividend in respect of the year ended 31 December 2023 of HKD0.0945 (equivalent to RMB0.0857) per ordinary share (2023: HKD0.084 (equivalent to RMB0.074)), in an aggregate amount of approximately HKD47.25 million (equivalent to RMB42.85 million) (2023: HKD42,200,000 (equivalent to RMB37,000,000)), has been declared and paid to shareholders of the Company.

Subsequent to the end of the reporting period, a final dividend in respect of the year ended 31 December 2024 of HKD0.04375 (equivalent to RMB0.04037) per ordinary share, in an aggregate amount of HKD21.9 million (equivalent to RMB20.2 million) and the aggregate amount of which will be paid out of the Company's share premium account, has been proposed by the directors of the Company and is subject to approval by the shareholders of the Company in the forthcoming annual general meeting of the Company and compliance with the Companies Act of the Cayman Islands.

13. EARNINGS PER SHARE

The calculation of basic and diluted earnings per share attributable to owners of the Company is based on the following data:

	Year ended 31 December	
	2024	2023
Earnings:		
Profit for the year attributable to owners of the Company for the purpose of basic and diluted earnings per share (RMB'000)	**67,279**	142,866
Number of shares:		
Number of ordinary shares for the purpose of basic and diluted earnings per share	**500,000,000**	500,000,000

No diluted earnings per share was presented as there were no potential ordinary shares in issue during the years ended 31 December 2024 and 2023.

14. PROPERTY, PLANT AND EQUIPMENT

	Buildings	Plant and machinery	Office equipment	Motor vehicles	Construction in progress/ assets under installation	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
COST						
At 1 January 2023	394,859	381,614	10,793	16,772	14,797	818,835
Additions	–	4,068	639	1,427	6,455	12,589
Transfers	–	20,713	–	–	(20,713)	–
Disposals	–	(5,007)	(644)	(1,048)	–	(6,699)
At 31 December 2023	394,859	401,388	10,788	17,151	539	824,725
Additions	–	53	226	1,020	16,069	17,368
Transfers	–	16,148	–	–	(16,148)	–
Disposals	(1,843)	(4,808)	–	(704)	–	(7,355)
At 31 December 2024	**393,016**	**412,781**	**11,014**	**17,467**	**460**	**834,738**
ACCUMULATED DEPRECIATION						
At 1 January 2023	142,843	249,240	8,833	13,969	–	414,885
Provided for the year	17,264	14,258	1,554	1,413	–	34,489
Eliminated on disposals	–	(4,756)	(632)	(1,007)	–	(6,395)
At 31 December 2023	160,107	258,742	9,755	14,375	–	442,979
Provided for the year	18,232	14,847	754	1,340	–	35,173
Eliminated On disposals	(1,405)	(4,568)	–	(669)	–	(6,642)
At 31 December 2024	**176,934**	**269,021**	**10,509**	**15,046**	**–**	**471,510**
CARRYING VALUE						
At 31 December 2023	234,752	142,646	1,033	2,776	539	381,746
At 31 December 2024	**216,082**	**143,760**	**505**	**2,421**	**460**	**363,228**

14. PROPERTY, PLANT AND EQUIPMENT (continued)

The above items of property, plant and equipment, other than construction in progress/assets under installation, are depreciated on a straight-line basis over the following estimated useful lives after taking into account their estimated residual values:

	Useful lives	Estimated residual values
Buildings	20 years	5%
Plant and machinery	10 to 20 years	5%
Office equipment	3 to 5 years	0~5%
Motor vehicles	4 years	5%

15. INVESTMENT PROPERTIES

	Buildings RMB'000
COST	
At 1 January 2023, and 31 December 2023 and 2024	32,280
ACCUMULATED DEPRECIATION	
At 1 January 2023	22,683
Provided for the year	1,059
At 31 December 2023	23,742
Provided for the year	1,059
At 31 December 2024	**24,801**
CARRYING VALUE	
At 31 December 2023	8,538
At 31 December 2024	**7,479**

15. INVESTMENT PROPERTIES (continued)

The fair value of the Group's investment properties as at 31 December 2024 was RMB46,373,000 (2023: RMB39,432,000). The fair value has been valued by the directors of the Company with reference to a valuation carried out by a firm of independent qualified professional valuers not connected with the Group, who have appropriate qualifications and recent experience in the valuation of similar investment properties. The fair value is determined based on the income capitalisation approach by taking into account the rental income of a property derived from its existing leases and/or achievable in the existing market with due allowance for the reversionary income potential of the leases, which have been then capitalised to determine the fair value at an appropriate capitalisation rate. The capitalisation rate is determined by reference to the yields derived from analysing the sales transactions of similar commercial properties in which the investment properties are located (i.e. Haian City, Jiangsu Province, the PRC) and adjusted to take into account the market expectation from property investors to reflect factors specific to the Group's investment properties.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

Details of the Group's investment properties and information about the fair value hierarchy as at the end of the reporting period are as follows:

	Fair value	
	Level 3	**As at 31 December 2024**
	RMB'000	**RMB'000**
Commercial properties located in Haian City, Jiangsu Province, the PRC	**46,373**	**46,373**

	Fair value	
	Level 3	As at 31 December 2023
	RMB'000	RMB'000
Commercial properties located in Haian City, Jiangsu Province, the PRC	39,432	39,432

The above investment properties are depreciated on a straight-line basis over the following estimated useful life after taking into account their estimated residual value:

	Useful life	**Estimated residual value**
Buildings	20 years	5%

16. RIGHT-OF-USE ASSETS

	Leasehold lands
	RMB'000
COST	
At 1 January 2023 and 31 December 2023	54,027
Addition	267
Disposals	(134)
At 31 December 2024	54,160
ACCUMULATED DEPRECIATION	
At 1 January 2023	8,173
Provided for the year	956
At 31 December 2023	9,129
Provided for the year	907
Disposals	(134)
At 31 December 2024	**9,902**
CARRYING VALUE	
At 31 December 2023	44,898
At 31 December 2024	**44,258**

	Year ended 31 December	
	2024	2023
	RMB'000	RMB'000
Expense relating to short-term lease	**211**	2,160

For both years, the Group leases lands from independent third parties for its operations. Lease contract is entered into for fixed term of 10 years. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

In addition, the Group has made lump sum payments upfront to government for leasehold lands. The Group has obtained the land use right certificates for all such leasehold lands except for leasehold lands with carrying amount of RMB10,334,000 (2023: RMB10,334,000) in which the Group is in the process of obtaining.

Lease liabilities of RMB264,000 are recognised with related right-of-use assets of RMB265,000 as at 31 December 2024 (2023: lease liabilities of RMB10,000 and related right-of-use assets of RMB12,000). The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

For the year ended 31 December 2024, total cash outflow for leases amounted to RMB227,000 (2023: RMB2,179,000).

As at 31 December 2024, the Group did not enter into any leases that have not yet commenced.

17. CONTRACT ASSETS

	As at 31 December	
	2024	2023
	RMB'000	RMB'000
Sale of equipment	**36,781**	71,427
Installation service	**9,641**	13,923
	46,422	85,350
Less: Impairment loss allowance for contract assets	**(4,695)**	(10,878)
	41,727	74,472

As at 1 January 2023, contract assets amounted to RMB78,045,000.

The contract assets primarily relate to the Group's right to billing for work completed and not billed because the rights are conditional upon specified payment milestones at the end of each reporting period. The contract assets are transferred to trade receivables when the rights become unconditional. The Group typically transfers the contract assets to trade receivables when the Group achieved the specific milestones of payments as stated in the corresponding contracts.

The Group classifies these contract assets as current assets because the Group expects to realise them in its normal operating cycle.

Movement of impairment loss allowance on contract assets

	RMB'000
At 1 January 2023	6,925
Impairment loss allowance recognised	7,726
Impairment loss allowance reversed	(3,773)
At 31 December 2023	10,878
Impairment loss allowance recognised	4,129
Impairment loss allowance reversed	(10,312)
At 31 December 2024	**4,695**

18. CONTRACT COSTS

	As at 31 December	
	2024	2023
	RMB'000	RMB'000
Commission fees	**17,115**	12,328

Incremental costs to obtain contracts included in contract costs relate to commission fees paid or payable to employees as part of their salaries and other benefits as a result of obtaining contracts.

For contract costs in relation to the sale of equipment, they are charged to profit or loss when the equipment is accepted by the customers and control passes to the customers. For contract costs in relation to provision of installation services/construction of production line, they are amortised on the same basis of revenue recognised for installation services/construction of production line as this reflects the period over which the goods or services are transferred to the customers. For the year ended 31 December 2024, amortisation amounting to RMB5,982,000 (2023: RMB8,200,000) was recognised as selling and distribution expenses in the consolidated statement of profit or loss and other comprehensive income. There was no impairment loss in relation to the costs capitalised.

19. DEFERRED TAXATION

The following is the analysis of the deferred tax balances for financial reporting purposes:

	As at 31 December	
	2024	2023
	RMB'000	RMB'000
Deferred tax assets	**25,805**	25,415
Deferred tax liabilities	**(6,499)**	(4,418)
	19,306	20,997

19. DEFERRED TAXATION (continued)

The following are the major deferred tax liabilities and assets recognised and movements thereon during the year:

	Distributable earnings of PRC subsidiaries	Accrued expenses	Impairment loss allowance on trade and other receivables and contract assets	Total
	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2023	–	9,113	11,499	20,612
(Charge) credit to profit or loss	(8,686)	(280)	5,083	(3,883)
Withholding tax paid	4,268	–	–	4,268
At 31 December 2023	(4,418)	8,833	16,582	20,997
(Charge) credit to profit or loss	(2,081)	554	(164)	(1,691)
At 31 December 2024	**(6,499)**	**9,387**	**16,418**	**19,306**

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted at the end of the reporting period.

As at 31 December 2023 and 2024, the Group had no unused tax losses available to offset against future profits.

As at 31 December 2024, the Group had deductible temporary differences of RMB178,800,000 (2023: RMB181,342,000) available to offset against future profits. Deferred tax assets have been recognised in respect of deductible temporary differences of RMB172,034,000 as of 31 December 2024 (2023: RMB169,431,000). No deferred tax assets have been recognised in relation to the remaining deductible temporary differences of RMB6,766,000 (2023: RMB11,911,000) as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. As at 31 December 2024, deferred tax liability has been provided in respect of RMB64,990,000 (2023: RMB44,182,000) undistributed earnings of the Group's PRC subsidiaries. Deferred taxation has not been provided in respect of the remaining temporary differences attributable to the undistributed earnings as the Group is in a position to control the quantum and timing of the distribution thereof, deferred taxation is only provided to the extent that such earnings are estimated to be distributable in the foreseeable future.

As at 31 December 2024, the aggregate amount of undistributed earnings of the Group's PRC subsidiaries in respect of which deferred tax liability has not been provided for were approximately RMB706,536,000 (2023: RMB638,264,000).

20. INVENTORIES

	As at 31 December	
	2024	2023
	RMB'000	RMB'000
Raw materials	**141,127**	132,260
Work-in-progress	**587,493**	609,942
Finished goods	**–**	876
	728,620	743,078

No inventories are expected to be recovered after more than 12 months as at 31 December 2023 and 2024. No allowance for inventory provision was provided during the years ended 31 December 2023 and 2024.

21. TRADE, BILLS AND OTHER RECEIVABLES

	As at 31 December	
	2024	2023
	RMB'000	RMB'000
Trade receivables	**329,860**	367,387
Less: Impairment loss allowance for trade receivables	**(85,244)**	(85,114)
	244,616	282,273
Bills receivables	**218,415**	175,738
Total trade receivables and bills receivables	**463,031**	458,011
Other receivables and prepayments		
Other receivables *(note ii)*	**14,436**	8,837
Prepaid expenses	**127**	398
Loan to an independent third party *(note iii)*	**800**	800
	15,363	10,035
Less: Impairment loss allowance for other receivables	**(940)**	(825)
	14,423	9,210
	477,454	467,221
Analysed as:		
Current	**383,809**	341,335
Non-current *(note i)*	**93,645**	125,886
	477,454	467,221

21. TRADE, BILLS AND OTHER RECEIVABLES (continued)

As at 1 January 2023, the Group's trade receivables amounted to RMB285,191,000 (net of impairment loss allowance of RMB53,825,000) and bills receivables amounted to RMB323,205,000.

Note i: As at 31 December 2024, included in the Group's trade receivables was a balance of RMB93,645,000 (net of impairment loss allowance of RMB9,479,000) (2023: RMB125,886,000 (net of impairment loss allowance of RMB12,746,000)) due from a customer in respect of the construction of a production line located in the Republic of Kazakhstan, among which nil, nil and RMB93,645,000 were aged 0 to 1 year, 1 to 2 years and over 2 years, respectively (2023: nil, RMB30,787,000, and RMB95,099,000 aged 0 to 1 year, 1 to 2 years and over 2 years, respectively). In May 2019, due to the expected delay in settlement from this customer as a result of the prolonged approval procedures from the customer's financing bank, the Group entered into a supplemental agreement with the customer, pursuant to which the Group agreed to defer an estimated amount of RMB280,000,000 (the "Deferred Payment") upon completion of the test run of the production line on or before 31 December 2019. The amount of the Deferred Payment, time period for accrual of interest and repayment schedule are subjected to finalisation between both parties according to the actual outstanding principal and interest upon completion of the production line. Both parties agreed to enter into another finalised Deferred Payment agreement with such details and terms to be fixed (the "Finalised Deferred Payment Agreement").

The Group had taken into consideration, when entered into the supplemental agreement, among others: (i) the creditability of the customer, (ii) the Group's business relationship with the customer, and (iii) the additional securities and guarantee obtained by the Group, including (a) corporate guarantee from the controlling shareholder and a fellow subsidiary of the customer, (b) charges over the equity interests of the immediate holding company and another fellow subsidiary of the customer and (c) pledge of the cement plant under construction held by the customer which was located in the Republic of Kazakhstan and all of its related machinery, tools, furniture, fixtures, equipment and vehicles. The Deferred Payment will be carried at a fixed interest rate of 8.41% per annum and be settled in every three months by twelve instalments, which was intended to start from 30 September 2020, but subject to a specific date upon finalisation of the Finalised Deferred Payment Agreement.

The production line was completed in the year ended 31 December 2022. Up to the date of the issuance of these consolidated financial statements, the Group and the customer had not yet entered into the Finalised Deferred Payment Agreement.

Note ii: As at 31 December 2024, other receivables mainly included staff advance of RMB2,044,000 (2023: RMB1,777,000) and refundable tender deposits paid to potential customers of RMB4,810,000 (2023: RMB6,159,000). Staff advance was made to staff solely for business development purpose, which will be charged to profit or loss upon completion of the business development activities. The staff is required to pay back the excess, if any, to the Group immediately after such activities. Refundable tender deposits will be refunded upon completion of the tendering procedure.

Note iii: As at 31 December 2024, the Group's loan to an independent third party was unsecured, repayable on demand and carry at fixed interests of 4.40% (2023: 4.40%) per annum, such loan is repayable on demand.

The Group does not grant any credit period to its customers except for the customer set out in abovementioned note (i). The trade receivable balances at the end of each reporting period included the outstanding retention monies from its customers amounting to RMB102,275,000 (2023: RMB79,997,000) as at 31 December 2024, of which the conditions to entitlement of consideration had been reached and became unconditional.

21. TRADE, BILLS AND OTHER RECEIVABLES (continued)

The following is an aged analysis of trade receivables, net of impairment loss allowance, presented based on the date when the Group obtains the unconditional rights for payment at the end of each reporting period.

	As at 31 December	
	2024	2023
	RMB'000	RMB'000
0 to 1 year	**115,572**	96,482
1 to 2 years	**26,387**	71,569
Over 2 years	**102,657**	114,222
	244,616	282,273

As at 31 December 2024, the Group's trade receivables of RMB244,616,000 (2023: RMB282,273,000) which are past due is not considered as in default because the management of the Group, according to the historical settlement pattern, industry practice and the Group's historical actual loss experience, had assessed that the probability of settlement from their customers was high. The management of the Group considered that the trade receivables became defaulted when these trade receivables had been past due over 2 years with no settlement within 1 year.

The following is an aged analysis of bills receivables presented based on the issue dates of bills receivables.

	As at 31 December	
	2024	2023
	RMB'000	RMB'000
0 to 180 days	**215,193**	163,658
181 days to 1 year	**3,222**	12,080
	218,415	175,738

The following is a maturity analysis of bills receivables presented based on the remaining dates to maturity of bills receivables at the end of each reporting period.

	As at 31 December	
	2024	2023
	RMB'000	RMB'000
0 to 180 days	**218,415**	175,738

As at 31 December 2024, bills receivables of nil (2023: RMB31,040,000) were pledged to banks for issuing bills payables.

21. TRADE, BILLS AND OTHER RECEIVABLES (continued)

Movements of impairment loss allowance on trade and other receivables

Movement of impairment loss allowance at lifetime ECL on trade receivables for the year:

	Lifetime ECL
	RMB'000
At 1 January 2023	53,825
Impairment loss allowance recognised	44,284
Impairment loss allowance reversed	(5,783)
Write-off as uncollectible	(7,212)
At 31 December 2023	85,114
Impairment loss allowance recognised	30,748
Impairment loss allowance reversed	(26,542)
Write-off as uncollectible	(4,076)
At 31 December 2024	**85,244**

Movement of impairment loss allowance on other receivables for the year:

	12m ECL
	RMB'000
At 1 January 2023	119
Impairment loss allowance recognised	747
Impairment loss allowance reversed	(41)
At 31 December 2023	825
Impairment loss allowance recognised	445
Impairment loss allowance reversed	(330)
At 31 December 2024	**940**

Included in the balance of impairment loss allowance are individually impaired trade receivables in full with an aggregate balance of RMB57,191,000 (2023: RMB52,110,000) as at 31 December 2024, with reference to the historical experience of these receivables, these receivables may not be recoverable. The Group does not hold any collateral over these balances.

The Group's trade and other receivables that are denominated in currency other than the functional currency of the Group are set out below:

	As at 31 December	
	2024	2023
	RMB'000	RMB'000
Analysis of trade and other receivables by currency:		
Denominated in United States dollar ("USD")	**10,190**	33,811
Denominated in European dollar ("EUR")	**4,861**	20,939

22. TRANSFERS OF FINANCIAL ASSETS

As at 31 December 2024, the Group has transferred bills receivables amounting to RMB169,196,000 (2023: RMB127,542,000) to its suppliers to settle its payables of the same amount through endorsing the bills with full recourse basis. The Group has not derecognised these bills receivables and the payables to suppliers in their entirety as in the opinion of the management of the Group, the Group has not transferred substantially all the risks and rewards of ownership of these receivables and has not discharged its obligation of the payables to its suppliers.

During the year, the Group issued certain bills payables to settle the Group's trade payables to the suppliers, and the Group's issued bills to suppliers may be eventually received by the Group. As at 31 December 2024, such bills kept by the Group amounted to RMB7,000 (2023: RMB32,080,000). In this circumstance, in respect of such bills held by the Group which were originally issued by the Group, the Group had no right to receive and no obligation to pay as such bills were not presented to the bank. Accordingly, no such bill receivables and bill payables were recognised at the end of the reporting period.

23. FINANCIAL ASSETS AT FVTPL

	Year ended 31 December	
	2024	2023
	RMB'000	RMB'000
Structured deposits *(note a)*	**100,802**	103,090
Investment in a fund *(note b)*	**8,516**	–
	109,318	103,090

The gains from financial assets at FVTPL are recognised as "investment gain on financial assets at FVTPL" included in "other gains and losses" in note 7.

Notes:

a. As at 31 December 2024, the balance represents the Group's subscription of two structured deposits issued by commercial banks in the PRC, which were purchased in the year ended 31 December 2024 and became due in February 2025 therefore were shown under current assets. In accordance with the relevant terms of such deposits, the expected return will include the secured return calculated based on fixed rates plus variable return linked with the fluctuation of exchange rates of EUR against USD.

b. As at 31 December 2024, the balance represents the Group's subscription of a fund issued by an independent wealth management company incorporated in Hong Kong. The management of the Group hold the investment in such fund for trading purpose.

24. TERM DEPOSITS/RESTRICTED BANK DEPOSITS/BANK BALANCES AND CASH

Term deposits as at 31 December 2024 represented bank deposits with original maturity ranging from 3 months to 3 years.

The Group's restricted bank deposits were deposited to banks for the issue of bills payables and letter of credit of the Group and are therefore classified as current assets. The restricted bank deposits will be released upon the settlement of relevant bills payables and letter of credit.

Bank balances, term deposits and restricted bank deposits carry interest at market rates ranging from 0.005% to 2.20% (2023: 0.005% to 4.15%) per annum as at 31 December 2024.

The Group's term deposits, bank balances and cash and restricted bank deposits that are denominated in currency other than the functional currency of the relevant group entities are set out below:

	As at 31 December	
	2024	2023
	RMB'000	RMB'000
Analysis of term deposits, bank balances and cash and restricted bank deposits by currency:		
Denominated in Hong Kong dollar ("HKD")	**7,956**	55,237
Denominated in Japanese Yen ("JPY")	**–**	35,635
Denominated in USD	**138,335**	31,234
Denominated in EUR	**9,592**	11,427

25. TRADE, BILLS AND OTHER PAYABLES

	As at 31 December	
	2024	2023
	RMB'000	RMB'000
Trade payables	**407,298**	414,970
Bills payables	**142,965**	70,481
Other taxes payables	**9,123**	9,514
Amount due to an independent third party *(note i)*	**1,019**	997
Accrued expense	**3,306**	3,118
Accrued payroll and welfare	**20,987**	19,564
Unpaid incremental commission	**39,888**	39,712
Lease liabilities *(note ii)*	**264**	10
Other payables	**3,192**	1,102
	628,042	559,468

25. TRADE, BILLS AND OTHER PAYABLES (continued)

The credit period on purchases of goods ranges from 0 to 365 days during the years ended 31 December 2023 and 2024 and certain suppliers allow longer credit period on a case-by-case basis.

Notes:

(i) As at 31 December 2024, the amount represented a loan of HKD1,100,000 (equivalent to RMB1,019,000) raised from an independent third party, which was unsecured, unguaranteed and carried interests at a fixed rate of 3.00% per annum (2023: 3.00%). Such loan was repayable on demand.

(ii) The Group's lease liabilities at the end of each reporting period was arising from the lease of a piece of land for administrative purpose which was located in Haian City, Jiangsu Province, the PRC. The lease term will be expired in October 2044, with a fixed annual lease payment of RMB19,000. These lease liabilities were unsecured and unguaranteed.

Lease liabilities were measured at the present value of the lease payments that are not yet paid using its incremental borrowing rate of 3.60% per annum. The Group does not face a significant liquidity risk with regard to its lease liabilities, of which is monitored within the Group's treasury function.

The following is an aged analysis of trade payables, presented based on the invoice dates, at the end of each reporting period:

	As at 31 December	
	2024	2023
	RMB'000	RMB'000
0 to 1 year	**228,187**	325,607
1 year to 2 years	**137,662**	65,156
Over 2 years	**41,449**	24,207
	407,298	414,970

The following is an aged analysis of bills payables presented based on issue dates at the end of each reporting period:

	As at 31 December	
Age	**2024**	2023
	RMB'000	RMB'000
0 to 180 days	**142,965**	70,481

The following is an aged analysis of bills payable presented based on maturity date at the end of each reporting period:

	As at 31 December	
Age	**2024**	2023
	RMB'000	RMB'000
0 to 180 days	**142,965**	70,481

26. CONTRACT LIABILITIES

	As at 31 December		As at 1 January
	2024	2023	2023
	RMB'000	RMB'000	RMB'000
Amounts received in advance in respect of			
– Sale of equipment *(note i)*	**857,908**	752,695	1,163,014
– Construction of production line *(note ii)*	**194,007**	85,663	94,768
	1,051,915	838,358	1,257,782

Contract liabilities that were expected to be settled within the Group's normal operating cycle are classified as current liabilities.

Notes:

(i) For sale of equipment, revenue is recognised when control of the equipment has transferred to the customer, being at the point the equipment is accepted by the customer.

(ii) These are balances due to customers under construction of production line contracts. These arise if a particular milestone payment received exceeds the revenue recognised by the Group at the end of each reporting period.

Revenue recognised that was included in the balance of contract liabilities at the beginning of the year.

	As at 31 December	
	2024	2023
	RMB'000	RMB'000
Sale of equipment	**432,421**	809,241
Construction of production line	**85,663**	39,645
	518,084	848,886

There were no revenue recognised in the current year that related to performance obligations that were satisfied in prior year.

27. BANK BORROWINGS

	As at 31 December	
	2024	2023
	RMB'000	RMB'000
Secured bank loans	**–**	35,511
Unsecured bank loans	**200**	19,791
	200	55,302
Carrying amount repayable as follows:		
– within one year	**200**	37,361
– more than one year but not more than two years	**–**	16,750
– more than two years but not more than five years	**–**	1,191
Less: Amount due for settlement within one year and shown under current liabilities	**200**	37,361
Amounts shown under non-current liabilities	**–**	17,941

The exposure of the Group's borrowings are as follows:

	Maturity date	Effective interest rate	Carry amount	
			31/12/2024	31/12/2023
			RMB'000	RMB'000
Fixed-rate borrowings:				
Unsecured bank loan of RMB100,000	26/02/2025	3.2%	**100**	–
Unsecured bank loan of RMB100,000	18/09/2025	2.9%	**100**	–
Secured bank loan of Great Britain Pound ("GBP") 3,928,000 *(note i)*	26/06/2024	5.78%	**–**	35,511
Unsecured bank loan of RMB100,000 *(note i)*	19/03/2024	3.85%	**–**	100
Variable-rate borrowings:				
Unsecured bank loan of RMB17,806,000 *(note i)*	18/11/2026	2.97-4.11%	**–**	17,806
Unsecured bank loan of RMB1,885,000 *(note i)*	18/06/2027	2.97%	**–**	1,885

Note i: These bank borrowings were fully repaid during the current year.

28. SHARE CAPITAL

	Par value	Number of shares	Amount
		'000	'000
Authorised:			
On 1 January 2023 and 31 December 2023 and 2024	HK$0.01	10,000,000	HK$100,000
Issued:			
On 1 January 2023 and 31 December 2023 and 2024	HK$0.01	500,000	HK$5,000
Presented in RMB'000			RMB4,504

29. DEFERRED INCOME

	As at 31 December	
	2024	2023
	RMB'000	RMB'000
Government grants relating to construction of new plant and machinery *(note)*	**49,104**	51,763
Less: Current portion	**(2,659)**	(2,659)
	46,445	49,104

Note: The amount represents unconditional government grants received by the Group's subsidiaries for acquisition of property, plant and equipment. The balance will be amortised based on the useful lives of respective property, plant and equipment. RMB2,659,000 (2023: RMB2,659,000) was released to profit or loss and recorded in other income in the current reporting period.

30. OPERATING LEASE

The Group as lessor

At the end of each reporting period, the undiscounted lease payments in respect of the Group's rental income to be received and the expected timing of receipt are as follows:

	As at 31 December	
	2024	2023
	RMB'000	RMB'000
Within 1 year	**1,359**	659
1 to 2 years	**1,129**	417
2 to 3 years	**1,003**	399
3 to 4 years	**897**	378
4 to 5 years	**897**	293
Over 5 years	**6,550**	3,217
	11,835	5,363

31. PLEDGE OF ASSETS

Save as disclosed elsewhere in these consolidated financial statements, the following assets have been pledged to various banks for obtaining line of credit, securing of the Group's banking facilities or the issue of bills payables at the end of each reporting period:

	As at 31 December	
	2024	2023
	RMB'000	RMB'000
Restricted bank deposits	**121,782**	51,830
Bills receivables	**–**	31,040
Term deposits	**–**	68,519
	121,782	151,389

32. CAPITAL COMMITMENTS

	As at 31 December	
	2024	2023
	RMB'000	RMB'000
Capital expenditure in respect of acquisition of property, plant and equipment contracted for but not provided in these consolidated financial statements	**2,950**	11,565

33. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

	Amount due to an independent third party	**Lease liabilities**	**Dividends payable**	**Bank borrowings**	**Total**
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2023	983	27	–	105,385	106,395
Financing cash flows	–	(19)	(38,148)	(49,913)	(88,080)
Non-cash changes					
Dividend declared	–	–	38,148	–	38,148
Interest expenses	–	2	–	604	606
Net exchange loss	14	–	–	(774)	(760)
At 31 December 2023	997	10	–	55,302	56,309
Financing cash flows	**–**	**(16)**	**(44,631)**	**(55,600)**	**(100,247)**
No-cash changes					
Recognition of lease liabilities	**–**	**267**	**–**	**–**	**267**
Dividend declared	**–**	**–**	**44,631**	**–**	**44,631**
Interest expenses	**–**	**3**	**–**	**498**	**501**
Net exchange loss	**22**	**–**	**–**	**–**	**22**
At 31 December 2024	**1,019**	**264**	**–**	**200**	**1,483**

34. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

The management of the Group reviews the capital structure from time to time. As a part of this review, the management of the Group considers the cost of capital and the risks associated with each class of capital. Based on recommendations of the management of the Group, the Group will balance its overall capital structure through the payment of dividends, the issue of new shares, new debts or the redemption of existing debts.

35. FINANCIAL INSTRUMENTS

Categories of financial instruments

	As at 31 December	
	2024	2023
	RMB'000	RMB'000
Financial assets		
Financial assets at amortised cost	**1,263,552**	966,074
Financial assets at FVTPL	**109,318**	103,090
	1,372,870	1,069,164
Financial liabilities at amortised cost	**594,562**	582,564
Lease liabilities	**264**	10

Financial risk management objectives and policies

The Group's major financial instruments include trade, bills and other receivables, term deposits, financial assets at FVTPL, restricted bank deposits, bank balances and cash, trade, bills and other payables and bank borrowings. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments and lease liabilities and the policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

35. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Currency risk

During the year, approximately 26% (2023: 25%) of the Group's sales is denominated in currencies other than the functional currency of the relevant group entities making the sale.

The carrying amounts of the Group's monetary assets and monetary liabilities denominated in currencies other than the respective group entities' functional currency at the end of each reporting period are as follows:

	As at 31 December	
	2024	2023
	RMB'000	RMB'000
Assets		
USD	**148,525**	65,045
HKD	**7,956**	55,237
JPY	**–**	35,635
EUR	**14,453**	32,366
CHF	**–**	–
Liabilities		
GBP	**–**	35,511
HKD	**1,019**	997
USD	**–**	–

The Group currently does not have a foreign currency hedging policy as the management of the Group considers that the foreign exchange risk exposure of the Group is minimal. The Group will consider hedging significant foreign currency exposure should the need arise.

Sensitivity analysis

The following table details the Group's sensitivity to a 10% (2023: 10%) increase and decrease in the functional currency (i.e., RMB) of the relevant group entities against the foreign currencies. 10% (2023: 10%) is the sensitivity rate used in management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items, and adjusts their translation at the end of the reporting period for a 10% (2023: 10%) change in foreign currency rates. A positive (negative) number below indicates an increase (decrease) in post-tax profit for the year where RMB weakening against the relevant foreign currencies. For a 10% strengthen of RMB, there would be an equal and opposite impact on the profit after tax.

	Year ended At 31 December	
	2024	2023
	RMB'000	RMB'000
HKD	**694**	5,424
EUR	**1,215**	2,751
JPY	**–**	3,029
USD	**12,603**	5,511
GBP	**–**	(3,018)

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

35. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to term deposits, loan to an independent third party, amount due to an independent third party, lease liabilities and fixed-rate bank borrowings (details are set out in notes 24, 21, 25 and 27, respectively). The Group currently does not have formal interest rate hedging policies. The management of the Group monitors the Group's exposures on an on-going basis and will consider hedging interest rate risk should the need arises.

The Group is also exposed to cash flow interest rate risk in relation to floating-rate restricted bank deposits, bank balances and variable-rate bank borrowings (details are set out in notes 24 and 27).

The Group's exposures to interest rates on financial liabilities are detailed in the management section of this note.

In the opinion of the management of the Group, the exposure of cash flow interest rate risk arising from floating-rate restricted bank deposits, bank balances and bank borrowings is insignificant and thus no sensitivity analysis is prepared.

Credit risk and impairment assessment

Credit risk refers to the risk that a customer or counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group considers all elements of credit risk exposure such as counterparty default risk and sector risk for risk management purposes.

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations at the end of each reporting period in relation to each class of recognised financial assets is the carrying amount of those assets stated in the consolidated statement of financial position.

The Group's credit risk is primarily attributable to its trade, bills and other receivables, contract assets, term deposit, restricted bank deposits and bank balances.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual receivables at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the management of the Group considers that the Group's credit risk is significantly reduced.

The term deposit, restricted bank deposits, bank balances and bills receivables are determined to have low credit risk at the end of each reporting period. The credit risk on term deposits, restricted bank deposits, bank balances and bills receivables is limited because the counterparties are reputable banks and the risk of inability to pay or redeem at the due date is low.

The Group has concentration of credit risk as 38% (2023: 45%) of the total trade receivables was due from a customer in respect the construction of production line located in Kazakhstan as disclosed in note 21(i) as at 31 December 2024. Apart from this, the Group does not have significant credit risk exposure to any other customer as concentration of credit risk to any other customer did not exceed 5 per cent of total trade receivables as at 31 December 2024.

In addition to the credit risk limit management and other mitigation measures as described above, the Group monitors all financial assets, that are subject to impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk, the Group will measure the impairment loss allowance based on lifetime ECL rather than 12m ECL.

35. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Trade receivables and contract assets

For trade receivables and contract assets, the Group has applied the simplified approach in IFRS 9 to measure the impairment loss allowance at lifetime ECL. The Group determines the ECL on these items on an individual basis for customer with (1) high credit risk or (2) significant balances with different credit period, as assessed based on the Group's historical credit loss experience of different customer portfolio, and the remaining is estimated collectively by using a provision matrix, estimated based on historical credit loss experience based on the past default experience of the debtor, general economic conditions of the industry in which the debtors operate and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group writes off trade receivables and contract assets when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings.

In order to minimise credit risk, the Group has tasked its operation management committee to develop and maintain the Group's credit risk gradings to categorise exposures according to their degree of risk of default.

Other receivables

For other receivables, the Group has applied the general approach in IFRS 9 to measure the impairment loss allowance at 12m ECL, since the directors of the Company assessed that there has not been any significant increase in credit risk.

In determining the ECL, the management of the Group has taken into account the historical credit loss experience based on the past default experience of the counterparty, general economic conditions of the industry in which the counterparty operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

The following table shows the Group's credit risk grading framework in respect of financial assets and contract assets:

Category	Description	Basis for recognising ECL
Performing	For financial assets where there has low risk of default or has not been a significant increase in credit risk since initial recognition and that are not credit-impaired	Trade receivables and contract assets Lifetime ECL – not credit-impaired Other receivables 12m ECL
Doubtful	For financial assets where there has been a significant increase in credit risk since initial recognition but that are not credit-impaired	Lifetime ECL – not credit-impaired
Default	Financial assets are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off

35. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

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

31 December 2024	Notes	Internal credit ratings	12m or lifetime ECL	Gross carrying amount
				RMB'000
Trade receivables (note)	21	Performing	Lifetime ECL (provision matrix)	169,545
		Doubtful	Lifetime ECL (individually assessed)	103,124
		Default	Lifetime ECL - credit-impaired (individually assessed)	57,191
				329,860
Contract assets (note)	17	Performing	Lifetime ECL (provision matrix)	46,422
Other receivables	21	Performing	12m ECL	15,236
Bills receivables	21	Performing	12m ECL	218,415
Term deposits	24	Performing	12m ECL	158,000
Restricted bank deposits	24	Performing	12m ECL	121,782
Bank balances	24	Performing	12m ECL	506,443

31 December 2023	Notes	Internal credit ratings	12m or lifetime ECL	Gross carrying amount
				RMB'000
Trade receivables (note)	21	Performing	Lifetime ECL (provision matrix)	176,645
		Doubtful	Lifetime ECL (individually assessed)	138,632
		Default	Lifetime ECL - credit-impaired (individually assessed)	52,110
				367,387
Contract assets (note)	17	Performing	Lifetime ECL (provision matrix)	84,620
		Default	Lifetime ECL credit-impaired (individually assessed)	730
				85,350
Other receivables	21	Performing	12m ECL	9,637
Bills receivables	21	Performing	12m ECL	175,738
Term deposits	24	Performing	12m ECL	68,519
Restricted bank deposits	24	Performing	12m ECL	51,830
Bank balances	24	Performing	12m ECL	378,902

Note: For trade receivables and contract assets, the Group has applied the simplified approach in IFRS 9 to measure the impairment loss allowance at lifetime ECL. All of the Group's contract assets are not yet due for payment or in default. Except for debtors with (1) high credit risk or (2) significant balances with different credit period, the Group determines the ECL on these items by using a provision matrix grouped by internal credit rating.

35. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

As part of the Group's credit risk management, the Group applies internal credit rating for its customers. The following tables provide information about the exposure to credit risk for trade receivables which are assessed based on a provision matrix grouped by internal credit rating considering geographical information of the customers and aging of the receivables as at 31 December 2023 and 2024, respectively, within lifetime ECL (not credit-impaired). Debtors with high credit risk (credit-impaired) or significant balances with different credit period, with gross carrying amounts of RMB57,191,000 (2023: RMB52,110,000) and RMB103,124,000 (2023: RMB138,632,000) as at 31 December 2024 were assessed individually, respectively.

Gross carrying amounts as at 31 December 2024

	Weighted average loss rate	Trade receivables
		RMB'000
Customers located in Mainland China with trade receivables aged		
Within 1 year	9.2%	123,625
1 to 2 years	16.3%	27,549
Over 2 years	22.7%	10,355
		161,529
Customers outside Mainland China with trade receivables aged		
Within 1 year	1.2%	3,342
1 to 2 years	3.0%	3,442
Over 2 years	17.7%	1,232
		8,016
		169,545

35. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Gross carrying amounts as at 31 December 2023

	Weighted average loss rate	Trade receivables
		RMB'000
Customers located in Mainland China with trade receivables aged		
Within 1 year	9.5%	81,408
1 to 2 years	16.1%	37,772
Over 2 years	23.9%	22,271
		141,451
Customers outside Mainland China with trade receivables aged		
Within 1 year	0.1%	22,874
1 to 2 years	7.2%	9,781
Over 2 years	14.1%	2,539
		35,194
		176,645

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by the management of the Group to ensure relevant information about specific debtors is updated.

During the current year, based on the provision matrix, the Group reversed net impairment loss allowance for trade receivables of RMB954,000 (2023: recognition of RMB5,665,000), and reversed net impairment loss allowance for contract assets of RMB6,183,000 (2023: recognition of RMB3,223,000). Provision of net impairment loss allowance of RMB5,160,000 (2023: RMB32,836,000) were individually made on trade receivables from debtors during the current year with (1) high credit risk or (2) significant balances with different credit period.

35. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

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

	Lifetime ECL (not credit-impaired)	Lifetime ECL (credit-impaired)	Total
	RMB'000	RMB'000	RMB'000
As at 1 January 2023	33,517	27,233	60,750
Impairment loss allowance provided	52,010	–	52,010
Impairment loss allowance reversed	(6,686)	(2,870)	(9,556)
Transfer to credit-impaired	(35,689)	35,689	–
Write-off as uncollectible	–	(7,212)	(7,212)
As at 31 December 2023	43,152	52,840	95,992
Impairment loss allowance provided	**34,877**	**–**	**34,877**
Impairment loss allowance reversed	**(29,091)**	**(7,763)**	**(36,854)**
Transfer to credit-impaired	**(16,190)**	**16,190**	**–**
Write-off as uncollectible	**–**	**(4,076)**	**(4,076)**
As at 31 December 2024	**32,748**	**57,191**	**89,939**

Liquidity risk

The management of the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

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

35. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Liquidity risk (continued)

At 31 December 2024	Weighted average effective interest rate	On demand	Within 6 months	6 months to 1 year	Over 1 year	Total undiscounted cash flows	Carrying amount
	%	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade, bills and other payables at amortised cost	–	593,343	–	–	–	593,343	593,343
Amount due to an independent third party (included in other payables)	3.00%	1,019	–	–	–	1,019	1,019
Lease liabilities (included in other payables)	3.60%	–	9	10	359	378	264
Fixed-rate borrowings	3.05%	–	222	–	–	222	200
		594,362	231	10	359	594,962	594,826

At 31 December 2023	Weighted average effective interest rate	On demand	Within 6 months	6 months to 1 year	Over 1 year	Total undiscounted cash flows	Carrying amount
	%	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade, bills and other payables at amortised cost	–	526,265	–	–	–	526,265	526,265
Amount due to an independent third party (included in other payables)	3.00%	997	–	–	–	997	997
Lease liabilities (included in other payables)	4.90%	–	9	10	–	19	10
Fixed-rate borrowings	5.77%	–	36,650	–	–	36,650	35,611
Variable-rate borrowings	2.97%	–	290	2,036	18,694	21,020	19,691
		527,262	36,949	2,046	18,694	584,951	582,574

Fair value measurements of financial instruments

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

35. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Fair value measurements of financial instruments (continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

	Fair value as at 31 December		Fair value hierarchy	Valuation technique and key input
	2024	2023		
	RMB'000	RMB'000		
Financial assets at FVTPL:				
Structured deposits	**100,802**	103,090	Level 2	Discounted cash flow. Future cash flow are estimated based on expected return of the structured deposits.
Investment in a fund	**8,516**	/	Level 2	Quoted bid prices, adjusted for estimated transaction costs.

There were no transfers between level 1 and 2 during the both years.

36. MAJOR NON-CASH TRANSACTIONS

Saved as disclosed elsewhere in this report, the Group has no other major non-cash transactions during the both years.

37. RELATED PARTY DISCLOSURES

Compensation of key management personnel

	Year ended At 31 December	
	2024	2023
	RMB'000	RMB'000
Salaries, bonus and other benefits	**1,501**	1,583
Retirement benefits scheme contributions	**58**	63
Discretionary performance related bonus	**485**	538
	2,044	2,184

The remuneration of key management personnel (being Chairman and director of the Company and other key management of the Group), is determined with reference to the performance of individuals and market trends.

38. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

	As at 31 December	
	2024	2023
	RMB'000	RMB'000
NON-CURRENT ASSET		
Investment in a subsidiary	**59,987**	59,987
CURRENT ASSETS		
Bank balances and cash	**7,309**	16,512
CURRENT LIABILITY		
Amounts due to subsidiaries	**36,521**	32,116
Other payables	**50**	50
	36,571	32,166
NET CURRENT LIABILITIES	**(29,262)**	(15,654)
TOTAL ASSETS LESS CURRENT LIABILITIES	**30,725**	44,333
CAPITAL AND RESERVES		
Share capital	**4,504**	4,504
Share premium	**30,767**	73,617
Reserves	**(4,546)**	(33,788)
TOTAL EQUITY	**30,725**	44,333

Movements of the Company's reserves

	Share premium	Other reserve	Accumulated losses	Total
	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2023	**110,617**	**611**	**(31,104)**	**80,124**
Loss and total comprehensive expense for the year	–	–	(3,295)	(3,295)
Dividend recognised as distribution (note 12)	(37,000)	–	–	(37,000)
At 31 December 2023	**73,617**	**611**	**(34,399)**	**39,829**
Profit and comprehensive income for the year	–	–	29,242	29,242
Dividend recognised as distribution (note 12)	(42,850)	–	–	(42,850)
At 31 December 2024	**30,767**	**611**	**(5,157)**	**26,221**

39. PARTICULARS OF SUBSIDIARIES

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below.

Name of subsidiary	Principal place of operation and incorporation/ establishment, date of incorporation/ establishment	Paid-in capital	Shareholding/equity interest attributable to the Group as at 31 December 2024	2023	Principal activities
Jiangsu Pengfei Group Limited* ("Jiangsu Pengfei") 江蘇鵬飛集團股份有限公司 *(note a)*	the PRC, 8 July 2002	RMB37,316,000	**100%**	100%	Production and sale of equipment, construction of production line and installation services
Jiangsu Pengfei Group Haian Construction Equipment Company Limited* 江蘇鵬飛集團海安建材設備有限公司 *(note a)*	the PRC, 13 November 2001	RMB10,215,500	**66.13%**	66.13%	Production and sale of equipment
PengFei Holdings Limited ("PengFei BVI")	the BVI, 2 August 2017	USD1	**100%**	100%	Investment holding company
China Heavy Equipment Engineering Limited 中國重器工程有限公司	Hong Kong, 11 August 2017	HKD1	**100%**	100%	Investment holding company
Jiangsu Pengfei Group Nantong Heavy Equipment Company Limited* 江蘇鵬飛集團南通重型設備有限公司 *(note b)*	the PRC, 8 April 2004	USD9,560,000	**100%**	100%	Leasing of property and equipment
Nantong Golden Environmental Protection Technology Company Limited* 南通金度環保科技有限公司 *(note a)*	the PRC, 24 July 2018	RMB300,000	**100%**	100%	Machine manufacturing
Nantong Pengfei Equipment Company Limited* 南通鵬飛裝備有限公司 *(note a)*	the PRC, 9 March 2023	RMB10,000,000	**100%**	100%	Machine manufacturing
Jiangsu Pengwu Construction Company Limited* 江蘇鵬浯建設有限公司 *(note a)*	the PRC, 14 October 2016	–	**100%**	/	Construction

Notes:

(a) These companies are limited liability companies.

(b) The company is a wholly foreign owned enterprise established in the PRC.

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

* The English name is for identification purpose only.

FIVE YEAR FINANCIAL SUMMARY

	For the year ended 31 December				
	2024	2023	2022	2021	2020
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Revenue	**1,258,876**	1,729,530	1,587,414	1,825,124	1,574,429
Profit and total comprehensive income for the year	**70,735**	143,503	122,060	110,305	132,014
Profit and total comprehensive income for the year attributable to owners of the Company	**67,279**	142,866	122,220	109,233	131,937

	As at 31 December				
	2024	2023	2022	2021	2020
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Non-current assets	**598,836**	599,942	717,485	642,947	563,082
Current assets	**2,101,522**	1,860,462	2,285,971	2,140,803	2,076,675
Non-current liabilities	**52,944**	71,463	51,574	22,400	17,734
Current liabilities	**1,711,199**	1,478,830	2,147,126	2,045,654	1,976,632
Net current assets	**390,323**	381,632	138,845	95,149	100,043
Total equity	**936,215**	910,111	804,756	715,696	645,391
Total equity attributable to owners of the Company	**934,156**	909,727	803,861	714,641	645,408

China PengFei Group Limited
中国鹏飞集团有限公司