



**安德利**  
**ANDRE**

**YANTAI NORTH ANDRE JUICE CO.,LTD.**

*(a joint stock limited company incorporated in the People's Republic of China)*  
*(Stock Code: 02218)*



**A Professional Concentrated  
Juice Manufacturer**

**Annual Report  
2025**

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# Corporate Information

## Directors

### Executive Directors

Wang An  
Zhang Hui  
Wang Meng  
Wang Yan Hui

### Non-Executive Directors

Liu Tsung-Yi  
Zhang Wei

### Independent Non-Executive Directors

Gong Fan  
Wang Yan  
Wang Chang Qing

## Supervisors<sup>(Note)</sup>

Meng Xin Qin  
Yu Cheng Bo  
Liang Jian Hao

## Board Secretary

Wang Yan Hui

## Company Secretary

Ng Man Yee Karen, CPA ACA

## Members of Audit and Review Committee

Gong Fan  
Wang Yan  
Wang Chang Qing

## Compliance Officer

Zhang Hui

## Authorised Representatives

Wang An  
Ng Man Yee Karen, CPA ACA

## Auditors

Grant Thornton Zhitong Certified Public Accountants  
LLP  
Public Interest Entity Auditor recognised in accordance  
with the Financial Reporting Council Ordinance

## Legal Advisers

*As to Hong Kong Law*  
Baker McKenzie  
*As to PRC Law*  
Beijing Dentons Law Offices, LLP

## Principal Bankers

China Construction Bank (Muping Branch, Yantai City)  
Agricultural Bank of China (Muping Branch, Yantai City)  
China CITIC Bank (Muping Branch, Yantai City)  
HSBC Bank (China) Company Limited (Qingdao Branch)

## A Share Registrar and Transfer Office in the PRC

China Securities Depository & Clearing Corporation  
Limited (CSDCC) Shanghai Branch  
188 South Yanggao Road  
Pudong District  
Shanghai, China

## H Share Registrar and Transfer Office in Hong Kong

Tricor Investor Services Limited  
17th Floor  
Far East Finance Centre  
16 Harcourt Road  
Hong Kong

## Registered Office and Principal Place of Business in the PRC

No. 18 Andre Avenue  
Muping Economic Development Zone  
Yantai City, Shandong Province, the PRC

## Investors Relationship & Principal Place of Business in Hong Kong

Room 10, Block E, 2/F, Hong Kong Industrial Building  
452 Des Voeux Road West  
Shek Tong Tsui, Hong Kong  
Telephone : (852) 2511-6988  
Facsimile : (852) 2587-9166  
Email address : andrehk@northandre.com

## Company Homepage/Website

[www.andre.com.cn](http://www.andre.com.cn)

## Share Listing

A Share: Shanghai Stock Exchange  
Stock Abbreviation: N/A  
Stock Code: 605198

H Share: The Stock Exchange of Hong Kong Limited  
Stock Abbreviation: Andre Juice  
Stock Code: 02218

(The H shares of the Company (the "H Shares") were transferred and listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange (stock code: 02218) on 19 January 2011 and were de-listed from the Growth Enterprise Market of the Hong Kong Stock Exchange (stock code: 8259) on the same date)

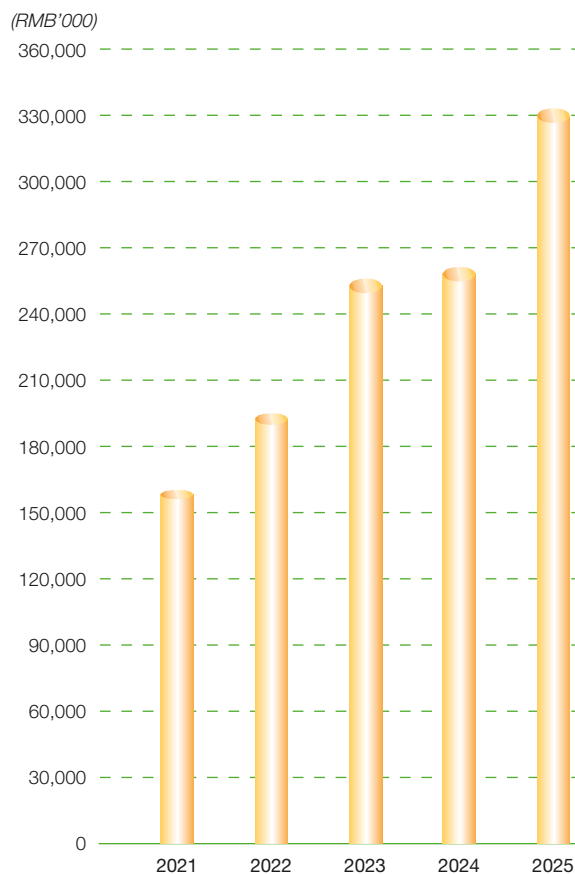
Note: On 28 October 2025, the Company has no longer maintained a supervisory committee and accordingly all of the supervisors no longer acted as supervisors of the Company.

# Financial Highlights

## Results

	For the year ended 31 December				
	2025 RMB'000	2024 RMB'000	2023 RMB'000	2022 RMB'000	2021 RMB'000
Operating income	<b>1,677,164</b>	1,417,987	876,105	1,065,429	871,587
Operating profit	<b>330,465</b>	261,319	264,321	197,247	160,347
Profit before taxation	<b>330,434</b>	261,193	264,278	197,222	159,889
Net profit for the year	<b>330,345</b>	260,703	255,520	194,349	160,015
Attributable to:					
Equity shareholders of the Company	<b>330,345</b>	260,703	255,520	194,349	160,015
Non-controlling interests	–	–	–	–	–
Basic earnings per share	<b>RMB0.96</b>	RMB0.75	RMB 0.71	RMB 0.54	RMB 0.43
Basic earnings per share after deduction of extra-ordinary gain/loss	<b>RMB0.92</b>	RMB0.75	RMB 0.65	RMB 0.46	RMB 0.27
Weighted average earnings on net assets (%)	<b>11.72</b>	9.91	10.33	8.20	7.19
Weighted average earnings on net assets after deduction of extra-ordinary gain/loss (%)	<b>11.31</b>	9.91	9.34	6.97	4.47

## Profit Attributable to Equity Shareholders of the Company

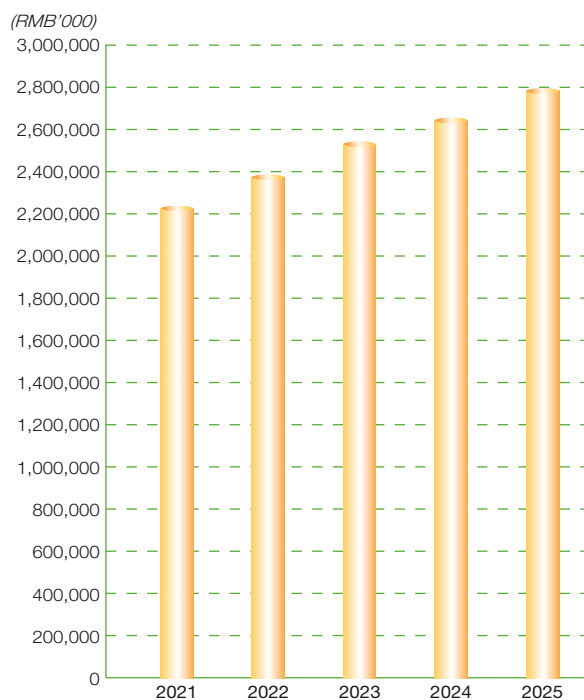


# Financial Highlights

## Assets and Liabilities

	As at 31 December				
	2025 RMB'000	2024 RMB'000	2023 RMB'000	2022 RMB'000	2021 RMB'000
Total assets	<b>2,936,205</b>	2,779,526	2,610,342	2,609,813	2,464,112
Total liabilities	<b>156,482</b>	133,760	80,721	240,404	238,543
Total equity attributable to equity shareholders of the Company	<b>2,779,723</b>	2,645,766	2,529,621	2,369,410	2,225,569
Non-controlling interests	-	-	-	-	-

## Total Equity Attributable to Equity Shareholders of the Company



# Chairman's Statement

I am pleased to submit to the shareholders (the "Shareholders") of Yantai North Andre Juice Co., Ltd.\* (the "Company") the annual report of the Company and its subsidiaries (collectively known as the "Group") for the year ended 31 December 2025.

## Annual Results and Review

The Group recorded operating income of RMB1,677,163,545 for the year ended 31 December 2025, representing an increase of approximately 18.28% as compared to RMB1,417,986,998 for the corresponding period last year. The gross profit margin was approximately 24.26% for the year ended 31 December 2025 while the gross profit margin for the corresponding period of previous year was approximately 24.79%. The profit attributable to Shareholders was RMB330,345,078 for the year under review, representing an increase of RMB69,641,881 or approximately 26.71% over the corresponding period of previous year of RMB260,703,197. Basic earnings per share was approximately RMB0.96.

This year, in the face of risks and challenges including the high tariffs in the US market, the Company "focused on management and sought benefits from refined management", actively promoted all employees to carry out improvement and innovation on the basis of strengthening internal management, and carried out energy conservation, consumption reduction, quality improvement and efficiency improvement in an all-round way by taking refined management as the starting point and persisting in striving for progress while maintaining stability; the Company expanded its market sales, which led to a significant increase in sales volume and sales revenue; meanwhile, under the situation that Renminbi first depreciated and then rose, the Company continued to enhance its cooperation with renowned domestic and foreign financial institutions, closely monitored the exchange rate fluctuations and timely conducted foreign exchange settlement, so as to effectively reduce the exchange rate risk of the Company and reduce the Company's exchange loss, which maintained the Company's net profit at a comparatively high level.

In relation to expanding market sales, with the successful listing of the A shares of the Company (the "A Shares") on the main board of the Shanghai Stock Exchange in 2020, the Company became the first "A+H" dual-listed enterprise in the beverage industry in China, and its visibility in the industry has been significantly enhanced. The Group continued to maintain high-quality and stable business relationships with certain renowned beverage manufacturers in China and overseas, and developed new quality customers and new sales channels. Currently, the Company has established long-term stable cooperation with customers in more than 30 countries. While expanding its market share of the fruit juice concentrate, the Group also created a new profit growing driver by increasing its sales of small variety products, such as NFC apple juice, cloudy apple juice, peach juice, hawthorn fruit juice, tomato juice, orange juice and lemon juice.

\* For identification purpose only

## Chairman’s Statement

In respect of technology configuration, the Group has established research and development laboratories and testing centers with advanced facilities, and has established an experienced quality control testing and new product development team. The research and development center is equipped with a comprehensive fruit and vegetable processing pilot line with complete functions and supporting facilities, which is used to carry out research and development of multi-variety fruit and vegetable juice and puree processing. The Company’s research and development department has technical and talent advantages in the deep processing research of fruits and vegetables. It has successively been recognized as the National Apple Processing Technology Research and Development Branch Center, the National Agricultural Product Processing Enterprise Technology Innovation Institution, the Shandong Apple Juice Processing Engineering Technology Research Center, the Shandong Enterprise Technology Center, and the Shandong Fruit and Vegetable Storage and Processing Technology Innovation Center. In order to strengthen the “industry-university-research” cooperation, the Company continues to maintain good cooperative relations with some famous domestic universities and research institutes, aiming to promote the Company’s scientific and technological innovation and the training of high-end talents, provide high-quality products to meet customer needs, and respond to the national rural revitalization strategy, and strive to develop into a world-renowned beverage enterprise.

In terms of research and development:

1. The project under Shandong Province’s Key Research and Development Program (major scientific and technological innovation project) was accepted upon inspection in October 2025.
2. The Company carried out the research and development of project for “Accurate Storage and Processing for Harvested Apples”, and completed the mid-term acceptance of the project in October 2025. The project focused on post-harvest research on new apple varieties such as Qincui and Ruixue, while continuously optimizing apple processing technology and product formulations, tapping the biological activity of apple functional components and expanding their application in high value-added functional foods.
3. The Company carried out the research and development of the “Key Technology Integration and Innovation Demonstration Project for Improving the Quality and Efficiency of Apples in Yantai”. The Company is currently conducting research on NFC apple juice processing technology, with the aim of establishing a nutritional processing technology system for NFC apple juice.

# Chairman's Statement

## Analysis of the Industry and Our Market Share

In 2025, the export volume of China's apple juice concentrate was approximately 383,240 tonnes, representing a decrease of approximately 28% as compared to approximately 534,866 tonnes in 2024. Although the Chinese apple juice concentrate industry has only begun mass production since the late 90's of last century, the industry grew at a tremendous rate and has achieved a global market share of over 50% within just a decade owing to the abundant apple supplies in China. Europe is the second-largest producing region of apple juice concentrate in the world following China. Hence, the export volume and price of China's apple juice concentrate would be affected not only by the global economy, but also the production and sales of apple juice concentrate in Europe. The industry pattern has changed greatly in recent years. Some major enterprises in the juice concentrate industry encountered business difficulties, faced more lawsuits and even entered bankruptcy reorganization procedures, and small and medium-sized enterprises found it difficult to fully meet the demand of downstream customers. From 2019 to 2022, the export volume of China's apple juice concentrate was relatively stable, about 400,000 tonnes. During the pressing season in 2022, there was a substantial decrease in the output of apple juice concentrate in China, which led to a significant decrease in the export volume of apple juice concentrate in China in 2023 and the demand of the overseas market was not fully fulfilled. In 2024, as there was a recovery in exports in juice concentrate industry in China, the export volume of China's apple juice concentrate was over 500,000 tonnes. In 2025, due to the effect of the international trade friction, the export volume of China's apple juice concentrate dropped to approximately 380,000 tonnes. The Company has always maintained a good momentum of growth on the strength of the advantages of management, technology and capital, and is committed to providing customers with high-quality products. The Company has become a leading well-known enterprise in the juice concentrate industry in the world. Under the circumstance that its share in the world juice concentrate industry is generally increasing, the Company's production scale, total profit and profit margin level have maintained a leading position in the fruit juice concentrate industry for many years.

Since apple juice itself is nutritious, growing pursuit of green and healthy food of the general public will make healthy and pure natural juice become more and more popular and is bound to bring more room for development for the apple juice market. Currently, 80% of the world's apple juice consumption market is concentrated in the developed countries with solid demands and steady growths. Although there is still short-term effect arising from the international trade friction, as the Group already has relatively fixed market share and customer base in these major consumer countries, the total demand for apple juice concentrate will not decline due to the international trade friction. Meanwhile, due to the rising public awareness of dietary nutrition in the developing countries, the consumption demand in these markets, especially China, Russia, India, Egypt, etc., is also increasing and a new driver of consumption growth has emerged. This gradually maturing consumer market will surely become a take-off area for future apple juice consumption.

As a leader in China's apple juice concentrate industry and with the continuous expansion of operation scale, the Group established subsidiaries around the major apple producing areas in China to lay out production capacity. In 2023, the Company acquired the assets of Aksu Hengtong Fruit Juice Co., Ltd. located in Aksu Prefecture and established Aksu Andre Fruit Juice Co., Ltd.\* In 2024, the Company successfully acquired the assets of Fuxian Hengxing Juice Company Limited located in Fu County, Yan'an, further utilizing the advantages of apple resources in Shaanxi province to empower the development of the Company. Meanwhile, in order to cater to the upgrading of consumption quality and promote healthy consumption, the Company has developed and invested in the NFC fruit juice project. In the future, the Company will continuously increase the output and sales volume of NFC fruit juice products, strengthen its leading position in the industry while gradually expanding its domestic market share, and seek its faster and better development.

\* For identification purpose only

# Chairman’s Statement

## Prospects and Outlook

With the continuous improvement of living standards, the gradual upgrading of consumption concept and the continuous improvement of the production technology of apple juice concentrate, the production and consumption of apple juice and juice beverage will continue to maintain a strong growth momentum and present the characteristics of “green, environmental protection, nutrition and health”. Apple juice concentrate is not only widely used in many fields of food manufacturing, such as beverage, candy, baking, dairy products, etc., but can also be used as the raw material of fruit vinegar and fruit wine brewing. Apple juice concentrate has increasingly become a consumption fashion in the international market, so the demand for apple juice concentrate is rigid and stable. Meanwhile, with the gradual implementation of specific measures favorable to the agricultural industry under the PRC government’s macroeconomic policies as well as the gradual improvement of various relevant PRC laws and regulations, the Group is expected to enjoy better development and financing opportunities. With the Company becoming the first “A+H” dual-listed enterprise in the juice beverage industry in China, the Company’s visibility has been significantly enhanced. On this basis, in order to pursue the Group’s scale development, the Group will proactively broaden the sales channels, continue to make further investment and effort in domestic and overseas sales development, launch and increase the research and development, production and sales of NFC apple juice, cloudy apple juice, peach juice, hawthorn fruit juice, tomato juice, orange juice, lemon juice and other products, further diversify products, broaden financing channels and put further effort in other areas.

In terms of juice production capacity, the industry pattern has changed greatly in recent years. Some major enterprises in the juice concentrate industry encountered business difficulties, faced more lawsuits and even entered bankruptcy reorganization procedures, and small and medium-sized enterprises found it difficult to fully meet the demand of downstream customers. The Company will continue to steadily expand its production layout, actively pay attention to the M&A and investment opportunities in the market, integrate its production capacity, increase its market share at home and abroad, and seize the origin of high-quality raw materials. Meanwhile, the Company will continue to expand its product lines based on the market to form new profit growth points, increase the output and sales volume of NFC fruit juice, lemon juice, orange juice, niche fruit juice and essence, enter new product markets in time, enrich its product portfolio, form a multi-variety pattern centered on juice concentrate, provide one-stop raw material supply options for downstream customers, improve customer stickiness and strengthen its leading position in the industry.

On research and development, in 2026, the Group will continue to undertake research on “Postharvest Accurate Storage, Transportation and Processing” under the 14th Five-Year National Key Research and Development Program “Key Technologies and Integrated Demonstration of Apple Quality Control and Efficient Production” project subject four; continue to undertake the research project of the Shandong Provincial Key Research and Development Program (Vitalization of Rural Areas through Scientific and Technological Innovation Action Plan): “Integrated Innovation and Demonstration of Key Technologies for Improving the Quality and Efficiency of Yantai Apples”; continue to develop fruit and vegetable juice drinks and a series of differentiated terminal products with outstanding flavor; and optimize juice processing technology.

# Chairman's Statement

At present, the Group has a sound financial base. The Group is also well positioned to take advantage of the State's policy on development of new villages and agriculture with a view to developing rural villages, enriching farmers and expanding domestic demands. The board (the "Board") of directors of the Company ("Directors") and I have full confidence in the Group's future development. Our employees will continue to support the Group and to contribute to the Group's continuous and steady development.

## Dividend

To maximise the interests of the Company and its Shareholders as a whole, the Board intends to recommend payment of 2025 dividend of RMB3.00 per ten shares at the forthcoming annual general meeting.

## Appreciation

During the reporting period, in face of various risks and challenges such as the sustained high US tariff owing to international trade friction, the Company increased its production and operation control and market development efforts with a relatively stable production volume as compared with 2024. The sales volume and the sales revenue showed obvious growth. The Company achieved a significant increase in the net profit as compared with 2024.

As one of the major apple juice concentrate producing countries, China has significant influence and strong negotiation power in the international market. The Directors strongly believe that the Company will have a brighter prospect, given that some domestic juice concentrate enterprises are expected to exit from market competition in the face of the volatility in the industry and the Company enjoys increased visibility by becoming a dual-listed "A+H" company. On behalf of the Board, I would like to express my sincere gratitude to all the investors, loyal customers and suppliers for their appreciation and unfailing support to the Group.

**Yantai North Andre Juice Co., Ltd.\***

**Wang An**

*Chairman*

27 March 2026

\* For identification purpose only

# Management Discussion and Analysis

## Financial Review

### Major Operating Performance

For the year ended 31 December 2025, the operating income of the Group was RMB1,677,163,545, representing an increase of approximately 18.28% as compared to RMB1,417,986,998 for the corresponding period last year. The Group's turnover was principally derived from the production and sale of apple juice concentrate, pear juice concentrate, feedstuff and related products. The increase in turnover in 2025 was mainly attributable to the increase in sales volume of juice concentrates.

For the year ended 31 December 2025, the Group's gross profit was RMB406,811,267 and the gross profit margin was approximately 24.26%. For the corresponding period in 2024, the gross profit was RMB351,534,180 and the gross profit margin was approximately 24.79%. The increase in total gross profit for the year was mainly due to the increase in sales volume of juice concentrates. However, owing to the rise in cost of sales, the gross profit margin decreased slightly compared with last year.

For the year ended 31 December 2025, the Group recorded net profit of RMB330,345,078, all of which was the net profit attributable to the owners of the parent company. As compared to RMB260,703,197 for the corresponding period last year, it increased by RMB69,641,881 or approximately 26.71%. The increase in net profit was mainly due to the increase in customer orders and hence sales volume of juice concentrates increased significantly in 2025.

### Analysis on Principal Businesses

#### 1. Analysis of changes in related items of the income statement and the cash flow statement

Item	2025	2024	Change (%)
	RMB	RMB	
Operating income	1,677,163,545.44	1,417,986,997.99	18.28
Operating cost	1,270,352,278.39	1,066,452,817.90	19.12
Selling and distribution expenses	5,646,818.29	6,573,169.10	-14.09
General and administrative expenses	52,629,610.76	46,250,411.18	13.79
Financial expenses	-2,549,607.83	-14,381,626.75	82.27
Research and development expenses	24,181,774.04	18,672,221.58	29.51
Other income	3,179,099.76	651,859.40	387.70
Gain on changes in fair value	778,629.20	-10,055,849.73	107.74
Credit impairment loss	3,630,033.76	-19,828,773.15	-118.31
Asset impairment loss	-266,978.17	-1,637,873.59	-83.70
Gain on disposal of assets	-16,818.63	-172,080.76	-90.23
Net cash flow from operating activities	491,783,138.20	-109,204,275.26	-550.33
Net cash flow from investing activities	-129,406,795.31	-52,640,320.56	145.83
Net cash flow from financing activities	-193,842,369.77	-144,559,330.82	34.09

# Management Discussion and Analysis

## Reasons for changes of items:

Operating income	mainly due to increase in sales volume of juice concentrate during the reporting period
Operating cost	mainly due to increase in sales volume of juice concentrate during the reporting period
Selling and distribution expenses	mainly due to decrease in payment of commission to customers during the reporting period
General and administrative expenses	mainly due to the set up of a new subsidiary in Yan'an during the reporting period
Financial expenses	mainly due to the appreciation of RMB at the end of the reporting period which caused an increase in exchange loss
Research and development expenses	mainly due to the increase in investment in scientific research during the reporting period
Other income	mainly due to the increase in government grant received during the reporting period
Gain on changes in fair value	mainly due to the loss from disposal of wealth management products such as securities in the corresponding period last year
Credit impairment loss	mainly due to the reversal of provision of assets impairment loss according to enterprise accounting standard caused by decrease in accounts receivable balance at the end of the reporting period
Asset impairment loss	mainly due to provision of impairment loss of inventory for trial run by a subsidiary in Anyue in the corresponding period last year
Gain on disposal of assets	mainly due to the loss on disposal of land by a subsidiary in Anyue in the corresponding period last year
Net cash flow from operating activities	mainly due to the increase in sales volume of juice concentrates during the reporting period
Net cash flow from investing activities	mainly due to the increase in purchase of fixed term wealth management products and investment in Shenzhen Kai Hong Digital Industry Development Co., Ltd.* (深圳開鴻數字產業發展有限公司) through Hong Hui Wan Lian (Shenzhen) Information Technology LLP * (鴻慧萬聯(深圳)信息技術合夥企業) during the reporting period
Net cash flow from financing activities	mainly due to the increase in payment for repurchase of H Shares by the Company during the reporting period

\* For identification purpose only

# Management Discussion and Analysis

## 2. Analysis on income and cost

For the year ended 31 December 2025, the operating income generated from principal businesses of the Group was RMB1,671,976,699.73, representing a year-on-year increase of approximately 18.44%, and the principal businesses cost was RMB1,268,195,020.25, representing a year-on-year increase of approximately 19.27%.

### (1). Principal business by industry, product, region and sales method

By industry	Principal Business by Industry					
	Operating income RMB	Operating cost RMB	Gross profit margin (%)	Increase/decrease in operating income over last year (%)	Increase/decrease in operating cost over last year (%)	Increase/decrease in gross profit margin over last year (%)
Beverage manufacturing industry	1,629,428,643.71	1,251,029,135.97	23.22	19.47	20.01	-0.34
Pomace manufacturing industry	<u>42,548,056.02</u>	<u>17,165,884.28</u>	<u>59.66</u>	<u>-11.01</u>	<u>-17.62</u>	<u>3.24</u>
Total	<u><u>1,671,976,699.73</u></u>	<u><u>1,268,195,020.25</u></u>	<u><u>24.15</u></u>	<u><u>18.44</u></u>	<u><u>19.27</u></u>	<u><u>-0.53</u></u>

By product	Principal Business by Product					
	Operating income RMB	Operating cost RMB	Gross profit margin (%)	Increase/decrease in operating income over last year (%)	Increase/decrease in operating cost over last year (%)	Increase/decrease in gross profit margin over last year (%)
Fruit juice, essence	1,629,428,643.71	1,251,029,135.97	23.22	19.47	20.01	-0.34
Pomace	<u>42,548,056.02</u>	<u>17,165,884.28</u>	<u>59.66</u>	<u>-11.01</u>	<u>-17.62</u>	<u>3.24</u>
Total	<u><u>1,671,976,699.73</u></u>	<u><u>1,268,195,020.25</u></u>	<u><u>24.15</u></u>	<u><u>18.44</u></u>	<u><u>19.27</u></u>	<u><u>-0.53</u></u>

# Management Discussion and Analysis

By market	Principal Business by Region					
	Operating income	Operating cost	Gross profit margin	Increase/decrease in operating income over last year	Increase/decrease in operating cost over last year	Increase/decrease in gross profit margin over last year
	RMB	RMB	(%)	(%)	(%)	(%)
International market	1,154,821,434.81	-	-	14.84	-	-
Domestic market	517,155,264.92	-	-	27.34	-	-
Total	1,671,976,699.73	-	-	18.44	-	-

Sales method	Principal Business by Region					
	Operating income	Operating cost	Gross profit margin	Increase/decrease in operating income over last year	Increase/decrease in operating cost over last year	Increase/decrease in gross profit margin over last year
	RMB	RMB	(%)	(%)	(%)	(%)
Oversea sales	1,154,821,434.81	-	-	14.84	-	-
Domestic sales	517,155,264.92	-	-	27.34	-	-
Total	1,671,976,699.73	-	-	18.44	-	-

By region	Operating income	Year-on-year	Operating cost	Year-on-year	Gross profit margin	Year-on-year
	RMB	(%)	RMB	(%)	(%)	(%)
America	390,850,917.56	73.95	-	-	-	-
Asia	920,772,175.74	29.22	-	-	-	-
Africa	125,774,004.67	-32.26	-	-	-	-
Europe	106,263,791.64	-45.99	-	-	-	-
Oceania	128,315,810.12	39.47	-	-	-	-
Total	1,617,976,699.73	18.44	-	-	-	-

# Management Discussion and Analysis

## (2). Analysis on production and sales volume

Major product	Unit	Production volume	Sales volume	Inventory volume	Increase/decrease in production volume over last year (%)	Increase/decrease in sales volume over last year (%)	Increase/decrease in inventory volume over last year (%)
Apple juice	tonnes	122,054	125,979	112,935	-7.39	17.30	-2.89

### Descriptions on production and sales volume

Decrease in production volume was mainly due to the production schedule resumed to normal in the corresponding period this year. In the first half of last year, certain subsidiaries started production ahead of schedule to solve the problem of difficulty in selling commercial fruits by fruit growers.

Increase in sales volume was mainly due to the boom in the market demand of different types of fruit juice concentrates.

## (3). Analysis on cost

By industry	Cost item	By industry					Description
		Amount for the period RMB	Percentage of total costs for the period (%)	Amount for the corresponding period of last year RMB	Percentage of total costs for the corresponding period of last year (%)	Percentage change in the amount for the period as compared to the corresponding period of last year (%)	
Beverage manufacturing industry	Ingredient	893,188,321.50	77.77	977,669,158.97	78.69	-8.64	mainly due to the decrease in production volume
Pomace manufacturing industry	Ingredient	1,930,535.26	0.17	6,324,431.96	0.51	-69.47	mainly due to the decrease in production volume of lemon pomace in a subsidiary in Anyue

# Management Discussion and Analysis

		By product					
By product	Cost item	Amount for the period <i>RMB</i>	Percentage of total costs for the period <i>(%)</i>	Amount for the corresponding period of last year <i>RMB</i>	Percentage of total costs for the corresponding period of last year <i>(%)</i>	Percentage change in the amount for the period as compared to the corresponding period of last year <i>(%)</i>	Description
Pomace	Ingredient	1,930,535.26	0.17	6,324,431.96	0.51	-69.47	mainly due to the decrease in production volume of lemon pomace in a subsidiary in Anyue

# Management Discussion and Analysis

## 3. Expense

Item	Amount for the corresponding period of last year		Increase/decrease	Percentage change
	Amount for the period	Amount for the period of last year		
	RMB	RMB	RMB	%
Selling and distribution expenses	5,646,818.29	6,573,169.10	-926,350.81	-14.09
General and administrative expenses	52,629,610.76	46,250,411.18	6,379,199.58	13.79
Research and development expenses	24,181,774.04	18,672,221.58	5,509,552.46	29.51
Financial expenses	-2,549,607.83	-14,381,626.75	11,832,018.92	82.27

The decrease in selling and distribution expenses was mainly due to the decrease in payment of commission to customers during the reporting period.

The increase in general and administrative expenses was mainly due to the set up of a new subsidiary in Yan'an during the reporting period.

The increase in research and development expenses was mainly due to the increase in investment in scientific research during the reporting period.

The increase in financial expenses was mainly due to the appreciation of RMB at the end of the reporting period which caused an increase in exchange loss.

# Management Discussion and Analysis

## 4. Research and development investment

<i>(1). Analysis of research and development investment</i>	
Expensed research and development investment during the period	RMB24,181,774
Capitalised research and development investment during the period	–
Total research and development investment	RMB24,181,774
Proportion of total research and development investment to operating revenue	1.44%
Proportion of research and development investment capitalised	–
<i>(2). Analysis of research and development staff</i>	
Number of research and development staff	63
Proportion of number of research and development staff to total number of staff of the Group	6.59%
Education level of research and development staff	
Education level	Number of staff
Master	1
Bachelor	18
Technician	23
High school and below	21
Age of research and development staff	
Age group	Number of staff
below 30 (excluding 30)	8
30-40(including 30 but not 40)	32
40-50(including 40 but not 50)	22
50-60(including 50 but not 60)	1

In 2025, the Company mainly focused on the following research and development work:

1. The project under Shandong Province's Key Research and Development Program (major scientific and technological innovation project) was accepted upon inspection in October 2025.
2. The Company carried out the research and development of projects for "Accurate Storage and Processing for Harvested Apples", and completed the mid-term acceptance of the projects in October 2025. The projects focused on post-harvest research on new apple varieties such as Qincui and Ruixue, while continuously optimizing apple processing technology and product formulations, tapping the biological activity of apple functional components and expanding their application in high value-added functional foods.
3. The Company carried out the research and development of the "Key Technology Integration and Innovation Demonstration Project for Improving the Quality and Efficiency of Apples in Yantai". The Company is currently conducting research on NFC apple juice processing technology, with the aim of establishing a nutritional processing technology system for NFC apple juice.

# Management Discussion and Analysis

## 5. Extraordinary gain or loss items and amounts

Extraordinary gain or loss item	Amount for 2025 <i>RMB</i>	Notes (if applicable)	Amount for 2024 <i>RMB</i>	Amount for 2023 <i>RMB</i>
Gains or losses on disposal of non-current assets, including the write-off of the asset impairment provision	-16,818.63		-293,086.72	-31,325.03
Government grant recognised in profit or loss, other than those closely related to the Company's normal operations, granted under the State's policies and according to certain standards, and had continuous influence on the Company's profit or loss	3,067,581.11		641,609.00	8,114,103.43
Profit and loss of fair value changes arising from financial assets and financial liabilities held by non-financial enterprises, and profit or loss from disposal of financial assets and financial liabilities other than the effective hedging business related to the Company's normal business operations	8,657,184.34		-559,784.08	25,028,266.20
Non-operating income and expenses other than those stated above	-30,986.23		-5,380.90	-208.54
Less: Effect of income tax	-		-32,637.91	8,758,339.08
Total	<u>11,676,960.59</u>		<u>-184,004.79</u>	<u>24,352,496.98</u>

# Management Discussion and Analysis

## 6. Cash flows

Item	2025 RMB	2024 RMB	Increase/ decrease %	Description
Proceeds from sale of goods and rendering of services	1,842,820,422.79	1,395,082,669.70	32.09	mainly due to the increase in sales volume of fruit juice concentrates during the reporting period
Tax refunded	158,055,468.77	70,007,327.68	125.77	mainly due to the increase in export tax refund during the reporting period
Payments of taxes	82,134,602.62	55,855,177.93	47.05	mainly due to the increase in payment of customs duty during the reporting period
Investment returns received	8,912,632.92	14,260,372.80	-37.50	mainly due to the decrease in return from investment in securities during the reporting period
Net proceeds from disposal of fixed assets, intangible assets and other long-term assets	310,896.98	4,724,323.52	-93.42	mainly due to the sale of land by a subsidiary in Anyue in the corresponding period last year
Payments for purchase or construction of fixed assets, intangible assets and other long-term assets	62,530,325.21	162,350,049.17	-61.48	mainly due to the setup of a new subsidiary in Yan'an in the corresponding period last year
Payments for other financing activities	111,087,724.77	67,779,330.82	63.90	mainly due to the increase in amount used for repurchase of H shares by the Company during the reporting period
Effect of foreign currency exchange rate changes on cash and cash equivalents	4,085,817.04	-1,316,251.55	-410.41	mainly due to the fluctuation of exchange rate of RMB vs USD at the end of the reporting period

# Management Discussion and Analysis

## 7. Assets and liabilities

Name of items	Amount at the end of the period <i>RMB</i>	Percentage of the amount at the end of the period over total assets <i>(%)</i>	Amount at the end of the previous period <i>RMB</i>	Percentage of the amount at the end of the previous period over total assets <i>(%)</i>	Percentage changes in amount at the end of the period as compared to that of the end of the previous period <i>(%)</i>	Description
Cash at bank and on hand	409,073,825.25	13.93	236,454,035.09	8.51	73.00	1
Financial assets held for trading	86,881,269.04	2.96	41,034,077.78	1.48	111.73	2
Bills receivable	12,973,620.00	0.44	738,100.00	0.03	1,657.70	3
Prepayments	3,792,391.68	0.13	2,138,627.55	0.08	77.33	4
Other current assets	28,028,570.09	0.95	70,972,934.73	2.55	-60.51	5
Investment in other equity instruments	30,458,641.85	1.04	461,281.69	0.02	6,503.05	6
Construction in progress	5,320,745.67	0.18	1,678,500.00	0.06	216.99	7
Research and development	1,729,152.68	0.06	4,524,472.37	0.16	-61.78	8
Long-term deferred expenses	2,400,000.00	0.08	-	-	100.00	9
Other non-current assets	-	-	10,827,674.40	0.39	-100.00	10
Contract liabilities	3,701,182.80	0.13	2,748,130.25	0.10	34.68	11
Tax payable	13,349,023.47	0.45	7,712,930.78	0.28	73.07	12
Other payables	4,070,779.00	0.14	1,543,670.21	0.06	163.71	13
Other current liabilities	258,939.35	0.01	352,363.93	0.01	-26.51	14
Treasury stock	-	-	67,779,330.82	2.44	-100.00	15
Surplus reserve	5,774,749.75	0.20	139,817,902.01	5.03	-95.87	16

Description :

- 1 The increase in cash at bank and on hand was mainly due to the increase in sales settlement caused by increase in sales revenue during the reporting period;
- 2 The increase in financial assets held for trading was mainly due to increase in wealth management products from bank not yet due for redemption at the end of the reporting period;
- 3 The increase in bills receivable was mainly due to increase in sales by means of bills for banker's acceptance during the reporting period;
- 4 The increase in prepayment was mainly due to increase in prepayment to suppliers during the reporting period;
- 5 The decrease in other current assets was mainly due to decrease in VAT credit at the end of the reporting period;

## Management Discussion and Analysis

- 6 The increase in investment in other equity instruments was mainly due to RMB30,000,000 new investment in Shenzhen Kai Hong Digital Industry Development Co., Ltd.\* (深圳開鴻數字產業發展有限公司) through Hong Hui Wan Lian (Shenzhen) Information Technology LLP\* (鴻慧萬聯 (深圳) 信息技術合夥企業) during the reporting period;
- 7 The increase in construction in progress was mainly due to increase in equipment waiting for installation at the end of the reporting period;
- 8 The decrease in research and development was mainly due to, during the reporting period, Shandong Province's Key Research and Development Program was accepted upon inspection in October 2025;
- 9 The increase in long-term deferred expenses was mainly due to the management fee for new investment in Shenzhen Kai Hong Digital Industry Development Co., Ltd.\* (深圳開鴻數字產業發展有限公司) through Hong Hui Wan Lian (Shenzhen) Information Technology LLP\* (鴻慧萬聯 (深圳) 信息技術合夥企業) during the reporting period;
- 10 The decrease in other non-current assets was due to there was no prepaid construction fee at the end of the reporting period;
- 11 The increase in contract liabilities was mainly due to increase in receipt in advance from customers during the reporting period;
- 12 The increase in tax payable was mainly due to increase in tax expenses accrued at the end of the reporting period;
- 13 The increase in other payable was mainly due to dividend declared was not yet fully paid during the reporting period;
- 14 The decrease in other current liabilities was mainly due to decrease in receipt in advance from domestic sales during the reporting period;
- 15 The decrease in treasury stock was due to the cancellation of H shares repurchased during the reporting period;
- 16 The decrease in surplus reserve was due to the cancellation of H shares repurchased during the reporting period.

\* For identification purpose only

# Management Discussion and Analysis

## 8. Analysis on major subsidiaries and investee companies

Name of companies	Total asset	Net asset	Net profit (“-” indicating losses)
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
Baishui Andre Juice Co., Ltd.	724,277,832.02	707,402,744.28	31,908,047.69
Yantai Longkou Andre Juice Co., Ltd.	426,904,259.54	420,396,233.53	65,750,905.34
Xuzhou Andre Juice Co., Ltd.	284,192,485.68	277,143,361.92	11,202,383.06
Dalian Andre Juice Co., Ltd.	279,092,848.77	252,174,504.62	40,763,945.86
Yongji Andre Juice Co., Ltd.	384,664,523.39	325,483,233.84	39,260,579.51
Liquan Andre Juice Co., Ltd.*	288,833,849.54	278,212,125.48	24,814,839.68
Anyue Andre Lemon Industry Technology Co., Ltd.*	56,334,142.54	-4,020,541.73	-861,802.38
Aksu Andre Fruit Juice Co., Ltd.*	199,908,520.63	137,912,260.90	38,621,414.59
Yan'an Andre Juice Co., Ltd.*	166,295,646.21	67,172,896.28	7,299,822.82
Andre Juice Co., Ltd.	257,615,623.09	229,216,435.86	-455,383.75
North Andre Juice (USA), Inc.	63,693,562.55	-1,527,005.11	5,388,833.97

\* For identification purpose only

# Management Discussion and Analysis

## Business Review

### Enlarging Market and Diversifying Products

During 2025, by adapting to the market demand and leveraging its management and capital advantages as well as its advanced production technology, superb product quality and comprehensive customer services, the Group maintained steady growth in the markets. With years of continuous efforts, the Group has expanded its sales network to major countries and regions in the world, including the US, Japan, Europe, Oceania, Africa, South America and Chinese domestic market. At the same time, as the Company became the first “A+H” dual-listed enterprise in the beverage industry in China in 2020, the Company’s visibility in the industry has been significantly enhanced and the Company will take advantage of this opportunity to continue to focus on the development of new products, markets, as well as the customer base. The Group hopes to continue to expand its market presence and boost its market share.

### Expanding the domestic sales market

The Company continued to maintain high-quality and stable cooperative relations with several famous domestic beverage processing manufacturers, developed new excellent customers and explored new sales channels. The Company carried out sales work on the principle of maintaining and increasing market share, and timely understood market information and customers’ information in order to obtain more orders.

### Optimising Customer Base

While expanding its market presence, enlarging its market shares and upgrading the product quality continuously, the Group also continued to optimize its profile of customer base. Through exhibitions, customers’ visits and other channels, the Group sought to increase its exposure to new customers and got more chances for cooperation, so as to understand customer demand, provide better products and services, and to enhance customer confidence. Currently, the customer base of the Group mainly comprises renowned beverage manufacturers and traders around the world.

### Revising and Improving Various Management Systems and Reinforcing Basic Management

The Group improved the operational control system and assessment and allocation system with market as orientation, optimized the allocation of the Company’s assets, human resources and technology by prioritizing efficiency. With performance as the guiding principle, the Group promoted the performance assessment of all employees so as to fully mobilize the enthusiasm of all employees. Meanwhile, the Group further improved the corporate governance structure to accommodate the continuous growth of enterprise scale and improve management efficiency. The Group continued to advance the institutionalization and standardization of various tasks, consistently sorted out and optimize various workflows and continued to improve and revise various management systems in combination with the latest work requirements and the actual conditions of each company.

## Future Prospects

### Enriching Product Variety and Enlarging Product Portfolio

On the premise of meeting current development needs, the Company will expand its product range and, with apple juice concentrate as the foundation, increase its capacity to supply NFC juice products. The Company will also develop products, such as tomato juice, orange juice and lemon juice, so as to enrich its product variety, expand its production capacity and meet the demands of various customers.

# Management Discussion and Analysis

## **Increasing Market Development Efforts and Promoting Customer Confidence**

The Company will expand the sales proportion of both international and domestic markets at the same time, consolidate its existing resources and optimize the sales channels. On the other hand, by adhering to the market-oriented principle and the customer-centered philosophy, the Group will combine the Company's products, brands and services to continuously create value for customers and enhance their trust. The Group provides a variety of products and will complete the one-stop product supply in combination with proceeds-invested projects from placement of shares. The Group will further enhance customers' trust in and cooperation with the Company with high-quality products, sincere services and rich product categories.

## **Expanding Financing Channels to Promote Sustainable Development**

In respect of future financing, the Company will raise funds in a timely manner through various means, such as private placements, placing, issuance of convertible bonds, or bank borrowings according to its actual situation and development needs, in order to promote the sustainable development of the Company.

## **Research and Development**

In 2026, the Group will continue to undertake the following projects:

- (i) research on "Postharvest Accurate Storage, Transportation and Processing" under the 14th Five-Year National Key Research and Development Program "Key Technologies and Integrated Demonstration of Apple Quality Control and Efficient Production" project subject four; and
- (ii) research project of the Shandong Provincial Key Research and Development Program (Vitalization of Rural Areas through Scientific and Technological Innovation Action Plan): "Integrated Innovation and Demonstration of Key Technologies for Improving the Quality and Efficiency of Yantai Apples";

continue to develop fruit and vegetable juice drinks and a series of differentiated terminal products with outstanding flavor; and optimize juice processing technology.

# Management Discussion and Analysis

## Possible Risks and Uncertainties

### 1. Risk of supply of the major ingredient

The Company's main products include apple juice concentrate, the main ingredient of which is apple, and the purchase cost of apple accounts for approximately 70% of the cost of the above products. The price of apple is affected by climate conditions, supply and demand, and many other factors. The volatility of ingredient fruits' price is one of the main factors affecting the Company's operating results.

Countermeasures: With years of experience in the industry, strong capital strength and accurate analysis of the situation, the Company keeps an eye on the industry dynamics every day during the procurement season and adjusts its procurement strategy in a timely manner. Making full use of the advantages of each subsidiary in the major production areas of ingredient fruit, the Company is able to balance the fluctuation of ingredient prices and control production costs effectively. At the same time, the Company's strong scientific and technological strength as well as excellent technical advantages have maximized the Company's production capacity, which not only effectively protects the quality of the Company's products, but also reduces the Company's production costs.

### 2. Risk of relying on a single product

The Company is principally engaged in the processing, production and sales of juice concentrate, and most of the products are sold abroad. Although the current demand for juice concentrate is stable around the globe, the Company's profit sources are largely dependent on a single variety of apple juice concentrate, and fluctuations in the market price of apple juice concentrate will adversely affect the Company's production and operations.

Countermeasures: The Company has adjusted its strategy to reduce its reliance on juice concentrate products and further seek product sales diversification. The Company has launched and increased the research and development, production and sales of products, such as NFC apple juice, cloudy apple juice, peach juice, hawthorn fruit juice, and tomato juice. Also, the Company built a new production line of 40-tonne peach juice concentrate and 10-tonne hawthorn fruit juice concentrate at its subsidiary, Yongji Andre Juice Co., Ltd. in 2023. In 2024, the Company developed and built a production line for NFC apple juice. While meeting the customers' demand for product diversification and the consumption upgrade of end consumers, the Company further diversifies its products. With the new products launched by the domestic famous beverage processing enterprises and their hot sales, sales of small variety products, such as NFC apple juice, tomato juice, orange juice, lemon juice are growing year by year. On the other hand, the Company is ready to enter industries where sustainable and stable income can be brought to the Company, so as to increase the profit level of the Company, effectively ease the risk of relying on a single product and risk of fluctuation of ingredient costs and improve the risk resistance capacity of the Company.

### 3. Risk of exchange rate

The Company's main business is located in China, its domestic business is settled in RMB, and its export business is mainly settled in US dollars. Hence, the Company's confirmed foreign currency assets and liabilities and future foreign currency transactions (foreign currency assets and liabilities and foreign currency transactions are mainly denominated in US dollars) are subject to a risk of fluctuation of exchange rate.

Countermeasures: The finance department of the Company is responsible for monitoring the scale of foreign currency transactions, foreign currency assets and liabilities of the Company to minimize the risk of exchange rate. To this end, the Company will continue to enhance its cooperation with renowned domestic and foreign financial institutions, monitor exchange rate fluctuation and timely conduct foreign exchange settlement so as to avoid the risk of exchange rate.

# Management Discussion and Analysis

## Charge on Assets

The Group had no assets charged as at 31 December 2025.

## Contingent Liabilities

The Group had no contingent liabilities as at 31 December 2025.

## Foreign Exchange Exposure

The operating revenue of the Group is partly denominated in US Dollars. It is the practice of the Group to convert its operating revenue denominated in US Dollars to Renminbi to finance its operating expenses and capital requirements. However, the results of operations and the financial position of the Group may be affected by any changes in the exchange rates.

On the other hand, the conversion of Renminbi denominated balances into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government.

## Capital Commitment

For the capital commitment of the Group, please refer to Note XIII.3 to the Financial Statements.

## Capital Structure

The H Shares were listed on the Growth Enterprise Market of the Hong Kong Stock Exchange (the “GEM”) on 22 April 2003. On 19 January 2011, the H Shares were transferred and listed on the Main Board of the Hong Kong Stock Exchange (the “Main Board”) and de-listed from the GEM. On 18 September 2020, the Company issued 20,000,000 A Shares on the Shanghai Stock Exchange and its domestic shares were listed on the Shanghai Stock Exchange on the same date. The capital of the Company comprises only ordinary shares (comprising A Shares and H Shares). Details of the share capital of the Company are set out in Note V.26 to the Financial Statements.

## Liquidity and Financial Resources

The Group generally financed its operations and investing activities by internally generated financial resources and bank loans. As at 31 December 2025, the Group had no outstanding amount of bank loans. During the year of 2025, the Group repaid all loans as they fell due on schedule. The Directors consider that the Group has sufficient financial resources to meet its ongoing operation requirements.

# Management Discussion and Analysis

## Gearing Ratio

As at 31 December 2025, the Group had cash and cash equivalents of approximately RMB409,073,825. The Group's gearing ratio as at 31 December 2025 was approximately 5.33% (2024: approximately 4.81%), which was calculated by dividing the Group's total liabilities of approximately RMB156,482,138 (2024: RMB133,760,118) by the total assets of approximately RMB2,936,205,033 (2024: RMB2,779,525,660).

## Environmental Policies

The details of environmental, social and governance policies and performance of the Group will be disclosed in the "Social Responsibilities, Environmental, Social and Governance Report 2025" to be issued by the Company in accordance with Appendix C2 to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "Hong Kong Listing Rules").

# Directors, Supervisors and Senior Management

## Directors

### Executive Directors

Mr. Wang An (王安), aged 63, is the chairman of the Board and an executive Director. Mr. Wang has been a Director since 26 June 2001. Mr. Wang is a well known private entrepreneur in the PRC. Mr. Wang has received the following awards/recognitions: one of the top ten Outstanding Youths Entrepreneurs in Shandong Province, the medal of “Labor Model of the Nation”, an Advanced Individual of the United Front (統戰系統先進個人), an Outstanding Contributor to the Development of Socialism with Chinese Characteristics in Shandong Province (山東省優秀中國特色社會主義事業建設者), a Top Ten Outstanding and Influential Individual in the Agricultural Industry of Shandong Province (山東省農業產業化最具影響力十大傑出人物), a Star of Hope in the 30 Years’ of Reform and Opening in Yantai (烟台改革開放三十年「希望之星」), an Influential and Outstanding Private Entrepreneur in Yantai to Commemorate the 60th Anniversary of the Establishment of the People’s Republic of China (紀念中國成立60週年影響烟台優秀民營企業家), a Touching Character in Yantai in the 40 Years’ of Reform and Opening in Yantai (烟台市改革開放四十週年感動烟台人物), one of the Top Ten Influential Persons of the Time Among the Top 60 Advanced Individuals in the Development of Socialism in Yantai of Shandong Province (山東烟台)社會主義建設六十佳先進人物之十佳經濟風雲人物), and is a representative of Shandong Province to the 10th, 11th and 12th National People’s Congress (人大代表). Mr. Wang graduated from the Institute of the PRC Central Communist Party (中共中央黨校函授學院) in June 1994. He was the general manager of China North Industries Corporation Yangma Resort (中國北方工業公司養馬島渡假村), vice-chairman and general manager of China North Industries Corporation, Yantai Branch (中國北方工業烟台分公司) before joining the Group. Mr. Wang has the following social services appointments: member of China Business Advisory Council (中國工商理事會理事), member of the 1st Session of the Council of Yantai Charity Federation (烟台市慈善總會第一屆理事會理事). Mr. Wang An previously served as a director of China Pingan Investment Holdings Limited, which is a substantial Shareholder of the Company from June 2006 to June 2025. Mr. Wang is a director of Shandong Andre Group Co., Ltd.\* (山東安德利集團有限公司) (“Andre Group”), which is a substantial Shareholder of the Company. He joined the Company in March 1996 and has since been involved in the apple juice concentrate production industry. Mr. Wang is responsible for the overall management of the Group. Mr. Wang An is the father of Ms. Wang Meng, the vice president and an executive Director of the Company.

\* For identification purpose only

## Directors, Supervisors and Senior Management

Mr. Zhang Hui (張輝), aged 53, is an executive Director and the president of the Company. Mr. Zhang graduated from Shandong Agricultural University with a bachelor's degree in economics and management (majoring in corporate management) in July 1997. Mr. Zhang Hui joined the Company in December 1998, and has successively served as the supervisor of the production department and the general manager of a subsidiary. From June 2009 to March 2023, he served as an executive director and the chief executive officer of the Company and concurrently served as a director and the general manager of various subsidiaries including Baishui Andre Juice Co., Ltd., Dalian Andre Juice Co., Ltd. and Yantai Longkou Andre Juice Co., Ltd.. He served as a non-executive director of the Company from April 2023 to April 2024 and served as the executive president of Andre Group from April 2023 to December 2024. He has served as the chief executive officer of the Company again since 28 December 2024. He has served as an Executive Director of the Company again since 16 May 2025. Mr. Zhang is an engineer.

Ms. Wang Meng (王萌), aged 38, is the vice president and an executive Director of the Company. Ms. Wang is a Canadian with a bachelor's degree. Ms. Wang worked in Hony Capital (Beijing) Co., Ltd. (弘毅投資(北京)有限公司) from October 2012 to March 2014. Since September 2013, she serves as the director of Rich Spring Holdings Limited. Since September 2014, she serves as the director of Hongan International Company Limited. Ms. Wang served as the financial management director of Harvest Wealth Management Co., Ltd. (嘉實財富管理有限公司) from April 2014 to May 2019, and serves as the vice-chairman of Yantai Kunlong Hot Spring Co., Ltd. (烟台崑龍溫泉有限公司) and Yantai Xinping Jianan Engineering Co., Ltd. (烟台新平建安工程有限公司) since June 2019. Ms. Wang serves as the vice-chairman of Yantai Andre Agricultural Technology Co., Ltd. (烟台安德利農業科技有限公司) since September 2019, serves as the vice-chairman of Yantai Longkou Andre Real Estate Development Co., Ltd. (烟台龍口安德利房產開發有限公司) since October 2019, serves as the director of Yantai Yangma Island Andre Holiday Inn Co., Ltd. (烟台養馬島安德利度假村有限公司) since September 2021 and serves as the director of China Pingan Investment Holdings Limited since July 2025. Since May 2022, she has acted as the vice president of the Company and from May 2023, she is also an executive Director of the Company. Ms. Wang Meng is the daughter of Mr. Wang An, an executive Director and chairman of the Company.

Mr. Wang Yan Hui (王艷輝), aged 49, is an executive Director since 27 June 2012. Mr. Wang is a postgraduate and a certified public accountant in the PRC. Mr. Wang formerly worked as an accountant in Yantai Yangma North Hotel (烟台養馬島北方大酒店). Mr. Wang joined the Company in February 2001 and worked as accountant, chief accountant, deputy manager and manager in various subsidiaries of the Company. Mr. Wang is also the vice-president, financial controller of the Group and the secretary to the Board.

\* For identification purpose only

# Directors, Supervisors and Senior Management

## Non-executive Directors

Mr. Liu Tsung-Yi (劉宗宜), aged 59, is a non-executive Director. He has been a non-executive Director of the Company since 22 June 2009. Mr. Liu is the deputy general manager of the business integration division of Uni-President Enterprises Corp., a company listed on the Taiwan Stock Exchange Corporation (stock code: 1216) and the general manager of President International Development Corporation. He joined Uni-President Enterprises Corp. in July 1996, and was subsequently appointed as the head of its investment analysis section. In 2000, he was transferred to President International Development Corporation, and was responsible for its investments. He has also been the manager of the treasury division of Uni-President Enterprises Corp. since 2004. Currently, Mr. Liu is also the president/director of certain member companies of Uni-President Enterprises Corp., amongst which President Securities Corp. is a company listed on the Taiwan Stock Exchange Corporation (stock code: 2855); Tait Marketing and Distribution Co., Ltd. is a company listed on the Taipei Exchange (stock code: 5902). Mr. Liu has almost 30 years of experience in banking, corporate finance, M&A, private equity, and business strategy. Before joining Uni-President Enterprises Corp., he was the head of the credit and loan unit of the Taipei branch of Cosmos Commercial Bank. Mr. Liu obtained a bachelor degree in laws from National Chengchi University in 1989, a master degree in business administration from National Taiwan University in 1991, and a degree of Doctor of philosophy in Finance from National Chung Hsing University in 2020.

Mr. Zhang Wei (張偉), aged 58, is a college graduate. He has been a non-executive Director of the Company since 18 June 2024. Mr. Zhang Wei began to work in 1984. He served as the department manager of China North Industries Corporation Yangma Resort\* (中國北方工業公司養馬島度假村) from 1992 to 1997, the general manager of Yantai Andre Real Estate Development Co., Ltd. from September 2003 to March 2023 and the vice president of Shandong Andre Group Co., Ltd.\* from August 2009 to March 2024. He has been serving as the chairman and general manager of Yantai Kunlong Hot Spring Co., Ltd.\* (烟台崑龍溫泉有限公司) since April 2018. Mr. Zhang served as the executive director and general manager of Yantai Kunlong Real Estate Co., Ltd.\* (烟台崑龍置業有限公司) from September 2019 to December 2025. Mr. Zhang Wei currently serves as the executive director and general manager of Yantai Antong Real Estate Co., Ltd.\* (烟台安通置業有限公司), the chairman and general manager of Yantai Andre Agricultural Technology Co., Ltd.\* (烟台安德利農業科技有限公司), the chairman and general manager of Yantai Longkou Andre Real Estate Development Co., Ltd.\* (烟台龍口安德利房產開發有限公司), and the director and general manager of Yantai Yangma Island Andre Resort Co., Ltd.\* (烟台養馬島安德利度假村有限公司), the executive director and general manager of Yantai Kunlong Hotel Co., Ltd.\* (烟台崑龍大酒店有限公司), the executive director of Yantai Andre Real Estate Development Co., Ltd.\* (烟台安德利房地產開發有限公司), and the director and general manager of Yantai Hongan Real Estate Development Co., Ltd.\* (烟台弘安置業發展有限公司). He has been serving as the president of Shandong Andre Group Co., Ltd.\* since April 2024.

\* For identification purpose only

## Directors, Supervisors and Senior Management

### Independent non-executive Directors

Mr. Gong Fan (龔凡), aged 62, is an independent non-executive Director since 26 May 2022. He graduated from Xi'an Jiaotong University (西安交通大學) in July 1987 with a Bachelor's degree in Industrial Management Engineering (工業管理工程). Mr. Gong has over 30 years of experience in finance and is a certified public accountant and a certified valuer in the PRC. Mr. Gong worked in Beihai Finance Bureau in Guangxi Province (廣西北海市財政局) from 1987 to 1992; and Beihai Accounting Firm\* (北海會計師事務所) and Zhong He Accounting Firm\* (中和會計師事務所) from 1993 to 2000 as a registered accountant. Mr. Gong was the Chief Finance Officer of the Company and Secretary of the Board from 2001 to 2003, a director and Chief Financial Officer of Henan Ping Gao Electric Co., Ltd.\* (河南平高電氣股份有限公司) (its shares are listed on the Shanghai Stock Exchange, stock code: 600312) from 2003 to 2004, Chief Investment Officer of Creat Tian Cheng Investment Holding Co., Ltd.\* (科瑞天誠投資控股有限公司) from 2005 to 2015. He was the vice president of Beijing Hongyuan Chuangjia Holdings Co., Ltd.\* (北京宏遠創佳控股有限公司) from January 2015 to May 2023. Mr. Gong served as an independent non-executive Director of the Company from June 2011 to January 2017, and served as a non-independent director of Guangdong Jingyi Metal Co., Ltd.\* (廣東精藝金屬股份有限公司) (its shares are listed on the Shenzhen Stock Exchange, stock code: 002295) from May 2019 to March 2025.

Ms. Wang Yan (王雁), aged 68, is an independent non-executive Director since 26 May 2022. Ms. Wang graduated from TAFE in Western Australia and Curtin University majoring in English and IT software. Ms. Wang has 20 years of experience in enterprise operation and management. Ms. Wang served as the assistant to general manager in Raymond Industrial Limited (its shares are listed on The Stock Exchange of Hong Kong Limited, stock code: 229) from 1993 to 1996, deputy general manager in High Sun Industrial Co., Ltd. from 2002 to 2006, deputy general manager in DEUTZ Energy Systems Technology Beijing Company from 2006 to 2011, Chief Financial Officer and Compliance Officer in Hong Kong China International Medical Rescue Co., Ltd.\* (香港中國國際醫療救援有限公司) from 2011 to 2018, and a consultant in the Beijing Representative Office of the American Heart Association from 2018 to 2019.

Mr. Wang Chang Qing (王常青), aged 58, is an independent non-executive Director since 16 May 2025. Mr. Wang graduated from the University of San Francisco in the United States with a doctorate degree in management. Mr. Wang has over 30 years of experience in enterprise operation and management. Mr. Wang served as the business manager and representative in the United States for China South Industries Group Corporation from 1999 to 2008; the manager of North Andre Juice (USA), Inc., a subsidiary of the Company in the United States, from 2000 to 2010; the Asia Pacific region manager and partner of Eblana Photonics Ltd. since 2010; and the senior partner of Autoliv Inc. and Compal USA, Inc. since 2013.

\* For identification purpose only

# Directors, Supervisors and Senior Management

## Supervisors

On 28 October 2025, the Company has no longer maintained a supervisory committee and accordingly all of the supervisors were no longer supervisors of the Company.

Ms. Meng Xiuqin (孟秀芹), aged 48, was a staff representative supervisor from 15 May 2025 to 28 October 2025. Ms. Meng is a non-party personage and a senior engineer. Ms. Meng served as an inspector of Yantai Shinho Foods Co., Ltd. (烟台欣和食品有限公司) from July 1996 to June 1997 and an inspector of Yantai Oriental Juice Co., Ltd. (烟台源通果汁有限公司) from July 1997 to May 2003. She joined the Company in June 2003, successively served as a technician and the deputy head of the research and development center, and has been serving as the head of the research and development center since 2017. Ms. Meng has participated in a number of national, provincial and municipal science and technology innovation projects, obtained 2 national invention patents, and participated in the formulation of numerous industrial standards, providing critical references for the standardized development of the industry. She has been successively awarded the honorary titles of “Science and Technology Advancement Talent” of Muping District, “Most Beautiful Scientific Worker” of Yantai, “Qilu Women’s Scientific and Technological Innovation Star” of Shandong Province and “Advanced Individual” of the beverage industry in Shandong Province, etc. Ms. Meng has served as a representative of Shandong Province to the 13th National People’s Congress. She currently serves as a representative of Shandong Province to the 14th National People’s Congress and a member of the 5th Technical Committee of China Beverage Industry Association.

Mr. Yu Cheng Bo (于成波), aged 55, holds a high-school diploma, was a Shareholder-approved supervisor from 16 May 2025 to 28 October 2025. Mr. Yu joined the Company in July 2000 and has successively served as the operator, the workshop leader, the workshop supervisor and the deputy general manager of the Company, the general manager of Dalian Andre Juice Co., Ltd., and the general manager of Yantai Longkou Andre Juice Co., Ltd.. He served as the deputy general manager of the Company from April 2024 to January 2025. He has been serving as the general manager of Liquan Andre Juice Co., Ltd.\* (禮泉安德利果蔬汁有限公司) since February 2025.

Mr. Liang Jian Hao (梁建浩), aged 49, holds a junior high school diploma, was a Shareholder-approved supervisor from 16 May 2025 to 28 October 2025. Mr. Liang joined the Company in October 2000 and has successively served as the operator, the workshop leader, the deputy workshop supervisor, the workshop supervisor of the Company, the assistant to the general manager of Xuzhou Andre Juice Co., Ltd., the assistant to the general manager of Baishui Andre Juice Co., Ltd. and the deputy general manager of Liquan Andre Juice Co., Ltd.\* (禮泉安德利果蔬汁有限公司). He served as the deputy general manager of Yongji Andre Juice Co., Ltd. in May 2022. He has been serving as the general manager of Yongji Andre Juice Co., Ltd. since February 2025.

\* For identification purpose only

# Directors, Supervisors and Senior Management

## Senior Management

Mr. Zhang Hui (張輝), aged 53, is an executive Director and the chief executive officer of the Company. Please refer to his biography under the sub-section headed "Directors".

Ms. Wang Meng (王萌), aged 38, is an executive Director and vice president of the Company. Please refer to her biography under the sub-section headed "Directors".

Mr. Wang Yan Hui (王艷輝), aged 49, is an executive Director, vice-president, financial controller and secretary to the Board. Please refer to his biography under the sub-section headed "Directors".

Mr. Wang Tao (王濤), aged 48, is the chief engineer of the Company since 27 May 2022. Mr. Wang has a bachelor's degree. He joined the Company in 1997 and successively served as production line leader and director of production equipment department of the Company.

## Company Secretary

Ms. Ng Man Yee (伍敏怡), aged 54, is the company secretary of the Company. Ms. Ng graduated from the Chinese University of Hong Kong and obtained her bachelor's degree in business administration in 1994. She is a fellow certified public accountant of the Hong Kong Institute of Certified Public Accountants and a Chartered Accountant of the Institute of Chartered Accountants in England and Wales. Ms. Ng has over 30 years of experience in the field of auditing and accounting.

# Corporate Governance Report

As a company listed on the Shanghai Stock Exchange and the Hong Kong Stock Exchange, the Company has remained in strict compliance with the Articles of Association, relevant laws and regulations, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (the “Shanghai Listing Rules”) and Hong Kong Listing Rules.

The Company is committed to maintaining a high standard of corporate governance practices. Continuous efforts are made to review and enhance the Group’s internal controls and procedures in light of changes in regulations and developments in best practices.

## Corporate Governance Code

The Company’s corporate governance practices are based on the principles and code provisions (the “Code Provisions”) set out in Part 2 of Appendix C1 (Corporate Governance Code (the “CG Code”)) to the Hong Kong Listing Rules. During the year ended 31 December 2025, the Company complied with the Code Provisions of the CG Code, except for the following deviation:

According to Code C.1.8 of the CG Code, the Company should arrange appropriate insurance cover in respect of legal action against its directors. The Board believes that with the current risk management and internal control systems and the close supervision of the management, the Directors’ risk of being sued or getting involved in litigation in their capacity as Directors is relatively low. Benefits to be derived from taking out insurance may not outweigh the cost. As such, the Company currently does not have insurance cover for legal action against its Directors.

## Corporate Governance Functions

The Board is responsible for formulating the policy for the corporate governance of the Company and performing the corporate governance duties as below:

- (i) To develop and review the Group’s policies and practices on corporate governance and make recommendations;
- (ii) To review and monitor the training and continuous professional development of Directors and senior management;
- (iii) To review and monitor the Group’s policies and practices on compliance with all legal and regulatory requirements (where applicable);
- (iv) To develop, review and monitor the code of conduct and compliance manual (if any) applicable to the employees of the Group and Directors; and
- (v) To review the Group’s compliance with the CG Code and disclosure requirements in the corporate governance report.

# Corporate Governance Report

## The Board

The Company is managed by its Board, which has the responsibility for providing leadership and control of the Company. Through the Board, the Directors are collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs.

### The Directors

As at the date of this annual report, the Board comprised a total of nine Directors, including four executive Directors, namely, Mr. Wang An (chairman), Mr. Zhang Hui (chief executive officer) (appointed on 16 May 2025), Ms. Wang Meng (vice president) and Mr. Wang Yan Hui (vice president and financial controller); two non-executive Directors, namely, Mr. Liu Tsung-Yi and Mr. Zhang Wei; and three independent non-executive Directors, namely, Mr. Gong Fan, Ms. Wang Yan and Mr. Wang Chang Qing (appointed on 16 May 2025). Mr. Li Yao, the former independent non-executive Director, resigned on 16 May 2025.

Each of the Directors has entered into a service contract with the Company for a term of three years until the conclusion of the Company's annual general meeting to be held in the year of 2028. All Directors are appointed by the Shareholders at the general meeting with formal letters of appointment setting out the key terms and conditions relating to their appointments.

None of the Directors has entered into any service contract with the Company which is not terminable by the Company within one year without payment of compensation, other than statutory compensation.

Each of the independent non-executive Directors possesses a wide range of skills and experience. They serve the important function of providing adequate monitoring and balances for safeguarding the interests of the Shareholders and the Company as a whole. The Board considers that they can make independent judgment effectively and comply with the independence guidelines set out in Rule 3.13 of the Hong Kong Listing Rules.

The biographical details of the Directors are set out on pages 28 to 31 of this annual report.

### Responsibilities of the Board

The Board reviews the performance of the operating divisions with reference to their respective agreed budgets and business objectives on a regular basis and also exercises a number of reserved powers which include:

- convening general meetings and reporting on their work at such meetings;
- implementing resolutions passed at general meetings;
- formulating the Company's business plans and investment proposals;
- formulating proposals for profit distribution and for setting off of accumulated losses of the Company;

# Corporate Governance Report

- formulating proposals for increase or reduction in registered capital, the issuance of debt securities or other securities and listing of the Company;
- formulating the plans for the material acquisition and acquisition of shares of the Company, or for the merger, division, dissolution and changing corporate form of the Company;
- decide upon external investment, purchase and sale of assets, assets mortgage, external guaranty issues, entrustment of financing, transaction with related parties, donation and other matters within the scope set forth by the General Meeting;
- decide on the establishment of the Company's internal management organization;
- decide on the appointment or dismissal of the Company's president and secretary of the Board, decide on the appointment or dismissal of senior management personnel such as the Company's vice president and chief financial officer according to the nomination of the president, and decide on their remuneration and rewards and punishments;
- formulating the basic management system of the Company;
- formulating proposals for amendment of the Articles of Association;
- managing the disclosure of information of the Company;
- submit to the general meeting a recommendation regarding the engagement or change of the accounting firm;
- listen to and evaluate the work reports prepared by the President and to examine the work of the President;
- other rights specified by laws, administrative regulations, department rules or the Articles of Association.

The Board is also responsible for the integrity of financial information and the effectiveness of the Company's systems of internal control and risk management processes. The Board is also responsible for preparing the financial accounts of the Company. The day-to-day management of the Company's business is delegated to the chief executive officer and the management. The functions of the Board and the powers delegated to the chief executive officer are reviewed periodically by the Board to ensure that they remain appropriate.

As at 31 December 2025, the Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the financial statements of the Company on a going-concern basis.

# Corporate Governance Report

To ensure a balance of power and authority, the role of the chairman is separate from that of the chief executive officer. The chairman of the Company is Mr. Wang An. The chairman is responsible for convening and holding general meetings and Board meetings, tracking the progress of implementation of the resolutions passed by the Board, signing the securities issued by the Company and carrying out other powers conferred by the Board. Mr. Zhang Hui is the chief executive officer of the Company. The chief executive officer and the management are responsible for the production, operation and management of the Company, implementation of the resolutions passed by the Board, implementation of annual business plans and investment proposals, formulation of the internal management structure, the basic management system and the specific governance of the Company. In particular, the chief executive officer is responsible for proposing to the Board for appointment or dismissal of the vice president, the chief financial officer and other senior management of the Company, appointment or dismissal of other management staff whose appointment and dismissal does not require approval from the Board and carrying out other powers conferred by the Board and the Articles of Association.

Mr. Wang An is the father of Ms. Wang Meng, the vice president and an executive Director of the Company, Ms. Wang Meng is the daughter of Mr. Wang An, an executive Director and chairman of the Company.

## **Directors' Induction and Continuous Professional Development**

Upon appointment to the Board, each newly-appointed Director receives a comprehensive induction package covering business operations, policies and procedures of the Company as well as the general, statutory and regulatory obligations of being a Director to ensure that he/she is sufficiently aware of his responsibilities under the listing rules and other relevant regulatory requirements.

The Directors are regularly briefed on the amendments to or updates on the relevant laws, rules and regulations. In addition, the Company has been encouraging the Directors and senior executives to enrol in a wide range of professional development courses and seminars relating to the listing rules, the Companies Ordinance or act and corporate governance practices organised by professional bodies and independent auditors so that they can continuously update and further improve their relevant knowledge and skills.

The Company has established mechanisms to ensure independent views and input are available to the Board including but not limited to: all Directors are entitled to retain independent professional advisors as and when it is required, all Directors are encouraged to express their views in an open and candid manner during the Board or committees meetings and that the number of independent non-executive Directors complies with the requirements of the Hong Kong Listing Rules that at least one-third of the Board members are independent non-executive directors. The implementation and effectiveness of such mechanisms are reviewed on an annual basis by the Board.

From time to time, Directors are provided with written materials to develop and refresh their professional skills; the company secretary also organises and arranges seminars on the latest development of applicable laws, rules and regulations for the Directors to assist them in performing their duties. During the year under review, the company secretary of the Company, Ms. Ng Man Yee Karen, has completed over 15 hours of professional training.

# Corporate Governance Report

According to the records maintained by the Company, the Directors received the following training with an emphasis on the roles, functions and duties of a director of a listed company in compliance with the requirement of the CG Code on continuous professional development during the year under review:

	<b>Corporate Governance/ Updates on laws, rules and regulations</b>	
	<b>Read materials</b>	<b>Attend workshops</b>
<b>Executive Directors</b>		
Wang An	✓	✓
Zhang Hui (appointed on 16 May 2025)	✓	✓
Wang Meng	✓	✓
Wang Yan Hui	✓	✓
<b>Non-executive Directors</b>		
Liu Tsung-Yi	✓	✓
Zhang Wei	✓	✓
<b>Independent non-executive Directors</b>		
Gong Fan	✓	✓
Wang Yan	✓	✓
Wang Chang Qing (appointed on 16 May 2025)	✓	✓
Li Yao (resigned on 16 May 2025)	N/A	N/A

## Board Meetings

The chairman is responsible for the leadership of the Board, ensuring the effectiveness of the Board in all aspects of its role, setting agenda for Board meetings and taking into account any matters proposed by other Directors for inclusion in the agenda. Agenda and related Board papers are circulated at least 7 days before the time of a Board or committee meeting where possible. The chairman is also responsible for making sure all Directors are properly briefed on issues arising at Board meetings. The chairman also ensures that the Directors receive accurate, timely and clear information. Directors are encouraged to update their skills, knowledge and familiarity with the Company through their initial induction, ongoing participation at Board and committee meetings, and through meeting key people at head office and in the divisions.

All Directors have access to the services of the company secretary who regularly updates the Board on governance and regulatory matters. Any Director, who wishes to do so in the furtherance of his or her duties, may seek independent professional advice through the chairman at the Company's expense. The availability of professional advice extends to the Audit and Review Committee, Remuneration and Review Committee and other committees.

Minutes of Board meetings are taken by the company secretary or the secretary of the Board and, together with any supporting Board papers, are available to all Board members. Board meetings are structured to encourage open and frank discussions to ensure the non-executive Directors provide effective enquiries to each executive Director. When necessary, the independent non-executive Directors meet privately to discuss matters which are relevant to their specific responsibilities.

# Corporate Governance Report

In furtherance of good corporate governance, the Board has established four committees: Audit and Review Committee, Nomination Committee, Remuneration and Review Committee and Strategic Committee. All committees have their terms of reference which comply with the principles set out in the CG Code. The secretary of the Board takes minutes of the meetings of these committees and the work of these committees is reported to the Board.

The Board held 10 meetings during 2025. The chief financial officer of the Company also attended all of the Board meetings to advise on corporate governance, risk management, statutory compliance, mergers and acquisitions and accounting and financial matters. The attendance (other than attending by authorised representatives) of individual Directors at the Board meetings, the meetings of major committees and the general meetings in 2025 is set out in the table below:

## Board Meeting

Date (DD/MM/YY)	Chair person	WA	ZH*	WM	WYH	LTY	ZW	GF	WY	WCQ*	LY**
24/01/2025	WA	✓	N/A	✓	✓	✓	✓	✓	✓	N/A	✓
11/02/2025	WA	✓	N/A	✓	✓	✓	✓	✓	✓	N/A	✓
03/03/2025	WA	✓	N/A	✓	✓	✓	✓	✓	✓	N/A	✓
26/03/2025	WA	✓	N/A	✓	✓	✓	✓	✓	✓	N/A	✓
22/04/2025	WA	✓	N/A	✓	✓	✓	✓	✓	✓	N/A	✓
20/05/2025	WA	✓	✓	✓	✓	✓	✓	✓	✓	✓	N/A
27/06/2025	WA	✓	✓	✓	✓	✓	✓	✓	✓	✓	N/A
18/08/2025	WA	✓	✓	✓	✓	✓	✓	✓	✓	✓	N/A
22/09/2025	WA	✓	✓	✓	✓	✓	✓	✓	✓	✓	N/A
29/10/2025	WA	✓	✓	✓	✓	✓	✓	✓	✓	✓	N/A

## General Meeting

Date (DD/MM/YY)	Chair person	WA	ZH*	WM	WYH	LTY	ZW	GF	WY	WCQ*	LY**
16/05/2025	WA	✓	N/A	✓	✓	✓	✓	✓	✓	N/A	✓
12/06/2025	WA	✓	✓	✓	✓	✓	✓	✓	✓	✓	N/A
28/10/2025	WA	✓	✓	✓	✓	✓	✓	✓	✓	✓	N/A

## Audit and Review Committee Meeting

Date (DD/MM/YY)	Chair person	GF	WY	WCQ#	LY**
25/03/2025	GF	✓	✓	N/A	✓
22/04/2025	GF	✓	✓	N/A	✓
20/05/2025	GF	✓	✓	✓	N/A
15/08/2025	GF	✓	✓	✓	N/A
29/10/2025	GF	✓	✓	✓	N/A

# Corporate Governance Report

## Nomination Committee Meeting

Date (DD/MM/YY)	Chair person	WA	GF	WY##	WCQ###	LY**
25/03/2025	GF	✓	✓	N/A	N/A	✓
15/08/2025	GF	✓	✓	N/A	✓	N/A

## Remuneration and Review Committee Meeting

Date (DD/MM/YY)	Chair person	ZW	GF	WCQ#	LY**
25/03/2025	GF	✓	✓	N/A	✓
15/08/2025	GF	✓	✓	✓	N/A

## Strategic Committee Meeting

Date (DD/MM/YY)	Chair person	WA	ZW	GF
25/03/2025	WA	✓	✓	✓

Note:

- WA Wang An
- ZH Zhang Hui
- WM Wang Meng
- WYH Wang Yan Hui
- LTY Liu Tsung-Yi
- ZW Zhang Wei
- GF Gong Fan
- WY Wang Yan
- WCQ Wang Chang Qing
- LY Li Yao

Symbols:

- [✓] means attended the meeting
- [\*] means appointed on 16 May 2025
- [\*\*] means resigned on 16 May 2025
- [#] means appointed on 20 May 2025
- [##] means appointed on 22 September 2025
- [###] means appointed on 20 May 2025 and resigned on 22 September 2025

# Corporate Governance Report

## Directors' Interest

All Directors disclosed to the Board on their first appointment their interests as a Director or otherwise in other companies or organisations and such declarations of interests are updated annually. When the Board considers any proposal or transaction in which a Director has a conflict of interest, the Director has to declare his interest and is required to abstain from voting and withdraw from the meetings as appropriate. The Company seeks confirmation from the Directors annually in respect of any transactions of the Company or its subsidiaries which are related to Directors or their associates pursuant to the guideline.

## Supervisory Committee

The supervisory committee of the Company (the "Supervisory Committee") comprises three members of which two are recommended by Shareholders and one is an employee representative elected by the employees. The Supervisory Committee is responsible for supervision of the Board, members of the Board and senior management, to prevent authority abuse, Shareholders' interest infringement and to protect legitimate interests of the Company and its employees. During 2025, the Supervisory Committee held eight meetings, during which the members of the Supervisory Committee reviewed the Company's financial position, legal compliance of the Company's operations and diligence of the senior management.

In order to improve corporate governance, in the extraordinary general meeting held on 28 October 2025, shareholders of the Company had approved the abolishment of the Supervisory Committee in accordance with the newly revised Company Law of the People's Republic of China, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Guidelines for Articles of Association of Listed Companies (revised in 2025) and other relevant laws, regulations, normative documents and regulatory requirements, and repealed the Rules of Procedures of the Supervisory Committee accordingly, and certain functions and powers of the Supervisory Committee as stipulated in the laws and regulations were undertaken by the Audit and Review Committee of the Company. Accordingly, the Company has no longer maintained a supervisory committee and all of the supervisors would no longer act as supervisors of the Company with effect from 28 October 2025.

# Corporate Governance Report

## Internal Control

### Internal Control System

The Board has the overall responsibility for setting and reviewing the Company's internal control system. The Audit and Review Committee will also review the effectiveness of such system periodically. Procedures applied by the Audit and Review Committee for reviewing the effectiveness of the Company's internal control system include: discussing with the management on the risky areas arising from auditing and/or raised by the management, reviewing the internal and external audit plans of the Company, reviewing material issues arising from internal or external audit reports and reviewing material matters identified by internal auditors and risk assessment manager of the Group. The internal control system of the Company plays an important role in risk management, which is a key factor for ensuring the achievement of operational goal. The establishment of internal control system is for safeguarding assets against unauthorised use or disposition; for maintaining proper accounting records; and for the reliability of financial information used within the business or for publication. However, the procedures are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable but not absolute assurance against material misstatement, losses or fraud. Procedures for the Company's internal control system have been designed in accordance with the applicable laws, rules and regulations.

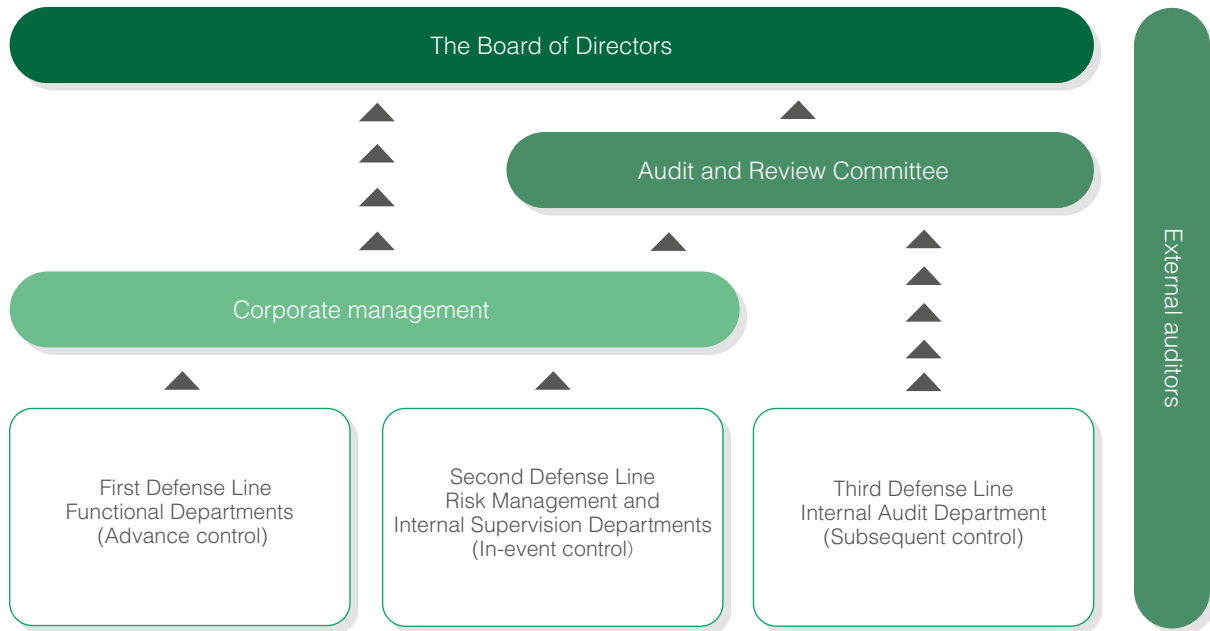
Regarding the procedures and internal control for the handling and dissemination of inside information, the Company is aware of its disclosure obligations under the Hong Kong Listing Rules and Shanghai Listing Rules and Part XIVA of the Securities and Futures Ordinance (the "Inside Information Provisions"), and any information required to be disclosed under Rule 13.09 of the Hong Kong Listing Rules or any inside information required to be disclosed under the Inside Information Provisions should be announced immediately.

# Corporate Governance Report

A review of the Company's internal control system covering financial, operational, compliance and risk management is conducted annually. In particular, the Board has considered the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget. The Board has conducted a review of the effectiveness of the Group's system of internal control. The result has been reported to the Board.

The Board confirms that systems and procedures are in place to identify, control and report on significant risks involved in achieving the Company's strategic objectives. Exposures to these risks are monitored by the Board on an ongoing basis, with the support of various committees and senior management.

The Company's risk management and internal control framework is guided by the "three lines of defense" model described below.



# Corporate Governance Report

The Company's Internal Control Department is responsible for coordinating the operation of the "three lines of defense". The Internal Control Department regularly organizes the functional departments of the Company to conduct risk assessment on a half-yearly basis, prepare risk assessment reports and report to the Audit and Review Committee. The functional departments of the Company carry out material risk assessment and response measures in accordance with their respective departmental duties, and brief and report to the Internal Control Department of the Company on a half-yearly basis. The assessment focuses on the identification of the departmental risk points by each functional department, the preparation of the Risk Assessment Questionnaire, the assessment of the identified risk points and the setting up of preventive measures, the formation of the Risk List based on the Risk Assessment Questionnaire, and the preparation of a risk assessment report examined and approved by the chairman of the Audit and Review Committee.

The internal supervision departments of the Company shall conduct risk and problem-oriented work, urge relevant functional departments and subsidiaries to rectify the problems identified during the inspection process, and regularly report to the Audit and Review Committee and the management on the improvement status, and report to the Board, the Audit and Review Committee, the President and the Chief Financial Officer of the Company on whether the internal control is adequate and effective.

The Internal Audit Department of the Company is responsible for urging relevant functional departments and subsidiaries to rectify the problems identified during the internal audit process. The Internal Audit Department and Internal Control Department will report to the Audit and Review Committee on a regular basis, including the annual work plan, contents of audit work, major audit reports, major risks and response situations, and the improvement status of problems identified by the functional departments and subsidiaries during the internal audit process. The annual work plan of the Internal Audit Department and Internal Control Department of the Company covers all major procedures of procurement, production, sales, human resources, finance, asset management and subsidiaries of the Company, and report to the Board and management of the Company on the audit results.

The management of each subsidiary is responsible for the design, implementation and monitoring of risk management and internal control systems with the assistance of the Internal Control Department and the Internal Audit Department.

For the year under review, the Board confirmed that the Company's risk management and internal control systems were effective and adequate, and that the Company had complied with the Code Provisions on risk management and internal control under the CG Code.

## Internal Audit

The Internal Audit Department of the Company provides an independent review on the adequacy and effectiveness of the internal control system. The department is headed by a manager who is familiar with the Company's operation. Its scope of work mainly includes auditing of financial and operational systems, reviewing the compliance with policies and regulations, regular and special auditing, auditing of production efficiency, etc. The audit plan, which is prepared based on risk assessment methodology, is discussed and agreed on every year by the Audit and Review Committee. In addition to its agreed annual schedule of work, the Internal Audit Department of the Company conducts other special reviews as required.

# Corporate Governance Report

The primary reporting procedure of the Internal Audit Department of the Company is to report to the chairman of the Board but there is also direct access to the Audit and Review Committee. Internal audit reports are sent to the chief executive officer, the chief financial officer, the external auditors and the relevant management of the departments under audit. A summary of major audit findings is reported to and discussed with the Audit and Review Committee. The Board and the Audit and Review Committee actively monitor the number and seriousness of findings raised by the Internal Audit Department of the Company and also the corrective actions taken by relevant departments.

Detailed control guidelines have been formulated and made available to all employees of the Company regarding handling and dissemination of corporate data which is price sensitive.

## Risk Management

Risk management is concerned with the identification and effective management of business risks, including safety and security, legal, environmental and reputational risks.

The risk management of the Company is conducted by the Audit and Review Committee and it assists the Board to fulfill its oversight role over the Company and its subsidiaries in, among others, the following areas:

- establishment of the risk appetite and risk management strategy of the Company to formulate its risk profile;
- identification, assessment and management of the material risks faced by the various business units of the Company;
- reviewing and assessment of the adequacy of the Company's risk management process, system and internal control; and
- reviewing and monitoring the Company's compliance with the risk management process, system and internal control, including whether the development of the Company's business is prudent and in compliance with the legal requirements.

The Company has a sound organisation system of internal control. The Board is responsible for the establishment, improvement and effective implementation of the risk management and internal control systems. A semi-annual review of the effectiveness of the Company's and its subsidiaries' risk managements and internal control systems during the year has been conducted. Guided by the Board and the Audit and Review Committee, the Internal Audit Department carries out inspection, supervision and evaluation for internal controls of the Company and its subsidiaries in respect of important control functions such as financial control, operation control, compliance control and risk management, supervises and timely rectifies internal control deficiencies and effectively controls operating risks.

# Corporate Governance Report

The objectives of internal control of the Company includes ensuring a lawful and compliant management, asset safety, the accuracy and completeness of financial reports and related information in a reasonable manner, enhancing its operating efficiency and effectiveness, and promoting the implementation of the development strategy. Due to the intrinsic limitations of internal control system, only reasonable guarantees can be provided for the abovementioned objectives. In addition, the effectiveness of its internal control is subject to change according to the changes of internal and external environment and operations. Inspection and supervision system is established for the Company. In case of shortcomings found, the Company will adopt rectification measures immediately.

## Audit and Review Committee

The Audit and Review Committee is responsible for reviewing the Group's financial reporting, risk management, internal controls and corporate governance issues and making relevant recommendations to the Board. All of its members are independent non-executive Directors, (namely Mr. Gong Fan, Ms. Wang Yan, Mr. Wang Chang Qing (appointed on 20 May 2025) and Mr. Li Yao (resigned on 16 May 2025). Its current chairman is Mr. Gong Fan.

As at the date of this report, the Audit and Review Committee has adopted a revised set of terms of reference effective from 22 September 2025, which is based on the guidelines recommended by the Hong Kong Institute of Certified Public Accountants. A copy of the revised terms of reference of the Audit and Review Committee is available on the Company's website and the Hong Kong Stock Exchange's website.

The Audit and Review Committee met five times in 2025. During 2025, it met to review the internal and external audit findings, the accounting principles and practices adopted by the Group, internal control and listing rules and statutory compliance, and to discuss auditing (including the effectiveness of internal audit), internal controls, risk management and financial reporting matters. The first quarterly, interim, third quarterly and annual accounts for 2025 were recommended to the Board for approval after discussion of the Audit and Review Committee.

## External Auditors

Da Hua Certified Public Accountants LLP was the Company's auditor for the year ended 31 December 2023. As approved by the 2024 second extraordinary general meeting of the Company, the Shareholders agreed to appoint Grant Thornton Zhitong Certified Public Accountants LLP as the auditor of the Company for the year ended 31 December 2024. As approved by the annual general meeting of the Company held on 16 May 2025, the Shareholders agreed to re-appoint Grant Thornton Zhitong Certified Public Accountants LLP as the auditor of the Company for the year ended 31 December 2025. Save as above, the Company had not changed its auditor in the past three years.

For the year ended 31 December 2025, the total external auditors' remuneration amounted to RMB1,084,905.66, all of which was for the audit services provided by the external auditors. The audit fee has been approved by the Audit and Review Committee and endorsed by the Board.

The statement of the external auditors of the Company about their reporting responsibilities on the consolidated financial statements is set out on pages 73 to 77 of this annual report.

# Corporate Governance Report

The Audit and Review Committee has resolved the re-appointment of Grant Thornton Zhitong Certified Public Accountants LLP for the audit work of the Company for the financial year 2026. This resolution has been endorsed by the Board and is subject to final approval and authorisation by the Shareholders at the forthcoming annual general meeting.

## Remuneration and Review Committee

The Remuneration and Review Committee comprises Mr. Gong Fan, Mr. Wang Chang Qing (appointed on 20 May 2025), Mr. Li Yao (resigned on 16 May 2025) and Mr. Zhang Wei as members with Mr. Gong Fan as the current chairman. Mr. Gong Fan, Mr. Wang Chang Qing and Mr. Li Yao are independent non-executive Directors while Mr. Zhang Wei is non-executive Director. The Committee's responsibilities are as follows:

- the Remuneration and Review Committee shall make recommendations to the Board on the following matters:
  - (I) remuneration of Directors and senior executives, overall remuneration policies and frameworks, and the establishment of formal and transparent procedures for developing remuneration policies;
  - (II) formulation or modification of equity incentive plans or employee stock ownership plans; fulfilment of conditions for grantees to be granted rights or to exercise rights; and review and/or approval of matters related to share schemes as set out in Chapter 17 of the Hong Kong Listing Rules;
  - (III) arrangements for Directors and senior executives to participate in shareholding plans in subsidiaries intended to be spun-off;
  - (IV) other matters stipulated by laws, administrative regulations, provisions of the China Securities Regulatory Commission, the Hong Kong Listing Rules and the Articles of Association;
- to determine the specific remuneration and benefits of the individual executive Directors and senior managers, including non-monetary benefits, pension rights and compensation amount (including compensation for loss or termination of duty or appointment) and put forward suggestions about the remuneration of the non-executive Directors to the Board;
- to review and approve the remuneration and benefits of the management according to the company policies and target made by the Board;
- to review and approve the compensation for the executive Directors and senior managers caused by loss or termination of duty or appointment to ensure such compensation agrees with the contractual provisions; if there is any discrepancy with the contractual provisions, the compensation should be fair and reasonable, which should not be excessive;
- to review and approve the compensation arrangement related to certain Director who is dismissed or fired due to misconduct to ensure such compensation agrees with the contractual provisions; if there is any discrepancy with the contractual provisions, the corresponding compensation should be fair and reasonable;

# Corporate Governance Report

- to ensure any Director or any of his or her associates not to participate in the determination of his/her own remuneration;
- to give full consideration to such factors as remuneration paid by similar companies, time to be spent by Directors and senior managers and their responsibilities as well as the remuneration conditions of other posts in the Group when making the remuneration policy and establishing the remuneration standard; and
- to review and monitor the training and continuous professional development of the Directors and senior management.

Factors to be considered by the Remuneration and Review Committee for formulation of remuneration package include the remuneration paid by other similar companies, time devoted by a Director, Director's responsibilities, employment terms of other positions in the Group, Director's performance, etc.

The terms of reference of the Remuneration and Review Committee which were revised on 22 September 2025 are available on the Company's website.

The Remuneration and Review Committee met twice in 2025 to review and approve the Directors' and senior management's remuneration for 2025. At those meetings, the committee determined the policy for the remuneration of Directors, assessed the performance of the executive Directors and approved the individual remuneration packages for Directors and senior management to be paid for 2025.

## **Remuneration Policy for Directors**

Remuneration of Directors is subject to annual assessment and recommendation by the Remuneration and Review Committee to the Board for further review and approval, which subsequently requires approval by the Shareholders at annual general meeting. The primary goal of the remuneration policy on remuneration packages is to enable the Company to retain and motivate executive Directors by linking their remuneration with performance as measured against corporate objectives. Under the policy, a Director is not allowed to approve his or her own remuneration.

The elements of the Company's remuneration package of Directors include basic compensation (comprising director's fee) and discretionary bonus without capping. In determining guidelines for each element of remuneration, the Company refers to remuneration surveys conducted by independent external consultants on companies operating similar businesses.

# Corporate Governance Report

According to Code E.1.5 in Part 2 of the CG Code, the annual remuneration of the members of the senior management whose particulars are contained in the section headed “Directors, Supervisors and Senior Management” in this annual report for 2025 by band is set out below:

## Remuneration band (RMB)

0 – 700,000

## Number of individuals

10 Directors, 6 Supervisors and 1 senior management member excluding the Directors who also act as senior management

## Basic Compensation

The Remuneration and Review Committee annually reviews and approves the basic compensation of each Director in accordance with the Company’s remuneration policy. In accordance with the service contracts entered into by the Company and each of the Directors, all Directors have the right to receive fixed basic compensation.

## Discretionary Bonus

Under the service contracts between the Company and each of the Directors, the Directors are entitled to a discretionary bonus based on the Company’s results and the degree of diligence of each of the Directors. During the year ended 31 December 2025, the Directors did not receive any discretionary bonus.

The amounts paid to each Director of the Company for 2024 and 2025 are disclosed in Note XIII. 1 and 2 to the Financial Statements.

## Nomination Committee

The Nomination Committee is chaired by Mr. Gong Fan, an independent non-executive Director, and comprises Mr. Wang An, an executive Director, Ms. Wang Yan (appointed on 22 September 2025), an Independent non-executive Director, Mr. Wang Chang Qing (appointed on 20 May 2025 and resigned on 22 September 2025), an independent non-executive Director and Mr. Li Yao (resigned on 16 May 2025), an independent non-executive Director. The role of the committee is to make recommendations to the Board on the appointment of Directors, evaluation of Board composition and the management of Board succession with reference to certain guidelines as endorsed by the Nomination Committee. These guidelines include appropriate professional knowledge and industry experience, personal ethics, integrity and personal skills, time commitments of members, and the independency of the nominees for the position of independent non-executive directors of the Company. The Nomination Committee carries out the process of selecting and recommending candidates for directorship including the consideration of referrals and engagement of external recruitment professional when necessary. The Nomination Committee met twice in 2025 to discuss the Board structure, size and composition, to evaluate the independence of the independent non-executive Directors and to nominate candidates for directors and chief executive officer to the Board.

The Nomination Committee considers that the current Board composition has provided the Company with a good balance and diversity of skills and experience appropriate for the business of the Company. The Nomination Committee will review the implementation of the Board Diversity Policy from time to time to ensure its effectiveness in determining the optimal composition of the Board.

The latest version of the revised terms of reference of the Nomination Committee with effect from 22 September 2025 has been posted on the websites of the Company and the Hong Kong Stock Exchange.

# Corporate Governance Report

## Strategic Committee

The Strategic Committee comprises Mr. Wang An, an executive Director, Mr. Zhang Wei, a non-executive Director and Mr. Gong Fan, an independent non-executive Director, as members with Mr. Wang An as chairman. The primary responsibilities of the Strategic Committee are to research and advise on the strategic planning of the Group's medium and long-term development and major issues affecting the Group's development, and to approve research reports on development strategy.

In 2025, the Strategic Committee held one meeting to research and advise on the strategic planning of the Group's medium and long-term development and major investment decisions, explore and give suggestions on new market and new business development.

The latest version of the revised terms of reference of the Strategic Committee with effect from 22 September 2025 has been posted on the website of the Company and the Hong Kong Stock Exchange.

## Company Diversity Policy

As at the date of this report, the Company had adopted a board diversity policy which sets out its approach to achieve and maintain diversity on the Board and set measurable objectives to implement the board diversity policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives. The Company recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance. Below is the summary of the board diversity policy:

Selection of candidates for directorship will be based on a wide range of factors, including but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and service term. The Nomination Committee reviews the diversity of the Board annually, reports to the Board on the composition of the Board members and monitors the implementation of such board diversity policy.

In compliance with code provision B.3.1 in Part 2 of the CG Code, the Nomination Committee, at its meeting held on 25 March 2025, reviewed the structure, size and composition of the Board with reference to the board diversity policy. The Company considers that the current composition of the Board, two out of its nine members being female, is characterised by diversity, whether considered in terms of gender, nationality, professional background and skills. The current Directors have extensive experience and skills relevant to the business of the Company.

The Company has also taken, and will continue to take, steps to promote diversity at all levels of its workforce. Opportunities for employment, training and career development are equally open to all eligible employees without discrimination. During the reporting period, the total workforce (including senior management) of the Group comprised 32% female and 68% male. For further details of gender ratio, please refer to "Social Responsibilities, Environmental, Social and Governance Report".

# Corporate Governance Report

## Investor Relations

To enhance the Company's system of information disclosure, and to ensure the accuracy, completeness and timeliness of the Company's public disclosures, an Information Disclosure Review Committee, led by the chief financial officer of the Company, was established. The Information Disclosure Review Committee is responsible for the establishment of procedures to compile, verify and report the Company's financial and operational statistics and other information as well as to supervise the drafting and publication of periodic reports.

The Company is committed to fair disclosure and comprehensive, transparent reporting. The chairman of the Board is ultimately responsible for ensuring that there is effective communication with investors and that the Board understands the views of the major Shareholders. The chairman therefore makes himself available to meet with the Shareholders for this purpose. On a day-to-day basis, the Board's primary contact with the major Shareholders is through the chief executive officer and the chief financial officer of the Company.

The interim and annual reports were disclosed to all Shareholders in 2025. The most recent general meeting of the Company was held on 28 October 2025 at 10th Floor, Andre Tower, No. 889 Xincheng Avenue, Muping District, Yantai City, Shandong Province, the PRC. The meeting was opened to all Shareholders and members of the press and was attended by all substantial Shareholders personally present or by proxy.

As part of a regular programme of investor relations, senior management holds briefings and attends conferences with institutional investors and financial analysts to engage in a two-way communication on the Company's performance and objectives. A wide range of information on the Group's business activities is made available to investors and the public through the websites of the Company, the Hong Kong Stock Exchange and the Shanghai Stock Exchange. Announcements of the quarterly, interim and annual results are also available on the websites of the Company, the Hong Kong Stock Exchange and the Shanghai Stock Exchange.

In 2025, the Company held 15 meetings and 4 video conferences with analysts and investors at its Yantai office. These activities allowed them to have good opportunities to directly communicate with and understand the senior management, operating management and general staff of the Company, as well as to visit different places of business and operations of the Group. The Company also answered 43 calls and replied 84 emails from investors.

The Company has reviewed its prevailing Shareholders' communication policy during the reporting period, and believes the Shareholders' communication policy is still appropriate and effective. Enquiries to the Board may be made by contacting the company secretary through the Shareholders' hotline or email, or directly by questions at an annual general meeting or an extraordinary general meeting of the Company. Questions on the procedures for convening of or putting forward proposals at an annual general meeting or an extraordinary general meeting of the Company may also be made to the Company by the same means.

# Corporate Governance Report

## Dividend Distribution Policy

The Company uses cash, shares or both cash and shares as means for profit appropriation. Except for special circumstances, the Company will distribute dividends by means of cash when there is profit for the year and accumulated profit not yet distributed. Profit distributed by means of cash per annum cannot be less than 10% of the distributable profit of that year.

## Change in Constitutional Documents

With the approval of all the relevant PRC regulatory authorities and the Board, the amendments to the Articles of Association took effect on 16 May 2025 and 28 October 2025 respectively to reflect:

- (i) the changes relating to reduction of registered share capital; and
- (ii) the corresponding amendments made for the abolishment of the Supervisory Committee in accordance with the newly revised Company Law of the People's Republic of China, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Guidelines for Articles of Association of Listed Companies (revised in 2025) and other relevant laws, regulations, normative documents and regulatory requirements.

Details of which are set out in the circulars of the Company dated 25 April 2025 and 9 October 2025. An updated version of the Articles of Association is available on the websites of the Company, the Shanghai Stock Exchange and the Hong Kong Stock Exchange.

## Shareholders' Rights

### Procedures for Shareholders to Convene an Extraordinary General Meeting ("EGM")

Shareholders requesting the convening of a EGM shall proceed in accordance with the procedures set forth below:

The Shareholders individually or jointly holding over 10% of the Company's shares have the right to request the Board to hold the EGM in writing. According to laws, administrative regulations and the Articles of Association, the Board shall give written feedback to agree or disagree to hold the EGM within 10 days after receiving the request.

If the Board agrees to hold the EGM, a meeting notice shall be given within 5 days after the Board makes such a resolution. Changes to the original proposal in the notice shall be approved by relevant Shareholders.

If the Board disagrees to hold the EGM or fails to provide a written response within 10 days after receiving the request, the Shareholders individually or jointly holding over 10% of the Company's shares have the right to request the Audit and Review Committee to hold the EGM in writing.

If the Audit and Review Committee agrees to hold the EGM, a meeting notice shall be given within 5 days after receiving the request. Changes to the original proposal in the notice shall be approved by relevant Shareholders.

# Corporate Governance Report

If the Audit and Review Committee fails to give the notice of the EGM within the specified period, it shall be deemed that the Audit and Review Committee does not convene or preside over the general meeting. The Shareholders individually or jointly holding over 10% of the Company's shares for more than 90 consecutive days may convene and preside over the EGM by themselves.

If the Audit and Review Committee or Shareholders hold the general meeting by themselves, the Board shall be notified in writing and records should be filed with the stock exchanges.

Before announcement of the resolution of the general meeting, the shareholding proportion of the Shareholders to convene a meeting shall not be less than 10%.

The Board and the secretary of the Board should provide assistance for the general meeting convened by the Audit and Review Committee or Shareholders. The Board should provide the register of Shareholders on the record date.

Necessary expenses of the general meeting held by the Audit and Review Committee or Shareholders by themselves shall be borne by the Company.

## **Procedures for Shareholders to Put Forward Proposals at a General Meeting**

When the Company holds a general meeting, the Board, the Audit and Review Committee and the Shareholders individually or jointly holding over 1% of the shares of the Company have the right to submit proposals to the Company. Shareholders individually or jointly holding over 1% of the shares of the Company may put forward an interim proposal and submit to the convener in writing 10 days before the EGM.

The convener shall send a supplementary notice of the general meeting within 2 days after receiving the proposal and announce the content of the interim proposals and submit it to the general meeting for deliberation, except where the interim proposal violates the provisions of laws, administrative regulations, or the Company's Articles of Association, or is not within the scope of authority of the general meeting.

## **Procedures for Shareholders to Propose a Person for Election as a Director**

With regard to the procedures for proposing a person for election as a Director, please refer to the procedures posted on 2 April 2012 under the Investor Relation section of Company's website at [www.andre.com.cn](http://www.andre.com.cn).

## **Procedures for Directing Shareholders' Enquiries to the Board**

Shareholders may at any time send their enquiries and concerns to the Board in writing through the company secretary whose contact details are as follows:

Room 10, Block E, 2/F, Hong Kong Industrial Building  
452 Des Voeux Road West  
Shek Tong Tsui, Hong Kong  
Fax: (852) 2587 9166  
Email: [andrehk@northandre.com](mailto:andrehk@northandre.com)

Shareholders may also make enquiries with the Board at the general meetings of the Company.

# Report of Directors

The Directors are pleased to present and submit the 2025 annual report together with the audited financial statements of the Group for the year ended 31 December 2025.

## Principal Activities

The principal activities of the Group are manufacturing and sale of apple juice concentrate, pear juice concentrate, pomace and related products. The principal activities of the Company's subsidiaries are set out in Note VI to the Financial Statements.

## Subsidiaries

Particulars of the subsidiaries of the Company as at 31 December 2025 are set out in Notes VI to the Financial Statements respectively.

## Results

The results and financial status of the Group for the year ended 31 December 2025 are set out in pages 78 to 208 of this annual report.

## Five-Year Financial Highlights

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 3 to 4 of this annual report.

## Risks and Uncertainties

Principal risks and uncertainties that the Company may face have been disclosed in the section headed "Management Discussion and Analysis" of this annual report. In addition, details of the Group's financial risk management are disclosed in note VIII to the Financial Statements.

## Major Customers and Suppliers

In the reporting period, the Group mainly exported products to the domestic market and overseas markets in Asia, Europe, North America and Africa, and has gradually expanded into markets in Oceania and South America. The sales attributable to the top five customers of the Group amounted to approximately RMB612,672,202, which accounted for about 36.53% of the Group's total turnover and sales to the largest customer included therein amounted to about 13.18%. To the knowledge of the Directors, the top five customers are not connected persons as defined in the Hong Kong Listing Rules.

Purchases from the Group's top five largest suppliers amounted to approximately RMB71,175,499 and accounted for about 6.81% of total purchases for the year. The largest supplier accounted for about 1.96% of the total purchases of the Group for the year. Among the purchases from the top five suppliers, purchases from related parties was approximately RMB20,520,532, which represented 1.96% of total purchases.

# Report of Directors

To the knowledge of the Directors, of the top five suppliers, the connected person is Yantai Yitong Biological Energy Co., Ltd.\*, a company owned as to 64.69% and 33.33% by Andre Group (owned as to 90% by Mr. Wang An, a Director) and Hongan International Investment Co., Ltd. (“Hongan International”, wholly-owned by Ms. Wang Meng, a Director), respectively. In the reporting period, the Company purchased approximately RMB20,520,532 from Yantai Yitong Biological Energy Co., Ltd.\* Saved as disclosed above, none of the Directors, supervisors, their respective close associates or any Shareholders which own more than 5% of the Company’s issued share capital had any interest in the top five largest suppliers or customers of the Group.

The Board believes that there was no reliance on major customers and no material related risk was noted in the reporting period.

## Dividend

The Board has resolved to recommend a final dividend of approximately RMB100,256,400 (inclusive of tax), or RMB3.00 per every 10 shares for 2025. The proposal to declare and pay this final dividend will be submitted to the Shareholders at the forthcoming annual general meeting to be held on 12 May 2026. Final dividend of A Shares will be distributed and paid in RMB, while final dividend of H Shares will be declared in RMB and paid in HKD. The final dividend will be paid to those H Shares holders whose names appear on the Company’s register of members at the close of business on 21 May 2026 (the “Record Date of H Shares”). To determine the identity of the H Shares holders entitled to receive the final dividend, the register of holders of H Shares will be closed from 19 May 2026 to 21 May 2026 (both days inclusive) during which no transfer of H Shares will be registered. In order to qualify for entitlement to the proposed final dividend, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s H Share Registrar, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 18 May 2026. For A Shares holders, those whose names appear on the Company register of members at the close of business on 8 July 2026 (the “Record Date of A Shares”) will be qualified for entitlement to the proposed final dividend. The final dividend is expected to be distributed on 9 July 2026.

## Tax and Tax Relief

Pursuant to the Corporate Income Tax Law of the PRC and its implementing regulations (collectively referred to as the “Corporate Income Tax Law”) which took effect on 1 January 2008, the tax rate of the corporate income tax applicable to the income of non-resident enterprise deriving from the PRC is 10%. Pursuant to the Corporate Income Tax Law, any Chinese domestic enterprise (including the Company) which pays dividend to a non-resident enterprise shareholder shall withhold and remit corporate income tax at 10% on behalf of such shareholder.

\* For identification purpose only

## Report of Directors

Pursuant to the Notice on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 45 (No. 348, Guo Shui Han [2011]), where the non-resident individual shareholders obtain dividend and bonuses from the shares issued in Hong Kong by non-foreign-invested enterprise, individual income tax shall be withheld and remitted by the withholding agent according to the domain of “interest, dividends and bonuses”. The non-resident individual shareholders of domestic non-foreign-invested enterprise which issued shares in Hong Kong, shall enjoy the taxation preferences in accordance with the agreements between countries of their origins and China and the regulation on taxation arrangement between the Mainland and Hong Kong (Macau). The related tax rate of dividend as provided by taxation agreement is generally at a rate of 10%. In order to simplify the collection and management of taxation, the individual income tax with a rate of 10% in general will be withheld when dividend is paid by the domestic non-foreign-invested enterprise which issued shares in Hong Kong without making applications. Where the dividend tax rate is not 10%, it will be handled according to the following requirements: (1) for residents of countries which have entered into an agreement with China in respect of a tax rate lower than 10%, the withholding agent may apply for the relevant entitlements hereunder on their behalf. Upon examination and approval by the competent tax authorities, the additional amount of tax withheld will be refunded; (2) for residents of countries which have entered into an agreement with China in respect of a tax rate of 10% or more but less than 20%, the withholding agent shall withhold individual income tax at the agreed tax rate when distributing dividends or bonuses, and no application for approval is needed; (3) for residents of a country or which has not entered into any tax treaties with the PRC and in any other circumstances, the withholding agent shall withhold individual income tax at the tax rate of 20% when distributing dividends and bonuses.

Pursuant to the Notice of Withholding and Payment of Enterprise Income Tax Regarding China Resident Enterprise Paying Dividend to Non-Resident Enterprise Holders of Overseas H-Share (No. 897, Guo Shui Han [2008]) issued by the State Administration of Taxation, any domestic enterprise of PRC which pays dividends to non-resident enterprise shareholders (as defined in the Tax Law) for the year of 2008 and subsequent years shall withhold and remit enterprise income tax at the tax rate of 10%.

The arrangement relating to withholding tax, if any, in respect of the final dividend to be paid by the Company to the investors who invest through the Shanghai Stock Exchange in the H Shares of the Company listed on the Main Board of the Hong Kong Stock Exchange will be finalized with the relevant PRC authorities prior to the payment.

Shareholders are recommended to consult their taxation advisors for advice on the tax effects of the PRC, Hong Kong and other jurisdictions with respect to the holding and disposal of H Shares.

The Company will have no liability in respect of any claims arising from any delay in, or inaccurate determination of the status of the Shareholders or any disputes over the mechanism of withholding and remitting.

As of the date of this annual report, the Company is not aware of any arrangement under which a shareholder has waived or agreed to waive any dividends.

### Share Capital

The change(s) in share capital of the Company is set out in Note V.26 to the Financial Statements.

# Report of Directors

## Reserves

The change(s) in reserves of the Company during the reporting period is set out in the statement of changes in Shareholders' equity of the Group and the Company in the Financial Statements.

The distributable reserves of the Company as at 31 December 2025 amounted to RMB778,891,936 (2024: RMB830,269,087).

## Property, Plant and Equipment

During the reporting period, the Group incurred approximately RMB87,594,113 mainly for expanding the production line, renovation of plant and acquisition of equipment.

The change(s) of property, plant and equipment of the Group during the reporting period is set out in Note V.10 to the Financial Statements.

## Pre-emptive Rights

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

## Purchase, Sale or Redemption of Shares

Under the general mandate granted to the Board to repurchase H Shares considered and approved at the 2023 annual general meeting, the 2024 first class meeting for holders of A Shares and the 2024 first class meeting for holders of H Shares convened by the Company on 30 April 2024, the Company repurchased 7,800,000 H Shares with par value of RMB1.00 each in total on the Hong Kong Stock Exchange during June to December 2024. Such shares were cancelled on 13 February 2025.

Under the general mandate granted to the Board to repurchase H Shares considered and approved at the 2024 annual general meeting convened by the Company on 16 May 2025, the Company repurchased 7,012,000 H Shares with par value of RMB1.00 each in total on the Hong Kong Stock Exchange at prices ranging from HK\$16.20 to HK\$18.62 per H Share during June to September 2025 for a total consideration of HK\$122,244,442 (including the fees such as commission fees). Specifically, in June 2025, the Company repurchased 5,012,000 H Shares with par value of RMB1.00 each in total on the Hong Kong Stock Exchange at prices ranging from HK\$16.20 to HK\$18.22 per H Share for a total consideration of HK\$86,888,249 (including fees such as commission fees); in July 2025, the Company repurchased 1,000,000 H Shares with par value of RMB1.00 each in total on the Hong Kong Stock Exchange at prices ranging from HK\$17.70 to HK\$18.62 per H Share for a total consideration of HK\$18,179,533 (including fees such as commission fees); and in September 2025, the Company repurchased 1,000,000 H Shares with par value of RMB1.00 each in total on the Hong Kong Stock Exchange at prices ranging from HK\$16.39 to HK\$17.38 per H Share for a total consideration of HK\$17,176,660 (including fees such as commission fees). Such shares were cancelled on 30 December 2025.

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed shares during the year ended 31 December 2025 (including sales of treasury shares (as defined in the Hong Kong Listing Rules)). As at the end of the reporting period, the Company did not hold any treasury shares.

# Report of Directors

## Directors' and Supervisors'<sup>(Note)</sup> Rights to Acquire Shares or Debentures

None of the Directors or Supervisors or their respective associates was granted by the Company or its subsidiaries any right to acquire shares or debentures of the Company or any other body corporate, or had exercised any such right during the year ended 31 December 2025.

## Material Acquisitions and Disposals During the Year

No material acquisitions or disposals of subsidiaries, associated companies or joint venture companies were made by the Company during the year ended 31 December 2025.

## Significant Investments

Saved as the wealth management products disclosed in Note V.2 to the Financial Statements, no significant investment was held by the Group as at 31 December 2025.

## Subsequent Event

Saved as disclosed in Note XII to the Financial Statements, there was no subsequent event as at 31 December 2025.

## Employment and Remuneration Policy

For the year ended 31 December 2025, the Group had an average of 1,212 employees (2024: 1,175 employees). Staff costs including directors' remuneration for the years ended 31 December 2025 and 31 December 2024 were RMB94,516,248 and RMB90,712,178, respectively. Details of the emoluments of the Directors and supervisors<sup>(Note)</sup> and the top five highest paid individuals of the Group are set out in Notes XIII. 1 and 2 to the Financial Statements. The Group's employment and remuneration policies remained unchanged from those described in the prospectus of the Company dated 11 April 2003. The salaries and benefits of employees of the Group are kept at a competitive level and employees are rewarded on a performance related basis within the general framework of the Group's salary and bonus system which is reviewed annually. A wide range of benefits, including statutory compulsory welfare plans, are also provided to the employees.

## Retirement Fund Scheme

The retirement fund scheme is set out in Note V.20 to the Financial Statements.

Note: On 28 October 2025, the Company has no longer maintained a supervisory committee and accordingly all of the supervisors no longer acted as supervisors of the Company.

# Report of Directors

## Directors and Supervisors<sup>(Note)</sup>

During the year 2025 and up to the date of this report, the Directors were as follows:

Executive Directors: Wang An, Zhang Hui (appointed on 16 May 2025), Wang Meng and Wang Yan Hui

Non-executive Directors: Liu Tsung-Yi and Zhang Wei

Independent non-executive Directors: Gong Fan, Wang Yan, Wang Chang Qing (appointed on 16 May 2025) and Li Yao (resigned on 16 May 2025)

From 1 January 2025 to 28 October 2025, the Supervisors were as follows:

Supervisors<sup>(Note)</sup>: Meng Xiu Qin (appointed on 15 May 2025 and resigned on 28 October 2025), Yu Cheng Bo (appointed on 16 May 2025 and resigned on 28 October 2025), Liang Jian Hao (appointed on 16 May 2025 and resigned on 28 October 2025), Meng Xiang Lin (resigned on 15 May 2025), Wang Bo (resigned on 16 May 2025) and Huang Lian Bo (resigned on 16 May 2025)

## Directors' and Supervisors'<sup>(Note)</sup> Service Contracts

Each of the Directors and Supervisors has entered into a service contract with the Company. None of the Directors or Supervisors has an unexpired service contract which is not terminable by the Company or its subsidiaries within a year without payment of any compensation (other than statutory compensation).

## Independence of Independent Non-executive Directors

The Company confirms that the Company has received written independence status confirmation from all independent non-executive Directors in accordance with Rule 3.13 of the Hong Kong Listing Rules. All independent non-executive Directors are considered as independent.

## Change of Directors, Supervisors<sup>(Note)</sup> and Senior Management

For Directors, on 16 May 2025, Mr. Zhang Hui was appointed as Executive Director, Mr. Wang Chang Qing was appointed as Independent non-executive Director, and Mr. Li Yao resigned as Independent non-executive Director. For Supervisors, on 15 May 2025, Ms. Meng Xiu Qin was appointed as staff representative Supervisor and Mr. Meng Xiang Lin resigned as staff representative Supervisor; on 16 May 2025, Mr. Yu Cheng Bo and Mr. Liang Jian Hao were appointed as Supervisors meanwhile Mr. Wang Bo and Mr. Huang Lian Bo resigned as Supervisors; on 28 October 2025, as the Company had no longer established a supervisory committee and accordingly Ms. Meng Xiu Qin, Mr. Yu Cheng Bo and Mr. Liang Jian Hao no longer acted as Supervisors of the Company. Saved as disclosed above, there were no material changes to the Directors, Supervisors and senior management of the Company for the year ended 31 December 2025.

Mr. Zhang Hui and Mr. Wang Chang Qing obtained the legal advice referred to in Rule 3.09D of the Hong Kong Listing Rules on 15 April 2025. Mr. Zhang Hui and Mr. Wang Chang Qing confirmed their understanding of their obligations as directors of a listed issuer.

Note: On 28 October 2025, the Company has no longer maintained a supervisory committee and accordingly all of the supervisors no longer acted as supervisors of the Company.

# Report of Directors

## Management Contracts

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the reporting period.

## Permitted Indemnity Provision

At no time during the financial year, there was or is, any permitted indemnity provision being in force for the benefit of any of the directors of the Company (whether made by the Company or otherwise) or an associated company (if made by the company).

## Connected Transactions/Related Party Transactions

### Continuing connected transactions/related party transactions under the Listing Rules

#### *I. CCT/related party transactions with Uni-President China Holdings*

On 30 December 2021, the Company and Uni-President China Holdings Ltd. (“Uni-President China Holdings”), a company indirectly holding the entire equity interest of President Enterprises (China) Investment Co., Ltd. (“President China Investment”), agreed to enter into the President Product Purchase Framework Agreement, whereby Uni-President China Holdings agreed to purchase and the Company agreed to supply the Group’s products (including but not limited to different kinds of juice concentrate) and provide the warehousing and other services relating to the purchase to Uni-President China Holdings for the three years ended 31 December 2024. On 30 October 2023, the Company entered into the Supplemental Agreement with Uni-President China Holdings to revise annual caps for the two years ended 31 December 2023 and 31 December 2024 in relation to the transactions under the President Product Purchase Framework Agreement.

As the President Product Purchase Framework Agreement expired on 31 December 2024, the Company and Uni-President China Holdings agreed to renew the transaction terms, and entered into the 2025-2027 President Product Purchase Framework Agreement on 27 December 2024, whereby Uni-President China Holdings agreed to purchase and the Company agreed to supply the Group’s products (including but not limited to different kinds of juice concentrate) and provide the warehousing and other services relating to the purchase to Uni-President China Holdings for the three years ending 31 December 2027. On 26 March 2025, the Company entered into the Uni-President Supplemental Agreement with Uni-President China Holdings to revise annual caps for the three years ending 31 December 2027 in relation to the transactions under the 2025-2027 President Product Purchase Framework Agreement to RMB50,000,000.

As at the date of signing the Uni-President Supplemental Agreement, Uni-President China Holdings was a non-wholly owned subsidiary of Uni-President Enterprises Corp. (“Uni-President Enterprises”), a Shareholder of the Company holding 63,746,040 A Shares and 237,000 H Shares of the Company, representing approximately 18.75% of the total issued share capital of the Company. Under the Hong Kong Listing Rules, Uni-President China Holdings was a connected person of the Company. Therefore, the transactions contemplated under the 2025-2027 President Product Purchase Framework Agreement and Uni-President Supplemental Agreement entered into between the Company and Uni-President China Holdings constitute continuing connected transactions of the Company. Moreover, in accordance with requirements of the Shanghai Listing Rules, the transactions contemplated under the 2025-2027 President Product Purchase Framework Agreement and Uni-President Supplemental Agreement are considered as daily related party transactions and are governed by the Shanghai Listing Rules.

# Report of Directors

Prices of products to be supplied by the Company shall be determined according to the bidding principle by reference to the market price.

When revising the annual caps of the Uni-President Supplemental Agreement, the Directors took into account the following factors: (i) Due to the changing market demand, orders and demand of original products of the Company such as juice concentrate and pear juice from Uni-President China Holdings increased slightly as compared with 2024; (ii) Due to the changing market demand, the Company expanded the production of new products in 2024, and the demand of Uni-President China Holdings for the new products of the Company correspondingly increased by approximately 86% as compared with 2024; (iii) For the year ended 31 December 2024 and the two months ended 28 February 2025, the actual amount of sale of products and provision of warehousing services by the Group to Uni-President China Holdings was RMB26,198,714 and RMB3,163,495, respectively. The actual amount of sale of products and provision of warehousing services by the Group to Uni-President China Holdings for the year ended 31 December 2025 was RMB26,778,604 and was subject to annual review requirements under the Hong Kong Listing Rules.

Since the highest applicable percentage ratio (other than the profit ratio) for the annual caps under the 2025-2027 President Product Purchase Framework Agreement and the Uni-President Supplemental Agreement is higher than 0.1% but less than 5%, in accordance with requirements of the Hong Kong Listing Rules, the continuing connected transactions contemplated under the 2025-2027 President Product Purchase Framework Agreement and the Uni-President Supplemental Agreement are only subject to the reporting and announcement requirements under the Hong Kong Listing Rules and are exempted from the independent Shareholders' approval requirement.

For further details regarding the 2025-2027 President Product Purchase Framework Agreement and the Uni-President Supplemental Agreement, please refer to the announcements of the Company dated 27 December 2024 and 26 March 2025.

## **II. CCT/related party transactions with Yantai Yitong**

The Company and Yantai Yitong Biological Energy Co., Ltd.\* (烟台億通生物能源有限公司) ("Yantai Yitong") agreed to enter into the Yitong Product Purchase Framework Agreement on 30 December 2021, whereby the Company agreed to purchase and Yantai Yitong agreed to supply the products mainly used for production purpose of the Group (including but not limited to electricity and steam) for the three years ended 31 December 2024.

As the Yitong Product Purchase Framework Agreement expired on 31 December 2024, the Company and Yantai Yitong agreed to renew the transaction terms, and entered into the 2025-2027 Yitong Product Purchase Framework Agreement on 27 December 2024, whereby the Company agreed to purchase and Yantai Yitong agreed to supply the products mainly used for production purpose of the Group (including but not limited to electricity and steam) for the three years ending 31 December 2027.

\* For identification purpose only

## Report of Directors

On 26 March 2025, the Company entered into the Yitong Supplemental Agreement with Yantai Yitong to (i) revise annual caps for the three years ending 31 December 2027 in relation to the transactions under the 2025-2027 Yitong Product Purchase Framework Agreement to RMB40,000,000; and (ii) enter into the Solid Waste Treatment Transaction, pursuant to which, the Company agreed to purchase and Yantai Yitong agreed to provide solid waste treatment and other services for the three years ending 31 December 2027, and the annual caps of the Solid Waste Treatment Transaction for the three years ending 31 December 2027 will be RMB2,000,000.

As at the date of signing the 2025-2027 Yitong Product Purchase Framework Agreement and the Yitong Supplemental Agreement, Yantai Yitong was owned as to 64.69% and 33.33% by Andre Group and Hongan International Investment Co., Ltd. (“Hongan International”) respectively. Yantai Yitong was thus an associate of Andre Group and Hongan International. Under the Hong Kong Listing Rules, Yantai Yitong was a connected person of the Company. Therefore, the transactions contemplated under the 2025-2027 Yitong Product Purchase Framework Agreement and the Yitong Supplemental Agreement entered into between the Company and Yantai Yitong constitute continuing connected transactions of the Company. Moreover, in accordance with requirements of the Shanghai Listing Rules, the transactions contemplated under the 2025-2027 Yitong Product Purchase Framework Agreement and the Yitong Supplemental Agreement are considered as daily related party transactions and are governed by the Shanghai Listing Rules.

Prices of products and services to be purchased by the Group shall be determined according to the market price.

When revising the annual caps of the purchase of products for production purpose by the Group from Yantai Yitong under the 2025-2027 Yitong Product Purchase Framework Agreement, the Directors took into account the following factors: (i) In 2024, the increased supply of apple resources in the surrounding areas of the Company and its wholly-owned subsidiary, Aksu Andre Fruit Juice Co., Ltd.\* (“Aksu Company”), and the price advantage as compared with other apple producing areas led to a significant increase in the production volume of the Company, which in turn resulted in a substantial rise in the consumption of steam and electricity. In 2025, the Company and Aksu Company intend to further increase the production capacity on the basis of the original production capacity through technical transformation to seize the abundant apple resource, therefore, it is expected that the consumption of electricity and steam will further increase. (ii) For the year ended 31 December 2024 and the two months ended 28 February 2025, the actual amount of products purchased by the Group from Yantai Yitong was approximately RMB31,676,300 and RMB1,275,717, respectively.

The annual caps for the Solid Waste Treatment Transaction have been determined based on (i) the volumes of solid waste generated and estimated to be generated by the Group during the production process; and (ii) the estimated demand of the Group on Yantai Yitong’s solid waste treatment and other services with reference to the prospective consumption of Yantai Yitong’s products by the manufacturing workshops of the Group at full production capacity; and (iii) annual solid waste treatment capacity of Yantai Yitong.

\* For identification purpose only

## Report of Directors

The actual amount of the purchase transactions and Solid Waste Treatment Transaction for the year ended 31 December 2025 were RMB20,520,532 and RMB292,616 respectively. Since the highest applicable percentage ratios for the revised annual caps for the purchase of products for production purpose by the Group from Yantai Yitong for the three years ending 31 December 2027 under the 2025-2027 Yitong Product Purchase Framework Agreement (as revised by the Yitong Supplemental Agreement) are more than 0.1% but less than 5% respectively, in accordance with requirements of the Hong Kong Listing Rules, the continuing connected transactions for the purchase of products for production purpose by the Group from Yantai Yitong under the 2025-2027 Yitong Product Purchase Framework Agreement (as revised by the Yitong Supplemental Agreement) are subject to the reporting and announcement requirements, as well as annual review requirements under Chapter 14A of the Hong Kong Listing Rules. Since the highest applicable percentage ratios for the annual caps of the Solid Waste Treatment Transaction for the three years ending 31 December 2027 is less than 5%, and the total consideration is less than HKD3 million, in accordance with requirements of the Hong Kong Listing Rules, the Solid Waste Treatment Transaction is exempted from the reporting, announcement and independent Shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules. The Company only made simultaneous disclosure pursuant to the disclosure requirement of the Shanghai Stock Exchange.

For details regarding the 2025-2027 Yitong Product Purchase Framework Agreement and the Yitong Supplemental Agreement, please refer to the announcements of the Company dated 27 December 2024 and 26 March 2025.

# Report of Directors

### **III. CCT/related party transactions with Ton Yi**

On 30 December 2021, the Company entered into a product purchase framework agreement with Ton Yi (China) Investment Co., Ltd.\* (統實(中國)投資有限公司) ("Ton Yi"), pursuant to which Ton Yi agreed to purchase and the Company agreed to supply the Company's products (including but not limited to different kinds of juice concentrate) and provide the warehousing and other services relating to purchase to subsidiaries of Ton Yi, to regulate such product purchase between the Group and Ton Yi for the three years ended 31 December 2024.

As the Ton Yi Product Purchase Framework Agreement expired on 31 December 2024, the Company and Ton Yi agreed to renew the transaction terms, and entered into the 2025-2027 Ton Yi Product Purchase Framework Agreement on 27 December 2024, whereby Ton Yi agreed to purchase and the Company agreed to supply the Group's products (including but not limited to different kinds of juice concentrate) and provide the warehousing and other services relating to the purchase to Ton Yi for the three years ending 31 December 2027.

As at the date of signing the 2025-2027 Ton Yi Product Purchase Framework Agreement, Ton Yi was a non-wholly owned subsidiary of Uni-President Enterprises, a Shareholder of the Company holding 63,746,040 A Shares and 237,000 H Shares of the Company, representing approximately 18.33% of the total issued share capital of the Company. Under the Hong Kong Listing Rules, Ton Yi was a connected person of the Company. Therefore, the transactions contemplated under the 2025-2027 Ton Yi Product Purchase Framework Agreement entered into between the Company and Ton Yi constitute continuing connected transactions of the Company. Moreover, in accordance with requirements of the Shanghai Listing Rules, the transactions contemplated under the 2025-2027 Ton Yi Product Purchase Framework Agreement are considered as daily related party transactions and are governed by the Shanghai Listing Rules.

Prices of products to be supplied by the Company shall be determined according to the bidding principle by reference to the market price.

The annual cap of the sale of products and provision of warehousing services to Ton Yi for the period commencing on 1 January 2025 and expiring on 31 December 2027 was set as RMB21,000,000, mainly based on the following factors: (i) the expected purchase demand of Ton Yi for the years 2025 to 2027; (ii) the expectation that the prevailing market prices for the sales of the Company's products will remain stable; and (iii) the historical transaction amount with Ton Yi for the provision of products and warehousing service. The actual amount of sale of products and provision of warehousing services by the Group to Ton Yi for the year ended 31 December 2025 was RMB11,945,864 and was subject to annual review requirements under the Hong Kong Listing Rules.

Since the highest applicable percentage ratio (other than the profit ratio) for the annual caps under the 2025-2027 Ton Yi Product Purchase Framework Agreement is higher than 0.1% but less than 5%, in accordance with requirements of the Hong Kong Listing Rules, the continuing connected transactions contemplated under the 2025-2027 Ton Yi Product Purchase Framework Agreement are only subject to the reporting and announcement requirements under the Hong Kong Listing Rules and are exempted from the independent Shareholders' approval requirement.

\* For identification purpose only

# Report of Directors

For further details regarding the 2025-2027 Ton Yi Product Purchase Framework Agreement, please refer to the announcement of the Company dated 27 December 2024.

#### **IV. CCT/related party transactions with Andre Construction and Installation**

On 30 December 2021, the Company entered into a construction and installation services framework agreement with Yantai Andre Construction and Installation Engineering Co., Ltd.\* (烟台安德利建築安裝工程有限公司) (“Andre Construction and Installation”), pursuant to which Andre Construction and Installation agreed to provide construction and installation services to the Group for the three financial years ended 31 December 2024.

As the Construction and Installation Services Framework Agreement expired on 31 December 2024, the Company and Andre Construction and Installation agreed to renew the transaction terms, and entered into the 2025-2027 Construction and Installation Services Framework Agreement on 27 December 2024, whereby Andre Construction and Installation agreed to provide construction and installation services to the Group for the three years ending 31 December 2027.

As at the date of signing the 2025-2027 Construction and Installation Services Framework Agreement, Andre Construction and Installation was owned as to 51% and 49% by Andre Group and Hongan International, two substantial Shareholders of the Company, Andre Construction and Installation was thus associates of Andre Group and Hongan International. Under the Hong Kong Listing Rules, Andre Construction and Installation was a connected person of the Company. Therefore, the transactions contemplated under the 2025-2027 Construction and Installation Services Framework Agreement entered into between the Company and Andre Construction and Installation constitute continuing connected transactions of the Company. Moreover, in accordance with requirements of the Shanghai Listing Rules, the transactions contemplated under the 2025-2027 Construction and Installation Services Framework Agreement are considered as daily related party transactions and are governed by the Shanghai Listing Rules.

Prices of services provided by Andre Construction and Installation shall be determined according to the market price.

The annual cap of the service fees payable by the Group for the construction and installation services provided by Andre Construction and Installation for the period commencing on 1 January 2025 and expiring on 31 December 2027 was set as RMB30,000,000, mainly based on the following factors: (i) repairs and maintenance and reconstruction of production plants of some of the subsidiaries of the Company and the construction of new cold storage; and (ii) the prevailing market price of construction and installation services. The actual purchase for the year ended 31 December 2025 was RMB712,927 and was subject to annual review requirements under the Hong Kong Listing Rules.

Since the highest applicable percentage ratio (other than the profit ratio) for the annual caps under the 2025-2027 Construction and Installation Services Framework Agreement is higher than 0.1% but less than 5%, in accordance with requirements of the Hong Kong Listing Rules, the continuing connected transactions contemplated under the 2025-2027 Construction and Installation Services Framework Agreement are only subject to the reporting and announcement requirements under the Hong Kong Listing Rules and are exempted from the independent Shareholders’ approval requirement.

\* For identification purpose only

# Report of Directors

For further details regarding the 2025-2027 Construction and Installation Services Framework Agreement, please refer to the announcement of the Company dated 27 December 2024.

In respect of the above continuing connected transactions of the Group, the Company's internal audit has reviewed the relevant transactions and ensured that internal control procedures are effective and adequate, and provided the findings to the independent non-executive Directors. The independent non-executive Directors have reviewed the related agreements and transactions contemplated thereunder and confirmed that these transactions:

- (i) were entered into in the ordinary and usual course of business of the Group;
- (ii) were conducted on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties; and
- (iii) were entered into in accordance with the terms of the respective agreements and were fair and reasonable and in the interests of the Company and its Shareholders as a whole.

Grant Thornton Zhitong Certified Public Accountants LLP, the Company's auditors, has confirmed in a letter to the Board pursuant to the Rule 14A.56 of the Hong Kong Listing Rules that with respect to the continuing connected transactions of the Group as disclosed above:

- (a) nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions have not been approved by the Board;
- (b) for transactions involving the provision of goods or services by the Group, nothing has come to their attention that causes them to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group;
- (c) nothing has come to their attention that causes them to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- (d) with respect to the aggregate amount of each of the continuing connected transactions, nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions have exceeded the annual cap as set by the Company.

# Report of Directors

## Additional related party transactions under the Shanghai Listing Rules

### ***Related party transactions with DSM Pectin***

DSM-Firmenich Pectin (Yantai) Co., Ltd. (“DSM Pectin”) (previously Yantai DSM Andre Pectin Co., Ltd.) is not a connected person of the Company under the Hong Kong Listing Rules. Since Mr. Wang An and Mr. Zhang Hui, both executive Directors, ceased to act as directors of DSM Pectin on 26 March 2025, DSM Pectin was still considered as a related party of the Company until 26 March 2026 under the Shanghai Listing Rules, and therefore, the Company’s sales of products, provision of services and lease of properties to DSM Pectin for the year ended 31 December 2025 were still considered as daily related party transactions of the Company under the Shanghai Listing Rules.

At the annual general meeting held on 16 May 2025, the Shareholders considered and approved the estimated maximum daily related party transaction amount of RMB60,000,000 for the Group’s sales to DSM Pectin for the year ended 31 December 2025. For the year ended 31 December 2025, the Group’s actual amount for sales of products, provision of services and lease of properties to DSM Pectin was approximately RMB40,338,479.

## Related Party Transactions

During the year ended 31 December 2025, the Group entered into transactions with related parties as set out in Note X to the Financial Statements. Apart from the items disclosed in the section “Connected Transactions/ Related Party Transactions”, all other material related party transactions did not constitute non-exempt connected transactions or continuing connected transactions as defined in Chapter 14A of the Hong Kong Listing Rules. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Hong Kong Listing Rules.

## Directors’ and Supervisors’<sup>(note)</sup> Interest in Contracts

Save as disclosed in this report, none of the Directors or the Supervisors or an entity connected with them had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company was a party in 2025.

Note: On 28 October 2025, the Company has no longer maintained a supervisory committee and accordingly all of the supervisors no longer acted as supervisors of the Company.

# Report of Directors

## Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company

As at 31 December 2025, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) which were (a) required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); and (b) required to be recorded in the register kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the required standard of dealings by the directors of the Company as referred to in Appendix C3 of the Hong Kong Listing Rules were as follows:

Name of Directors	Class of Shares	Number of Shares Held	Capacity	Type of Interest	Approximate Percentage of A Shares/H Shares	Approximate Percentage of Total Share Capital
Wang An (Note 1)	A Shares	48,608,540 (L)	Interest of controlled corporation (Note 2)	Personal	17.97% (L)	14.55% (L)
Wang Meng (Note 3)	A Shares	94,769,420 (L)	Interest of controlled corporation (Note 4)	Personal	35.03% (L)	28.36% (L)
	H Shares	8,600,000 (L)	Interest of controlled corporation (Note 5)	Personal	13.51% (L)	2.57% (L)
Zhang Hui (Note 6)	A Shares	11,470,000 (L)	Interest of controlled corporations (Note 7)	Personal	4.24% (L)	3.43% (L)
Liu Tsung-Yi	H Shares	195,400 (L)	Beneficial owner	Personal	0.31% (L)	0.06% (L)

# Report of Directors

Notes:

The letter “L” denotes a long position.

- (1) As at 31 December 2025, Mr. Wang An, a Director, controlled 90% interest in Shandong Andre Group Co., Ltd.\* (山東安德利集團有限公司), which held 48,608,540 A Shares, representing 14.55% interest in the total issued share capital of the Company.
- (2) Mr. Wang An was deemed to be interested in these Shares through his interests in Shandong Andre Group Co., Ltd.\* (山東安德利集團有限公司).
- (3) As at 31 December 2025, Ms. Wang Meng, a Director, controlled (a) 100% interest in Donghua Fruit Industry Co., Ltd., which held 55,367,459 A Shares, representing 16.57% interest in the total issued share capital of the Company; (b) 100% interest in Hongan International Investment Co., Ltd., which held 8,600,000 H Shares, representing 2.57% interest in the total issued share capital of the Company; and (c) 90% interest in China Pingan Investment Holdings Limited, which held 39,401,961 A Shares, representing 11.79% interest in the total issued share capital of the Company.
- (4) Ms. Wang Meng was deemed to be interested in these A Shares through her interests in Donghua Fruit Industry Co., Ltd. and China Pingan Investment Holdings Limited.
- (5) Ms. Wang Meng was deemed to be interested in these H Shares through her interests in Hongan International Investment Co., Ltd.
- (6) As at 31 December 2025, Mr. Zhang Hui, a Director and the Chief Executive Officer, acted as the general partner and held 47.08% interest in Yantai Xingan Investment Centre (Limited Partnership) (烟台興安投資中心(有限合夥)), which held 11,470,000 A Shares, representing 3.43% of the total issued share capital of the Company. As at 31 December 2025, Mr. Wang Yanhui, a Director, acted as a limited partner and held 22.23% interest in Yantai Xingan Investment Centre (Limited Partnership) (烟台興安投資中心(有限合夥)).
- (7) Mr. Zhang Hui was deemed to be interested in these A Shares through his interest in Yantai Xingan Investment Centre (Limited Partnership) (烟台興安投資中心(有限合夥)).

\* For identification purpose only

# Report of Directors

## Substantial Shareholders' and Other Persons' Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company

As at 31 December 2025, so far as the Directors are aware, the following persons (other than the Directors and chief executive of the Company) had interests and short positions in the shares, underlying shares and debentures of the Company which were discloseable under Divisions 2 and 3 of Part XV of the SFO and recorded in the register kept by the Company pursuant to section 336 of the SFO:

Name of Shareholders	Class of Shares	Number of Shares Held	Capacity	Type of Interest	Approximate Percentage of A Shares/ H Shares	Approximate Percentage of Total Share Capital
China Pingan Investment Holdings Limited	A Shares	39,401,961 (L) (Note 1)	Beneficial owner	Corporate	14.56% (L)	11.79% (L)
Shandong Andre Group Co., Ltd.* (山東安德利集團有限公司)	A Shares	48,608,540 (L) (Note 2)	Beneficial owner	Corporate	17.97% (L)	14.55% (L)
Donghua Fruit Industry Co., Ltd.	A Shares	55,367,459 (L) (Note 3)	Beneficial owner (Note 8)	Corporate	20.47% (L)	16.57% (L)
Uni-President Enterprises Corp.	A Shares	63,746,040 (L) (Note 4)	Interests of controlled corporations (Note 5)	Corporate	23.56% (L)	19.07% (L)
	H Shares	237,000 (L)	Beneficial owner (Note 6)	Corporate	0.37% (L)	0.07% (L)
Mitsui & Co., Ltd.	H Shares	11,725,500 (L)	Beneficial owner	Corporate	18.42% (L)	3.51% (L)
Hongan International Investment Co. Ltd.	A Shares	55,367,459 (L)	Interest of controlled corporations	Corporate	20.47% (L)	16.57% (L)
	H Shares	8,600,000 (L)	Beneficial owner (Note 9)	Corporate	13.51% (L)	2.57% (L)
Zhang Shaoxia	A Shares	48,608,540 (L)	Interest of spouse (Note 7)	Personal	17.97% (L)	14.55% (L)

\* For identification purpose only

# Report of Directors

Notes:

The letter “L” denotes a long position.

- (1) Ms. Wang Meng, a Director, was deemed to be interested in these A Shares through her 90% interest in China Pingan Investment Holdings Limited.
- (2) Mr. Wang An, a Director, was deemed to be interested in these A Shares through his 90% interest in Shandong Andre Group Co., Ltd.\* (山東安德利集團有限公司).
- (3) The long position in 55,367,459 A Shares was directly held by Donghua Fruit Industry Co., Ltd. Based on the information provided by Donghua Fruit Industry Co., Ltd., Hongan International Investment Co, Ltd. and Ms. Wang Meng were deemed to be interested in these 55,367,459 A Shares.
- (4) The long position in 63,746,040 A Shares was held by Uni-President China Holdings Ltd., a non wholly-owned subsidiary of Uni-President Enterprises Corp. (統一企業股份有限公司), through its two wholly-owned subsidiaries, namely, Chengdu President Enterprises Food Co., Ltd. (成都統一企業食品有限公司), which held 42,418,360 A Shares, and Guangzhou President Enterprises Co., Ltd. (廣州統一企業有限公司), which held 21,327,680 A Shares.
- (5) Pursuant to Part XV of the SFO, Uni-President Enterprises Corp. (統一企業股份有限公司) was deemed to be interested in such 63,746,040 A Shares. The 63,746,040 A Shares were held by a series of controlled corporations of Uni-President Enterprises Corp. (統一企業股份有限公司), of which 42,418,360 A Shares, representing approximately 12.69% of the total issued share capital of the Company, were held directly by Chengdu President Enterprises Food Co., Ltd. (成都統一企業食品有限公司) and 21,327,680 A Shares, representing approximately 6.38% of the total issued share capital of the Company, were held directly by Guangzhou President Enterprises Co., Ltd. (廣州統一企業有限公司).
- (6) These H Shares are beneficially held by Uni-President China Holdings Ltd.
- (7) 48,608,540 A Shares were held by Mr. Wang An, the husband of Ms. Zhang Shaoxia, and therefore Ms. Zhang Shaoxia was deemed to be interested in these shares.
- (8) Ms. Wang Meng indirectly held 100% of the issued share capital of Donghua Fruit Industry Co., Ltd., which in turn held 55,367,459 A Shares. Therefore Ms. Wang Meng was deemed to be interested in these shares.
- (9) Ms. Wang Meng directly held the entire issued share capital of Hongan International Investment Co., Ltd., which in turn held 8,600,000 H Shares. Therefore, Ms. Wang Meng was deemed to be interested in these shares.

## Competing Interests

None of the Directors, the controlling Shareholder or their respective associates (as defined under the Hong Kong Listing Rules) had any interest in a business which competes or may compete with the businesses of the Group or has or may have any other conflicts of the interest with the Group.

\* For identification purpose only

# Report of Directors

## Sufficiency of Public Float

Based on the information publicly available to the Company and within the knowledge of the Directors, the Company maintained the prescribed public float under the Hong Kong Listing Rules and Shanghai Listing Rules throughout the year ended 31 December 2025.

## Directors' and Supervisors'<sup>(Note)</sup> Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 of the Hong Kong Listing Rules as the Company's code of conduct regarding securities transactions by its Directors and supervisors. A copy of the Model Code was sent to each Director 60 days before the date of the Board meeting to approve the Company's 2025 annual results, with a reminder that the Directors cannot deal in the securities and derivatives of the Company until after such results have been published.

Under the Model Code, the Directors and supervisors are required to notify the chairman of the Board and receive a dated acknowledgement in writing before dealing in the securities and derivatives of the Company and, in the case of the chairman of the Board himself, he must notify the chairman of the Audit and Review Committee and receive a dated acknowledgement in writing before any dealing.

All Directors and supervisors, upon specific enquiries, have confirmed that they had complied with the Model Code during the reporting period.

Specific employees who are likely to be in possession of unpublished price-sensitive information of the Group are also subject to compliance with the Model Code. No incident of non-compliance was noted by the Company for the year ended 31 December 2025.

## Compliance with Relevant Laws and Regulations

During the year ended 31 December 2025, the Group complied with all relevant laws and regulations which had a significant impact on the businesses and operations of the Group in all material aspects.

By Order of the Board  
**Yantai North Andre Juice Co., Ltd.\***  
**Wang An**  
*Chairman*

27 March 2026  
Yantai, the PRC

Note: On 28 October 2025, the Company has no longer maintained a supervisory committee and accordingly all of the supervisors no longer acted as supervisors of the Company.

\* *For identification purpose only*

# Independent Auditor's Report

Grant Thornton Shen Zi (2026) No. 371A005717

All shareholders of Yantai North Andre Juice Co., Ltd.:

## I. Audit Opinion

We have audited the financial statements of Yantai North Andre Juice Co., Ltd. (hereinafter referred to as "ANDRE JUICE"), including the consolidated and parent balance sheet as at 31 December 2025, the consolidated and parent income statement for the year 2025, the consolidated and parent cash flow statement, the consolidated and parent statement of changes in shareholders' equity and notes to the relevant financial statements.

In our opinion, the appended financial statements have been prepared in all material respects in accordance with the requirements of the Accounting Standards for Business Enterprises and give a fair view of the consolidated and parent financial position of ANDRE JUICE as at 31 December 2025 and the consolidated and parent results of operations and cash flows for the year 2025.

## II. Basis for Audit Opinion

We conducted our audit in accordance with CICPA Standards on Auditing ("CSAs"). In 'VI. Auditor's Responsibilities for the Audit of the Financial Statements' of this report, our responsibilities under these standards are described. Those standards require that we comply with CICPA professional ethical requirements, that we are independent from ANDRE JUICE and have fulfilled all other ethical obligations. We believe that we have obtained sufficient and appropriate audit evidence as basis of for our opinion.

## III. Key Audit Matters

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

### (I) Income recognition

Please refer to Note III-XXIV and Note V-XXX to the financial statements.

#### 1. *Event description*

In 2025, the operating income of ANDRE JUICE was RMB1,677,163,545.44. Income recognition is a key audit matter because of its significant amount, of which 70.68% from export sales in the current period, and the risk of misstatement that management may manipulate income recognition to achieve specific goals or expectations.

# Independent Auditor's Report

## 2. *How the matter was addressed in our audit*

The audit procedures we implemented for income recognition mainly include:

- (1) Understand, evaluate and test the design and implementation of internal control systems related to sales and collection;
- (2) Execute analytical audit procedures, analyze different customers, regions and periods, and judge the rationality of changes in operating income and gross profit margin;
- (3) To understand the income recognition policies of ANDRE JUICE under different business models, and to inquire the management of ANDRE JUICE (hereinafter referred to as the management) on the specific methods and basis of income recognition, select samples to check sales contracts and evaluate whether the income recognition policy conforms to the provisions of the accounting standards for enterprises;
- (4) Sampling inspection of supporting documents for income recognition under different business models, check and verify the inventory receipt and delivery records of the warehouse, receipt records of customers, reconciliation of electronic port data with books, export declaration records of the customs, bills of lading, export tax rebate declaration forms, sales contracts and invoices, settlement and sales amounts and financial accounting records, to confirm the accuracy of operating revenue;
- (5) Confirm the authenticity and accuracy of the operating income by select samples, and sending confirmation letter about the ending balance of accounts receivable and operating income to the customers;
- (6) According to the business model, the revenue transactions recorded before and after the balance sheet date are selected to be checked to the supporting documents such as shipping notes, invoices, customs declarations, bills of lading and receipts, and the shipping notes and invoices recorded before and after the balance sheet date are selected to be checked to the accounting records of business income to evaluate whether the revenue is recognized in the appropriate accounting period.

## (II) **Inventory existence and provision for depreciation**

Please refer to Note III-XIII and Note V-VII to the financial statements.

### 1. *Event description*

At the end of 2025, the carrying amount of inventory of ANDRE JUICE was RMB1,086,369,429.04. Ending inventory as a percentage of assets is high. The existence of inventory would have a significant impact on the Company's financial statements, meanwhile, provision for inventories due to price drop involves management's judgment and estimation. Accordingly, we recognized the existence of inventory and provision for inventories due to price drop as key audit matters.

# Independent Auditor's Report

## 2. *How the matter was addressed in our audit*

We mainly implemented the following procedures for the existence of inventory and provision for inventories due to price drop:

- (1) Understand, evaluate and test the effectiveness of the management's key internal control design and operation related to inventory;
- (2) Understand the accounting policies related to the recognition and measurement of inventories, and check that the recognition and measurement of inventories are in compliance with the Accounting Standards, with the former and the latter being consistent;
- (3) Perform analysis procedures: compare the carrying amount of inventories at the end of the current period with the carrying amount of inventories at the end of the previous period, and analyze whether the changes in inventories are abnormal; Select the main inventory products, comparing the purchase price fluctuations of each month of the current period, and analyzing whether the change trend is consistent with the market trend;
- (4) Perform a cut-off test on the purchase receipt and inventory issue, and check whether there is any inter-period phenomenon in the purchase receipt and inventory issue;
- (5) Testing the pricing of the inventory goods: checking whether the pricing methods of the inventory goods are consistent in the earlier and later stages; Checking whether the accounting basis and pricing method of the inventories are correct; Check whether the issue pricing of the inventory goods is correct; Paying attention to whether the commodity prices of related party transactions are fair;
- (6) Carry out on-the-spot inspection of inventories, and check whether the quantity and condition is true or not;
- (7) Understand the company's provision for inventories due to price drop policy and method, evaluate the information, assumptions and provision methods on which the provision for the decline in value of inventories is based, and check its reasonableness, and reviewing the correctness of the calculation of net realizable value.

## IV. Other Information

The management of ANDRE JUICE is responsible for other information. Other information includes the information covered in the 2025 annual report, but does not include the financial statements and our audit report.

Our audit opinion on the financial statements does not cover other information, and we will not issue any form of authentication conclusion on other information.

# Independent Auditor's Report

In combination with our audit of the financial statements, our responsibility is to read other information and consider whether other information is materially inconsistent with the financial statements or the information we understand in the audit process, or there seems to be material misstatement.

Based on the work we have performed, if we determine that there is a material misstatement in other information, we should report that fact. In this regard, we have nothing to report.

## V. Responsibilities of Management and Those Charged with Governance for the Financial Statements

The management of ANDRE JUICE is responsible for the preparation and fair presentation of the financial statements in accordance with the Accounting Standards for Business Enterprises, and for the design, implementation and maintenance of such internal control necessary to enable that the financial statements are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management of ANDRE JUICE is responsible for assessing Andre's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate ANDRE JUICE or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing ANDRE JUICE's financial reporting process.

## VI. Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with CSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

# Independent Auditor's Report

- (3) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (4) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on ANDRE JUICE'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 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 ANDRE JUICE to cease to continue as a going concern.
- (5) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- (6) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within ANDRE JUICE to express an opinion on the 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 communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.

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

**Grant Thornton Certified Public Accountants  
(Special General Partnership)**

*Certified Public Accountants*  
**(Engagement Partner)**

**Beijing, China**

*Certified Public Accountants*

27 March 2026

# Consolidated Balance Sheet

As at 31 December 2025

(Expressed in Renminbi Yuan unless otherwise indicated)

<b>Assets</b>	<i>Note</i>	<b>Closing Balance</b>	Opening Balance
Current assets:			
Cash at bank and on hand	V.1	<b>409,073,825.25</b>	236,454,035.09
Financial assets held for trading	V.2	<b>86,881,269.04</b>	41,034,077.78
Bills receivable	V.3	<b>12,973,620.00</b>	738,100.00
Accounts receivable	V.4	<b>274,409,213.85</b>	301,886,389.39
Prepayments	V.5	<b>3,792,391.68</b>	2,138,627.55
Other receivables	V.6	<b>968,942.37</b>	1,131,471.62
Inventories	V.7	<b>1,086,369,429.04</b>	1,158,583,901.63
Other current assets	V.8	<b>28,028,570.09</b>	70,972,934.73
		<hr style="border-top: 1px dashed black;"/>	<hr style="border-top: 1px dashed black;"/>
<b>Total current assets</b>		<b><u>1,902,497,261.32</u></b>	<u>1,812,939,537.79</u>
Non-current assets:			
Other non-current financial assets	V.9	<b>30,458,641.85</b>	461,281.69
Fixed Assets	V.10	<b>890,054,802.73</b>	842,217,964.35
Construction in progress	V.11	<b>5,320,745.67</b>	1,678,500.00
Intangible assets	V.12	<b>98,157,452.70</b>	101,289,252.84
Development expenditure	V.13	<b>1,729,152.68</b>	4,524,472.37
Goodwill	V.14	<b>5,586,976.43</b>	5,586,976.43
Long-term deferred expenses	V.15	<b>2,400,000.00</b>	–
Deferred income tax assets	V.16	–	–
Other non-current assets	V.17	–	10,827,674.40
		<hr style="border-top: 1px dashed black;"/>	<hr style="border-top: 1px dashed black;"/>
<b>Total non-current assets</b>		<b><u>1,033,707,772.06</u></b>	<u>966,586,122.08</u>
<b>Total assets</b>		<b><u><u>2,936,205,033.38</u></u></b>	<u><u>2,779,525,659.87</u></u>

(Attached notes to statements are part of the consolidated financial statements)

# Consolidated Balance Sheet

As at 31 December 2025  
(Expressed in Renminbi Yuan unless otherwise indicated)

Liabilities and shareholders' equity	Note	Closing Balance	Opening Balance
Current liabilities:			
Accounts payable	V.18	<b>110,950,717.18</b>	96,975,675.60
Contract liabilities	V.19	<b>3,701,182.80</b>	2,748,130.25
Employee benefits payable	V.20	<b>18,826,307.42</b>	18,924,296.22
Taxes payable	V.21	<b>13,349,023.47</b>	7,712,930.78
Other payables	V.22	<b>4,070,779.00</b>	1,543,670.21
Including: Dividends payable		<b>2,545,355.00</b>	–
Other current liabilities	V.23	<b>258,939.35</b>	352,363.93
<b>Total current liabilities</b>		<b>151,156,949.22</b>	128,257,066.99
Non-current liabilities:			
Long-term payables	V.24	<b>1,766,689.00</b>	1,729,656.00
Deferred income	V.25	<b>3,558,500.00</b>	3,773,394.57
<b>Total non-current liabilities</b>		<b>5,325,189.00</b>	5,503,050.57
<b>Total liabilities</b>		<b>156,482,138.22</b>	133,760,117.56
Share capital	V.26	<b>334,188,000.00</b>	349,000,000.00
Less: treasury shares	V.27	–	67,779,330.82
Surplus reserve	V.28	<b>5,774,749.75</b>	139,817,902.01
Retained earnings	V.29	<b>2,439,706,145.41</b>	2,224,726,971.12
<b>Total equity attributable to shareholders of the Company</b>		<b>2,779,722,895.16</b>	2,645,765,542.31
<b>Total shareholders' equity</b>		<b>2,779,722,895.16</b>	2,645,765,542.31
<b>Total liabilities and shareholders' equity</b>		<b>2,936,205,033.38</b>	2,779,525,659.87

Legal Representative: Wang An

Chief Financial Officer: Wang Yan Hui

Chief Accountant: Li Lei

(Attached notes to statements are part of the consolidated financial statements)

# Company Balance Sheet

As at 31 December 2025

(Expressed in Renminbi Yuan unless otherwise indicated)

<b>Assets</b>	<i>Note</i>	<b>Closing Balance</b>	Opening Balance
Current assets:			
Cash at bank and on hand		<b>392,141,116.76</b>	189,944,192.63
Financial assets held for trading		<b>86,881,269.04</b>	41,034,077.78
Bills receivable	<i>XIV.1</i>	<b>12,973,620.00</b>	738,100.00
Accounts receivable	<i>XIV.2</i>	<b>212,291,539.10</b>	353,708,429.22
Prepayments		<b>3,022,108.34</b>	66,027.13
Other receivables	<i>XIV.3</i>	<b>273,496,625.22</b>	401,370,652.60
Inventories		<b>124,704,901.33</b>	161,200,183.07
Other current assets		<b>18,750,537.30</b>	53,243,057.96
		<hr/>	<hr/>
<b>Total current assets</b>		<b>1,124,261,717.09</b>	1,201,304,720.39
Non-current assets:			
Long-term equity investments	<i>XIV.4</i>	<b>628,942,158.14</b>	628,942,158.14
Other non-current financial assets		<b>30,000,000.00</b>	–
Fixed assets		<b>157,434,093.83</b>	133,926,315.03
Intangible assets		<b>23,579,727.35</b>	24,532,985.27
Development expenditure		<b>1,729,152.68</b>	3,889,355.31
Long-term deferred expenses		<b>2,400,000.00</b>	–
Other non-current assets		–	9,941,854.40
		<hr/>	<hr/>
<b>Total non-current assets</b>		<b>844,085,132.00</b>	801,232,668.15
		<hr/>	<hr/>
<b>Total assets</b>		<b>1,968,346,849.09</b>	2,002,537,388.54
		<hr/> <hr/>	<hr/> <hr/>

(Attached notes to statements are part of the consolidated financial statements)

# Company Balance Sheet

As at 31 December 2025

(Expressed in Renminbi Yuan unless otherwise indicated)

Liabilities and shareholders' equity	Note	Closing Balance	Opening Balance
Current liabilities:			
Accounts payable		104,123,599.02	91,581,312.46
Contract liabilities		1,690,172.53	1,350,164.90
Employee benefits payable		3,429,682.54	2,682,473.00
Taxes payable		726,054.13	784,501.84
Other payables		737,433,274.73	625,799,558.94
Including: Dividends payable		2,545,355.00	–
Other current liabilities		30,880.17	175,521.44
<b>Total current liabilities</b>		<b>847,433,663.12</b>	<b>722,373,532.58</b>
Non-current liabilities:			
Deferred income		2,058,500.00	2,613,500.00
<b>Total non-current liabilities</b>		<b>2,058,500.00</b>	<b>2,613,500.00</b>
<b>Total liabilities</b>		<b>849,492,163.12</b>	<b>724,987,032.58</b>
Share capital		334,188,000.00	349,000,000.00
Less: treasury shares		–	67,779,330.82
Surplus reserve		5,774,749.75	166,060,599.86
Retained earnings		778,891,936.22	830,269,086.92
<b>Total shareholders' equity</b>		<b>1,118,854,685.97</b>	<b>1,277,550,355.96</b>
<b>Total liabilities and shareholders' equity</b>		<b>1,968,346,849.09</b>	<b>2,002,537,388.54</b>

Legal Representative: Wang An

Chief Financial Officer: Wang Yan Hui

Chief Accountant: Li Lei

(Attached notes to statements are part of the consolidated financial statements)

# Consolidated Income Statement

For the year ended 31 December 2025

(Expressed in Renminbi Yuan unless otherwise indicated)

Items	Note	Current Period	Prior Period
<b>I. Operating income</b>	V.30	<b>1,677,163,545.44</b>	1,417,986,997.99
Less: Operating costs	V.30	<b>1,270,352,278.39</b>	1,066,452,817.90
Taxes and surcharges	V.31	<b>11,620,240.18</b>	11,553,998.36
Selling and distribution expenses	V.32	<b>5,646,818.29</b>	6,573,169.10
General and administrative expenses	V.33	<b>52,629,610.76</b>	46,250,411.18
Research and development expenses	V.34	<b>24,181,774.04</b>	18,672,221.58
Financial expenses	V.35	<b>-2,549,607.83</b>	-14,381,626.75
Including: Interest expenses		<b>37,033.00</b>	37,033.00
Interest income		<b>4,153,448.52</b>	4,612,849.99
Add: Other income	V.36	<b>3,179,099.76</b>	651,859.40
Investment income (“-” for loss)	V.37	<b>7,878,555.14</b>	9,496,065.65
Profits arising from changes in fair value (“-” for loss)	V.38	<b>778,629.20</b>	-10,055,849.73
Credit losses (“-” for loss)	V.39	<b>3,630,033.76</b>	-19,828,773.15
Impairment losses (“-” for loss)	V.40	<b>-266,978.17</b>	-1,637,873.59
Gains/(losses) from asset disposals (“-” for loss)	V.41	<b>-16,818.63</b>	-172,080.76
<b>II. Operating profit (“-” for loss)</b>		<b>330,464,952.67</b>	261,319,354.44
Add: Non-operating income	V.42	<b>1,931.38</b>	3,289.61
Less: Non-operating expenses	V.43	<b>32,917.61</b>	129,676.47
<b>III. Profit before taxation (“-” for total loss)</b>		<b>330,433,966.44</b>	261,192,967.58
Less: Income tax expenses	V.44	<b>88,888.82</b>	489,770.58
<b>IV. Net profit (“-” for net loss)</b>		<b>330,345,077.62</b>	260,703,197.00
Classified by continuity of operations (“-” for net loss)			
Net profit from continuing operations		<b>330,345,077.62</b>	260,703,197.00
Classified by ownership of the equity (“-” for net loss)			
Attributable to shareholders of the Company		<b>330,345,077.62</b>	260,703,197.00
<b>V. Net amount after tax of other comprehensive income</b>		<b>-</b>	<b>-</b>
<b>VI. Total comprehensive income</b>		<b>330,345,077.62</b>	260,703,197.00
Attributable to shareholders of the Company		<b>330,345,077.62</b>	260,703,197.00
<b>VII. Earnings per share:</b>			
Basic earnings per share		<b>0.96</b>	0.75
Diluted earnings per share		<b>0.96</b>	0.75

Legal Representative: Wang An

Chief Financial Officer: Wang Yan Hui

Chief Accountant: Li Lei

(Attached notes to statements are part of the consolidated financial statements)

# Company Income Statement

For the year ended 31 December 2025  
(Expressed in Renminbi Yuan unless otherwise indicated)

Items	Note	Current Period	Prior Period
<b>I. Operating income</b>	XIV.5	<b>969,960,896.17</b>	1,079,843,986.78
Less: Operating costs	XIV.5	<b>910,529,539.93</b>	996,477,134.65
Taxes and surcharges		<b>3,829,354.12</b>	3,697,025.74
Selling and distribution expenses		<b>4,641,268.52</b>	6,140,674.12
General and administrative expenses		<b>16,923,586.64</b>	14,266,973.33
Research and development expenses		<b>10,830,384.60</b>	4,354,309.67
Financial expenses		<b>-3,360,117.05</b>	-11,432,546.54
Including: Interest expenses		-	-
Interest income		<b>4,129,513.46</b>	4,517,189.25
Add: Other income		<b>905,158.88</b>	33,127.87
Investment income (“-” for loss)	XIV.6	<b>7,707,152.60</b>	250,781,543.12
Profits arising from changes in fair value (“-” for loss)		<b>781,269.04</b>	-9,951,131.42
Credit losses (“-” for loss)		<b>1,792,274.39</b>	-8,911,152.27
Impairment losses (“-” for loss)		<b>-60,679.54</b>	-
Gains/(losses) from asset disposals (“-” for loss)		-	472,563.02
		<b>37,692,054.78</b>	298,765,366.13
<b>II. Operating profit (“-” for loss)</b>		<b>37,692,054.78</b>	298,765,366.13
Add: Non-operating income		-	43.69
Less: Non-operating expenses		-	200.00
<b>III. Profit before taxation (“-” for total loss)</b>		<b>37,692,054.78</b>	298,765,209.82
Less: Income tax expenses		-	89,727.23
<b>IV. Net profit (“-” for net loss)</b>		<b>37,692,054.78</b>	298,675,482.59
<b>V. Total comprehensive income</b>		<b>37,692,054.78</b>	298,675,482.59

Legal Representative: Wang An

Chief Financial Officer: Wang Yan Hui

Chief Accountant: Li Lei

(Attached notes to statements are part of the consolidated financial statements)

# Consolidated Cash Flow Statement

For the year ended 31 December 2025

(Expressed in Renminbi Yuan unless otherwise indicated)

Items	Note	Current Period	Prior Period
<b>I. Cash flows from operating activities:</b>			
Proceeds from sale of goods and rendering of services		<b>1,842,820,422.79</b>	1,395,082,669.70
Refund of taxes and surcharges		<b>158,055,468.77</b>	70,007,327.68
Proceeds received relating to other operating activities	V.45	<b>13,696,713.11</b>	13,322,764.99
Sub-total of cash inflows		<b><u>2,014,845,604.67</u></b>	<u>1,478,412,762.37</u>
Payments for goods and services		<b>1,312,557,087.36</b>	1,401,762,692.66
Payments to and for employees		<b>94,625,186.66</b>	91,629,445.77
Payments of various taxes		<b>82,134,602.62</b>	55,855,177.93
Payments for other operating activities	V.45	<b>33,745,589.83</b>	38,369,721.27
Sub-total of cash outflows		<b><u>1,523,062,466.47</u></b>	<u>1,587,617,037.63</u>
<b>Net cash flows from operating activities</b>		<b><u>491,783,138.20</u></b>	<u>-109,204,275.26</u>
<b>II. Cash flows from investing activities:</b>			
Proceeds from disposal of investments		<b>2,438,900,000.00</b>	3,389,235,032.29
Investment returns received		<b>8,912,632.92</b>	14,260,372.80
Net proceeds from disposal of fixed assets, intangible assets and other long-term assets		<b>310,896.98</b>	4,724,323.52
Net proceeds from disposal of subsidiaries and other operating units		-	-
Proceeds from other investing activities		-	-
Sub-total of cash inflows		<b><u>2,448,123,529.90</u></b>	<u>3,408,219,728.61</u>
Payments for acquisition of fixed assets, intangible assets and other long-term assets		<b>62,530,325.21</b>	162,350,049.17
Payments for acquisition of investments		<b>2,515,000,000.00</b>	3,298,510,000.00
Sub-total of cash outflows		<b><u>2,577,530,325.21</u></b>	<u>3,460,860,049.17</u>
<b>Net cash flows from investing activities</b>		<b><u>-129,406,795.31</u></b>	<u>-52,640,320.56</u>

(Attached notes to statements are part of the consolidated financial statements)

# Consolidated Cash Flow Statement

For the year ended 31 December 2025  
(Expressed in Renminbi Yuan unless otherwise indicated)

Items	Note	Current Period	Prior Period
<b>III. Cash flows from financing activities:</b>			
Payments for distribution of dividends, profits and for interest expenses		<b>82,754,645.00</b>	76,780,000.00
Payments for other financing activities	V.45	<b>111,087,724.77</b>	67,779,330.82
Sub-total of cash outflows		<b>193,842,369.77</b>	144,559,330.82
<b>Net cash outflow from financing activities</b>		<b>-193,842,369.77</b>	-144,559,330.82
<b>IV. Effect of foreign currency exchange rate changes on cash and cash equivalents</b>			
		<b>4,085,817.04</b>	-1,316,251.55
<b>V. Net (decrease)/increase in cash and cash Equivalents</b>			
		<b>172,619,790.16</b>	-307,720,178.19
Add: Cash and cash equivalents at the beginning of the year		<b>236,454,035.09</b>	544,174,213.28
<b>VI. Cash and cash equivalents at the end of the year</b>		<b>409,073,825.25</b>	236,454,035.09

Legal Representative: Wang An

Chief Financial Officer: Wang Yan Hui

Chief Accountant: Li Lei

(Attached notes to statements are part of the consolidated financial statements)

# Company Cash Flow Statement

For the year ended 31 December 2025

(Expressed in Renminbi Yuan unless otherwise indicated)

Items	Note	Current Period	Prior Period
<b>I. Cash flows from operating activities:</b>			
Proceeds from sale of goods and rendering of services		<b>1,117,972,062.28</b>	869,229,937.11
Refund of taxes and surcharges		<b>128,774,543.31</b>	53,973,548.68
Proceeds received relating to other operating activities		<b>253,295,675.68</b>	79,865,425.62
Sub-total of cash inflows		<b><u>1,500,042,281.27</u></b>	<u>1,003,068,911.41</u>
Payments for goods and services		<b>965,183,594.50</b>	1,148,124,797.17
Payments to and for employees		<b>24,715,911.90</b>	22,386,291.45
Payments of various taxes		<b>3,901,981.21</b>	7,364,806.87
Payments for other operating activities		<b>21,931,928.75</b>	267,918,303.85
Sub-total of cash outflows		<b><u>1,015,733,416.36</u></b>	<u>1,445,794,199.34</u>
<b>Net cash flows from operating activities</b>		<b><u>484,308,864.91</u></b>	<u>-442,725,287.93</u>
<b>II. Cash flows from investing activities:</b>			
Proceeds from disposal of investments		<b>2,360,200,000.00</b>	3,353,835,032.29
Investment returns received		<b>8,741,230.38</b>	255,545,850.27
Net proceeds from disposal of fixed assets, intangible assets and other long-term assets		<b>10,541.77</b>	788,230.15
Proceeds from other investing activities		<b>-</b>	-
Sub-total of cash inflows		<b><u>2,368,951,772.15</u></b>	<u>3,610,169,112.71</u>
Payments for acquisition of fixed assets, intangible assets and other long-term assets		<b>21,587,392.17</b>	32,576,220.96
Payments for acquisition of investments		<b>2,439,300,000.00</b>	3,263,110,000.00
Payments for acquisition of subsidiaries and other business units		<b>-</b>	50,000,000.00
Sub-total of cash outflows		<b><u>2,460,887,392.17</u></b>	<u>3,345,686,220.96</u>
<b>Net cash flows from investing activities</b>		<b><u>-91,935,620.02</u></b>	<u>264,482,891.75</u>

(Attached notes to statements are part of the consolidated financial statements)

# Company Cash Flow Statement

For the year ended 31 December 2025  
(Expressed in Renminbi Yuan unless otherwise indicated)

Items	Note	Current Period	Prior Period
<b>III. Cash flows from financing activities</b>			
Proceeds from borrowings		-----	-----
Sub-total of cash inflows		-----	-----
Payments for distribution of dividends, profits and for interest expenses		<b>82,754,645.00</b>	76,780,000.00
Payments for other financing activities		<b>111,087,724.77</b>	67,779,330.82
Sub-total of cash outflows		<b>193,842,369.77</b>	144,559,330.82
<b>Net cash outflow from financing activities</b>		<b>-193,842,369.77</b>	-144,559,330.82
<b>IV. Effect of foreign currency exchange rate changes on cash and cash equivalents</b>		<b>3,666,049.01</b>	-1,276,960.58
<b>V. Net (decrease)/increase in cash and cash Equivalents</b>		<b>202,196,924.13</b>	-324,078,687.58
Add: Cash and cash equivalents at the beginning of the year		<b>189,944,192.63</b>	514,022,880.21
<b>VI. Cash and cash equivalents at the end of the year</b>		<b>392,141,116.76</b>	189,944,192.63

Legal Representative: Wang An

Chief Financial Officer: Wang Yan Hui

Chief Accountant: Li Lei

(Attached notes to statements are part of the consolidated financial statements)

# Consolidated Statement of Changes in Shareholders' Equity

For the year ended 31 December 2025

(Expressed in Renminbi Yuan unless otherwise indicated)

Items	Year 2025						
	Equity attributable to parent company					Retained earnings	Total owners' equity
	Share capital	Capital reserve	Less: Treasury stock	Surplus reserve			
<b>I. Closing balance as at 31 December 2024</b>	349,000,000.00	-	67,779,330.82	139,817,902.01	2,224,726,971.12	2,645,765,542.31	
<b>II. Opening balance as at 1 January 2025</b>	349,000,000.00	-	67,779,330.82	139,817,902.01	2,224,726,971.12	2,645,765,542.31	
<b>III. Increases/decreases in 2025 ("-" for decreases)</b>	<b>-14,812,000.00</b>	<b>-</b>	<b>-67,779,330.82</b>	<b>-134,043,152.26</b>	<b>215,033,174.29</b>	<b>133,957,352.85</b>	
a) Total comprehensive income	-	-	-	-	330,345,077.62	330,345,077.62	
b) Owner's contributions to and withdrawals of capital	-14,812,000.00	-	-67,779,330.82	-137,812,357.74	-	-84,845,026.92	
i. Others	-14,812,000.00	-	-67,779,330.82	-137,812,357.74	-	-84,845,026.92	
c) Profits distribution	-	-	-	3,769,205.48	-89,069,205.48	-85,300,000.00	
i. Appropriation of surplus reserve	-	-	-	3,769,205.48	-3,769,205.48	-	
ii. Distribution to owners	-	-	-	-	-85,300,000.00	-85,300,000.00	
d) Others	-	-	-	-	-26,242,697.85	-26,242,697.85	
<b>IV. Closing balance as at 31 December 2025</b>	<b>334,188,000.00</b>	<b>-</b>	<b>-</b>	<b>5,774,749.75</b>	<b>2,439,760,145.41</b>	<b>2,779,722,895.16</b>	

# Consolidated Statement of Changes in Shareholders' Equity

For the year ended 31 December 2025  
(Expressed in Renminbi Yuan unless otherwise indicated)

Items	Year 2024					
	Equity attributable to parent company					Total owners' equity
	Share capital	Capital reserve	Less: Treasury stock	Surplus reserve	Retained earnings	
<b>I. Closing balance as at 31 December 2023</b>	349,000,000.00	-	-	109,950,353.75	2,070,671,322.38	2,529,621,676.13
<b>II. Opening balance as at 1 January 2024</b>	<u>349,000,000.00</u>	<u>-</u>	<u>-</u>	<u>109,950,353.75</u>	<u>2,070,671,322.38</u>	<u>2,529,621,676.13</u>
<b>III. Increases/decreases in 2024 ("-" for decreases)</b>	<u>-</u>	<u>-</u>	<u>67,779,330.82</u>	<u>29,867,548.26</u>	<u>154,055,648.74</u>	<u>116,143,866.18</u>
a) Total comprehensive income	-	-	-	-	260,703,197.00	260,703,197.00
b) Owner's contributions to and withdrawals of capital	-	-	67,779,330.82	-	-	-67,779,330.82
i. Others	-	-	67,779,330.82	-	-	-67,779,330.82
c) Profits distribution	-	-	-	29,867,548.26	-106,647,548.26	-76,780,000.00
i. Appropriation of surplus reserve	-	-	-	29,867,548.26	-29,867,548.26	-
ii. Distribution to owners	-	-	-	-	-76,780,000.00	-76,780,000.00
d) Others	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>IV. Closing balance as at 31 December 2024</b>	<u><u>349,000,000.00</u></u>	<u><u>-</u></u>	<u><u>67,779,330.82</u></u>	<u><u>139,817,902.01</u></u>	<u><u>2,224,726,971.12</u></u>	<u><u>2,645,765,542.31</u></u>

Legal Representative: Wang An

Chief Financial Officer: Wang Yan Hui

Chief Accountant: Li Lei

(Attached notes to statements are part of the consolidated financial statements)

# Company Statement of Changes in Shareholders' Equity

For the year ended 31 December 2025

(Expressed in Renminbi Yuan unless otherwise indicated)

Items	Year 2025						Total owners' equity
	Share capital	Capital reserve	Less: Treasury stock	Surplus reserve	Retained earnings		
<b>I. Closing balance as at 31 December 2024</b>	349,000,000.00	-	67,779,330.82	166,060,599.86	830,269,086.92	1,277,550,355.96	
<b>II. Opening balance as at 1 January 2025</b>	349,000,000.00	-	67,779,330.82	166,060,599.86	830,269,086.92	1,277,550,355.96	
<b>III. Increases/decreases in 2025 ("-" for decreases)</b>	<u>-14,812,000.00</u>	<u>-</u>	<u>-67,779,330.82</u>	<u>-160,285,850.11</u>	<u>-51,377,150.70</u>	<u>-158,695,669.99</u>	
a) Total comprehensive income	-	-	-	-	37,692,054.78	37,692,054.78	
b) Owner's contributions to and withdrawals of capital	-14,812,000.00	-	-67,779,330.82	-164,055,055.59	-	-111,087,724.77	
i. Others	-14,812,000.00	-	-67,779,330.82	-164,055,055.59	-	-111,087,724.77	
c) Profits distribution	-	-	-	3,769,205.48	-89,069,205.48	-85,300,000.00	
i. Appropriation of surplus reserve	-	-	-	3,769,205.48	-3,769,205.48	-	
ii. Distribution to owners	-	-	-	-	-85,300,000.00	-85,300,000.00	
d) Others	-	-	-	-	-	-	
<b>IV. Closing balance as at 31 December 2025</b>	<u>334,188,000.00</u>	<u>-</u>	<u>-</u>	<u>5,774,749.75</u>	<u>778,891,936.22</u>	<u>1,118,854,685.97</u>	

(Attached notes to statements are part of the consolidated financial statements)

# Company Statement of Changes in Shareholders' Equity

For the year ended 31 December 2025  
(Expressed in Renminbi Yuan unless otherwise indicated)

Items	Year 2024						Total owners' equity
	Share capital	Capital reserve	Less: Treasury stock	Surplus reserve	Retained earnings		
<b>I. Closing balance as at 31 December 2023</b>	349,000,000.00	-	-	136,193,051.60	638,241,152.59	1,123,434,204.19	
<b>II. Opening balance as at 1 January 2024</b>	349,000,000.00	-	-	136,193,051.60	638,241,152.59	1,123,434,204.19	
<b>III. Increases/decreases in 2024 ("-" for decreases)</b>	-	-	67,779,330.82	29,867,548.26	192,027,934.33	154,116,151.77	
a) Total comprehensive income	-	-	-	-	298,675,482.59	298,675,482.59	
b) Owner's contributions to and withdrawals of capital	-	-	67,779,330.82	-	-	-67,779,330.82	
i. Others	-	-	67,779,330.82	-	-	-67,779,330.82	
c) Profits distribution	-	-	-	29,867,548.26	-106,647,548.26	-76,780,000.00	
i. Appropriation of surplus reserve	-	-	-	29,867,548.26	-29,867,548.26	-	
ii. Distribution to owners	-	-	-	-	-76,780,000.00	-76,780,000.00	
d) Others	-	-	-	-	-	-	
<b>IV. Closing balance as at 31 December 2024</b>	349,000,000.00	-	67,779,330.82	166,060,599.86	830,269,086.92	1,277,550,355.96	

Legal Representative: Wang An

Chief Financial Officer: Wang Yan Hui

Chief Accountant: Li Lei

(Attached notes to statements are part of the consolidated financial statements)

# Notes to the Financial Statements

## I Company status

Yantai North Andre Juice Co., Ltd. (the “Company”), was named Yantai North Andre Juice Company Limited which was established in Yantai on 30 March 1996. Headquarter of the Company is located in Yantai, Shandong Province.

On 14 June 2001, upon the approval of the Ministry of Commerce of the People’s Republic of China (formerly the Ministry of Foreign Trade and Cooperation), the original company as a whole was changed to a joint stock limited company, and its name was changed to Yantai North Andre Juice Co., Ltd.

The Company was listed on the GEM of the Stock Exchange of Hong Kong in April 2003 and transferred from the GEM to the Main Board in January 2011.

The Company’s application for initial public offering of not more than 20 million ordinary shares (A shares) was approved by the China Securities Regulatory Commission on 21 August 2020 in the Reply on the Approval of the Initial Public Offering of Yantai North Andre Juice Co., Ltd, (SFC’s License [2020] No.1914). The Company was listed on the Shanghai Stock Exchange on 14 September 2020 and currently holds a business license with a unified social credit code of 91370000613431903J.

After years of bonus share distribution, placing of new shares, conversion of share capital, issuance of new shares and repurchasing of shares, as at 31 December 2025, the Company had a total share capital of 334,188,000.00 shares with a registered capital of RMB334,188,000.00. The actual controllers are Wang An and Wang Meng, father and daughter

Registered address: 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province.  
Headquarter address: 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province.

Major operating activities: the Company belongs to the fruit and vegetable juice and fruit and vegetable juice beverage manufacturing industry, and its main products and services are the production and sales of various fruit and vegetable juices, fruit pulp, essence, biological feed and related products.

The financial statements and its notes were approved for presentation by the 6th meeting of the ninth Board of Directors of the Company on 27 March 2026.

# Notes to the Financial Statements

## II Basis for preparing financial statements

The Company prepares the financial statements in accordance with the Accounting Standards for Business Enterprises—Basic Standards and Specific Enterprise Accounting Standards, Guidelines for the Application of Accounting Standards for Business Enterprises, Interpretations of Accounting Standards for Business Enterprises and other relevant provisions (hereinafter collectively referred to as “Accounting Standards for Business Enterprises”) issued by the Ministry of Finance, and on this basis, in combination with the provisions of the China Securities Regulatory Commission’s Regulation on the Information Disclosure of Companies Offering Securities to the Public No.15—General Provisions on Financial Reporting (Revised in 2023).

The financial statements have been prepared on the going concern assumption.

The accounting of the Company is based on the accrual basis. Except that some financial instruments are measured at fair value, the financial statements take historical cost as the measurement basis. If an asset is impaired, the corresponding impairment provision shall be withdrawn in accordance with relevant regulations.

## III Significant accounting policies, accounting estimates

The Company determines its accounting policies for fixed asset depreciation, intangible asset amortization, capitalization of research&development costs, and income recognition based on its production and operation characteristics. See Notes III (XV), III (XVIII), III (XIX), and III (XXIV) for details.

### 1. Specific accounting policies, accounting estimates

The financial statements prepared by the Company meet the requirements of the Accounting Standards for Business Enterprises and give a true and complete view of the Company’s financial position on 31 December 2025, operating results, cash flows and other relevant information during 2025.

### 2. Accounting period

The accounting period is from 1 January to 31 December.

### 3. Operating cycle

The Company adopts 12 months as an operating cycle.

### 4. Functional currency

The Company and its domestic subsidiaries use Renminbi as the accounting standard currency. The foreign subsidiary of the Company determines its accounting standard currency according to the currency of the main economic environment in which it operates. The financial statements of the Company are presented in Renminbi.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 5. The determination method and selection basis of importance standards

Items	Importance standards
Significant accounts receivable with single provision for bad debt reserves	More than RMB5,000,000.00 (inclusive)
Significant accounts receivable write-offs	More than RMB5,000,000.00 (inclusive)
Significant advance payments with age over 1 year	More than RMB5,000,000.00 (inclusive)
Significant construction in progress	More than RMB5,000,000.00 (inclusive)
Significant accounts payable with age over 1 year	More than RMB5,000,000.00 (inclusive)
Significant contract liabilities with age over 1 year	More than RMB5,000,000.00 (inclusive)
Significant other payables with age over 1 year	More than RMB5,000,000.00 (inclusive)

### 6. Accounting for business combinations under the same control and under different controls

#### (1) Business combinations involving entities under common control

Assets and liabilities of the Company acquired in a business combination are measured at the carrying value of the assets and liabilities of the acquiree in the consolidated financial statements of the ultimate controlling party at the date of the combination. The difference between the carrying value of the net assets acquired in the merger and the carrying value of the consideration paid for the merger (or the aggregate nominal value of the shares issued) is adjusted by adjusting the share premium in the capital reserve or, if the share premium in the capital reserve is insufficient to offset, by adjusting the retained earnings.

#### **Business consolidation achieved step by step through multiple transactions under common control**

Assets and liabilities of the Company acquired in a business combination are measured at the carrying value of the assets and liabilities of the acquiree in the consolidated financial statements of the ultimate controlling party at the date of the combination. The difference between the carrying value of the investment held before the merger plus the carrying value of the newly paid consideration at the date of the merger and the carrying value of the net assets acquired in the merger is adjusted by adjusting the share premium in the capital reserve or, if the share premium in the capital reserve is insufficient to offset, by adjusting the retained earnings. For long-term equity investments held by the Company prior to the acquisition of control of the acquiree, changes in profit or loss, other comprehensive income and other owner's equity are recognized between the date of acquisition of the original equity and the date on which the Company and the acquiree are ultimately under common control and the combination date, respectively, shall be charged against the opening retained earnings or current profit or loss of the comparative statement period.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 6. Accounting for business combinations under the same control and under different controls (cont'd)

#### (2) Business combinations involving entities not under common control

For business combinations that are not under common control, the cost of combination is the fair value of the assets paid for, liabilities incurred or assumed and equity securities issued to acquire control of the acquiree at the date of the merger. At the date of the merger, acquired assets, liabilities and contingent liabilities of the acquiree are recognized at fair value.

Where the combination cost is larger than the portion of fair value of net identifiable assets of acquiree acquired in the business combination, the difference is recognized as goodwill and subsequently measured at cost less accumulated impairment. For those with combination cost lower than the portion of fair value of net identifiable assets of acquiree acquired in the business combination, they are charged to profit or loss for the current period after re-verification.

#### **Business consolidation achieved step by step through multiple transactions not under common control**

The combination cost is the sum of the fair value at the combination date of the equity already held by the Company before the date and the carrying value of the newly paid consideration at the date. The equity held by the Company before the combination date shall be remeasured according to the fair value at date, and the difference between the fair value and the carrying value shall be included in the current investment income. However, if the equity in the acquiree already held before the acquisition date involves other comprehensive income or other changes in owners' equity, these are converted into income for the current period of the acquisition date, except for other comprehensive income arising from the remeasurement of the net liability or asset of a defined benefit plan by the investee and other comprehensive income related to nontransactional equity instruments originally designated to be measured at fair value and changes in which are recognized in other comprehensive income.

#### (3) Related expenses incurred for consolidation

Intermediary expenses such as audit, legal services, assessment and consultation and other directly related expenses incurred for business combination are included in the profit or loss of the current period when incurred. Transaction costs of equity securities issued for business combinations are included in the initial recognition of equity or debt securities.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 7. The criterion of control and the preparation method of consolidated financial statements

#### (1) *The criterion of control*

The scope of consolidation in the Company's consolidated financial statements is determined on a control basis. Control refers to the power of an investor over an investee, and exposure, or rights, to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect the amount of its returns. Once the relevant facts and situation which alters the elements that define control change, the Company shall perform re-evaluation.

In determining whether to include a structured entity in the scope of the merger, the Company takes into account all the facts and circumstances, including assessing the purpose and design of the structured entity, identifying the types of variable returns, and whether it has borne some or all of the variability of returns through participation in its related activities.

#### (2) *Methods of preparing consolidated financial statements*

The consolidated financial statements of the Company are prepared on the basis of the financial statements of the Company and its subsidiaries and based on other relevant information. The accounting policies and accounting periods adopted by all subsidiaries should be consistent with those of the Company when preparing consolidated financial statements. Within the scope of consolidated financial statements, material intercompany transactions and balances should be eliminated.

During the reporting period, if a subsidiary or business is added as a result of a business combination under common control, they shall be deemed to be incorporated into the scope of the merger of the Company from the date on which they come under the control of the ultimate controlling party, and their operating results and cash flows from the date are included in the consolidated income statement and the consolidated cash flow statement respectively.

During the reporting period, if a subsidiary or business is added as a result of a business combination not under common control, the income, expenses and profits of the subsidiary or business from the date of the merger to the end of the reporting period should be included in the consolidated income statement and the cash flows should be included in the consolidated cash flow statement respectively.

Subsidiary owners' equity and the net profit or loss for the current period are presented separately in the consolidated balance sheet under owner's equity and in the consolidated income statement under net profit. The minority shareholders' share of the current losses of the subsidiary exceeds the minority shareholders' share of the initial owners' equity of the subsidiary and the balance is offset against the minority shareholders' equity.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 7. The criterion of control and the preparation method of consolidated financial statements (cont'd)

#### (3) Purchase of minority interests in subsidiaries

The difference between the Company's newly acquired long-term equity investment resulting from the purchase of minority interests and the share of net assets attributable to the subsidiary calculated on an ongoing basis from the date of purchase (or the date of consolidation) based on the newly increased shareholding ratio, should be adjusted. Similarly, the difference from partially disposing of a subsidiary's equity investment without losing control, between the disposal price and the corresponding net assets share of the subsidiary, should also be adjusted. Both differences affect the equity premium in the capital reserve in the consolidated balance sheet. If the equity premium in the capital reserve is insufficient, retained earnings are adjusted.

#### (4) Accounting treatment for loss of control over a subsidiary

When control over the investee is lost due to the disposal of part of the equity investment or other reasons, the Company remeasures the remaining equity investment after disposal at its fair value at the date when control is lost. The difference between the sum of the consideration obtained on disposal of the equity interest and the fair value of the remaining equity interest, less the sum of the share of the net assets of the original subsidiary calculated based on the original shareholding ratio and goodwill calculated on a continuing basis from the date of purchase or consolidation, is included in investment income in the period in which control is lost.

Other comprehensive income related to the original subsidiary's equity investment is accounted for using the same basis as if the original subsidiary's assets or liabilities were directly disposed of when control is lost. Changes in other owners' equity under the equity method for the original subsidiary are transferred to current income when control is lost.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 8. Classification of joint arrangements and accounting for joint operations

A joint arrangement is an arrangement jointly controlled by two or more parties. The Company classifies joint arrangements into joint operations and joint ventures.

#### (1) Joint operations

A joint operation is a joint arrangement where the Company has rights to the assets and obligations for the liabilities related to the arrangement.

The Company recognizes the following items in the share of interests in joint operations that are relevant to the Company and are accounted for in accordance with the relevant accounting standards for enterprises:

- A. Recognizing assets held separately and jointly held assets in proportion to their share;
- B. Recognition of liabilities that are assumed individually and of liabilities that are shared in proportion to their share;
- C. Recognition of revenue arising from the disposal of their share of joint operating outputs;
- D. Revenue from the disposal of outputs from joint operations is recognized at its share;
- E. Recognize expenses incurred separately and recognize expenses incurred in joint operations in proportion to their share.

#### (2) Joint ventures

A joint venture is a joint arrangement where the Company only has rights to the net assets of the arrangement.

The Company accounts for its investments in joint ventures in accordance with the relevant provisions for the equity method of accounting for long-term equity investments.

### 9. Criteria for determining cash and cash equivalents

Cash on hand and deposits that are readily available for payment are recognized as cash. Cash equivalents are defined as investments that simultaneously meet the four criteria of short maturity, high liquidity, easy conversion to known amounts of cash, and low risk of changes in value.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 10. Foreign currency transactions and translation of foreign currency statements

#### (1) Foreign currency transaction

Foreign currency business transactions are initially recognized using the spot rate at the date of the transaction as the translation rate and translated into RMB for accounting.

On the balance sheet date, foreign currency monetary items are translated at the spot exchange rate on the balance sheet date, and exchange differences arising therefrom are included in the current profit or loss. Non-monetary items in foreign currencies that are measured at historical cost are still translated using the spot exchange rate at the date of the transaction. Non-monetary items measured at fair value in foreign currencies are translated using the spot exchange rate at the date when the fair value is determined. The difference between the amount in the functional currency after translation and the amount in the original functional currency is included in the current profit or loss or recognized as other comprehensive income.

#### (2) Translation of foreign currency financial statements

Items of assets and liabilities of overseas subsidiary in the balance sheet are translated using the spot exchange rates at the balance sheet date. Items of owner's equity other than "undistributed profits" are translated using the spot exchange rate at the time of occurrence.

Income and expense items in the income statement are translated using the spot exchange rate at the date of the transaction.

All items in the cash flow statement are converted at the spot exchange rate on the date of the cash flow. The effect of exchange rate changes on cash is treated as an adjustment item and separately listed as "Effect of exchange rate changes on cash and cash equivalents" in the cash flow statement.

Translation differences in the foreign currency financial statements arising from the above translation are included in other comprehensive income.

When disposing of a foreign operation, the difference between the translation of the foreign currency financial statements relating to the foreign operation as shown in the balance sheet is all or in proportion transferred to the profit or loss of the current period of disposal.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 11. Financial instruments

A financial instrument is a contract that creates a financial asset for one party and a financial liability or equity instrument for another.

#### *(1). Recognition and derecognition of financial instruments*

A financial asset or financial liability is recognized when the Company becomes a party to a contract for a financial instrument.

A financial asset is derecognized when either of the following occurs:

- ① The contractual right to receive cash flows from the financial asset expires.
- ② The financial asset is transferred in a way that meets the derecognition criteria for financial asset transfers.

When the current obligation of a financial liability is fully or partially extinguished, the financial liability or part of it is derecognized. If the Company (debtor) and creditor agree to replace an existing financial liability with a new one that has substantially different contractual terms, the existing financial liability is derecognized, and the new one is recognized.

For financial asset transactions conducted in the ordinary course of business, accounting recognition and derecognition are performed as of the trade date.

#### *(2) Classification and measurement of financial assets*

Based on the business model of the financial assets under management and the contractual cash flow characteristics of the financial assets, the Company classifies the financial assets into the following three categories: Financial assets measured in amortized cost. Financial assets at fair value through other comprehensive income. Financial assets at fair value through profit or loss.

Financial assets are measured at fair value on initial recognition. For financial assets measured at fair value through profit or loss, transaction costs are charged directly to profit or loss, and transaction costs relating to other types of financial assets are charged to the amount initially recognized. Trade receivables arising from the sale of goods or services that do not contain a significant financing component or do not consider a financing component are initially measured at the transaction price.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 11. Financial instruments (cont'd)

#### (2) Classification and measurement of financial assets (cont'd)

##### **Financial assets measured in amortized cost**

Financial assets that simultaneously meet the following conditions and are not designated as measured at fair value with changes recognized in current profit or loss are classified by the Company as financial assets measured at amortized cost:

- The financial asset is managed in a business model that aims to collect the contractual cash flows.
- The contractual terms of the financial asset specify that the cash flows that arise at a particular date are solely payments of principal and interest based on the amount of the principal outstanding.

After initial recognition, the Company uses the effective interest method for these financial assets that measured at amortized cost. Gains or losses from financial assets measured at amortized cost and not part of any hedging relationship are recognized in current profit or loss upon derecognition, amortization using the effective interest method, or impairment recognition.

##### **Financial assets at fair value through other comprehensive income**

Financial assets that simultaneously meet the following conditions and are not designated as measured at fair value with changes recognized in current profit or loss are classified by the Company as financial assets measured at fair value through other comprehensive income:

- The financial asset is managed in a business model that aims at both collecting the contractual cash flows and selling the financial asset.
- The contractual terms of the financial asset stipulate that the cash flows generated at a particular date are solely payments of principal and interest based on the amount of the principal outstanding.

After initial recognition, subsequent measurement of such financial assets is carried out at fair value. Interest income using the effective rate method and impairment losses and exchange differences are recognized in profit or loss for the period. Other profit or loss are included in other comprehensive income. When the financial asset is derecognized, the cumulative gain or loss previously recognized in other comprehensive income is transferred from other comprehensive income to profit or loss for the current period.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 11. Financial instruments (cont'd)

#### (2) Classification and measurement of financial assets (cont'd)

##### **Financial assets at fair value through profit or loss**

Financial assets that do not meet the criteria for being classified as either amortized cost-based or fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. At initial recognition, in order to eliminate or significantly reduce accounting mismatches, the Company irrevocably designate a financial asset, which should be measured at amortized cost or at fair value with changes in other comprehensive income, as financial assets measured at fair value with changes recognized in current profit or loss.

After initial recognition, the Company applies fair value to subsequent measurement of these financial assets and records the gain or loss arising from the change in fair value and dividend and interest income related to these financial assets in the profit or loss of the current period, unless the financial asset is part of a hedging relationship.

However, for non-transactional equity instrument investments, the Company irrevocably designates them at initial recognition as financial assets measured at fair value with changes in other comprehensive income. This designation is made on an individual investment basis and must meet the definition of an equity instrument from the issuer's perspective.

After initial recognition, the Company applies fair value to subsequent measurement of these financial assets. Dividend income meeting the criteria is recognized in profit or loss, while other gains or losses and fair value changes are recorded in other comprehensive income. Upon derecognition, the accumulated gains or losses in other comprehensive income are reclassified to retained earnings.

The business model for managing financial assets refers to how the Company manages them to generate cash flows. It determines whether the cash flows from managed financial assets come from collecting contractual cash flows, selling the assets, or both. The Company determines the business model based on objective facts and specific business objectives set by key management personnel for managing financial assets.

The Company assesses the contractual cash flow characteristics of financial assets to determine if the related contractual cash flows on a specific date are solely payments of principal and interest based on the outstanding principal amount. Here, principal refers to the fair value of the financial asset at initial recognition. Interest includes compensation for the time value of money, credit risk related to the outstanding principal amount for a specific period, and other basic lending risks, costs, and profits. Additionally, the Company evaluate contract terms that could alter the timing or amount of a financial asset's contractual cash flows to ensure they meet the above requirements.

Only when the Company changes its business model for managing financial assets are the affected financial assets reclassified on the first day of the first reporting period following the change. Otherwise, financial assets cannot be reclassified after their initial recognition.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 11. Financial instruments (cont'd)

#### (3) Classification and measurement of financial liabilities

Financial liabilities are classified on initial recognition as financial liabilities at fair value through profit or loss and as financial liabilities at amortized cost. For financial liabilities that are not measured at fair value through profit or loss, the related transaction costs are included in the amount initially recognized.

#### **Financial liabilities measured at fair value and whose movements are included in the profit and loss of the current period**

Such financial liabilities include transactional financial liabilities and financial liabilities designated at fair value through profit or loss on initial recognition. For such financial liabilities, subsequent measurement is done at fair value. Gains or losses from fair value changes and associated dividends and interest expenses are recognized in current profit or loss.

#### **Financial liabilities at amortized cost**

Financial liabilities measured in amortized cost are subsequently measured in accordance with amortized cost using the effective interest method, and gains or losses arising from derecognition or amortization are included in profit or loss for the period.

#### **The distinction between financial liabilities and equity instruments**

A financial liability is a transaction if one of the following conditions is met:

- ① A contractual obligation to deliver cash or other financial assets to another party.
- ② A contractual obligation to exchange financial assets or liabilities with another party under potential adverse conditions.
- ③ A non-derivative contract to be settled in the future with or in the Company's own equity instruments, where the Company will deliver a variable number of its equity instruments under the contract.
- ④ A derivative contract to be settled in the future with or in the Company's own equity instruments, except for those involving the exchange of a fixed amount of cash or other financial assets for a fixed number of equity instruments.

An equity instrument is a contract that evidences a residual interest in the assets of the Company after deducting all its liabilities.

If the Company cannot unconditionally avoid delivering cash or other financial assets to fulfill a contractual obligation, the obligation is defined as a financial liability.

If a financial instrument must or can be settled with the Company's own equity instruments, the Company need to determine whether these equity instruments serve as a substitute for cash or other financial assets, or grant the instrument holder residual equity in the issuer's assets after deducting liabilities. If it's the former, the instrument is the Company's financial liability; if the latter, it's the Company's equity instrument.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 11. Financial instruments (cont'd)

#### (4) *Derivative financial instruments and embedded derivatives*

The Company's derivative financial instruments comprise forward foreign exchange contracts, currency rate swaps, interest rate swaps, and foreign exchange option contracts, among others. They are initially measured at their fair value on the contract date and subsequently measured at fair value. Derivative financial instruments with a positive fair value are recognized as assets, while those with a negative fair value are recognized as liabilities. Any gains or losses from fair value changes not qualifying for hedge accounting are directly recognized in current profit or loss.

For hybrid instruments with embedded derivatives, if the host contract is a financial asset, the entire hybrid instrument follows the classification rules for financial assets. If the host contract isn't a financial asset, and the hybrid instrument isn't accounted for at fair value with changes in current profit or loss, and if the embedded derivative isn't closely related to the host contract economically and in risk, and if a standalone instrument with the same terms as the embedded derivative meets the definition of a derivative, then the embedded derivative is separated from the hybrid instrument and accounted for as a separate derivative financial instrument. If the embedded derivative can't be separately measured at acquisition or on subsequent balance sheet dates, the entire hybrid instrument is designated as a financial asset or liability measured at fair value with changes recognized in current profit or loss.

#### (5) *Fair value of financial instruments*

The method for determining the fair value of financial assets and financial liabilities is set out in Note III-(XII).

#### (6) *Impairment of financial assets*

The Company accounts for impairment and recognizes loss provisions for the following items on the basis of expected credit losses:

- Financial assets measured at amortized cost;
- Receivables and investments in debt instruments that are measured at fair value and whose changes are included in other comprehensive income;
- Contract assets as defined in Accounting Standard for Business Enterprises No. 14-Revenue;
- Lease receivable;
- Financial guarantee contracts (excluding those measured at fair value with changes recognized in current profit or loss, where the transfer of financial assets does not meet the derecognition criteria, or where there is continued involvement with transferred financial assets).

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 11. Financial instruments (cont'd)

#### (6) Impairment of financial assets (cont'd)

##### **Determination of ECL**

Expected credit losses are the weighted average of the credit losses on financial instruments weighted by the risk of default. Credit losses represent the difference between all contractual cash flows receivable under the contract and all cash flows expected to be received, discounted at the Company's original effective interest rate, being the present value of all cash shortfalls.

The Company considers reasonable and supported information regarding past events, current conditions, and forecasts of future economic conditions. It calculates the present value of the difference between contractually receivable and expected receivable cash flows, weighted by the risk of default, to recognize expected credit losses.

The Company measures expected credit losses for financial instruments at different stages. For instruments in Stage 1, where credit risk hasn't significantly increased since initial recognition, it recognizes loss allowances based on expected credit losses over the next 12 months. For Stage 2 instruments, where credit risk has significantly increased but no impairment has occurred, it recognizes loss allowances based on lifetime expected credit losses. For Stage 3 instruments, where credit impairment has occurred, it also recognizes loss allowances based on lifetime expected credit losses.

For financial instruments with low credit risk at the balance sheet date, the Company assumes no significant increase in credit risk since initial recognition. It measures loss allowances based on expected credit losses over the next 12 months.

Lifetime expected credit losses refer to those anticipated due to all possible defaults over a financial instrument's entire expected life. The 12-month expected credit losses are those anticipated from defaults likely to occur within 12 months after the balance sheet date (or within the instrument's shorter expected life, if applicable), and they are part of the lifetime expected credit losses.

When measuring expected credit losses, the Company considers the longest contractual period it is exposed to credit risk, including renewal options.

For Stage 1 and Stage 2 financial instruments, and those with low credit risk, the Company calculates interest income based on their carrying amount before allowance for impairment and the effective interest rate. For Stage 3 instruments, interest income is computed using the amortized cost (carrying amount after allowance for impairment) and the effective interest rate.

For receivables such as bills receivable, accounts receivable, and other receivables, if a customer's credit risk features are significantly different from others in the portfolio or have significantly changed, the Company provides for bad debts individually. Otherwise, the Company categorizes receivables based on credit risk features and calculates bad debt provisions on a portfolio basis.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 11. Financial instruments (cont'd)

#### (6) Impairment of financial assets (cont'd)

##### **Bills receivable and accounts receivable**

For bills and accounts receivable, the Company always measures loss allowances as the expected credit losses over the entire instrument life, regardless of whether there's a significant financing component.

When it is not possible to assess sufficient evidence of the expected credit losses at a reasonable cost at the individual instrument level, the Company groups bills receivable and accounts receivable based on credit risk characteristics, and the expected credit losses are calculated on a group basis. The basis for determining the combination is as follows:

#### A. Bills receivable

- Bills receivable portfolio 1: Risk-free bank acceptance
- Bills receivable portfolio 2: Trade acceptance

#### B. Accounts receivable

- Accounts receivable portfolio 1: Portfolio of amounts due from customers

For receivables classified into portfolios, the company refers to historical credit loss experience, combined with current conditions and forecasts of future economic conditions, to calculate expected credit losses through the exposure to default risk and the expected credit loss rate over the entire instrument life.

For accounts receivable classified into portfolios, the Company calculates expected credit losses with reference to historical credit loss experience, in combination with current conditions and expectations of future economic conditions, and creates an aging days/past-due days and lifetime expected credit loss rate table. The past-due days of accounts receivable is counted from the end of the credit period.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 11. Financial instruments (cont'd)

#### (6) Impairment of financial assets (cont'd)

##### **Other receivables**

The Company calculates expected credit losses on a portfolio basis by dividing other receivables into portfolios based on credit risk characteristics. The basis for determining the combination is as follows:

- Portfolio 1: Consolidated Related Parties
- Portfolio 2: Export tax refund portfolio
- Portfolio 3: Portfolios with low credit risk such as margin and reserve fund portfolios
- Portfolio 4: Others

For other receivables classified into portfolios, the Company calculates expected credit losses based on exposure to default risk and expected credit loss rates over 12 months or the entire instrument life. For those categorized by aging, the aging is calculated from the recognition date.

##### **Debt investment, other debt investment**

For debt investments and other debt investments, the Company calculates expected credit losses based on the investment nature, counter party, types of risk exposure, default risk exposure, and the expected credit loss rate over 12 months or the entire instrument life.

##### **Assessment of a significant increase in credit risk**

The Company assesses whether the credit risk of a financial instrument has significantly increased since initial recognition by comparing the probability of default at the balance sheet date with that at the initial recognition date, and to determine the relative change in default risk over the instrument's expected life.

In determining whether the credit risk of a financial instrument has significantly increased since initial recognition, the Company considers reasonable and supportable information that can be obtained without undue cost or effort, including forward-looking information. The information considered by the Company includes:

- The failure of the debtor to pay the principal and interest on the due date of the contract;
- A material deterioration, if any, in the external or internal credit ratings of the financial instruments that has occurred or is expected;
- A significant deterioration in the debtor's operating results that has occurred or is expected;
- Existing or expected changes in technological, market, economic, or legal environment that will materially and adversely affect the debtor's ability to repay the Company.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 11. Financial instruments (cont'd)

#### (6) Impairment of financial assets (cont'd)

##### **Assessment of a significant increase in credit risk (cont'd)**

Based on the nature of financial instruments, the Company assesses credit risk increase individually or by portfolio. When assessing by portfolio, the Company categorizes financial instruments based on common credit risk features like past-due information and credit ratings.

If a financial instrument is more than 120 days overdue, the Company deems that its credit risk has significantly increased.

##### **Financial assets with credit impairment**

At the balance sheet date, the Company assesses whether financial assets measured at amortized cost and debt investments measured at fair value with changes in other comprehensive income have incurred credit impairment. A financial asset is credit-impaired when one or more events that have a detrimental impact on the expected future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable information:

- Significant financial difficulties of the issuer or the debtor;
- Breach of contract by the debtor, such as default or overdue payment of interest or principal, etc.;
- A concession given by the the company to the debtor that the debtor would not otherwise make for economic or contractual reasons relating to the debtor's financial difficulties;
- The debtor is likely to go bankrupt or undergo other financial restructuring;
- The financial difficulty of the issuer or the debtor results in the disappearance of an active market for the financial asset;

##### **Presentation of reserves for expected credit losses**

To reflect changes in the credit risk of financial instruments since initial recognition, the Company remeasures expected credit losses at each balance sheet date. The amount by which the credit loss allowance for a financial instrument is increased or reversed is credited to profit or loss as an impairment loss or gain. For financial assets measured at amortized cost, the loss allowance offsets the carrying amount presented in the balance sheet. For debt investment classified as at fair value through other comprehensive income, the Company recognizes its credit loss allowance in other comprehensive income and does not reduce the carrying amount of the financial asset as shown in the balance sheet.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 11. Financial instruments (cont'd)

#### (6) Impairment of financial assets (cont'd)

##### **Write-down of financial assets**

When the Company no longer reasonably expects the contractual cash flows of a financial asset to be recovered in whole or in part, the carrying amount of the financial asset is written down directly. Such a write-down constitutes a derecognition of the relevant financial asset. It usually happens when the Company determines that the debtor lacks assets or income to generate enough cash flow to repay the written-down amount. However, according to the Company's procedures for recovering overdue payments, the written-down financial asset may still be subject to enforcement activities.

If a written-down financial asset is recovered, the reversal of the impairment loss is recognized in the income of the period when the recovery occurs.

#### (7) Transfer of financial assets

Transfer of financial assets refers to transferring or delivering financial assets to a third party (transferee) other than the issuer of those assets.

Where substantially all the risks and rewards of ownership of a financial asset are transferred, the financial asset is derecognized. A financial asset is recognized if it retains substantially all the risks and rewards of ownership.

Where substantially all the risks and rewards of ownership of a financial asset have not been transferred or retained, they are dealt with in the following circumstances. When control of a financial asset is relinquished, the asset is derecognized, and any resulting assets or liabilities are recognized. If control over the financial asset hasn't been relinquished, the financial asset continues to be recognized to the extent that it continues to be involved in the transferred financial asset and the related liability is recognized accordingly.

#### (8) Offset of financial assets and financial liabilities

When the Company has a legal right to offset recognized financial assets and financial liabilities, and the legal right is currently enforceable, and the Company intends to settle on a net basis or simultaneously realize the financial asset and extinguish the financial liability, the financial assets and financial liabilities are presented in the balance sheet at the amount after offsetting each other. Apart from this, financial assets and financial liabilities are presented separately in the balance sheet and are not offset against each other.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 12. Fair value measurement

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 on the measurement date.

The Company measures related assets or liabilities at fair value, assuming an orderly transaction to sell assets or transfer liabilities in the primary market. If no primary market exists, the most advantageous market is used. The primary (or most advantageous) market is the one that the Company can access on the measurement date. The Company uses assumptions that maximize the economic benefit of the asset or liability when market participants price it.

For financial assets or liabilities with an active market, the Company determines their fair value using quoted prices in the active market. For financial instruments without an active market, the Company uses valuation techniques to determine their fair value.

When the Company measures non-financial assets at fair value, it considers the ability of market participants to generate economic benefits by using the asset for its highest and best use, or by selling it to other market participants who can use it for that purpose.

The Company uses valuation techniques applicable under current conditions and supported by sufficient data and information. It prioritizes observable inputs and only uses unobservable inputs when observable ones are unavailable or impractical to obtain.

In the financial statements, assets and liabilities measured or disclosed at fair value are categorized into fair value hierarchies based on the lowest-level inputs significant to the overall fair value measurement: Level 1 inputs are unadjusted quoted prices in active markets for identical assets and liabilities as of the measurement date; Level 2 inputs are significant other observable inputs not included in Level 1 that are directly or indirectly observable; Level 3 inputs are significant unobservable inputs for the asset or liability.

On each balance sheet date, the Company reassesses assets and liabilities measured at fair value on an ongoing basis to determine if there are any transfers between fair value measurement levels.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 13. Inventory

(1) *Classification of inventories*

Inventories of the Company includes raw materials, work-in-process, finished goods.

(2) *Valuation method of inventories*

Inventories are initially measured at cost when acquired. Raw materials and inventory goods are issued using the moving weighted average method.

(3) *The basis for determining the net realizable value of inventories and the method for drawing down the provision for falling prices of inventories*

On the balance sheet date, inventory is measured at the lower of cost or net realizable value. When the net realizable value is below cost, the Company makes a provision for inventory decline in value.

Net realizable value is the amount estimated selling price minus estimated costs of completion, selling expenses and related taxes. In determining net realizable value, it is based on verifiable evidence, considering the purpose of holding inventory and the impact of post-balance-sheetdate events.

The company usually makes a provision for inventory depreciation based on individual inventory items. However, for inventories with large quantity and low unit price, provision for inventory depreciation shall be made according to the inventory category. Inventories that are related to product lines produced and sold in the same region, have the same or similar end use or purpose and are difficult to measure separately from other items are provided for in a consolidated manner.

On the balance sheet date, if the factors affecting the previous write-down of the inventory value have disappeared, the amount of the write-down shall be restored and reversed within the amount of the original provision for inventory depreciation.

(4) *Inventory count system*

The Company maintains a perpetual inventory system.

(5) *Amortization method for low-value consumables and packaging materials*

Low-value consumables are written off once.

The packaging materials for revolving are sold by one-off rotation method.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 14. Long-term equity investment

Long-term equity investments include equity investments in subsidiaries, joint ventures, and associates. An associate enterprise is one in which the Company can exert significant influence.

#### *(1) Determination of initial investment cost*

Long-term equity investments arising from business combinations: In business combinations under common control, the investment cost is the share of the acquiree's owners' equity carrying value in the Company's consolidated statements on the combination date. In business combinations not under common control, the investment cost is the combination cost.

Long-term equity investments acquired by other means: Long-term equity investments acquired by cash payments are initially invested at the purchase price actually paid. Long-term equity investments made by issuing equity securities, with the fair value of the issued equity securities as the initial investment cost.

#### *(2) Subsequent measurement and profit or loss recognition*

Long-term equity investments in subsidiaries are accounted for using the cost method, unless the investment qualifies as held for sale. The Company's long-term equity investments in associates and joint ventures are accounted for using the equity method.

For the long-term equity investments using the cost method, except for the declared but undistributed cash dividends or profits included in the price or consideration actually paid when the investment is obtained, the Company recognizes current profit or loss in accordance with the cash dividends or profits declared and distributed by the acquiree.

For the long-term equity investments using the equity method, if the initial investment cost is higher than the fair value share of the identifiable net assets of the investee at the time of investment, the initial investment cost is not adjusted; If the initial investment cost is lower than the fair value share of the identifiable net assets of the investee at the time of investment, the carrying value of the long-term equity investments should be adjusted and the difference is included in the profit or loss of the current period.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 14. Long-term equity investment (cont'd)

#### *(2) Subsequent measurement and profit or loss recognition (cont'd)*

When using the equity method, the Company shall recognize the investment income and other comprehensive income respectively according to the share of net profit or loss and other comprehensive income realized by the investee that shall be enjoyed or shared, and adjust the book value of the long-term equity investment. The carrying amount of the long-term equity investment shall be reduced accordingly by calculating the share according to the profit or cash dividend declared to be distributed by the investee. For changes in owner's equity other than net profit or loss, other comprehensive income and profit distribution of the investee, the carrying amount of the long-term equity investment is adjusted and included in capital reserve (other capital reserve). The Company, in accordance with the accounting policies and accounting periods of the Company, recognizes its share of the net profit or loss of the investee by adjusting the net profit of the investee based on the fair value of each identifiable asset of the investee at the time of investment.

For equity investments that are capable of exerting significant influence over the investee or exercising joint control over the investee but do not constitute control due to reasons such as additional investment, the sum of the fair value of the equity investment originally held and the cost of the additional investment shall be regarded as the initial cost of investment accounted for under the equity method instead on the conversion date.

Where the Company loses joint control or significant influence over the investee due to the disposal of part of the equity investment, the remaining equity after disposal shall be accounted for in accordance with Accounting Standard for Enterprises No.22-Recognition and Measurement of Financial Instruments, and the difference between the fair value and the carrying value on the conversion date when the joint control or significant influence is lost shall be included in the current profit or loss. Other comprehensive income recognised from an original equity investment that is accounted in the equity method is accounted on the same basis as the related assets or liabilities directly disposed of by the investee when the equity method is discontinued. Other changes in the owners' equity related to the original equity investment are transferred to current profit or loss.

Where the Company has lost control over the investee due to the disposal of part of the equity investment or other reasons, if the remaining equity after disposal can exercise joint control or exert significant influence on the investee, the accounting shall be changed to the equity method, and the accounting shall be adjusted by the equity method as soon as the remaining equity is deemed to have been acquired. Where the Company has lost control over the investee due to the disposal of part of the equity investment or other reasons, and the remaining equity after disposal cannot exercise joint control or exert significant influence on the investee, the accounting treatment shall be carried out in accordance with the relevant provisions of Accounting Standards for Enterprises No.22-Recognition and Measurement of Financial Instruments, and the difference between fair value and carrying value on the date of loss of control shall be included in the current profit or loss.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 14. Long-term equity investment (cont'd)

#### (2) Subsequent measurement and profit or loss recognition (cont'd)

If the Company's shareholding ratio decreases due to additional capital contributions by other investors, causing the loss of control but still allowing joint control or significant influence over the investee, the Company should recognize its share of the increased net assets from the capital increase based on the new ratio. The difference between this amount and the original carrying value of the long-term equity investment corresponding to the decreased ratio should be recorded in the current period's income. Then, adjustments should be made as if the new ratio had been applied using the equity method since the investment was initially obtained.

Profit or loss on unrealized internal transactions between the Company and associates, joint ventures are offset by the share attributable to the Company on a pro rata basis, on which basis investment profit or loss is recognized. However, unrealized internal transaction losses arising from transactions between our company and the investee, if attributable to impairment losses on transferred assets, are not offset.

#### (3) Criteria for common control and significant impact

Joint control means jointly controlling an arrangement by relevant parties based on an agreement, where the arrangement's related activities require unanimous consent from the parties sharing control. To determine joint control, firstly, assess if all parties or a party combination collectively control the arrangement. Secondly, check if decisions on the arrangement's related activities need unanimous consent from these controlling parties. If all parties or a party combination must act together to decide on an arrangement's related activities, they collectively control it. If two or more parties combinations can jointly control an arrangement, then it's not joint control. When determining joint control, disregard protective rights.

Significant impact refers to the investor's power to participate in the decision-making of the financial and operating policies of the investee, but is unable to control or jointly control the formulation of these policies with other parties. When assessing whether significant influence can be exerted over the investee, consider the voting rights shares directly or indirectly held by the investor in the investee, as well as the impact of exercisable potential voting rights held by the investor and other parties. This impact is assessed assuming that the exercisable potential voting rights convertible into equity in the investee, including the effects of warrants, share options and convertible corporate bonds in the current period.

When the Company directly or its subsidiaries indirectly own 20%(included)-50% of an investee's voting shares, it usually indicates significant influence, unless there is evidence shows that the Company can not participate in the production and management decisions of the invested unit. Conversely, owning less than 20% typically suggests no significant influence, unless there is evidence shows that the Company can participate in the production and management decisions of the invested unit.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 14. Long-term equity investment (cont'd)

#### (4) *Equity Investments Held for Sale*

For the remaining equity investments not classified as held for sale, the equity method is used for accounting.

If an equity investment in an associate or joint venture that has been classified as held for sale and no longer meets the held-for-sale criteria, retrospective adjustment using the equity method is applied from the date it was classified as held for sale.

#### (5) *Impairment test method and impairment reserve calculation method*

For investments in subsidiaries, associates and joint ventures, the method of asset impairment, see Note III-(XX).

### 15. Fixed assets

#### (1) *Recognition of fixed assets*

Fixed assets are tangible assets that are held for the purpose of producing goods, providing services, leasing or operating management and have a useful life of more than one accounting year.

Fixed assets are recognized when the economic benefits associated with the fixed asset is probable flow to the enterprise and the cost of the fixed asset can be measured reliably.

The Company's fixed assets are initially measured at cost.

Subsequent expenditures related to fixed assets are capitalized as part of the asset's cost if the economic benefits are likely to flow to the Company and the cost can be measured reliably. Routine repair costs are expensed as incurred, either charged to current profit or loss or capitalized into related assets. The carrying amount of replaced components is derecognized.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 15. Fixed assets (cont'd)

#### (2) Depreciation of fixed assets

The Company uses the straight-line method to accrue depreciation. Depreciation on fixed assets begins when they are ready for use and stops when they are derecognized or classified as non-current assets held for sale. Without considering impairment, the Company determines the annual depreciation rates for fixed assets based on their categories, estimated useful lives, and residual values, as follows:

<b>Category</b>	<b>Depreciation life (years)</b>	<b>Residual value rate (%)</b>	<b>Annual depreciation rate (%)</b>
Housing and buildings	35-40	10	2.57-2.25
Machinery and equipment	20-30	10	4.50-3.00
Office and other equipments	5	10	18.00
Motor vehicles	5	10	18.00
Plant and buildings leased out under operating leases	40	10	2.25

For the depreciation rate calculation of fixed assets with impairment provisions, the accumulated impairment provisions should also be deducted.

(3) The impairment testing method and provision method for impairment of fixed assets are detailed in Note III-(XX).

(4) At the end of the year, the company reviews the useful life, estimated net residual value and depreciation method of fixed assets.

If the estimated useful life differs from the original estimate, the useful life of fixed assets is adjusted; if the estimated net residual value differs from the original estimate, the estimated net residual value is adjusted.

#### (5) Disposal of fixed assets

A fixed asset is derecognised when it is disposed of, or no economic benefits are expected from its use or disposal. Disposal income from the sale, transfer, retirement or damage of fixed assets is included in the profit or loss of the current period after deducting its carrying amount and relevant taxes and fees.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 16. Construction in progress

The Company's construction in progress is valued at the actual cost, which comprises the necessary expenses incurred before the asset is constructed to its intended serviceable condition, including the borrowing costs to be capitalized and related fees paid.

Construction-in-progress is transferred to fixed assets when it reaches its intended usable state.

The impairment provision method for construction-in-progress is detailed in Note III-(XX).

### 17. Borrowing costs

#### (1) Principles for recognition of capitalization of borrowing costs

Borrowing costs incurred by the Company that are directly attributable to the acquisition, construction or production of assets that meet the conditions for capitalization are capitalized and included in the cost of the related assets; Other borrowing costs are recognized as an expense when incurred based on the amount incurred and credited to profit or loss in the current period. Borrowing costs are capitalized when both of the following conditions are met:

- ① Expenditure on assets has been incurred, Expenditure on assets includes expenditure incurred in the form of payment of cash, transfer of non-cash assets or assumption of interest-bearing liabilities for the purchase, construction or production of assets that meet the conditions for capitalization;
- ② Borrowing costs have been incurred;
- ③ The purchase, construction or production activities necessary to bring the asset to its intended use or sale have commenced.

#### (2) Period in which borrowing costs are capitalized

Capitalization of borrowing costs ceases when the acquisition, construction or production of an asset that meets the conditions for capitalization reaches its intended use or sale. Borrowing costs incurred after an asset that meets capitalization criteria reaches its intended usable or saleable state are recognized as expenses in the period occurred and included in the current period profit or loss.

If the acquisition, construction or production of an asset that meets the conditions for capitalization is interrupted abnormally for more than 3 consecutive months, the capitalization of borrowing costs is suspended. Borrowing costs during normal interruptions continue to be capitalized.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 17. Borrowing costs (cont'd)

(3) *The method for calculating the capitalization rate and amount of borrowing costs*

For specific loans, the actual interest expense incurred in the period, less interest income from unused funds or temporary investment income, is capitalized. For general loans, the capitalization amount is determined by multiplying the weighted average excess asset expenditures over specific loans by the capitalization rate of the general loans used. The capitalization rate is calculated based on the weighted average interest rate on general borrowings.

During the capitalization period, all exchange differences on foreign currency specific loans are capitalized, while those on foreign currency general loans are recognized in the current period's profit or loss.

### 18. Intangible assets

Intangible assets of the Company includes land use rights, etc.

When obtains intangible assets, the Company measures them at cost initially and analyzes their useful lives. If the useful life is finite, the intangible asset is amortized from the date it is available for use using a method that reflects the expected consumption of economic benefits, over the estimated useful life. If the consumption pattern cannot be reliably determined, the straight-line method is used. For intangible assets with indefinite useful lives, they will not be amortized during the holding period.

The amortization methods for intangible assets with finite useful lives are as follows.

All intangible assets of the company are finite-life land use rights, which amortized in the straightline method, as follows:

<b>Project</b>	<b>Estimated useful life</b>	<b>Basis</b>
Land use right	35-50 years	Duration of benefit

At the end of each period, the useful life and amortization method of intangible assets with finite useful lives are reviewed. If they changes, the original estimates are adjusted and accounted for as an accounting estimate change.

On the balance sheet date, if it is expected that an intangible asset can no longer benefits to the enterprise in the future, the carrying amount of that intangible asset will be fully transferred to the current profit or loss.

The impairment provision method for intangible asset is detailed in Note III-(XX).

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 19. Research and development expenditure

The Company's research and development expenditure are directly related to its research and development activities, including employee compensation, direct input costs, depreciation, design fees, equipment debugging fees, amortization of intangible assets, external research and development fees, and other expenses.

The Company distinguishes between research phase and development phase expenditures for internal research and development projects.

Expenditure during the research phase is included in current profit or loss when occurs.

Expenditures incurred during the development phase of internal research and development projects are recognized as intangible assets when the following conditions are met: It is technically feasible to complete the intangible asset so that it can be used or sold; Has the intention to complete the intangible asset and use or sell it; The way in which the intangible asset generates economic benefits, including the ability to prove the existence of a market for the products produced using the intangible asset or the existence of a market for the intangible asset itself, and the usefulness of the intangible asset if it is to be used internally; Having sufficient technical, financial and other resources to support the development of the intangible asset and the ability to use or sell the intangible asset; Expenditure attributable to the development phase of the intangible asset can be measured reliably. Expenditures for the development phase that do not meet the above conditions are included in profit or loss as incurred.

The Company's research and development projects meet the above conditions, passing technical and economic feasibility studies, the research project formed enters the development phase.

Capitalized development costs are listed as development expenditures on the balance sheet and reclassified as intangible assets when the project is ready for use.

### 20. Impairment of assets

Impairment of assets such as long-term equity investments, fixed assets, construction in progress, intangible assets and goodwill (excluding inventory, investment property measured at fair value, deferred tax assets and financial assets) is determined as follows:

On the balance sheet date, the Company assesses whether assets show impairment signs. If signs exist, the Company estimates the recoverable amount and conduct an impairment test. For goodwill from business combinations, indefinite-lived intangible assets and intangible assets not yet ready for their intended use, the Company performs annual impairment tests regardless of impairment signs.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 20. Impairment of assets (cont'd)

The recoverable amount of an asset is estimated based on the higher of its fair value less disposal costs and the present value of the estimated future cash flows of the asset. The recoverable amount is estimated on a single asset basis. Where it is difficult to estimate the recoverable amount of a single asset, the recoverable amount of the asset group is determined based on the asset group to which the asset belongs. The identification of an asset group is based on whether the primary cash inflows generated by the asset group is independent of the cash inflows from other assets or asset groups.

When the recoverable amount of an asset or asset group is below its carrying amount, the Company reduce the carrying amount to the recoverable amount. The reduction is recorded in the current profit or loss, and a corresponding impairment loss provision is made.

For the impairment testing of goodwill, the carrying amount of goodwill arising from business combinations is, from the acquisition date, allocated to the relevant asset groups using a reasonable method. If it cannot be allocated to the relevant asset groups, it is then allocated to combinations of asset groups. The relevant asset groups or combinations are those that benefit from the synergies of the business combination and are no larger than the operating segments determined by the Company.

When impairment testing, if the relevant asset groups or combinations show impairment indications, the Company first tests the asset groups or combinations without goodwill to determine the recoverable amount and recognize any impairment losses. Then, it tests the asset groups or combinations including goodwill. If the recoverable amount is less than the carrying amount, impairment loss on goodwill is recognized.

Once an asset impairment loss is recognized, it cannot be reversed in subsequent accounting periods.

### 21. long-term unamortized expenses

Long-term deferred expenses of the Company are measured at actual cost and amortized on average over the estimated benefit period. If a long-term deferred expense project cannot benefit future accounting periods, its amortized cost is fully recognized in the current profit or loss.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 22. Employee benefits

#### *(1) The scope of employee benefits*

Employee remuneration refers to various forms of remuneration or compensation given by the Company to obtain services provided by employees or to dissolve labor relations. Staff remuneration includes Short-term employee benefits, post-employment benefits, termination benefits and other long-term staff benefits. Benefits provided to employees' spouses, children, dependents, deceased employees' beneficiaries and other beneficiaries are also considered employee benefits.

Based on liquidity, employee benefits are separately presented in the "Employee benefits payable" and "Long-term employee benefits payable" items on the balance sheet.

#### *(2) Short-term employee benefits*

The Company recognizes short-term employee benefits as a liability in the accounting period in which the employees render the services and includes them in current period profit or loss or the cost of related assets. The short-term employee benefits includes actual employee salaries, bonuses, social insurance (medical, occupational injury, maternity) and housing fund contributions made at at the specified basis and proportions.

#### *(3) Post-employment benefits*

Post-employment benefit plans include defined contribution plans and defined benefit plan. Defined contribution plans refers to that the Company has no further payment obligations after making the fixed payments to a separate fund. Defined benefit plans refer to post-employment benefit plans other than defined contribution plans.

#### **Defined contribution plans**

Defined contribution plans includes social basic old-age insurance and unemployment insurance, etc.

During the accounting period when employees provide services, the amount payable under a defined contribution plan is accrued as a liability and recognized in the current period's income statement or the cost of related assets.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 22. Employee benefits (cont'd)

#### (3) Post-employment benefits (cont'd)

##### Defined benefit plans

For defined benefit plans, an independent actuary conducts an actuarial valuation at each annual balance sheet date using the projected unit credit method to determine the cost of benefits provided. The employee compensation costs arising from the Company's defined benefit plan include the following components:

- ① Service cost, including current service cost, past service cost, and settlement gains or losses. Current service cost is the increase in the present value of defined benefit obligations from employees' current service. Past service cost is the change in the present value of defined benefit obligations from plan modifications related to past employee service.
- ② Net interest on the net liability or asset of the defined benefit plan, including interest income on plan assets, interest expense on defined benefit obligations, and interest on the asset ceiling effect.
- ③ Changes from remeasuring the net liability or asset of the defined benefit plan.

Unless another accounting standard requires or permits capitalizing employee benefit costs, the Company recognizes items ① and ② in current period income and item ③ is recognized in other comprehensive income and will not be recycled to profit or loss in subsequent periods. Upon the termination of the original defined benefit plan, the portion originally recognized in other comprehensive income is fully transferred to retained earnings within equity.

#### (4) Termination benefits

The Company recognizes and includes in the current period income statement the employee compensation liability from severance benefits on the earlier of the following dates: when the Company cannot unilaterally withdraw the plan for termination of labor relations or the layoff proposal, or when the Company recognizes costs or expenses related to a restructuring involving severance payments.

For employees under internal retirement plans, severance payments before official retirement are considered severance benefits. The planned wages and social security payments for internally retired employees from the date they stop working until normal retirement are accrued as an expense in the current period. Financial compensation after official retirement, such as normal old-age pensions, is treated as post-employment benefits.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 22. Employee benefits (cont'd)

#### *(5) Other long-term employee benefits*

For other long-term employee benefits provided by the Company, those meeting the defined contribution plan criteria are accounted for as per the relevant defined contribution plan regulations. For those meeting the defined benefit plan criteria, they are accounted for as per the relevant defined benefit plan regulations. The portion of the employee compensation costs related to 'the changes resulting from the remeasurement of the net defined benefit plan liability or asset' is recognized in the current period's profit or loss or in the cost of the related asset.

### 23. Provisions

The Company recognizes an obligation related to a contingency as a provision when the following conditions are met at the same time:

- (1) This obligation is a present obligation of the Company;
- (2) It is probable that an outflow of economic benefits from the Company will be required to settle the obligation;
- (3) The amount of the obligation can be measured reliably.

The Company's projected liabilities are initially measured using the best estimate of the expenditure necessary to meet the relevant present obligations. In determining the best estimate, the Company considers factors such as risks, uncertainties and time value of money relating to contingencies. Where the effect on the time value of money is material, the best estimate is determined by discounting the related future cash outflows. On the balance sheet date, the Company reviews the carrying amount of provisions and adjusts it to reflect the current best estimate.

If all or part of the expenses required by the Company to settle the estimated liabilities are expected to be compensated by a third party, the amount of compensation can only be recognized separately as an asset when it is substantially certain that it will be received, and the amount of compensation recognized does not exceed the carrying amount of the estimated liabilities.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 24. Revenue

#### (1) General principles for revenue recognition

The Company recognizes revenue when it fulfills a performance obligation in the contract, that is, when the customer obtains control of the related goods or services.

When a contract has two or more performance obligations, the Company allocates the transaction price to each one based on the relative standalone selling prices of the promised goods or services on the contract start date. Revenue is then recognized using this allocated transaction price for each obligation.

A performance obligation that is performed within a certain period of time if one of the following conditions is met, and the Company recognizes revenue over a period of time based on the performance schedule:

- ① The customer obtains and consumes the economic benefits brought about by the Company's performance while the Company performs;
- ② The customer is able to control the goods under construction during the Company's performance;
- ③ Commodities produced in the course of the Company's performance have an irreplaceable use and the Company is entitled to payment for the performance completed to date accumulated throughout the contract period.

For the performance obligations performed within a certain period of time, the Company recognizes revenue according to the performance progress during that period. When the performance schedule cannot be reasonably determined, if the Company expects to be compensated for the costs already incurred, revenue is recognized based on the amount of costs already incurred until the performance schedule can be reasonably determined.

For performance obligations fulfilled at a point in time, the Company recognize revenue when the customer obtains control of the related goods or services. To determine this, the Company consider the following:

- ① The Company has a present right to payment for the goods or services, which means the customer has a present obligation to pay.
- ② The Company has transferred the legal title of the goods to the customer, who now owns them.
- ③ The Company has physically transferred the goods to the customer, who now has possession.
- ④ The Company has transferred the main risks and rewards of ownership of the goods to the customer, indicating that the customer has now assumed the principal risks and rewards associated with the ownership of the goods.
- ⑤ The customer has accepted the goods or services.
- ⑥ Other signs indicating the customer has obtained control of the goods.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 24. Revenue (cont'd)

#### (2) Specific method of revenue recognition

General sales(domestic sales): Sales are recognized when control of the product is transferred to the customer (i.e, the product is delivered to the customer) and there are no outstanding obligations that could affect the customer's acceptance of the product.

General sales(overseas sales): Based on the delivery terms of the products as stipulated in the sales contracts signed with the customers, the products are deemed to have been delivered when the risk of damage has been transferred to the customers when the products have arrived at a specific location (including a designated ship at the port of shipment, a designated delivery point at home and abroad, etc.) and the customers have received the products in accordance with the sales contracts.

Sales on consignment: Sales business in which quality acceptance is performed when the customer uses the products and payment is made based on the quantity of products actually used, as agreed in the sales contract, are considered delivered when the customer uses the products.

### 25. Contract cost

Contract cost includes the incremental cost of obtaining the contract and the cost of performing the contract.

Incremental costs to obtain a contract are those that would not have been incurred if the contract had not been obtained, such as sales commissions. If these costs are expected to be recovered, the Company recognizes them as an asset as contract acquisition costs. Other expenses incurred in obtaining a contract, except for incremental costs expected to be recovered, are recognized in profit or loss when they occur.

The Company recognizes as an asset the cost of performing a contract that it incurs to perform the contract that is outside the scope of accounting standards for enterprises other than revenue standards and that simultaneously meets the following conditions:

- ① The cost is directly related to a current or expected contract, including direct labor, direct materials, manufacturing costs (or similar), costs that are clearly attributable to the customer, and other costs that are incurred solely as a result of the contract;
- ② The cost increases the resources that the enterprise will use to fulfill its performance obligations in the future;
- ③ The cost is expected to be recovered.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 25. Contract cost (cont'd)

Assets from contract acquisition and fulfillment costs are amortized on the same basis as the related goods or services revenue, with the amortization period charged to current profit or loss. If the amortization period is within one year, it is expensed when incurred.

The Company recognizes an impairment loss by providing for the excess amount when the carrying amount of these assets relating to contract costs exceeds the difference between:

- ① the expected remaining consideration from transferring the related goods or services, and
- ② the estimated costs to transfer these goods or services.

### 26. Government grants

If there is evidence that the company can meet the relevant conditions stipulated in the financial support policy and is expected to receive financial support funds, the government subsidy is recognized at the amount receivable.

Government grants that are monetary assets are measured at the amount received or receivable. Government grants that are non-monetary assets are measured at fair value. Where the fair value cannot be reliably obtained, it is measured at nominal amount (RMB1.00).

Government grants relating to assets represent government grants obtained by the Company to purchase, build or otherwise form long-term assets. Revenue-related government grants are government grants other than those relating to assets.

Where government grants are not explicitly targeted, those forming long-term assets are categorized as asset-related grants based on asset value, with the remainder as income-related grants. If it is difficult to distinct, the entire grant is treated as income-related.

Government grants relating to assets should be written down against the carrying amount of the related assets. Government grants relating to revenue that are used to compensate the related expenses or losses already incurred by the enterprise are directly included in the current profit or loss. Those used to compensate an enterprise for related expenses or losses in subsequent periods are recognized as deferred revenue and are included in the current profit or loss or charged to related costs in the period in which the related expenses or losses are recognized. Government grants measured at nominal amounts are credited directly to profit or loss for the current period. The Company adopts a consistent approach to handle the same or similar government-subsidized business.

Government grants relating to the day-to-day activities of the enterprise, in accordance with the substance of economic business, are included in other income or offset against related costs and expenses. Government grants that are not related to the daily activities of the enterprise are included in the non-operating income and expenses.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 26. Government grants (cont'd)

If the recognized government grants need to be returned, the carrying amount of the relevant assets is written down on initial recognition, and the carrying amount of the assets is adjusted; Where there is a relevant deferred revenue balance, the relevant deferred revenue book balance is written down, and the excess is included in the current profit or loss; Under other circumstances, it is directly included in the current profit or loss.

Where a loan is obtained at a preferential policy interest rate provided by the lending bank, the recorded value of the loan shall be the amount of the loan actually received, and the relevant borrowing costs shall be calculated based on the principal of the loan and the preferential policy interest rate. If the government directly appropriates the discount interest funds to the Company, the discount interest is offset against the borrowing cost.

### 27. Deferred income tax assets and deferred income tax liabilities

Income tax includes current income tax and deferred income tax. Adjustments to goodwill from business combinations or deferred income taxes related to transactions affecting owners' equity directly are recorded in owners' equity. All other deferred income taxes are recognized as income tax expenses in the current period's profit or loss.

The Company uses the balance sheet liability method to recognize deferred income taxes based on temporary differences between carrying amounts and tax bases of assets and liabilities as of the balance sheet date.

All taxable temporary differences give rise to deferred tax liabilities, except when they arise from:

- (1) temporary differences arising from the initial recognition of goodwill; A temporary difference arising from a transaction or event that is not a business combination and that affects neither accounting profit nor taxable income (or deductible losses) when the transaction or event occurs (except for individual transactions where the initial recognition of assets and liabilities results in an equal amount of taxable temporary differences and deductible temporary differences)
- (2) For taxable temporary differences associated with investments in subsidiaries, joint ventures and associates, the timing of reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 27. Deferred income tax assets and deferred income tax liabilities (cont'd)

The Company recognizes deferred income tax assets arising from deductible temporary differences to the extent that it is probable that taxable income will be available against which deductible temporary differences can be utilized and deductible losses and tax deductions can be carried forward to future years. Unless the deductible temporary difference arises in the following transactions:

- (1) A transaction or event that is not a business combination and that affects neither accounting profit nor taxable income (or deductible losses) when the transaction or event occurs (except for individual transactions where the initial recognition of assets and liabilities results in an equal amount of taxable temporary differences and deductible temporary differences)
- (2) For taxable temporary differences associated with investments in subsidiaries, joint ventures and associates, the corresponding deferred tax assets are recognized if the following conditions are met: the temporary difference is likely to be reversed in the foreseeable future, and it is likely that taxable income will be obtained in the future to offset the deductible temporary difference

At the balance sheet date, the Company measures deferred income tax assets and deferred income tax liabilities at the tax rates that apply in the period in which the asset is expected to be recovered or the liability is settled, and reflects the income tax impact of the manner in which assets are expected to be recovered or liabilities settled at the balance sheet date.

On the balance sheet date, the Company reviews the carrying amount of deferred tax assets. If sufficient taxable income is unlikely to be available in future periods to utilize the benefits of deferred tax assets, the Company reduce their carrying amount. If sufficient taxable income is likely to be available later, the reduced amount is reinstated.

On the balance sheet date, deferred income tax assets and deferred income tax liabilities are presented net of offset when the following conditions are met:

- (1) The enterprise has the legal right to settle the current income tax assets and current income tax liabilities on a net basis;
- (2) Deferred income tax assets and deferred income tax liabilities are related to income taxes levied by the same tax administration department on the same taxable entity or different taxable entities.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 28. Lease

#### (1) Recognition of lease

On the commencement date of the contract, as a lessee or lessor, the Company assesses whether the customer in the contract has the right to obtain nearly all the economic benefits from using an identified asset during the period of use and can direct the use of that asset during the period. If one party in a contract gives up the right to control the use of one or more identifiable assets for a period of time in exchange for consideration, the contract is a lease or includes a lease.

#### (2) Accounting for the Company as lessee

On the commencement date of leasing, the Company recognizes the right-to-use assets and lease liabilities for leases, in addition to short-term leases and low-value assets leases with simplified treatment.

For the accounting policy on right-of-use assets, refer to Note III-(XXIX).

The initial measurement of lease liabilities is based on the present value of unpaid lease payments at the lease commencement date, calculated using the lease implicit interest rate. If this rate is unavailable, the incremental borrowing rate is used as the discount rate. Lease payments include fixed and substantive fixed payments (net of lease incentives), variable payments based on indices or ratios, exercise prices of purchase options (if the lessee is reasonably certain to exercise them), termination payments (if the lease term reflects the lessee's intention to terminate), and payments for guaranteed residual values. Interest expenses on lease liabilities are calculated using a fixed periodic rate and recognized in profit or loss for each period. Variable lease payments not included in the liability's initial measurement are recognized in profit or loss when incurred.

#### Short-term leases

Short-term leases refer to leases with a lease term not exceeding 12 months from the lease commencement date, excluding leases that include purchase options.

The Company recognizes the lease payments for short-term leases on a straight-line basis over the periods of the lease term, charging them to the cost of the related asset or to current profits and losses.

For short-term leases, the Company applies the aforementioned simplified accounting treatment to leases meeting the short-term lease criteria, categorized by type of leased assets.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 28. Lease (cont'd)

#### (2) Accounting for the Company as lessee (cont'd)

##### **Low-value assets leases**

A low-value asset lease refers to a lease where the value of a brand new individual leased asset is below RMB40,000.

The Company recognizes the lease payments for low-value assets leases on a straight-line basis over the periods of the lease term, charging them to the cost of the related asset or to current profits and losses.

For low-value asset leases, the Company selects the above simplified approach based on each lease's specifics.

##### **Lease Modifications**

When a lease is modified and the following conditions are met simultaneously, the Company accounts for the modification as a separate lease: ①The modification expands the scope of the lease by adding the right to use one or more additional leased assets. ②The increase in consideration is equivalent to the adjusted separate price of the expanded portion based on the contract circumstances.

If the lease modification does not qualify as a separate lease, on the effective date of the modification, the Company reallocates the contract's consideration, redetermines the lease term, and remeasures the lease liability using the revised discount rate and modified lease payments.

If the modification results in a narrower lease scope or shorter lease term, the Company correspondingly reduces the carrying value of the right-of-use asset and recognizes any related gains or losses from partial or full termination in profit or loss for the current period.

For other lease modifications that lead to a remeasurement of the lease liability, the Company adjusts the carrying value of the right-of-use asset accordingly.

#### (3) Accounting for the Company as Lessor

When the Company acts as a lessor, it recognizes a lease as a finance lease if substantially all the risks and rewards associated with ownership of the asset have been transferred. All other leases are recognized as operating leases.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 28. Lease (cont'd)

(3) Accounting for the Company as Lessor (cont'd)

#### Finance Leases

At the lease commencement date, the Company initially measures finance lease receivables at the net investment in the lease, which is the sum of the present value of the unguaranteed residual value and the present value of lease payments not yet received as of the lease commencement date, discounted using the implicit interest rate of the lease. As a lessor, the Company calculates and recognizes interest income over the lease term using a constant periodic interest rate. Variable lease payments received by the Company as a lessor that are not included in the net investment in the lease are recognized in profit or loss when they are actually incurred.

The derecognition and impairment of finance lease receivables are accounted for in accordance with: Accounting Standards for Business Enterprises No. 22–Recognition and Measurement of Financial Instruments; and Accounting Standards for Business Enterprises No. 23–Transfer of Financial Assets.

#### Operating Leases

Rentals under operating leases are recognized as current profits or loss on a straight-line basis over the lease term by the Company. Initial direct costs incurred in connection with operating leases are capitalized and allocated over the lease term on the same basis as the recognition of rental income, with the amortized amounts recognized in profit or loss periodically. Variable lease payments related to operating leases that are not included in lease receipts are recognized in profit or loss when they are actually incurred.

#### Lease Modifications

For modifications to operating leases, the Company accounts for the modified lease as a new lease from the effective date of the modification. Prepaid or receivable lease payments related to the original lease are treated as lease receipts under the new lease.

A modification to a finance lease is accounted for as a separate lease by the Company if the modification meets both of the following conditions:①The modification expands the scope of the lease by adding one or more underlying assets;②The additional consideration is commensurate with the standalone price (adjusted for contract-specific factors) of the incremental rights to use the added assets.

If a finance lease modification does not qualify as a separate lease, the Company accounts for the modified lease as follows:①If the modified lease would have been classified as an operating lease had the modification been effective at the lease commencement date, the Company accounts for the modified lease as a new operating lease from the effective date of the modification, using the net investment in the original lease as the carrying amount of the leased asset;②If the modified lease would still be classified as a finance lease had the modification been effective at the lease commencement date, the Company accounts for the modification in accordance with the provisions of Accounting Standards for Business Enterprises No. 22 – Recognition and Measurement of Financial Instruments regarding contract modifications or re-negotiations.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 29. Right-of-use assets

#### (1) Recognition criteria for right-of-use assets

A right-of-use asset refers to the right of the Company as a lessee to use the leased asset during the lease term.

At the lease commencement date, the Company initially measures the right-of-use assets at cost, which includes: Initial measurement amount of lease liabilities; For the lease payment paid on or before the lease term, if there is a lease incentive, the relevant amount of the enjoyed lease incentive shall be deducted; Initial direct expenses incurred by the Company; The Company's estimated costs (excluding costs incurred for the production of inventories) for the purpose of dismantling and removing the leased assets, restoring the site where the leased assets are located or restoring the leased assets to the status agreed in the lease terms. As a lessee, the Company recognizes and measures costs such as those for dismantling and restoration in accordance with Accounting Standard No. 13 for Contingencies. Any subsequent adjustments due to the remeasurement of lease liabilities are also accounted for.

#### (2) Depreciation Method for Right-of-Use Assets

The Company uses the straight-line method for depreciation. As a lessee, if it can reasonably determine that it will obtain ownership of the leased asset at the end of the lease term, depreciation is provided over the remaining useful life of the leased asset. If it cannot reasonably determine that it will obtain ownership of the leased asset at the end of the lease term, depreciation is provided over the shorter of the lease term and the remaining useful life of the leased asset.

#### (3) For impairment testing and provision methods of right-of-use assets, refer to Note III-(XX).

### 30. Repurchase of shares of the Company

Shares repurchased by the Company are managed as stock prior to their cancellation or transfer. All expenditures incurred for the repurchase of shares are transferred to the cost of stock. The consideration and transaction costs paid in a share repurchase reduce shareholder's equity and no gain or loss is recognized when the shares of the Company are repurchased, transferred or canceled.

The transfer of stock, according to the difference between the actual amount received and the carrying amount of the stock, included in the capital reserve, the capital reserve is insufficient to offset, offset the surplus reserve and undistributed profits. For the cancellation of stock, the share capital shall be reduced based on the par value of the stock and the number of shares canceled, and the capital reserve shall be reduced based on the difference between the carrying amount of the canceled stock and the par value, if the capital reserve is insufficient, the surplus reserve and undistributed profits shall be reduced.

# Notes to the Financial Statements

## III Significant accounting policies, accounting estimates (cont'd)

### 31. Changes in significant accounting policies and accounting estimates

(1) There were no changes in significant accounting policies during the Reporting Period.

(2) There were no changes in significant accounting estimates during the Reporting Period.

## IV Tax

### 1. Major taxes and tax rates of the Company

Items of taxation	Tax basis	Tax rate
Value-added tax	The output tax is calculated based on the income from sales of goods and taxable services calculated in accordance with the provisions of the tax law. After deducting the deductible input tax in the current period, the difference is the value-added tax payable.	5%, 6%, 9%, 13%
Urban maintenance and construction tax	Based on VAT payable	1%, 5%, 7%
Education surcharge	Based on VAT payable	3%
Local education surcharge	Based on VAT payable	2%
Business income tax	Taxable amount of income	15%, 25%

Note:

According to the “Notice of Shaanxi Provincial State Administration of Taxation and Shaanxi Provincial Department of Finance on Trial Implementation of Measures for Verification and Deduction of Input Value-added Tax on Agricultural Products in Concentrated Juice Industry”, “Notice of Shanxi Provincial Department of Finance and Shanxi Provincial State Administration of Taxation on Incorporation of Verification and Deduction of Input Value-added Tax on Fruit and Vegetable Juice and Fruit and Vegetable Beverages and Other Industries”, “Notice of Dalian Municipal State Administration of Taxation and Dalian Municipal Finance Bureau on Relevant Issues Concerning Enlargement of Verification and Deduction of Input Value-added Tax on Agricultural Products”, “Notice of Shandong Provincial Department of Finance and Shandong Provincial State Administration of Taxation on Publishing the Verification and Deduction Standard of Input Tax of Value-added Tax on Some Agricultural Products such as Soybeans” and the “Notice of the State Administration of Taxation of Xinjiang Uygur Autonomous Region on Further Expanding the Pilot Industry Scope of Deduction of Input VAT on Agricultural Products”, Baishui Andre Juice Co., Ltd. and Liquan Andre Juice Co., Ltd.\*, subsidiaries of the Company, have been subject to the approved deduction of input tax of agricultural product value-added tax since January 2014, Yongji Andre Juice Co., Ltd., since December 2014, and Dalian Andre Juice Co., Ltd.\*, since April 2018 and Yantai North Andre Juice Co., Ltd and Yantai Longkou Andre Juice Co., Ltd., since January 2021 and Aksu Andre Juice Co., Ltd.\*, since April 2023 and Yan’an Andre Juice Co., Ltd.\*, since June 2024. When agricultural products are purchased, the recorded value of raw materials is recognized based on the amount including tax, when finished products are sold, the approved deduction of input tax is deducted from current operating costs. As a result, the Company’s VAT to be credited at the end of the year excludes the input tax on purchased agricultural products that have not yet been sold under the approved deduction method of VAT on agricultural products.

\* For identification purposes only

# Notes to the Financial Statements

## IV Tax (cont'd)

### 2. Preferential tax policies and basis

Except for the following subsidiaries which are entitled to tax incentives, the income tax rate applicable to the Company and domestic subsidiaries for the year is 25%, and the overseas subsidiaries of the Company are subject to income tax at the local applicable tax rates.

- (1) According to Announcement No. 23 of 2020 of the Ministry of finance, the State Administration of Taxation and the national development and Reform Commission on the Continuation of the Enterprise Income Tax Policy for the Western Development, Baishui Andre Juice Co., Ltd., Liquan Andre Juice Co., Ltd.\* and Anyue Andre Lemon Industry Technology Co., Ltd.\* shall pay the enterprise income tax at the reduced tax rate of 15% from 2021 to 2030. And Aksu Andre Juice Co., Ltd.\* shall pay the enterprise income tax at the reduced tax rate of 15% from 2023 to 2030. And Yan'an Andre Juice Co., Ltd.\* shall pay the enterprise income tax at the reduced tax rate of 15% from 2024 to 2030.
- (2) According to the Notice of the Ministry of Finance and the State Administration of Taxation on Issuing the Scope of Primary Processing of Agricultural Products Subject to the Preferential Enterprise Income Tax Policy (for Trial Implementation) (Cai Shui [2008] No.149), Yantai North Andre Juice Co., Ltd., Baishui Andre Juice Co., Ltd., Xuzhou Andre Juice Co., Ltd., Yantai Longkou Andre Juice Co., Ltd., Dalian Andre Juice Co., Ltd.\*, Yongji Andre Juice Co., Ltd., Liquan Andre Juice Co., Ltd.\*, Anyue Andre Lemon Industry Technology Co., Ltd.\*, Aksu Andre Juice Co., Ltd.\*, and Yan'an Andre Juice Co., Ltd.\*, are entitled to the preferential policy of exemption from income tax for the raw juice and fruit dregs produced and sold.

## V Notes to key items in the consolidated financial statements

### 1. Cash at bank and on hand

Items	Closing balance	Opening balance
Cash on hand	96.64	93.92
Deposits with banks	<u>409,073,728.61</u>	<u>236,453,941.17</u>
<b>Total</b>	<b>409,073,825.25</b>	236,454,035.09
Of which: total amount deposited abroad	<u>5,717,677.82</u>	<u>7,128,786.88</u>

On 31 December 2025, the Company had no funds mortgage, pledged or frozen, or funds stored overseas and restricted in fund repatriation.

\* For identification purposes only

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 2. Financial assets held for trading

Items	<b>Closing balance</b>	Opening balance
Subtotal of financial assets classified as at fair value through profit or loss	<b>86,881,269.04</b>	41,034,077.78
of which: Open-ended net value-based product	<b><u>86,881,269.04</u></b>	<u>41,034,077.78</u>
<b>Total</b>	<b><u><u>86,881,269.04</u></u></b>	<u><u>41,034,077.78</u></u>

### 3. Bills receivable

Categories of bills	Closing balance			Opening balance		
	<b>Book balance</b>	<b>Bad-debt provision</b>	<b>Book value</b>	Book balance	Bad-debt provision	Book value
Bank's acceptance bill	<b><u>12,973,620.00</u></b>	<b><u>-</u></b>	<b><u>12,973,620.00</u></b>	<u>738,100.00</u>	<u>-</u>	<u>738,100.00</u>

- (1) As at the end of the period, the Company had no pledged notes receivable.
- (2) As at the end of the period, the Company had no notes receivable that had been endorsed or discounted but not yet matured.
- (3) As at the end of the period, the Company had no bills receivable transferred to accounts receivable due to non-performance by the issuers.
- (4) No bills receivable were actually written off during the period.

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 4. Accounts receivables

#### (1) Disclosure of trade receivables by age

The aging analysis of accounts receivable (including related party receivables) on the transaction date is as follows:

Aging	Closing balance	Opening balance
Within 1 year		
of which: within 6 months	<b>298,167,850.76</b>	319,374,019.23
6 months to 1 year	<b>30,786.14</b>	11,861,013.60
Subtotal within 1 year:	<b>298,198,636.90</b>	331,235,032.83
1 to 2 years	<b>1,932,852.45</b>	34,776.22
<b>Subtotal</b>	<b>300,131,489.35</b>	331,269,809.05
Less: Provision for bad debts	<b>25,722,275.50</b>	29,383,419.66
<b>Total</b>	<b>274,409,213.85</b>	301,886,389.39

#### (2) Classified disclosure by bad debt provision accrual method

Type	Book balance		Closing balance		Book value
	Amount	Percentage (%)	Amount	Expected credit loss rate (%)	
Accounts receivable for which ECLs are accrued individually	1,809,206.09	0.60	1,809,206.09	100.00	-
Accounts receivable with expected credit losses by portfolio	298,322,283.26	99.40	23,913,069.41	8.02	274,409,213.85
Where:					
Portfolio of amounts due from customers	298,322,283.26	99.40	23,913,069.41	8.02	274,409,213.85
<b>Total</b>	<b>300,131,489.35</b>	<b>100.00</b>	<b>25,722,275.50</b>	<b>8.57</b>	<b>274,409,213.85</b>

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 4. Accounts receivables (cont'd)

(2) Classified disclosure by bad debt provision accrual method (cont'd)

Type	Opening balance					Book value
	Book balance		Bad-debt provision		Expected credit loss rate (%)	
	Amount	Percentage(%)	Amount			
Accounts receivable for which ECLs are accrued individually	1,850,286.97	0.56	1,850,286.97		100.00	-
Accounts receivable with expected credit losses by portfolio	329,419,522.08	99.44	27,533,132.69		8.36	301,886,389.39
Where:						
Portfolio of amounts due from customers	<u>329,419,522.08</u>	<u>99.44</u>	<u>27,533,132.69</u>		<u>8.36</u>	<u>301,886,389.39</u>
<b>Total</b>	<u><u>331,269,809.05</u></u>	<u><u>100.00</u></u>	<u><u>29,383,419.66</u></u>		<u><u>8.87</u></u>	<u><u>301,886,389.39</u></u>

Accounts receivable for which ECLs are accrued individually

Customer Name	Closing balance			
	Book balance	Bad-debt provision	Expected credit loss rate (%)	Basis of withdrawal
Customer A	<b>1,809,206.09</b>	<b>1,809,206.09</b>	<b>100.00</b>	<b>The customer has gone bankrupt and undergone restructuring</b>
<b>Total</b>	<u><u>1,809,206.09</u></u>	<u><u>1,809,206.09</u></u>	<u><u>100.00</u></u>	/

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 4. Accounts receivables (cont'd)

(2) Classified disclosure by bad debt provision accrual method (cont'd)

Customer Name	Opening balance			
	Book balance	Book balance	Expected credit loss rate (%)	Basis of withdrawal
Customer A	1,850,286.97	1,850,286.97	100.00	The customer has gone bankrupt and undergone restructuring
<b>Total</b>	<u>1,850,286.97</u>	<u>1,850,286.97</u>	<u>100.00</u>	/

Accounts receivable with expected credit losses by portfolio

Portfolio assessment item: Portfolio of amounts due from customers

Type	Closing balance			Opening balance		
	Book balance	Bad-debt provision	Expected credit loss rate (%)	Book balance	Bad-debt provision	Expected credit loss rate (%)
Not past due	280,109,819.20	16,806,589.15	6.00	309,392,515.91	18,563,550.94	6.00
Within 30 days overdue	13,632,021.75	2,726,404.35	20.00	12,955,411.56	2,591,082.31	20.00
31 to 60 days overdue	500,916.00	300,549.60	60.00	1,732,737.94	1,039,642.77	60.00
More than 61 days overdue	4,079,526.31	4,079,526.31	100.00	5,338,856.67	5,338,856.67	100.00
<b>Total</b>	<u>298,322,283.26</u>	<u>23,913,069.41</u>	<u>8.02</u>	<u>329,419,522.08</u>	<u>27,533,132.69</u>	<u>8.36</u>

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 4. Accounts receivables (cont'd)

(3) *Bad-debt provision accrued, recovered or written off in the current period*

Items	Bad-debt provision amount
Opening balance	29,383,419.66
Accrued in the current period	–
recovered or return in the current period	3,661,144.16
Written off in the current period	–
<b>Closing balance</b>	<b>25,722,275.50</b>

(4) *There are no actual accounts receivable written off in this period.*

(5) *Top five accounts receivable of ending balance by debtor for the period.*

As of 31 December 2025, the total amount of top five accounts receivable of ending balance by debtor is RMB193,479,199.01, and 64.47% of the total closing balance of accounts receivable. The total amount of the closing balance of bad-debt provision is RMB12,429,595.00.

Name	Ending Balance of Accounts Receivable	Ending Balance of Contract Assets	Ending Balance of Total Accounts Receivable and Contract Assets	Percentage of Total Accounts Receivable and Contract Assets(%)	Ending Balance of Bad Debt Provisions and Contract Assets Impairment
Customer B	76,523,220.36	–	76,523,220.36	25.50	<b>4,986,265.58</b>
Customer C	49,240,548.27	–	49,240,548.27	16.41	<b>2,954,432.89</b>
Customer D	31,893,946.14	–	31,893,946.14	10.63	<b>2,339,607.47</b>
Customer E	18,524,363.04	–	18,524,363.04	6.17	<b>1,111,461.78</b>
Customer F	17,297,121.20	–	17,297,121.20	5.76	<b>1,037,827.28</b>
<b>Total</b>	<b>193,479,199.01</b>	<b>–</b>	<b>193,479,199.01</b>	<b>64.47</b>	<b>12,429,595.00</b>

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 5. Advance payment

(1) Prepayments are presented by age

Aging	Closing balance		Opening balance	
	Amount	Percentage (%)	Amount	Percentage (%)
Within 1 year	<b>3,765,292.59</b>	<b>99.29</b>	2,138,627.55	100.00
1-2 years	<b>27,099.09</b>	<b>0.71</b>	—	—
<b>Total</b>	<b>3,792,391.68</b>	<b>100.00</b>	2,138,627.55	100.00

(2) Top five prepayments of ending balance by prepayment object for the period.

As of 31 December 2025, the total amount of top five prepayments of ending balance by prepayment object is RMB3,428,612.15, and 90.40% of the closing balance of total prepayments.

Name	Closing balance of prepayments	Percentage of total closing balance of prepayments (%)
Supplier A	2,508,800.00	66.15
Supplier B	262,512.17	6.92
Supplier C	241,687.04	6.37
Supplier D	232,512.70	6.13
Supplier E	183,100.24	4.83
<b>Total</b>	<b>3,428,612.15</b>	<b>90.40</b>

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 6. Other receivables

Items	Closing balance	Opening balance
Interest receivable	-	-
Dividends receivable	-	-
Other receivables	<u>968,942.37</u>	<u>1,131,471.62</u>
<b>Total</b>	<u><b>968,942.37</b></u>	<u><b>1,131,471.62</b></u>

(l) *Other receivables*

① Disclosure by age

Aging	Closing balance	Opening balance
Within 1 year	<b>749,135.11</b>	992,180.65
1-2 years	<b>111,626.69</b>	121,000.00
2-3 years	<b>121,000.00</b>	100,000.00
3-4 years	<b>100,000.00</b>	-
4-5 years	-	500.00
More than 5 years	<b>1,300.00</b>	800.00
<b>Subtotal</b>	<b>1,083,061.80</b>	1,214,480.65
Less: bad-debt provision	<u><b>114,119.43</b></u>	<u>83,009.03</u>
<b>Total</b>	<u><b>968,942.37</b></u>	<u><b>1,131,471.62</b></u>

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 6. Other receivables (cont'd)

(I) Other receivables (cont'd)

② Breakdown by nature of amounts

Items	Closing balance			Opening balance		
	Book balance	Bad-debt provision	Book value	Book balance	Bad-debt provision	Book value
Deposits, petty cash,						
cash pledge	460,090.39	77,514.52	382,575.87	613,449.50	52,957.48	560,492.02
others	622,971.41	36,604.91	586,366.50	601,031.15	30,051.55	570,979.60
<b>Total</b>	<b>1,083,061.80</b>	<b>114,119.43</b>	<b>968,942.37</b>	<b>1,214,480.65</b>	<b>83,009.03</b>	<b>1,131,471.62</b>

③ Provision for bad debts of other receivables

In the stage one, the bad-debt provision at the end of the period

Type	Book balance	Rate of expected credit loss in the next 12 months (%)	Bad-debt provision	Book value
Provision for bad debts by portfolio				
Deposits, petty cash,				
cash pledge	460,090.39	16.85	77,514.52	382,575.87
others	622,971.41	5.88	36,604.91	586,366.50
<b>Total</b>	<b>1,083,061.80</b>	<b>10.54</b>	<b>114,119.43</b>	<b>968,942.37</b>

At the end of the period, the company has no other receivables in stage two and stage three.

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 6. Other receivables (cont'd)

(I) Other receivables (cont'd)

#### ③ Provision for bad debts of other receivables (cont'd)

At the end of last year, the bad-debt provisions were in the stage one.

Type	Book balance	Rate of expected credit loss in the next 12 months (%)	Bad-debt provision	Book value
Provision for bad debts by portfolio				
Deposits, petty cash, cash pledge	613,449.50	8.63	52,957.48	560,492.02
others	<u>601,031.15</u>	<u>5.00</u>	<u>30,051.55</u>	<u>570,979.60</u>
<b>Total</b>	<u><u>1,214,480.65</u></u>	<u><u>6.83</u></u>	<u><u>83,009.03</u></u>	<u><u>1,131,471.62</u></u>

At the end of last year, the company has no other receivables in stage two and stage three.

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 6. Other receivables (cont'd)

(I) Other receivables (cont'd)

④ Bad-debt provision accrued, return or transfer during the period

	Stage one Expected credit loss in the next 12 months	Stage two Expected credit loss over the whole duration (No credit impairment)	Stage three Expected credit loss over the whole duration (Credit impairment occurred)	Total
Bad-debt provision				
Opening balance	83,009.03	–	–	83,009.03
Opening balance of current period	–	–	–	–
Provision in current period	31,110.40	–	–	31,110.40
Return in current period	–	–	–	–
Transfer in current period	–	–	–	–
Write off in current period	–	–	–	–
Other changes	–	–	–	–
<b>Closing balance</b>	<b>114,119.43</b>	<b>–</b>	<b>–</b>	<b>114,119.43</b>

⑤ Other receivables that are not actually written off in the current period.

⑥ Top five other receivables of ending balance by debtor for the period.

Name of organization	Nature of money	Ending balance of other receivables	Aging	Percentage of other receivables ending balance (%)	<b>Bad-debt provision closing balance</b>
Tianjin Wahaha Hongzhen Food, Beverage and Trading Co., Ltd.	Deposit	200,000.00	Within 1 year and 1-2 years	18.47	<b>45,000.00</b>
Jinmailang Beverage Co., Ltd. Longyao Branch	Deposit	100,000.00	3-4 years	9.23	<b>20,000.00</b>
QU Yunjiang	Petty cash	30,000.00	Within 1 year	2.77	<b>1,500.00</b>
LI Juan	Petty cash	24,949.53	Within 1 year	2.30	<b>1,247.48</b>
State Grid Shandong Electric Power Company Yantai Power Supply Company	Security deposit	20,000.00	2-3 years	1.85	<b>4,000.00</b>
<b>Total</b>		<b>374,949.53</b>		<b>34.62</b>	<b>71,747.48</b>

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 7. Inventory

#### (1) Inventory classification

Categories of inventories	Closing Balance			Opening balance		
	Book balance	reserve/Provision	Book value	Book balance	reserve/Provision	Book value
		for depreciation			for depreciation	
		of contract			of contract	
		performance cost			performance cost	
Raw materials	33,718,008.56	-	33,718,008.56	38,444,916.60	-	38,444,916.60
work-in-process	-	-	-	152,184.00	-	152,184.00
Finished goods	<u>1,053,084,779.84</u>	<u>433,359.36</u>	<u>1,052,651,420.48</u>	<u>1,121,766,896.11</u>	<u>1,780,095.08</u>	<u>1,119,986,801.03</u>
<b>Total</b>	<u><b>1,086,802,788.40</b></u>	<u><b>433,359.36</b></u>	<u><b>1,086,369,429.04</b></u>	<u><b>1,160,363,996.71</b></u>	<u><b>1,780,095.08</b></u>	<u><b>1,158,583,901.63</b></u>

#### (2) Provision for depreciation of inventories and provision for depreciation of contract performance cost

Items	Opening balance	Increase in current period		Decrease in current period		Closing Balance
		Provision	Others	Switch back or Resell	Others	
Finished goods	<u>1,780,095.08</u>	<u>266,978.17</u>	<u>-</u>	<u>1,613,713.89</u>	<u>-</u>	<u><b>433,359.36</b></u>

### 8. Other current assets

Items	Closing balance	Opening balance
Input VAT recoverable	<u><b>28,028,570.09</b></u>	<u>70,972,934.73</u>

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 9. Other non-current financial assets

Categories	Closing balance	Opening balance
Equity instrument investment	<u>30,458,641.85</u>	<u>461,281.69</u>

### 10. Fixed assets

Items	Closing balance	Opening balance
Fixed assets	<u>890,054,802.73</u>	<u>842,217,964.35</u>
<b>Total</b>	<u><b>890,054,802.73</b></u>	<u><b>842,217,964.35</b></u>

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 10. Fixed assets (cont'd)

#### (1) Fixed assets

##### ① Fixed assets

Items	Plant and buildings	Machinery and equipment	Motor vehicles	Office and other equipment	Total
I. Original book value					
1. Opening balance	619,100,704.86	1,081,335,856.29	12,515,202.86	27,845,270.05	1,740,797,034.06
2. Increase in current period	23,985,236.77	60,798,901.95	1,190,199.99	1,619,774.52	87,594,113.23
(1) Purchases	18,110,536.91	32,718,194.91	1,190,199.99	1,619,774.52	53,638,706.33
(2) Transfer-in of construction in progress	5,874,699.86	28,080,707.04	-	-	33,955,406.90
3. Decrease in current period	307,422.04	111,500.00	199,325.00	63,804.18	682,051.22
(1) Disposal or retirement	-	111,500.00	199,325.00	63,804.18	374,629.18
(2) Translation of foreign currency financial statement	307,422.04	-	-	-	307,422.04
4. Closing balance	<u>642,778,519.59</u>	<u>1,142,023,258.24</u>	<u>13,506,077.85</u>	<u>29,401,240.39</u>	<u>1,827,709,096.07</u>
II. Accumulated depreciation					
1. Opening balance	198,216,606.09	626,479,434.80	7,769,710.29	21,450,998.92	853,916,750.10
2. Increase in current period	12,957,126.56	24,179,556.17	962,455.14	1,312,508.29	39,411,646.16
(1) Provision for current period	12,957,126.56	24,179,556.17	962,455.14	1,312,508.29	39,411,646.16
3. Decrease in current period	-	100,350.00	179,392.50	56,680.03	336,422.53
(1) Disposal or retirement	-	100,350.00	179,392.50	56,680.03	336,422.53
4. Closing balance	<u>211,173,732.65</u>	<u>650,558,640.97</u>	<u>8,552,772.93</u>	<u>22,706,827.18</u>	<u>892,991,973.73</u>
III. Impairment allowance					
1. Opening balance	22,052,390.44	22,489,144.08	-	120,785.09	44,662,319.61
2. Increase in current period	-	-	-	-	-
(1) Provision for current period	-	-	-	-	-
3. Decrease in current period	-	-	-	-	-
(1) Disposal or retirement	-	-	-	-	-
4. Closing balance	<u>22,052,390.44</u>	<u>22,489,144.08</u>	<u>-</u>	<u>120,785.09</u>	<u>44,662,319.61</u>
IV. Book value					
1. Closing carrying amount	409,552,396.50	468,975,473.19	4,953,304.92	6,573,628.12	890,054,802.73
2. Opening book value	<u>398,831,708.33</u>	<u>432,367,277.41</u>	<u>4,745,492.57</u>	<u>6,273,486.04</u>	<u>842,217,964.35</u>

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 10. Fixed assets (cont'd)

#### (1) Fixed assets (cont'd)

##### ② Temporarily idle fixed assets as of 31 December 2025

Items	Original value	Accumulated depreciation	Provision for impairment	Book value	Note
Housings and buildings	<u>2,015,336.95</u>	<u>1,244,103.19</u>	<u>-</u>	<u>771,233.76</u>	

##### ③ Fixed assets leased out under operating leases

Items	Book value
Housings and buildings	<u>13,576,606.26</u>

##### ④ The company has no fixed assets without a certificate of title.

### 11. Construction in progress

Items	Closing balance	Opening balance
Construction in process	<u>5,320,745.67</u>	<u>1,678,500.00</u>
<b>Total</b>	<u>5,320,745.67</u>	<u>1,678,500.00</u>

#### (1) Construction in process

##### ① Details of construction in progress

Items	Closing balance			Opening balance		
	Book balance	Impairment allowance	Book value	Book balance	Impairment allowance	Book value
Devices to be installed	<u>5,320,745.67</u>	<u>-</u>	<u>5,320,745.67</u>	<u>1,678,500.00</u>	<u>-</u>	<u>1,678,500.00</u>

##### ② The Company has no significant construction in progress projects in the current period.

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 12. Intangible assets

(1) Intangible assets

Items	Land use right	Total
I. Original book value		
1. Opening balance	135,637,691.94	135,637,691.94
2. Increase in current period	–	–
(1) Purchases	–	–
3. Decrease in current period	–	–
(1) Disposals	–	–
4. Closing balance	135,637,691.94	135,637,691.94
II. Accumulated amortization		
1. Opening balance	34,348,439.10	34,348,439.10
2. Increase in current period	3,131,800.14	3,131,800.14
(1) Provision for current period	3,131,800.14	3,131,800.14
3. Decrease in current period	–	–
(1) Disposals	–	–
4. Closing balance	37,480,239.24	37,480,239.24
III. Impairment allowance		
1. Opening balance	–	–
2. Increase in current period	–	–
3. Decrease in current period	–	–
4. Closing balance	–	–
IV. Book value		
1. Closing carrying amount	98,157,452.70	98,157,452.70
2. Opening book value	<u>101,289,252.84</u>	<u>101,289,252.84</u>

(2) The Company has no land use right without a certificate of title.

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 13. Development expenditures

Items	Opening balance	Increase in current period		Decrease in current period		Closing balance
		Internal development expenditure	Other increase	Recognized as intangible assets	Record current profit and loss	
Development and application of key technologies for deep processing of representative fruits in North China	4,347,684.08	528,692.18	-	-	4,876,376.26	-
The 14th five-year national project of accurate storage, transportation, and processing after harvest	176,788.29	865,992.09	-	-	-	<b>1,042,780.38</b>
Rural revitalization – Integrated innovation and demonstration of key technologies for improving quality and efficiency of Yantai apples	-	686,372.30	-	-	-	<b>686,372.30</b>
<b>Total</b>	<u>4,524,472.37</u>	<u>2,081,056.57</u>	<u>-</u>	<u>-</u>	<u>4,876,376.26</u>	<u><b>1,729,152.68</b></u>

Note: Development expenditure refers to the fund expense for national-level projects. Government grants received for the project are accounted for in deferred income – grants related to income. After project acceptance, the development expenditure is offset against deferred income – grants related to income, and the difference is recognized in profit or loss.

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 14. Goodwill

(1) Original carrying amount of goodwill

The name of the investee or the event forming goodwill	Opening balance	Increase in current period Formation of business combination	Decrease in current period Disposals	Closing balance
Anyue Andre Lemon Industry Technology Co., Ltd.*	3,066,598.32	–	–	<b>3,066,598.32</b>
Yongji Andre Juice Co., Ltd.	4,566,292.71	–	–	<b>4,566,292.71</b>
Yantai Longkou Andre Juice Co., Ltd.	<u>1,020,683.72</u>	<u>–</u>	<u>–</u>	<b><u>1,020,683.72</u></b>
<b>Total</b>	<u>8,653,574.75</u>	<u>–</u>	<u>–</u>	<b><u>8,653,574.75</u></b>

Note: On 29 April 2014, the Company entered into an agreement with Yantai Anlin Fruit Industry Co., Ltd. and paid an acquisition cost of RMB52,120,000.00 to acquire the interest in Anyue Andre Lemon Industry Technology Co., Ltd.\* The excess of the acquisition cost over the proportionate share of the fair value of the identifiable assets and liabilities of Anyue Andre Lemon Industry Technology Co., Ltd.\* was recognized as goodwill relating to Anyue Andre Lemon Industry Technology Co., Ltd.\*

On 26 April 2011, the Company entered into an agreement with AGRANA Juice Holding GmbH of Austria and paid an acquisition cost of RMB56,201,585.00 to acquire the interest in Yongji Andre Juice Co., Ltd. The excess of the acquisition cost over the proportionate share of the fair value of the identifiable assets and liabilities of Yongji Andre Juice Co., Ltd. was recognized as goodwill relating to Yongji Andre Juice Co., Ltd.

On 13 September 2002, the Company entered into an agreement with Yantai Jiacheng Trading Co., Ltd. and paid an acquisition cost of RMB32,035,810.00 to acquire the interest in Yantai Longkou Andre Juice Co., Ltd. The excess of the acquisition cost over the proportionate share of the fair value of the identifiable assets and liabilities of Yantai Longkou Andre Juice Co., Ltd. was recognized as goodwill relating to Yantai Longkou Andre Juice Co., Ltd.

\* For identification purposes only

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 14. Goodwill (cont'd)

#### (2) Provision for impairment of goodwill

The name of the investee or the event forming goodwill	Opening balance	Increase in current period Provision	Decrease in current period Disposals	Closing balance
Anyue Andre Lemon Industry Technology Co., Ltd.*	3,066,598.32	—	—	<b>3,066,598.32</b>
<b>Total</b>	<u>3,066,598.32</u>	<u>—</u>	<u>—</u>	<u><b>3,066,598.32</b></u>

#### (3) Relevant information in respect of the cash-generating units or combinations of cash-generating units to which goodwill is allocated

The cash-generating units are consistent with those identified for goodwill impairment tests at the acquisition date and in prior years, with no changes having occurred.

#### (4) The specific method for determining the recoverable amount

The Company determines the recoverable amount of the cash-generating units (“CGUs”) to which goodwill is allocated as the higher of the fair value less costs of disposal of the assets and the present value of the estimated future cash flows of the assets. In estimating the fair value less costs of disposal of the relevant CGUs containing goodwill, the Company determines such amount by estimating the fair value of the assets under assessment and then deducting the costs of disposal. Based on the characteristics of the CGUs, the Company adopts the cost approach to estimate the fair value of the relevant CGUs containing goodwill. In estimating the present value of the estimated future cash flows of the relevant CGUs containing goodwill, the Company estimates cash flows for the next five years based on the financial budgets approved by the management. A cash flow growth rate of 0% is adopted for subsequent years, which will not exceed the long-term average growth rate of the business to which the CGUs relate. The aforesaid financial budgets are prepared by the Company’s management based on historical performance and its expectations of market development. The pre-tax discount rate used in calculating the present value of future cash flows refl.

\* For identification purposes only

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 15. Long-term deferred expenses

Items	Opening balance	Increase in current period	Decrease in current period		Closing balance
			Amortization for the current period	Other decreases	
Management fees of a partnership enterprise	–	3,000,000.00	600,000.00	–	<b>2,400,000.00</b>

### 16. Deferred income tax assets and deferred income tax liability

(1) Details of deductible temporary differences and deductible loss for unrecognized deferred income tax assets

Items	Closing balance	Opening balance
Deductible temporary differences	<b>26,269,754.29</b>	31,246,523.77
Deductible loss	<b>7,016,346.29</b>	7,134,626.15
<b>Total</b>	<b>33,286,100.58</b>	38,381,149.92

(2) Expiration of deductible tax losses for unrecognized deferred tax assets

Year	Closing balance	Opening balance
2025	–	–
2026	<b>1,803,830.81</b>	1,803,830.81
2027	<b>200,213.05</b>	200,213.05
2028	<b>3,467,235.54</b>	3,467,235.54
2029	<b>123,769.60</b>	1,663,346.75
2030	<b>1,421,297.29</b>	–
<b>Total</b>	<b>7,016,346.29</b>	7,134,626.15

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 17. Other non-current assets

Items	Closing balance			Opening balance		
	Book balance	Depreciation		Book balance	Depreciation	
		reserve	Book value		reserve	Book value
Advance payment for equipment and construction	-	-	-	10,827,674.40	-	10,827,674.40

### 18. Accounts payable

#### (1) Disclosure by nature of payable

Items	Closing balance	Opening balance
Payables for materials and others	<b>75,887,111.15</b>	82,169,590.02
Payables for construction and equipment	<b>35,063,606.03</b>	14,806,085.58
<b>Total</b>	<b>110,950,717.18</b>	96,975,675.60

#### (2) Disclosure by age

Items	Closing balance	Opening balance
Within 1 year	<b>97,655,400.93</b>	89,805,138.68
More than 1 years	<b>13,295,316.25</b>	7,170,536.92
<b>Total</b>	<b>110,950,717.18</b>	96,975,675.60

The Company has no material accounts payable with an aging period exceeding one year.

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 19. Contract liabilities

Items	<b>Closing balance</b>	Opening balance
Payments received in advance	<b><u>3,701,182.80</u></b>	<u>2,748,130.25</u>

The Company has no material contract liabilities with an aging period exceeding one year.

### 20. Employee benefits payable

Items	Opening balance	Increase in current period	Decrease in current period	<b>Closing balance</b>
Short-term employee benefits	18,924,296.22	87,227,510.53	87,325,499.33	<b>18,826,307.42</b>
Post-employment benefits – defined contribution plans	<u>–</u>	<u>7,288,737.70</u>	<u>7,288,737.70</u>	<u>–</u>
<b>Total</b>	<b><u>18,924,296.22</u></b>	<b><u>94,516,248.23</u></b>	<b><u>94,614,237.03</u></b>	<b><u>18,826,307.42</u></b>

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 20. Employee benefits payable (cont'd)

#### (1) Short-term employee benefits

Items	Opening balance	Increase in current period	Decrease in current period	Closing balance
Wages, bonuses, allowances and subsidies	11,159,372.50	80,420,879.97	80,085,451.22	<b>11,494,801.25</b>
Staff welfare	7,672,918.84	1,255,917.73	1,664,687.27	<b>7,264,149.30</b>
Social security contributions	–	3,959,558.63	3,959,558.63	–
Among them:				
1. Social Security Medical Insurance Contributions	–	3,359,892.82	3,359,892.82	–
2. Work Injury Compensation Insurance Contributions	–	441,608.17	441,608.17	–
3. Maternity Insurance Contributions	–	158,057.64	158,057.64	–
Housing fund	–	1,101,464.00	1,101,464.00	–
Labour union funds and staff education funds	92,004.88	489,690.20	514,338.21	<b>67,356.87</b>
<b>Total</b>	<u>18,924,296.22</u>	<u>87,227,510.53</u>	<u>87,325,499.33</u>	<u><b>18,826,307.42</b></u>

#### (2) Defined contribution plans

Items	Opening balance	Increase in current period	Decrease in current period	Closing balance
Post-employment benefits	–	7,288,737.70	7,288,737.70	–
Among them:				
1. Mandatory Pension Insurance Contributions	–	7,161,991.03	7,161,991.03	–
2. Unemployment Insurance Contributions	–	126,746.67	126,746.67	–
<b>Total</b>	<u>–</u>	<u>7,288,737.70</u>	<u>7,288,737.70</u>	<u>–</u>

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 20. Employee benefits payable (cont'd)

(3) Other description of Employee benefits payable

- ① As at 31 December 2025, there were no amounts in arrears in the remuneration payable by the Company to the employees.
- ② In accordance with the relevant PRC regulations, the Company participates in the employees' defined contribution retirement scheme arranged by the local government for its employees. The Company is required to make contributions to the retirement scheme at a specific percentage or at a specific amount of the employees' remuneration. The relevant local government authorities are responsible for all retirement liabilities of the retired employees. The Company is not subject to any other material obligation in respect of the payment of pension in respect of these plans other than the annual contributions mentioned above.
- ③ During the period (For 2025, 2024 and 2023), the Company had no forfeited contributions (by employers on behalf of employees who leave the defined contribution plans of the Company prior to vesting fully in such contributions) which may be used by the Company to reduce the existing level of contributions.

### 21. Taxes payable

Tax items	Closing balance	Opening balance
Value-added tax	<b>3,001,768.87</b>	5,146,549.04
Property tax	<b>680,728.27</b>	676,903.75
Land use tax	<b>729,750.22</b>	729,750.23
City Construction and Maintenance Tax, Education Fee Surcharge and Local Education Surcharge	<b>395,958.17</b>	591,597.03
Tariff	<b>8,196,633.50</b>	–
Others	<b>344,184.44</b>	568,130.73
<b>Total</b>	<b>13,349,023.47</b>	7,712,930.78

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 22. Other accounts payable

Items	Closing balance	Opening balance
Interest payable	-	-
Dividends payable	<b>2,545,355.00</b>	-
Other payable	<b>1,525,424.00</b>	1,543,670.21
<b>Total</b>	<b>4,070,779.00</b>	1,543,670.21

#### (1) Dividends payable

Items	Closing balance	Opening balance
Ordinary dividends	<b>2,545,355.00</b>	-

#### (2) Other payable (by nature of payables)

Items	Closing balance	Opening balance
Quality guarantee fund	-	2,550.00
Deposits and margin	<b>945,260.00</b>	916,925.09
Others	<b>580,164.00</b>	624,195.12
<b>Total</b>	<b>1,525,424.00</b>	1,543,670.21

The Company has no material other payables with an aging period exceeding one year.

### 23. Other current liabilities

Items	Closing balance	Opening balance
Output tax to be transferred	<b>258,939.35</b>	352,363.93

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 24. Long-term payables

Items	Closing balance	Opening balance
Long-term payables	<b>1,766,689.00</b>	1,729,656.00
Special payables	<u>—</u>	<u>—</u>
<b>Total</b>	<b><u>1,766,689.00</u></b>	<b><u>1,729,656.00</u></b>

#### (1) Long-term payables (by nature of payables)

Items	Closing balance	Opening balance
Payable for plant ownership and land use rights	<b>1,136,849.00</b>	1,099,816.00
Special funds for counterpart aid from Jiangsu and Shaanxi	<b>629,840.00</b>	629,840.00
Subtotal	<b>1,766,689.00</b>	1,729,656.00
Less: Long-term payables due within one year	<u>—</u>	<u>—</u>
<b>Total</b>	<b><u>1,766,689.00</u></b>	<b><u>1,729,656.00</u></b>

### 25. Deferred income

Items	Opening balance	Increase in current period	Decrease in current period	Closing balance	Cause of formation
government grants	<u>3,773,394.57</u>	<u>1,500,000.00</u>	<u>1,714,894.57</u>	<b><u>3,558,500.00</u></b>	

The government grants included in deferred earnings are detailed in Note VII. Government grants.

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 26. Share Capital (Unit: 10,000 shares)

Items	Opening balance	Current Period Change Increase (+) Decrease (-)				Subtotal	Closing balance
		Issue a new share	Give out shares	Conversion of provident fund into shares	Others		
Total number of shares	34,900.00	-	-	-	-1,481.20	-1,481.20	<b>33,418.80</b>

### 27. Treasury stock

Items	Opening balance	Increase in current period	Decrease in current period	Closing balance
Reduce the registered capital from repurchase	67,779,330.82	111,087,724.77	178,867,055.59	-

- (1) The Company held its 2024 Annual General Meeting on 16 May 2025, at which the resolution titled “Proposal to the Annual General Meeting for the Grant of a General Mandate to the Board of Directors to repurchase not more than 10% of the total issued H Shares of the Company” was duly considered and approved.
- (2) The Company conducted 14 repurchases of H Shares during the period from 6 June 2024 to 31 December 2024. A total of 7,800,000 H Shares were repurchased in aggregate, representing approximately 9.94% of the total issued H Shares and approximately 2.23% of the total issued share capital of the Company. The total amount paid was 74,004,842.14 (equivalent to RMB67,779,330.82) (including brokerage and other fees). The Company completed the deregistration procedures for the repurchased 7,800,000 H Shares on 13 February 2025.
- (3) The Company conducted 21 repurchases of H Shares during the period from 13 June 2025 to 18 September 2025. A total of 7,012,000 H Shares were repurchased in aggregate, representing approximately 9.92% of the total issued H Shares and approximately 2.06% of the total issued share capital of the Company. The total amount paid was 121,393,835.57 (equivalent to RMB111,087,724.77) (including brokerage and other fees). On 30 December 2025, the Company completed the deregistration procedures for the repurchased 7,012,000 H Shares.

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 28. Surplus reserve

Items	Opening balance	Increase in current period	Decrease in current period	Closing balance
Legal earned surplus reserve	<u>139,817,902.01</u>	<u>3,769,205.48</u>	<u>137,812,357.74</u>	<u>5,774,749.75</u>

The decrease in surplus reserve for the period was due to the repurchase and cancellation of shares.

### 29. Retained earnings

Items	Current amount incurred	Prior period occurrence	Withdrawal or distribution ratio
Undistributed profit at end of prior period before adjustment	<b>2,224,726,971.12</b>	2,070,671,322.38	-
Adjust the total undistributed profit at the beginning of the period (increase+, decrease-)	-	-	-
Adjusted opening undistributed profit	<b>2,224,726,971.12</b>	2,070,671,322.38	-
Plus: net profit attributable to owners of the parent in the current period	<b>330,345,077.62</b>	260,703,197.00	-
Less: draw down statutory surplus reserve	<b>3,769,205.48</b>	29,867,548.26	10%
common stock dividend payable	<b>85,300,000.00</b>	76,780,000.00	-
other less	<b>26,242,697.85</b>	-	-
Undistributed profit at end of period	<u><b>2,439,760,145.41</b></u>	<u>2,224,726,971.12</u>	<u>-</u>

The other decrease in retained profits for the period was due to the repurchase and cancellation of shares.

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 30. Operating income and operating costs

(1) Operating income and operating costs

Items	Current amount incurred		Prior period occurrence	
	Income	Cost	Income	Cost
Principal businesses	<b>1,671,976,699.73</b>	<b>1,268,195,020.25</b>	1,411,667,732.00	1,063,304,525.26
Other businesses	<b>5,186,845.71</b>	<b>2,157,258.14</b>	6,319,265.99	3,148,292.64
<b>Total</b>	<b>1,677,163,545.44</b>	<b>1,270,352,278.39</b>	1,417,986,997.99	1,066,452,817.90

(2) Operating income and operating costs analysed by industry (or product type)

Principal product types (or industries)	Current amount incurred		Prior period occurrence	
	Income	Cost	Income	Cost
Principal Business:				
Fruit juice and Essence	<b>1,629,428,643.71</b>	<b>1,251,029,135.97</b>	1,363,854,325.75	1,042,466,855.62
Fruit residue	<b>42,548,056.02</b>	<b>17,165,884.28</b>	47,813,406.25	20,837,669.64
Subtotal:	<b>1,671,976,699.73</b>	<b>1,268,195,020.25</b>	1,411,667,732.00	1,063,304,525.26
Other business:				
Leasing and related businesses	<b>2,380,151.06</b>	<b>494,343.36</b>	2,787,317.46	314,211.12
Others	<b>2,806,694.65</b>	<b>1,662,914.78</b>	3,531,948.53	2,834,081.52
Subtotal:	<b>5,186,845.71</b>	<b>2,157,258.14</b>	6,319,265.99	3,148,292.64
<b>Total</b>	<b>1,677,163,545.44</b>	<b>1,270,352,278.39</b>	1,417,986,997.99	1,066,452,817.90

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 30. Operating income and operating costs (cont'd)

(3) Operating income and operating costs analysed by region

Principal operating regions	Current amount incurred		Prior period occurrence	
	Income	Cost	Income	Cost
America	390,850,917.56		224,687,324.34	
Asia	925,959,021.45		718,866,603.51	
Africa	125,774,004.67		185,672,586.16	
Europe	106,263,791.64		196,755,925.89	
Oceania	128,315,810.12		92,004,558.09	
<b>Total</b>	<b>1,677,163,545.44</b>		<b>1,417,986,997.99</b>	

Note: The company conducts cost accounting according to product varieties and categories, and does not apportion or estimate costs by customer, sales model and operating region, so the data of operating costs by operating region is not listed.

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 30. Operating income and operating costs (cont'd)

(4) Operating income and operating costs analyzed by time of commodity transfer

Items	Fruit juice and Essence		Current amount incurred Fruit residue		Others	
	Income	Cost	Income	Cost	Income	Cost
Principal Business:						
Of which: Recognized at a point in time	1,629,428,643.71	1,251,029,135.97	42,548,056.02	17,165,884.28	-	-
Recognized over a period of time	-	-	-	-	-	-
Other business:						
Of which: Recognized at a point in time	-	-	-	-	2,806,694.65	1,662,914.78
Recognized over a period of time	-	-	-	-	-	-
Rental Lease income	-	-	-	-	2,380,151.06	494,343.36
<b>Total</b>	<u>1,629,428,643.71</u>	<u>1,251,029,135.97</u>	<u>42,548,056.02</u>	<u>17,165,884.28</u>	<u>5,186,845.71</u>	<u>2,157,258.14</u>

### 31. Taxes and surcharges

Items	Current amount incurred	Prior period occurrence
Urban maintenance and construction tax	<b>1,836,407.92</b>	1,816,111.00
Surcharge for Education	<b>1,754,400.45</b>	1,681,844.13
Property tax	<b>3,704,337.31</b>	3,614,904.52
Land use tax	<b>3,298,275.27</b>	3,217,211.21
Others	<b>1,026,819.23</b>	1,223,927.50
<b>Total</b>	<b><u>11,620,240.18</u></b>	<u>11,553,998.36</u>

The payment criteria of taxes and surcharges are detailed in Note IV. Taxes

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 32. Selling and distribution expenses

Items	Current amount incurred	Prior period occurrence
Payroll and welfare	<b>2,339,076.34</b>	2,375,540.75
Sales commission	<b>2,014,422.93</b>	2,542,238.72
Others	<b>1,293,319.02</b>	1,655,389.63
<b>Total</b>	<b>5,646,818.29</b>	6,573,169.10

### 33. General and administrative expenses

Items	Current amount incurred	Prior period occurrence
Payroll and welfare	<b>32,349,559.18</b>	26,530,002.65
Depreciation and amortization charges	<b>8,283,074.64</b>	6,893,991.84
Consulting and service fees	<b>3,670,799.16</b>	3,058,727.23
Audit fees	<b>1,084,905.66</b>	1,517,924.49
of which: Annual audit fees	<b>1,084,905.66</b>	1,009,433.93
Audit fees for private placement	–	508,490.56
Office and travel expenses	<b>3,183,363.53</b>	3,082,066.09
Others	<b>4,057,908.59</b>	5,167,698.88
<b>Total</b>	<b>52,629,610.76</b>	46,250,411.18

### 34. Research and development expenses

Items	Current amount incurred	Prior period occurrence
Employee compensation	<b>5,979,370.92</b>	4,565,583.64
Depreciation and amortization	<b>595,734.29</b>	571,108.78
Experimental materials and inspection fee	<b>15,857,004.01</b>	12,426,281.97
Others	<b>1,749,664.82</b>	1,109,247.19
<b>Total</b>	<b>24,181,774.04</b>	18,672,221.58

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 35. Financial expenses

Items	Current amount incurred	Prior period occurrence
Interest expense	37,033.00	37,033.00
Less: interest income	4,153,448.52	4,612,849.99
Exchange gain or loss	1,255,301.07	-10,064,450.22
Bank charges and others	<u>311,506.62</u>	<u>258,640.46</u>
<b>Total</b>	<b><u>-2,549,607.83</u></b>	<b><u>-14,381,626.75</u></b>

### 36. Other income

Items	Current amount incurred	Prior period occurrence
Foreign Trade and Economic Development Special Fund Subsidy	-	90,334.00
Technical renovation reward from the Bureau of Industry and Information Technology	1,962,900.00	451,000.00
Expand import and export of distinctive agricultural products	-	40,000.00
Incentives for Imported Scientific Research Supplies	-	7,275.00
Reward and subsidy of small and micro industrial enterprises upgraded to industrial enterprises above designated size	-	50,000.00
Agricultural Leading Enterprise Loan Interest Subsidy	797,000.00	-
Fuxian County Development and Reform Incentive Funds	120,000.00	-
Provincial Major Program – Development and application of key technologies for deep processing of representative fruits	183,031.11	-
Refund of personal income tax handling fee	111,518.65	10,250.40
Others	<u>4,650.00</u>	<u>3,000.00</u>
<b>Total</b>	<b><u>3,179,099.76</u></b>	<b><u>651,859.40</u></b>

Specific information on government subsidy are detailed in Note VII. Government Subsidies.

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 37. Investment income

Items	Current amount incurred	Prior period occurrence
Investment income in the period in which financial asset hold for trading are held	–	300,000.00
Investment gain from disposal of financial asset hold for trading (Note1)	<u>7,878,555.14</u>	<u>9,196,065.65</u>
<b>Total</b>	<b><u>7,878,555.14</u></b>	<b><u>9,496,065.65</u></b>

Note 1: Details of Investment gain from disposal of financial asset hold for trading are as follows:

Items	Current amount incurred	Prior period occurrence
Trading equity instrument investment – equity investment	–	-157,911.88
Others	<u>7,878,555.14</u>	<u>9,353,977.53</u>
<b>Total</b>	<b><u>7,878,555.14</u></b>	<b><u>9,196,065.65</u></b>

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 38. The change of income fair value

	<b>Current amount incurred</b>	Prior period occurrence
Source of gains arising from changes in fair value		
financial asset hold for trading (Note1)	<b>781,269.04</b>	-9,951,131.42
Other non-current financial assets	<b>-2,639.84</b>	-104,718.31
<b>Total</b>	<b><u>778,629.20</u></b>	<b><u>-10,055,849.73</u></b>

Note 1: Details of the change of income fair value of financial asset hold for trading are as follows:

	<b>Current amount incurred</b>	Prior period occurrence
Items		
Trading equity instrument investment – equity investment	–	-4,471,789.20
Others	<b>781,269.04</b>	-5,479,342.22
<b>Total</b>	<b><u>781,269.04</u></b>	<b><u>-9,951,131.42</u></b>

### 39. Credit impairment loss

	<b>Current amount incurred</b>	Prior period occurrence
Items		
Bad debt losses of account receivable	<b>3,661,144.16</b>	-19,909,016.53
Bad debt losses of other receivables	<b>-31,110.40</b>	80,243.38
<b>Total</b>	<b><u>3,630,033.76</u></b>	<b><u>-19,828,773.15</u></b>

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 40. Asset impairment loss

Items	Current amount incurred	Prior period occurrence
Loss on depreciation of inventories	<u>-266,978.17</u>	<u>-1,637,873.59</u>

### 41. Proceeds from disposal of assets

Items	Current amount incurred	Prior period occurrence
Gains or losses on disposal of fixed assets (Losses are filled in with "-")	<b>-16,818.63</b>	476,917.31
Gains or losses on disposal of intangible assets (Losses are filled in with "-")	<u>-</u>	<u>-648,998.07</u>
<b>Total</b>	<b><u>-16,818.63</u></b>	<b><u>-172,080.76</u></b>

### 42. Non-operating income

Items	Current amount incurred	Prior period occurrence	Amount recognized in non-recurring profit or loss for the period
Others	<u>1,931.38</u>	<u>3,289.61</u>	<u>1,931.38</u>

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 43. Non-operating expenses

Items	Current amount incurred	Prior period occurrence	Amount recognized in non-recurring profit or loss for the period
Charitable donation	15,000.00	5,000.00	15,000.00
Loss on damage and write-off of non-current assets	17,913.08	121,005.96	17,913.08
Others	4.53	3,670.51	4.53
<b>Total</b>	<b>32,917.61</b>	129,676.47	32,917.61

### 44. Income tax expense

(1) Income tax expense statement

Items	Current amount incurred	Prior period occurrence
Current income tax calculated in accordance with tax laws and relevant regulations	88,888.82	489,770.58
Deferred income tax expense	-	-
<b>Total</b>	<b>88,888.82</b>	489,770.58

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 44. Income tax expense (cont'd)

(2) The relationship between income tax expense and profit before tax is presented below

Items	Current amount incurred	Prior period occurrence
Total profit	<b>330,433,966.44</b>	261,192,967.58
Income tax expense calculated at the statutory (or applicable) tax rate (profit before tax * 25%)	<b>82,608,491.61</b>	65,298,241.90
The effect of applying different tax rates to subsidiaries	<b>-6,975,654.87</b>	-7,335,800.97
Effect of adjustments to prior period income taxes	-	489,770.58
Share of result of joint ventures and associates accounted for using the equity method	-	-
Impact of non-taxable income (to be completed with "-")	<b>-70,392,548.98</b>	-60,571,054.79
Non-deductible costs, expenses and losses	<b>542,407.71</b>	675,752.27
Effect of changes in tax rates on the opening balance of deferred income tax	-	-
Impact of the use of deductible losses and deductible temporary differences from deferred income tax assets not recognized in prior periods (Indicated with "-")	-	-
Tax effects of unrecognized deductible temporary differences and unused tax losses	-	6,045,620.96
Extra deductions for R&D expenses (Indicated with "-")	<b>-5,693,806.65</b>	-4,112,759.37
Others	-	-
Income tax expense	<b>88,888.82</b>	489,770.58

### 45. Notes to the statement of cash flows

(1) Cash received relating to other operating activities

Items	Current amount incurred	Prior period occurrence
Other operating income	<b>5,186,845.71</b>	6,319,265.99
Government subsidy	<b>4,384,550.00</b>	2,387,359.40
Current accounts and others	<b>4,398,317.40</b>	4,616,139.60
<b>Total</b>	<b>13,969,713.11</b>	13,322,764.99

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 45. Notes to the statement of cash flows (cont'd)

#### (2) Cash paid relating to other operating activities

Items	<b>Current amount incurred</b>	Prior period occurrence
General and administrative expenses	<b>11,996,976.94</b>	12,684,907.26
Selling and distribution expenses	<b>3,307,741.95</b>	4,197,628.35
Research and development expenses	<b>14,445,187.04</b>	13,535,529.16
Development expenses	<b>2,081,056.67</b>	4,091,622.48
Other business costs	<b>1,752,900.98</b>	2,616,816.96
Current accounts and others	<b>161,726.25</b>	1,243,217.06
<b>Total</b>	<b><u>33,745,589.83</u></b>	<u>38,369,721.27</u>

#### (3) Cash paid relating to other investing activities

Items	<b>Current amount incurred</b>	Prior period amount
Share repurchase	<b><u>111,087,724.77</u></b>	<u>67,779,330.82</u>

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 46. Supplementary information to the statement of cash flows

(1) Supplementary information to the statement of cash flows

Supplementary information	Current amount incurred	Prior period occurrence
<b>1. Reconciliation of net profit to cash flows from operating activities:</b>		
Net profits	<b>330,345,077.62</b>	260,703,197.00
Plus: provision for impairment of assets	<b>266,978.17</b>	1,637,873.59
credit impairment loss	<b>-3,630,033.76</b>	19,828,773.15
depreciation of fixed assets	<b>39,411,646.16</b>	35,533,362.61
depreciation of right of use assets	-	-
amortization of intangible assets	<b>3,131,800.14</b>	2,823,534.67
amortization of long-term prepaid expenses	<b>600,000.00</b>	-
loss on disposal of fixed assets, intangible assets and other long-term assets (Revenue is filled with "-")	<b>16,818.63</b>	172,080.76
loss from retirement of fixed assets (gains are filled with "-")	<b>17,913.08</b>	121,005.96
loss on changes in fair value (gains are filled with "-")	<b>-778,629.20</b>	10,055,849.73
finance expenses (revenue is filled with "-")	<b>-2,793,482.97</b>	-1,279,218.55
investment losses (gains are filled with "-")	<b>-7,878,555.14</b>	-9,496,065.65
decrease in deferred income tax assets (increase is indicated by "-")	-	-
increase in deferred income tax liabilities (decrease is indicated by "-")	-	-
decrease in inventories (increase is indicated by "-")	<b>71,781,113.23</b>	-259,430,818.71
decrease in operating receivables (increase is indicated by "-")	<b>60,324,819.06</b>	-236,787,755.88
increase in operating payables (decrease is indicated by "-")	<b>967,673.18</b>	66,913,906.06
others	-	-
Net cash flows from operating activities	<b>491,783,138.20</b>	-109,204,275.26
<b>2. Significant non-cash investing and financing activities</b>		
Conversion of debt into capital	-	-
Convertible corporate bonds due within one year	-	-
Right-of-use asset increased in current period	-	-
<b>3. Net changes in cash and cash equivalents</b>		
Closing balance of cash	<b>409,073,825.25</b>	236,454,035.09
Less: opening balance of cash	<b>236,454,035.09</b>	544,174,213.28
Plus: ending balance of cash equivalents	-	-
Less: opening balance of cash equivalents	-	-
Net increase in cash and cash equivalents	<b>172,619,790.16</b>	-307,720,178.19

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 46. Supplementary information to the statement of cash flows (cont'd)

#### (2) Composition of cash and cash equivalents

Items	Closing balance	Opening balance
I. Cash	<b>409,073,825.25</b>	236,454,035.09
Of which: cash on hand	<b>96.64</b>	93.92
bank deposits available for payment at any time	<b>409,073,728.61</b>	236,453,941.17
Other monetary funds available for payment at any time	-	-
II. Cash equivalents	-	-
Of which: Bond investments maturing within three months	-	-
III. Balance of cash and cash equivalents at the end of the period	<b>409,073,825.25</b>	236,454,035.09
Of which: Restricted cash and cash equivalents held by the parent company or subsidiaries within the group	-	-

### 47. Monetary items in foreign currencies

#### (1) Monetary items in foreign currencies

Items	Closing foreign currency balance	Translation rate	Closing translation of RMB balance
Cash at bank and on hand			
Of which: USD	16,735,930.12	7.0288	117,633,505.63
Euro	0.04	8.2355	0.33
Hong Kong dollar	4,485,762.99	0.9032	4,051,541.13
Accounts receivable			
Of which: USD	34,061,519.99	7.0288	239,411,611.69
Other receivables			
Of which: USD	14,710.70	7.0288	103,398.57
Accounts payable			
Of which: USD	988,160.25	7.0288	6,945,580.77

# Notes to the Financial Statements

## V Notes to key items in the consolidated financial statements (cont'd)

### 48. Lease

#### Operating lease

Items	Current amount incurred
Lease income	1,495,731.82
Among them: income related to variable lease payments not included in lease payments	-

## VI Interests in other entities

### 1. Equity in subsidiaries

#### (1) Composition of enterprise groups

Name of subsidiary	Registered capital	Principal business place	Place of registration	Business nature	Shareholding (%)		Method of obtaining
					Direct	Indirect	
Baishui Andre Juice Co., Ltd.	USD17,125,000	Shanxi province, China	Shanxi province, China	Production and sale of concentrated fruit juice	74.44	25.56	Acquisition of establishment
Yantai Longkou Andre Juice Co., Ltd.	USD22,860,000	Shandong province, China	Shandong province, China	Production and sale of concentrated fruit juice	39.66	60.34	Acquisition of establishment
Xuzhou Andre Juice Co., Ltd.	USD11,600,000	Jiangsu province, China	Jiangsu province, China	Production and sale of concentrated fruit juice	64.66	35.34	Acquisition of establishment
Andre Juice Co.,Ltd.	USD50,000	British Virgin Islands	British Virgin Islands	Investment holding	100.00	-	Acquisition of establishment
North Andre Juice(USA),Inc.	USD1,900,000	United States of America	United States of America	Concentrated fruit juice sales	-	100.00	Acquisition of establishment
Dalian Andre Juice Co., Ltd.*	RMB143,000,000	Liaoning province, China	Liaoning province, China	Production and sale of concentrated fruit juice	83.22	16.78	Acquisition of establishment
Yongji Andre Juice Co., Ltd.	USD24,750,000	Shanxi province, China	Shanxi province, China	Production and sale of concentrated fruit juice	74.99	25.01	Acquisition by consolidation under non-uniform control

\* For identification purposes only

# Notes to the Financial Statements

## VI Interests in other entities (cont'd)

### 1. Equity in subsidiaries (cont'd)

(1) Composition of enterprise groups (cont'd)

Name of subsidiary	Registered capital	Principal business place	Place of registration	Business nature	Shareholding (%)		Method of obtaining
					Direct	Indirect	
Anyue Andre Lemon Industry Technology Co., Ltd.*	RMB50,000,000	Sichuan province, China	Sichuan province, China	Production and sale of concentrated fruit juice	-	100.00	Acquisition by consolidation under non-uniform control
Liquan Andre Juice Co.,Ltd.*	RMB100,000,000	Shanxi Province, China	Shanxi Province, China	Production and sale of concentrated fruit juice	-	100.00	Acquisition by consolidation under non-uniform control
Yantai Andre Drinking Water Co., Ltd.	USD5,000,000	Shandong province, China	Shandong province, China	Beverage production and sales	65.00	35.00	Acquisition of establishment
Aksu Andre Fruit Juice ruit Juice Co., Ltd.*	RMB80,000,000	Xinjiang Uygur Autonomous Region, China	Xinjiang Uygur Autonomous Region, China	Production and sale of concentrated fruit juice	87.50	12.50	Acquisition of establishment
Yan'an Andre Juice Co.,Ltd.*	RMB60,000,000	Shanxi province, China	Shanxi province, China	Production and sale of concentrated fruit juice	83.30	16.70	Acquisition of establishment
Jingning Andre Juice Co., Ltd.*	RMB10,000,000	Gansu province, China	Gansu province, China	Production and sale of concentrated fruit juice	-	100.00	Acquisition of establishment

Note: Jingning Andre Juice Co., Ltd.\* was deregistered on 24 March 2025, and no business transactions occurred during its existence.

## VII Government subsidy

### 1. Government subsidies recognized by other receivables

As at 31 December 2025, the Company has no outstanding government subsidy payments.

\* For identification purposes only

# Notes to the Financial Statements

## VII Government subsidy (cont'd)

### 2. Government subsidies included in deferred income

Classification	Opening balance	Increase in current period	Decrease in current period	Closing balance
Government subsidies related to assets	1,100,000.00	1,500,000.00	–	<b>2,600,000.00</b>
Government subsidies related to earnings	<u>2,673,394.57</u>	<u>–</u>	<u>1,714,894.57</u>	<u><b>958,500.00</b></u>
<b>Total</b>	<u><u>3,773,394.57</u></u>	<u><u>1,500,000.00</u></u>	<u><u>1,714,894.57</u></u>	<u><u><b>3,558,500.00</b></u></u>

(1) Government subsidies recognized as deferred income are subsequently measured using the net method.

Categories	Opening balance	Additional Subsidy amount for the current period	Amount transferred to reverse related costs in the current period	Other changes	Closing balance	Items for amount transferred to offset relevant cost and expense in current period
Government subsidies related to assets:						
Provincial modern agriculture Industrial park						
– Apple deep processing industrial park	1,100,000.00	–	–	–	<b>1,100,000.00</b>	
Project for the Cultivation of a 100-Billion-Yield Advantageous and Characteristic Lemon Industry Linked to Rural Revitalisation Funding	–	1,500,000.00	–	–	<b>1,500,000.00</b>	
Subtotal	1,100,000.00	1,500,000.00	–	–	<b>2,600,000.00</b>	
Government subsidies related to earnings:						
Development and application of key technologies for deep processing of representative fruits in North China	1,714,894.57	–	1,714,894.57	–	<b>–</b>	Research and development expenses and Other income
Rural Revitalization Technological Innovation Boost Action	490,500.00	–	–	–	<b>490,500.00</b>	
Subsidy for the 2023 National Key Research and Development Program	468,000.00	–	–	–	<b>468,000.00</b>	
Subtotal	<u>2,673,394.57</u>	<u>–</u>	<u>1,714,894.57</u>	<u>–</u>	<u><b>958,500.00</b></u>	
<b>Total</b>	<u><u>3,773,394.57</u></u>	<u><u>1,500,000.00</u></u>	<u><u>1,714,894.57</u></u>	<u><u>–</u></u>	<u><u><b>3,558,500.00</b></u></u>	

# Notes to the Financial Statements

## VII Government subsidy (cont'd)

### 3. Government subsidies included in current profit and loss by the total amount method

Categories	Current amount incurred	Prior period occurrence	Accounting subjects
Government subsidies related to earnings:			
Foreign Trade and Economic Development Special Fund Subsidy	–	90,334.00	Other income
Technical renovation reward from the Bureau of Industry and Information Technology	<b>1,962,900.00</b>	451,000.00	Other income
Expand import and export of distinctive agricultural products	–	40,000.00	Other income
Incentives for Imported Scientific Research Supplies	–	7,275.00	Other income
Reward and subsidy of small and micro industrial enterprises upgraded to industrial enterprises above designated size	–	50,000.00	Other income
Agricultural Leading Enterprise Loan Interest Subsidy	<b>797,000.00</b>	–	Other income
Fuxian County Development and Reform Incentive Funds	<b>120,000.00</b>	–	Other income
Provincial Major Program – Development and application of key technologies for deep processing of representative fruits	<b>183,031.11</b>	–	Other income
Others	<b>4,650.00</b>	3,000.00	Other income
<b>Total</b>	<b>3,067,581.11</b>	641,609.00	

# Notes to the Financial Statements

## VIII Disclosure of risks associated with financial instruments

The Company's major financial instruments include cash and cash equivalents, notes receivable, accounts receivable, other receivables, other current assets, financial assets held for trading, other non-current financial assets, accounts payable, other payable and long-term payable. Details of each financial instrument have been disclosed in the relevant notes. The risks associated with these financial instruments and the Company's risk management policies to mitigate these risks are described below, the management of the Company manages and monitors these exposures to ensure that the above risks are controlled within the limits.

### 1. Risk management objectives and policies

Major risks arising from the Company's financial instruments mainly including credit risk, liquidity risk and market risk. (Including foreign-exchange risk, interest-rate risk and commodity-price risk)

The Company's risk management objective is to achieve an appropriate balance between risk and return, minimize the adverse impact of risks on the Company's operating results and maximize the interests of shareholders and other equity investors. Based on this risk management objective, the Company's fundamental risk management strategy is to identify and analyse various risks faced by the Company, set appropriate risk tolerance levels and implement risk management, as well as monitor all risks in a timely and reliable manner to contain risks within the specified limits.

The Board is responsible for planning and establishing the Company's risk management structure, formulating the Company's risk management policies and relevant guidelines and overseeing the implementation of risk management measures. The Company has formulated risk management policies to identify and analyze the risks faced by the Company. These risk management policies specify specific risks and cover various aspects such as market risk, credit risk and liquidity risk management. The Company regularly assesses changes in the market environment and the Company's operating activities to determine whether to update its risk management policies and systems. The Company's risk management is carried out by the Risk Management Committee in accordance with policies approved by the Board of Directors. The Risk Management Committee identifies, evaluates and mitigates related risks through close cooperation with other business units of the Company. The Company's internal audit department conducts regular audit on the risk management control and procedures and reports the audit results to the Company's audit Committee.

The Company diversified its exposure to financial instruments through an appropriate mix of diversified investments and businesses and reduced its exposure to a single industry, specific region or specific counter-party by developing appropriate risk management policies.

# Notes to the Financial Statements

## VIII Disclosure of risks associated with financial instruments (cont'd)

### 1. Risk management objectives and policies (cont'd)

#### (1) Credit risk

Credit risk is the risk that the Company will incur financial losses as a result of a counter party's failure to meet its contractual obligations.

The Company manages credit risk on a portfolio category basis. Credit risk primarily arises from bank deposits, notes receivable, accounts receivable, other receivables, long-term receivables, and debt investments.

The monetary funds held by the Company are mainly deposited in financial institutions such as state owned holding banks and other large and medium-sized commercial banks. The management believes that these commercial banks have high reputation and asset status, do not have significant credit risk.

For notes receivable, accounts receivable, other receivables, and long-term receivables, the Company has established relevant policies to control credit risk exposure. The Company assesses the customer's credit worthiness and sets a corresponding credit period based on the customer's financial position, credit history and other factors such as current market conditions. The Company regularly reviews customer credit history as part of its credit risk management procedures, for customers with poor credit records, the Company applies written reminders, shortens the credit period or cancels the credit period to ensure that the Company's overall credit risk remains within manageable parameters.

The Company's accounts receivable counter-parties span multiple industries and regions. The Company conducts ongoing credit assessments of their financial standing and purchases credit guarantee insurance where appropriate.

The Company's maximum credit risk exposure is represented by the carrying amount of each financial asset recognized in the balance sheet. The Company has not provided any additional guarantees that would result in credit risk exposure beyond these amounts.

The top five customers in the Company's accounts receivable accounted for 64.47% of the total accounts receivable (2024: 52.68%); The top five companies in the Company's other receivables accounted for 34.62% of the total other receivables (2024: 49.33%).

# Notes to the Financial Statements

## VIII Disclosure of risks associated with financial instruments (cont'd)

### 1. Risk management objectives and policies (cont'd)

#### (2) Liquidity risk

Liquidity risk is the risk that an enterprise will experience a shortage of funds when it meets its obligation to settle by delivering cash or other financial assets.

When managing liquidity risk, the Company's subsidiary entities are responsible for their own cash management activities, including short-term investments of cash surpluses and arranging loans to meet anticipated cash requirements (subject to approval from the Company's Board of Directors if borrowing amounts exceed certain pre-set authorization thresholds). In addition, the Company may also negotiate with suppliers for a reduction of certain debt amounts, or dispose of long-overdue accounts receivable to obtain funds in advance so as to ease the cash flow pressure of the Company. The Company's policy is to regularly monitor the short-term and long-term liquidity requirements and compliance with borrowing agreements to ensure that adequate cash reserves and marketable securities are maintained and sufficient reserves are pledged by major financial institutions to meet the short-term and longer-term liquidity requirements.

As at 31 December 2025, the Company's financial liabilities and off-balance-sheet guarantee items are presented as follows based on the remaining contractual terms using undiscounted contractual cash flows:

items	Closing balance						total
	Immediate repayment	Within 1 month	1-3 months	3 months-1year	1-5 years	More than 5 years	
Non-derivative financial liabilities:							
Accounts payable	110,950,717.18	-	-	-	-	-	110,950,717.18
Other payable	1,525,424.00	-	-	-	-	-	1,525,424.00
Long-term payable	629,840.00	-	-	-	-	1,136,849.00	1,766,689.00
<b>Subtotal, non-derivative financial liabilities</b>	<b>113,105,981.18</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,136,849.00</b>	<b>114,242,830.18</b>

# Notes to the Financial Statements

## VIII Disclosure of risks associated with financial instruments (cont'd)

### 1. Risk management objectives and policies (cont'd)

#### (2) Liquidity risk (cont'd)

As at 31 December 2024, the Company's financial liabilities and off-balance-sheet guarantee items are presented as follows based on the remaining contractual terms using undiscounted contractual cash flows:

items	Opening balance						total
	Immediate repayment	Within 1 month	1-3 months	3 months-1year	1-5 years	More than 5 years	
Non-derivative financial liabilities:							
Accounts payable	96,975,675.60	-	-	-	-	-	96,975,675.60
Other payable	1,543,670.21	-	-	-	-	-	1,543,670.21
Long-term payable	629,840.00	-	-	-	-	1,099,816.00	1,729,656.00
<b>Subtotal, non-derivative financial liabilities</b>	<b>99,149,185.81</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,099,816.00</b>	<b>100,249,001.81</b>

The amounts of financial liabilities disclosed in the above table are undiscounted contractual cash flows and may differ from the carrying amounts in the balance sheet.

#### (3) Market risk

Market risk of financial instruments refers to the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market prices, including interest rate risk, exchange rate risk and other price risks.

##### Exchange rate risk

Exchange rate risk refers to the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in foreign exchange rates. This risk may arise from financial instruments denominated in a foreign currency other than the functional currency.

The principal operations of the Company are located in the PRC and the principal operations are settled in RMB. However, foreign currency assets and liabilities recognized by the Company and future foreign currency transactions in which the currencies of valuation of foreign currency assets and liabilities and foreign currency transactions are mainly USD and HKD remain subject to exchange rate risk.

# Notes to the Financial Statements

## VIII Disclosure of risks associated with financial instruments (cont'd)

### 1. Risk management objectives and policies (cont'd)

#### (3) Market risk (cont'd)

##### Exchange rate risk (cont'd)

As at 31 December 2025, the amounts of foreign currency financial assets and foreign currency financial liabilities held by the Company translated into RMB are as follows:

Items	Foreign currency financial liabilities		Foreign currency financial assets	
	Closing balance	Opening balance	Closing balance	Opening balance
USD	<b>6,945,580.77</b>	24,056,204.30	<b>357,148,515.89</b>	349,851,665.05
Euro	-	150,514.00	<b>0.33</b>	0.38
Hong Kong dollar	-	-	<b>4,051,541.13</b>	2,625,416.70
<b>Total</b>	<b>6,945,580.77</b>	24,206,718.30	<b>361,200,057.35</b>	352,477,082.13

The Company closely monitors the impact of exchange rate fluctuations on the Company's exchange rate risk. The Company continuously monitors the scale of the Company's foreign currency transactions and foreign currency assets and liabilities to minimize the exposure to foreign exchange risk; To this end, the Company will sign forward settlement and sale contracts to avoid exchange rate risk.

As at the end of the reporting period, in respect of the Company's foreign currency-denominated cash and cash equivalents, assuming a 5% appreciation or depreciation of RMB against foreign currencies (primarily US dollars, Hong Kong dollars and Euros) while all other factors remain constant, the shareholders' equity and net profit of the Company would increase or decrease by approximately RMB17,702,388.48 (as at the end of the previous year: approximately RMB16,413,518.19).

### 2. Capital management

The Company's capital management policy aims to ensure its ability to continue operating, thereby providing returns to shareholders and benefits to other stakeholders, while maintaining an optimal capital structure to minimize capital costs.

To maintain or adjust its capital structure, the Company may adjust its financing methods, adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares and other equity instruments, or dispose of assets to reduce debt.

The Company monitors its capital structure based on the debt-to-asset ratio (total liabilities divided by total assets). As of the end of the reporting period, the Company's debt-to-asset ratio was 5.33% (4.81% at the end of the prior year).

# Notes to the Financial Statements

## IX Fair value

Based on the lowest of the three levels for each significant input used in the fair value measurement, fair value is classified into three levels:

Level 1: unadjusted quoted prices in active markets for identical assets or liabilities that are available at the measurement date (Unadjusted).

Level 2: Directly (i.e., price) or indirectly (i.e., derived from price) using observable input values other than market quotations for assets or liabilities in level 1.

Level 3: Assets or liabilities use any input values that are not based on observable market data (unobservable input).

### (1) Items and amounts measured at fair value

Assets and liabilities measured at fair value at the end of the period are listed as follows according to the above three levels:

Items	Final fair value			Total
	Level 1	Level 2	Level 3	
Ongoing fair value measurement				
Financial assets held for trading	-	-	-	-
1. Investment in debt instruments	-	-	86,881,269.04	86,881,269.04
2. Investment in equity instruments	-	-	-	-
3. Subtotal of financial assets designated at fair value through profit or loss	-	-	30,458,641.85	30,458,641.85
4. Others	-	-	-	-
<b>Total assets of ongoing fair value measurement</b>	<u>-</u>	<u>-</u>	<u>117,339,910.89</u>	<u>117,339,910.89</u>

During the year, there were no transfers between Level 1 and Level 2, or into or out of Level 3, in the fair value measurement of the Company's financial assets and liabilities.

# Notes to the Financial Statements

## IX Fair value (cont'd)

### (1) Items and amounts measured at fair value (cont'd)

For financial instruments traded in active markets, the Company determines their fair value based on the quoted prices in their active markets. For financial instruments not traded in active markets, the Company employs valuation techniques to determine their fair value. The valuation models used primarily include discounted cash flow models and market comparable company models. Key inputs to the valuation techniques mainly consist of risk-free interest rates, benchmark interest rates, exchange rates, credit spreads, liquidity premiums, and discounts for lack of liquidity.

### (2) Items and amounts whose fair value is disclosed but not measured at fair value

The Company's financial assets and financial liabilities measured at amortized cost mainly include: cash and cash equivalents, notes receivable, accounts receivable, other receivables, accounts payable, other payable, long-term payable, etc.

## X Related parties and related party transactions

### 1. The parent company of the Company

Name of the parent company	Place of registration	Business nature	Registered capital (ten thousand yuan)	Shareholding percentage of the Parent Company(%)	Voting rights percentage held by the Parent Company(%)
Shandong Andre Group Co., Ltd.	Yantai City, Shandong Province	Investment and Assets Management	RMB400 million	14.55	14.55

The ultimate controlling parties of the Company are: Wang An and Wang Meng, father and daughter.

### 2. The Company's subsidiaries

Details of subsidiaries are provided in Note VI-1.

# Notes to the Financial Statements

## X Related parties and related party transactions (cont'd)

### 3. Other related party information of the Company

Other related party names	Relationship between other related parties and the Company
President Enterprises (China) Investment Co., Ltd. and its subsidiaries	Enterprises that have a significant impact on the Company (i)
Guangzhou President Enterprises Co., Ltd.	Enterprises holding more than 5% of the Company's shares. Subsidiaries of President Enterprise Co., Ltd. (i)
Chengdu President Enterprise Food Co., Ltd.	Enterprises holding more than 5% of the Company's shares. Subsidiaries of President Enterprise Co., Ltd. (i)
Yantai Andre Yangma Island Andre Holiday Co., Ltd.	Enterprises under the same ultimate control
Yantai Andre Real Estate Development Co., Ltd.	Enterprises under the same ultimate control
DSM Firmenich Pectin (Yantai) Co., LTD.	Entities that had a related party relationship during the past 12 months (ii)
Yantai Yitong Biological Energy Co., Ltd. and its subsidiaries	Enterprises under the same ultimate control
Yantai Xing'an Investment Centre (Limited Partnership)	The director of the Company services as the executive of the Company (iii)
Donghua Fruit Industry Co., Ltd.	Controlling shareholder. Enterprises under the same ultimate control
China Pingan Investment Holdings Limited	Controlling shareholder. Enterprises under the same ultimate control
Yantai Andre Holiday Hotel Plaza Limited	Enterprises under the same ultimate control
Yantai Andre Construction and Installation Engineering Co., Ltd.	Enterprises under the same ultimate control
Yantai Kunlong Spring Resort Ltd.	Enterprises under the same ultimate control
Directors, managers, chief financial officer and company secretary	Key management personnel

(i) President Enterprises (China) Investment Co., Ltd. exerts effective voting rights through its subsidiaries Chengdu President Enterprise Food Co., Ltd. and Guangzhou President Enterprises Co., Ltd. at the general meeting of shareholders of the Company and its representatives on the board of directors of the Company, which has a significant impact on the Company.

# Notes to the Financial Statements

## X Related parties and related party transactions (cont'd)

(ii) Mr. Wang An and Mr. Zhang Hui ceased to be directors of DSM Firmenich Pectin (Yantai) Co., Ltd., with effect from 26 March 2025. According to the “Stock Listing Rules of the Shanghai Stock Exchange”, they will still be recognized as related parties within 12 months after the occurrence of the aforementioned event.

In addition, Yantai DSM Andre Pectin Co., Ltd., was renamed “DSM Firmenich Pectin (Yantai) Co., Ltd.” in March 2025.

(iii) Following multiple round of share disposals during the financial year 2025, as at 31 December 2025, Yantai Xing’an Investment centre (Limited partnership) held 3.43% of the issued share capital.

### 4. Related party transaction

#### (1) Related purchases and sales

##### ① Related party transactions of purchasing goods and receiving services

Related party	Related party transactions	Current amount incurred	Prior period occurrence
Yantai Yitong Biology Heat Co., Ltd. and its subsidiaries	Purchases of energy	<b>20,520,532.02</b>	31,676,273.65
Yantai Yitong Biology Heat Co., Ltd. and its subsidiaries	Receipt of services	<b>292,616.41</b>	–
Yantai Andre Construction and Installation Engineering Co., Ltd.	Receipt of services	<b>712,926.87</b>	15,192.66
DSM Firmenich Pectin (Yantai) Co., Ltd.	Purchase of products	–	195,692.00
Yantai Andre Holiday Hotel Plaza Limited	Receipt of services	<b>222,531.81</b>	411,727.22
Yantai Kunlong Spring Resort Ltd.	Receipt of services	<b>660,118.31</b>	568,326.80
Yantai Andre Yangma Island Andre Holiday Co., Ltd.	Receipt of services	–	792.45
		<b>222,531.81</b>	<b>411,727.22</b>

Note: 1. The prices for the Company’s related party transactions involving purchases of goods and receipt of services are determined based on market prices.

# Notes to the Financial Statements

## X Related parties and related party transactions (cont'd)

### 4. Related party transaction (cont'd)

#### (1) Related purchases and sales (cont'd)

#### ② Related party transactions of selling goods and providing services

Related party	Related party transactions	Current amount incurred	Prior period occurrence
Uni-President China Holdings Ltd. and its subsidiaries	Sales of goods	<b>26,778,603.66</b>	26,198,713.55
Ton Yi (China) Investment Co.,Ltd. and its subsidiaries	Sales of goods	<b>11,945,864.38</b>	5,321,074.93
DSM Firmenich Pectin (Yantai)Co., Ltd.	Sales of goods	<b>39,108,418.51</b>	47,595,456.91
DSM Firmenich Pectin (Yantai)Co., Ltd.	Provision of services	<b>492,024.00</b>	895,944.00
Yantai Yitong Biological Energy Co., Ltd. and its subsidiaries	Sales of materials	-	3,462.05
Yantai Xing'an Investment Centre (Limited Partnership)	Disposal of assets	-	619,469.03
Yantai Xing'an Investment Centre (Limited Partnership)	Provision of services	<b>210,912.00</b>	-
Yantai Andre Real Estate Development Co., Ltd.	Provision of services	<b>70,304.00</b>	140,608.00
Yantai Andre Construction and Installation Engineering Co., Ltd.	Sales of materials	-	222.37
Yantai Andre Construction and Installation Engineering Co., Ltd.	Provision of services	<b>101,075.47</b>	133,833.24
Yantai Kunlong Spring Resort Ltd.	Sales of goods	<b>260,398.23</b>	858,396.99
Yantai Andre Holiday Hotel Plaza Limited	Sales of goods	<b>438.05</b>	-
Mitsui Products Co., Ltd. and its subsidiaries	Sales of goods	-	13,223,789.88
		<b>26,778,603.66</b>	<b>13,223,789.88</b>

Note: 1. The prices for the Company's related party transactions involving sales of goods and rendering of services are determined based on market prices.

2. Mitsui Products Co., Ltd., shareholding percentage fell below 5% on 22 February 2023. Pursuant to Rule 6.3.3 of the Shanghai Stock Exchange Listing Rules, it remained a related party for the 12 months following the occurrence of the aforesaid event, being the period from 22 February 2023 to 21 February 2024. Accordingly, the Company was no longer regarded as a related party during the reporting period. The related party transaction data for the prior period represent the transactions entered into by Mitsui Products Co., Ltd., and its subsidiaries for the period from 1 January 2024 to 21 February 2024.

# Notes to the Financial Statements

## X Related parties and related party transactions (cont'd)

### 4. Related party transaction (cont'd)

#### (2) Related lease conditions

- ① The Company acts as a lessor

Name of lessee	Types of leased assets	Lease income recognised in the current period	Lease income recognised in prior period
DSM Firmenich Pectin (Yantai) Co., Ltd.	House lease	<b>738,036.00</b>	738,036.00
Yantai Andre Real Estate Development Co., Ltd.	House lease	<b>105,456.00</b>	210,912.00
Yantai Xing'an Investment Centre (Limited Partnership)	House lease	<b>316,368.00</b>	–
Yantai Andre Construction and Installation Engineering Co., Ltd.	House lease	<b>156,614.68</b>	193,253.21

#### (3) Remuneration of key management personnel

Items	Current amount incurred	Prior period occurrence
Remuneration of key management personnel	<b><u>4,834,347.39</u></b>	<u>4,165,259.02</u>

# Notes to the Financial Statements

## X Related parties and related party transactions (cont'd)

### 5. Receivables and payables from related parties

(1) Amounts due from related parties of the Company

Items	Related party	Closing balance		Opening balance	
		Book balance	Bad-debt provision	Book balance	Bad-debt provision
Accounts receivables					
	DSM Firmenich Pectin (Yantai) Co., Ltd.	2,189,888.80	143,273.18	7,300,302.86	438,851.17
	Uni-President China Holdings Ltd. and its subsidiaries	1,605,436.45	98,999.19	3,152,824.80	214,616.00
Other receivable					
	Uni-President China Holdings Ltd. and its subsidiaries	-	-	200,000.00	10,000.00
		<u>-</u>	<u>-</u>	<u>200,000.00</u>	<u>10,000.00</u>

(2) The Company's payables to related parties

Items	Related party	Closing balance	Opening balance
Accounts payable			
	Yantai Yitong Biological Energy Co., Ltd. and its subsidiaries	3,443,703.86	1,547,854.13
	Yantai Andre Construction and Installation Engineering Co., Ltd.	238,966.00	1,656.00
		<u>3,443,703.86</u>	<u>1,549,510.13</u>

# Notes to the Financial Statements

## XI Commitments and contingencies

### 1. Significant commitments

(1) *Foreign investment contracts and related financial expenditures that have not yet been performed or fully performed*

Yantai Andre Drinking Water Co., Ltd., was established on 13 November 2020 with the joint contribution of the Company and its subsidiaries, Andre Juice Co., Ltd. (hereinafter referred to as “BVI Andre”), Yantai Xinweishun Packing Co., Ltd. and Yantai Rongze Carton Factory. The registered capital of the Company is USD5 million, of which USD2.5 million is subscribed by the Company, accounting for 50.00% of the registered capital; BVI Andre, subscribed USD1.75 million, accounting for 35.00% of the registered capital; Yantai Xinweishun Packing Co., Ltd. subscribed USD0.5 million, accounting for 10.00% of the registered capital; Yantai Rongze Carton Factory subscribed USD0.25 million, accounting for 5.00% of the registered capital. On 28 September 2023, Yantai Xinweishun Packing Co., Ltd. and Yantai Rongze Carton Factory withdrew and transferred the subscription shares to the Company. After the change, the subscribed capital of the Company was changed to USD3.25 million accounting for 65% of the registered capital. As at 31 December 2025, except for the paid in capital contribution of BVI Andre, the contribution of other shareholders has not been made yet, so the Company is required to fulfill its obligation to contribute USD3.25 million to Yantai Andre Drinking Water Co., Ltd.

Save for the above commitments, as at 31 December 2025, the Company had no other significant commitments that should be disclosed but not disclosed.

### 2. Contingencies

As at 31 December 2025, the Company had no material contingencies required to be disclosed.

# Notes to the Financial Statements

## XII Significant contingencies existing at the balance sheet date

1. Yantai Fushan District Andeli Fruit Juice Co., Ltd.\* was newly incorporated in February 2026 and is a wholly-owned subsidiary of Yantai North Andre Juice Co., Ltd..

The subsidiary of the Company acquired 692 core machines and equipment owned by Yantai Hai Sheng Fruit Industry through a judicial auction organized by the Xi'an Intermediate People's Court on the JD auction bankruptcy liquidation platform for RMB30,885,695.34.

2. Luochuan Andre Juice Co., Ltd.\* was established in March 2026. Its shareholder is Yantai North Andre Juice Co., Ltd., which holds 100% of its shares.

The subsidiary successfully bid for all machines and electronic equipment assets owned by Yitian Juice (Shanxi) Co., Ltd. through the JD Auction platform at a consideration of RMB21,616,565.00.

3. The profit distribution proposal of the Company for the year 2025 is as follows

The Company adopts the cash dividend distribution approach. Based on the current total share capital of 334,188,000 shares, a cash dividend of RMB3.00 for every ten shares (tax inclusive) will be distributed to all shareholders, representing an aggregate cash dividend of RMB100,256,400.00, accounting for 30.35% of the profit attributable to ordinary shareholders of the Company in the 2025 consolidated financial statements. The remaining undistributed profits will be carried forward for distribution in subsequent years. The cash dividend is denominated and declared in RMB, payable in RMB to holders of A Shares and in HKD to holders of H Shares. The implementation of the dividend is subject to the approval by the annual general meeting of shareholders for the year 2025.

Except for the above matters, the Company has no other events after the reporting period.

\* For identification purposes only

# Notes to the Financial Statements

## XIII Description of other important matters

### 1. Remuneration of directors and supervisors

Name	Directors' and Supervisors' Allowances		Basic wages, allowances and benefits		Retirement benefit		Total	
	Current Period	Prior Period	Current Period	Prior Period	Current Period	Prior Period	Current Period	Prior Period
Executive Director								
Wang An	103,333.30	80,000.00	-	-	-	-	103,333.30	80,000.00
Wang Kun	-	80,000.00	-	359,850.00	-	16,765.80	-	456,615.80
Wang Yanhui	103,333.30	80,000.00	268,493.29	273,649.95	17,225.88	16,765.80	389,052.47	370,415.75
Wang Meng	103,333.30	80,000.00	217,625.81	235,000.05	-	-	320,959.11	315,000.05
Zhang Hui	70,000.00	26,666.64	595,266.71	-	17,225.88	-	682,492.59	26,666.64
Non-executive director								
Liu Tsung-Yi	103,333.30	80,000.00	-	-	-	-	103,333.30	80,000.00
Zhang Wei	103,333.30	40,000.00	-	-	-	-	103,333.30	40,000.00
Independent non-executive								
Li Yao	33,333.30	80,000.00	-	-	-	-	33,333.30	80,000.00
Gong Fan	103,333.30	80,000.00	-	-	-	-	103,333.30	80,000.00
Wang Yan	103,333.30	80,000.00	-	-	-	-	103,333.30	80,000.00
Wang Changqing	70,000.00	-	-	-	-	-	70,000.00	-
Supervisors								
Meng Xianglin	20,833.30	50,000.00	114,242.40	121,304.00	-	9,501.13	135,075.70	180,805.13
Huang Lianbo	20,833.30	50,000.00	288,009.82	291,261.08	17,225.88	16,765.80	326,069.00	358,026.88
Wang Bo	20,833.30	50,000.00	281,949.97	278,105.33	17,225.88	16,765.80	320,009.15	344,871.13
Meng Xiujin	33,333.35	-	167,313.29	-	17,225.88	-	217,872.52	-
Yu Chengbo	33,333.35	-	250,913.44	-	17,225.88	-	301,472.67	-
Liang Jianhao	33,333.35	-	243,691.41	-	17,317.98	-	294,342.74	-
Total	<u>1,059,166.35</u>	<u>856,666.64</u>	<u>2,427,506.14</u>	<u>1,559,170.41</u>	<u>120,673.26</u>	<u>76,564.33</u>	<u>3,607,345.75</u>	<u>2,492,401.38</u>

# Notes to the Financial Statements

## XIII Description of other important matters (cont'd)

### 1. Remuneration of directors and supervisors (cont'd)

- (1) Mr. Huang Lianbo and Mr. Wang Bo ceased to serve as Supervisors of the Company upon expiration of their terms on 16 May 2025. Mr. Yu Chengbo and Mr. Liang Jianhao were elected as Supervisors of the Company commencing from 16 May 2025. Mr. Meng Xianglin ceased to serve as Employee Representative Supervisor upon expiration of his term on 15 May 2025. Ms. Meng Xiuqin was elected as Employee Representative Supervisor commencing from 15 May 2025.
- (2) The Company abolished the Board of Supervisors with effect from 28 October 2025. Consequently, all Supervisors ceased to hold their positions as Supervisors of the Company.
- (3) Mr. Li Yao ceased to serve as Independent Non-executive Director upon expiration of his term on 16 May 2025. Mr. Wang Changqing was elected as Independent Non-executive Director commencing from 16 May 2025.

### 2. Highest-paid individuals of the Company

The five highest paid persons of the Company this year include three directors and two supervisors. Their remuneration has been reflected in the remuneration of directors and supervisors.

In 2025, the Company did not pay or should pay the two individuals with the highest emoluments any amount to compensate them for losing the position of any manager of other subsidiaries in the Company;

In 2025, the Company has no amount of money that has been paid or should be paid to the two individuals with the highest emoluments in order to promote them to join or when they join the Company.

### 3. Capital commitment

Items	Current Period	Prior Period
Contracts for the purchase of fixed assets that have been signed and are being or are about to be performed	<u>4,067,298.87</u>	<u>4,827,616.87</u>

# Notes to the Financial Statements

## XIV Notes to major items in the financial statements of the parent company

### 1. Bills receivable

Categories of bills	Closing balance			Opening balance		
	Book balance	Bad-debt provision	Book value	Book balance	Bad-debt provision	Book value
Bank acceptance bills	12,973,620.00	-	12,973,620.00	738,100.00	-	738,100.00
Commercial acceptance bills	-	-	-	-	-	-
<b>Total</b>	<b>12,973,620.00</b>	<b>-</b>	<b>12,973,620.00</b>	<b>738,100.00</b>	<b>-</b>	<b>738,100.00</b>

(1) As at the end of the period, the Company had no pledged notes receivable.

(2) As at the end of the period, the Company had no notes receivable that had been endorsed or discounted but not yet matured.

(3) As at the end of the period, the Company had no bills receivable transferred to accounts receivable due to non-performance by the issuers.

(4) No bills receivable were actually written off during the period.

### 2. Accounts receivable

#### (1) Disclosure of trade receivables by age

The aging analysis of accounts receivable (including related party receivables) on the transaction date is as follows:

Aging	Closing balance	Opening balance
within 1 year		
of which: within 6 months	170,825,217.04	170,873,416.28
6 months to 1 year	56,776,901.50	199,936,202.58
Subtotal within 1 year	227,602,118.54	370,884,395.08
1-2 year	4,033.54	34,776.22
Subtotal	227,606,152.08	370,844,395.08
Less: bad-debt provision	15,314,612.98	17,135,965.86
<b>Total</b>	<b>212,291,539.10</b>	<b>353,708,429.22</b>

# Notes to the Financial Statements

## XIV Notes to major items in the financial statements of the parent company (cont'd)

### 2. Accounts receivable (cont'd)

(2) Classified disclosure by bad-debt provision accrual method

Type	Closing balance				
	Book balance		Bad-debt provision		Book value
	Amount	Percentage (%)	Amount	Expected Credit Loss Rate (%)	
Accounts receivable for which ECLs are accrued individually	56,776,901.50	24.95	-	-	56,776,901.50
Accounts receivable with expected credit losses by portfolio	170,829,250.58	75.05	15,314,612.98	8.96	155,514,637.60
Where:					
Portfolio of amounts due from customers	170,829,250.58	75.05	15,314,612.98	8.96	155,514,637.60
<b>Total</b>	<b>227,606,152.08</b>	<b>100.00</b>	<b>15,314,612.98</b>	<b>6.73</b>	<b>212,291,539.10</b>

continued:

Type	Opening balance				
	Book balance		Bad-debt provision		Book value
	Amount	Percentage (%)	Amount	Expected Credit Loss Rate (%)	
Accounts receivable for which ECLs are accrued individually	199,872,769.04	53.90	-	-	199,872,769.04
Accounts receivable with expected credit losses by portfolio	170,971,626.04	46.10	17,135,965.86	10.02	153,835,660.18
Where:					
Portfolio of amounts due from customers	170,971,626.04	46.10	17,135,965.86	10.02	153,835,660.18
<b>Total</b>	<b>370,844,395.08</b>	<b>100.00</b>	<b>17,135,965.86</b>	<b>4.62</b>	<b>353,708,429.22</b>

Accounts receivable for which ECLs are accrued individually: No such receivables were recorded at the period end.

# Notes to the Financial Statements

## XIV Notes to major items in the financial statements of the parent company (cont'd)

### 2. Accounts receivable (cont'd)

(2) Classified disclosure by bad-debt provision accrual method (cont'd)

#### Accounts receivable with expected credit losses by portfolio

Collectively assessed items: Trade receivables portfolio

Type overdue time	Closing balance			Opening balance		
	Book balance	Bad-debt provision	Expected Credit Loss Rate(%)	Book balance	Bad-debt provision	Expected Credit Loss Rate(%)
Not past due	158,713,144.77	9,522,788.69	6.00	157,303,856.14	9,438,231.36	6.00
Within 30 days overdue	7,657,368.90	1,531,473.78	20.00	6,596,175.29	1,319,235.06	20.00
31-60 days overdue	495,966.00	297,579.60	60.00	1,732,737.94	1,039,642.77	60.00
More than 61 days overdue	3,962,770.91	3,962,770.91	100.00	5,338,856.67	5,338,856.67	100.00
<b>Total</b>	<b>170,829,250.58</b>	<b>15,314,612.98</b>	<b>8.96</b>	<b>170,971,626.04</b>	<b>17,135,965.86</b>	<b>10.02</b>

(3) Provision for bad debts withdrawn, recovered or reversed in the current period

Items	Amount of provision for bad debts withdrawn
Opening balance	17,135,965.86
Provision in current period	—
Recovery or reversal in current period	1,821,352.88
Write off in current period	—
<b>Closing balance</b>	<b>15,314,612.98</b>

(4) There is no actual write-off of accounts receivable in the current period

(5) Details of the top five debtors of accounts receivables and contract assets as at the end of the period

The combined amount of the top five accounts receivable balances at the end of the period, categorized by debtor, is RMB167,282,126.26, accounting for 73.50% of the total accounts receivable balance. The total provision for bad debts related to these accounts at the end of the period is RMB7,409,762.48.

# Notes to the Financial Statements

## XIV Notes to major items in the financial statements of the parent company (cont'd)

### 3. Other receivables

Items	Closing balance	Opening balance
Dividends receivable	<b>25,699,658.48</b>	25,699,658.48
Other receivable	<b>247,796,966.74</b>	375,670,994.12
<b>Total</b>	<b>273,496,625.22</b>	401,370,652.60

#### (1) Dividends receivable

Investee	Closing balance	Opening balance
Andre Juice Co., Ltd.	<b>25,699,658.48</b>	25,699,658.48

#### (2) Other receivables

##### ① Disclosure of other receivables by age

Aging	Closing balance	Opening balance
With in 1 year	<b>247,662,957.72</b>	375,509,406.61
1-2 years	<b>1,500.00</b>	100,000.00
2-3 years	<b>100,000.00</b>	100,000.00
3-4 years	<b>100,000.00</b>	—
4-5 years	—	—
More than 5 years	—	—
<b>Subtotal</b>	<b>247,864,457.72</b>	375,709,406.61
Less: bad-debt provision	<b>67,490.98</b>	38,412.49
<b>Total</b>	<b>247,796,966.74</b>	375,670,994.12

# Notes to the Financial Statements

## XIV Notes to major items in the financial statements of the parent company (cont'd)

### 3. Other receivables (cont'd)

#### (2) Other receivables (cont'd)

##### ② Breakdown by nature of amounts

Items	Closing balance			Opening balance		
	Book balance	Bad-debt provision	Book value	Book balance	Bad-debt provision	Book value
Consolidated subsidiaries	247,516,138.06	-	247,516,138.06	375,341,156.83	-	375,341,156.83
Deposits, petty cash, cash pledge	231,500.00	61,650.00	169,850.00	255,850.00	32,792.50	223,057.50
Others	116,819.66	5,840.98	110,978.68	112,399.78	5,619.99	106,779.79
<b>Total</b>	<b>247,864,457.72</b>	<b>67,490.98</b>	<b>247,796,966.74</b>	<b>375,709,406.61</b>	<b>38,412.49</b>	<b>375,670,994.12</b>

##### ③ The situation of provision for bad debts

As at 31 December 2025, the provision for bad debts is in the stage one

Type	Book balance	Expected Credit Loss Rate in the next 12 months(%)	Bad-debt provision	Book value
Provision for bad debts on a portfolio	247,864,457.72	0.03	67,490.98	247,796,966.74
Consolidated subsidiaries	247,516,138.06	-	-	247,516,138.06
Deposits, petty cash, cash pledge	231,500.00	26.63	61,650.00	169,850.00
Others	116,819.66	5.00	5,840.98	110,978.68
<b>Total</b>	<b>247,864,457.72</b>	<b>0.03</b>	<b>67,490.98</b>	<b>247,796,966.74</b>

As at 31 December 2025, the Company had no other receivables in stage two or stage three.

# Notes to the Financial Statements

## XIV Notes to major items in the financial statements of the parent company (cont'd)

### 3. Other receivables (cont'd)

(2) Other receivables (cont'd)

#### ③ The situation of provision for bad debts (cont'd)

As at 31 December 2024, the provision for bad debts is in the stage one

Type	Book balance	Expected Credit Loss Rate in the next 12 months(%)	Bad-debt provision	Book value
Provision for bad debts on a portfolio	375,709,406.61	0.01	38,412.49	375,670,994.12
Consolidated subsidiaries	375,341,156.83	–	–	375,341,156.83
Deposits, petty cash, cash pledge	255,850.00	12.82	32,792.50	223,057.50
Others	112,399.78	5.00	5,619.99	106,779.79
<b>Total</b>	<u>375,709,406.61</u>	<u>0.01</u>	<u>38,412.49</u>	<u>375,670,994.12</u>

As at 31 December 2024, the Company has no Interest receivables, dividends receivables and other receivables in the stage two.

# Notes to the Financial Statements

## XIV Notes to major items in the financial statements of the parent company (cont'd)

### 3. Other receivables (cont'd)

#### (2) Other receivables (cont'd)

#### ④ Provision for bad debts of other receivables during the period

	Stage one Expected credit loss in the next 12 months	Stage two Expected credit loss over the whole duration (No credit impairment)	Stage three Expected credit loss over the whole duration (Credit impairment occurred)	Total
Bad-debt provision				
Opening balance	38,412.49	–	–	38,412.49
Opening balance of current period				
Provision in current period	29,078.49	–	–	29,078.49
Return in current period	–	–	–	–
Transfer in current period	–	–	–	–
Write off in current period	–	–	–	–
Other changes	–	–	–	–
Closing balance	<u>67,490.98</u>	<u>–</u>	<u>–</u>	<u>67,490.98</u>

#### ⑤ Other receivables that are not actually written off in the current period.

# Notes to the Financial Statements

## XIV Notes to major items in the financial statements of the parent company (cont'd)

### 3. Other receivables (cont'd)

#### (2) Other receivables (cont'd)

##### ⑥ Five largest other receivables by debtor at the end of the year

Name of organization	Nature of money	Other receivables		Percentage of other receivables ending balance (%)	Bad-debt provision closing balance
		Closing balance	Aging		
Dalian Andre Juice Co., Ltd.*	Receivables from subsidiaries	11,285,216.62	Within 1 year	4.55	–
Anyue Andre Lemon Industry Technology Co., Ltd.*	Receivables from subsidiaries	54,445,091.38	Within 1 year	21.97	–
Yongji Andre Juice Co., Ltd.	Receivables from subsidiaries	42,738,096.67	Within 1 year	17.24	–
Aksu Andre Juice Co., Ltd.*	Receivables from subsidiaries	47,022,336.04	Within 1 year	18.97	–
Yan'an Andre Fruit Juice Co., Ltd.*	Receivables from subsidiaries	<u>89,325,868.60</u>	Within 1 year	<u>36.04</u>	–
<b>Total</b>		<u>244,816,609.31</u>		<u>98.77</u>	–

\* For identification purposes only

# Notes to the Financial Statements

## XIV Notes to major items in the financial statements of the parent company (cont'd)

### 4. Long-term equity investment

Items	Closing balance			Opening balance		
	Book balance	Impairment allowance	Book value	Book balance	Impairment allowance	Book value
Investment in subsidiaries	<b>628,942,158.14</b>	-	<b>628,942,158.14</b>	628,942,158.14	-	628,942,158.14

#### (1) Investment in subsidiaries

Investee	Opening balance (book value)	Opening balance of impairment allowances	Movement during the period				Closing balance (book value)	Closing balance of impairment allowance
			Additional investment	Disposal of investment	Provision for impairment	Others		
Baishui Andre Juice Co., Ltd.	110,630,130.07	-	-	-	-	-	110,630,130.07	-
Yantai Longkou Andre Juice Co., Ltd.	80,622,695.55	-	-	-	-	-	80,622,695.55	-
Xuzhou Andre Juice Co., Ltd.	58,645,418.00	-	-	-	-	-	58,645,418.00	-
Andre Juice Co., Ltd.	8.00	-	-	-	-	-	8.00	-
Dalian Andre Juice Co., Ltd.*	119,000,000.00	-	-	-	-	-	119,000,000.00	-
Yongji Andre Juice Co., Ltd.	140,043,906.52	-	-	-	-	-	140,043,906.52	-
Aksu Andre Juice Co., Ltd.*	70,000,000.00	-	-	-	-	-	70,000,000.00	-
Yan'an Andre Juice Co., Ltd.*	50,000,000.00	-	-	-	-	-	50,000,000.00	-
<b>Total</b>	<b>628,942,158.14</b>	-	-	-	-	-	<b>628,942,158.14</b>	-

\* For identification purposes only

# Notes to the Financial Statements

## XIV Notes to major items in the financial statements of the parent company (cont'd)

### 5. Operating income and operating costs

#### (1) Operating income and operating costs

Items	Current amount incurred		Prior period occurred	
	Income	Cost	Income	Cost
Principal businesses	960,793,405.14	903,601,527.22	1,067,666,041.83	987,017,424.72
Other businesses	9,167,491.03	6,928,012.71	12,177,944.95	9,459,709.93
<b>Total</b>	<b>969,960,896.17</b>	<b>910,529,539.93</b>	<b>1,079,843,986.78</b>	<b>996,477,134.65</b>

#### (2) Operating income and operating costs analysed by type of product

Principal product types (or industries)	Current amount incurred		Prior period occurred	
	Income	Cost	Income	Cost
Principal businesses				
Fruit juice and Essence	952,563,961.57	900,796,108.83	1,062,022,593.42	984,922,063.68
Fruit residue	8,229,443.57	2,805,418.39	5,643,448.41	2,095,361.04
<b>Subtotal</b>	<b>960,793,405.14</b>	<b>903,601,527.22</b>	<b>1,067,666,041.83</b>	<b>987,017,424.72</b>
Other business				
Sale of materials	6,797,511.40	6,433,669.35	9,398,417.97	9,145,498.81
Leasing and related	2,369,979.63	494,343.36	2,779,526.98	314,211.12
<b>Subtotal</b>	<b>9,167,491.03</b>	<b>6,928,012.71</b>	<b>12,177,944.95</b>	<b>9,459,709.93</b>
<b>Total</b>	<b>969,960,896.17</b>	<b>910,529,539.93</b>	<b>1,079,843,986.78</b>	<b>996,477,134.65</b>

# Notes to the Financial Statements

## XIV Notes to major items in the financial statements of the parent company (cont'd)

### 5. Operating income and operating costs (cont'd)

(3) Operating income and operating costs analyzed by region

Principal operating regions	Current amount incurred		Prior period occurred	
	Income	Cost	Income	Cost
America	213,905,112.10		298,220,893.27	
Asia	543,413,266.12		521,814,210.23	
Africa	59,199,951.90		101,750,511.24	
Europe	106,263,791.64		123,934,159.35	
Oceania	47,178,774.41		34,124,212.69	
<b>Total</b>	<b>969,960,896.17</b>		<b>1,079,843,986.78</b>	

Note: The Company conducts cost accounting based on product categories and types. As costs are not allocated or estimated by customer, sales model, or operating region, the breakdown of operating costs by operating region is not disclosed.

# Notes to the Financial Statements

## XIV Notes to major items in the financial statements of the parent company (cont'd)

### 5. Operating income and operating costs (cont'd)

(4) Operating income and operating costs analysed by time of commodity transfer

Items	Fruit juice and Essence		Current amount incurred Fruit residue		Others	
	Income	Cost	Income	Cost	Income	Cost
Principal businesses						
Of which: recognised at a point in time	952,563,961.57	900,796,108.83	8,229,443.57	2,805,418.39	-	-
recognised over a period of time	-	-	-	-	-	-
Other business						
Of which: recognised at a point in time	-	-	-	-	6,797,511.40	6,433,669.35
recognised over a period of time	-	-	-	-	-	-
Lease income	-	-	-	-	2,369,979.63	494,343.36
<b>Total</b>	<u>952,563,961.57</u>	<u>900,796,108.83</u>	<u>8,229,443.57</u>	<u>2,805,418.39</u>	<u>9,167,491.03</u>	<u>6,928,012.71</u>

### 6. Investment income

Items	Current amount incurred	Prior period occurrence
Long-term equity investment income accounted for by cost method	-	241,543,903.50
Investment income in the period in which financial assets held for trading are held	-	300,000.00
Investment income from disposal of financial assets held for trading	<u>7,707,152.60</u>	<u>8,937,639.62</u>
<b>Total</b>	<u>7,707,152.60</u>	<u>250,781,543.12</u>

# Notes to the Financial Statements

## XV Supplementary information

### 1. Statement of Non-recurring Profit or Loss for the Period

Items	<b>Current amount incurred</b>	NOTE
Profit or loss on disposal of non-current assets, including the reversal of previously recognized impairment allowances	<b>-16,818.63</b>	
Government grants recognized in current period profit or loss, excluding those grants that are closely related to the Company's normal business operations, comply with national policy regulations, are granted based on defined criteria, and have a sustained impact on the Company's profit or loss	<b>3,067,581.11</b>	
Profit or loss on changes in fair value arising from the holding of trading financial assets and trading financial liabilities, and investment income from the disposal of trading financial assets, trading financial liabilities, debt investments and other debt investments, other than effective hedging business in relation to the normal operations of the Company	<b>8,657,184.34</b>	
Other non-operating income and expenses other than those mentioned above	<b>-30,986.23</b>	
<b>Total non-recurring profit or loss</b>	<b>11,676,960.59</b>	
Less: income tax impact of non-recurring profit or loss	<b>-</b>	
<b>Net non-recurring profit or loss</b>	<b>11,676,960.59</b>	
Less: Net effect attributable to non-controlling interests (after tax)	<b>-</b>	
<b>Non-recurring profit or loss attributable to ordinary equity holders of the Company</b>	<b>11,676,960.59</b>	

# Notes to the Financial Statements

## XV Supplementary information (cont'd)

### 2. Return on net assets and earnings per share

Profit for the Reporting Period	Weighted mean Return on net assets (%)	Earnings per share	
		Basic earnings per share	Dilute earnings per share
Net profit attributable to ordinary equity holders of the Company	11.72	0.96	0.96
Net profit attributable to ordinary equity holders of the Company excluding non- recurring profit or loss	<u>11.31</u>	<u>0.92</u>	<u>0.92</u>

