天津泰達生物醫學工程股份有限公司
Tianjin TEDA Biomedical Engineering Company Limited

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 8189)

2023 Annual Report

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This report, for which the directors of Tianjin TEDA Biomedical Engineering Company Limited ("the Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no matters the omission of which would make any statement herein or this report misleading.

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CORPORATE INTRODUCTION

Tianjin TEDA Biomedical Engineering Company Limited ("TEDA Biomedical" or the "Company" and together with its subsidiaries, collectively the "Group") was incorporated on 8 September 2000 and listed on GEM of the Hong Kong Stock Exchange on 18 June 2002 (Stock Code: 8189), with a current registered capital of RMB189,450,000. Currently, the Group is principally engaged in two industry sectors: on one hand, it is the biological compound fertiliser business, which principally includes a series of biological compound fertiliser products that are used for the facilitation of balanced growth of grains, fruit and vegetables. On the other hand, it is the elderly care and health care business, which principally includes the comprehensive layout of elderly care services integrating medical services and elderly care services, and operation and management business. Such business mainly includes conducting the operation and management of elderly care institutions (service facilities), integration of elderly care service resources, supervision and consultancy on elderly care service management and other related old-aged service businesses nationwide, and establishing its own elderly care institutions or elderly communities at the right time.

GROUP STRUCTURE

TIANJIN TEDA BIOMEDICAL ENGINEERING COMPANY LIMITED

- **100%** Shanghai Weidi Network Technology Company Limited ("Shanghai Weidi")
  (mainly engaged in system platform development and internet sales)
- **100%** Guangdong Fulilong Compound Fertilisers Co., Ltd. ("Guangdong Fulilong")
  (principally engaged in the research and development, manufacture and sales of biological compound fertilisers)
  - **100%** Guangdong Fulilong Soil Conditioning and Remediation Institute ("Guangdong Institute")
    (principally engaged in conducting regional soil resources conditioning and remediation, and soil environmental quality standards research)
  - **51%** Fulilong (Shandong) Fertilisers Co., Ltd. ("Shandong Fulilong")
    (principally engaged in the research and development, manufacture and sale of biological compound fertilisers)
- **70%** Shanghai Muling Elderly Care Investment Management Company Limited ("Shanghai Muling")
  (principally engaged in the provision of elderly care consulting, advisory, management and assessment services, and performing research and development of elderly care business)
- **100%** Ningxia Hongdi Biotechnology Co., Ltd. ("Ningxia Hongdi")
  (principally engaged in the research and development, manufacture and application of biomedical science and technology projects, and provision of electroencephalography ("EEG") diagnosis detection service in the People's Republic of China ("PRC")
  - **100%** HONGKONG TEDA Biomedical Investment Limited ("HK Investment")
    (principally engaged in exploring investment projects and the licencing of EEG detection service)
    - **51%** Shu Ju Ku Greater China Ltd.("SJKGC")
      (principally conducting quantitative EEG detection and diagnosis technology to carry out related products and services)
- **100%** TEDA Health Management Services (Dongguan) Co., Ltd.* (泰達健康管理服務(東莞)有限公司) ("TEDA Dongguan")
  (principally engaged in elderly care services and health consulting services)

CORPORATE INFORMATION

EXECUTIVE DIRECTORS
Ms. Sun Li
Mr. He Xin

NON-EXECUTIVE DIRECTORS
Mr. Cao Aixin
Ms. Li Xueying
Dr. Li Ximing

INDEPENDENT NON-EXECUTIVE DIRECTORS
Mr. Li Xudong (resigned on 28 March 2024)
Mr. Wang Yongkang
Ms. Gao Chun

SUPERVISORS
Ms. Yang Chunyan
Ms. Liu Jinyu

INDEPENDENT SUPERVISORS
Mr. Liang Weitao
Mr. Zhao Zhiyou

COMPANY SECRETARY/QUALIFIED ACCOUNTANT
Mr. Ng Ka Kuen Raymond, CPA, FCIS

COMPLIANCE OFFICER
Ms. Sun Li

AUDIT COMMITTEE
Mr. Li Xudong (resigned on 28 March 2024)
Mr. Wang Yongkang
Ms. Gao Chun

REMUNERATION COMMITTEE
Mr. Wang Yongkang
Ms. Sun Li
Ms. Gao Chun

NOMINATION COMMITTEE
Ms. Sun Li
Mr. Wang Yongkang
Ms. Gao Chun

AUTHORISED REPRESENTATIVES
Ms. Sun Li
Mr. Ng Ka Kuen Raymond

REGISTERED OFFICE
No. 12 Tai Hua Road,
The 5th Avenue,
TEDA Tianjin, PRC

AUDITOR
Fan, Chan & Co. Limited

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS
9th Floor, Block A2,
Tianda Hi-Tech Park,
No. 80, The 4th Avenue
TEDA Tianjin, PRC

HONG KONG REPRESENTATIVE OFFICE
4/F The Chinese Club Building
21–22 Connaught Road Central
Central, Hong Kong

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE
Computershare Hong Kong Investor Services Limited
Rooms 1712–1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

COMPANY WEBSITE
www.bioteda.com

STOCK CODE
8189

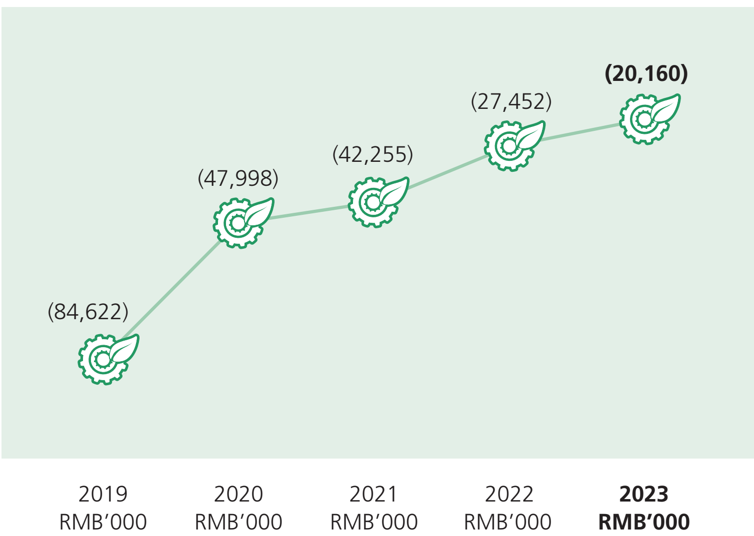
FINANCIAL HIGHLIGHTS

FINANCIAL SUMMARY

	For the year ended 31 December				
	2019 RMB'000	2020 RMB'000	2021 RMB'000	2022 RMB'000 (Restated)	**2023 RMB'000**
Results					
Turnover	358,752	369,355	476,385	403,729	**397,998**
Gross profit	34,996	40,392	45,605	14,822	**21,366**
Gross profit margin	9.75%	10.94%	9.57%	3.67%	**5.37%**
Loss attributable to the shareholders	(84,622)	(47,998)	(42,255)	(27,452)	**(20,160)**
Loss per share	(4.47) cents	(2.53) cents	(2.23) cents	(1.45) cents	**(1.06) cents**

	As at 31 December				
	2019 RMB'000	2020 RMB'000	2021 RMB'000	2022 RMB'000 (Restated)	**2023 RMB'000**
Assets & Liabilities					
Total assets	361,913	392,919	347,595	337,196	**303,278**
Total liabilities	156,406	237,775	237,236	256,046	**238,699**
Equity attributable to the shareholders	191,034	143,036	100,781	81,150	**64,579**

Loss attributable to the shareholders



CHAIRMAN'S STATEMENT

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board of directors (the "Board") of the Company, I would like to present the audited results of the Company and its subsidiaries (the "Group") for the year ended 31 December 2023.

OPERATIONAL REVIEW

FERTILISER BUSINESS

In the first half of 2023, prices of bulk products such as coal, nitrogenous fertilisers, phosphate fertilisers and potash fertilisers declined significantly, before stabilizing in the second half of 2023. Influenced by the tendency to "buy when prices rise but hold off when they fall", downstream distributors and farmers have been cautious in their inventory purchases. As a result, the compound fertiliser industry as a whole experienced a downward trend. Against this background, compound fertiliser enterprises generally adopted a more prudent strategy in raw material procurement and became more sensitive to product pricing in order to respond to market changes, thereby ensuring stable sales progress.

In terms of grain planting, the government has been deepening its regulatory efforts, with a series of proactive policies to support grain planting, such as measures to increase grain purchase prices and grain subsidies, which strongly boosted farmers' motivation to grain planting, and kept grain prices and planting areas stable. Stable planting area and grain prices ensured stable demand for fertilisers.

The Group has responded to market fluctuations by tightening control over market sales, and adjusted its product structure in accordance with the market demand, with a view to steadily advancing its compound fertiliser business. In addition, the Group strengthened the management of raw material procurement and closely monitored the changes in the market conditions of raw materials, so as to ensure safe production and effectively reduce the risk of price fluctuations in raw material procurement.

CHAIRMAN'S STATEMENT

THE ELDERLY HEALTH-CARE BUSINESS

Firstly, the Group mainly operates under the light-asset operation model to provide management and consultation services to other elderly care institutions and elderly care communities, and will establish its own elderly care institutions or elderly care communities when conditions are favorable. During the period under review, the elderly care institutions under entrusted management by Shanghai Ruifu of the Group enhanced elderly care service training and continued to improve the quality of elderly care services in a bid to provide high-quality elderly care services.

In addition, the elderly health care products and equipment business has been proactively promoted. The Group has started its assistive equipment rental business since 2019, set up its assistive equipment rental outlets in several sub-districts and towns in Shanghai, and has opened a store on JD.COM named 'Yibama Rehabilitation Assistive Equipment Rental Flagship Store 頤爸媽康復輔具租賃旗艦店, which aims to provide easy access to assistive equipment rental service for semi-disabled and fully-disabled seniors, simplifying their pursuit of a healthy lifestyle. During the period under review, the Group continued to expand the elderly health care products and equipment business and customized its food business for the elderly. Looking ahead, the Group will focus on the customer segment of elderly care business, broaden its categories of food, health care and other assistive products for the elderly, so as to provide a comprehensive range of assistive health care products for the elderly.

ENVIRONMENT, SOCIETY AND GOVERNANCE

We attach high importance to the financial well-being of the shareholders, while the long-term sustainable and healthy development of the Company shall not be neglected. We have adopted a sustainable development policy which includes principles in respect of employment, labour, business integrity, environment and society. We strive to promote the sustainable development of the society and environment and will endeavour to incorporate those principles into part of our implementation and governance. I, Sun Li, became a member of Alxa SEE Ecological Association ("Alxa SEE"), an environmental protection non-profit organization, in 2019 and TEDA Biomedical became a member of Alxa SEE. Alxa SEE is the first social organisation in the PRC that shoulders social responsibilities and focuses on entrepreneurs with a goal to protect ecology. TEDA Biomedical and I will make further contribution to the environmental protection in the PRC through this platform. Alxa SEE has established 25 environmental protection project centres. Serving as the founding member and deputy secretary of the Bohai Project Centre of Alxa SEE Ecological Association, I will, on behalf of TEDA Biomedical, strive to protect the coastal wetland of Bohai Rim, promote the improvement of corporate pollution and support newly-established environmental protection organisations. In addition, TEDA Biomedical has also signed the "Protecting Nature is Everyone's Responsibility" action plan of the Business for Nature Alliance ("BfN"), committing and taking immediate actions to protect nature and biodiversity, in order to achieve green and sustainable development. BfN is a global alliance of influential organizations and visionary businesses, including corporate membership organizations, industry associations, research institutes and other non-governmental organizations, with the strategic objective of promoting sustainable development and protecting nature through the application of new business models to make changes.

FUTURE OUTLOOK

The fertilizer sector is an essential industry of our national economy, with fertilisers playing a crucial role in agricultural production and operations. Supply-side structural reforms have phased out surplus and obsolete capabilities within the industry. Companies have been pushed to heighten their production techniques in response to more stringent environmental regulations. After this round of industry adjustment, both the compound fertiliser and its upstream raw material segments have seen a substantial improvement in remedying overproduction, leading to a noticeable consolidation of the industry and a more balanced supply-demand dynamic. This marks a trend of sound and sustainable growth for the industry. The downstream planting industry has basically gone through a period of policy adjustment after experiencing changes in planting structural adjustment and grain inventory removal, with the grain planting industry operating steadily and grain prices rising steadily. The composite fertiliser industry has entered a period of transformation and development after experiencing a period of rapid development and industry adjustment. Composite fertiliser enterprises have sought transformation and upgrading through product structure adjustment in order to leap to a higher stage of development and competition. Under the influence of COVID-19 epidemic, imported inflation and Russia-Ukraine conflict, the price of raw materials for compound fertiliser has risen sharply since 2020, which has become the biggest factor affecting the compound fertiliser industry. However, in the long term, due to the dual influence of market supply and demand and policy regulation and control, the price of raw materials will return to and tend to stabilise. The Company will strengthen marketing management, adjust our product structure according to market demand, promote efficient and intelligent production of composite fertilisers, and strive to increase our market share. In January 2023, the National Bureau of Statistics released the population statistics as at the end of 2022, with the population aged 60 and above in China reached 280,000,000, accounting for 19.8%, among which, the population aged 65 and above reached 210,000,000, accounting for 14.9%. China's aging population is becoming increasingly prominent and has become an inevitable social issue. In the meantime, China is facing the reality of a declining birth rate. Low birth rate and aging population have formed a distinct "population scissors", showing the impending issue of aging population in China. With the continuous deepening of the aging population in China and the government's emphasis on elderly care services, the elderly care service industry has become one of the "sunrise industries" with the greatest potential. For the elderly care business, in the current stage, the Group mainly operates under the asset-light operation model to provide management and consultation services to other elderly care institutions and elderly care realties and at the same time cooperate with world-leading elderly care institutions and to constantly enhance its own professional ability of elderly nursing. In addition, the Group will continue to expand the elderly care products and assistive equipment business. Currently, the Group has developed the assistive equipment rental as well as the food businesses for the elderly. Looking ahead, the Group will broaden its categories of food, health care and other assistive products for the elderly, striving to become a profit growth point for the Company.

Sun Li
Chairman
28 March 2024

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

Fertiliser Business

In the first half of 2023, prices of bulk products such as coal, nitrogenous fertilisers, phosphate fertilisers and potash fertilisers declined significantly, before stabilizing in the second half of 2023. Influenced by the tendency to "buy when prices rise but hold off when they fall", downdream distributors and farmers have been cautious in their inventory purchases. As a result, the compound fertiliser industry as a whole experienced a downward trend. Against this background, compound fertiliser enterprises generally adopted a more prudent strategy in raw material procurement and became more sensitive to product pricing in order to respond to market changes, thereby ensuring stable sales progress.

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FINANCIAL REVIEW

Turnover, Gross Profit and Gross Profit Margin

For the year ended 31 December 2023, the Group achieved a total turnover of RMB397,998,097 (31 December 2022: RMB403,728,831), representing a year-on-year decrease of 1.42%. The consolidated gross profit amounted to RMB21,365,663 (31 December 2022: RMB14,822,338) and the consolidated gross profit margin was 5.37% (31 December 2022: 3.67%). The increase in gross profit margin for the year is mainly due to the fluctuation in the prices of the major raw materials for compound fertilizer production in 2023, which was reflected in the price falling month-by-month in the first half of the year, then stabilizing in the second half of the year and rising in the fourth quarter. pick up. Therefore, the Company's raw material procurement followed changes in market prices, and strived to reduce raw material procurement costs, strictly determined production based on sales, and ensured sufficient profit margins for product sales while maintaining the Company's existing market share.

Selling and Distribution Costs

For the year ended 31 December 2023, the Group's selling and distribution costs amounted to RMB8,101,974 (31 December 2022: RMB10,516,917), representing a year-on-year decrease of 22.96% in selling and distribution costs during the period under review. This was mainly due to the change in the sales structure of the Group's compound fertilizer business for the year, of which the sales scale for outsourced processing products decreased significantly, resulting in a reduction of marketing expenses.

Other income, gains and losses, net

For the year ended 31 December 2023, the Group's other income, gains and losses, net amounted to RMB14,203,984 (31 December 2022: RMB1,163,767). Other income, gains and losses, net for the year ended 31 December 2023 mainly comprised the gain of lease modification recognised of RMB15,387,204 and the loss of disposal of property, plant and equipment of RMB196,766.

Administrative Expenses

For the year ended 31 December 2023, the Group's administrative expenses amounted to RMB21,803,601 (31 December 2022: RMB22,695,980), representing a year-on-year decrease of 3.93%. The decrease was mainly attributable to the Company's cost reduction and efficiency enhancement measures to save administrative expenses.

Research and Development Expenses

For the year ended 31 December 2023, the Group's research and development expenses amounted to RMB1,319,315 (31 December 2022: RMB1,136,489), representing an increase of 16.09% compared to same period last year. The decrease was mainly due to the research and development expenses for Guangdong Fulilong, a high-tech enterprise.

Finance Costs

For the year ended 31 December 2023, the Group's finance costs amounted to RMB5,172,914 (31 December 2022: RMB6,401,355), representing a decrease of 19.19% compared to same period last year. The decrease in finance costs was due to the significant decrease in interest expense on lease liabilities.

Loss for the Year

For the year ended 31 December 2023, the loss attributable to owners of the Group amounted to RMB20,159,658 (31 December 2022: RMB27,451,531). The loss per share attributable to the Company for the year ended 31 December 2023 was RMB1.06 cents (31 December 2022: RMB1.45 cents).

Pledge of Assets and Contingent Liabilities of the Group

As at 31 December 2023, the carrying amount of buildings under property, plant and equipment pledged as security for certain of the Group's banking facilities amounted to RMB53,200,000 (31 December 2022: RMB55,200,000).

As at 31 December 2023, the Group did not have any material contingent liabilities (2022: Nil).

Structure of Share Capital

As at 31 December 2023, the structure of the share capital of the Company was as follows:

Name of shareholders	Number of shares held	Percentage of shareholding (%)
Tianjin Economic and Technological Development Area State Asset Operation Company ("State Asset Operation")	182,500,000	9.63
Shenzhen Xiangyong Investment Company Limited ("Xiangyong Investment")	180,000,000	9.50
Guangdong Jiamei Ecological Technology Co., Ltd. ("Guangdong Jiamei")	180,000,000	9.50
Dongguan Lvye Fertilisers Company Limited ("Lvye Fertilisers")	120,000,000	6.33
Other domestic shares	35,000,000	1.86
H Shares public shareholders	1,197,000,000	63.18
Total	1,894,500,000	100.00

BACKGROUND AND CURRENT STATUS OF THE PROFIT GUARANTEE FROM SJKGC

On 16 April 2016, the Company, Shu Ju Ku Inc. (referred to as the "SJK") and SJK Greater China Ltd. (referred to as "SJKGC") entered into an agreement (referred to as the "Agreement"), pursuant to which the Company agreed to acquire, and SJK agreed to sell 51% of the entire issued shares of SJKGC (referred to as the "Shares for Sale") to the Company. All conditions precedent under the Agreement had been fulfilled and the completion of acquisition took place on 17 March 2017. The Company had nominated HONGKONG Teda Biomedical Investment Limited, an indirect wholly owned subsidiary of the Company, as its nominee to hold the Shares for Sale on its behalf.

According to the Agreement, SJK warrants to the Company that SJKGC in each of the three financial years of 2017, 2018 and 2019 will have an audited after tax profit of not less than US$5,390,000. If the above guarantee is not met, SJK irrevocably agrees and guarantees that whilst SJKGC's audited after tax profit is less than US$5,390,000, SJK shall pay, in an appropriate manner, to SJKGC in the amount equal to US$5,390,000 minus SJKGC's actual audited after tax profit of that year. In respect of the completion of the 2017 Profit Guarantee, the audited net profit after tax of SJKGC for the year ended 31 December 2017 was approximately US$2,922,000, the profit guarantee for the year ended 31 December 2017 had not been fulfilled. In order to comply with the terms of the Agreement, the Company and SJK entered into a memorandum on 16 January 2018, pursuant to which SJK confirmed that the Company will have the right of priority and entitlement of cash dividend in the amount of US$2,750,000 for the year ended 31 December 2017 and that the said dividend will be settled to the Company by 30 November 2018. For details, please refer to the supplemental announcement of the Company dated 26 April 2018 published on the GEM website. SJK has agreed that the dividend distribution would be made by SJKGC based on the audited net profit in 2017 through signing the shareholder's resolution on 26 April 2018, at the same time, the Company confirmed SJK has fulfilled the profit guarantee commitment in 2017.

In respect of the fulfillment of the 2018 and 2019 profit guarantees, the audited net profit after tax of SJKGC for the year ended 31 December 2018 was US$305,000, and the audited net profit after tax for the year ended 31 December 2019 was US$411,000, the above profit guarantees for the years ended 31 December 2018 and 31 December 2019 had not been fulfilled. As of now, SJK had not effected the payment of guaranteed cash dividend to the Company. The Company has initiated the arbitration proceeding at the Hong Kong International Arbitration Centre on 3 September 2019, reached a settlement agreement with SJK on 31 December 2020, revised the settlement agreement, adjusted the Shareholders' Agreements and the Share Acquisition Agreement on 26 March 2021, and convened a special general meeting on 9 September 2021, on which the revised settlement agreement and the revised or supplemented Shareholders' Agreements and Share Acquisition Agreement were considered and approved. For details, please refer to the announcements of the Company dated 4 September 2019, 17 July 2020, 7 January 2021, 26 March 2021, 26 July 2021 and 9 September 2021 published on the GEM website.

On 1 August 2023, the Company, Hong Kong TEDA, SJK and SJKGC entered into a final settlement agreement (the "Final Settlement Agreement") in respect of the Agreements, whereby Mechanism 3 (payment of minimum guaranteed cash dividends and return of consideration shares) has been automatically implemented due to the failure of SJKGC to satisfactorily perform Mechanism 1 and Mechanism 2 under the Amended and Restated Shareholders' Agreement and the Supplemental Share Purchase Agreement. The Company has duly received the guaranteed minimum cash dividend of RMB1,394,974.73 under Mechanism 3 and upon payment of such compensation, all rights and liabilities of the Parties under the Acquisition and the Agreements (including the Amended and Restated Settlement Agreement, the Supplemental Share Purchase Agreement and the Amended and Restated Shareholders' Agreement) and the related documents shall be absolutely terminated, discharged and waived. Please refer to the announcements of the Company dated 1 August 2023 and 12 September 2023 published on the website of GEM for details.

GENERAL MANDATE TO ISSUE SHARES

On 18 May 2023, the Company issued an announcement of results of annual general meeting, according to which a special resolution was duly passed at the annual general meeting of the Company on 18 May 2023 granting the Board a general mandate to issue, allot and deal with additional domestic shares/H shares not exceeding 20% of the domestic shares in issue and 20% of the H shares in issue of the Company, and authorising the Board to make such amendments to the articles of association of the Company as it thinks fit to reflect the new share capital structure subsequent to the allotment and issue of additional shares. For details, please refer to the notice of the annual general meeting and circular of the Company both dated 31 March 2023 published on the GEM website, and the announcement of results of the annual general meeting dated 18 May 2023 published on the GEM website.

SEGMENTAL INFORMATION

The Group principally operates two business segments: (1) biological compound fertilisers products; and (2) elderly care and health care services.

The details of the analysis of the Group's segment results for the years ended 31 December 2023 and 31 December 2022 are disclosed in note 6 to the consolidated financial statements.

LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

During the year ended 31 December 2023, the Group financed its operations mainly by internally generated cash and banking facilities.

As at 31 December 2023, the Group's current assets and current liabilities were RMB190,341,927 (31 December 2022: RMB193,074,583) and RMB216,842,145 (31 December 2022: RMB218,249,273) respectively. The liquidity ratio of the Group, represented by the ratio of current assets over current liabilities, was 0.88 (31 December 2022: 0.88). The Group's current assets as at 31 December 2023 comprised mainly cash and bank balances of RMB5,934,322 (31 December 2022: RMB6,856,413), trade receivables and bill receivables of RMB8,776,649 (31 December 2022: RMB31,866,638), prepayments and other receivables of RMB70,420,103 (31 December 2022: RMB77,654,553) and inventories of RMB90,456,549 (31 December 2022: RMB74,004,250).

As at 31 December 2023, total bank borrowings of the Group amounted to RMB65,090,000 (31 December 2022: RMB56,700,000). As at 31 December 2023, the bank borrowings are denominated in Renminbi and provided by various licensed banks in China with fixed interest rate ranged from 3.30% to 18.00% per annum (31 December 2022: fixed interest rate ranged from 4.43% to 18.00% per annum).

As at 31 December 2023, the Group's consolidated total assets and net assets were RMB303,277,966 (31 December 2022: RMB337,196,239) and RMB64,579,485 (31 December 2022: RMB81,149,764) respectively. The Group's consolidated gearing ratio, represented by the ratio of total liabilities to total assets, was 0.79 (31 December 2022: 0.76). As at 31 December 2023, the Group's consolidated gearing ratio, represented by the ratio of total bank and other borrowings to total assets, was 0.22 (31 December 2022: 0.17).

EMPLOYEE AND REMUNERATION POLICIES

As of 31 December 2023, the Group had 264 employees (31 December 2022: 265 employees). The remuneration of the Group's employees are determined in accordance with the terms of government policies and by reference to market standard and the performance, qualifications and experience of employees. Discretionary bonuses are paid to a few employees as a recognition of and reward for their contributions to the corporate development. Other employee benefits include contributions to retirement schemes, medical schemes, unemployment insurance schemes and housing allowances.

EXPOSURE TO FOREIGN CURRENCY RISK

During the year under review, the Group had a relatively low foreign currency risk since the principal business of the Group were mainly domestic sales in China denominated in RMB and payables to suppliers were also mainly denominated in RMB.

The Group mainly operated in PRC with most of the transactions settled in RMB and did not have significant exposure to risk resulting from changes in foreign currency exchange rates.

TREASURY POLICIES

The Group's bank borrowings are denominated in RMB and are usually renewed for one year upon maturity. Any surplus cash will be placed as deposits with licensed banks in China.

FUTURE OUTLOOK

The fertilizer sector is an essential industry of our national economy, with fertilisers playing a crucial role in agricultural production and operations. Supply-side structural reforms have phased out surplus and obsolete capabilities within the industry. Companies have been pushed to heighten their production techniques in response to more stringent environmental regulations. After this round of industry adjustment, both the compound fertiliser and its upstream raw material segments have seen a substantial improvement in remedying overproduction, leading to a noticeable consolidation of the industry and a more balanced supply-demand dynamic. This marks a trend of sound and sustainable growth for the industry. The downstream planting industry has basically gone through a period of policy adjustment after experiencing changes in planting structural adjustment and grain inventory removal, with the grain planting industry operating steadily and grain prices rising steadily. The composite fertiliser industry has entered a period of transformation and development after experiencing a period of rapid development and industry adjustment. Composite fertiliser enterprises have sought transformation and upgrading through product structure adjustment in order to leap to a higher stage of development and competition. Under the influence of COVID-19 epidemic, imported inflation and Russia-Ukraine conflict, the price of raw materials for compound fertiliser has risen sharply since 2020, which has become the biggest factor affecting the compound fertiliser industry. However, in the long term, due to the dual influence of market supply and demand and policy regulation and control, the price of raw materials will return to and tend to stabilise. The Company will strengthen marketing management, adjust our product structure according to market demand, promote efficient and intelligent production of composite fertilisers, and strive to increase our market share.

In January 2023, the National Bureau of Statistics released the population statistics as at the end of 2022, with the population aged 60 and above in China reached 280,000,000, accounting for 19.8%, among which, the population aged 65 and above reached 210,000,000, accounting for 14.9%. China's aging population is becoming increasingly prominent and has become an inevitable social issue. In the meantime, China is facing the reality of a declining birth rate. Low birth rate and aging population have formed a distinct "population scissors", showing the impending issue of aging population in China. With the continuous deepening of the aging population in China and the government's emphasis on elderly care services, the elderly care service industry has become one of the "sunrise industries" with the greatest potential. For the elderly care business, in the current stage, the Group mainly operates under the asset-light operation model to provide management and consultation services to other elderly care institutions and elderly care realties and at the same time cooperate with world-leading elderly care institutions and to constantly enhance its own professional ability of elderly nursing. In addition, the Group will continue to expand the elderly care products and assistive equipment business. Currently, the Group has developed the assistive equipment rental as well as the food businesses for the elderly. Looking ahead, the Group will broaden its categories of food, health care and other assistive products for the elderly, striving to become a profit growth point for the Company.

REPORT OF THE SUPERVISORY COMMITTEE

Dear Shareholders,

During the reporting period, all members of the Supervisory Committee (the "Supervisory Committee") of the Company have faithfully carried out their duties and obligations in accordance with the requirements of the Company Law of the People's Republic of China and the Articles of Association of the Company, executed the functions of monitoring the operation and management of the Company and supervised the directors and senior management officers so as to protect the legal rights and interests of the shareholders, the Company and our staff.

1. MEETING OF THE SUPERVISORY COMMITTEE

During the reporting period, the Supervisory Committee of the Company has convened four meetings in total:

1. On 30 March 2023, the Supervisory Committee convened the first meeting in 2023, at which the consolidated financial report of the Group for the year 2022 audited by Fan, Chan & Co. was reviewed and approved;

2. On 10 May 2023, the Supervisory Committee convened the second meeting in 2023, at which the first quarterly report of the unaudited results of the Company for the three months ended 31 March 2023 was reviewed and approved;

3. On 10 August 2023, the Supervisory Committee convened the third meeting in 2023, at which the half-year report of the unaudited results of the Company for the six months ended 30 June 2023 was reviewed and approved;

4. On 9 November 2023, the Supervisory Committee convened the fourth meeting in 2023, at which the third quarterly report of the unaudited results of the Company for the nine months ended 30 September 2023 was reviewed and approved.

2. INDEPENDENT OPINIONS OF THE SUPERVISORY COMMITTEE ON THE OPERATION OF THE COMPANY IN 2023:

1. As to the compliance of the operation of the company: the Supervisory Committee of the Company has supervised the convening procedures and the resolutions of the Company's general meetings and board meetings, the board's implementation of the resolutions passed at the general meetings, the performance of the senior management's duties, and the management system of the Company in accordance with relevant regulations in China and the articles of association, and is of the opinion that, the Board and the management of the company have operated in compliance with the relevant laws, strictly implemented all the resolutions passed at the general meetings, adopted scientific and reasonable operating policies, and further improved the internal control system during the current reporting period, and that none of the directors, the chief executive officer and the senior management of the Company has violated any law, regulation or the articles of association or caused any damage to the interest of the Company or the shareholders during the performance of their duties.

2. As to the financial review on the Company: the Supervisory Committee has carried out financial review on the Company, and is of the opinion that, the financial report of the Company is a true reflection of the Company's financial and operational results, and that the audit report is true and reasonable without any false record, misleading statement or omission of important material facts, and is favourable for the shareholders to truly understand the financial and operational status of the Company.

In the coming year, the members of the Supervisory Committee of the Company will continue to improve their working capabilities, enhance their senses of responsibilities and adhere to principles, while being bold, fair and responsible when performing their duties. Meanwhile, the Supervisory Committee will further improve the corporate governance, enhance the consciousness of self-discipline and sense of integrity, strengthen the supervisory intensity as well as earnestly bear the responsibilities of protecting shareholders' interests in accordance with the Company Law and Articles of Association. We will fulfill our duty and responsibility to facilitate the standard operation of the Company with the Board and all shareholders for the purpose of creating a sustainable and healthy development of the Company.

By order of the Supervisory Committee
Tianjin TEDA Biomedical Engineering Company Limited
Yang Chunyan
Chairperson of the Supervisory Committee
28 March 2024

DIRECTORS' REPORT

The Board hereby submits their report together with the audited consolidated financial statements of Tianjin TEDA Biomedical Engineering Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES AND SEGMENT ANALYSIS OF OPERATION

The current principal activities of the Company are the research and development and commercialisation of biological compound fertiliser products and provision of elderly care and health care services.

The activities of the subsidiaries are set out in Note 43 to the consolidated financial statements enclosed.

CHANGE OF SHARE CAPITAL

Details of the movements in share capital of the Company are set out in Note 33 to the consolidated financial statements enclosed.

RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated statement of profit or loss and other comprehensive income on page 72 of this annual report.

The directors did not recommend the payment of any dividend during the year.

DISTRIBUTABLE RESERVES OF THE COMPANY

Distributable reserves of the Company at 31 December 2023 calculated under the Company's bye-laws approximately amounted to nil (2022: Nil).

RESERVES

Details of the movements in the reserves of the Group and the Company during the year are set out in the consolidated statements of changes in equity on page 75 of this annual report and Note 34 to the consolidated financial statements enclosed respectively.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in Note 16 to the consolidated financial statements enclosed.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Articles of Association and there is no restriction against such a right under the laws of the People's Republic of China (the "PRC").

FINANCIAL SUMMARY

The summary of the results and the assets and liabilities of the Group for the last five financial years ended 31 December 2023 is set out on page 5 of this annual report.

CHARGES ON THE GROUP'S ASSETS AND CONTINGENT LIABILITIES

At 31 December 2023, the carrying amount of buildings under property, plant and equipment pledged as security for certain of the Group's banking facilities amounted to approximately RMB53,200,000 (2022: RMB55,200,000).

As at 31 December 2023, the Group did not have any material contingent liabilities (2022: Nil).

MAJOR CUSTOMERS AND SUPPLIERS

The percentage of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

PURCHASES

— Largest supplier	20.95%
— Five largest suppliers combined	67.12%

SALES

— Largest customer	4.00%
— Five largest customers combined	12.54%

None of the directors, their associates or any shareholder that, as far as the directors are aware, holds more than 5% of the Company's shares, are interested in the major suppliers and customers mentioned above.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The directors, supervisors and senior management in office during the year were:

Executive Directors

Ms. Sun Li
Mr. He Xin

Non-executive Directors

Mr. Cao Aixin
Ms. Li Xueying
Dr. Li Ximing

Independent Non-executive Directors

Mr. Li Xudong (resigned on 28 March 2024)
Mr. Wang Yongkang
Ms. Gao Chun

Supervisors

Ms. Yang Chunyan
Ms. Liu Jinyu

Independent Supervisors

Mr. Liang Weitao
Mr. Zhao Zhiyou

DIRECTORS' REPORT

Senior Management

Joint Chief Executive Officer

Ms. Sun Li
Mr. Qin Wenhua

Company Secretary

Mr. Ng Ka Kuen Raymond

As of 31 December 2023, the Company has two executive directors, three non-executive directors and three independent non-executive directors respectively. As at 28 March 2024, Mr. Li Xudong resigned as independent non-executive director and the Board proposes to appoint Mr. Tu Xiangzhen as independent non-executive director for a term commencing on the date of approval at the annual general meeting and expiring on 31 December 2025. The number of supervisors of the Company remained at four, of which two are still independent supervisors. According to Article 98 of the Company's Articles of Association, it stipulates that the Board shall consist of nine directors, of which three are executive directors, three are non-executive directors, and three are independent non-executive directors. As the number of members of the Company's Board does not meet the requirements of our Articles of Association, the Board will find suitable candidates to serve as executive directors as soon as practicable in order to comply with our Articles of Association.

BIOGRAPHICAL DETAILS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Executive Directors

Ms. Sun Li ("Ms. Sun"), aged 51, the Chairman of the Board of the Company, graduated from the Economic and Trade Faculty of Central South University with a bachelor's degree in Technological Economics in June 1995 and with a master's degree in Management Business Administration Faculty in June 1998. Ms. Sun graduated from City University of Hong Kong with a doctorate degree in Business Administration in 2021. Ms. Sun was among the first batch of candidates who obtained the qualification of sponsor representatives from the Securities Association of China in 2004. Ms. Sun has engaged in investment banking for 15 years, with rich experience in filtering quality corporations, restructuring, counseling, initial public offering projects as well as mergers and acquisitions of listed companies. From August 1998 to April 2004, she successively acted as business director, senior manager, and business manager at the investment banking headquarter of Dapeng Securities Co., Ltd. (大鵬證券有限責任公司). From May 2004 to August 2005, she served as deputy general manager in Shenzhen investment banking division of Centergate Securities Co., Ltd. (中關村證券股份有限公司). From September 2005 to March 2010, she successively served as business director, internal auditor, member of GEM's advisory committee at the investment banking headquarter of China Merchants Securities Co., Ltd. (招商證券股份有限公司). From April 2010 to April 2013, she served as general manager and internal auditor in mergers and acquisitions division of Minsheng Securities Co., Ltd. (民生證券有限責任公司). From May 2013 until now, she served as president, director and co-partner of Beijing Yingguxinye Investment Co., Ltd (北京盈谷信曄投資有限公司). From September 2014 until now, she was the founding member of Tianjin Teda "Wings of the Angel" Investor Club. From May 2015 until now, she was appointed as supervisors of Shenzhen Xiangyong Investment Company Limited and Dongguan Lvye Fertilisers Company Limited. From September 2015 until now, she, as the beneficial owner of Beijing Tianyuhongtai Technology Co., Ltd. (北京天宇鴻泰科技有限公司), held its 16% shares. From December 2015 until now, she was appointed as a director of Beijing Yingguchuangrong Information Technology Co., Ltd. (北京盈谷創融信息科技股份有限公司). From August 2015 until now, Ms. Sun was appointed as an executive director and the Chairman of the Board of the Company. From September 2015 to January 2019 and from December 2019 to September 2022, she concurrently served as Chief Executive Officer of the Company. From September 2022 to date, she also concurrently served as the Joint Chief Executive Officer of the Company.

Mr. He Xin ("Mr. He"), aged 54, postgraduate, graduated from Beijing Jiaotong University majoring in Mechanical Engineering. From July 1992 to June 1994, he served as a business manager of the export department of China Railway Import and Export Company under the Ministry of Railway (鐵道部中鐵進出口公司). From June 1994 to May 2005, he worked as a secretary of the administrative department of Shenzhen Golden Century Development Company Limited (深圳金世紀發展有限公司). From May 2005 to September 2009, he served as an investment manager of the international department of China Merchants Securities Company Limited. From September 2010 to March 2014, he held a position as a vice president of Beijing Yingguxinye Investment Co., Ltd. From March 2014 to August 2016, he held positions as a director and a general manager of Ningxia Yinggu Industry Company Limited (寧夏盈谷實業股份有限公司). From August 2016 to present, he has been serving as a general manager of Beijing Yingguxinye Investment Co., Ltd. Mr. He joined the Company in December 2018 and was appointed as executive director of the Company.

Non-Executive Directors

Mr. Cao Aixin ("Mr. Cao"), aged 61, has over 20 years of experience in sales and management and has been extremely familiar with the business and operations of the Group. Mr. Cao joined Guangdong Fulilong Compound Fertilisers Co., Ltd. ("Guangdong Fulilong") as a regional marketing manager in October 1997. He subsequently served as the general marketing manager of Guangdong Fulilong from 2001 to 2005, the deputy general manager of Guangdong Fulilong from 2006 to 2009 and has been appointed as the chairman of Guangdong Fulilong from 2010 to present, during which he has accumulated extensive experience in business operation and marketing. Mr. Cao was appointed as a non-executive director of the Company from November 2017 to present.

Dr. Li Ximing ("Dr. Li"), aged 63, graduated from Chinese Academy of Medical Science with a master's degree in neuropharmacology in 1988; graduated from Karolinska Institute in Sweden with a doctoral degree in neuroscience in 1995; graduated from the neuroscience drug development research center (神經藥物研究中心) at Lilly Research Laboratories as a postdoctoral researcher in 1998. Dr. Li is hired specifically as an expert for the Recruitment Program of Global Experts (千人計劃) in PRC, who owns more than twenty years of national and foreign experiences in new drug research and development. Dr. Li has also accumulated fruitful experience in project management of international new drug research and development, designing and practicing clinical trial, contract research organisation (CRO) management, Food and Drug Administration (FDA) drug approvals, expert consultation and selection of investors. Dr. Li was a researcher at the department of obesity studies (肥胖研究部) of Bayer U.S. innovation Center from 1998 to 2001; was an expert of clinical trial at the department of central neuroscience drug development (中樞神經藥物研究部) of Pharmacia from 2001 to 2002; was an associate director at the department of central neuroscience drug development (中樞神經藥物研究部) of Eisai Inc. (a subsidiary of Japan-based Eisai Company Limited) from 2002 to 2004; was an associate director of clinical trial at the research center of central neuroscience drug development (中樞神經藥研究所) of Roche Diagnostic USA from 2004 to 2005; was a vice president of medical research at the international research and development center (國際研發中心) of Bayer Healthcare Co., Ltd. from 2005 to 2012; is the vice president of registry clinical studies at Luye Pharma Group Limited since 2013. Dr. Li was appointed as a non-executive director of the Company since January 2017.

DIRECTORS' REPORT

Ms. Li Xueying ("Ms. Li"), aged 46, a member of the Communist Party of China, holds a master's degree from Nanjing Forestry University and is a deputy senior engineer. She has been engaged in management work for 15 years. In July 2006, she worked as the project manager of the planning department in Modern Industrial Park. In May 2008, she was the project manager of the commercial department of Modern Industrial Park. In June 2014, she was the secretary and supervisor of the general office of Modern Industrial Park. In 2019, she was the person-in-charge of the general office of Modern Industrial Park. From July 2020 to date, she has been serving as the deputy director of the business service department of Tianjin TEDA Industrial Development Corporation. Ms. Li was appointed as a non-executive director of the Company from 18 May 2021 to present.

Independent Non-Executive Directors

Mr. Li Xudong ("Mr. Li"), aged 54, is a senior accountant with a bachelor's degree in accounting, who also is an accountant, a public valuer and a tax agent certified in PRC; is an executive partner with specific normal partnership (特殊普通合夥) at Da Hua Certified Public Accountants (大華會計師事務所); was a member of the 13th, 14th and 15th Main Board Issuance Examination Committee (主板發行審核委員會) of China Securities Regulatory Commission (中國證監會). Mr. Li has been engaged in certified accountant services since 1996, who focuses in listing whole or part of corporate assets, asset restructuring, audit of initial public offering projects and listed company and consultation services. Mr. Li was a certified accountant of main examination and signing at listed companies and large state-owned enterprises such as Dalian Wanda Commercial Properties Company Limited (萬達商業地產股份有限公司), Inner Mongolia Junzheng Energy & Chemical Group Company Limited (內蒙古君正能源化工股份有限公司), Hangxiao Steel Structure Company Limited (浙江杭蕭鋼構股份有限公司), China Camc Engineering Company Limited (中工國際工程股份有限公司), and China National Machinery Industry Corporation (中國機械工業集團公司). Mr. Li has rich and professional experience in the fields of accounting, examination, asset evaluation, mergers and acquisitions, as well as company management consultation service. Mr. Li was appointed as an independent non-executive director of the Company since January 2017.

Mr. Wang Yongkang ("Mr. Wang"), aged 55, obtained his bachelor's degree of Law in administrative management from China University of Political Science and Law in 1993 and his master's degree of Law in economic law from Capital University of Economics and Business in 1999. After postgraduate studies, Mr. Wang worked at Gaopeng & Partners (高朋律師事務所) as an attorney from 1999 to January 2002. From February 2001 to March 2003, he worked at Grandall Legal Group (Beijing) (國浩律師集團 (北京) 事務所) as a partner. From April 2003 to November 2022, he co-founded Broad & Ken Partners (博金律師事務所 as a partner. From November 2022 to date, he has been working at Yun Jia Law Firm as a lawyer. Mr. Wang served as the independent director of Zhengzhou Coal Industry & Electric Power Co., Ltd. (鄭州煤電股份有限公司) (600121) from 2007 to 2013. Mr. Wang was appointed as an independent non-executive director of the Company since November 2017.

Ms. Gao Chun ("Ms. Gao"), aged 54, graduated from Gannon University in the United States with a master's degree in business administration. Ms. Gao was a financial analyst in 6 sigma Black Belts (quality management method) at General Electric Company from 2000 to 2004. Ms. Gao was a financial manager at the Bayer U.S., development officer and business operation officer of Bayer China from 2004 to 2016. Ms. Gao was appointed as an independent non-executive director of the Company since January 2017.

Supervisors

Ms. Yang Chunyan ("Ms. Yang"), aged 48, graduated from Tianjin University (天津大學) in 2005 with a bachelor's degree in financial management. She acquired the title of intermediate-level accountant in 2008. She worked at the Finance Department of Incubator from June 1996 to August 2000 and has been working with the Financial Management Department of the Company since September 2000. Ms. Yang has served as Chairman of the Trade Union of the Group since 28 June 2007 and a supervisor of the Company since January 2010.

Ms. Liu Jinyu ("Ms. Liu"), aged 51, graduated with a degree in Corporate Management and Human Resources Management from Tianjin Nankai University (天津南開大學). Between 1997 and 2001, she was appointed as the chief officer of the human resources department of Tianjin New World Department Store Co., Ltd. (天津新世界百貨有限公司). She was engaged as the manager of the general department of Tianjin Zhongying Food Co., Ltd (天津中迎食品有限公司) from 2001 to 2003 and the human resources manager of Tianjin Auchan Hypermarkets Co., Ltd (天津歐尚超市有限公司) from 2003 to 2007. Ms. Liu joined the Company as human resources manager in 2007 and has been appointed as deputy officer of the President's office of the Company since April 2011. Ms. Liu was appointed as a supervisor of the Company since August 2011.

Independent Supervisors

Mr. Liang Weitao ("Mr. Liang"), aged 42, graduated from Tongji University with a bachelor's degree in science, from Zhejiang University with a master degree in science and from City University of Hong Kong with a master degree in management. Mr. Liang previously worked in the investment banking department, the investment banking strategic customer department and the NEEQ business department of China Merchants Securities, as well as an executive director and the deputy managing director in the investment banking quality control department at Great Wall Securities. Mr. Liang currently serves as the responsible person of the international business department at Great Wall Securities, and is responsible for the establishment of the Hong Kong subsidiary and carryingout cross-border investment and financing business. Mr. Liang has been appointed as an independent supervisor of the Company since August 2015.

Mr. Zhao Zhiyou ("Mr. Zhao"), aged 42, holds a bachelor's degree. He served as an accountant and finance manager at the financial department of Wuhan Iron and Steel Construction Group Limited Electricity Company* (武漢鋼鐵建工集團有限責任公司電氣分公司) and Wugang Group International Economic and Trading Company Limited* (武鋼集團國際經濟貿易有限公司) from August 2004 to January 2017. He served as a foreign exchange business manager in Hubei Daye Non-ferrous Metal Company Limited* (湖北大冶有色金屬有限責任公司) from January 2017 to January 2018. He was a finance officer at the offshore business department of Zhejiang Fuye Group Co., Ltd* (浙江富冶集團有限公司) from April 2018 to October 2018. He has been serving as a deputy financial controller in Beijing Yingguxinye Investment Co., Ltd* (北京盈谷信曄投資有限公司) from October 2018 to June 2020. He has been the financial controller of Xinjiang Changyuan Yinggu Coal Sales Company Limited* (新疆昌源盈谷煤炭銷售有限公司) from June 2020 to August 2021. He has been a director at Ningxia Yinggu Industry Company Limited* (寧夏盈谷實業股份有限公司), a company listed on the National Equities Exchange and Quotations System (stock code: 830855), since May 2021.Mr. Zhao was appointed as an independent supervisor of the Company on 8 February 2022.

DIRECTORS' REPORT

Qualified Accountant and Company Secretary

Mr. Ng Ka Kuen Raymond ("Mr. Ng"), aged 64, was an associate member of the Association of Cost and Executive Accountants in September 1985 and became a fellow member of that Association in October 1986. In November 1997, he was awarded a Graduate Diploma in Administration and a Bachelor Degree of Arts by Australian Catholic University, and Ottawa University, Ottawa, Kansas State, the United States of America respectively. Mr. Ng became an associate member of the Association of International Accountants in June 2004. In April 2005, Mr. Ng became a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants. Before joining the Company, Mr. Ng has more than 10 years of audit experience.

DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS

Each of the directors and the supervisors of the Company has entered into a service contract with the Company. Particulars of these contracts, except as indicated, are in all material respects identical and are set out below:

The service term of these contracts was three years commencing on 1 January 2023, unless the contract is terminated by either party giving not less than one month's prior written notice to the other.

None of the directors has entered into a service contract with the Company, which cannot be terminated by the Company within one year without payment of compensation, other than statutory compensation.

As to the remunerations of the directors and supervisors of the Company, the Board of the Company has been authorized by the shareholders of the Company to determine the remunerations of the directors and supervisors on the basis of the prevailing market rate and the recommendation from the remuneration committee of the Company.

MATERIAL CONTRACTS

Save as the service contracts of the directors and the supervisors disclosed in this annual report, no material contracts (including provision of relevant services) in relation to the Group's business to which the Company or its subsidiaries was a party and in which any of the directors, the supervisors of the Company or members of its management had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' REMUNERATION AND TOP FIVE HIGHEST PAID PERSONS

Details of directors' remuneration and the top five highest paid persons are set out respectively in Note 15 to the consolidated financial statements enclosed.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of its independent non-executive directors, namely Mr. Li Xudong, Mr. Wang Yongkang and Ms. Gao Chun, an annual confirmation of his/her independence pursuant to Rule 5.09 of the GEM Listing Rules and the Company still considers the independent non-executive directors to be independent.

DIRECTORS' AND SUPERVISORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2023, the interests of the directors and supervisors of the Company and their respective associates in the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) were as follows:

Long position in ordinary shares of RMB0.1 each in the Company:

Directors/ Supervisors/ Executive Officers	Personal	Family	Corporate	Other	Total	Percentage of issued share capital
Ms. Sun Li	–	–	300,000,000 (Note 1)	–	300,000,000	15.83%
Mr. He Xin	–	–	300,000,000 (Note 2)	–	300,000,000	15.83%

Note 1: Out of these shares, 180,000,000 shares are held by Xiangyong Investment and 120,000,000 shares are held by Lvye Fertilisers. Ms. Sun Li is the beneficial owner of Beijing Yingguxinye Investment Co., Ltd. ("Yingguxinye") holding its 15% equity interest, while Yingguxinye holds 100% equity interest in Xiangyong Investment and Lvye Fertilisers, respectively. All of the shares represent domestic shares.

Note 2: Out of these shares, 180,000,000 shares are held by Xiangyong Investment and 120,000,000 shares are held by Lvye Fertilisers. Mr. He Xin is the beneficial owner of Beijing Yingguxinye Investment Co., Ltd. ("Yingguxinye") holding its 10% equity interest, while Yingguxinye holds 100% equity interest in Xiangyong Investment and Lvye Fertilisers, respectively. All of the shares represent domestic shares.

Save as disclosed in this paragraph, as of 31 December 2023, none of the Directors or the Supervisors of the Company had interest in any securities and underlying shares and debentures of the Company or any of its associated corporations, which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange.

DIRECTORS' AND SUPERVISORS' RIGHTS TO ACQUIRE SHARES

At no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the directors and the supervisors of the Company or their respective spouses or children under 18 years of age, to have the rights to subscribe for the Company's securities or to exercise any such rights.

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2023, the following persons (other than the Directors and the Supervisors of the Company) had interests and short positions in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were notified to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under Section 336 of the SFO:

Long position in ordinary shares of RMB0.1 each in the Company:

Names of shareholders	Capacity	Number of ordinary shares	Percentage of issued share capital
State Asset Operation	Beneficial owner	182,500,000 (Note)	9.63%
Xiangyong Investment	Beneficial owner	180,000,000 (Note)	9.50%
Guangdong Jiamei	Beneficial owner	180,000,000 (Note)	9.50%
Lvye Fertilisers	Beneficial owner	120,000,000 (Note)	6.33%

Note: All of the shares represent domestic shares.

Save as disclosed above, as at 31 December 2023, the Directors of the Company were not aware of any other person (other than the Directors and the Supervisors of the Company) who had an interest and short position in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under Section 336 of the SFO and/or were directly or indirectly interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of the Company.

MANAGEMENT CONTRACTS

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

COMPETING INTERESTS

During the year ended 31 December 2023, none of the Directors, the Supervisors, or the management shareholders and their respective associates of the Company (as defined under the GEM Listing Rules) competes or may compete with the business of the Group or has or may have any other conflicts of interest with the Group required to be disclosed pursuant to the GEM Listing Rules.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

The Company did not redeem any of its shares during the year under review. Neither the Company nor any of its subsidiaries have purchased, sold or redeemed any of the Company's shares during the year ended 31 December 2023.

SHARE OPTION SCHEME

For the year ended 31 December 2023, the Company did not approve any new share option scheme.

AUDIT COMMITTEE

The Company established an audit committee with written terms of reference in compliance with the GEM Listing Rules and by reference to the "Guidelines for The Establishment of An Audit Committee" published by the Hong Kong Institute of Certified Public Accountants. The audit committee provides an important link between the Board and the Company's auditor in matters coming within the scope of the Group's audit. The primary duties of the committee are to review and supervise the financial reporting process of the Group. It also reviews the effectiveness of the external audit, internal controls and risk evaluation. During the year under review, the audit committee of the Company comprises three independent non-executive directors, namely Mr. Li Xudong, Mr. Wang Yongkang and Ms. Gao Chun during the year under review, among whom, Mr. Li Xudong was appointed as the chairman of the committee due to his professional qualifications in accounting and auditing experience.

The audit committee had held five meetings during the current financial year. The audit committee has reviewed the audited annual results of the Group for the year ended 31 December 2023.

CORPORATE GOVERNANCE

A report on the principal corporate governance practices adopted by the Company is set out on pages 30 to 40 of this annual report.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

The report on the Environmental, Social and Governance of the Group is set out on pages 41 to 65 of this annual report.

SUFFICIENCY OF THE PUBLIC FLOAT

On the date of this report, according to the information published by the Company and to the best knowledge of the directors, the Company has maintained the public float as prescribed in the GEM Listing Rules.

AUDITOR

On 18 May 2023, Fan, Chan & Co. Limited ("Fan, Chan & Co") was re-appointed as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

The financial statements of the Group for the year ended 31 December 2023 have been audited by Fan, Chan & Co.. A resolution will be submitted to the forthcoming annual general meeting to re-appoint Fan, Chan & Co. as the auditor of the Company.

On behalf of the Board
Sun Li
Chairman

Tianjin, China, 28 March 2024

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The Board and the management of the Company have endeavored to apply the code provisions as set out in the Corporate Governance Code (the "Code") contained in Appendix 15 of the GEM Listing Rules to the Group. The corporate governance principles which the Company complies emphasis on the establishment of an efficient Board and sound internal control, as well as the transparency presented to all of the shareholders. The directors are of the view that, the Company had complied with all the provisions of the Code except A.2.1 of the Code during the year under review.

DIRECTORS' SECURITIES TRANSACTION

For the year ended 31 December 2023, the Company has adopted a code of conduct regarding directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry with all directors, the directors of the Company have complied with such code of conduct and the required standard of dealings.

BOARD OF DIRECTORS AND BOARD MEETING

Board Composition and Board Practices

As of 31 December 2023, the Company has two executive directors, three non-executive Directors and three independent non-executive Directors respectively. As at 28 March 2024, Mr. Li Xudong resigned as independent non-executive director and the Board proposes to appoint Mr. Tu Xiangzhen as independent non-executive director for a term commencing on the date of approval at the annual general meeting and expiring on 31 December 2025. The number of supervisors of the Company remained at four, of which two are still independent supervisors. According to Article 98 of the Company's Articles of Association, it stipulates that the Board shall consist of nine directors, of which three are executive directors, three are non-executive directors, and three are independent non-executive directors. As the number of members of the Company's Board does not meet the requirements of our Articles of Association, the Board will find suitable candidates to serve as executive directors as soon as practicable in order to comply with our Articles of Association.

All executive directors have given tremendous efforts, time and attention to the affairs of the Group. Each director has sufficient experience to hold the position. There is no financial, business, family or other material relationship amongst the directors. The directors' biographical information is set out on pages 22 to 26 under the section headed "Biographical Details of Directors, Supervisors and Senior Management" of this annual report.

The Board, currently headed by the Chairman, Ms. Sun Li, is responsible for overall corporate development strategy, annual and interim results, implementation of corporate plans, risk management, major acquisitions, disposals and capital raising, and other significant operational and financial matters. The Chairman of the Board has focused on the effective operation of the Board, and encouraged all the directors to devote themselves to the affairs of the Board, perform their own duties, formulate, review and monitor issuers and directors to obey legal regulatory rules and code of conduct and discuss all the important issues in a timely manner. The Chairman also supervised the implementation and review of good corporate governance practices and procedures. Major corporate matters that are specifically delegated by the Board of Directors to the management include the preparation of annual and interim financial statements for Board approval before publication, execution of business strategies and initiatives adopted by the Board of Directors, effective implementation of full risk management procedures and internal controls system, and compliance with relevant statutory requirements and rules and regulations. Pursuant to the requirements set out in Code, the management provides updated information to all the members of the Board on a monthly basis, which contains the latest operational developments, important financial information, major events and, if any, the background information of the issues to be discussed at the Board meeting. The Chairman has also taken appropriate measures to keep in touch with the shareholders and make sure that the opinions of the shareholders can be heard by the Board; to encourage and help the non-executive directors to make contributions to the Board and to ensure that the executive directors maintain a constructive relationship with the non-executive directors.

BOARD OF DIRECTORS AND BOARD MEETING *(continued)*

Board Composition and Board Practices *(continued)*

The Board members for the year ended 31 December 2023 were:

Executive Directors

Ms. Sun Li
Mr. He Xin

Non-Executive Directors

Ms. Li Xueying
Mr. Cao Aixin
Mr. Li Ximing

Independent Non-Executive Directors

Mr. Li Xudong (resigned on 28 March 2024)
Mr. Wang Yongkang
Ms. Gao Chun

Pursuant to the requirements of provision A.2.1 of the Code, the Chairman of the Board and the Chief Executive Officer shall be performed by two individuals to ensure their respective independence and accountability. The Chairman is responsible for chairing and convening the general meetings, chairing the Board meetings, examining the implementation of the resolutions of the Board and formulating overall strategies and policies of the Group. The Chief Executive Officer is responsible for managing the Group's business and overall operations. The day-to-day running of the Group is delegated to the management with divisional heads responsible for different aspects of the business.

On 6 September 2022, the Board of the Company passed a resolution that Ms. Sun Li was transferred from the position as Chief Executive Officer to Joint Chief Executive Officer, and Mr. Qin Wenhua was appointed as a Joint Chief Executive Officer of the Company. On 26 March 2024, Mr. Qin Wenhua resigned as Joint Chief Executive Officer of the Company, and Ms. Sun Li was transferred from the position as Joint Chief Executive Officer to Chief Executive Officer. As Ms. Sun now serves as both the Chairman of the Board and the Chief Executive Officer of the Company, the requirements of provision C.2.1 of the Code were not fully fulfilled. The Board is of the opinion that it is of the best interests of the Company for Ms. Sun to hold both positions as the Chairman of the Board and the Chief Executive Officer for the time being as it helps to maintain the continuity of the policies and the stability of the operations of the Company. The Company will fulfill the requirements of provision A.2.1 of the Code as soon as possible for increasing the transparency and independence of corporate governance.

Executive directors are responsible for running the Group and executing the strategies adopted by the Board. They lead the Group's management team in accordance with the directions set by the Board and are responsible for ensuring that complete risk management and internal control system are in place and the Group's business conforms to the applicable laws and regulations.

BOARD OF DIRECTORS AND BOARD MEETING *(continued)*

Board Composition and Board Practices *(continued)*

Non-executive directors (including independent non-executive directors) serve the important function of advising the management on strategy development separately and ensure that the Board maintains high level of transparency in financial and other reporting as well as providing adequate checks and balances for safeguarding the interests of shareholders and the Group as a whole.

The Board complies with the minimum requirements of the GEM Listing Rules relating to the appointment of at least three independent non-executive directors and each of its independent non-executive directors has made an annual confirmation of his/her independence pursuant to the GEM Listing Rules. The Company believes, all of the independent non-executive directors are in compliance with the guidelines of independence set out in the GEM Listing Rules and are therefore all independent persons as defined therein. And one of them has the appropriate professional qualifications required under the GEM Listing Rules.

Throughout the year, the Board meets regularly to discuss the overall strategy as well as the operation and financial performance of the Group. The Board holds at least four meetings per year (one official Board meeting for each quarter at least). During 2023, the Board held four meetings for the discussion and approval of important matters such as the approval of quarterly results, interim results and annual results, dividends, etc. In addition, the Chairman of the Company's Board also met with certain non-executive directors to seek their views on certain business or operational matters. Apart from the regular Board meetings of the year, the Board has met on other occasions when a Board-level decision on a particular matter was required. The directors have received details of agenda items for decision and minutes of committee meetings in advance of each Board meeting. The directors have attended meetings in person or through other means of electronic communication in accordance with the Company's Articles. Notice of at least 15 days has been given of a regular Board meeting to enable the directors to make informed decisions on matters to be raised at the Board meetings. Independent non-executive directors and other non-executive directors have been treated the same as other members of the Board, and have attended the board meetings and the committee meetings where they served as a member to actively participate in the discussion of the issues proposed at the meetings and advice on the professional trainings for senior management and developing strategy of the Company based on their own professional background, skills and qualifications. They have also attended general meetings and developed a balanced understanding of the views of shareholders. Besides, pursuant to the requirements of the Code, all directors have received continuous professional development training. During the year under review, the Company arranged special training about GEM Listing Rules for directors, supervisors and senior management in relation to GEM Listing Rules (including the 68th, 69th, 70th and 71st amendments). In addition, pursuant to the GEM listing requirements A.1.8, the Company has arranged appropriate insurance cover for its directors and the senior management to avoid legal risks.

BOARD OF DIRECTORS AND BOARD MEETING *(continued)*

Board Composition and Board Practices *(continued)*

During the year, the attendance records of the Board members at the Board meetings, general meetings and the training course are as follows:

Name of Directors	Attendance/ Number of Board Meetings	Attendance/ Number of General Meetings	Attendance/ Number of Training Course
Executive Directors			
Ms. Sun Li	4/4	1/1	1/1
Mr. He Xin	4/4	1/1	1/1
Non-Executive Directors			
Ms. Li Xueying	4/4	1/1	1/1
Mr. Cao Aixin	4/4	1/1	1/1
Mr. Li Ximing	4/4	1/1	1/1
Independent Non-Executive Directors			
Mr. Li Xudong	4/4	1/1	1/1
Mr. Wang Yongkang	4/4	1/1	1/1
Ms. Gao Chun	4/4	1/1	1/1

To the knowledge of the directors, there is no financial, business, family or other material relationships amongst the members of the Board. The Company Secretary attends all regular board meetings to advice on corporate governance and statutory compliance when necessary. Moreover, the Company Secretary prepares minutes and keeps records of matters discussed and decisions resolved at all board meetings. The Company Secretary also keeps the minutes, which are open for inspection at any reasonable notice by any director.

RISK MANAGEMENT AND INTERNAL CONTROL

According to the requirements of the Code, the Board is responsible for evaluating and determining the nature and extent of the risks to take in achieving the strategic objectives of the Group, and has established and maintained appropriate and effective risk management and internal control systems. The Board is responsible for supervising the management in the design, implementation and monitoring aspects of the risk management and internal control systems, while the management provides the Board the confirmation of the effectiveness of these systems. The Board will continue to monitor the Group's risk management and internal control systems, and ensures reviewing the effectiveness of the Group's risk management and internal control system at least once a year, including but not limited to financial control, operation control and compliance control.

RISK MANAGEMENT AND INTERNAL CONTROL *(continued)*

The Board and management of the Company formulate and carry out risk management and internal control according to its strategic goals, gradually build up a sound risk management and internal control system, control the risk within affordable range which adapts to the overall goals, and realize the timeliness of information disclosure and communication of the Group, especially to achieve the real and reliable information communication between the Company and shareholders, ensure the normal operation activities of the Group are proceeding smoothly, reduce operation goals achievement uncertainties, and make sure the Group gradually improves the risk contingency plans to every significant risk against material loss that arise not due to disastrous risks or human errors.

The Group has established the risk management and internal control system. The Board is the highest governing body of risk management and internal control of the Group, while the audit committee under the Board is responsible for examining the assessment and solutions and the setting up of the risk management organization, including but not limited to risk management and internal control procedures, strategic adjustment and material risks, and submits to the Board and executes after approval. The Chief Executive Officer of the Group is accountable for the effectiveness of the risk management and internal control. The internal audit department of the Group leads the specific works, and is responsible for the establishment, operation and organization and coordination of the risk management and internal control system, including but not limited to organizing the pushing forward of the improvement of risk management and internal control system, carrying out mid-year and yearly risk assessment and countermeasures; guiding and monitoring the execution of risk management and internal control in the subsidiaries, and raising up management problems that existed and improvement recommendations according to the results of risk analysis and internal control; cultivating enterprise risk management culture and organizing trainings related to risk management and internal control; and preparing yearly work report. The general managers of subsidiaries are accountable for the effectiveness of the risk management and internal control of the Company, and set up specific positions responsible for connecting the works of the headquarters' risk management, summarizing and reporting relevant information according to the requirements of the headquarters of the Group, and also completing and submitting daily risk management and internal control information on a timely basis.

The Board of the Company is the management organization of inside information, while the Chairman of the Board is the principal of the inside information management, and the office of the Board of the Company is responsible for the daily management of inside information of the Group. According to the relevant requirements of SFO, for unpublished inside information involving our operation, finance or other issues that have significant impact on the trading price of the Company's securities, the Group has formulated clearly defined control measures.

RISK MANAGEMENT AND INTERNAL CONTROL *(continued)*

Directors, supervisors, senior management of the Company and relevant insiders (thereafter referred to "Insiders") should take necessary measures to limit the Insiders of such information to a minimum range before disclosing inside information. The Insiders have the responsibility to keep confidential the inside information he/she is aware of and prior to the inside information is disclosed according to laws. Insiders shall not leak out, report, deliver by any means arbitrarily, shall not make use of the inside information to trade the shares and derivatives of the Company, or recommend others to trade the shares and derivatives of the Company; shall not make use of the inside information to make profit for himself/herself, his/her relatives or others. When discussing issues that may have significant impact on the share price of the Company, the controlling shareholders and actual controlling parties of the Company shall minimize the scope of inside information. If the issue has already spread out in the market and caused fluctuation on the share price of the Company, they should publish announcements to clarify in accordance with relevant procedures in time. When providing unpublished information to controlling shareholders, actual controlling parties and other Insiders, the Company shall file the information to the office of the Board before providing same, and confirms that it has already signed confidentiality agreement with the parties or obtained commitment from them to keep confidential regarding the relevant information, and registered the same in time. When reviewing and voting unpublished information resolutions, the directors of the Company shall perform their responsibilities conscientiously, while the directors involved in related parties shall abstain from voting. When controlling shareholders, substantial shareholders and actual controlling parties request the Company to provide unpublished information without any reasonable grounds, the Board of the Company should turn down the request. If Insiders is in breach of the requirements herein and disclose the inside information externally, or make use of the inside information to conduct insider trading or recommend others to trade using the inside information that causes significant impact or losses to the Company, the Board of the Company will penalize the person(s) by demerit, demotion, removal, confiscation of fraudulent gains, rescission of labor contract, and report the relevant situation and outcome to the regulatory authorities within 2 business days. Insiders who infringed the rules and caused material losses to the Company and committed a crime shall be devolved to the Department of Justice and subject to criminal liabilities.

AUDIT COMMITTEE

The Group had established an audit committee with written terms of reference in compliance with the GEM Listing Rules. The audit committee is comprised of three independent non-executive directors. During the year under review, the audit committee of the Company comprises three independent non-executive directors, namely Mr. Li Xudong, Mr. Wang Yongkang and Ms. Gao Chun, among whom, Mr. Li Xudong has been appointed as the chairman of the audit committee as he possesses professional accounting qualification and auditing experience.

During the year, the audit committee performed its duties and held five audit committee meetings to review and discuss the final, quarterly and interim results and the financial statements. In addition, the audit committee was also engaged in, among other things, reviewing the effectiveness of the risk management system of the Group; reviewing and supervising the financial reporting process; reviewing the efficiency of the internal control systems of the Group; and reviewing and monitoring the terms of engagement, independence, effectiveness of the external auditor and providing advice there onto the Board for improvement. Additional meetings may also be held by the audit committee from time to time to discuss special projects or other issues that the audit committee considers necessary. The external auditor of the Group may request a meeting if they consider necessary.

The audit committee has reviewed and discussed the results of the Group for the year ended 31 December 2023 and the 2023 annual report.

AUDIT COMMITTEE *(continued)*

During the year, the attendance record of the audit committee meetings is as follows:

Name of Directors	Attendance/ Number of Meetings
Mr. Li Xudong	5/5
Mr. Wang Yongkang	5/5
Ms. Gao Chun	5/5

AUDITOR'S REMUNERATION

The audit committee of the Company is responsible for considering the remuneration of the external auditors and reviewing any non-audit functions performed by the external auditors, including whether such non-audit functions could lead to any potential material adverse effect on the Group.

EXTERNAL AUDITOR

Fan, Chan & Co., Certified Public Accountant, had been appointed by the shareholders as the external auditor of the Company and its subsidiaries with effect from 8 February 2024 until the conclusion of the forthcoming annual general meeting of the Company.

The annual financial statements for the financial year ended 31 December 2023 have been audited by Fan, Chan & Co..

The audit committee reviews each year a letter from the external auditors confirming their independence and objectivity and holds meetings with the external auditors to discuss the scope of their audit.

The external auditor of the Group for the three years ended 31 December 2018, 2019 and 2020 was BDO Limited. The external auditor of the Group for the year ended 31 December 2021 and 31 December 2022 was Fan, Chan & Co.

The remuneration paid/payable to the external auditors of the Company and its subsidiaries in respect of audit services and non-audit services for the year ended 31 December 2023 is set out as follows:

	Fees Received	
Types of Services	**For the year ended 31 December 2023 RMB'000**	For the year ended 31 December 2022 RMB'000
Audit services		
– Annual audit of the financial statement of the Company and its subsidiaries	**482**	447
Non-audit services	**Nil**	Nil

NOMINATION COMMITTEE

The Company has established the nomination committee in accordance with the Code. The nomination committee is comprised of three members, the majority of whom are independent non-executive directors. During the year under review, the nomination committee consists of the Chairman Ms. Sun Li, who is also the Chairman of the Board, and two members, namely Mr. Wang Yongkang and Ms. Gao Chun, who are independent non-executive directors.

The primary duties of the nomination committee cover the reviewing of the structure of the Board as well as combining the business model and actual needs of the Company through considering factors like the number of directors on the Board, the balance of composition of executive directors and non-executive directors, professional experience, cultural and educational background, etc., so as to enhance the diversity of the members of the Board and strengthen the independence elements. Identifying and nominating potential candidates for directorship, reviewing the nomination of directors and making recommendations to the Board on appointment and re-appointment of directors are also the duties of the nomination committee.

During the year, the attendance record of the nomination committee meetings is as follows:

Name of Members	Attendance/ Number of Meetings held
Ms. Sun Li	1/1
Mr. Wang Yongkang	1/1
Ms. Gao Chun	1/1

During the year under review, the nomination committee conscientiously performed its duties. One meeting was held to review the structure, size, diversity and composition of the Board and assessed the independence of the independent non-executive directors and the performance of the members of the Board including the members of the senior management of the Company.

REMUNERATION COMMITTEE

The Company has established the remuneration committee in accordance with the Code. The remuneration committee is comprised of three members, the majority of whom are independent non-executive directors. During the year under review, the remuneration committee consists of the chairman Mr. Wang Yongkang, an independent non-executive director, and two members, namely Ms. Sun Li, an executive director and Ms. Gao Chun, an independent non-executive director.

The principal duties of the remuneration committee include, among other things, formulating, reviewing and making recommendations to the Board on the remuneration policy and structure of the Group, determining the remuneration packages of individual executive directors and members of senior management and making recommendations to the Board the remuneration of non-executive directors.

CORPORATE GOVERNANCE REPORT

REMUNERATION COMMITTEE *(continued)*

During the year, the attendance record of the remuneration committee meetings is as follows:

Name of Members	Attendance/ Number of Meetings held
Mr. Wang Yongkang	1/1
Ms. Sun Li	1/1
Ms. Gao Chun	1/1

During the year under review, the remuneration committee performed its duties conscientiously. Meetings were held to review the remuneration policy and structure of the Group, determine the remuneration packages of the directors and members of the senior management, assess the performance of all directors and senior management, review and approve the performance-linked remuneration by reference to the operation goals of the Group passed by the Board and make recommendations to the Board in order to ensure the Group has properly disclosed the detail of the remunerations payable to all the directors and members of senior management, whether individually or on a named basis. The remuneration committee of the Company has considered and reviewed the service contracts of the directors and is of the view that the existing terms of the service contracts are fair and reasonable.

REMUNERATION OF THE DIRECTORS AND SENIOR MANAGEMENT DURING THE YEAR

	2023			2022		
Name of Directors	Fee emoluments/ Salaries, allowances and benefits in kind RMB	Retirement benefits scheme contributions RMB	Total RMB	Fee emoluments/ Salaries, allowances and benefits in kind RMB	Retirement benefits scheme contributions RMB	Total RMB
Executive Directors						
Ms. Sun Li	468,870	151,257	620,127	571,240	138,245	709,485
Mr. He Xin	–	–	–	–	–	–
Non-Executive Directors						
Mr. Cao Aixin	211,970	8,128	220,098	40,000	–	40,000
Mr. Li Ximing	40,000	–	40,000	40,000	–	40,000
Ms. Li Xueying	–	–	–	–	–	–
Independent Non-Executive Directors						
Mr. Li Xudong	80,000	–	80,000	80,000	–	80,000
Mr. Wang Yongkang	80,000	–	80,000	80,000	–	80,000
Ms. Gao Chun	80,000	–	80,000	80,000	–	80,000
Joint Chief Executive Officer						
Ms. Sun Li	468,870	151,257	620,127	571,240	138,245	709,485
Mr. Qin Wenhua	–	–	–	–	–	–
Qualified Accountant and Company Secretary						
Mr. Ng Ka Kuen Raymond	150,000	–	150,000	150,000	–	150,000

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors acknowledge their responsibilities for the preparation of the financial statements of the Group and ensure that the financial statements are in accordance with statutory requirements and the applicable accounting standards. The directors also ensure the timely publication of the financial statements of the Group.

The statements made by the external auditor of the Group, Fan, Chan & Co. as to its reporting responsibilities on the financial statements of the Group is set out in the Auditor's Report on pages 66 to 71 of this annual report.

The directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any material uncertainties relating to events or conditions that may cast a significant doubt upon the Group's ability to continue as a going concern.

SHAREHOLDERS' RIGHTS

Convening of extraordinary general meeting by Shareholders

Pursuant to articles 62(3) and 83 of the Articles of Association of the Company, extraordinary general meeting (the "EGM") may be convened on written requisition of any two or more shareholders of the Company (the "Shareholders") holding not less than one-tenth of the issued share capital of the Company having the right to vote (the "Requisitionist"). Such written requisition must specify the objects of the EGM and may be deposited at the head office or Hong Kong Share Registrar and Transfer Office of the Company. The Board upon receipt of the written requisition must convene an EGM as soon as possible.

In the event that the Board does not proceed duly to convene an EGM within 30 days from the date of receipt of the requisition, the Requisitionist may convene an EGM himself/herself within four months from the date of receipt of the requisition by the Board. The convening procedures should follow the procedures of the Board convening a general meeting as far as practicable.

SHAREHOLDERS' RIGHTS *(continued)*

Convening of extraordinary general meeting by Shareholders *(continued)*

Pursuant to article 64 of the Articles of Association of the Company, any Shareholder holding not less than 5% of the issued share of the Company having the right to vote may by written requisition propose new resolutions to be discussed at a scheduled annual general meeting. Provided that any such proposed resolution is within the scope of duties to be discussed at an general meeting, the Company shall put it in the agenda of the general meeting.

Accordingly, Shareholders who wish to propose a new resolution to be passed at any annual general meeting shall file a notice in writing to the head office or Hong Kong Share Registrar and Transfer Office of the Company for the attention of the company secretary.

Procedure in respect of the nomination of director candidates by Shareholders

Pursuant to Article 99 of the Company's Articles of Association, if a Shareholder would like to recommend a person other than retiring directors or candidates recommended by the directors to be elected as a director in a general meeting, the Shareholder who is qualified to attend and vote in the general meeting shall sign a notice of nomination (the "Notice of Nomination") in writing and the nominated person shall sign a notice indicating his willingness to stand for the election (collectively the "Notices") and send the Notices to the head office or Hong Kong Share Registrar and Transfer Office of the Company.

The Notice of Nomination shall state the full name of the nominating Shareholder, his/her shareholding in the shares of the Company, and the full name and details of the curriculum vitae of the nominated person, including the relevant qualification and experience, as required under Rule 17.50(2) of the GEM Listing Rules.

The Notices must be submitted from date immediately the following the day of dispatch of the notice convening the general meeting on election of directors to 7 days prior to such general meeting; with a minimum period of 7 days. The Company shall propose a motion to the general meeting for considering the proposed election of the nominated person(s).

Enquiries put to the Board

Shareholders may send written enquiries or requests in respect of their rights to the registered office, head office, principal place of business, Hong Kong Representative Office or Hong Kong Share Registrar and Transfer Office of the Company for the attention of the company secretary.

INVESTORS RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Company has committed to maintaining a high level of transparency and employs a policy of open and timely disclosure of relevant information to its Shareholders. The Company uses its best endeavor to maintain regular communication with the Shareholders through a number of formal communication channels. In addition, the Company encourages all Shareholders to attend general meetings, which provide opportunities for direct dialogue between the Company and the Shareholders, and for Shareholders to keep informed of the Group's strategies and goals.

At the Company's annual general meeting held on 18 May 2023, some of the executive directors and independent nonexecutive directors of the Company were present in the meetings to attend to questions from Shareholders.

The Company updates its Shareholders on its key information, latest business developments and financial performance through its notices, announcements and circulars, as well as quarterly, interim and annual reports. The corporate website maintained by the Company at www.bioteda.com provides an effective communication platform to the public and the Shareholders.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

This report involves the environmental, social and governance (the "ESG") performance of the Company and its subsidiaries (collectively referred to the "Group") in their principal place of business. It is prepared in accordance with the ESG Guide (the "Guide") issued by Hong Kong Stock Exchange. The Board is of view that an enterprise should continue to enhance its responsibilities to aspects including the environment and the society, and improve its performance of responsibility and accountability to other stakeholders. The Group will closely cooperate with various stakeholders under the corporate social responsibility strategy of "caring for employees, caring for the environment and caring for the society" so as to integrate employee's human right protection, consumer care, environmental protection and social responsibility into the core business strategy of the Group, continue to fulfil its social responsibilities to promote the harmonious development of the economy, society and the environment.

The report sets out the strategies and practices of the Group in four aspects, namely environmental protection, employment and labour practices, operation practice and community participation during the year under review, of which, the information regarding environmental protection is come from the Environmental Report of Fulilong (Shandong) Fertilisers Co., Ltd. (hereafter, "Shandong Fulilong") and Guangdong Fulilong Compound Fertilisers Co., Ltd. (hereafter, "Guangdong Fulilong"), while other information comes from the relevant documents and statistical reports of the Group as well as the summary provided by the companies under the Group in accordance with the Group's relevant systems. Shareholders, investors and the public can have a more comprehensive and profound understanding of the Group's governance and culture through this report, and we welcome parties from all circles to offer their suggestions and valuable advice relating to this report or the works of the Group regarding ESG, in which it will enable the Group to optimise continuously and further improve its work within the ESG scope.

A. THE ENVIRONMENT

During the year under review, the Group is principally engaged in two business segments, namely manufacturing and selling biological compound fertilisers and providing elderly care and health care services. In the elderly care and health care business segment, the Group basically has no environmental pollution issue since it is principally engaged in the operation and management of elderly care and health care services. In biological compound fertiliser business segment, the business operation does not have any material impact on the environment due to the business nature of biological compound fertilisers. The subsidiaries of the Group engaged in compound fertiliser have always been focusing on environment protection, advocated energy-saving and environmentally friendly, and proactive implementation of clean production, and adhered firmly to the principles of harmonious development of safety production and environmental protection.

In light of the nature of the Group's compound fertiliser business at current stage, no large volume of hazardous wastes will be generated during the operation. While conducting energy conservation and consumption reduction by strengthening the management and improving process technology, Shandong Fulilong and Guangdong Fulilong also attaches great importance to the generation and control of pollutants. All pollutants generated during the storage and transportation processes as well as its production meet the emissions standard requirements after respective treatments and have no significant impact on external environment.

A. THE ENVIRONMENT *(continued)*

A1: Emissions

A1.1 Category and data of emissions

(I) Shandong Fulilong

During the year under review, exhaust gas emitted by Shandong Fulilong is mainly from production workshop, the exhaust gas generated from tower workshop and rotary drum workshop are treated with "gravity sedimentation + whirlwind dust removal" and "whirlwind dust collector + bag-type dust collector" respectively. The waste water generated by Shandong Fulilong is mainly domestic sewage which is entrusted to Shandong Changle Salcon Raw Water Company Limited (山東昌樂實康水業有限公司) for disposal. General solid waste made by Shandong Fulilong is mainly the dust collected from dust collector, waste packaging bags and domestic waste; and hazardous waste made by Shandong Fulilong is used engine oil and oily waste cloth and gloves. The existing general solid waste and hazardous waste are treated with effective comprehensive utilisation and treatment methods to achieve the comprehensive utilisation of solid waste in the whole plant.

Shandong Fulilong supervises and controls its own emission data in strict compliance with the requirements on emission volume and standards stipulated by relevant laws and regulations.

The relevant laws and regulations that it complies with mainly include: the Environmental Protection Law of the People's Republic of China (《中華人民共和國環境保護法》), Law on the Prevention and Control of Air Pollution of the People's Republic of China (《中華人民共和國大氣污染防治法》), Law on the Prevention and Control of Water Pollution of the People's Republic of China (《中華人民共和國水污染防治法》) and Law on the Prevention and Control of Solid Waste Pollution of the People's Republic of China (《中華人民共和國固體廢物污染環境防治法》) and other laws and regulations.

The relevant emission standards that it follows mainly include: surface water: executes the Type V water standard of Environmental Quality Standard for Surface Water (《地表水環境質量標準》) (GB3838-2002); underground water: executes the Type III standard of Environmental Quality Standard for Groundwater (《地下水質量標準》) (GB/T14848-93); ambient air: executes the Level 2 standard of Ambient Air Quality Standards (《環境空氣質量標準》) (GB3095-1996); acoustic environment: executes the Type II standard in the "Acoustic Environmental Quality Standards" (《聲環境質量標準》) (GB3096-2008).

Waste water: executes the sewage treatment agreement standards signed with Shandong Changle Salcon Raw Water Company Limited* (山東昌樂實康水業有限公司): CODCr≤400mg/L, BOD5≤180mg/L, SS≤200mg/L, NH^3-N≤20mg/L.

A. THE ENVIRONMENT *(continued)*

A1: Emissions *(continued)*

A1.1 Category and data of emissions (continued)

(I) Shandong Fulilong *(continued)*

Exhaust gas: exhaust gas from hot blast stoves executes Table 1 of the General Control Area Standard of the Shandong Province Regional Air Pollutant Emission Standards (《山東省區域性大氣污染物排放標準》) (DB37/2376-2019), particulates ≤20mg/m^3, SO_2≤100mg/m^3, NOx≤200mg/m^3; odour pollutant (ammonia) emissions execute Odour Pollutant Emission Standards (《惡臭污染物排放標準》) (GB14554-93) (Unorganised emissions within factory: Level 2 standard in Table 1 (New Reconstruction and Expansion), ammonia≤1.5mg/m^3; organised emissions of ammonia executes Table 2 standard: ammonia≤4.9kg/h).

Solid waste: dust collection by dust collectors and waste packaging bags are general solid wastes that execute the Standards for Pollution Control on General Industrial Solid Waste Storage and Disposal Sites (《一般工業固體廢物貯存、處置場污染控制標準》) (GB18599-2001) and its amended standards; used engine oil is hazardous waste that executes the Standards for Pollution Control on Hazardous Waste Storage (《危險廢物貯存污染控制標準》) (GB18597-2001) and its amended standards; as a result of low production and downgrade use internally, the local environmental protection authority has removed the Company from the list of enterprises under hazardous waste management; oily waste cloth is hazardous waste included in the List of Hazardous Waste Exempt from Management (《危險廢物豁免管理清單》) that are not managed as hazardous waste throughout the process.

Noise: executes Type 2 standards of the Environmental Noise Emission Standards for Industrial Enterprises at Factory Boundary (《工業企業廠界環境噪聲排放標準》) (GB12348-2008) (daytime: 60dB(A), night-time: 50dB(A)).

Shandong Fulilong has carried out the first round of clean production since 2012 and passed the inspection in 2014. Thereafter, the Company promoted the idea, content and meaning of "clean production" and "clean production review" as well as the laws and regulations including the "Regulations on Clean Production Review Procedures for Key Enterprises" (《重點企業清潔生產審核程序的規定》) in various ways, such as utilizing workshop blackboards and pre-shift meetings. It also convened clean production mobilization meetings in the factory regularly to organise the leaders at mid-level or above and key employees to participate in the training seminars on clean production, so that each employee could recognize the ultimate objective of clean production is "energy saving, consumption reduction, pollution reduction and efficiency improvement".

A. THE ENVIRONMENT *(continued)*

A1: Emissions *(continued)*

A1.1 Category and data of emissions (continued)

(I) Shandong Fulilong *(continued)*

Table of Category and Data of Emissions of Shandong Fulilong in 2023

Waste category	Waste description	Pollutant output (t)	Pollutant emission volume (t)	Emission per unit product (kg/t)
Exhaust gas	Tower compound and mixed fertiliser dust	14.6	0.73	0.01
	Rotary drum compound and mixed fertiliser dust	12.6	0.63	0.021
	SO_2	0.0635	0.0635	0.0005
	NOx	4.622	4.622	0.0364
	Ammonia	0.825	0.825	0.0065
	Greenhouse gas (CO_2)	6,398.81	6,398.81	50.38
Waste water	Domestic sewage	5,966	5,966	/
General solid waste	Domestic waste	52	52	/
	Dust collection by dust collectors	25.84	/	/
	Waste packaging bags	17.5	/	/

A. THE ENVIRONMENT *(continued)*

A1: Emissions *(continued)*

A1.1 Category and data of emissions (continued)

(II) Guangdong Fulilong

Guangdong Fulilong supervises and controls its own emission data in strict compliance with the requirements on emission volume and standards stipulated by relevant laws and regulations.

The relevant laws and regulations that it complies with mainly include: the Environmental Protection Law of the People's Republic of China (《中華人民共和國環境保護法》), Law on the Prevention and Control of Air Pollution of the People's Republic of China (《中華人民共和國大氣污染防治法》), Law on the Prevention and Control of Water Pollution of the People's Republic of China (《中華人民共和國水污染防治法》) and Law on the Prevention and Control of Solid Waste Pollution of the People's Republic of China (《中華人民共和國固體廢物污染環境防治法》) and other laws and regulations.

The relevant emission standards that it has complied with mainly include:

Waste water: executes the sewage treatment agreement standards signed with Shenzhen Donghong Environmental Protection Co., Ltd. (深圳市東虹環保有限公司): COD≤350 mg/L, NH3-H≤20 mg/L, SS≤250mg/L, BOD≤200 mg/L.

Exhaust gas: crushing, sludge storage, deodorization and fermentation, mixing of mixed materials, fermentation of auxiliary materials, secondary high-temperature fermentation, fuel combustion, conveying, weighing, pelletising, melt-mixing, cooling process exhaust vent: the ammonia and hydrogen sulfide execute the table 2 emission standard value of odor pollutants of the Emission Standard for Odour Pollutants (《惡臭污染物排放標準》(GB14554-93)), and the remaining executes the second period of second stage emission limits of Emission Limits of Air Pollutants (《大氣污染物排放限值》(DB44/27-2001)) of Guangdong Province.

Exhaust gas at factory boundary: the ammonia and hydrogen sulphide execute the second stage limits in table 1 standard value of new reconstruction and expansion at factory boundary of the Emission Standard for Odour Pollutants (《惡臭污染物排放標準》(GB14554-93)), with hydrogen sulphide ≤0.06 mg/m^3, ammonia ≤1.5 mg/m^3; particulates execute the requirements of second period for monitoring concentration limits for unorganized emissions of Emission Limits of Air Pollutants (《大氣污染物排放限值》(DB44/27-2001)) of Guangdong Province with particulates ≤1.0 mg/m^3.

Solid waste: solid waste executes temporarily requirements General Industrial Solid Waste Storage and Disposal Site Pollution Control Standards (《一般工業固體廢物貯存、處置場污染控制標準》(GB18599-2001)) in factories.

A. THE ENVIRONMENT *(continued)*

A1: Emissions *(continued)*

A1.1 Category and data of emissions (continued)

(II) Guangdong Fulilong *(continued)*

Noise: executes Type 3 standards of Factory Environmental Noise Emission Standards for Industrial Enterprises Boundary (《工業企業廠界環境噪聲排放標準》(GB12348-2008)), daytime: ≤65dB(A), night-time: ≤55dB (A).

Emissions Category and Emissions Data Table of Guangdong Fulilong in 2023

Waste category	Waste description	Pollutant output (t)	Pollutant emission volume (t)	Emission per unit product
Waste water	Domestic sewage	10,171.44	10,171.98	22,356kg/head/year
	CODcr	2.016	2.034	3.6kg/head/year
	BOD5	1.224	1.2204	2.61kg/head/year
	SS	1.224	1.2204	2.61kg/head/year
	NH_3-N	0.2034	0.2034	0.441kg/head/year
	Animal and vegetable oil	0.12708	0.12708	0.279kg/head/year
Exhaust gas	Dust	121.86	121.932	0.02016kg/t
	Ammonia	0.98	0.98	0.00005kg/t
	Hydrogen sulphide	0.08	0.08	0.0000112kg/t
	Sulfur dioxide	0.052	0.052	0.00032kg/t
	NOx	0.3301	0.3301	0.0002016kg/t
	Soot dust	0.12576	0.12576	0.0000768kg/t
	Greenhouse gas (CO_2)	140,904	140,904	86,024kg/t
Solid waste	Domestic waste	54.6	0	150kg/head/year
	Dust collection by dust collectors	612.8	0	0
	Waste packaging bags	109.6	0	0

1. Domestic waste includes waste papers, cleaning cloth, gloves and other supplies used in the production process;
2. Waste packaging bags are recycled by recycling companies.

A. THE ENVIRONMENT *(continued)*

A1: Emissions *(continued)*

A1.2 Emission of greenhouse gas

(I) Shandong Fulilong

Shandong Fulilong's emission sources of greenhouse gas mainly include fuel combustion emission, industrial production process emission, CO2 recycling, CO2 emission and other greenhouse gas emissions caused by net-purchased electricity and heat consumption. According to Shandong Fulilong's actual situation, the emission sources of greenhouse gas are mainly gas-powered hot blast stoves and CO2 emissions caused by net-purchased electricity and heat consumption.

① The greenhouse gas emissions from fuel combustion are:

$$E_{CO_2\text{-combustion}} = 23.776 \times (342.47 \times 15.30 \times 10\text{-}3) \times 99\% \times \frac{44}{12} = 452.23t$$

② The greenhouse gas emissions from net-purchased electricity consumption are:

$$E_{CO_2\text{-net purchased electricity}} = (76.129+ 64.441+1.316+7.072) \times 10^4 \times 0.8606 \times 10^{-3} = 1{,}281.93t$$

③ The greenhouse gas emissions from net-purchased heat consumption are:

$$E_{CO_2\text{-net purchased heat}} = (13{,}683 + 1{,}626) \times 2.77 \times 0.11 = 4664.65t$$

According to Shandong Fulilong's actual production situation, Shandong Fulilong's greenhouse gas emission is carbon dioxide (CO2) emission, and the sources of emissions are mainly gas-powered hot blast stoves and net-purchased electricity and heat consumption. After comparing and referring to the reference materials, the calculated greenhouse gas emission in 2023 was 6,398.81 tons and the product output in 2023 was 127,000 tons, which is equivalent to 50.38kg CO2/t product of greenhouse gas emissions per unit product.

A. THE ENVIRONMENT *(continued)*

A1: Emissions *(continued)*

A1.2 Emission of greenhouse gas (continued)

(II) Guangdong Fulilong

Guangdong Fulilong's emission sources of greenhouse gas mainly include fuel combustion emission, industrial production process emission, CO2 emission and other greenhouse gas emissions caused by net-purchased electricity and heat consumption.

① The emissions from net-purchased electricity consumption are:

$$E_{CO_2\text{-net purchased electricity}} = 682.5 \times 10^4 \times \frac{0.8959 + 0.3648}{2} \times 10^{-3} = 4{,}302.14\text{t}$$

② The emissions from net-purchased heat consumption are:

$$E_{CO_2\text{-net purchased heat}} = 98{,}280 \times 2.79 \times 0.11 = 30{,}162.132\text{t}$$

③ The emissions from fuel combustion are:

$$E_{CO_2\text{-combustion}} = 65.52 \times 389.31 \times 0.0153 \times 99 \times \frac{44}{12} = 141{,}666.616\text{t}$$

According to Guangdong Fulilong's actual production situation, Guangdong Fulilong's greenhouse gas emission is carbon dioxide (CO2) emission, and the sources of emissions are mainly consumption of net purchased electricity and heat. After comparing and referring to the reference materials, the calculated greenhouse gas emission of Guangdong Fulilong in 2023 was 139,356.27 tons and the product output of Guangdong Fulilong in 2023 was 1.296 million tons, which is equivalent to 77.4216kg CO2/t product of greenhouse gas emissions per unit product.

A. THE ENVIRONMENT *(continued)*

A1: Emissions *(continued)*

A1.3 Hazardous wastes

(I) Shandong Fulilong

The main hazardous wastes are used engine oil and oily waste cloth and gloves.

Oily cloth and labour protection gears abandoned according to the List of Hazardous Waste Exempt from Management are not managed as hazardous waste throughout the process.

As the hazardous waste (i.e. used engine oil) has low production and can be used as equipment corrosion protection internally on a down-grading basis, the local environmental protection authority has removed Shandong Fulilong from the list of enterprises under hazardous waste management. In order to properly manage and prevent hazardous waste that is not used up from polluting the environment, Shandong Fulilong actively signed the hazardous waste disposal agreement as a backup.

(II) Guangdong Fulilong

There was no hazardous waste generated in the operation process of Guangdong Fulilong.

A1.4 Non-hazardous wastes

(I) Shandong Fulilong

The non-hazardous wastes generated by Shandong Fulilong are shown in the table below:

Pollutant		Annual output (t)	Annual emission volume (t)
Exhaust gas	Tower compound and mixed fertiliser dust	14.6	0.73
	Rotary drum compound and mixed fertiliser dust	12.6	0.63
	Greenhouse gas (CO_2)	6,398.81	6,398.81
	Ammonia	0.825	0.825
Waste water	Domestic sewage	5,966	5,966
General solid waste	Domestic waste	52	52
	Dust collection by dust collectors	25.84	/
	Waste packaging bags	17.5	0

A. THE ENVIRONMENT *(continued)*

A1: Emissions *(continued)*

A1.4 Non-hazardous wastes (continued)

(II) Guangdong Fulilong

The non-hazardous wastes generated by Guangdong Fulilong are shown in the table below:

Pollutant		Annual output (t)	Annual emission volume (t)
Exhaust gas	Dust	121.86	121.932
	Greenhouse gas (CO_2)	140,904	140,904
	Ammonia	0.98	0.98
Waste water	Domestic sewage	10,171.44	10,171.98
General solid waste	Domestic waste	54.6	0
	Dust collection by dust collectors	612.8	0
	Waste packaging bags	109.6	0

A1.5 Measures to reduce emissions

(I) Shandong Fulilong

Please refer to A1.1 for details of the emission targets set by Shandong Fulilong and the procedures taken for achieving these targets.

(II) Guangdong Fulilong

Please refer to A1.1 for details of the emission targets set by Guangdong Fulilong. The procedures taken for achieving these targets are shown in the table below:

Environmental management			Effect
Pollution prevention	Exhaust gas	Gravity sedimentation chamber	Meeting the emissions standard
		Gravity sedimentation + acid spray	Meeting the emissions standard
		Bag dust removal	Meeting the emissions standard
		Water spray + alkali liquor spray biological purification tower integrated equipment	Meeting the emissions standard
	Waste water	/	/
	Noise	Mechanical acoustic enclosure, construction of sound insulation room and other noise control	Reducing noise pollution
	Solid waste	Dust	Reusing for production after collection
		Raw materials sludge of acid spray tower	Reusing for production after collection and being naturally dried
		Scum of raw materials	Reusing for production after collection
		Waste packaging	Recycling by waste collection station regularly after collection
		Domestic waste	Processing by environmental sanitation department after collection
		Calcium carbonate powder after moisture absorption	Selling to a professional company for recycling after collection

A. THE ENVIRONMENT *(continued)*

A1: Emissions *(continued)*

A1.6 Waste treatment and waste reduction measures

(I) Shandong Fulilong

Please refer to A1.1 for details on Shandong Fulilong's methods in handling hazardous and non-hazardous wastes, the established waste reduction targets and the procedures taken to achieve these goals.

(II) Guangdong Fulilong

Please refer to A1.1 and A1.5 for details on Guangdong Fulilong's methods in handling hazardous and non-hazardous wastes, the established waste reduction targets and the procedures taken to achieve these goals.

A2: Use of Resources

A2.1 Energy consumption

(I) Shandong Fulilong

Shandong Fulilong's main energy consumption is electricity, steam and natural gas. In 2022, steam was provided by Changle Golden Age Thermoelectricity Power Co., Ltd. Natural gas is used in hot blast stoves. Please see the table below for details:

Auxiliary materials generation unit	Main energy	Annual consumption (t)	Per unit product consumption (kg/t)
Tower workshop	Electricity	761,290 kWh	10.4kWh/t
	Steam from external purchase	13,683m^3	187kg/t
Rotary drum workshop	Electricity	644,407kWh	21.5kWh/t
	Steam from external purchase	1,626t	54.2kg
	Natural gas	237,762m^3	7.9m^3/t
Doped Fertilizer Workshop	Electricity	131,56kwh	0.5kw/t
Domestic and office space	Electricity	70,720kWh	

A. THE ENVIRONMENT *(continued)*

A2: Use of Resources *(continued)*

A2.1 Energy consumption (continued)

(II) Guangdong Fulilong

The main energy required for production in Guangdong Fulilong is water, electricity, steam and natural gas, and the steam was purchased from Guangdong Lvzhou Fertiliser Industry Company Limited.

Main energy	Auxiliary materials generation unit	Annual consumption	Per unit product consumption
Water	Office space and domestic	113,022 tons	37.62 t/head/year
Water	Water for production	30,471.3 tons	16.848 kg/t/product
Electricity	Office space, production and domestic	4.9104 million kWh	16,380 kWh//head/year
Steam	Production	70,761.6 tons	39.312 kg/t
Natural gas	Fuel of hot drying oven	54.9 m^3	0.261 m^3/t

Note: The per unit product consumption of domestic and office space is calculated based on per capita consumption, and the water used for domestic and office space includes water for greening and dust suppression.

A2.2 Water consumption

(I) Shandong Fulilong

Shandong Fulilong's main water consumption comes from domestic and office space. During the reporting period, the total water consumption was 7,458 m^3.

(II) Guangdong Fulilong

Main energy	Auxiliary materials generation unit	Annual consumption	Per unit product consumption
Water	Office space and domestic	113,022 tons	37.62 t/head/year
Water	Water for production	30,471.3 tons	16.848 kg/t/product

Note: The per unit product consumption of domestic and office space is calculated based on per capita consumption, and the water used for domestic and office space includes water for greening and dust suppression.

A. THE ENVIRONMENT *(continued)*

A2: Use of Resources *(continued)*

A2.3 Energy efficiency goals and measures taken

(I) Shandong Fulilong

Title of scheme	Investment (In RMB0,000)	Implementation effect	
		Environmental effect	Economic effect
Upgrading the packaging process	70	The packaging line is moved to the new goods warehouse through conveyor belts, and the packaged goods can be stored in the warehouse directly, which greatly saves manpower, resources and transit costs.	No significant economic benefit

(II) Guangdong Fulilong

Title of scheme	Scheme introduction	Investment (In RMB0'000)	Implementation effect	
			Environmental effect	Economic effect
Bag dust removal + washing tower + activated carbon adsorption + washing tower	Repair and maintenance of exhaust, tower wall and other facilities	6.82	Effectively reduce the emission of particulates and ammonia, reduce solid waste generation	Save steam and fees and expenses
	Place a new dust removal equipment and replace the bag of old equipment	5.36	Better dust collection, block dust, so that the filtered gas is more purified	Recycle more dust for production to save cost
	Regular repair and maintenance of washing tower and activated carbon adsorption	2.5	Repair and maintenance may avoid malfunction of bag dust removal + washing tower + activated carbon adsorption + washing tower and reduce environmental pollution caused by malfunction	Recycle more dust for production to save cost
Electricity saving reformation	Inspection, repair and maintenance of energy-saving lamps and other environmentally-friendly and energy-saving lighting equipment	0.316	Energy-conservation and consumption-reduction	Save electricity, energy and relevant expenses

A. THE ENVIRONMENT *(continued)*

A2: Use of Resources *(continued)*

A2.4 Water efficiency targets and measures adopted

The business operation of the Group does not involve using large volume of water, and the consumption of water resources is only generated by domestic and office use. Therefore, the data is not presented in this report.

A2.5 Packaging materials

(I) Shandong Fulilong

During the reporting period, the packaging materials used by Shandong Fulilong's finished products are as follows:

Auxiliary materials generation unit	Major raw and auxiliary materials	Annual consumption (t)	Per unit product consumption (kg/t)
Tower workshop	Packaging bags	1,679,000 pieces	23 pieces/t
Rotary drum workshop	Packaging bags	690,000 pieces	23 pieces/t

(II) Guangdong Fulilong

During the reporting period, the packaging materials used by Guangdong Fulilong's finished products are as follows:

Major raw and auxiliary materials and energy	Product	Annual consumption
Packaging bags	Product packaging	963,000 pieces

A. THE ENVIRONMENT *(continued)*

A3: Environment and Natural Resources

(I) Shandong Fulilong

Shandong Fulilong has all along been committed to the development of fertiliser industry, and it is in strict compliance with the "Clean Production Promotion Law of the People's Republic of China", and advocates energy-saving, environmentally-friendly, and proactive implementation of clean production, and adheres firmly to the principles of harmonious development of safety production and environmental protection. While constantly improving the equipment healthy standard, it will increase its efforts in pollution control, energy conservation and emission reduction. At the same time, the company will further strengthen operation management, enhance the operation standard of operators and strengthen equipment management to ensure reliable operation of equipment and the standard and stable operation of pollutants control facilities and strive for achieving a social development with blue sky and clear water.

Shandong Fulilong's management attaches great importance to environmental protection, actively participates in various special trainings and conferences, and conducts environmental protection education to employees from time to time to popularize the environmental protection knowledge. The company's environmental technicians participate in training classes on environmental facilities, and can only take up job position after obtaining the management qualification for environmental facilities, and shall attend internal training on a regular basis.

(II) Guangdong Fulilong

Guangdong Fulilong has a relatively comprehensive environmental management system, a sound internal environmental management system, complete daily environmental management work, and timely inspection of the environments of production, storage, office and other work areas. It implements the whole-process environmental management during the entire production process to prevent environmental pollution issue from happening during the production process.

In 2023, Guangdong Fulilong's production lines were mainly equipped with the granulation method with high tower and stirring fermentation method. The production process of compound fertilisers under the granulation method with high tower had no water introduction and drying process, and thus saving energy consumption as well as creating a good operating environment in a clean production process. The stirring fermentation production device had characteristics of high degree of automation, high technical content and stable product quality, and thus reducing consumption of raw materials and energy, and the amount of pollutants produced is controlled strictly for the sake of meeting clean production. In general, all the Guangdong Fulilong's production lines have reached the international advanced standard of clean production.

A. THE ENVIRONMENT *(continued)*

A3: Environment and Natural Resources *(continued)*

(II) Guangdong Fulilong (continued)

Guangdong Fulilong attaches great importance to environmental management training, and regularly dispatches personnel to participate in training on corporate environmental credit evaluation, hazardous chemical management technology business, hazardous waste management technology business and environmental emergency management, so as to keep abreast of new national environmental protection policies, regulations and technologies standardization in a timely manner, and improve the Guangdong Fulilong's comprehensive environmental protection management capabilities.

A4: Climate change

As the pollution is getting more and more serious, extreme weather phenomena will occur frequently and the frequency will increase significantly. Extreme climates include droughts, floods, high temperature, heat wave, and low temperature damages. After such an extreme situation occurs, individuals, companies and countries should take timely actions to respond. Extreme climate changes will have a serious impact on agricultural products, which in turn may cause slight impact on the Company's compound fertiliser business. The Company will promptly adjust its product structure and production volume according to market conditions.

B. SOCIETY

EMPLOYMENT AND LABOUR PRACTICES

B1: EMPLOYMENT

The Group is committed to creating a sound working environment for its employees and attaches importance to human resource works. It firmly believes that the realisation and improvement of employee value would benefit the Group in accomplishing its overall objectives. The Group highly recognises the contributions of employees for the growth of results of the Group, and offers skill training, career planning and development opportunities for employees, so as to provide them with humanistic care and develop a platform for employees to grow together and share the results with the Group.

The employee working hours of the Group are in compliance with the relevant requirements of the Labour Law of the PRC and Labour Contract Law of the PRC, it implements a system of 40 working hours per week, while production workers work and take rest on shifts. Employees are also entitled to rest days and statutory holidays as set forth by Labour Law.

The Group considers the necessity of maintaining reasonable personnel structure and talents reserve in terms of its existing business and development perspectives, set qualifications and standards for different positions as the standards for recruitment. The recruitment channels of the Group include recruitment in schools, social recruitment and internal recommendation. Every applicant shall fulfil the educational background and professional skills requirements, and pass the corresponding interview. The Group upholds the principle of equality pay for equal work, also adheres to the concept of equality, voluntarily and consensus, and entered into written labour service contract with all employees. The employee remuneration of the Group is determined by reference to local market standard and his/her ability, qualifications and experience. Discretionary incentives would be granted according to individual performance during the year as a motivation for employees who made contributions to the Group. It also pays the pension insurance, medical insurance, unemployment insurance, work-related injury insurance, maternity insurance and housing provident fund for employees according to government regulations.

B. SOCIETY *(continued)*

EMPLOYMENT AND LABOUR PRACTICES *(continued)*

B1: EMPLOYMENT (continued)

B1.1 Total number of employees

Total number of employees in the Group by geographic region and type of employment in 2023												
Employee category	Headquarters		Guangdong Fulilong		Shandong Fulilong		Shanghai Muling		Shanghai Weidi		Total	Percentage
	Number of employees	Percentage	Number of employees	Percentage	Number of employees	Percentage	Number of employees	Percentage	Number of employees	Percentage		
Contract employees	7	54%	88	100%	125	92%	3	100%	24	100%	247	95%
Employees under the labour system	6	46%	0	0	11	8%	0	0	0	0	17	5%
Total	13	100%	88	100%	136	100%	3	100%	24	100%	264	100%

Total number of employees in the Group by gender in 2023 (Contract employees)					
Department		The Group			Total
		Male	Female	Total	
Persons in charge of companies		4	1	5	5
Office & Finance	Persons in charge of departments	4	4	8	45
	Staff	16	21	37	
Procurement & Storage	Persons in charge of departments	4	0	4	40
	Staff	27	9	36	
Quality management & Technology	Persons in charge of departments	2	3	5	22
	Staff	7	10	17	
Marketing & Market	Persons in charge of departments	2	0	2	52
	Staff	46	4	50	
Production & Engineering	Persons in charge of departments	4	0	4	83
	Staff	76	3	79	
Total	Persons in charge of companies	4	1	5	247
	Persons in charge of departments	16	7	23	
	Staff	172	47	219	
Total		192	55	247	
Percentage		77.7%	22.3%	100%	

B. SOCIETY *(continued)*

EMPLOYMENT AND LABOUR PRACTICES *(continued)*

B1: EMPLOYMENT (continued)

B1.1 Total number of employees *(continued)*

Total number of employees of the Group by age in 2023 (Contract employees)								
Department		The Group						
		Aged 25 and below	Aged 26-35	Aged 36-45	Aged 46-55	Aged 55 and above	Total	Total
Persons in charge of companies		0	1	1	1	2	5	5
Office & Finance	Persons in charge of departments	0	2	2	3	1	8	45
	Staff	3	11	6	14	3	37	
Procurement & Storage	Persons in charge of departments	0	2	2	0	0	4	40
	Staff	2	13	12	9	0	36	
Quality management & Technology	Persons in charge of departments	0	1	3	0	1	5	22
	Staff	0	9	4	1	3	17	
Marketing & Market	Persons in charge of departments	0	0	1	1	0	2	52
	Staff	1	24	14	11	0	50	
Production & Engineering	Persons in charge of departments	0	1	0	2	1	4	83
	Staff	0	14	13	46	6	79	
Total	Persons in charge of companies	0	1	1	1	2	5	247
	Persons in charge of departments	0	6	8	6	3	23	
	Staff	6	71	49	81	12	219	
Total		6	78	58	88	17	247	
Percentage		2.4%	31.6%	23.5%	35.6%	6.9%	100%	

B. SOCIETY *(continued)*

EMPLOYMENT AND LABOUR PRACTICES *(continued)*

B1: EMPLOYMENT (continued)

B1.2 Employee turnover rate

Employee turnover rate of the Group by geographic region in 2023

Department	Headquarters		Guangdong Fulilong		Shandong Fulilong		Shanghai Muling		Shanghai Weidi		Total	
	Increased by	Decreased by	Increased by	Decreased by	Increased by	Decreased by	Increased by	Decreased by	Increased by	Decreased by	Increased by	Decreased by
Office & Finance	0	0	3	0	2	4	0	0	0	1	5	5
Procurement & Storage	0	0	1	0	2	5	0	0	0	0	3	5
Quality management & Technology	0	0	0	0	0	0	0	0	0	1	0	1
Marketing & Market	0	0	0	1	4	2	0	0	0	0	4	3
Production & Engineering	0	0	1	6	12	11	0	0	0	0	13	17
Total	0	0	5	7	20	22	0	0	0	2	25	31
Turnover rate	0.0%	0.0%	2.0%	2.8%	8.1%	8.9%	0.0%	0.0%	0.0%	0.8%	10.1%	12.5%

Employee turnover rate of the Group by age and gender in 2023

Company Name	Analysis of department turnover		Total	Analysis of department turnover					Total
Item	(Male)	(Female)		≤25	26~35	36~45	46~55	>55	
Headquarters	0	0	0	0	0	0	0	0	0
Guangdong Fulilong	7	0	7	0	2	3	1	1	7
Shandong Fulilong	18	4	22	0	1	17	4	0	22
Shanghai Muling	0	0	0	0	0	0	0	0	0
Shanghai Weidi	1	1	2	0	1	1	0	0	2
Total	26	5	31	0	4	21	5	1	31
Employee turnover rate	10.5%	2.0%	12.5%	0%	1.6%	8.5%	2.0%	0.4%	12.5%

B. SOCIETY *(continued)*

EMPLOYMENT AND LABOUR PRACTICES *(continued)*

B2: Health and Safety

The Group attaches importance to the occupational health and safety of employees, continues to conduct occupational safety training and enhances employee's consciousness on self-safety and self-protection. It conducts periodic identification on sources of danger and environmental factors to control dangerous factors, improves the safety of employees' working environment and prevents the occurrence of occupational diseases, endeavours to provide employees with a safe, healthy and secured working environment.

B2.1 Number and proportion of work-related deaths

Proportion of work-related injury leave and number of work-related deaths			
Year	Number of work-related injuries (person)	Number of work-related injury leave (day)	Number of work-related deaths (person)
2021	2	524	0
2022	1	214	0
2023	0	0	0
Proportion	N/A	N/A	0%

B2.2 Number of work days lost due to work-related injuries

Please see B2.1 for details.

B2.3 Occupational Safety and Safety Measures

All the production workshops in the Group provide labour protection gears for production workers to minimise hazards on employee health to the greatest extent. Meanwhile, the Group organizes irregular drills such as fire safety inspection, self-rescue and escapes each year, it also strengthens the training on employees on operation strictly according to production procedures, so as to enhance the safety consciousness and self-protection abilities, and avoid chances of accidents on employees during works. The Group organises irregular physical examinations for employees, endeavours to improve employee working environment and facilities, and strives to provide all employees a warm and comfort working environment and safe production environment. Moreover, the Group has its own canteen in its working place, which provides many varieties of nutritious and diversity healthy meals every day. It also provides night shift workers extra meal supplement.

B. SOCIETY *(continued)*

EMPLOYMENT AND LABOUR PRACTICES *(continued)*

B3: Development and Training

The Group values and respects talents, and selects and recruits talents in compliance with the normative and sound system to stimulate talents' growth potentials. We believe that employees will keep on growing along with the business expansion of the Group. The Group provides employees with targeted, systematic, prospective, multi-layered and multiform trainings, for example, trainings of corporate cultures, guidelines and goals, safety production and mandatory pre-employment trainings for new staff; and also provides different aspects of trainings for on-job staff covering management, quality standards, skills and expansion, which will fully explore employees' potentialities to assist the sustainable development of the Group's business. During the year under review, through different forms of internal and external trainings, total training hours in the Group were 555.75 hours with 168 employee attendance in total at all levels. The training content mainly includes system, skills, safety and other special trainings. With the continuous development of the Group, to ensure the constant improvement of team qualities, the Group will increase employees' training opportunities, and keeps on reviewing, inspecting and improving training programmes in meeting the development requirements of the business operation and our employees.

B3.1 Employee training ratio

Training statistics categorised by employee category in 2023					
Department	Training headcount (person)	Total training hours (hour)	Number of employees of the Company	Average training hours (hour/person)	Proportion of trainees
Persons in charge of companies	2	51.75	6	8.6	33%
Persons in charge of departments	7	48	28	1.7	25%
General Staff	159	456	271	1.7	59%
Total	168	555.75	305	1.8	55%

Training statistics categorised by gender in 2023					
Category	Training headcount (person)	Total training hours (hour)	Number of employees of the Group	Average training hours (hour/person)	Proportion of trainees
Male staff	141	364	200	1.8	71%
Female staff	27	191.75	105	1.8	26%
Total	168	555.75	305	1.8	55%

B3.2 Average Training Hours

Please refer to B3.1 for details on the average training hours completed by each employee categorised by gender and category.

B. SOCIETY *(continued)*

EMPLOYMENT AND LABOUR PRACTICES *(continued)*

B4: Labour Standards

Being fully aware that exploitation of child and forced labour violates the PRC labor law, the Group strictly prohibits the employment of any child labour and forced labour in any form. New employees are required to provide true and accurate personal data when they are on board. Recruiters should strictly review the entry documents including personal date such as medical examination certificates, academic certificates and identity cards.

The Group offers job opportunities, remuneration, education, performance assessment and promotion based on the principle of fairness. It never discriminates any employee on grounds of gender, age, nationality, religion, culture and educational background, and strives to provide an equal development platform for all employees, protect the various lawful rights and interests of employees and creates a harmonious working environment. The Group strictly complies with the relevant government laws and regulations, all our businesses will not engage any child labour or forced labour. During the reporting period, there was no circumstance of breaching of related laws and regulations occurred in the Group.

OPERATION PRACTICE

B5: Supply Chain Management

The Group strives to provide clients and consumers with quality and safe products, and has gained good brand reputation and market credibility over the years. The Group places great emphasis on supply chain management from raw material procurements to finished goods production, and delivers products to customers and consumers through sales channels. We ensure the entire process is in strict compliance with the operating rules of the Company and legally operated to eradicate any behaviour of corruption, bribery, fraud or dishonesty in a bid to strengthen our integrity.

Facing the fierce market competition, the Group strengthens its management on procurement, production, circulation and consumption segments from the supply chain perspective, and regards division and coordination as its main forms to achieve high-efficient operation efficiency in logistics, cash flow and information flow.

At present, the Group mainly adopts push-forward supply chain management model during its production phase, which means we consider various factors in a whole and organise production with reference to the forecast of market supply and demand to ensure the final strategic decision is within a certain assured range; we adopt driven-oriented supply chain management model during the sales stage, which means we organise the production and delivery of products according to orders and demand from market and customers.

To ensure the supply quality of all raw materials, auxiliary materials and packaging materials, the Group conducts standardised management of material procurement and perfects its management system. The quality control department of the Group is responsible for monitoring and evaluating the supply quality from suppliers in the long term. If any significant changes in supplier qualification or serious quality problems are discovered, the Group will immediately cease the supply from them and arrange returns for materials with quality problems.

The number of suppliers by region is approximately 151 in total.

Region	Northeast	North China	East China	Central China	Southwest	Northwest
Number	1	5	126	8	10	1

B. SOCIETY *(continued)*

OPERATION PRACTICE *(continued)*

B6: Product Liability

(I) Biological compound fertiliser

The Group has all along been placing great emphasis on product safety for a long period of time. The Group is in strict compliance with the relevant state laws and regulations on product safety and advertisement publicity, including but not limited to Product Quality Law of the People's Republic of China, Metrology Law of the People's Republic of China, Advertising Law of the People's Republic of China and PRC Law on the Protection of Consumer Rights.

To ensure the interests of the distributors and users, the Company has formulated rules and regulations such as Consumer Data Protection and Privacy Policy, Non-conforming Product Management System, Product Inspection Regulations and Return Process etc. These would expose the Company to certain economic losses but can guarantee the interests of dealers and users to a maximum extent.

According to the above-mentioned documents, the Company has not received any complaints for its products and services in 2023, and in terms of the products sold or shipped, there was no case of recall due to safety and health reasons.

(II) Elderly care and health care business

During the year under review, for the Group's healthy pension business, Shanghai Muling, a subsidiary of the Company, is a management institution on elderly care services designed specifically for seniors with complete or partial disability or dementia in mainland China. Its standardised projects for elderly day care services was awarded by Shanghai Quality and Technical Supervision Bureau (上海市質量技術監督局) as the "First Batch of Standardised Pilot Projects on Social Management and Public Services in Shanghai in 2014 (《2014年第一批上海市社會管理和公共服務標準化試點項目》), and it became one of the fourth batch of comprehensive standardised pilot projects on social management and public services in China in 2017. Shanghai Muling is a "Supervisory and Advisory Organisation on Elderly Care Service Management" (養老服務管理督導與諮詢機構) designated by Shanghai Civil Affairs Bureau, and is qualified to rate other elderly care organisations in Shanghai. Various publications written by Shanghai Muling, including"Quality Control Manual for Elderly Care Service Organisation" (ISO9001 Quality Management Systems for Elderly Care Organisations) (《養老服務機構質量管理手冊》(養老機構ISO9001質量管理體系)), "Practical Manual for Management of Elderly Care Organisations in Pudong New Area" (《浦東新區養老機構管理實用手冊》), "Practical Manual form Management of Elderly Day Care Centres in Pudong New Area" (《浦東新區老年人日間照護中心管理實用手冊》) and "Training Materials for Superintendents of Elderly Care Organisations" (《養老機構院長培訓教材》) were promoted as materials for vocational and technical training in elderly care industry and became industry norms of elderly care services in Shanghai and surrounding areas.

B. SOCIETY *(continued)*

OPERATION PRACTICE *(continued)*

B7: Anti-Corruption

In strict compliance with national laws and regulations and relevant policies of the Group, the Group requires its employees abstaining from misconducts such as offering or accepting bribery and corruption in any circumstance. Any suspected criminal offence will be promptly whistle-blown and reported to relevant authorities. During the period under review, no lawsuit related to corruption against the Company and its employees were filed and concluded.

The Group continues to improve its internal audit rules and regulations with an aim to strengthen internal supervision, risk management and anti-corruption management. An internal audit department has been established in the Company to oversee internal audit monitoring and internal control system building of the Group. To reduce operation and investment risks, the audit committee of the Board of the Company is also in place to exercise effective monitoring over the issues of the Group including financial incomes and expenses, budgets, final accounts, asset quality, and major technological research and development as well as infrastructure projects and other internal investments. The Group formulated the Risk Management and Internal Control System, and manages and controls all kinds of risks in the Group comprehensively, restrains any illegal operation behaviours such as bribery, fraud and corruption, which promotes the Group to run business according to laws.

B8: Community investment

For social public well-being and interests, the Group always remains committed to mission and vision of “enthusiastic in public welfare, repaying the society”, and actively performs enterprise social responsibility and supports social public welfare. The management of the Company considers that it is not only an obligation for enterprises to engage in social welfare activities, but also an essential condition for the growth and development path of enterprises.

B. SOCIETY *(continued)*

OPERATION PRACTICE *(continued)*

B8: Community investment (continued)

For a long period of time, with the effective integration of its business development with social responsibility, the Group extends active presence in public welfare activities under the motto of "Be Kind to the Society". In recent years, the Group extends active presence in poverty relief and develops charitable activities to help the disadvantaged in the society, organises a string of activities such as "Donate our Love", through which we try our best to extend our helping hands and show our cares for the special needs, poverty-stricken regions, thereby repay the society with practical actions. Ms. Sun Li, the Chairman of the Board of the Company, is a member of the charity, Alxa SEE Ecological Association (Alxa SEE) and the Company became a member unit of Alxa SEE. Alxa SEE is the first social group in the PRC with social responsibility as its commitment, entrepreneurs as its main body and environmental protection as its objective. The Company will make more contribution to the environmental protection in the PRC via this platform. Serving as the deputy secretary of the Bohai Project Centre of Alxa SEE Ecological Association, Ms. Sun will, on behalf of the Company, strive to protect the coastal wetland of Bohai Rim, promote the improvement of corporate pollution and support newly-established environmental protection organisations. The Company has signed up to Business for Nature ("BfN")'s Call to Action of "Nature is everyone's business". It has promised and taken practical actions to protect nature and biodiversity, and put green and sustainable development into practise. BfN is a global coalition that comprises influential organizations and forward-thinking companies, including corporate membership organizations, industry associations, research institutions and other non-governmental organisations. Its strategic goal is to promote sustainable development and make changes through the use of business models that protect nature. Since the Group started engaging in the elderly care operation business, we have been vigorously promoting the development of community-based elderly care services through the establishment of elderly care organisations and community-based day care centres and other elderly care institutes to support family endowment and grown-up children living with their elderly parents. Through visiting the elderly living alone and empty nest elderly families, the Group aims to help the elderly to solve practical difficulties with constant innovative service model for the elderly in providing personalised professional services. To arrange related resources of hospital for the elderly, a variety of activities including elderly care consultation and renowned doctor consultation are provided to enable the elderly to have a better life.

Looking forward, the management of the Company deeply understands that "enterprises that actively undertake social responsibility are the most competitive and viable enterprises". Thus, we will integrate the ESG management more profoundly into our daily works. We will also constantly improve the management mechanism, and let the ESG practices run through every segment of the Group, continue to improve the performance of stakeholders such as communities, employees, suppliers and governments, and pay more attention to the responsibilities of stakeholders such as the environment, social organisations and customers. Through constantly strengthening the communications with stakeholders and to enable the enterprise and stakeholders develop together, we will create more values for stakeholders and realise the quality, environment and safety management systematisation, normalisation and standardisation. In the future operation management, we will continue to follow the relevant standards and requirements, further enhance regulated management, constantly promote management quality and efficiency and focus on energy-saving and consumption reduction as well as employees' health and safety, so as to integrate the poverty relief and the development of charitable activities with the Group's own production and operation, proactively making contribution to the Group and the society in synergetic development.

INDEPENDENT AUDITOR'S REPORT

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TO THE SHAREHOLDERS OF
TIANJIN TEDA BIOMEDICAL ENGINEERING COMPANY LIMITED
天津泰達生物醫學工程股份有限公司
(incorporated in the People's Republic of China with limited liability)

OPINION

We have audited the consolidated financial statements of Tianjin TEDA Biomedical Engineering Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 66 to 154, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

BASIS FOR OPINION

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

EMPHASIS OF MATTER

MATERIAL UNCERTAINTY RELATING TO GOING CONCERN

We draw attention to note 3 of the consolidated financial statements, which sets out that the Group incurred a net loss of RMB16,570,279 and a net cash outflow of RMB13,154,710 from operating activities for the year ended 31 December 2023 and had accumulated losses of RMB401,692,827 as at 31 December 2023. As at 31 December 2023, the Group's current liabilities amounted to approximately RMB216,842,145 while its total cash and cash equivalents amounted to only RMB5,934,322. The Group was in a net current liabilities position of RMB26,500,218 as at 31 December 2023. These conditions, along with other matters as set out in note 3 to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the "*MATERIAL UNCERTAINTY RELATING TO GOING CONCERN*" section, we have determined the matters described below to be the key audit matters to be communicated in our report.

KEY AUDIT MATTERS *(continued)*

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of trade receivables	
The Group has trade receivables with the balance of approximately RMB8.8 million as at 31 December 2023 and accounted for 4.6% of the Group's total current assets. The assessment of impairment of trade receivables under the expected credit loss model is considered to be a key audit matter as it requires the application of judgement and use of subjective assumptions by the management. The Group has applied the simplified approach for assessing the expected credit losses ("ECLs") of trade receivables, which is based on management's estimate of the lifetime ECLs to be incurred. Past experience of credit losses, aging of overdue trade receivables, customers' settlements history, customers' financial position and current and expected business development are also considered in the ECLs model.	Our audit procedures in relation to the management's impairment assessment of trade receivables included: • understanding the key controls on how the loss allowance for trade receivables is estimated by the management; • reviewing and assessing the application of the Group's policy for calculating ECLs to consider consistency of application; • evaluating techniques and methodologies in ECLs model against the requirements of HKFRS 9; • evaluating the independent valuer's competence, capabilities and objectivity; • conducting in-depth discussions with management and the independent valuer about the ECLs calculations and assessing the appropriateness of the significant assumptions and critical judgement areas which affect the calculations; • assessing the reasonableness of ECLs estimates from checking the information implemented by the management to make the judgements, which comprises testing the accuracy of the history of default, evaluating the current economic conditions and forward-looking information specific to the customers used in determining estimated loss rates, and considering subsequent settlements and the latest information subsequent to the year end date for any adjustments to default rate required; and • selecting samples from the aging analysis to consider appropriateness of classification of trade receivables to ensure proper determination of trade receivables with significant increase in credit risks by checking to the settlement records, and discussing with the management customers' current ability of settlement, any available information for assessing the creditability of the customers and the current economic environment in which the customers operate.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS *(continued)*

Key audit matter	How our audit addressed the key audit matter
Impairment of property, plant and equipment ("PPE") and right-of-use assets ("ROU")	
We have identified impairment assessment of PPE and ROU as a key audit matter because of its significance to the consolidated financial statements and because the value-in-use calculations involve significant management judgement and estimates. As at 31 December 2023, the net carrying amounts of PPE and ROU assets after recognition of impairment loss for the year then ended were approximately RMB73.6 million and RMB39.9 million respectively. Management has performed impairment test on PPE and the ROU in accordance with the Group's accounting policies and concluded that no impairment losses were provided for the PPE and ROU in relation to one of the cash-generating units (the "CGUs") within the segment of fertilizer products for the year ended 31 December 2023 respectively. This assessment was based on the recoverable amount which is determined based on the higher of the value in use and fair value less costs of disposal. The value in use is calculated from cash flow projections for the remaining lease periods using data from the Group's internal forecasts and as such relies upon management assumptions, such as the estimates of future performance and the discount rate.	Our procedures in relation to management's impairment assessment of PPE and ROU included: • understanding the management's internal control and assessment process of impairment assessment of PPE and ROU; • considering and assessing the historical accuracy of management's budgeting processes; • conducting in-depth discussions with management about the cash flow projections used in the value-in-use calculations and assessing the appropriateness of the significant assumptions and critical judgement areas which affect the value-in-use calculations; • benchmarking the growth rates and discount rates used in the value-in-use calculations against independent industry data and comparable companies; and • evaluating and assessing the appropriateness of the key assumptions used in the value-in-use calculations.

OTHER INFORMATION

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

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

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

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

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made 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 HKSAs 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.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting 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.

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

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

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

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

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.

Fan, Chan & Co. Limited
Certified Public Accountants

Leung Kwong Kin
Practising Certificate Number: P03702

28 March 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2023

	Notes	2023 RMB	2022 RMB (Restated)
Continuing Operations			
Revenue	8	**397,998,097**	403,728,831
Cost of sales and services		**(376,632,434)**	(388,906,493)
Gross profit		**21,365,663**	14,822,338
Other income, gains and losses, net	9	**14,203,984**	1,163,767
Selling and distribution expenses		**(8,101,974)**	(10,516,917)
Administrative expenses		**(21,803,601)**	(22,695,980)
Research and development expenses	10	**(1,319,315)**	(1,136,489)
Impairment losses under expected credit loss model, net of reversal:			
– trade receivables		**(9,477,305)**	(4,887,399)
– other receivables		**(1,706,963)**	(314,626)
Gain on disposal of associate		**–**	5,911,506
Finance costs	11	**(5,172,914)**	(6,401,355)
Loss before tax	11	**(12,012,425)**	(24,055,155)
Income tax credit	12	**1,043,900**	507,104
Loss after taxation		**(10,968,525)**	(23,548,051)
Discontinued Operation			
Loss for the year from discontinued operation	7	**(5,601,754)**	(2,443,234)
Loss for the year and total comprehensive expense for the year		**(16,570,279)**	(25,991,285)
Loss for the year attributable to:			
Owners of the Company			
– From continuing operations		**(14,557,904)**	(25,008,297)
– From discontinued operation		**(5,601,754)**	(2,443,234)
		(20,159,658)	(27,451,531)
Non-controlling interests			
– From continuing operations		**3,589,379**	1,460,246
– From discontinued operation		**–**	–
		(16,570,279)	(25,991,285)
Loss per share			
Basic and diluted (HK cents)			
– From continuing operations		**(0.77)**	(1.32)
– From discontinued operation		**(0.29)**	(0.13)
	14	**(1.06)**	(1.45)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

For the year ended 31 December 2023

	Notes	2023 RMB	2022 RMB (Restated)
Non-current assets			
Property, plant and equipment	16	**73,627,007**	78,761,728
Right-of-use assets	17	**39,309,032**	53,286,428
Goodwill	18	**–**	5,528,000
Intangible assets	19	**–**	6,545,500
		112,936,039	144,121,656
Current assets			
Inventories	21	**90,456,549**	74,004,250
Trade receivables	22	**8,776,649**	31,866,638
Prepayments and other receivables	23	**70,420,103**	77,654,553
Financial assets at fair value through profit or loss ("FVTPL")	24	**–**	352,729
Other financial assets	20	**–**	2,340,000
Cash and cash equivalents	25	**5,934,322**	6,856,413
		175,587,623	193,074,583
Assets of disposal group classified as held for sale	7	**14,754,304**	–
		190,341,927	193,074,583
Current liabilities			
Trade payables	26	**16,106,709**	20,723,475
Contract liabilities	27	**86,526,298**	73,559,830
Other payables and accruals	28	**47,464,251**	60,059,379
Loan from a related party	29	**–**	100,000
Bank and other borrowings – due within one year	30	**55,170,000**	56,700,000
Lease liabilities	31	**1,498,976**	3,978,742
Tax liabilities		**–**	3,127,847
		206,766,234	218,249,273
Liabilities of disposal group classified as held for sale	7	**10,075,911**	–
		216,842,145	218,249,273
Net current liabilities		**(26,500,218)**	(25,174,690)
Total assets less current liabilities		**86,435,821**	118,946,966

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

For the year ended 31 December 2023

	Notes	2023 RMB	2022 RMB (Restated)
Non-current liabilities			
Bank borrowings	30	**9,920,000**	–
Lease liabilities	31	**10,375,252**	35,233,613
Deferred tax liabilities	32	**1,561,084**	2,563,589
		21,856,336	37,797,202
Net assets		**64,579,485**	81,149,764
Capital and reserves			
Share capital	33	**189,450,000**	189,450,000
Reserves		**(139,498,692)**	(119,339,034)
Equity attributable to owners of the Company		**49,951,308**	70,110,966
Non-controlling interests	35	**14,628,177**	11,038,798
Total equity		**64,579,485**	81,149,764

The consolidated financial statements on pages 72 to 154 were approved and authorised for issue by the Board of Directors on 28 March 2024 and are signed on its behalf by:

Sun Li	**He Xin**
Director	*Director*

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2023

	Share capital RMB	Share premium RMB	Surplus reserve fund RMB	Capital reserve RMB	Other reserve RMB	Accumulated losses RMB	Attributable to owners of the Company RMB	Non-controlling interests RMB	Total RMB
At 1 January 2022	189,450,000	275,317,438	3,717,696	2,541,404	(19,382,403)	(350,863,515)	100,780,620	9,578,552	110,359,172
Adjustments (note 2)	–	–	–	–	–	(3,218,123)	(3,218,123)	–	(3,218,123)
At 1 January, 2022 (restated)	189,450,000	275,317,438	3,717,696	2,541,404	(19,382,403)	(354,081,638)	97,562,497	9,578,552	107,141,049
Loss and total comprehensive expense for the year	–	–	–	–	–	(27,451,531)	(27,451,531)	1,460,246	(25,991,285)
At 31 December 2022 (restated)	189,450,000	275,317,438	3,717,696	2,541,404	(19,382,403)	(381,533,169)	70,110,966	11,038,798	81,149,764
At 1 January 2023	189,450,000	275,317,438	3,717,696	2,541,404	(19,382,403)	(381,533,169)	70,110,966	11,038,798	81,149,764
Loss and total comprehensive expense for the year	–	–	–	–	–	(20,159,658)	(20,159,658)	3,589,379	(16,570,279)
At 31 December 2023	189,450,000	275,317,438	3,717,696	2,541,404	(19,382,403)	(401,692,827)	49,951,308	14,628,177	64,579,485

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2023

	2023 RMB	2022 RMB
OPERATING ACTIVITIES		
Loss before tax		
– From continuing operations	**(12,012,425)**	(24,055,155)
– From discontinued operation	**(5,601,754)**	(2,439,963)
	(17,614,179)	(26,495,118)
Adjustments for:		
Loss on disposal of property, plant and equipment	**196,766**	51,101
Interest income	**(250,122)**	(762,802)
Amortisation of intangible assets	**689,000**	381,500
Depreciation of property, plant and equipment	**8,196,976**	9,557,506
Depreciation of right-of-use assets	**2,747,633**	5,450,687
Loss on other financial assets	**945,025**	–
Fair value gain on financial assets at FVTPL	**(224)**	(52,729)
Gain on lease modification	**(15,387,204)**	–
Interest expense	**6,083,164**	6,401,517
Impairment losses under expected credit loss model, net of reversal:		
– trade receivables	**9,477,305**	4,887,399
– other receivables	**1,706,963**	314,626
Gain on disposal of an associate	**–**	(5,911,506)
Operating cash flows before movements in working capital	**(3,208,897)**	(6,177,819)
(Increase)/decrease in inventories	**(16,553,184)**	1,217,105
Decrease/(increase) in trade receivables	**13,312,352**	(2,071,089)
Decrease/(increase) in prepayments and other receivables	**2,692,679**	(5,248,680)
Decrease in trade payables	**(5,410,295)**	(8,809,384)
Increase in contract liabilities	**15,214,651**	5,851,919
(Decrease)/increase in other payables and accruals	**(13,161,940)**	7,325,456
Cash used in operations	**(7,114,634)**	(7,912,492)
Income tax refund	**43,088**	1,492,571
Interest paid	**(6,083,164)**	(6,401,517)
Net cash used in operating activities	**(13,154,710)**	(12,821,438)

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2023

	2023 RMB	2022 RMB
INVESTING ACTIVITIES		
Purchase of property, plant and equipment	**(2,468,492)**	(8,797,785)
Proceeds from disposal of property, plant and equipment	**3,000**	–
Proceeds from disposal of financial assets at fair value through profit or loss	**352,953**	700,000
Proceeds from repayment of amount due from associate	**–**	785,049
Proceeds from settlement of other financial assets	**1,394,975**	–
Acquisition of a subsidiary	**–**	(10,453,161)
Disposal of an associate	**–**	4,072,500
Interest received	**250,122**	762,802
Net cash used in investing activities	**(467,442)**	(12,930,595)
FINANCING ACTIVITIES		
Drawdown of bank borrowings	**90,990,000**	56,117,406
Repayment of bank borrowings	**(82,600,000)**	(46,817,406)
Loans from related parties	**5,160,000**	100,000
Repayment of loans from related parties	**(100,000)**	–
Repayment of lease liabilities – principal portion	**(721,160)**	(3,230,654)
Net cash generated from financing activities	**12,728,840**	6,169,346
Net decrease in cash and cash equivalents	**(893,312)**	(19,582,687)
Cash and cash equivalents at beginning of the year	**6,856,413**	26,439,100
Cash and cash equivalents at end of the year	**5,963,101**	6,856,413
Analysis of the balances of cash and cash equivalents:		
Cash and bank balances as stated in the consolidated statement of financial position	**5,934,322**	6,856,413
Attributable to assets held for sale	**28,779**	–
	5,963,101	6,856,413

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

1. GENERAL INFORMATION

Tianjin TEDA Biomedical Engineering Company Limited (the "Company") is a joint stock company established on 8 September 2000 in the People's Republic of China ("PRC") with limited liability and its H shares were listed on the GEM of the Stock Exchange of Hong Kong Limited on 18 June 2002.

The Company and its subsidiaries (hereafter referred to as the "Group") principally engages in manufacture and sale of biological compound fertiliser products, elderly care and health care services and trading of healthcare products (wine). The operation of trading of healthcare products (wine) was discontinued during the current year ended 31 December 2023 as a result of the classification of the trading of healthcare products (wine) segment as a disposal group held for sale, details of which are described in note 7. The principal activities and other particulars of the subsidiaries are set out in Note 43 to the consolidated financial statements. The address of its registered office and principal place of business is disclosed in the "Corporate Information" section to the annual report.

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

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

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

In the current year, the Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") that are first effective for the current accounting period of the Group:

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

Except the amendments to HKAS 12, *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*, the application of other amendments to the standards listed above in the current year has had no material effect on the Group's financial performance and positions for the current and prior year and on the disclosures set out in these consolidated financial statements.

In accordance with the guidance set out in the amendments, accounting policy information that is standardised information, or information that only duplicates or summarises the requirements of the HKFRSs, is considered immaterial accounting policy information and is no longer disclosed in the notes to the consolidated financial statements so as not to obscure the material accounting policy information disclosed in the notes to the consolidated financial statements.

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

a. New and amendments to HKFRSs that are mandatorily effective for the current year *(continued)*

Impacts of the application of the amendments to HKAS 12, *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*, are discussed below:

Amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendments narrow the scope of the initial recognition exemption such that it does not apply to transactions that give rise to equal and offsetting temporary differences on initial recognition such as leases and decommissioning liabilities. For leases and decommissioning liabilities, the associated deferred tax assets and liabilities are required to be recognised from the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to retained earnings or other components of equity at that date. For all other transactions, the amendments are applied to those transactions that occur after the beginning of the earliest period presented.

Impacts of application of amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction on the consolidated financial statements

The following table summarises the impacts of the changes in accounting policies as a result of application of amendments to HKAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* on the Group's consolidated statement of profit or loss and other comprehensive expense and loss per share, are as follows:

	As previously reported RMB	Adjustments RMB	As restated RMB
Consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2022:			
Continuing operations			
Loss before taxation	(24,055,155)	–	(24,055,155)
Income tax (expense)/credit	(147,430)	654,534	507,104
Loss for the year and total comprehensive expense for the year	(24,202,585)	654,534	(23,548,051)
Loss for the year attributable to owners of the Company	(25,662,831)	654,534	(25,008,297)
Loss per share-basic	(1.48)	0.16	(1.32)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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

a. New and amendments to HKFRSs that are mandatorily effective for the current year *(continued)*

Impacts of application of amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction on the consolidated financial statements *(continued)*

The following table summarises the impacts of the changes in accounting policies as a result of application of amendments to HKAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* on the Group's consolidated statement of financial position at the end of the immediately preceding financial year, i.e. 31 December 2022 and the beginning of the comparative period, 1 January 2022, are as follows:

	31/12/2022 (Original stated) RMB	Adjustments RMB	31/12/2022 (Restated) RMB
Deferred tax liabilities	–	(2,563,589)	(2,563,589)
Total effects on the net assets	**83,713,353**	**(2,563,589)**	**81,149,764**
Accumulated losses	(378,969,580)	(2,563,589)	(381,533,169)
Total effects on equity	**83,713,353**	**(2,563,589)**	**81,149,764**

	1/1/2022 (Original stated) RMB	Adjustments RMB	1/1/2022 (Restated) RMB
Deferred tax liabilities	–	(3,218,123)	(3,218,123)
Total effects on the net assets	**110,359,172**	**(3,218,123)**	**107,141,049**
Accumulated losses	(350,863,515)	(3,218,123)	(354,081,638)
Total effects on equity	**110,359,172**	**(3,218,123)**	**107,141,049**

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

b. New and amendments to HKFRSs in issue but not yet effective

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

	Effective for accounting periods beginning on or after
• Amendments to HKFRS 10 and HKAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	To be determined
• Amendments to HKFRS 16, *Lease Liability in a Sale and Leaseback*	1 January, 2024
• Amendments to HKAS 1, *Classification of Liabilities as Current or Non-Current and related amendments to Hong Kong Interpretation 5 (2020)*	1 January, 2024
• Amendments to HKAS 1, *Non-current Liabilities with Covenants*	1 January, 2024
• Amendments to HKAS 7 and HKFRS 7, *Supplier Finance Arrangements*	1 January, 2024
• Amendments to HKAS 21, *Lack of Exchangeability*	1 January, 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations (hereinafter collectively referred to as the "HKFRS"). For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited 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.

The consolidated financial statements have been prepared under the historical cost basis except for financial assets at fair value through profit or loss, which are measured at fair values as explained in the material accounting policy information set out in note 4.

Historical cost is generally based on the fair value of the consideration given in exchange of goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

Going concern basis

The Group incurred a net loss of RMB16,570,279 and a net cash outflow of RMB13,154,710 from operating activities for the year ended 31 December 2023 and had accumulated losses of RMB401,692,827 as at 31 December 2023. As at 31 December 2023, the Group's current liabilities amounted to approximately RMB216,842,145 while its total cash and cash equivalents amounted to only RMB5,934,322. The Group was in a net current liabilities position of RMB26,500,218 as at 31 December 2023. Included in current assets of the Group are trade and other receivables whose carrying amounts at 31 December 2023 amounted to RMB18,162,966 in aggregate. Up to the date of this report, RMB12,786,162 of trade and other receivables is still outstanding. These conditions indicate the existence of material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern. The validity of the use of the going concern basis in the preparation of the consolidated financial statements is dependent upon the Group's ability to generate adequate cash flows in order to meet its obligations as and when the obligations fall due.

Notwithstanding the above results and financial condition, the consolidated financial statements have been prepared on a going concern basis after taking into consideration of the following circumstances and financial arrangements:

– As at 31 December 2023, the Group had total unused bank facilities of approximately RMB15,000,000 for at least twelve months from the end of the reporting period, which has not been drawn down as borrowing;

– Subsequent to the end of the reporting period, the Group has obtained additional bank borrowings of RMB20,000,000 which will expire on 18 January 2027;

– Subsequent to the end of the reporting period, the Group has drawn down a loan amounted to RMB16,000,000 from an independent third party to finance the operations of the Group. The terms of the loan are unsecured, interest bearing at 6% per annum, and not repayable within the next 12 months from date of drawdown.

In view of the above circumstances, the Directors have given careful consideration to the future liquidity and financial position of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. Certain plans and measures have been taken to mitigate the liquidity position and to improve the Group's financial position which include, but are not limited to the followings:

1. The Group is taking measures to tighten cost control with an aim to attain positive cash flow from operations. The Directors plan to improve the Group's financial performance by various measures of cost control such as taking steps to reduce discretionary expenses and administrative costs;

2. The Group is in the process of negotiating with banks to refinance its borrowings, and secure necessary facilities to meet the Group's working capital and financial requirements in the near future;

3. The Group is actively considering raising new capital by carrying out fund raising activities including but not limited up to rights issue, open offer, placing of new shares and issuance of convertible note.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

Going concern basis *(continued)*

The Directors are of the opinion that, taking into account the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as they fall due within twelve months from the date of approval of the consolidated financial statements. Accordingly, the Directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

Notwithstanding the above, material uncertainty exists as to whether the Group is able to achieve its plans and measures as described above, which incorporate assumptions about future events and conditions that are subject to inherent uncertainty. Should the Group be unable to continue to operate as a going concern, it may be unable to realise its assets and discharge its liabilities in the normal course of business. Adjustments would have to be made to write down the carrying value of assets to their recoverable amounts, to provide for any future liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

Should the going concern assumption be inappropriate, adjustments may have to be made to reflect the situation that assets may need to be realised other than at the amounts at which they are currently carried in the consolidated statement of financial position. In addition, the Group may have to provide for further liabilities that might arise, and to reclassify non-current assets and liabilities as current assets and liabilities. The effects of these adjustments have not been reflected in the consolidated financial statements.

4. MATERIAL ACCOUNTING POLICY INFORMATION

Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (the "Group"). Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive processes and whether the acquired set has the ability to produce outputs.

The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

Business combination and basis of consolidation *(continued)*

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the owners of the Company. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: (i) power over the investee, (ii) exposure, or rights, to variable returns from the investee, and (iii) the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Goodwill

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, by comparing its carrying amount with its recoverable amount, and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is first allocated to reduce the carrying amount of any goodwill allocated to the unit, and then to the other assets of the unit on a pro-rata basis on the carrying amount at each asset in the unit. However, the loss allocated to each asset will not reduce the individual asset's carrying amount to below its fair value less cost of disposal (if measurable) or its value in use (if determinable), whichever is the higher. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

Non-current assets held for sale

Non-current assets (and disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification. When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in the relevant subsidiary after the sale. Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

Property, plant and equipment

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

Property, plant and equipment are depreciated so as to write off their cost net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The principal annual rates are as follows:

Buildings, other structures and improvements	3% – 20%
Furniture, fixtures and equipment	5% – 33%
Motor vehicles	10% – 20%
Plant and machinery	5% – 20%

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

Intangible assets

(i) Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is its fair value at the date of acquisition. Subsequently, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses.

The amortisation expense is recognised in profit or loss and included in administrative expenses. Amortisation is provided on a straight-line basis over their useful lives as follows.

Licenses	16 years
Software application	10 years

(ii) *Impairment*

Intangible assets with finite lives are tested for impairment when there is an indication that an asset may be impaired. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, irrespective of whether there is any indication that they may be impaired. Intangible assets are tested for impairment by comparing their carrying amounts with their recoverable amounts.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount.

An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as revaluation decrease to the extent of its revaluation surplus.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

Research and development costs

Research and development costs is capitalised if it can be demonstrated that:

- it is technically feasible to develop the product for it to be sold;
- adequate resources are available to complete the development;
- there is an intention to complete and sell the product;
- the Group is able to sell the product;
- sale of the product will generate future economic benefits; and,
- expenditure on the project can be measured reliably.

Research and development costs not satisfying the above criteria and expenditure on the research phase of internal projects are recognised in profit or loss as incurred.

Impairment of assets (other than financial assets)

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets, goodwill, intangible asset and the Company's investment in subsidiaries and associates to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognized no longer exists or may have decreased.

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the impairment loss is treated as a revaluation decrease under that HKFRS.

Value in use is based on the estimated future cash flows expected to be derived from the asset or cash generated unit, 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 cash generating unit.

Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated cost necessary to make the sale. Provision is made for obsolete, slow moving or defective items where appropriate.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the year in which the related revenue is recognised. The amount of any written down of inventories to net realisable value and all losses of inventories are recognised as an expense in the year the write down or loss occurs. The amount of any reversal of any written down of inventories, arising from an increase in net realisable value, is recognised as a reduction in the amount of inventories recognised as an expense in the year in which the reversal occurs.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

Financial instruments

Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. Trade receivable without a significant financing component is initially measured at the transaction price.

Impairment loss on financial assets

The Group recognises loss allowances for expected credit losses ("ECLs") on trade receivables and financial assets measured at amortised cost, except for other financial assets measured at FVTPL. ECLs are measured on either of the following bases:

- 12 months ECLs: these are ECLs that result from possible default events within the 12 months after the reporting date; and

- Lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group measured loss allowances for trade receivables using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, ECLs are based on lifetime ECLs except when there has not been a significant increase in credit risk since initial recognition, in which case the allowance will be based on the 12-months ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

Financial instruments *(continued)*

Impairment loss on financial assets (continued)

The Group considers a financial asset to be in default when the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to action such as realising security (if any is held); or the financial asset is more than one year past due.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

The Group considers a financial asset to be credit-impaired when:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non-credit-impaired financial assets, interest income is calculated based on the gross carrying amount.

Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

Financial instruments *(continued)*

Financial liabilities (continued)

Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade payables, other payables and accruals, amount due to an associate, amount due to non-controlling interests, lease liabilities and bank and other borrowings are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

Borrowings

Borrowings are recognised initially at fair value, net of directly attributable transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

Leases

The Group as a lessee

All leases are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term of less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

Leases *(continued)*

The Group as a lessee (continued)

Right-of-use asset

The right-of-use asset is initially recognised at cost.

The Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-to-use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

The Group accounts for leasehold land and buildings that are held for rental or capital appreciation purpose under HKAS 40 and are carried at cost, less any accumulated depreciation and any impairment losses. The Group accounts for leasehold land and buildings which is held for own use under HKAS 16 and are stated at cost and are amortised over the period of the lease. Other than the above right-of-use assets, the Group also has leased buildings and plant and machinery under tenancy agreements which the Group exercises it judgement and determines that it is a separate class of asset apart from the buildings and plant and machinery which is held for own use. As a result, the right-of-use asset arising from the building and plant and machinery under tenancy agreements are carried at depreciated cost.

Lease liability

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

The lease liability is also remeasured when there is a lease modification, which means a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract, if such modification is not accounted for as a separate lease. For lease modifications that decrease the scope of the lease, the Group shall account for the remeasurement of the lease liability by decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease and recognise in profit or loss any gain or loss relating to the partial or full termination of the lease.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, demand deposits with banks and short-term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

Provisions

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probably will result in an outflow of economic benefits that can be reasonably estimated.

Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income tax.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. 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 (other than in a business combination) of assets and liabilities in a transaction that affects neither the accounting nor taxable profits and at the time of the transaction does not give rise to equal taxable and deductible temporary differences. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

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

Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period, and reflects any uncertainty related to income taxes.

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

The carrying amount of deferred tax assets is reviewed at each reporting date 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 assets to be recovered.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

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

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the lease liabilities and the related assets separately. The Group recognises a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised and a deferred tax liability for all taxable temporary differences.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

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 recognises 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 (including property, plant and equipment) are recognised as deferred income in the 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 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 and are recognised as other revenue, rather than reducing the related expense.

Foreign currencies

Transactions entered into by the group entities in currencies other than the currency of the primary economic environment in which they operate (the "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. RMB) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as foreign exchange reserve (attributed to non-controlling interests as appropriate). Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as foreign exchange reserve.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

Foreign currencies *(continued)*

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of reporting period. Exchange differences arising are recognised in the foreign exchange reserve.

Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

– provides all of the benefits received and consumed simultaneously by the customer;

– creates or enhances an asset that the customer controls as the Group performs; or

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

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

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amounts receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. For contracts where the period between the payment and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

Contract liabilities

A contract liability represents the Group's obligation to transfer services to a customer for which the Group has received consideration from the customer. If the considerations (including advances received from customers) exceeds the revenue recognised to date under the output method then the Group recognises a contract liability for the difference.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

Revenue recognition *(continued)*

Contract liabilities (continued)

Revenue from sales of goods is recognised when the control of the goods is transferred to the customers, which is at the time of delivery and the title is passed to customer, on the following basis:

(i) from the sales of goods, when the control has been transferred to the buyer, provided that the goods are delivered and the customers have accepted the goods;

(ii) processing and servicing income and leasing income is recognised over time when the services are provided;

(iii) installation income is recognised when the control of the EEG diagnosis detection software is transferred, which is the time that the installation is completed and the software is well-functioned individually; and,

(iv) interest income is recognised on a time-proportion basis using the effective interest method.

Employee benefits

(i) Short term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

(ii) Pension obligations

In accordance with the rules and regulations in the PRC, the PRC-based employees of the Group shall participate in various defined contribution retirement benefit plans managed by the relevant and provincial and municipal governments in the PRC, under which the Group and its employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries, subject to certain ceiling. The provincial and municipal governments undertake to assume the retirement benefit obligations of all existing and future retired PRC-based employees payable under the plans described above. Other than the monthly contributions, the Group is not required to assume obligation for other pension payments or and other post-retirement benefits in respect of its employees.

The contributions are recognised as employee benefit expense when they are due and are not reduced by contributions forfeited by those employees who leave the plan prior to vesting fully in the contributions.

(iii) Termination benefits

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

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

Related parties

A person or an entity is related to the Group if:

(a) A person, or a close member of that person's family, is related to the Group if that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or the Group's parent.

(b) An entity is related to the Group if any of the following conditions applies:

(i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) Both entities are joint ventures of the same third party.

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to the Company's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

(i) that person's children and spouse or domestic partner;

(ii) children of that person's spouse or domestic partner; and

(iii) dependents of that person or that person's spouse or domestic partner.

5. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's major accounting policies, which are described in note 4, the directors of the Company are required to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated 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 ongoing 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.

Key sources of estimation uncertainty

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

(i) Estimated useful lives of property, plant and equipment

The Group's management determines the estimated useful lives and residual values for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. Management will increase the depreciation charge where useful lives are less than previously estimated lives. It will write- off or write-down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives; actual residual values may differ from estimated residual values. Periodic review could result in a change in depreciable lives and residual values and therefore depreciation expense in the future periods.

(ii) Provision for slow-moving inventories

Provision for slow-moving inventories is made based on the aging and estimated net realisable value of inventories. The assessment of the provision amount required involves management judgement and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will impact the carrying value of inventories and provision charged/written back in the period in which the estimate has been changed.

(iii) Impairment of trade receivables, prepayments and other receivables

Impairment is made based on assessment of the recoverability of trade receivables, prepayments and other receivables. The identification of impairment requires management judgement and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will impact the carrying value of trade receivables, prepayments and other receivables and impairment made/reversed in the period in which the estimate has been changed.

5. KEY SOURCES OF ESTIMATION UNCERTAINTY *(continued)*

Key sources of estimation uncertainty *(continued)*

(iv) Taxation

Determining income tax provisions involves judgement on the future tax treatment of certain transactions. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislations. Where the final tax outcome of these transactions is different from the amounts that were initially recorded, such difference will impact the income tax and deferred tax provisions in the year in which such determination is made.

No deferred tax asset in relation to unused tax losses and deductible temporary differences has been recognised in the consolidated statement of financial position. In case where taxable future profits are generated, an understatement of current year accounting profit due to the unrecognised deferred tax asset may arise, which deferred tax asset would be recognised in the statement of profit or loss and other comprehensive income for the period in which such event takes place.

(v) Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

– property, plant and equipment under cost model;

– intangible assets;

– right-of-use asset; and

– investments in subsidiaries

The Group assesses at the end of each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the Group makes an estimate of the recoverable amount of the asset. This requires an estimation of the value in use of the cash-generating unit to which the asset is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flow from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. A change in the estimated future cash flows and/or the discount rate applied will result in an adjustment to the estimated impairment provision previously made.

6. SEGMENT INFORMATION

Operating segments are identified in a manner consistent with the internal reporting, in accordance with the Group's internal organisation and reporting structure, provided to the chief operating decision-maker to make strategic decisions.

For the year ended 31 December 2023, the Group has two (2022: two) reportable and operating segments in its continuing operation. These segments are managed separately as each business offers different products and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

Continuing operations

- Fertiliser products – Manufacture and sale of biological compound fertiliser products, including active fertiliser, mixture with nitrogen, phosphorus and potassium with various formula, providing warehousing services and processing and licensing of the fertiliser products

- Elderly care & health care services – Provision of integrated elderly care and health care services, including the leasing of elderly equipment

Discontinued operation

- Health care products (wine) and related services – Trading of wine

  The "Health care products (wine) and related services" was a new operating segment of the Group during the year ended 31 December 2022 following the acquisition of the entire equity interest of Shanghai Weidi Network Technology Company Limited ("Shanghai Weidi"), which is engaged in health care products and related services, by the Group in July 2022.

6. SEGMENT INFORMATION *(continued)*

(a) Segment revenues and results

The major accounting policies of the reportable and operating segments are the same as the Group's major accounting policies described in note 4 to the consolidated financial statements. Central revenue and expenses are not allocated to the operating segments as they are not included in the measure of the segments' profit or loss that is used by the chief operating decision-maker for assessment of segment performance.

The following is an analysis of the Group's revenue and results by reportable and operating segment.

Year ended 31 December 2023

	Continuing operations			Discontinued operations	
	Fertiliser products RMB	Elderly care & health care services RMB	Subtotal RMB	Health care products (wine) and related services RMB	Total RMB
Revenue from external customers	397,424,063	574,034	397,998,097	8,586,613	406,584,710
Inter-segment revenue	–	–	–	–	–
Reportable segment revenue	397,424,063	574,034	397,998,097	8,586,613	406,584,710
Reportable segment loss	(41,651)	(3,431,631)	(3,473,282)	(5,601,754)	(9,075,036)
Loss on settlement of other financial assets			(945,025)	–	(945,025)
Unallocated other income, gains or losses, net			855,188	–	855,188
Unallocated corporate expenses			(8,055,019)	–	(8,055,019)
Unallocated interest expense			(394,287)	–	(394,287)
Loss before tax			(12,012,425)	(5,601,754)	(17,614,179)

6. SEGMENT INFORMATION *(continued)*

(a) Segment revenues and results *(continued)*

Year ended 31 December 2022

	Continuing operations			Discontinued operations	
	Fertiliser products RMB	Elderly care & health care services RMB	Subtotal RMB	Health care products (wine) and related services RMB	Total RMB
Revenue from external customers	403,176,000	552,831	403,728,831	45,947,120	449,675,951
Inter-segment revenue	–	–	–	–	–
Reportable segment revenue	403,176,000	552,831	403,728,831	45,947,120	449,675,951
Reportable segment (loss)/profit	(22,291,583)	511,293	(21,780,290)	(2,439,963)	(24,220,253)
Unallocated other income, gains or losses, net			331,500	–	331,500
Gain on disposal of an associate			5,911,506	–	5,911,506
Unallocated corporate expenses			(8,511,055)	–	(8,511,055)
Unallocated interest expense			(6,816)	–	(6,816)
Loss before tax			(24,055,155)	(2,439,963)	(26,495,118)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

6. SEGMENT INFORMATION *(continued)*

(b) Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments.

	2023 RMB	2022 RMB (Restated)
Segment assets		
Continuing operations		
Fertiliser products	**277,079,722**	299,774,407
Elderly care & health care services	**920,008**	4,248,999
Health care products (wine) and related services	**–**	28,756,145
Total segment assets	**277,999,730**	332,779,551
Assets of disposal group classified as held for sale	**14,754,304**	–
Unallocated corporate assets	**10,523,932**	4,416,688
Consolidated total assets	**303,277,966**	337,196,239
Segment liabilities		
Fertiliser products	**199,689,349**	214,450,797
Elderly care & health care services	**474,271**	1,387,740
Health care products (wine) and related services	**–**	18,153,305
Total segment liabilities	**200,163,620**	233,991,842
Liabilities of disposal group classified as held for sale	**10,075,911**	–
Unallocated corporate liabilities	**28,458,950**	22,054,633
Consolidated total liabilities	**238,698,481**	256,046,475

6. SEGMENT INFORMATION *(continued)*

(c) Other segment information

	Continuing operations			Discontinued operations		
	Fertilizer products RMB	Elderly care & health care services RMB	Subtotal RMB	Health care products (wine) and related services RMB	Unallocated RMB	Consolidated RMB
For the year ended 31 December 2023						
Amounts included in measure of segment profit or loss or segment assets:						
Loss on disposal of property, plant and equipment	196,766	–	196,766	–	–	196,766
Research and development expenses	1,319,315	–	1,319,315	1,170,708	–	2,490,023
Bank interest income	(156,498)	(535)	(157,033)	(151)	(1,154)	(158,338)
Other interest income	–	–	–	–	(91,784)	(91,784)
Interest expense	4,778,627	–	4,778,627	910,250	394,287	6,083,164
Depreciation and amortisation	10,775,020	147,136	10,922,156	711,453	–	11,633,609
Impairment losses on trade and other receivables	8,062,085	3,004,346	11,066,431	17,052	117,837	11,201,320
Additions to property, plant and equipment	3,262,021	–	3,262,021	–	–	3,262,021

	Continuing operations			Discontinued operations		
	Fertilizer products RMB	Elderly care & health care services RMB	Subtotal RMB	Health care products (wine) and related services RMB	Unallocated RMB	Consolidated RMB
For the year ended 31 December 2022						
Amounts included in measure of segment profit or loss or segment assets:						
Loss on disposal of property, plant and equipment	51,101	–	51,101	–	–	51,101
Research and development expenses	1,136,489	–	1,136,489	–	–	1,136,489
Bank interest income	(199,032)	(572)	(199,604)	–	–	(199,604)
Other interest income	–	–	–	–	(563,198)	(563,198)
Interest expense	6,391,994	2,545	6,394,539	162	6,816	6,401,517
Depreciation and amortisation	12,907,259	210,504	13,117,763	344,500	1,927,430	15,389,693
Impairment losses on trade and other receivables	5,202,025	–	5,202,025	–	–	5,202,025
Additions to property, plant and equipment	6,847,900	–	6,847,900	22,453	1,927,432	8,797,785
Additions to non-current assets arising on acquisition of a subsidiary	–	–	–	6,890,000	–	6,890,000

6. SEGMENT INFORMATION *(continued)*

(c) Other segment information *(continued)*

	Continuing operations						Discontinued operations			
	Fertiliser products		Elderly care & health care services		Subtotal		Health care products (wine) and related services		Total	
	2023 RMB	2022 RMB	2023 RMB	2022 RMB	2023 RMB	2022 RMB	2023 RMB	2022 RMB	2023 RMB	2022 RMB
Primary geographical markets										
PRC	397,424,063	403,176,000	574,034	552,831	397,998,097	403,728,831	8,586,613	45,947,120	406,584,710	449,675,951
Major products/services										
Sales of biological compound fertiliser products										
– Ordinary fertilisers	378,821,948	382,401,474	–	–	378,821,948	382,401,474	–	–	378,821,948	382,401,474
– Organic fertilisers	5,599,291	7,225,991	–	–	5,599,291	7,225,991	–	–	5,599,291	7,225,991
– Licencing income	4,355,072	5,230,082	–	–	4,355,072	5,230,082	–	–	4,355,072	5,230,082
– Processing income	8,369,660	8,318,453	–	–	8,369,660	8,318,453	–	–	8,369,660	8,318,453
– Warehousing service income	278,092	–	–	–	278,092	–	–	–	278,092	–
Provision of integrated elderly care & health care services										
– Processing income	–	–	–	19,573	–	19,573	–	–	–	19,573
– Leasing of elderly equipment	–	–	151,234	178,386	151,234	178,386	–	–	151,234	178,386
– Consultation service income	–	–	422,800	354,872	422,800	354,872	–	–	422,800	354,872
Sales of health care products – wine										
– Sales of wine	–	–	–	–	–	–	6,427,551	44,787,120	6,427,551	44,787,120
– Technical service income	–	–	–	–	–	–	2,159,062	1,160,000	2,159,062	1,160,000
	397,424,063	403,176,000	574,034	552,831	397,998,097	403,728,831	8,586,613	45,947,120	406,584,710	449,675,951
Timing of revenue recognition										
At a point in time	384,421,239	389,627,465	–	–	384,421,239	389,627,465	6,427,551	44,787,120	390,848,790	434,414,585
Transferred over time	13,002,824	13,548,535	574,034	552,831	13,576,858	14,101,366	2,159,062	1,160,000	15,735,920	15,261,366
	397,424,063	403,176,000	574,034	552,831	397,998,097	403,728,831	8,586,613	45,947,120	406,584,710	449,675,951

(d) Disaggregation of revenue from contracts with customers

In the table above, revenue is disaggregated by primary geographical markets, major products and service lines and timing of revenue recognition. The table also includes a reconciliation of the disaggregated revenue with the Group's reportable segment revenue.

(e) Geographical information and major customers

The Group's revenue from external customers is mainly derived from its operations in the PRC, where most of its non-current assets are located. None of the customers have transactions with the Group which exceeded 10% of the Group's revenue for the years ended 31 December 2023 and 2022.

7. DISCONTINUED OPERATION/DISPOSAL GROUP HELD FOR SALE

On 20 December 2023, Shanghai Weidi which constitutes the whole of the "Health care products (wine) and related services" reportable segment of the Group, was classified as a disposal group held for sale upon the passing of the board resolution by the directors of the Company whereby it was resolved that the Group shall discontinue operating the "Health care products (wine) and related services" segment ("Discontinued operation") by disposing of all of the Group's interests in Shanghai Weidi. The board of directors of the Company had become committed to the plan to sell the disposal group and had initiated an active programme to locate buyer for the disposal group and complete the disposal plan.

On 27 March 2024, a sales and purchase agreement was signed between the Company and 上海泛濡投資合伙企業(有限合伙), the previous vendor of Shanghai Weidi, for the disposal of 82.76% equity interest of Shanghai Weidi at a consideration of RMB10,593,100. For details, please see note 46. The assets and liabilities of the disposal group, which was expected to be sold within twelve months of the date of classification of the disposal group as held for sale, have been classified as assets and liabilities of disposal group held for sale and are presented separately in current assets and current liabilities of the consolidated statement of financial position.

As the disposal group represented a separate major line of business of the Group, the financial performance of the disposal group is presented separately in the consolidated statement of profit or loss as discontinued operation. The comparative figures have been restated to re-present the financial performance of the disposal group for the year ended 31 December 2022 as discontinued operation. The loss for the years ended 31 December 2023 and 2022 from the Discontinued Operation are set out below.

	2023 RMB	2022 RMB
Revenue		
Contracts with customers	**8,586,613**	45,947,120
Total revenue	**8,586,613**	45,947,120
Cost of sales	**(6,411,312)**	(44,374,191)
Other income	**1,024**	263,184
Distribution and selling expenses	**(406,385)**	–
Administrative expenses	**(6,444,392)**	(4,275,914)
Impairment losses under expected credit loss model, net of reversal:		
– other receivables	**(17,052)**	–
Finance costs	**(910,250)**	(162)
Loss before tax	**(5,601,754)**	(2,439,963)
Income tax expenses	**–**	(3,271)
Loss for the year	**(5,601,754)**	(2,443,234)

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For the year ended 31 December 2023

7. DISCONTINUED OPERATION/DISPOSAL GROUP HELD FOR SALE *(continued)*

	2023 RMB	2022 RMB
Loss for the year from discontinued operation is arrived at after charging:		
Research and development expenses	**1,170,708**	905,634
Cost of inventories recognised as expense	**6,411,312**	44,374,192
Amortisation of intangible asset	**689,000**	381,500
Short-term leases expenses	**270,642**	154,630
Travelling and transportation expenses	**184,380**	175,390
Promotion expenses	**406,385**	–
Employee costs (including emoluments of directors and supervisors):		
– Wages and salaries	**3,111,937**	209,771
– Retirement benefit scheme contributions	**440,893**	–
– Staff welfare and other benefits	**64,908**	24,173
Cash flows from discontinued operation:		
Net cash used in operating activities	**(17,758)**	(71,161)
Net cash inflow/(outflow) from investing activities	**151**	(22,453)
Net cash inflow from financing activities	**–**	–

The major classes of assets and liabilities of the Discontinued Operation as at 31 December 2023, which have been presented separately in the consolidated statement of financial position, are as follows:

	2023 RMB	2022 RMB
Goodwill	**5,528,000**	–
Intangible assets	**5,856,500**	–
Inventories	**100,885**	–
Accounts and other receivables (net of ECL of RMB17,052)	**3,240,140**	–
Cash and bank balance	**28,779**	–
	14,754,304	–
Trade and other payables and total liabilities associated with assets classified as held for sale	**10,075,911**	–

8. REVENUE

Revenue, which is also the Group's turnover, represents the invoiced value of goods sold or services provided to customers after any allowance and discounts and is analysed as follows:

	2023 RMB	2022 RMB (restated)
Continuing operations		
Fertiliser products	**397,424,063**	403,176,000
Elderly care and health care services	**574,034**	552,831
Total revenue from contracts with customers	**397,998,097**	403,728,831

The following table provides information about trade receivables and contract liabilities from contracts with customers.

	2023 RMB	2022 RMB
Trade receivables (note 22)	**8,776,649**	31,866,638
Contract liabilities (note 27)	**86,526,298**	73,559,830

Contract liabilities mainly relate to the advance consideration received from customers of fertiliser products, RMB33,465,176 (2022: RMB58,418,236) of the balance at beginning of the year has been recognised as revenue for the year ended 31 December 2023 from performance obligations satisfied during the year when the goods were sold or the services were rendered during the year.

As at 31 December 2023, the aggregated amount of unsatisfied or partially unsatisfied performance obligations under the Group's existing contracts was approximately RMB86,526,298 (2022: RMB73,559,830). This amount represents revenue expected to be recognised in the future from delivery of biological compound fertilisers in accordance with the expected date of delivery of biological compound fertilisers in accordance with the remaining performance over the lease term, which is expected to occur in the next 12 months.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

9. OTHER INCOME, GAINS AND LOSSES, NET

	2023 RMB	2022 RMB
Continuing operations		
Loss on disposal of property, plant and equipment	**(196,766)**	(51,101)
Government grants (note (i))	**4,741**	114,449
Bank interest income	**158,188**	199,604
Other interest income	**91,784**	563,198
Loss on settlement of other financial assets	**(945,025)**	–
Fair value gain on financial assets at FVTPL	**225**	52,279
Gain on lease modification (note (ii))	**15,387,204**	–
Sales of scraps	**19,621**	200,329
Service fee income	**(29,777)**	–
Compensatory payment	**(82,847)**	–
Others	**(203,364)**	84,559
	14,203,984	1,163,767

Notes:

(i) Government grants mainly represented subsidies granted by the PRC Government to subsidiaries of the Group on the research and development expenses related to compound fertilisers incurred by the Group. The subsidies were received and recognised in profit or loss only when the research and development has been completed and fulfilled the criteria set by the PRC Government.

(ii) As disclosed in note 17(a), a gain on lease modification was recognised for the year ended 31 December 2023. The original leased area was significantly reduced through a supplementary agreement. Hence the lease modification was not accounted for as a separate lease. Instead, the carrying amount of the right-of-use asset has been decreased correspondingly to reflect the reduced lease area, and the lease liability is remeasured at the effective date of the lease modification, by discounting the revised lease payments under the supplementary lease agreement using the revised discount rate of 4%. As the related right-of-use assets had been impaired in previous financial year, the corresponding adjustment to the carrying amount of the right-of-use asset is significantly lesser than the corresponding adjustment to the carrying amount of the lease liabilities and hence a significant gain resulted.

10. RESEARCH AND DEVELOPMENT EXPENSES

Included in research and development expenses are mainly expenditures incurred for the internal projects carried out for the design, testing, exploring and upgrading various types of biological compound fertiliser products for business purpose. Management assessed that the costs were incurred for these projects that were currently in the research and initial development stage and should not be capitalised as assets.

11. LOSS BEFORE TAX

	2023 RMB	2022 RMB
Continuing operations		
Loss before tax is arrived at after charging the following items:		
Auditor's remuneration	**481,703**	446,650
Research and development expenses	**1,319,315**	–
Cost of inventories recognised as expense (note)	**376,632,434**	388,906,493
Depreciation of property, plant and equipment	**8,196,976**	9,557,506
Depreciation of right-of-use assets	**2,747,633**	5,450,687
Short-term leases expenses	**1,211,326**	1,080,256
Travelling and transportation expenses	**3,551,934**	5,043,440
Legal and professional fee	**656,919**	1,234,704
Promotion expenses	**565,758**	1,019,284
Employee costs (including emoluments of directors and supervisors):		
– Wages and salaries	**19,867,697**	21,050,774
– Bonus	**649,845**	4,500
– Retirement benefit scheme contributions	**2,897,580**	2,463,508
– Staff welfare and other benefits	**946,399**	2,035,652
	24,361,521	25,554,434
Finance costs		
Interest expense on bank and other borrowings	**3,989,074**	3,388,101
Interest expense on other financial liabilities	**180,000**	157,544
Interest expense on lease liabilities	**1,003,840**	2,855,710
	5,172,914	6,401,355

Note:

Cost of inventories recognized as expense mainly includes raw materials and consumables used of RMB339,802,840 (2022: RMB353,093,853) and labour costs and production overheads of RMB36,829,594 (2022: RMB35,812,640).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

12. INCOME TAX CREDIT

	2023 RMB	2022 RMB (Restated)
Continuing operations		
Current tax		
– tax for the year	**1,693**	6,596
– (over)/under provision in respect of prior years	**(43,088)**	140,834
	(41,395)	147,430
Deferred tax	**(1,002,505)**	(654,534)
	(1,043,900)	(507,104)

The Group is subject to income tax on an entity basis on profit arising in or derived from the tax jurisdictions in which members of the Group are domiciled and operated.

Pursuant to the rules and regulations of the Cayman Islands, the Group's subsidiaries incorporated in the Cayman Islands are not subject to any income tax. The Group's subsidiaries incorporated in Hong Kong are not liable for income tax as they did not have any assessable income arising in Hong Kong during the year ended 31 December 2023 (2022: Nil).

(a) China Corporate income tax

Pursuant to the income tax rules and regulations of the PRC, the provision for PRC income tax of the subsidiaries of the Group is calculated based on the statutory tax rate of 25% (2022: 25%), except for the subsidiaries described below.

High and New-Tech enterprise certificate was issued on 9 November 2017, and lasted for 3 years and extended for a further 3 years from 9 November 2020, to Guangdong Fulilong Compound Fertilisers Co., Ltd., recognising the entity as a High and New-Tech enterprise according to the PRC tax regulations and hence entitled to a preferential tax rate of 15% (2022: 15%). In accordance with public announcement made by Ministry of Science and Technology of the PRC dated 29 December 2023, Guangdong Fulilong Compound Fertilisers Co., Ltd. has been approved to extend its High and New-Tech enterprise qualification for a further 3 years.

Certain subsidiaries of the Group in the PRC are qualified as small and micro businesses and enjoy preferential income tax rate of 5% (2022: 5%).

12. INCOME TAX CREDIT *(continued)*

(b) Reconciliation between tax expense and accounting loss

	2023 RMB	2022 RMB (Restated)
Continuing operations		
Loss before tax	**(12,012,425)**	(24,055,155)
Calculated at statutory rate of 25% (2022: 25%)	**(3,003,106)**	(6,013,790)
Tax effects of:		
Income not taxable for tax purposes	**(8,496,976)**	(3,094,313)
Expenses not deductible for tax purposes	**3,697,136**	2,493,777
Unused tax losses not recognised	**6,133,798**	5,993,050
Effects of differential tax rate and preferential tax treatment	**668,336**	(29,933)
(Over)/under provision in prior years	**(43,088)**	144,105
Taxation credit	**(1,043,900)**	(507,104)

(c) At 31 December 2023, the Group has unused tax losses of RMB149.6 million (2022: RMB125.1 million) that are available for offsetting against future taxable profits of the companies in which the losses arose. The unused tax losses can be carried forward for 10 years (2022: 10 years), and will expire in various dates up to 2033 (2022: 2032). No deferred tax asset has been recognised in respect of such losses due to the unpredictability of future profit streams.

As disclosed in note 2 to the consolidated financial statements, deferred tax liabilities have been provided as a result of the application of amendments to HKAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*. Details are as set out in note 32 to the consolidated financial statements.

13. DIVIDEND

No dividend has been paid nor declared by the Company during the year (2022: nil).

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For the year ended 31 December 2023

14. LOSS PER SHARE

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

	2023 **RMB**	2022 RMB (Restated)
Loss for the year attributable to owners of the Company		
– From continuing operations	**(14,557,904)**	(25,008,297)
– From discontinued operation	**(5,601,754)**	(2,443,234)
Loss for the purpose of basic loss per share	**(20,159,658)**	(27,451,531)
Weighted average number of ordinary shares for the purpose of basic loss per share	**1,894,500,000**	1,894,500,000

No diluted loss per share is presented as there was no potential ordinary shares in issue during the years ended 31 December 2023 and 2022.

15. EMOLUMENTS OF DIRECTORS, SUPERVISORS AND EMPLOYEES

(a) Directors' and supervisors' emoluments

The aggregate amounts of emoluments paid and payable to directors and supervisors of the Company during the year are as follows:

	2023 **RMB**	2022 RMB
Fees	**380,000**	374,224
Salaries and other benefits	**870,440**	1,154,872
Retirement benefits scheme contributions	**247,700**	232,940
	1,498,140	1,762,036

15. EMOLUMENTS OF DIRECTORS, SUPERVISORS AND EMPLOYEES *(continued)*

(a) Directors' and supervisors' emoluments *(continued)*

Executive directors:

The emoluments paid to executive directors during the year are as follows:

	Fee emoluments RMB	Salaries and other benefits RMB	Retirement benefits scheme contributions RMB	Total RMB
2023				
Ms Sun Li	**–**	**468,870**	**151,257**	**620,127**
	–	**468,870**	**151,257**	**620,127**
2022				
Ms Sun Li	–	571,240	138,245	709,485
Mr Hao Zhihui (note(i))	–	357,032	–	357,032
	–	928,272	138,245	1,066,517

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

15. EMOLUMENTS OF DIRECTORS, SUPERVISORS AND EMPLOYEES *(continued)*

(a) Directors' and supervisors' emoluments *(continued)*

Non-executive directors:

The fees paid to non-executive directors during the year are as follows:

	Fee emoluments RMB	Salaries and other benefits RMB	Retirement benefits scheme contributions RMB	Total RMB
2023				
Mr Li Ximing	**40,000**	**–**	**–**	**40,000**
Mr Cao Aixin	**40,000**	**171,970**	**8,128**	**220,098**
	80,000	**171,970**	**8,128**	**260,098**
2022				
Mr Li Ximing	40,000	–	–	40,000
Mr Cao Aixin	40,000	–	–	40,000
	80,000	–	–	80,000

Note:

(i) Mr Hao Zhihui retired as an executive director on 30 December 2022.

Independent non-executive directors:

The fees paid to independent non-executive directors during the year are as follows:

	2023 RMB	2022 RMB
Mr Li Xudong (Note (i))	**80,000**	80,000
Ms Gao Chun	**80,000**	80,000
Mr Wang Yongkang	**80,000**	80,000
	240,000	240,000

Note:

(i) Mr Li Xudong resigned as an independent non-executive director on 28 March 2024.

15. EMOLUMENTS OF DIRECTORS, SUPERVISORS AND EMPLOYEES *(continued)*

(a) Directors' and supervisors' emoluments *(continued)*

Supervisors:

The emoluments paid to supervisors during the year are as follows:

	Salaries and other benefits RMB	Retirement benefits scheme contributions RMB	Total RMB
2023			
Ms Yang Chunyan	**131,000**	**50,457**	**181,457**
Ms Liu Jinyu	**98,600**	**37,858**	**136,458**
	229,600	**88,315**	**317,915**
2022			
Ms Yang Chunyan	129,500	54,053	183,553
Ms Liu Jinyu	97,100	40,642	137,742
	226,600	94,695	321,295

Independent supervisors:

The fees paid to independent supervisors during the year are as follows:

	2023 RMB	2022 RMB
Mr Liang Weitao	**30,000**	30,000
Mr. Zhao Zhiyou (note (i))	**30,000**	24,224
	60,000	54,224

(i) Mr. Zhao Zhiyou was appointed as independent supervisor on 8 February 2022.

No performance related incentive payments were determined and paid to any of the directors and supervisors for the year ended 31 December 2023 (2022: nil).

No directors waived any emoluments during the year ended 31 December 2023 (2022: nil).

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group. The non-executive directors' emoluments shown above were mainly for their services as directors of the Company or its subsidiaries. The independent non-executive directors emoluments shown above were mainly for their services as directors of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

15. EMOLUMENTS OF DIRECTORS, SUPERVISORS AND EMPLOYEES *(continued)*

(b) Five highest paid individuals

The five highest paid individuals of the Group included one (2022: two) executive director and one non-executive director (2022: Nil), whose emoluments are reflected in note (a).

The analysis of the emoluments of the remaining three (2022: three) highest paid individuals are set out below:

	2023 **RMB**	2022 RMB
Salaries, other benefits	**536,856**	737,092
Retirement benefits scheme contributions	**50,471**	222,908
	587,327	960,000

The number of the highest paid individuals, including executive directors, whose remuneration fell within the following band is as follows:

	Number	
	2023	2022
Nil – RMB908,873 (2022: RMB893,300) (equivalent to Nil – HK$1,000,000)	**5**	5

(c) During the year, no emoluments were paid by the Group to the directors, supervisors or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office (2022: nil).

None of the directors and supervisors waived any emoluments during the year (2022: nil).

16. PROPERTY, PLANT AND EQUIPMENT

	Buildings, other structures and improvements RMB	Plant and machinery RMB	Motor vehicles RMB	Furniture, fixtures and equipment RMB	Construction in progress RMB	Total RMB
Cost						
At 1 January 2022	75,494,543	80,288,832	3,630,927	5,468,486	13,207,670	178,090,458
Additions	462,180	709,387	1,983,717	2,323,256	3,319,245	8,797,785
Transfers	14,443,144	1,991,849	–	–	(16,434,993)	–
Disposals	(15,730)	–	(604,275)	(9,739)	–	(629,744)
At 31 December 2022	90,384,137	82,990,068	5,010,369	7,782,003	91,922	186,258,499
Additions	1,146,628	173,230	484,071	477,875	980,217	3,262,021
Disposals	–	(300,000)	(556,146)	(3,200)	–	(859,346)
At 31 December 2023	**91,530,765**	**82,863,298**	**4,938,294**	**8,256,678**	**1,072,139**	**188,661,174**
Accumulated depreciation and impairment						
At 1 January 2022	27,352,610	64,306,851	3,064,958	3,793,489	–	98,517,908
Charge for the year	3,644,043	2,179,195	253,661	3,480,607	–	9,557,506
Written back on disposal	–	–	(574,061)	(4,582)	–	(578,643)
At 31 December 2022	30,996,653	66,486,046	2,744,558	7,269,514	–	107,496,771
Charge for the year	3,571,485	3,578,362	513,541	533,588	–	8,196,976
Written back on disposal	–	(142,461)	(516,207)	(912)	–	(659,580)
At 31 December 2023	**34,568,138**	**69,921,947**	**2,741,892**	**7,802,190**	**–**	**115,034,167**
Carrying amount At 31 December 2023	**56,962,627**	**12,941,351**	**2,196,402**	**454,488**	**1,072,139**	**73,627,007**
At 31 December 2022	59,387,484	16,504,022	2,265,811	512,489	91,922	78,761,728

Notes:

(i) At 31 December 2023, the carrying amount of buildings under property, plant and equipment pledged as security for certain of the Group's banking facilities amounted to approximately RMB53.2 million (2022: RMB55.2 million) (note 30).

At 31 December 2023, costs of fully depreciated plant and machinery, motor vehicles and furniture, fixtures and equipment that were still in use by the Group were RMB47.1 million (2022: RMB47.1 million), RMB2.5 million (2022: RMB2.5 million) and RMB6.0 million (2022: RMB4.4 million) respectively.

(ii) The Group carried out impairment assessment reviews of its property, plant and equipment used in its fertiliser product segment in 2023 and 2022 as a result of the market conditions in the fertiliser markets whereby increased competition amongst the suppliers had led to decreases in the gross profit margins of the Group's fertilizer products. Based on the results of the impairment assessments of the recoverable amounts of the cash generating units in the fertiliser products segment made by the management which have been determined based on value-in-use calculations, no impairment loss has been recognised for the year ended 31 December 2023 (2022: RMBNil) to write down the carrying amounts to the recoverable amounts of property, plant and equipment. The discount rate used in measuring the amount of value in use was 12.7% (2022: 12.7%)

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17. RIGHT-OF-USE ASSETS

The Group as a lessee

The Group leases a number of properties in the jurisdictions in which it operates.

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

	Buildings, other structures and improvement (Note (a)) RMB	Prepaid land lease (Note (b)) RMB	Prepaid land lease relating to property, plant and equipment (Note (c)) RMB	Total RMB
At 1 January 2022	21,454,157	13,842,469	23,940,489	59,237,115
Modification of lease contract	–	–	(500,000)	(500,000)
Depreciation	(4,363,558)	(286,891)	(800,238)	(5,450,687)
At 31 December 2022	17,090,599	13,555,578	22,640,251	53,286,428
At 1 January 2023	17,090,599	13,555,578	22,640,251	53,286,428
Modification of lease contract	(11,229,763)	–	–	(11,229,763)
Depreciation	(1,660,504)	(286,891)	(800,238)	(2,747,633)
At 31 December 2023	4,200,332	13,268,687	21,840,013	39,309,032

Notes:

(a) The Group leases various production facilities for its manufacturing operations. The lease contract was entered into for fixed term without extension and termination options and the lease term will end in 2030. The lease payments are calculated by the summation of 2 components: (i) fixed minimum lease payments and (ii) variable lease payments based on the quantity of production volume in each month. However, the management assessed that the projected production quantity would not exceed the benchmark production quantity set out in the lease contract during the lease period, and in the opinion of the management of the Group, no impact from the variable lease payment component to the total lease payments is expected.

During the year ended 31 December 2023, the Group conducted an evaluation of its leased production facilities with the goal of cost optimization. As a result of this assessment, the subsidiary of the Company entered into a supplementary agreement with the lessor in 2023. This supplementary agreement stipulates a reduction in the lease area of the original lease, effective from 1 January 2024. The remaining lease period and the lease payment per square meter remain unchanged. As a result of the lease modification that decreased the scope of the lease, a gain on lease modification of RMB15,387,204 was recognized under “Other income, gains and losses, net” for the year ended 31 December 2023.

As a result of the impairment assessment of the recoverable amounts of the cash generating units in the fertiliser products segment made by the management as disclosed in note 16, no impairment loss (2022: Nil) has been recognised on right-of-use assets for the year ended 31 December 2023.

17. RIGHT-OF-USE ASSETS *(continued)*

The Group as a lessee *(continued)*

Notes: *(continued)*

(b) The balance represented a piece of land held by the Group under medium term lease in the PRC.

On 28 September 2019, the Group signed an agreement with an independent third party (the "Acquirer") to unconditionally transfer the land use right to the Acquirer when the Group successfully obtained the land use right certificate at a consideration of RMB11,500,000 (the "Consideration"). Direct costs incurred by the Group for obtaining the land use right certificate were recognised as cost of acquisition of the land use rights and to be reimbursed by the Acquirer. On 20 April 2020, the land use right certificate, which was obtained by the Group but due to the identity of the designated holder of the land use right certificate was yet to be determined by the Acquirer and there was no specific timeline for transferring the land use right certificate in accordance to the original agreement and subsequently, a supplemental agreement dated 10 March 2021, the land use right was yet to be transferred to the Acquirer as at 31 December 2020. On 8 December 2021, the Group signed a Demolition and Compensation Agreement with the People's Government of Hongmei Town, Dongguan City (the "People's Government"), whereby the Group will transfer the piece of land to the People's Government in exchange for another piece of land. Based on the terms under the agreement with the Acquirer, the Acquirer is not entitled to any compensation for the Group not transferring the land use right under any conditions, but the Acquirer is entitled to a refund of advance payment of RMB13,329,852. which was included in other payables of the Group under note 28. As at 31 December 2023, the timing that the Group would replace and transfer the land to the People's Government is uncertain. The land is being depreciated over the term of the land use right.

As at 31 December 2023, the recoverable amount of the right-of-use asset was determined by reference to valuation carried out on a Market Value basis. Market Value is defined as "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

The fair value of the land as at 31 December 2023 was estimated to be above its carrying amount. The fair value was determined by the directors of the Company, with reference to recent market prices of similar properties as inputs. At the end of the reporting period, no impairment of the right-of-use asset was considered necessary.

The fair value of the land was determined based on the market observable comparable prices of similar properties ranging from RMB800 to RMB1,255 per sq. m taking into account differences in locations and size. The higher the comparable prices, the higher the fair value of the land. The fair value was based on observable inputs other than unadjusted quoted prices and corroborated by observable market data, and is under level 3 fair value measurement hierarchy.

(c) The balance represented the upfront payments for leasehold lands under medium-term leases in the PRC for own use properties. The lease terms of the such leases are ranged from 13 years to 20 years.

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18. GOODWILL

	2023 RMB	2022 RMB
Cost		
At 1 January	**17,677,807**	12,149,807
Acquisition of a subsidiary	**–**	5,528,000
Transfer to assets held for sale (note 7)	**(5,528,000)**	–
At 31 December	**12,149,807**	17,677,807
Accumulated impairment losses		
At 1 January and 31 December	**(12,149,807)**	(12,149,807)
Carrying amount	**–**	5,528,000

Goodwill acquired through business combination had been allocated to cash generating units ("CGUs") in the elderly care and health care services segment and health care products (wine) segment.

For the purpose of impairment testing, the carrying amount of goodwill is identified as belonging to the following CGUs:

		2023 RMB	2022 RMB
(a)	Elderly care services, including leasing of elderly equipment	**–**	–
(b)	Health care products (wine) and related services ((presented as assets of disposal group classified as held for sale), see note 7)	**5,528,000**	5,528,000
		5,528,000	5,528,000

(a) The elderly care and health care services segment includes two CGUs, which are the elderly care services CGU and health care services CGU. The goodwill of gross carrying amount of RMB12,149,807 was allocated under the elderly care services CGU. The Group performed its annual impairment assessment for goodwill by comparing its recoverable amount to its carrying amount as at the end of the reporting period. The goodwill in the elderly care services CGU was fully impaired in the financial year ended 31 December 2021.

18. GOODWILL *(continued)*

(b) The health care products (wine) segment comprises one CGU. The goodwill of gross carrying amount of RMB5,528,000 was allocated under the health care products (wine) CGU. The directors of the Company have resolved to dispose of the segment and the segment has been classified as a disposal group held for sale as at 31 December 2023. For details, see note 7. The goodwill, intangible assets and other assets belonging to this disposal group classified as held for sale as at 31 December 2023 are measured at the lower of their carrying amounts and the fair value less costs to sell. No impairment loss of the goodwill was recognised for the year ended 31 December 2023.

The Group performed its annual impairment assessment for the goodwill by comparing the recoverable amount of the health care products CGU to its carrying amount as at 31 December 2023 and 2022. The recoverable amount of the CGU as at 31 December 2023 was estimated based on its fair value less costs to sell, by reference to the disposal price agreed between the relevant parties in the sales and purchase agreement referred to in note 7. As a result, no impairment loss is recognised in respect of the goodwill belonging to the CGU as at 31 December 2023. In relation to the impairment assessment as at 31 December 2022, the Group forecasted the cash flow projections based on latest available information and business plan. The recoverable amount of the CGU as at 31 December 2022 was determined based on value-in-use calculations. These calculations used cash flow projections based on the five-year financial budgets approved by management. Cash flows beyond the five-year period had been extrapolated with an estimated annual growth rate of 2%. This growth rate was based on the relevant industry growth forecasts and did not exceed the average long-term growth rate for the relevant industry.

Details of the variables and assumptions were as follows:

	2022 RMB
Health care products (wine) (CGU)	
Pre-tax discount rate	25%
Operating margin	(3%)-2%
Growth rate of sales revenue within the five-year period	6%

The discount rate used is pre-tax and reflect specific risks relating to the relevant CGU. The operating margin and growth rate within the five-year period had been based on past experience and expected budget and operation plan.

The recoverable amount of the health care products (wine) CGU was RMB12,418,000 as at 31 December 2022.

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19. INTANGIBLE ASSETS

	Software application RMB	Licenses RMB	Total RMB
Cost			
At 1 January 2022	–	276,085,998	276,085,998
Acquisition of a subsidiary	6,890,000	–	6,890,000
At 31 December 2022 and 1 January 2023	6,890,000	276,085,998	282,975,998
Transferred to assets held for sale	(6,890,000)	–	(6,890,000)
At 31 December 2023	–	276,085,998	276,085,998
Accumulated amortisation and impairment losses			
At 1 January 2022	–	276,048,998	276,048,998
Amortisation	344,500	37,000	381,500
At 31 December 2022	344,500	276,085,998	276,430,498
Amortisation	689,000	–	689,000
Transferred to assets held for sale	(1,033,500)	–	(1,033,500)
At 31 December 2023	–	276,085,998	276,085,998
Carrying amount			
At 31 December 2023	–	–	–
At 31 December 2022	6,545,500	–	6,545,500

Analysis of intangible assets based on the business segments is as follows:

	2023 RMB	2022 RMB
(a) Elderly care services	–	–
(b) Health care products (wine) ((presented as assets of disposal group classified as held for sale), see note 7)	5,856,500	6,545,500
	5,856,500	6,545,500

19. INTANGIBLE ASSETS *(continued)*

The licenses and software application intangible assets were recognised upon the acquisitions of Shu Ju Ku Greater China Ltd ("SJKGC") and Shanghai Weidi respectively on 17 March 2017 and 18 July 2022 respectively at their fair values at the respective dates of acquisition. They were considered by the management of the Group as having a useful life of 16 years and 10 years respectively. The intangible assets are tested for impairment whenever there is an indication that they may be impaired.

(a) Elderly care services CGU

The licenses intangible asset recognised upon the acquisition of SJKGC relates to the exclusive right to use the medical license for the EEG diagnosis detection and analysis technology for the diagnosis of various psychiatric or neurological diseases, and the areas covered by the license in Asia Pacific include the PRC, Hong Kong, Macau, Japan and Korea. The exclusive medical license is granted from an independent third party incorporated in Seychelles, and such license is owned by an independent third party incorporated in Cyprus in relation to quantitative EEG data collection, analysis and subsequently for establishing the associated medical data bank. Licencing income would be generated from sub-licensing of the exclusive right to use the license and processing income would be generated from self-operated detection centre and share of revenue from detection performed by sub-licensees.

For the purposes of impairment testing, the intangible asset was identified as belonging to the elderly care services CGU:

The elderly care services CGU provides EEG detection services. In the financial year ended 31 December 2021, the licenses intangible asset was fully impaired as the scale of business and the financial performance of the health care services CGU were below the expectation of the Group's management during the year. The Group performed its impairment assessment for licenses intangible assets in the health care services CGU by estimating the recoverable amount of the health care services CGU based on its value in use.

There was no objective evidence of reversal of impairment loss of the licenses intangible asset in 2023 and 2022, hence no further impairment assessment was performed as at 31 December 2023 and 2022.

19. INTANGIBLE ASSETS *(continued)*

(b) Health care products (wine) CGU

The software application intangible asset relates to the customer system platform developed by a subsidiary acquired by the Group in 2022, Shanghai Weidi. The platform is used for trading and selling the wine and elderly health care products to the customers. The directors of the Company have resolved to dispose of the health care products (wine) segment and the segment has been classified as a disposal group held for sale as at 31 December 2023. For details, see note 7. The goodwill, intangible assets and other assets belonging to this disposal group classified as held for sale as at 31 December 2023 are measured at the lower of their carrying amounts and the fair value less costs to sell. No impairment loss of the intangible asset was recognised for the year ended 31 December 2023.

The Group had conducted impairment assessment on the recoverable amount of the platform as at 31 December 2022 based on the recoverable amount of the CGU which have been determined based on value-in-use calculations. The discount rate in measuring the amount of value in use was 25%.

Details of the variables and assumptions used in the impairment assessment of the health care products (wine) CGU for the year ended 31 December 2022 are disclosed in note 18.

20. OTHER FINANCIAL ASSETS

	2023 **RMB**	2022 RMB
At 1 January	**2,340,000**	2,340,000
Settlement from vendor	**(1,394,975)**	–
Loss on settlement	**(945,025)**	–
At 31 December	**–**	2,340,000

Other financial assets relate to profit guarantee arising from acquisition of SJKGC which were carried at fair value.

Pursuant to the profit guarantee agreement agreed with the vendor, which is currently a non-controlling interest in SJKGC, in accordance with the acquisition agreement of SJKGC, the Company was eligible to preferential appropriation of USD2,750,000 included in the profit of SJKGC for the years ended 31 December 2017, 2018 and 2019.

The audited profits after tax of SJKGC for both years ended 31 December 2019 and 2018 were below the profit guaranteed benchmark of USD5,390,000 for each year.

On 3 September 2019, the Company applied for arbitration (the “Arbitration”) to the Hong Kong International Arbitration Centre (the “HKIAC”) to claim the preferential cash dividends of USD2,750,000 for the year ended 31 December 2018 as warranted by the non-controlling interest of SJKGC as the preferential cash dividends were yet to be received by the Company. On 26 November 2019, an arbitrator was appointed. On 3 February 2020, a Procedural Order was issued by the arbitrator and circulated to the Company and the non-controlling interest, which listed out the timetable for pleadings, types of documents to be tendered and schedule of hearings.

20. OTHER FINANCIAL ASSETS *(continued)*

On 31 December 2020, the Group entered into a settlement agreement in respect of the above mentioned profit guarantee. Under the terms set out in the settlement agreement, (i) both parties agreed to extend the duration for the fulfilment of profit guarantee from three financial years to six financial years (2017, 2018, 2019, 2020, 2021 and 2022) and (ii) 2 alternative mechanisms were provided for fulfilment of the profit guarantee. Details of the revised terms of the profit guarantee arrangement are set out in the Announcement issued by the Company on 7 January 2021. On 26 March 2021, the Group has entered into a second settlement agreement that has suspended the previous settlement agreement dated 31 December 2020. Under the terms set out in the second settlement agreement, (i) both parties agreed to extend the duration for the fulfilment of profit guarantee from three financial years to six financial years (2017, 2018, 2019, 2020, 2021 and 2022) and (ii) 2 alternative mechanisms were provided for fulfilment of the profit guarantee and (iii) the settlement terms were revised by incorporating another mechanism for SJKGC to return the consideration shares as part of the settlement if neither of the 2 mechanisms could be fulfilled. Details of the revised terms in the profit guarantee arrangement are set out in the Announcement issued by the Company on 26 March 2021. The fair value of profit guarantee arising from acquisition of SJKGC at 31 December 2021 was determined based on valuation performed by independent professional qualified valuer and based on the latest revised terms as set out in the second settlement agreement. The fair value measurement of the profit guarantee was determined using the discounted cash flow technique, based on projections of future profits of SJKGC, contractual terms and performance probability of alternative mechanisms and default rate of 30% as estimated by the management of the Group.

As at 31 December 2022, the profit guarantee periods under the second settlement agreement expired and SKJGC failed to fulfill its profit guarantee. According to the second settlement agreement, the vendor shall return the consideration shares of 23,312,133 shares of the Company to the Group, and the Company will initiate the recovery process of these shares. The carrying amount as at 31 December 2022 represents the receivable arising from non fulfilment of the profit guarantee during the six years' profit guarantee period and is measured at fair value through profit or loss. The fair value was measured based on the quoted market value of the Company's shares as at 31 December 2022 and adjusted for a default rate of 40% as estimated by the management of the Group.

On 1 August 2023, to the Group entered into a final settlement agreement with SJKGC and the vendor. The parties agreed that the proceeds from the sale of the consideration shares on the market in the amount of RMB1,394,975 (equivalent to HK$1,515,289, being the proceeds from the sale of 23,312,133 shares of the Company at HK$0.065 per share) paid to the Company shall be the final settlement of compensation payable to the Company by the vendor. Upon payment of the said compensation, all rights and liabilities of the parties under the Acquisition and the Agreements (including the Amended and Restated Settlement Agreement, the Supplemental Share Purchase Agreement and the Amended and Restated Shareholders' Agreement) and documents shall be terminated, discharged and waived absolutely, thus a loss amounted to RMB945,025 was recognised for the year ended 31 December 2023.

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21. INVENTORIES

	2023 RMB	2022 RMB
Raw materials	**54,455,439**	46,797,380
Finished goods	**24,466,473**	15,937,460
Packaging materials	**13,872,321**	13,607,094
	92,794,233	76,341,934
Less: provision for inventory obsolescence	**(2,337,684)**	(2,337,684)
	90,456,549	74,004,250

22. TRADE RECEIVABLES

	2023 RMB	2022 RMB
Trade receivables	**102,165,062**	126,318,040
Allowance for expected credit losses	**(93,388,413)**	(94,451,402)
	8,776,649	31,866,638

An aging analysis of the trade receivables as at the end of the reporting periods, based on the invoice date and net of loss allowance, is as follows:

	2023 RMB	2022 RMB
Within 3 months	**1,605,621**	10,619,705
More than 3 months but less than 6 months	**3,793,045**	12,852,425
More than 6 months but less than 1 year	**2,561,129**	5,404,464
Over 1 year	**816,854**	2,990,044
	8,776,649	31,866,638

22. TRADE RECEIVABLES *(continued)*

The Group does not hold any collateral or other credit enhancements over these balances. Movements in the allowance for impairment losses are as follows:

	2023 RMB	2022 RMB
At 1 January	94,451,402	89,564,003
Written off of trade receivables	(10,540,294)	–
Expected credit losses provided	9,477,305	4,887,399
At 31 December	93,388,413	94,451,402

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables.

An impairment analysis was performed at 31 December 2023 and 2022 using a provision matrix to measure expected credit losses. The provision rates are based on aging from invoice date for groupings of various customer segments with similar loss patterns. The calculation reflects the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix based on the aging analysis by invoice date:

2023	Within 3 months RMB	More than 3 months but less than 6 months RMB	More than 6 months but less than 12 months RMB	Over 1 year RMB	Total RMB
Expected loss rate	16.50%	12.71%	20.43%	99.12%	
Gross carrying amount	1,923,007	4,345,193	3,218,782	92,678,080	102,165,062
Expected credit losses	317,386	552,148	657,653	91,861,226	93,388,413

2022	Within 3 months RMB	More than 3 months but less than 6 months RMB	More than 6 months but less than 12 months RMB	Over 1 year RMB	Total RMB
Expected loss rate	26.04%	30.99%	64.26%	96.18%	
Gross carrying amount	14,357,764	18,624,256	15,120,040	78,215,980	126,318,040
Expected credit losses	3,738,059	5,771,831	9,715,576	75,225,936	94,451,402

23. PREPAYMENTS AND OTHER RECEIVABLES

	2023 RMB	2022 RMB
Current		
Prepayments		
Advanced deposits to suppliers of raw materials of fertiliser products and health care related products	**61,033,786**	64,414,892
Other receivables (note (i))	**21,141,470**	23,287,851
Less: allowance for doubtful debts (note (ii))	**(11,755,153)**	(10,048,190)
	9,386,317	13,239,661
	70,420,103	77,654,553

Notes:

(i) Included in other receivables is an amount due from a wholly owned subsidiary of a shareholder of the Company ("the Borrower") of RMB7,000,000 as at 31 December 2023 (2022: RMB7,000,000). The amount is unsecured and interest bearing at 4% per annum. The repayment date was extended for one year from 30 September 2020 to 30 September 2021. There was significant increase in credit risk due to further extension of the advance and such balance was considered as credit impaired. Therefore, such amount was fully impaired as at 31 December 2023 (2022: RMB7,000,000). As at the date of approval of consolidated financial statements, no repayment has been received.

Included in other receivables is a consideration receivable arising from the disposal of an associate of approximately RMB1,257,000 as at 31 December 2023 (2022: RMB6,788,000).

(ii) Allowance for doubtful debts:

	2023 RMB	2022 RMB
At 1 January	**10,048,190**	9,733,564
Allowance for impairment loss	**1,706,963**	314,626
At 31 December	**11,755,153**	10,048,190

Details of credit risk assessment refer to note 40(a).

24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets at fair value through profit or loss as at 31 December 2022 represented wealth management products issued by a PRC banking institution in total of RMB300,000 on 31 July 2020 and subsequently measured at fair value as at 31 December 2022. During the year ended 31 December 2023, those management products were fully disposed.

These financial products as at 31 December 2022 did not have specified maturity dates. These wealth management products, underlying investments included bond and equity investments and were not principal-guaranteed.

The fair values of the financial products as at 31 December 2022 had been determined by reference to the unquoted market price from bank at the end of reporting period.

25. CASH AND CASH EQUIVALENTS

Cash and bank balances earn interest at floating rates based on daily bank deposit rates. The carrying amounts of the cash and bank balances approximate their fair values.

As at 31 December 2023, the total cash and bank balances is RMB5,934,322 (2022: RMB6,856,413), which the amount denominated in RMB is RMB5,846,673 (2022: RMB6,836,978). RMB is not freely convertible into foreign currencies in the PRC. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks authorised to conduct foreign exchange business.

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26. TRADE PAYABLES

	2023 RMB	2022 RMB
Trade payables	**16,106,709**	20,723,475

Generally, the credit terms received from suppliers of the Group is 90 days. An aging analysis of year end trade payables, based on the invoice dates, is as follows:

	2023 RMB	2022 RMB
Within 3 months	**3,003,122**	3,109,173
More than 3 months but less than 6 months	**1,622,910**	3,223,887
More than 6 months but less than 1 year	**2,536,877**	7,512,203
Over 1 year	**8,943,800**	6,878,212
Trade payables	**16,106,709**	20,723,475

27. CONTRACT LIABILITIES

	2023 RMB	2022 RMB
Contract liabilities arising from:		
Sale of biological compound fertiliser products	**78,840,206**	60,382,005
Elderly care and health care services	**–**	20,760
Health care products (wine)	**7,686,092**	13,157,065
	86,526,298	73,559,830

Typical payment terms which impact on the amount of contract liabilities are as follows:

Sale of biological compound fertiliser products and health care products (wine)

It is a common practice for the Group to receive the contract sum in cash from its customers in advance of the transfer of goods. In such situation, contract liabilities would arise.

Elderly care and health care services

It is common practice for the Group to receive leasing of elderly equipment revenue from its customers in advance of the lease.

27. CONTRACT LIABILITIES *(continued)*

Movements in contract liabilities

	2023 RMB	2022 RMB
Balance as at 1 January	**73,559,830**	67,707,911
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year (note 8)	**(33,465,176)**	(58,418,236)
Increase in contract liabilities as a result of receipts in advance	**46,431,644**	64,270,155
Balance at 31 December	**86,526,298**	73,559,830

28. OTHER PAYABLES AND ACCRUALS

	2023 RMB	2022 RMB
Other payables (note (i))	**19,913,118**	34,139,341
Loan from a vendor (note (ii))	**6,593,100**	6,593,100
Accruals	**2,469,531**	595,250
Receipts in advance (note (iii))	**13,379,852**	13,705,652
Consideration for acquisition of a subsidiary (note 36)	**2,206,900**	2,206,900
Payable to Social Security Fund (note (iv))	**2,901,750**	2,819,136
	47,464,251	60,059,379

Notes:

(i) Other payables are due to third party vendors relating to operating expenses, purchase of plant and equipment, social insurance funds, staff payroll, and an advance from third party of RMB2,350,000 for settling the compensation as disclosed in note 45 which bears interest at 12% per annum, and repayable on demand.

(ii) The balance was due the previous vendor of a wholly owned subsidiary, Shanghai Weidi. The balance was unsecured, non-interest bearing and repayable on demand (see note 46 for settlement agreement).

(iii) These relate to the deposits received from a purchaser for purchasing the land (see note 17 (b) for details).

(iv) Pursuant to the State-Owned Shares Reduction Regulations, for any issue of new shares by a joint stock limited company with state-owned shares, 10% of the amount raised by the allotment of new shares shall be payable to 全國社會保障基金理事會 (National Council for the Social Security Fund).

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29. LOAN FROM A RELATED PARTY

Loan from a related party, being a director of the Company's subsidiary, is unsecured, non-interest bearing and repayable on demand.

30. BANK AND OTHER BORROWINGS

	2023 **RMB**	2022 RMB
Current		
Interest bearing		
Secured		
– Short-term bank loans (note (i))	**34,000,000**	44,000,000
– Current portion of long-term bank loans (note (i))	**60,000**	–
Unsecured		
– Short-term bank loans	**8,000,000**	–
– Short-term other loans (note (ii))	**13,110,000**	12,700,000
	55,170,000	56,700,000
Non-current		
Interest bearing		
Secured		
– Long-term bank loans (note (i))	**9,920,000**	–
	65,090,000	56,700,000

30. BANK AND OTHER BORROWINGS *(continued)*

At the end of the reporting period, total current and non-current bank and other borrowings were scheduled to repay as follows

	2023 RMB	2022 RMB
Within one year	**55,170,000**	56,700,000
More than one year, but not exceeding two years	**9,920,000**	–
	65,090,000	56,700,000

Notes:

(i) The bank borrowings were secured against property, plant and equipment with a total carrying amount as at 31 December 2023 of approximately RMB53.2 million (2022: RMB55.2 million). Certain bank borrowings were also guaranteed by a director of a subsidiary and an independent third party.

(ii) Short-term unsecured other loans as at 31 December 2023 represented borrowings granted from four (2022: four) independent third parties in total of RMB13.1 million (2022: RMB12.7 million). Other loans of RMB6.0 million (2022: RMB8.2 million) were guaranteed by a subsidiary's director, carried fixed interest rate of 12% per annum and repayable on demand, RMB4.5 million (2022: RMB4.5 million) carried fixed interest rate of 18% per annum and repayable on demand and RMB2.6 million (2022: RMBNil) carried fixed interest rate of 10% per annum and repayable on demand.

(iii) As at 31 December 2023, the secured bank borrowings of the Group bear interest at fixed interest rate and the effective interest rate was ranged from 3.3% to 5% (2022: 4.43%), the unsecured bank borrowing carried fixed interest rate of 3.85% (2022:Nil) per annum and was repayable on demand.

(iv) As at 31 December 2023, banking facilities of approximately RMB66.9 million (2022: RMB44.0 million) were granted to the Group and the Group utilised approximately RMB51.9 million during the year ended 31 December 2023 (2022: RMB44.0 million).

31. LEASE LIABILITIES

Movement of the Group's lease liabilities is analysed as follows:

	2023 RMB	2022 RMB
As at 1 January	**39,212,355**	42,943,009
Interest expense	**1,003,840**	2,855,710
Modification of lease contract	**(26,616,967)**	(500,000)
Lease payments	**(17,250,000)**	(6,086,364)
As at 31 December	**11,874,228**	39,212,355

31. LEASE LIABILITIES *(continued)*

As disclosed in note 17(a), during the year ended 31 December 2023, the original leased area covered by the lease agreement to which the lease liabilities of the Group relate was significantly reduced through a supplementary agreement signed with the lessor in 2023. As a result of the lease modification that decreased the scope of the lease, the Group remeasured the lease liabilities to reflect the partial termination of the lease.

The future lease payments of the Group's leases (excluding short-term leases) were scheduled to repay as follows:

	2023 **RMB**	2022 RMB
Minimum lease payments		
Not later than one year	**1,947,801**	6,586,364
Later than one year and not later than two years	**1,947,801**	6,586,364
Later than two years and not later than five years	**5,843,401**	19,759,091
Over five years	**3,895,597**	18,661,362
	13,634,600	51,593,181
Less: Interest payment	**(1,760,732)**	(12,380,826)
	11,874,228	39,212,355

The present value of future lease payments of the Group's leases is analysed as:

	2023 **RMB**	2022 RMB
Current	**1,498,976**	3,978,742
Non-current	**10,375,252**	35,233,613
As at 31 December	**11,874,228**	39,212,355

	2023 **RMB**	2022 RMB
Short term lease expense	**1,481,968**	1,080,256

32. DEFERRED TAX

The following are the deferred tax liabilities recognised by the Group and movements thereon during the year:

	Right-of-use assets RMB
At 1 January, 2022	–
Adjustments (note 2)	3,218,123
At 1 January, 2022 (restated)	3,218,123
Credited to profit or loss	(654,534)
At 31 December, 2022 (restated)	2,563,589
Credited to profit or loss	(1,002,505)
At 31 December, 2023	1,561,084

Reconciliation to the consolidated statement of financial position:

	2023 **RMB**	2022 RMB
Deferred tax liabilities	**1,561,084**	2,563,589

As at 31 December 2023, the Group has deductible temporary differences of RMB11,874,228 (2022: RMB39,212,355) in relation to lease liabilities. No deferred tax asset has been recognized in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilized.

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33. SHARE CAPITAL

(a) The Company's issued and fully paid-up capital comprises:

	2023		2022	
	Number (million)	RMB	Number (million)	RMB
Ordinary shares of RMB0.10 each:				
Domestic shares				
At 1 January and 31 December	698	69,750,000	698	69,750,000
H shares				
At 1 January and 31 December	1,197	119,700,000	1,197	119,700,000
Total at 31 December	1,895	189,450,000	1,895	189,450,000

Note:

Domestic shares and H shares are both ordinary shares in the share capital of the Company. However, H shares may only be subscribed for by, and traded in Hong Kong dollars between legal or natural persons of Hong Kong, Macau, Taiwan or any country other than the PRC. Domestic shares on the other hand, may only be subscribed for by, and traded between legal or natural persons of the PRC (other than Hong Kong, Macau and Taiwan) and must be subscribed for and traded in RMB. All dividends in respect of H shares are to be paid by the Company in Hong Kong dollars whereas all dividends in respect of domestic shares are to be paid by the Company in RMB. Other than the above, all domestic shares and H shares rank pari passu with each other in all respects and rank equally for all dividends or distributions declared, paid or made.

(b) Movements in the Group's reserves are set out in the consolidated statement of changes in equity.

(c) No share options had been granted by the Company under its share option scheme (the "Scheme") since its adoption. At 31 December 2023, none of the directors or supervisors, employees or other participants of the Scheme had any rights to acquire the H Shares in the Company (2022: nil).

34. RESERVES

	Share premium RMB (Note (i))	Capital reserve RMB (Note (iii))	Accumulated losses RMB (Note (iv))	Other reserve RMB (Note (v))	Total RMB
The Company					
At 1 January 2022	275,317,438	(2,312,483)	(355,155,465)	(33,833,177)	(115,983,687)
Loss and total comprehensive expense for the year	–	–	(5,025,259)	–	(5,025,259)
Deemed contribution arising from imputed interest on amounts due from subsidiaries	–	–	–	(8,383,526)	(8,383,526)
At 31 December 2022 and 1 January 2023	275,317,438	(2,312,483)	(360,180,724)	(42,216,703)	(129,392,472)
Loss and total comprehensive expense for the year	–	–	(86,657,691)	–	(86,657,691)
Deemed contribution arising from imputed interest on amounts due from subsidiaries	–	–	–	(236,483)	(236,483)
At 31 December 2023	275,317,438	(2,312,483)	(446,838,415)	(42,453,186)	(216,286,646)

Notes:

(i) Share premium

Share premium represents premium arising from the issue of shares issued at a price in excess of their par value per share.

(ii) Surplus reserve

In accordance with the PRC Companies Law, the Company and its subsidiaries are required to transfer 10% of their profit after tax, as determined in accordance with accounting standards and regulations of the PRC, to the statutory surplus reserve (until such reserve reaches 50% of the registered capital of the respective companies). The statutory surplus reserve is non-distributable and can be used to make up losses or to increase share capital. Except for the reduction of losses incurred, other usage should not result in the statutory surplus reserve falling below 25% of the registered capital. No such transfer was made in 2023 and 2022.

(iii) Capital reserve

The capital reserve arose primarily as a result of the group reorganisation in 2002.

(iv) Accumulated losses

Accumulated losses represent the cumulative net income, gains and losses recognised in profit or loss.

(v) Other reserve

The reserve relates to the initial carrying amount of liability of a written put option granted to non-controlling interests which were independent third parties under a disposal transaction of partial interest in a subsidiary and the deemed contribution arising from imputed interest on amounts due from subsidiaries.

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35. NON-CONTROLLING INTERESTS

Summarised financial information in respect of subsidiaries with material non-controlling interests

As at and for the years ended 31 December 2023 and 2022, the non-controlling interests ("NCI") was mainly attributable to 49% of Shandong Fulilong, 49% of SJKGC and 30% of Shanghai Muling. The NCI is recorded at its proportionate share of the subsidiaries' identifiable net assets.

Summarised financial information in relation to the subsidiaries with material NCI, before intra-group elimination, is presented below:

(a) Shandong Fulilong

	2023 RMB	2022 RMB
For the year ended 31 December		
Revenue	383,316,849	369,705,045
Profit for the year	3,335,027	2,691,854
Total comprehensive income for the year	3,335,027	2,691,854
Profit and total comprehensive income allocated to NCI	1,634,163	1,319,009
For the year ended 31 December		
Cash flows used in operating activities	(7,572,511)	(13,887,520)
Cash flows used in investing activities	(2,218,499)	(5,729,244)
Cash flows generated from financing activities	4,980,000	8,600,000
Net cash outflow	(4,811,010)	(11,016,764)

35. NON-CONTROLLING INTERESTS *(continued)*

Summarised financial information in respect of subsidiaries with material non-controlling interests *(continued)*

(a) Shandong Fulilong (continued)

	2023 RMB	2022 RMB
As at 31 December		
Current assets	**140,476,406**	130,141,832
Non-current assets	**83,590,142**	86,801,872
Current liabilities	**(172,929,945)**	(179,062,126)
Non-current liabilities	**(9,920,000)**	–
Net assets	**41,216,603**	37,881,578
Accumulated non-controlling interests	**20,196,135**	18,561,972

(b) Shu Ju Ku Greater China

	2023 RMB	2022 RMB
For the year ended 31 December		
Revenue	**–**	1,762
Loss for the year	**(49,750)**	(142,000)
Total comprehensive expense for the year	**(49,750)**	(142,000)
Loss and total comprehensive expense allocated to NCI	**(24,378)**	(69,580)

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35. NON-CONTROLLING INTERESTS *(continued)*

Summarised financial information in respect of subsidiaries with material non-controlling interests *(continued)*

(b) Shu Ju Ku Greater China (continued)

	2023 RMB	2022 RMB
For the year ended 31 December		
Cash flows generated from operating activities and net cash inflow	**–**	–
As at 31 December		
Current assets	**6,622,106**	6,671,856
Current liabilities	**(20,752,503)**	(20,752,503)
Net liabilities	**(14,130,397)**	(14,080,647)
Accumulated non-controlling interests	**(6,923,895)**	(6,899,517)

(c) Shanghai Muling

	2023 RMB	2022 RMB
For the year ended 31 December		
Revenue	**574,035**	533,259
Profit for the year	**6,598,645**	702,726
Total comprehensive income for the year	**6,598,645**	702,726
Profit and total comprehensive income allocated to NCI	**1,979,594**	210,818
For the year ended 31 December		
Cash flows used in operating activities	**(304,401)**	(808,706)
Cash flows generated from investing activities	**404,885**	699,428
Cash flows generated from financing activities	**–**	–
Net cash inflow/(outflow)	**100,484**	(109,278)

35. NON-CONTROLLING INTERESTS *(continued)*

Summarised financial information in respect of subsidiaries with material non-controlling interests *(continued)*

(c) Shanghai Muling (continued)

	2023 RMB	2022 RMB
As at 31 December		
Current assets	**4,876,301**	2,293,995
Non-current assets	**205,787**	352,922
Current liabilities	**(562,299)**	(4,725,774)
Net assets/(liabilities)	**4,519,789**	(2,078,857)
Accumulated non-controlling interests	**1,355,937**	(623,657)

36. ACQUISITION OF A SUBSIDIARY

Business acquisition

In July 2022, the Group acquired the entire equity interests in Shanghai Weidi for business expansion. Shanghai Weidi is incorporated in the PRC and engages in trading of wine and specializing in system platform development.

The acquisition had the following effect on the Group's assets and liabilities on the date of acquisition:

	RMB
Consideration	
– Cash paid	10,593,100
– Other payables	2,206,900
	12,800,000
Intangible assets	6,890,000
Trade and other receivables	2,601,198
Cash at bank	139,939
Trade and other payables	(2,359,137)
Total identifiable net assets	7,272,000
Goodwill arising on acquisition:	
Consideration transferred	12,800,000
Less: recognised amount of net assets acquired	(7,272,000)
	5,528,000

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36. ACQUISITION OF A SUBSIDIARY *(continued)*

Business acquisition *(continued)*

Goodwill of RMB5,528,000 arose from a number of factors. Significant elements include expected synergies through combining a highly skilled workforce, and utilization of the system platform for the operation of the Group's elderly care and health care services. None of the goodwill recognised is expected to be deductible for income tax purposes.

The fair value as well as the gross contractual amount of trade and other receivables at the date of acquisition was RMB2,601,000. The best estimate at acquisition date of the contractual cash flows not expected to be collected was Nil.

Net cash outflow on acquisition of Shanghai Weidi:

	RMB
Purchase consideration settled in cash	(10.593,100)
Cash and cash equivalents acquired	139,939
Cash outflow on acquisition	(10,453,161)

Included in the loss for the year ended 31 December 2022 was loss of approximately RMB3,114,000 attributable to the consolidation loss of Shanghai Weidi after the acquisition date. Revenue for the year ended 31 December 2022 included RMB10,737,000 generated from Shanghai Weidi. Had the acquisition of Shanghai Weidi been completed on 1 January 2022, revenue for the year of the Group would have been RMB449,676,000, and loss for the year would have been RMB29,892,000. The pro forma is for illustrative purpose only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been completed on 1 January 2022, nor if it is intended to be projection of future results.

37. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

	2023 **RMB**	2022 RMB
Authorised and contracted for		
– Acquisition of property, plant and equipment	–	799,866

38. RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Except for those transactions disclosed elsewhere in these financial statements, the related party transactions of the Group for the years ended 31 December 2023 and 2022 are the remuneration of key management personnel during the year, which comprised only the executive and non-executive directors whose remuneration is set out in note 15 to the consolidated financial statements.

39. CAPITAL RISK MANAGEMENT

The Group's primary objective when managing capital is to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost. The Group actively and regularly reviews and manages its capital structure to maintain a balance between higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of a net debt-to-adjusted capital ratio. For this purpose the Group defines net debt as total debt (which includes interest-bearing loans and borrowings), less cash and cash equivalents. Adjusted capital comprises all components of equity. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debt.

The net debt-to-adjusted equity ratio at 31 December 2023 and 2022 was as follows:

	2023 **RMB**	2022 RMB (Restated)
Total debts – Bank and other borrowings	**65,090,000**	56,700,000
Less: Cash and bank balances	**5,934,322**	6,856,413
Net debt	**59,155,678**	49,843,587
Total equity	**64,579,485**	81,149,764
Net debt-to-adjusted equity ratio	**91.6%**	61.4%

40. FINANCIAL RISK MANAGEMENT

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business.

The main risks arising from the Group's financial instruments in the normal course of the Group's business are credit risk, liquidity risk and interest rate risk.

These risks are limited by the Group's financial management policies and practices described below.

(a) Credit risk

The Group's credit risk is primarily attributable to its trade and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

In respect of trade receivables, credit evaluation is performed based on all customers requiring credit over a certain amount. These evaluations focus on the customers' past history of making payments when due and current ability to pay, and take into account information specific to the customers as well as pertaining to the economic environment in which the customers operate. Ongoing credit evaluation is performed on the financial condition of trade receivables. Normally, the Group does not obtain collateral from customers.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry in which customers operate also has an influence on credit risk but to a lesser extent. At the end of the reporting period, the Group has a certain concentration of credit risk as 45% (2022: 17%) and 92% (2022: 33%) of the total carrying amount of trade receivables was due from the top one and the top five balances respectively, which are in the fertilizer industry. For elderly care and health care services and health care products (wine), no material credit risk is noted as there is no material trade receivables balance at the end of the reporting period. The quantitative assessment of expected credit losses of trade receivable is set out in note 22 of the consolidated financial statements.

The Group determined that other receivables do not have low credit risk at reporting date and there is significant increase in credit risk since initial recognition (as it is credit impaired due to extension of expiry date), which the ECLs is recognized at lifetime basis. As such, other receivables are assessed for impairment individually at each reporting date and accumulated impairment losses of the Group amounting to approximately RMB11.8 million (2022: RMB10.1 million) has been made as at 31 December 2023. The individually impaired receivables are recognized based on the indication of financial difficulties and default in payments. Consequently, specific impairment provision was recognized. The other receivables are non-interest bearing and the Group does not hold any collateral over these balances.

40. FINANCIAL RISK MANAGEMENT *(continued)*

(b) Liquidity risk

The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following table details the remaining contractual maturities at the end of reporting period of the Group's non-derivative financial liabilities which are based on contractual undiscounted cash flows and the earliest date the Group can be required to pay:

	Carrying amount RMB	Total contractual undiscounted cash flows RMB	Within 1 year or on demand RMB	More than 1 year RMB
2023				
Bank and other borrowings	**65,090,000**	**67,331,718**	**56,530,783**	**10,800,935**
Trade payables	**16,106,709**	**16,106,709**	**16,106,709**	**–**
Other payables and accruals	**34,084,399**	**34,084,399**	**34,084,399**	**–**
Lease liabilities	**11,874,228**	**13,634,600**	**1,947,801**	**11,686,799**
	127,155,336	**131,157,426**	**108,669,692**	**22,487,734**
2022				
Bank and other borrowings	56,700,000	57,537,929	57,537,929	–
Trade payables	20,723,475	20,723,475	20,723,475	–
Other payables and accruals	46,353,727	46,353,727	46,353,727	–
Loan from a related party	100,000	100,000	100,000	–
Lease liabilities	39,212,355	51,593,181	6,586,364	45,006,817
	163,089,557	176,308,312	131,301,495	45,006,817

40. FINANCIAL RISK MANAGEMENT *(continued)*

(c) Interest rate risk

The Group's interest rate risk arises primarily from bank and other borrowings and lease liabilities. Bank and other borrowings were issued at fixed rates for years ended 31 December 2023 and 2022, which exposed the Group to fair value interest rate risk. The Group has no significant interest bearing assets apart from cash and bank deposits. The Group has not used any financial instruments to hedge potential fluctuations in interest rates.

The following table details the interest rate profile of the Group's borrowings at the end of reporting period.

	2023		2022	
	Effective interest rate % per annum	RMB	Effective interest rate % per annum	RMB
Borrowings				
Fixed rate borrowings	**3.30%–18.00%**	**65,090,000**	4.43%–18.00%	56,700,000
Lease liabilities	**4.00%–6.65%**	**11,874,228**	6.65%	39,212,355
Loan from a related party	**N/A**	**–**	10.00%	100,000
		76,964,228		96,012,355

No sensitivity analysis of effects of changes in interest rates is presented as the Group does not have significant exposure to cash flow interest rate risk.

(d) Currency risk

The Group mainly operated in PRC with most of the transactions settled in RMB and did not have significant exposure to risk resulting from changes in foreign currency exchange rates.

40. FINANCIAL RISK MANAGEMENT *(continued)*

(e) Other price risk

Other price risk was the risk that the fair values of wealth management products is changed due to the values of the underlying investments in the wealth management products is changed. The Group is exposed to price risk arising from wealth management products classified as FVTPL as at 31 December 2022, the fair value of which was determined by the market price as disclosed by the financial institution which the financial products were issued.

The sensitivity analysis below had been determined based on the Group's exposure to price risks at the reporting date.

If the price of the respective wealth management products classified as FVTPL had been 5% higher/lower, the post-tax loss for the year ended 31 December 2022 would decrease/increase by approximately RMB18,000 for the Group, as a result of the changes in fair value of financial assets classified as FVTPL.

41. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

(i) Financial instruments not measured at fair value

Summarised in the following table are the carrying amounts of financial assets and financial liabilities not measured at fair value, which include cash and cash equivalents, trade receivables, other receivables, trade payables, other payables and accruals and bank and other borrowings. Due to their short-term nature, the carrying values of cash and cash equivalents, trade and other receivables, trade payables, other payables and accruals and bank and other borrowings approximate their fair values, and accordingly no disclosure of the fair values of these items is presented. Disclosure of fair value of lease liabilities is not required.

	2023 **RMB**	2022 RMB
Financial assets		
Amortised cost		
– Cash and bank balances	**5,934,322**	6,856,413
– Trade receivables	**8,776,649**	31,866,638
– Other receivables	**9,386,317**	13,239,661
	24,097,288	51,962,712
Financial liabilities		
Amortised cost		
– Bank and other borrowings	**65,090,000**	56,700,000
– Trade payables	**16,106,709**	20,723,475
– Other payables and accruals	**34,084,399**	46,353,727
– Loan from a related party	**–**	100,000
	115,281,108	123,877,202

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41. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY *(continued)*

(ii) Financial instruments measured at fair value

The fair value of financial assets and liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices.

The fair value of financial products recognised at fair value through profit or loss as at 31 December 2022 was determined by the market price as disclosed by the financial institution which the financial products were issued. Therefore, it is classified under level 2 hierarchy.

The level in the fair value hierarchy within which the financial instrument is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

The financial assets and financial liabilities measured at fair value as at 31 December 2023 and 2022 in the consolidated statements of financial position are grouped into the fair value hierarchy as follows:

Recurring fair value measurement	Level 1 RMB	Level 2 RMB	Level 3 RMB	Total RMB
As at 31 December 2023				
Other financial assets – Receivable arising from profit guarantee	–	–	–	–
Financial assets at fair value through profit or loss				
– Financial products	–	–	–	–
As at 31 December 2022				
Other financial assets – Receivable arising from profit guarantee	–	–	2,340,000	2,340,000
Financial assets at fair value through profit or loss				
– Financial products	–	352,729	–	352,729

There have been no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 during the year ended 31 December 2023.

41. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY *(continued)*

(ii) Financial instruments measured at fair value *(continued)*

Reconciliation for financial instruments at recurring fair value measurement based on significant unobservable inputs (Level 3) is as follows:

Profit guarantee/receivable arising from profit guarantee

	2023 RMB	2022 RMB
At beginning of the year	**2,340,000**	2,340,000
Settlement from vendor	**(1,394,975)**	–
Loss on settlement	**(945,025)**	–
At end of the year	**–**	2,340,000
Gain or loss recognised in consolidated profit or loss relating to financial instruments held by the Group at the reporting date	**–**	–

The fair value of receivable arising from profit guarantee as at 31 December 2022 was determined based on the market value of consideration shares and adjusted for the probability of counterparty default which is unobservable.

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42. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	Bank and other borrowings RMB	Lease liabilities RMB	Loan from a related party RMB
At 1 January 2022	47,400,000	42,943,009	–
Modification of lease contract	–	(500,000)	–
Interest expenses	3,388,101	2,855,710	–
Changes from cash flows:			
Operating cash flow – interest paid	(3,388,101)	(2,855,710)	–
Proceeds from new bank and other borrowings	56,117,406	–	100,000
Repayment of bank borrowings	(46,817,406)	–	–
Repayment of lease liabilities – principal portion	–	(3,230,654)	–
Total changes from financing cash flows:	9,300,000	(3,730,654)	100,000
At 31 December 2022 and 1 January 2023	56,700,000	39,212,355	100,000
Modification of lease contract	–	(26,616,967)	–
Interest expenses	3,989,074	1,003,840	–
Changes from cash flows:			
Operating cash flow – interest paid	(3,989,074)	(1,003,840)	–
Proceeds from new bank and other borrowings	90,990,000	–	–
Repayment of bank and other borrowings	(82,600,000)	–	(100,000)
Repayment of lease liabilities – principal portion	–	(721,160)	–
Total changes from financing cash flows:	8,390,000	(27,338,127)	(100,000)
At 31 December 2023	65,090,000	11,874,228	–

43. PARTICULARS OF SUBSIDIARIES

Particulars of the Group's subsidiaries as at 31 December 2023 are as follows:

	Form of business structure	Place of incorporation/ establishment	Attributable equity interest held by the Group		Place of operation and principal activities
			Directly	Indirectly	
Fulilong (Shandong) Fertilisers Co., Ltd. [2] ("Shandong Fulilong")	Corporation	PRC	–	51%	Principally engaged in the research, development, manufacture and sales of biological compound fertilisers
Guangdong Fulilong Compound Fertilisers Co., Ltd. [2] ("Guangdong Fulilong")	Corporation	PRC	100%	–	Principally engaged in the research, development, manufacture and sales of biological compound fertilisers
Ningxia Hongdi Biotechnology Co., Ltd. [2] ("Ningxia Hongdi")	Corporation	PRC	100%	–	Principally engaged in the research, development, manufacture and application of biomedical science and technology projects, and provision of electroencephalography ("EEG") diagnosis detection service in the PRC
HONGKONG TEDA Biomedical Investment Limited ("HK Investment")	Corporation	Hong Kong	–	100%	Principally engaged in exploring investment projects and the licencing of EEG detection service
Guangdong Fulilong Soil Conditioning and Remediation Institute [2] ("Guangdong Institute")	Non-enterprise organisation	PRC	–	100%	Principally engaged in conducting regional soil resources conditioning and remediation research, and soil environmental quality standards research
Shanghai Muling Elderly Care Investment Management Company Ltd. [2] ("Shanghai Muling")	Corporation	PRC	70%	–	Principally engaged in the provision of elderly care consulting, advisory, management and assessment services and research and development of elderly care business

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

43. PARTICULARS OF SUBSIDIARIES *(continued)*

Particulars of the Group's subsidiaries as at 31 December 2023 are as follows: *(continued)*

	Form of business structure	Place of incorporation/ establishment	Attributable equity interest held by the Group		Place of operation and principal activities
			Directly	Indirectly	
Shu Ju Ku Greater China Ltd. ("SJKGC")	Corporation	Cayman Islands	–	51%	Principally conducting quantitative EEG detection and diagnosis technology to carry out related product and service
TEDA Health Management Services (Dongguan) Company Limited [2] ("Dongguan Health")	Corporation	PRC	100%	–	Principally engaged in elderly care services and health consulting services
Shanghai Weidi Network Technology Company Limited [2] ("Shanghai Weidi")	Corporation	PRC	100%	–	Principally engaged in trading of wine and specializing in system platform development
Hangzhou Weizhu Computer Technology Co., Ltd.	Corporation	PRC	–	60%	Information transmission, software and information technology service industry

Notes:

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

2 English translation is for identification purpose only.

44. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION

	2023 RMB	2022 RMB
Non-current assets		
Investments in subsidiaries	–	–
Amounts due from subsidiaries	27,027,814	69,740,344
	27,027,814	69,740,344
Current assets		
Prepayments and other receivables	3,699,137	9,951,359
Other financial assets	–	2,340,000
Cash and cash equivalents	737,739	80,459
	4,436,876	12,371,818
Current liability		
Amounts due to subsidiaries	37,592,476	–
Amount due to a related party	6,593,100	–
Bank and other borrowings	2,610,000	–
Other payables and accruals	11,505,760	22,054,634
	58,301,336	22,054,634
Net current liabilities	(53,864,460)	(9,682,816)
Net (liabilities)/assets	(26,836,646)	60,057,528
Capital and reserves		
Share capital	189,450,000	189,450,000
Reserves	(216,286,646)	(129,392,472)
Total (deficit)/equity	(26,836,646)	60,057,528

Approved and authorized for issue by the Board of Directors on 28 March 2024 and are signed on its behalf by.

Sun Li
Director

He Xin
Director

45. LITIGATION

On 14 June 2022, Guangdong Fulilong Compound Fertilisers Co., Ltd. ("Guangdong Fulilong"), a wholly owned subsidiary of the Company, entered into an agreement with Huizhou Municipal Ecology and Environment Bureau ("HMEEB") to compensate RMB2,350,000 (the "Agreed Compensation Amount") for destroying the ecosystem (the "Agreement"). According to the Agreement, Guangdong Fulilong agreed to compensation the full amount to HMEEB 10 days after the signing of the Agreement. Otherwise, HMEEB had the right to require Guangdong Fulilong to pay additional compensation based on 20% of the Agreed Compensation Amount. On 21 June 2022, an independent third party paid the Agreed Compensation Amount on behalf of Guandong Fulilong and the balance due to that third party is included in other payables.

46. EVENT AFTER THE REPORTING PERIOD

On 27 March 2024, the Company entered into a sales and purchase agreement with 上海泛漓投資合夥企業（有限合夥）("上海泛漓"), the previous vendor of a wholly owned subsidiary, Shanghai Weidi. As stipulated in the agreement, the Group disposed of 82.78% equity interest of Shanghai Weidi to 上海泛漓 at a consideration of RMB10,593,100, with RMB6,593,100 offset by the balances due to 上海泛漓 (note 28) and the remaining RMB4,000,000 will be settled by cash. The disposal will be completed during the year ended 31 December 2024. After the completion of the disposal, the Group loses control of Shanghai Weidi.

47. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 28 March 2024.